KMD BRANDS LIMITED

31 March 2026

Client Market Services
NZX Limited
11 Cable Street
Wellington 6011
New Zealand

ASX Market Announcements
Australian Stock Exchange
Exchange Centre
Level 6, 20 Bridge Street
Sydney, NSW 2000
Australia

1H FY2026 Interim Results and Equity Raising

Please find **attached** the following information relating to KMD Brands Limited's (*KMD Brands*) results for the six months ended 31 January 2026, and details relating to KMD Brands' approximately $65.3 million equity raising and refinancing of its debt facilities:

1. Market Release

2. Investor Presentation

3. Interim Financial Statements for the six months ended 31 January 2026 and the Independent Auditors Review Report

4. Results Announcement

5. Offer Document

6. NZX Corporate Action Notice

7. Cleansing Notice

This announcement has been authorised for release to NZX / ASX by Frances Blundell, Chief Legal & ESG Officer and Company Secretary.

ENDS -

For further information, whether an investor or media enquiry, please contact:
Frances Blundell, Chief Legal & ESG Officer and Company Secretary at companysecretary@kmdbrands.com

BRANDS

Not for distribution or release in the United States

Tuesday 31 March 2026
(All amounts in NZ$ unless otherwise stated)

Next Level transformation delivers strong H1 for KMD Brands

KMD Brands Limited (**NZX/ASX: KMD**, **"KMD"** or the **"Group"**) today announces its results for the six months ended 31 January 2026 ("**1H FY26**"), and details relating to the Group's approximately $65.3 million fully underwritten equity raising and refinancing of its debt facilities.

1H FY26 financial summary (vs 1H FY25):

- Group sales up +7.3% to $505.4 million.
- Gross margin[3] down -1.2% of sales to 56.8%.
- Underlying operating expenses[1,3] up +2.4% to $275.6 million.
- Underlying EBITDA[1] $11.5 million, up +196.6% year-on-year ("YOY").
- Statutory NPAT loss -$13.1 million. Underlying NPAT[1] loss -$11.5 million.
- Net Working Capital $179.2 million, -$13.4 million lower YOY.
- Net Debt $94.0 million, impacted by the weakening of the NZ dollar year-on-year.
- No interim dividend declared as a result of 1H FY26 operating performance.

Group financial performance

	Statutory	Underlying[1]		
NZ$ million[2]	**1H FY26**	**1H FY26**	**1H FY25**	**Var %**
Sales	505.4	505.4	470.9	7.3%
Gross Profit[3]	287.1	287.1	273.0	5.2%
Gross Margin[3]	56.8%	56.8%	58.0%	
Operating Expenses[3]	(223.8)	(275.6)	(269.1)	2.4%
EBITDA	63.3	11.5	3.9	196.6%
EBIT	(1.7)	(6.4)	(13.3)	52.1%
NPAT	(13.1)	(11.5)	(16.1)	28.4%

Kathmandu has led the Group sales momentum in the first half, with total Group sales growth +7.3% YOY. The sales result is underpinned by solid growth in both the direct-to-consumer ("DTC") and wholesale channels.

[1] Excluding the impact of IFRS 16, restructuring, software as a service accounting, the notional amortisation of customer relationships, impairment and onerous contracts.
[2] 1H FY26 NZD/AUD conversion rate 0.881 (1H FY25 0.909), 1H FY26 NZD/USD conversion rate 0.581 (1H FY25 0.595).
[3] Prior period restatement: following an accounting system change at the Group's wetsuit manufacturer, $2.5m of 1H FY25 production labour and overhead costs have now been mapped to cost of sales. There was no impact on the Group's 1H FY25 EBITDA or net profit.

Gross margin decreased by -1.2% of sales below last year to 56.8%. In a promotional marketplace, the brands balanced sales growth with gross margin achievement, while optimising inventory composition and selling through aged inventory.

Underlying operating expenses were lower than last year on a constant currency basis, with a Next Level cost reset helping to offset strategic growth investments and continued global cost pressure.

Rip Curl

Rip Curl	**Underlying[1]**		
NZ$ million	**1H FY26**	**1H FY25**	**Var %**
Sales	291.4	278.5	4.6%
EBITDA	20.5	23.6	(13.0%)
EBIT	10.5	16.1	(34.3%)

Rip Curl total sales increased by +4.6% to $291.4 million, helped by the YOY movement in FX rates used to convert global sales to NZD reporting currency. On a constant currency basis, Rip Curl total sales were +0.3% above the first half of last year.

Wholesale sales increased by +9.8% YOY, supported by strong demand in Europe and North America.

DTC total sales (including online) increased by +1.9%, with strong sales for North America offsetting a challenging market during the southern hemisphere peak summer period. Online sales increased by +6.7% to $22.5 million, comprising 12.0% of DTC sales.

DTC same store sales (comprising owned retail stores and online)[4] increased +1.5% YOY.

Gross margin decreased by -1.2% of sales, impacted by wholesale channel mix and elevated promotional activity. Underlying operating expenses were in line with last year on a constant currency basis, with a strategic cost reset helping to offset strategic growth investments and continued global cost pressures.

Kathmandu

Kathmandu	**Underlying[1]**		
NZ$ million	**1H FY26**	**1H FY25**	**Var %**
Sales	176.1	156.8	12.3%
EBITDA	(2.4)	(12.8)	81.6%
EBIT	(10.2)	(22.0)	53.9%

Kathmandu total sales increased by +12.3% to $176.1 million, despite a net reduction of four stores YOY. Kathmandu showed strong sales momentum throughout the first half, and improved from +2.5% YOY in the fourth quarter of last year.

Strong sales results were achieved in both Australia[5] (+10.2% YOY) and New Zealand (+8.9% YOY).

[4] Same store sales are for the 27 full weeks ended 1 February 2026 and are measured at constant exchange rates.
[5] At constant exchange rates.

Sales growth continued through the second quarter, with the key Black Friday and Christmas trading periods cycling a good result last year.

Online sales were in line with last year (cycling strong growth) at $20.6 million, comprising 11.8% of DTC sales.

Same store sales (including online)[4] increased by +12.8% YOY.

Gross margin decreased by -1.5% of sales, with a focus on selling through aged inventory in the first quarter, and maintaining competitive promotional intensity through the second quarter. Total inventory ended 1H FY26 $9.8 million lower than last year ($13.5 million lower at constant currency). Underlying operating expenses reduced YOY, improving operating leverage following a strategic cost reset and ongoing cost discipline.

<u>Oboz</u>

Oboz	Underlying[1]		
NZ$ million	**1H FY26**	**1H FY25**	**Var %**
Sales	38.0	35.6	6.5%
EBITDA	(1.1)	(2.2)	52.5%
EBIT	(1.1)	(2.6)	59.5%

Total sales increased by +6.5% YOY to $38.0 million.

Online sales increased by +0.9%, impacted by lower closeout inventory levels YOY. In the second half, the website will move onto the group online trading platform. Digital marketing continues to be refined with new agency partners through an updated digital funnel strategy and fresh creative.

Wholesale sales increased by +7.5% with strong in-season buying from key accounts.

Gross margin remained stable, improving +0.2% of sales despite tariff impacts, supported by lower closeout activity YOY.

Underlying operating expenses were tightly controlled and lower than last year.

<u>Balance sheet</u>

Net working capital remains a key focus for the Group, ending the first half -$13.4 million lower than 31 January 2025. The Group inventory balance reduced for the third successive year, decreasing by -$29.6 million YOY, with a continued focus by all brands to optimise mix and sell through aged inventory.

At 31 January 2026 the Group had a net debt position of $94.0 million, impacted by $5.6 million with the weakening of the NZ dollar year-on-year. The Group complies with all amended bank covenants at 31 January 2026.

<u>Refinance</u>

On 30 January 2026 the Group extended its existing debt facility term and adjusted the fixed charge cover ratio for the July 2026 and January 2027 measurement periods.

The Group also reduced its total syndicated bank facilities by $49 million to approximately $283 million, consisting of an A$207 million and NZ$43 million multi-currency revolving facility.

As part of a longer-term refinance plan, the Group has now secured a refinanced debt facility, provided by a majority of our existing banking syndicate for a new multi-year bank debt facility with an approximately NZ$205 million[6] capacity. The refinanced facility provides KMD with a stable, long-term capital structure that, in combination with the proceeds from the equity raising, is expected to provide sufficient liquidity to execute on the Next Level transformation and fund working capital requirements. The new facility term of up to 2.5 years provides the Group with funding stability through to 1 October 2028, removing near-term refinancing pressures and allowing management to remain focused on strategic execution and delivery of shareholder value.

The refinanced facility structure includes fixed charge cover ratio and leverage covenant arrangements for the Group over the term of the facility. The facility provides KMD with operational flexibility as it continues to execute its strategy and further reduce leverage over the longer-term to a ratio of <0.5x Net Debt / EBITDA.

In connection with the refinance, KMD is undertaking an equity raise, as described in more detail below.

Trading update

Direct-to-consumer same store sales (including online) for the first six full weeks of the second half from Monday 2 February to Sunday 15 March 2026[7] in a seasonally non-significant trading period:

- Kathmandu +11.1% YOY, combined with gross margin improvement YOY of c. +50 basis points (+0.5% of sales).
- Rip Curl +1.2% YOY.

Outlook

Given early momentum in its Next Level turnaround strategy and despite a challenging global consumer operating environment, the Group remains focused on delivering continued performance improvement compared to prior year.

Kathmandu continued its recent sales momentum in the first 6 weeks of 2H FY26, with the key Autumn and Winter trading periods still to come. Kathmandu are also on track to achieve gross margin expansion YOY in 2H FY26, with consumers responding positively to improved product flow and assortment.

Rip Curl and Oboz wholesale order books for 2H FY26 are in line with last year, with the Europe and North America summer season to come. Gross margin expansion is anticipated YOY in 2H FY26, reflecting actions taken to offset the US tariffs, and cycling specific clearance of inventory in the second half of last year.

Group underlying operating expenses[1] as a % of sales are forecasted to improve YOY, showing progress towards mid-term targets. Underlying operating expenses[1] for the full year are planned to be broadly flat YOY on a constant currency basis (before any FY26 management incentives). The year-on-year impact of global currency fluctuation is expected to have a significant impact on underlying

[6] Based on NZD / AUD exchange rate published by RBNZ as at 24 March 2026 and net offer proceeds of $62m. A$8.5m of the facility will be unavailable until key covenant milestones met.
[7] Sales and gross profit results for the six full trading weeks from Monday 2 February to Sunday 15 March 2026 are sourced from BI reports and measured at constant currency YOY.

operating expenses (1H FY26 half-year impact $9.1 million as shown in the appendices of the full Investor Presentation accompanying this announcement). The Group remains on track to achieve its Next Level strategic cost reset savings, helping to offset cost inflation, and deliver moderated re-investment to drive Next Level strategic growth opportunities.

KMD Brands expects to deliver further EBITDA margin expansion in FY26.

The Group continues to focus on the optimisation of its store network as part of the Next Level integrated marketplace strategy. Capital expenditure for FY26 is targeted to be at the lower end of the guided range (approximately $25 million).

KMD Brands continues to target a leverage ratio of <0.5x Net Debt / EBITDA by end of FY27.

Brent Scrimshaw, Group CEO and Managing Director, KMD Brands, said:

"Since launching our Next Level strategy, we have accelerated the pace and quality of execution and returned each of our brands to growth in a short timeframe. Strong early progress has been made against our key initiatives, giving us further conviction in our potential."

"We're particularly encouraged by the improved performance of Kathmandu, which has delivered double-digit same store sales growth for the first time in over two years. It's also pleasing to see consumers responding positively to our accelerated product freshness, flow and assortment, along with a renewed focus on innovation."

"While Rip Curl has navigated more volatile global trading conditions, we remain confident that the brand's repositioning will drive long-term growth and youthful energy, connected to the next generation of core surf and beach consumers."

David Kirk, Chairman, KMD Brands, said:

"Over the last 6 months, the refreshed KMD Brands leadership team has delivered against the clear objectives laid out in the Next Level strategy, including driving an inflection in growth at each of our core brands and overdelivering on cost savings targets."

"After securing a short-term extension to our debt facilities in January 2026, it was important for our continued execution to strengthen our balance sheet, accelerate our path to our leverage target, and secure a longer-term debt facility to support our ongoing transformation."

"With the balance sheet now strengthened through the debt refinancing and the launch of the equity raise, KMD Brands is well positioned to continue executing its Next Level strategy. Having worked closely with the Board and management through this critical phase, and been on the Board for 13 years, I believe this is the right time to signal my intention to step down as Chairman in the coming months. The Board has commenced an orderly succession process."

Equity raising details

KMD today announces an approximately $65.3 million fully underwritten equity raising (**"Offer"**), comprising:

- a fully underwritten placement (**"Placement"**) of new fully paid ordinary shares (**"New Shares"**) to eligible institutional shareholders and new institutional investors to raise approximately $6.8 million; and

- a fully underwritten 1 for 0.73 pro-rata accelerated renounceable entitlement offer (**"Entitlement Offer"**) of New Shares to eligible shareholders to raise approximately $58.5 million.

The Offer will be conducted at an offer price of NZ$0.06 per share (**"Offer Price"**), representing a:
- 47.1% discount to the theoretical ex-rights price (**"TERP"**)[8] of NZ$0.113; and
- 69.2% discount to KMD's last traded price of NZ$0.195 on NZX on Wednesday, 25 March 2026.

Approximately 1,087.8 million New Shares are to be issued under the Offer, representing approximately 152.8% of the existing shares on issue.

New Shares issued under the Offer will rank equally with existing fully paid ordinary shares from their time of issue.

Goldman Sachs New Zealand Limited is acting as Arranger, and Goldman Sachs New Zealand Limited and Forsyth Barr Limited are acting as Joint Lead Managers for the Offer. The Offer is fully underwritten by Goldman Sachs New Zealand Limited and Forsyth Barr Group Limited.

Placement details

KMD is undertaking a fully underwritten Placement of New Shares to eligible institutional shareholders and new institutional investors to raise approximately $6.8 million. The Placement will be conducted concurrently with the Institutional Entitlement Offer (as described below).

Entitlement Offer details

KMD will invite eligible shareholders to subscribe for 1 New Share for every 0.73 existing KMD shares held as at 7:00pm NZDT (5:00pm AEDT) on Wednesday, 1 April 2026 (**"Record Date"**). Eligible shareholders can choose to take up all, part or none of their entitlement to New Shares. New Shares not taken up by Eligible Shareholders (or attributable to ineligible shareholders) will be offered for sale through Bookbuilds run by the Joint Lead Managers.

Institutional Entitlement Offer
Eligible institutional shareholders will be invited to participate in the accelerated institutional component of the Entitlement Offer (**"Institutional Entitlement Offer"**), which is being conducted today (Tuesday, 31 March 2026) and closes on Wednesday, 1 April 2026[9], along with the Placement. Under the Institutional Entitlement Offer, eligible institutional shareholders can choose to take up all, part or none of their entitlement to New Shares.

Institutional entitlements that are not taken up, together with the entitlements of ineligible institutional shareholders, will be offered for sale under an institutional shortfall bookbuild ("**Institutional Shortfall Bookbuild**") on Wednesday, 1 April 2026, with any premium above the Offer Price (net of any applicable withholding taxes) paid to the relevant shareholders.

Retail Entitlement Offer

[8] TERP is the theoretical price at which KMD shares trade immediately after the ex-date for the Offer. TERP is a theoretical calculation only and the actual price at which KMD shares trade on NZX immediately after the ex-date for the Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to the last traded price of the KMD share price as traded on NZX on Wednesday, 25 March 2026 being the last trading day prior to the announcement of the Offer and includes all New Shares issued under the Placement and Entitlement Offer.
[9] The Placement and Institutional Entitlement Offer for Australian, New Zealand and certain investors in Asia-Pacific region closes on Tuesday, 31 March 2026. For all other regions, the Placement and Institutional Entitlement Offer closes on Wednesday, 1 April 2026.

The retail component of the Entitlement Offer (**"Retail Entitlement Offer"**) will be open from Tuesday, 7 April 2026 to 5:00pm NZST (3:00pm AEST) on Thursday, 16 April 2026, to eligible retail shareholders with an address recorded on KMD's share register in New Zealand or Australia at the Record Date. The entitlements will not be quoted on NZX or ASX.

Under the Retail Entitlement Offer, eligible retail shareholders may:

- elect to take-up all, part or none of their entitlement before the Retail Entitlement Offer closes at 5:00pm NZST (3:00pm AEST) on Thursday, 16 April 2026; or
- elect to take-up their entitlement in full and also apply for additional New Shares. Any application for New Shares above their pro-rata entitlement will be included in the retail shortfall bookbuild (**"Retail Shortfall Bookbuild"**) and made at the retail shortfall bookbuild clearing price; or
- do nothing in which case their entitlements will be offered for sale under the Retail Shortfall Bookbuild.

Retail entitlements not taken up, along with entitlements of ineligible retail shareholders, will be offered for sale under the Retail Shortfall Bookbuild to be conducted on or about Tuesday, 21 April 2026, with any premium above the Offer Price (net of any applicable withholding tax) paid to the relevant shareholders.

Further details about the Retail Entitlement Offer are set out in the Offer Document. Shareholders entitled to participate in the Retail Entitlement Offer should visit kmd.rightsoffer.co.nz and apply online by 5:00pm NZST (3:00pm AEST) on Thursday, 16 April 2026.

Further information on the Offer is detailed below and is to be read in conjunction with the Offer Document and the Investor Presentation which are available to eligible shareholders via the offer website at kmd.rightsoffer.co.nz.

Investor briefing being held today at 8:30am AEDT / 10:30am NZDT

Brent Scrimshaw (Group CEO), and Carla Webb-Sear (Group CFO) will be holding a briefing session for investors and analysts at 8:30am AEDT / 10:30am NZDT today (Tuesday, 31 March 2026). Please attend the meeting by following this link: **www.virtualmeeting.co.nz/kmd1hfy26**.

You may also dial one of the numbers below and provide the conference ID **1914594** to the operator to listen to the meeting.

- Australia - Toll (Sydney) +61 2 8088 0946
- Australia - Toll Free +61 1800 571 226
- New Zealand - Toll Free +64800450012
- New Zealand - Auckland +64 9 887 4636
- USA & Canada - Toll-Free (800) 715-9871
- United Kingdom - Toll-Free +44 800 260 6466
- France - Toll-Free +33 801 238862
- Norway - National +47 57 98 94 30
- Spain - Toll-Free +34 800 906909

The webcast will be available on the KMD Brands investor website following the call.

This announcement has been authorised for release to NZX / ASX by Frances Blundell, Chief Legal & ESG Officer and Company Secretary.

\- ENDS -

For further information, whether an investor or media enquiry, please contact:
Frances Blundell, Chief Legal & ESG Officer and Company Secretary
companysecretary@kmdbrands.com

Appendix: Key offer dates[10]

General	
Announcement of Offer Voluntary suspension continued on NZX and ASX	Tuesday, 31 March 2026
Record date for the Offer	7:00pm NZDT (5:00pm AEDT) Wednesday, 1 April 2026
Placement and Institutional Entitlement Offer	
Placement and Institutional Entitlement Offer opens	Tuesday, 31 March 2026
Placement and Institutional Entitlement Offer closes[11]	Wednesday, 1 April 2026
Institutional Shortfall Bookbuild	Wednesday, 1 April 2026
Trading recommences *KMD shares will commence trading on NZX and ASX on an ex-entitlement basis*	Thursday, 2 April 2026
ASX Settlement of New Shares under the Placement and Institutional Entitlement Offer	Friday, 10 April 2026
ASX Allotment of New Shares under the Placement and Institutional Entitlement Offer	Monday, 13 April 2026
NZX Settlement and Allotment of New Shares under the Placement and Institutional Entitlement Offer	Monday, 13 April 2026
Commencement of trading of New Shares issued under the Placement and Institutional Entitlement Offer on NZX and ASX	Monday, 13 April 2026

[10] The timetable presented is indicative only and subject to change without notice (subject to applicable laws and the NZX Listing Rules and ASX Listing Rules). All dates and times refer to New Zealand Time (unless stated otherwise). KMD reserves the right to withdraw the Offer at any time prior to the issue of the New Shares at its absolute discretion.

[11] The Placement and Institutional Entitlement Offer for Australian, New Zealand and certain investors in the Asia-Pacific region closes on Tuesday 31 March 2026. For all other regions, the Placement and Institutional Entitlement Offer closes on Wednesday, 1 April 2026.

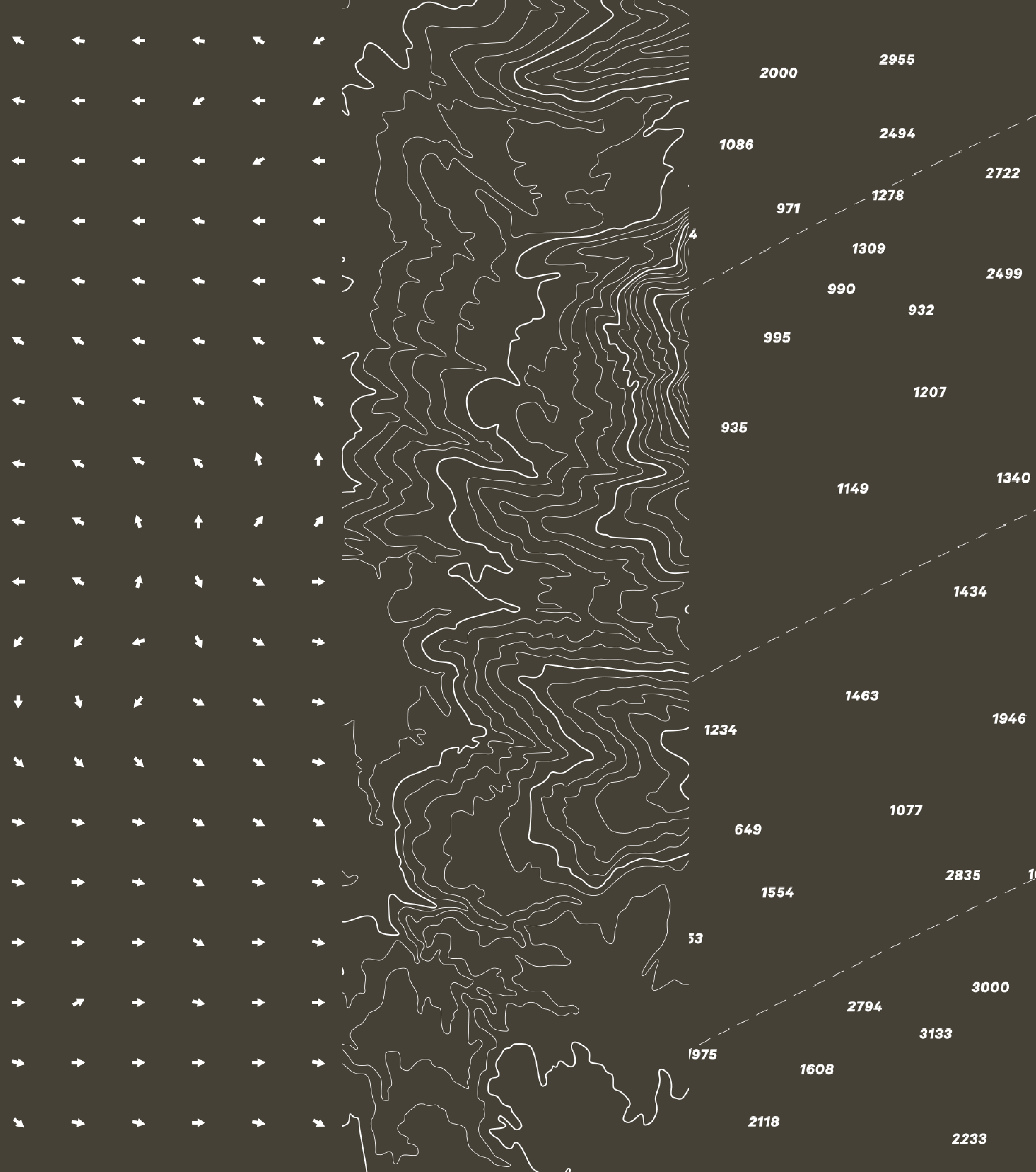
Retail Entitlement Offer	
Record date	7:00pm NZDT (5:00pm AEDT) Wednesday, 1 April 2026
A$ Price announcement	Thursday, 2 April 2026
Retail Entitlement Offer opens	Tuesday, 7 April 2026
Retail Entitlement Offer closes	5:00pm NZST (3:00pm AEST) Thursday, 16 April 2026
Retail Shortfall Bookbuild (for Retail Entitlements not taken up and Retail Entitlements of ineligible retail shareholders)	Tuesday, 21 April 2026
ASX Settlement of New Shares under the Retail Entitlement Offer	Monday, 27 April 2026
NZX Settlement and Allotment of New Shares under the Retail Entitlement Offer	Tuesday, 28 April 2026
Commencement of trading of New Shares issued under the Retail Entitlement Offer on NZX	Tuesday, 28 April 2026
Commencement of trading of New Shares issued under the Retail Entitlement Offer on ASX	Wednesday, 29 April 2026
Despatch of holding statements in respect of New Shares issued under the Retail Entitlement Offer	By Wednesday, 29 April 2026

Not an offer of securities in the United States

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be unlawful. The entitlements and New Shares described in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933 ("U.S. Securities Act"), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be taken up or exercised by, and the New Shares may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of any person in the United States, except in transactions exempt from, or not subject to, the registration requirements under the U.S. Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States.

CREATING A STRONGER KMD BRANDS

31 MARCH 2026



IMPORTANT NOTICE AND DISCLAIMER

This presentation has been prepared by KMD Brands Limited (*KMD*) in relation to an offer of new shares in KMD (*New Shares*) by way of a placement to eligible institutional and other selected investors (*Placement*) and a 1-for-0.73 pro rata renounceable accelerated entitlement offer to eligible shareholders (*Entitlement Offer*, together with the Placement, the *Offer*).

The Offer is made to eligible shareholders and other investors in New Zealand pursuant to the exclusion in clause 19 of schedule 1 of the New Zealand Financial Markets Conduct Act 2013 (the *FMCA*).

The Offer is made to eligible shareholders and other investors in Australia in reliance on sections 708AA and 708A of the Australian Corporations Act 2001 (Cth) (*Corporations Act*), each as notionally modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84 and ASIC Instrument 19-0895.

Information of a General Nature
This presentation contains summary information about KMD and its activities that is current as of the date of this presentation. The information in this presentation is of a general nature and does not purport to be complete nor does it contain all the information which a prospective investor may require in evaluating a possible investment in KMD or that would be required in a product disclosure statement for the purposes of the FMCA or a prospectus or other disclosure document for the purposes of the Corporations Act or the laws of any other jurisdiction. KMD is subject to disclosure obligations that require it to notify certain material information to NZX Limited (*NZX*) and ASX Limited (*ASX*). This presentation should be read in conjunction with KMD’s 1H FY26 Financial Statements, market releases and other periodic and continuous disclosure announcements released to NZX and ASX, which are available at www.nzx.com and www.asx.com under the ticker code "KMD". No information set out in this presentation will form the basis of any contract.

NZX and ASX
The New Shares will be quoted on the NZX Main Board following completion of the Offer, and an application will be made by KMD for the New Shares to be quoted on the ASX. Neither NZX nor ASX accepts any responsibility for any statement in this presentation. NZX is a licensed market operator, and the NZX Main Board is a licensed market under the FMCA. ASX operates a financial market licensed under the Corporations Act.

Not Financial Product Advice
This presentation does not constitute legal, financial, tax, accounting, financial product or investment advice, or a recommendation or inducement to acquire KMD's securities (including the New Shares), and has been prepared without taking into account the objectives, financial situation or needs of individuals. Any investment decision should be made solely on the basis of investors’ own enquiries. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and consult a financial advice provider, solicitor, accountant or other professional adviser if necessary. KMD is not licensed to provide financial product advice in respect to KMD’s securities.

Investment Risk
An investment in securities in KMD is subject to investment and other known and unknown risks, many of which are difficult to predict and are beyond the control of KMD. Refer to Section 5 "Key Risks" for a non-exhaustive summary of certain key risks associated with KMD and the Offer. Neither KMD nor any other person named in this presentation guarantees the performance of KMD or any return on any securities of KMD. Cooling off rights do not apply to the acquisition of New Shares.

Not an Offer
This presentation is not a prospectus or product disclosure statement or other offering document under New Zealand or Australian law or any other law (and will not be filed with or approved by any regulatory authority in New Zealand, Australia or any other jurisdiction). This presentation is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction.

Any decision to purchase New Shares in the Offer must be made on the basis of all information provided in relation to the Offer, including information to be contained or referred to in the separate offer document made available on NZX and ASX (*Offer Document*) and KMD's other periodic and continuous disclosure announcements released to NZX and ASX. Any investor or eligible shareholder who wishes to participate in the Offer should consider the Offer Document, in addition to KMD’s other periodic and continuous disclosure announcements released to NZX and ASX, in deciding to apply for New Shares under the Offer. Anyone who wishes to apply for New Shares under the Entitlement Offer will need to apply in accordance with the instructions contained in the Offer Document and the application form on the Offer website at kmd.rightsoffer.co.nz or as otherwise communicated to shareholders. The release, publication or distribution of this presentation (including any electronic copy) outside New Zealand or Australia may be restricted by law. Any recipient of this presentation who is outside New Zealand or Australia must seek advice on and observe any such restrictions. Refer to Appendix B “Selling Restrictions" of this presentation for information on restrictions on eligibility criteria to participate in the Placement and the institutional component of the Entitlement Offer.

Restrictions On Distribution
This presentation is not for distribution or release in the United States. This presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be unlawful. The Entitlements and New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 (*U.S. Securities Act*), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be taken up or exercised by, and the New Shares may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of any person in the United States, except in transactions exempt from, or not subject to, the registration requirements under the U.S. Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States. The Entitlements and the New Shares to be offered and sold in the retail component of the Entitlement Offer may only be offered and sold outside the United States in “offshore transactions” (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

The information in this presentation has been prepared on the basis that all offers of New Shares in Australia under the Offer will be made to Australian investors to whom an offer of New Shares for issue may lawfully be made without disclosure under Part 6D.2 of the Corporations Act because of sections 708A or 708AA of that Corporations Act, each as notionally modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84 and ASIC Instrument 19-0895.

IMPORTANT NOTICE AND DISCLAIMER (CONT.)

Disclaimer

To the maximum extent permitted by law, each of KMD, the joint lead managers and underwriters of the Offer and their respective related bodies corporate and affiliates including, in each case, their respective shareholders, directors, officers, employees, agents and advisers, as the case may be (each, a *Specified Person*) disclaims and excludes all liability (whether in tort (including negligence) or otherwise) for any direct or indirect loss, expense, damage, cost or other consequence (whether foreseeable or not) suffered by any person as a result of their participation in the Offer or from the use of or reliance on the information contained in, or omitted from, this presentation, from refraining from acting because of anything contained in or omitted from this presentation or otherwise arising in connection therewith (including for negligence, default, misrepresentation or by omission and whether arising under statute, in contract or equity or from any other cause). To the maximum extent permitted by law, no Specified Person makes any representation or warranty, either express or implied, as to the currency, fairness, accuracy, completeness or reliability of the information and conclusions contained in this presentation, and you agree that you will not bring any proceedings against or hold or purport to hold any Specified Person liable in any respect for this presentation or the information in this presentation and waive any rights you may otherwise have in this respect.

None of the joint lead managers, the underwriters, nor their respective affiliates, related bodies corporate, directors, officers, partners, employees, agents or advisers (*Advisers*) have independently verified or will verify any of the content of this presentation and none of them are under any obligation to you if they become aware of any change to or inaccuracy in the information in this presentation.

No Adviser has authorised, permitted or caused the issue, submission, dispatch or provision of this presentation and none of them makes or purports to make any statement in this presentation and there is no statement in this presentation which is based on any statement by any of them. No Adviser takes responsibility for any part of this presentation, or the Offer, and makes no recommendations as to whether you or your related parties should participate in the Offer, nor do they make any representations or warranties to you concerning the Offer. You represent, warrant and agree that you have not relied on any statements made by any Adviser in relation to the Offer and you further expressly disclaim that you are in a fiduciary relationship with any of them, and agree that you are responsible for making your own independent judgment in relation to any matter arising in connection with this presentation. No Adviser accepts or shall have any liability to any person in relation to the distribution of this presentation from or in any jurisdiction.

Determination of eligibility of investors for the purposes of the institutional component of the Entitlement Offer and the retail component of the Entitlement Offer is, in each case, determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of KMD. KMD, the joint lead managers and each other Specified Person disclaim any duty or liability (including for negligence) in respect of the exercise of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

If you do not reside in a permitted offer jurisdiction, you will not be able to participate in the Offer. KMD, the joint lead managers and each other Specified Person disclaim any duty or liability (including for negligence) in respect of the determination of your allocation. This presentation contains data sourced from and the views of independent third parties. In such data being replicated in this presentation, no Specified Person makes any representation, whether express or implied, as to the accuracy of such data. The replication of any views in this presentation should not be treated as an indication that KMD or any other Specified Person agrees with or concurs with such views.

Underwriters and joint lead managers

None of Goldman Sachs New Zealand Limited (Goldman Sachs), Forsyth Barr Group Limited (FBGL) (Goldman Sachs and FBGL, each an underwriter and, together the underwriters) or Forsyth Barr Limited (FBL) (Goldman Sachs and FBL, each a joint lead manager and, together the joint lead managers) nor any of their respective affiliates or the officers, directors, partners, representatives, employees, agents or advisers of any of them have authorised, permitted or caused the issue, lodgment, submission, dispatch or provision of this presentation.

Each underwriter and joint lead manager, together with their respective affiliates, is a full-service financial institution engaged in various activities, which may include trading, financing, financial advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. In the ordinary course of their business activities and services, the underwriters, joint lead managers and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their clients, customers and/or counterparties. Such investments and securities and financial instruments activities and services may involve securities and/or instruments of KMD and/or its affiliates. The underwriters, joint lead managers and/or their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients or counterparties that they acquire, long and/or short positions in such securities and instruments.

The underwriters and joint lead managers, in conjunction with their respective affiliates, are acting as the joint lead managers and underwriters of both the Placement and Entitlement Offer. The underwriters and joint lead managers are acting for and providing services to KMD in relation to the Placement and the Entitlement Offer and will not be acting for or providing services to KMD's employees, shareholders or creditors. The underwriters and joint lead managers have been engaged solely as independent contractors and are acting solely in a contractual relationship on an arm's length basis with KMD. The engagement of the underwriters and joint lead managers by KMD is not intended to create any agency or other relationship between the underwriters or the joint lead managers and KMD or its employees, shareholders or creditors. An affiliate of Goldman Sachs is also acting as financial adviser to KMD in relation to its analysis and consideration of KMD's and its affiliates' capital structure. In connection with these roles and activities, the underwriters, joint lead managers and their respective affiliates may earn fees, generate profits, be exposed to losses, be reimbursed expenses and benefit from indemnification.

In connection with the Placement, Institutional Entitlement Offer, institutional bookbuild and/or retail bookbuild, one or more institutional investors may elect to acquire an economic interest in the New Shares (Economic Interest), instead of subscribing for or acquiring the legal or beneficial interest in those securities. Each underwriter (or its affiliates) may, for its own account, write derivative transactions with those investors relating to the New Shares to provide the Economic Interest, or otherwise acquire New Shares in connection with the writing of those derivative transactions in the Placement, Institutional Entitlement Offer, institutional bookbuild, retail bookbuild and/or the secondary market. As a result of those transactions, each underwriter (or its affiliates) may be allocated, subscribe for or acquire New Shares or securities of KMD in the Placement, Institutional Entitlement Offer, institutional bookbuild, retail bookbuild and/or the secondary market, including to hedge those derivative transactions, as well as hold long or short positions in those securities. These transactions may, together with other securities in KMD acquired by an underwriter or its affiliates in connection with their ordinary course sales and trading, principal investing and other activities, result in an underwriter or its affiliates disclosing a substantial holding and earning fees.

Past Performance

Past performance information provided in this presentation is given for illustrative purposes only and should not be relied upon as (and is not) a promise, representation, warranty, guarantee or indication as to the past, present or future performance of KMD.

IMPORTANT NOTICE AND DISCLAIMER (CONT.)

Forward-Looking Statements

This presentation contains certain forward-looking statements with respect to the financial condition, results of operations and business of KMD, including the Outlook on slide 21. Forward-looking statements can generally be identified by use of words such as 'approximate', 'project', 'foresee', 'plan', 'target', 'seek', 'expect', 'aim', 'intend', 'anticipate', 'believe', 'estimate', 'may', 'should', 'will', 'objective', 'assume', 'guidance', 'outlook' or similar expressions.

This also includes statements regarding the timetable, conduct and outcome of the Offer and the use of proceeds thereof, statements about the plans, targets, objectives and strategies of KMD, statements about the industry and the markets in which KMD operates and statements about the future performance of, and outlook for, KMD's business. Any indications of, or guidance or outlook on, future earnings or financial position or performance and future distributions are also forward-looking statements.

All such forward-looking statements are not guarantees or predictions of future performance and involve known and unknown risks, significant uncertainties, assumptions, contingencies, and other factors, many of which are outside the control of KMD, are difficult to predict, and which may cause the actual results or performance of KMD to be materially different from any future results or performance expressed or implied by such forward-looking statements.

Such forward-looking statements speak only as of the date of this presentation. Except as required by law or regulation (including the NZX Listing Rules and the ASX Listing Rules), KMD undertakes no obligation to update these forward-looking statements for events or circumstances that occur subsequent to the date of this presentation or to update or keep current any of the information contained herein.

Any estimates or projections as to events that may occur in the future are based upon the best judgement of KMD from the information available as of the date of this presentation. A number of factors could cause actual results or performance to vary materially from the projections, including the key risks set out in this presentation. Investors should consider the forward-looking statements in this presentation in light of those risks and disclosures.

In particular, investors should be aware that the statements in slides 21, 31, 32, 33 and 34, and other statements and information regarding outlook, growth or strategy (collectively, the "outlook information") are forward-looking statements. The outlook information has been prepared by KMD based on an assessment of current economic and operating conditions and various assumptions regarding future factors, events and actions, and general macro-economic drivers. Investors should note that given the significant uncertainties that exist in the current economic and operating conditions and geopolitical climate, the outlook information may not be achieved. The outlook information assumes the success of KMD's business strategies, the success of which may not be realised within the period for which the outlook information has been prepared, or at all. The outlook information is subject to a number of risks, including the risks set out in this presentation. Investors should be aware that the timing of actual events, and the magnitude of their impact, might differ from that which is assumed in preparing the outlook information, which may have a material negative effect on KMD's actual financial performance, financial position and cash flows. In addition, the assumptions upon which the outlook information is based are subject to significant uncertainties and contingencies, many of which are outside KMD's control, are not reliably predictable, and it is not reasonably possible to itemise each item. Accordingly, neither KMD nor any other person can give investors assurance that the outcomes discussed in the outlook information will be achieved. Investors are strongly cautioned not to place undue reliance on any forward looking statements, such as indications of, and guidance on, outlook, future earnings and financial position and performance.

General

For the purposes of this Important Notice and Disclaimer, "presentation" means these slides, any oral presentation of these slides by KMD, any question-and-answer session that follows that oral presentation, hard copies of this presentation and any materials distributed at, or in connection with, that presentation. The information and opinions contained in this presentation are provided as at the date of this presentation and are subject to change without notice. KMD reserves the right to withdraw, or vary the timetable for the Offer, without notice. When used in this presentation, references to "KMD" are references to KMD Brands Limited together with its subsidiaries and its interests in associates. All references to 1H FY26 are to the six month period ended 31 January 2026.

Acceptance

By attending or reading this presentation, you agree to be bound by the foregoing limitations and restrictions and, in particular, will be deemed to have represented, warranted, undertaken and agreed that: (i) you have read and agree to comply with the contents of this Important Notice and Disclaimer; (ii) you are permitted under applicable laws and regulations to receive the information contained in this presentation; (iii) you will base any investment decision solely on your own enquiries having due regard to information released by KMD via NZX and ASX (including the Offer Document); and (iv) this presentation may not be reproduced in any form or further distributed to any other person, passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Financial Information

All dollar values are in New Zealand dollars ($ or NZD) unless otherwise stated.

KMD's statutory financial statements have been prepared in accordance with Generally Accepted Accounting Practice in New Zealand (NZ GAAP) and comply with the New Zealand Equivalents to International Financial Reporting Standards (NZ IFRS) and other applicable Financial Reporting Standards, as appropriate for profit oriented entities. The financial information in this presentation is given for illustrative purposes only and should not be relied upon as (and is not) an indication of KMD's views on its future financial performance or condition. Investors should note that past performance of KMD, including the historical trading price of the shares, cannot be relied upon as an indicator of (and provides no guidance as to) future performance of KMD, including the future trading price of shares.

Certain figures, amounts, percentages, estimates, calculations of value and fractions provided in this presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this presentation.

Non-GAAP Financial Information

This presentation includes certain financial measures that are "non-GAAP (generally accepted accounting practice) financial information" under Guidance Note 2017: 'Disclosing non-GAAP financial information' published by the New Zealand Financial Markets Authority, and "non-IFRS financial information" under ASIC Regulatory Guide 230: 'Disclosing non-IFRS financial information'. Such financial information and financial measures (including Underlying EBITDA and Pro Forma LTM leverage) have not been subject to audit or review, and do not have standardised meanings prescribed under NZ IFRS, Australian Accounting Standards (AAS) or IFRS and therefore, may not be comparable to similarly titled measures presented by other entities, and should not be construed as an alternative to other financial measures determined in accordance with NZ IFRS, AAS or IFRS. Investors are cautioned not to place undue reliance on any such non-GAAP financial measures included in this presentation. Non-GAAP financial information has not been subject to audit or review.

IMPORTANT NOTICE AND DISCLAIMER (CONT.)

Pro Forma Financial Information
This presentation includes a pro forma balance sheet, KMD’s pro forma debt maturity profile, pro forma EBITDA and KMD’s pro forma liquidity and leverage, which have been adjusted to reflect the impact of the Offer, assuming it occurred as at 31 January 2026. The pro forma financial information provided in this presentation is for illustrative purposes only and is not represented as being indicative of KMD's future financial position and/or performance. Pro forma financial information has not been subject to audit or review.

Basis Of Preparation
KMD has prepared unaudited pro forma financial information as at 31 January 2026 based on unaudited statutory financial statements of KMD as at that date in order to provide investors with the illustration of the impact of the proposed equity raising on the net debt position of KMD and related credit metrics.

The financial information presented (excluding pro forma adjustments) has been prepared on a basis consistent with the recognition and measurement principles as disclosed by KMD in the General Information, Basis of Preparation of Financial Statements and Accounting Policies sections of the Notes to the Financial Statements contained within KMD's HY26 results. The accounting policies adopted by the Directors are in accordance with Generally Accepted Accounting Practice in New Zealand, which is the New Zealand equivalent to International Financial Reporting Standards (NZ IFRS). They are also in accordance with International Financial Reporting Standards.

Key Assumptions
The pro forma financial information presents the assumed impact of the proposed equity raising as if it had occurred on 31 January 2026. It has been assumed that proceeds from the equity raising of NZ$65.3m will be applied to repay debt and recapitalize the business.

CONTENTS

SECTION 1

EXECUTIVE SUMMARY

CREATING A STRONGER KMD BRANDS

1. **KMD Brands has returned** to growth under new leadership in 1H FY26
2. **Substantial progress achieved** against strategic initiatives
3. **Significant upside remains** with improved capabilities supporting identified growth opportunities and stronger margins
4. **High conviction in three pillars of strategy** – 1) brand and product-led offence, 2) data-driven intelligence and 3) sustainable profitability
5. Equity raise and bank facility refinancing to **strengthen our balance sheet** and **focus on 'Next Level' execution**

WE ARE MAKING STRONG PROGRESS IN OUR 3-YEAR NEXT LEVEL JOURNEY

TRUSTED ICONIC BRANDS

RIPCURL Kathmandu Oboz

- Iconic global brands built for purpose with strong awareness
- Highly technical and seasonally diverse
- Diversified presence across geography and channels

WHAT WE'RE DELIVERING

$27.5M COST SAVINGS ON TRACK FOR FY26

15 STORES CLOSED TO DATE

10+ SENIOR LEADERSHIP CHANGES

- Strong focus on brand building and product innovation
- On-track to deliver cost-savings above target for FY26
- Disciplined ROI focus with FY26 cash flow benefits
- Reduced inventory balance with improved mix

WHAT'S NEXT IN OUR 3-YEAR JOURNEY

GROWTH ACROSS ALL BRANDS

60% TARGET GROSS MARGIN

10% TARGET EBITDA MARGIN

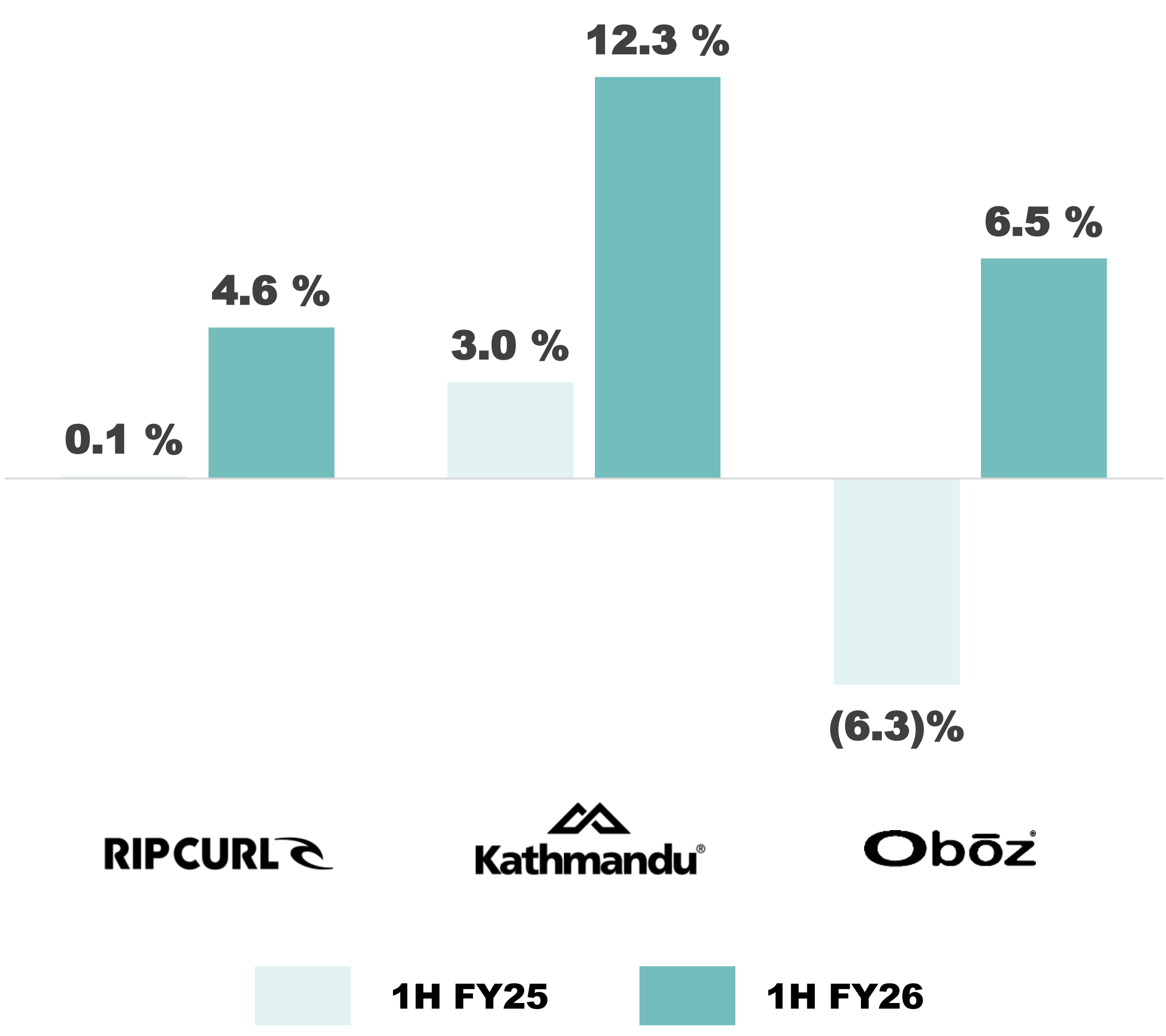
- Positive growth inflection in all brands in 1H FY26
- New product driving topline
- Ongoing improvements in systems and capabilities to support improved execution
- Ongoing focus on cost and investment discipline

Note: Target EBITDA Margin refers to Underlying metrics.

NEXT LEVEL TRANSFORMATION IS BEGINNING TO DELIVER RESULTS

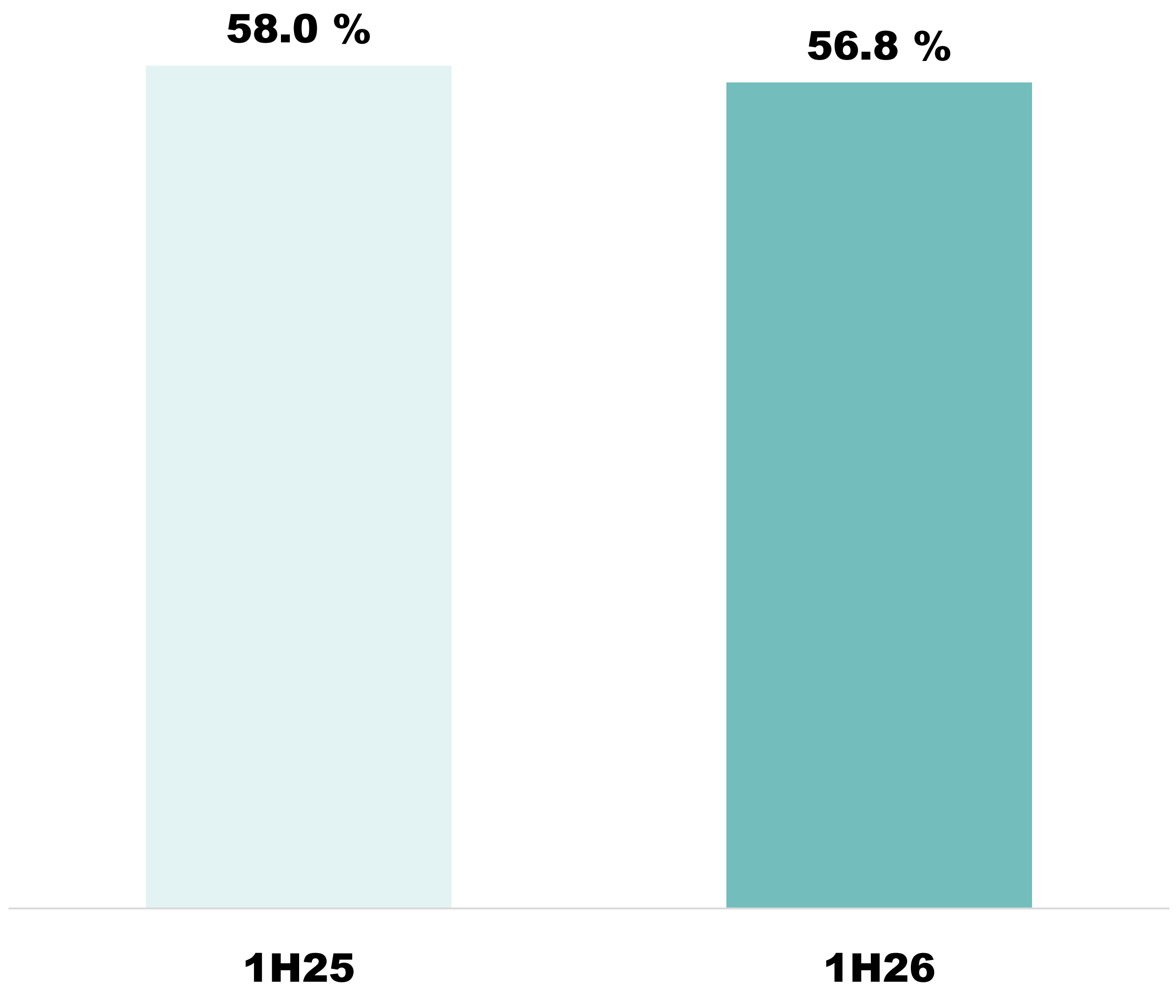
OVERALL INFLECTION IN GROWTH ACROSS BRANDS

Sales growth %



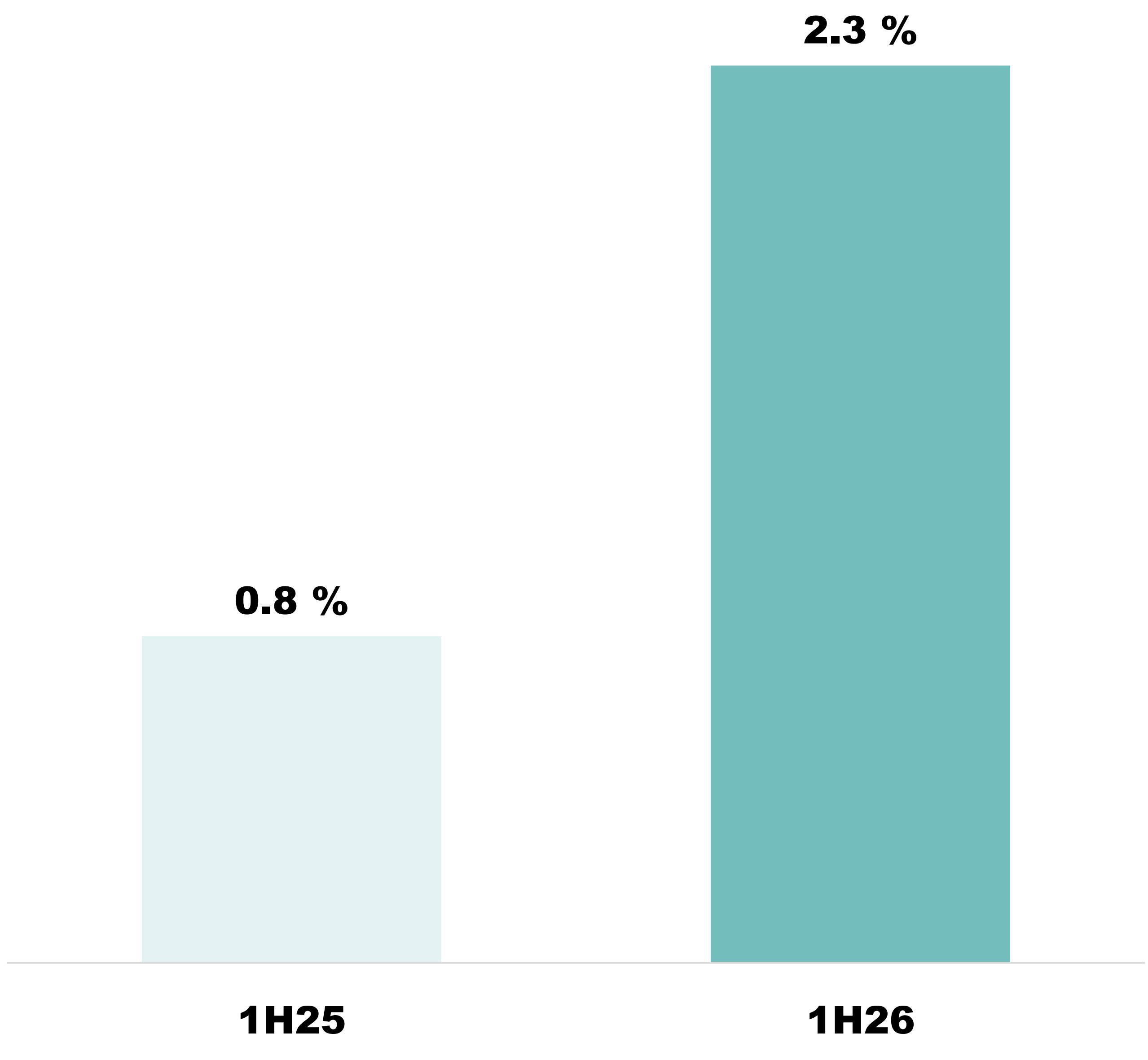
EFFECTIVE GROSS MARGIN MANAGEMENT AGAINST DIFFICULT MARKET BACKDROP & INVENTORY CLEARING

Group underlying gross margin %



IMPROVED PROFITABILITY WITH STRONG COST CONTROL

Group underlying EBITDA margin %



Note: EBITDA margin refers to Underlying metrics.

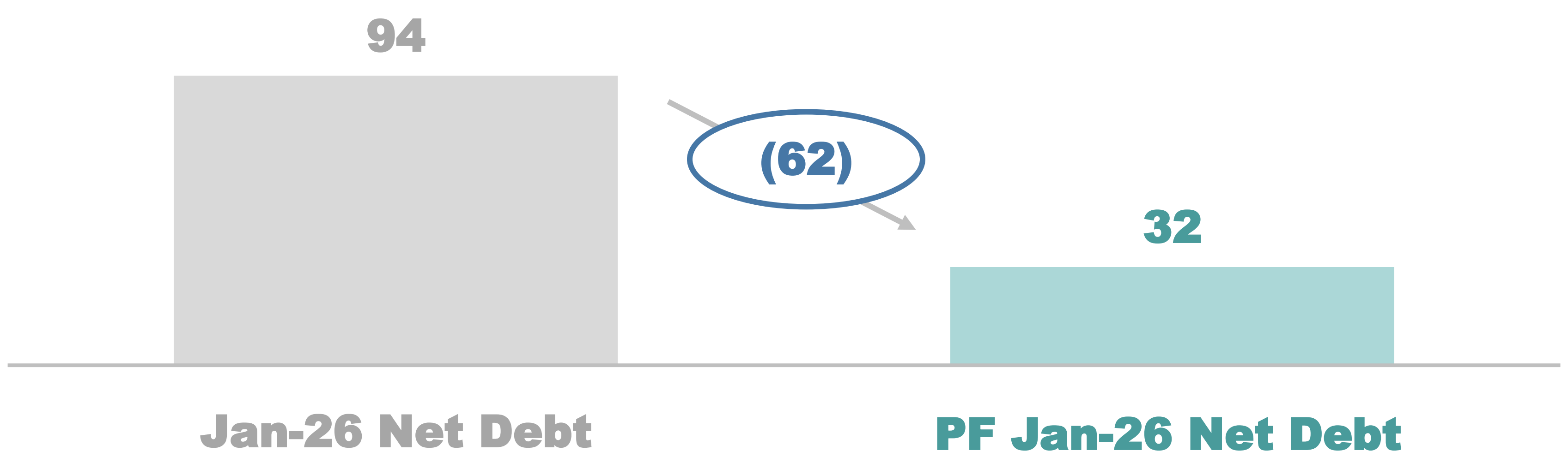
WE ARE STRENGTHENING OUR BALANCE SHEET TO FOCUS ON EXECUTION OF NEXT LEVEL STRATEGY

KEY MESSAGES

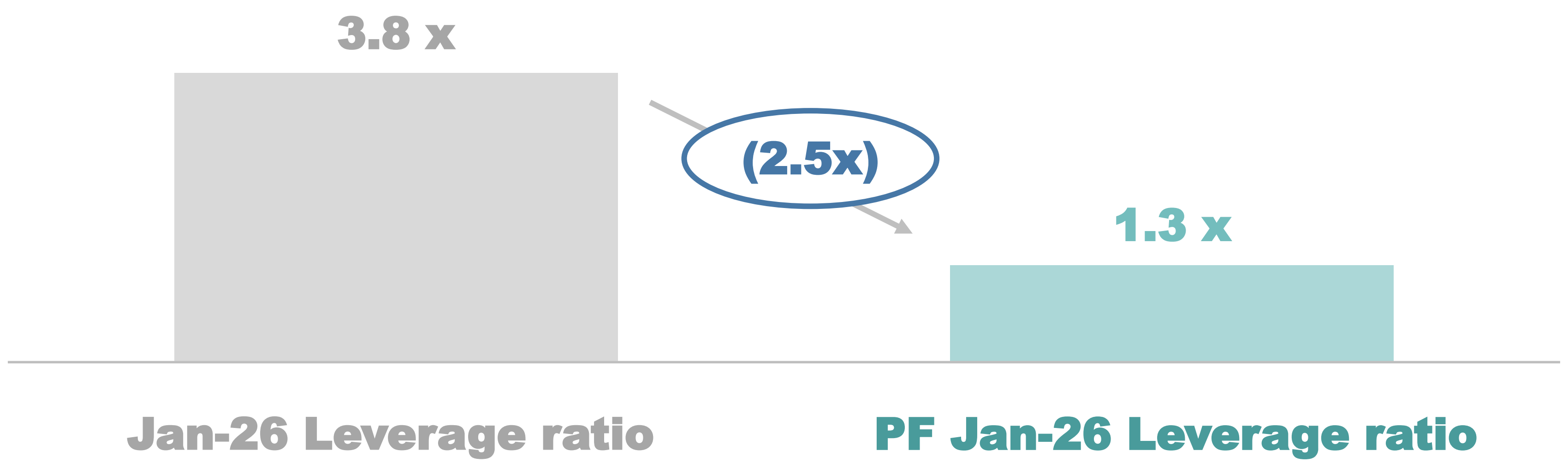
- **Strengthen KMD balance sheet** with NZ$65m equity raising
- Up to **2.5 year refinancing** of debt facility
- **Provides access to sufficient liquidity** and stable capital structure to execute strategy
- **Lowers leverage** with pathway to reach target <0.5x ratio by end of FY27

PRO FORMA IMPACT[1]

Net Debt (NZ$m)



Leverage ratio (x)[2]



1. *Pro forma for net proceeds of equity raise (net of underwriting fees and other capital raising costs).*
2. *Net Debt / EBITDA (per covenant measurement definitions).*

SECTION 2

1H FY26 RESULT AND FY26 OUTLOOK

EARLY MOMENTUM IN NEXT LEVEL TURNAROUND

1H FY26 RESULT SNAPSHOT[1]

$505M SALES ▲	**+7.3%** SALES GROWTH ▲
56.8% GROSS MARGIN ▼	**54.5%** OPEX % OF SALES[2] ▼
$11.5M EBITDA ▲	**2.3%** EBITDA MARGIN ▲

KEY TAKEAWAYS

- ✓ **Group sales growth achieved** in both the wholesale and direct-to-consumer channels
- ✓ Gross margin reflecting **near-term impact** of marketplace and channel management
- ✓ OPEX % of Sales **trending towards 50% target[2]**
- ✓ Significant underlying **EBITDA growth**
- ✓ Underlying **EBITDA margin expansion** with sales growth and reset cost base

1. *Reflected results are underlying; metrics are compared against last year (1H FY25).*
2. *OPEX refers to underlying operating expenses.*

GROUP PROFIT & LOSS

KMD BRANDS	Statutory		Underlying[1]		
NZ $m[2]	1H FY26	1H FY25	**1H FY26**	1H FY25	Var %
SALES	505.4	470.9	**505.4**	470.9	7.3%
GROSS PROFIT[3]	287.1	273.0	**287.1**	273.0	5.2%
Gross margin	56.8%	58.0%	**56.8%**	58.0%	
OPERATING EXPENSES[3]	(223.8)	(220.3)	**(275.6)**	(269.1)	2.4%
% of Sales	44.3%	46.8%	**54.5%**	57.2%	
EBITDA	63.3	52.7	**11.5**	3.9	196.6%
EBITDA margin %	12.5%	11.2%	**2.3%**	0.8%	
EBIT	(1.7)	(12.7)	**(6.4)**	(13.3)	52.1%
EBIT margin %	-0.3%	-2.7%	**-1.3%**	-2.8%	
NPAT	(13.1)	(20.7)	**(11.5)**	(16.1)	28.4%

1. *Statutory results include the impact of IFRS 16 leases. The impacts of IFRS 16, restructuring, software as a service accounting, the notional amortisation of customer relationships, impairment and onerous contracts have been excluded from Underlying results. Refer to Appendix A for a reconciliation of Statutory to Underlying results.*
2. *1H FY26 NZD/AUD conversion rate 0.881 (1H FY25 0.909), 1H FY26 NZD/USD conversion rate 0.581 (1H FY25 0.595).*
3. *Prior period restatement: following an accounting system change at the Group's wetsuit manufacturer, $2.5m of 1H FY25 production labour and overhead costs have now been mapped to cost of sales. There was no impact on the Group's 1H FY25 EBITDA or net profit.*

GROUP SALES MOMENTUM

- Total sales +7.3% YOY, with solid growth achieved in both the direct-to-consumer ("DTC") and wholesale channels.
- Kathmandu achieved strong DTC sales growth throughout the first half in both Australia and New Zealand.
- Rip Curl wholesale sales growth outperformed the DTC channel, with strong wholesale demand in Europe and North America.
- Oboz wholesale sales grew strongly, supported by closeout activity and strong in-season buying from key accounts.

GROSS MARGIN REFLECTS A PROMOTIONAL MARKETPLACE

- Group gross margin decreased -1.2% of sales in a promotional marketplace, balancing sales growth with gross margin achievement, while optimising inventory composition and selling through aged inventory.
- 1H FY25 Group gross margin has reduced by c. 0.5% of sales following an accounting system change at the Group's wetsuit manufacturer, with no impact on EBITDA or net profit[3].
- 1H FY26 gross margin is above 2H FY25 gross margin.

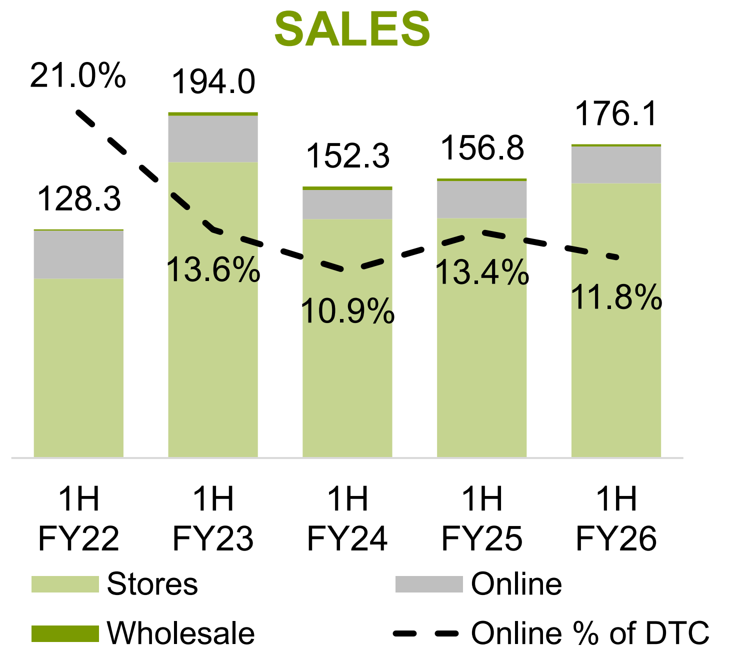
OPERATING LEVERAGE (% OF SALES) ACHIEVED

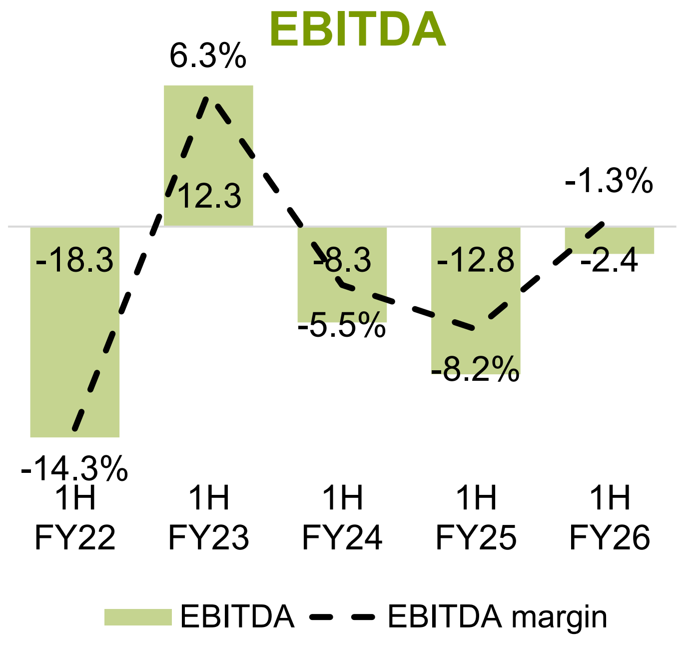
- Underlying operating expenses lower than last year on a constant currency basis, with a Next Level strategic cost reset helping to offset strategic growth investments and continued global cost pressure.

KATHMANDU PROFIT & LOSS

Kathmandu

NZ $m	1H FY26	1H FY25	Var %
SALES	**176.1**	156.8	12.3%
EBITDA (underlying[1])	**(2.4)**	(12.8)	81.6%
EBITDA margin %	***-1.3%***	*-8.2%*	
EBIT (underlying[1])	**(10.2)**	(22.0)	53.9%
EBIT margin %	***-5.8%***	*-14.1%*	
Owned stores	*152*	*156*	





1. *The impacts of IFRS 16, restructuring, impairment and onerous contracts are excluded from underlying results. Refer to Appendix A for a reconciliation of Statutory to Underlying results.*
2. *At constant exchange rates.*
3. *Same store sales are for the 27 full weeks ended 1 February 2026 and are measured at constant exchange rates.*

KATHMANDU LEADS GROUP SALES MOMENTUM

- Total sales +12.3% YOY despite a net reduction of 4 stores, showing strong sales momentum throughout the first half, and improving from +2.5% YOY in the fourth quarter of last year.
- Strong sales results in both Australia[2] (+10.2% YOY) and New Zealand (+8.9% YOY).
- Sales growth continued through the second quarter, with the key Black Friday and Christmas trading periods cycling a good result last year.
- Online sales in line with last year (cycling strong growth) at $20.6m, comprising 11.8% of DTC sales.
- Same store sales (incl. online) +12.8%[3].

GROSS MARGIN AND OPERATING EXPENSES

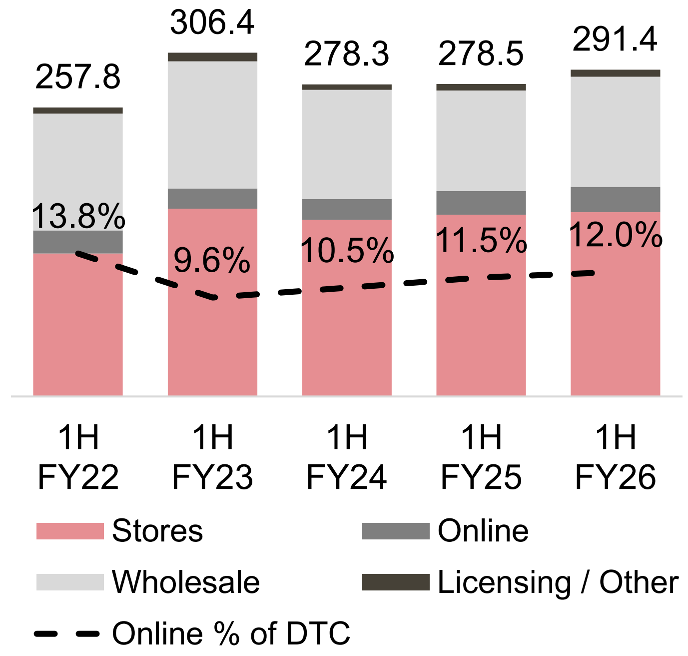
- Gross margin decreased -1.5% of sales with a focus on selling through aged inventory in the first quarter, and maintaining competitive promotional intensity through the second quarter. Total inventory ended 1H FY26 $9.8m lower than last year ($13.5m lower at constant currency).
- Underlying operating expenses reduced YOY, improving operating leverage following a strategic cost reset and ongoing cost discipline.

RIP CURL PROFIT & LOSS

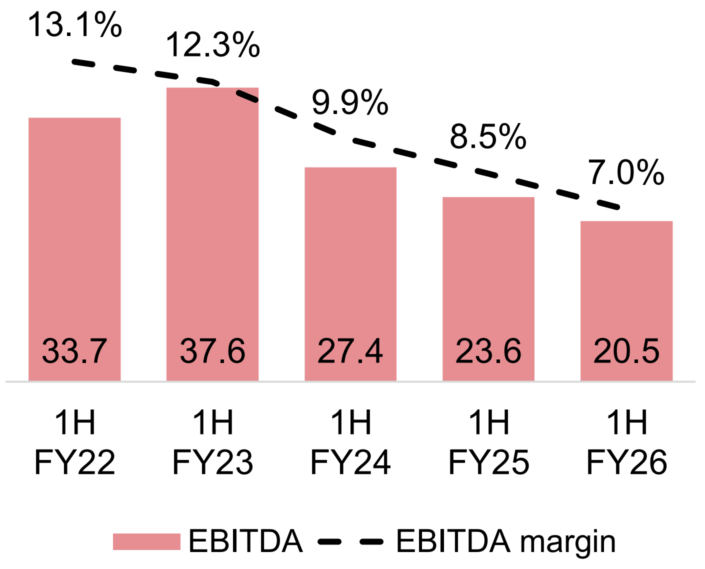
RIPCURL

NZ $m	1H FY26	1H FY25	Var %
SALES	**291.4**	278.5	4.6%
EBITDA (underlying[1])	**20.5**	23.6	(13.0%)
EBITDA margin %	***7.0%***	*8.5%*	
EBIT (underlying[1])	**10.5**	16.1	(34.3%)
EBIT margin %	***3.6%***	*5.8%*	
Owned stores	*170*	*177*	

SALES



EBITDA



STABLE GLOBAL DIVERSIFIED SALES

- Total sales +4.6% YOY, helped by YOY movement in FX rates used to convert global sales to NZD reporting currency. On a constant currency basis, Rip Curl total sales were +0.3% above the first half of last year.
- Wholesale sales +9.8%, supported by strong demand in Europe and North America.
- Online sales +6.7% to $22.5m, comprising 12.0% of DTC sales.
- Direct-to-consumer total sales (incl. online) +1.9%, with strong sales results for North America offsetting a challenging market during the southern hemisphere peak summer period.
- Direct-to-consumer same store sales (incl. online) +1.5%[2].

GROSS MARGIN AND OPERATING EXPENSES

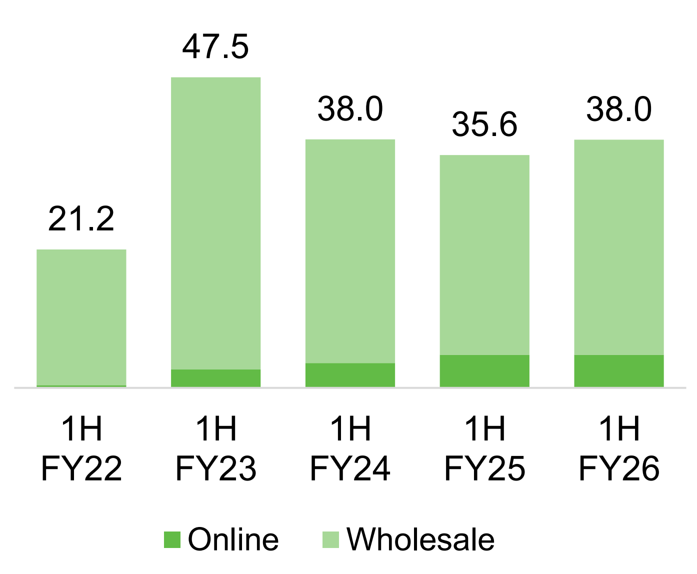
- Gross margin decreased -1.2% of sales, impacted by wholesale channel mix and elevated promotional activity.
- Underlying operating expenses in line with last year on a constant currency basis, with a strategic cost reset helping to offset strategic growth investments and continued global cost pressures.

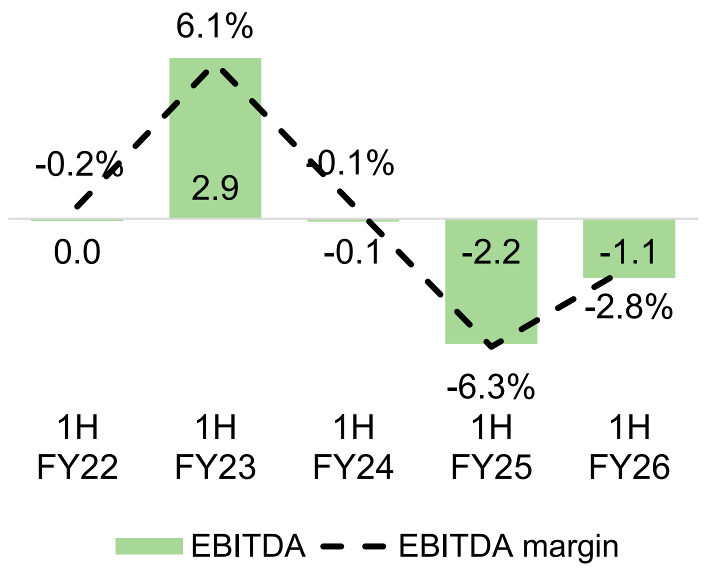
1. *The impacts of IFRS 16, restructuring, the notional amortisation of customer relationships, impairment and onerous contracts are excluded from underlying results. Refer to Appendix A for a reconciliation of Statutory to Underlying results.*
2. *Same store sales are for the 27 full weeks ended 1 February 2026 and are measured at constant exchange rates.*

OBOZ PROFIT & LOSS

Oboz

NZ $m	1H FY26	1H FY25	Var %
SALES	**38.0**	35.6	6.5%
EBITDA (underlying[1])	**(1.1)**	(2.2)	52.5%
EBITDA margin %	***-2.8%***	*-6.3%*	
EBIT (underlying[1])	**(1.1)**	(2.6)	59.5%
EBIT margin %	***-2.8%***	*-7.3%*	





1. *The impacts of IFRS 16, restructuring, the notional amortisation of customer relationships, impairment and onerous contracts have been excluded from underlying results. Refer to Appendix A for a reconciliation of Statutory to Underlying results.*

SALES TREND IMPROVING

- Total sales +6.5% YOY.
- Online sales +0.9%, impacted by lower closeout inventory levels YOY. In the second half, the website will move onto the group online trading platform. Digital marketing continues to be refined with new agency partners through an updated digital funnel strategy and fresh creative.
- Wholesale sales +7.5% with strong in-season buying from key accounts.

GROSS MARGIN AND OPERATING EXPENSES

- Gross margin remained stable, improving +0.2% of sales despite tariff impacts, supported by lower closeout activity YOY.
- Underlying operating expenses tightly controlled and lower than last year.
- Note: The Kathmandu segment includes 1H FY26 $3.2m sales of Oboz products in Kathmandu AU & NZ stores at full vertical gross margin (1H FY25 $3.4m).

BALANCE SHEET

Key Balance Sheet items and ratios[1] NZ $m	Jan 26	Jan 25	Jul 25
Net working capital	**179.2**	**192.6**	**157.7**
Inventories	274.1	303.7	254.0
Current trade and other receivables	80.0	79.1	92.3
Current trade and other payables	(174.8)	(190.2)	(188.7)
Net working capital % of sales	*17.5%*	*19.6%*	*15.9%*
Stock Turns [2]	*1.56x*	*1.33x*	*1.65x*
Net Debt	**(94.0)**	**(76.2)**	**(52.8)**
Leverage Ratio [3]	*3.8x*	*2.1x*	*3.3x*
Net Debt to Equity [4]	*12.0%*	*8.9%*	*7.1%*
Fixed Charge Cover Ratio (FCCR) [5]	*1.08x*	*1.17x*	*1.03x*
Equity	**689.3**	**778.7**	**689.9**

PF Jan-26 net debt of NZ$31.9m[6] and leverage ratio of 1.3x[6]

1. *Key ratios calculated using 12-month Underlying P&L measures.*
2. *Cost of sales / Average Inventories YOY.*
3. *Net Debt / EBITDA (per covenant measurement definitions).*
4. *Net Debt / (Net Debt + Equity).*
5. *(EBITDA + Rent) / (Rent + Net Finance Costs excl. FX).*
6. *Pro forma for net proceeds of equity raise (net of underwriting fees and other capital raising costs).*

INVENTORY AT A THREE-YEAR LOW

- Group inventory balance reduced for the third successive year, as inventory positions continue to reduce towards optimal levels.
- Inventory obsolescence provisions represent 1.7% of gross inventory, consistent with the last two half-years, and -50 bps below Jul 25.
- Inventory and trade payables include -$17.1m lower goods in transit YOY.
- Stock turns improved from 1.33x at Jan 25 to 1.56x at Jan 26.

DEBT

- Net Debt $94.0m at Jan 26 impacted by $5.6 million with the weakening of the NZ dollar year-on-year.
- The Group complies with all amended bank covenants at 31 January 2026.
- On 30 January 2026 the Group extended its existing debt facility term and adjusted the fixed charge cover ratio for the July 2026 and January 2027 measurement periods.
- The Group also reduced its total syndicated bank facilities by $49 million to approximately $283 million, consisting of an A$207 million and NZ$43 million multi-currency revolving facility. See slide 39 for information about the Group's new bank debt facility.

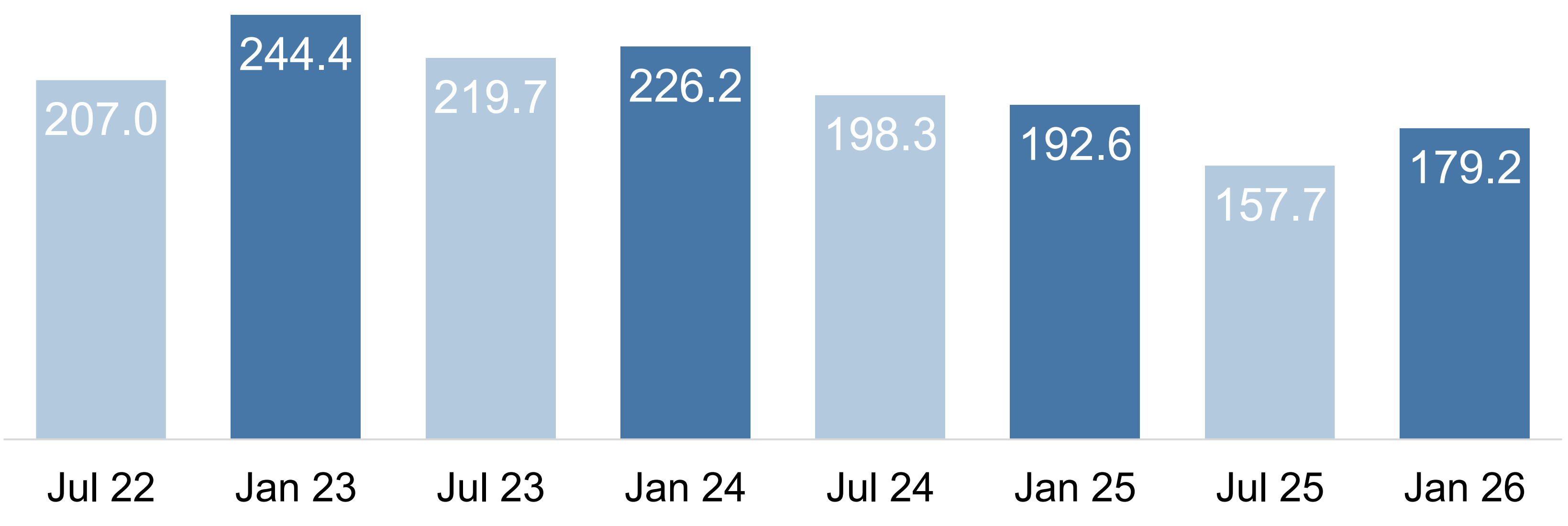
CASH FLOW

Cash Flow (NZ $m)	1H FY26	1H FY25
NPAT	(13.1)	(20.7)
Change in working capital	(21.3)	(1.5)
Non-cash items	60.0	68.0
Operating cash flow	**25.6**	**45.8**
Adjusted operating cash flow[1]	**(23.0)**	**(0.8)**

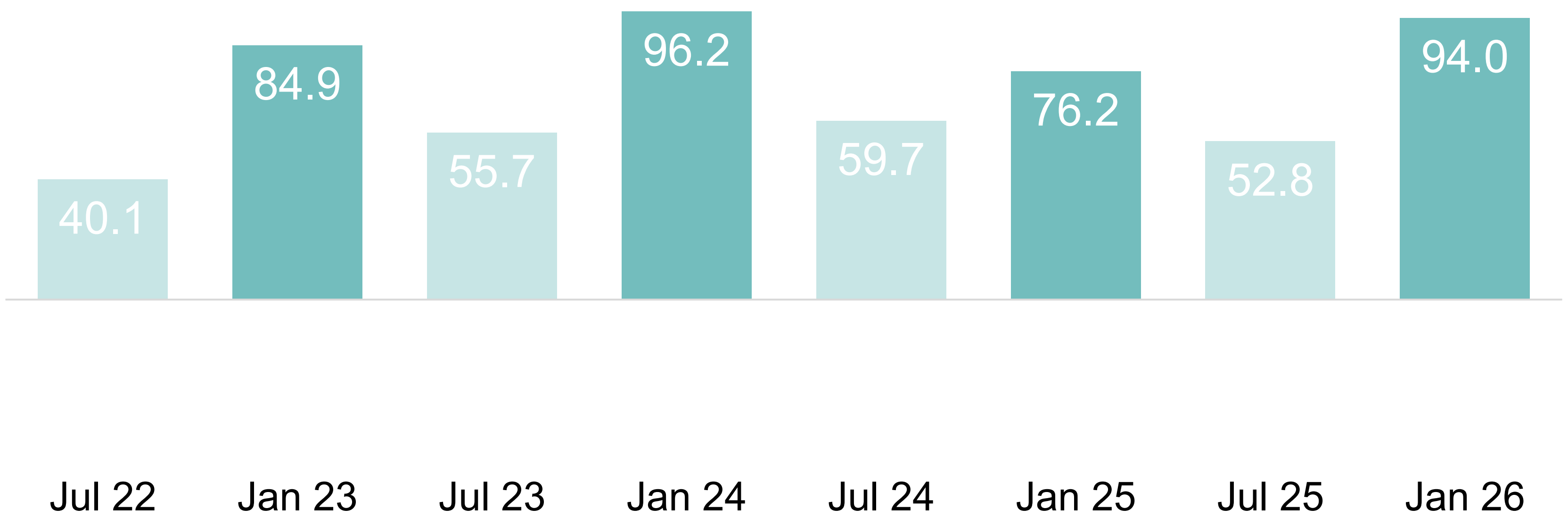
Key Line Items:	1H FY26	1H FY25
Net interest paid (including facility fees)[1]	(6.0)	(6.3)
Net income taxes paid	(2.8)	(4.7)
Capital expenditure	(13.1)	(14.1)

- Working capital outflow: January net working capital balances are traditionally elevated as stock to support Kathmandu's Southern Hemisphere Autumn / Winter season, and Rip Curl's Northern Hemisphere Summer season is shipped before Chinese New Year.
- Inventory purchase timing phased earlier than last year, helping to bring newness into stores to capitalise on Black Friday and Christmas trade, therefore reducing trade payables at January 2026. Also, higher trade payables at July 2025, which unwound in August 2025, resulted in additional cash outflows in 1H FY26.
- Net Debt $94.0m at Jan 26 includes a $5.6m impact from a weaker NZ dollar YOY.
- No interim dividend declared as a result of 1H FY26 operating performance.

GROUP NET WORKING CAPITAL HALF-YEAR CYCLE



GROUP NET DEBT HALF-YEAR CYCLE



1. *Adjusted for impacts of adopting IFRS 16.*

TRADING UPDATE

Direct-to-consumer same store sales (including online) for the first six full weeks of the second half from Monday 2 February to Sunday 15 March 2026[1] in a seasonally non-significant trading period:

- Kathmandu +11.1% YOY, combined with gross margin improvement YOY of c. +50 bps (+0.5% of sales).
- Rip Curl +1.2% YOY.

1. *Sales and gross profit results for the 6 full trading weeks from Monday 2 February 2026 to Sunday 15 March 2026 are sourced from BI reports and measured at constant currency YOY.*

OUTLOOK

Given early momentum in its Next Level turnaround strategy and despite a challenging global consumer operating environment, the Group remains focused on delivering continued performance improvement compared to prior year.

BRAND GROWTH AND GROSS MARGIN

- Kathmandu continued its recent sales momentum in the first 6 weeks of 2H FY26, with the key Autumn and Winter trading periods still to come. Kathmandu are also on track to achieve gross margin expansion YOY in 2H FY26, with consumers responding positively to improved product flow and assortment.
- Rip Curl and Oboz wholesale order books for 2H FY26 are in line with last year, with the Europe and North America summer season to come. Gross margin expansion is anticipated YOY in 2H FY26, reflecting actions taken to offset the US tariffs, and cycling specific clearance of inventory in the second half of last year.

OPERATING LEVERAGE[1]

- Group underlying operating expenses as a % of sales are forecasted to improve YOY, showing progress towards mid-term targets. Underlying operating expenses for the full year are planned to be broadly flat YOY on a constant currency basis (before any FY26 management incentives). The year-on-year impact of global currency fluctuation is expected to have a significant impact on underlying operating expenses (1H FY26 half-year impact $9.1m as shown in Appendix A). The Group remains on track to achieve its Next Level strategic cost reset savings, helping to offset cost inflation, and deliver moderated re-investment to drive Next Level strategic growth opportunities.

EBITDA MARGIN[1]

- KMD Brands expects to deliver further EBITDA margin expansion in FY26.

CAPITAL ALLOCATION

- The Group continues to focus on the optimisation of its store network as part of the Next Level integrated marketplace strategy. Capital expenditure for FY26 is targeted to be at the lower end of the guided range (approximately $25m).
- KMD Brands continues to target a leverage ratio of <0.5x Net Debt / EBITDA by end of FY27.

1. *The impacts of IFRS 16, restructuring, software as a service accounting, the notional amortisation of customer relationships, impairment and onerous contacts are excluded from Underlying results. Refer to Appendix A for a reconciliation of Statutory to Underlying results.*

SECTION 3

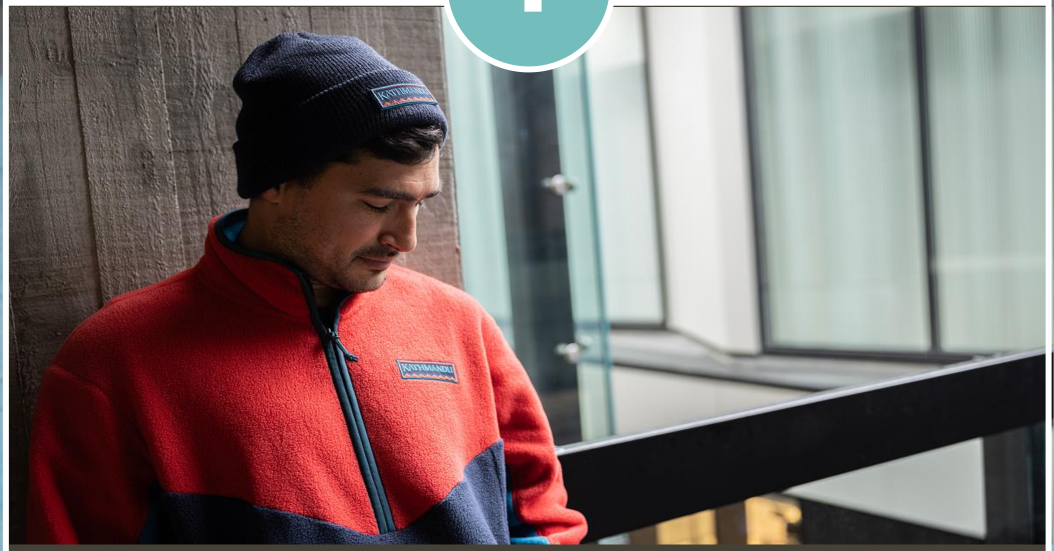
UPDATE ON NEXT LEVEL TRANSFORMATION

WE HAVE BEEN DELIVERING ON WHAT WE SAID IN THE FIRST 6 MONTHS OF OUR 3-YEAR NEXT LEVEL JOURNEY

WHAT WE SAID	WHAT WE'RE DELIVERING	WHAT IS NEXT ON OUR 3-YEAR JOURNEY
Reboot growth at right profitability	✓ Inflection to growth for all brands in 1H FY26 with effective gross margin management despite challenging backdrop	► Deliver sustainable brand growth and ~60% gross margin by FY28
Reset strategy on three core brands	✓ Faster product innovation and storytelling, sharper channel-led assortments and portfolio actions	► Scaling product-led growth and channel discipline to build sustained brand momentum and margin improvement
Improve digital and data-led decision making	✓ ERP/D365 implementation completed, Shopify live across brands, and decision-intelligence tools deployed	► Leveraging data and analytics to drive further inventory reduction, profitability uplift and productivity gains across the group
$25m cost reset in FY26	✓ On track to deliver $27.5m cost savings	► Continued assessment for simplification and cost savings ► Maintain cost growth at or below inflation to support operating expenses reaching <50% of sales
$15m growth investment in FY26	✓ Investments to drive short and long-term profitable growth ✓ FY26 investment reduced to $10.8m (withholding $4.2m) with discipline around market conditions and returns	► Continue to apply rigorous investment criteria and sequence investment based on self-funding approach
21 store closures	✓ 15 stores closed and 6 further on track for closure by September 2027	► On-going evaluation of stores against clear criteria to determine the optimal path for our store portfolio
Improved inventory management	✓ Inventory reduced by 9.7% (Jan 26 vs. Jan 25) with improved mix	► Working capital <16% of sales by FY28
Review non-core assets	✓ Review underway on non-core assets	► Ongoing assessment of non-core assets that do not provide advantage to three core brands

INCREASED CONVICTION IN NEXT LEVEL TRANSFORMATION STRATEGY

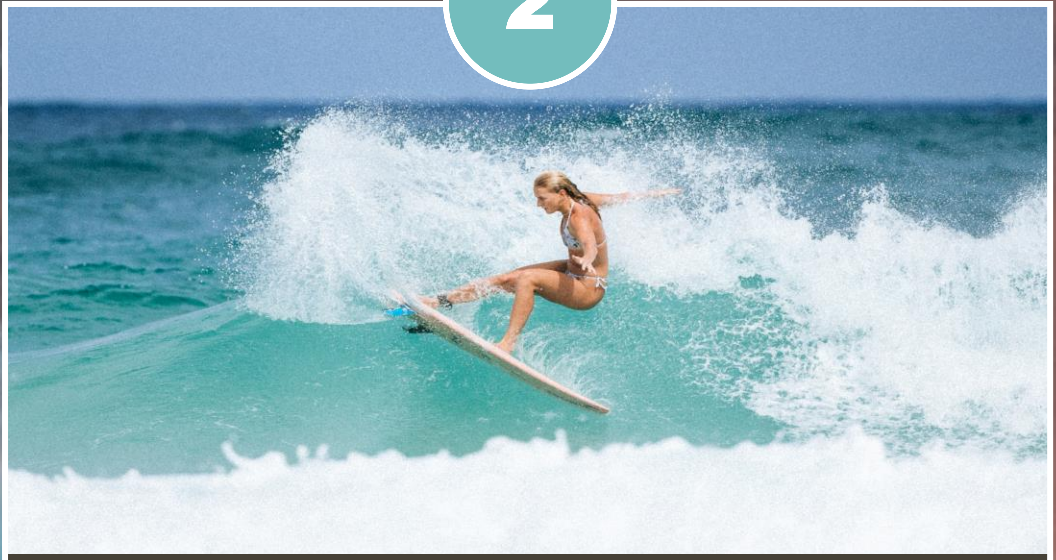
1



A **brand & product-led** offence

Delivering growth across all brands

2



Efficient, scalable **processes** and **decision intelligence**

Adding new capabilities to fuel growth & drive operating leverage

3

Delivering **sustainable profitability**

Reset cost base with focused gross margin expansion

GLOBAL PLATFORM BUILT AROUND THREE TECHNICAL, PURPOSE DRIVEN BRANDS

STRONG BRAND RELEVANCE DRIVEN BY PURPOSE

- Strong awareness of all brands
- **Kathmandu** is known and trusted for outdoor adventure
- **Rip Curl** has a deep connection and credibility in core surf
- **Oboz** is authentic to the trail

POSITIONED IN ATTRACTIVE CATEGORIES

- Participate in activity-based segment of market, which is seeing growth across categories of 5%+[1]
- Ongoing market shift to technical and premium product

GLOBAL REACH AND DIVERSIFICATION

- Global presence with bespoke go to market model for each region
- Seasonal diversity across portfolio

1. *Segment growth is based on Mordor Intelligence, Reuters, IMARC Group, Statistica, Grand View Research, Euro Monitor, IBISWorld.*

Kathmandu®

INITIATIVES TO DRIVE NEXT LEVEL AT KATHMANDU

BRAND STRATEGY	WHAT HAS BEEN SET IN MOTION	WHAT IT ENABLES
Accelerated product strategy	• Seasonal product assortments • Limited-quantity ranges on faster timelines	✓ Product relevance, brand buzz and faster trend response
Brand storytelling & innovation	• Innovation embedded in seasonal launches • "Store of the Future" concepts	✓ Authentic positioning across outdoor and adventure categories
Profitable channel mix / Integrated Marketplace	• Improved pricing and markdown strategy • Assortment alignment across store segments	✓ Reset of expectations on product and brand value
	• Store segmentation improvements • Digital platform re-engineered	✓ Optimal store network ✓ Stronger brand value and more efficient digital sales
International Strategy	• Shift to distributor-led and digital expansion • Focused regional market prioritisation	✓ Improved profitability ✓ New market penetration
Strong capability	• Established leadership team and capability mix in place • Investment in store staff training	✓ Confidence in strategic and operational execution

RIPCURL

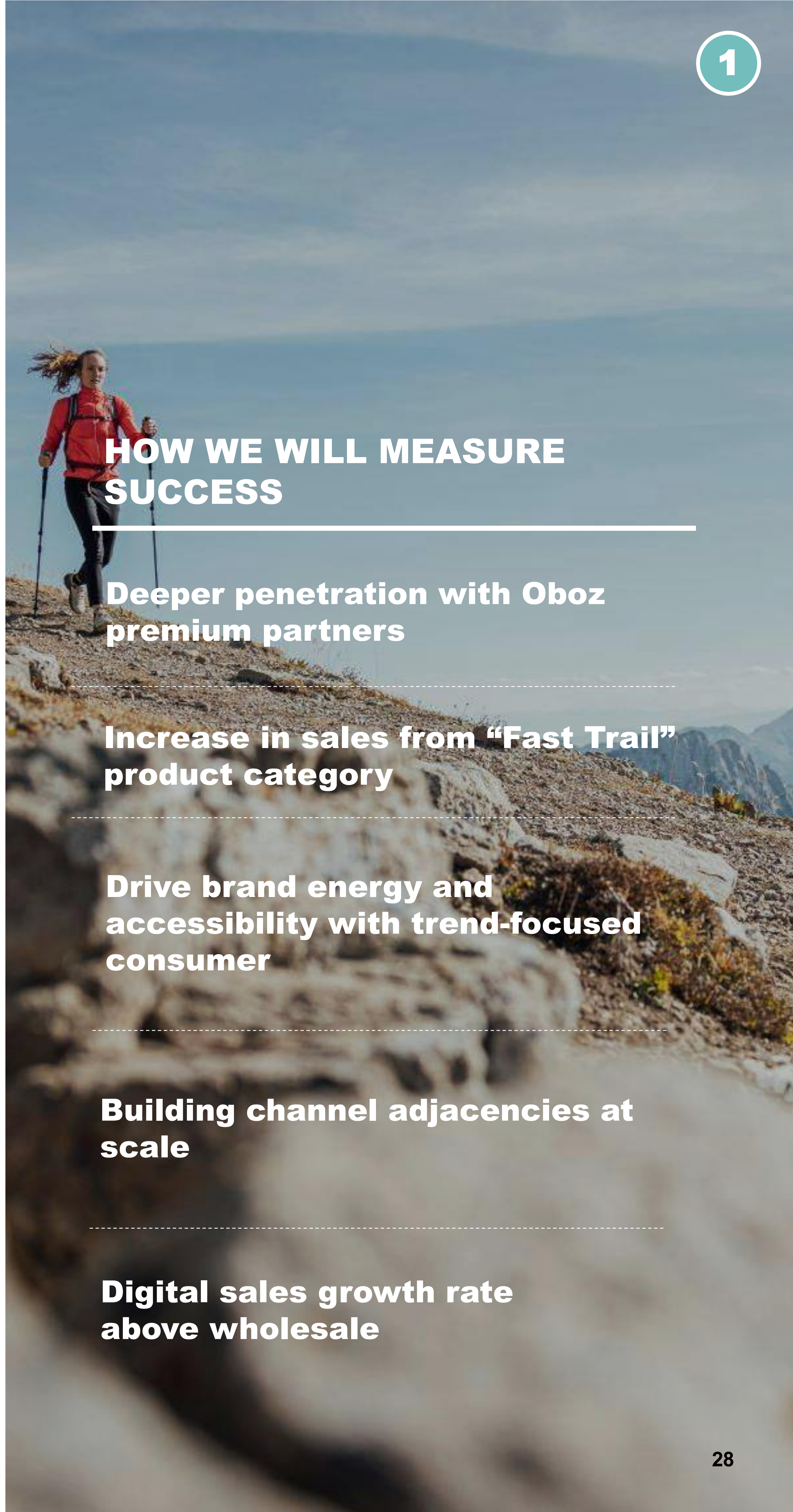
INITIATIVES TO DRIVE NEXT LEVEL AT RIP CURL

BRAND STRATEGY	WHAT HAS BEEN SET IN MOTION	WHAT IT ENABLES
Youthful brand reset	• “Next Gen” focus across brand, athletes and product • Sharpened positioning around *The Search*	✓ Clear, authentic surf brand with modern appeal
Growth beyond core	• Expanded from surf-only to broader beach lifestyle • Trialled women-focused stores (e.g. Bondi)	✓ Broader reach and improved distribution
Return US to profitability	• Resized North American operations • Store closures and costs base reduction	✓ Stable, profitable, US business anchored by Hawaii
Digital uplift	• Rebuilt digital platform (Shopify) • Reset digital capability and operating model	✓ Higher online sales efficiency and lower costs
Product simplification	• Innovation focused on core categories • Centralised product engine and reduced SKUs	✓ Clearer product DNA and lower COGS

Obōz

INITIATIVES TO DRIVE NEXT LEVEL AT OBOZ

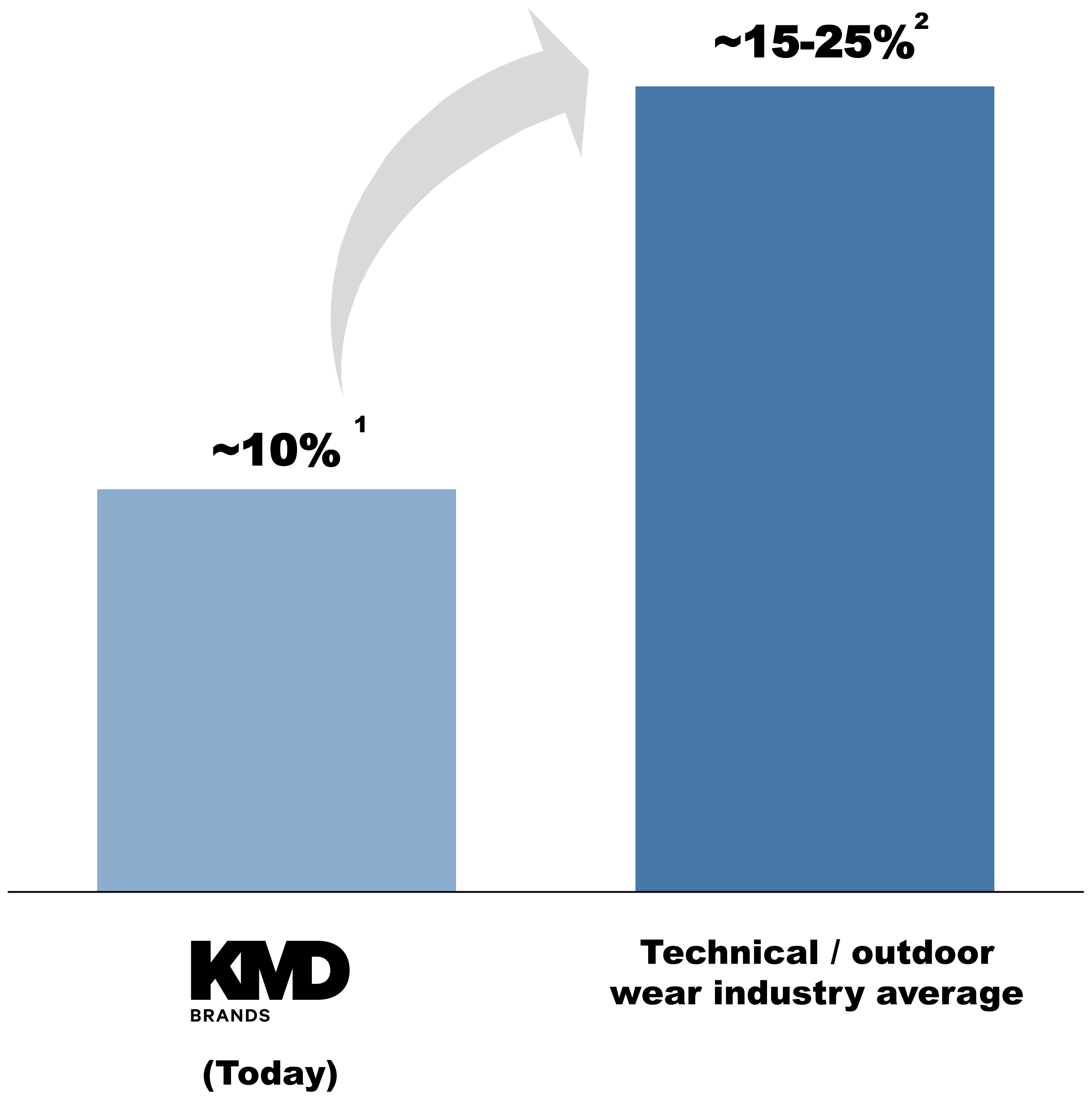
BRAND STRATEGY	WHAT HAS BEEN SET IN MOTION	WHAT IT ENABLES
More with the core	• Accelerated core product innovation to market earlier	✓ Fresher range for rugged, comfort-focused customers
Accelerate 'fast' category	• Updated Fast Trail range for future seasons • Consumer research to refine fast & light segments	✓ Clear category fit and brand reset
Products that open all-terrain opportunities	• Extended all-terrain category • Deeper cross-trail and introduce Vault categories	✓ Trend-right product design
	• New distribution relevant to Vault	✓ New entry point to Oboz
Channel diversity	• Renewed focus with Oboz premium partners • Marketplace distribution with large outdoor-adjacent distribution	✓ Fresh offering with outdoor speciality and farm and ranch ✓ Expand reach and scale with right product
Digital uplift	• Shopify launch in Q3'FY26	✓ Enhance brand storytelling ✓ Premium distribution for refreshed offering



DIGITAL PLATFORM CHANGES TO DRIVE GROWTH ACROSS OMNI-CHANNEL MODEL

THE OPPORTUNITY

Online sales penetration (%)



FY26 ACTIONS

- Leverage recent Shopify and D365 implementation to improve consumer experience and drive conversion
- Reset product assortment, fulfilment and planning for digital business
- Scale creative ad volume with new performance marketing capabilities and AI tools
- Connect reward members to digital campaigns with laser focus on highest-value consumer opportunities

WHAT'S NEXT

- Brand concept calendar
- Digital store management
- Digital capabilities and tools

1. Represents online sales as % of total sales. 2. Various market reports / desktop research.

IMPROVED CAPABILITIES AND TECHNOLOGY IN PLACE TO DRIVE INTEGRATED EXECUTION

	WHAT HAS BEEN SET IN MOTION OR COMPLETED	WHAT IT ENABLES
Procurement	• **Identified and executed procurement savings** – Improved terms with manufacturers, and efficiencies on freight and logistics	✓ Cost of goods sold reduction, product relevance, and faster trend response
Technology	• **Implemented digital systems to drive durable efficiencies** – ERP / D365 system, Shopify integration across brands, updated HR platform	✓ Better forecasting, planning, and assortment strategies ✓ Improved employee and consumer experience
Decision intelligence	• **Deployed data intelligence tools to enhance growth and profitability** – Implementation of inventory and store profitability tools and advanced consumer analytics	✓ Improved profitability ✓ Accelerated insight generation
Supply chain excellence	• **Consistent measures to optimise supply chain operations** – Kathmandu and Oboz sales and operations planning process underway	✓ Confidence in strategic and operational execution ✓ Improved inventory decisions

ON TRACK TO OVER-DELIVER ON FY26 COST SAVINGS

ON TRACK TO DELIVER $27.5M OF COST SAVINGS, IMPROVEMENT ON THE $25M ANNOUNCED AT INVESTOR DAY IN SEPTEMBER 2025

DISCIPLINED APPROACH TO INVESTMENT WITH ROI FOCUS

UPDATE ON ANNOUNCED FY26 INVESTMENT

1	DIGITAL RESET	$2.3m
2	PRODUCT INNOVATION	$1.5m
3	STORE NETWORK AND PERFORMANCE	$4.8m
4	INTEGRATED BUSINESS EXECUTION	$2.2m
	Total FY26E Investment	**$10.8m**
	Investment withheld given performance / market	+$4.2m

COMMENTARY

- Strategic investment to support growth and profitability
- Phased, self-funded model
- Incremental investment unlocked as performance improves
- Growth initiatives prioritised by ROI and speed to payback

PROGRESSING WITH PLANNED STORE CLOSURES AND CONTINUING TO REFINE OUR STORE PORTFOLIO

UPDATE ON ANNOUNCED CLOSURES

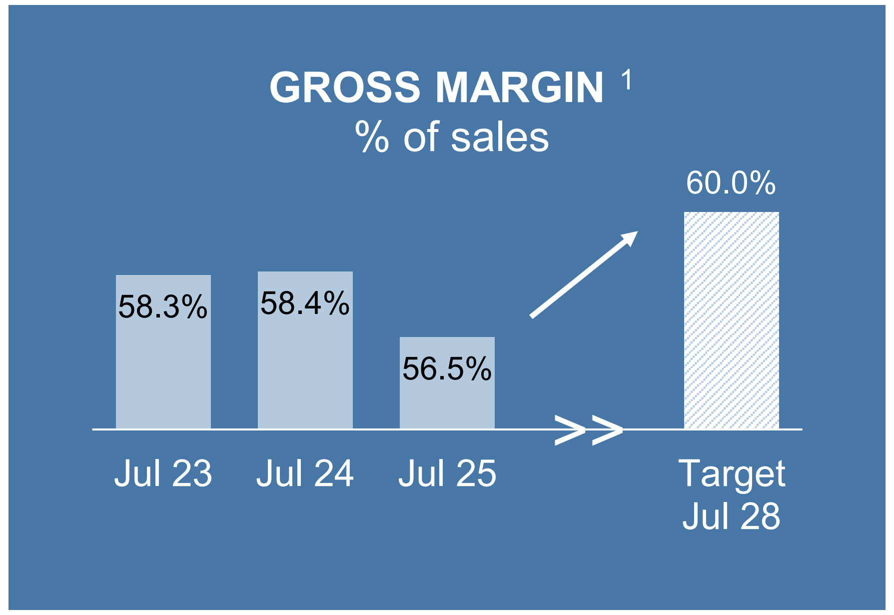
REVIEW OF ADDITIONAL STORES

- Stores are evaluated against clear criteria to determine the optimal path for our store portfolio
- Our evaluation criteria:
    - Geographic alignment with strategy
    - Presence in attractive shopping locations
    - Alignment with brand store segmentation and category vision
    - Threshold profitability

DELIVERING OUR FINANCIAL AMBITION OVER THE NEXT THREE YEARS

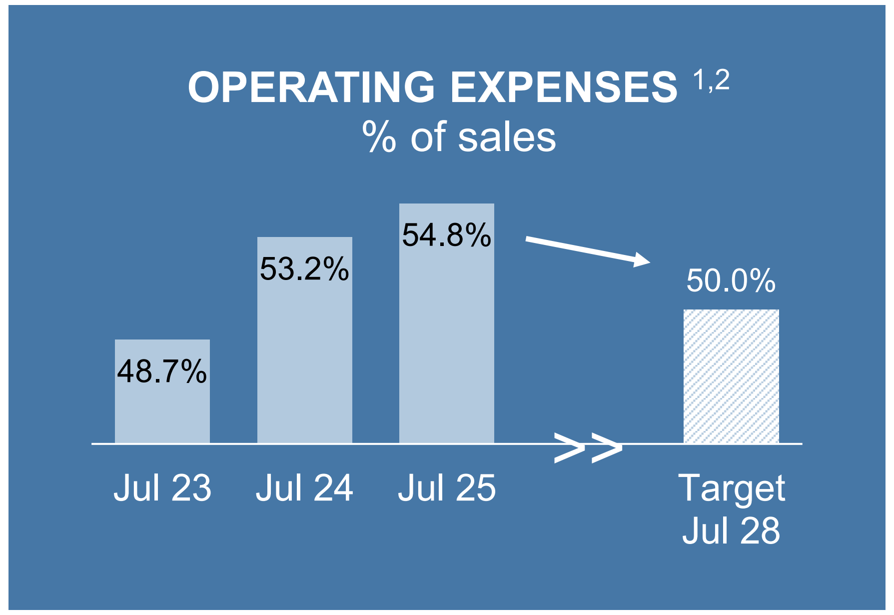
~60%

GROSS MARGIN



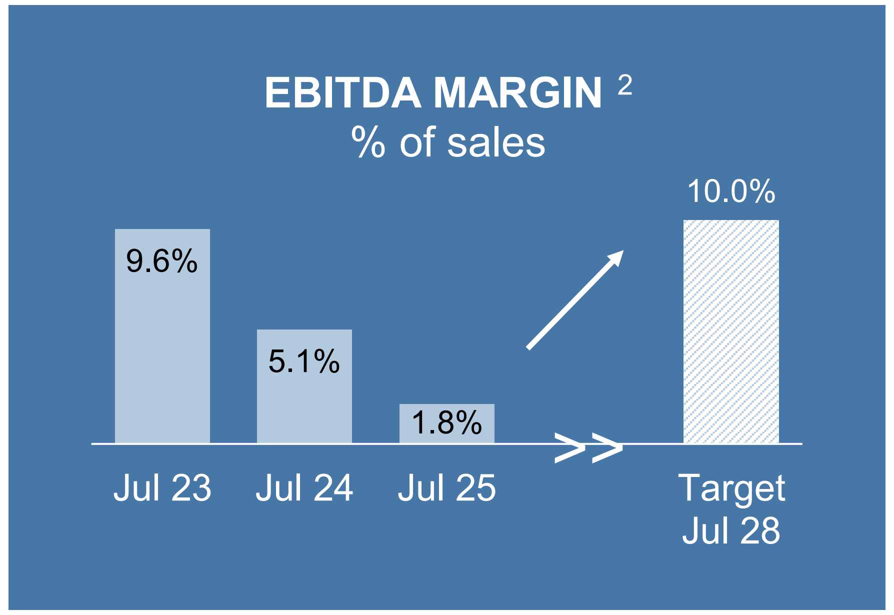
<50%

OPERATING EXPENSE % OF SALES



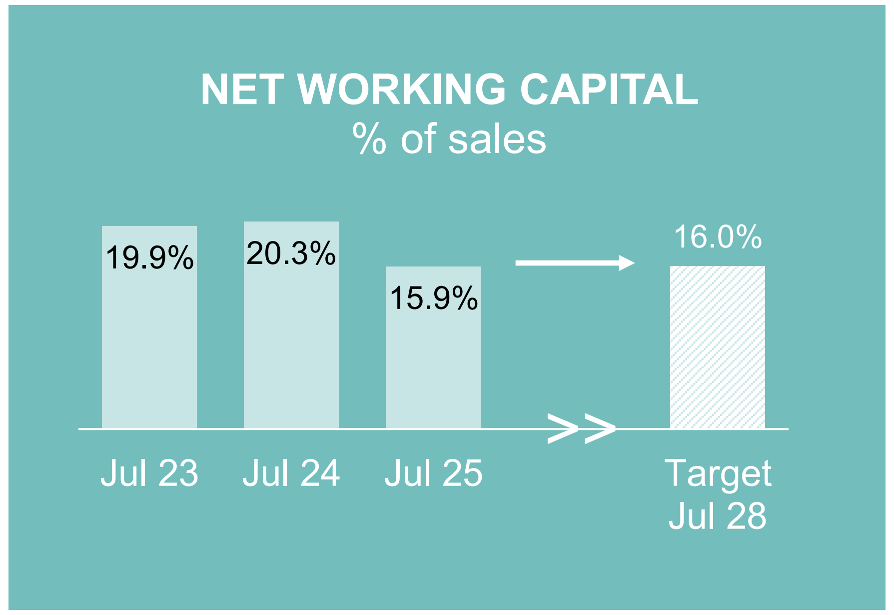
10%+

EBITDA[2] MARGIN



<16%

NET WORKING CAPITAL % OF SALES



1. *Prior period restatement: following an accounting system change at the Group's wetsuit manufacturer, production labour and overhead costs have now been mapped to cost of sales. There was no impact on the Group's EBITDA or net profit.*
2. *Statutory results include the impact of IFRS 16 leases. The impacts of IFRS 16, restructuring, software as a service accounting, the notional amortisation of customer relationships, impairment and onerous contracts have been excluded from Underlying results. Refer to Appendix A for a reconciliation of Statutory to Underlying results.*

SECTION 4

EQUITY RAISING AND DEBT REFINANCING

EQUITY RAISING DETAILS

Offer size and structure	• Fully underwritten NZ$65.3 million equity raising (Offer), comprising:
	  • 1 for 0.73 pro-rata accelerated renounceable entitlement offer to raise approximately NZ$58.5m (Entitlement Offer), and
	  • Placement to raise approximately NZ$6.8m (Placement)
	• The Entitlement Offer consists of an offer to Eligible Institutional Shareholders (Institutional Entitlement Offer) and an offer to Eligible Retail Shareholders (Retail Entitlement Offer)
	• Approximately 1,087.8 million New Shares are to be issued under the Offer, representing approximately 152.8% of the existing shares on issue

Offer price for the equity raising	• The Offer Price under both the Placement and Entitlement Offer is NZ$0.06 per New Share, representing a:
	  • 47.1% discount to TERP[1] of NZ$0.113
	  • 69.2% discount to KMD's last traded price of NZ$0.195 on NZX as at Wednesday, 25 March 2026
	• The Australian Dollar Offer Price for the Retail Entitlement Offer will be announced on Thursday, 2 April 2026 using the prevailing AUD/NZD exchange rate published by the New Zealand Reserve Bank on Tuesday, 31 March 2026

Use of proceeds	• The net proceeds will be used to reduce KMD's net debt position and strengthen the balance sheet, and in conjunction with the refinanced debt facility provide a stable balance sheet to enable execution of KMD's next level strategy
Placement	• Institutional Investors (which may include Eligible Institutional Shareholders and ASX Brokers or NZX Firms acting on behalf of retail clients) will be invited to participate in the Placement • New Shares issued to participants in the Placement will be on an ex-entitlement basis
Institutional Entitlement Offer	• Eligible Institutional Shareholders will be invited to take up their entitlements in an accelerated Institutional Entitlement Offer • New Shares relating to entitlements not taken up will be offered to Institutional Investors (which may include Eligible Institutional Shareholders and ASX Brokers or NZX Firms acting on behalf of retail clients) in the Institutional Bookbuild • Any Premium achieved in the Institutional Bookbuild will be returned to renouncing and Ineligible Institutional Shareholders as detailed further in the Offer Document

1. *TERP is the theoretical price at which KMD shares trade immediately after the ex-date for the Offer. TERP is a theoretical calculation only and the actual price at which KMD shares trade on NZX immediately after the ex-date for the Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to the last traded price of KMD shares on NZX on Wednesday, 25 March 2026 being the last trading day prior to the announcement of the Offer and includes all New Shares issued under the Placement and Entitlement Offer.*

EQUITY RAISING DETAILS (CONT.)

Retail Entitlement Offer	• Eligible Retail Shareholders will be invited to take up their entitlement in the Retail Entitlement Offer • Eligible Retail Shareholders seeking to participate in the Retail Entitlement Offer will only be able to do so electronically and should visit the offer website for more details (kmd.rightsoffer.co.nz) • Eligible Retail Shareholders who take up their entitlement in full may participate in the Retail Bookbuild by applying for additional New Shares in excess of their Entitlement • New Shares relating to entitlements not taken up will be offered to Institutional Investors (which may include Eligible Institutional Shareholders and ASX Brokers or NZX Firms acting on behalf of retail clients) and Eligible Retail Shareholders in the Retail Bookbuild • Any Premium achieved in the Retail Bookbuild will be returned to renouncing and Ineligible Retail Shareholders as detailed further in the Offer Document. There will be no entitlements trading on market and entitlements are not otherwise transferable
Board participation	• All Directors of KMD who are shareholders have confirmed they will participate in the Offer to maintain their pro rata shareholding. David Kirk and Philip Bowman have confirmed they will apply for at least twice the level of their pro rata entitlement in the AREO
Record date	• 7:00pm New Zealand time on Wednesday, 1 April 2026
Ranking	• All new shares issued under the Offer will rank equally with existing KMD ordinary shares from date of issue
Underwriting	• The Offer is fully underwritten

EQUITY RAISING TIMETABLE

General	Date
Announcement of Offer, and voluntary suspension continued on NZX and ASX	Tuesday, 31 March 2026
Record date for the Offer	7:00pm NZDT (5:00pm AEDT) Wednesday, 1 April 2026
Placement and Institutional Entitlement Offer	
Placement and Institutional Entitlement Offer opens	Tuesday, 31 March 2026
Placement and Institutional Entitlement Offer closes	Wednesday, 1 April 2026
Institutional Shortfall Bookbuild	Wednesday, 1 April 2026
Voluntary suspension lifted – *KMD shares will commence trading on NZX and ASX on an ex-entitlement basis*	Thursday, 2 April 2026
ASX Settlement of New Shares under the Placement and Institutional Entitlement Offer	Friday, 10 April 2026
ASX Allotment of New Shares under the Placement and Institutional Entitlement Offer	Monday, 13 April 2026
NZX Settlement and Allotment of New Shares under the Placement and Institutional Entitlement Offer	Monday, 13 April 2026
Commencement of trading of New Shares issued under the Placement and Institutional Entitlement Offer on NZX and ASX	Monday, 13 April 2026
Retail Entitlement Offer	
Record date	7:00pm NZDT (5:00pm AEDT) Wednesday, 1 April 2026
A$ price announcement	Thursday, 2 April 2026
Retail Entitlement Offer opens	Tuesday, 7 April 2026
Retail Entitlement Offer closes	Thursday, 16 April 2026
Retail Shortfall Bookbuild (for retail entitlements not taken up and retail entitlements of ineligible retail shareholders)	Tuesday, 21 April 2026
ASX Settlement of New Shares under the Retail Entitlement Offer	Monday, 27 April 2026
NZX Settlement and Allotment of New Shares under the Retail Entitlement Offer on NZX and ASX	Tuesday, 28 April 2026
Commencement of trading of New Shares issued under the Retail Entitlement Offer on NZX	Tuesday, 28 April 2026
Commencement of trading of New Shares issued under the Retail Entitlement Offer on ASX	Wednesday, 29 April 2026
Despatch of holding statements in respect of New Shares issued under the Retail Entitlement Offer	By Wednesday, 29 April 2026

DEBT REFINANCING PROVIDING STABLE CAPITAL STRUCTURE

REFINANCED DEBT FACILITY PROVIDES FUNDING STABILITY FOR KMD BRANDS TO EXECUTE STRATEGY

DEBT REFINANCING

~$205M[1]
TOTAL DEBT CAPACITY

UP TO
2.5
YEAR FACILITY

- ✓ **Refinanced debt facility provided by a majority of our existing syndicate to support KMD Next Level strategy**
- ✓ **Provides stability in KMD Brands funding**
- ✓ **Expected to provide sufficient liquidity to execute on Next Level transformation and fund working capital**

OVERVIEW OF KEY TERMS

Overview

- Debt facility of ~NZ$205m[1]
- ~NZ$40m tranche maturing 30 June 2027, with the balance of the facility maturing 1 October 2028

Financial covenants

- KMD sufficiency analysis supports FCCR and leverage covenants being met over the term of the debt facility while executing on the Next Level strategy

Other key terms

- Full net proceeds of the Equity Raising will be applied in permanent repayment (and a corresponding and subsequent cancellation) of the existing facilities
- New facilities subject to entry into definitive documentation (on the basis of an agreed term sheet) by 30 June 2026

1. *Based on NZD / AUD exchange rate published by RBNZ as at 25 March 2026 and net offer proceeds of $62m. A$8.5m of the facility will be unavailable until key covenant milestones are met.*

CREATING A STRONGER KMD BRANDS

1. **KMD Brands has returned** to growth under new leadership in 1H FY26
2. **Substantial progress achieved** against strategic initiatives
3. **Significant upside remains** with improved capabilities supporting identified growth opportunities and stronger margins
4. **High conviction in three pillars of strategy** – 1) brand and product-led offence, 2) data-driven intelligence and 3) sustainable profitability
5. Equity raise and bank facility refinancing to **strengthen balance sheet** and **focus on 'Next Level' execution**

SECTION 5

KEY RISKS

KEY RISKS

This section outlines the key risks that KMD has identified which are relevant to investors in the Offer. These risks may affect the future operating and financial performance of KMD and the KMD share price. Like any investment, there are risks associated with an investment in KMD’s shares. Please note that this section does not (and does not purport to) set out all of the risks related to an investment in KMD shares, the future operating or financial performance of KMD, the Offer or general market or industry risks. Some risks may be unknown and other risks, currently believed to be immaterial, could turn out to be material.

Before deciding whether to invest in KMD shares, investors must make an independent assessment of the risks associated with the investment and should consider whether such an investment is suitable for them, having regard to publicly available information (including this presentation), their personal circumstances and following consultation with a financial advisor or other professional advisor.

Capital sufficiency and banking support risk

KMD has undertaken a capital sufficiency modelling exercise to assist in determining the size of the Offer. Based on this model, KMD expects to have sufficient liquidity to execute its 'Next Level' transformation strategy and to remove near-term funding and covenant pressures.

The Offer is also being conducted alongside refinancing of KMD's debt facilities. KMD has received commitments from members of its existing banking syndicate for a new bank debt facility, which is conditional on receiving net proceeds of $50 million from an equity raising. The Offer is fully underwritten by Goldman Sachs New Zealand Limited and Forsyth Barr Group Limited (the Underwriters). However, the underwriting agreement contains termination rights which are consistent with market practice for an offer of this nature. In certain circumstances, the Underwriters may terminate their underwriting obligations under the underwriting agreement, in which case KMD may not receive the full amount of proceeds expected from the Offer, or the Offer may not proceed at all.

The events which may trigger termination of the underwriting agreement include events which are outside KMD's control, such as material adverse movements in financial markets, the occurrence of certain hostilities or acts of terrorism, or a general moratorium on commercial banking activities. There is a risk that if the underwriting agreement is terminated or the Offer does not proceed or KMD raises less than the amount sought, this may have a material adverse effect on KMD's financial position and ability to execute on its strategic objectives and KMD may not be able to access the new debt facility.

In addition, if KMD's financial performance deteriorates, there is a risk that KMD may breach its debt funding covenants or be unable to refinance its existing debt facilities on favourable terms, or at all. Severe deterioration in macro-economic conditions could impact on the availability and/or utility of KMD's funding arrangements or otherwise impact upon KMD's liquidity.

A failure to secure or maintain adequate financing could limit KMD's ability to execute on its Next Level transformation strategy and could have a material adverse effect on KMD's financial position and operations.

KEY RISKS (CONT.)

Project execution risk

KMD is currently executing its 'Next Level' transformation strategy, which involves strategic projects including cost restructuring, store network optimisation, digital platform upgrades and supply chain improvements. There is a risk that these strategic projects are not executed as planned, exceed budget or timetable, or do not meet their objectives.

The design and delivery of new products and improvements to existing products will be a key driver of KMD's success, and there is always a risk that development of a new product or product feature may not be successful or may take longer or be more expensive than anticipated.

KMD has established a Project Management Office to define and maintain project management standards, which is expected to reduce the likelihood of project failure over time by ensuring projects are executed consistently and efficiently. Notwithstanding these measures, a failure to successfully execute strategic projects could have a material adverse effect on KMD's ability to achieve its financial targets and growth aspirations.

Foreign exchange and interest rate risk

KMD operates across multiple geographies and currencies, which exposes the business to foreign exchange risk. Movements in exchange rates may affect KMD's cost of goods sold, sales and reported financial results. KMD also sources products and raw materials internationally, and adverse currency movements may increase purchasing costs. KMD is exposed to interest rate movements on its debt facilities. Increases in interest rates could increase KMD's financing costs and reduce profitability.

KMD monitors and manages its foreign exchange rate and interest rate exposures through careful order management based on demand and ongoing assessment of market conditions. KMD also seeks to hedge its exposure to movements in foreign exchange rates and interest rates through entering into various derivatives. Despite these measures, significant adverse movements in exchange rates or interest rates could have a material adverse effect on KMD's financial performance, particularly given current global volatility and uncertainty.

Economic and market conditions

KMD operates in the retail sector, which is sensitive to changes in general economic conditions. Factors such as inflation, interest rate movements, unemployment levels, consumer confidence and discretionary spending patterns may adversely affect demand for KMD's products. During periods of economic uncertainty or downturn, consumers may reduce spending on discretionary items, including the products that KMD sells, which could result in reduced sales volumes and increased promotional activity to stimulate demand.

The current macroeconomic environment, including elevated interest rates, cost-of-living pressures and heightened geopolitical tensions (including current hostilities in the Middle East), may continue to adversely impact consumer spending as well as KMD’s operating costs. There is a risk that these conditions persist or worsen, which could have a material adverse effect on KMD's sales, margins and financial performance.

KMD has a strategic objective to increase the share of its business conducted through digital channels, rather than physical stores. There is a risk that KMD may not be able to transition to digital channels as quickly as anticipated, which may expose KMD to inflationary pressures on the cost of operating physical stores for longer than expected. There is also a risk that inflationary pressures result in the margins achieved through digital channels being below expectations due to increased transition and digital channel operating costs.

KEY RISKS (CONT.)

Supply chain complexity / logistics disruption

KMD faces the risk of inefficient, costly and delayed delivery of inventory or materials due to single points of failure across the supply chain, including major international suppliers and single country distribution centres, or logistics complexities such as container shortages. There is a risk that geopolitical events may disrupt key trade routes and producing regions, leading to supply chain interruptions, increased costs and potential shortages of essential goods. Tariffs and geopolitical instability across countries within the supply chain (including current hostilities in the Middle East) have materially increased both the likelihood and impact of this risk.

KMD has implemented mitigants including diversification of suppliers (by geographic location and ownership structure), continued transition away from China sourcing where practicable, maintenance of strong logistics relationships, and third-party logistics warehousing diversification to provide flexibility in stock movements. KMD has also introduced new resource capabilities with a focus on procurement, planning and supply chain. KMD holds business interruption insurance, which provides some degree of protection against business disruption. KMD is currently in discussions with its insurers regarding a claim under its business interruption insurance in relation to disruption to the business arising during COVID-19, the outcome of which is not yet known. Despite these measures, supply chain disruptions could have a material adverse effect on KMD's operating and financial performance.

Asset sales risk

Part of the ‘Next Level’ strategy involves the ongoing assessment of non-core assets that do not provide advantage to the three core brands, which may include the potential sale of non-core assets. There are risks associated with any sale of assets by KMD, regardless of whether any such sale is successfully completed. These risks include that KMD may be unable to agree acceptable terms with a purchaser for any proposed sale of assets, that KMD may not realise a fair value for any assets sold, that the time required by KMD’s board and management to progress any asset sale may negatively affect their ability to focus on executing the remainder of the ‘Next Level’ strategy and that KMD may remain liable for various pre completion liabilities and historical matters even if such asset sale is completed. Any proposed sale of assets may remain subject to conditions and approvals, including shareholder approval where required by the NZX Listing Rules or Companies Act. There can therefore be no assurance that any sale of assets will result in a value enhancing outcome for KMD and its shareholders. Any proposed sale of assets may result in KMD incurring costs, and may have a negative effect on KMD’s financial position and performance.

The board has separately received unsolicited, tentative and preliminary interest from third parties (including Stokehouse) to acquire Rip Curl. No formal proposals or offers have been received and the board has no present intention to sell any of KMD’s core brands. As announced to NZX and ASX on 24 March 2026, the board received a transaction concept for the demerger of Rip Curl into a standalone listed company and subsequent acquisition of Stokehouse, which the board carefully evaluated and determined was not in the best interests of shareholders. In response to the board’s decision not to engage, Paul Naude, CEO of Stokehouse, has indicated Stokehouse may present a proposal to acquire Rip Curl for an unspecified price which would purportedly exceed the current market capitalisation of KMD, subject to due diligence. No such proposal has been received and the board is not minded to provide access to due diligence to Stokehouse given the price, terms and executability of any such transaction by Stokehouse remains uncertain.

KEY RISKS (CONT.)

Increased production costs or reduced access to key materials

KMD's sales and margins are exposed to movements in production costs, including materials, labour and factory costs. There is a risk of restricted availability of key resources and materials, which could increase costs of production and impact lead times.

Geopolitical developments, including tariffs, have increased the financial impact of this risk by introducing additional fees and taxes on sourcing. Tariffs may also impact the sourcing of raw materials.

KMD has implemented mitigants including prebooking raw materials in advance, careful order management based on demand, close control of inventory orders, and ongoing monitoring of tariff impacts. KMD is also considering moving certain sourcing away from affected regions and utilising external sourcing expertise. While these measures are in place, changes in the global trade environment or further cost pressures could have a material adverse effect on KMD's operating and financial performance.

Cyber security and information systems availability

KMD relies on the performance, reliability and availability of its information technology, communication and other business systems. Cyber security threats to KMD's IT and eCommerce systems, including DDoS attacks, malicious hacking, phishing, ransomware, theft and unauthorised disclosure, could lead to loss of core operating systems or data privacy and compliance breaches. The delivery of many of KMD's products through digital platforms heightens the risk associated with cyber attacks or outages due to other causes, and the impact any disruption to information systems may have on the availability of KMD's systems and services.

A cyber breach (whether by way of an external party or as a result of employee actions) could cause widespread operational and reputational damage. Recovery would be reputationally costly for KMD.

KMD has implemented controls including disaster recovery planning, system security measures, penetration testing and desktop exercises, multi-factor authentication, patch management, employee training, and the removal of legacy systems. KMD has also established a Chief Information Security Officer role and implemented mandatory quarterly cyber training. Despite these measures, there is no guarantee that KMD's systems will be protected from a cyber attack or other outages, and any such attack or outage could have a material adverse effect on KMD's reputation, financial performance and operations.

Production quality issues

There is a risk of product quality or brand issues arising from supplier issues, including inconsistent quality, damage or defective products. In addition, outsourcing certain development and design processes, while increasing speed and capacity, may introduce risks related to quality control.

KMD has implemented quality control and quality assurance processes, third-party inspections and maintains long-term relationships with suppliers. A failure to maintain product quality could result in reputational damage, product returns or recalls, and/or financial recourse, which could have a material adverse effect on KMD's financial performance and brand reputation.

KEY RISKS (CONT.)

Inventory management

KMD has an ambition to grow online sales; however, it is important that investment in stock keeps pace with order demand, which increases the risk to KMD's ability to effectively plan for emerging opportunities.

KMD has implemented group oversight of inventory buying processes, clear financial guardrails, critical path processes, and a Sales & Operations Planning process supported by data reports to optimise demand and supply planning. Notwithstanding these measures, ineffective inventory management could have a material adverse effect on KMD's operating and financial performance.

Misaligned pricing and channel appropriateness

There is a risk that ineffective product pricing strategies and channel appropriateness could result in diminished competitiveness and reduced profitability, leading to potential market share loss. In addition, KMD's go-to-market uplift and markdown management, while intended to improve profitability, may risk loss of sales momentum if not executed effectively. Competitors in KMD's markets are engaging in heavy price discounting, which may impact sales performance.

KMD has implemented mitigants including strategic pricing reviews, market and competitor analysis, channel profitability analysis, and a customer insights project supported by external agency expertise. A failure to implement effective pricing and channel strategies could have a material adverse effect on KMD's operating and financial performance.

Lack of connection in marketing/product offering with consumer

There is a risk that KMD's brand purpose may not resonate or remain relevant with consumers, leading to a lack of perceived desirability, benefit or value in KMD's products. This disconnect, whether due to ineffective marketing or unmet customer expectations, could result in diminished sales and loss of market share. The retail industry is experiencing challenges, requiring KMD to keep adapting and innovating. Everchanging expectations of retail brands have increased the likelihood of brand reputation risk.

KMD has implemented mitigants including brand health monitoring and customer insights surveys, focus on innovative products and customer experience to ensure ongoing brand relevance, a customer insights project supported by external agency expertise, and investment in store segmentation and 'Store of the Future' concepts. A failure to maintain consumer connection could have a material adverse effect on KMD's sales and financial performance.

Personnel risk

KMD's success depends on its ability to attract and recruit the right talent, upskill staff, and retain key employees with critical knowledge, experience, skills and intellectual property. The loss of key senior executive personnel or an inability to attract and retain qualified employees could disrupt KMD's operations and adversely affect its ability to execute on its strategic objectives. This risk is heightened during periods of organisational change. KMD has implemented retention and succession planning strategies and invests in employee engagement initiatives. Notwithstanding these measures, a failure to retain key personnel or attract suitable replacements could have a material adverse effect on KMD's operations and financial performance.

KMD BRANDS

APPENDIX A

ADDITIONAL
1H FY26 DETAIL

STATUTORY TO UNDERLYING PROFIT AND LOSS

GROUP	1H FY26						1H FY25					
NZ $m	**Statutory**	IFRS 16 Leases[1]	Restructuring[2]	SaaS Capitalisation Adjustments[3]	Amortisation of Customer Relationships[4]	**Underlying**	**Statutory**	IFRS 16 Leases[1]	Restructuring[2]	SaaS Capitalisation Adjustments[3]	Amortisation of Customer Relationships[4]	**Underlying**
SALES	505.4	-	-	-	-	505.4	470.9	-	-	-	-	470.9
GROSS PROFIT	287.1	-	-	-	-	287.1	273.0	-	-	-	-	273.0
Gross margin	56.8%					56.8%	58.0%					58.0%
OPERATING EXPENSES	(223.8)	(57.4)	3.4	2.2	-	(275.6)	(220.3)	(52.0)	2.2	0.9	-	(269.1)
% of Sales	44.3%					54.5%	46.8%					57.2%
EBITDA	63.3	(57.4)	3.4	2.2	-	11.5	52.7	(52.0)	2.2	0.9	-	3.9
EBITDA margin %	12.5%					2.3%	11.2%					0.8%
EBIT	(1.7)	(11.8)	3.4	2.2	1.6	(6.4)	(12.7)	(5.8)	2.2	0.9	2.1	(13.3)
EBIT margin %	-0.3%					-1.3%	-2.7%					-2.8%
NPAT	(13.1)	(3.5)	2.4	1.5	1.1	(11.5)	(20.7)	0.9	1.6	0.6	1.5	(16.1)

1. *Statutory results include the impact of IFRS 16 leases. The impact of IFRS 16 is excluded from Underlying results.*
2. *Restructuring and organisational change was undertaken in 1H FY25 and 1H FY26. These one-off costs have been excluded from Underlying results.*
3. *IFRIC Software as a Service ("SaaS") capitalisation adjustments have been excluded from Underlying results.*
4. *Notional amortisation of Rip Curl and Oboz customer relationships are excluded from Underlying results.*

SEGMENT NOTE

	1H FY26					1H FY25				
SALES (NZ $'000)	Rip Curl	Kathmandu	Oboz	Corporate	Total	Rip Curl	Kathmandu	Oboz	Corporate	Total
SALES per segment note	291,423	176,072	37,953	-	505,448	278,487	156,831	35,627	-	470,945
SALES (Underlying)	291,423	176,072	37,953	-	505,448	278,487	156,831	35,627	-	470,945
EBITDA (NZ $'000)	Rip Curl	Kathmandu	Oboz	Corporate	Total	Rip Curl	Kathmandu	Oboz	Corporate	Total
EBITDA per segment note	43,226	29,023	(947)	(8,006)	63,296	45,281	15,848	(2,223)	(6,168)	52,738
IFRS 16 Leases[1]	(24,690)	(32,430)	(293)	-	(57,413)	(23,023)	(28,704)	(264)	-	(51,991)
Restructuring[2]	1,969	1,042	178	228	3,416	1,318	37	250	639	2,244
SaaS Capitalisation Adjustments[3]	-	-	-	2,165	2,165	-	-	-	875	875
Amortisation of Customer Relationships[4]	-	-	-	-	-	-	-	-	-	-
EBITDA (Underlying)	20,505	(2,365)	(1,062)	(5,613)	11,465	23,576	(12,819)	(2,237)	(4,654)	3,866
EBIT (NZ $'000)	Rip Curl	Kathmandu	Oboz	Corporate	Total	Rip Curl	Kathmandu	Oboz	Corporate	Total
EBIT per segment note	11,853	(4,185)	(1,319)	(8,096)	(1,747)	15,278	(18,727)	(3,012)	(6,250)	(12,711)
IFRS 16 Leases[1]	(4,796)	(7,027)	(16)	-	(11,839)	(2,561)	(3,347)	61	-	(5,847)
Restructuring[2]	1,969	1,042	178	228	3,416	1,318	37	250	639	2,244
SaaS Capitalisation Adjustments[3]	-	-	-	2,165	2,165	-	-	-	875	875
Amortisation of Customer Relationships[4]	1,521	-	106	-	1,627	2,024	-	104	-	2,128
EBIT (Underlying)	10,547	(10,170)	(1,051)	(5,703)	(6,378)	16,059	(22,037)	(2,597)	(4,736)	(13,311)

1. *Statutory results include the impact of IFRS 16 leases. The impact of IFRS 16 is excluded from Underlying results.*
2. *Restructuring and organisational change was undertaken in 1H FY25 and 1H FY26. These one-off costs have been excluded from Underlying results.*
3. *IFRIC Software as a Service ("SaaS") capitalisation adjustments have been excluded from Underlying results.*
4. *Notional amortisation of Rip Curl and Oboz customer relationships are excluded from Underlying results.*

BALANCE SHEET

Balance Sheet (NZ $m)	**Jan 26**	**Jan 25**	**Jul 25**
Inventories	274.1	303.7	254.0
Property, plant and equipment	74.4	83.6	75.3
Right of Use Asset (IFRS 16)	246.5	261.6	243.0
Intangible assets	647.9	671.1	626.1
Other assets	111.4	124.8	118.0
Total assets (excl. cash)	**1,354.3**	**1,444.8**	**1,316.4**
Net interest bearing liabilities and cash	(94.0)	(76.2)	(52.8)
Lease Liability (IFRS 16)	(287.9)	(293.2)	(287.8)
Other non-current liabilities	(97.9)	(105.9)	(94.4)
Current liabilities	(185.2)	(190.8)	(191.5)
Total liabilities (net of cash)	**(665.0)**	**(666.1)**	**(626.5)**
Net assets	**689.3**	**778.7**	**689.9**

CONSTANT CURRENCY PROFIT & LOSS

KMD BRANDS NZ $m[3]	Underlying[1] 1H FY26	Underlying[1] 1H FY25	Underlying[1] Var %	Underlying at Constant Currency[2] 1H FY26	Underlying at Constant Currency[2] 1H FY25	Underlying at Constant Currency[2] Var %
SALES	505.4	470.9	7.3%	**488.4**	470.9	3.7%
GROSS PROFIT	287.1	273.0	5.2%	**277.2**	273.0	1.5%
Gross margin	56.8%	58.0%		**56.8%**	58.0%	
OPERATING EXPENSES	(275.6)	(269.1)	2.4%	**(266.5)**	(269.1)	(1.0%)
% of Sales	54.5%	57.2%		**54.6%**	57.2%	
EBITDA	11.5	3.9	196.6%	**10.6**	3.9	171.8%
EBITDA margin %	2.3%	0.8%		**2.2%**	0.8%	
EBIT	(6.4)	(13.3)	52.1%	**(6.6)**	(13.3)	50.4%
EBIT margin %	-1.3%	-2.8%		**-1.3%**	-2.8%	
NPAT	(11.5)	(16.1)	28.4%	**(11.6)**	(16.1)	28.0%

1. *Statutory results include the impact of IFRS 16 leases. The impacts of IFRS 16, restructuring, software as a service accounting, the notional amortisation of customer relationships, impairment and onerous contracts have been excluded from Underlying results. Refer to Appendix A for a reconciliation of Statutory to Underlying results.*
2. *Constant Currency Underlying results are calculated by consolidating 1H FY26 global local currency Underlying results at 1H FY25 FX conversion rates.*
3. *1H FY26 NZD/AUD conversion rate 0.881 (1H FY25 0.909), 1H FY26 NZD/USD conversion rate 0.581 (1H FY25 0.595).*

APPENDIX B

SELLING RESTRICTIONS

SELLING RESTRICTIONS

This document does not constitute an offer of New Shares of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia and New Zealand except to the extent permitted below.

HONG KONG

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**).

No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be issued or sold only to persons outside Hong Kong or only to professional investors.

No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities. The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

NORWAY

This document has not been, and will not be, registered with or approved by Finanstilsynet (the Financial Supervisory Authority of Norway) and it does not constitute a prospectus under the Prospectus Regulation (Regulation (EU) 2017/1129) (the **Prospectus Regulation**) or the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, directly or indirectly, in Norway other than under circumstances that are exempted from the prospectus requirements under the Prospectus Regulation and the Norwegian Securities Trading Act. Any offering of New Shares in Norway is limited to persons who are "qualified investors" as defined in the Prospectus Regulation. Only such persons may receive this document and they may not distribute it or the information contained in it to any other person.

SELLING RESTRICTIONS (CONT.)

SINGAPORE

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the **SFA**)) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA. This document has been given to you on the basis that you are (i) an "institutional investor" or (ii) an "accredited investor". In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore. Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire the New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

UNITED KINGDOM

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of the Public Offers and Admissions to Trading Regulations 2024 (the **POATRs**) and Prospectus Rules: Admission to Trading on a Regulated Market sourcebook of the FCA Handbook) has been published or is intended to be published in respect of the New Shares.

This document is issued on a confidential basis to "qualified investors" (as defined in paragraph 15 of the Schedule 1 to the POATRs) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances falling within an exemption set out in Schedule 1 to the POATRs. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In particular, this document is being distributed only to, and is directed at, persons who are qualified investors (as specified above) (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together **Relevant Persons**). The investment to which this document relates is available only to Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document.

KMD BRANDS LIMITED

INTERIM REPORT 2026

KMD BRANDS LIMITED - INTERIM REPORT 2026

DIRECTORS' REPORT

The Directors of KMD Brands Limited present the Interim Report for the Company and its controlled entities for the half year ended 31 January 2026.

Review of Operations

Group sales for the interim period of $505.4 million are 7.3% above last year, with solid growth achieved in both the direct-to-consumer and wholesale channels. Kathmandu has led the Group sales momentum, achieving strong sales growth throughout the first half in both Australia and New Zealand. Rip Curl wholesale sales outperformed the direct-to-consumer channel, with strong wholesale demand in Europe and North America. Oboz wholesale sales grew strongly, supported by closeout activity and strong in-season buying from key accounts.

Group gross margin decreased -1.2% of sales below last year to 56.8%. In a promotional marketplace, all brands balanced sales growth with gross margin achievement, while optimising inventory composition and selling through aged inventory.

Operating expenses were lower than the first half of last year on a constant currency basis, with a Next Level strategic cost reset helping to offset strategic growth investments and continued global cost pressures. The year-on-year impact of global currency fluctuation has increased total reported operating expenses.

At 31 January 2026 the Group had a net debt position of $94.0 million. As part of a longer-term refinance plan, the Group has reduced its total syndicated bank facilities to approximately NZ$283m, consisting of an A$207m and NZ$43m multi-currency revolving facility.

Net working capital was $13.4 million lower than 31 January 2025, with a significant reduction in inventory from that reported as at 31 January 2025, indicating that inventory positions continue to reduce towards optimal levels. Inventory positions are higher than 31 July 2026 due to the seasonality inventory cycle of the business.

No interim dividend has been declared.

Seasonality

Due to the seasonal nature of the Group's activities, the activities in the second half of the year historically provide a larger portion of the sales and net profit for the full year.

Signed in accordance with a resolution of the Directors:

David Kirk
Director

Brent Scrimshaw
Managing Director and Group CEO

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Note	Unaudited Six Months Ended 31 January 2026 NZ$'000	Unaudited Six Months Ended 31 January 2025 NZ$'000 *Restated*	Audited Year Ended 31 July 2025 NZ$'000
Sales	6	505,448	470,945	989,015
Cost of sales		(218,374)	(197,932)	(429,755)
Gross profit		287,074	273,013	559,260
Other income		776	1,146	3,169
Selling and marketing expenses	7	(134,093)	(133,730)	(283,884)
Administration and general expenses	7	(90,461)	(87,691)	(182,636)
Intangible asset impairment expense		-	-	(45,363)
		(223,778)	(220,275)	(508,714)
Earnings before interest, tax, depreciation, and amortisation		63,296	52,738	50,546
Depreciation and amortisation	7	(65,043)	(65,449)	(131,077)
Earnings before interest and tax		(1,747)	(12,711)	(80,531)
Finance income		426	455	2,772
Finance expenses		(13,504)	(13,996)	(26,901)
Finance costs (net)	7	(13,078)	(13,541)	(24,129)
(Loss) before income tax		(14,825)	(26,252)	(104,660)
Income tax benefit		1,742	5,548	11,081
(Loss) after income tax		(13,083)	(20,704)	(93,579)
(Loss) for the period attributable to:				
Shareholders of the company		(13,922)	(21,540)	(95,058)
Non-controlling interest		839	836	1,479
Other comprehensive income that may be reclassified subsequently to (loss):				
Movement in cash flow hedge reserve		(6,665)	4,380	2,116
Movement in foreign currency translation reserve		19,897	10,010	1,022
Other comprehensive income for the period, net of tax		13,232	14,390	3,138
Total comprehensive income/(loss) for the period		149	(6,314)	(90,441)
Total comprehensive (loss) for the period attributable to:				
Shareholders of the company		(1,064)	(7,155)	(91,875)
Non-controlling interest		1,213	841	1,434
Basic earnings per share		(2.0) cps	(3.0) cps	(13.4) cps
Diluted earnings per share		(2.0) cps	(3.0) cps	(13.4) cps
Weighted average basic ordinary shares outstanding ('000)		711,667	711,667	711,667
Weighted average diluted ordinary shares outstanding ('000)		735,848	727,269	730,386

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share Capital	Cash Flow Hedge Reserve	Foreign Currency Translation Reserve	Share Based Payments Reserve	Other Reserves	Retained Earnings	Non-controlling Interest	Total Equity
	NZ$'000	NZ$'000	NZ$'000	NZ$'000	NZ$'000	NZ$'000	NZ$'000	NZ$'000
Balance as at 31 July 2024	**629,383**	**1,684**	**23,019**	**824**	**(47)**	**125,067**	**5,748**	**785,678**
(Loss)/profit after tax	-	-	-	-	-	(95,058)	1,479	(93,579)
Other comprehensive income	-	2,116	1,067	-	-	-	(45)	3,138
Dividends paid	-	-	-	-	-	-	-	-
Issue of share capital	-	-	-	-	-	-	-	-
Share based payment expense	-	-	-	391	-	-	-	391
Deferred tax on share-based payment transactions	-	-	-	45	-	-	-	45
Lapsed share options	-	-	-	(154)	-	154	-	-
Amounts transferred to initial carrying amount of hedged items	-	(4,450)	-	-	-	-	-	(4,450)
Dividends paid to non-controlling interest	-	-	-	-	-	-	(1,281)	(1,281)
Balance as at 31 July 2025	**629,383**	**(650)**	**24,086**	**1,106**	**(47)**	**30,163**	**5,901**	**689,942**
(Loss)/profit after tax	-	-	-	-	-	(13,922)	839	(13,083)
Other comprehensive income	-	(6,665)	19,523	-	-	-	374	13,232
Dividends paid	-	-	-	-	-	-	-	-
Share based payment expense	-	-	-	302	-	-	-	302
Lapsed share options	-	-	-	(241)	-	241	-	-
Deferred tax on share-based payment transactions	-	-	-	86	-	-	-	86
Amounts transferred to initial carrying amount of hedged items	-	(492)	-	-	-	-	-	(492)
Dividends paid to non-controlling interest	-	-	-	-	-	-	(658)	(658)
Balance as at 31 January 2026	**629,383**	**(7,807)**	**43,609**	**1,253**	**(47)**	**16,482**	**6,456**	**689,329**

CONSOLIDATED BALANCE SHEET

	Note	Unaudited As at 31 January 2026 NZ$'000	Unaudited As at 31 January 2025 NZ$'000	Audited As at 31 July 2025 NZ$'000
ASSETS				
Current assets				
Cash and cash equivalents		27,433	26,928	34,284
Trade and other receivables	9	79,997	79,147	92,291
Inventories	10	274,055	303,687	254,039
Derivative financial instruments	14	41	10,084	2,217
Current tax asset		9,151	16,302	3,594
Other current assets		1,290	2,084	1,263
Total current assets		391,967	438,232	387,688
Non-current assets				
Trade and other receivables	9	2,585	2,376	2,614
Property, plant, and equipment		74,391	83,634	75,254
Intangible assets	11	647,864	671,136	626,099
Derivative financial instruments	14	68	-	123
Deferred tax assets		18,354	14,708	15,849
Right-of-use assets	12	246,454	261,592	243,025
Total non-current assets		989,716	1,033,446	962,964
Total assets		1,381,683	1,471,678	1,350,652
LIABILITIES				
Current liabilities				
Trade and other payables		174,838	190,208	188,670
Derivative financial instruments	14	9,948	16	2,225
Current tax liabilities		412	572	588
Lease liabilities	12	89,699	86,467	88,157
Total current liabilities		274,897	277,263	279,640
Non-current liabilities				
Trade and other payables		22,875	17,051	23,488
Interest bearing liabilities	13	121,406	103,089	87,085
Deferred tax		74,759	88,855	70,864
Derivative financial instruments		248	-	-
Lease liability	12	198,169	206,723	199,633
Total non-current liabilities		417,457	415,718	381,070
Total liabilities		692,354	692,981	660,710
Net assets		**689,329**	**778,697**	**689,942**
EQUITY				
Contributed equity - ordinary shares		629,383	629,383	629,383
Reserves		37,008	40,330	24,495
Retained earnings		16,482	103,681	30,163
Non-controlling interest		6,456	5,303	5,901
Total equity		**689,329**	**778,697**	**689,942**

CONSOLIDATED STATEMENT OF CASH FLOWS

	Unaudited Six Months Ended 31 January 2026	Unaudited Six Months Ended 31 January 2025	Audited Year Ended 31 July 2025
	NZ$'000	NZ$'000	NZ$'000
Cash flows from operating activities			
Cash was provided from:			
Receipts from customers	519,815	480,804	986,964
Government grants received	-	2	2
Interest received	426	455	948
Income tax received	-	3	8,279
	520,241	481,264	996,193
Cash was applied to:			
Payments to suppliers and employees	478,853	417,350	832,950
Income tax paid	2,779	4,722	9,990
Interest paid	12,984	13,428	27,091
	494,616	435,500	870,031
Net cash inflow from operating activities	**25,625**	**45,764**	**126,162**
Cash flows from investing activities			
Cash was provided from:			
Proceeds from sale of property, plant, and equipment	-	35	120
	-	35	120
Cash was applied to:			
Purchase of property, plant, and equipment	8,648	7,784	13,132
Purchase of intangibles	4,484	6,321	11,446
	13,132	14,105	24,578
Net cash (outflow) from investing activities	**(13,132)**	**(14,070)**	**(24,458)**
Cash flows from financing activities			
Cash was provided from:			
Proceeds of borrowings	148,423	128,085	260,332
	148,423	128,085	260,332
Cash was applied to:			
Dividends paid	658	1,286	1,281
Repayment of borrowings	120,223	119,099	266,909
Repayment of lease liabilities	48,640	46,531	93,284
	169,521	166,916	361,474
Net cash (outflow) from financing activities	**(21,098)**	**(38,831)**	**(101,142)**
Net (decrease) / increase in cash held	**(8,605)**	**(7,137)**	**562**
Opening cash and cash equivalents	34,284	33,948	33,948
Effect of foreign exchange rates	1,754	117	(226)
Closing cash and cash equivalents	**27,433**	**26,928**	**34,284**

RECONCILIATION OF NET (LOSS) AFTER TAXATION WITH CASH INFLOW FROM OPERATING ACTIVITIES

	Unaudited Six Months Ended 31 January 2026 NZ$'000	Unaudited Six Months Ended 31 January 2025 NZ$'000	Audited Year Ended 31 July 2025 NZ$'000
(Loss) after income tax	(13,083)	(20,704)	(93,579)
Movement in working capital:			
(Increase) / decrease in trade and other receivables	16,549	10,412	(3,506)
(Increase) / decrease in inventories	(8,503)	(35,635)	11,359
(Increase) / decrease in other current assets	11	(46)	764
Increase / (decrease) in trade and other payables	(23,286)	30,906	28,509
Increase / (decrease) in tax liability	(6,024)	(7,186)	5,490
	(21,253)	(1,549)	42,616
Add non-cash items:			
Depreciation of property, plant, and equipment	11,386	11,907	23,346
Amortisation of intangibles	8,081	7,398	16,027
Depreciation of right-of-use assets	45,576	46,144	91,704
Impairment/ (reversal of impairment) of assets	(1,467)	165	60,812
Foreign currency translation of working capital balances	(6,250)	5,148	2,977
Movement in deferred taxation	1,503	(3,082)	(18,282)
Employee share-based remuneration	302	226	391
Loss on disposal of property, plant, and equipment and intangibles	830	111	150
	59,961	68,017	177,125
Cash inflow from operating activities	**25,625**	**45,764**	**126,162**

1 GENERAL INFORMATION

KMD Brands Limited (the Company) and its subsidiaries (together the Group) is a designer, marketer, retailer and wholesaler of apparel, footwear and equipment for surfing and the outdoors. It operates primarily in New Zealand, Australia, North America, Europe, South East Asia and Brazil.

The Company is a limited liability company incorporated and domiciled in New Zealand. KMD Brands Limited is a company registered under the Companies Act 1993 and is an FMC reporting entity under Part 7 of the Financial Markets Conduct Act 2013. The address of its registered office is 223 Tuam Street, Central Christchurch, Christchurch.

These consolidated interim financial statements have been approved for issue by the Board of Directors on 31 March 2026, and have been reviewed, not audited.

2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These general-purpose consolidated interim financial statements for the six months ended 31 January 2026 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 consolidated financial statements of KMD Brands Limited for the year ended 31 July 2025 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. The consolidated interim financial statements are presented in New Zealand dollars, which is the Group's presentation currency.

3 PRIOR PERIOD RESTATEMENT

During the previous financial year the Group identified an error in the Rip Curl cost of sales and expense classification in the previously reported consolidated interim financial statements for the half year ended 31 January 2025. Following an accounting system change at the Group's wetsuit manufacturer a mapping error was identified whereby certain production labour and overhead costs were mapped to operating expenses rather than cost of sales. The error was corrected in the consolidated financial statements for the year ended 31 July 2025, and has been corrected for the 31 January 2025 comparatives during the current year. As a result, the prior period cost of sales increased by $2,477,000 with a corresponding decrease in gross profit, $100,000 decrease in selling and marketing expenses and $2,377,000 decrease in administration and general expenses. There was no impact on the consolidated balance sheet, consolidated statement of changes in equity, consolidated statement of cash flows and earnings per share. Further, there was no impact on the Group's EBITDA or net profit. The expenses note has also been updated to correct the classification error.

4 ACCOUNTING POLICIES

The consolidated interim financial statements have been prepared using the same accounting policies and methods of computation as those used in the audited consolidated financial statements of KMD Brands Limited for the year ended 31 July 2025.

Use of non-GAAP disclosures

At times non-Generally Accepted Accounting Practice (GAAP) disclosures have been used in the consolidated interim financial statements. These disclosures have been included as they are key measurement criteria on which the Group and operating segments are reviewed by the Group Chief Executive Officer, Group Executive Management team and the Board of Directors. The following non-GAAP measures are relevant to the understanding of the Group's financial performance:

- Earnings before interest, tax, depreciation and amortisation (EBITDA) represents earnings before income taxes excluding interest income, interest expense, depreciation, and amortisation, as reported in the consolidated interim financial statements.
- Earnings before interest and tax (EBIT) represents EBITDA less depreciation and amortisation.
- Net debt represents cash and cash equivalents less interest-bearing liabilities. Net debt does not include lease liabilities.

Non-GAAP financial information does not have a standardised meaning prescribed by GAAP and therefore may not be comparable to similar financial information presented by other entities. The non-GAAP information within the consolidated interim financial statements is subject to review procedures.

New standards first applied in the period

There are no new standards first applied in the period.

Standards, interpretations, and amendments to published standards that are not yet effective

NZ IFRS 18 Presentation and Disclosure in Financial Statements is applicable to the Group from 1 August 2027. NZ IFRS 18 will supersede NZ IAS 1 *Presentation of Financial Statements* and is intended to improve comparability and transparency in the presentation of financial statements. The Group's assessment of the impact remains ongoing.

There are no other standards or amendments published but not yet effective that are expected to have a significant impact.

5 CLIMATE CHANGE RISK

The Group's operations may be impacted by future climate change. These impacts may be physical (e.g. severe or unusual weather patterns and events) or transitional (e.g. changes to government regulations or customer and supplier needs and demands).

The Group regularly assesses its operating environment to monitor its exposure to risk, including climate related risk. Consideration has been given in these consolidated interim financial statements to the impact of future climate change on the useful lives of the Group's property, plant, and equipment, the inclusion of expected renewals in the lease term for right-of-use assets, and the cost of sustainability linked loans. The identified climate-related risks and opportunities including both physical and transitional impacts have been considered as part of the above accounting judgements and estimates.

In November 2025 the Group published its second Climate-Related Disclosure (CRD) prepared in accordance with the Aotearoa New Zealand Climate Standards (NZ CS). The CRD covers the 12 month period ended 31 July 2025 and should be read in conjunction with the Group's financial year 2025 Annual Integrated Report.

6 SALES

	Unaudited Six Months Ended 31 January 2026 NZ$'000	Unaudited Six Months Ended 31 January 2025 NZ$'000	Audited Year Ended 31 July 2025 NZ$'000
Sale of goods	499,609	465,599	978,805
Royalty revenue	5,246	5,032	9,326
Commission revenue	593	314	884
	505,448	470,945	989,015

7 EXPENSES

	Unaudited Six Months Ended 31 January 2026 NZ$'000	Unaudited Six Months Ended 31 January 2025 NZ$'000 *Restated*	Audited Year Ended 31 July 2025 NZ$'000
Loss before tax includes the following expenses:			
Depreciation of property, plant, and equipment	11,386	11,907	23,346
Amortisation of intangibles	8,081	7,398	16,027
Depreciation of right-of-use assets	45,576	46,144	91,704
Impairment/ (reversal of impairment) of assets	(1,467)	165	60,812
Employee entitlements expense	123,664	119,143	236,040
Rental expense	12,373	13,396	26,764
Finance costs			
Interest income	(426)	(455)	(948)
Interest expense on interest bearing liabilities	4,603	4,882	9,665
Interest on lease liabilities	6,768	6,710	13,585
Other finance costs	1,925	1,791	3,651
Net exchange loss/ (gain) on foreign currency	208	613	(1,824)
	13,078	13,541	24,129

Other finance costs relate to facility fees on banking arrangements.

8 SEGMENTAL INFORMATION

The Group has three operating segments representing the brands owned by the Group and a Corporate segment. These operating segments have been determined based on the reports reviewed by the Group Chief Executive Officer and Group Executive Management team.

- **Rip Curl** - designer, manufacturer, wholesaler and retailer of surfing equipment and apparel.
- **Kathmandu** - designer, retailer and wholesaler of apparel, footwear and equipment for outdoor travel and adventure.
- **Oboz** - designer, wholesaler and online retailer of outdoor footwear.

The Corporate segment represents group costs, holding companies and consolidation eliminations and constitutes other business activities that do not fall within the brand segments.

The default basis of allocating shared costs is percentage of revenue with other bases being used where appropriate.

31 January 2026	**Rip Curl**	**Kathmandu**	**Oboz**	**Corporate**	**Total**
	NZ$'000	**NZ$'000**	**NZ$'000**	**NZ$'000**	**NZ$'000**
Total segment sales	291,423	176,072	39,239	-	506,734
Sales to internal customers	-	-	(1,286)	-	(1,286)
Sales to external customers	**291,423**	**176,072**	**37,953**	**-**	**505,448**
EBITDA	**43,226**	**29,023**	**(947)**	**(8,006)**	**63,296**
Depreciation and amortisation	(31,373)	(33,208)	(372)	(90)	(65,043)
EBIT	**11,853**	**(4,185)**	**(1,319)**	**(8,096)**	**(1,747)**
Income tax benefit / (expense)	(4,949)	(3,096)	240	9,547	1,742
Total segment assets	716,329	577,082	72,831	15,441	1,381,683
Total assets include:					
Non-current assets	494,415	456,267	37,560	1,474	989,716
Additions to non-current assets	46,457	50,068	4,969	(1,988)	99,506
Total segment liabilities	**301,490**	**250,182**	**29,059**	**111,623**	**692,354**

31 January 2025	**Rip Curl**	**Kathmandu**	**Oboz**	**Corporate**	**Total**
	NZ$'000	**NZ$'000**	**NZ$'000**	**NZ$'000**	**NZ$'000**
Total segment sales	278,487	156,838	36,436	-	471,761
Sales to internal customers	-	(7)	(809)	-	(816)
Sales to external customers	**278,487**	**156,831**	**35,627**	**-**	**470,945**
EBITDA	**45,281**	**15,848**	**(2,223)**	**(6,168)**	**52,738**
Depreciation and amortisation	(30,003)	(34,575)	(789)	(82)	(65,449)
EBIT	**15,278**	**(18,727)**	**(3,012)**	**(6,250)**	**(12,711)**
Income tax benefit / (expense)	(4,988)	5,011	596	4,929	5,548
Total segment assets	747,067	592,395	117,015	15,201	1,471,678
Total assets include:					
Non-current assets	499,277	446,359	83,715	4,095	1,033,446
Additions to non-current assets	27,661	27,165	72	3,169	58,067
Total segment liabilities	**325,826**	**244,748**	**30,273**	**92,134**	**692,981**

9 TRADE AND OTHER RECEIVABLES

	Unaudited Six Months Ended 31 January 2026 NZ$'000	Unaudited Six Months Ended 31 January 2025 NZ$'000	Audited Year Ended 31 July 2025 NZ$'000
Current			
Trade receivables	56,679	58,328	67,624
Allowance for expected credit losses	(3,549)	(6,048)	(3,954)
Prepayments	14,418	17,184	17,434
Other receivables	12,449	9,683	11,187
	79,997	79,147	92,291
Non-current			
Other debtors	2,585	2,376	2,614

10 INVENTORIES

	Unaudited Six Months Ended 31 January 2026 NZ$'000	Unaudited Six Months Ended 31 January 2025 NZ$'000	Audited Year Ended 31 July 2025 NZ$'000
Raw materials and consumables	6,195	6,112	7,751
Work in progress	1,062	1,396	698
Trading inventory	232,825	245,058	216,800
Goods in transit	33,973	51,121	28,790
	274,055	303,687	254,039

Inventory has been reviewed for obsolescence and a provision of $4,801,000 (January 2025: $5,361,000) has been made.

11 INTANGIBLE ASSETS

Carrying value of intangible assets

The Group market capitalisation is materially below the carrying value of net assets. The Group has made a net loss after income tax of $13,083,000 for the period but historically the second half of the financial year is more profitable and generates more cash flow. Accordingly, the short-term results are not considered an indicator of impairment. In addition, our fair value less costs of disposal model continue to provide sufficient headroom at both Group and Brand cash generating unit levels. The consolidated interim financial statements do not include all intangible asset assessment information and disclosures required in the annual consolidated financial statements therefore this note should be read in conjunction with the Group's annual consolidated financial statements as at 31 July 2025. No impairment exists as at 31 January 2026.

	Unaudited Six Months Ended 31 January 2026	Unaudited Six Months Ended 31 January 2025	Audited Year Ended 31 July 2025
	NZ$'000	NZ$'000	NZ$'000
Opening net book value	626,099	666,859	666,859
Net additions	4,579	7,674	22,491
Transfers	32	(13)	1,092
Amortisation	(8,081)	(7,398)	(16,027)
Impairment	-	-	(45,363)
Exchange differences	25,235	4,014	(2,953)
Closing net book value	647,864	671,136	626,099

12 LEASES

Right-of-use assets

The movements in right of use assets were as follows:

	Unaudited Six Months Ended 31 January 2026	Unaudited Six Months Ended 31 January 2025	Audited Year Ended 31 July 2025
	NZ$'000	NZ$'000	NZ$'000
Opening net book value	243,025	262,571	262,571
Additions and modifications to right-of-use asset	40,498	42,608	86,318
Depreciation for the period	(45,576)	(46,144)	(91,704)
(Impairment)/ reversal of impairment for the period	1,188	(165)	(14,865)
Foreign exchange	7,319	2,722	705
Closing net book value	246,454	261,592	243,025

Lease liabilities

The movements in lease liabilities were as follows:

	Unaudited Six Months Ended 31 January 2026	Unaudited Six Months Ended 31 January 2025	Audited Year Ended 31 July 2025
	NZ$'000	NZ$'000	NZ$'000
Opening lease liabilities	287,790	294,176	294,176
Additions and modifications to lease liabilities	40,622	42,859	85,881
Interest expense on lease liabilities	6,768	6,710	13,585
Repayment of lease liabilities (including interest)	(55,531)	(53,491)	(106,431)
Foreign exchange	8,219	2,936	579
Closing lease liabilities	287,868	293,190	287,790

13 INTEREST BEARING LIABILITIES

	Unaudited Six Months Ended 31 January 2026	Unaudited Six Months Ended 31 January 2025	Audited Year Ended 31 July 2025
	NZ$'000	NZ$'000	NZ$'000
Interest bearing liabilities	121,406	103,089	87,085

Group Facility Agreement

The Group has a multi-option syndicated facility, which consists of an AU$207 million multi-currency revolving facility and a NZ$43 million multi-currency revolving facility. Both facilities are sustainability linked with targets such as reducing greenhouse gas emissions, continued B Corp certification, and improving transparency within the Group supply chain, including the wellbeing and labour conditions of workers, and environmental metrics. All facilities are repayable in full on 15 April 2027.

Interest is payable based on the BKBM rate (NZD borrowings), the BBSY rate (AUD borrowings), SOFR rate (US borrowings) or the applicable short-term rate for interest periods less than 30 days, plus a margin of between 1.05% - 1.31%. The debt is secured by the assets of the guaranteeing group in accordance with the Security Trust Deed dated 25 October 2019 as amended 12 May 2023. The guaranteeing group comprises entities operating in New Zealand, Australia, North America and the United Kingdom. The carrying value of the assets held by the guaranteeing group are $1,311,643,000 (January 2025: $1,384,948,000).

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 half year and year end reporting periods. EBITDA must be no less than a specified proportion of total net debt at half year and year end reporting periods. The calculations of these covenants are specified in the bank facility agreement dated 25 October 2019 as amended from time to time.

In previous reporting periods the Group obtained the following covenant amendments for the 2026 interim period:

- A reduction of the fixed charge cover ratio.
- A total net debt cap was added to the leverage ratio covenant, which provided allowance on the leverage ratio to exceed 2.5x EBITDA provided net debt at January 2026 was below $125,000,000.

The Group has complied with the banking covenants at all measurement points during the period.

The current interest rate, prior to hedging, on the syndicated facility loans is 3.88% - 4.96% (2025: 5.50% - 5.51%).

14 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.

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group manages this risk by actively managing working capital and ensuring flexibility in funding arrangements. Refer to note 13 for details of the funding arrangements in place as at 31 January 2026.

The consolidated interim financial statements do not include all financial risk management information and disclosures required in the annual consolidated financial statements; they should be read in conjunction with the Group's annual consolidated financial statements as at 31 July 2025. 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 balance date:

	Unaudited Six Months Ended 31 January 2026	Unaudited Six Months Ended 31 January 2025	Audited Year Ended 31 July 2025
	NZ$'000	NZ$'000	NZ$'000
Assets			
Current derivative financial instruments assets	41	10,084	2,217
Non-current derivative financial instruments assets	68	-	123
Total assets	109	10,084	2,340
Liabilities			
Current derivative financial instruments	9,948	16	2,225
Non-current derivative financial instruments	248	-	-
Total liabilities	10,196	16	2,225

15 COMMITMENTS

Capital commitments

Capital commitments contracted for at balance date are:

	Unaudited Six Months Ended 31 January 2026	Unaudited Six Months Ended 31 January 2025	Audited Year Ended 31 July 2025
	NZ$'000	NZ$'000	NZ$'000
Property, plant, and equipment	1,095	280	4,405
Intangible assets	1,750	1,443	8,800

Intangible asset commitments as at 31 January 2026 relate to various projects across the Group to upgrade information technology software and systems.

16 CONTINGENT LIABILITIES

The Group is subject to litigation incidental to its business, none of which is expected to be material. No material provision has been made in the Group's consolidated financial statements in relation to any current litigation and the Directors believe that such litigation will not have a material effect on the Group's consolidated financial position, results of operations or cash flows. There are $2,559,000 of contingent liabilities as at 31 January 2026 (31 January 2025: nil, 31 July 2025: $2,659,000).

The most material contingent liability relates to ongoing discussions with the French customs duty authority in relation to the customs value of imported goods. Based on legal advice a provision of €208,000 (31 January 2025: nil, 31 July 2025: €150,000) has been recognised in relation to this matter. Management has assessed further aspects of this matter and believes that the likelihood of any additional significant outflow of resources is possible but not probable, and accordingly, no additional provision has been recognised. Based on currently available information, the potential financial impact of this contingent liability could be in the range of zero to €1,300,000. The timing of any potential outflow is uncertain and dependent on the resolution. The Group continues to monitor the matter as additional information becomes available.

17 CONTINGENT ASSETS

The Group has submitted an MDBI insurance claim arising from COVID public health authority mandates. The claim has been lodged with the Group's insurer and is currently under negotiation. Based on legal advice received to date and the terms of the insurance policy, the directors consider it probable that economic benefits will be received by the Group from settlement of this claim. However, at the reporting date the amount recoverable cannot yet be measured reliably, as negotiations are ongoing. Accordingly, no asset has been recognised in these financial statements in respect of the insurance recovery, however, the claim is considered material to the Group's financial position. While management expects that a recovery is probable, the timing and quantum of any settlement remains uncertain and will depend on the outcome of negotiations and agreement on the extent of covered losses. The Group will recognise an insurance recovery only when its realisation becomes virtually certain, in accordance with the requirements of NZ IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

There are no other contingent assets as at 31 January 2026 (January 2025: nil).

18 RELATED PARTY DISCLOSURES

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

19 EVENTS OCCURRING AFTER BALANCE DATE

On 31 March 2026, the Group announced an approximately NZ$65.3 million equity raise, comprising:

- a fully underwritten placement of new fully paid ordinary shares to eligible institutional shareholders and new institutional investors to raise approximately NZ$6.8 million; and
- a fully underwritten 1 for 0.73 pro-rata accelerated non-renounceable entitlement offer of new shares to eligible shareholders to raise approximately NZ$58.5 million.

The offer will be conducted at an offer price of NZ$0.06 per share, representing a:

- 47.1% discount to the theoretical ex-rights price of NZ$0.111; and
- 69.2% discount to KMD's closing price of NZ$0.195 on NZX on Wednesday 25 March 2026.

Approximately 1,087.8 million new shares are to be issued under the offer, representing approximately 152.8% of the existing shares on issue.

The Group has also reached an agreement with its banking syndicate to renew its multi-option syndicated facility effective by 30 June 2026 subject to the Group receiving equity raise offer proceeds (net of fees and transaction costs) of NZ$50 million . The renewed facility would consist of an up to AU$155 million multi-currency revolving facility and a up to NZ$29 million multi-currency revolving facility with NZ $40 million expiring in 1 year and the remainder expiring in 2.5 years from the effective date of renewal. The Group would also remain subject to fixed charge cover and leverage ratio covenants.

There are no other events after balance date which materially affect the information within the interim consolidated financial statements.

KMD BRANDS LIMITED - INTERIM REPORT 2026

STATUTORY INFORMATION

GROUP STRUCTURE

KMD Brands Limited owns 100% of the following companies unless otherwise stated:
Kathmandu Group Limited
KMD Brands Investments Limited
KMD Brands Finance (NZ) Limited
KMD Brands Finance (AU) Limited
KMD Brands Managed Services (NZ) Limited
KMD Brands Managed Services (AU) Pty Limited
Kathmandu Limited
Kathmandu Pty Limited
Kathmandu (U.K.) Limited
Kathmandu US Holdings LLC
Oboz Footwear LLC
Barrel Wave Holdings Pty Ltd
Rip Curl Group Pty Ltd
Rip Curl International Pty Ltd
PT Jarosite
Rip Curl Pty Ltd
Onsmooth Thai Co Ltd
Rip Curl (Thailand) Ltd (Group owns 50%)
Ozmosis Pty Ltd
Rip Curl Japan Co., Ltd
Curl Retail No 1. Pty Ltd
RC Surf NZ Limited
Rip Curl Finance Pty Ltd
Rip Curl Europe S.A.S
Rip Curl Spain S.A.U
Rip Curl Suisse S.A.R.L
Rip Surf - Artigos De Desporto, Unipessoal, LDA
Rip Curl UK Ltd
KMD Brands Italy SRL
KMD Brands Germany GmbH
Rip Curl Nordic AB
Rip Curl Inc
Rip Curl Canada Inc
Rip Curl Brazil LTDA

DIRECTORS' DETAILS

David Kirk	Chairman
Brent Scrimshaw	Managing Director and Group CEO
Philip Bowman	Non-Executive Director
Andrea Martens	Non-Executive Director
Abigail Foote	Non-Executive Director
Zion Armstrong	Non-Executive Director

EXECUTIVES' DETAILS

Brent Scrimshaw	Managing Director and Group CEO

DIRECTORY

The details of the Company's principal administrative and registered office in New Zealand are:

223 Tuam Street
Christchurch Central
PO Box 1234
Christchurch 8011

SHARE REGISTRY

In New Zealand:	**MUFG Corporate Markets**
Physical Address:	Level 30, PWC Tower 15 Customs Street West Auckland 1010 New Zealand
Postal Address:	PO Box 91976 Auckland, 1142 New Zealand
Investor enquiries:	+64 9 375 5998
Email address:	enquiries.nz@cm.mpms.mufg.com
Internet address:	www.mpms.mufg.com
In Australia:	**MUFG Corporate Markets**
Physical Address:	Level 10, Tower 4 727 Collins Street Melbourne VIC 3008 Australia
Postal Address:	Locked Bag A14 Sydney, South NSW 1235 Australia
Investor enquiries:	+61 1300 554 474 (toll free within Australia)
Email address:	support@cm.mpms.mufg.com
Internet address:	www.mpms.mufg.com

STOCK EXCHANGES

The Company's shares are listed on the New Zealand Exchange (NZX) and on the Australian Securities Exchange (ASX) as foreign exempt listing.

INCORPORATION

The Company is incorporated in New Zealand.

KPMG

Independent Auditor's Review Report

To the shareholders of KMD Brands Limited (**Group**)

Report on the interim consolidated financial statements

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim consolidated financial statements on pages 3 to 15 do not:

- present fairly, in all material respects, the Group's financial position as at 31 January 2026 and its financial performance and cash flows for the 6 month period then ended and comply with New Zealand Equivalent to International Accounting Standard 34 Interim Financial Reporting (**NZ IAS 34**) issued by the New Zealand Accounting Standards Board.

We have completed a review of the accompanying interim consolidated financial statements which comprise:

- the interim consolidated balance sheet as at 31 January 2026;
- the interim consolidated statements of comprehensive income, changes in equity and cash flows for the 6 month period then ended; and
- notes, including material accounting policy information.

Basis for conclusion

We conducted our review of the interim consolidated financial statements in accordance with NZ SRE 2410 (Revised) Review of Financial Statements Performed by the Independent Auditor of the Entity (**NZ SRE 2410 (Revised)**). Our responsibilities are further described in the *Auditor's responsibilities for the review of the interim consolidated financial statements* section of our report.

We are independent of KMD Brands Limited in accordance with the relevant ethical requirements in New Zealand relating to the audit of the annual financial statements and we have fulfilled our other ethical responsibilities in accordance with these ethical requirements.

Our firm has provided other services to the Group in relation to reasonable assurance and agreed upon procedures in respect of bank covenant compliance and store revenue certificates. Subject to certain restrictions, partners and employees of our firm may also deal with the Group on normal terms within the ordinary course of trading activities of the business of the Group. These matters have not impaired our independence as auditor of the Group. The firm has no other relationship with, or interest in, the Group.

Use of this Independent Auditor’s Review Report

This report is made solely to the shareholders. Our review work has been undertaken so that we might state to the shareholders those matters we are required to state to them in the Independent Auditor’s Review Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the shareholders for our review work, this report, or any of the conclusions we have formed.

Responsibilities of Directors for the interim consolidated financial statements

The Directors on behalf of the Group are responsible for:

- the preparation and fair presentation of the interim consolidated financial statements in accordance with NZ IAS 34; and
- For such internal control as Directors determine is necessary to enable the preparation of interim consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibilities for the review of the interim consolidated financial statements

Our responsibility is to express a conclusion on the interim consolidated financial statements based on our review.

NZ SRE 2410 (Revised) requires us to conclude whether anything has come to our attention that causes us to believe that the interim consolidated financial statements, taken as a whole, are not prepared, in all material respects, in accordance with NZ IAS 34.

A review of the interim consolidated financial statements in accordance with NZ SRE 2410 (Revised) is a limited assurance engagement. The auditor performs procedures, consisting of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing (New Zealand) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the interim consolidated financial statements.

The engagement partner on the audit resulting in this independent auditor’s review report is Peter Taylor.

For and on behalf of:

KPMG

KPMG

Christchurch

31 March 2026

Results announcement

Results for announcement to the market		
Name of issuer	KMD Brands Limited	
Reporting Period	6 months to 31 January 2026	
Previous Reporting Period	6 months to 31 January 2025	
Currency	NZD	
	Amount (000s)	**Percentage change**
Revenue from continuing operations	$505,448	7.3%
Total Revenue	$505,448	7.3%
Net profit/(loss) from continuing operations	($13,083)	36.8%
Total net profit/(loss)	($13,083)	36.8%
Interim Dividend		
Amount per Quoted Equity Security	NIL	
Imputed amount per Quoted Equity Security	NIL	
Record Date	N/A	
Dividend Payment Date	N/A	
	Current period	**Prior comparable period**
Net tangible assets per Quoted Equity Security	$0.03	$0.13
A brief explanation of any of the figures above necessary to enable the figures to be understood	The interim results are based on accounts which have been subject to review. Refer to accompanying unaudited financial statements.	
Authority for this announcement		
Name of person authorised to make this announcement	Frances Blundell	
Contact person for this announcement	Frances Blundell	
Contact phone number	+64 3 968 6110	
Contact email address	companysecretary@kmdbrands.com	
Date of release through MAP	Tuesday 31st March 2026	

Unaudited financial statements accompany this announcement.

KMD
BRANDS

KMD Brands Limited
Offer Document

1 for 0.73 Accelerated Renounceable Entitlement Offer of New Shares

Tuesday 31 March 2026

Not for distribution or release in the United States

This Offer Document is an important document. You should read the entire document before deciding what action to take with respect to your Entitlement. This Offer Document may not be distributed or released in the United States. The distribution of this Offer Document outside of New Zealand and Australia may be restricted by law. If you come into possession of this Offer Document, you should observe the offering restrictions contained in this document and should seek your own advice on those restrictions.

CONTENTS

IMPORTANT NOTICE

General Information
The Offer is made under the exclusion in clause 19 of Schedule 1 of the FMCA and pursuant to the provisions of section 708AA of the Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Instrument 19-0895).

This Offer Document is not a product disclosure statement or other disclosure document for the purposes of the FMCA, the Corporations Act or any other law, has not been lodged with the Registrar of Financial Service Providers or ASIC, and does not contain all of the information that an investor would find in a product disclosure statement or other disclosure document, or which may be required in order to make an informed investment decision about the Offer or KMD.

Additional Information Available Under KMD's Continuous Disclosure Obligations
KMD is subject to continuous disclosure obligations under the NZX Listing Rules. You can find market releases by KMD at nzx.com and at asx.com.au under the code "KMD".

KMD may, during the period of the Offer, make additional releases to the NZX and the ASX. To the maximum extent permitted by law, no release by KMD to the NZX or the ASX will permit an applicant under the Offer to withdraw any previously submitted application without KMD's prior consent.

Offering Restrictions
This Offer Document does not constitute an offer, advertisement or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer, advertisement or invitation.

This Offer Document may not be sent or given to any person who is not an Eligible Shareholder or an Institutional Investor in circumstances in which the Offer or distribution of this Offer Document would be unlawful. The distribution of this Offer Document (including an electronic copy) outside New Zealand or Australia may be restricted by law. In particular, this Offer Document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside of New Zealand or Australia except to Institutional Investors or as KMD may otherwise determine in compliance with applicable laws.

This Offer Document and any accompanying NZX or ASX announcements do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which, or to any person to whom, such an offer would be illegal.

The Entitlements and the New Shares have not been, and will not be, registered under the US Securities Act. Accordingly, the Entitlements may not be taken up by, and the New Shares may not be offered or sold to, any person in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction of the United States.

Further details on the offering restrictions that apply are set out in Part 4 of this Offer Document. If you come into possession of this Offer Document, you should observe any such restrictions. Any failure to comply with such restrictions may contravene applicable securities law. KMD disclaims all liability to such persons.

Future Performance
This Offer Document includes certain "forward-looking statements" about KMD and the environment in which KMD operates, such as indications of, and guidance on, future earnings and financial position and performance. Forward-looking information is inherently uncertain and subject to contingencies, known and unknown risks and uncertainties and other factors, many of which are outside of KMD's control, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

A number of important factors could cause actual results or performance to differ materially from forward-looking statements. No assurance can be given that actual outcomes or performance will not materially differ from the forward-looking statements. The forward-looking statements are based on information available to KMD as at the date of this Offer Document. Except as required by law or regulation (including the NZX Listing Rules), KMD undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

KMD is exposed to risks that may not be anticipated or are outside its control, its risk management framework may not operate effectively or there may be unforeseen challenges in executing on KMD's strategic objectives. If any of KMD's risk management processes and procedures prove ineffective or inadequate, or are otherwise not appropriately implemented, KMD could suffer unexpected losses and reputational damage which could adversely affect KMD's business and financial performance.

Investors are therefore strongly cautioned not to place undue reliance on forward-looking statements. Investors are also encouraged to carefully consider the risk disclosures made in the Investor Presentation.

Changes to the Offer

Subject to the NZX Listing Rules and applicable law, KMD reserves the right to alter the dates set out in this Offer Document. Additionally and subject to applicable law, KMD reserves the right to withdraw all or any part of the Offer (either generally or in particular cases) and the issue of New Shares at any time before the Allotment Date at its absolute discretion.

No Guarantee

No guarantee is provided by any person in relation to the New Shares to be issued pursuant to the Offer. Likewise, no warranty is provided with regard to the future performance of KMD or any return on any investments made pursuant to the Offer.

Disclaimer

The Joint Lead Managers and Underwriters have not been responsible for the preparation of, and to the maximum extent permitted by law accept no liability in connection with, this Offer Document.

Decision to Participate in the Offer

The information in this Offer Document does not constitute a recommendation to acquire or invest in New Shares nor does it amount to financial product advice. This Offer Document has been prepared without taking into account the particular needs or circumstances of any investor, including an investor's investment objectives, financial or tax position. You should conduct your own independent review, investigation and analysis of the Shares the subject of the Offer. You should obtain any professional advice you require to evaluate the merits and risks of an investment in KMD before making any investment decision based on your investment objectives. Participation in the Offer is optional.

Underwriters and Joint Lead Managers

None of the Underwriters or Joint Lead Managers, nor any of their respective affiliates or the officers, directors, partners, representatives, employees, agents or advisers of any of them have authorised, permitted or caused the issue, lodgment, submission, dispatch or provision of this Offer Document.

Each Underwriter and Joint Lead Manager, together with their respective affiliates, is a full-service financial institution engaged in various activities, which may include trading, financing, financial advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. In the ordinary course of their business activities and services, the Underwriters, Joint Lead Managers and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their clients, customers and/or counterparties. Such investments and securities and financial instruments activities and services may involve securities and/or instruments of KMD and/or its affiliates. The Underwriters, Joint Lead Managers and/or their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients or counterparties that they acquire, long and/or short positions in such securities and instruments.

The Underwriters and Joint Lead Managers, in conjunction with their respective affiliates, are acting as the joint lead managers and underwriters of both the Placement and Entitlement Offer. The Underwriters and Joint Lead Managers are acting for and providing services to KMD in relation to the Placement and the Entitlement Offer and will not be acting for or providing services to KMD's employees, shareholders or creditors. The Underwriters and Joint Lead Managers have been engaged solely as independent contractors and are acting solely in a contractual relationship on an arm's length basis with KMD. The engagement of the Underwriters and Joint Lead Managers by KMD is not intended to create any agency or other relationship between the Underwriters or the Joint Lead Managers and KMD or its employees, shareholders or creditors. An affiliate of Goldman Sachs New Zealand Limited is also acting as financial adviser to KMD in relation to its analysis and consideration of KMD's and its affiliates' capital structure. In connection with these roles and activities, the Underwriters, Joint Lead Managers and their respective affiliates may earn fees, generate profits, be exposed to losses, be reimbursed expenses and benefit from indemnification.

In connection with the Placement, Institutional Entitlement Offer, Institutional Bookbuild and/or the Retail Bookbuild, one or more Institutional Investors may elect to acquire an economic interest in the New Shares, instead of subscribing for or acquiring the legal or beneficial interest in those securities. Each Underwriter (or its affiliates) may, for its own account, write derivative transactions with those investors relating to the New Shares to provide the economic interest, or otherwise acquire New Shares in connection with the writing of those derivative transactions in the Placement, Institutional Entitlement Offer, Institutional Bookbuild, Retail Bookbuild and/or the secondary market. As a result of those transactions, each Underwriter (or its affiliates) may be allocated, subscribe for or acquire New Shares or securities of KMD in the Placement, Institutional Entitlement Offer, Institutional Bookbuild, Retail Bookbuild and/or the secondary market, including to hedge those derivative transactions, as well as hold long or short positions in those securities. These transactions may, together with other securities in KMD acquired by an Underwriter or its affiliates in connection with their ordinary course sales and trading, principal investing and other activities, result in an Underwriter or its affiliates disclosing a substantial holding and earning fees.

Privacy

Any personal information provided by Eligible Shareholders via the online application will be held by KMD or the Registrar at the addresses set out in the Directory.

KMD and the Registrar may store your personal information in electronic format, including in online storage or on a server or servers which may be located in New Zealand or overseas. The information will be used for the purposes of administering your investment in KMD.

This information will only be disclosed to third parties with your consent or if otherwise required or permitted by law. Under the New Zealand Privacy Act 2020 and Australian Privacy Act 1988 (Cth), you have the right to access and correct any personal information held about you.

Enquiries

Enquiries about the Offer can be directed to an NZX Firm, or your solicitor, accountant or other professional adviser. If you have any questions about the number of New Shares shown in your Application Form, or how to apply online, please contact the Registrar.

Defined Terms

Capitalised terms used in this Offer Document have the specific meaning given to them in the Glossary of this Offer Document.

PART 1: LETTER FROM THE CHAIR

Tuesday 31 March 2026

Dear KMD Shareholder,

The Directors of KMD Brands (*KMD*) are pleased to offer you the opportunity to participate in an accelerated renounceable entitlement offer to raise approximately NZ$58.5m of new equity. In conjunction with the Entitlement Offer, KMD will be conducting a placement to raise approximately NZ$6.8 million.

At our Investor Day in September last year, we launched our three-year 'Next Level' transformation strategy to unlock the full potential of our iconic brand portfolio and deliver sustainable, profitable growth. Six months since the Investor Day, we have seen clear momentum, with strong progress across key strategic initiatives:

- A return to growth across all brands in 1H FY26
- Effective gross margin management alongside reduced inventory and improved mix
- Cost savings tracking above target for FY26

This progress reinforces our conviction in the Next Level strategy. We are undertaking an equity raise to strengthen KMD's balance sheet and focus on strategy execution.

We believe KMD has a solid foundation to build from, with a portfolio of purpose-driven brands in attractive technical categories and a diversified footprint across geographies, channels and seasons. With recent performance reflecting early progress, we see a clear pathway to deliver consistent growth and improved margins as we continue to execute our strategy.

The Directors of KMD remain confident in our ability to deliver sustainable, profitable growth and maximise long-term shareholder value, with this equity raise supporting the next phase of progress.

Reflecting their commitment to KMD, I am pleased to confirm that all Directors of KMD who are shareholders have indicated they will participate pro rata in the Offer. Philip Bowman and I have also confirmed we will apply for at least twice the level of our pro rata entitlement in the AREO.

Alongside the equity raise announcement, I am pleased to share our first half FY26 trading update and reiterate our outlook for FY26:

Trading update

- Direct-to-consumer same store sales (including online) for the first six full weeks of the second half from Monday 2 February to Sunday 15 March 2026[1] in a seasonally non-significant trading period:
    - Kathmandu +11.1% YOY, combined with gross margin improvement YOY of c. +50 basis points (+0.5% of sales).
    - Rip Curl +1.2% YOY.

[1] Sales and gross profit results for the six full trading weeks from Monday 2 February to Sunday 15 March 2026 are sourced from BI reports and measured at constant currency YOY.

Outlook

- Given early momentum in its Next Level turnaround strategy and despite a challenging global consumer operating environment, KMD remains focused on delivering continued performance improvement compared to prior year.

- Kathmandu continued its recent sales momentum in the first 6 weeks of 2H FY26, with the key Autumn and Winter trading periods still to come. Kathmandu are also on track to achieve gross margin expansion YOY in 2H FY26, with consumers responding positively to improved product flow and assortment.

- Rip Curl and Oboz wholesale order books for 2H FY26 are in line with last year, with the Europe and North America summer season to come. Gross margin expansion is anticipated YOY in 2H FY26, reflecting actions taken to offset the US tariffs, and cycling specific clearance of inventory in the second half of last year.

- Group underlying operating expenses[2] as a % of sales are forecasted to improve YOY, showing progress towards mid-term targets. Underlying operating expenses[2] for the full year are planned to be broadly flat YOY on a constant currency basis (before any FY26 management incentives). The year-on-year impact of global currency fluctuation is expected to have a significant impact on underlying operating expenses (1H FY26 half-year impact $9.1 million as shown in the appendices of the full Investor Presentation released to NZX and ASX together with this Offer Document). The Group remains on track to achieve its Next Level strategic cost reset savings, helping to offset cost inflation, and deliver moderated re-investment to drive Next Level strategic growth opportunities.

- KMD expects to deliver further EBITDA margin expansion in FY26.

- KMD continues to focus on the optimisation of its store network as part of the Next Level integrated marketplace strategy. Capital expenditure for FY26 is targeted to be at the lower end of the guided range (approximately $25 million).

- KMD continues to target a leverage ratio of <0.5x Net Debt / EBITDA by end of FY27.

In conjunction with the equity raise, KMD has secured commitments from lenders for a new up to 2.5-year financing facility, providing access to sufficient liquidity and stable capital structure to support the next phase of our strategy.

On behalf of the Directors of KMD, thank you for your continued support and we welcome your consideration of, and participation in, the Entitlement Offer.

Yours sincerely,

David Kirk
KMD Board Chair

---

[2] The impacts of IFRS 16, restructuring, software as a service accounting, the notional amortisation of customer relationships, impairment and onerous contacts are excluded from Underlying results. Refer to Appendix A of the full Investor Presentation released to NZX and ASX together with this Offer Document for a reconciliation of Statutory to Underlying results.

PART 2: OFFER AT A GLANCE

Issuer	KMD Brands Limited
The Offer	KMD is undertaking an equity raising comprising the Placement to raise NZ$6.8 million together with this Entitlement Offer, which is structured as an accelerated renounceable entitlement offer, to raise approximately NZ$58.5 million. *Institutional Entitlement Offer and Retail Entitlement Offer* The Entitlement Offer is a pro rata offer of 1 New Share for every 0.73 Existing Shares held by an Eligible Shareholder at 7.00pm (NZDT) on the Record Date, with fractional entitlements being rounded down to the nearest whole share. A shorter offer period will apply to Eligible Institutional Shareholders, with the Institutional Entitlement Offer and the Placement conducted over two Business Days. Eligible Shareholders who do not take up all of their Entitlement will have their current shareholding diluted as a result of the issue of New Shares. Furthermore, as a consequence of the Placement, Eligible Shareholders who do take up their Entitlement in full will be diluted if they do not receive any New Shares under the Placement or do not receive sufficient New Shares in the Institutional Bookbuild or Retail Bookbuild (see below). *Institutional Bookbuild and Retail Bookbuild* Entitlements will not be quoted on the NZX Main Board or the ASX and cannot be traded on the NZX Main Board or the ASX or otherwise privately transferred. New Shares not taken up by Eligible Shareholders, or attributable to Ineligible Shareholders, will be offered for sale through Bookbuilds run by the Joint Lead Managers. There will be a Bookbuild for the Institutional Entitlement Offer (the *Institutional Bookbuild*) and a separate Bookbuild for the Retail Entitlement Offer (the *Retail Bookbuild*). Eligible Retail Shareholders who take up their Entitlement in full may apply for additional New Shares in the Retail Bookbuild at the Clearing Price. Any Premium realised for New Shares in the Bookbuilds will be paid (net of any applicable withholding tax) to Ineligible Shareholders and Eligible Shareholders who do not take up all of their Entitlements, in proportion to their holdings of the Entitlements offered under the Bookbuilds (Ineligible Shareholders will be deemed to hold the Entitlement they would have received if they were an Eligible Shareholder for the purpose of calculating the amount of any such Premium payable to them). There is no guarantee that there will be any Premium realised for the New Shares offered for sale in the Bookbuilds, and the Premium realised (if any) in the Institutional Bookbuild may be different from the Premium realised (if any) in the Retail Bookbuild.
Placement	In conjunction with the Entitlement Offer, KMD will conduct a Placement to Institutional Investors to raise approximately NZ$6.8 million. The New Shares issued under the Placement will be issued at the Offer Price. New Shares issued to participants in the Placement will not be eligible to participate in the Entitlement Offer.
Offer Price	NZ$0.06 (or the A$ Price) per New Share.

Existing Shares currently on issue	711,667,484 Existing Shares.
Maximum number of New Shares being offered under the Offer	1,087,752,410 New Shares (subject to rounding).
Offer size	The approximate amount to be raised under the Offer is NZ$65.3 million.
New Shares	The same class as, and ranking equally with, Existing Shares.
Eligible Retail Shareholders	You are an Eligible Retail Shareholder if, as at 7.00pm (NZDT) on the Record Date, you are recorded in KMD's share register as a Shareholder and: (a) your address is shown in KMD's share register as being in New Zealand or Australia; or (b) KMD considers, in its discretion, you may be treated as an Eligible Retail Shareholder, and you are not in the United States or an Institutional Shareholder.
How to apply	***Eligible Retail Shareholders*** Applications must be made online at kmd.rightsoffer.co.nz ***Eligible Institutional Shareholders*** KMD and the Underwriters will contact Eligible Institutional Shareholders to advise them of the terms and conditions of participation in the Entitlement Offer and confirm their application process.
Underwriting	The Offer is fully underwritten by the Underwriters.

PART 3: IMPORTANT DATES[3]

INSTITUTIONAL ENTITLEMENT OFFER, PLACEMENT AND INSTITUTIONAL BOOKBUILD

This timetable is relevant to participants in the Institutional Entitlement Offer, Placement and Institutional Bookbuild. Eligible Retail Shareholders should refer to the important dates for the Retail Entitlement Offer and Retail Bookbuild set out on the following page.

Key Event	Date
Voluntary suspension continued on the NZX Main Board and the ASX	Tuesday 31 March 2026
Institutional Entitlement Offer and Placement opens	Tuesday 31 March 2026
Institutional Entitlement Offer and Placement closes	Wednesday 1 April 2026
Institutional Bookbuild opens	Wednesday 1 April 2026
Institutional Bookbuild closes	Wednesday 1 April 2026
Record Date 7.00pm (NZDT) or 5.00pm (AEDT)	Wednesday 1 April 2026
Announce results of Institutional Entitlement Offer, Placement and Institutional Bookbuild Announce A$ Price Trading recommences on the NZX Main Board and ASX	Before market open, Thursday 2 April 2026
Settlement of Institutional Entitlement Offer and Placement on ASX	Friday 10 April 2026
Settlement of Institutional Entitlement Offer and Placement on the NZX Main Board and commencement of trading of allotted New Shares on the NZX Main Board and ASX	Monday 13 April 2026

[3] The dates set out in the tables (and any references to them in this Offer Document) are subject to change and are indicative only. All times and dates refer to New Zealand time (unless otherwise specified). KMD reserves the right to amend the timetable (including by extending the closing dates for the Offer or accepting late applications, either generally or in particular cases) subject to the NZX Listing Rules. Any extension of the closing dates for the Offer will have a consequential effect on the issue date of New Shares.

RETAIL ENTITLEMENT OFFER AND RETAIL BOOKBUILD

This timetable is relevant to participants in the Retail Entitlement Offer and Retail Bookbuild. Eligible Institutional Shareholders should refer to the important dates for the Institutional Entitlement Offer, Placement and Institutional Bookbuild on the previous page.

Key Event	Date
Record Date 7.00pm (NZDT) or 5.00pm (AEDT)	Wednesday 1 April 2026
Announce A$ Price	Thursday 2 April 2026
Expected despatch of Entitlement letters	Tuesday 7 April 2026
Retail Entitlement Offer opens	Tuesday 7 April 2026
Retail Entitlement Offer closes at 5.00pm (NZST) or 3.00pm (AEST) (last day for online applications)	Thursday 16 April 2026
Announce results for Retail Entitlement Offer	Tuesday 21 April 2026
Trading halt commences on the NZX Main Board and ASX (pre-market open) Retail Bookbuild opens	Tuesday 21 April 2026
Retail Bookbuild closes	Tuesday 21 April 2026
Announce results for Retail Bookbuild Trading recommences on NZX Main Board and ASX (pre-market open)	Wednesday 22 April 2026
Settlement of Retail Entitlement Offer and Retail Bookbuild on the ASX	Monday 27 April 2026
Settlement of Retail Entitlement Offer and Retail Bookbuild on the NZX Main Board	Tuesday 28 April 2026
Allotment of Retail Entitlement Offer and Retail Bookbuild on the NZX Main Board and ASX	Tuesday 28 April 2026
Commencement of trading of allotted New Shares on the NZX Main Board	Tuesday 28 April 2026
Commencement of trading of allotted New Shares on the ASX	Wednesday 29 April 2026
Despatch of holding statements for New Shares issued under the Retail Entitlement Offer and Retail Bookbuild	By Wednesday 29 April 2026
Refund Payment for any scaling under the Retail Bookbuild	By Tuesday 5 May 2026

Key Event	Date
Payment of any Premium achieved in the Retail Bookbuild to holders of any Unexercised Retail Entitlements	By Tuesday 5 May 2026

Eligible Retail Shareholders should apply via the online application process as soon as possible. No cooling-off rights apply to applications submitted under the Entitlement Offer and once an application is submitted, it cannot be withdrawn without KMD's prior consent.

PART 4: DETAILS OF THE ENTITLEMENT OFFER

THE ENTITLEMENT OFFER

The Entitlement Offer is an offer of New Shares to Eligible Shareholders under a pro rata accelerated renounceable entitlement offer. Under the Entitlement Offer, Eligible Shareholders are entitled to subscribe for 1 New Share for every 0.73 Existing Shares held at 7.00pm (NZDT) on the Record Date. The New Shares will be the same class as, and will rank equally with, Existing Shares which are quoted on the NZX Main Board and ASX. KMD will take any necessary steps to ensure that the New Shares are, immediately after issue, quoted on the NZX Main Board and ASX.

If you are an Eligible Shareholder you may take up all, part or none of your Entitlement. If you are an Eligible Shareholder and you do not take up all of your Entitlement, your current shareholding in KMD will be diluted as a result of the issue of New Shares.

In conjunction with the Entitlement Offer, KMD will be conducting the Placement whereby, in addition to the Entitlement Offer, 112,865,446 New Shares will be offered to eligible Institutional Investors (which may include Eligible Institutional Shareholders and ASX Brokers or NZX Firms acting on behalf of retail clients) to raise approximately NZ$6.8 million (before costs). New Shares issued under the Placement will be issued at the Offer Price. New Shares issued to participants in the Placement will not be eligible to participate in the Entitlement Offer.

In aggregate, KMD expects to raise a total of approximately NZ$65.3 million through the Offer (before costs), issuing an anticipated 1,087,752,410 New Shares (subject to rounding). Both the Entitlement Offer and the Placement are fully underwritten by the Underwriters.

By participating in the Entitlement Offer, you represent and warrant that:

- you are an Eligible Shareholder or an Institutional Investor;
- you have not sent, and will not send, this Offer Document or any other offer materials outside Australia and New Zealand or to any person in the United States, except custodians and nominees may distribute this Offer Document to beneficial shareholders who are Institutional Investors in the Permitted Jurisdictions excluding the United States;
- you understand that the offer and sale of Entitlements and New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States, and Entitlements may not be taken up by, and New Shares may not be offered or sold to, any person in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction of the United States; and
- you acknowledge that, if you decide to sell or otherwise transfer any New Shares, you will only do so in standard (regular way) brokered transactions on the NZX Main Board or ASX, where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States.

OFFER PRICE

The Offer Price is NZ$0.06 (or the A$ Price) per New Share.

The A$ Price will be announced on Thursday 2 April 2026. The A$ Price will be set by KMD taking into account the NZ$:A$ exchange rate published by the Reserve Bank of New Zealand on its website on Tuesday 31 March 2026.

The Offer Price must be paid in full on application. Payment of the Offer Price for the Retail Entitlement Offer must be made in accordance with the online application process. Eligible Retail Shareholders who take up their Entitlement in full may apply for additional New Shares in the Retail Bookbuild at the Clearing Price, which will not be known at the time of application. Therefore, those Eligible Retail Shareholders will apply for a dollar amount of New Shares in the Retail Bookbuild in accordance with the online application process.

If your address is shown in KMD's share register as being in New Zealand, the Offer Price can be paid in New Zealand dollars. If your address is shown in KMD's share register as being in Australia, the Offer Price can be paid in Australian dollars. Any New Shares (including additional New Shares) issued to you will be issued on the branch register on which you currently hold the Existing Shares to which your Entitlement relates.

KMD may accept late applications and application monies, but it has no obligation to do so. KMD may accept or reject (at its discretion) any online application which it considers is not completed correctly and may correct any errors or omissions in the online application.

An application may not be withdrawn without KMD's prior consent once submitted.

Application monies received will be held in a trust account with the Registrar until the corresponding New Shares are allotted or the application monies are refunded. Interest earned on the application monies will be for the benefit, and remain the property, of KMD and will be retained by KMD whether or not the issue of New Shares takes place. Any refunds of application monies, including due to scaling, (without interest) will be made within 10 Business Days of allotment (or the date that the decision not to accept an application is made, as the case may be).

WITHDRAWAL

Subject to KMD's compliance with all applicable laws, KMD reserves the right to withdraw the Entitlement Offer at any time at its absolute discretion. If the Entitlement Offer is withdrawn, all applicable application monies will be refunded, without interest, to the relevant Shareholder.

PURPOSE OF THE EQUITY RAISE

Proceeds from the Offer will be used to reduce KMD's net debt position and strengthen the balance sheet, and in conjunction with the refinanced debt facility provide a stable balance sheet to enable execution of KMD's next level strategy.

THE PLACEMENT

Overview of the Placement
In conjunction with the Entitlement Offer, KMD will be conducting the Placement whereby, in addition to the Entitlement Offer, 112,865,446 New Shares will be offered to selected Institutional Investors (which may include Eligible Institutional Shareholders and ASX Brokers or NZX Firms acting on behalf of retail clients) and other invited participants at the discretion of KMD to raise approximately NZ$6.8 million (before costs). The price per New Share issued under the Placement will be the Offer Price. New Shares issued to participants in the Placement will not be eligible to participate in the Entitlement Offer.

THE INSTITUTIONAL ENTITLEMENT OFFER

Overview of the Institutional Entitlement Offer

KMD is offering Eligible Institutional Shareholders the opportunity to subscribe for 1 New Share for every 0.73 Existing Shares held as at 7.00pm (NZDT) on the Record Date, at an Offer Price of NZ$0.06. This ratio and the Offer Price are the same as for the Retail Entitlement Offer.

The Institutional Entitlement Offer opens on Tuesday 31 March 2026 and closes on Wednesday 1 April 2026 (subject to KMD's right to modify these dates or times).

Entitlements will not be quoted on the NZX Main Board or the ASX and cannot be traded on the NZX Main Board or the ASX or privately transferred. Ineligible Institutional Shareholders and Eligible Institutional Shareholders who have not taken up their full Entitlement may receive some value in respect of their Unexercised Institutional Entitlements if a Premium is achieved under the Institutional Bookbuild. There is no guarantee that any Premium will be achieved, and any Premium achieved in the Institutional Bookbuild may be different from any Premium achieved in the Retail Bookbuild.

Eligibility under the Institutional Entitlement Offer

The Institutional Entitlement Offer is only open to Eligible Institutional Shareholders. KMD will determine the Shareholders who will be treated as Eligible Institutional Shareholders for the purpose of determining the Shareholders to whom an offer of New Shares will be made under the Institutional Entitlement Offer. In exercising its discretion, KMD may have regard to a number of matters, including legal and regulatory requirements and logistical and registry constraints. KMD will determine which Shareholders will be treated as Ineligible Institutional Shareholders. To the maximum extent permitted by law, the Joint Lead Managers, Underwriters, KMD and each of their respective shareholders, directors, officers, employees, agents and advisers disclaim any duty or liability (including for negligence) in respect of such determination or exercise of such discretion.

If you sell any Shares (and that sale settles) prior to 7.00pm (NZDT) on the Record Date, then the Entitlements attributable to those Shares will accrue to the holder of those Shares as at 7.00pm (NZDT) on the Record Date. If you acquire Shares (and that acquisition settles) after the Record Date, you will not receive any Entitlements in relation to those Shares.

KMD reserves the right to reject any application for New Shares under the Institutional Entitlement Offer that it considers comes from a person who is not an Eligible Institutional Shareholder.

Acceptance of Entitlement under the Institutional Entitlement Offer

KMD and the Joint Lead Managers may seek to contact Eligible Institutional Shareholders to inform them of the terms and conditions of participation in the Institutional Entitlement Offer and seek confirmation of their Entitlement under the Offer. Applications for New Shares by Eligible Institutional Shareholders can only be made by contact with the Joint Lead Managers.

Entitlements are not rounded up to a minimum holding. The number of New Shares to which an Eligible Institutional Shareholder is entitled under its Entitlement will, in the case of fractions of New Shares, be rounded down to the nearest whole number. Applications in excess of an Eligible Institutional Shareholder's Entitlement will not be accepted.

The Institutional Bookbuild

New Shares that are attributable to Unexercised Institutional Entitlements will be offered under the Institutional Bookbuild to Institutional Investors (which may include Eligible Institutional Shareholders whether or not they took up their full Entitlement under the Institutional Entitlement Offer and ASX Brokers or NZX Firms acting on behalf of retail clients).

The Institutional Bookbuild is expected to take place on Wednesday 1 April 2026. The Clearing Price under the Institutional Bookbuild will be equal to or above the Offer Price.

The proceeds from each New Share issued under the Institutional Bookbuild (if any) will be paid as follows:

- KMD will receive the Offer Price for all New Shares issued under the Institutional Bookbuild; and
- any Premium achieved in the Institutional Bookbuild will be paid to:
  - each Eligible Institutional Shareholder who did not take up their Entitlement in full (with respect to the part of the Entitlement they did not take up only); and
  - each Ineligible Institutional Shareholder (who will be deemed to hold the Entitlement they would have received if they were an Eligible Institutional Shareholder for the purpose of calculating the amount of any such Premium payable to them),

  in proportion to their holdings of Unexercised Institutional Entitlements.

Allocations of New Shares under the Institutional Bookbuild will be determined by the Joint Lead Managers in consultation with KMD.

Settlement of the Institutional Entitlement Offer and the Institutional Bookbuild
Settlement of the Institutional Entitlement Offer and the Institutional Bookbuild will occur on the Institutional Settlement Date in accordance with arrangements advised by the Joint Lead Managers. Each investor remains responsible for ensuring its own compliance with the Takeovers Code and other applicable legislation.

THE RETAIL ENTITLEMENT OFFER

Overview of the Retail Entitlement Offer
KMD is offering Eligible Retail Shareholders the opportunity to subscribe for 1 New Share for every 0.73 Existing Shares held as at 7.00pm (NZDT) on the Record Date, at an Offer Price of NZ$0.06 per New Share (or the A$ Price). This ratio and the Offer Price are the same as for the Institutional Entitlement Offer. Eligible Retail Shareholders can view the Offer Document and the Application Form, which details their Entitlement, online and submit an application online at kmd.rightsoffer.co.nz. Eligible Retail Shareholders may take up all, part, or none of their Entitlement.

The Retail Entitlement Offer opens on Tuesday 7 April 2026 and closes at 5.00pm (NZST) on Thursday 16 April 2026 (subject to KMD's right to modify these dates or times).

Entitlements will not be quoted and cannot be traded on the NZX Main Board, the ASX or privately transferred. Ineligible Retail Shareholders and Eligible Retail Shareholders who have not taken up their full Entitlement may receive some value in respect of their Unexercised Retail Entitlements if a Premium is achieved under the Retail Bookbuild. There is no guarantee that any Premium will be achieved, and any Premium achieved in the Retail Bookbuild may be different from any Premium achieved in the Institutional Bookbuild.

Eligibility under the Retail Entitlement Offer
The Retail Entitlement Offer is only open to Eligible Retail Shareholders.

The Retail Entitlement Offer does not constitute an offer to any person who is not an Eligible Retail Shareholder (including any Institutional Shareholder or an Ineligible Retail Shareholder). In particular, Shareholders who are in the United States are not eligible to participate in the Retail Entitlement Offer.

Any person allocated New Shares under the Institutional Entitlement Offer, Institutional Bookbuild or Placement is not able to participate in the Retail Entitlement Offer in respect of those New Shares.

KMD reserves the right to reject any application for New Shares under the Retail Entitlement Offer that it considers comes from a person who is not an Eligible Retail Shareholder.

Acceptance of Entitlement under the Retail Entitlement Offer
Applications for New Shares by Eligible Retail Shareholders can only be made via an online application at kmd.rightsoffer.co.nz.

Entitlements are not rounded up to a minimum holding. The number of New Shares to which an Eligible Retail Shareholder is entitled under an Entitlement will, in the case of fractions of New Shares, be rounded down to the nearest whole number.

Eligible Retail Shareholders are not obliged to subscribe for any or all of the New Shares to which they are entitled under the Offer. They may take up all, part or none of their Entitlement.

Any nominee or custodian who takes up an Entitlement in the Retail Entitlement Offer (and therefore applies for New Shares) on behalf of a person outside Australia and New Zealand will be deemed to have represented and warranted to KMD that such person is an Institutional Investor in a Permitted Jurisdiction or such other jurisdiction approved by KMD, taking into account applicable securities laws.

The Retail Bookbuild
New Shares that are attributable to Unexercised Retail Entitlements will be offered under the Retail Bookbuild to Eligible Retail Shareholders who have taken up their full Entitlement under the Retail Entitlement Offer and applied for additional New Shares and Institutional Investors (which may include Eligible Institutional Shareholders whether or not they took up their full Entitlement under the Institutional Entitlement Offer and ASX Brokers or NZX Firms acting on behalf of retail clients).

The Retail Bookbuild is expected to take place on Tuesday 21 April 2026. The Clearing Price under the Retail Bookbuild will be equal to or above the Offer Price.

The proceeds from each New Share issued under the Retail Bookbuild (if any) will be paid as follows:

- KMD will receive the Offer Price for all New Shares issued under the Retail Bookbuild; and
- any Premium achieved in the Retail Bookbuild will be paid to:
  - each Eligible Retail Shareholder who did not take up their Entitlement in full (with respect to the part of the Entitlement they did not take up only); and
  - each Ineligible Retail Shareholder (who will be deemed to hold the Entitlement they would have received if they were an Eligible Retail Shareholder for the purpose of calculating the amount of any such Premium payable to them),

  in proportion to their holdings of Unexercised Retail Entitlements.

Eligible Retail Shareholders may only participate in the Retail Bookbuild by applying for New Shares in excess of their Entitlement at the Clearing Price, via an online application at kmd.rightsoffer.co.nz at the same time that they make their application to take up their Entitlement in full. Institutional Investors may participate in the Retail Bookbuild by contacting the Joint Lead Managers who will provide details as to the process to be undertaken in relation to the Retail Bookbuild.

Allocations, and any necessary scaling of applications for additional New Shares by Eligible Shareholders, under the Retail Bookbuild will be determined by the Joint Lead Managers in consultation with KMD, with the objectives of allocations and scaling including treating Eligible Retail Shareholders fairly and taking into account their pro-rata allocation across the Entitlement Offer.

If applications for additional New Shares are scaled, Eligible Retail Shareholders may not receive any or all of the additional New Shares they have applied and paid for. If such scaling occurs, any Offer Price paid in excess of the number of New Shares received will be refunded without interest (subject to a minimum refund amount of NZ$5.00).

Payment of Premium
Any Premium will be paid (net of any applicable withholding tax) in either New Zealand dollars or, for those Shareholders with a nominated bank account in Australian dollars or who have a registered address in Australia and do not have a New Zealand bank account, at the prevailing A$:NZ$ exchange rate, to their nominated bank account as noted in KMD's share register. That exchange rate may be different from the exchange rate used to set the A$ Price. No interest will be paid in respect of any Premium payable.

NOMINEES

If you hold Existing Shares as nominee for more than one person, then you may (depending on the nature of each such person) be an Eligible Institutional Shareholder, Ineligible Institutional Shareholder, Eligible Retail Shareholder or Ineligible Retail Shareholder with regard to the Entitlement of each such person. Nominees who hold Shares on behalf of persons in the United States are not eligible to participate on behalf of those persons.

Notice to nominees and custodians
The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Nominees and custodians with registered addresses in Permitted Jurisdictions, irrespective of whether they participated under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians who hold Shares as nominees or custodians will receive a letter from KMD. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to, and they must not purport to accept the Retail Entitlement Offer in respect of:

- beneficiaries on whose behalf they hold Existing Shares who would not satisfy the criteria for an Eligible Retail Shareholder;

- Eligible Institutional Shareholders who received an offer to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not);

- Ineligible Institutional Shareholders who were ineligible to participate in the Institutional Entitlement Offer; or

- Shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

In particular, nominees and custodians who hold Shares on behalf of persons outside Australia and New Zealand are not eligible to participate on behalf of those persons, and may not take up Entitlements on behalf of, or send any documents relating to the Retail Entitlement Offer to, any such person except for any beneficial shareholder of KMD outside Australia and New Zealand that is an Institutional Investor in another Permitted Jurisdiction (excluding the United States) or as KMD may otherwise consent.

OVERSEAS SHAREHOLDERS

The Entitlement Offer is only open to Eligible Shareholders and persons that KMD is satisfied can otherwise participate in the Entitlement Offer in compliance with all applicable laws. KMD has determined that it would be unduly onerous to extend the Retail Entitlement Offer to Ineligible Retail Shareholders and the Institutional Entitlement Offer to Ineligible Institutional Shareholders because of the small number of such Shareholders, the number and value of Shares that they hold and the cost of complying with the applicable legal requirements in jurisdictions outside New Zealand or Australia.

The distribution of this Offer Document (including an electronic copy) outside New Zealand or Australia may be restricted by law. In particular, this Offer Document may not be distributed or released in the United States. Any failure to comply with such restrictions may contravene applicable securities law. KMD disclaims all liability to such persons.

International Offer Restrictions
This Offer Document does not constitute an offer of New Shares in any jurisdiction in which it would be unlawful. In particular, this Offer Document may not be distributed to any person, and the Entitlements and New Shares may not be offered or sold, in any country outside New Zealand and Australia except to the extent permitted below.

Hong Kong
WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the *SFO*).

No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be issued or sold only to persons outside Hong Kong or only to professional investors.

No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Norway
This document has not been, and will not be, registered with or approved by Finanstilsynet (the Financial Supervisory Authority of Norway) and it does not constitute a prospectus under the Prospectus Regulation (Regulation (EU) 2017/1129) (the *Prospectus Regulation*) or the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, directly or indirectly, in Norway other than under circumstances that are exempted from the

prospectus requirements under the Prospectus Regulation and the Norwegian Securities Trading Act. Any offering of New Shares in Norway is limited to persons who are "qualified investors" as defined in the Prospectus Regulation. Only such persons may receive this document and they may not distribute it or the information contained in it to any other person.

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the **SFA**)) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA. This document has been given to you on the basis that you are (i) an "institutional investor" or (ii) an "accredited investor". In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore. Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire the New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of the Public Offers and Admissions to Trading Regulations 2024 (the POATRs) and Prospectus Rules: Admission to Trading on a Regulated Market sourcebook of the FCA Handbook) has been published or is intended to be published in respect of the New Shares.

This document is issued on a confidential basis to "qualified investors" (as defined in paragraph 15 of Schedule 1 to the POATRs) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances falling within an exemption set out in Schedule 1 to the POATRs. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000, as amended (FSMA)) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to KMD.

In particular, this document is being distributed only to, and is directed at, persons who are qualified investors (as specified above) (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (*FPO*), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together *Relevant Persons*). The investment to which this document relates is available only to Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document.

United States

This document may not be distributed or released in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States.

The offer and sale of an Entitlement and the New Shares have not been, and will not be, registered under the US Securities Act. An Entitlement may not be taken up by, and the New Shares may not be offered or sold to, any person in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction of the United States. Accordingly, an Entitlement may only be taken up by, and the New Shares may only be offered and sold to, outside the United States, eligible investors, in each case, in "offshore transactions" in reliance on Regulation S. There will be no public offering of the Entitlement and New Shares in the United States.

UNDERWRITING AGREEMENT

KMD has requested the Underwriters to underwrite the Offer and the Underwriters have agreed to do so on the terms set out in the Underwriting Agreement. This means that the Underwriters will subscribe at the Offer Price for any New Shares that are not subscribed for under the Placement or by Eligible Shareholders under the Offer in accordance with the terms of the Underwriting Agreement. A summary of the principal terms of the Underwriting Agreement is set out immediately below:

- The Underwriters have the power to appoint sub-underwriters.
- The Underwriters will be paid an agreed fee for their services in connection with the Offer.
- The Underwriting Agreement contains termination events, representations, warranties and indemnities that are customary for an offer of this nature.
- The Underwriters may terminate their obligations under the Underwriting Agreement in certain circumstances, including where on or before the Allotment Date for the Retail Entitlement Offer:
    - KMD is prevented from allotting Shares pursuant to the Placement or the Entitlement Offer by any applicable laws or as a result of an order or judgment of a Court or regulatory authority;
    - a statement in this Offer Document, the Investor Presentation or otherwise published in connection with the Entitlement Offer is or becomes false, misleading or deceptive or likely to mislead or deceive (including by omission) in any material adverse respect, or such materials otherwise fail to comply with laws applicable to the Entitlement Offer in any material respect;
    - the S&P/NZX 50 Index or ASX 200 Index declines by a specified percentage over a prescribed time period;
    - an insolvency event occurs in relation to KMD or any of its subsidiaries;
    - a material adverse event, or any event or development which is likely to give rise to a material adverse event, occurs in relation to the Entitlement Offer, or other certain specified matters;
    - a representation or warranty contained in the Underwriting Agreement on the part of KMD is incorrect, untrue or misleading (and, if capable of remedy, is not remedied within three business days after notice of the breach is given to the Underwriters by KMD) or there is a breach of the Underwriting Agreement by KMD that has, or is likely to have, a material adverse effect on the Entitlement Offer, Placement or other certain specified matters; or

  - an external event, such as a material or fundamental change in financial, economic and political conditions in certain countries or financial markets, occurs which is likely to have a material adverse effect on the Entitlement Offer, Placement or other certain specified matters.

- KMD has indemnified the Underwriters, their Affiliates and their respective directors, officers, partners, employees, representatives, shareholders, advisers and agents against certain losses sustained, suffered or incurred, arising out of or in connection with the Offer, the allotment of the New Shares or the Underwriting Agreement.

- For a period commencing on the date of the Underwriting Agreement and ending six months after the Allotment Date for the Retail Entitlement Offer, KMD and its subsidiaries must carry on their business in the ordinary course and must not, without the prior written consent of the Underwriters:

  - offer for sale or accept offers for any Shares or other equity securities issued by KMD;

  - allot or issue any Shares or other equity securities of KMD (whether preferential, redeemable, convertible or otherwise);

  - issue or grant any right or option that entitles the holder to call for the issue of Shares or other equity securities in KMD or that is otherwise convertible into, exchangeable for or redeemable by the issue of, Shares or other equity securities by KMD;

  - create any debt instrument or other obligation which may be convertible into, exchangeable for or redeemable by, the issue of Shares or other equity securities by KMD;

  - otherwise enter into any agreement whereby any person may be entitled to the allotment and issue of any Shares or other equity securities by KMD; or

  - make any announcement of an intention to do any of the above,

  other than pursuant to the Placement or the Entitlement Offer, or under KMD's existing employee incentive plans; or

  - dispose of or charge, or agree to dispose of or charge, the whole or any substantial part of its business; or

  - enter into any commitment or arrangement which is or may be material in the context of the Placement or Entitlement Offer, the underwriting or the quotation of the New Shares on the NZX and ASX.

TERMS AND RANKING OF NEW SHARES

New Shares will rank equally with, and have the same voting rights, dividend rights and other entitlements as, Existing Shares in KMD quoted on the NZX Main Board and ASX. Entitlements will not be quoted and cannot be traded on the NZX Main Board, ASX or privately transferred. KMD will take any necessary steps to ensure that the New Shares are, immediately after issue, quoted on the NZX Main Board and ASX.

DIVIDEND POLICY

The board of KMD has determined that KMD does not currently have a dividend policy.

NZX

The New Shares have been accepted for quotation by NZX and will be quoted on the NZX Main Board upon completion of allotment procedures. The NZX Main Board is a licensed market under the FMCA. However, NZX accepts no responsibility for any statement in this Offer Document. It is expected that trading on the NZX Main Board of the New Shares issued under:

- the Placement, Institutional Entitlement Offer and Institutional Bookbuild will commence on Monday 13 April 2026; and
- the Retail Entitlement Offer and Retail Bookbuild will commence on Tuesday 28 April 2026.

ASX

An application has or will be made to ASX for quotation of the New Shares issued under the Offer and KMD expects that the New Shares will be quoted upon completion of allotment procedures. It is expected that trading on ASX of the New Shares issued under:

- the Placement, Institutional Entitlement Offer and Institutional Bookbuild will commence on Monday 13 April 2026; and
- the Retail Entitlement Offer and the Retail Bookbuild will commence on Wednesday 29 April 2026.

ASX accepts no responsibility for any statement in this Offer Document. The fact that ASX may approve the New Shares for quotation is not to be taken in any way as an indication of the merits of KMD. Holding statements for New Shares allotted under the Offer will be issued and mailed as soon as practicable after allotment. Applicants under the Offer should ascertain their allocation before trading in the New Shares. Applicants under the Offer can do so by contacting the Registrar, whose contact details are set out in the Directory.

Applicants selling New Shares prior to receiving a holding statement do so at their own risk. Neither KMD nor any other person accepts any liability or responsibility should any person attempt to sell or otherwise deal with New Shares before the holding statement showing the number of New Shares allotted to an applicant is received by the applicant for those New Shares.

PART 5: GLOSSARY

Term	Definition
A$ Price	The Australian dollar equivalent of NZ$0.06 based on the NZ$:A$ exchange rate published by the Reserve Bank of New Zealand on its website at 3.00pm (NZDT) on 31 March 2026, which is expected to be announced by KMD on 2 April 2026.
Allotment Date	In respect of the: o Institutional Entitlement Offer and Institutional Bookbuild, Monday 13 April 2026; and o Retail Entitlement Offer and Retail Bookbuild, Tuesday 28 April 2026.
Application Form	The online application form available at kmd.rightsoffer.co.nz that details an Eligible Shareholder's Entitlement.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited or the market it operates (as the context requires).
ASX Broker	Any ASX participating organisation.
Bookbuild	The Institutional Bookbuild or the Retail Bookbuild.
Business Day	Has the meaning given to that term in the NZX Listing Rules.
Corporations Act	The Australian Corporations Act 2001 (Cth).
Clearing Price	The price determined: (a) in respect of the Institutional Bookbuild, through the Institutional Bookbuild process; and (b) in respect of the Retail Bookbuild, through the Retail Bookbuild process, which may be equal to or above the Offer Price.
Eligible Institutional Shareholder	A person who, as at 7.00pm (NZDT) on the Record Date, was recorded in KMD's share register as being a Shareholder and: (a) is an Institutional Investor in a Permitted Jurisdiction; or (b) is a person in another jurisdiction who KMD is satisfied the Institutional Entitlement Offer may be made to under all applicable laws without the need for any registration, lodgement or other formality (other than a formality with which KMD is willing to comply), and is invited to participate in the Institutional Entitlement Offer.
Eligible Retail Shareholder	A person who, as at 7.00pm (NZDT) on the Record Date, was recorded in KMD's share register as being a Shareholder and: (a) whose address is shown in KMD's share register as being in New Zealand or Australia; or

Term	Definition
	(b) who KMD considers, in its discretion, may be treated as an Eligible Retail Shareholder under all applicable securities laws to receive an offer of New Shares under the Entitlement Offer, and who is not in the United States or an Institutional Shareholder.
Eligible Shareholder	An Eligible Retail Shareholder or an Eligible Institutional Shareholder.
Entitlement	A right to subscribe for 1 New Share for every 0.73 Existing Shares held at 7.00pm (NZDT) on the Record Date at the Offer Price, issued pursuant to the Offer.
Entitlement Offer	The accelerated pro rata renounceable entitlement offer of New Shares detailed in this Offer Document, comprising the Institutional Entitlement Offer, the Institutional Bookbuild, the Retail Entitlement Offer and the Retail Bookbuild.
Existing Share	A Share on issue at 7.00pm (NZDT) on the Record Date.
FMCA	The Financial Markets Conduct Act 2013.
Ineligible Institutional Shareholder	A person who, as at 7.00pm (NZDT) on the Record Date, is a registered holder of Existing Shares and is not an Institutional Investor but who, if the Shareholder had an address recorded in KMD's share register that was in New Zealand, Australia, Hong Kong, Norway, Singapore or the United Kingdom, would in the opinion of KMD be an Institutional Investor (but for clarity, excluding any person that is treated as an Institutional Investor under paragraph (g) in the definition of Institutional Investor).
Ineligible Retail Shareholder	A Shareholder who is not an Institutional Shareholder or an Eligible Retail Shareholder.
Ineligible Shareholder	A Shareholder other than an Eligible Shareholder.
Institutional Bookbuild	The Bookbuild process conducted by the Joint Lead Managers under which New Shares attributable to Unexercised Institutional Entitlements are offered to Institutional Investors (which may include Eligible Institutional Shareholders, whether or not they took up their full Entitlement under the Institutional Entitlement Offer and ASX Brokers or NZX Firms acting on behalf of retail clients).
Institutional Entitlement Offer	The offer of New Shares to Eligible Institutional Shareholders under the Entitlement Offer.
Institutional Investor	A person: (a) in New Zealand: (i) in relation to the Institutional Entitlement Offer, who KMD considers is a "wholesale investor" as defined in the FMCA; and (ii) in relation to the Placement, the Institutional Bookbuild or the Retail Bookbuild who the Joint Lead Managers invite to

Term	Definition
	participate in the Placement, Institutional Bookbuild or the Retail Bookbuild (as the case may be) (b) in Australia, who KMD considers is a person to whom an offer of shares for issue may lawfully be made without a formal disclosure document under Part 6D.2 of the Corporations Act (as notionally modified by any applicable regulatory instrument), in accordance with the applicable exemptions in sections 708(8) (sophisticated investors), 708(10) (experienced investors) or 708(11) (professional investors) of the Corporations Act; (c) in Hong Kong, who KMD considers is a “professional investor” as defined in the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong; (d) in Norway, who KMD considers is a “professional client”, as that term is defined in Norwegian Securities Trading Act of 29 June 2007 no. 75 (Section 10-6); (e) in Singapore, who KMD considers is an “institutional investor” or an “accredited investor” (as such terms are defined in the Securities and Futures Act 2001, Chapter 289 of Singapore); (f) in the United Kingdom, who KMD considers is a “qualified investor” within the meaning of paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024; and within the categories of persons referred to in Article 19(5) (investment professionals) or Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the United Kingdom Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended; or (g) to whom KMD is satisfied the Offer may be made to under all applicable laws without the need for any registration, lodgement or other formality (other than a formality with which KMD is willing to comply).
Institutional Settlement Date	The date of settlement of New Shares under the Institutional Entitlement Offer, expected to be Monday 13 April 2026 on NZX and Friday 10 April 2026 on ASX.
Institutional Shareholder	Eligible Institutional Shareholders and Ineligible Institutional Shareholders.
Investor Presentation	The presentation dated 31 March 2026 in relation to KMD and the Offer titled “Creating a stronger KMD Brands”.
Joint Lead Managers	Goldman Sachs New Zealand Limited and Forsyth Barr Limited.
New Share	A Share in KMD offered under the Offer of the same class as, and ranking equally in all respects with, KMD’s quoted Shares at the Allotment Date.
NZX	NZX Limited.
NZX Firm	An entity designated as an NZX Firm under the Participant Rules of NZX.

Term	Definition
NZX Listing Rules	The listing rules of NZX in relation to the NZX Main Board in force from time to time, read subject to any applicable rulings or waivers.
NZX Main Board	The main board financial product market operated by NZX.
Offer	The Placement together with the Entitlement Offer.
Offer Document	This document.
Offer Price	NZ$0.06 (or the A$ Price) per New Share.
Permitted Jurisdictions	Australia, New Zealand, Hong Kong, Norway, Singapore, and the United Kingdom.
Placement	The approximately NZ$6.8 million fully underwritten placement to certain Institutional Investors (which may include Eligible Institutional Shareholders and ASX Brokers or NZX Firms acting on behalf of retail clients) invited to participate in that placement by the Joint Lead Managers.
Premium	The amount per New Share, if any, by which the Clearing Price in the Retail Bookbuild or the Institutional Bookbuild (as applicable) exceeds the Offer Price.
Record Date	Wednesday 1 April 2026.
Registrar	MUFG Pension & Market Services (NZ) Limited.
Retail Bookbuild	The Bookbuild process conducted by the Joint Lead Managers under which New Shares attributable to Unexercised Retail Entitlements are offered to Eligible Retail Shareholders who have taken up their full Entitlement under the Retail Entitlement Offer and applied for additional New Shares, and Institutional Investors (which may include Eligible Institutional Shareholders whether or not they took up their full Entitlement under the Institutional Entitlement Offer and ASX Brokers or NZX Firms acting on behalf of retail clients).
Retail Entitlement Offer	The offer of New Shares at the Offer Price to Eligible Retail Shareholders.
Share	A fully paid ordinary share in KMD.
Shareholder	A registered holder of Shares.
KMD	KMD Brands Limited.
Takeovers Code	The Takeovers Code set out in the schedule to the Takeovers Regulations 2000.
Underwriters	Goldman Sachs New Zealand Limited and Forsyth Barr Group Limited.
Underwriting Agreement	The agreement entered into between KMD, the Joint Lead Managers and the Underwriters, a summary of the principal terms of which is set out in Part 4:

Term	Definition
	Details of the Entitlement Offer under the heading “Underwriting Agreement”.
Unexercised Institutional Entitlements	Entitlements that are not taken up by Eligible Institutional Shareholders under the Institutional Entitlement Offer together with the Entitlements that Ineligible Institutional Shareholders would have received if they were Eligible Institutional Shareholders.
Unexercised Retail Entitlements	Entitlements that are not taken up by Eligible Retail Shareholders under the Retail Entitlement Offer together with the Entitlements that Ineligible Retail Shareholders would have received if they were Eligible Retail Shareholders.
US Securities Act	The U.S. Securities Act of 1933.

NOTE:

- All references to times are to New Zealand time unless stated or defined otherwise.
- All references to currency are to New Zealand dollars unless stated or defined otherwise.
- All references to legislation are references to New Zealand legislation unless stated or defined otherwise.
- This Offer Document, the Offer and any contract resulting from it are governed by the laws of New Zealand, and each applicant submits to the exclusive jurisdiction of the courts of New Zealand.

PART 6: DIRECTORY

ISSUER

KMD Brands Limited
223 Tuam Street, Christchurch Central
Christchurch, 8011
New Zealand

For investor relations queries contact:
enquiries@kmdbrands.com

LEGAL ADVISERS

Chapman Tripp

Level 34, PwC Tower
15 Customs Street West
Auckland 1010
New Zealand

JOINT LEAD MANAGERS AND UNDERWRITERS

Goldman Sachs New Zealand Limited (as Joint Lead Manager and Underwriter)

Level 39, Vero Centre
48 Shortland Street
Auckland 1010
New Zealand

Forsyth Barr Limited (as Joint Lead Manager) and Forsyth Barr Group Limited (as Underwriter)

Level 23, Shortland & Fort
88 Shortland Street
Auckland 1010
New Zealand

If you have any queries about your Entitlement shown on the Application Form available at kmd.rightsoffer.co.nz, or how to apply online, please contact the Registrar at:

SHARE REGISTRAR

MUFG Pension & Market Services (NZ) Limited

New Zealand Shareholders
Level 30, PwC Tower
15 Customs Street West
Auckland 1010
New Zealand

Telephone: 0800 777 256 (within New Zealand)
Overseas +64 9 967 7723

Australian Shareholders
Level 41, Liberty Place
161 Castlereagh Street
Sydney NSW 2000
Australia

Telephone: +64 9 967 7723

Application website: kmd.rightsoffer.co.nz

Email: applications.nz@cmpms.mufg.com

BRANDS

KMD Brands Limited
Offer Document

kmdbrands.com

NZX
NEW ZEALAND'S EXCHANGE
TE PAEHOKO O AOTEAROA

Corporate Action Notice

(Other than for a Distribution)

Updated January 2024

<table>
<tr><th colspan="5">Section 1: Issuer information (mandatory)</th></tr>
<tr><td>Name of issuer</td><td colspan="4">KMD Brands Limited</td></tr>
<tr><td>Class of Financial Product</td><td colspan="4">Ordinary Shares</td></tr>
<tr><td>NZX ticker code</td><td colspan="4">KMD</td></tr>
<tr><td>ISIN (If unknown, check on NZX website)</td><td colspan="4">NZKMDE0001S3</td></tr>
<tr><td>Name of Registry</td><td colspan="4">MUFG Pension & Market Services</td></tr>
<tr><td rowspan="4">Type of corporate action
(Please mark with an X in the relevant box/es)</td><td>Share Purchase Plan/retail offer</td><td></td><td>Renounceable Rights issue or Accelerated Offer</td><td>X</td></tr>
<tr><td>Capital reconstruction</td><td></td><td>Non-Renounceable Rights issue or Accelerated Offer</td><td></td></tr>
<tr><td>Call</td><td></td><td>Bonus issue</td><td></td></tr>
<tr><td>Placement</td><td>X</td><td colspan="2"></td></tr>
<tr><td>Record date</td><td colspan="4">01/04/2026</td></tr>
<tr><td>Ex Date (one business day before the Record Date)</td><td colspan="4">31/03/2026</td></tr>
<tr><td>Currency</td><td colspan="4">NZD/AUD</td></tr>
<tr><td>External approvals required before offer can proceed on an unconditional basis?</td><td colspan="4">N</td></tr>
<tr><td>Details of approvals required</td><td colspan="4">N/A</td></tr>
<tr><th colspan="5">Section 2: Rights issue or Accelerated Offer
(delete full section if not applicable, or mark rows as N/A if not applicable)*</th></tr>
<tr><td>If Accelerated Offer, structure</td><td colspan="4">Accelerated Renounceable Entitlement Offer (Entitlement Offer), comprising:
(a) a pro-rata accelerated institutional entitlement offer of new ordinary shares to Eligible Institutional Shareholders (as defined in the offer document for the Entitlement Offer dated 31 March 2026 (Offer Document)) (Institutional Entitlement Offer); and
(b) a pro-rata retail entitlement offer of new ordinary shares to Eligible Retail Shareholders (as defined in the Offer Document) (Retail Entitlement Offer).</td></tr>
</table>

<table>
<tr><td>Number of Rights to be issued or entitlements available for security holders in the Accelerated Offer</td><td colspan="4">974,886,964</td></tr>
<tr><td>Maximum number of Equity Securities to be issued if offer is fully subscribed</td><td colspan="4">974,886,964</td></tr>
<tr><td>ISIN of Rights (if applicable)</td><td colspan="4">N/A</td></tr>
<tr><td>Oversubscription facility</td><td colspan="4">Y</td></tr>
<tr><td>Details of scaling arrangements for oversubscriptions</td><td colspan="4">Eligible Retail Shareholders who have taken up their Entitlement in full may apply for additional New Shares under the Retail Bookbuild (as defined in the Offer Document) at the clearing price for the Retail Bookbuild.
Any necessary scaling of applications for additional New Shares by Eligible Retail Shareholders under the Retail Bookbuild will be determined by the Joint Lead Managers in consultation with KMD, with the objectives of scaling including treating Eligible Retail Shareholders fairly and taking into account their pro-rata allocation across the Placement and the Entitlement Offer (together the Offer).</td></tr>
<tr><td>Entitlement ratio (for example 1 for 3)
Please contact NZX ahead of announcing the offer if each Right will be exercisable for more or less than one Equity Security (i.e unless prior arrangement is made, Rights will be exercisable on a one for one basis)</td><td>New</td><td>1</td><td>Existing</td><td>0.73</td></tr>
<tr><td>Treatment of fractions**</td><td colspan="4">Entitlements are not rounded up to a minimum holding. The number of New Shares to which an Eligible Shareholder is entitled will, in the case of fractions of New Shares, be rounded down to the nearest whole number.</td></tr>
<tr><td>Subscription price
(per Equity Security)</td><td colspan="4">NZ$0.06 (or the A$ price)</td></tr>
<tr><td>Letters of entitlement mailed</td><td colspan="4">07/04/2026 (Retail Entitlement Offer)</td></tr>
<tr><td>Offer open</td><td colspan="4">31/03/2026 (Institutional Entitlement Offer)
01/04/2026 (Institutional Bookbuild)
07/04/2026 (Retail Entitlement Offer)
21/04/2026 (Retail Bookbuild)</td></tr>
<tr><td>Offer close</td><td colspan="4">31/03/2026 (Institutional Entitlement Offer)
01/04/2026 (Institutional Bookbuild)
16/04/2026 (Retail Entitlement Offer)
21/04/2026 (Retail Bookbuild)</td></tr>
<tr><td>Quotation date (if Rights will be quoted)</td><td colspan="4">N/A</td></tr>
<tr><td>Allotment date</td><td colspan="4">Market open on:
13/04/2026 (Institutional Entitlement Offer and Institutional Bookbuild)</td></tr>
</table>

	28/04/2026 (Retail Entitlement Offer and Retail Bookbuild)
Section 7: Placement (delete full section if not applicable, or mark rows as N/A if not applicable)*	
Number of Equity Securities to be issued	112,865,446
Issue price per Equity Security	NZ$0.06
Maximum dollar amount of Equity Securities to be issued	NZ$6,771,926.76
Proposed issue date	13/04/2026
Existing holders eligible to participate	Y
Related Parties eligible to participate	Y
Basis upon which participation by existing Equity Security holders will be determined	Institutional Investors (as defined in the Offer Document) will be invited to participate in the Placement component of the Offer. Via the Retail Bookbuild, Eligible Retail Shareholders may oversubscribe for New Shares at the clearing price for the Retail Bookbuild which may prevent dilution by the Placement component of the Offer (depending on the extent to which an Eligible Retail Shareholder oversubscribes and is allocated New Shares).
Purpose(s) for which the Issuer is issuing the Equity Securities	The net proceeds will be used to reduce KMD's net debt position and strengthen the balance sheet, and in conjunction with the refinanced debt facility provide a stable balance sheet to enable execution of KMD's next level strategy.
Reason for placement rather than a pro-rata rights issue or an offer under a Share Purchase Plan in which the Issuer's existing Equity Security holders would have been eligible to participate	KMD has chosen to utilise an Entitlement Offer and Placement structure to raise equity, with the Entitlement Offer structured as an accelerated renounceable entitlement offer (referred to as an AREO). After carefully considering alternative equity raising structures, taking expert investment banking advice from the Joint Lead Managers and weighing the benefits of this structure against the expected impact on non-participating Shareholders, the KMD Board has determined that for this equity raising, an AREO and Placement structure will achieve the best outcome for all Shareholders and be in the best interests of KMD. In determining that the Placement and Entitlement Offer is in the best interests of KMD, the KMD Board has considered and had regard to: **Execution Certainty** KMD requires certainty that sufficient funds be raised under the Offer, given the refinancing of KMD's long term facilities is conditional upon sufficient funds being raised. Accordingly, it is important to KMD that the Entitlement Offer and Placement are fully underwritten, to provide the required certainty that all necessary funds will be received. In the current environment of global uncertainty, including

	geopolitical developments and associated market volatility, the need for execution certainty is particularly acute. The Joint Lead Managers have provided advice to KMD that a Placement and AREO structure enables the Offer to be fully underwritten in the current market environment. **Pro-Rata Participation** The pro-rata nature of an AREO allows all Eligible Shareholders to take up at least their pro-rata portion of the Entitlement Offer. Eligible Retail Shareholders who take up all of their Entitlement can offset any dilution to their shareholding arising from the Placement by applying for additional New Shares under the Retail Bookbuild at the clearing price for the Retail Bookbuild. Eligible Institutional Shareholders will have the opportunity to apply for New Shares in the Placement and New Shares which form part of any shortfall in the Institutional Entitlement Offer or under the Retail Bookbuild. In addition, Eligible Retail Shareholders who hold their Shares through a broker relationship may be able to participate in the Placement and Institutional Bookbuild. Accordingly, while the Placement is not pro-rata, Eligible Shareholders are expected to have the opportunity to avoid or mitigate dilution through participation in the Placement and Institutional Bookbuild and/or applying for additional New Shares in the Entitlement Offer, as applicable. **Flexibility to introduce new investors** A Placement gives flexibility to introduce new investors to KMD who are expected to be supportive long term holders. Allocation to these Shareholders is expected to support KMD over the long term, enhancing the prospects of stronger aftermarket performance of the Shares, providing a benefit to all Shareholders. **Benefits of Renounceable Structure for Non-Participating Shareholders** The renounceable nature of an AREO may provide a benefit to Shareholders who choose not to, or are unable to, participate in the Entitlement Offer. Under the bookbuilds, the Entitlements of non-participating Eligible Shareholders and the entitlements attributable to Ineligible Shareholders (as defined in the Offer Document) will be sold, and those Shareholders will receive their pro-rata share of any net premium achieved above the offer price (if any). This provides non-participating Shareholders with the opportunity to receive some value for their Entitlements, which would not be available under a non-renounceable structure. Whether any premium is achieved will depend on market conditions at the time of the relevant bookbuild.

Equity Securities to be issued subject to voluntary escrow	N
Number and class of Equity Securities to be issued that will be subject to voluntary escrow and the date from which they will cease to be escrowed	N/A
Section 8: Lead Manager and Underwriter (mandatory)	
Lead Manager(s) appointed	Y
Name of Lead Manager(s)	Goldman Sachs New Zealand Limited and Forsyth Barr Limited (together, the **Joint Lead Managers**)
Fees, commission or other consideration payable to Lead Manager(s) for acting as lead manager(s)	KMD has agreed to pay the Joint Lead Managers a combined lead management and underwriting fee of 3.20% of the total gross proceeds raised under the Offer. In addition, KMD agrees to pay Goldman Sachs New Zealand Limited an arranger fee of 0.80% of the total gross proceeds raised under the Offer. The total combined fees payable to the Joint Lead Managers and Underwriters are therefore 4.00% of the total gross proceeds raised under the Offer.
Underwritten	Y
Name of Underwriter(s)	Goldman Sachs New Zealand Limited and Forsyth Barr Group Limited (together, the **Underwriters**)
Extent of underwriting (i.e. amount or proportion of the offer that is underwritten)	The Placement and Entitlement Offer are fully underwritten by the Underwriters.
Fees, commission or other consideration payable to Underwriter(s) for acting as underwriter(s)	KMD agrees to pay the Joint Lead Managers a combined lead management and underwriting fee of 3.20% of the total gross proceeds raised under the Offer.
Summary of significant events that could lead to the underwriting being terminated	A summary of the significant events that could lead to the underwriting being terminated is set out under the heading "Underwriting Agreement" in the Offer Document.
Section 9: Authority for this announcement (mandatory)	
Name of person authorised to make this announcement	Frances Blundell Chief Legal & ESG Officer and Company Secretary
Contact person for this announcement	Frances Blundell
Contact phone number	+64 3 421 5397
Contact email address	companysecretary@kmdbrands.com
Date of release through MAP	31/03/2026

KMD Brands Limited (KMD.NZX/KMD.ASX)

31 March 2026

NZX Regulation Limited (*NZ RegCo*)
Level 2, NZX Centre
11 Cable Street
Wellington 6011
New Zealand

ASX Limited
20 Bridge Street
Sydney
New South Wales 2000
Australia

Notice Pursuant to Clause 20(1)(a) of Schedule 8 to the Financial Markets Conduct Regulations 2014

KMD Brands Limited (KMD) has today announced that it will undertake a placement and accelerated renounceable entitlement offer of new fully paid ordinary shares of the same class as already quoted on the NZX and the ASX (together, the Offer).

Pursuant to clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013 (FMCA), clause 20 of Schedule 8 of the Financial Markets Conduct Regulations 2014 (FMC Regulations) and the Australian Corporations Act 2001 (Cth) (Corporations Act), KMD states that:

1 KMD is making the Offer in reliance upon the exclusion in clause 19 of Schedule 1 of the FMCA and is giving this notice under clause 20(1)(a) of Schedule 8 of the FMC Regulations.

2 KMD will offer the ordinary shares for issue and issue the ordinary shares under the Offer without disclosure under Part 6D.2 of the Corporations Act.

3 KMD is giving this notice under section 708A(12J) of the Corporations Act (as notionally inserted by ASIC Instrument 19-0895) and 708AA(2)(f) of the Corporations Act (as notionally modified by the ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Instrument 19-0895).

4 As at the date of this notice, KMD is in compliance:

4.1 with the continuous disclosure obligations that apply to it in relation to KMD's quoted ordinary shares and its obligations under rule 1.15.2 of the ASX Listing Rules; and

4.2 with its "financial reporting obligations" within the meaning set out in clause 20(5) of Schedule 8 of the FMC Regulations.

5 As at the date of this notice, there is no information that is "excluded information" as defined in clause 20(5) of Schedule 8 to the FMC Regulations in respect of KMD.

The Offer is not expected to have any effect on the control of KMD within the meaning set out in clause 48 of Schedule 1 of the FMCA.

This notice has been authorised for release to NZX and ASX by:

Frances Blundell, Chief Legal & ESG Officer and Company Secretary
KMD Brands Limited