

ASX Limited  
NZX Limited

24 November 2017

## Results of Resolutions – Annual General Meeting

Kathmandu Holdings Limited (*Kathmandu*) held its Annual General Meeting on Friday, 24 November 2017.

Details of the question and answer session held at the meeting and presentations given by the Chairman and the CEO at the meeting are available on <http://www.kathmanduholdings.com>

As required by ASX listing rule 3.13.2 and for the purpose of the NZX Listing Rules, we advise that at the Kathmandu Annual General Meeting, all resolutions were passed by a show of hands and not by a poll.

### 1. Ordinary Resolution – Election of Director – Mr. John Harvey

That Mr. John Harvey, who retires by rotation in accordance with Article 4.4 of the Company's Constitution and NZX Main Board Listing Rule 3.3.11 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company..

#### Total number of proxy votes

Proxy votes for the resolution	102,070,637
Proxy votes against the resolution	155,332
Proxy votes abstaining	2,383,081
Proxy votes exercised at the discretion of the Proxy	54,167

The motion was passed by a show of hands.

---

#### Kathmandu Holdings Ltd

223 Tuam Street, Christchurch 8011  
PO Box 1234, Christchurch 8140, New Zealand  
Phone: +64 3 373 6110 Fax: +64 3 373 6116  
[kathmandu.co.nz](http://kathmandu.co.nz)

249 Park Street, South Melbourne, Victoria 3205  
PO Box 984, South Melbourne, Victoria 3205, Australia  
Phone: +61 3 9267 9999 Fax: +61 3 9267 9933  
[kathmandu.com.au](http://kathmandu.com.au)

**2. Ordinary Resolution – Election of Director – Mr. Philip Bowman**

That Mr. Philip Bowman having been appointed by the Board as a Director on 2 October 2017 and holding office only until the next Annual Meeting, is now eligible for election in accordance with Article 4.3 of the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.

Total number of proxy votes

Proxy votes for the resolution	102,178,569
Proxy votes against the resolution	45,048
Proxy votes abstaining	2,385,433
Proxy votes exercised at the discretion of the Proxy	54,167

The motion was passed by a show of hands.

**3. Ordinary Resolution – Election of Director – Mr. Brent Scrimshaw**

That Mr. Brent Scrimshaw having been appointed by the Board as a Director on 2 October 2017 and holding office only until the next Annual Meeting, is now eligible for election in accordance with Article 4.3 of the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.

Total number of proxy votes

Proxy votes for the resolution	102,153,843
Proxy votes against the resolution	78,876
Proxy votes abstaining	2,376,331
Proxy votes exercised at the discretion of the Proxy	54,167

The motion was passed by a show of hands.

**4. Auditor’s Remuneration**

To record that PricewaterhouseCoopers continue in office as the Company’s auditors and to authorise the Directors to fix the remuneration of PricewaterhouseCoopers for the ensuing year.

Total number of proxy votes

Proxy votes for the resolution	102,139,238
Proxy votes against the resolution	85,225
Proxy votes abstaining	2,382,997
Proxy votes exercised at the discretion of the Proxy	55,667

The motion was passed by a show of hands.

---

**Kathmandu Holdings Ltd**

223 Tuam Street, Christchurch 8011  
PO Box 1234, Christchurch 8140, New Zealand  
Phone: +64 3 373 6110 Fax: +64 3 373 6116  
kathmandu.co.nz

249 Park Street, South Melbourne, Victoria 3205  
PO Box 984, South Melbourne, Victoria 3205, Australia  
Phone: +61 3 9267 9999 Fax: +61 3 9267 9933  
kathmandu.com.au

**5. Grant of Performance Rights – Xavier Simonet**

That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval is hereby given for the grant to Xavier Simonet, Managing Director and Chief Executive Officer, of a number of performance rights up to a value of A\$568,050, calculated in accordance with the formula and terms described in the Explanatory Statement which forms part of the Notice of Meeting.

Total number of proxy votes

Proxy votes for the resolution	101,883,449
Proxy votes against the resolution	325,999
Proxy votes abstaining	2,405,900
Proxy votes exercised at the discretion of the Proxy	47,869

The motion was passed by a show of hands.

Yours Sincerely,



Reuben Casey  
Company Secretary

---

**Kathmandu Holdings Ltd**

223 Tuam Street, Christchurch 8011  
PO Box 1234, Christchurch 8140, New Zealand  
**Phone:** +64 3 373 6110 **Fax:** +64 3 373 6116  
[kathmandu.co.nz](http://kathmandu.co.nz)

249 Park Street, South Melbourne, Victoria 3205  
PO Box 984, South Melbourne, Victoria 3205, Australia  
**Phone:** +61 3 9267 9999 **Fax:** +61 3 9267 9933  
[kathmandu.com.au](http://kathmandu.com.au)