

The Manager
Company Announcements Office
ASX Limited
20 Bridge St
Sydney NSW 2000

16 November 2012

And to:

NZX Limited
PO Box 2959
Wellington

Dear Sir,

Results of Resolutions – Annual General Meeting

Kathmandu Holdings Limited (*Kathmandu*) held its Annual General Meeting on Friday, 16 November 2012.

Details of the question and answer session held at the meeting and presentations given by the Chairman and the CEO at the meeting will be 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 – Re-election of Director – Mr. James Strong

That Mr. James Strong, who retires by rotation in accordance with Article 4.4 of the Company's Constitution 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	152,780,478
Proxy votes against the resolution	35,717
Proxy votes abstaining	5,882
Proxy votes exercised at the discretion of the Proxy	50,247

The motion was passed by a show of hands.

Kathmandu Holdings Ltd

11 Mary Muller Drive, Heathcote 8022
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

2. Ordinary Resolution – Re-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, being eligible, offers herself for re-election, be re-elected as a Director of the Company.

Total number of proxy votes

Proxy votes for the resolution	152,769,804
Proxy votes against the resolution	41,686
Proxy votes abstaining	8,823
Proxy votes exercised at the discretion of the Proxy	50,247

The motion was passed by a show of hands.

3. 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	152,669,865
Proxy votes against the resolution	119,443
Proxy votes abstaining	32,769
Proxy votes exercised at the discretion of the Proxy	50,247

The motion was passed by a show of hands.

4. Grant of Performance Rights – Peter Halkett

That for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval is hereby given for the grant to Peter Halkett, Managing Director and Chief Executive Officer, of a number of performance rights (including both the Short Term Incentive Portion and the Long Term Incentive Portion) up to a value of NZ\$404,250, calculated in accordance with the formula and terms described in the Explanatory Statement.

Total number of proxy votes

Proxy votes for the resolution	152,442,185
Proxy votes against the resolution	385,196
Proxy votes abstaining	14,336
Proxy votes exercised at the discretion of the Proxy	47,607

The motion was passed by a show of hands.

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5. Grant of Performance Rights – Mark Todd

That for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval is hereby given for the grant to Mark Todd, Finance Director, Chief Financial Officer and Company Secretary, of a number of performance rights (including both the Short Term Incentive Portion and the Long Term Incentive Portion) up to a value of NZ\$238,875, calculated in accordance with the formula and terms described in the Explanatory Statement.

Total number of proxy votes

Proxy votes for the resolution	152,442,185
Proxy votes against the resolution	385,196
Proxy votes abstaining	14,336
Proxy votes exercised at the discretion of the Proxy	47,607

The motion was passed by a show of hands.

Yours Sincerely,



Mark Todd

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