



LIVE THE DREAM®

KATHMANDU HOLDINGS LIMITED

11 Mary Muller Drive, Heathcote 8022  
P.O. Box 1234, Christchurch 8140  
New Zealand

Phone +64 3 373 6110  
Fax + 64 3 373 6111  
www.kathmandu.co.nz

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

24 November 2010

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 Wednesday, 24 November 2010.

Details of the question and answer session held at the meeting and the 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 purposes of the NZX Listing Rules, we advise that at the Kathmandu Annual General Meeting, all the Resolutions were passed by shareholders on a poll and not considered on a show of hands.

- 1. Ordinary Resolution – Re-election of Director – Mr James Strong**  
To re-elect Mr James Strong as a Director of the Company.

#### Total number of proxy votes

Proxy Votes for the Resolution	119,109,146
Proxy Votes Against the Resolution	93,513
Proxy Votes Abstaining	97,997
Proxy Votes Exercised at the Discretion of the Proxy	44,280

Total number of votes cast on the poll

Proxy Votes for the Resolution	121,146,988
Proxy Votes Against the Resolution	93,513
Proxy Votes Abstaining	44,280

**2. Ordinary Resolution – Re-election of Director – Mr John Holland**

To re-elect Mr John Holland as a Director of the Company.

Total number of proxy votes

Proxy Votes for the Resolution	119,142,085
Proxy Votes Against the Resolution	60,574
Proxy Votes Abstaining	97,997
Proxy Votes Exercised at the Discretion of the Proxy	44,280

Total number of votes cast on the poll

Proxy Votes for the Resolution	121,274,365
Proxy Votes Against the Resolution	60,574
Proxy Votes Abstaining	44,280

**3. Auditor’s Remuneration**

To authorise the Directors to fix the remuneration of PriceWaterhouseCoopers for the ensuing year.

Total number of proxy votes

Proxy Votes for the Resolution	119,100,839
Proxy Votes Against the Resolution	98,242
Proxy Votes Abstaining	96,821
Proxy Votes Exercised at the Discretion of the Proxy	49,034

Total number of votes cast on the poll

Proxy Votes for the Resolution	121,313,975
Proxy Votes Against the Resolution	98,242
Proxy Votes Abstaining	49,034

**4. Ordinary Resolution – Approval of Long Term Incentive Plan for Employees**

To approve the establishment of a Long Term Incentive Plan for Employees and to approve the grant of performance rights, and the subsequent issue or transfer of ordinary shares to participants

Total number of proxy votes

Proxy Votes for the Resolution	118,906,472
Proxy Votes Against the Resolution	275,076
Proxy Votes Abstaining	95,121
Proxy Votes Exercised at the Discretion of the Proxy	25,284

Total number of votes cast on the poll

Proxy Votes for the Resolution	119,346,658
Proxy Votes Against the Resolution	275,076
Proxy Votes Abstaining	25,284

**5. Ordinary Resolution – Grant of performance rights to Mr Peter Halkett**

To approve the grant to Mr Peter Halkett, Managing Director, of a number of performance rights, to a value of \$NZ297,600.

Total number of proxy votes

Proxy Votes for the Resolution	117,382,013
Proxy Votes Against the Resolution	382,762
Proxy Votes Abstaining	95,121
Proxy Votes Exercised at the Discretion of the Proxy	1,485,040

Total number of votes cast on the poll

Proxy Votes for the Resolution	118,183,617
Proxy Votes Against the Resolution	382,762
Proxy Votes Abstaining	1,485,040

**6. Ordinary Resolution – Grant of performance rights to Mr Mark Todd**

To approve the grant to Mr Mark Todd, Finance Director, Chief Financial Officer and Company Secretary, of a number of performance rights to a value of \$NZ105,000.


Total number of proxy votes

Proxy Votes for the Resolution	117,379,540
Proxy Votes Against the Resolution	385,235
Proxy Votes Abstaining	95,121
Proxy Votes Exercised at the Discretion of the Proxy	1,485,040

Total number of votes cast on the poll

Proxy Votes for the Resolution	119,229,558
Proxy Votes Against the Resolution	385,235
Proxy Votes Abstaining	1,485,040

**Yours Sincerely**



**Mark Todd**  
**Company Secretary**