

ASX Limited
NZX Limited

18 November 2016

Results of Resolutions – Annual General Meeting

Kathmandu Holdings Limited (*Kathmandu*) held its Annual General Meeting on Friday, 18 November 2016.

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. David Kirk

That Mr. David Kirk, 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	95,070,344
Proxy votes against the resolution	13,782,051
Proxy votes abstaining	13,161
Proxy votes exercised at the discretion of the Proxy	187,284

The motion was passed by a show of hands.

Kathmandu Holdings Ltd

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2. Ordinary Resolution – Re-election of Director – Ms. Sandra McPhee

That Ms. Sandra McPhee 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 herself for re-election, be re-elected as a Director of the Company..

Total number of proxy votes

Proxy votes for the resolution	108,834,050
Proxy votes against the resolution	18,345
Proxy votes abstaining	13,161
Proxy votes exercised at the discretion of the Proxy	187,284

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	108,334,136
Proxy votes against the resolution	483,840
Proxy votes abstaining	46,330
Proxy votes exercised at the discretion of the Proxy	188,534

The motion was passed by a show of hands.

4. Approval of the issue of securities under the Long Term Incentive Plan for Employees

That approval is given for the purpose of Exception 9 in ASX Listing Rule 7.2 and for all other purposes for the grant of performance rights, and the subsequent issue or transfer of ordinary Kathmandu Holdings Limited shares to participants, under the Kathmandu Holdings Limited Long Term Incentive Plan on the terms contained in the Explanatory Statement, which are in all respects the same as those previously approved by shareholders when the Plan was initially adopted on 24 November 2010.

Proxy votes for the resolution	108,600,642
Proxy votes against the resolution	244,528
Proxy votes abstaining	24,586
Proxy votes exercised at the discretion of the Proxy	180,135

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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\$556,850, 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	108,571,427
Proxy votes against the resolution	240,493
Proxy votes abstaining	56,586
Proxy votes exercised at the discretion of the Proxy	184,334

The motion was passed by a show of hands.

Yours Sincerely,



Reuben Casey
Company Secretary

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