

ASX Limited
NZX Limited

26 November 2018

Results of Resolutions – Annual Meeting

Kathmandu Holdings Limited (*Kathmandu*) held its Annual Meeting on Friday, 23 November 2018.

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 made 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 Meeting, all resolutions were passed by a 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 votes

	Votes cast	% of votes cast
Votes for the resolution	150,375,230	82.82%
Votes against the resolution	31,188,786	17.18%
Votes abstaining	2,033,411	

The motion was passed by a poll.

2. Ordinary Resolution – 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 himself for re-election, be re-elected as a Director of the Company

Total number of proxy votes

	Votes cast	% of votes cast
Votes for the resolution	181,386,058	99.91%
Votes against the resolution	156,958	0.09%
Votes abstaining	2,054,411	

The motion was passed by a poll.

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 votes cast

	Votes cast	% of votes cast
Votes for the resolution	181,452,647	99.94%
Votes against the resolution	106,876	0.06%
Votes abstaining	2,037,904	

Kathmandu Holdings Ltd

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kathmandu.co.nz

249 Park Street, South Melbourne, Victoria 3205
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The motion was passed by a poll.

4. 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\$579,411, calculated in accordance with the formula and terms described in the Explanatory Statement which forms part of this Notice of Meeting.

Total number of votes cast:

	Votes cast	% of votes cast
Votes for the resolution	181,036,471	99.75%
Votes against the resolution	459,486	0.25%
Votes abstaining	2,085,208	

The motion was passed by a poll.

5. Increase cap on non-executive directors' remuneration pool

That, for the purposes of ASX Listing Rule 10.17 and NZX Main Board Listing Rule 3.5.1, the maximum aggregate remuneration of non-executive Directors be increased by A\$200,000, from the present limit of A\$800,000 per annum in aggregate to a limit of A\$1,000,000 per annum in aggregate, with effect from 1 August 2018.

Total number of votes cast

	Votes cast	% of votes cast
Votes for the resolution	173,054,418	99.63%
Votes against the resolution	645,081	0.37%
Votes abstaining	2,085,388	

The motion was passed by a poll.

Yours Sincerely,



Reuben Casey
Company Secretary

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