

KATHMANDU HOLDINGS LIMITED

Notice of Annual Meeting 2020

Will be held online at:

www.virtualmeeting.co.nz/kmd20

Wednesday, 25 November 2020 at 11am NZDT


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Kathmandu Holdings Limited (ARBN 139 836 918)

Notice of annual meeting

NOTICE IS GIVEN that the eleventh Annual Meeting of Kathmandu Holdings Limited (“the Company”) will be held online at www.virtualmeeting.co.nz/kmd20, on Wednesday, 25 November 2020 at 11:00am (NZDT).

The Board has decided to hold a virtual-only Annual Meeting given the current uncertainties caused by COVID-19 and the restrictions on gatherings and travel that have applied to date, and may be in place at the time of the meeting.

AGENDA

Item 1: Chairman’s address

Item 2: Group CEO’s address

Item 3: Resolutions

To consider and, if thought fit, to pass the following ordinary resolutions:

Re-election of Directors

Resolution 1.

That John Harvey be re-elected as a Director of the Company.

Resolution 2.

That Philip Bowman be re-elected as a Director of the Company.

Resolution 3.

That Brent Scrimshaw be re-elected as a Director of the Company.

Auditor remuneration

Resolution 4.

That the Board be authorised to fix the remuneration of the Company’s auditor for the ensuing year.

The Board unanimously supports resolutions 1 to 4 and recommends that shareholders vote in favour of them at the meeting.

Item 4: Other business

To consider any other business, including shareholder questions, properly brought before the meeting.

By order of the Board



Frances Blundell
Company Secretary
21st October 2020



Explanatory notes

Resolutions 1, 2 and 3: Re-election of Directors

NZX Listing Rule 2.7.1 requires that:

- a director must not hold office (without re-election) past the third annual meeting following the director's appointment or 3 years, whichever is longer; and
- a director appointed by the board must not hold office (without re-election) past the next annual meeting following the director's appointment.

Directors John Harvey, Philip Bowman and Brent Scrimshaw retire in accordance with NZX Listing Rule 2.7.1 and offer themselves for re-election.

In the Board's opinion, each of Mr. Harvey, Mr. Bowman and Mr. Scrimshaw, would, if appointed as at the date of this Notice of Meeting, be an Independent Director of the Company as defined in the NZX Listing Rules.

The Board unanimously supports the re-election of John Harvey, Philip Bowman and Brent Scrimshaw.

John Harvey

Appointed: 16 October 2009

Last re-elected: 24 November 2017

John Harvey is a professional Director with a background in accounting and professional services. He has over 35 years professional experience, including 23 years as a partner of PricewaterhouseCoopers where he also held a number of leadership and governance roles. He retired from PwC in 2009.

John has extensive experience in financial reporting, governance, information systems and processes, initial public offerings, business evaluation, acquisitions and mergers.

John is currently a non-Executive Director of Stride Property, Investore Property, Heartland Bank and Napier Port Holdings. Former non-Executive director roles include HT&E (formerly APN News & Media), Port Otago, Ballance Agri-Nutrients and New Zealand Opera.

Philip Bowman

Appointed: 2 October 2017

Last re-elected: 24 November 2017

Philip Bowman has extensive experience in retail, brands and international, including 15 years as a director of

Burberry. Other past roles include CFO of Bass, CEO of Bass Taverns, Executive Chairman of Liberty PLC, CEO of Allied Domecq, CEO of Scottish Power, CEO of Smiths Group and Chairman of Coral Eurobet and Miller Group.

Philip has also held office as an independent director of BSKyB, Scottish & Newcastle Group and Berry Bros. & Rudd.

He currently sits on the boards of Ferrovial SA, Better Capital PCC and is Chairman of Sky Network Television, Majid al Futtaim Properties and Tegel Group Holdings.

Brent Scrimshaw

Appointed: 2 October 2017

Last re-elected: 24 November 2017

Brent Scrimshaw has extensive experience leading and growing consumer brands around the world including an 18-year career with Nike, Inc. across Marketing, Commerce and General Management in three continents.

Brent led Brand marketing for Nike Pacific, was the Regional GM for Nike North America in New York, was also the Chief Marketing Officer for Nike EMEA. Brent also served as Vice President and Chief Executive of Nike Western Europe leading Nike's European operations from Amsterdam.

Brent subsequently founded Unscriptd, a sports technology and media business sold to The Players' Tribune (a large USA media company) in 2019. He was previously a director of action sports company Fox Head Inc in Irvine California.

Brent also holds Non-Executive Director roles with ASX listed Rhinomed (RNO) and Catapult International (CAT). Brent is currently the CEO of Eneo Group (EGG).

Resolution 4: Auditor remuneration

PricewaterhouseCoopers is the current auditor of the Company and has indicated its willingness to continue in office. Pursuant to section 207T of the Companies Act 1993 of New Zealand, PricewaterhouseCoopers is automatically reappointed at the annual meeting as auditor of the Company. The proposed resolution is to authorise the Board to fix the auditors' remuneration for the following year for the purposes of section 207S of the Companies Act 1993.

Procedural notes

Attendance

Shareholders can attend the meeting and participate virtually online. The Board has determined to hold a virtual-only Annual Meeting.

To attend online please go to www.virtualmeeting.co.nz/kmd20. Shareholders participating online will be able to watch the meeting, vote and ask questions during the meeting. Please note, if you will be attending online you will require your shareholder number, found on your Voting/Proxy Form, for verification purposes.

Entitlement to vote

The Company has determined that voting entitlements for the meeting will be fixed as at 5.00pm (NZDT) on Monday, 23 November 2020. Only persons recorded as shareholders in the Company's share register will be able to vote at this meeting and only on their shareholdings at that time.

Voting

Voting on all resolutions put before the meeting will be by poll. Resolutions 1, 2, 3 and 4 are ordinary resolutions and can be passed by a simple majority (more than 50%) of the votes cast.

Your rights to vote may be exercised by:

- casting a postal or advance online vote; or
- appointing a proxy (or representative) to attend online and vote in your place.

Voting during the meeting

Shareholders attending the annual meeting online will need their shareholder number, found on their Voting/Proxy Form, for verification purposes, in order to vote online.



Postal and advanced online voting

The Board has determined that shareholders entitled to attend and vote at the meeting may cast a postal vote or vote online in advance of the meeting. Link Market Services Limited has been authorised by the Board to receive and count postal and online votes.

You can cast a postal vote by completing and sending the Voting/Proxy Form (enclosed with this Notice of Meeting) by post, email (as a scanned attachment) or fax, or delivering it by hand so that, in each case, the form is received by Link Market Services Limited no later than 11:00am (NZDT) on Monday, 23 November 2020.

You can vote online in advance of the meeting at vote.linkmarketservices.com/KMD. Advanced online votes must be made by 11:00am (NZDT) on Monday, 23 November 2020.

Voting by proxy

Any shareholder entitled to vote at the meeting may appoint a proxy (or representative, in the case of a corporate shareholder) to attend and vote online at the meeting on their behalf.

You can appoint a proxy online at vote.linkmarketservices.com/KMD or by completing and returning the Voting/Proxy Form (enclosed with this Notice of Meeting) in the manner specified on the Voting/Proxy Form so that the form is received by Link Market Services Limited no later than 11:00am (NZDT) on Monday, 23 November 2020.

A proxy does not have to be a shareholder. You may appoint the Chair of the meeting or any director as your proxy. The Chair of the meeting and each director will vote for resolutions marked "Proxy's Discretion", even if they have an interest in the outcome of the resolution. If you've ticked the "Proxy's Discretion" box and your named proxy does not attend the meeting or you haven't named a proxy, the Chair of the meeting will act as your proxy.

Questions by shareholders in advance

In addition to asking questions during the meeting, shareholders are invited to submit questions in advance of the meeting no later than 11:00am (NZDT) on Monday, 23 November 2020 online at vote.linkmarketservices.com/KMD or via the question section on the Voting/Proxy Form or to:

The Chairman

Kathmandu Holdings Limited
C/- Company Secretary
PO Box 1234
Christchurch 8140
New Zealand

Email: Company.secretary@kathmandu.co.nz

Questions can also be asked via the online platform during the meeting. The Chair will answer as many questions as possible during the meeting.

Addresses by Chairman and Group Chief Executive Officer

Please note that for shareholders who are unable to attend the meeting, transcripts of the Chairman's and Group Chief Executive Officer's addresses to the meeting (and any accompanying slide presentations) will be posted on the Company's website at kathmanduholdings.com and released to NZX's and ASX's market announcement platforms at or before the time at which they are delivered to the meeting.



