

KATHMANDU HOLDINGS LIMITED

Notice of Annual Meeting 2021

Will be held online at:

www.virtualmeeting.co.nz/kmd21

Tuesday, 23 November 2021 at 1:00pm NZDT




Kathmandu[®]
We're out there


RIP CURL

Obōz[®]

Kathmandu Holdings Limited (ARBN 139 836 918)

Notice of annual meeting

NOTICE IS GIVEN that the twelfth Annual Meeting of Kathmandu Holdings Limited (“**the Company**”) will be held at Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online at www.virtualmeeting.co.nz/kmd21, on Tuesday, 23 November 2021 at 1:00pm (NZDT) (11.00am AEDT).

In the event that COVID-19 related restrictions are in place which prevent us from holding a physical meeting, or the Board otherwise determines a physical meeting is not appropriate in the circumstances, we may decide to hold a virtual only Annual Meeting. If this occurs, we will provide shareholders with notice through an announcement to the NZX, ASX and on our website.

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:

Election of Directors

Ordinary Resolution 1.

That David Kirk be re-elected as a Director of the Company.

Ordinary Resolution 2.

That Michael Daly be elected as a Director of the Company.

Ordinary Resolution 3.

That Abby Foote be elected as a Director of the Company.

Auditor remuneration

Ordinary 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
20 October 2021



Explanatory statement

Resolutions 1, 2 and 3: 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.

David Kirk retires in accordance with NZX Listing Rule 2.7.1 and offers himself for re-election.

Michael Daly, having been appointed by the Board on 19 May 2021, retires and offers himself for election by shareholders at the Annual Meeting.

Abby Foote, having been appointed by the Board on 15 October 2021, retires and offers herself for election by shareholders at the Annual Meeting.

In the Board's opinion:

- David Kirk, 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;
- Abby Foote, 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; and
- Michael Daly, would not, 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 David Kirk and the election of Michael Daly and Abby Foote.

INFORMATION ABOUT THE CANDIDATES FOR ELECTION

David Kirk

Appointed: 21 November 2013

Last re-elected: 23 November 2018

David is the Co-founder and Managing Partner of Bailador Investment Management and is Chairman of Bailador Technology Investments, Forsyth Barr Group, and the NZ Rugby Players Association. He sits on the Board of various Bailador portfolio companies and charitable organisations including KiwiHarvest and the Sydney Festival.

David's Executive Management career included roles as the CEO of Fairfax Media and CEO and Managing Director of PMP Limited. David was Chief Policy Advisor to the Prime Minister of New Zealand from 1992 to 1994 and was a management consultant with McKinsey & Company in London prior to that.

David is a Rhodes Scholar with degrees in Medicine from Otago University and Philosophy, Politics and Economics from Oxford University.

Michael Daly

Appointed: 19 May 2021

Michael joined Rip Curl in 2002 and fulfilled the roles of Chief Financial Officer and then Chief Operational Officer before being appointed to the CEO of Rip Curl in January 2013. While based predominantly in the Torquay head office, Michael spent over two years in the USA for Rip Curl. Prior to joining Rip Curl, Michael spent 10 years with PricewaterhouseCoopers across Australia and the USA specialising in servicing mining industry clients with debt or equity registered in the USA.

Michael was appointed by the Board to the role of Group Chief Executive Officer and Managing Director of Kathmandu Holdings Limited in May 2021 after an extensive international search.

Abby Foote

Appointed: 15 October 2021

Abby is a professional director with over 12 years' governance experience, including publicly listed and Crown companies. With qualifications in both law and accounting, Abby's career has covered both disciplines, focusing on corporate finance, treasury and commercial transactions. Abby currently serves on the boards of Z Energy Limited, Sanford Limited and Freightways Limited. Abby's previous governance roles include TVNZ, Museum of New Zealand Te Papa Tongarewa, Transpower New Zealand, Livestock Improvement Corporation (LIC) and the New Zealand Local Government Funding Agency (LGFA).

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 in person or participate virtually online.

To attend online please go to www.virtualmeeting.co.nz/kmd21. 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 Friday, 19 November 2021. 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 online vote; or
- appointing a proxy (or representative) to attend 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.

Shareholders attending the annual meeting in person will be provided with a poll card at registration for voting purposes.

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 delivering it by hand so that, in each case, the form is received by Link Market Services Limited no later than 1:00pm (NZDT) on Sunday, 21 November 2021.

You can vote online in advance of the meeting at vote.linkmarketservices.com/KMD. Advanced online votes must be made by 1:00pm (NZDT) on Sunday, 21 November 2021.

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 1:00pm (NZDT) on Sunday, 21 November 2021.

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 at the meeting, shareholders are invited to submit questions in advance of the meeting no later than 1:00pm (NZDT) on Sunday, 21 November 2021 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 Chairman 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.



