

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

20 November 2015

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 Friday, 20 November 2015.

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 General Meeting, all resolutions were passed by a show of hands and not by a poll.

1. Ordinary Resolution – Election of Director – Mr. John Holland

That Mr. John Holland who retires in accordance with Article 4.4 of the Company's Constitution 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	94,843,093
Proxy votes against the resolution	717,861
Proxy votes abstaining	322,160
Proxy votes exercised at the discretion of the Proxy	286,575

The motion was passed by a show of hands.

Kathmandu Holdings Ltd

11 Mary Muller Drive, Heathcote 8022
PO Box 1234, Christchurch 8140, New Zealand
Phone: +64 3 373 6110 **Fax:** +64 3 373 6116
kathmandu.co.nz

249 Park Street, South Melbourne, Victoria 3205
PO Box 984, South Melbourne, Victoria 3205, Australia
Phone: +61 3 9267 9999 **Fax:** +61 3 9267 9933
kathmandu.com.au

2. Ordinary Resolution – Re-election of Director – Ms. Christine Cross

That Ms. Christine Cross who retires in accordance with Article 4.4 of the Company’s Constitution 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	95,549,554
Proxy votes against the resolution	11,400
Proxy votes abstaining	327,086
Proxy votes exercised at the discretion of the Proxy	286,575

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	96,526,553
Proxy votes against the resolution	23,545
Proxy votes abstaining	380,356
Proxy votes exercised at the discretion of the Proxy	293,575

The motion was passed by a show of hands.

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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\$546,000, 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	88,600,908
Proxy votes against the resolution	6,944,559
Proxy votes abstaining	32,424
Proxy votes exercised at the discretion of the Proxy	288,762

The motion was passed by a poll, votes cast in person or by proxy:

Votes for the resolution	89,846,151
Votes against the resolution	6,949,359
Votes abstaining	11,900

Yours Sincerely,



Reuben Casey
Company Secretary

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