

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

16 November 2012

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, 16 November 2012.

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 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 – Re-election of Director – Mr. James Strong

That Mr. James Strong, who retires by rotation 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	152,780,478
Proxy votes against the resolution	35,717
Proxy votes abstaining	5,882
Proxy votes exercised at the discretion of the Proxy	50,247

The motion was passed by a show of hands.

2. Ordinary Resolution – Re-election of Director – Mr. John Harvey

That Mr. John Harvey, who retires by rotation 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	152,769,804
Proxy votes against the resolution	41,686
Proxy votes abstaining	8,823
Proxy votes exercised at the discretion of the Proxy	50,247

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	152,669,865
Proxy votes against the resolution	119,443
Proxy votes abstaining	32,769
Proxy votes exercised at the discretion of the Proxy	50,247

The motion was passed by a show of hands.

4. Grant of Performance Rights – Peter Halkett

That for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval is hereby given for the grant to Peter Halkett, Managing Director and Chief Executive Officer, of a number of performance rights (including both the Short Term Incentive Portion and the Long Term Incentive Portion) up to a value of NZ\$404,250, calculated in accordance with the formula and terms described in the Explanatory Statement.

Total number of proxy votes

Proxy votes for the resolution	152,442,185
Proxy votes against the resolution	385,196
Proxy votes abstaining	14,336
Proxy votes exercised at the discretion of the Proxy	47,607

The motion was passed by a show of hands.

5. Grant of Performance Rights – Mark Todd

That for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval is hereby given for the grant to Mark Todd, Finance Director, Chief Financial Officer and Company Secretary, of a number of performance rights (including both the Short Term Incentive Portion and the Long Term Incentive Portion) up to a value of NZ\$238,875, calculated in accordance with the formula and terms described in the Explanatory Statement.

Total number of proxy votes

Proxy votes for the resolution	152,442,185
Proxy votes against the resolution	385,196
Proxy votes abstaining	14,336
Proxy votes exercised at the discretion of the Proxy	47,607

The motion was passed by a show of hands.

Yours Sincerely,

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Mark Todd

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