



LODGE YOUR PROXY

Online

vote.linkmarketservices.com/KMD

Scan

meetings@linkmarketservices.co.nz

Fax

+64 9 375 5990

Deliver in person

Link Market Services Limited,
Level 11, Deloitte Centre
80 Queen Street, Auckland 1010

Mail

Use the enclosed envelope or address to:

Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

Kathmandu Holdings Limited Annual Meeting 2019 Admission Card, Proxy or Postal Voting Form

The Kathmandu Holdings Limited (the "Company") Annual Meeting will be held on **Friday, 22 November 2019** at 11am (NZDT) at Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland, New Zealand. Shareholders are also able to attend the Annual Meeting online via the Link Market Services Virtual Meeting platform at **www.virtualmeeting.co.nz/kmd19**. If you will be attending online, you will require your Holder Number for verification purposes.

If you propose NOT to attend the Annual Meeting, but wish to vote by postal vote, or appoint a proxy please complete and return this form (please keep it intact) to Link Market services no later than **11am (NZDT) or 9am (AEDT) on Wednesday 20 November 2019** (being 48 hours before the commencement of the Annual Meeting). Proxy appointment or Postal Voting can also be completed online. Please read the instructions below before completing this form. Please do not appoint a proxy if you are voting by Postal Vote.

POSTAL VOTE

As a shareholder entitled to vote at the Annual Meeting you are entitled to vote by postal vote.

If you return your postal vote without indicating on any resolution how you wish to vote, you will be deemed to have abstained from voting on that resolution.

If you complete the postal vote section and also appoint a proxy your postal vote will take priority over your proxy appointment.

APPOINTMENT OF A PROXY

A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. A proxy appointment may be delivered or completed online as detailed above.

A Proxy is able to vote on motions from the floor and/or any resolutions put before the meeting to amend the resolutions stated in the Notice.

If you wish you may appoint the Chairman of the Meeting as your proxy. To do so, please write "Chairman of the Meeting" in the box marked "full name of proxy". The Chairman will vote according to your instructions. If the Chairman is not instructed how to vote on any resolution, he will vote as he thinks fit on the relevant resolution.

VOTING OF YOUR HOLDING

You may vote or direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. If you do not mark any of the boxes on the items of business, your postal vote will be invalid, or in the case of a proxy appointee, your proxy may vote as he or she chooses. Where a proxy is excluded from voting on a particular resolution, discretionary proxies cannot be exercised. Express instructions must be provided for that resolution. If you mark more than one box on an item your vote on that item will be invalid.

SIGNING INSTRUCTIONS FOR PROXY FORMS

Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney, duly authorised in writing.

Joint Holding

This Proxy Form may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney).

Power of Attorney

If this Proxy Form is signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of the attorney, under which it is signed, must be produced to Kathmandu Holdings Limited with this proxy form.

Company

This Proxy Form must be signed by a Director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

POSTAL VOTE / PROXY FORM

STEP 1: CHOOSE TO VOTE BY POSTAL VOTE OR APPOINT A PROXY TO VOTE ON YOUR BEHALF

POSTAL VOTING

☐

I wish to vote by postal vote (please tick the box).

My voting intention is indicated in the resolution section below.

APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder of Kathmandu Holdings Limited

Hereby appoint _____ of _____
Full Name Address

or failing him/her _____ of _____
Full Name Address

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held at Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland **at 11am (New Zealand Daylight time) on Friday, 22 November 2019** and at any adjournment of that meeting.

STEP 2: VOTING DIRECTIONS

Tick (✓) in box to vote

ORDINARY RESOLUTIONS

For Against Proxy Discretion Abstain

Resolution 1. To re-elect Mr. Xavier Simonet as a Director.

☐	☐	☐	☐
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Resolution 2. To elect Ms. Martens as a Director.

☐	☐	☐	☐
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Resolution 3. Auditor remuneration.

☐	☐	☐	☐
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STEP 3: SHAREHOLDER QUESTIONS

Please submit any questions about the Company that you would like us to respond to at the Company's Annual Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting. If you cannot attend the Annual Meeting but would like to ask a question, you can submit a question online by going to **vote.linkmarketservices.com/KMD** and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by **11am (NZDT) Wednesday 20 November 2019**.

Question:

SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed.

Security holder 1

Security holder 2

Security holder 3

Contact Name _____

Daytime Telephone _____

Date _____

Electronic Investor Communication:

If you received the Notice of Meeting & Proxy Form by mail and you wish to receive your future communications by email please provide your email address below: