

## LODGE YOUR PROXY

### Online

[vote.linkmarketservices.com/KMD](http://vote.linkmarketservices.com/KMD)

### Scan

[meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)

### Mail

Use the enclosed envelope or address to:

### Deliver in person

Link Market Services Limited,  
Level 30, PwC Tower  
15 Customs Street West  
Auckland 1010

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](mailto:enquiries@linkmarketservices.com)

## Kathmandu Holdings Limited Annual Meeting 2021 Admission Card, Proxy or Postal Voting Form

The Kathmandu Holdings Limited (the "Company") Annual Meeting will be held on **Tuesday, 23 November 2021 at 1pm (NZDT)**, at Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online via the Link Market Services Virtual Meeting platform at [www.virtualmeeting.co.nz/kmd21](http://www.virtualmeeting.co.nz/kmd21). If you will be attending online, you will require your Holder Number for verification purposes.

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

If you propose NOT to attend the Annual Meeting online, 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 **1pm (NZDT) or 11am (AEDT) on Sunday 21 November 2021** (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 Chair of the Meeting as your proxy. To do so, please write "Chair of the Meeting" in the box marked "full name of proxy". The Chair will vote according to your instructions. If the Chair 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.

Go online to [vote.linkmarketservices.com/KMD](http://vote.linkmarketservices.com/KMD) to vote online in advance of the meeting or turn over to complete the Postal Vote/Proxy Form

**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 E-mail Address

or failing him/her \_\_\_\_\_ of \_\_\_\_\_  
Full Name E-mail 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 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online at [www.virtualmeeting.co.nz/kmd21](http://www.virtualmeeting.co.nz/kmd21) at 1pm (New Zealand Daylight time) on Tuesday, 23 November 2021 and at any adjournment of that meeting.

**STEP 2: VOTING DIRECTIONS**

ORDINARY RESOLUTIONS	Tick (✓) in box to vote			
	For	Against	Proxy Discretion	Abstain
<b>Resolution 1.</b> That David Kirk be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2.</b> That Michael Daly be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3.</b> That Abby Foote be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4.</b> That the Board be authorised to fix the remuneration of the Company's auditor for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**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, in advance of the meeting, by going to [vote.linkmarketservices.com/KMD](http://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 **1pm (NZDT) Sunday 21 November 2021**.

Question:

**SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed.**

Shareholder 1	Shareholder 2	Shareholder 3
<div style="border: 1px solid black; height: 30px;"></div>	<div style="border: 1px solid black; height: 30px;"></div>	<div style="border: 1px solid black; height: 30px;"></div>

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: