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GENERAL DISCLOSURES

DIRECTORS' REMUNERATION

Remuneration of the directors of the company and other benefits received, or due and receivable during the year was as follows:

	\$000	\$000
Non Executive Directors	2011	2010
Jane Freeman ⁽¹⁾	128	85
Brent Impey	75	6
David Jackson ⁽²⁾	85	85
Sally Synnott	75	75
Greg Muir ⁽³⁾	43	130

⁽¹⁾ Includes fees for holding the position of Chair of the Remuneration and Nominations Committee and fees for holding the position of Chair of the Board of Directors from 23 November 2010.

⁽²⁾ Includes fees for holding the position of Chair of the Audit, Compliance and Risk Management Committee.

⁽³⁾ In line with NZX listing rule 3.3.11, Greg Muir was required to retire, by rotation, as a Director of Pumpkin Patch Limited at the 2010 Annual Shareholders Meeting on 23 November 2010. Greg did not stand for re-election and therefore did not receive any fees from that date.

	2011	2010	2009	2008	2007
Executive Directors	\$000	\$000	\$000	\$000	\$000
Net Profit After Tax ⁽¹⁾	12,641	25,502	14,522	17,079	23,542
Maurice Prendergast					
Base Salary	526	526	526	526	492
Cash Based Incentive	103	280	-	61	225
Total	629	806	526	587	717
Chrissy Conyngham					
Base Salary	501	472	451	437	389
Cash Based Incentive	106	414	-	45	168
Total	607	886	451	482	557

⁽¹⁾ Before non-recurring items

Base salary is the total cost of salary and packaged benefits, which may include the provision of a motor vehicle and other benefits received in their capacity as employees. Executive Directors do not receive Directors fees.

In addition to the above remuneration, Executive Directors were allocated Long Term Incentive (LTI) shares under the 2010 Pumpkin Patch LTI Share Scheme, the fair value of

which is determined at the time of granting. The number of LTI shares allocated and their assessed fair values were:

- Chrissy Conyngham 80,000 shares, \$148,800;
- Maurice Prendergast 80,000 shares, \$148,800.

Refer to note 20 in the Financial Statements for full details of the LTI share scheme.

DIRECTORS SHAREHOLDINGS

	31 July 2011	31 July 2010
Chrissy Conyngham		
Beneficially or directly owned	813,510	813,510
Options to acquire ordinary shares ⁽¹⁾	225,000	475,000
Partly paid shares ⁽²⁾	500,000	500,000
Long Term Incentive shares ⁽³⁾	80,000	-
Jane Freeman		
Beneficially or directly owned	11,284	-
Brent Impey		
Beneficially or directly owned	4,000	4,000
David Jackson		
Beneficially or directly owned	50,000	50,000
Maurice Prendergast		
Beneficially or jointly owned	11,070,000	10,820,000
Options to acquire ordinary shares ⁽¹⁾	110,000	235,000
Partly paid shares ⁽²⁾	375,000	375,000
Long Term Incentive shares ⁽³⁾	80,000	-
Not beneficially owned ⁽⁴⁾	722,940	761,627
Sally Synnott		
Beneficially or directly owned	9,506,800	9,506,800
Not beneficially owned ⁽³⁾	722,940	761,627

⁽¹⁾ The Executive Directors hold options under the 2007 Employee Share Option Plans (refer note 19 of the Financial Statements). The 2007 options have an exercise period of between 9 June 2010 and 9 June 2012. No options were exercised during the 2011 financial year. Non executive Directors were not eligible to participate in the option schemes.

⁽²⁾ Executive Directors hold partly paid shares issued in prior years (refer note 19 of the Financial Statements). The 2008 partly paid shares can be converted to ordinary shares between 9 June 2011 and 9 June 2013 and the 2009 partly paid shares can be converted to ordinary shares between 9 June 2012 and 9 June 2014, all subject to specified performance criteria being met. Non executive Directors were not eligible to participate in the Partly Paid Share Schemes.



⁽³⁾ Executive Directors have been allocated LTI shares during in the year (refer note 19 of the Financial Statements). The 2010 LTI shares shall be issued to the individuals on 23 November 2013 provided that they are still in the employment of Pumpkin Patch.

⁽⁴⁾ Maurice Prendergast and Sally Synnott are Directors and shareholders of Pumpkin Patch Nominees Limited which acts as Trustee for various employee share ownership plans.

SHARE DEALINGS BY DIRECTORS

The Board has received disclosures from the Directors named below of changes in relevant interests in the Company during the period 1 August 2010 and 31 July 2011.

Particulars of such disclosures are:

- 23 November 2010: Long Term Incentive Shares were allocated to Maurice Prendergast (80,000) and Chrissy Conyngham (80,000);
- 15 March 2011: Jane Freeman acquired 11,284 ordinary shares for consideration of \$14,890;
- 17 June 2011: Maurice Prendergast acquired 250,000 ordinary shares for consideration of \$260,000.



DISCLOSURE OF INTERESTS BY DIRECTORS

The Directors named below have made a general disclosure of interest to the Board and entered the interest in the Company's interest register.

Chrissy Conyngham

Beneficial and direct shareholder in: Pumpkin Patch Limited

Jane Freeman

Director of: Jane Freeman Consulting Limited

Direct shareholder in: Pumpkin Patch Limited

Brent Impey

Director of: Man Cave Consulting Limited

Beneficial shareholder in: Pumpkin Patch Limited

David Jackson

Beneficial shareholder in: Pumpkin Patch Limited

Maurice Prendergast

Director of: Espies NZ Limited

Beneficial and joint shareholder in: Pumpkin Patch Limited and
Espies NZ Limited

Sally Synnott

Beneficial and direct shareholder in: Pumpkin Patch Limited and
The Dickens Street Partnership

During the year Maurice Prendergast made specific disclosures to the Board in relation to Espies NZ Limited, a supplier of shop fixtures and fittings to the Company. Maurice Prendergast provided the Board with the unaudited financial statements of Espies NZ Limited for the year ended 31 March 2011 being the most recently completed financial year of Espies NZ Limited. The Board is satisfied that transactions between the Company and Espies NZ Limited were at arms length and that normal pricing was achieved.



SUBSIDIARY COMPANY DIRECTOR DISCLOSURES

In relation to Pumpkin Patch Limited's subsidiary companies, the Companies Act 1993 requires Pumpkin Patch Limited to disclose, during the year to 31 July 2011, particulars of entries in the Interests Register, the total remuneration and value of other benefits paid to subsidiary directors, the number of employees who received more than \$100,000 and donations made by the subsidiaries and amounts paid to auditors.

No wholly owned subsidiary has directors who are not employees of the Pumpkin Patch group. No employee appointed as a Director of a subsidiary receives any remuneration or other benefits in his/her role as a director. The number of such employees that receive more than \$100,000 as a result of employee remuneration (and other benefits) is included in the remuneration table on the following page. Audit fees are paid on behalf of the Group as disclosed in the financial statements, as are any donations made.

During the financial year, there were no entries in any Pumpkin Patch Limited subsidiary company Interest Register pursuant to section 140 of the Companies Act 1993.

Subsidiary Company	Country of Registration	Directors
Torquay Enterprises Limited	New Zealand	Chrissy Conyngham,
Pumpkin Patch Originals Limited	New Zealand	Neil Cowie,
Pumpkin Patch Limited	United Kingdom	Maurice Prendergast
Patch Kids Limited	New Zealand	& Matthew Washington
Pumpkin Patch Direct Limited	New Zealand	
Pumpkin Patch Asia Limited	New Zealand	
Urban Angel Girls Limited	New Zealand	
Pumpkin Patch ShareTrust Management Limited	New Zealand	
Pumpkin Patch LLC	United States	Chrissy Conyngham,
Pumpkin Patch Wholesale LLC	United States	Maurice Prendergast & Matthew Washington
Pumpkin Patch (Australia) Pty Limited	Australia	Chrissy Conyngham,
The Catalogue Studio Pty Limited	Australia	Neil Cowie,
Pumpkin Patch Australia Properties Pty Ltd	Australia	Maurice Prendergast, Matthew Washington & Trish Watt
Pumpkin Patch Ireland Limited	Ireland	Neil Cowie, Pamela March, Maurice Prendergast & Matthew Washington



REMUNERATION OF EMPLOYEES

The number of employees (not including Directors) whose remuneration exceeded \$100,000 is disclosed in the following table. Remuneration may include salary, performance based short term incentive payments, the value of performance based long term incentive benefits, provision of a motor vehicle, and other miscellaneous employment related benefits.

\$000	2011	2010
100 - 110	12	10
110 - 120	11	7
120 - 130	6	7
130 - 140	5	8
140 - 150	2	3
150 - 160	8	4
160 - 170	3	1
170 - 180	2	-
180 - 190	1	1
190 - 200	2	2
200 - 210	-	3
210 - 220	2	1
230 - 240	-	1
240 - 250	1	-
250 - 260	1	-
260 - 270	3	2
280 - 290	-	2
290 - 300	2	-
300 - 310	1	-
310 - 320	1	1
320 - 330	-	1
330 - 340	1	-
340 - 350	-	1
360 - 370	1	-
380 - 390	1	-
390 - 400	2	-
400 - 410	-	1
430 - 440	1	-
440 - 450	-	1
490 - 500	-	1
520 - 530	1	-
570 - 580	1	-
580 - 590	-	1
600 - 610	-	1

Australian, United Kingdom, and United States remuneration has been converted into New Zealand dollars at \$0.7913, \$0.5337, and \$0.8706 respectively.

