



COMVITA LIMITED NOTICE OF ANNUAL MEETING 2020

Notice is given that the Annual Meeting of Shareholders of Comvita Limited ("the Company") will be held at 2.00pm on Thursday 22 October 2020 at Comvita, 23 Wilson Road South, Paengaroa, 3189*

THE NATURE OF THE BUSINESS TO BE TRANSACTED AT THE MEETING IS:

A. Apologies and Chairman's Introduction

B. CEO Address

C. Reports and Financial Statements

To receive and consider the Annual Report, including the audited Financial Statements of the Company, for the year ended 30 June 2020.

D. Appointment and Remuneration of Auditors (Resolution 1)

To consider, and if thought fit to pass, the following ordinary resolution:

1. "That the meeting record the re-appointment of KPMG as the auditors of the Company for the current financial year ending 30 June 2021 pursuant to section 207T of the Companies Act 1993, and authorise the Board to fix KPMG's remuneration."

E. Director's Election (Resolution 2)

To consider, and if thought fit to pass, the following ordinary resolution:

2. "That Brett Hewlett, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company."
(See explanatory notes)

F. General Business

Proxies

Shareholders are entitled to appoint a proxy to attend and vote at the meeting. A proxy does not need to be a shareholder. If you appoint a proxy you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he or she sees fit. If you do not tick a box for any particular resolution your proxy may vote as he or she sees fit. A proxy form is enclosed with this Notice of Meeting and contains further instructions. Please complete and sign the Proxy Form and Voting Instructions (keep intact), and lodge it, to be received by the Company's share registry, Link Market Services, no later than 2.00pm on Tuesday 20 October 2020.

Corporate Representatives

A corporation which is a shareholder may appoint a person to attend the meeting on its behalf in the same manner as that in which it could appoint a proxy.

Signed by:

A handwritten signature in black ink, appearing to be "Brett Hewlett", written over a horizontal line.

Brett Hewlett

Chairman

On behalf of the Board of Directors

22 September 2020

*Subject to no changes in Covid-19 levels

EXPLANATORY NOTES

An ordinary resolution where referred to means a resolution of shareholders of the Company which is approved by more than 50% of shareholders of the Company entitled to vote and voting on the resolution. All resolutions for consideration at the annual meeting are ordinary resolutions.

Voting on all resolutions put before the meeting will be by poll.

None of the resolutions presented at the meeting are subject to any voting restrictions.

A copy of the Company's current Constitution can be viewed online at the Companies Office website www.business.govt.nz/companies and at the Company's registered office, 23 Wilson Road South, Paengaroa, free of charge. A copy of the Main Board Listing Rules can be viewed on NZX Limited's website at www.nzx.com.

RESOLUTION 1

KPMG is automatically appointed as the auditor of the Company under section 207T of the Companies Act 1993. Section 207S of the Companies Act provides that if the auditor is appointed at a meeting of the Company the fees and expenses of the auditor must be fixed by the Company at the meeting or in the manner that the Company determines at the meeting. Resolution 1 accordingly authorises the directors of the Company to fix the fees and expenses of the auditor for the financial year ending 30 June 2021.

RESOLUTION 2

In accordance with clause 26.1 of the Company's Constitution, the Board has fixed the number of directors at seven. One of the seven Directors (Brett Hewlett) is standing down by rotation in accordance with clause 28.1 of the Company's Constitution (as amended on 17 October 2019) and offers himself for re-election. The Board considers that Mr Hewlett qualifies as an independent director. Following the change in the NZX Main Board Listing Rules on 1 January 2019, and the subsequent amendment to the Company's Constitution, Brett is the only director required to stand down by rotation at this meeting.

A brief biographical note is set out below.



Brett Hewlett

Brett is a professional director and consultant. He is an Independent Director and Chairman of Comvita Ltd (NZX:CVT), Independent Director of private company BlueLab Corporation Ltd, Independent Director of Quayside Holdings Ltd., and Chairman of Priority One, Tauranga and Western BOP's economic development agency. From 2005-2015 Brett was the Chief Executive Officer of Comvita. Prior to Comvita, he held a number of senior roles with global packaging firm Tetra Pak. Other former Governance and Advisory Board roles include: Derma Sciences Inc. (DSCI:Nasdaq), SeaDragon (SEA:NZX), Enterprise Angels, NZTE's Better by Design Advisory Board and Member of the Callaghan Innovation Stakeholder Advisory Group. Brett has a Bachelor of Food Technology from Massey University, and a Masters of Business Administration from the International Institute for Management Development, Switzerland. He has also completed advanced management programmes at Stanford University and the Massachusetts Institute of Technology's Sloan School of Management. Brett is a Member of the Institute of Directors.

VENUE INFORMATION

Comvita
Front lawn marquee, next to the Experience Centre
23 Wilson Road South
Paengaroa

Directions: Please enter via Gate 1 or 2 on Wilson Road South and park in the Experience Centre carpark. Additional parking is available through Gate 4 where parking marshals will direct you on arrival. Please be advised some walking on the grass is required.

Experience Comvita Café: Please note that our café will be open for coffee and tea only prior to the meeting. Refreshments will be served in the marquee post meeting.

