



Share Nature.
Share Life.

COMVITA LIMITED NOTICE OF ANNUAL MEETING 2018

Notice is given that the Annual Meeting of Comvita Limited ("the Company") will be held at 2.00pm on Thursday 18 October 2018 at ASB Arena, Baypark, 81 Truman Lane, Mount Maunganui, 3118.

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

A. Apologies and Chairman's Introduction

B. 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 2018.

C. 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 2019 pursuant to section 207T of the Companies Act 1993, and authorise the Board to fix KPMG's remuneration."

D. Director's Elections (Resolutions 2-4)

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

2. "That Luke Bunt, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company."
3. "That Murray Denyer, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company."
4. "That Ms Xin Wang be elected as a Director by shareholders."

(See explanatory notes)

E. General Business

Proxies

Shareholders are entitled to appoint a proxy to attend and vote at the meeting. A proxy form is enclosed with this Notice of Meeting. 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 16 October 2018.

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 that reads "Neil Craig".

Neil Craig

Chairman

On behalf of the Board of Directors

20 September 2018

COMVITA LIMITED

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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. All resolutions for consideration at the annual meeting are ordinary resolutions. A copy of the Company's 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.

RESOLUTIONS 2 – 4

There will be elections for three directors. Two of the six Directors (Luke Bunt and Murray Denyer) are standing down by rotation, and offer themselves for re-election.

The Company has received one additional nomination for the election of Ms Xin Wang. Xin is standing for election under clause 26.2 of the Company's constitution. Xin is associated with China Resources Enterprise Limited, a shareholder in the Company with a shareholding of greater than 10%. Xin therefore does not qualify as an independent director. The Board unanimously endorses Xin's appointment to the Board.

A brief biographical note of the persons seeking re-election / election as directors is set out below.

Luke Bunt



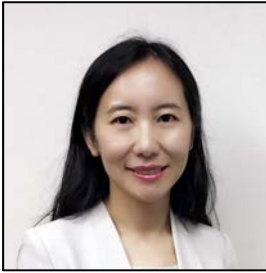
A professional director and consultant, Luke has over 30 years experience in manufacturing, wholesaling and retailing in both durable goods and FMCG and has considerable experience in financial services and property. He has held senior executive positions in a number of well-known New Zealand corporates, both public and private. This includes ten years with The Warehouse Group where he was Chief Financial Officer and Head of Property, and 10 years with the DB Group where he was Group General Manager Finance and Planning. He is a member of the NZ Institute of Chartered Accountants and the Institute of Directors in NZ. Luke joined the Board in July 2014 and is the current Chair of Comvita's Audit and Risk Committee.

Murray Denyer



Murray is an experienced commercial lawyer, having advised and worked with both large and medium sized New Zealand companies, State Owned Enterprises and government departments. As a former New Zealand diplomat and government international trade lawyer, he also has specialist expertise in international trade law and policy. Murray was General Counsel and Board Secretary with Zespri International Limited and is now a Partner at law firm, Cooney Lees Morgan in Tauranga, which he joined in 2009. His legal practice spans company and commercial law, mergers and acquisitions, agribusiness and international trade law and policy. Murray also has extensive experience in human resources and remuneration matters. He is a Director of Enterprise Angels, the local Bay of Plenty/Waikato angel investment group. Murray joined the Board in April 2016 and is the current Chair of Comvita's Remuneration and Human Resources Committee.

Xin Wang



Ms Xin Wang is the General Manager of Corporate Strategy and Development Department at China Resources Enterprise Limited. She was previously the Assistant General Manager of China Resources Ng Fung Limited, in charge of Strategy and Corporate Development. She joined China Resources Group in 2010. Prior to that, she was with McKinsey & Company. Currently, Ms Xin Wang is also a non-independent director of NZX listed New Zealand King Salmon Investment Limited. She holds a Bachelor of Science degree from Fudan University, an MBA degree from Kellogg Business School, Northwestern University and a Master's degree from University of Illinois at Chicago. Ms Xin Wang has extensive experience in strategy, investment and FMCG industries in the China market.

Venue Information

ASB Baypark Arena



Arriving from Mt Maunganui

Head south on State Highway 2, turn right at the Baypark roundabout and left into Truman Lane.

Arriving from Whakatane / Te Puke

Head north on State Highway 2, turn left at the Baypark roundabout and left into Truman Lane.

Arriving from Hamilton and Waihi

Take State Highway 29 and turn right into Truman Lane.