



LODGE YOUR PROXY

Online:

<https://investorcentre.linkmarketservices.co.nz/voting/CVT>

Scan & email:

meetings@linkmarketservices.com

Deliver: Link Market Services Limited,
Level 30, PwC Tower,
15 Customs Street West, Auckland
1010, New Zealand

Mail: Use the enclosed reply paid
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

PROXY FORM/ADMISSION CARD FOR COMVITA LIMITED'S 2022 ANNUAL MEETING

The Annual Meeting of Comvita Limited will be held **online on Thursday 29 September 2022 commencing at 10:30am (NZT) via the Link Market Services Virtual Meeting platform at www.virtualmeeting.co.nz/cvt22**. Shareholders cannot attend the meeting in person. To attend online via the virtual meeting platform, you will require your CSN/Holder Number for verification purposes.

If you do not propose to attend the Meeting online but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to Comvita's share registry, Link Market Services, by no later than 10:30am on Tuesday, 27 September 2022. You can also appoint your proxy and vote on the resolutions on the reverse of this form or online by going to <https://investorcentre.linkmarketservices.co.nz/voting/CVT> or by scanning the QR code above with your smartphone. Shareholders can still attend the Meeting even if a proxy has been appointed.

Appointment of proxy

The Chair of the Meeting or any Director is willing to act as a proxy for any shareholder who wishes to appoint him/her. To appoint the Chair of the Meeting as your proxy simply tick the box allocated next to "The Chair of the Meeting", or to appoint a Director or another person as your proxy write the full name of that Director or the full name and address of such other person (as applicable) in the space allocated on the reverse of this form. Your proxy need not also be a shareholder.

If this Proxy Form is completed by a shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chair of the Meeting is deemed to be the proxy for the purpose of that form and will vote in accordance with the express directions of the shareholder. If a shareholder returns this Proxy Form without voting instructions and does not specify a person as his/her proxy, no vote will be exercised in respect of his/her shareholding.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each item of business (resolutions 1 to 5). If you do not make an election in respect of a resolution, your proxy may vote as he/she sees fit. If you make more than one election in respect of a resolution your vote will be invalid on that resolution.

Appointing the Chair of the Meeting or a Director as your proxy

If you expressly appoint the Chair of the Meeting or any other Director as your proxy and elect to give them discretion on how to vote on a resolution, you acknowledge that they will exercise your vote in favour of resolutions 1 to 5.

Attending the meeting

The 2022 Annual Meeting will be held online only and shareholders can attend at www.virtualmeeting.co.nz/cvt22. If you will be attending online, you will require your Holder Number for verification purposes.

A corporation may appoint a person to attend online and vote at the Meeting as its representative in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

Signing instructions for proxy forms

Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

Joint Holding

Where the holding is in more than one name, either joint shareholder (or their duly authorised attorney) may sign the Proxy Form.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority, or execute under the common seal of the corporate shareholder (if it has one).

GO ONLINE TO [HTTPS://INVESTORCENTRE.LINKMARKETSERVICES.CO.NZ/VOTING/CVT](https://investorcentre.linkmarketservices.co.nz/voting/CVT) TO APPOINT AND GIVE DIRECTIONS TO YOUR PROXY OR TURN OVER TO COMPLETE THE FORM.

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of Comvita Limited hereby appoint:

The Chair of the Meeting ☐ (tick)

Or _____ (name) _____ (e-mail address)

As my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, the proxy may vote as he/she sees fit, to the extent permitted by law and by the NZX Main Board Listing Rules) at the Annual Meeting of Comvita Limited to be held on Thursday, 29 September 2022, at 10:30am, via an online platform at www.virtualmeeting.co.nz/cvt22, and at any adjournment of that meeting.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.
Please note: For each resolution you must tick one box. If no box is ticked for an item, your proxy may vote as he/she sees fit.

No persons are restricted from voting on, or acting as a discretionary proxy in relation to, any of the resolutions outlined below.

RESOLUTIONS

To consider and, if thought fit, pass the following ordinary resolutions:		For	Against	Abstain	Proxy Discretion
1.	That the meeting record the re-appointment of KPMG as the auditors of the Company for the current financial year ending 30 June 2023 pursuant to section 207T of the Companies Act 1993, and authorise the Board to fix KPMG's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	That Robert Major, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	That Zhu Guangping, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	That Sarah Kennedy, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To consider and, if thought fit, pass the following special resolution:		For	Against	Abstain	Proxy Discretion
5.	That the existing Constitution of Comvita Limited be revoked and the Constitution tabled at the Annual Meeting, and referred to in the explanatory notes to the Notice of Meeting, be adopted with effect from the close of the Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And to vote on any resolutions to amend any of the above resolutions, on any resolution so amended, and on any other resolution proposed at the Meeting (or any adjournment thereof). Unless otherwise instructed, the proxy will vote on each resolution as he/she sees fit or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting (via the virtual annual meeting platform) will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question you can submit a question online by going to <https://investorcentre.linkmarketservices.co.nz/voting/CVT> after completing the online validation process or complete the question section below and return to Link Market Services in the reply paid envelope enclosed. Questions will need to be submitted by 10:30am, Tuesday, 27 September 2022.

Question :

STEP 4: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

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