



19 November 2025

COMVITA LIMITED NOTICE OF ANNUAL MEETING 2025

Notice is given that the Annual Meeting of Shareholders of Comvita Limited ("the Company") will be held at 2:00pm on Wednesday 17 December 2025 at Pāpamōa Surf Life Saving Club, 561 Pāpāmoa Beach Road, Pāpāmoa and virtually via an online platform. Information about how to join the meeting online are provided at the end of this Notice.

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

A. Apologies and Chair'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 2025.

The Company's Annual Report and Financial Statements are available to view at www.comvita.co.nz/investor

D. Ordinary Resolutions

Please see explanatory notes at the end of this Notice of Meeting for further details.

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 2026 pursuant to section 207T of the Companies Act 1993, and authorise the Board to fix KPMG's remuneration."*

Director's Elections (Resolutions 2 - 3)

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

2. *"That Bob Major, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company."*
3. *"That Greg Barclay, who has been nominated by an Equity Security holder, be elected as a Director of the Company."*

E. General Business

Signed by:

Bridget Coates

Chair

On behalf of the Board of Directors

19 November 2025



EXPLANATORY NOTES

RESOLUTION 1 – Auditor’s Appointment and Remuneration

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 2026.

RESOLUTIONS 2 TO 3 – Election of Directors

Under clause 28.1 of the Company’s Constitution, the Board shall fix the number of Directors of the Company, provided that number is not more than 10 or less than three. The Board has fixed the number of directors for the time being at five. At this Annual Meeting Mr Bob Major retires by rotation and offers himself for re-election and Mr. Zhu Guangping retires by rotation and is not seeking re-election. The Company has also received a shareholder nomination for the election of Mr Greg Barclay as a director.

A brief biographical note of each director seeking re-election or election is set out below.

Re-election Bob Major as a Director of Comvita Limited (Resolution 2)

Under NZX Listing Rule 2.7.1 and clause 30.1 of the Company’s Constitution, a Director of the Company must not hold office (without re-election) past the third annual meeting following the Director’s appointment or three years, whichever is the longer. Bob Major is standing down by rotation in accordance with clause 30.1 of the Company’s Constitution and NZX Listing Rule 2.7.1 and, being eligible, offers himself for re-election by shareholders.

The Board considers that Bob Major does qualify as an independent director (as defined in the NZX Listing Rules).

The Board unanimously endorse this director nomination for appointment to the Board.

Election of Greg Barclay as a Director of Comvita Limited (Resolution 3)

Under NZX Listing Rule 2.3 and clause 28.2 of the Company’s Constitution, a person may be nominated by an Equity Security holder for election as a director. Greg Barclay has been nominated by Mr Alan Bougen in accordance with the Director nomination process.

Having only received Greg Barclay’s nomination on 18 November 2025 (the day prior to publication of this Notice of Meeting), the Board is unable to make an assessment as to whether or not Greg Barclay would qualify as an independent director (as defined in the NZX Listing Rules), as it does not have sufficient information to do so.

Biographical note of Director nominations



Bob Major

Bob Major spent the majority of his career in various roles within the New Zealand dairy industry, working for Fonterra, the New Zealand Dairy Board & the New Zealand Dairy Research Institute. He has held global leadership roles for Fonterra in strategy, mergers & acquisitions, ingredients sales & marketing & innovation. He has held regional leadership roles in the Middle East, Hong Kong & China, & was on the senior leadership team of both the New Zealand Dairy Board & Fonterra. Bob is Chair of Gibbs Holdings (Nelson) Ltd & Armer Group Advisory Board. He is also a director of BioVittoria & Dairy Holdings Limited. He is a member of the Oriens Capital Investment Committee. Bob is a past Chair of The Mud House Wine Group & has been a director of Westland Milk Products, Sealord Group, Kiwirail & Barker Fruit Processors. Bob is a Chartered Fellow of the New Zealand Institute of Directors & joined the Comvita Board in September 2019 and is Chair of the Safety & Performance Committee and a member of the Audit & Risk Committee.

Greg Barclay

Greg is a founding partner of Claymore Partners, a specialist legal and commercial advisory firm, and a governance professional with extensive experience across the commercial, legal and sports sectors.

He currently serves as Chair for NZX and ASX listed Smartpay Holdings Limited and is a director of several private companies including international trading company Pacific Forest Products and leading New Zealand environmental consultancy Boffa Miskell. Greg is also a current director of New Zealand Rugby and a past Chair of both New Zealand Cricket and the Dubai based International Cricket Council.

He is a barrister and solicitor of the High Court of New Zealand and a Chartered Member of the New Zealand Institute of Directors. Greg holds a LLB from the University of Canterbury and a post-graduate DipBus from the University of Auckland.



PROCEDURAL NOTES

A copy of the Company's current Constitution can be viewed online on the Company's website www.comvita.co.nz/investor, or may be obtained on request by emailing investor.relations@comvita.com

A copy of the NZX Main Board Listing Rules can be viewed on NZX Limited's website at www.nzx.com.

Entitlement to vote

All Comvita shareholders as at 5pm 15 December 2025 are entitled to vote on the resolutions at this Annual Meeting. Shareholders may vote in person at the meeting, online via the Virtual Meeting platform or by proxy or corporate representative, as set out in more detail below.

Attending in person

If you wish to vote in person, you should attend the Annual Meeting where you will be issued with a voting card. Please bring your proxy form with you to the meeting (enclosed with the notice) to assist with your registration.

Proxies

Shareholders are entitled to appoint a proxy to attend and vote at the meeting on your behalf. 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 shareholder wishing to appoint a proxy can do so:

- *Online* – In accordance with the instructions set out in the Proxy Form attached or
- *Notice in writing* – by completing the accompanying Proxy Form attached and return it to MUFG Pension & Market Services per the instructions on the form.

For an appointment of a proxy to be valid it must be received in accordance with the instructions as outlined in the Proxy Form no later than **2:00pm on Monday 15 December 2025**.

If the 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.

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.

Resolution Requirements

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.

No persons are restricted from voting on, or acting as a discretionary proxy in relation to, any of the resolutions referred to in this Notice of Meeting



Virtual Meeting Information



Shareholders (and appointed proxies) will be able to attend and participate in this year's Annual Meeting virtually via an online platform provided by our share registrar, MUFG Pension & Market Services, at www.virtualmeeting.co.nz/cvt25.

Shareholders attending and participating in the Annual Meeting virtually via the online platform will be able to vote and ask questions during the Annual Meeting. If you attend the Annual Meeting online, you will require your CSN/Holder Number for verification purposes.

More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the meeting) is available in the Virtual Meeting Guide available at https://mail.cm.mpms.mufg.com/MUFG/MUFG_VirtualMeetingGuide.pdf.

Comvita strongly recommends that shareholders who wish to participate in the Annual Meeting virtually, review the Virtual Meeting Guide in advance of the Annual Meeting and log in to the online portal at least 15 minutes prior to the scheduled start time for the Annual Meeting.

ENDS

For more information, please contact:

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Background information

Comvita (NZX:CVT) was founded in 1974/5, with a purpose to heal and protect the world through the natural power of the hive. With a team of 500+ people globally, united with more than 1.6 billion bees, we are the global market leader in Mānuka honey and bee consumer goods. Seeking to understand, but never to alter, we test and verify all our bee-product ingredients are of the highest quality in our own government-recognised and accredited laboratory. We are growing scientific knowledge on Manuka trees, the many benefits of Mānuka honey and propolis and bee welfare. We have planted millions of native trees, improving our natural ecosystems and biodiversity, and mitigating climate change in conjunction with our focus on carbon emissions reduction, while helping ensure the supply of high quality Mānuka honey. In 2023 Comvita was certified B Corp, a global community of like-minded companies that strive to balance profit with purpose, seeking to use business as a force for good. Comvita has operations in Australia, China, North America, Southeast Asia, and Europe – and of course, Aotearoa New Zealand, where our bees are thriving.