

INTERIM FINANCIAL STATEMENTS 2025

NGA TAUĀKI PŪTEA HAURUA-A-TAU



Our Results

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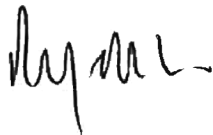


DIRECTORS DECLARATION

The Directors are pleased to present the interim financial statements of Comvita Limited for the six months ended 31 December 2024.

The interim report is unaudited and was authorised for issue by the Directors on 24 February 2025.

For and on behalf of the Board of Directors:



Bridget Coates
24 February 2025



Michael Sang
24 February 2025

INTERIM INCOME STATEMENT

For the six months ended		31 December 2024	31 December 2023
<i>In thousands of New Zealand dollars</i>	Note	Unaudited	Unaudited Restated ¹
Revenue		99,713	105,289
Cost of sales		(49,177)	(42,074)
Gross profit		50,536	63,215
Other income	2	1,835	2,666
Marketing expenses		(9,402)	(13,977)
Selling and distribution expenses		(30,366)	(29,703)
Administrative and other operating expenses		(16,002)	(15,959)
Software development expenses		(1,795)	(3,360)
Operating profit before financing costs		(5,194)	2,882
Finance income	7	1,011	182
Finance expenses	7	(4,431)	(5,747)
Net finance expenses		(3,420)	(5,565)
Impairment and other assets write-downs	11	(399)	-
Impairment of loan to equity accounted investee		-	(136)
Share of loss of equity accounted investees	10	-	(547)
(Loss)/profit before income tax		(9,013)	(3,366)
Income tax benefit/(expense)		2,531	911
(Loss)/profit for the period		(6,482)	(2,455)
Earnings per share:			
Basic earnings per share (NZ cents)	4	(9.21)	(3.50)
Diluted earnings per share (NZ cents)	4	(9.21)	(3.50)

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¹ Interim income statement for the six months ended 31 December 2023 has been restated. Please see the 'basis of preparation' section and note 17 of these interim financial statements for further details.

INTERIM STATEMENT OF COMPREHENSIVE INCOME
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For the six months ended	31 December 2024	31 December 2023
In thousands of New Zealand dollars	Unaudited	Unaudited Restated ¹
(Loss)/profit for the period	(6,482)	(2,455)
<i>Items that are or may be reclassified subsequently to the income statement</i>		
Foreign currency translation differences for foreign operations	3,873	(1,549)
Foreign currency translation differences for equity accounted investees	-	(284)
Effective portion of changes in fair value of cash flow hedges	(3,244)	3,916
Foreign investor tax credits	-	51
Income tax on these items	519	(825)
Income and expenses recognised directly in other comprehensive income	1,148	1,309
Total comprehensive (loss)/income for the period	(5,334)	(1,146)

¹ Interim statement of comprehensive income for the six months ended 31 December 2023 has been restated. Please see the 'basis of preparation' section and note 17 of these interim financial statements for further details.

INTERIM STATEMENT OF CHANGES IN EQUITY

For the six months ended 31 December 2024

In thousands of New Zealand dollars

	Share capital	Foreign currency translation reserve	Hedging reserve	Retained earnings	Total
Balance at 1 July 2023 as previously reported	199,351	(2,656)	(584)	43,209	239,320
Restatement of comparatives (note 17)	-	-	-	(865)	(865)
Balance at 1 July 2023 restated	199,351	(2,656)	(584)	42,344	238,455
<i>Total comprehensive income for the period</i>					
(Loss)/profit for the period	-	-	-	(2,456)	(2,456)
<i>Other comprehensive income (net of tax)</i>					
Foreign investor tax credits received	-	-	-	51	51
Foreign currency translation differences for EAI	-	(284)	-	-	(284)
Foreign currency translation differences for foreign operations	-	(1,277)	-	-	(1,277)
Effective portion of changes in fair value of cash flow hedges	-	-	2,820	-	2,820
Total other comprehensive income for the period	-	(1,561)	2,820	51	1,310
Total comprehensive income for the period	-	(1,561)	2,820	(2,405)	(1,146)
<i>Transactions with owners, recorded directly in equity</i>					
Share based payments	-	-	-	515	515
Dividends paid	-	-	-	(2,172)	(2,172)
Total transactions with owners	-	-	-	(1,657)	(1,657)
Balance at 31 December 2023	199,351	(4,217)	2,236	38,282	235,652
Balance at 1 July 2024 as previously reported	199,351	(3,191)	607	(36,137)	160,630
Restatement of comparatives (note 17)	-	9	-	(3,894)	(3,885)
Balance at 1 July 2024	199,351	(3,182)	607	(40,031)	156,745
<i>Total comprehensive income for the period</i>					
(Loss)/profit for the period	-	-	-	(6,482)	(6,482)
<i>Other comprehensive income (net of tax)</i>					
Foreign currency translation differences for foreign operations	-	3,485	-	-	3,485
Effective portion of changes in fair value of cash flow hedges	-	-	(2,336)	-	(2,336)
Total other comprehensive income for the period	-	3,485	(2,336)	-	1,149
Total comprehensive income for the period	-	3,485	(2,336)	(6,482)	(5,333)
<i>Transactions with owners, recorded directly in equity</i>					
Share based payments	-	-	-	(22)	(22)
Total transactions with owners	-	-	-	(22)	(22)
Balance at 31 December 2024	199,351	303	(1,729)	(46,535)	151,390

INTERIM STATEMENT OF FINANCIAL POSITION
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As at		December 2024	December 2023	June 2024
<i>In thousands of New Zealand dollars</i>	Note	Unaudited	Unaudited Restated ¹	Unaudited Restated ¹
Assets				
Property, plant and equipment		67,995	75,851	72,034
Intangible assets and goodwill		7,458	51,947	7,352
Right of use assets		20,089	19,771	20,226
Biological assets		4,811	4,431	4,806
Investments	10	-	12,822	-
Loans to equity accounted investees	10	-	5,242	-
Derivatives	12	-	-	866
Deferred tax asset		11,220	4,779	9,890
Sundry receivables	9	748	2,835	450
Total non-current assets		112,321	177,678	115,624
Inventory	8	120,808	143,786	135,816
Trade receivables		31,017	39,294	28,597
Sundry receivables	9	12,393	13,473	15,222
Cash and cash equivalents	6	13,591	12,910	8,156
Derivatives	12	-	3,127	-
Tax receivable		2,405	908	268
Assets held for sale		2,756	-	-
Total current assets		182,970	213,498	188,059
Total assets		295,291	391,176	303,683
Equity				
Issued capital		199,351	199,351	199,351
Retained earnings		(46,537)	38,282	(40,022)
Reserves		(1,426)	(1,981)	(2,584)
Total equity		151,388	235,652	156,745
Liabilities				
Loans and borrowings	5	57,839	98,726	-
Trade and other payables		276	295	296
Lease liability		16,141	16,444	15,834
Deferred tax liability		569	1,353	572
Total non-current liabilities		74,825	116,818	16,702
Loans and borrowings	5	37,324	-	87,863
Trade and other payables		23,305	32,580	35,894
Lease liability		5,571	4,425	5,725
Tax payable		500	1,701	754
Derivatives	12	2,378	-	-
Total current liabilities		69,078	38,706	130,236
Total liabilities		143,903	155,524	146,938
Total equity and liabilities		295,291	391,176	303,683

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¹ Interim statement of financial position for the six months ended 31 December 2023 and the year end 30 June 2024 has been restated. Please see the 'basis of preparation' section and note 17 of these interim financial statements for further details.

The notes on pages 9 to 21 are an integral part of these financial statements

INTERIM STATEMENT OF CASH FLOWS

For the six months ended		31 December 2024	31 December 2023
<i>In thousands of New Zealand dollars</i>	Notes	Unaudited	Unaudited
Receipts from customers		98,616	97,467
Receipts from insurance proceeds		1,725	5,741
Receipts from RDTI claim		906	-
Receipts from sale of carbon credits		551	-
Payments to suppliers and employees		(91,445)	(107,926)
Taxation paid		(509)	(1,392)
Net cash flows from operating activities	3	9,844	(6,110)
Investment in equity accounted investees		-	(2,482)
Loans to equity accounted investees		-	(136)
Acquisition of Honeyworld		(3,106)	(7,294)
Interest from related parties		-	21
Payment for the purchase of property, plant and equipment		(2,004)	(5,584)
Receipt from disposal of property, plant and equipment		667	-
Payment for the purchase of intangibles		(6)	(1,713)
Net cash flows from investing activities		(4,449)	(17,188)
Repayment of lease liabilities		(3,385)	(2,570)
Proceeds from loans and borrowings		7,300	33,786
Payment of dividends		-	(2,172)
Interest received		77	9
Interest paid		(4,431)	(4,159)
Net cash flows from financing activities		(439)	24,894
Net increase in cash and cash equivalents		4,956	1,596
Cash and cash equivalents at the beginning of the period		8,156	11,554
Effect of exchange rate fluctuations on cash held		479	(240)
Cash and cash equivalents at the end of the period		13,591	12,910
Represented as:			
Cash and cash equivalents	6	13,591	12,910
Total		13,591	12,910

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The notes on pages 9 to 21 are an integral part of these financial statements

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

ACCOUNTING ENTITY

Comvita Limited (the "Company") is a Company domiciled in New Zealand, and registered under the Companies Act 1993 and listed on the New Zealand Stock Exchange ("NZX"). The Company is an issuer in terms of the Financial Reporting Act 2013 and Financial Markets Conduct Act 2013. The condensed interim financial statements of the Group for the six months ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in equity accounted investees.

The principal activity of the Group is apiary and forest ownership and management; and research, manufacturing and distributing of Mānuka honey, bee products and olive leaf products.

BASIS OF PREPARATION

Statement of compliance

The Company is a FMC reporting entity for the purposes of the Financial Reporting Act 2013 and under Part 7 of the Financial Markets Conduct Act 2013. These Financial Statements comply with these Acts and have been prepared in accordance with the New Zealand Equivalents to International Financial Reporting Standards as appropriate for profit-oriented entities.

The condensed interim financial statements were approved by the Board of Directors on 24 February 2025.

Basis of measurement

The financial statements have been prepared on the historical cost basis except for financial instruments, financial instruments designated as fair value through other comprehensive income, and biological assets which are measured at fair value. Fair values have been determined for measurement and/or disclosure purposes on the same basis as those applied by the Group in the financial statements as at and for the year ended 30 June 2024.

Functional and presentation currency

These financial statements are presented in New Zealand dollars (\$), which is the Company's functional currency. Amounts have been rounded to the nearest thousand.

Use of estimates and judgements

The preparation of condensed interim financial statements in accordance with NZ IAS 34 Interim Financial Reporting requires judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these condensed interim financial statements, the significant judgements in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those applied to the financial statements as at and for the year ended 30 June 2024.

GOING CONCERN

It is the conclusion of the Directors that the Group will continue to operate as a going concern and the financial statements have been prepared on that basis. The Group recorded a net loss of \$6,482,000 for the period ended 31 December 2024.

The Company has obtained waivers in advance of both September 2024 and December 2024 covenant testing dates for the Interest Cover Ratio and Net Core Debt Leverage Ratio covenants. These waivers ensure there is not an event of default under the terms of the facility agreements. The Company is currently forecasting to breach future covenants which, unless waived or renegotiated, could result in the acceleration of the repayment obligations of the Company's borrowings of \$95,500,000. Further, as at 31 December 2024 the working capital facility of the Group's bank borrowings of \$37,500,000 will mature in July 2025 and will require refinancing.

The Company is in ongoing discussions with its lenders to obtain waivers or amendments to the facility covenants. While the Company believes that it will reach a satisfactory resolution with its lenders, it cannot be guaranteed that such waivers or amendments will be obtained. In the event that the Company is unable to renegotiate the terms of its financing or obtain the necessary waivers, there is uncertainty regarding its ability to continue as a going concern.

The Directors have carefully considered the ability of the Group to meet its liabilities as they fall due and continue to operate as a going concern for at least the next 12 months from the date the financial statements are authorised for issue. In reaching their conclusion the Directors have considered the following factors:

- Current assets exceed current liabilities by \$114,640,000.
- Cash flow forecasts have been prepared for the 12 months following the date at which the Board adopted these financial statements taking account of the approved FY25 and FY26 Forecast and have concluded that the Group will generate sufficient cash flows to meet its liabilities as they fall due;
- The FY25 budget and forecasts for the following 4 years have been completed and the outlook is a return to profitability;
- The Directors have made due enquiry into the appropriateness of the assumptions underlying the budget and forecasts; and
- The Company remains in constructive discussions with the Bank Syndicate in relation to negotiating its facility and covenant package. At this time the Directors believe the Company can meet the requirements of the Bank Syndicate to achieve ongoing support. The Bank Syndicate borrowing facility is \$114,000,000 of which \$18,500,000 was undrawn as at 31 December 2024.

SIGNIFICANT ACCOUNTING POLICIES

These condensed interim financial statements do not include all the information and disclosures required in the annual financial statements.

The condensed interim financial statements have been prepared using the same accounting policies, and should be read in conjunction with, the annual financial statements for the year ended 30 June 2024.

STANDARDS, AMENDMENTS AND INTERPRETATIONS ADOPTED DURING THE YEAR

There are no new or amended standards that are issued, but not yet effective, that are expected to have a material impact to the Group.

PERFORMANCE

01. SEGMENTS

The Group has five key geographic segments as set out below:

Greater China:	Revenue and related costs of our China and Hong Kong markets
ANZ:	Revenue and related costs of our Australia and New Zealand markets
Rest of Asia:	Revenue and related costs of our Asian markets excluding Greater China
North America:	Revenue and related costs of our North America market
EMEA:	Revenue and related costs of our Europe, Middle East and Africa markets

For the six months to 31 December 2024 and 31 December 2023 unaudited

In thousands of New Zealand dollars

	Greater China		ANZ		Rest of Asia		North America		EMEA		Total reportable segments		Other segments		Total	
	2024	2023 ¹	2024	2023	2024	2023 ¹	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023 ¹
<i>Contribution Segments</i>																
Revenue	41,190	46,931	15,511	19,255	22,075	19,213	14,592	13,029	1,985	2,159	95,353	100,587	4,360	4,702	99,713	105,289
Contribution	6,309	9,289	3,312	6,216	1,822	2,600	2,791	2,298	(1,112)	(36)	13,122	20,367	865	141	13,987	20,508
Non attributable (other corporate expenses)															(21,415)	(20,428)
Financial income and expenses (note 7)															(3,420)	(5,565)
Other income															1,835	2,666
Share of loss of equity accounted investees (note 10a)															-	(547)
Net (Loss)/profit before tax															(9,013)	(3,366)

¹ The segments for the six months ended 31 December 2023 has been restated. Please see the 'basis of preparation' section and note 17 of these interim financial statements for further details.

Figures in the tables reflect information regularly reported to the Chief Executive Officer (CEO) on those key segments. Segment results that are reported to the CEO include costs directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly head office expenses.

Segment information is presented in the financial statements in respect of the Group's contribution segments which are the primary basis of decision making. The contribution segment reporting format reflects the Group's management and internal reporting structure.

Performance is measured based on contribution which is a measure of profitability that the segment contributes to the Group. Contribution is used to measure performance as management believes that such information is most relevant in evaluating the results of certain segments. Inter-segment pricing is determined on an arms-length basis.

02. OTHER INCOME

For the six months ended

In thousands of New Zealand dollars

	31 December 2024	31 December 2023
	Unaudited	Unaudited
Sale of carbon credits	551	-
Insurance proceeds received	672	2,328
Net gain on disposal of PP&E	99	-
Government grants	425	300
Other	88	38
Total other income	1,835	2,666

In September 2024, the Group received the final insurance proceeds of \$1,725,000 for its Cyclone Gabrielle claim, which was \$672,000 more than accrued at 30 June 2024.

03. OPERATING CASH FLOW**Reconciliation of the profit for the period with the net cash from operating activities**

<i>In thousands of New Zealand dollars</i>	Note	31 December 2024 Unaudited	31 December 2023 Unaudited
(Loss)/profit for the period		(6,482)	(2,455)
<i>Adjustments for:</i>			
Depreciation		5,975	5,144
Amortisation		177	1,115
Share based payments		(22)	515
Impairment		399	136
Share of losses of equity accounted investees	10a	-	547
Profit adjusted for non-cash items		47	5,002
<i>Items related to investing and financing activities:</i>			
Interest - net		4,327	3,977
Acquisition of Honeyworld - inventory		-	2,529
Acquisition of Honeyworld – deferred/contingent consideration		3,106	(5,420)
Net loss/(gain) on disposal of property, plant & equipment		(99)	120
Change in trade payables		203	452
<i>Movement in working capital items:</i>			
Change in inventories		15,008	(6,448)
Change in trade receivables		(2,420)	(2,668)
Change in sundry debtors and prepayments		2,559	1,064
Change in trade and other payables		(12,638)	(1,402)
Change in tax receivable		(2,391)	(1,157)
Change in deferred tax		(1,333)	(293)
Movement in working capital items from foreign translation reserve		3,165	(930)
<i>Other movements:</i>			
Movement of deferred tax in equity		519	(825)
Foreign investor tax credits		-	51
Foreign currency reserve		(209)	(162)
Net cash from operating activities		9,844	(6,110)

04. EARNINGS PER SHARE

	31 December 2024 Unaudited	31 December 2023 Unaudited Restated
<i>In thousands of shares</i>		
Weighted average number of ordinary shares at the end of the period	70,270	70,057
Basic earnings per share (NZ cents)	(9.21)	(3.50)
Weighted average number of diluted shares at the end of the period	70,349	70,879
Diluted earnings per share (NZ cents)	(9.21)	(3.50)

05. BORROWINGS

Terms of borrowings

<i>In thousands of New Zealand dollars</i>	Facility	Currency	Nominal Interest rate	Maturity	Carrying Amount Unaudited 31 December 2024	Carrying Amount Unaudited 31 December 2023	Carrying Amount Audited 30 June 2024
Westpac NZ/ANZ:							
Revolving credit facility	44,000	NZD	6.91%	July 2025	37,500	35,200	30,300
Revolving credit facility	35,000	NZD	7.02%	March 2026	35,000	35,000	35,000
Revolving credit facility	35,000	NZD	7.22%	March 2025	23,000	29,000	23,000
Westpac NZ:							
Overdraft facility NZD	1,000	NZD			-	-	-
Deferred finance costs					(337)	(474)	(437)
Total borrowings – non-current					57,839	98,726	-
Total borrowings – current					37,324	-	87,863

Covenants and security

The Group obtained a waiver from certain financial covenants at 30 September and 31 December 2024. The Group was compliant with the revised covenant package at 31 December 2024. There is uncertainty in relation to the Group's ability to meet future covenants, please refer to Going Concern note under the basis of Preparation note on page 9.

The \$114 million syndicated facility with Westpac New Zealand Limited and ANZ is secured by way of a General Security Agreement over assets of Comvita Limited, Comvita New Zealand Limited, Comvita Holdings Pty Limited, Comvita Australia Pty Limited and Comvita UK Limited.

06. CASH AND CASH EQUIVALENTS

<i>In thousands of New Zealand dollars</i>	31 December 2024	31 December 2023	30 June 2024
	Unaudited	Unaudited	Audited
Cash	13,591	12,910	8,156
Less debt - non-current	(57,839)	(98,726)	-
Less debt - current	(37,324)	-	(87,863)
Net debt	(81,572)	(85,816)	(79,707)

Cash and cash equivalents comprise cash balances and demand deposits. Bank overdrafts that are repayable on demand, and form an integral part of the Group's cash management, are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

07. FINANCE INCOME AND EXPENSES

<i>In thousands of New Zealand dollars</i>	31 December 2024	31 December 2023
	Unaudited	Unaudited
Interest income	104	182
Net foreign exchange gain	907	-
Finance income	1,011	182
Interest expense on financial liabilities measured at amortised cost	(4,431)	(4,213)
Net foreign exchange loss	-	(1,534)
Finance expenses	(4,431)	(5,747)
Net finance expenses	(3,420)	(5,565)

08. INVENTORY

<i>In thousands of New Zealand dollars</i>	31 December 2024	31 December 2023	30 June 2024
	Unaudited	Unaudited Restated	Unaudited Restated
Raw materials	64,935	68,892	65,929
Work in progress	1,377	4,514	2,620
Finished goods	54,496	70,380	67,267
Total inventory	120,808	143,786	135,816

Inventory written down during the period ended 31 December 2024 has been recognised within cost of goods sold - \$685,000 (31 December 2023: \$252,000).

09. SUNDRY RECEIVABLES

<i>In thousands of New Zealand dollars</i>	Note	31 December 2024 Unaudited	31 December 2023 Unaudited	30 June 2024 Audited
Prepayments		8,203	7,711	7,238
Loan receivable – key management personnel	14	1,342	-	2,279
Insurance proceeds receivable		-	1,707	828
Other receivables		2,848	4,055	4,877
Total sundry receivables - current		12,393	13,473	15,222
Loan receivable – key management personnel	14	748	2,835	450
Total sundry receivables - non-current		748	2,835	450

10. INVESTMENTS

<i>In thousands of New Zealand dollars</i>	Note	31 December 2024 Unaudited	31 December 2023 Unaudited	30 June 2024 Audited
Equity accounted investees		-	12,814	-
Investment in unlisted shares		-	8	-
Total investments	10 a)	-	12,822	-

Investments in equity accounted investees comprises:

	Country of Incorporation	Ownership Interest Held	Balance Date	Principal Activity
Medibee Pty Limited "Medibee"	Australia	50%	30 June	Apiary
Apiter S.A "Apiter"	Uruguay	32%	31 July	Manufacturing, selling and distribution
Caravan Honey Company "Caravan Honey"	U.S.A	43.8%	31 December	Development and commercialisation of products

10. INVESTMENTS (CONTINUED)

a) Carrying value of investment in equity accounted investees

<i>In thousands of New Zealand dollars</i>	31 December 2024 Unaudited	31 December 2023 Unaudited	30 June 2024 Audited
Balance at 1 July	-	10,226	10,226
Additional investment (Aptiter)	-	3,420	3,420
Disposal (Makino)	-	-	(555)
Share of losses	-	(547)	(904)
Foreign exchange movements	-	(284)	(18)
Impairment	-	-	(12,169)
Closing balance	-	12,814	-

b) Loans to equity accounted investees

<i>In thousands of New Zealand dollars</i>	31 December 2024 Unaudited	31 December 2023 Unaudited	30 June 2024 Audited
Loan and interest receivable			
Makino	-	4,053	-
Aptiter	-	1,189	-
Total	-	5,242	-

The investments in Caravan and Aptiter, including the shareholder loan to Aptiter were impaired to zero at 30 June 2024. All loans to equity accounted investees are repayable at the discretion of shareholders.

	31 December 2024 Unaudited	Interest Rate	31 December 2023 Unaudited	Interest Rate
c) Accrued interest				
Makino	-	-	115	7.56%
Aptiter	-	-	19	3.5%
Total	-	-	134	

Transactions with equity accounted investees

<i>In thousands of New Zealand dollars</i>	Sale of goods and services		Purchases of goods and services	
	Transaction value	Balance due from	Transaction value	Balance owing to
31 December 2024				
Aptiter	-	-	-	-
31 December 2023				
Makino	108	-	763	197
Aptiter	-	32	-	-

11. ASSET HELD FOR SALE

On 20 December 2024 The Group executed a conditional sale and purchase agreement to sell one of its olive farms in Australia. The expected proceeds from this sale are \$2,756,000 resulting in a loss on sale of \$399,000. These assets have been classified as held for sale at 31 December 2024 and have been written down to net realisable value at that date, resulting in an impairment expense of \$399,000.

12. DERIVATIVES

<i>In thousands of New Zealand dollars</i>	31 December 2024 Unaudited	31 December 2023 Unaudited	30 June 2024 Audited
Interest rate swaps asset/(liability)	-	18	-
Forward exchange contracts asset/(liability)	(2,378)	3,109	866
Total	(2,378)	3,127	866

13. SHARE SCHEMES

a) Leader Share Purchase and Loan Scheme

In 2021 Comvita Limited established a Leader Share Purchase & Loan scheme ("LSPLS") to retain key employees and materially align the interests of participants with those of shareholders, by making loans available to eligible employees for the acquisition of fully paid ordinary shares in Comvita.

	31 December 2024 Unaudited	31 December 2023 Unaudited
Participants in the LSPLS	7	8
Number of shares held	696,077	738,012
% of share capital	0.99%	1.05%

b) Performance Share Rights Scheme

Comvita Limited has a Performance Share Rights (PSR's) Scheme to incentivise Executives. Upon vesting of the PSR's, shares will be transferred from treasury stock or new shares will be issued in the capital of the Company on the terms and conditions described in the Comvita Limited Performance Share Rights Scheme. Share based payment expenses are recognised over the vesting period of these PSRs.

<i>In thousands</i>	31 December 2024 Unaudited Number of entitlements	31 December 2023 Unaudited Number of entitlements
Entitlements outstanding at beginning of period – July	845	872
Entitlements granted	63	372
Entitlements cancelled	(532)	(22)
Shares vested	(255)	(323)
Entitlements outstanding at end of year	121	899

c) Employee Share Scheme

In September 2022 the Company established an Employee Share Scheme called the Comvita Exempt Employee Share Scheme ("CEES Scheme"). The CEES Scheme is designed to allow employees to share in the future of the Company.

There are 129 (December 2023: 156) employees in the CEES Scheme and the number of shares held is 50,400 (December 2023: 56,700).

14. RELATED PARTIES

Transactions with Leadership Team and Directors

<i>In thousands of New Zealand dollars</i>	31 December 2024 Unaudited	31 December 2023 Unaudited
Short term employee benefits	2,617	1,920
Termination benefits	748	-
Share based payments	(22)	515
Total	3,343	2,435

Leadership Team loans:

<i>In thousands of New Zealand dollars</i>	31 December 2024 Unaudited	31 December 2023 Unaudited
Current		
Loans to Leadership Team – Leader Share Purchase & Loan scheme	1,342	-
Total	1,342	-
Non-Current		
Loan to Ex CEO	649	992
Loans to Leadership Team – Leader Share Purchase & Loan scheme	99	1,843
Total	748	2,835

During the period modifications have been made to some share loan agreements where commitments have been made to partially forgive debt. As a result, the loans have been modified downwards by \$664,000 creating an expense.

Directors and other Leadership Team personnel of the Company control 1.53% (30 June 2024: 2.4%, 31 December 2023: 2.8%) of the voting shares of the Company.

15. GROUP ENTITIES

The Group comprises of the Company and the following entities:

Subsidiaries	Country of Incorporation	Ownership Interest Held
Comvita New Zealand Limited	New Zealand	100%
Bee & Herbal New Zealand Limited	New Zealand	100%
Comvita Share Scheme Trustee Limited	New Zealand	Management control
Comvita USA, Inc	USA	100%
Comvita Japan K.K	Japan	100%
Comvita Korea Co Limited	Korea	100%
Comvita Food (China) Limited	China	100%
Comvita Food (Hainan) Co. Ltd	China	100%
Comvita China Limited	Hong Kong	100%
Comvita Holdings HK Limited	Hong Kong	100%
Comvita HK Limited	Hong Kong	100%
Comvita Malaysia Sdn Bhd	Malaysia	100%
Comvita Singapore Pte Limited	Singapore	100%
Comvita Holdings Pty Limited	Australia	100%
Comvita Australia Pty Limited	Australia	100%
Olive Products Australia Pty Limited	Australia	100%
Comvita IP Pty Limited	Australia	100%
Comvita Health Pty Limited	Australia	100%
Medihoney Pty Limited	Australia	100%
Medihoney (Europe) Limited	United Kingdom	100%
Comvita Holdings UK Limited	United Kingdom	100%
Comvita UK Limited	United Kingdom	100%
New Zealand Natural Foods Limited	United Kingdom	100%
Comvita Europe BV	Netherlands	100%

All Group subsidiaries have a 30 June balance date, except for Comvita Food (China) Limited and Comvita Food (Hainan) Co. Ltd, which have a 31 December balance date due to local requirements.

16. COMMITMENTS

At period end the Group was committed to \$2.1 million of capital expenditure (31 December 2023: \$2.8million over 1 year) which will be paid over the next two years. The commitments relate to Mānuka forest costs and other capital projects.

17. PRIOR PERIOD RESTATEMENTS

In December 2024 historical accounting irregularities were identified related to sales and accounts receivable balances in Comvita Food (China) Limited. Similar irregularities were subsequently identified in Comvita Singapore. This related to overstated sales, along with under-accrual of sales expenses. Following a comprehensive review, restatement of the financial statements for the years ended 30 June 2023 and 30 June 2024 is required with adjustments in both the China and Singapore subsidiaries for accounting irregularities and associated expenses.

In addition, as part of the half year reporting process for 31 December 2024, it was identified that there was an historical error in the calculation of the carrying value of inventory, where an adjustment to recognise inventory at cost was overstated. The financial statements for the year ended 30 June 2024 have therefore been restated to reduce inventory by \$1,259,000 to correct this error. Note the error was not considered material at 31 December 2023, therefore those interim accounts have not been restated to correct this error.

The following tables summarise the impacts on the Group's consolidated financial statements.

INTERIM INCOME STATEMENT - DECEMBER 2023 RESTATED

For the six months ended	As previously reported		As restated
<i>In thousands of New Zealand dollars</i>	31 December 2023	Adjustments	31 December 2023
	Unaudited	Sales & sales expenses	Unaudited
Revenue	103,365	1,924	105,289
Cost of sales	(41,189)	(885)	(42,074)
Gross profit	62,176	1,039	63,215
Selling and distribution expenses	(29,472)	(231)	(29,703)
(Loss)/profit before income tax	(4,174)	808	(3,366)
Income tax benefit/(expense)	979	(68)	911
(Loss)/profit for the period	(3,195)	740	(2,455)
Earnings per share:			
Basic earnings per share (NZ cents)	(4.56)		(3.50)
Diluted earnings per share (NZ cents)	(4.51)		(3.50)

17. PRIOR PERIOD RESTATEMENTS (CONTINUED)

INCOME STATEMENT - JUNE 2024 RESTATED

For the year ended	As previously reported	Adjustments	Adjustments	As restated
<i>In thousands of New Zealand dollars</i>	30 June 2024	Sales & sales expenses	Inventory	30 June 2024
	Audited			Unaudited
Revenue	204,341	(3,658)	-	200,683
Cost of sales	(91,952)	1,408	(1,259)	(91,803)
Gross profit	112,389	(2,250)	(1,259)	108,880
Selling and distribution expenses	(58,842)	(439)	-	(59,281)
(Loss)/profit before income tax	(81,889)	(2,689)	(1,259)	(85,837)
Income tax benefit/(expense)	4,501	566	353	5,420
(Loss)/profit for the period	(77,388)	(2,123)	(906)	(80,417)
Earnings per share:				
Basic earnings per share (NZ cents)	(110.33)			(114.98)
Diluted earnings per share (NZ cents)	(110.33)			(114.98)

INTERIM STATEMENT OF FINANCIAL POSITION - DECEMBER 2023 RESTATED

As at		As previously reported	Adjustments	As restated
<i>In thousands of New Zealand dollars</i>	Note	31 December 2023	Sales & sales expenses	31 December 2023
		Unaudited		Unaudited
Assets				
Inventory	8	143,405	381	143,786
Trade receivables		40,145	(851)	39,294
Tax receivable		771	137	908
Total current assets		216,666	(333)	216,333
Total assets		391,480	(304)	391,176
Equity				
Retained earnings		38,408	(116)	38,282
Reserves		(1,968)	(13)	(1,981)
Total equity		235,791	(139)	235,652
Liabilities				
Trade and other payables		32,682	(102)	32,580
Tax payable		1,764	(63)	1,701
Total current liabilities		38,871	(165)	38,706
Total liabilities		155,689	(165)	155,524
Total equity and liabilities		391,480	(304)	391,176

17. PRIOR PERIOD RESTATEMENTS (CONTINUED)

STATEMENT OF FINANCIAL POSITION - JUNE 2023 RESTATED

As at	As previously reported		Adjustments	As restated June 2023
	June 2023			
	Audited		Sales & sales expenses	Unaudited
<i>In thousands of New Zealand dollars</i>				
Assets				
Inventory	136,088		1,251	137,339
Trade receivables	39,373		(2,747)	36,626
Tax receivable	41		104	145
Total current assets	203,960		(942)	203,018
Total assets	358,766		(1,295)	357,471
Equity				
Retained earnings	43,209		(865)	42,344
Reserves	(3,240)		-	(3,240)
Total equity	239,320		(865)	238,455
Liabilities				
Trade and other payables	34,319		(330)	33,989
Tax payable	2,195		(100)	2,095
Total current liabilities	40,737		(430)	40,307
Total liabilities	119,446		(430)	119,016
Total equity and liabilities	358,766		(1,295)	357,471

STATEMENT OF FINANCIAL POSITION - JUNE 2024 RESTATED

As at		As previously reported				As restated June 2024
		June 2024	Adjustments	Adjustments	Adjustments	
		Audited	FY23 Sales & sales expenses	FY 24 Sales & sales expenses	FY24 Inventory	Unaudited
<i>In thousands of New Zealand dollars</i> Note						
Assets						
Inventory	8	134,418	1,251	1,406	(1,259)	135,816
Trade receivables		35,030	(2,747)	(3,686)	-	28,597
Tax receivable		80	104	84	-	268
Total current assets		192,906	(942)	(2,646)	(1,259)	188,059
Total assets		307,858	(1,295)	(1,621)	(1,259)	303,683
Equity						
Retained earnings		(36,137)	(865)	(4,642)	1,612	(40,032)
Reserves		(2,584)	-	9	-	(2,575)
Total equity		160,630	(865)	(4,632)	1,612	156,745
Liabilities						
Trade and other payables		35,822	(330)	402	-	35,894
Tax payable		1,116	(100)	91	(353)	754
Total current liabilities		130,526	(430)	493	(353)	130,237
Total liabilities		147,228	(430)	493	(353)	146,938
Total equity and liabilities		307,858	(1,295)	(4,139)	1,259	303,683



INTERIM FINANCIAL STATEMENTS /
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