



1 October 2024

COMVITA LIMITED NOTICE OF ANNUAL MEETING 2024

Notice is given that the Annual Meeting of Shareholders of Comvita Limited (“the Company”) will be held at 11:00am on Wednesday 30 October 2024 at Pāpamoā Surf Life Saving Club, 561 Pāpamoā Beach Road, Pāpamoā 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 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 2024.

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 2025 pursuant to section 207T of the Companies Act 1993, and authorise the Board to fix KPMG’s remuneration.”*

Director’s Elections (Resolutions 2 - 4)

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

2. *“That Bridget Coates, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.”*
3. *“That Yawen Wu, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.”*
4. *“That Lucas Bunt (appointed by the Board as a director with effect from 1 September 2024), be elected as a Director by Shareholders.”*

E. General Business

Signed by:

Bridget Coates

Chair

On behalf of the Board of Directors

1 October 2024



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 2025.

RESOLUTIONS 2 TO 4 –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 at six. At this Annual Meeting there will be elections for three directors.

The Board unanimously endorses all three of the director nominations for appointment to the Board. A brief biographical note of each of the persons seeking re-election and election as directors is set out below.

Re-election of Bridget Coates 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. Bridget Coates 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 herself for re-election by shareholders.

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

Re-election of Yawen Wu 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. Yawen Wu 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 herself for re-election by shareholders.

The Board considers that Yawen Wu does not qualify as an independent director (as defined in the NZX Listing Rules).

Election of Lucas Bunt as a Director of Comvita Limited (Resolution 3)

Resolution 3 relates to the election of Lucas Bunt (Luke) who was appointed by the Board during the year as a Director of Comvita Limited.

Pursuant to clause 28.3 of the Constitution, any person who is appointed as a Director by the Board shall be eligible for election at the next Annual Meeting.

Luke Bunt retires in accordance with clause 28.3 of the Constitution and NZX Listing Rule 2.7.1, and offers himself for election.

The Board considers that Luke Bunt qualifies as an independent director (as defined in the NZX Listing Rules).

Biographical note of Director nominations



Bridget Coates

Bridget is Chair of Toitū Tahuā: Centre for Sustainable Finance and Chair of Koi Tu (a think tank, based at the University of Auckland). She is also Director of Yealands Wine Group, Northern Rescue Helicopter Ltd, American Chamber of Commerce and MyFarm Kiwifruit Investment Fund and Director and Trustee of Mindful Money, a charity with a focus on encouraging responsible investment. She has been a Governor of the NZ Superannuation Fund and a Director of the Reserve Bank of New Zealand. Bridget has also been a Director of public companies, Sky City Limited and Fisher & Paykel Appliances Holdings Limited, and a Director of Tegel Group Holdings Ltd. She was formerly CEO of Carter Holt Harvey Plastic Products and Director of Research for CS First Boston NZ Ltd as well as being a Member of the University of Auckland Council. Bridget joined the Comvita Board as an Independent Director on 1 October 2021, appointed Chair on 31 August 2024, and is a member of the Safety & Performance Committee and Audit & Risk Committee.



Yawen Wu

Ms Wu joined China Resources in April 2012 as Business Director of Strategy Department of China Resources (Holdings) Limited, and she joined China Resources Enterprise (CRE) as head of Asset Management Division in July 2021. Ms Wu also works as CEO of China Resources Verlinvest Health Investment Co, Ltd since 2019. Ms Wu previously leads international M&A transactions and post-investment management at CR group level, and she has over ten-years' experience in investment, strategic planning and management with industries across consumer goods, healthcare and real estate. Ms Wu is currently a member of the board of directors and a member of a few board sub-committees of companies including Oatly Group AB (OTLY.US) and a number of domestic companies that CR group has invested in mainland China. Ms Wu holds a Master of Science degree in International Business from University of Nottingham in the United Kingdom. Yawen joined the Comvita Board on 13 September 2021.



Luke Bunt

Luke is a professional director and small business mentor, 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. Luke was previously on the Comvita Board from July 2014 through to September 2023. He re-joined the Comvita Board in September 2024 and is a member of Audit & Risk Committee and Safety & Performance Committee.



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 25 October 2024 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 Corporate Markets 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 **11:00am on Monday 28 October 2024**.

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 Corporate Markets (formerly Link Market Services) at www.virtualmeeting.co.nz/cvt24.

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://bcast.linkinvestorservices.co.nz/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 550+ 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 Mānuka 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.