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## COMVITA LIMITED NOTICE OF ANNUAL MEETING 2017

Notice is given that the Annual Meeting of Comvita Limited ("the Company") will be held at 2.00pm on Wednesday 18 October 2017 at ASB Arena, Baypark, 81 Truman Lane, Mount Maunganui, 3118.

Note the change from the usual venue.

### 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 2017.
- 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 2018 pursuant to section 207T of the Companies Act 1993, and authorise the Board to fix KPMG's remuneration."
- D. Director's Elections (Resolutions 2-5)  
To consider, and if thought fit to pass, the following ordinary resolutions:
2. "That Neil Craig, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company."
  3. "That Sarah Kennedy, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company."
  4. "That Brett Hewlett be elected as a Director by Shareholders."
  5. "That Paul Reid 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 Monday 16 October 2017.  
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  
27 September 2017

### COMVITA LIMITED

23 Wilson Road South, Paengaroa, Bay of Plenty, 3189. Private Bag 1, Te Puke 3153. New Zealand.  
PH: +64 7 533 1426, FX: +64 7 533 1118 • www.comvita.co.nz

## 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](http://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](http://www.nzx.com).

### RESOLUTIONS 2 – 5

There will be elections for four directors. Two of the seven Directors (Neil Craig and Sarah Kennedy) are standing down by rotation, and offer themselves for re-election.

The Company has received two director nominations for election, being Brett Hewlett and Paul Reid. Both Brett and Paul were appointed to the Board on 1 May 2017. In accordance with Clause 26.3 of the Company's Constitution, the shareholders are now asked to formally elect Brett and Paul as Directors. The Board unanimously endorses Brett and Paul's nomination for appointment to the Board.

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

Neil Craig



Neil has been Chairman of Comvita since September 2005. He is Founder and Executive Chairman of Craigs Investment Partners, a New Zealand Exchange Participant Firm. Craigs Investment Partners has approximately 450 staff across 17 branches throughout New Zealand. Neil is Patron of the Tauranga based angel investment group, Enterprise Angels Inc. and is a Director of Pohutukawa Private Equity Limited, Oriens Capital GP Limited, AGInvest Holdings Limited, NZ Cricket, and a number of private, largely horticulture based and early stage companies.

Sarah Kennedy



Sarah is the CEO of Lifestream International, a 100% New Zealand owned company specialising in bioavailable, ethical, plant-based health foods. Prior to this she was the CEO of Designer Textiles International. From 2011 to 2014, Sarah was with Fonterra and held roles as Vice President International Farming based in China, Managing Director of Dairy Nutrition and Managing Director of RD1 - Fonterra's chain of rural retail stores. Prior to that, Sarah had 10 years as Managing Director of Healtheries/Vitaco NZ Limited and during this time she handled the sales and distribution role for Comvita in NZ. During her time at Healtheries, she oversaw the merger of Healtheries with Nutralife, doubling the size of the organisation and increasing market share significantly in both NZ and Australia, along with taking the business into international markets. Sarah is originally a veterinarian by training and has held a number of other senior executive positions in agribusiness and food industries. Sarah joined Comvita as a newly appointed Director in July 2015.

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

Brett Hewlett



Brett is a professional director and consultant. He is an Independent Director and Chairman of private company BlueLab Corporation Ltd, Director of SeaDragon Ltd (NZX:SEA), Chairman of Priority One, Tauranga and Western BOP's economic development agency, a Board member of Enterprise Angels as well as a Member of the Callaghan Innovation Stakeholder Advisory Group. Brett is a former member of the New Zealand Trade and Enterprise's Better by Design Advisory Board and former Chief Executive Officer of Comvita. Prior to Comvita, he held a number of senior roles with global packaging firm Tetra Pak. Brett has a Bachelor of Food Technology from Massey University, and a Masters of Business Administration from the International Institute for Management Development, Switzerland. He has also completed advanced management programmes at Stanford University and the Massachusetts Institute of Technology's Sloan School of Management. Brett is a Member of the Institute of Directors.

Paul Reid



Paul is an innovative thinker who understands digital trends and application in the commercial area. Currently Paul is Chair of Figured (an accounting platform for farming businesses) and Pukeko Pictures GP (Global Entertainment Company), Director of Software Education and an advisory board member to several technology businesses. He has held a number of key executive roles in the transformation of businesses including NZ Post Group, Air New Zealand, MetService and Carter Holt Harvey. Paul holds honours degrees in Mathematics and Operations Research.

## 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.



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## LODGE YOUR PROXY

**Online:**

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

**Scan & email:**

[meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)

**Fax:** +64 9 375 5990

**Deliver:** Link Market Services Limited,  
Level 11, Deloitte House,  
80 Queen Street, 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

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**Scan this QR code with your smartphone and vote online**

**SAMPLE ONLY**

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### General Enquiries

+64 9 375 5998

| [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

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## PROXY FORM/ADMISSION CARD FOR COMVITA LIMITED'S 2017 ANNUAL MEETING

The Annual Meeting of Comvita Limited will be held at 2.00pm on Wednesday 18 October 2017 at ASB Arena, Baypark. If you attend the Meeting, please bring this form to assist with your registration. If you do not propose to attend the Meeting 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 2.00pm on Monday 16th October 2017. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to <https://investorcentre.linkmarketservices.co.nz/voting/CVT> or by scanning the QR code above with your smartphone.

### Appointment of proxy

The Chairman 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 Chairman of the Meeting as your proxy simply tick the box allocated next to "The Chairman 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. If you do not appoint a proxy your Proxy Form will be invalid. Your proxy need not also be a shareholder.

### 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 Chairman of the meeting or a Director as your proxy

If you expressly appoint the Chairman 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

If you wish to vote in person, you should attend the Meeting. **Please bring this form with you to the Meeting** to assist with your registration. A corporation may appoint a person to attend 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, all of the joint shareholders must 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).

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**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.**

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# 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 Chairman of the Meeting  (tick)

Or \_\_\_\_\_ (name) of \_\_\_\_\_ (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 Wednesday 18<sup>th</sup> October 2017, at 2.00pm, at ASB Arena, Baypark 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 you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted computing the required majority, for that item. If no box is ticked for an item, your proxy may vote as he/she sees fit.

### ORDINARY BUSINESS

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

	For	Tick (✓) in box to vote		
		Against	Abstain	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 2018 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. To re-elect Neil Craig to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Sarah Kennedy to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Brett Hewlett to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Paul Reid to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, 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: SIGNATURE OF SECURITY HOLDER(S) This section must be completed

Security Holder 1

or duly authorised officer or attorney

Security Holder 2

or duly authorised officer or attorney

Security Holder 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.