



Share Nature.
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LODGE YOUR PROXY

Online:

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

Scan & email:

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

Scan this QR code with your smartphone and vote online

SAMPLE ONLY

General Enquiries

+64 9 375 5998

| enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD FOR COMVITA LIMITED'S 2019 ANNUAL MEETING

The Annual Meeting of Comvita Limited will be held at 2.00pm on Thursday 17 October 2019 at their East Wing Warehouse, Comvita, 23 Wilson Road South, Paengaroa. 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 Tuesday 15 October 2019. 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 7). 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 7.

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).

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 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 Thursday 17 October 2019, at 2.00pm, at East Wing Warehouse, Comvita, 23 Wilson Road South, Paengaroa 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 voting restrictions apply in respect of the resolutions outlined below.

RESOLUTIONS

To Consider and, if thought fit, pass the following special resolution:

	For	Against	Abstain	Proxy Discretion
1. That the existing Constitution of Comvita Limited be revoked and the Constitution tabled at the Annual Meeting and signed by the Chairman for the purposes of identification be adopted with effect from the close of the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

	For	Against	Abstain	Proxy Discretion
2. That the meeting record the re-appointment of KPMG as the auditors of the Company for the current financial year ending 30 June 2020 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"/>
3. To re-elect Paul Reid to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Sarah Kennedy to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Bob Major to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Zhu Guangping to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Cheng Dayong 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.