

COMVITA LIMITED

INSTRUMENT OF AMENDMENT TO REGISTERED PROSPECTUS DATED 16 MARCH 2012 (Section 43 Securities Act 1978)

Introduction

Comvita Limited ("the Company") wishes to amend its Registered Prospectus dated 16 March 2012 to reflect the retirement of a Director, the election of two new Directors, and certain other minor reference amendments.

Amendments

The amendments to the Prospectus are as follows:

1. On page 1 of the Prospectus, amend the header to read:

"This Prospectus is dated 16 March 2012 (as amended by Instrument of Amendment dated 2 July 2013 and Instrument of Amendment dated 3 October 2014)"
2. On page 3 of the Prospectus, replace the reference to "NZSX Listing Rule" with reference to "NZX Main Board Listing Rule".
3. On page 3 of the Prospectus, after reference to the Company's registered number, add the following reference:

"and NZBN 9429040077536"
4. On page 3 of the Prospectus, replace the reference to "www.companies.govt.nz" with "www.business.govt.nz"
5. On page 3 of the Prospectus, replace the reference to "Ministry of Economic Development Business Service Centre" with "Companies Office".
6. On page 4 of the Prospectus, add the following words to the reference "This Prospectus is dated 16 March 2012 (as amended by Instrument of Amendment dated 2 July 2013":

"and Instrument of Amendment dated 3 October 2014)"
7. On page 4 of the Prospectus, remove Robert Bertram Tait as a signatory and add a signing block for Edward Joseph Quilty and Lucas Nicholas Elias Bunt.

A copy of the Prospectus as amended accompanies this Instrument.

Dated: 3 October 2014

Signed by all of the Directors of Comvita Limited.



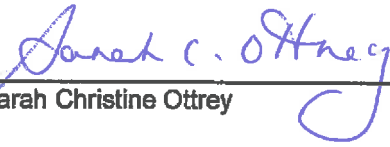
Neil John Craig




Thomas David Cartwright Cullwick



Alan John Ebdgen



Sarah Christine Ottrey



Maurice John Prendergast



Edward Joseph Quilty



Lucas Nicholas Elias Bunt

COMVITA LIMITED

PROSPECTUS- COMVITA LIMITED PARTLY PAID SHARE SCHEME

This Prospectus is dated 16 March 2012 (as amended by Instrument of Amendment dated 2 July 2013 and Instrument of Amendment dated 3 October 2014)

This Prospectus has been prepared in the form authorised by the Securities Act (Employee Share Purchase Schemes – Listed Companies) Exemption Notice 2011. The Securities Regulations 2009 apply to the offer under this Prospectus subject to the Securities Act (Employee Share Purchase Schemes – Listed Companies) Exemption Notice 2011.

A copy of this Prospectus, signed by the directors of Comvita Limited, has been delivered to the Registrar of Financial Service Providers for registration under section 42 of the Securities Act 1978.

INDEX

In accordance with Regulation 16 of the Securities Regulations 2009, set out below is an index of matters required to be stated by Schedule 1 of the Securities Regulations 2009 as modified by the Securities Act (Employee Share Purchase Schemes – Listed Companies) Exemption Notice 2011:

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ATTACHMENTS

Attached to, and accompanying this Prospectus is:

- Attachment A: A copy of the latest audited consolidated financial statements of Comvita Limited that comply with the Financial Reporting Act 1993.
- Attachment B: A copy of the Trust Deed for the Scheme.
- Attachment C: A copy of the Deed of Amendment to the Trust Deed dated 31 August 2009.

SUMMARY OF THE OFFER

Introduction

Under the Comvita Limited Partly Paid Share Scheme (the "Scheme"), Comvita Limited (the "Company") is offering selected eligible employees of the Company and its subsidiaries ("Eligible Employees"), the opportunity to subscribe for redeemable ordinary shares in the Company ("Shares"). The Shares will be held on trust by the Trustee for the period set out in the Scheme and will cease to be redeemable upon their release from the Trustee and upon transfer to the relevant Eligible Employee under the terms of the Scheme.

Shares are being offered to Eligible Employees, pursuant to the Scheme. The particular terms and conditions relating to the issue of the Shares are as set out below and as more particularly set out in the Trust Deed for the Scheme.

Definitions

The definitions of all capitalised terms in this Prospectus are set out in the Glossary on page 5 of this Prospectus.

Listing

Quotation of the Shares to be issued under this Prospectus is not being sought. The ordinary shares into which the Shares will convert upon transfer to Employees under the Scheme have been accepted for quotation by NZX Limited on the NZX Main Board, which is a registered market, and will be quoted upon conversion. However, NZX Limited accepts no responsibility for any statement in this Prospectus.

Exemption Notice

This Prospectus is issued in reliance on the Securities Act (Employee Share Purchase Schemes – Listed Companies) Exemption Notice 2011.

Limited Offer to Selected Executive Employees in New Zealand

The offer referred to in this Prospectus is made only to selected Eligible Employees of the Company and its subsidiaries in New Zealand who have received a personal letter of offer setting out the number of Shares available to be issued to the Trustee, to be held for and on behalf of, that Eligible Employee. No application for Shares will be accepted from any other person.

STATUTORY INFORMATION

Main Terms of Offer

Issuer

The issuer of the Shares under the Scheme is Comvita Limited. Its registered office is:

23 Wilson Road South
Paengaroa
Bay of Plenty
Telephone: (07) 533 1426
Facsimile: (07) 533 1118

Description of the securities being offered

The securities being offered are redeemable ordinary shares in the Company. The Shares are issued to the Trustee in accordance with the Trust Deed.

Eligible Employees are offered Shares in such number as the Board, in its discretion, determines.

The Shares will be issued to the Trustee of the Scheme on a partly paid basis to hold for the benefit of the Eligible Employee, or if requested by the Eligible Employee and approved by

the Company, for the benefit of a third party associated with the Eligible Employee (for example, a family trust).

Subject to compliance with NZX Main Board Listing Rule 7.3.6, there is no maximum number or amount of Shares being offered.

The issue price of the Shares will be the weighted average price of Comvita ordinary shares on the NZX Main Board over the 10 trading days prior to the issue date, although under the terms of the Trust Deed the Board has discretion to fix the price on some other basis in particular cases. The Trustee will pay on the issue date an initial payment of 1 cent per Share issued, in cash. Each Employee will be required to provide the Trustee with the 1 cent per Share initial payment of the issue price in respect of the Shares issued in respect of that Employee. The balance of the issue price will be payable by the Trustee when called by Comvita.

Details of Incorporation of the Issuer

The Company was incorporated under the Companies Act 1955 on 21 May 1974 under the name Comvita Laboratories Limited. The Company changed its name to Comvita New Zealand Limited on the 29th day of November 1990. The Company then changed its name to Comvita Limited on 3 November 2003.

The Company is now registered under the Companies Act 1993 with registered number 194391 and NZBN 9429040077536.

The Company listed on the NZAX in November 2003, and transferred to the NZX Main Board in October 2006.

Public File

The public file relating to the Company can be viewed on the Companies Office website at www.business.govt.nz. Where relevant documents are not available on the website, a request for those documents can be made by contacting the Companies Office (phone: 0508 266 726). A search fee may be payable.

Other Terms of Offer and Securities

All terms of the offer, and all terms of the securities being offered, are as set out in this Prospectus and the Trust Deed, other than those implied by law or set out in a document that is registered with a public official, referred to in this Prospectus, and available for public inspection.

Places of Inspection of Documents


The Constitution of the Company and the latest audited consolidated financial statements of the Company that comply with, and are registered pursuant to, the Financial Reporting Act 1993 may be inspected on the Companies Office website at www.business.govt.nz, or at the registered office of the Company during normal office hours. The Companies Office may charge a fee for inspection of certain documents.

The Trust Deed may be inspected by an Eligible Employee at the registered office of the Company during normal office hours.

This Prospectus is dated 16 March 2012 (as amended by Instrument of Amendment dated 2 July 2013 and Instrument of Amendment dated 3 October 2014).

Execution of Prospectus

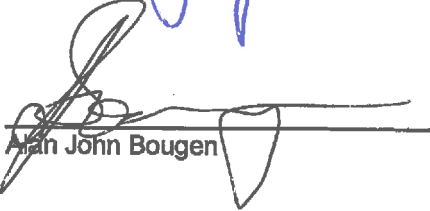
This Prospectus has been signed by each of the Directors of the Company:



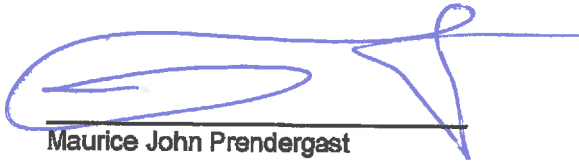
Neil John Craig



Thomas David Cartwright-Cullwick




Alan John Bougen



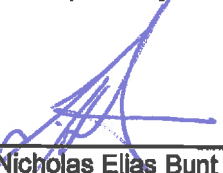
Maurice John Prendergast



Edward Joseph Quilty



Sarah Christine Ottrey



Lucas Nicholas Elias Bunt

GLOSSARY

For the purposes of this Prospectus, unless the context otherwise requires:

"Board" means the Board of Directors for the time being of the Company and includes a committee or other delegate of the Board of Directors to which the Board has delegated its powers.

"Company" means Comvita Limited.

"Constitution" means the Constitution of the Company, as amended or substituted from time to time.

"Eligible Employee" or "Eligible Employees" means any employee(s) who is eligible to participate under the terms and conditions of the Scheme, and includes an employee or officer of the Company or any of its subsidiaries.

"Exemption Notice" means the Securities Act (Employee Share Purchase Schemes – Listed Companies) Exemption Notice 2011.

"Rules of the Scheme" means the rules relating to the Scheme as set out in Schedule 1 of the Trust Deed.

"Scheme" means the Comvita Limited Partly Paid Share Scheme described in the Trust Deed.

"Shares" means new redeemable ordinary shares in the capital of the Company to be issued by the Company to the Trustee for the purposes of the Scheme. Shares will also include any share capital issued with respect to any of the foregoing ordinary shares by way of a split, dividend or other recapitalisation.

"Subsidiary" means a subsidiary of the Company within the meaning given to the term in the Companies Act 1993 or any other company that the Board deems to be an associated company.

"Trust Deed" means the Trust Deed relating to the Scheme between Comvita Limited and Comvita Share Scheme Trustee Limited, dated 26 May 2006, as amended by Deed of Amendment dated 31 August 2009 .

"Trustee" means Comvita Share Scheme Trustee Limited.