

World Famous for our Drinks



Notice of Annual Meeting of Shareholders

Charlie'sTM
GROUP LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Charlie's Group Limited (the Company) gives you notice that its 2010 annual meeting of shareholders will be held at the Wintergarden Room, Northern Club, 19 Princes Street, Auckland City, commencing at 11am on 22 November 2010.

AGENDA

The business of the meeting is set out below. Explanatory Notes accompany this notice of meeting.

Presentations

The Chairman and Chief Executive Officer will each present shareholders with an update on the Company's activities.

Ordinary resolutions

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

Re-election of Directors

- 1 That Mr Stefan Lepionka, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.
- 2 That Mr Ted van Arkel, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

Remuneration of auditors

- 3 That the automatic re-appointment of PricewaterhouseCoopers as auditors be confirmed and that the Directors be authorised to fix the auditors' remuneration for the forthcoming year.

General business

There are no other formal items of business for the meeting. However, shareholders will be given an opportunity to ask questions regarding the Company and raise other items of general business.

By order of the Board

Adrienne Roberts
Chief Financial Officer
November 8, 2010

NOTES

Attendance and voting

All shareholders are entitled to attend the annual meeting.

Voting entitlements for the meeting will be determined as at 5.00pm on 19 November 2010. Registered shareholders at that time will be the only persons entitled to vote at the annual meeting, and only the shares registered in those shareholders' names at that time may be voted.

Proxies and representatives

Shareholders may exercise their right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in your place.

A proxy need not be a shareholder of the Company. A body corporate which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as that in which it could appoint a proxy.

A Proxy/Voting Form is enclosed with this notice of meeting.

You may either direct your proxy how to vote for you, or you may give your proxy discretion to vote how he/she sees fit. If you wish to give your proxy discretion you should mark the appropriate boxes on the Proxy/Voting form. If you do not mark any box for a particular resolution, then your direction is to abstain for that resolution.

If you wish to vote by proxy you must complete the enclosed form and produce it to the Company C/- Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Auckland or by successfully transmitting it by facsimile to +64 (9) 488 8787 or by posting it to Private Bag 92 119, Auckland (in each case), so as to be received no later than 48 hours prior to the start of the meeting.

Voting requirements

Resolutions 1 to 3 are ordinary resolutions.

In order for these resolutions to be passed, they must be approved by a simple majority of votes of shareholders entitled to vote and voting on the resolution (in person or by proxy/representative).

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EXPLANATORY NOTES

Re-election of Directors (resolutions 1 and 2)

Messrs Ted van Arkel and Stefan Lepionka will retire by rotation at the meeting in accordance with clause 23.5 of the Company's constitution and, being eligible, offer themselves for re-election.

Each re-election will be voted on separately.

Director biography: Ted van Arkel

Ted van Arkel is the Chairman of the Company and is a professional director involved with a number of public and private companies.

He is also the Chairman of Restaurant Brands New Zealand Limited and the Colorite Group of Companies Limited. Ted is a Director of Allied Work Force Group Limited, Postie Plus Group Limited, Nestle NZ Limited, Auckland Chamber of Commerce, Danske Mobler Limited and La Grouw Corporation Limited. Ted is also the Chairman of UNITEC NZ and the recently established Government Health Benefits Limited Organisation.

Ted has an extensive career in both retailing and wholesale commencing with Woolworths NZ Limited, followed by BHS Limited, Trans Tours Limited, PlaceMakers and then Progressive Enterprises Limited, retiring in November 2004 as Managing Director.

Ted is an Independent Director in terms of the NZSX Listing Rules.

Director biography: Stefan Lepionka

Stefan Lepionka is the Chief Executive Officer, and an executive Director of the Company. Stefan has been involved in producing and selling juice since 1990. Stefan's first business - Stefan's Fresh Juice Company - was started in his garage when he was 17 and grew to become a nationwide brand. His business was sold to Frucor Beverages in 1997. Following this, Stefan spent a number of years overseas, including trading fruit juice commodities in London for Dohler Euro Citrus and working as a consultant to the shareholders and directors of England's leading fruit smoothie and fresh juice company, Pete & Johnny's plc, which was purchased by Pepsi Cola.

Stefan established Charlie's Trading Company Limited (the Company's New Zealand operating subsidiary) with Marc Ellis and Simon Neal with a view to bringing a higher quality juice product to the New Zealand market. Stefan is primarily responsible for the Company's day-to-day management and for strategic direction and vision. He has one private company directorship within the property sector.

Stefan is not an Independent Director in terms of the NZSX Listing Rules.

Remaining Directors

Messrs Mark Darrow, Tim Cook and Marc Ellis remain in office as Directors of the Company.

Nominations

No person who is not currently a Director was nominated for election as a Director of the Company at the annual meeting.

Auditors (resolution 3)

The Company's auditors, PricewaterhouseCoopers, have consented to continue to serve as auditors and, being qualified, are deemed to be automatically reappointed pursuant to section 200(1) of the Companies Act 1993.

The Board seeks shareholder confirmation to this automatic reappointment and authority to set the auditors' remuneration for the forthcoming year.

UNANIMOUS RECOMMENDATION

The Directors of the Company unanimously recommend that shareholders vote in favour of each resolution.