

# World Famous for our Drinks



## Voting & Proxy Form

**Charlie's**<sup>TM</sup>  
GROUP LIMITED

### ANNUAL MEETING OF SHAREHOLDERS OF CHARLIE'S GROUP LIMITED

Wintergarden Room, Northern Club, 19 Princes Street, Auckland City, commencing at 11am on 22 November 2010.

If you propose TO ATTEND the annual meeting, bring this Proxy/Voting Form to the meeting intact.

If you DO NOT propose TO ATTEND the annual meeting but wish to be represented by proxy complete and sign this Proxy/Voting Form and return it to the Company at the address set out in the notes to this form, to be received at least 48 hours before the start of the meeting.

### PROXY FORM (FOR USE IF YOU ARE UNABLE TO ATTEND THE ANNUAL MEETING)

Shareholder number: .....

Number of shares: .....

I/we: .....

being a shareholder/shareholders of Charlie's Group Limited (the "Company") hereby appoint:\*

(full name): .....

of (address): .....

or failing such person:

(full name): .....

of (address): .....

as my/our proxy to exercise my/our vote at the annual meeting of the shareholders of the Company to be held at the Wintergarden Room, Northern Club, 19 Princes Street, Auckland City, commencing at 11 am on 22 November 2010.

*\*The Chairman of the meeting is willing to act as proxy for any shareholder who may wish to appoint the Chairman for that purpose.*

### VOTING INSTRUCTIONS/VOTING PAPER

Use this part of the Proxy/Voting Form as voting instructions for a proxy vote, or as a voting paper at the meeting itself (if a poll is called on a resolution). Where shares are held jointly, voting instructions set out below are given on behalf of each joint holder.

I/we direct my/our proxy to vote in the following manner:

*(vote with a tick)*

If a box relating to a resolution is not ticked, the direction on that resolution is to abstain.

Resolutions	Yes	No	Discretion	Abstain
1 Re-election of Director – Ted van Arkel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Stefan Lepionka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-appointment and remuneration of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed by the shareholder(s) .....

Date: .....

*Notes*

- 1 All shareholders may attend the annual meeting.
- 2 Voting entitlements for the annual 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.
- 3 If you wish to appoint a proxy for the annual meeting, you must complete this Proxy/Voting Form and produce it to the Company by delivering it to Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Auckland or by successfully transmitting it to facsimile number +64 (9) 488 8787 or by posting it to Private Bag 92 119, Auckland (in each case), so as to be received by no later than 48 hours before the start of the meeting. If this form has been signed under a power of attorney please send a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney with this Proxy/Voting Form.
- 4 If you are joint holders of shares each of you must sign this Proxy/Voting Form.
- 5 A corporation that is a shareholder may appoint a person as its representative to attend the annual meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy. This Proxy/Voting Form must be signed by a person acting under the corporation's express or implied authority.
- 6 A proxy need not be a shareholder in the Company.
- 7 If you tick the "proxy discretion" box you are directing your proxy how to decide to vote on that resolution on your behalf. If you tick the "abstain" box, you are directing your proxy NOT to vote on that resolution. If a proxy does not vote on your behalf on a resolution your votes will not be counted when calculating a majority for that decision.