



**Proxy for the Extraordinary Shareholders' Meeting of**

**RHJ International SA  
Public limited liability company**

**Avenue Louise 326**

**1050 Brussels, Belgium**

**RLE n° 0866015010**

**To be held on Tuesday, September 16, 2008 at 4 p.m.  
at Avenue Louise 326, 1050 Brussels, Belgium**

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The undersigned,

- **Full name** \_\_\_\_\_

- **Address** (street and n°) \_\_\_\_\_

(zip code, city) \_\_\_\_\_

(state, country) \_\_\_\_\_,

owner of (indicate number) \_\_\_\_\_ ordinary shares of RHJ International SA, with its registered office at Avenue Louise 326, 1050 Brussels, Belgium,

appoints as her/his/its proxy

(check the appropriate box)

**Petercam SA**, with its registered office at Place Sainte Gudule 19, 1000 Brussels, Belgium;

OR

(insert name of proxyholder) \_\_\_\_\_

with a domicile/registered office at:

(street and n°) \_\_\_\_\_

(zip code, city) \_\_\_\_\_

(state, country) \_\_\_\_\_

to represent her/him/it at this Extraordinary Shareholders' Meeting (and any subsequent Extraordinary Shareholders' Meeting which would be convened with the same agenda), with the following agenda:

1. Renewal of the authorised capital for takeover bid circumstances.
2. Renewal of the general share buy-back authorization.
3. Renewal of the share buy-back authorization for “serious and imminent harm” circumstances.
4. Power to the General Counsel for the restatement of the Articles of Association.

The undersigned hereby expressly instructs the proxy to participate in the Extraordinary Shareholders’ Meeting and to vote as follows\*:

	FOR	AGAINST	ABSTAIN
<p>1. (i) To renew, for a duration commencing on the date of the Extraordinary Shareholders’ Meeting approving this proposal and ending on April 26, 2010, the authorization set forth in indent 5 of Article 8 of the Articles of Association, and (ii) to replace, as a result of (i) above, such indent 5 with the following text: <i>“The Board of Directors is expressly authorised, in the event of a public takeover bid for the securities of the Company, to increase the capital of the Company, in accordance with Article 607 of the Companies Code. Such authority is granted for a period commencing on the date of the Extraordinary Shareholders’ Meeting held on August 19, 2008 and ending on April 26, 2010”.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>2. (i) To renew, with effect as at the date of the Extraordinary Shareholders’ Meeting approving this proposal and for a duration of 18 months, the share buy-back authorization set forth in indent 1 of Article 12 of the Articles of Association, and (ii) to replace, as a result of (i) above, indent 2 of Article 12 with the following text: <i>“The above authority is valid for an 18-month period, beginning on the date of the Extraordinary Shareholders’ Meeting held on August 19, 2008”</i>; (iii) it being specified, insofar as necessary, that the authorizations related to the share buy-back authorization as these are set forth in indents 3 and 4 of Article 12 will continue to apply.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>3. (i) To renew, with effect as at the date of publication, in the Belgian Official Gazette, of an extract of the minutes of the Extraordinary Shareholders’ Meeting approving this proposal and for a duration of 3 years, the share buy-back authorization set forth in indent 5 of Article 12 of the Articles of Association, and (ii) to replace, as a result of (i) above, such indent 5 with the following text: <i>“The Board of Directors is authorised, subject to compliance with the provisions of Article 620 and following of the Companies Code, to purchase own Shares for the Company’s account where such purchase is necessary to avoid serious and imminent harm to the Company. Such authority is valid for three years from the date of publication of an extract of the minutes of the Extraordinary Shareholders’ Meeting held on August 19, 2008.”</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. To grant a power to the General Counsel, with right of substitution, for the restatement of the Articles of Association as a result of the amendments set forth in points 1, 2 and 3 above and for the fulfilment of any other formalities necessary or useful in connection with such amendments.

**\* Please tick the appropriate box for each vote. In the absence of voting instructions for one or more of the items on the above agenda (or, if such instructions or unclear), Petercam will (or your designated proxy may) abstain from voting on such point(s).**

**Please note that, in order to take part in this Extraordinary Shareholders' Meeting, you must comply with certain deposit and notification formalities as further detailed in the Extraordinary Shareholders' Meeting Convening Notice.**

Executed on (*date*) \_\_\_\_\_ 2008

In (*place*) \_\_\_\_\_

By (*name; title*) \_\_\_\_\_

(*signature*) \_\_\_\_\_