



RHJ International SA

(a public limited liability company)

Avenue Louise 326

1050 Brussels, Belgium

RLE n° 0866.015.010

RHJ International SA (“RHJI”) hereby provides notice to shareholders of the Annual Shareholders’ Meeting to be held on Tuesday September 15, 2009 at 3 p.m., at Avenue Louise 326, 1050 Brussels (Belgium).

Shareholders wishing to attend the meeting are invited to arrive at 2:15 p.m. at the latest, in order to proceed with the registration formalities.

Agenda of the Annual Shareholders’ Meeting

1. Presentation of the consolidated and non-consolidated reports by the Board of Directors on the fiscal year ended March 31, 2009.
2. Presentation of the consolidated and non-consolidated reports by the Statutory Auditor on the fiscal year ended March 31, 2009.
3. Presentation of the consolidated financial statements for the fiscal year ended March 31, 2009.
4. Approval of the non-consolidated financial statements for the fiscal year ended March 31, 2009.

Proposed resolution: to approve the non-consolidated financial statements for the fiscal year ended March 31, 2009, including the following allocation of results:

Loss for the fiscal year:	-	JPY (89,319) million
Loss carried forward from the preceding fiscal year:	-	JPY (1,722) million
Result to be allocated:	-	JPY (91,041) million
Loss to be carried forward:	-	JPY (91,041) million

5. Discharge to the Directors.

Proposed resolution: to grant a discharge and release to Mssrs. D. Ronald Daniel, Timothy C. Collins, Leonhard Fischer, Mathias Döpfner, Harvey Golub, Gerd Häusler, Björn König, Jun Makihara, and Jeremy W. Sillem for the performance of their duties as directors during the fiscal year ended March 31, 2009.

6. Discharge to the Statutory Auditor.

Proposed resolution: to grant a discharge and release to KPMG Reviseurs d'Entreprises (represented by Mr. Benoit Van Roost, partner) for the performance of its duties during the fiscal year ended March 31, 2009.

The Annual Shareholders' Meeting shall be able to proceed validly regardless of the number of shareholders taking part in the meeting, physically, by proxy or by correspondence. The proposed resolutions under 4 to 6 (included) above shall be validly adopted provided they be approved with at least 50% plus one of the votes cast, in accordance with Article 31, indent 2 of RHJI's Articles of Association (the "**Articles of Association**").

Participation in the Annual Shareholders' Meeting

Shareholders are reminded that since January 1, 2008, bearer shares booked into a securities account will automatically be converted into dematerialised shares pursuant to the Law of 14 December 2005 on the abolition of bearer securities. Holders of such dematerialised shares should refer to point (b) below for a description of the formalities to be fulfilled to take part in the Annual Shareholders' Meeting.

In order to take part, in person, by proxy or by correspondence, in the Annual Shareholders' Meeting convened on September 15, 2009, the shareholders must, in accordance with Article 28 of the Articles of Association, comply with the following respective deposit and notification formalities:

- (a) Any holder of bearer shares must, on Thursday, September 10, 2009 at the latest, deposit his/her/its shares with Petercam, our paying agent, at its offices located at Place Sainte Gudule 19, 1000 Brussels, Belgium. Petercam shall deliver a receipt of deposit (including the serial number of the blocked bearer shares), which the holder of the bearer shares or its proxyholder will have to present, on the day of the Annual Shareholders' Meeting, to be granted access to the meeting room.

The physical deposit of the bearer shares may be validly replaced by the deposit of a blocking certificate, at the place and within the deadline mentioned above, of:

- if the shares are in printed form: a certificate, issued by a Belgian or a foreign financial institution, certifying the blocking of the shares until and including September 15, 2009 and indicating the number of such blocked shares;
- if the shares are deposited, under the benefit of the Belgian Royal Decree No 62 of November 10, 1967 promoting the circulation of securities (as subsequently modified), in a securities account with an approved clearing institution or a Belgian or a foreign financial institution that is a participant to the clearing system operated

by such clearing institution: a certificate of unavailability until and including September 15, 2009 issued by such clearing institution or financial institution, indicating the number of such unavailable shares.

Important note: since January 1, 2008 the deposit of printed bearer shares with a financial institution in Belgium with a view to the participation of the shareholder in a shareholders' meeting will, in principle, automatically imply the dematerialisation of those shares and the booking of the latter into a securities account with that financial institution. As a consequence, shareholders will no longer have the ability to recover their shares in printed bearer form once they will have been deposited.

- (b) Any owner of dematerialised shares must, on Thursday, September 10, 2009 at the latest, deposit with Petercam (at the above address) a blocking certificate issued (i) by a recognised registrar, approved in accordance with Article 468 of the Belgian Companies Code, or (ii) by a clearing organisation, approved in accordance with the same Article, and certifying the unavailability of the shares until and including September 15, 2009. Petercam shall deliver a receipt of deposit, which the holder of the dematerialised shares or its proxyholder will have to present, on the day of the Annual Shareholders' Meeting, to be granted access to the meeting room.
- (c) Proxy form: Holders of bearer or dematerialised shares who wish to attend the Annual Shareholders' Meeting through a proxyholder must complete a proxy form, which can be obtained from RHJI's registered office (from Mr. Arnaud Denis, Investor Relations Director, RHJI International SA, Avenue Louise 326, 1050 Brussels) and is also available on RHJI's website at www.rhji.com. A copy of the signed completed proxy must reach RHJI, by mail or by fax, on Thursday, September 10, 2009 at the latest (attention Mr. Arnaud Denis, at the above address or fax no. + 32 (0) 2 648 99 38). A proxyholder, in order to be granted access to the meeting room on the day of the Annual Shareholders' Meeting, must hand over the signed original of the proxy. A shareholder may either designate its own nominee or appoint Petercam as proxyholder.
- (d) Identity and due authorization: Individuals who wish to attend the Annual Shareholders' Meeting in their capacity as shareholder, proxyholder or representative of a legal entity must provide evidence of their identity in order to be granted access to the meeting room. Representatives of legal entities must, in addition, provide appropriate documentation establishing their capacity as legal representative or attorney-in-fact of such entity.
- (e) Without prejudice to the formalities described in items (a) or (b) above (as applicable), shareholders may vote by correspondence in accordance with Article 29bis of the Articles of Association. The vote by correspondence must be cast on the form prepared by RHJI (the form can be obtained from Arnaud Denis, Investor Relations Director, at the above address or from RHJI's website at www.rhji.com). The signed original of the form for voting by correspondence must reach RHJI by Thursday, September 10, 2009 at the latest (attention Mr. Arnaud Denis, Investor Relations Director, at the above address).

Shareholders and representatives who attend the meeting are kindly requested to arrive by 2:15 p.m., in order to proceed with the registration formalities.

Shareholders are able to obtain, as from July 31, 2009, on RHJI's website at www.rhji.com and, during normal office hours on working days, at RHJI's registered office at Avenue Louise 326, 1050 Brussels (Belgium), copies of the Annual Report (comprising, among others, the consolidated financial statements and the reports on the consolidated financial statements by the Board of Directors and the Statutory Auditor), the non-consolidated financial statements and the

reports on these by the Board of Directors and the Statutory Auditor, each with respect to the fiscal year ended March 31, 2009.

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