



**Proxy for the Annual 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 15, 2009 at 3 p.m.  
at Avenue Louise 326, 1050 Brussels, Belgium**

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 Annual Shareholders' Meeting, with the following agenda:

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.
5. Discharge to the Directors.
6. Discharge to the Statutory Auditor.

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

	FOR	AGAINST	ABSTAIN
1. To approve the non-consolidated financial statements for the fiscal year ended March 31, 2009, including the following allocation of results:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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			
2. 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* 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 are 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 Annual Shareholders' Meeting, you must comply with certain deposit and notification formalities as further detailed in the Annual Shareholders' Meeting Convening Notice.

Please send the signed completed proxy to RHJI's registered office, by mail or by fax, to the attention of Mr. Arnaud Denis, Investor Relations Director (Avenue Louise 326, 1050 Brussels; fax no. + 32 (0) 2 648 99 38) on **Thursday, September 10, 2009 at the latest.**

Executed on (*date*) \_\_\_\_\_ 2009

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

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

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