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EXTRAORDINARY SHAREHOLDERS' MEETING

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Repertory 43.488

"RHJ International"
Public limited liability company
Avenue Louise 326 – 1050 Brussels
RLE (Brussels) n° 0866015010

NON-PROCEEDINGS MINUTES

Today, on Wednesday August 26, 2009, in front of me, **Mr. Eric SPRUYT**, Notary-Partner of the civil company organized as a limited liability cooperative company "Berquin Notaires", with registered offices at Avenue Lloyd Georges, 11, 1000 Brussels, registered with the Register of Legal Entities under the number 0474073840,

At avenue Louise 326, 1050 Brussels, an Extraordinary Shareholders' Meeting of the public limited liability company "RHJ International", with registered offices at avenue Louise 326, 1050 Brussels (hereinafter the "**company**" or "**RHJ International**"), was held.

IDENTIFICATION OF THE COMPANY

The company was incorporated under the name "RHJ International" as recorded in a deed established by Mr. Gérard Indekeu, Notary in Brussels, on June 18, 2004, published in the Annex to the Belgian Official Gazette of July 16, 2004, under the number 20040706-99369.

The Articles of Association were modified on several occasions and for the last time as recorded in a deed signed by Mr. Denis Deckers, Notary-Partner in Brussels, on September 16, 2008, published in the Annex to the Belgian Official Gazette of October 9, 2008, under the number 08160320.

The company is registered with the Register of Legal Entities under the number 0866015010.

OPENING OF THE MEETING – COMPOSITION OF THE “BUREAU” (OFFICERS OF THE MEETING)

The meeting opens at 3.00 pm under the chairmanship of Mr. Leonhard Fischer, Chief Executive Officer of the company, having elected domicile at 1050 Brussels, Avenue Louise 326, Belgium and born on January 6, 1963 in Nordhorn (Germany), present by conference call.

The chairman appoints Mr. Adrian Paul-Henri Brigitte Cox, Vice President and Legal Counsel of the company, domiciled at 1050 Brussels, 183 Rue Washington, Belgium, with ID card number 590-4459821-78 and born on November 5, 1977 in Brussels (Belgium), as secretary of the meeting and requests him to sign the present minutes.

The full identity of Mr. Leonhard Fischer and Mr. Adrian Cox is well-known by

the Notary who has been able to verify these on the basis of official identity documents, a copy of which will be kept in the Notary's records.

COMPOSITION OF THE MEETING – ATTENDANCE LIST

Thirty-four shareholders (holding, in aggregate, 28,374,379 shares, i.e. 33.17 % of the share capital of the company) had accomplished required formalities for attending, taking part in or being represented at the meeting, as appears from a draft attendance list.

However, as acknowledged by the chairman and the secretary, none of such shareholders or their proxyholders eventually came to attend the meeting and, accordingly, none of them have signed the draft attendance list.

Then, the wording "Annex" has been inserted by me, Notary-Partner, on the attendance list and this list has been closed by the signing thereof by the chairman, the secretary and us, Notary-Partner.

STATEMENTS BY THE CHAIRMAN

The chairman states and requests the undersigned Notary-Partner to record that:

I. This meeting has the following agenda:

1. Amendment of Article 5 of the Articles of Association.

Proposed resolution:

To amend indents 4 and 5 of Article 5 of the Articles of Association, to read as follows: *“Any securityholder may elect to have the Shares or other securities in registered form converted into dematerialised form (and vice versa), at such securityholder's own expense.*

On January 1, 2008, all the bearer Shares already issued and booked on a securities account have been automatically converted into dematerialised Shares. Any bearer Shares which will be booked onto a securities account after January 1, 2008, shall be automatically converted into dematerialised Shares as of the date of their booking on such securities account.”

2. Amendment of Article 7 of the Articles of Association.

Proposed resolution:

To amend Article 7 of the Articles of Association to read as follows: *“In addition to the notification thresholds required and set out by the applicable Belgian legislation, the notification obligation also applies as soon as the amount of held securities giving voting right exceeds or falls down the 3 per cent threshold.”*

3. Renewal of the general authorised capital.

Proposed resolution:

Special report by the Board of Directors to the shareholders, prepared in accordance with Article 604 of the Belgian Companies Code on the use and purpose of the authorized capital.

(i) To renew, for a duration of 5 years commencing on the date of publication of an extract of the minutes of the Extraordinary Shareholders' Meeting approving this proposal, the general capital authorisation set forth in indent 3 of Article 8 of the Articles of Association, and (ii) to replace, as a result of (i) above, such indent 3 with the following text: "*The Board of Directors shall have such authority for a period of five years, commencing on the date of publication (as defined below) of an extract of the minutes of the Extraordinary Shareholders' Meeting held on August 26, 2009. For the purpose of these articles, "publication" shall mean publication in the Belgian State Gazette.*"

4. Renewal of the authorised capital for takeover bid circumstances.

Proposed resolutions:

(i) To renew, for a duration of 3 years commencing on the date of the Extraordinary Shareholders' Meeting approving this proposal, 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: "*The Board of Directors is expressly authorised, in the event of a public takeover bid on 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 of three years commencing on the date of the Extraordinary Shareholders' Meeting held on August 26, 2009.*"

5. Amendment of the text of and renewal of the general share buy-back authorization.

Proposed resolution:

(i) To amend the last sentence of indent 1 of Article 12 of the Articles of Association to read as follows: "*If the Company acquires Shares other than by means of a transaction effected on a stock exchange, even if the Company acquires such Shares from a subsidiary of the Company, the Company shall, as the case may be, make an offer on the same terms and conditions to all the Shareholders, in accordance with Article 620, § 1, paragraph 1, 5° of the Companies Code.*"; (ii) to renew, with effect as at the date of the Extraordinary Shareholders' Meeting approving this proposal and for a duration of 5 years, the general share buy-back authorization set forth in indent 1 of Article 12 of the Articles of Association; and (iii) to replace, as a result of (ii) above, indent 2 of Article 12 with the following text: "*The above authority is valid for a five years period, beginning on the date of the Extraordinary Shareholders' Meeting held on August 26, 2009.*"; it being specified, insofar as necessary, that the general

authorizations related to the share buy-back as these are set forth in indents 3 and 4 of Article 12 will continue to apply.

6. Amendment of Article 21.3 of the Articles of Association.

Proposed resolution:

To amend Article 21.3 of the Articles of Association, to read as follows: *“The Board of Directors may set up and organise advisory committees composed of Directors and/or non-Directors. An audit and compliance committee, within the meaning of Article 526bis of the Companies Code (“comité d’audit” / “auditcomité”), shall be set up in any case. The composition, mission and internal rules of such committees shall be set out by the Board of Directors.”*

7. Amendment of Article 24 of the Articles of Association.

Proposed resolution:

To amend Article 24 of the Articles of Association, to read as follows: *“The decisions of the Board of Directors at each Board Meeting and any reservations noted by any Directors in such Board Meeting shall be recorded in the minutes of such Board Meeting, which shall be kept at the registered office of the Company, and approved by a majority of the Directors having attended the meeting and signed by two Directors having attended the meeting, of whom one must be the Chairman (or the Director having presided the meeting in the absence of the Chairman) or any Director entrusted with the powers of day-to-day management.*

Copies or extracts of such minutes under private deed, that are required to be produced in court or in any other place, may validly be signed by two Directors or by the Chairman or by any Director entrusted with the powers of day-to-day management.”

8. Restatement of Articles of Association.

Proposed resolution:

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 to 7 above and for the fulfilment of any other formalities necessary or useful in connection with such amendments.

II. Notice

The notice (containing the agenda and the proposed resolutions) was made in accordance with Article 533 of the Companies Code.

For that purpose, notices have been published in French in:

- a) the Belgian Official Gazette of July 31, 2009; and
- b) L’Echo of July 31, 2009.

The chairman remits the evidence of such publications and a copy of the letter (enclosing the notice) sent to the directors and the statutory auditors (there are no registered shareholders).

The notice was also posted on the website of the company (www.rhji.com), in

French and in English.

III. Acknowledgement of the attendance quorum

The share capital of the company currently amounts to EUR 664,424,086 and is represented by 85,545,547 outstanding shares.

It results from the attendance list that 28,374,379 shares are present or represented, i.e., less than 50% of the share capital of the company (in fact, no shareholder is present or represented to the meeting).

Hence, the chairman acknowledges that, in accordance with the Companies Code and what is provided in the notice, this meeting cannot validly proceed. The chairman indicates that a new Extraordinary Shareholders' Meeting has been convened with the same agenda on September 15, 2009 at 4 p.m. Such meeting will be able to proceed validly regardless of the percentage of share capital attending, taking part in or being represented at the meeting.

INFORMATION ADVICE

The parties state that the Notary has fully informed them on their rights, duties and obligations resulting from the legal actions in which they have participated and that he has advised them in an impartial manner.

CLOSING OF THE MEETING

The meeting was closed at 3.14 pm.

WRITING DUTY (code of various duties and taxes)

The writing duty amounts to EUR 95.

AS RECORDED IN THESE MINUTES

These minutes were recorded at the place and on the date indicated in the beginning of these minutes.

After complete reading thereof, these minutes have been signed by the secretary and by me, Notary-Partner.