



RHJ International SA

Public limited liability company

Avenue Louise 326

1050 Brussels

RLE n° 0866015010

Corporate Governance Charter

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Contents

Introduction	1
Board of Directors.....	2
Board Committees.....	5
Senior Management	7
Representation of RHJI	10
Statutory Auditor	11
Shareholders' Meeting.....	11
Business Conduct and Ethics Code	13
Dealing and Disclosure Code	13
Shareholding Structure	14
Relationships with Major Shareholders	14
Website and Investor Relations.....	14

Introduction

The Belgian Corporate Governance Committee published on December 9, 2004 a Code on Corporate Governance (the so-called “**Lippens Code**”), which is a code of best practice applying to listed companies on a non-binding basis (“comply or explain” approach).

As a company incorporated under Belgian law and listed on Euronext Brussels, RHJ International (“**RHJI**”) is committed to following the nine corporate governance principles set forth in the Lippens Code, i.e. :

- (i) *“The company shall adopt a clear governance structure.*
- (ii) *The company shall have an effective and efficient board taking decisions in the corporate interest.*
- (iii) *All directors shall demonstrate integrity and commitment.*
- (iv) *The company shall have a rigorous and transparent procedure for the appointment and evaluation of the board and its members.*
- (v) *The board shall set up specialised committees.*
- (vi) *The company shall define a clear executive management structure.*
- (vii) *The company shall remunerate directors and executive managers fairly and responsibly.*
- (viii) *The company shall respect the right of all shareholders and encourage their participation.*
- (ix) *The company shall ensure adequate disclosure of its corporate governance.”*

As required by the Lippens Code, RHJI has prepared this Corporate Governance Charter in order to disclose its corporate governance policy. As such, the Corporate Governance Charter describes the main aspects of the rules and practices under which RHJI operates and by which shareholders can expect RHJI to operate. RHJI believes that the Corporate Governance Charter is an important instrument which will enhance the communication between RHJI and all its shareholders, to which the RHJI Board of Directors is accountable.

The Corporate Governance Charter has been approved by the Board of Directors of RHJI.

The Corporate Governance Charter is available, together with RHJI’s Articles of Association, on RHJI’s website (www.rhji.com) and will be updated as required in the event of any change made to RHJI’s corporate governance policy.

In addition, RHJI will provide, in its Annual Report, factual information with respect to the application of its corporate governance policy and any relevant modification to the Corporate Governance Charter.

Board of Directors

Responsibilities

In accordance with the Belgian Companies Code, RHJI is administered by a Board of Directors with full power and authority to undertake any action, except where specific powers are reserved to the Shareholders' Meeting, either by law or pursuant to RHJI's Articles of Association.

The key responsibilities of the Board of Directors include:

- (i) approving RHJI's strategy as recommended by the Investment and Strategy Committee;
- (ii) appointing members of the Board Committees, the Chief Executive Officer ("**CEO**") and, in consultation with the CEO, members of the Senior Management;
- (iii) setting forth the RHJI values, policies and standards that guide how strategic goals are to be met;
- (iv) determining the general corporate structure and corporate governance policy of RHJI;
- (v) approving major or long-term transactions, the budget and investment plans;
- (vi) reviewing risk management systems and controls set up by Senior Management;
- (vii) maintaining a continuous dialogue and a climate of trust and candor with Senior Management;
- (viii) reviewing and approving the Annual Report (including the annual financial statements);
- (ix) reviewing the performance of Senior Management and determining the compensation policy for Senior Management;
- (x) reviewing the performance of the external audit functions;
- (xi) convening the Shareholders' Meeting and deciding upon any resolution to be submitted for approval to such Shareholders' Meeting.

Composition

The Board of Directors must consist of not less than seven and not more than twelve directors. Board members are appointed by the Shareholders' Meeting upon proposal by the Board of Directors.

RHJI's Articles of Association provide that as long as Timothy C. Collins, together with his affiliates, owns, directly or indirectly, at least 5% of RHJI's outstanding shares, he will have the right to present two candidates, from whom the Shareholders' Meeting must select one, but may select both, for election to the Board of Directors. The Nomination and Remuneration Committee (see "Nomination and Remuneration Committee") recommends to the Board of Directors the other candidates for election to our Board of Directors.

Directors are appointed for a term of three years and may be re-elected.

The Board, when proposing nominees to the Shareholders' Meeting, applies the following principles:

- (i) ensuring that at least half of the Board comprises non-executive directors and that at least three of those are independent;
- (ii) nominating each Board member on the basis of his/her respective skills, knowledge and experience, with a view to ensuring that the Board as a whole has the necessary balance of competences and qualifications to fulfil its responsibilities;
- (iii) ensuring that each Board member is available to the extent required to fulfill his/her duties as a RHJI Board member.

In light of the above, potential Board members must provide the Chairman of the Board, who leads the nomination process, with all the information required to evaluate their compliance with membership criteria.

The Board of Directors submits its proposed candidates to the Shareholders' Meeting. This proposal will be accompanied by relevant information on each candidate's professional qualifications together with a list of the positions that the candidate already holds. The Board will indicate whether the candidate satisfies the independence criteria.

Independent directors must satisfy the criteria of independence set forth in Article 526 *ter* of the Belgian Companies Code. In addition, they must also satisfy the criteria set forth in the Lippens Code¹.

Functioning

The Board of Directors elects the Chairman of the Board from among its members. The CEO will not be Chairman of the Board.

The key responsibilities of the Chairman of the Board include the following. He is responsible for the proper and efficient functioning of the Board. He determines the calendar and agenda of the Board meetings after consultation with the CEO. He chairs all Board meetings and guides and mediates the actions of the Board so as to develop a climate of trust, open discussion and constructive dissent within the Board and effective interaction between the Board and Senior Management. He will ensure that directors receive prior to each meeting complete and accurate information, and to the extent appropriate, a copy of any management presentation to be made at the Board meeting. The Chairman will also make sure that there is sufficient time for making decisions.

The Board of Directors is a collegial body. It can only deliberate if a majority of its members are present or represented (except in the case of *force majeure*, in which case the quorum is three directors present or represented). Each director can appoint another member of the Board to represent him and vote in his place. A director can represent only one other director.

The Board of Directors meets as regularly and as frequently as required by RHJI's interests. In addition to physical meetings, Board meetings may be held by conference call or video conferences. Where duly justified by emergency and the corporate interest of RHJI, decisions may be adopted by the unanimous written consent of the directors in lieu of a meeting. Such procedure

¹ However, the Lippens Code's criterion providing that the relevant director must not have served for more than three terms as director will not be applied given the more balanced approach reflected by a similar criterion set forth in Article 526 *ter* of the Belgian Companies Code, which provides that the director must not have served for more than three successive terms (and not more than 12 years in aggregate).

may not be followed for the adoption of the annual financial statements or decisions regarding the use of the authorised capital.

In accordance with the Belgian Companies Code (Article 523), any director with a conflicting interest relating to a transaction to be decided by the Board of Directors must bring this to the notice of the Statutory Auditor of RHJI and his fellow directors and may take no part in related deliberations nor vote.

RHJI's General Counsel serves as Secretary to the Board of Directors. He assists the Board and the Chairman to ensure that the Board operation rules are complied with and that the Board acts in accordance with its statutory obligations and its obligations under the Articles of Association. He assists the Chairman in the logistics associated with the affairs of the Board. He drafts minutes of each meeting, which summarise the issues discussed, the decisions taken and reservations voiced by any dissenting director.

The Board of Directors and individual directors have access to independent professional advice at RHJI's expense where they judge this necessary to discharge their responsibilities as Board and individual directors, and after consultation with the Chairman.

The Board may invite any non-member (such as, among others, members of the Senior Management or the Statutory Auditor) to attend its meetings when it deems it appropriate. The Statutory Auditor (and any internal audit function) has direct access to the Chairman of the Board (and to the chairman of the Audit Committee).

The Board annually reviews and assesses its own performance and interaction with Senior Management. In addition, periodically, the Board assesses its size and composition.

Compensation

The Nomination and Remuneration Committee recommends the level of remuneration for directors, including the Chairman of the Board, subject to approval by the Board, and, ultimately, by the Shareholders' Meeting.

Directors do not receive separate fees for Board or Committee meetings. A director who is a member of RHJI's Senior Management does not receive additional compensation for his services as a director.

Currently, all RHJI's non-executive directors other than RHJI's Chairman are paid a retainer of €200,000 for the first year of service and €100,000 for each year thereafter. RHJI's Chairman is paid an annual retainer of €250,000. In addition, the Chairman of the Audit and Compliance Committee (see "Audit and Compliance Committee") is paid an annual retainer of €60,000, and members of such Committee are paid an annual retainer of €40,000. The Chairman of the Nomination and Remuneration Committee is paid an annual retainer of €40,000, and members of such Committee are paid an annual retainer of €25,000. The Chairman of the Investment and Strategy Committee (see "Investment and Strategy Committee") is paid an annual retainer of €60,000, and members of such Committee are paid an annual retainer of €40,000. However, Mr. Timothy Collins will not be paid for exercising his functions as Chairman (or, more generally, as a member) of the Investment and Strategy Committee.

RHJI's non-executive directors are not currently entitled to receive equity-based compensation (in the form of shares, stock options, or other rights to acquire shares or other compensation related to the performance of RHJI shares). While RHJI has no current intention to adopt such

arrangements, RHJI may in the future recommend for approval by the shareholders certain equity-based compensation arrangements for non-executive directors.

Transactions between RHJI and Directors

Transactions or other contractual relationships between RHJI or its portfolio companies and directors of RHJI must take place at arms' length and be approved by the Board of Directors. On that occasion, the procedure prescribed by Article 523 of the Belgian Companies Code applies.

Board Committees

In order to fulfil its role and responsibilities efficiently, the Board of Directors has set up the following Board Committees: the Audit and Compliance Committee, the Nomination and Remuneration Committee and the Investment and Strategy Committee. Board Committees meet to prepare matters for advising and recommendation to and decision-making by the Board of Directors. The Investment and Strategy Committee has also certain decision-making powers (and related representation powers).

The Board of Directors may set up further ad hoc committees to deal with specific matters if the need arises.

The Board of Directors determines the composition, responsibilities and operating rules of each Committee. In deciding on the composition of a Committee, consideration is given to the needs and qualifications required for the optimal functioning of such Committee. Each Committee appoints its chairman. Each Committee may invite any non-member to attend its meetings when it deems it appropriate.

Each Committee and individual Committee members have access to independent professional advice at RHJI's expense where they judge this necessary to discharge their responsibilities, after consultation with the Chairman of the Board of Directors and also, for individual Committee members, the chairman of the relevant Committee.

Audit and Compliance Committee

The Audit and Compliance Committee consists of at least three directors, none of whom will be the Chairman of the Board. All Committee members must be non-executive independent directors. Directors may be appointed to the Audit and Compliance Committee for terms of up to three years and may be re-appointed (but no member of the Committee shall serve for consecutive terms collectively exceeding nine years).

The role of the Audit and Compliance Committee is to assist the Board in fulfilling its supervision and monitoring responsibilities in respect of internal control in the broadest sense.

The key responsibilities of the Audit and Compliance Committee include:

- (i) supervising the quality and integrity of RHJI's financial statements (and financial information generally);
- (ii) monitoring the relationship with the Statutory Auditor (including recommendations to the Board on its selection, appointment and reappointment and the terms of its engagement);
- (iii) monitoring the independence of the Statutory Auditor and the performance of its tasks;

- (iv) reviewing the risk management systems and controls set up by Senior Management;
- (v) monitoring compliance with legal and regulatory requirements;
- (vi) monitoring compliance with internal codes of conduct and other internal policies and potential conflicts of interests associated with Timothy Collins (see “Relationship with Timothy Collins”);
- (vii) assessing, from time to time, the internal audit role, function and responsibilities for RHJI and the portfolio companies of RHJI (and availability of qualified and expert candidates) and appointing, as appropriate, an internal audit function;
- (viii) monitoring internal audit needs and, where appropriate, performance.

The Audit and Compliance Committee meets at least (i) quarterly, (ii) two times per year with the Statutory Auditor and any internal audit function, (iii) annually with the General Counsel without other members of the Senior Management present and (iv) annually without any members of the Senior Management present.

RHJI’s General Counsel serves as Secretary to the Committee. He drafts minutes of each meeting, which summarise the issues discussed, the decisions taken and reservations voiced by any dissenting director.

The Audit and Compliance Committee gives an (oral or written) report to the Board of Directors on its deliberations and findings.

The Audit and Compliance Committee reviews annually its terms of reference and its own effectiveness and submits such evaluation, including any recommendations for change, to the Board of Directors.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee must consist of at least three directors. All the Committee’s members must be non-executive directors, a majority of whom must be independent. Directors may be appointed to the Nomination and Remuneration committee for terms of up to three years and may be re-appointed (but no member of the Committee shall serve for consecutive terms exceeding 9 years).

The key responsibilities of the Nomination and Remuneration Committee’s include:

- (i) providing recommendations concerning the size and composition of, and appointment to, the Board of Directors and the Board Committees;
- (ii) in consultation with the Investment and Strategy Committee (and with the CEO, as to appointment for CFO and General Counsel), jointly recommending individuals for appointment as CEO, CFO and General Counsel;
- (iii) in consultation with the CEO, recommending individuals for appointment as other members of Senior Management;
- (iv) assessing the performance of the CEO and, in cooperation with the CEO, of the Senior Management;
- (v) establishing the compensation policy and strategy for directors and Senior Management;
- (vi) supervising the administration of compensation plans;

- (vii) supervising the procedures for the training, development and succession planning of Senior Management;
- (viii) coordinating the annual evaluation of the performance of the Board of Directors and the Board Committees.

The Nomination and Remuneration Committee meets (i) at least two times a year, (ii) annually with the Chief Executive Officer to evaluate the nomination, performance and remuneration of Senior Management and (iii) in the event a change is required to the composition of the Board of Directors.

The Nomination and Remuneration Committee gives an (oral or written) report to the Board of Directors on its deliberations and findings.

The Nomination and Remuneration Committee reviews annually its terms of reference and its own effectiveness and submits such evaluation, including any recommendations for change, to the Board of Directors.

Investment and Strategy Committee

The Investment and Strategy Committee must consist of at least three directors, who may be executive or non-executive directors. Directors may be appointed to the Investment and Strategy Committee for terms of up to three years and may be re-appointed.

The key responsibilities of the Investment and Strategy Committee include:

- (i) approval of any acquisition in which the purchase price payable by RHJI, together with any other commitment made by RHJI, does not exceed €100 million and any disposal in which the sale price or book value of the sold assets (whichever is the highest), together with any other form of payment does not exceed €100 million;
- (ii) approval of any financing activity related to an acquisition mentioned in (i);
- (iii) providing recommendations to the Board of Directors regarding any acquisition (including any related financing activity) or disposal in excess of €100 million;
- (iv) in consultation with the Nomination and Remuneration Committee, jointly recommending, to the Board of Directors, individuals for appointment as CEO, CFO and General Counsel;
- (v) defining and preparing the strategic options and proposals (including alliances, spin-offs or mergers, investments, acquisitions, divestitures, capital structure and secondary listings) that may contribute to the development of RHJI, for recommendations to the Board of Directors.

The Investment and Strategy Committee, as a collegial body, has the power to represent (and to grant, to one or more persons of its choice, a special delegation to represent) RHJI in conjunction with any acquisition and any related financing activity mentioned in (i) and (ii) above.

Senior Management

Composition

Senior Management comprises the CEO and other senior executives (including, but not limited to, the Chief Financial Officer and the General Counsel).

Appointment

The Board of Directors appoints the CEO and, in consultation with the CEO, the other members of Senior Management.

Responsibilities

The role of the CEO, assisted by the other members of Senior Management, is to run RHJI in keeping with the values, strategies, policies, plans and budgets endorsed by the Board of Directors.

The key responsibilities of the CEO, assisted by the other members of Senior Management, include:

- (i) ensuring the day-to-day management of RHJI. The Board of Directors has delegated the daily management (within the meaning of the Belgian Companies Code) of RHJI to the CEO.

As part of his day-to-day management powers, the CEO has authority to cause the Company to, among others, incur or grant any form of financing; grant any form of collateral; effect any treasury management transaction, investment or disinvestment transaction, hedging transaction, renting or leasing transaction; enter into any (including consultancy) services agreement (as a provider or beneficiary of the services); initiate or defend legal proceedings, provided (i) the amount of such financing, collateral, treasury management transaction, investment or disinvestment transaction, hedging transaction, renting or leasing transaction, services agreement or legal proceedings does not exceed EUR 25 million and (ii) such financing, collateral, hedging transaction or services agreement are for purposes other than M&A activity or such investment or disinvestment transaction does not qualify as M&A activity. The following does not qualify as "M&A activity": any (i) investment into or (ii) disinvestment of, a shareholding in a company when such shareholding represents (together with any such shares already, directly or indirectly, (i) held or (ii) disinvested, respectively, by the Company) less than 10% of all shares outstanding of such company.

At any time the Board of Directors will have the power to withdraw or modify the authority it has delegated;

- (ii) developing proposals for RHJI policies to be submitted to Board's approval and implementing such policies, with respect to, among others, financial management, risk management and control, and business conducts;
- (iii) providing the Board of Directors with all information (including a balanced and clear assessment of RHJI's financial situation) which is relevant to the exercise of its powers and duties and reporting on a regular basis to the Board on the key initiatives and decisions which the CEO and the other members of the Senior Management have taken in discharging their responsibilities;
- (iv) ensuring the complete, timely, reliable and accurate preparation of RHJI's financial statements;
- (v) giving direction and guidance to the portfolio companies of RHJI, with due respect for the legal and regulatory framework applicable to each such company;

(vi) managing and organising the RHJI support functions.

The CEO reports directly to the Board of Directors and is accountable to the Board of Directors for the proper performance of the responsibilities set forth above. The CEO leads the other members of Senior Management, who report to the CEO.

Compensation

The Board of Directors determines the remuneration of the Chief Executive Officer and of the other members of Senior Management.

The remuneration of the members of Senior Management ensures a competitive package in order to recruit, retain and motivate qualified and expert professionals. The package comprises (i) a fixed part, (ii) a variable part based on corporate and individual performance and paid at the discretion of the Board of Directors and (iii) executive-level benefits (in the form of pensions, insurance coverage and other fringe benefits, including allowances) commensurate with the respective positions of the members of Senior Management. The adoption of any equity-based compensation plan will be decided by the Board of Directors. On September 18, 2007, the Board of Directors has approved a long-term share-based incentive plan. Awards under the plan are made in the form of restricted stock units, which shall be vested at such time, in such manner and subject to such terms and conditions contained in the relevant award agreement. In addition, the Board may selectively award other equity related compensation to members of the Senior Management (including CEO).

The amount of the remuneration of the members of Senior Management will be disclosed in the Annual Report. For the CEO, disclosure will be done on an individual basis. For the other members of Senior Management, the amount, with a break-down between basic remuneration, variable remuneration and benefits, will be disclosed on an aggregate basis.

The Annual Report will disclose, on an individual basis, the number and key features of any shares, share options or any other right to acquire shares, granted to members of Senior Management (other than the CEO) during the year.

The main contractual terms of hiring and termination arrangements with members of Senior Management will be disclosed in the Annual Report.

Transactions between RHJI and Senior Management

Transactions or other contractual relationships between RHJI or its portfolio companies and members of the Senior Management of RHJI must take place at arms' length and be approved by the Board of Directors.

This does not apply to compensation of Senior Management, which is approved by the Board of Directors upon recommendation by the Nomination and Remuneration Committee.

Relationship with Timothy Collins

Time Commitment

Currently, under the terms of RHJI's agreement with Mr. Collins, he is required to spend as much of his aggregate business time and attention as is required to fulfil his functions as director and member of the Investment and Strategy Committee. Mr. Collins is not obligated to spend a majority

of his aggregate business time and attention on RHJI and continues to be obligated under the terms of certain existing private equity partnership agreements to devote business time and attention to such partnerships. In addition, in the future he also may create funds or other investment entities that could require a substantial portion of his business time and attention.

New Opportunities

Mr. Collins has agreed that he will use reasonable efforts to provide acquisition opportunities to RHJI that are consistent with RHJI's strategy, although Mr. Collins will not have any obligation to allocate any particular opportunity to RHJI.

RHJI has adopted a resolution waiving the specific provisions of RHJI's Code of Business Conduct and Ethics (see "Code of Business Conduct and Ethics") that would apply to the outside activities of Mr. Collins, as a member of the Board of Directors.

On an annual basis, RHJI's Board of Directors determines whether to renew the above waiver, after a thorough review of Mr. Collins' activities outside RHJI. Any resolution renewing the waiver shall only be validly adopted if it has been approved by at least three-quarters of RHJI's independent directors at the relevant meeting of the Board of Directors.

The procedure required by Article 523 of the Belgian Companies Code in relation to directors' conflicting interests is applied to the annual waiver described above.

Restrictions on Certain of Our Business Strategies

Because of restrictions imposed on Mr. Collins and his affiliates under an existing partnership agreement respecting Ripplewood Fund II, RHJI has agreed that for so long as Mr. Collins is a director and a member of the Investment and Strategy Committee of RHJI and such restrictions are in effect with respect to Ripplewood Fund II, RHJI's primary acquisition objectives in executing the component of RHJI's growth strategy focused on acquisitions will not be substantially similar to the investment objectives of Ripplewood Fund II. The investment objectives of Ripplewood Fund II are to seek long-term capital appreciation by acquiring, holding and disposing of securities of a portfolio of companies which are located primarily in the United States or Canada. In addition, Ripplewood Fund II is prohibited from investing more than 35% of its total capital commitments in companies organised and headquartered outside of the United States and Canada. Accordingly, RHJI's Board of Directors has resolved that until July 23, 2009, (1) in executing the component of RHJI's strategy focused on acquisitions, RHJI's primary acquisition objective will be to acquire a portfolio of companies which are not primarily located in the United States or Canada and (2) RHJI will not acquire assets if, after giving effect to such acquisition, more than 35% of the total assets of RHJI's portfolio of companies would be comprised of companies which are organised and headquartered inside the United States and Canada. The foregoing policy, however, does not prohibit any acquisitions of assets by RHJI's subsidiaries in furtherance of their respective businesses. Notwithstanding the difference in the objective of the acquisition component of RHJI's strategy from Ripplewood Fund II's investment objectives, RHJI's acquisition strategy may from time to time overlap with Ripplewood Fund II's investment objectives.

Representation of RHJI

RHJI is duly represented by (i) any two of its directors acting jointly, or (ii) by the CEO for all matters relating to daily management and, (iii) in addition, by the CEO or other members of Senior

Management, for specific matters as determined by and within the limits set by the Board of Directors. The CEO, within the limit of his daily management powers, may grant special and specific authority to one or more members of Senior Management. Furthermore, the Investment and Strategy Committee has also certain representation powers.

Statutory Auditor

In accordance with Belgian law, Statutory Auditors are appointed by a resolution adopted by a simple majority vote at a Shareholders' Meeting. Statutory Auditors are appointed for renewable terms of three years. During their term of office, Statutory Auditors can be removed only by a Shareholders' Meeting for just cause. KPMG Reviseurs d'Entreprises/Bedrijfsrevisoren (represented by Mr. Benoit Van Roost) was appointed as Statutory Auditor of RHJI, (i) in connection with the non-consolidated financial statements specifically, until the Annual Shareholders' Meeting of September, 2010 and (ii) for review of the consolidated financial statements until the Annual Shareholders' Meeting which shall be invited to approve the consolidated financial statements for the fiscal year ending March 31, 2011.

The Shareholders' Meeting, upon appointing the Statutory Auditor, determines its remuneration for its services in connection with the audit of RHJI's financial statements. Such remuneration does not cover other audit or related services provided by the Statutory Auditor.

Shareholders' Meeting

RHJI encourages its shareholders to participate at Shareholders' Meetings. In order to facilitate this, voting in absentia will be able to take the form of proxy voting through a proxy voting form prepared by RHJI. Agendas and all other relevant information are available on RHJI's website in advance of Shareholders' Meetings.

Annual and Extraordinary Shareholders' Meetings

RHJI holds its Annual Shareholders' Meeting on the third Tuesday of September of each year. If such day is a legal public holiday, the meeting will be held on the following working day. In accordance with Belgian law, at this meeting, the Board of Directors and Statutory Auditor provide reports concerning the financial statements for the previous fiscal year. Shareholders then vote on the approval of the non-consolidated annual accounts (including the allocation of profit or loss), the appointment, if necessary, of new directors or Statutory Auditor, the release from liability of the directors and the Statutory Auditor for the previous fiscal year, and, any other matter properly presented to the Shareholders Meeting.

The Board of Directors and the Statutory Auditor of RHJI may convene an Extraordinary Shareholders' Meeting at any time RHJI's interests so require, which is typically in connection with necessary or appropriate changes to the Articles of Association of RHJI. In accordance with the Belgian Companies Code, shareholders representing one-fifth of RHJI's total issued share capital may also convene an Extraordinary Shareholders' Meeting.

Normally, Shareholders' Meetings are chaired by the Chairman of the Board of Directors.

Shareholders' Meeting Notices

Notices of all Shareholders' Meetings contain the agenda of the meeting and the Board of Directors' proposed decisions on the matters to be voted upon. The Board of Directors provides

explanations of agenda items and proposals made by the Board of Directors, where appropriate through the reports and other formalities required by the Belgian Companies Code.

In accordance with the Belgian Companies Code, shareholders representing one-fifth of RHJI's total issued share capital may move for an item of business to be included in the agenda for the meeting, provided that the Board of Directors is given written notice of such item of business sufficiently far in advance to be included in the notices convening the meeting and, in any case, not later than 50 days prior to the meeting. Notice of a Shareholders' Meeting must be published in the Belgian State Gazette and in a national newspaper in Belgium at least 24 days prior to the meeting. The notice must also be sent to holders of registered securities, the directors and the Statutory Auditor at least 15 days prior to the meeting.

Attendance Formalities

To attend a Shareholders' Meeting, holders of bearer shares must deposit their shares at the place indicated in the convening notice at least three business days prior to the meeting. Holders of bearer shares held in a securities account may instead deposit, at least three business days prior to the meeting, a certificate attesting to the non-availability of the shares until the date of the meeting, issued by a financial institution or clearance institution. Holders of registered shares must notify RHJI, at least three business days prior to the meeting, through the form prepared by RHJI, of their intention to attend the meeting and the number of shares in respect of which they intend to exercise voting rights.

Any shareholder may attend Shareholders' Meetings in person or be represented by a proxy (using the proxy form prepared by RHJI), which proxy need not be a shareholder.

Questions

The Chairman of the Shareholders' Meeting shall lead the meeting in such a manner that there will be sufficient time to answer questions shareholders may have relating to the Annual Report, special reports and/or the items on the agenda.

Quorum and Majority

Except as described below, no quorum is required for a Shareholders' Meeting and decisions are taken upon a simple majority vote of the shares present in person or represented by proxy. Each ordinary share is entitled to one vote.

Among resolutions requiring special quorum and majority are resolutions relating to amendments of RHJI's Articles of Association. Specifically, any resolution on these matters requires the presence in person or by proxy of shareholders holding an aggregate of at least 50% of RHJI's total issued share capital and the approval by at least 75% of the shares present in person or represented by proxy at the meeting. If a quorum is not present, a second meeting must be convened. At the second meeting, the quorum requirement does not apply. The special majority requirement, however, will continue to apply.

Any modification of RHJI's corporate purposes or legal form requires a quorum of shareholders holding an aggregate of at least 50% of RHJI's total issued share capital and approval by at least 80% of the shares present in person or represented by proxy at the meeting. If a quorum is not present, a second meeting must be convened. At the second meeting, the quorum requirement does not apply. The special majority requirement, however, will continue to apply.

Minutes

Minutes of the meeting are drafted by the secretary to the meeting (who is, normally, the General Counsel). The minutes (including the results of the votes) are posted on RHJI's website as soon as possible after the meeting.

Business Conduct and Ethics Code

RHJI's Code of Business Conduct and Ethics summarises the values, principles and business practices that guide RHJI's business conduct. The Code sets out a set of basic principles regarding the minimum requirements with which each of RHJI employees, officers, members of Senior Management, directors, advisers and consultants are expected to become familiar and to apply as guiding principles in the daily performance of their job responsibilities.

In addition to general principles, there are specific provisions which address various legal and ethical compliance issues, including, among others, conflicts of interest, outside directorships and other outside activities, businesses gifts and entertainment, whether offered or received, competition and fair dealing, discrimination and harassment, health and safety, confidentiality and personal data protection and protection of proprietary information. The Code also provides procedures for addressing complaints concerning auditing issues.

The Code encourages the reporting of any possible unethical or illegal conduct and sets forth specific compliance procedures. These include the opportunity for all complaints to be brought anonymously.

The Code is intended to supplement our other policies including RHJI's Dealing and Disclosure Code (see "Dealing and Disclosure Code"), and RHJI's general commitment to comply with applicable laws, and is not intended to replace those laws.

Dealing and Disclosure Code

RHJI's Dealing and Disclosure Code applies to all RHJI employees, members of Senior Management and directors, as well as to the other persons and entities indicated therein.

The Code is not intended to replace the applicable laws prohibiting insider dealing and disclosure of price-sensitive information.

The purpose of the Code is to ensure that such persons and entities do not abuse, nor place themselves under suspicion of abusing, and maintain the confidentiality of price sensitive information that they may have or may be thought to have, especially in periods leading up to an announcement of financial results or of price-sensitive events or decisions.

To this end, the Code sets out minimum standards to be followed. In particular, subject to special clearance that can only be granted in very limited circumstances, covered persons may not deal in RHJI shares during a closed period or a prohibited period. A closed period is defined substantially as the period preceding the publication of periodical financial results, beginning on the last day of the period covered by such results and ending on the date of such publication. A prohibited period is a period that RHJI's General Counsel or the Board of Directors has determined is a sensitive period.

Directors and members of Senior Management must, before dealing in RHJI shares, obtain clearance. Directors must obtain such clearance from the Chairman of the Board, the Chairman of

the Board must obtain it from two other members of the Board of Directors and members of the Senior Management must obtain it from RHJI's General Counsel, who is the Compliance Officer in charge of monitoring compliance with the obligations set forth in the Code.

The Code provides that directors and certain members of Senior Management will be required to notify any transaction cleared under the Code to the Banking, Finance and Insurance Commission in accordance with applicable Belgian regulations.

Shareholding Structure

The shareholding structure of RHJI, based on notifications made to RHJI in accordance with Belgian rules on the notification of major shareholdings and RHJI's Articles of Association, is disclosed on RHJI's website at www.rhji.com and such disclosure is incorporated by reference herein.

Relationships with Major Shareholders

RHJI and Ripplewood Holdings L.L.C., an affiliate of Mr. Collins who is both a director and a major shareholder of RHJI, have entered into a services arrangement under which Ripplewood Holdings L.L.C. provides certain support services associated with the operation of a wholly-owned subsidiary of RHJI based in New York, New York, U.S.A.

Website and Investor Relations

In order to enhance information to shareholders and investors, RHJI maintains a website, where the Corporate Governance Charter, the Articles of Association, the Annual Report, the financial calendar, press releases and other information on RHJI can be found.

In addition, shareholders and investors may also contact RHJI's Investor Relations Manager:

Telephone : + 32-(0)2-643 60 13
Facsimile : + 32-(0)2-648 99 38
E-Mail : investor-relations@rhji.com