



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 Monday, March 29, 2010 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 Extraordinary Shareholders' Meeting, with the following agenda:

1. Capital reductions (and ensuing authorized capital adjustment)
2. 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
1. (a) To approve a capital reduction by way of absorbing carried forward losses reflected in the non-consolidated financial statements for the fiscal year ended March 31, 2009, of an amount of JPY 91,041,322,801, such reduction to be made without cancellation of shares, through a reduction of the item "Issuance Premiums" (currently of JPY 104,604,495,228 ¹) as reflected in the above non-consolidated financial statements.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Subject to the shareholders having approved resolution 1 (a) above, to (i) approve a further capital reduction by way of increasing the available reserves (currently of JPY 17,445,452,557 ²) to JPY 25,000,000,000, such capital reduction to be made without cancellation of shares (and without reimbursement to shareholders), through a reduction of the share capital (currently of EUR 664,424,086) by an amount of EUR 59,861,707 (equal to JPY 7,554,547,443, based on the JPY/EUR exchange rate published by the European Central Bank on February 2 nd , 2010) and, as a result, (ii) amend Article 5, paragraph 1 of the Articles of Association, in order to reflect the new amount of share capital and (iii) amend Article 8, paragraph 1 of the Articles of Association in order to reduce the amount of authorized share capital (currently of EUR 663,955,470) to EUR 604,562,379, to align it (in accordance with Article 603 of the Belgian Companies Code) on the new amount of share capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. 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 point 1 (b) above and for the fulfilment of any other formalities necessary or useful in connection with such amendments	<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 Extraordinary Shareholders' Meeting, you must comply with certain deposit and notification formalities as further detailed in the Convening Notice for the Extraordinary Shareholders' Meeting of March 29, 2010.

¹ The figures reflected in the published non-consolidated financial statements, expressed in thousands of JPY, were rounded at 91,041,322 and 104,604,495 respectively.

² Rounded at 17,445,453 in the published non-consolidated financial statements.

Unless different voting instructions are given, the instructions to vote at the Extraordinary Shareholders' Meeting of March 9, 2010, will remain valid for this Extraordinary Shareholders' Meeting.

Please send the signed completed proxy to RHJ'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 **Wednesday, March 24, 2010 at the latest**.

Executed on (*date*) _____ 2010

In (*place*) _____

By (*name; title*) _____

(*signature*) _____