

Statutory auditor's report to the general meeting of shareholders of RHJ International SA on the financial statements for the year ended March 31, 2010

In accordance with legal and statutory requirements, we report to you on the performance of our audit mandate. This report includes our opinion on the financial statements together with the required additional comments and information.

Unqualified audit opinion on the financial statements, with an emphasis of matter paragraph

We have audited the financial statements of RHJ International SA for the year ended March 31, 2010, prepared in accordance with the financial reporting framework applicable in Belgium, which show a balance sheet total of JPY 117,648,073,000 and a loss for the year of JPY 5,458,714,000.

The board of directors of the company is responsible for the preparation of the financial statements. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with legal requirements and auditing standards applicable in Belgium, as issued by the "Institut des Réviseurs d'Entreprises/Instituut der Bedrijfsrevisoren". Those standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

In accordance with these standards, we have performed procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we have considered internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. We have also evaluated the appropriateness of the accounting policies used, the reasonableness of accounting estimates made by the company and the presentation of the financial statements, taken as a whole. Finally, we have obtained from management and responsible officers of the company the explanations and information necessary for our audit. We believe that the audit evidence we have obtained provides a reasonable basis for our opinion.

In our opinion, the financial statements as of March 31, 2010 give a true and fair view of the company's net worth, financial position and results in accordance with the financial reporting framework applicable in Belgium.

Without qualifying our opinion, we draw attention to the directors' report (section relating to material events subsequent to March 31, 2010) which indicates that an investment (Honsel) of the company is facing some uncertainties with respect to the going concern of its activities. The going concern assumption is based on the expectation that the remedial actions that will be implemented will restore its operating profitability. Therefore, the financial statements do not include any adjustment or classification in respect the investment in Honsel which could prove to be necessary if Honsel was no longer able to pursue its activities.

Additional comments and information

The preparation of the directors' report and its content, as well as the company's compliance with the Company Code and its bylaws are the responsibility of the board of directors.

Our responsibility is to supplement our report with the following additional comments and information, which do not modify our audit opinion on the financial statements:

- The directors' report includes the information required by law and is consistent with the financial statements. We are, however, unable to comment on the description of the principal risks and uncertainties which the company is facing, and on its financial situation, its foreseeable evolution or the significant influence of certain facts on its future development. We can nevertheless confirm that the matters disclosed do not present any obvious inconsistencies with the information that we became aware of during the performance of our mandate.
- The board of directors has detailed in its report, in accordance with article 523 of the Company Code, the resolutions passed during its board meetings on July 22, 2009, September 15, 2009, December 10, 2009 and March 4, 2010 with respect to:

- Indemnification of Mr. Collins (July 22, 2009)

The board members discussed a proposed indemnification to Mr. Collins in addition to the existing insurance policy contracted by the company covering directors' and officers' liability up to €100 million. The indemnification would cover liabilities, losses, costs and expenses incurred by Mr. Collins in connection with the performance of his duties as director and chairman of the Investment and Strategy Committee of the company. The board of directors did not approve this indemnification but approved to investigate an insurance solution.

- Indemnification of Mr. Collins (September 15, 2009)

A revised proposition consisting of an additional directors' and officers' insurance policy up to €70 million and a back-up indemnification in favor of Mr. Collins was submitted to the board. The board of directors approved this transaction in accordance with the Company Code and determined that this resolution was in the best interest of the company and served to further the purposes of the company. The patrimonial consequences of such decision are an annual premium of €126.000 for the additional policy and potential losses up to a maximum of €70.000.000 incurred by Mr. Collins

which are not covered by insurance, with the exception of any losses resulting from fraud or willful misconduct, any criminal sanctions or any losses resulting from claims against Mr. Collins on behalf of the company.

- Bonus package for Mr. Fischer and Mr. Häusler (December 10, 2009)

A special bonus was proposed for Mr. Fischer and Mr. Häusler in respect of their involvement in the acquisition of Kleinwort Benson. The board of directors approved this compensation in accordance with the Company Code and determined that this resolution was in the best interest of the company and served further the purposes of the company. The patrimonial consequences of such decision comprised an amount of €3.2 million in cash (out of which 40% was contingent to the closing of the acquisition) and a grant of €3.3 million in ordinary shares of the company subject to a 4 year lock-up period.

- Annual renewal of the waiver to a director with respect to his outside activities (March 4, 2010)

The board has renewed for another year the prior resolutions with respect to the permission granted to Mr. Collins to pursue certain outside activities. The established monitoring procedure has been followed, and the board of directors has dealt with this resolution in accordance with the Company Code, and determined that this resolution was in the best interest of the company. Any patrimonial consequences of such decision for the company would be constituted by the fact that Mr. Collins is allowed to pursue outside activities.

It should be noted that the directors' report includes the minutes of the board meetings only to the extent that they relate to the matters subject to article 523 of the Company Code. This does not however, in our view, affect the completeness of the information required for communication.

- Without prejudice to formal aspects of minor importance, the accounting records were maintained in accordance with the legal and regulatory requirements applicable in Belgium.
- There are no transactions undertaken or decisions taken in violation of the company's bylaws or the Company Code that we have to report to you. The appropriation of results proposed to the general meeting complies with the legal and statutory provisions.

Brussels, July 29, 2010

KPMG Réviseurs d'Entreprises
Statutory auditor
represented by

Benoit Van Roost
Réviseur d'Entreprises