



**RHJ International SA**

**Public limited liability company**

**Avenue Louise 326**

**1050 Brussels**

**RLE n° 0866015010**

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RHJ International SA (“RHJ”) hereby provides notice to shareholders of the Extraordinary Shareholders’ Meeting to be held on Tuesday September 15, 2009 at 4 p.m., at Avenue Louise 326, 1050 Brussels (Belgium).

The Extraordinary Shareholders’ Meeting is convened with the same agenda as that of the meeting convened on August 26, 2009 and since the first call did not reach certain quorum requirements. This new Extraordinary Shareholders’ Meeting will be able to proceed without quorum requirements (i.e. regardless of the percentage of share capital taking part in the meeting).

Shareholders wishing to attend the meeting are invited to arrive at 3.15 p.m. at latest, in order to proceed with the registration formalities.

**Agenda of the Extraordinary Shareholders’ Meeting**

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.

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.

Proposed resolution:

(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 September 15, 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 resolution:

(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 September 15, 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 September 15, 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.

The Extraordinary Shareholders’ Meeting shall be able to deliberate on the above points on the agenda regardless of the percentage of share capital taking part in the meeting.

The proposed resolution under point 5 shall be validly adopted provided it be approved with at least 80% of the votes cast, in accordance with Article 620, § 1, indent 1 *juncto* Article 559 of the Belgian Companies Code. The proposed resolutions under point 1 to 4 and 6 and 7 shall be validly adopted provided they be approved with at least 75% of the votes cast, in accordance with Article 558 of the Belgian Companies Code. The proposed resolution under point 8 shall be validly adopted provided it be approved with at least 50% plus one of the votes cast, in accordance with Article 31, indent 2 of the Articles of Association.

## **Participation in the Extraordinary Shareholders' Meeting**

Shareholders are reminded that since January 1, 2008, bearer shares booked into a securities account will automatically be converted into dematerialised shares pursuant to the Law of 14 December 2005 on the abolition of bearer securities. Holders of such dematerialised shares should refer to point (b) below for a description of the formalities to be fulfilled to take part in the Extraordinary Shareholders' Meeting.

In order to take part, in person, by proxy or by correspondence, in the Extraordinary Shareholders' Meeting convened on September 15, 2009, the shareholders must, in accordance with Article 28 of the Articles of Association, comply with the following respective deposit and notification formalities:

- (a) Any holder of bearer shares must, on Thursday, September 10, 2009 at the latest, deposit its shares with Petercam, our paying agent, at its offices located at Place Sainte Gudule 19, 1000 Brussels, Belgium. Petercam shall deliver a receipt of deposit (including the serial number of the blocked bearer shares), which the holder of the bearer shares or its proxyholder will have to present, on the day of the Extraordinary Shareholders' Meeting, to be granted access to the meeting room.

The physical deposit of the bearer shares may be validly replaced by the deposit of a blocking certificate, at the place and within the deadline mentioned above, of:

- if the shares are in printed form: a certificate, issued by a Belgian or a foreign financial institution, certifying the blocking of the shares until and including September 15, 2009 and indicating the number of such blocked shares;
- if the shares are deposited, under the benefit of the Belgian Royal Decree No 62 of November 10, 1967 promoting the circulation of securities (as subsequently modified), in a securities account with an approved clearing institution or a Belgian or a foreign financial institution that is a participant to the clearing system operated by such clearing institution: a certificate of unavailability until and including September 15, 2009 issued by such clearing institution or financial institution, indicating the number of such unavailable shares.

Important note: since January 1, 2008, the deposit of printed bearer shares with a financial institution in Belgium with a view to the participation of the shareholder in a shareholders' meeting will, in principle, automatically imply the dematerialisation of those shares and the booking of the latter into a securities account with that financial institution. As a consequence, shareholders will no longer have the ability to recover their shares in printed bearer form once they will have been deposited.

- (b) Any owner of dematerialised shares must, on Thursday September 10, 2009 at the latest, deposit with Petercam (at the above address) a blocking certificate issued (i) by a recognised registrar, approved in accordance with Article 468 of the Belgian Companies Code, or (ii) by a clearing organisation, approved in accordance with the same Article, and certifying the unavailability of the shares until and including September 15, 2009. Petercam shall deliver a receipt of deposit, which the holder of the dematerialised shares or its proxyholder will have to present, on the day of the Extraordinary Shareholders' Meeting, to be granted access to the meeting room.

- (c) Proxy form: Holders of bearer or dematerialised shares who wish to attend the Extraordinary Shareholders' Meeting through a proxyholder must complete a proxy form, which can be obtained from RHJI's registered office (from Mr. Arnaud Denis, Investor Relations Director, RHJ International SA, Avenue Louise 326, 1050 Brussels) and is also available on RHJI's website at [www.rhji.com](http://www.rhji.com). A copy of the signed completed proxy must reach RHJI, by mail or by fax, on Thursday September 10, 2009 at the latest (attention Mr. Arnaud Denis, at the above address or fax no. + 32 (0) 2 648 99 38). A proxyholder, in order to be granted access to the meeting room on the day of the Extraordinary Shareholders' Meeting, must hand over the signed original of the proxy. A shareholder may either designate its own nominee or appoint Petercam as proxyholder.
- (d) Identity and due authorization: Individuals who wish to attend the Extraordinary Shareholders' Meeting in their capacity as shareholder, proxyholder or representative of a legal entity must provide evidence of their identity in order to be granted access to the meeting room. Representatives of legal entities must, in addition, provide appropriate documentation establishing their capacity as legal representative or attorney-in-fact of such entity.
- (e) Without prejudice to the formalities described in items (a) or (b) above (as applicable), shareholders may vote by correspondence in accordance with Article 29bis of the Articles of Association. The vote by correspondence must be cast on the form prepared by RHJI (the form can be obtained from Arnaud Denis, Investor Relations Director, at the above address or from RHJI's website at [www.rhji.com](http://www.rhji.com)). The signed original of the form for voting by correspondence must reach RHJI by Thursday, September 10, 2009 at the latest (attention Mr. Arnaud Denis, Investor Relations Director, at the above address).

Unless different voting instructions are given, the instructions to vote at the Extraordinary Shareholders' Meeting of August 26, 2009, will remain valid for the Extraordinary Shareholders' Meeting of September 15, 2009.

Shareholders and representatives who attend the meeting are kindly requested to arrive by 3.15 p.m., in order to proceed with the registration formalities.

Shareholders are able to obtain, as from July 31, 2009, on RHJI's website at [www.rhji.com](http://www.rhji.com) and, during normal office hours on working days, at RHJI's registered office at Avenue Louise 326, 1050 Brussels (Belgium), a copy of the 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.