



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 Tuesday, September 15, 2009 at 4 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. Amendment of Article 5 of the Articles of Association.

2. Amendment of Article 7 of the Articles of Association.
3. Renewal of the general authorised capital.
4. Renewal of the authorised capital for takeover bid circumstances.
5. Amendment of the text of and renewal of the general share buy-back authorization.
6. Amendment of Article 21.3 of the Articles of Association.
7. Amendment of Article 24 of the Articles of Association.
8. 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
<p>1. To amend indents 4 and 5 of Article 5 of the Articles of Association, to read as follows: <i>“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.</i></p> <p><i>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.”</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>2. To amend Article 7 of the Articles of Association to read as follows: <i>“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.”</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>3. (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: <i>“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.”</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>4. (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</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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. (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. 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. 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. 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.

*** 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 Extraordinary Shareholders' Meeting Convening Notice.

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

Please send the signed completed proxy to RHJI'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 **Thursday, September 10, 2009 at the latest.**

Executed on (*date*) _____ 2009

In (*place*) _____

By (*name; title*) _____

(*signature*) _____