



**Vote by correspondence
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, March 9, 2010 at 11 a.m.
at Avenue Louise 326, 1050 Brussels, Belgium**

The undersigned,

- **Full name of shareholder** _____

- **Address (or registered office)**

(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,

hereby takes part in this Extraordinary Shareholders' Meeting, with the following agenda:

1. Capital reductions (and ensuing authorized capital adjustment)
2. Restatement of the Articles of Association

and declares 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 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

“Issuance Premiums” (currently of JPY 104,604,495,228 ¹) as reflected in the above non-consolidated financial statements.

(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 2nd, 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.

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

*** Please tick the appropriate box for each vote. Please note that your vote will be cast as an abstention in the absence of voting instructions with regard to any point on the agenda or in the event that any uncertainty may be raised on the voting instructions.**

This vote remains valid for any subsequent Extraordinary Shareholders' Meeting which would be convened with the same agenda.

Please note that, in order to take part in this Extraordinary Shareholders' Meeting (and any subsequent Extraordinary Shareholders' Meeting which would be convened with the same agenda), you must comply with certain deposit and notification formalities as further detailed in the Extraordinary Shareholders' Meeting Convening Notice.

Please note also that, for the calculation of the presence quorum, only original signed forms received by RHJI (attention Mr. Arnaud Denis, Investor Relations Director, RHJ International SA, Avenue Louise 326, 1050 Brussels) by **Thursday, March 4, 2010 at the latest**, will be taken into account.

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.

Executed on (*date*) _____ 2010

In (*place*) _____

By (*name; title*) _____

(*signature*) _____