

Proxy for the Annual Shareholders' Meeting of



RHJ International SA
(a public limited liability company)

Avenue Louise 326

1050 Brussels, Belgium

RLE n° 0866015010

To be held on Tuesday September 19, 2006 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 **Petercam SA**, with its registered office at Place Sainte Gudule 19, 1000 Brussels, Belgium, to represent her/him/it at this annual shareholders' meeting, whose agenda is the following:

1. Presentation of the consolidated and non-consolidated reports by the Board of Directors on the fiscal year ended March 31, 2006.
2. Presentation of the consolidated and non-consolidated reports by the Statutory Auditors on the fiscal year ended March 31, 2006.
3. Presentation of the consolidated financial statements for the fiscal year ended March 31, 2006.
4. Approval of the non-consolidated financial statements for the fiscal year ended March 31, 2006.
5. Release to the Directors.
6. Release to the Statutory Auditors.

The undersigned hereby expressly instructs the proxy to participate in the annual shareholders' meeting and to vote as follows*:

- | | FOR | AGAINST | ABSTAIN |
|---|--------------------------|--------------------------|--------------------------|
| 1. Approval the non-consolidated financial statements for the fiscal year ended March 31, 2005, including the following allocation of results: | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| - profit for the fiscal year: JPY 966,358 thousand | | | |
| - loss carried forward from JPY (11,967,837) thousand
the preceding fiscal year: | | | |
| - result to be allocated: JPY (11,001,479) thousand | | | |
| - loss to be carried forward: JPY (11,001,479) thousand | | | |
| 2. Granting release to Mssrs. D. Ronald Daniel, Timothy C. Collins, Jeffrey M. Hendren, Victor Halberstadt, Björn König, Jun Makihara, Lord Jacob Rothschild and Jeremy W. Sillem for the performance of their duties as directors during the fiscal year ended March 31, 2006. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Granting release to KPMG Reviseurs d'Entreprises (represented by Mr. Benoit Van Roost, partner) and BDO Reviseurs d'Entreprises (represented by Mr. Félix Fank, partner) for the performance of their duties during the fiscal year ended March 31, 2006. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

*** Please tick the appropriate box for each vote. Petercam will abstain from voting on the above points if your have failed to indicate your voting instructions.**

Please note that, in order to attend this Annual Shareholders' Meeting, you must comply with certain deposit and notification formalities as further detailed in the Annual Shareholders' Meeting notice.

Executed on *(date)* _____ 2006 in *(place)* _____

(Signature)
