

Proxy for the Annual 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 18, 2007 at 3 p.m.
at Le Châtelain Hotel, 17 rue de Châtelain, 1000 Brussels, Belgium**

The undersigned, for and on behalf of:

- **Full name of shareholder** _____

- **Address** (*street, number*) _____

(*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 one of the boxes below*)

(*insert name of proxyholder*) _____

with a domicile/registered office at:

(*street, number*) _____

(*zip code, city*) _____

(*state, country*) _____

OR (*if you chose to have Petercam SA act as proxyholder*)

Petercam SA, with its registered office at Place Sainte Gudule 19, 1000 Brussels, Belgium,

to represent her/him/it at this Annual Shareholders' Meeting, with the following agenda:

1. Presentation of the reports by the Board of Directors on the consolidated and non-consolidated financial statements for the fiscal year ended March 31, 2007;
2. Presentation of the reports by the Statutory Auditors on the consolidated and non-consolidated financial statements for the fiscal year ended March 31, 2007;
3. Presentation of the consolidated financial statements for the fiscal year ended March 31, 2007;
4. Approval of the non-consolidated financial statements for the fiscal year ended March 31, 2007;
5. Discharge to the Directors;
6. Discharge to the Statutory Auditors;
7. Appointment of Director; and
8. Appointment of Statutory Auditor for review of the non-consolidated financial statements.

The undersigned hereby expressly instructs the proxy to participate in the Annual Shareholders' Meeting and to vote as follows*:

	FOR	AGAINST	ABSTAIN
1. To approve the non-consolidated financial statements for the fiscal year ended March 31, 2007, including the following allocation of results:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Profit for the fiscal year: + JPY 4,164 million			
Loss carried forward from the preceding fiscal year - JPY (11,001) million			
Transfer from capital and share premium account + JPY 30,001 million			
Transfer to legal reserve + JPY 208 million			
Transfer to available reserves + JPY 19,000 million			
Profit to be carried forward + JPY 3,956 million			
2. To grant a discharge to Mssrs. D. Ronald Daniel, Timothy C. Collins, Harvey Golub, 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, 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To grant a discharge 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, 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To appoint Mr. Leonhard Fischer as a director with effect as of September 18, 2007 and until immediately after the Annual	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Shareholders' Meeting which shall be invited to approve the non-consolidated financial statements for the fiscal year ending March 31, 2008.

5. To appoint KPMG Reviseurs d'Entreprises (represented by Mr. Benoit Van Roost, partner) as the Statutory Auditor for review of the non-consolidated financial statements and for a period of three years until immediately after the Annual Shareholders' Meeting which shall be invited to approve the non-consolidated financial statements for the fiscal year ending March 31, 2010. The annual remuneration of KPMG Reviseurs d'Entreprises as Statutory Auditor of the non-consolidated financial statements will be EUR 20,000, excluding VAT and expenses.

*** Please tick the appropriate box for each vote. Your designated proxy or Petercam may abstain from voting 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.**

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 Notice for the Annual Shareholders' Meeting.

Executed on *(date)* _____ 2007

In *(place)* _____

By *(name)* _____

(title) _____

(signature) _____