

RHJ International SA

Report of the Joint Statutory Auditors
regarding the disqualification of
preferential rights (article 596 of the
Belgian Companies Code)

Free translation of the report originally
prepared in French

February 28, 2006
BVR/fg/OD

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1 Description of the engagement

In accordance with article 596 of the Belgian Companies Code, the Board of Directors of RHJ International (the “Company”) has prepared a special report relating to the issuance of new shares with disqualification of the preferential rights. The issuance of new shares must comply with the conditions required for authorized share capital prescribed by the articles 603 and 604 of the Belgian Companies Code and the articles 8 and 9 of the Articles of Association of the Company.

The Board of Directors justifies the disqualification of the preferential rights in a special report, which describes the operation and the offering price and provides a description of the financial consequences of the offering for the existing shareholders.

This report has been prepared in accordance with the same article 596 and provides a confirmation to the shareholders, about the completeness and accuracy of the financial and accounting figures disclosed in the special report of the Board of Directors.

2 Description of the proposed operation

On February 28, 2006, the Board of Directors decided to increase the share capital by issuing up to 7,700,000 new ordinary shares subject to the closing of a global institutional offering which will run during a subscription period from 1 March 2006 to, at the latest, 17 March 2006. The final offering price will be set by the CEO of the Company based on current market trading price and may include a customary discount based on advice received from the joint global coordinators and bookrunners of the offering (Goldman Sachs International and Morgan Stanley & Co. International Limited). The share capital will increase by EUR 10 per new ordinary share issued (representing the current fractional value of the share) and the remaining portion of the issuance price will be recorded as issuance premium. This increase represents a maximum of approximately 9.9% of the existing capital of the Company.

The financial consequences of the operation are presented by the Board of Directors in its special report. First, issuance of the maximum number of new shares would lead to a dilution of voting rights and dividend rights of each of the existing shares. Secondly, the impact of this operation on the net value of each of the existing shares could only be presented through an simulation due to the way the offering price for the new shares will be fixed. As mentioned in the special report of the Board of Directors, the simulation of the financial consequences of the operation by using three different share prices, namely EUR 19.98 (stock price as at 20 February 2006), EUR 20.65 (average stock price over the 10 last days until 20 February 2006) and EUR 19,43 (average stock price over the 90 last days until 20 February 2006), leads to an immediate increase in the Company's consolidated net tangible book value for the existing shareholders of respectively EUR 0.78, EUR 0.84 and EUR 0.73 per share. The Board of Directors has specifically mentioned that there is no guarantee that the actual issuance price (including a customary discount, if any) will be at or around any of these prices.

3 Conclusion

Our engagement concerns the disqualification of preferential rights in connection with an increase of share capital by way of a global institutional offering.

Accordingly, our engagement has been limited to the analysis and discussion of the financial and accounting information, and thus provides less assurance than an audit of certified financial statements would have provided.

Based on our work, we confirm that the financial and accounting information reported in the special report of the Board of Directors of RHJ International S.A. disclosed in accordance with article 596 of the Belgian Companies Code, are accurate and sufficient to inform the shareholders.

Brussels, 28 February 2006

The Joint Statutory Auditors

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