



**RHJ International SA**

**Public limited liability company**

**Avenue Louise 326**

**1050 Brussels**

**RLE n° 0866015010**

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RHJ International SA ("RHJ") hereby provides notice to shareholders of the Extraordinary Shareholders' Meeting to be held on Tuesday September 16, 2008 at 4 p.m., at Avenue Louise 326, 1050 Brussels (Belgium).

The Extraordinary Shareholders' Meeting is convened with the same agenda as that of the meeting convened on August 19, 2008 and since the first call did not reach certain quorum requirements. This new Extraordinary Shareholders' Meeting will be able to proceed without quorum requirements (i.e. regardless of the percentage of share capital attending or being represented at the meeting).

Shareholders wishing to attend the meeting are invited to arrive at 3.15 p.m at latest, in order to proceed with the registration formalities.

**Agenda of the Extraordinary Shareholders' Meeting**

1. Renewal of the authorised capital for takeover bid circumstances.

*Proposed resolution:*

(i) To renew, for a duration commencing on the date of the Extraordinary Shareholders' Meeting approving this proposal and ending on April 26, 2010, the authorization set forth in indent 5 of Article 8 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 for the securities of 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 commencing on the date of the Extraordinary Shareholders' Meeting held on August 19, 2008 and ending on April 26, 2010*".

2. Renewal of the general share buy-back authorization.

*Proposed resolution:*

(i) To renew, with effect as at the date of the Extraordinary Shareholders' Meeting approving this proposal and for a duration of 18 months, the share buy-back authorization set forth in indent 1 of Article 12 of the Articles of Association, and (ii) to replace, as a result of (i) above, indent 2 of Article 12 with the following text: "*The above authority is valid for an 18-month period, beginning on the date of the Extraordinary Shareholders' Meeting held*

on August 19, 2008"; (iii) it being specified, insofar as necessary, that the authorizations related to the share buy-back authorization as these are set forth in indents 3 and 4 of Article 12 will continue to apply.

3. Renewal of the share buy-back authorization for "serious and imminent harm" circumstances.

Proposed resolution:

(i) To renew, with effect as at the date of publication, in the Belgian Official Gazette, of an extract of the minutes of the Extraordinary Shareholders' Meeting approving this proposal and for a duration of 3 years, the share buy-back authorization set forth in indent 5 of Article 12 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 authorised, subject to compliance with the provisions of Article 620 and following of the Companies Code, to purchase own Shares for the Company's account where such purchase is necessary to avoid serious and imminent harm to the Company. Such authority is valid for three years from the date of publication of an extract of the minutes of the Extraordinary Shareholders' Meeting held on August 19, 2008.*"

4. Restatement of Articles of Association.

Proposed resolution:

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, 2 and 3 above and for the fulfilment of any other formalities necessary or useful in connection with such amendments.

The Extraordinary Shareholders' Meeting shall be able to deliberate on the above points on the agenda regardless of the percentage of share capital taking part in the meeting.

The proposed resolutions under points 2 and 3 shall be validly adopted provided they be approved with at least 80% of the votes cast, in accordance with Article 620, § 1, indent 1 *juncto* Article 559 of the Belgian Companies Code. The proposed resolution under point 1 shall be validly adopted provided it be approved with at least 75% of the votes cast, in accordance with Article 558 of the Belgian Companies Code. The proposed resolution under point 4 shall be validly adopted provided it be approved with at least 50% plus one of the votes cast, in accordance with Article 31, indent 2 of the Articles of Association.

## **Participation in the Extraordinary Shareholders' Meeting**

Shareholders are reminded that as from January 1, 2008, bearer shares booked into a securities account will automatically be converted into dematerialised shares pursuant to the Law of 14 December 2005 on the abolition of bearer securities. Holders of such shares should refer to point (b) below for a description of the formalities to be fulfilled to take part in the Extraordinary Shareholders' Meeting.

In order to take part, in person, by proxy or by correspondence, in the Extraordinary Shareholders' Meeting convened on September 16, 2008, the shareholders must, in accordance with Article 28 of the Articles of Association, comply with the following respective deposit and notification formalities:

- (a) Any holder of bearer shares must, on Wednesday, September 10, 2008 at the latest, deposit its shares with Petercam, our paying agent, at its offices located at Place Sainte Gudule 19, 1000 Brussels, Belgium. Petercam shall deliver a receipt of deposit (including the serial number of the blocked bearer shares), which the holder of the bearer shares or its proxyholder will have to present, on the day of the Extraordinary Shareholders' Meeting, to be granted access to the meeting room.

The physical deposit of the bearer shares may be validly replaced by the deposit of a blocking certificate, at the place and within the deadline mentioned above, of:

- if the shares are in printed form: a certificate, issued by a Belgian or a foreign financial institution, certifying the blocking of the shares until and including September 16, 2008 and indicating the number of such blocked shares;
- if the shares are deposited, under the benefit of the Belgian Royal Decree No 62 of November 10, 1967 promoting the circulation of securities (as subsequently modified), in a securities account with an approved clearing institution or a Belgian or a foreign financial institution that is a participant to the clearing system operated by such clearing institution: a certificate of unavailability until and including September 16, 2008 issued by such clearing institution or financial institution, indicating the number of such unavailable shares.

Important note: since January 1, 2008, the deposit of printed bearer shares with a financial institution in Belgium with a view to the participation of the shareholder in a general meeting will, in principle, automatically imply the dematerialisation of those shares and the booking of the latter into a securities account with that financial institution. As a consequence, shareholders will no longer have the ability to recover their printed bearer securities once they will have been deposited.

- (b) Any owner of dematerialised shares must, on Wednesday, September 10, 2008 at the latest, deposit with Petercam (at the above address) a blocking certificate issued (i) by a recognised registrar, approved in accordance with Article 468 of the Belgian Companies Code, or (ii) by a clearing organisation, approved in accordance with the same Article, and certifying the unavailability of the shares until and including September 16, 2008. Petercam shall deliver a receipt of deposit, which the holder of the dematerialised shares or its proxyholder will have to present, on the day of the Extraordinary Shareholders' Meeting, to be granted access to the meeting room.

- (c) Proxy form: Holders of bearer or dematerialised shares who wish to attend the Extraordinary Shareholders' Meeting through a proxyholder must complete a proxy form, which can be obtained from RHJI's registered office (from Mr. Arnaud Denis, Investors Relation Officer, RHJ International SA, Avenue Louise 326, 1050 Brussels) and is also available on RHJI's website at [www.rhji.com](http://www.rhji.com). A copy of the signed completed proxy must reach RHJI, by mail or by fax, on Wednesday, September 10, 2008 at the latest (attention Mr. Arnaud Denis, at the above address or fax no. + 32 (0) 2 648 99 38). A proxyholder, in order to be granted access to the meeting room on the day of the Extraordinary Shareholders' Meeting, must hand over the signed original of the proxy. A shareholder may either designate its own nominee or appoint Petercam as proxyholder.
- (d) Identity and due authorization: Individuals who wish to attend the Extraordinary Shareholders' Meeting in their capacity as shareholder, proxyholder or representative of a legal entity must provide evidence of their identity in order to be granted access to the meeting room. Representatives of legal entities must, in addition, provide appropriate documentation establishing their capacity as legal representative or attorney-in-fact of such entity.
- (e) Without prejudice to the formalities described in items (a) or (b) above (as applicable), shareholders may vote by correspondence in accordance with Article 29bis of the Articles of Association. The vote by correspondence must be cast on the form prepared by RHJI (the form can be obtained from Arnaud Denis, Investors Relations Officer, at the above address or from RHJI's website at [www.rhji.com](http://www.rhji.com)). The signed original of the form for voting by correspondence must reach RHJI by Wednesday, September 10, 2008 at the latest (attention Mr. Arnaud Denis, Investors Relations Officer, at the above address).

Shareholders and representatives who attend the meeting are kindly requested to arrive by 3.15 p.m., in order to proceed with the registration formalities.