

RPM INTERNATIONAL INC.
REQUEST FOR CHANGE, FACILITY CLOSURE AND RIF POLICY

Introduction

It is and shall continue to be the policy of RPM International Inc. (“RPM”) and its subsidiaries and operating companies (collectively, the “Company”) to provide the Secretary of RPM with complete, accurate and up-to-date corporate secretarial information relating to the Company to enable RPM to protect its investment in its subsidiaries. Closure of facilities and reduction in force (RIF) activities of two or more employees of the Company must also be approved in advance by RPM.

Scope

This Policy applies to all changes to any Company or its Officers, closures of a Company facility and all reductions in force.

Policy

Subsidiaries & Joint Ventures

Before changing the legal status of any Company, a “Request for Change” form must be completed through RPM’s online portal, which can be accessed at <http://rpmrequestforchange.ethicspoint.com/>. A “Request for Change” form must be submitted **no less than 7 calendar days prior to the date of the Disclosure Committee meeting at which the business desires it to be reviewed and approved.** The date of the Disclosure Committee meetings can be obtained by contacting the RPM Legal Department.

Such request for prior approval must be submitted for the following actions:

- Forming a new entity
- Dissolving, merging, changing the name of, or changing the legal ownership of an existing entity, **including branch offices**
- Engaging in any inter-company transfers of assets including, but not limited to, intangible assets, product lines, or assets constituting a trade or business
- Dividends and increases or decreases of capitalization or percentage of ownership
- Closures of owned or leased facilities (whether of a manufacturing facility, warehouse, distribution center, office or otherwise)
- Any reduction in force (RIF), whether temporary or permanent, of two or more employees

All requests must be made by filling in the form through the online portal at <http://rpmrequestforchange.ethicspoint.com/>. Should a request have more than three actions, an additional form will need to be completed through the online portal.

Officers & Director Changes

A Reportable Event form is required for all contemplated appointments, resignations, or elections of or other changes to officers and directors (whether elected or not – V.P. title for example), or the functional equivalent in non-U.S. jurisdictions, as appropriate. Reportable Events must be submitted through the RPM Reportable Events Portal, selecting the issue; Appointment, Termination or Resignation of a Director/Officer. The form can be accessed at:

https://rpminc.ethicspointvp.com/custom/rpminc/forms/mgr/form_data.asp?lang=en

PwC Legal

PwC Legal has been engaged by RPM to provide global assistance and oversight to ensure that all Companies remain in good standing where they are registered to do business. The following is a list of “in scope” services (subject to local requirements) which are included in RPM’s agreement with PwC Legal and paid for by RPM:

- Maintaining statutory registers and minute books;
- Preparing and submitting statutory corporate secretarial returns;
- Preparing annual minutes and resolutions to approve the annual financial statements by directors and shareholders, together with routine approvals, including the re-election of auditors, directors and officers, which form part of the annual meeting cycle;
- Submitting annual financial statements to the local Companies’ registry, Court or Chamber of Commerce;
- Initiating timely payments of government or license fees, required to keep a company in good standing;
- Facilitating any corporate administrative requests, such as confirmation of key corporate information or copies of corporate documentation, such as board or shareholder resolutions or constitutional documents;
- Responding to compliance-specific technical questions that relate to local legislation and advise on changes in law impacting compliance obligations;
- Providing information to the auditors, as required; and

You are required to use PwC Legal with respect to services of this nature unless otherwise approved by RPM’s Director of Secretarial and Legal Services.

How to Report Suspected Violation and Management Duty to Respond

A suspected violation of this policy can be reported to your supervisor, human resources, or to any member of the legal or compliance departments. Employees are also welcome to contact the Company’s [Hotline](#) to report their concerns to RPM. A suspected violation received by anyone in a



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management or supervisory role must be reported to RPM as a [Reportable Event](#). Allegations will be investigated thoroughly and objectively. For more information, refer to RPM's [Hotline and Non-Retaliation Policy](#). Any employee who violates this Policy, including the failure to submit a Reportable Event, directs or who knowingly permits a subordinate to violate a Policy, or who engages in retaliatory actions, may be subject to disciplinary action up to and including termination.