

**RPM INTERNATIONAL INC.  
AND ITS SUBSIDIARIES AND OPERATING COMPANIES  
CONFLICT MINERALS POLICY**

It has been and will continue to be the policy of RPM International Inc. (RPM) and its subsidiaries and operating companies (collectively, with RPM, the “Company,” and each individually referred to as “RPM Manufacturing Company”) to comply with the letter and spirit of all applicable laws, rules and regulations. To meet this standard as it specifically applies to RPM’s reporting requirements under the United States Securities and Exchange Commission’s regulations under the Dodd-Frank Wall Street Reform and Consumer Protection Act and its Conflict Minerals provisions, the following procedures are implemented.

**A. Definitions:**

The following definitions apply throughout this policy:

“3TG Mineral(s)” or “Conflict Mineral(s),” refers to Tantalum, Tin, Tungsten, and/or Gold. **It does not include metal compounds of Tantalum, Tin, Tungsten, and/or Gold that are not manufactured by the Company and that are only used or purchased by the Company.**

“RPM Product(s)” means any products sold by an RPM Manufacturing Company.

“Material(s) Contracted to Be Manufactured,” means any materials and/or products that an RPM Manufacturing Company contracts to be manufactured and that (1) the RPM Manufacturing Company incorporates into and is contained in a finished manufactured RPM Product, or that itself becomes a finished RPM Product, AND (2) the RPM Manufacturing Company has or had an influence that directly relates to the manufacture of the material and/or product. It does not include the following:

Any product that an RPM Manufacturing Company only repackages and/or rebrands, re-labels and resells without making any modifications to the product itself, as long as the RPM Manufacturing Company did not have any influence in its manufacturing.

“3TG Direct Raw Material(s)” means any materials or parts used by an RPM Manufacturing Company to manufacture an RPM Product AND that (1) possess or could possess a 3TG Mineral, (2) is contained in, or is potentially contained in, regardless of how de minimis or slight the quantity may be, in the finished RPM Product, and (3) is necessary to the functionality or production of the RPM Product. It also includes all materials or parts as described in the preceding sentence that may be contained in a Material Contracted to Be Manufactured.

It does not include the following:

1. Packaging materials or materials used to manufacture packaging materials, unless the RPM Manufacturing Company manufactures the packaging material for sale as an independent RPM Product.
2. Equipment used to manufacture RPM Products, unless the RPM Manufacturing Company manufactures such equipment for sale as an independent RPM Product.
3. Materials contained in, or used to service and maintain, the mechanical tools and equipment used to manufacture RPM Products.
4. Indirect products that are used by the Company, but that are not directly used to manufacture any RPM Product. For example, office supplies, paper, computers, telephones, etc.
5. Any materials in the possession of an RPM Manufacturing Company prior to January 31, 2013.

“DRC Region” refers to the Democratic Republic of Congo and its adjoining countries of Angola, Burundi, Central African Republic, the Republic of the Congo, Rwanda, South Sudan, Tanzania, Uganda, and Zambia.

**B. Company’s Determination of Products that May Contain 3TG Minerals.**

1. During January of each year, each RPM Manufacturing Company will review all materials within its supply chain during the prior calendar year that may have been used to manufacture an RPM Product or Material Contracted to Be Manufactured to determine whether such materials constitute a 3TG Direct Raw Material.
2. No later than February 8th of each year, each RPM Manufacturing Company will submit a certification using Audit Board. The certification shall be sent by RPM’s compliance department to each Company and each RPM manufacturing company shall certify whether any materials in its supply chain and used during the prior year constitute a 3TG Direct Raw Material. If one or more such 3TG Direct Raw Materials exist, then the certification must include the relevant RPM Manufacturing Company and supplier information for each 3TG Direct Raw Material in the provided Excel spreadsheet within Audit Board.

**C. Company’s Due Diligence Procedure:**

1. RPM’s Directors of Global Compliance are responsible for coordinating with all relevant RPM Manufacturing Company representatives for the uploading of all 3TG Direct Raw Material data collected pursuant to paragraph B.2 above into Audit Board and submitting the responses to Assent, a third party supplier retained by RPM to submit appropriate Reasonable Country of Origin Inquiries (“RCOI”) to relevant suppliers and to assist with follow-on due diligence of relevant suppliers as appropriate by May 15.

#### D. Coordinating Instructions:

1. Each RPM Manufacturing Company is responsible for ensuring that all 3TG Direct Raw Materials suppliers appropriately submit their responses to the questionnaire sent by Assent. In the event that a supplier ignores the notices, or expresses reluctance to appropriately respond, it is the responsibility of the RPM Manufacturing Company to directly communicate with that supplier and to continue to request the supplier's appropriate responses.
2. If by May 15 of any year a 3TG Direct Raw Material supplier does not respond to the requested questionnaires, the relevant RPM Manufacturing Company and/or Assent must provide a list of any such suppliers to one of RPM's Directors of Global Compliance. The appropriate RPM Director of Global Compliance will confer with the RPM Manufacturing Company's management and Assent representatives to determine appropriate alternatives available to obtain compliance from the non-responding suppliers, including the option of terminating all further purchases from such suppliers.
3. In order to ensure and evaluate consistency throughout all RPM Manufacturing Companies on all Conflict Minerals matters, RPM's Directors of Global Compliance will function as the primary facilitators and liaisons between all RPM Manufacturing Companies and must be notified of any RPM Manufacturing Company's use of Assent during a conflict minerals campaign. However, compliance of all Conflict Minerals obligations under this policy is the individual responsibility of each RPM Manufacturing Company.
5. A designated representative from each RPM Manufacturing Company must be assigned to review, if required, the responses to the questionnaires and/or review Assent's relevant Conflict Minerals Smelter Validation Report in order to determine whether any answers to the questionnaire received from any supplier, or any other factors learned through other due diligence inquiries of a supplier, indicate any of the following: (1) that the supplier misrepresented or is not being truthful when answering any questions in the questionnaire, or (2) that **there is reason to believe that any of the 3TG Minerals contained in any of the RPM Manufacturing Company's products may have originated from the DRC Region or supported the armed conflicts in the DRC Region.** If either the above concerns exist, the RPM Manufacturing Company must inform RPM's Directors of Global Compliance about its concerns. It is the responsibility of the RPM Manufacturing Company to contact and communicate with its supplier to resolve any concerns to the satisfaction of RPM's Directors of Global Compliance. By May 15 of each year, or the Monday thereafter if May 15 falls on a weekend, RPM's Directors of Global Compliance will review any unresolved matters and attempt to determine whether there is a reason to believe that a 3TG Mineral contained in any RPM Product originated from the DRC Region or supported its armed conflict. **Note:** *Without more, an answer that simply states that the supplier does not know from where the 3TG Mineral originated does not alone rise to the level of "reason to believe" that the mineral came from the DRC Region or supported the armed conflict in that region.*

**E. Inquiries from the Company's Customers:**

Each RPM Manufacturing Company is likely to be asked by customers about the existence of Conflict Minerals contained in the products that the RPM Manufacturing Company provides to its customers. Consequently, each RPM Manufacturing Company should establish procedures to access its 3TG Direct Raw Material suppliers' answers to the Company's Conflict Minerals questionnaires in a manner that allows for their efficient review when answering Conflict Minerals inquiries from the RPM Manufacturing Company's customers. In order to ensure the accuracy of any information the Company provides to its customers, all RPM Manufacturing Company representatives who are tasked with answering questions from any Company customers must refer to the 3TG Direct Raw Material supplier's Conflict Minerals responses prior to answering questions from customers relating to Conflict Minerals contained in RPM Products.