

CONFLICT OF INTEREST POLICY

As expressed in RPM International Inc.'s ("RPM") "The Values & Expectations of 168," we want to maintain an environment where officers, directors and employees (collectively, "Employee(s)") of RPM and its subsidiaries (collectively, the "Company") are proud to work and want to remain. Consequently, the Value of 168® cannot flourish if any Employee feels that business is being conducted for improper personal gain by an Employee or in a manner that is not in the best interest of the Company.

For the foregoing reasons, all Employees have a duty to ensure that if a conflict of interest exists, or may be perceived by others, disclosure of such conflict is transparently communicated to the Employee's manager in accordance with The Values & Expectations of 168 and that appropriate controls, if required, are implemented.

What is a Conflict of Interest?

A conflict of interest may arise when an Employee places his or her personal interests before the interests of the Company and where such personal interest competes (or appears to compete) with the Employee's ability to objectively perform his/her job or to objectively protect and further the interests of the Company.

A conflict of interest can fall within three categories: (1) **actual** conflicts of interest where an Employee faces a real and existing conflict; (2) **potential** conflicts of interest when an Employee is, or could be, in a situation that may result in a conflict; or (3) **perceived** conflicts of interest where an Employee is, or could be, in a situation that may appear to be a conflict, even if a conflict does not actually exist.

Definition:

For purposes of this policy, the term “Family Member” means:

- Parent, child, sibling, spouse, aunt, uncle, niece, nephew, grandchild, grandparent or cousin of employee; and
- In-laws, foster or step-relatives of the above types

Conflicts of interest can present themselves in many different ways. The table below lists some examples of conflicts of interest situations:

Type of Conflict of Interest	Examples of Conflicts of Interest
Personal Relationships	<ul style="list-style-type: none"> • Family member or close personal friend works for, or holds an interest in, a (potential or existing) supplier, competitor or vendor and the Employee has the ability to influence the use of the supplier by the Company • Family member, close personal friend or romantic involvement is within the Employee’s reporting line • Family member or close personal friend works for, or is applying for a job within, the Company and the Employee has the ability to influence the Family member’s career
Outside Activities, Personal Financial Investments & Business Opportunities	<ul style="list-style-type: none"> • You or a Family member directly or indirectly serves as a board member, director, officer, employee, consultant, owner or agent of an entity with which the Company transacts business • Family member or close personal friend works in a government agency, or is government official within, a government agency for which the Company provides government good or services • You perform work or services for a charitable organization requiring significant time or participation that may interfere with your job • You hold a second position (either volunteer, part-time or full-time) outside the Company or you make or hold an investment in a business that requires significant time or participation that may interfere with your job or that are related to, or compete with, the Company’s markets, suppliers, customers, objectives, etc. • You use the Company’s time, assets or contacts to promote personal interests or the interests of a party other than the Company • Entering into an investment with or a loan with another Employee for a competing business
Gifts	<ul style="list-style-type: none"> • You or a family member accept a gift (or are promised gifts in the future) from a person or entity that may limit your ability to act in the Company’s best interests or could influence your business decision

Disclosing a Conflict of Interest

As required by The Values & Expectations of 168 Employees who think they have or know someone who may have a conflict of interest, owe it to themselves, the Company and to the Company's stockholders to raise the conflict. All Employees must disclose to their first-level executive supervisor any conflicts of interest the supervisor in turn has a duty to ensure that the conflict of interest is reviewed, that decisions and controls are made to appropriately address and mitigate the conflict of interest are communicated and that the best interests of the Company are maintained. A manager may seek guidance if needed from his/her manager or from the organization's supporting functions including Legal, HR and Compliance.

Annual Disclosure Certification

Conflict of Interest Annual Disclosure Certifications are required of all officers and directors of the Company, and by Employees with job responsibilities affiliated with the following departments: Finance, Legal, HR, IT, Procurement, Sales and Marketing.

A copy of the Annual Disclosure Certification is attached to this policy as Appendix A. You must complete and return the annual disclosure by Oct 31 of each year.

Any employee, officer or director of the Company who violates this Policy may be subject to disciplinary action up to and including termination. As indicated in RPM's "The Values and Expectations of 168," RPM retains the right to report any violations of law to appropriate authorities.

RPM DISCLOSURE CERTIFICATION REGARDING POTENTIAL CONFLICT OF INTEREST

This Certification is made on _____, 20____, to RPM and its subsidiaries regarding any potential conflict(s) of interest.

_____ (“Employee”), hereby certifies, acknowledges and agrees as follows:

- 1. Do you have an actual, potential or perceived conflict of interest: YES / NO
- 2. If YES please complete below:

Name of other person or entity involved in the actual, potential or perceived conflict of interest and relation to you:

Please describe the situation or potential conflict and provide details:

Have you previously disclosed the actual, potential or perceived conflict of interest to your manager or in previous annual certification: YES / NO

- 3. **This paragraph applies to not only conflicts of interest of the Employee, but also to any suspected or known conflicts of interests the Employee is aware of that involve other employees:** Employee is not aware of any actual, potential or perceived conflict of interest that exists, with the exception of, if applicable, the disclosure above.
YES / NO

If an actual, potential or perceived conflict of interest should arise prior to the next annual declaration becoming due the Employee will immediately notify Employee’s first-level executive supervisor.

Signed

Title

If you should have more than one actual, potential or perceived conflict of interest to disclose please provide additional form with details as needed.