

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. 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.

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 Company to ensure appropriate action is taken to mitigate any risk.

WHAT IS A CONFLICT OF INTEREST?

A conflict of interest may arise when an Employee places their personal interests before the interests of the Company.

These personal interests compete (or appear to compete) with the Employee's ability to objectively perform their job or to 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 has 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.
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.

DEFINITIONS

1. Family & Friends:

A **family member** is defined as a parent, child, sibling, spouse, aunt, uncle, niece, nephew, grandchild, grandparent or cousin of employee. This also includes In-laws, foster or step-relatives of the above types.

A **romantic relationship** is defined as intimate relationships that involve physical or emotional closeness. Examples of romantic relationships include dating, as well as committed, long-term romantic relationships,

A close **personal friend** is defined as an individual with whom you have a relationship, whether pre-existing, or formed in the workplace, which extends beyond a relationship

related to your professional activities for the Company. Examples of close personal friends include a friend from school or college, someone with whom you regularly golf or vacation, or a close family friend who you have known for many years.)

2. Business Interests:

Financial or legal interest can include investment, board membership, directorship or employment in another legal entity or third-party interest, including trade associations and non-profit organizations.

Trade associations include, industry trade groups, business associations, sector associations or industry bodies and other groups founded and funded by businesses that operate in a specific industry, like the American Coatings Association (ACA) or the UK's Surface Engineering Association (SEA).

A **non-profit organization** (NPO) is an independent entity dedicated to furthering a social cause rather than generating profit for stakeholders.

EXAMPLES

Conflicts of interest can present themselves in many ways.

Here are some examples of common types of Conflicts of Interest that can occur in the workplace.

Type of Conflict of Interest	Examples of Conflicts of Interest
Personal Relationships	<ul style="list-style-type: none"> Family member, close friend or romantic involvement works for, or holds an interest in, a (potential or existing) supplier, competitor or vendor and the Employee could influence the use of the supplier by the Company Family member, close friend or romantic involvement is within the Employee's reporting line Family member, close friend or romantic involvement works for, or is applying for a job within, the Company and the Employee could 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, close friend or romantic involvement 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.

	<ul style="list-style-type: none"> 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 accepts 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 and the company to disclose the conflict.

All Employees must disclose to their manager, the Company's HR department or the RPM Compliance Team any actual or possible conflicts of interest relating to themselves or any other employee.

The Company has a duty to ensure that the conflict of interest is reviewed, that decisions and controls are made to mitigate the conflict-of-interest risk and to appropriately protect the best interests of the organization.

DISCLOSURE CERTIFICATION

On a biennial basis, all employees are required to complete RPM's Conflict of Interest Disclosure Certification. A copy of this form is included in the Appendix to this document. Should a new conflict of interest arise in between completion of the biennial disclosure certification, employees must inform their company in accordance with this policy.

All new employees who commence employment with the company should complete a conflict-of-interest disclosure form as part of their onboarding procedures.

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 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. The company retains the right to report any violations of a Policy that are also illegal to the appropriate authorities.

APPENDIX

CONFLICT OF INTEREST DISCLOSURE CERTIFICATION

SECTION 1: FRIENDS & FAMILY MEMBERS:	
Definitions:	
A family member is defined as a Parent, child, sibling, spouse, aunt, uncle, niece, nephew, grandchild, grandparent or cousin of employee. This also includes In-laws, foster or step-relatives of the above types.	
A romantic relationship is defined as intimate relationships that involve physical or emotional closeness. Examples of a romantic relationship include dating, as well as, committed, long-term romantic relationships	
A close friend is defined as an individual with whom you have a relationship, whether pre-existing, or formed in the workplace, which extends beyond a relationship related to your professional activities for the Company. Examples of close personal friends include a friend from school or college, someone with whom you regularly golf or vacation, or a close family friend who you have known for many years.)	
	Question
1	Do you have a family member, romantic relationship or close personal friend who is an employee of your company or another RPM company?
1a	If yes, please provide details, including name, role and company of the individual:
1b	Has this been previously disclosed to your Manager, Human Resources or the RPM Legal & Compliance Team?
1c	If yes, please provide details of to whom and when this information was disclosed
2	Do you have a family member, romantic relationship or close personal friend who is an employee, a board member, owner or investor in any of the following: customer (including distributors & applicators) competitor supplier a consultant to your company or another RPM company?
2a	If yes, please provide details:
2b	Has this been previously disclosed to your Manager, Human Resources or the RPM Legal & Compliance Team?
2c	If yes, please provide details of who and when this information was disclosed
SECTION 2: BUSINESS INTERESTS	
Definitions:	
Financial or legal interest can include investment, board membership, directorship or employment	

Trade associations include, industry trade groups, business associations, sector associations or industry bodies and other groups founded and funded by businesses that operate in a specific industry, like the American Coatings Association or the UK's Surface Engineering Association (SEA).	
	Question
3	Do you have any financial or legal interest in any company that is a: customer (including applicators & distributors) competitor, supplier service providers, or consultant to your company or another RPM company?
3a	If yes, please provide details:
3b	Has this been previously disclosed to your Manager, Human Resources or the RPM Legal & Compliance Team?
3c	If yes, please provide details of to whom and when this information was disclosed
4.1	Are you a member of or do you participate in any meetings of any trade association or committees thereof?
4.1a	List the names of all business associations, trade groups, and similar organizations of which you are a member or regularly participate in meetings or events.
4.1b	If you are an officer or director of any business association or trade group, please list your title.
4.1c	Has this been previously disclosed to your Manager, Human Resources or the RPM Legal & Compliance Team?
4.1d	If yes, please provide details.
4.2	Do you have any financial or legal interest in any for profit and non-profit entities (you do not need to include other RPM companies) where you are an officer, director, primary decision-maker or equivalent?
4.2a	If yes, please provide details.
4.2b	Has this been previously disclosed to your Manager, Human Resources or the RPM Legal & Compliance Team?
4.2c	If yes, please provide details.
SECTION 3: OTHER	
5	Are you aware of, or are you concerned that, a conflict of interest may exist with any other employee?
5a	If yes, please provide details.
5b	Do you know if this has been previously disclosed to your Manager, Human Resources or the RPM Legal & Compliance Team?
5c	If yes, please provide details of to whom and when this information was disclosed

6	Is there any other conflict of interest or any other compliance issue that you would like to make RPM aware of?
6a	If yes, please provide details.
6b	Has this been previously disclosed to your Manager, Human Resources or the RPM Legal & Compliance Team?
6c	If yes, please provide details of to whom and when this information was disclosed
SECTION 4: DISCLOSURE	
7	By completing this disclosure, I acknowledge that:
	I am not aware of any other Conflict of Interest for either myself or any personal relationship as defined above that could actually or potentially impact my ability to make decisions in the best interest of the company.
	I am not aware of any other Conflict of Interest for either myself or any personal relationship as defined above that might make others think I am not acting in the best interests of the company.
	Should any other Conflict of Interest / Close Personal Friends / Romantic Relationship / Family Members that could actually or potentially impact my ability to make decisions in the best interest of the company, or that others might think could cause me to act in my own, a Family Member, Romantic Relationship or Close Personal Friend's interests over company interests arise prior to the next biennial declaration becoming due I will notify management, Human Resources or the RPM Legal & Compliance team.