

**RPM INTERNATIONAL INC.
LITIGATION HOLD POLICY**

APPLICABLE TO THE UNITED STATES

This Policy establishes the procedure to be followed by RPM International Inc. (the “Company”) to retain documents and information potentially relevant to contemplated, threatened or pending litigation (a “Litigation Hold”). It is the purpose of the Company’s Litigation Hold Policy to preserve and protect the Company’s records relevant to contemplated, threatened or actual litigation or which are responsive to subpoenas served upon the Company. It is the secondary purpose of the Company’s Litigation Hold Policy to expeditiously release documents and information for destruction pursuant to the Company’s Records Retention and Information Management Policy once the need for the Litigation Hold has passed.

PROCEDURE FOR COMMENCING LITIGATION HOLD

1. Employees are responsible for immediately reporting threatened or actual legal actions against the Company (including the receipt of subpoenas and/or complaints) to their direct supervisor. The direct supervisor is responsible for reporting the same to the General Counsel or Associate General Counsel (the “General Counsel’s Office”).
2. The General Counsel’s Office will determine whether there is a reasonable belief on the part of the Company that it will be involved in litigation such that the Company is or may be required by law to safeguard documents, data and information related to that litigation or potential litigation from destruction.
3. Upon determining that a Litigation Hold should be implemented, the General Counsel’s Office will contact the relevant product line and/or department managers so as to determine who within the Company is reasonably likely to have in their custody or under their control Records, as defined in the Company’s Records and Information Management Policy, relevant to the legal action (the “Key Employees”).
4. The General Counsel’s Office will also determine whether the facts and circumstances as alleged in a legal action require that the Company take steps to safeguard Company Records from destruction by a Company employee in violation of Company policy.
5. The General Counsel’s Office or its designee will notify each Key Employee that a Litigation Hold has been initiated requiring them to suspend the destruction of all Records related in any manner to the dispute.¹ The suspension notice should direct all Key Employees to inform the General Counsel’s Office immediately (within twenty-four hours) if they believe

¹ A sample notice is attached as Exhibit A.

that any Electronic Records related to the legal action were deleted from any electronic storage device or otherwise were discarded or destroyed.

IMPLEMENTATION OF LITIGATION HOLD – NOTICE AND RETENTION

1. The General Counsel's Office will supply notification of the Litigation Hold together with a list of Key Employees to the Vice President of Information Technology and any records manager(s) (the "Records Manager"). The list of Key Employees (those subject to the Litigation Hold Notice) should be limited to those employees who may reasonably possess relevant information. As additional Key Employees are identified, the General Counsel's Office will send Litigation Hold notifications to them and will notify the Vice President of Information Technology and Records Manager.

2. Upon receipt of the list of Key Employees and notification of the Litigation Hold, the VP of Information Technology will suspend, as soon as reasonably possible, any automatic deletion protocols which may be in effect for the Key Employees' e-mail and user-created data storage locations.

3. The General Counsel's Office will determine whether a reasonable risk exists that a relevant electronic Record was deleted prior to the notification of the Litigation Hold *and* whether the Company's backup tapes (or other disaster recovery media) are reasonably likely to contain that electronic Record. If such a risk exists, they shall coordinate with the Information Technology Department to suspend the overwriting of one or more backup tapes (or other media) that are reasonably likely to contain the deleted electronic Record. Those back-up tapes (or other media) that are reasonably likely to contain otherwise unavailable relevant information shall be securely stored by the Company for the duration of the Litigation Hold. When such backup tapes (or other media) are set aside for retention by the Company, the VP of Information Technology shall create a record of the operating system and equipment used to create the tape (or other media) and the nature of the information stored thereon. This record should be retained along with the tape (or other media).

4. The General Counsel's Office will maintain a record of each Litigation Hold that is put in place and the Key Employees identified in connection with each hold.

5. At least once annually, the General Counsel's Office should reissue active Litigation Holds so that new employees are aware of them and they are fresh in the minds of all employees. Company employees should be supervised by the General Counsel's Office, the Records Manager and/or outside counsel, who will oversee compliance and monitor efforts to retain, locate and produce relevant Records.

6. If outside counsel is retained in connection with a legal matter, the General Counsel's Office should advise outside counsel of the steps taken in implementing the Litigation Hold. If appropriate, the General Counsel's Office may direct outside counsel to review the list of Key Employees developed and provide advice on whether additional Key Employees should be identified as the investigation of the facts of the dispute proceed.

RESCISSION OF LITIGATION HOLD

1. The General Counsel's Office will review periodically all Litigation Holds currently in effect to determine whether the Company is still under an obligation to retain the documents held due to pending or threatened legal action.
2. When the General Counsel's Office determines that a particular Litigation Hold is no longer required, it will notify all Key Employees identified under the Hold, their appropriate supervisors, the Records Manager, and the VP of Information Technology that the Litigation Hold is rescinded.² The notice shall advise the recipients that the documents and records that had been retained should be reviewed under the Company's Records and Information Management Policy.
3. Upon receiving notice that a Litigation Hold is rescinded, each Key Employee is responsible for reviewing and applying the retention schedule in the Records and Information Management Policy to the retained Records as soon as reasonably possible.
4. Upon receiving notice that a Litigation Hold is rescinded, the VP of Information Technology is responsible for:
 - a. reinstating any automatic deletion protocols suspended by the Litigation Hold for each Key Employee's e-mail boxes and user-created data storage locations, **provided that**, no other Litigation Hold then in place identifies that employee as a Key Employee; and
 - b. advising the General Counsel's Office whether any back-up tapes (or other disaster recovery storage media) were retained by the Company as a part of the Litigation Hold, identifying the type of media and its contents, and requesting direction regarding its disposition.
5. Upon receiving notice from the VP of Information Technology that one or more back-up tapes (or other disaster recovery media) were the subject of a recently rescinded Litigation Hold, the General Counsel's Office will determine promptly whether that tape (or other media) should be retained by the Company because of any other Litigation Holds then pending. If the tape (or other media) is reasonably likely to contain information relevant to another contemplated, threatened or pending action and that same information cannot be accessed from any other source, the tape (or other media) should be retained pursuant to the Litigation Hold implemented in connection with that other action. Otherwise, the tape (or other media) should be immediately released for re-use and overwriting in accordance with the Company's standard practices for using such back-up tapes (or other media). If the tapes (or other media) are no longer used with the Company's current back-up/disaster recovery system, the tapes should be handled in accordance with the Company's Recordkeeping Guidelines.

² A sample rescission notification is attached as Exhibit B.



Revised April, 2016

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

EXHIBIT A

CONFIDENTIAL
ATTORNEY-CLIENT PRIVILEGED
ATTORNEY WORK PRODUCT

LITIGATION HOLD NOTICE
IMMEDIATE ACTION REQUIRED

Date: _____, _____

To: General Counsel's Office
Records Manager
VP of Information Technology
[list key individuals here]

From: _____, General Counsel

Re: Possible Litigation Involving XYZ Company

[_____ (the "Company")] is [considering legal action against; facing litigation commenced by] XYZ Company related to [insert general statement of factual basis for dispute, such as "failure to pay certain invoices related to services provided to XYZ by RPM"].

It is critical that we ensure [RPM/subsidiary] complies fully with its obligation to retain all documents, including electronic documents, concerning these disputed issues. You are obligated to preserve all relevant documents in your possession and available for your use and, further, to notify individuals in your organization of their obligation to retain such documents. Accordingly, we are asking you to take appropriate steps to make sure that we safeguard and preserve all documentation that might be relevant to this dispute, even if the Records and Information Management Policy would otherwise call for its destruction. Beginning now, you must:

1. **Avoid discussing the [Litigation/Claim/Dispute].**

Please do NOT discuss this [Litigation/Claim/Dispute] casually among yourselves (either in person or by email) or speculate about these matters, especially those beyond your direct knowledge and responsibilities. Unless a member of the General Counsel's Office and/or the Company's outside counsel is present at such discussions, these discussions may not be protected by any privilege, and such conversations or emails can foster misunderstanding and misinformation about critical matters. Refrain from creating any documents or messages, including e-mails, instant messages, or voicemails, where comments are made about the [Litigation/Claim/Dispute]. Additionally, Company personnel should avoid any independent investigation of the matter that is not

controlled by the General Counsel's Office. Please be aware that, the people involved in such conversations could be required to testify about what they remember having been said.

2. Take or continue to take affirmative steps to preserve all documents and information, whether hard copy or electronic, that relate in any way to:
 - list topic one here
 - list topic two here
 - list topic three here

The time period at issue in the [Litigation/Claim/Dispute] is [DATE] through [DATE/the Present].

This is not an instruction to collect documents, as it currently is unclear whether or to what extent a collection effort will be necessary. In the event you possess documents, information or electronic data subject to this litigation hold, please notify me or, if external counsel has been engaged, external counsel, in writing or in an email, and provide a brief summary of the types (as distinguished from the substance) of documents you have and their contents.

3. Preserve electronically stored information, including, but not limited to, computer files, emails, electronic images, graphs and spreadsheets, electronic databases, electronic system usage logs, Internet history and cache files, electronic contact lists and calendars, text messages, voicemails and information in personal digital assistants (smart phones). If there is any doubt as to whether something comes within the category of documents and information that should be preserved, the assumption should be made that it is included.
4. Suspend any routine disposal policy (such as automatic deletion of email and compliance with the Record and Information Management Policy) with respect to the documents described in paragraph 2. **Do not alter, delete, destroy or dispose of any documents (even copies), whether hard copy or electronic, that relate in any way to the topics described in paragraph 2.**
5. Instruct the General Counsel's Office if you believe that anyone else not in receipt of this notice may have any documents described in paragraph 2.
6. Immediately notify RPM's General Counsel and the appropriate General Counsel's Office if you believe that a potentially relevant document(s), information or electronic file(s) (such as an e-mail, Word document or Excel spreadsheet) was deleted.
7. While you must not destroy or conceal any documents in existence, you should likewise not create any new documents regarding the [Litigation/Claim/Dispute] except those produced in the ordinary course of business. If you have already

disposed of materials, contact General Counsel as set forth in number 6 regarding the disposed materials. Do not recreate them.

You will be informed when this litigation hold has been lifted. Until that time, it is your obligation to safeguard all relevant documents and information in your possession, custody, or control.

If you have any questions regarding this notice, please call the General Counsel's Office.

This notice is confidential and protected by the Attorney-Client Privilege and Attorney Work Product Doctrine. Do not provide a copy or show this notice to anyone not currently employed by the Company or to any employee not a recipient of this notice.

Thank you.

EXHIBIT B

CONFIDENTIAL
ATTORNEY-CLIENT PRIVILEGED
ATTORNEY WORK PRODUCT

LITIGATION HOLD RESCISSION NOTICE

Date: _____, _____

To: General Counsel's Office
Records Manager
VP of Information Technology
[list key individuals here]

From: _____, General Counsel

Re: Litigation Involving XYZ Company

The Company has rescinded the Litigation Hold previously implemented in connection with:

[briefly describe the source of the dispute or litigation]

You were previously identified as an employee who might have custody or control over Company records potentially related to this matter.

To the extent that such records are under your control or in your custody, you are directed to reinstate the Records and Information Management Policy with respect to such records, **provided that** those documents and records **are not** subject to another Litigation Hold.

If you believe that another Litigation Hold is in place with respect to the same records, please call the General Counsel's Office.

If no other Litigation Hold is currently in place with respect to these records, you are directed to review the documents and bring their retention and handling practices into conformance with the Records and Information Management Policy.

Please consult with your supervisor or the Records Manager if you have any questions concerning what the Records and Information Management Policy requires.

This notice is confidential and is protected by the Attorney-Client Privilege and Attorney Work Product Doctrine. Do not provide a copy or show this document to anyone not currently employed by the Company or to any employee