

**RPM INTERNATIONAL INC.
AND ITS SUBSIDIARIES AND OPERATING COMPANIES
EMPLOYEE / EXECUTIVE OFFICER LOAN 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”) that there shall be no Company loans to employees except in the limited circumstances described below without prior notification to and approval by the President of the applicable operating company. Under no circumstances shall the Company loan or otherwise extend credit to an executive officer of RPM.

The only permissible loans to non-executive officer employees shall be loans that are lawful, directly related to an employee’s relocation of his/her principal residence and deemed necessary and appropriate by the President of the operating company for which the employee works. In general, a relocation loan should only be applicable to an officer level employee. If the President determines that a relocation loan is necessary and appropriate under the circumstances, the loan must first be (a) recommended by the President of the operating company involved; (b) reasonable in amount relative to the officer’s position and compensation; (c) documented in writing; (d) properly and completely reflected on the financial books and records of the operating company; and (e) approved in writing in advance by the Chief Operating Officer and Chief Financial Officer. This Policy does not, however, replace or otherwise modify RPM’s overall employee relocation and assistance policy.

This Policy does not apply to employee loans procured under and pursuant to the terms and conditions of RPM’s 401(K) plan or similar plan.

All employees have a duty to report Policy violations to a superior, the General Counsel or to the Hotline. **Any employee who violates any Policy, including the failure to report a Policy violation, or who directs or who knowingly permits a subordinate to violate a Policy shall be subject to disciplinary action up to and including termination.** RPM retains the right to report any violations of a Policy that are also illegal to the appropriate authorities.