

Gifts, Entertainment and Donations Policy

Purpose

The purpose of this policy is to inform our employees of our expectations regarding offering, giving and accepting gifts, meals and entertainment and donations.

Scope

This Policy applies to all corporate and subsidiary employees. If any provision of this Policy does not comply with local law applicable to a particular location, that location may implement an appendix to this Policy to comply with local law, provided that the appendix will conform with the principles contained within this Policy, as determined by the general counsel for that location's group. Where a local appendix has not been implemented, all provisions of this Policy that comply with local law will remain in effect.

Policy

General

- A "gift" is anything of value, whether tangible or intangible, such as services or products that are offered, promised, or given to, or received from, a third party (not to another employee) that is not directly and proportionately connected to a legitimate business expense. Gifts include holiday gifts such as fruit or chocolates and Company shirts or pens given when meeting a potential new customer. "Entertainment" includes, but is not restricted to, meals, cocktails, theatre, sporting or cultural event tickets, as well as travel and lodging.
- Gifts and entertainment can build goodwill and strengthen working relationships; however, if gifts or entertainment are too frequent, of substantial value, disproportionate to the setting or to the person or otherwise inappropriate, they may create a conflict of interest or improper payment or bribe and, in such cases, must not be given or received.
- As a general rule and subject to the exceptions below, employees may give or accept non-cash gifts on behalf of the Company and participate in entertainment with third parties if the gifts and entertainment are not extravagant, too frequent or disproportionate to the setting. This is provided that the gift or entertainment is not conditioned upon something such as preferential treatment, an award of business, better prices, improved terms of sale or a similar action or inaction.

- The frequency of gifts and entertainment is important. Gifts and entertainment that happen too frequently, more than a couple of times per year, may be considered to be inappropriate payments or bribes when taken together.
- The context matters as much as the amount of the gift or entertainment. For example, gifts and entertainment are not appropriate when business is out for bid or about to be put out for bid or renewed. A holiday gift of a wine basket may be appropriate if received from a long-standing supplier in one culture or country, but a gift of such value may not be appropriate in another culture or country.
- Employees are not to solicit gifts or entertainment.
- Gifts of cash and cash equivalents, such as prepaid credit cards/checks/money orders, are always prohibited.
- Gifts and entertainment shall comply with specific approval processes and amount limitations established by local management.
- Gifts and entertainment must comply with applicable law and regulations and must not violate any known policies held by the third party.
- Gifts and entertainment shall be in good taste and occur at appropriate venues.
- Gifts and entertainment shall be given and received openly and transparently.

Contact group or RPM legal counsel or RPM Directors of Compliance when in doubt as to whether to give or accept a gift, meal or entertainment.

Travel and Lodging

Travel or lodging given to or accepted from a third party, whether as a gift, entertainment or for product training or marketing, always requires pre-approval of your group or RPM legal department.

Gifts and Entertainment for Government Officials

Employees should be especially careful when offering gifts to Government Officials. A "Government Official" is defined as any individual working in an official capacity for or on behalf of government-owned or controlled entities or agencies, political parties, party officials, political candidates, or for a public international organization. This may include consultants who hold government positions, medical personnel of public hospitals, employees of institutions or companies owned or controlled by governments, political party officials and others, or employees and officials retained by government agencies. This term also covers local, municipal, provincial, and foreign government officials and the armed forces. Only gifts of nominal value, such as Company marketing giveaways, like a ball cap, are permitted to be

given to a Government Official. Entertainment of or by a Government Official is prohibited without prior approval of your group or RPM legal counsel or an RPM Director of Global Compliance.

Corporate Sponsorship and Charitable Donations

Corporate Sponsorships and Charitable Donations made through the Company are allowable under the terms of this policy. Donations should be made openly, without pressure and without any reciprocal benefit being expected. Care should be taken that the charity in question is a registered charity. Approval is required from your Group or RPM legal counsel or an RPM Director of Global Compliance in any instance where there are on-going negotiations with the organization involved.

Individual employees are free to engage in sponsorships and charitable donations; however, these must be funded by the individual, not place any obligation on the Company and not constitute an actual or perceived conflict of interest or bribe.

Political Donations

No political donations shall be made by the Company or its subsidiaries, other than through the RPM International Inc. Manufacturing in America PAC. Contributions made by the Company or its subsidiaries to trade associations and business organizations are permissible and not considered to be political donations.

Individual employees are free to make political donations; however, these must be funded by the individual, not place any obligation on the Company and not constitute an actual or perceived conflict of interest or bribe.

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.