

RPM INTERNATIONAL INC.
PROCEDURE FOR FACT-FINDING ACTIVITIES

Applicable To: RPM International Inc. and its subsidiary companies
Issued By: RPM International Inc.
Reference(s): Values and Expectations of 168, RPM’s Reportable Events Policy, RPM’s Global Data Protection Policy, RPM’s Data Incident Response Procedure, RPM’s Records Retention Policy

Today’s global business environment is complex, demanding and constantly changing. Consequently, there are many reasons why RPM International Inc. (“RPM”) and/or its subsidiary companies (collectively, “Company”) may engage in fact finding activities, and occasionally be required to conduct Legal Internal Investigations (defined below), to allow the Company’s managers to make informed decisions necessary to abide by the principles and values more fully described in RPM’s Values & Expectations of 168.

To ensure the consistency, efficiency, integrity, objectivity and quality of all Fact-Finding Activities (defined below) RPM adopts these Procedures.

All Company officers and employees must comply with the procedures and practices described herein.

A. DEFINITIONS:

The terms “**legal matter(s)**” or “**legal risk(s)**” are meant to be inclusive of activities associated with exposure to civil litigation and/or criminal or regulatory enforcement activities.

“**Legal Internal Investigation(s)**” is used to identify fact finding circumstances that are **required** to be conducted at the direction of, or under the supervision of a Company lawyer, or that are referred to an outside law firm by any member of RPM’s Board of Directors because a material legal risk may exist if the alleged facts or circumstances leading to the investigation are proven to be true.

“**Inquiry or Inquiries**” is used to denote circumstances for which fact gathering is necessary for Company managers and employees to make informed decisions on topics that do not rise to the level of a Legal Internal Investigation, such as to mitigate or correct less than optimal performance or conditions.

“**Fact-Finding Activity or Fact-Finding Activities**” is used to refer to Inquires and Legal Internal Investigations collectively.

B. GENERAL CONSIDERATIONS APPLICABLE TO ALL FACT-FINDING ACTIVITIES:

This document and the procedures identified herein do not supersede or replace RPM’s Reportable Events Policy, and therefore, RPM’s Reportable Events Policy must continue to be followed irrespective of actions described herein. By their very nature all matters leading to Legal Internal Investigations require reporting under RPM’s Reportable Events Policy and many matters that lead to Inquiries require reporting thereunder. **Consequently, if you are in doubt as to whether a circumstance should be reported pursuant to RPM’s Reportable Events Policy, report it!**

When appropriate, reportable events and other events reported via the RPM Hotline may be referred to appropriate subsidiary company managers who have day-to-day management and policy control over

their respective businesses for local teams to conduct the Fact-Finding Activity. When this occurs, RPM or group legal and compliance departments may maintain oversight of the Fact-Finding Activity when circumstances dictate.

As our subsidiary companies operate in different business environments and regions each subsidiary company may refine its local practices in a manner that is consistent with the requirements of this procedure and other RPM policies or procedures by developing, maintaining and managing local procedures tailored to its individual business practices, finances, employment, environment, and health and safety requirements; among others. These local practices can be more restrictive than, or more-specifically address local requirements consistent with, the RPM policies and procedures, but they cannot override any requirement governed by an RPM policy or procedure. In addition to any relevant RPM policies, investigating officers should refer to local practices that are consistent with RPM policies and procedures when evaluating, conducting and resolving Fact-Finding Activities.

Preservation of evidence and information is critical to ensure the objectivity and accuracy of any Fact-Finding Activity. Therefore, and as stated in the Values & Expectations of 168, all information relevant to a Fact-Finding Activity must be preserved while the Fact-Finding Activity is pending and occurring. For Legal Internal Investigations Company counsel should determine whether litigation hold requirements exist and whether written preservation notices and/or instructions should be created and distributed to anyone who could have access to relevant information.

Fact-Finding Activities are dynamic and therefore what may be relevant, or be the focal point of a fact-finding endeavor, can change at any time. Consequently, as facts are learned and confirmed, information that led to the initiation of an Inquiry may develop into a circumstance where more formal Legal Internal Investigation procedures must be followed. If at any time, even after an Inquiry has begun, there is any doubt as to whether Legal Internal Investigation procedures should be followed, Company legal counsel must be consulted.

C. GENERAL GUIDANCE FOR TYPES OF RISKS THAT MAY LEAD TO INQUIRIES OR LEGAL INTERNAL INVESTIGATIONS:

When first presented with allegations or a set of circumstances it can sometimes be difficult to identify if the allegations or circumstances are ultimately proven to be true whether there may be a material legal risk to the Company or its employees. If you have any doubt, consult with Company counsel or the RPM Director of Global Compliance assigned to advise your respective operating group to determine whether a material legal risk exists.

When first considering the totality of circumstances of any allegations, legal risk for the Company can generally be characterized as falling within one of three guiding categories. Each category as described below provides some base guidelines as to what type of Fact-Finding Activity should be used from the onset.

1. High Risk (Almost always require a Legal Internal Investigation): Matters for which the Company, or Company employees because of their official duties, may have material legal risk due to the nature of the allegations (i.e., the Company is not a victim resulting from the alleged activity, but rather criminal or material regulatory or civil remedies could be pursued against the Company if the alleged activity is proven to be true).

The activities identified in section D.3. below are non-exclusive examples of allegations that pose a High Risk.

2. Medium Risk (Circumstances will dictate whether an Inquiry or Legal Internal Investigation is appropriate): Matters that, if material, may require the Company to take regulatory-required or reputation-protective action or that may lead the Company to seek legal relief against individuals or corporations.

As an illustration only, the following are non-exclusive examples of circumstances when Legal Internal Investigations will be required:

- The Company is the victim of an internal or external theft and thus previously filed financial reports may be required to be corrected or amended, but the Company is effectively a victim of

the wrongdoing as Company management decisions do not appear to be the cause of the prior inaccurate reporting.

- A cyber-attack has resulted in a breach of confidential (non-Personal Data) information and the Company must inform the individuals/companies whose data was compromised and possibly file a press release disclosing the breach.

For illustration purposes only, the following is an example of a type of Medium Risk action where an Inquiry is usually sufficient:

- A governmental health and safety agency visited a plant to conduct a routine audit and issued a non-material fine for violations of procedures that negatively impact safety. An Inquiry to determine what caused the violation and how to remedy any discrepancies and safety procedures is required to promptly correct the procedures, but absent any injuries, actual near-misses or follow-on enforcement action, the circumstances do not generally rise to risks requiring the formalities of a Legal Internal Investigation.

In summary, generally, if the allegations or circumstances could cause a material loss to the Company or cause serious harm to any of its employees, or if the Company is required to formally or publicly notify investors, regulators, employees, customers or any other stakeholders of the circumstances, then a Legal Internal Investigation is required. In other cases, an Inquiry may be appropriate. Consult with Company legal counsel if there is any doubt as to which type of Fact-Finding Activity is appropriate.

3. Low Risk (In most, but not all, cases these matters result in Inquiries): Matters that are predominately managerial or administrative in nature and do not pose a material legal risk. These matters may involve allegations of procedural or operational inefficiencies or deficiencies and relatively routine matters involving Company employee benefits, pay and working environments that do not pose a significant risk of harm to any employee. These circumstances and allegations are very important as operational, personnel, sustainment or procedural changes should be evaluated to maintain continuous improvements and maintain a good working and transactional environment for all Company stakeholders. However, in most circumstances the additional formalities and safeguards required of Legal Internal Investigations is not necessary for matters falling within this category.

D. REQUIREMENTS FOR THE ASSIGNMENT OF CERTAIN FACT-FINDING ACTIVITES

Due to the nature and sensitivity of certain Fact-Finding Activities, the following assignment procedures must be followed:

1. Any allegations of wrongdoing involving a member of RPM's Board of Directors will be referred to an outside law firm to conduct the Fact-Finding Activity and report its findings to non-conflicted members of RPM's Board of Directors (or a committee thereof).
2. Allegations involving an RPM officer or member of RPM's legal and compliance department must be reviewed by RPM's Board of Directors (or a committee thereof), and if in their opinion the circumstances warrant a Legal Internal Investigation, then such allegations shall be independently investigated by an outside law firm at the direction of the independent members of RPM's Board of Directors (or a committee thereof).
3. For any allegations involving anyone other than a member of RPM's Board of Directors, an RPM officer or member of RPM's legal and compliance department, the following types of matters are deemed to pose, or appear to pose, a significant conflict of interest or be High Risk and therefore RPM's legal department will conduct or directly supervise the Fact-Finding Activity:

- a. Allegations bringing under scrutiny the actions of officers of an RPM operating group or of anyone who reports directly to the president of an RPM operating group, whether or not such person is an officer of said group
 - b. Circumstances in which the president of an operating group may be a witness to the facts and circumstances under review
 - c. Retaliation against an employee, customer or service provider for acting as a “Whistleblower” or raising a matter of concern through supervisory channels or the Hotline
 - d. Allegations involving bribery or money laundering
 - e. Allegations of improper collusion with competitors such as to fix prices or to exclude suppliers
 - f. Data breaches of Personal Data as that term is defined in RPM’s Global Data Protection Policy
 - g. Fact-Finding Activities related to potential data incidents pose unique challenges. Therefore, in addition to the procedures outline in this Procedure, responses to data incidents must comply with RPM’s Data Incident Response Procedures.
 - h. Allegations of potential fraud or theft exceeding a value of \$250,000 (U.S.) by a Company employee or service provider who worked on Company premises
 - i. Allegations of external fraud (meaning fraud or theft by a third-party and the Company is the victim) potentially exceeding a value of \$1,000,000 (U.S.)
 - j. Potential inaccurate financial reporting, including revenue recognition misstatements, where the misstatement could potentially exceed a value of \$1,000,000 (U.S.) from the revenue previously reported on relevant SEC filings (absent any conflict of interests, RPM’s Internal Audit Department and/or Finance Department will provide subject-matter advice and required support on such investigations)
 - k. A Company safety incident leading to the death, the amputation of an arm or leg, or the total loss of vision or hearing of anyone that is alleged to have been caused by the Company. (absent any conflict of interests, RPM’s VP of Environmental, Health and Safety will provide subject-matter advice and required support on such investigations)
 - l. Environmental, Health or Safety alleged violations where criminal enforcement authorities have made inquiries, or that may lead to potential civil exposure of over \$1,000,000 (U.S.). (absent any conflict of interests, RPM’s VP or Environmental, Health and Safety will provide subject-matter advice and required support on such investigations)
 - m. Any previously unknown activity or conduct that was learned by the Company because of a criminal enforcement agency’s search warrant, “morning raid,” grand jury subpoena or other criminal investigatory agency’s official request for records
4. Legal Internal Investigations must be directed and supervised by a duly licensed or admitted attorney. The person leading the conduct of the fact-finding process, also referred to as the “investigator,” for any Legal Internal Investigations need not be an attorney, but may only be assigned if he/she meets the following criteria:
- a. In the preceding year he/she received at least one-hour of refresher training on Internal Investigations offered at an RPM legal and compliance department conference or through a recognized state or country’s bar

association, the Practicing Law Institute or the Society of Corporate Compliance and Ethics (SCCE); AND he/she meets one or more of the following criteria:

- i. Graduate of any country's (where RPM operates) accredited law school
 - ii. Successfully completed the SCCE's Compliance Academy
 - iii. Successfully completed an SCCE's Internal Investigations multi-day course
 - iv. Successfully completed another multi-day course on Internal Investigations that was pre-approved by RPM's legal department
 - v. For investigatory matters involving environmental, health and safety; human resource-related allegations such as harassment, retaliation and wage and hour claims; accounting principles or data breach, the primary investigator has completed a course of study in the respective specialized field, such course included internal investigation techniques and procedures, and the course is satisfactory to RPM's Vice President ("RPM's VP") of Environmental, Health and Safety, RPM's VP of Human Resources, RPM's Chief Financial Officer, or RPM's Chief Information Officer, respectively, to prepare the investigator to lead the fact-finding efforts being assigned
5. Inquiries may be conducted by any qualified employee without a conflict of interest whether or not he or she meets the requirements identified in paragraph D.4. Employees who conduct Inquiries must be capable of conducting such Inquiries and they must understand and adhere to the relevant procedures for Fact-Finding Activities outlined in this Procedure.

E. PROCEDURES APPLICABLE TO ALL FACT-FINDING ACTIVITIES

The following procedures are required for all relevant Fact-Finding Activities:

1. Confidentiality. Maintaining confidentiality during the conduct of most Internal Investigations and in many Inquiries is critically important because the Company has an obligation to ensure that the facts learned are objectively based upon the personal observations and experiences of those who are interviewed and are not derived from statements made as a result of things the interviewee heard or impressions he/she made as a result of what he/she was told. However, in certain parts of the world there are local regulations that limit the ability of companies to demand full confidentiality from employees during Fact-Finding Activities. The United States is one of those countries, and therefore, for United States cases where the Attorney-Client Privilege (as described in paragraph F.1. below) does not apply **and** confidentiality is sought to be kept during the course of the Fact-Finding Activity, the pre-interview warning that must be used is found on Exhibit 1. For interviews conducted outside of the United States seek the advice of Company or local counsel to ensure proper pre-interview confidentiality warnings are provided if and as required.
2. Data and Personal Privacy. Data and privacy rights differ throughout the world. Therefore, the collection and review of documents, electronic data, emails and other materials that may contain Personal Data or that require the review of media that may contain personal information or that constitutes personal property always requires careful diligence. Prior to the review, collection or transfer of any electronic media source, documents or emails, the investigator of the Fact-Finding Activity must determine that such action is not in violation of any relevant local data or privacy laws. Please note, that if the circumstances, or the pursuit of facts, subject to the Fact-Finding Activity cross country lines, multiple local laws may be relevant. If in doubt, the investigator must seek the advice of local or Company legal counsel.

F. REQUIREMENTS FOR ALL LEGAL INTERNAL INVESTIGATIONS:

All Legal Internal Investigations must adhere to the following procedures:

1. Privilege Determination. The Company lawyer (not a compliance officer) who is ultimately directing the activity must identify to the investigator whether the investigation is to be conducted “to assist the [lawyer’s name] with rendering and providing legal advice to the [Company’s name] and/or the [Company name]’s senior management.” If that is the case, then the following must occur:
 - a. The Company lawyer must determine whether the Attorney-Client Privilege (or a similar protection) is recognized in the local jurisdiction(s) where the fact-finding process and interviews are likely to occur. Note that in many countries the attorney-client privilege is not recognized for corporations or when investigations are being supervised by inside corporate counsel, and therefore outside local counsel advice may be required.
 - b. If the Attorney-Client Privilege is recognized **and** the Company lawyer wants that protection, the following procedures must be followed:
 - i. The investigator, as well as anyone (including third-parties) assisting the investigator during the investigation, must be identified in writing and the fact that the Company lawyer or outside counsel is seeking information from the investigation to allow him/her to render and provide legal advice to the Company and/or the Company’s senior management must be stated in that written assignment document.
 - ii. If applicable, any contracts or statements of work with third-parties who may be assisting with the investigation (i.e., accountants, law firms, etc.) must have attorney-client protection provisions and their work must be done at the request of counsel.
 - iii. To preserve the attorney-client privilege investigative team members (including third-parties assigned to that team) cannot discuss the content of any communications related to the investigation with anyone other than other team members or attorneys who are directly supervising the investigation and who are providing legal advice to the Company and its senior leadership. Please note that to protect the attorney-client privilege, investigators and team-members should not be independently communicating with senior level executives who need to be advised of the investigation as such communications should be conducted, directed and/or supervised by the lawyers who requested the investigation.
 - iv. In the United States an advisement (commonly referred to as “UpJohn Warning”) must be given to each person interviewed prior to the interview. Thus, the warning found on Exhibit 2 must be used for such warnings, and the fact that the warning was given must be documented by the interviewee’s signature on the document or by the interviewer referencing the reading and/or explanation of the warning in the summary of the interview described below in paragraph 3 of this section. Outside the United States UpJohn Warnings may not be appropriate or may differ. Therefore, for interviews outside of the United States please seek the advice of local Company counsel to ensure proper pre-interview warnings are provided as required.
 - c. If the Attorney-Client Privilege is **not** recognized or the Company lawyer **does not** want the protection of the privilege, the party being interviewed must be advised that the person conducting the interview is, or is conducting the interview on behalf of, the Company lawyer. Furthermore, the person being interviewed must be made aware that the Company lawyer(s) do not represents the person being interviewed. See Exhibit 3 for a proper advisement under these circumstances.
2. Personal Conduct Determinations. All Legal Internal Investigations require an evaluation of not only corporate conduct, but also an analysis as to the personal conduct of individuals involved in any transactions. Therefore,

during the Legal Internal Investigations, the investigating team must also review facts and circumstances to ascertain whether any individuals' conduct brought within the scope of the investigation was wrongful.

3. Written Documentation. All Legal Internal Investigations will be memorialized in writing. When documenting in writing, adherence to the following guidelines is required:
 - a. The writing shall be addressed to the General Counsel in charge of the relevant legal department under which the investigation is being supervised.
 - b. The report must be clearly labelled "draft" until it is approved by the General Counsel who requested the Legal Internal Investigation.
 - c. If Attorney Client Privilege is permitted and sought, the report must be clearly labelled on the header and footer as follows: "Attorney Client Privilege: Prepared at the request of the General Counsel to assist counsel with rendering legal advice."
 - d. The written memorandum shall be a form consistent to that found on Exhibit 4 and at a minimum must provide the following:
 - i. A summary of the allegations and the conclusion(s) reached after reviewing all the facts.
 - ii. A listing of evidence collected and reviewed.
 - iii. A list of witnesses interviewed with a summary of relevant witness statements. If confidentiality, attorney-client warnings or other warnings or advisements were given but not signed by the interviewee, the substance of those warnings/advisements must be memorialized in the summary.
 - iv. Identification of any information that was unable to be collected or reviewed or any witnesses that were unable to be interviewed. A brief explanation as to why the collections or interviews did not occur shall be provided.
 - v. Identification of each individual whose action was potentially connected to the conduct under investigation and a brief description of whether and why the investigating officer found each individual's actions to be wrongful, not wrongful, or inconclusive based upon the facts gathered.
4. Records Retention. Unless otherwise required to be maintained by RPM's Records Retention Policy, or any subsidiary's record retention policy, for a longer period, the written report, any handwritten notes from the investigative team, interview notes or summaries, evidence, and/or any other written or electronically created materials generated or obtained during the conduct of the Internal Investigation shall be maintained for a period of five years if no financial institution is involved and ten years if a financial institution was directly used or involved in connection to the matter under investigation (i.e., financial institutions were used to hide, structure or commingle funds to further an allegedly wrongful activity).

For further information and guidance on how to conduct and document Legal Internal Investigations or how to properly approach an Inquiry, please see the guidance provided in Exhibit 5.

Non-Legal Internal Investigation Warning Template w/ Request for Confidentiality (To be read Verbatim Prior to Interviews)

We are here on behalf of [IDENTIFY THE COMPANY OR COMPANIES BY NAME] (the “Company” [or “Companies]) trying to understand facts related to [INSERT RELEVANT ISSUE IN GENERAL TERMS]. We believe that you may have facts and/or documents that may be relevant to our inquiry and we appreciate you meeting with us.

Although you are not prohibited from reporting or discussing the underlying facts of our inquiry or the fact that this interview took place to or with government agencies or regulators, to protect the integrity and objectivity of the inquiry, we do request that until the Company’s [Companies’] fact-finding is concluded you not discuss the underlying facts with any employees or non-employees who may be witnesses or have first-hand knowledge of the matter under inquiry. That is only asked for the purpose of ensuring that the inquiry is not tainted and that any information the fact-gathering team learns from witnesses is based upon each witness’ independent recollection of events and understanding of documents and procedures, and not based upon what may be, or be perceived as being, improperly influenced information gained from other interested parties.

As part of this inquiry, we are interviewing a number of employees to gain a better understanding of the relevant issues. The fact that we are conducting this inquiry does not mean the Company [Companies] believes that any current or former employee has engaged in improper or illegal conduct. It simply is the process through which the Company ensures that it maintains the highest standards of corporate integrity. Your candor and honesty are critical to our ability to effectively conduct this inquiry. We appreciate your cooperation.

May we continue?

Upjohn Warning Template (Attorney Client Privilege, Confidentiality Request and Non-Representation) (To be read Verbatim Prior to Interviews)

We are conducting an investigation for the [IDENTIFY THE COMPANY OR COMPANIES BY NAME] (the “Company” [or “Companies”]) into certain events related to [INSERT RELEVANT ISSUE IN GENERAL TERMS]. We believe that you may have facts and/or documents that may be relevant to our investigation and we appreciate you meeting with us.

To be clear, we serve as counsel for the Company [Companies] [IF NOT LAWYERS INSERT, “we are acting on behalf of counsel for the Company [Companies]”]. We are not your personal counsel and cannot give you legal advice. If you wish to obtain separate counsel, we will re-schedule this interview so that you may do so.

In addition, your communications with us, as part of this investigation, are confidential and protected by, among other things, the attorney-client privilege. As this investigation is being conducted at the request of [IDENTIFY THE COMPANY OR COMPANIES BY NAME]’s General Counsel to assist him [HER] with providing legal advice, and we are conducting this interview at his [HER] direction, the attorney-client privilege belongs solely to the Company [Companies]. Accordingly, the Company [Companies], in its [their] sole discretion, may elect to waive the privilege and reveal your communications with us to third parties, including the government. Please note that the communications themselves are protected by the Company’s [Companies’] attorney-client privilege so you may not disclose specific communications taking place during the interview with anyone, but you are not prohibited from reporting or discussing the underlying facts of what is under investigation or the fact that this interview took place to or with government agencies or regulators.

To protect the integrity and objectivity of the investigation, we do request that until the Company’s [Companies’] investigation is concluded you not discuss the underlying facts with any employees or non-employees who may be witnesses or have first-hand knowledge of the matter under investigation. That is only asked for the purpose of ensuring that the investigation is not tainted and that any information the investigating team gathers from witnesses is based upon each witness’ independent recollection of events and understanding of documents and procedures, and not based upon what may be, or be perceived as being, improperly influenced information gained from other interested parties.

As part of this investigation, we are interviewing a number of employees to gain a better understanding of the relevant issues. The fact that we are conducting this investigation does not mean the Company [Companies] believes that any current or former employee has engaged in improper or illegal conduct. It simply is the process through which the Company ensures that it maintains the highest standards of corporate integrity. Your candor and honesty are critical to our ability to conduct effectively our investigation. We appreciate your cooperation.

May we continue?

UpJohn/But Not Privilege/Confidential Warning Template (To be read Verbatim Prior to Interviews)

We are conducting an investigation for the [IDENTIFY THE COMPANY OR COMPANIES BY NAME] (the “Company” [or “Companies”]) into certain events related to [INSERT RELEVANT ISSUE IN GENERAL TERMS]. We believe that you may have facts and/or documents that may be relevant to our investigation and we appreciate you meeting with us.

To be clear, we serve as counsel for the Company [Companies] [IF NOT LAWYERS INSERT, “we are acting on behalf of counsel for the Company [Companies]”]. We are not your personal counsel and cannot give you legal advice.

We would like to speak with you because it is part of the process through which the Company ensures that it maintains the highest standards of corporate integrity. Your candor and honesty are critical to our ability to conduct effectively our investigation. We appreciate your cooperation.

May we continue?

Attorney Client Privilege: Prepared at the request of the General Counsel to assist counsel with rendering legal advice

Report on Investigation Into [Brief Title Descriptive of General Allegation]

Report Date: [MMDDYY]

Investigators: [List all members of the investigating team including non-RPM consultants/subject-matter experts]

Purpose: [Brief description of claim or circumstances that led to the investigation] Should identify the who, what, when and where of the circumstances/allegations originally learned/notified and the date in which the notification was made to the Company]

Executive Summary of Investigative Finding:

[Brief summary of the factual findings determined by the investigative team.]

Investigation Methodology:

[Brief description of the methods used to gather facts, including, but not limited to:

1. Identification of all persons interviewed and the dates of each interview. (Warnings should be described and summaries provided unless such are independently available through a separate interview report that can be made available to the supervising lawyer)
2. Identification of any documents or electronic data collected and/or reviewed.
3. Description of any sites visited and dates of such visits.
4. Identification and description of any financial, documentary or electronic data inventories or audits conducted and the dates of such.]
5. Identification of any interviews or data that could not be conducted/collected and the reason for such failure.

Conclusions of the Investigation:

Conclusions, Root Causes and Analysis: If a claim was made about wrongful conduct or improper action the investigator should indicate whether the team found it to be SUBSTANTIATED, UNSUBSTANTIATED or INCONCLUSIVE. The summary should describe any root cause determinations if wrongful or improper conduct was identified and corrective action recommendations to prevent re-occurrence. If no wrongful or improper action was discovered or identified, then that should be indicated also.

1. If wrongful/improper conduct or circumstances are found, then best practice is to separately describe each factor that could have contributed to the wrongful activity and summarize as to each the facts that (1) point to or prove the wrongful/improper conduct, (2) identify controls failures or omissions that may have contributed to the violation/incident, and (3) recommended corrective action or controls that can prevent future bad acts
2. If no wrongful/improper conduct is found, or if the finding is inconclusive, a description of the facts (or lack thereof for inconclusive findings) that led to the findings must be provided.

Considerations for Direct Individual Accountability:

Each individual whose actions (or lack thereof) were subject to, or came under the purview of, the investigation should be individually identified and a determination as to whether their actions were deficient, not deficient or inconclusive should be identified. The facts that led to the determination should be described for each.

Practical Considerations for Fact-Finding Process

Fact-Finding Activities may be required to review allegations of misconduct that may be in violation of law, Company policy, or the Values & Expectations of 168. A person deemed responsible to handle a Fact-Finding Activity for the Company must follow a transparent and consistent standard that treats everyone with dignity and respect and that is designed to objectively evaluate facts that allow management to make informed decisions about, what occurred and what the business risks are; and if misconduct is identified what the appropriate consequences for individuals are as well as what appropriate controls should be instituted to mitigate harm and prevent future similar misconduct.

Standards of Conduct:

1. The person conducting the Fact-Finding Activity must observe the highest standards of integrity and conduct during any inquiry. All participants must be treated with respect, fairness and impartiality. The investigator should always bear in mind that the outcome may have a significant impact on the organization and on the personal and professional lives of the employee(s) involved.
2. The investigator, without bias, must assess the issue(s) and have no vested interest in a particular outcome. A proper Fact-Finding Activity requires fairness and consistency and considers each side of a situation. The focus of the inquiry is to be on the allegations—not on the motives of the person making the report or the alleged wrongdoer. If the investigator feels that he/she cannot be objective or he/she could be perceived as having a potential conflict, he/she must speak up and recuse himself/herself from the Fact-Finding Activity. Some examples that may cause potential bias are:
 - a. A friendship or other relationship with one of the parties involved in the Fact-Finding Activity.
 - b. Past allegations or conflict involving one of the parties involved in the Fact-Finding Activity.
3. The person conducting the Fact-Finding Activity must comply with all applicable laws, regulations and Company values and policies.
4. The investigator must be truthful with all participants. This includes never knowingly misleading a participant about the extent of their authority, the nature of the Fact-Finding Activity, their role in the process, or possible outcomes or actions that may or may not be taken.

Seven Phases of the Fact-Finding Activity Process:

1. An Allegation or Incident Report is Received
2. A Plan is Developed
3. Evidence is Collected and Analyzed
4. Interviews are Conducted
5. Recovery or Restitution is Accomplished, if Applicable
6. Report and Remediation Steps are Taken
7. The Process is Closed with the Reporter

The Fact-Finding Activity Process is shortened, lengthened or modified as appropriate to fit the facts and circumstances of a case. However, although each case is unique, these seven phases are used by RPM and subsidiary organizations to most effectively organize and proceed through Fact-Finding Activities.

1. **An Allegation or Incident Report Is Received**

Once an allegation of suspected ethical misconduct is received or an incident is reported, or identified, an initial analysis must be made to determine whether “if” the allegation or incident is true would it be a violation of law, Values & Expectations of 168 or Company policy or procedure; and if so a determination of what are the potential repercussions to the company should be understood. The person(s) making this analysis should be objective and conflict-free in order to preserve the integrity and transparency of the Fact-Finding Activity Process.

2. **A Plan is Developed**

The Plan is an outline that provides the framework for the Fact-Finding Activity Process. The Plan assists the investigator with contemplating the allegations, preparing for interviews, anticipating special issues and challenges and reviewing appropriate resources in order to ensure that the investigation is thorough. The Plan outlines for the investigator the proper steps to take and identifies the resources needed to obtain the necessary documentary evidence that may aid with identifying the base questions that may need to be asked during interviews; all structured in a way to ultimately identify the facts that can answer the “who, what, when, where, and how” relevant to the matter. Although this is an early step in the process, the Plan should be continuously monitored and modified appropriately as the investigation progresses and new facts or developments are uncovered.

The Plan is to be completed by the investigator as the lead with the assistance of other members of the investigation team. When reviewing the Plan, it will be important to discuss any unique circumstances and anticipated challenges expected during the Fact-Finding Activity Process.

Plan considerations should include identifying the following:

- Each law, principle, policy and procedure that may be in question for each allegation
- Areas of the business for which the investigator should become familiar before beginning. If necessary, the investigator should bring into the investigation team conflict-free subject-matter experts who can help explain systems, processes, procedures and any other areas that would provide greater understanding
- Potential non-company stakeholders are needed for consultation during the inquiry and limit what is shared with them to what is relevant and pertinent to their respective area of responsibility
- Records/documents need to be gathered and who has access to those records/documents
- Independent means to corroborate the allegation or incident
- Person(s) to be interviewed, the reason for such interviews, information sought from each person, the point within the process when interviews should occur and the order in which individuals should be interviewed to best support the objective fact-gathering goals of the process
- List of questions that should be asked, and answered if able, to make informed fact findings inquiries relevant to the allegations or the incident being inspected

3. **Evidence is Collected and Analyzed**

During the Fact-Finding Activity, the investigator must collect relevant evidence to aid in fact-finding. The evidence may reveal information that could identify additional individuals who may need to be interviewed or processes that may need to be evaluated. Examples of evidence that may be pertinent: financial documents, ERP system reports, training records, expense account records, emails, or time cards.

Because of various laws that may affect the ability to request certain information such as email, internet or payroll records, **consultation with your group's General Counsel or RPM's legal department is required prior to accessing personal, sensitive or confidential information, even when such information is under the control of company representatives or systems.**

All evidence collected must be documented properly, including where and how it was obtained. At no time may the existence of evidence that could influence the outcome of the Fact-Finding Activity be withheld from the investigating team.

The investigation team should analyze the evidence collected and be able to articulate its use and relevancy to the Fact-Finding Activity.

4. **Interviews are Conducted**

Interviews may involve discussions with witnesses, individuals that are subjects of allegations or company and non-company subject-matter experts who are simply providing background, supporting or instructive information to the investigating team. Knowing how to approach the person being interviewed and the purpose for the interview is critical to the success of the Fact-Finding Activity. Generally, one can think of interviews as falling into two broad categories: information-seeking interviews and admission-seeking interviews.

a. **General Guidelines for All Interviews**

Regardless of the type of interview, building rapport with the person being interviewed is essential. Building rapport helps create trust, establishes a baseline of behavior and puts the interviewee at ease. Whenever possible, the interviewer should review the background of the person being interviewed, such as their employment and educational history. When appropriate, obtaining this information from the interviewee's supervisor in advance of the interview may assist the interviewer with determining what open-ended and nonthreatening questions to ask in order to elicit meaningful dialogue and relevant and detailed answers. Actively listen to answers when interviewing -- if the interviewee feels that the interviewer is actively listening, further rapport will develop, allowing the interview to continue in a relaxed, professional manner. Furthermore, actively listening will allow the interviewer to understand information brought out by the interviewee that may require further inquiry.

Other than as legally required, and as more fully explained, by RPM's Policy for Fact-Finding Activity, interviewees should not be told to keep everything about the interview confidential. At the conclusion of an interview, a reminder of the Company's [Non-Retaliation Policy](#) and the possible consequences of retaliation should be reiterated to the interviewee. Reported concerns of retaliation or intimidation during or after the Fact-Finding Activity process must be investigated.

A question that is often asked is whether a witness to the interview (i.e. a person other than the interviewer that is part of the investigative team) should be present while the interview is being conducted. Although often this is a matter of personal preference on the part of the interviewer, it is a good practice have such a witness present during both categories of interviews. One of the advantages of having a witness present is that the witness to the interview may be helpful with writing down the notes of the interview, and thereby the interviewer can focus on listening to answers given by the interviewee that may require follow-up questions, rather than he/she focusing on writing things down answers while the interview is ongoing. Additionally, the witness to the interview can assist as a second evaluator of the answers given and the demeanor of the interviewee, and he/she can bring up to the interviewer additional matters that the interviewer may want to inquire about that were not brought up by the interviewer. With that background, it should be noted that **although having a witness to the interview is not required for information-seeking interviews, having a witness to the**

interview on all admission-seeking interviews is required unless circumstances prevent the presence of such witness.

b. Information-Seeking Interviews

Information-seeking interviews are conducted for the purpose of obtaining background/informative facts from subject-matter experts that are not directly connected to the facts under inquiry or to learn about facts directly related to the matter under inquiry from individuals who are witnesses or have direct information about the matter, but whose individual actions are not under scrutiny. Persons being interviewed under this category may be told that they are not the subject of the inquiry and that they are being interviewed simply to obtain additional facts regarding the circumstances being evaluated. In most instances management may be notified of any information-seeking interviews in advance in order to prepare for any potential business disruptions – the most notable exceptions to this normal practice may occur when the person(s) under scrutiny of the Fact-Finding Activity are members of the management team and disclosure to them could jeopardize the objectivity and effectiveness of the Fact-Finding Activity. Please consult with RPM or your operating group’s General Counsel if you have any doubt as to whether management may be informed of interviews being conducted.

The information provided in information-seeking interviews and how it relates to the inquiry being conducted should be documented.

At the end of the interview, the person conducting the interview should provide a business card to the person being interviewed in case any questions or additional information the interviewee wishes to discuss may present itself after the interview. The interviewer should **then** reaffirm the Company’s Non-Retaliation Policy and remind the interviewee that he/she must speak up by accessing the resources provided by the Company if he/she feels retaliated against as a result of participating in Fact-Finding Activity. Any allegations of retaliation that emerge during the inquiry should be treated as an additional allegation and promptly investigated.

c. Admission-Seeking Interviews

An admission-seeking interview occurs when the interview is of a person (in most, but not all, cases an employee) whose conduct is under scrutiny, or if it is unclear whether he/she could fall under scrutiny, to a level where if the allegations or concerns were proven to be true, the employee could be found to have engaged in wrongdoing.

Adherence to the process below will facilitate proper interview preparation and conduct:

(i) **Interview Preparation**

- a) In most instances management and the respective Human Resources Director (HR) may be notified that an interview of an employee is taking place (there is no need to inform management that it is an “admission seeking interview”). The only exceptions to this normal practice of notifying management and/or HR is when the person(s) under scrutiny of the Fact-Finding Activity are members of the management team and/or HR and disclosure to them could jeopardize the objectivity and effectiveness of the Fact-Finding Activity.
- b) The interviewer should allow a reasonable amount of time to go over all reported concerns with the interviewee. Employees who are paid on an hourly basis must be clocked into work during interviews so that they are paid for their time.
- c) As previously stated, fact-finding interviews should be conducted by the primary interviewer with the assistance of another member of the investigation team who will serve as a witness, and possible note-taker, during the interview.

(ii) **Conduct During the Interview**

Each interview shall be conducted in a professional and non-adversarial manner, and the employee is to be treated with dignity and respect throughout the entire interview process. The goal of the interview is to obtain the necessary facts within the framework of the Fact-Finding Activity Process so that the Company can make an informed business decision regarding the matter being reviewed.

- a) **No Detention.** The employee should never be restrained or made to feel that they cannot leave the interview at any time.
- b) **Treatment of the Employee Being Interviewed.** The interviewer shall ensure that reasonable accommodations are provided to the person being interviewed. This includes access to bathroom facilities, water and other amenities that will allow the individual being interviewed to be comfortable. Under no circumstances may the interviewee be touched or threatened in a physical or verbal manner.
- c) **No Coercion.** Outcomes of a Fact-Finding Activity or interviews may never be coerced through threats, promises or inducements. No promises may ever be made to the employee being interviewed regarding the matter under inquiry, their employment status or the leniency of discipline or potential prosecution. The interviewer may not lie to the employee being interviewed.
- d) **No Defamation.** The interviewer shall clearly state the facts of the inquiry as known to the interviewer. An employee should not be accused of wrongdoing unless the evidence obtained during the Fact-Finding Activity clearly supports the accusation.
- e) **Criminal Prosecution.** Any case that could be referred to the government for criminal prosecution must be referred to the respective RPM operating group's General Counsel or RPM's legal department for such determination.
- f) **Audio or Video.** Audio or video recording of interviews is NOT authorized. If the interviewee requests that the interview be recorded, the interviewer is to consult with the respective RPM operating group's General Counsel or RPM's legal department before authorizing such request. Legal counsel will not authorize such request except under extremely unusual circumstances.
- g) **Written Statement.** Any written statements made by the person being interviewed must be voluntary and written in his/her own words.

(iii) **Obtaining Voluntary Written Statements**

In some circumstances it may be appropriate to ask the interviewee to also provide a voluntary written statement. It is inappropriate to use any threats or coercion when requesting a written statement from an interviewee. The voluntary written statement is to be provided of the interviewee's own free will and written in his/her own words. Best practice is to give the interviewee time alone to write the written statement. This is necessary to ensure that there is no appearance that the interviewee or anyone from the interview team is "coaching" the interviewee on what to write. Other than asking the interviewee to identify his/her name, company and the date and time that the statement was made, the interviewee should not suggest any specific facts that should be written in the statement. The interviewee should simply ask the interviewee to provide a statement that is as complete and detailed as possible that identifies the facts

as known to the interviewee about the circumstances under investigation and to account for any potential losses, if applicable, based upon the interviewee's best recollection and knowledge.

If after the written statement is obtained the interviewer has follow-on questions, he/she along with the witness to the interview can ask additional questions to clarify the points as part of a continuing interview. Additionally, if a written statement is provided by the interviewee and such statement differs from the verbal information provided during the interview and those discrepancies cannot be clarified as part of a continuing interview, then the interviewer and witness to the interview should identify the discrepancies in any written final reports. If based upon the perceptions/recollection of the primary interviewer and the witness to the interview they cannot agree on whether there are discrepancies between what the interviewee said and wrote, then the interviewer and the witness to the interview should independently write a statement explaining their perceptions and recollections of what was said during the interview.

If an interviewee is asked to provide a voluntary written statement, but the he/she refuses, such refusal, and any reason given by the interviewee for such refusal, should be noted in final reports written as required by RPM's Procedures for Fact-Finding Activities.

(iv) **Considerations for Telephone Interviews**

Situations may arise when interviews must be conducted via telephone. Some determining factors regarding when to conduct a telephone interview instead of a face-to-face interview are:

- a) Size and seriousness of the reported allegation or incident;
- b) Amount and quality of evidence already obtained;
- c) Travel costs that would be associated with an in-person interview vs. the materiality or seriousness of alleged misconduct;
- d) The type of interview (information-seeking vs. admission-seeking); and
- e) The need for immediate reaction to an allegation or incident.

When conducting a telephone interview, the room should be set up for the person being interviewed in the following way – as appropriate, management of the interviewee's company may assist with meeting these requirements:

- a) **Privacy.** A private room should be selected to reduce distractions.
- b) **Witness.** If possible, the, or an additional, witness to admission-seeking telephone interviews should be in the room with the person being interviewed. If that occurs, a speakerphone should be used.

Although conducting a telephone interview requires some process changes, the overall spirit and conduct of the interview standards do not change, including treating the person being interviewed with dignity and respect.

(iv) **Completion of an Admission-Seeking Interview**

The interviewer shall provide a business card to the person being interviewed in case the interviewee has questions or additional information he/she wants to provide later.

Often interviewers perceive that they should consult with management or Human Resources immediately after they have completed a "admission-seeking interview" to reveal what was learned from the

interviewer. Try to refrain from doing that. In order to prevent premature determinations based upon incomplete information, it is best to refrain from communicating with management and Human Resources until after the Fact-Finding Activity is fully completed and ALL evidence and information can be consolidated, analyzed and reported. This is necessary to ensure that the company makes a fully informed decision and it best promotes an objective, thorough and fair process for the Fact-Finding Activity. Although consultation with members of the investigating team, including legal consultants, is necessary and appropriate during the course of any Fact-Finding Activity, consultation with management or any final decision-makers should be done only after all fact-gathering is completed.

5. **Recovery or Restitution is Accomplished, if Applicable**

- A. **Recovery.** Any money or property recovered during the inquiry is to be thoroughly documented in the written report completed pursuant to RPM's Procedures for Fact-Finding Activities. Documentation must include a detailed quantification of any money recovered.
- B. **Restitution to the Company.** Subjects of a Fact-Finding Activity may decide to pay restitution to the Company. Restitution does not negate any violations committed by a wrongdoer but may be considered when determining what disciplinary action, if any, may be taken by the Company.
- C. **Restitution by the Company.** In some matters a recommendation by the investigator for the Company to offer restitution may be appropriate. Such recommendations, including the reason for such recommendation should be documented on the written reports completed pursuant to RPM's Procedures for Fact-Finding Activities. Please note that investigators are not authorized to make or promise any restitution on behalf of the company as the determination as to whether restitution will be paid can only be made by Company management.

6. **Report and Remediation Steps are Taken**

At the conclusion of the fact gathering, the investigator will prepare a report if required under RPM's Procedure for Fact-Finding Activities, and may debrief the appropriate members of management, and the legal department as appropriate. A remediation action plan may be recommended to correct or improve any deficiencies found. Ultimately, management is responsible for approving, final development, implementation and documentation of the remediation action plan. When warranted, and for all Legal Internal Investigations, the group's legal department or RPM's Compliance Department should verify and document the appropriate conclusion and implementation of the remediation plan approved by Company management.

7. **The Process is Closed with the Reporter**

In most cases it is appropriate for the investigator, or Company management, to disclose to the reporter that the Fact-Finding Activity has been completed and a general description of the results and/or remediation plans. This is done to provide "closure" to the reporter and to reaffirm the Company's commitment to its [Non-Retaliation Policy](#). The reporter should be encouraged to speak up if he/she feels that he/she is being retaliated against. As an example, for a matter where a finding that corrective action is warranted, the following communication to a reporter may be appropriate:

"The Company has completed its inquiry. We appreciate your cooperation during this process. Your involvement has been important to the Company's commitment to maintaining the highest standards of ethical conduct and business integrity.

Although we cannot reveal to you the details of the inquiry, all findings have been shared with relevant members of management, and corrective steps will be taken to address the matter.

The Company appreciates your reporting of this issue and wants to remind you of the Company's [Non-Retaliation Policy](#). If at any time you suspect that you may be a target of retaliation, please contact the Compliance, Human Resources, Legal Department or RPM's Hotline.”

Please note, that the above response to a reporter is only one example and should not be used in all cases. Appropriate responses are case specific and vary depending on whether the Fact-Finding Activity resulted in findings of wrongdoing, the privacy rights of alleged wrongdoers, local laws and many other factors.

Reports from the investigator should annotate that that the reporter was contacted and notified that the Company had completed its inquiry.