

**RPM INTERNATIONAL INC.
AND ITS SUBSIDIARIES AND OPERATING COMPANIES
USE OF OUTSIDE LEGAL COUNSEL AND INITIATING LAWSUIT POLICY**

To ensure that the use of outside legal counsel for all matters, including litigation, is subject to the direction and control of counsel for RPM or the applicable operating group, the following policy shall apply to all employees.

1. Employees shall not consult with (even if previously retained), retain or otherwise engage the services of an outside law firm on any new matters not previously reviewed and approved by counsel for RPM or the applicable operating group.
2. No counsel will be retained or engaged on any product claim or any litigation matters without prior approval from RPM's Litigation Counsel.
3. Employees shall immediately bring to the attention of counsel for RPM or their operating group the receipt of all legal notices, lawsuit pleadings, court documents, and letters or telephone calls from legal counsel representing other parties where a claim, lawsuit, regulatory violation or prosecution is threatened, made or brought against the Company.
4. Except as provided above, employees shall not deal directly with legal counsel representing other parties, except with the specific prior approval of counsel for RPM or their operating group.
5. Company shall not file a lawsuit without first securing the approval of both RPM's Associate General Counsel and its operating group counsel.
6. Retainer arrangements with an outside law firm shall not be made without the approval of counsel for RPM or the operating group.
7. As of June 1, 2021, Company employees shall no longer accept any hard copy paper invoices pertaining to any legal matters from outside law firms. All such invoices must be submitted electronically through the Company's Thomson Reuters Legal Tracker program (formerly Serengeti Tracker), unless tax or compliance rules require otherwise. RPM's Litigation Counsel and group counsel can assist with any questions regarding, or difficulties with, this program.

Any questions concerning this Policy or the handling of any legal matters should be referred to RPM's Associate General Counsel or Litigation Counsel.

A suspected violation of this policy can be reported to your immediate supervisor, Human Resources, or the Legal & Compliance department. Employees are also welcome to contact the Company's [Hotline](#) to report their concerns to RPM. 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 report a Policy violation, 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.