

RPM INTERNATIONAL INC.
CORPORATE SECRETARIAL RECORDS AND REPORTING AND
ENTITY CHANGES

It is and shall continue to be the policy of RPM International Inc. (“RPM”) and its subsidiaries and operating companies (collectively, the “Company”) to provide the Secretary of RPM with complete, accurate and up-to-date corporate secretarial information relating to RPM and each of its subsidiaries and/or joint ventures and all officers and directors of the Company and its subsidiaries and operating companies, to enable RPM to protect its investment in its subsidiaries. It shall also continue to be the policy of the Company that all corporate changes to subsidiaries or joint ventures of the Company must be approved in advance by RPM.

Parent Company

The Board elected Secretary of RPM shall be responsible for maintaining the corporate record books for RPM International Inc. Such corporate record books shall contain the Certificate of Incorporation and By-Laws, including all amendments thereto, and the minutes of all meetings of the Board of Directors, the Committees thereof, and the Stockholders. The minutes of the meetings to be included in the corporate record books shall be the minutes as approved by the Board, the applicable Committee or the Stockholders. Subject to any applicable litigation hold that may be in place, once the minutes have been so approved, all electronic and paper drafts and notes, and all other documents included as attachments or otherwise presented to the Board in connection with the meeting shall be discarded by all attendees. The meeting secretary, including any Board appointed secretary, who prepared the minutes may retain for a period of one year in his or her meeting files (i) a copy of the final approved minutes, (ii) a clean copy of the official Board or Committee information package, (iii) any other materials specifically referred to in the minutes, and (iv) all related correspondence.

Subsidiaries & Joint Ventures

Before changing the legal status of any subsidiary or joint venture of the Company (regardless of its position within the Company’s legal organizational structure), a “Request for Change to Subsidiary” form must be completed and submitted through the online portal- <http://rpmrequestforchange.ethicspoint.com/>. A “Request for Change” form must be submitted **no less than 7 calendar days prior to the date of the Disclosure Committee meeting at which the business desires it to be reviewed and approved.** The date of the Disclosure Committee meetings can be obtained by contacting the RPM Legal Department.

Such request for prior approval must be submitted for the following actions:

- Forming a new entity;
- Dissolving, merging, changing the name of, or changing the legal ownership of an existing entity, **including branch offices;**
- Engaging in any inter-company transfers of assets including, but not limited to, intangible assets, product lines, or assets constituting a trade or business; and
- Dividends and increases or decreases of capitalization or percentage of ownership.

Officers & Director Changes

Submit via email to RPM's Senior Director, Corporate Secretarial and Legal Services (KOWen@rpminc.com) and Manager, Legal and Secretarial Services (ADailide@rpminc.com) contemplated appointments, resignations, or elections of or other changes to officers and directors (whether elected or not – V.P. title for example), or the functional equivalent in non-U.S. jurisdictions, as appropriate.

The Appointment, termination, resignation or retirement of any Company officer is also considered a Reportable Event and must be reported through the online portal [RPM Reportable Event](#).

PwC Legal

PwC Legal has been engaged by RPM to provide global assistance and oversight to ensure that all Companies remain in good standing where they are registered to do business. The following is a list of “in scope” services (subject to local requirements) which are included in RPM's agreement with PwC Legal and paid for by RPM:

- Maintaining statutory registers and minute books;
- Preparing and submitting statutory corporate secretarial returns;
- Preparing annual minutes and resolutions to approve the annual financial statements by directors and shareholders, together with routine approvals, including the re-election of auditors, directors and officers, which form part of the annual meeting cycle;
- Submitting annual financial statements to the local Companies' registry, Court or Chamber of Commerce;
- Initiating timely payments of government or license fees, required to keep a company in good standing;
- Facilitating any corporate administrative requests, such as confirmation of key corporate information or copies of corporate documentation, such as board or shareholder resolutions or constitutional documents;
- Responding to compliance-specific technical questions that relate to local legislation and advise on changes in law impacting compliance obligations; and
- Providing information to the auditors, as required.

You are required to use PwC Legal with respect to services of this nature, unless otherwise approved by RPM's Senior Director, Corporate Secretarial and Legal Services.

All employees have a duty to report Policy violations to a superior, RPM's 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.