

CONFLICT OF INTEREST CERTIFICATION PROCESS

As expressed in RPM International Inc.'s ("RPM") "The Values & Expectations of 168," we want to maintain an environment where officers, directors and employees (collectively, "Employee(s)") of RPM and its subsidiaries (collectively, the "Company") are proud to work and want to remain. Consequently, the Value of 168® cannot flourish if any Employee feels that business is being conducted for improper personal gain by an Employee or in a manner that is not in the best interest of the Company.

For the foregoing reasons, all Employees have a duty to ensure that if a conflict of interest exists, or may be perceived by others, disclosure of such conflict is transparently communicated to the Employee's manager in accordance with The Values & Expectations of 168 and that appropriate controls, if required, are implemented.

What is a Conflict of Interest?

A conflict of interest may arise when an Employee places his or her personal interests before the interests of the Company and where such personal interest competes (or appears to compete) with the Employee's ability to objectively perform his/her job or to objectively protect and further the interests of the Company.

A conflict of interest can fall within three categories: (1) **actual** conflicts of interest where an Employee faces a real and existing conflict; (2) **potential** conflicts of interest when an Employee is, or could be, in a situation that may result in a conflict; or (3) **perceived** conflicts of interest where an Employee is, or could be, in a situation that may appear to be a conflict, even if a conflict does not actually exist.

Definition:

For purposes of this policy, the term “Family Member” means:

- Parent, child, sibling, spouse, aunt, uncle, niece, nephew, grandchild, grandparent or cousin of employee; and
- In-laws, foster or step-relatives of the above types

Conflicts of interest can present themselves in many different ways. The table below lists some examples of conflicts of interest situations:

Type of Conflict of Interest	Examples of Conflicts of Interest
Personal Relationships	<ul style="list-style-type: none"> • Family member or close personal friend works for, or holds an interest in, a (potential or existing) supplier, competitor or vendor and the Employee has the ability to influence the use of the supplier by the Company • Family member, close personal friend or romantic involvement is within the Employee’s reporting line • Family member or close personal friend works for, or is applying for a job within, the Company and the Employee has the ability to influence the Family member’s career
Outside Activities, Personal Financial Investments & Business Opportunities	<ul style="list-style-type: none"> • You or a Family member directly or indirectly serves as a board member, director, officer, employee, consultant, owner or agent of an entity with which the Company transacts business • Family member or close personal friend works in a government agency, or is government official within, a government agency for which the Company provides government good or services • You perform work or services for a charitable organization requiring significant time or participation that may interfere with your job • You hold a second position (either volunteer, part-time or full-time) outside the Company or you make or hold an investment in a business that requires significant time or participation that may interfere with your job or that are related to, or compete with, the Company’s markets, suppliers, customers, objectives, etc. • You use the Company’s time, assets or contacts to promote personal interests or the interests of a party other than the Company • Entering into an investment with or a loan with another Employee for a competing business
Gifts	<ul style="list-style-type: none"> • You or a family member accept a gift (or are promised gifts in the future) from a person or entity that may limit your ability to act in the Company’s best interests or could influence your business decision

Disclosing a Conflict of Interest

As required by The Values & Expectations of 168 Employees who think they have or know someone who may have a conflict of interest, owe it to themselves, the Company and to the Company's stockholders to raise the conflict. All Employees must disclose to their first-level executive supervisor any conflicts of interest the supervisor in turn has a duty to ensure that the conflict of interest is reviewed, that decisions and controls are made to appropriately address and mitigate the conflict of interest are communicated and that the best interests of the Company are maintained. A manager may seek guidance if needed from his/her manager or from the organization's supporting functions including Legal, HR and Compliance.

Annual Disclosure Certification

Conflict of Interest Annual Disclosure Certifications are required of all officers and directors of the Company, and by Employees with job responsibilities affiliated with the following departments: Finance, Legal, HR, IT, Procurement, Sales and Marketing.

A copy of the Annual Disclosure Certification is attached to this policy as Appendix A. You must complete and return the annual disclosure by Oct 31 of each year.

Any employee, officer or director of the Company who violates this Policy may be subject to disciplinary action up to and including termination. As indicated in RPM's "The Values and Expectations of 168," RPM retains the right to report any violations of law to appropriate authorities.

RPM DISCLOSURE CERTIFICATION – CONFLICTS OF INTEREST, PERSONAL RELATIONSHIPS IN THE WORKPLACE

Please complete this certification disclosing all actual, potential, or perceived conflicts of interests, whether or not they have been reported and/or approved by management or reported previously in RPM's disclosure certification.

This Certification is made to RPM and its subsidiaries regarding any conflicts of interests / personal relationships in the workplace.

Definitions:

"Conflict of Interest" means:

- A conflict of interest may arise when an associate places their personal interest before the interests of the company and where such personal interest competes (or appears to compete) with the associate's ability to objectively perform their job or to objectively protect and further the interests of the company.

"Family Member" means:

- Parent, child, sibling, spouse, aunt, uncle, niece, nephew, grandchild, grandparent or cousin of employee; and
- In-laws, foster or step-relatives of the above types

"Romantic Relationship" means:

- An intimate relationship that involves physical or emotional closeness. Examples of Romantic Relationships include dating and committed, long-term romantic relationships

"Close Personal Friend" means:

- An individual with whom you have a pre-existing relationship which extends beyond a relationship related to your professional activities for the Company. Examples of Close Personal Friends include a friend from school or college, someone with whom you regularly golf or vacation, or a close family friend who you have known for many years.

1. Do you have a Family Member, Romantic Relationship or Close Personal Friend who is employed at your company or another RPM company? YES / NO

If YES, please provide the name of your Family Member, Romantic Relationship or Close Personal Friend, your relation to them, their position and the RPM Company they work for below (If you prefer not to provide the individual's name, please contact your HR team to discuss):

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2. Do you have a Family Member, Romantic Relationship or Close Personal Friend who is an employee, board member or significant investor in a customer, competitor, supplier or consultant of your company or another RPM company? YES / NO

If YES, please provide the name of your Family Member, Romantic Relationship or Close Personal Friend, your relation to them, their position and the company below (If you prefer not to provide the individual's name, please contact your HR team to discuss):

3. Do you have any economic interest, investment, board membership, directorship or employment in an organization that is a customer, competitor, supplier or consultant to your company or to your knowledge another RPM company? YES / NO

If YES, please provide details:

4. Are you aware of any Conflict of Interest or situation that does or could impact your ability to conduct your duties, or make decisions in the best interest of the company, or that others might think could cause you to act in your own, a Family Member, Romantic Relationship or Close Personal Friend's interests over company interests? YES / NO

If YES, please describe the situation or potential conflict and provide details:

5. Have you previously informed management or Human Resources about any of the disclosures you made above or have you disclosed it in this certification in the past?
YES / NO / Not Applicable

By completing this disclosure, I acknowledge that:

- I am not aware of any other Conflict of Interest / Close Personal Friends / Romantic Relationship / Family Members that could actually or potentially impact my ability to make decisions in the best interest of the company, or that others might think could cause me to act in my own, a Family Member of Close Personal Friend's interests over company interests.
- Should any other Conflict of Interest / Close Personal Friends / Romantic Relationship / Family Members that could actually or potentially impact my ability to make decisions in the best interest of the company, or that others might think could cause me to act in my own, a Family Member, Romantic Relationship or Close Personal Friend's interests over company interests arise prior to the next annual declaration becoming due I will notify management and Human Resources.