

## RPM INTERNATIONAL INC. AND ITS SUBSIDIARIES' INTERNATIONAL TRADE AND U.S. ANTI-BOYCOTT COMPLIANCE POLICY

As reflected in the Values & Expectations of 168, it continues to be the policy of RPM International Inc. ("RPM") and its subsidiaries (hereinafter collectively referred to as the "Company") to abide by applicable U.S. anti-boycott laws and U.S. and foreign countries' laws regarding import, export and trade compliance. The Values & Expectations of 168 also require that the Company only transact with suppliers, sales representatives, distributors or other intermediaries who are fully committed to complying with and assisting the Company to follow such laws, rules and regulations.

### I. Import/Export Law Compliance

A. The United States and most other countries have laws, rules and regulations that control trade and restrict certain exports and imports of items, products, software, designs, technology and services to or from certain countries, governments, individuals and organizations (hereinafter referred to as "Trade Control Law(s)"). All U.S. Trade Control Laws are applicable to RPM's subsidiaries and their employees around the world as well as all third parties who transact business for the benefit of our Company. In addition to U.S. laws, the Trade Control Laws of any countries where RPM's subsidiaries are incorporated or located and through which any of our Company's products, technology or services originate, transit, terminate or are used must be considered and adhered to, as applicable.

B. Due to the complexity of these laws and regulations and the multiple factors that must be considered, each subsidiary must develop and execute written procedures designed to adequately research and analyze situations relevant to the import or export of Company products, technology or services. These procedures must at a minimum include the following:

1. Identify designated personnel responsible for researching customers and suppliers at appropriate control points in the supply and distribution chains.
2. Describe protocols designed to review, evaluate and ensure compliance with the following Trade Control Law matters:
  - a. Licensing and customs requirements for all products or services exported or imported.
  - b. In accordance with RPM's Third Party Due Diligence Policy, subsidiaries must ensure that Third Party Due Diligence, as defined in that policy, occurs "prior to the commencement of the relationship with respect to . . . newly proposed" customers and suppliers. Such Third Party Due Diligence

conducted for new customers and suppliers must include a search intended to reasonably ensure that the third party is not identified in denied parties/persons lists or is not sending our products to or through a country embargoed by the U.S. or any other applicable country (for purposes of this policy the more narrowly tailored search described in this sentence will hereinafter be referred to as "Trade Search(es).") Periodic Trade Searches of all existing and "on-going" customers and suppliers must be conducted at appropriate intervals based upon the subsidiary's assessed risk of such customers or suppliers, but no less than once every quarter. Unless a different list is previously approved in writing by RPM's legal department, the minimally required lists to be reviewed for Trade Searches are identified in Exhibit A.

i. Subsidiaries may use outside providers and sources, approved by RPM's legal department, that have procedures in place to identify third-parties against all relevant U.S. and applicable countries' denied parties and embargo countries lists. As of the writing of this Policy, Truth Technologies' World Check, Navigant, and MK Data's Denial Lists Service are providers/services that are approved by RPM's legal department to conduct Trade Searches. These providers have the capability to integrate their services with many existing ERP systems to facilitate automated gathering and record keeping of the information. Additionally, most services may be set up to continuously monitor existing third parties resulting in automatic alerts notifying subsidiaries when negative information affecting a third party may have occurred.

c. Identify procedures to be followed to obtain control statements on bills of lading and end use certificates for questionable goods and destinations.

C. If there is any doubt about the applicability of any Trade Control Law, consult with the applicable group's or RPM's legal department.

## II. U.S. Anti-Boycott Laws Compliance

A. As expressed in the Values & Expectations of 168, the Company must also comply with applicable anti-boycott laws, rules and regulations that prohibit United States companies from being used to implement foreign policies contrary to United States' interests. All boycott requests are reportable to the U.S. Department of Commerce, Bureau of Industry and Security ("BIS"), and failure to make such a report is a violation of the U.S. Export Administration Regulations ("EAR").

B. Therefore, RPM and each of its subsidiaries are required to ensure that there are adequate procedures in place to carefully review all documents and correspondence received from vendors, such as purchase agreements, purchase orders, pro forma invoices, sales contracts, letters of credit and shipping instructions

to identify boycott language and behavior. Any direct or indirect request to use boycott language or engage in boycott behavior must not be honored and must be reported on the Quarterly Anti-Boycott Report. Examples of requests that would violate U.S. anti-boycott laws can be found on the Quarterly Anti-Boycott Report.

### III. Reporting Potential Violations

A. If violations of Trade Control Laws or U.S. anti-boycott law occur, the Company could become subject to costly penalties, seizure or detention of Company goods, denial of future exporting privileges, denial of tax benefits and offending individuals could be imprisoned. Different levels of prohibition and different sanctions are associated with the various countries, organizations and persons identified by the U.S. Office of Foreign Asset Control (“OFAC”), BIS, and other countries’ prohibited countries and parties’ lists. RPM’s legal department must be consulted whenever there is any doubt regarding doing business with, or transferring any data or exporting products to, any country, organization or person identified by OFAC, BIS, and/or any other applicable country’s prohibited parties or countries lists.

B. As clearly articulated in the Values & Expectations of 168, all employees have a duty to report violations to a superior, the respective group’s or RPM’s legal department or to the Hotline. **Any employee who violates the Values & Expectations of 168, including the failure to report a violation, or who directs or knowingly permits a subordinate to violate the Values & Expectations of 168 may be subject to disciplinary action up to and including termination.** Early reporting will best allow the Company to prevent or stop violations, investigate alleged non-compliance matters completely, determine the scope of any violations, and report violations to the U.S. and/or other applicable governments if necessary. RPM retains the right to report any violations of a Policy that are also illegal to the appropriate authorities.

### IV. Audit

Beginning January 1, 2016, RPM’s Internal Audit Department will audit compliance with this policy and will audit the performance and adherence to each subsidiary’s written Trade Compliance procedures as part of other normally scheduled internal audits of subsidiary companies.