


**RPM International Inc.
Research and Development Project Policy**

This policy shall apply to all research and development projects undertaken by any affiliated company (each a “Company,” and collectively the “Companies”) of RPM International Inc. (“RPM”) to reverse engineer, duplicate, insource, produce, reproduce, or otherwise create an alternative or offset (each an “R&D Project”) to any raw material, ingredient, component, semi-finished product, or finished product (collectively, “Product”) previously or currently purchased, sourced, or otherwise obtained from, or developed in whole or in part with, a supplier, toll manufacturer, actual or potential business partner, acquisition target, or other third party (collectively, “Outside Source”).

In connection with R&D Projects, all Companies must ensure that they are fully complying with existing contractual and other legal obligations. As such, each of the following steps must be completed prior to any Company employee authorizing or commencing any R&D Project:

- (1) The Company must complete an R&D Project Insourcing Request (see Exhibit A), and then email a copy of this form to RPM’s Procurement Department (Mike Goodwin (MGoodwin@rpm-inc.com) and Steve Pizzute (Spizzute@rpm-inc.com)) for its assessment;
- (2) If the R&D Project is approved by RPM’s Procurement Department (“Procurement Approval”), the Company must locate all current and prior contracts and agreements with any Outside Source, including, but not limited to, non-disclosure agreements, confidentiality agreements, license agreements, intellectual property assignment agreements, royalty agreements, supply agreements, sales and purchase agreements, distribution agreements, toll manufacturing agreements, joint development agreements, exploration agreements, access agreements, letters of agreement, letters of intent, memorandums of understanding and other similar contractual documents, signed by the Company or any of the other RPM Companies (collectively, “Outside Source Agreements”);
- (3) The Company must promptly send all Outside Source Agreements to the legal department supporting that Company, whether at the Company, Group or RPM level (the “Legal Department”), along with the R&D Project Insourcing Request;
- (4) An attorney within the Legal Department must (a) review all Outside Source Agreements in conjunction with the summary to ensure that the R&D Project does not violate any contractual or other legal obligations, (b) issue written approval for the R&D Project (“Legal Approval”), and (c) promptly send a copy of the Legal Approval to Matt Kucharson, RPM Senior Director and Associate General Counsel (mkucharson@rpm-inc.com); and
- (5) Only after receiving both Procurement Approval and Legal Approval may the R&D Project commence, but any subsequent material change in scope will require a new Company assessment and approvals.



A suspected violation of this policy can be reported to a Company supervisor, or to any member of the Company or Group Human Resources, Legal, or Compliance Departments. Employees are also welcome to contact RPM's [Hotline](#) to report their concerns. A suspected violation received by anyone in a management or supervisory role must be reported to RPM as a Reportable Event. 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 submit a Reportable Event, directs or who knowingly permits a subordinate to violate this Policy, or who engages in retaliatory actions, may be subject to disciplinary action up to and including termination. RPM retains the right to report any violations of this Policy that are also illegal to the appropriate authorities.

Exhibit A

R&D Project Insourcing Request

Request Date:	
Submitter (name, title, email, & phone #):	

Description of Project:	
Alternative Material or Product for Insourcing:	
Material or Product Being Replaced:	
RPM Company(ies) Currently Utilizing Material or Product, and Specific Company Locations:	
Current Supplier/Source of Material or Product Being Replaced (if applicable):	
Co-Developer of Material or Product Being Replaced (if applicable):	
Toll Manufacturer of Material or Product Being Replaced (if applicable):	
Did R&D or Anyone Else at the Company(ies) Explore Sourcing Material or Product from Other Third Party?	

Please fully complete this Request and email a copy to RPM's Procurement Department (Mike Goodwin (MGoodwin@rpminc.com) and Steve Pizzute (Spizzute@rpminc.com)).