

RPM INTERNATIONAL INC.
REQUEST FOR CHANGE, APPOINTMENT CHANGES,
FACILITY CLOSURE AND RIF POLICY

Introduction

It is and shall continue to be the policy of RPM International Inc. (“RPM”) and its subsidiaries and/or joint ventures (collectively, the “Company”) to provide the Secretary of RPM with complete, accurate and up-to-date corporate secretarial information relating the Company to enable RPM to protect its investment in its subsidiaries. Facility closures and reduction in force (RIF) activities of two or more employees of the Company must be approved in advance by RPM.

Scope

This Policy applies to all changes to any Company, including but not limited to requests for the formation, dissolution or merger of companies or branches of existing companies; appointment changes, including but not limited to the appointment, removal, or replacement of any appointed Officer, Director, General Manager, Legal Representative or internal POA holder; closures of any Company facility and all reductions in force.

Policy

Subsidiaries & Joint Ventures

Before changing the legal status of any Company, a “Request for Change” form must be completed through RPM’s online portal which can be accessed at <https://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. Should a request have more than three actions, an additional form will need to be completed through the online portal.

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

- Forming a new entity;
- Doing business in a new country or a new part of a country (entering into leases, hiring people, moving inventory or equipment, carrying out construction or installation work abroad, whether directly through our employees or indirectly through a subcontractor, for a period exceeding three months, registering for Valued Added Tax (or other indirect tax) purposes in any new country);
- Changing the headquarters address of an operating company (a separate Reportable Event must also be submitted for this);
- 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, moving customers, intangible assets, product lines, or any assets constituting a trade or business in any way from one entity to another;
- Dividends and increases or decreases of capital or percentage of ownership;
- Closures of owned or leased facilities (whether of a manufacturing facility, warehouse, distribution center, office or otherwise); and
- Any reduction in force (RIF) whether temporary or permanent of two or more employees.

All requests must be made by filling in the form through the online portal at <https://RPMrequestforchange.ethicspoint.com/>. Should a request have more than three actions, an additional form will need to be completed through the online portal.

Officers, Director and all other Appointment Changes

A Reportable Event form is required for all contemplated appointments, resignations, or title changes (whether elected or not – V.P. title for example or the functional equivalent in non-U.S. jurisdictions, as appropriate, including but not limited to Legal Representatives, General Managers and internal POA's..

Reportable Events must be submitted through the RPM Reportable Events Portal, selecting the issue; Appointment, Termination or Resignation of a Director/Officer.

The form can be accessed at:

https://rpminc.ethicspointvp.com/custom/rpminc/forms/mgr/form_data.asp?lang=en

Computershare

Computershare has been engaged by RPM to provide, non-US, 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) and additional services, which are included in RPM’s agreement with Computershare and paid for by RPM:

- Maintaining statutory registers and minute books, where required;
- 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;
- Forming a new entity;

- Changing the headquarters address of an operating company;
- 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, customers, intangible assets, product lines, or assets constituting a trade or business;
- Dividends and increases or decreases of capital or percentage of ownership;
- Removal and appointment of Officers, Directors, General Managers, Legal Representative, etc.;
- All Powers of Attorney;
- Facilitating any corporate administrative requests, such as confirmation of key corporate information or copies of corporate documentation, such as 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 Computershare with respect to services of this nature unless otherwise approved by RPM's Senior Director, Corporate Secretarial and Legal Services.

Corporation Service Company ("CSC")

CSC has been engaged by RPM to provide registered agent, service of process, DBA management and state annual report filing for our U.S. subsidiaries. The RPM Legal Department directly interfaces with CSC to ensure ongoing compliance with the services they provide at our request.

How to Report Suspected Violation and Management Duty to Respond

A suspected violation of this policy can be reported to your supervisor, human resources, or to any member of the legal or compliance departments. Employees are also welcome to contact the Company's [Hotline](#) to report their concerns to RPM. 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 a Policy, or who engages in retaliatory actions, may be subject to disciplinary action up to and including termination.