



## INVESTOR'S CHOICE DIVIDEND REINVESTMENT AND DIRECT STOCK PURCHASE PLAN

Sponsored and Administered by American Stock  
Transfer & Trust Company, LLC on behalf of  
RPM International Inc.

### 1. How do I purchase shares if I am not an existing registered holder?

To make an investment online, log on to [www.astfinancial.com](http://www.astfinancial.com), on the Login page, select USER TYPE as Individuals, Under SHAREHOLDER CENTRAL, Click on LOGIN. On the Unique ID page, enter your Unique ID, Click Continue. On the Password page, enter your Password, click Enter. Once logged in, click on Buy & Sell, on the top of on the page. Select PURCHASE ADDITIONAL SHARES. On the BUY SHARES screen, you will have 2 options: A) ONE TIME INVESTMENT ONLY. B) ONE TIME INVESTMENT WITH SUBSEQUENT MONTHLY INVESTMENTS. On the next page, enter your bank information. On the ONE FINAL STEP page, review the information you entered. Enter your Initials in the box and click on PLACE ORDER. You will receive an e-mail confirming receipt of your transaction as soon as you complete the investment process. To invest by mail, simply fill out an Enrollment Application, which can be obtained by calling the Plan Administrator at 1-800-988-5238 (toll free), and enclose a check made payable to American Stock Transfer & Trust Company, LLC for the value of your investment. The Enrollment Application may also be downloaded from the Plan Administrator's website ([www.astfinancial.com](http://www.astfinancial.com)) and mailed to AST.

The minimum initial investment is \$200.00. The maximum investment is \$5,000.00 per investment. Once you are a shareholder, the minimum purchase amount is reduced to \$25.00.

Your cash payment will be used to purchase shares on the open market for your account. Both full and fractional shares up to three decimal places (if applicable) will be credited to your Plan account. The Plan Administrator will commingle net dividend funds (if applicable) with cash payments from all participants to purchase shares

in the open market. Purchase orders will be submitted daily. The Plan Administrator may, at its discretion, submit purchase orders less frequently (but no later than five trading days after receipt) if the total amount to be invested is not sufficient. No interest will be paid by the Plan Administrator pending investment. Instructions sent to the Plan Administrator may not be rescinded.

You may also authorize the Plan Administrator, on the enrollment application or the Plan Administrator's website, to make monthly purchases of a specified dollar amount, paid for by automatic withdrawal from your bank account. Funds will be withdrawn from your bank account, via electronic funds transfer (EFT), on the 25th day of each month (or the next following day if the 25th is not a business day). To terminate monthly purchases by automatic withdrawal, you must send the Plan Administrator written, signed instructions. It is your responsibility to notify the Plan Administrator if your direct debit information changes.

If a check or ACH withdrawal is returned to the Plan Administrator as "unpaid," the Plan Administrator will sell shares if already purchased and liquidate additional shares, if necessary, to reimburse itself for any loss incurred, as well as a returned check fee of \$25.00. This is in addition to any other rights the Plan Administrator may have.

### 2. How do I purchase additional shares if I am already a registered shareholder?

You can purchase additional shares at any time by making optional cash payments. The minimum investment is \$25.00 and a maximum of \$5,000.00 per month. All of the terms outlined in section 1 above apply, except that the initial minimum investment is only \$200.00.

To make an investment online, log on to [www.astfinancial.com](http://www.astfinancial.com) and follow the steps on Section 1.

Optional cash payments may also be mailed to the Plan Administrator with the **tear-off portion** of your account statement (sent in conjunction with each scheduled dividend) or purchase transaction advice, or via detailed written instructions.

You may also authorize the Plan Administrator, on an enrollment application or the Plan Administrator's website, to make monthly purchases of a specified dollar amount, paid for by automatic withdrawal from your bank account. Funds will be withdrawn from your bank account, via electronic funds transfer (EFT), on the 25th day of each month (or the next following day if the 25th is not a business day). To terminate monthly purchases by automatic withdrawal, you must send the Plan Administrator written, signed instructions. It is your responsibility to notify the Plan Administrator if your direct debit information changes.

### 3. How do I enroll to have my dividends reinvested?

The dividends on all shares held by the Plan Administrator will automatically be reinvested, unless you select the Cash Payments Only option on the Application Form or direct the Plan Administrator that you wish to receive cash payments only (such instructions can always be changed by providing notice to the Plan Administrator). If you have shares other than those held in the Plan (either certificated or book entry), you may enroll to have your cash dividends applied toward the purchase of additional shares. You may enroll to have your dividends reinvested by accessing the Plan Administrator's website, at [www.astfinancial.com](http://www.astfinancial.com). On the Login page select Individuals and under SHAREHOLDER CENTRAL, click Login. Enter your Unique ID, click Continue. On the password page, enter your password, click Enter. Once logged in, select DIVIDEND & PAYMENTS third tab at the top of the page. Click on the option START DIVIDEND REINVESTMENT from the drop down menu. Select RPM International Inc., check the box "I have read and fully understand the Terms and conditions of the Plan(s)," click Submit. You may also enroll to have your dividends reinvested by completing the Dividend Reinvestment stub attached to your dividend check, or by sending a letter of instruction to the Plan Administrator.

You may reinvest your entire dividend or a portion thereof. Please be advised that partial enrollments are not currently accepted on the website and must be submitted to the Plan Administrator in writing. Funds designated for reinvestment will be applied to the purchase of shares on the open market. Purchases will be made beginning on the dividend payment date.

### Must I reinvest dividends?

No. Dividend Reinvestment is an option offered under the Plan. When you enroll in the Plan by filling out the Enrollment Application, you may indicate whether you want the dividends on your shares reinvested. If you do not indicate a preference, however, all dividends on your Plan shares will be reinvested.

If you choose to receive cash dividends on all your shares, your cash dividend can be deposited directly to your bank account. If you are interested in this option, contact the Plan Administrator and request forms for Direct Deposit of Dividends. Alternatively, you may enroll to receive your dividends via direct deposit by accessing the Plan Administrator's website at [www.astfinancial.com](http://www.astfinancial.com). On the login page, select USER TYPE as Individuals, Under SHAREHOLDER CENTRAL, Click on LOGIN. On the Unique ID page, enter your Unique ID, Click Continue. On the Password page, enter your Password, Click Enter. Once logged in, click on DIVIDENDS & PAYMENTS, on the top of the page. Select RECEIVE DIVIDENDS VIA DIRECT DEPOSIT. Select the accounts you wish to setup for direct deposit under Company List. Enter your bank

information as per the labeled boxes and click SUBMIT. The system will display the disclaimer and shareholder receives an email confirmation. If you elect to receive cash dividends, and do not enroll in the direct deposit option, your dividend payments will be sent, by check, to the address of record on the account.

### 4. What is the price I will pay for shares?

The Plan Administrator will buy your shares in the open market and your share price will be the average price of all shares purchased for that investment. The share price is the same for all participants in a given investment (i.e., initial investors, current investors sending optional cash payments, or participants reinvesting their dividends).

The purchase price will not be known until the purchase is completed. Participants should be aware that the price may fluctuate during the period between submission of a purchase request, its receipt by the Plan Administrator, and the ultimate purchase on the open market.

### 5. How do I keep track of the transactions in my account?

The Plan Administrator will mail Plan statements after each dividend. In addition, an advice will be mailed to you after each purchase; which, will include the number of shares purchased and the purchase price. You may also view your transaction history online by logging into your account. Details available online include share price, company commissions paid, and transaction type and date.

### 6. What is safekeeping of certificates and how do I submit my certificates?

If you own shares of RPM International Inc. common stock in stock certificate form, you may elect to deposit the shares represented by those stock certificates into your Plan account for safekeeping with the Plan Administrator. The Plan Administrator will credit these shares to your Plan account. You may later request issuance of a certificate from the Plan Administrator at any time.

To deposit shares with the Plan Administrator, send your stock certificates to American Stock Transfer & Trust Company, LLC. We recommend that you send your certificates via registered mail and insure for 3% of the total value of the shares to protect against loss in transit.

### 7. How do I withdraw shares held in my Plan account?

You may request that the Plan Administrator issue a certificate for some or all of the shares held in your Plan account by doing any of the following:

Access the Plan Administrator's website at [www.astfinancial.com](http://www.astfinancial.com). Select "Login." You will be prompted to enter your Unique ID and your password. Select "Buy & Sell Shares" from tab at top of page then, select "Request a certificate" or Plan/Book Shares and follow prompts

□ Call the toll-free telephone number supplied in this booklet to access the Plan Administrator's automated telephone system.

□ Complete and sign the **tear-off portion** of your account statement or purchase confirmation and mail the instructions to the Plan Administrator. The Plan Administrator will issue a certificate in the exact registration shown on your Plan statement. Certificates will be sent by first class mail, generally within a few days of receiving your request. There is no charge for this service.

#### 8. How do I transfer shares to another person?

Transfers may be made in book-entry form, or a certificate may be issued and sent to the new owner. You can transfer to a person who already has a Plan account, or you can set up a new Plan account if the person does not have one. In order to perform the transfer, please review the instructions outlined in our Transfer of Ownership package that can be obtained from the Plan Administrator's website [www.astfinancial.com](http://www.astfinancial.com) and return the documents to our Transfer Department. The signatures must be guaranteed by a bank, broker or financial institution that is a member of a Medallion Signature Guarantee Program.

#### 9. How do I sell shares held in my account?

You may instruct the Plan Administrator to sell shares held in your Plan account by doing any of the following:

- Access the Plan Administrator's website at [www.astfinancial.com](http://www.astfinancial.com). Select "Login." You will be prompted to enter your Unique ID and your password.
- Select "Buy & Sell Shares" from tab at top of page then select "Sell Shares."
- Call the toll-free telephone number supplied in this booklet to access the Plan Administrator's automated telephone system.
- Complete and sign the **tear-off portion** of your account statement or purchase confirmation and mail the instructions to the Plan Administrator.

If there is more than one individual owner on the Plan account, all participants must authorize the transaction and sign the instruction.

Please note that American Stock Transfer & Trust Company, LLC is not a broker and does not execute real-time market trades. As with purchases, the Plan Administrator aggregates all requests to sell shares and then sells the total share amount on the open market through a broker. Sales will be made daily. The Plan Administrator may, at its discretion, sell shares less frequently (but no later than five trading days after receipt) if the total number of shares to be sold is not sufficient.

The selling price will not be known until the sale is completed. Participants should be aware that the price may fluctuate during the period between a request for sale, its receipt by the Plan Administrator, and the ultimate

sale on the open market. Instructions sent to the Plan Administrator may not be rescinded.

The proceeds of the sale, less an administrative fee of \$15.00 and commission of \$.10 per share, will be sent to you by check. Form 1099-B for income tax purposes will be mailed at year end.

#### 11. How do I close my account?

You may terminate Plan participation by directing the Plan Administrator to sell all of the shares in your account. You may submit a signed written instruction to the Plan Administrator, complete the **tear-off portion** from your account statement or other Plan Administrator-provided document, or you may utilize the Plan Administrator's website. Follow the sales procedure outlined in #10 above, making certain to elect the sale of all Plan shares.

Alternatively, you may elect to receive a certificate for the full shares held in your Plan account and to sell any fractional share remaining. In such case, you will receive a check for the net proceeds of the fractional share, less the sale service fees outlined in #10 above. If the proceeds from the sale of the fractional share are insufficient to cover the processing fees, a check will not be issued nor will you be billed for any additional fees.

You must specifically inform the Plan Administrator that you wish to terminate participation (which option is listed separately on the **tear-off portion** attached to Plan communications). If you fail to do so, future dividends on non-Plan shares will continue to be reinvested in accordance with your pre-termination instructions, until you direct the Plan Administrator otherwise.

#### TECHNICAL INFORMATION REGARDING THE PLAN

Any stock dividends, distributions or stock split shares distributed on stock held by the Plan Administrator for the participant in the Plan will be credited directly into the participant's account. Plan participants may vote all shares (full and fractional) held in their Plan account. AST will not be liable for any act performed in good faith or for any good faith omission to act or failure to act, including, without limitation, any claim of liability (i) arising out of failure to terminate a participant's account, sell stock held in the Plan, deposit certificates or direct registration shares, invest optional cash payments or dividends; (ii) with respect to the prices at which stock is purchased or sold for the participant's account at the time such purchases or sales are made without limiting the foregoing. AST will not be liable for any claim made more than 30 days after any instruction to buy or sell stock was given to AST. If, at any time, the total number of shares in the participant's account is less than (1) share, any remaining fractional share may be sold and the account closed. See above section on the sale of shares for applicable fees associated with the sale of shares.

The Plan Administrator reserves the right to modify the terms of the Plan, including applicable fees, or to terminate the Plan at any time. In addition, the Plan Administrator reserves the right to interpret and regulate the Plan as it deems necessary or desirable in connection with its operation. The Plan is not for use by institutional investors or financial intermediaries. The Plan shall be governed by and construed in accordance with the laws of the State of New York. Participation in the Plan, via any of the means outlined in this booklet, shall constitute an offer by the participant to establish an agency relationship with the Plan Administrator and be governed by the terms and conditions of the Program. As a result of the Emergency Economic Stabilization Act of 2008, the Plan Administrator will now report Cost Basis to both the participants in the Plan and the IRS. The IRS requires shareholders to reinvest a minimum of 10% of their dividend each scheduled disbursement date. If your account falls under the 10% mandatory threshold, you will be sent a notification outlining your alternatives for dividend reinvestment.

**Neither RPM International Inc. nor the Plan Administrator will provide any advice, make any recommendations, or offer any opinion with respect to whether or not you should purchase or sell shares or otherwise participate under the Plan. You must make independent investment decisions based on your own judgment and research. The shares held in Plan accounts are not subject to protection under the Securities Investor Protection Act of 1970.**

#### RPM CONTACT INFORMATION:

Telephone: (800) 776-4488

Internet: [www.rpminc.com](http://www.rpminc.com)

E-mail: [info@rpminc.com](mailto:info@rpminc.com)

RPM International Inc.

PO Box 777

Medina OH 44528

The common stock of RPM International Inc. trades on the NYSE stock market under the symbol "RPM."

#### HOW TO CONTACT AST:

Telephone: 1-800-988-5238 (toll free)

Internet: [www.astfinancial.com](http://www.astfinancial.com)

E-mail: [help@astfinancial.com](mailto:help@astfinancial.com)

American Stock Transfer & Trust CO, LLC.

P.O. Box 922 Wall Street Station

New York, NY 10269-0560

## INVESTORS CHOICE

### Dividend Reinvestment & Direct Stock Purchase Plan

#### RPM International Inc.

RPM International Inc. Investors Choice offers you the ability to:

- Buy shares by direct debit to your bank account or by check.
- Invest amounts as low as \$25 per month.
- Apply cash dividends toward the purchase of additional shares.
- Sell or transfer shares held in your Plan account.
- Deposit shares that you currently hold in stock certificate form into your Plan account for safekeeping.
- Withdraw some or all of your shares and receive a certificate.
- Complete share transactions including purchases, sales and certificate requests on the Internet.

#### Plan Purpose

American Stock Transfer & Trust Company, LLC (the "Plan Administrator") has established an Investors Choice Dividend Reinvestment & Direct Stock Purchase and Sale Plan (the "Plan") for the convenience of investors and shareholders in RPM International Inc. common stock. The Plan Administrator will administer the Plan, purchase and hold shares acquired for you under the Plan, keep records, send statements of account activity and perform other duties related to the Plan.

#### Summary of Fees

Investors are responsible for the following fees:

<b>Dividend Reinvestment</b>	<b>Company Paid</b>
<b>Optional Cash Purchases</b>	<b>Company Paid</b>
<b>Sale/Termination</b>	<b>\$15.00 per transaction and \$.10 per share</b>
<b>Safekeeping</b>	<b>Company Paid</b>
<b>Commissions on Purchases</b>	<b>Company Paid on purchases and reinvestments</b>

**All purchase related fees and commissions are paid by the company.**

Please read this booklet in full as this segment is a summary and does not contain all applicable information.

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