

THE
Values &
Expectations of
168



Dear Fellow Associates,

When my grandfather founded RPM in 1947, he proudly displayed the number 168 on his license plate — like I do today — as a reminder that we only have 168 hours in every week. We will never get those hours back, so we all have an obligation to use the limited time we have been given to do the right things, the right way, for the right reasons.

Since then, this concept of 168 has become critical to our culture and our code of conduct as a company. This philosophy is built upon a foundation of core values that have been the driving force behind RPM's growth and success. These values of transparency, trust and respect underpin every interaction we have with each other, our suppliers and our customers, taking us back to the basics of the Golden Rule. We don't just follow these values because they're written in rulebooks or laws, but because we genuinely trust and respect one another and want to do what is right.

Driven by the entrepreneurial spirit and operational excellence that RPM was founded upon, we aspire to create value for all our constituents. If we can consistently conduct ourselves with transparency, trust and respect in all that we do, we will be a great company to work for, a great company to work with and a great company for our shareholders to own.

The Values & Expectations of 168 are living, breathing principles that identify who we are, what we demand of ourselves and our affiliates, and what others can expect when interacting with us. This revision of the Values & Expectations of 168 guidebook re-emphasizes our core values and expectations to distill the not-so-secret sauce that drives RPM's growth and success.

I am proud to serve with the great entrepreneurs and "cathedral builders" of RPM, and I am grateful for the time, talent and commitment you give every day to embrace these values and expectations.



Frank C. Sullivan, Founder of RPM, 1947



Yours very truly,

Frank C. Sullivan
Chief Executive Officer
RPM International Inc.

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THE
**Values &
Expectations of
168**

Our Core Values

Transparency

In our dealings with one another, always communicate openly and honestly.

Trust

Our success depends on our ability to place confidence in the reliability and integrity of our fellow associates.

Respect

Our culture demands that we value one another and treat each other with dignity.

Our Core Expectations

Integrity: Be open and honest. Accurately and openly disclose information in business transactions. Deception and retaliation have no place at RPM and will not be tolerated.

Commitment: Follow the law, our policies and procedures. Safeguard our companies' property, assets and interests, and ensure our focus is on the collective goals of shareholders, employees, customers, consumers and communities.

Responsible Entrepreneurship: Search for innovative ways to compete and win in the markets we serve. Compete vigorously, but always do so fairly and in adherence to free enterprise and competition standards, environmental and human rights principles, and with respect for our suppliers, customers, competitors and the communities in which we operate.

Moral Courage: Do the right thing, even when it is tough, and regardless of whether someone is watching or if you will receive credit.



Why do we have a code of conduct and ethics?

This code of conduct and ethics, the Values & Expectations of 168, addresses important laws and policies and is established to protect our company, our associates and shareholders. However, the Values & Expectations of 168 is more than just a set of rules. It is an attitude embracing our Value of 168® in doing “the right things, the right way, for the right reasons.”

Behaving with integrity is part of who we are. This code of conduct and ethics sets our expectations and is our guidebook for putting our values into practice in how we conduct business and ourselves. The Values & Expectations of 168 is a resource for us all, defining how we are expected to exhibit ethical behaviors and reflects our values of Transparency, Trust and Respect.

The code of conduct helps navigate us through areas and sometimes tricky situations where ethical decision making is critical to our success. However, it cannot address every scenario, so always remember when in doubt, ask for help.

What if ?

Q: If there is a difference between local law or local policy and the code of conduct, what do I do?

A: Apply the stricter requirement, whether the code of conduct or the local law or policy. It can often be tricky to establish which has the most restrictive rules. If you are not sure, contact your group's or RPM's Legal and Compliance Department, compliance@rpm-inc.com, for help.





What is expected of me?

It is important that you read, understand and comply with this code of conduct. All our actions should adhere to the Values & Expectations of 168, and the code applies to all directors, officers and associates of RPM, its subsidiaries and joint ventures, wherever located.

Leading with Integrity

If you manage people, you set the tone. For this reason we hold our leaders to a higher standard. You are expected to lead by example, not just by following the rules but by living and promoting the Values & Expectations of 168 daily.

As a leader, it is important that you:

- Act as a role model. Remember, actions speak louder than words.
- Encourage associates to raise concerns and ask questions.
- Ensure your associates know where to go when they have a question.
- Be responsive when concerns or questions are asked of you.
- Know when and how to submit reportable events.
- Raise concerns of any violation of the law or this code to your group's or RPM's Legal and Compliance Department.
- When in doubt, ask for help.

All associates, including senior financial officers of RPM and its subsidiaries must:

- Act ethically and with honesty and integrity.
- Appropriately handle actual or apparent conflicts of interest between personal and professional relationships.
- Promote full, fair, accurate, timely and understandable disclosure in all reports and documents that the company communicates to or files publicly with any government agency.
- Promote compliance with applicable laws, rules and regulations of federal, state and local governments, and applicable private and public regulatory agencies.
- Not knowingly misrepresent, or cause others to misrepresent, facts about the company, including to the company's independent auditors, governmental regulators and self-regulatory organizations.
- Promptly report by using **RPM's Hotline** or by contacting RPM's Legal and Compliance Department, compliance@rpm-inc.com, violations or suspected violations in accordance with the rules and procedures set forth in this code of conduct or under the RPM Reportable Events Policy.

Ethical Decision Making

Stay on Route 168

We all have a responsibility to embrace the Value of 168®, because our reputation is built on our core values of transparency, trust, and respect and our core expectations of integrity, commitment, responsible entrepreneurship and moral courage. To maintain those core values and expectations, we must ensure that our decision-making is ethical, made “the right way for the right reason.” Decisions made on behalf of the company must comply with this code of conduct and build and maintain trust. We must never sacrifice long-term reputation and trust for short-term benefits.

The Values & Expectations of 168 can help identify some of the most common legal and ethical challenges you may face in your role. Issues may sometimes be clear and the decision-making process straightforward. However, there may be times when you need more guidance particularly in those grey areas when something

does not seem or feel quite right. When faced with this type of difficult situation or decision, ask yourself these four simple questions.

- Is it legal?
- Does it comply with this code?
- Does it reflect our ethics and values?
- Would I feel OK if everyone knew about it? Think about how it would look reported in the media, or how your colleagues, family or friends would feel if they knew about it.

If the answer to any of the above questions is “no” or “I am not sure”, don’t do it.

Remember, if you are still in doubt – ask for help. Contact your group’s or RPM’s Legal and Compliance Department for assistance.



Remember, no matter how strong any internal or external pressures may be to make the wrong decision, never deviate from the Value of 168®, doing the right things, the right way, for the right reasons. If you feel that you are being pressured to do something that violates the Values & Expectations of 168, contact your group’s or RPM’s Legal and Compliance Department, compliance@rpmnc.com, or [RPM’s Hotline](#).



Speak Up

If you have a concern,
or something does not
feel right, speak up.



If you see or suspect conduct that is illegal, unsafe, violates an applicable rule or regulation, violates the Values & Expectations of 168, or is unethical, you have an obligation to your coworkers and the company to raise your concern in a timely manner.

Speaking up when you see, or suspect, inappropriate behavior builds a positive work environment. It enables the company to review, investigate and address any concerns to prevent or mitigate risk to the company or our associates.

We encourage you to make honest, good-faith communications about concerns, whether they involve an associate, member of management, contractor, supplier, consultant, customer, or anyone else involved with our business. A report made in good faith means that you raised an honest concern, with information that you believed to be true, even if the investigation finds that you were mistaken.

You can report your concern by either speaking to someone or putting it in writing, through any of the following channels.

- Your supervisor
- A company leader
- Your Human Resources Department
- Your group's or RPM's Legal and Compliance Department – compliance@rpminc.com
- RPM's Hotline – phone numbers can be found at www.rpminc.com/hotline, or you can file an online report at <https://iwf.tnwgrc.com/rpminternational>.

RPM's Hotline is operated by an independent third-party service. Unless local law prohibits anonymous reporting, you do not have to provide your identity unless you choose to do so.

All good-faith reports are taken seriously and carefully reviewed. Reports of any violations of the law, our Values & Expectations of 168, or unethical behavior will be promptly and appropriately investigated.

No Retaliation

Living the Value of 168® and reporting issues and concerns can sometimes take moral courage, and we know that coming forward to raise a concern may feel like a difficult decision. For that reason, RPM does not tolerate retaliation of any kind when an associate brings forward a good-faith question or concern, or because they participate in or cooperate with an investigation into a concern that was raised.

Anyone who engages in retaliation for the reporting or correction of a suspected violation may be subject to disciplinary action, which may include termination.

**Familiarize yourself
with RPM's Hotline and
Non-Retaliation Policy**

Reportable Events



Reportable events are events that are required to be reported to RPM for insurance, health and safety, data protection and other reasons. Associates should read, be familiar and comply with the requirements of the Reportable Events policy, as everyone must be aware of what constitutes a reportable event under the policy and how to report.

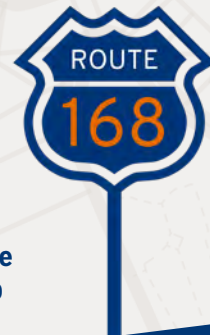
Reports must be made within 24 hours of an associate becoming aware of an event using our online [reportable events portal](#). If you do not have access to the portal, you should communicate the event to your group's or RPM's Legal and Compliance Department. Note: Data privacy incidents, such as a lost cell phone or laptop, have an immediate reporting requirement. Examples of events covered under the policy include, but are not limited to:

- Fire
- Serious workplace injuries
- Lost computer or cell phone
- Any compromise of a company computer or system or a successful phishing attempt
- Theft of company property
- Business interruption, i.e. flood, strikes, plant closures
- Visit or notice from a government body
- Allegations of sexual harassment
- Commencement of an internal investigation
- Expense report fraud

The policy cannot list every possible scenario of when a reportable event submission is needed. There is no harm in overreporting — in fact, we encourage it. If you think that a situation requires a reportable event, submit it.

When in doubt — fill it out!

Any associate who violates the Values & Expectations of 168, or who directs, or who knowingly permits an associate or representative to violate the Values & Expectations of 168, may be subject to disciplinary action up to and including termination.





Conflict of Interest

Our Expectation

All RPM associates have a duty to act in the best interests of the company and to be able to recognize when personal interests may impact business decisions. You have an obligation to disclose any such situation that may exist, or that has or may have the potential to be perceived as a conflict of interest.

Why Should We Care?

Failure to disclose and address a conflict of interest can create the appearance that you are not acting in the best interest of the company. An unaddressed conflict of interest can lead to financial harm to RPM, impact company morale and potentially cause reputational damage for both the company and yourself.



It is important that you act in the best interests of the company and avoid the potential appearance of personal interests influencing or interfering with the work you do, or the decisions you make, for the company. Your personal interests, such as family relations, close personal friendships, personal investments, associations, or activities, should not compromise your duty to act in the best interests of the company.

Having a conflict of interest may not mean that you are unable to participate in a transaction on behalf of an RPM company or be in breach of our Conflict of Interest Policy. Many conflicts can be addressed easily when they are disclosed and managed by the company. However, failure to disclose an actual, potential or perceived conflict of interest is a violation of our policy.

Conflict of Interest

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.

What if ?

Q. I work in the Sales department and my son has started working in the Finance department of my company. Do I need to disclose this?

A. Yes, you and your son need to disclose the relationship immediately to your supervisors, the HR team or your group's or RPM's Legal and Compliance Department. You and your son must also disclose the relationship on your annual conflict of interest disclosure form.

Q. I work in the marketing department, and we are working on an event for a new product launch. My sister owns a prestigious event management company, and I know they would do a great job at a great price. Can I engage them to do the work?

A. There is a conflict of interest here. You may believe that engaging your sister's company is the best decision for the company. However, you must disclose the relationship and remove yourself from the decision-making process. The selection of business partners/suppliers should be transparent and free from influence or decision-making that could be perceived as acting in your own personal interests.

Your Responsibility

- Act in the best interests of the company.
- Don't make business decisions that could be perceived as acting in your own interests.
- Be able to recognize a conflict of interest when you see one.
- Disclose any actual, potential or perceived family or close personal friend relationships or any other conflict of interest to your supervisor, HR, or your group's or RPM's Legal and Compliance Department.
- Familiarize yourself with RPM's Conflict of Interest Policy.
- Contact your supervisor, Human Resources, or your group's or RPM's Legal and Compliance Department at compliance@rpminc.com with questions.



While it is not possible to provide a list of every type of conflict of interest, common situations include:

- You work with a family member or close personal friend.
- You hire a supplier, agent, distributor or vendor managed or owned by a family member or close personal friend.
- You perform work or services for a charitable organization requiring significant time or participation that interferes with your job.
- You use the company's time, assets or contacts to promote personal interests or the interests of a party other than the company.
- You have a family member or close personal friend who works in a government agency, or is a government official within a government agency for which the company provides government goods or services.
- You or a family member, or a close personal friend hold a position, or directly or indirectly serve as a board member, director, officer, associate, consultant, owner or agent of an entity with which the company transacts business or competes with.
- You accept, offer or give a gift or favor that is conditioned upon or can be implied to be conditioned upon an act to gain a improper advantage.



Bribery and Corruption

Our Expectation

We expect our associates to behave with honesty, integrity and moral courage when faced with potentially corrupt activity. We take the high road in questionable situations, with a zero-tolerance policy prohibiting any form of bribery or corruption – simply stated, “no bribes.”

Why Should We Care?

Because we are committed to operating ethically and honestly, we would rather forgo business than gain any advantage through a bribe or other corrupt practice. We do not accept, receive, give, or offer anything of value to influence someone else with the purpose of gaining a business or financial advantage. This may include gifts and entertainment, cash, products, employment offers, favors, or business opportunities, even low-value items can be a problem if the intent is improper.

What if ?

Q. One of my distributors asked for a very large discount on a project but has asked for it in the form of a cash rebate. What should I do?

A. The distributor's request should raise a red flag, because the rebate/large discount could be used to pay bribes related to the project. You should contact your group's or RPM's Legal and Compliance Department at compliance@rpminc.com.

Whether bribes benefit you directly or indirectly, corruption is never acceptable. When working with third parties, such as sales agents, distributors or consultants who conduct business on our behalf, we need to ensure that they share our values, as we may be liable for third-party action if they are paying a bribe on our behalf.

We take bribery seriously, not just to avoid liability for severe penalties under anti-bribery laws and regulations, but because we hold ourselves to a higher standard.

Your Responsibility

- Don't offer or accept anything intended to create an improper advantage or gain.
- Don't get involved in any activity that appears to be corrupt.
- Don't make facilitation payments to government officials to expedite a routine action or process.
- Do disclose transactions accurately and transparently in expense reports and corporate books and records.
- Do work with third parties that share our core values and policy of zero tolerance to bribery and corruption.
- Don't work with third parties with a reputation of improper conduct.
- Do report concerns about third parties engaging in potentially corrupt actions that could violate this code of conduct.
- Familiarize yourself with RPM's Anti-Bribery and Anti-Corruption Policy.



Money Laundering

Our Expectation

Our company will conduct business only with verified and reputable customers and suppliers who share our commitment to integrity and values of transparency, trust and respect. We will not associate with anyone involved in corrupt or criminal business practices or participate in money laundering to disguise improper activities.

Why Should We Care?

Money laundering is the practice of making money that was gained through corrupt or criminal means look as if it came from a legitimate business activity. We refuse to support or cover up corrupt or criminal activity. We take the time to learn about our customers and suppliers to make sure their transactions align with the Values & Expectations of 168 and



follow our Trade and Third Party Due Diligence policies.

We prohibit any participation in money laundering, not just to avoid liability for severe penalties under money laundering laws and regulations, but because we value trust and honesty in every transaction.

Your Responsibility

Be able to identify and ensure that you report red flags that may indicate money laundering activity, such as:

- Purchases or sales that seem unusual for the nature of the customer's trade or business.
- Unusual payment methods, such as large cash payments or multiple money orders.
- Customer or supplier attempts to maintain a high degree of secrecy, is reluctant to provide complete information or provides false information.
- Unusually complex deal structures.
- Unusually favorable payment terms.
- Overpayment by a third party.
- Payments in a currency other than the one specified in the invoice/contract.
- Transfers from foreign countries or third parties unrelated to the transaction.

What if ?

Q: After ordering products from a supplier based in one country, the distributor requested that we send the payment to a third party in a different country. Should I?

A. The distributor's request should raise a red flag. The request to redirect the payment to a different party in a foreign country could be a sign of money laundering. You should contact your group's or RPM's Legal and Compliance Department – compliance@rpminc.com.



When in Doubt – Ask for Help!

We all have a duty to raise any concerns we may have about potential money laundering.



Travel, Gifts and Entertainment

Our Expectation

We expect associates to understand the difference between travel, gifts and entertainment expenses that are appropriate to offer, accept or give, and situations that may create the appearance of impropriety, bribery or conflicting interests. When exchanging gifts with any person or entity that we interact with, our associates must follow RPM and local operating company policies that govern gift giving and receiving.

Why Should We Care?

Gifts and entertainment can build goodwill and strengthen relationships with others. But what begins as a well-intentioned offer or gift can quickly transform into a questionable activity that could create a conflict of interest or be seen as a bribe. Expenses

related to travel, lodging, meals and entertainment must be:

- Reasonable
- Proportional and directly connected to a genuine business purpose; and
- Properly documented in the company's records

Gifts can be tangible or intangible, and they may include meals, entertainment, services, travel and lodging. Gifts should be:

- Of nominal value
- Infrequent
- Not offered, given or accepted if they are conditioned upon, or can be implied to be conditioned upon, an act

If you feel that a gift is inappropriate and does not comply with company policy or this code of conduct then in most instances, gifts may be appropriately declined. In the unusual event that a gift may not be declined because rejecting the gift would be

personally or culturally inappropriate, impolite, or embarrassing to the person or entity providing the gift (but not otherwise illegal to accept), contact your group's or RPM's Legal and Compliance Department immediately following acceptance. If appropriate, the gift may be displayed and/or shared by the company's associates, or it may be donated to a charitable organization.

We need to be vigilant that our travel, lodging, meals, entertainment and gifts do not give the appearance of being improper. If they could cause embarrassment or potential liability to the company as being construed as intended to influence a business decision, stop and contact your group's or RPM's Legal and Compliance Department at compliance@rpm-inc.com for guidance.



What if ?

Q. Our company is hosting a day-long product demonstration for our clients. Because most of our customers plan to stay overnight, can we take them to a ball game at our expense?

A. Yes. Travel, meals and lodging expenses can be covered by the company as long as they are directly and proportionately related to the product demonstration and covering those expenses is not conditioned on a sale/business advantage. Entertainment expenses should not be extravagant and should be comparable to normal expenses associated with the business.

Q. One of our service providers recently offered me a ticket to a concert. I have worked with the service provider for nearly 20 years and have never been invited to an event before. It seems strange they ask now during a selection process. Can I accept the invite?

A. If you need some assistance in assessing whether to accept the ticket, you should refer this to your group's or RPM's Legal and Compliance Department for review. As you are currently in a selection process with your service provider, the offer of the concert ticket could reasonably be perceived as attempting to influence your decision-making process, and as such, should be declined.



Your Responsibility

- Don't offer, give, or accept travel, entertainment, and/or gifts that could be seen as conditional, extravagant, or frequent.
- Don't solicit travel, gifts, or entertainment.
- Don't offer, give, or accept travel or lodging from or to a third party without prior approval from the your group's or RPM's Legal and Compliance Department.
- Don't offer, give, or accept gifts of cash or cash equivalents (e.g. a prepaid Visa card). These are prohibited.
- Don't offer or accept gifts prohibited by local laws or against the policy of the giver or receiver.
- Don't offer or accept gifts to government officials, other than low-value gifts like company hats.
- Don't use corporate funds to purchase personal gifts.
- Do carefully document travel and entertainment expenses and gifts with transparency and accuracy.
- Familiarize yourself with RPM's Gifts, Entertainment and Donations Policy.



When in doubt, contact your group's or RPM's Legal and Compliance Department at compliance@rpminc.com before exchanging gifts or reimbursing questionable expenses.

Travel and lodging paid by the company for a third party or paid by a third party for a company associate are not permitted without the prior approval of your group's or RPM's Legal and Compliance Department.





International Trade and Sanctions

Our Expectation

Associates must follow trade control laws (including sanctions, tariffs, import, export, and anti-boycott rules) applicable to our company. If you are involved in the import, export or transport of our goods and services, ensure that there are established processes to ensure understanding of, and compliance with, relevant trade regulations that may affect the cross-border transfer of products and services.

Why Should We Care?

RPM is incorporated in the United States with companies conducting business globally. As such, it is important to understand and comply with trade control laws of the U.S. and local laws and regulations of countries through which our products or services are exported, imported, or transported.

Trade control laws may restrict or require licenses for the import or export of certain products and services, or restrict trade with certain countries, entities, or individuals. You may not conduct business with any company or person that is in, or you

What if ?

Q: I work for an RPM operating company outside the U.S. Can I sell to a customer in my country, knowing our products will be sold into a U.S.-sanctioned country?

A: No. This is a violation of U.S. government trade control laws and our Values & Expectations of 168. You cannot sell to this customer knowing, or having reason to believe, our products or services may be ultimately sold into a U.S. sanctioned country. The use of third parties to violate laws and regulations on our behalf is prohibited.

have reason to believe may be in, a sanctioned country. Refer to RPM's Trade Compliance Policy for a list of sanctioned countries.

The company must also comply with applicable anti-boycott laws, rules and regulations that prohibit U.S. companies from being used to implement foreign policies contrary to U.S. interests.

Your Responsibility

- Be aware of trade control laws and what they mean to your role and the company.
- Evaluate business opportunities carefully to assess their compliance with trade control laws.

- Communicate our policies through our supply chain to others that conduct business on our behalf.
- Do not participate in boycotts the United States does not support. If you receive a request, report it to RPM's Legal and Compliance Department.
- Familiarize yourself with RPM's Trade Compliance Policy and Anti-Boycott Policy.
- Contact your local Trade Compliance department, or your group's or RPM's Legal and Compliance Department, with questions.

Fair Competition



Our Expectation

As responsible entrepreneurs, we are committed to competing vigorously in all aspects of business, but will only do so in an ethical and responsible manner, ensuring that competition in the market for products and services is maintained and protected. We expect that our associates will not take any action on behalf of the company that would violate this principle or any applicable competition laws.

Why Should We Care?

Competition laws, also known as antitrust laws, are designed to promote open, fair and transparent markets. As such they prohibit business practices that inappropriately limit competition. Under competition laws, agreements and arrangements that prevent or restrict competition, or intend to do so, may be considered illegal, whether such agreements are written or oral, formal or informal. Please refer to RPM's Antitrust Policy.

Gathering or using information about competitors and the market in which we operate is often beneficial to remain competitive. However, such information must only be obtained ethically and in compliance with laws and regulations

We compete fairly and with integrity. When discussing product and service capabilities, quality and availability, we are truthful with our customers.

Your Responsibility

- Do not collaborate with unaffiliated companies to divide up markets or customers, rig bidding processes, fix prices or terms, limit production or obtain confidential information.
- Do ensure any business venture with competitors is reviewed by your group's or RPM's Legal and Compliance Department.
- Avoid unnecessary informal contact with competitors.
- Avoid misleading customers by promising performance that can't be fulfilled.
- When in doubt about whether any action you are taking may violate our values or competition laws, contact your group's or RPM's Legal and Compliance Department – compliance@rpminc.com.
- Familiarize yourself with RPM's Antitrust Policy.

What if ?

Q: I recently attended a customer meeting with a colleague, and I believe that they intentionally made a false statement about our product's capabilities. What should I do?

A: If you were unable to correct the error with the customer during the meeting, you should reach out to your colleague and/or supervisor to get the misunderstanding with the customer remedied promptly. If your colleague did intentionally mislead the customer, this is a violation of our Values & Expectations of 168.

Q: I play golf on the weekend with one of our competitor's CEOs. We never talk about pricing, customers or markets because we know that is inappropriate, however, they have asked informally if we could agree to not poach each other's sales teams. Should I be concerned about this request?

A: Yes, this could violate competition laws and our policy. Refer this to your group's or RPM's Legal and Compliance Department as soon as possible.



Commitment to Communities and Sustainability

Our Expectation

At RPM, we value and respect our place in the world as a steward of the built environment. We are committed as part of our sustainability journey of **Building a Better World** to maintaining longevity, preservation and improvement of people's properties and lives through our products, initiatives and improvement plans.

Why Should We Care?

RPM's commitment to sustainability, the environment, society and governance principles has been central to our identity and values of transparency, trust and respect for decades.

We have committed to targets by 2025 to reduce the impact of our operations per ton of production on Scope 1 and 2 greenhouse gas emissions, reduce our waste to landfill, increase recycling, reduce emissions and energy use, and identify opportunities on water reuse and conservation in our operations and supply chain. See our [Building a Better World Report](#) for more details.

Building a Better World is composed of three pillars that define us as an organization.



Our Products. We provide and invest in innovative, high-quality products that deliver eco-conscious and practical solutions for our businesses and stakeholders.



Our People. We strive to hire, develop and support associates throughout their careers, and commit to providing a safe and supportive environment for our workforce. We also serve our surrounding communities by engaging in long-term partnerships and volunteering and leading opportunities for philanthropy.



Our Processes. We continuously improve our facilities and operational efficiency in order to reduce our environmental impact and enhance successful business strategy. We hold ourselves accountable in our **Building a Better World** endeavors at all levels of our organization.

Your Responsibility

- Understand and comply with your obligations in supporting RPM's sustainability initiatives.
- Be familiar and comply with environmental laws and regulations that relate to your role.
- Seek to build a better world in your role at the company and in corporate sustainability concepts.
- Speak up if you see something that is inconsistent with our sustainability initiatives.

Communicating with External Parties

Our Expectation

We strive to communicate with the public in an accurate, complete and consistent manner. Only those who are specifically designated to do so should represent the company to the media or the public.



Why Should We Care?

It is important that information provided about the company is communicated with the utmost care and professionalism. Accurate, complete and consistent information is critical to ensure clarity when communicating our financial results, news, strategies and policies. As such, only designated representatives of the company are authorized to make statements on behalf of the company to government bodies, the public, the media (including social media), and others that could be significant to our shareholders, our reputation, and the financial markets.

What if ?

Q: I was contacted by a member of the local media stating they had heard rumors about the expansion of our facility and how this would bring jobs and wealth to the area. I've heard rumors internally that we are looking at expanding, and it sounds like a good news story that would promote our business. Should I talk to the media and let them know what I know?

A: No. Unless you are a designated individual who represents the company to the media or public, you should not talk to the media. You may have incomplete or inaccurate information that could mislead the public. Refer all inquiries to your communications team, and they can ensure that this is addressed appropriately.



Your Responsibility

- Unless you are authorized, do not make any public statements on the company's behalf.
- Engage your communications team prior to initiating any media communication.
- Familiarize yourself with RPM's Press Release Policy.
- If you receive an inquiry from an external party about a company matter, report this to your supervisor, communications team or communications@rpminc.com **before responding**.
- Be aware of RPM's policy on social media. Refer to page 26 of this code for more details.



Harassment and Bullying are Never Okay

Our Expectation

We are committed to providing a work environment that is professional, productive and free of harassment and bullying.

Why Should We Care?

Harassment and bullying can involve a range of damaging actions that negatively impact our work environment and associates. Workplace harassment is unwelcome conduct, in the eyes of the recipient, based on race, color, national origin, religion, sex (including pregnancy, sexual orientation, or gender identity), age, disability, or genetic information, that either becomes a condition of employment or that is severe or happens often enough for it to be intimidating, hostile or abusive. Workplace harassment can be verbal, visual, or physical, and could include taunts, jokes, threats, epithets, slurs, drawings, text messages, emails, unwanted touching, or even assault because of an individual's protected status.

Bullying, on the other hand, does not have to be based on a protected status, and is more than simply rude or unfriendly behavior. Bullies threaten, intimidate or humiliate others by, for example, spreading rumors or gossip, publicly blaming others, yelling, or purposefully undermining another associate's work performance.



Be aware



Be respectful



Be alert



Report any incidents

What if ?

Q. One of my suppliers has started leaving me handwritten notes with their original poetry. Their latest poem includes a sexually explicit verse that made me feel uncomfortable. What do I do?

A. Your supplier's notes are concerning, and you should report your discomfort with them immediately to any supervisor or manager, Human Resources or your group's or RPM's Legal and Compliance Department, or call [RPM's Hotline](#).

Q. When something doesn't go right at work, my boss holds a meeting with all of her direct reports to publicly shame me for what I view as minor mistakes. Do I need to toughen up, or is my boss behaving inappropriately?

A. Your boss's behavior might constitute bullying, and you should report your concerns about it to another manager, Human Resources, your group's or RPM's Legal and Compliance Department, or call [RPM's Hotline](#).

Your Responsibility

- Harassment and bullying are strictly prohibited.
- Each of us should work to ensure our work environment is free of harassment and bullying.
- Familiarize yourself with RPM's non-harassment policy.
- If you see or experience any harassing or bullying behavior whether from another associate or external party, speak up by contacting your supervisor, Human Resources, your group's or RPM's Legal and Compliance Department, or call [RPM's Hotline](#).
- The company will investigate all reports thoroughly.

Equal Opportunity for All

Our Expectation

We promote a diverse working environment where all are welcomed and included.



Why Should We Care?

We embrace all the ways in which our associates are different, including, for example, their backgrounds, ages, genders, abilities, sexualities, or any other characteristics that make our associates unique. In support of that, we are committed to promoting a diverse culture where all are treated respectfully, equally and included.

Our commitment to equal employment opportunity is an integral part of the Values & Expectations of 168 and applies to all persons involved in our operations. It prohibits unlawful discrimination by any associate, including supervisors and co-workers, based on, including, but not limited to, race, color, national origin, religion, sex (including pregnancy, sexual orientation, or gender identity), age, disability, or genetic information.

What if ?

Q: I'm at least 20 years older than my coworkers and nearing the end of my career. My coworkers tease me about my age and retirement. At first, I thought it was funny and a way to connect with them. But they've started calling me names, like "fossil," and stopped inviting me to key meetings I feel I need to attend. What do I do?

A: You should raise your concerns about your coworkers' behavior to a manager, Human Resources, your group's or RPM's Legal and Compliance Department, or call [RPM's Hotline](#).

Your Responsibility

- A diverse culture makes us who we are as a company. Therefore, it is the responsibility of all of us to treat each other with dignity and respect.
- Discrimination or unfair treatment in any circumstance is strictly prohibited.
- Familiarize yourself with RPM's Equal Employment Opportunity policy and [Diversity and Inclusion policy](#).
- If you see or experience any discriminatory practices or behavior, report it.
- The company will investigate thoroughly all concerns raised.





Human Rights

Our Expectation

We are committed to conducting business ethically and responsibly, maintaining a corporate culture that respects, supports and promotes human rights. RPM strives to operate in compliance with applicable human rights laws where we do business and opposes human trafficking and exploitation.

Why Should We Care?

Respect for human rights is a fundamental value of the company. We support the United Nations' Guiding Principles for Business and Human Rights, which respects and honors the principles of internationally recognized human rights.

We do not participate in or knowingly conduct business directly or indirectly with any individual or company engaged in forced labor, human trafficking, child labor or debt bondage. We are dedicated to working with suppliers that share our values and expectations with respect to human rights by encouraging actions in our supply chain that are consistent with [RPM's Supplier Code of Conduct](#).

What if ?

Q: Due to supply chain challenges, we are sourcing a raw material from a new supplier in a region we have not worked in before. The supplier has refused our request to visit its manufacturing facility in a remote, rural location in China. Should we continue to pursue the relationship?

A: Your potential supplier's refusal to allow you to visit its facility and the location of the facility could be red flags that its business practices are not consistent with our values and expectations. You should raise your concern by contacting your group's or RPM's Legal and Compliance Department, which can assist with additional due diligence to ensure the supplier meets our standards.

Your Responsibility

- Treat everyone with dignity and respect.
- Do not engage in or support human rights abuses.
- Familiarize yourself with [RPM's Human Rights Statement](#).
- Look for red flags that could indicate human rights violations and report any suspected violations of human rights to your supervisor, Human Resources, or your group's or RPM's Legal and Compliance Department.

Health and Safety Commitment

Our Expectation

We all have a duty to conduct business in a manner that protects the environment and the health and safety of those who make or use our products and services.

Why Should We Care?

We are dedicated to maintaining the health and safety of our associates, customers and neighbors and to preserving the integrity of our environment.

The health and safety of our associates is paramount. We have a responsibility to provide a safe workplace for all associates and have a zero-tolerance policy when it comes to acts or threats of violence.

What if ?

Q: I suspect my supervisor has a drinking problem and am worried that this may cause a safety issue. Should I report this and, if so, to whom?

A: You are right to be concerned about your supervisor. Report your concerns to management, Human Resources or the [RPM Hotline](#). Your company can then address the issue and provide support to your supervisor as needed.



Your Responsibility

- Understand and comply with applicable environmental, health and safety regulations and laws.
- Never take safety shortcuts.
- Don't ignore any unsafe situation. Take an active role in ensuring your safety and the safety of others.
- Report any acts or threats of violence.
- Come to work unimpaired by alcohol or drugs.
- See something – say something. Report any unsafe practices, conditions or incidents immediately to your supervisor, your company's or RPM's EH&S Department or the [RPM Hotline](#).

RPM has adopted Six Core EH&S Fundamentals to firmly establish critical expectations across all RPM operating companies as we strive to ensure consistency in our safety cultures.

- 1. Safety Vision.** Senior level vision statements that meet the business needs and communicate commitment to EH&S continuous improvement
- 2. Engagement & Accountability.** Employee engagement and accountability for EH&S success
- 3. Commitment to Professional Resources.** EH&S resources are evaluated annually.

4. Measure & Report Safety Metrics. Leading and Lagging Indicators are reported to management.

5. Establish Safety Goals. Local safety goals are established based on operational needs and priorities.

6. Continuous Improvement. Local EH&S goals and objectives are reviewed and reset annually.



Data Governance and Protecting Personal Data

Our Expectation

We are committed to the ethical and secure handling of our information and the information others entrust to us. This includes both information you provide to the company, as well as information we receive from our customers, suppliers and other third parties with whom we do business. We respect and are dedicated to ensuring compliance with all data protection and data security laws in the countries in which we operate.

Why Should We Care?

We operate on a global scale requiring compliance with the laws of all countries within which we do business, many of which have laws related specifically to the handling of information about individuals. Some of these laws provide individuals with certain rights related to their information. We take specific technical measures to ensure that our systems, networks, devices and environments are secure and process data in accordance with applicable laws. We provide individuals with notice of our data processing activities and have a process to respond to requests from individuals with respect to their personal data. We conduct risk assessments as required by law to ensure processing activities are necessary, appropriate and have a legal basis.



What if ?

Q. Someone I don't know from our sales department called asking for the birthdate of a manager in my department. Apparently, the manager is going to travel with the salesman to a customer site and the salesman was buying the airline ticket for the manager. The salesman told me that the travel agency needs the manager's birthdate to book the travel. I have access to the information, but because I did not know the person calling, I did not give them the information. Was I right to not provide the information?

A. Yes. You did the right thing. You don't know the caller, so you do not know if the caller legitimately works in the sales department. Regardless, even if the caller does work in the sales department for an RPM operating company, you do not know if they have the authority to receive the information and if they are going to use it for legitimate purposes.



Your Responsibility

- If you receive a request or instruction from an individual with respect to information the company may hold on them, you must follow the Data Subject Request Policy.
- If you are collecting, obtaining, storing, sharing, transferring (including via access), using or deleting information that directly or indirectly identifies or could lead to the identity of an individual ("Personal Information") you must confirm that you are doing so in accordance with all applicable laws. All new or revised activities involving Personal Information must comply with the Data Privacy Impact Assessment Policy.
- If you have doubts about whether you are authorized to transfer Personal Information or corporate information, contact your group's or RPM's Legal and Compliance Department, or email DataProtection@rpminc.com.

• If you become aware of, or reasonably suspect, that company information has been compromised, including, but not limited to, a loss of any device holding company information, you must immediately notify your supervisor and submit a [reportable event](#) in accordance with our Reportable Events Policy (see pg. 9).



- If you have access to a person's Social Security number, driver's license number, or other government identifiers, financial information, or other Personal Information, you must (i) protect its confidentiality, integrity and availability, (ii) protect it from any unlawful or unauthorized access, use, or disclosure and you must also (iii) ensure that any third party working on behalf of the company is bound by confidentiality obligation, agrees to adhere to applicable data laws and has technical safeguards in place to protect company information.
- Familiarize yourself with RPM's data protection policies.
- If you receive a request for information from someone in law enforcement, contact your group's or RPM's Legal and Compliance Department immediately.



Social Media

Our Expectation

The same principles found in other company policies apply to your activities online. You ultimately are responsible for what you post on the Internet and should consider the risks and rewards prior to posting. Keep in mind that if your online conduct adversely impacts your job performance, the company's reputation, the performance of fellow associates or otherwise affects customers, suppliers, individuals who work on the company's behalf, you may be subject to disciplinary action up to and including termination.

Why Should We Care?

Social media is an exciting and potentially high-impact tool for engagement, interacting, disseminating information and overall communication. However, it is important to remember that postings, even if done off premises and while off duty, could violate company policy. It is important to remember that online content is rarely private, and your readers may include competitors, current and potential customers, and current, past or future colleagues.

What if ?

Q: A fellow associate posted our client list on their social media account. They posted it after work hours. I do not know whether the client list is confidential or if it is public knowledge. I am not sure if I should report this.

A: You should report this to your supervisor, the HR team, your group's or RPM's Legal and Compliance Department or call the [RPM Hotline](#). The associate may have violated the company's policy on confidential and proprietary information or obligations of confidentiality to our customers. The post could damage the company's competitive advantage, reputation or the good will of its customer base.

Your Responsibility

- Inappropriate postings that include discriminatory remarks, harassment, threats of violence or similar inappropriate or unlawful conduct will not be tolerated.
- Be respectful, fair and courteous to fellow associates, customers, suppliers and others who work on behalf of the company.
- Ensure your posts maintain company confidentiality and respect financial disclosure laws.
- Ensure your posts are truthful and not misleading. Posts/endorsements about our products or services must make it clear that you are an employee of the company and they must comply with fair trading standards and your company policies.

Use of Company Assets

Our Expectation

In this digital age, information is always at our fingertips through a broad range of devices, whether it's our phone, watch, laptop or even our cars. While continuing to encourage innovation and embracing technology that will help drive the company forward, we remain dedicated to the ethical and responsible stewardship of company assets.

Why Should We Care?

We understand the trust conveyed to us by our shareholders to manage both tangible and intangible company assets, and we maintain policies and procedures across the organization that are meant to act as checks and balances to ensure assets are acquired timely, appropriately utilized, technically and practically secured and efficiently maintained.

Your Responsibility

- You shall reasonably and technically secure and protect company assets at all times, including physically securing devices and applying locks and passwords that comply with the RPM Password Policy.
- You must encrypt or password protect documents or communications containing sensitive information and only share such information that is necessary for the legitimate business purpose.
- Associates in Information Technology are required to follow the RPM Minimum Standards Security Policy and other related technical security controls to ensure appropriate measures are implemented across the organization.
- Company assets are only to be used for legitimate business purposes and in accordance with the RPM Acceptable Use Policy.



What if?

Q: I'm on lunch break, and I want to use my computer to buy a gift for my mother's birthday. Can I do that?

A: Yes, if your operating company allows this type of incidental use. This is incidental because there is little cost or risk of liability to the company. You are also using the property for this personal task during your lunch break, which is appropriate.





Safeguard Assets

Confidential and Proprietary information

Our Expectation

We are dedicated to the ethical and responsible stewardship of company assets. All associates have an obligation to protect the company's assets, including confidential and proprietary information. Company assets should be used for legitimate business purposes only. Any incidental personal use must be in accordance with company policy.

Why Should We Care?

Company assets come in all shapes and sizes and may be things we cannot see or touch (Intangible assets). Intangible assets can be confidential and proprietary information such as customer data, records, trademarks, marketing plans, other non-public data and intellectual property, such as product formulas and trade secrets. Tangible assets include money, property, vehicles, equipment, products and IT equipment. (See page 27 for more details on the use of IT devices.)

As an associate, you may learn confidential and proprietary information, information that belongs to the company and is often the result of years of hard work and investment. You must not disclose this information without the express authorization of your group's or RPM's Legal and Compliance Department.

There can often be legitimate business reasons to share information. For instance, we can be party to nondisclosure agreements with customers, suppliers, potential sellers and others. If you receive another party's confidential and proprietary information, confirm whether an agreement is in place to protect that information, as we have a responsibility to prevent information from being inappropriately disclosed and used in accordance with the agreement.

What if ?

Q: I need to move furniture from my home to a storage facility just a couple miles away. Would using a company truck for this short trip be considered incidental use?

A: No. Personal use of the company truck would not be "incidental" under any circumstances, as the company could be liable for damages to the vehicle or damages caused by the use of the vehicle.

Your Responsibility

- Protect all company assets from damage, theft, misuse and misappropriation.
- Maintain strict confidentiality of any confidential or proprietary information entrusted to you in your role. Do not disclose such information unless it is authorized by your group's or RPM's Legal and Compliance Department.
- Remember your obligation to preserve non-public information continues even after your employment ends.
- Report any suspected fraud, misuse, theft or misappropriation of assets to your group's or RPM's Legal and Compliance Department or the [RPM Hotline](#).

Insider Trading



Our Expectation

Insider trading is illegal and violates our Values & Expectations of 168. You may be exposed to information about RPM or companies doing business with RPM that may not be known publicly, and this information should not be used or shared for your own or another's financial or personal benefit.

Why Should We Care?

Non-public information that you may come across in your employment could include financial results and forecasts, mergers and acquisitions, changes to senior management, changes in dividends, major lawsuits (wins or losses), or pending regulatory action. Non-public information can sometimes be material enough that the information could influence an investor's decision to buy or sell stocks if it were known by the public. It is illegal to trade based on that non-public information for your own gain or to "tip" inside information to a family member or friend. It is illegal to use that information to try to help someone make a profit or avoid a loss, or to have that person act on your behalf.

What if ?

Q: A customer I met yesterday informed me that his business was being acquired. I don't believe this is known publicly, as he told me in confidence. This should make their share price soar, and I was thinking of advising my cousin, who likes to invest in stocks. Can I do this?

A: No. Insider trading rules would consider this to be a tip, which is prohibited. You cannot use material inside information for your own or another's financial or personal benefit.



Your Responsibility

- Do not buy or sell stock of RPM or a company doing business with RPM if you are aware of non-public information that may affect the stock value for your own financial or personal benefit.
- Do not share non-public information with family members, friends, or others.
- If you become aware of actual or potential non-compliance with insider trading rules, contact RPM's Legal and Compliance Department or the [RPM Hotline](#).
- If you are unsure about the rules regarding insider trading, please contact your group's or RPM's Legal and Compliance Department.
- Familiarize yourself with RPM's Insider Trading Policy.



Accurate Books and Records

Our Expectation

Our expectation is that all our records will be prepared and maintained with utmost honesty and transparency, creating trust and respect with our shareholders. Accurate, complete and transparent records are essential for informed strategic decision-making and meeting our obligations under U.S. federal securities laws, Securities and Exchange Commission (SEC) Rules, Generally Acceptable Accounting Principles and applicable local financial reporting laws.

Why Should We Care?

Books and records include accounts, financial statements, time sheets, expense reports, personnel records and reviews, production records and technical reports. All business and financial records must be complete and accurately reflect our business transactions and comply with our internal control policies, disclosure obligations and applicable laws and regulations. Our goal is to continue providing full, fair, accurate, timely and understandable disclosures.



What if ?

Q: My company received a large vendor invoice for services provided this month. My supervisor has told me to hold the invoice and not post it until next quarter. They said that the company needs to meet its targets for the quarter. What should I do?

A: Expenses must be reported in the correct period. If the services from this invoice have been received, the invoice must be posted or accrued for in the period they were received. Do not hold the invoice. Contact your group's or RPM's Finance team, or contact the [RPM Hotline](#) for help.

Your Responsibility

- Do not falsify any document.
- Be alert for suspicious financial transactions.
- Be familiar and comply with the company's internal control procedures.
- Be familiar and comply with RPM's finance and accounting policies.
- Do not do anything to artificially inflate or shift sales or profits between reporting periods.
- Be familiar and comply with RPM's Records Retention Policy.
- Cooperate with RPM's internal and independent auditors. Do not attempt to coerce, manipulate, mislead, or fraudulently influence them.
- All associates, directors and officers involved in the disclosure process are required to be familiar and comply with the company's disclosure controls and procedures.
- Raise any issues or concerns regarding suspected or actual fraud, accounting, internal accounting controls, or auditing matters, or any material violation of any securities laws, to your group's or RPM's Finance or Legal and Compliance Department or the [RPM Hotline](#).

RPM HOTLINE:

- RPM Hotline numbers for your location are posted around your workspace.
- RPM Hotline phone numbers applicable to the country in which you work may also be found at www.rpminc.com/hotline.
- You may also notify the hotline in writing by filling out a report at <https://iwf.tnwgrc.com/rpminternational>.



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THE Values & Expectations of 168

Applicability of these Values and Expectations

All associates, officers and directors of RPM, its operating companies and its subsidiaries must comply with the values and expectations identified in this guidebook. All officers and directors of RPM and its operating companies and subsidiaries must also comply with RPM's Policies. Updated electronic versions of this guidebook may be found at www.rpminc.com/about-rpm/worldwide-code-guidelines/.

Interpretations, waiver

The Governance and Nominating Committee of RPM International Inc.'s Board of Directors is responsible for the interpretation and application of the Values & Expectations of 168 and approves this revision of the guidebook as RPM's Code of Conduct and Ethics and, subject to review, implementation guidelines, and approvals as required by relevant local laws, it is applicable to all associates including its Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer, Controller, and persons performing similar functions at operating companies ("Senior Financial Officers"). From time to time, the company may waive certain provisions. Any waiver of these provisions for directors, executive officers or Senior Financial Officers of the company may be made only by the Board of Directors or the Governance and Nominating Committee and must be promptly disclosed as required by SEC or New York Stock Exchange rules. Any request for a waiver for other associates must be submitted in writing to RPM's General Counsel. Approvals must also be in writing and must be obtained in advance of the action requiring the waiver.

The Value of 168 is a registered trademark of RPM International Inc.

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