

Anti-Bribery and Anti-Corruption Policy

Purpose

The purpose of this Policy is to ensure that RPM International Inc. (“RPM”) and its subsidiaries (hereinafter collectively referred to as the “Company”) abide by all applicable laws and regulations regarding bribery and corruption, including, but not limited to, the U.S. Foreign Corrupt Practices Act (“FCPA”) and the UK Bribery Act (“UKBA”).

The Company is committed to conducting business in an ethical and honest manner as outlined in our Code of Conduct, The [Values & Expectations of 168](#), and is committed to implementing and enforcing systems that seek to ensure bribery is detected and prevented.

The Company has a zero-tolerance policy towards bribery and corruption and, as such, all forms of bribery and corruption are unacceptable and prohibited.

Scope

This Policy applies to all Directors, officers and employees acting for or on behalf of the Company, wherever they are located.

This policy should be read in conjunction with [The Values and Expectations of 168](#), RPM’s [Gifts, Entertainment and Donations Policy](#), [Third Party Due Diligence Policy](#) and the [Distributor & Supplier Codes of Conduct](#).

Definitions:

Bribery means anything of value, including a facilitating payment, given to attempt to influence a person’s actions or decisions in order to gain or retain an Improper Advantage.

Improper Advantage means paying or giving anything of value directly or indirectly in order to: (i) influence or prevent a governmental action, or any non-governmental action, such as the awarding of a contract, the imposition of a tax or fine, or the cancellation of an existing contract or contractual obligation; (ii) obtain a license, permit or other authorization from a government entity or government official to which the Company is not otherwise entitled; (iii) obtain confidential information about business opportunities, bids or the activities of competitors; (iv) influence the awarding of a contract or the specifications on a project; (v) influence the termination of a contract that is disadvantageous to the Company; (vi) influence the adjudication of lawsuits and enforcement actions; (vii) obtain exceptions to regulations; (viii) or any other attempt to create an advantage.

Corruption means the misuse of power or one’s position of authority in order to acquire illicit benefits or private gain. Corruption may involve many activities including but not limited to [bribery](#) and [embezzlement](#), kickbacks and facilitating payments.

Facilitating Payments means any payment made to a government official, typically to speed up and/or secure the performance of a non-discretionary “routine governmental action.” Activities that constitute “routine governmental actions” are, for example: (i) obtaining permits, licenses, or other official documents to qualify a person or entity to do business in a foreign country; (ii) processing governmental papers, such as visas and work orders; (iii) providing police protection, mail pick-up and delivery, or scheduling inspections; or (iv) providing telephone services, power and water, loading cargo or protecting goods from deterioration.

Government Official means any individual working in an official capacity for or on behalf of a government, government-owned or controlled entities, or agencies, political parties, party officials, political candidates or for a public international organization. This may include consultants who hold government positions, medical personnel of public hospitals, employees of institutions or companies owned or controlled by governments such as public universities, political party officials, or employees and officials retained by government agencies. This term also covers local, municipal, provincial, and foreign government officials, and the armed forces.

Kickback means the return of a sum already paid or due as a reward for awarding further business or an illicit payment made to someone in return for facilitating a transaction or appointment.

Third Party Representatives means any individual or entity engaged (formally or informally) by the Company to act for or on behalf of the Company: (i) to obtain and/or retain business, such as agents, advisors, consultants, subcontractors, distributors, sales representatives and joint venture partners; (ii) to secure a license, visa, permit or other form of authorization from, or intervene in a regulatory matter with, a government official; (iii) to represent the Company or its interests in relation to a government entity or state-controlled company; (iv) to represent the Company in tax or legal matters, or a customs clearance process; or (v) to provide products or services directly to or for the Company.

Policy

Bribery or Corruption of any form is strictly prohibited.

Payment types

The following are examples of payments that are prohibited to be made whether directly or indirectly through a third party:

- Offering, giving, authorizing, or promising to give or receive money, or anything else of value (including favors, trips or meals), to any individual or entity, including a government official, for the purpose of influencing, inducing or rewarding any act, omission or decision to secure an Improper Advantage, obtain or retain business.
- "Quid pro quo" payments whereby the payment is made with the expectation of receiving in return an Improper Advantage.
- Offering, giving, authorizing, or promising to give a Facilitating Payment.

The following are examples of acceptable payments:

- Gifts and entertainment expenses made in compliance with [RPM's Gifts, Entertainment and Donations Policy](#);
- Travel and accommodation expenses to and from third parties made in compliance with [RPM's Gifts, Entertainment and Donations Policy](#); and
- Charitable and/or political donations and sponsorships made in compliance with [RPM's Gifts, Entertainment and Donations Policy](#).

Choosing Third Parties that Share Our Values

Third parties associated with the Company must be committed to doing business that is ethical, responsible, and consistent with the principles expressed in RPM's Values and Expectations of 168.

To ensure that payments to third parties are not used for Bribery, Kickbacks or Corruption, the Company shall (i) maintain the necessary internal controls for the review and approval of payments to third parties and (ii) put in place appropriate contractual obligations including reference to [RPM's Supplier Code of Conduct](#) or [RPM's Distributor and Applicator Code of Conduct](#), which apply to third party representatives, suppliers, distributors, applicators, agents and service providers to the Company.

Refer to RPM's [Third Party Due Diligence Policy](#) and RPM's [Trade Compliance Policy](#) for detailed guidance regarding evaluation, screening and monitoring of the Company's third party representatives, suppliers, distributors, applicators, agents, service providers and any other third parties. Screening of third parties includes a review of sanctions, restricted party lists, politically exposed persons, and adverse media.

Communicate the Company's zero-tolerance position regarding Bribery, Kickbacks and Corruption to all Company's Third-Party Representatives and Suppliers and any other third parties at the outset of business relations and as appropriate thereafter.

Books and Records

The record-keeping provisions of the FCPA require the Company to keep its books, records, accounts, and financial statements in an orderly, detailed, accurate and truthful manner, and ensure that they fairly reflect all transactions. Thus, the mischaracterization or omission of any transaction on the Company's books or any failure to maintain proper accounting controls that results in such mischaracterization or omission is prohibited.

Training and Communication

RPM is committed to providing regular training and communication to all employees on topics related to Bribery, Kickbacks and Corruption.

Raising Concerns

All Directors, officers, employees, and third-party representatives acting for or on behalf of the Company have a responsibility to help detect, prevent and report instances of Bribery, Kickbacks and Corruption.

A suspected violation of this policy can be reported to your supervisor, human resources or to any member of the legal and compliance department. 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. The Company retains the right to report any violations of a Policy that are also illegal to the appropriate authorities.