

RPM DISTRIBUTOR & APPLICATOR CODE OF CONDUCT

RPM affiliates proudly aspire to be entrepreneurs who create value for all. To maintain that standard, distributors and applicators of our products must be committed to a way of doing business that is ethical, responsible and consistent with the principles expressed in RPM's Values and Expectations of 168 (<http://www.rpminc.com/about-rpm/worldwide-code-guidelines/>), RPM's Code of Conduct. By purchasing products from any RPM affiliate, each such distributor and applicator agrees to comply with this Code of Conduct. We expect and require that each of our distributors and applicators ("you") to be a good corporate citizen and engage in legal, ethical and socially responsible business practices, as follows:

Compliance with Laws and Standards. Comply with all applicable laws, rules and regulations and relevant locally and internationally recognized environmental, social responsibility, governance and ethical business standards. Where there are no relevant local or international requirements or standards, comply with industry best practices.

Business Conduct.

Fair Competition. Comply with applicable antitrust and competition laws, rules and regulations. Do not engage in unfair trade or anti-competitive trade practices, including but not limited to: price fixing, bid-rigging, allocation of markets or customers and/or exchange of commercially sensitive information with competitors (including but not limited to, pricing, costs, production data, market data, sales territories, distribution channels, customer lists, or other non-public business information).

Trade. Ensure that none of our products are associated with (a) countries on any U.S. sanctioned parties list (including, Iran, Syria, North Korea, Cuba, Sudan and the Region of Crimea) as such list may be amended from time to time; or, (b) entities or individuals subject to any sanctions programs of the United States, United Kingdom, European Union or any other applicable country; or, (c) any breach of U.S. anti-boycott regulations. Ensure that all shipments or transfers of our products comply with U.S. and other applicable countries' export and trade regulations, including, when required, that all export licenses are obtained prior to shipment.

Bribery and Corruption. Remain free of corruption and bribery and conduct business in a fair and ethical manner. Do not offer, give or receive inappropriate gifts, assurances or other things of value for the purpose of seeking an unfair or inappropriate advantage or favorable treatment. Facilitation payments (for example, nominal payments to expediate routine, non-discretionary government action) are also prohibited without RPM's consent. Comply with applicable anticorruption and anti-bribery laws, including the U.S. Foreign Corrupt Practices Act and the UK Bribery Act and ensure that your personnel and other persons working on your behalf are aware of and take all necessary steps to comply with such laws and regulations. Comply with all applicable anti-money laundering and anti-terrorism laws Conduct due diligence on customers by taking reasonable steps necessary to determine whether Third Parties transacting with you possess the qualities and standards required under local and international laws, rules,

regulations and ethical business standards, your applicable business standards, and RPM's Values and Expectations of 168].

Gifts, Travel and Entertainment. Do not offer any gifts to government officials or entities (except nominally valued gifts such as a company logo hat or similar item) in connection with the sale or use of any goods purchased from an RPM affiliate. Gifts must be of a modest value, infrequent and in compliance with locally applicable laws, rules, regulations and applicable industry standards. No gifts of cash or cash equivalents (including "gift cards") may be made on behalf of any RPM affiliate or in connection with the sale or use of any goods purchased from an RPM affiliate. Do not offer, give or receive gifts, travel, entertainment, money, assurances or other things of value for the purpose of seeking an unfair or inappropriate advantage or favorable treatment, including when attempting to obtain a permit or license.

Conflicts of Interest. Do not engage in business transactions that may create, or be perceived as creating, a conflict of interest.

Accurate Books and Records. Ensure your books and records are accurate, complete and comply with applicable accounting and recording standards. False, misleading, incomplete, duplicate, inaccurate or artificial entries in the distributor and/or applicator's books are strictly prohibited.

Change of original documents issued by RPM and/or its affiliates. The distributor and/or applicator must never change the original invoice or original documents to minimize cost of customs and/or taxes by reducing the original purchase prices and thereby the cost of the goods. Such conduct is prohibited.

Data Protection and Privacy. Take reasonable steps to protect all personal information received in the course of doing business with RPM in a manner consistent with industry recognized good security and organizational controls, contractual obligations and internationally recognized data protection standards and applicable laws, including but not limited to General Data Protection Regulation (GDPR), California Consumer Privacy Act (CCPA), Lei Geral de Proteção de Dados Pessoais / General Law on the Protection of Personal Data (LGPD). Such information must be kept confidential at all times and not used for any purpose other than the business purpose for which it was provided or made available.

Confidentiality and Intellectual Property. Protect our sensitive and confidential information and do not disclose it or use it for the benefit of any other party.

Publicity. Do not use RPM affiliate or product names, images or logos in advertising material, websites, press releases, displays at trade shows, etc. without prior consent in writing.

Suspension and Debarment. Disclose to RPM any suspension, debarment or comparable action taken by any government agency with respect to you or any of your affiliates.

Social Responsibility.

Working Conditions. Provide a safe and hygienic workplace and working environment. Employees shall have where applicable appropriate personal protective equipment, be provided Material Safety Data Sheets for hazardous or toxic substances used in the workplace and be sufficiently trained to perform their tasks. Workers have the right to refuse unsafe working conditions without fear of being disciplined. Have a safety program that is actively supported by management and that complies with applicable laws, rules and regulations and ensures identification and reporting of hazards, incidents and risks.

Worker Rights. Share RPM's commitment to human rights and worker rights. Act consistently with internationally proclaimed standards, specifically in relation to reasonable, fair and appropriate compensation, right to work, safety, freedom of association, work hours, overtime, wages and benefits and prevention of harassment, slavery, human trafficking and child and forced or involuntary labor.

Non-Discrimination and Equal Opportunities. Share RPM's commitment to equal opportunities. Prevent discrimination on the grounds of sex, age, disability, national origin, race, color, religion, marital status, sexual preference, gender identity, current or veteran military status or any other characteristic protected by applicable law.

Harassment. Create and maintain an environment free from any threats of violence, sexual exploitation, abuse and harassment of any kind.

The Environment.


Environmental Protection. Act responsibly by minimizing impacts on the environment. Comply with all environmental laws, rules and regulations applicable to and related to your business.

Waste. Establish a procedure for the safe handling, storage, transportation, utilization and disposal of waste in accordance with applicable laws, rules and regulations.

Reporting and Auditing.

Reporting. Report all suspected and actual violations of this Distributor and Applicator Code of Conduct immediately to RPM's Vice President, Associate General Counsel and Assistant Secretary or RPM's Chief Compliance Officer, each at 2628 Pearl Road Medina OH 44256, or by reporting it to RPM's Compliance Hotline at <https://iwf.tnwgrc.com/rpminternational>.

Auditing. You agree that we have the right to verify your compliance with this Distributor and Applicator Code of Conduct and our contractual relationships and to take corrective action, including, but not limited to, inspections and audits of your premises and records and termination of our relationship with you, if we have reason to believe you are not in compliance with this Distributor and Applicator Code of Conduct.



Effective August 20, 2020

This Distributor and Applicator Code of Conduct supplements but does not supersede any rights maintained by RPM and its affiliates under any contract with the distributor or applicator.