

RPM INTERNATIONAL INC.

Operating Improvement Committee Charter

A. Purpose

The purpose of the Operating Improvement Committee (the “Committee”) is to assist and advise the Board of Directors (the “Board”) of RPM International Inc. (the “Company”) with respect to operational and financial initiatives to create and enhance shareholder value.

B. Structure and Membership

1. Number. The Committee shall consist of four directors. In addition, the Chief Executive Officer shall serve in an *ex-officio* capacity as a non-voting member of the Committee.
2. Compensation. The compensation of the Committee members shall be as determined by the Board in a manner that is consistent with the compensation structure of other committees of the Board.
3. Selection. Members of the Committee shall be members of the Board and shall be appointed by the Board in accordance with the terms of that certain Cooperation Agreement, dated June 27, 2018, by and among the Company, Elliott Associates, L.P., Elliott International, L.P. and Elliott International Capital Advisors Inc.

C. Authority and Responsibilities

General

The Committee shall discharge its responsibilities in accordance with its business judgment.

Operating Review and Recommendations

1. Operating Review. The Committee shall review and evaluate improvements to the Company’s operations, efficiency and profitability. Upon completion of such review and evaluation, the Committee will make a recommendation to the Board with respect thereto specifically addressing the following matters, including the timing for the implementation thereof:
 - a. operational improvements, margin targets and cost-cutting initiatives (SG&A, cost of goods sold, etc.);
 - b. short-term and long-term balance sheet optimization plans, including, among other things, net working capital streamlining initiatives and initiatives regarding appropriate financial leverage and share repurchases;
 - c. portfolio optimization, including timing of any divestitures; and

- d. any other related matters as may be determined by the Committee from time to time.
2. Recommendations to Compensation Committee and Board. The Committee shall provide recommendations to the Compensation Committee of the Board with respect to the alignment of management equity incentives and, from time to time as it determines appropriate, make recommendations to the Board regarding actions to be considered in furtherance of the Committee's purpose.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary to perform its responsibilities. All voting members shall constitute a quorum of the Committee for purposes of each meeting. Except as otherwise set forth herein, meetings and actions of the Committee shall be governed by the provisions of the Amended and Restated By-Laws of the Company concerning meetings and other actions of the Board and its committees. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Committee Decisions. Each voting member of the Committee shall have one vote on each matter presented to the Committee. Every decision made (i) at a meeting of the Committee by a majority of the voting members or (ii) by unanimous written consent of all the voting members shall be regarded as the decision of the Committee. Notwithstanding the foregoing, a decision to disband the Committee may only be made by the unanimous vote of the voting members of the Committee.
3. Reports to the Board. The Committee shall provide the Board with updates summarizing its progress to date, as may be requested by the Board from time to time.
4. Charter. The Committee shall, from time to time as it deems appropriate, review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Committee shall have the authority to retain accountants, consultants, financial advisors, lawyers and other advisors as it may determine, in its sole discretion, are necessary and appropriate. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Self-Evaluation. At least annually, the Committee shall evaluate its own performance.

BOARD OF DIRECTORS APPROVAL

This Charter was approved and adopted by the Board on July 17, 2018.