

**RPM INTERNATIONAL INC.**  
**CATEGORICAL INDEPENDENCE STANDARDS FOR DIRECTORS**  
**(July 26, 2016)**

The New York Stock Exchange (“NYSE”) listing standards require that a majority of RPM directors be independent. Under the NYSE standards, to be considered an “independent director,” the Board must determine that such director does not have any direct or indirect material relationship with RPM. The Board has established the following categorical standards to assist it in determining director independence in accordance with the NYSE listing standards and other applicable rules and regulations.

A director shall not be deemed independent if, in the opinion of the Board, he or she has any of the following relationships with RPM:

- (a) The director is, or has been within the last three years, employed by RPM, or an immediate family member of the director is, or has been within the last three years, an executive officer of RPM;
- (b) The director is a current employee, or an immediate family member is a current executive officer, of a company that received payments from or made payments to RPM for property or services in an amount which, in any of the last three fiscal years, exceeded the greater of \$1.0 million, or 2% of such other company’s consolidated gross revenues;
- (c) The director is or was an executive officer, director or trustee of a foundation, university, charitable or other not for profit organization that received contributions from RPM (matching of employee charitable contributions will not be included in RPM’s contributions for this purpose) which, in any of the last three fiscal years, exceeded the greater of \$1.0 million or 5% of such charitable organization’s consolidated gross revenues;
- (d) The director, or an immediate family member of the director, received during any twelve month period within the last three years, more than \$120,000 in direct compensation from RPM other than for director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
- (e) (A) The director is a current partner or employee of a firm that is RPM’s internal or external auditor; (B) the director has an immediate family member who is a current partner of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and personally works on RPM’s audit; or (D) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on RPM’s audit within that time;
- (f) The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of RPM’s present executive officers at the same time serves or served on that company’s compensation committee; or

- (g) The director is or was an executive officer of another company or bank or other financial institution which is indebted to RPM, or to which RPM is indebted, and the total amount of either entity's indebtedness to the other (except amounts due for purchases subject to usual trade terms or publicly issued debt) in any of the last three fiscal years exceeded 5% of the total consolidated assets of the indebted entity.

For relationships that are not currently in existence and which are not covered by the categorical standards listed above, or for relationships that are covered by paragraphs (c) or (g) above, but as to which the Board believes a director may nonetheless be independent, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, shall be made by the directors who satisfy the standards set forth above. RPM will explain in the next proxy statement the basis for any Board determination that a relationship is immaterial despite the fact that it does not meet the categorical standards set forth above.

For purposes of these categorical standards, "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.

Also for purposes of these categorical standards, "RPM" includes RPM International Inc. and any of its subsidiaries.