

RPM INTERNATIONAL INC.
COMPENSATION COMMITTEE CHARTER
(Amended and Restated July 26, 2016)

MISSION AND PURPOSE

The Compensation Committee (“Committee”) of RPM International Inc. (the “Company” or “RPM”) is appointed by the Board of Directors (the “Board”) of the Company to assist the Board in discharging its oversight responsibilities relating to, among other things: (a) executive compensation, (b) equity and incentive compensation plans, (c) management succession planning, (d) review and discussion with the Company’s management of the Compensation Discussion and Analysis (the “CD&A”) to be included in the annual proxy statement filed with the Securities and Exchange Commission (“SEC”) and (e) production of the Committee report included in the annual proxy statement in accordance with applicable SEC rules and regulations.

MEMBERSHIP

General.

The Committee shall consist of no less than three Directors, including a Chair, as determined by the Board. Committee members shall be appointed by the Board each year at the October meeting and at such other times as necessary to fill vacancies. Each Committee member shall serve for a period of one year or until such time as their successor has been duly named and qualified. The Committee members serve at the pleasure of the Board.

Independence and Qualifications.

The Board must determine in its best judgment that each member of the Committee is “independent” of management (as that term is defined from time to time by the New York Stock Exchange, the SEC, and any other applicable laws, rules and regulations, as amended from time to time, and the Company’s Corporate Governance Guidelines) and qualified to serve by experience or education. In evaluating the independence of a Committee member, the Board will consider (a) the source of compensation of such Committee member, including any consulting, advisory or other compensatory fees paid by the Company, and (b) whether the Committee member has an affiliate relationship with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company. In addition, each member of the Committee shall be a “non-employee director” as that term is defined under SEC Rule 16b-3, and an “outside director” as that term is defined for the purposes of Section 162(m) of the Internal Revenue Code.

DUTIES

The Committee will have broad authority and powers in fulfilling its purpose and discharging its responsibilities. In performing its duties, the Committee has direct responsibility to:

General.

- Recommend to the Board, in consultation with the Chief Executive Officer (the “CEO”), the compensation and benefits philosophy and strategy for the Company and provide oversight of the Company’s program of compensation and benefits to ensure consistency with that philosophy and strategy.

Performance Evaluation/Compensation Determinations.

- In determining the compensation of the CEO, including salary, bonus, stock and option awards and other incentives, the Committee will review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of these goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee should consider: (i) the Company's performance; (ii) relative stockholder return; (iii) the value of similar incentive awards to CEOs at comparable companies; (iv) awards given to the CEO in past years; and (v) such other factors as the Committee deems relevant.
- Review and approve compensation programs covering RPM executive officers. In determining the compensation of the executive officers (other than the CEO), the Committee will review and approve performance measures and, upon recommendation of the CEO, review and recommend individual compensation awards for the executive officers to the Board for its approval.

Administration of Benefit Plans.

- Make recommendations to the Board (for recommendation to the stockholders of the Company, as appropriate) with respect to the establishment and administration of new incentive compensation plans and equity-based plans ("Plans") or the termination or material revision of existing Plans, administer and approve awards under the Plans and approve non-material changes thereto.

Management Succession.

- The Committee will review succession planning and management development for senior management, including the CEO, on an annual basis. This succession planning includes the development of policies for the succession of the CEO, including succession in the event of retirement or emergency.

Other Duties.

- Review and recommend to the Board in consultation with the CEO, the amount of reasonable compensation, reimbursement for expenses and other benefits for Board members for their attendance at each meeting of the Board or of a committee of Directors.
- In consultation with senior management, oversee regulatory compliance with respect to compensation matters, including consideration of the Company policies on structuring compensation programs to preserve tax deductibility, and, as may be required, establishing performance goals and determining whether performance goals have been met for purposes of Section 162(m) of the Internal Revenue Code.
- Undertake additional activities within the scope of the Committee's primary functions as it or the Board may from time to time deem necessary and appropriate.

ADMINISTRATION

Meetings and Reports.

The Committee will meet at least three times each year, and more frequently if circumstances warrant. The Chair of the Committee will preside at each meeting of the Committee in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda items to be addressed at each meeting. A majority shall constitute a quorum of the Committee for purposes of each meeting. All Committee actions shall be taken by a majority vote of the quorum of

members present in person or by telephone at the meeting. The Committee may delegate its authority to a subcommittee or subcommittees.

The Committee will keep minutes of its meetings and promptly report on all Committee business and affairs to the Board. All members of the Board will receive a copy of the Committee minutes following each such meeting.

The Committee will prepare the Report of the Compensation Committee in accordance with all applicable rules and regulations of the SEC for inclusion in the Company's annual proxy statement.

Committee Access to Outside Advisers.

The Committee shall have the sole authority to retain (and shall promptly notify the Board of such retention) and terminate any compensation and benefits consultant, independent legal counsel or other adviser, to assess the independence of such compensation and benefits consultant, independent legal counsel or other adviser and any potential conflicts of interest prior to engagement, and to approve the related fees and other retention terms of such compensation and benefits consultant, independent legal counsel or other adviser. The foregoing sentence in no way impairs the authority of the full Board to retain and terminate any compensation and benefits consultant, independent legal counsel or other advisers. Such compensation and benefits consultant, independent legal counsel or other adviser will report directly to the Committee and will not perform any services directly on behalf of management without the consent of the Committee.

Before selecting any compensation and benefits consultant, independent legal counsel or other adviser, the Committee will take into account all factors relevant to that adviser's independence from management, including the following six factors:

- the provision of other services to the Company by the adviser's employer;
- the amount of fees received from the Company by the adviser's employer, as a percentage of total revenues of the employer;
- the policies and procedures of the adviser's employer that are designed to prevent conflicts of interest;
- any business or personal relationship of the adviser with a member of the Committee;
- any stock of the Company owned by the adviser; and
- any business or personal relationship of the adviser or the adviser's employer with an executive officer of the Company.

Notwithstanding the foregoing, nothing in this Charter requires a compensation consultant or other adviser to be independent. The Committee may select or receive advice from any compensation consultant or other adviser it prefers, including ones that are not independent, after considering the six independence factors listed above.

The Committee need not assess the independence of any compensation consultant or other adviser whose role is limited to (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or Directors of the Company, and that is available

generally to all salaried employees, or (b) providing information that either is not customized to the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Notwithstanding the foregoing, nothing in this Charter shall be construed to require the Committee to implement or act consistently with the advice or recommendations of any of its advisers, or to affect the ability or the obligation of the Committee to exercise its own judgment in the fulfillment of its duties.

Performance Evaluation of Committee.

The Committee will annually evaluate its performance in connection with the process established for Board and committee evaluations set forth in the Company's Corporate Governance Guidelines. In this regard, the Committee will annually review this Charter and assess whether it is meeting its responsibilities under the Charter. The Committee will recommend such changes in this Charter as it deems appropriate to the Board for approval.

BOARD OF DIRECTOR APPROVAL

This Charter was amended and restated by the Board on July 26, 2016.