

RPM INTERNATIONAL INC.
COMPENSATION COMMITTEE CHARTER

(Amended and Restated April 23, 2004)

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 and (d) producing the Committee report included in the annual proxy statement in accordance with applicable Securities and Exchange Commission (“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 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 Company’s 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 a periodic 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 twice 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. In addition, the Committee will produce the Committee Report to stockholders included with the annual proxy statement.

Committee Access to Outside Advisors.

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 and the sole authority to approve the related fees and other retention terms to assist in the evaluation of a Director, CEO, or senior executive, or their compensation. The foregoing sentence in no way impairs the authority of the full Board to retain and terminate any compensation and benefits consultant or other outside advisors.

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 approved and adopted by the Board of Directors on April 23, 2004.