

**RPM INTERNATIONAL INC.**  
**GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**MISSION AND PURPOSE**

The Governance and Nominating Committee (the “Committee”) of RPM International Inc. (the “Company”) is appointed by the Board of Directors (the “Board”) of the Company to consider and report periodically to the Board on all matters relating to corporate governance of the Company, including, but not limited to, (a) the development and recommendation to the Board of a set of corporate governance principles applicable to the Company, (b) the identification of individuals qualified to become Board members, (c) the recommendation to the Board of nominees for Director of the Company, and (d) the administration of the Board’s evaluation process including sharing the results thereof with the Board for discussion and deliberation.

**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 Board 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 a member’s successor has been duly named and qualified. Committee members will 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 “NYSE”), the Securities and Exchange Commission (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.

**DUTIES**

The Committee is responsible for taking a leadership role in shaping the corporate governance of the Company. In this regard, the Committee shall perform the following duties:

*Global Corporate Governance Matters.*

- Review and assess, at least annually, and make recommendations to the Board concerning (i) the structure, functioning, size and composition of the Board, (ii) the charter, structure, functioning, and size of each standing committee of the Board, and (iii) the composition and Chairs of each standing committee of the Board in consultation with the Chairman of the Board and the Chief Executive Officer (the “CEO”);
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company. In fulfilling such duty, the Committee shall periodically evaluate, and where appropriate, make recommendations to the Board for alterations of the Company’s Corporate Governance Guidelines;

- Review and, where appropriate, recommend policies pertaining to members of the Board, such as retirement age, tenure and succession of Directors, and memberships on the Boards of other publicly-held companies; and
- Develop and review periodically a process for, and conduct, not less frequently than annually, an evaluation of the effectiveness of the Board and its committees.

Nominating Functions.

- Develop and recommend to the Board procedures and criteria for selecting nominees to the Board and to endeavor that the proper balance of skills, knowledge, backgrounds and experience are represented on the Board. In identifying and considering possible candidates for election as a Director, the Committee, after consultation with the Board and the CEO, shall take into consideration all factors it considers appropriate and will be guided by the following general principles: (1) each Director should be an individual of the highest character and integrity; (2) each Director shall have demonstrated exceptional ability and judgment and should have substantial experience which is of particular relevance to the Company; (3) each Director should have sufficient time available to devote to the affairs of the Company; and (4) each Director should represent the best interests of the stockholders as a whole rather than special interest groups. This evaluation is performed in light of the Committee's views as to the needs of the Board of Directors and the Company as well as what skill set and other characteristics would most complement those of the current Directors;
- Consider stockholder recommendations for candidates for the Board. In addition to considering candidates suggested by stockholders, the Committee will consider potential candidates recommended by current Directors, Company officers, employees and others. The Committee uses the above enumerated factors to consider potential candidates regardless of the source of the recommendation. In evaluating the nomination of an incumbent Director for re-election, the Committee will use the factors above to make its evaluation and will also consider the incumbent Director's performance as a Board member; and
- Conduct inquiries into the backgrounds and review the qualifications of and recommend to the Board (i) those persons to be nominated for membership on the Board who shall be submitted to the stockholders for election at each Annual Meeting of Stockholders, and (ii) the nominees for Directors to be elected by the Board to fill vacancies and newly created directorships.

Other Functions.

- Work with senior management to provide an orientation and continuing education for Directors;
- Develop and recommend to the Board for its approval policies regarding the means by which stockholders may communicate with Directors;
- Review periodically the Company's Code of Business Conduct and Ethics and recommend changes, if appropriate, to the Board. The Board or this Committee may grant a waiver to the code for Directors and executive officers provided any waiver is promptly disclosed in a manner consistent with NYSE and SEC rules;

- Review the disclosure by the Company of matters within the Committee's responsibilities including, but not limited to, the disclosure regarding the Committee's nominating functions that are required to be included in the proxy statement for the Annual Meeting of Stockholders under NYSE or SEC Rules; and
- Perform such other functions within the scope of the Committee's charter, as it may deem appropriate and as may be assigned by the Board from time to time.

## 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 and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda and 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.

Ordinarily, at the meeting of the Committee held before the July Board meeting, the Committee will propose a slate of director nominees for election or re-election by the stockholders of the Company at its next Annual Meeting of Stockholders. If a vacancy occurs on the Board, the Committee will meet as soon as practicable thereafter to consider and recommend to the Board the appropriate course of action, and if appropriate, to nominate a successor.

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 meeting.

### Candidate Clearance.

The name of each individual who is being recommended by the Committee for the first time as a candidate for the Board shall be submitted by the Committee to the Board and after (i) consulting with the Chairman of the Board and the CEO and (ii) a review by the General Counsel of the Company to determine that the election would not result in a violation of the antitrust laws applicable to interlocking directorates or any other applicable laws and to assess possible conflicts of interest. Upon authorization by the Board, the Chairman of the Board and/or the CEO of the Company shall ascertain the willingness of the recommended candidate to serve if elected. Thereafter, the Committee may recommend to the Board the individual for nomination for election to fill a vacancy or as a nominee of the Board for election at the Annual Meeting of Stockholders, as the case may be.

### 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 search or consulting firm used to identify director candidates, as well as the sole authority to approve the related fees and any other retention terms. The foregoing sentence in no way impairs the authority of the full Board to retain and terminate any search or consulting firm 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 to this Charter as it deems appropriate to the Board for approval.

BOARD OF DIRECTORS APPROVAL

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