

RPMGlobal Holdings Limited

ACN 010 672 321

Code of Conduct

(incorporating RPM's Whistleblower Policy)

Adopted by the Board on 11 April 2008

Last reviewed by the Board on 29 August 2018

Last amended by the Board on 28 August 2017



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1. Summary – Code of Conduct

The Code establishes ethical standards and a code of conduct for RPMGlobal Holdings Limited and its related subsidiary and group companies (together '**RPM** or the '**Company**'), its directors, executives, employees and contractors (collectively referred to as '**Personnel**' and "**We**" in this Summary) to embrace and advocate.

- **Comply** – All Personnel must understand and comply with the letter and spirit of this Code, the law and RPM's policies and procedures.
- **Primary Obligation** – All Personnel will act in the best interests of RPM, will act honestly, responsibly, ethically and with integrity at all times. We will not tolerate illegal and improper behaviour and will report such behaviour if it is seen.
- **No Discrimination** – We will maintain an environment that is free from unlawful discrimination, harassment, victimisation and bullying and will take action to stop and prevent these behaviours if it is seen.
- **Anti-corruption** – We will not directly or indirectly offer, solicit or accept bribes, secret commissions or other improper payments or benefits, and we will exercise caution when receiving gifts, prizes or other benefits and will only do so in circumstances where it will not be perceived as a bribe or compromise our independence.
- **Conflicts of Interests** – We will make sure our personal business, financial and other outside interests do not conflict or have the potential to conflict with our work duties or RPM's interests.
- **Confidentiality** – We will keep RPM information secure and confidential and where we have access to customer confidential information or data, we will take care to ensure it remains confidential.
- **Property** – We will respect the property and resources of RPM and each other.
- **Privacy** – We will respect the privacy of others, including our Personnel and customers, maintain the security of their personal information and protect it from unauthorised disclosure.
- **Whistleblowing** – We expect that most concerns or queries can be resolved by a discussion with our manager, but if necessary will be able to, in confidence and in good faith, report any concerns to a nominated Whistleblower compliance officer without the fear of reprisal.

2. Introduction

RPMGlobal Holdings Limited and its related subsidiary and group companies (together "**RPM**" or the "**Company**") (together '**RPM** or the '**Company**') is committed to being a responsible corporate citizen and to fostering a culture of corporate compliance, ethical behaviour and good corporate governance.

This Code establishes ethical standards and a code of conduct for RPM's directors, executives, employees and contractors (collectively referred to as '**Personnel**' in this Code) to embrace and advocate.

It is important that Personnel refer it and raise any concerns or queries they have with their supervisor. RPM will not act to the detriment of any Employee as a consequence of them raising with management in good faith any breach of law, concerns about possible improprieties in financial reporting, internal control or other matters including any violation of this Code.

3. Purpose of the Code

The objective of the Code is to ensure that:

- a) high standards of corporate and individual behaviour are observed by all Personnel in the context of their employment with RPM;
- b) Personnel are aware of their responsibilities to RPM under their contract of employment;
- c) all persons dealing with RPM, whether it be employees, shareholders, suppliers, customers or competitors, can be guided by the stated values and policies of RPM;
- d) unacceptable conduct is detected and reported, that fair and independent investigation of matters occurs and to ensure appropriate follow-up actions are undertaken; and
- e) a supporting and confidential environment is created within which Personnel who raise issues of legitimate concern are protected from fear of intimidation, dismissal, discriminatory treatment or reprisal.

4. Obligation to Comply with Code

Personnel will adhere to the Code both in letter and in spirit. Adherence to the Code is a term of employment with RPM. Violation of the Code by any employee, or unethical behaviour which may affect the reputation of RPM, may be subject to disciplinary action including termination of employment.

5. Primary Obligations of Code

RPM and its Personnel must:

- a) act in the best interests of RPM;
- b) act with high standards of honesty, integrity, fairness, equity and personal integrity;
- c) comply fully with the content and spirit of all laws, legislation and regulations which govern RPM and its operations, business environment, and employment practices;

- d) not directly or indirectly offer, pay, solicit or accept bribes, secret commissions or other similar payments or benefits in the course of conducting our business;
- e) not divulge any information about the Company without appropriate authorisation;
- f) not participate in insider trading by using knowledge not available generally to the market to gain an unfair advantage in the buying or selling of securities;
- g) not knowingly participate in any fraudulent, corrupt, illegal or unethical activity;
- h) not enter into any arrangement or participate in any activity that would conflict with the best interests of RPM, prejudice the performance of professional duties or cause detriment to RPM or its customers;
- i) not take advantage of their position or the opportunities arising therefrom for personal gain; and
- j) report any possible improprieties in financial reporting, internal control or other matters covered by this Code.

Personnel must actively promote compliance with laws, rules, regulations and this Code.

6. RPM'S Responsibilities to Shareholders and the Financial Community Generally

RPM is committed to increasing shareholder value and aims to ensure its shareholders are fully informed as to the true financial position and performance of the Company through timely and accurate disclosure of information and risk management practices and exemplary compliance with the continuous disclosure regime.

The mechanisms to achieve this include the risk management structures, internal audit function, the Audit and Risk Committee, and the Board's oversight of strategic and business objectives.

7. RPM'S Responsibilities to Personnel

Personnel will show consideration and regard for each other and make a positive contribution to RPM.

RPM will ensure equal employment opportunity and decisions on hiring, salary, benefits, advancement, termination or retirement will be based solely on the employee's ability to do the job. There will be no unfair or unlawful discrimination.

Personnel all have the right to work in an environment free from harassing behaviour and it is the Employee's responsibility not to engage in harassing behaviour towards colleagues, contractors, employees or communities.

Personnel must have approval from the Board of Directors to take up a directorship with another company. To take part in an external activity, additional employment or any outside business activity that will involve a significant amount of an Employee's working time or which will impinge on an Employee's ability to perform his or her work for the Company, requires approval. Generally, unless there is a demonstrable benefit to the Company, either directly or indirectly, such extra-curricular activities will not be approved.

8. Environment Safety and Health

RPM is committed to maintaining a leadership role in protecting human health and the environment. RPM promotes and protects the health and safety of its employees, the environment and the communities in which it operates. RPM and its Personnel will strictly adhere to all applicable laws and regulations relating to environmental protection and workplace health and safety.

9. Business Courtesies

A business courtesy is a gift (whether in money or in kind) provided to a business associate. In certain situations, the exchange of limited, non-cash business courtesies may be appropriate. RPM does not seek, however, to improperly influence the decisions of its customers or suppliers by offering business courtesies, just as RPM requires that the decisions of employees at RPM not be affected by having received a business courtesy.

10. Care and Diligence

RPM and its Personnel should exercise due care and diligence in the performance of their duties and responsibilities. This should include such activities as ensuring the accuracy of all decision-making information, attending to detail in all aspects of work, being mindful of the sensitivities of others, protecting confidentiality and being courteous, open and honest.

The products and services provided by RPM will be of high quality. RPM and its employees will deliver these products and services to its customers in a timely and equitable manner, and give customer satisfaction high priority. Where the quality of products and services provided by RPM is not satisfactory to its customers, RPM will take prompt remedial action.

11. Conflicts of Interest

A conflict of interest occurs when personal interests interfere with an Employee's ability to exercise his or her judgment objectively, or to do his or her job at RPM in a way that is certain to be in the best interests of RPM. Personnel, consultants, agents and representatives must avoid actual or potential conflicts of interest. If an Employee considers under-taking any activity that may create a conflict of interest, the employee must seek approval of the activity in advance from his or her supervisor or from the Human Resources Department.

12. Corporate Opportunities

Personnel will not take advantage of property, information or position, or opportunities arising from these, for personal gain or to compete with RPM.

13. Confidentiality

Confidential RPM information and trade secrets are important corporate assets that merit the same protection as RPM's physical assets. All Personnel, agents, consultants and representatives must be careful not to disclose such information to unauthorised persons, either within or outside RPM, and must exercise care to protect the confidentiality of such information received from another party.

Confidential information refers to information that is not already in the public domain that a company would normally expect to be non-public and that might affect the company's competitive position. It includes information sometimes referred to as trade secrets.

RPM will respect the confidentiality of its Personnel.

14. Fair Dealing

RPM and its Personnel will comply with the content and spirit of all relevant laws and regulations concerning employment, such as anti-discrimination, equality of employment, health and safety. RPM will endeavour to ensure that all employees are treated fairly, equitably, and honestly.

15. Use of Company Assets

RPM assets must be acquired, maintained and used in an efficient manner and for legitimate business purposes.

16. Privacy

RPM's Privacy Policy regulates the handling of any personal information that RPM collects. It contains detailed information on RPM's functions and activities, and privacy issues and its privacy policy provisions. A copy of the RPM privacy policy is available on its website, www.rpmglobal.com/legal.

17. Monitoring Compliance with the Code

It is the responsibility of each and every Employee to comply with this Code. It is the responsibility of the CEO to ensure that all Personnel are made aware of all procedures and policies and take any necessary reporting steps.

Internal audits will be undertaken to ensure compliance.

18. Reporting Violations of the Code or other Unethical Conduct

RPM is committed to ensuring that Personnel may raise concerns regarding illegal conduct or unethical behaviour and will support Personnel who report violations in good faith. The Company will thoroughly investigate all such reports and take any necessary action.

It is expected that an Employee will be able to resolve most concerns of queries relating to this Code by discussing them with their manager. However, RPM recognises that there may be issues of such sensitivity that an Employee may feel that option is not appropriate, where they feel concerns previously raised have not been adequately addressed or where there are concerns around impartiality. In these cases the Employee can utilise the provisions of the Employee Grievance and Dispute Resolution Policy and/or report the matter to the company's nominated Whistleblower compliance officers under this Code being RPM's Group General Counsel and Company Secretary and/or EGM Human Resources.

RPM will investigate all genuine cases referred to it under this Code as soon as possible after the matter has been reported and will, where appropriate, provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made). Any investigation will be conducted in a timely, thorough, confidential, objective and

fair manner and as is reasonable and appropriate having regard to the nature of the reportable conduct and all of the circumstances.

19. Review

The Board is responsible for reviewing this Code periodically to ensure that it remains up-to-date and in the best interests of the Company. This Code was last reviewed by the Board on 29 August 2018.