RPM INTERNATIONAL INC.
AUDIT COMMITTEE CHARTER
(Amended and Restated July 20, 2010)

MISSION AND PURPOSE

The Audit Committee (the "Committee") of RPM International Inc. (the "Company") is appointed by the Board of Directors of the Company (the "Board"). The members of the Committee serve at the pleasure of the Board. The primary function of the Committee is to (i) assist the Board in fulfilling its oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, and the performance of the Company's internal audit function and independent auditor; and (ii) prepare the report of the Committee required to be included in the Company's proxy statement for the Annual Meeting of Stockholders.

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 other times when 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. The duties and responsibilities of the members of the Committee are in addition to those as members of the Board.

Independence and Qualifications.

Each member of the Committee shall meet the independence requirements as set forth by the New York Stock Exchange, Section 10A(m)(3) of the Securities Exchange Act of 1934 and the rules and regulations of the Securities and Exchange Commission (the "SEC"), as such requirements may be amended from time to time. Each member of the Committee shall be financially literate, as determined by the Board, in its business judgment. Additionally, at least one member of the Committee must have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment, sufficient to meet the criteria of an "Audit Committee Financial Expert" as defined by the SEC. If a Committee member simultaneously serves on the audit committee of more than three public companies (including the Company), the Board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. The Company will be required to disclose any such determination in its annual proxy statement.

RESPONSIBILITIES AND DUTIES

The Committee shall perform the following responsibilities and duties:

General Responsibilities:

- The sole authority to appoint, retain and, where appropriate, terminate, the Company's independent auditor. The Committee shall also be directly responsible for the evaluation, compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting)

for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.

- Pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor.

- The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

- Authority to retain independent counsel, accountants or other advisors, as it determines necessary to carry out its duties and conduct or authorize investigations into any matters within its scope of responsibilities. The Company shall provide appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of compensation to the independent auditor engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company, the compensation of any independent advisors employed by the Committee and the Committee's ordinary administrative expenses that are necessary and appropriate to carry out its duties.

- Meet periodically with internal auditors, the independent auditor, and management in separate executive sessions to discuss matters that should be discussed privately with the Committee.

- Ensure that management has the proper review system in place to ensure that the Company's financial statements, reports and other financial information satisfy legal requirements.

- Prepare the report of the Committee in accordance with regulations of the SEC, to be set forth in the proxy statement for the Company's Annual Meeting of Stockholders.

- Disclose in the Company's proxy statement that this Charter is available on the Company's website, and provide the website address.

Responsibilities with Respect to the Independent Auditor and Management:

- Review, discuss and evaluate the following with management and the independent auditor, at least annually:

  (a) Major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies;

  (b) Any analysis prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analysis of the effects of alternative Generally Accepted Accounting Principle ("GAAP") methods on the financial statements; and

  (c) The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.

- Set clear hiring policies and guidelines for employees or former employees of its independent auditor, which include the restrictions set forth in Section 206 of the Sarbanes-Oxley Act of 2002.

- Review annually a report by the independent auditor describing: (a) the firm's internal quality-control procedures; and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues. The Committee shall present its conclusions with respect to the independent auditor to the Board.

- Inquire as to the independence of the independent public auditor. As part of this responsibility, the Committee will ensure that the independent auditor submits on an annual basis to the Committee a formal written statement delineating all relationships with and professional services rendered to the Company as required by the Public Company Accounting Oversight Board. The Committee is responsible for actively engaging in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and for recommending that the Board take appropriate action in response to the independent auditor's report to satisfy itself of the independent auditor's independence.

- In connection with the Committee's evaluation of the auditor's qualifications, performance and independence, the Committee is also to review and evaluate the lead partner of the audit engagement team and to ensure the rotation, if applicable, of the audit partners on the audit engagement team, in accordance with SEC rules or other applicable laws or regulations.

- Review the nature and scope of the planned arrangements and scope of the annual audit, and the results of the audit findings (including the audit report) with the independent auditor, including those matters required to be discussed by Statement on Accounting Standards No. 114 relating to the conduct of the audit, as well as any audit problems or difficulties encountered in the scope of the audit work and management's response, including (a) any restrictions on the scope of activities or access to requested information, (b) any significant disagreements with management and (c) significant issues discussed with the national office of the independent auditor.

- Discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

Responsibilities with Respect to the Internal Auditor:

- The Committee will review and approve the nature and scope of the Company's internal audit program and the results of internal audits, including the adequacy of the Company's internal audit charter, plan, policies and internal controls and any significant findings and recommendations reported by the internal auditors (together with management's response).

- Review with the independent auditor and management, including the internal auditors (as appropriate), the responsibilities, structure, staffing and budget of the Company's internal audit function, as well as the activities, organizational structure, and qualifications of the internal auditors. The Committee is to review the appointment or replacement of the senior internal auditing executive.

- The Committee has the authority to grant access to information or employees of the Company to the internal auditor as the Committee determines necessary for the internal auditor to accomplish its responsibilities.

Responsibilities Related to Financial Statements and Disclosure Matters:

- Discuss with management, internal audit and the independent auditor the Company's annual financial statements and related notes, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the financial statements should be included in the Company's Annual Report on Form 10-K.

- Discuss with management, internal audit and the independent auditor the Company's quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the results of the independent auditor's review of the quarterly financial statements, before the filing of the Company's Quarterly Report on Form 10-Q.

- Review disclosures regarding internal controls and other matters made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q. In this regard, the Committee should specifically review and discuss, prior to public dissemination, management's annual report on internal control over financial reporting required pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 and related SEC rules.

- Review and discuss with management the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies (including the use of "proforma" or "adjusted" "non-GAAP financial information" contained in any such release or guidance). Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made). The Chair of the Committee may represent the entire Committee for these purposes and shall report any such matters to the Committee at its next meeting.

- Review policies and procedures with respect to officers' expense accounts, including their use of corporate assets, and consider the results of any review of these areas by the internal auditor or the independent auditor.

- Review and discuss reports from the independent auditor on:

  (a) All critical accounting policies and practices used;

  (b) All alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and

  (c) Other material written communications between the independent auditor and management including, but not limited to, any management letter, or schedule of unadjusted differences.

Responsibilities Related to Compliance Oversight:

- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding accounting or auditing matters. The Committee shall receive, on a quarterly basis, a written report of all items reported through such procedures.

- Obtain from the independent auditor assurance that, if the independent auditor detects or becomes aware of any illegal act, the Committee is adequately informed, and that a report has been provided to the Committee if the independent auditor has reached specific conclusions with respect to such illegal acts.

- Advise the Board with respect to the Company's compliance with applicable laws and regulations. Discuss with management, including the General Counsel, legal compliance matters as well as other legal matters that may have a material impact on the Company's financial statements. The Committee is also to receive from management any reports submitted by legal counsel to the Company of evidence of a material violation of securities laws or breaches of fiduciary duties or similar violations.

- Receive copies of and discuss with management, including the General Counsel, and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies or which could have a material impact on the Company's financial condition.

- Receive copies of all material correspondence with the SEC.

- Conduct or authorize such additional reviews, assessments or investigations as may be delegated to it by the Board, or on its own motion, as the Committee may deem necessary or appropriate to perform any of the foregoing functions.

LIMITATION OF AUDIT COMMITTEE'S ROLE

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

ADMINISTRATION

Meetings.

The Committee will meet at least quarterly, and more frequently if circumstances warrant. 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 members will have sole discretion in determining the meeting attendees which may include, but not necessarily be limited to, other Board members, members of senior management, the independent accountants or internal auditors and the agenda for its meeting. These parties may be

invited to participate in meetings of the Committee, but may be excused from participation in discussions of any matter under consideration at the discretion of the Committee.

The Committee will keep minutes of its meetings and promptly and regularly 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.

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 amended and restated by the Board on July 20, 2010.