

WD-40 Company

Compensation and People Committee Charter

I. Purpose

The Compensation and People Committee (the "Committee") of the Board of Directors (the "Board") of WD-40 Company (the "Company") is responsible for overseeing and discharging the responsibilities of the Board relating to the Company's (a) key people strategies and programs, and (b) compensation plans, policies and programs, including those for the Company's executive officers. In carrying out these responsibilities, the Committee shall review these topics for consistency with the Company's compensation philosophy, business strategy, competitive practices, culture, and the requirements of applicable regulatory authorities.

In addition, the Committee shall have authority to administer the Company's equity compensation plans as may be authorized by such plans.

II. Membership

The Committee shall consist of not fewer than three Directors, each of whom shall be appointed by the Board on the recommendation of the Corporate Governance Committee, to serve until the next annual meeting or until their successor shall be duly appointed. If the Board does not designate a Chair of the Committee, the members of the Committee may designate a Chair by majority vote of the Committee membership.

All Committee members serve at the pleasure of the Board and the Board may remove any member with or without cause.

All members of the Committee shall meet the definitions of (a) a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (b) an "outside director" within the meaning of regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986 ("IRC"), and (c) an "independent director" as determined by the Board in accordance with the rules of The Nasdaq Stock Market LLC (the "Nasdaq Rules").

No member of the Committee shall accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary; provided that compensatory fees shall not include (i) fees received as a member of the Committee, the Board or any other committee of the Board; or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service).

In considering whether a director is qualified to serve on the Committee, the Board shall consider

whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair such director's judgment as a member of the Committee. Affiliate status is defined generally as having control of or being controlled by another person. In addition, the Board shall consider whether such director will possess the requisite experience that, in the Board's business judgment, would help the Committee in its functions.

III. Outside Advisors

The Committee shall have the authority, in its sole discretion, to retain or obtain advice or assistance from a compensation consultant, independent legal counsel, accounting or other advisors (collectively, "Advisors") as the Committee considers necessary or appropriate to perform its duties hereunder. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any Advisors retained by the Committee. Without limitation, the Committee shall have the sole authority to retain or terminate any Advisor used to evaluate CEO or other Executive Officer compensation, and to determine and approve the terms of engagement, including compensation for such engagements. Compensation, including expenses, of any Advisor engaged by the Committee to assist in performing any duties hereunder shall be borne by the Company.

The Committee shall not be required to implement or act consistently with the advice or recommendations of any Advisor, and the authority granted to the Committee hereunder shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

In retaining or seeking advice from Advisors (other than in-house counsel for the Company, if any), the Committee must take into consideration the factors specified in Rule 5605(d)(3)(D) of the Nasdaq Rules. The Committee may retain, or receive advice from, any such Advisors, including ones that are not considered to be independent, after considering the specified factors. The Committee is not required to assess the independence of any Advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Executive Officers or directors and that is generally available to all salaried employees; or limited to providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice.

IV. Meetings and Procedures

The Committee shall determine its own rules of procedure with respect to the scheduling, location and frequency of its meetings. In the absence of such rules, the Committee shall meet at the call of its Chair as appropriate to accomplish the purposes of the Committee, but it is expected that the Committee meet at least three times each year.

In the absence of the Chair, the majority of the members of the Committee present at a meeting

shall appoint a member to preside at the meeting. A majority of the members of the Committee shall represent a quorum of the Committee, and any action approved by at least a majority of the members shall represent the valid action of the Committee. The Committee Chair shall make regular reports to the Board and make any recommendations to the Board as deemed appropriate.

The Corporate Secretary or their designee shall attend all meetings, keep minutes of the Committee's proceedings, advise members of all meetings, and carry out other functions as may be assigned from time to time by the Committee. The Vice President, Chief People, Culture and Capability Officer shall be the management liaison to the Committee, make logistical and other arrangements for each meeting, and arrange with the Chair, other convening authority or Corporate Secretary for preparation and distribution of Committee agenda and supporting material for each meeting.

Directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of management, Advisors or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any non-member who it deems appropriate to exclude.

V. Authority and Responsibility

The Committee shall have authority for and undertake the following responsibilities:

1. The Committee shall review and consider for adoption and/or implementation, employment agreements, salaries, incentive plans, severance agreements, change in control agreements, equity compensation and employee benefit plans for the CEO and other Executive Officers. The Committee is authorized to approve all such matters relating to executive compensation with the exception of Executive Officer employment agreements and equity compensation plans and amendments requiring stockholder approval. The Committee shall annually (i) review the corporate goals and objectives relevant to the compensation of the CEO, (ii) evaluate the performance of the CEO in light of those goals and objectives, (iii) approve the annual compensation package for the CEO based on the Committee's evaluation, and (iv) report to the Board regarding such review, evaluation and determination. In making its determination with respect to the CEO's compensation package, the Committee shall consider the CEO's performance, the Company's performance and relative stockholder return, the compensation levels of CEOs at comparable companies and the incentive awards given to the CEO in past years. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act. The CEO may not be present during any voting or deliberations by the Committee on their compensation.

2. The Committee shall, with the assistance of the CEO, annually (i) review and approve corporate goals and objectives relevant to the compensation of the other Executive Officers, (ii) evaluate the performance of the Executive Officers in light of those goals and objectives, (iii) approve the annual compensation of the Executive Officers based on such evaluation, and (iv) report to the Board regarding such review, evaluation and determination. In making its decisions regarding the compensation of the Executive Officers, the Committee shall consider the performance of the Executive Officers, the Company's performance and relative stockholder return, the compensation levels of Executive Officers at comparable companies and the incentive awards given to the Executive Officers in past years. In addition, the Committee shall review any major changes in the responsibilities of the Executive Officers that may be recommended by the CEO, and make recommendations to the Board on any changes that may be necessary with respect thereto. In evaluating and determining compensation for the other Executive Officers, the Committee shall consider the results of the most recent Say on Pay Vote.
3. The Committee shall review and make recommendations to the Board with respect to amendments to the provisions of the Company's equity compensation plans, employee benefit plans and other compensation arrangements. In reviewing and making recommendations regarding incentive compensation plans, employee benefit plans and other compensation arrangements, including whether to recommend adoption, amendment or termination of any such plans, the Committee shall consider the results of the most recent Say on Pay Vote. The Committee will review and make recommendations to the Board regarding the adoption or amendment of incentive-based compensation recovery, or "clawback" policies, and will implement, administer, and, as necessary, interpret and enforcement of any clawback policy as it deems appropriate.
4. Subject to the provisions of the Company's compensation and benefit plans, the Committee shall have the authority under such plans with respect to issuance of the Company's common stock, and the authority to grant stock rights and other equity-based compensation awards to all employees, including the Executive Officers and the CEO. The Committee shall make such determinations under Section 162(m) of the IRC as may be required with respect to any performance-based remuneration provided for under the Company's compensation and benefit plans.
5. The Committee shall have authority to approve annual contributions to the Company's Profit Sharing/401(k) Plan, including approval of discretionary profit sharing contributions of up to 5% of eligible compensation pursuant to such plan and applicable law.
6. The Committee shall review and discuss with management the Compensation Discussion and Analysis ("CD&A") and related disclosures required by applicable rules and regulations under the Exchange Act. Based on such review and discussion, the Committee shall determine whether to recommend to the Board of the Company that the CD&A be included in the Company's annual report and proxy statement for the annual meeting of stockholders. The Committee shall review and provide, over the names of the members

of the Committee, the Compensation and People Committee report for inclusion in the Company's annual report and proxy statement.

7. The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and the Committee shall annually review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
8. The Committee shall annually review with the Board succession planning with respect to the CEO and the Executive Officers. The Committee shall review and convene internally with respect to CEO and Executive Officer succession planning as frequently as the Committee deems appropriate. Succession planning shall include the review and discussion of recruiting, hiring, development and retention of such officers. With respect to separation due to resignation, retirement or termination of officers, the Committee shall review the terms and conditions of such separation, including timing and, if any, compensation, equity, consulting, transition, and other benefit arrangements. Upon completion of such review, the Committee shall refer to the full Board for its review and action as deemed appropriate.
9. The Committee shall annually review the Company's compensation policies and practices to determine whether they create risks that are reasonably likely to have a material adverse effect on the Company.
10. The Committee shall annually review and monitor compliance with Executive Officer Stock Ownership Guidelines.
11. The Committee may from time-to-time consult with management to identify opportunities for review of key people strategies, programs and initiatives and the Company's culture and the overall talent of people, both pivotal to business strategy success.
12. The Committee shall annually review and assess the adequacy of this Charter and recommend changes thereto, if any, to the Board for approval.
13. The Committee shall annually review its own performance and assess the effectiveness of the Committee and report the results to the Board.
14. The Committee shall annually review its assessment of any potential conflicts of interest raised by the work of any compensation consultants.
15. The Committee may conduct or authorize corporate investigations into employee conduct or studies of matters within the Committee's scope of responsibilities.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities from time to time delegated to it by the Board.

VI. Delegation of Authority

The powers and responsibilities delegated to the Committee may be exercised in any manner compliant with Rule 16b-3 under the Exchange Act and that the Committee deems appropriate (including delegation of authority, other than with respect to Executive Officer compensation decisions, to subcommittees) and without any requirement for Board approval except as otherwise specified in this Charter or the Board's delegation. Any decision by the Committee, including any decision to exercise or refrain from exercising any of its delegated powers, is at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee may exercise all the powers and authority of the Board and, to the fullest extent permitted by law, has the authority to determine which matters are within the scope of its delegated authority.

The Committee may delegate the approval of equity grants and other transactions and responsibilities regarding the administration of compensatory programs to a subcommittee consisting solely of members of the Committee who are “non-employee directors” for the purposes of Rule 16b-3 under the Exchange Act; provided, however, that no such subcommittee shall consist of fewer than two members.

In addition, the Committee may delegate to one or more officers of the Company the authority to grant awards of stock rights or equity-based compensation awards to any non-Section 16 officer of the Company under the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans and applicable law.

Adopted by the Board June 15, 2026.