

WD-40 COMPANY

(the "Company")

AUDIT COMMITTEE CHARTER

PURPOSE, ROLE & AUTHORITY

The purpose of the Audit Committee (the "Committee") is to assist the Company's Board of Directors (the "Board") in fulfilling its oversight of: (1) the integrity of the Company's financial statements and disclosures, (2) the integrity of the Company's audits and effectiveness of internal controls over financial reporting processes, (3) the qualifications and independence of the Company's external auditor (the "Independent Auditor"), (4) the performance of the Company's Independent Auditor and the internal audit personnel (the "Internal Auditor"), and (5) the Company's compliance with certain legal and regulatory requirements associated with its registration as a publicly-traded company in the United States with global operations.

With respect to the Committee's role, the Board recognizes that while the Committee has been given certain duties and responsibilities pursuant to this Charter, the Committee is not responsible for guaranteeing the accuracy of the Company's financial statements or the quality of the Company's accounting and financial reporting processes. Management is responsible for preparing financial statements which accurately and fairly present the Company's financial results and condition, and the Independent Auditor is responsible for planning and conducting audits to determine that the Company's financial statements accurately and fairly present the Company's financial results and condition. The Committee is not required to certify the independence of the Independent Auditor or assure full compliance with laws and regulations by the Company with respect to its financial reporting obligations.

With respect to the Committee's authority, it shall have unrestricted ability to meet with and seek any information it requires from any employee, officer, director, Financial Reporting Disclosure Committee member, Independent Auditor partner or staff member, internal audit staff member or external party. The Committee has the authority to conduct investigations into any matter within its scope of responsibility and obtain advice and assistance from outside legal, accounting, or other advisors, as necessary to perform its duties and responsibilities.

Further, the Company shall provide appropriate funding to the Committee, as determined by the Committee, for payment of (1) compensation to the Independent Auditor for services approved by the Committee, (2) compensation to any outside advisers retained by the Committee, and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

MEMBERSHIP COMPOSITION & QUALIFICATION

The Committee shall be comprised of three or more directors, each of whom will be independent as required by Section 10A(m) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), any rules and regulations promulgated thereunder by the Securities and Exchange Commission (the "SEC"), and the NASDAQ Stock Market LLC rules ("NASDAQ Rules"). Except in any such member's capacity as a member of the Committee, the Board, or any other Board committee, no member shall accept any consulting, advisory, or other compensatory fee from the Company, or be an affiliated person of the Company or any subsidiary thereof.

All members of the Committee shall be “financially literate” or be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. At least one member of the Committee shall be an “audit committee financial expert” as defined in Item 407(d)(5) of Regulation S-K promulgated by the SEC and satisfying the requirements of NASDAQ Rule 5605(c)(2)(A). Appointments to the Committee, determination that members are financially literate, designation of the Chair of the Committee, and identification of at least one Committee member as an “audit committee financial expert” shall be made on an annual basis by the full Board upon recommendation of the Corporate Governance Committee. Each Committee member shall be subject to annual reconfirmation and may be removed by the Board at any time.

OPERATIONS AND MEETINGS

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 Chair or any one or more members of the Committee, as designated by the Committee, may act on behalf of the Committee. In fulfilling its responsibilities, the Committee is entitled to delegate any of its responsibilities to a subcommittee of the Committee. The Corporate Secretary 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 Committee will review the Charter annually for adequacy and appropriateness, and it will recommend any changes to the Board for approval. Annually, the Committee will conduct a self evaluation of the Committee’s performance and effectiveness, including a review of adherence to this Charter.

The Committee will report its activities and major events regularly to the Board, along with any recommendations to the Board and management concerning those matters. Annually, the Committee will review and approve the audit committee report to be included in the Company’s proxy statement pursuant to SEC proxy rules.

The Committee will meet quarterly and will hold additional meetings as it determines necessary to carry out its responsibilities and duties. At the final meeting of each fiscal year, the timing of proposed meetings and a detailed annual agenda of Committee activities will be reviewed by the Committee. As deemed necessary, the Committee shall request participation and presentations at meetings by members of management, Independent Auditor, Internal Auditor, legal counsel and other third parties deemed necessary to carry out the Committee’s responsibilities.

Committee meetings shall include an executive session with management absent from the discussion, as necessary. As deemed appropriate, additional private sessions may be held separately with representatives of the Independent Auditor, Internal Auditor, and/or management. In addition, the Committee will meet at any time that the Independent Auditor desires to communicate with the Committee.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

Integrity of Financial Statements & Disclosures:

1. At a Committee meeting, review and discuss the quarterly financial statements or audited annual financial statements, including Management's Discussion and Analysis of Financial Condition and Results of Operations, with management and the Independent Auditor.
2. Review significant accounting principles, policies and practices followed by the Company in accounting for and reporting its financial condition and results of operations in accordance with GAAP and the effect of changes of accounting standards, if any, that may materially affect the Company's financial reporting practices.
3. Review management's basis for selection, application and effects of critical accounting policies and practices and significant judgments in preparing the financial statements. The scope of this review shall include management's analysis of any significant accounting issues or unusual items, as well as any significant changes in accounting policies, estimates or judgments that may affect the financial results.
4. Review and discuss with the Independent Auditor the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") regarding communications with audit committees.
5. Recommend to the Board whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K.

Integrity of Audits, Reviews & Reporting Controls:

6. Review the effectiveness of the Independent Auditor's work, including approval of the scope of, and fees charged in connection with, the annual audit, quarterly reviews and any non-audit services being provided.
7. In connection with the filing of the Company's periodic reports with the SEC, review the internal control report prepared by management, including management's assessment and conclusions of the effectiveness of the Company's internal control over financial reporting (the "ICOFR"), noting any significant deficiencies in, or material non-compliance with, ICOFR.
8. Review the Independent Auditor's attestation and report on the assessment made by management.
9. Review with the Independent Auditor, the following: (a) all critical accounting policies and practices to be used; (b) any significant change in the selection or application of accounting principles; (c) alternative treatments of financial information within GAAP related to material items 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 (d) other material written communications between the Independent Auditor and management, such as any schedule of unadjusted differences and identified misstatements.

Direct Management of Independent Auditor:

10. The Independent Auditor shall report directly to the Committee. The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of, and

termination of the Independent Auditor. The Committee shall also be responsible for the resolution of disagreements between the Independent Auditor and management regarding accounting and financial reporting. The Committee shall review and evaluate the lead audit partner of the Independent Auditor and assure the rotation of the lead audit partner at least every five years as required by law, and regular rotation of the concurring partner and other audit partners engaged in the annual audit as required by law or otherwise. The Committee shall review the audit plans of the Independent Auditor annually.

11. Pre-approve all audit services and permissible non-audit services by the Independent Auditor, as set forth in Section 10A of the Exchange Act and the rules and regulations promulgated thereunder by the SEC. The Committee may establish pre-approval policies and procedures, as permitted by the SEC, for the engagement of Independent Auditor to render services to the Company, including but not limited to policies that would allow the delegation of pre-approval authority to one or more members of the Committee, provided that any pre-approvals delegated are reported to the Committee at its next scheduled meeting.
12. Annually, obtain and review a formal written statement from the Independent Auditor delineating all relationships between the Independent Auditor and the Company as required by applicable rules of the PCAOB; actively discuss with the Independent Auditor all relationships and services with the Company disclosed which may affect the Independent Auditor's objectivity and independence; and take, or recommend that the Board take, appropriate action to oversee the independence of the Independent Auditor.
13. Review and approve the hiring policies of the Company for the hiring of employees or former employees of the Independent Auditor.
14. Following completion of the annual audit, review separately with the Independent Auditor and management any significant problems or difficulties encountered during the course of the audit. The review should include discussion of the responsibilities, budget and staffing of the internal audit function.

Internal Audit Oversight:

15. Review and approve the charter for the Company's internal audit function and annual internal audit plan, including review and approval of the budget and organizational structure for the internal audit function.
16. Review reports from the Internal Auditor; address findings of the Internal Auditor with management; and, annually assess the effectiveness of the internal audit function, including compliance with applicable internal audit standards.
17. Review and concur on the appointment, replacement, reassignment or dismissal of the Internal Auditor, who shall have direct access to the Committee.

Ethics & Compliance Oversight:

18. Establish procedures for:
 - a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and,

- b) the confidential (and anonymous, to the extent permitted by law) submissions by employees of concerns regarding questionable accounting or auditing matters. When appropriate, a summary of any confidential complaints received by the Company (including the Global Ethics and Compliance Committee) regarding accounting, internal accounting controls, or auditing matters and the status of any accompanying investigations shall be reported in a confidential manner to the Audit Committee.
- 19. Review and approve all related-party transactions required to be disclosed according to SEC Regulation S-K, Item 404, and discuss with management the business rationale for the transactions and whether appropriate disclosures have been made.
 - 20. Review annually the Company's Code of Conduct, which includes related ethics and compliance policies.

Other Responsibilities:

- 21. For each of the 3 fiscal quarters, and at fiscal year end, at a Committee meeting, review with management the formal earnings guidance that the Company may plan to offer.
- 22. Review the Company's risk assessment and risk management programs with respect to financial reporting and internal controls.
- 23. Provide oversight of risks from cybersecurity threats by receiving periodic updates from the Company's management regarding processes, policies, procedures and significant developments associated with such risks.
- 24. For insurable business risks, review appropriateness of the Company's insurance programs.
- 25. Perform such other responsibilities and duties, consistent with this Charter, the Company's Bylaws, the NASDAQ Rules, the SEC laws and regulations and such other laws and requirements applicable to the Company as the Committee or the Board deems necessary or appropriate.

Amended by the Board October 6, 2023