

**WD-40 Company**  
**Corporate Governance Committee Charter**

**A. Guiding Principles for the Corporate Governance Committee**

The purpose of the Corporate Governance Committee (the “Committee”) is to help ensure that the board governance system performs well, with specific responsibility for making recommendations to the Board of Directors (the “Board”) on board organization and procedures, performance evaluation of the Board and individual directors, and nomination of directors. The Committee will undertake the following governance responsibilities:

- Continuously align board skill sets with company strategic direction
- Interview and recommend directors to fill board vacancies
- Manage annual board and committee evaluations and any necessary subsequent remedial action
- Design and oversee a director orientation program
- Annually review and revise (as needed) the Corporate Governance Guidelines
- Annually consider emergency leadership succession plans
- Recommend the annual stockholder meeting agenda
- Review annual proxy statement corporate governance disclosures
- Periodically consider stockholder activism trends and corporate preparedness
- Periodically assess corporate governance-related regulatory developments and stockholder proposals
- Recommend the appropriate size of the Board
- Oversee trading guidelines for directors, Section 16-designated officers, and key employees

**B. Organization**

1. The Committee shall consist of at least three independent Board members. The chair of the Committee shall be nominated by the Committee and approved by the Board. 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.

2. The Committee will determine its own procedures and shall meet at the call of its chair. The Committee shall meet at least three times each fiscal year.
3. A majority of the membership will constitute a quorum for the transaction of business.

**C. Board Composition Responsibilities**

1. The Committee will review the qualifications of candidates for the Board. The Committee may review biographical data from candidates, request information from candidates, solicit recommendations from other directors or any other resources, and interview candidates.
2. With respect to the proposal of candidates to the Board for its approval, the Committee's objective will be to balance the composition of the Board to achieve a combination of qualified individuals of different and diverse backgrounds who satisfy at least one of the following criteria:
  - Strong current business background, preferably gained as CEO, COO, CFO or senior operating executive of a publicly traded consumer products marketing company or retail organization, or in similar roles in a non-profit or private company context.
  - Specific experience in matters relating to the company's business, products or markets; in particular, supply chain management, information technology, marketing, international operations, finance, legal affairs and governance, and executive compensation planning.
3. Annually consult each incumbent director whose term expires at the next annual meeting of stockholders to determine whether the director desires to seek re-election and whether the director meets the re-nomination criteria, which are as follows:
  - Satisfactory performance and anticipated continuing valuable contributions in the view of the Committee.

- Compliance with term limits and proposed retirement age provisions as set forth in the Corporate Governance Guidelines.
4. Annually review and recommend to the Board a slate of director candidates to be proposed for election by the stockholders at the annual meeting of stockholders.
  5. Review and recommend to the Board the appropriate size of the Board and any changes thereto.
  6. Establish a pool of qualified director candidates by soliciting Board members and other sources so that vacancies may be filled promptly as they occur. In recommending director candidates to the Board, it is anticipated that the Committee's review and selection process will be consistent with applicable legislation relating to director diversity and inclusion.

**D. Committee and Director Oversight Responsibilities**

1. Annually recommend individuals for appointment to each committee of the Board, recommend a chair for each such committee, and recommend a director to serve as chair of the Board, for approval by the Board.
2. Annually oversee and conduct, with the participation of the Board, a review of potential conflicts of interest and a review of each director's independence, for recommendation to the Board for its determination of each director's independence.
3. Annually oversee a self-evaluation of the performance of each standing committee of the Board.
4. Annually oversee a process for director self-evaluations, peer reviews and a board self-evaluation. As part of the process, the Committee provides feedback on, among other things, whether the Board has the right set of skills, diversity, experience and expertise.
5. Identify the Audit Committee financial expert(s).

6. Make recommendations to the Board regarding the establishment, elimination, size, and composition of standing committees of the Board.
7. Make recommendations to the Board concerning public company governance matters based on governance trends and best practices.

**E. Director Education, Productivity and Compensation Responsibilities**

1. The Committee will endeavor to ensure that directors receive adequate, appropriate and timely information about the company and its operations.
2. The Committee will, from time to time, recommend director compensation and benefits policies and practices to the full board.
3. The Committee will recommend corporate governance related continuing education for directors.

**F. Stockholder Proposal Responsibilities**

The Committee will review any proposals from stockholders for presentation at the annual meeting of stockholders and will recommend to the Board responses to such proposals.

Adopted by the Board June 17, 2024