

## **WD-40 Company Compensation Committee Charter**

The Compensation Committee is a Committee of the Board of Directors of The WD-40 Company. The Board adopted its Charter on April 6, 2004.

### **I. Purpose**

The purpose of the Committee is to assist the Board in discharging its duties relating to compensation and benefits of the Company's Chief Executive Officer (CEO), and Executive Officers (Section 16 Officers). The Committee is responsible for establishing the overall compensation strategy for the Company, with supportive involvement from management and consultants. In carrying out these responsibilities, the Committee shall review all components of CEO and Executive Officer compensation for consistency with the Company's compensation philosophy, business strategy, competitive practices and the requirements of applicable regulatory authorities.

In addition, the Committee serves as the Stock Option Committee under the Company's current stock option plan, with responsibility for administration of the plan.

### **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 of the Board or until his or her successor shall be duly appointed. If the Board does not designate a Chairperson of the Committee, the members of the Committee may designate a Chairperson by majority vote of the Committee membership.

The Board, upon such recommendations, also may appoint one or more additional members if the Board as alternate members of the Committee to replace any absent member at any Committee meeting. All Committee members and alternate members serve at the pleasure of the Board and the Board may remove any member or alternate 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, (b) an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and (c) an "independent director" as determined by the Board in accordance with the rules of Nasdaq.

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate, to perform its duties hereunder and to determine the terms, costs and fees for such engagements. Without limitation, the

Committee shall have the sole authority to retain or terminate any consulting firm used to evaluate CEO or Executive Officers compensation, and to determine and approve the terms of engagement, and the fees and costs for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist in performing any duties hereunder shall be borne by the Company.

### III. 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 Chairperson as appropriate to accomplish the purposes of the Committee, but it is expected that the Committee meet at least twice each year.

The Chairperson of the Committee shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chairperson shall preside at the meetings of the Committee. In the absence of the Chairperson, 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 shall make regular reports to the Board.

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 Vice President Human Resources of the Company shall be the management liaison to the Committee, make logistical and other arrangements for each meeting, and arrange with the Committee Chairperson, other convening authority or Corporate Secretary for preparation and distribution of Committee agenda and supporting material for each meeting. The Corporate Secretary and management liaison will prepare a preliminary agenda. The Chairperson will make the final decision regarding the agenda. The Committee members, as far in advance of the meeting day as practicable, shall receive the agenda and all materials to be reviewed at the meetings.

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, representatives of the independent auditor, the internal auditor, any other accounting or professional personnel employed or retained by the Company 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. The Chairperson of the Committee shall report on the Committee's activities to the Board at appropriate times and as otherwise requested by the Chairman of the Board.

#### IV. Authority and Responsibility

The Committee shall review, recommend and approve for recommendation to the Board of Directors employment agreements, salaries, incentive plans, severance agreements, change in control agreements, stock options and employee benefit plans for the CEO and the Executive Officers.

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, and (iii) recommend to the independent members of the Board of Directors the compensation levels of the CEO based on the Committee's evaluation. In making its recommendation, 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.

The Committee shall, with the assistance of the CEO, annually (i) review and approve for recommendation to the Board of Directors corporate goals and objectives relevant to the compensation of the Executive Officers, (ii) evaluate the performance of the Executive Officers in light of those goals and objectives, (iii) determine the appropriate compensation levels of the Executive Officers based on such evaluation, and (iv) report to the Board of Directors 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 thereto.

The Committee shall review and make recommendations to the Board of Directors with respect to amendments to the provisions of the Company's incentive stock option plan and other compensation and benefit plans.

Subject to the provisions of the Company's compensation and benefit plans, the Committee shall have the authority to recommend to the Board of Directors the issuance of the Company's common stock, options and other awards.

The Committee shall issue an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.

The Committee shall annually review with the Board of Directors succession planning with respect to the CEO and the Executive Officers.

The Committee may appoint and delegate authority to subcommittees, as it deems appropriate.

The Committee shall review and assess the adequacy of this Charter and the composition of the Committee annually and recommend any proposed changes to the Board of Directors for approval. The Committee also shall annually review its own performance and assess the effectiveness of the Committee.

Nothing in this Charter shall be deemed to amend the provisions of the Bylaws with respect to this Committee or other committees of the Board of Directors absent a separate resolution of the Board.

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 of Directors.

The powers and responsibilities delegated to the Committee may be exercised in any manner the Committee deems appropriate (including delegation 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 of Directors and, to the fullest extent permitted by law, has the authority to determine which matters are within the scope of its delegated authority.

#### V. Communication from Shareholders, Employees and Others

Shareholders, employees and other interested persons who wish to communicate with the Committee may do so by writing to the Committee care of the Corporate Secretary who shall relay the letters unopened to the Chairperson of the Committee.

#### VI. Charter Availability

This Charter shall be posted on the Corporation's investor website and printed copies shall be furnished to any shareholder upon request.