

**Charter of the
Governance Committee
of the Board of Directors
of WD-40 Company**

Adopted March 31, 2005

Guiding Principles for Governance Committee

The purpose of the committee is to help ensure that the board governance system performs well, with specific responsibility for making recommendations to the board on board organization and procedures, performance evaluation of the board and individual directors, and nomination of directors.

- Continuously align board skill sets with company strategic direction
- Interview and recommend directors to fill board vacancies
- Manage annual board evaluation and subsequent remedial action
- Manage individual director evaluation process
- Affirmatively determine “independence” for each director
- Investigate potential director conflicts of interest
- Design a director orientation program
- Recommend committee assignments
- Annually review and revise (as needed) the board guidelines
- Recommend director compensation levels

Organization

1. The Committee shall consist of three or four independent Board members. The chairperson of the Committee shall be nominated by the Committee and approved by the Board.
2. The Committee will determine its own procedures and shall meet at the call of its chairperson. The Committee shall meet at least twice each fiscal year.
3. Two-thirds of the membership will constitute a quorum for the transaction of business.

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 resource, and interview candidates.
2. Propose candidates to the Board for its approval. The objective of the Committee is to endeavor to balance the composition of the Board to achieve a combination of men and women of different backgrounds who satisfy at least one of the following criteria:
 - Is currently or has recently been a Chief Executive Officer, President, or Chief Operating Officer of a publicly-traded company.
 - Has substantial background in matters relating to the company’s products or markets; in particular, supply chain management, information technology or marketing.
 - Has substantial international business experience
 - Has substantial financial background
 - Is serving as a director of one or more publicly traded companies.

3. Annually consult each incumbent director whose term expires at the next annual meeting of shareholders to determine whether the director desires to seek reelection 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.
 - A director will not have reached the age of 72 years by the date of the annual shareholders meeting.
 - In order to retain freshness in the process and to give new management the unfettered ability to provide new leadership, a retiring CEO shall not continue to serve on the board.
4. Annually recommend to the Board a slate of director candidates to be proposed for election by the shareholders at the annual meeting of shareholders.
5. Establish a pool of qualified director candidates by soliciting Board members and other sources so that vacancies may be filled promptly as they occur.

Committee and Director Oversight Responsibilities

1. Annually recommend individuals for appointment to each committee of the Board and recommend a chairperson for each such committee for approval by the Board.
2. Annually organize and conduct, with the participation of the Board, a determination of each director's independence,
3. Annually organize a self-evaluation of the performance of each standing committee of the Board. Each standing committee's self-evaluation shall include an examination of its charter to determine whether changes are needed; any such changes will be submitted for the Board's approval.
4. Identify the Audit Committee financial expert(s).

Director 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 practices to the full board.

The Committee will recommend corporate governance related continuing education for directors.

Stockholder Proposal Responsibilities

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

By /s/ Maria Mitchell Corporate Secretary