



DOCUMENT: Conflict of Interest Policy	DOCUMENT OWNER: Global Legal and Compliance Team
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CONFLICT OF INTEREST POLICY

Introduction and Overview

This WD-40 Company Conflict of Interest (“COI”) Policy (“Policy”) provides guidance and disclosure procedures relating to conflicts of interest. It applies to all employees, officers, directors, agents, marketing distributors, and other closely-related third parties of WD-40 Company and its subsidiaries worldwide (collectively, the “Company”).

Purpose

The two purposes of this Policy are:

- To clearly articulate what the Company considers to be a COI, and to provide procedures for COI disclosure; and
- To protect both the Company and its employees, officers, directors, agents, marketing distributors, and other closely-related third parties by ensuring that all COIs are disclosed and appropriately managed in a transparent way.

COIs Explained

A COI exists when our personal or financial interests could potentially, or do in fact, interfere with our ability to make appropriate, unbiased business decisions in our roles for the Company. Situations where COI or the appearance of a COI could arise are when an employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively or when an employee, or a member of his or her family, receives improper personal benefits because of his or her position in the Company. This Policy not only covers potential and actual conflicts, but also situations that could create the appearance of such a conflict.

Personal Interests. Personal interests are generally relationship-based and include both family members and friends (both romantic and/or platonic).

Financial Interests: Financial interests include, among other things, personal investments in other companies, outside activities or other employment, and business opportunities.

COIs can be personal or financial, or both.

Examples of COIs

1. Family Member Works for a Supplier: A Company employee's family member gets a job working for a direct supplier to WD-40 Company. This presents a personal COI that needs to be disclosed. Please note that this situation needs to be disclosed, regardless of the rest of the facts. It may be that the employee works in Accounting, and the family member works in Information Technology, in which case there is not an actual conflict and no further remediation is required. Or it may be that the employee works in Supply Chain and the family member works in Sales, in which case the Company will need to implement appropriate remedial measures to ensure the family relationship does not interfere with the employee's job responsibilities regarding that supplier. Either way, disclosure is the key to appropriate management of the COI.

2. Outside Investments. A Company director has a family member who holds an investment in a company that is one of the Company's largest customers. This presents a financial COI that needs to be disclosed. Please note that this needs to be disclosed, regardless of the size of the investment. It may be that the investment is considered immaterial and requires no further remediation, or it may be considered significant and require additional mitigation measures. Again, disclosure is the first step in appropriate COI management. Also, as a publicly-traded company we are subject to additional regulatory scrutiny regarding COIs and related party transactions of our directors and officers, which further emphasizes the need for disclosure.

3. Outside Employment: A Company employee gets a job offer to work evenings and weekends for another company. This constitutes a personal and financial COI that must be disclosed. Please note that this needs to be disclosed regardless of whether the other company is a supplier, customer, competitor, or is completely unrelated. Although local requirements may vary, the Company generally allows employees to pursue outside interests (including employment) so long as they are not with a competitor, supplier or vendor, or a customer, and the outside interest is not performed during working hours, does not use Company resources, and will not interfere with the employee's company responsibilities. Please review local guidelines issued by HR in your applicable region regarding outside employment activities. Again, disclosure is the key, so that the Company can evaluate the situation appropriately.

These 3 examples are by no means an exhaustive list of COIs. There are numerous situations involving personal or financial interests that could lead to a potential or actual COI, or create the appearance of one. The Company expects everyone covered by this Policy to err on the side of caution: when in doubt, please disclose. Only by bringing it to the Company's attention can a COI be appropriately managed. Remember, this is not only for the Company's protection, but also for all of its employees, officers, directors, agents, marketing distributors, and other closely-related third parties.

Disclosure, Annual Training, and Acknowledgment

The Company cannot ensure that a COI is being appropriately handled without first knowing about it. Thus, COI disclosure is the first and most important step.

This COI Policy is part of the Company's Code of Conduct, on which all employees are trained annually. In addition to the annual Code of Conduct training, all employees are required to annually review and acknowledge the Company's COI Policy specifically, and to disclose any COIs in accordance with this policy.

It is the responsibility of every person covered by this Policy to immediately disclose any new COIs, either by reporting it to your coach, a member of the Global Ethics and Compliance Committee, or the Global Legal and Compliance Team.

Reporting and Questions

Everyone covered by this Policy has an affirmative obligation to report any apparent or suspected violations or circumventions of this Policy, by

- Raising the issue with your coach, another leader, a Regional Compliance Officer, or directly to a member of the Global Ethics and Compliance Committee. Details can be found in our **Code of Conduct** (see “Reporting Concerns,” p. 21) and **Reporting and Whistleblower Policy** (see Section 5 “Reporting Conduct: How do You Make a Report?”); or
- If you are not comfortable reporting through those other avenues, you may contact the Company’s independent, anonymous, and secure whistleblower service provider, Convercent, at [this link](#). Employees can report using the online form, or over the phone using the phone number for their specific location. The hotline is available 24/7 in multiple languages for our employees and business partners around the world.

The Company will ensure that appropriate confidentiality measures are taken and will not retaliate against any individual for reporting violations in good faith.

We welcome any comments or questions that you may have regarding the substance and implementation of this Policy. Please direct such communications to **[Internal Use Only]**.

Associated Policies:

- *Gift Policy*
- *Anti-Corruption Compliance Policy*