



DOCUMENT: Anti-Corruption Compliance Policy	DOCUMENT MANAGED BY: Global Ethics and Compliance Committee
FIRST APPROVED: April 27, 2015 REVISED: January 15, 2016; April 10, 2024	APPROVED: By Global Ethics and Compliance Committee on April 17, 2024

Anti-Corruption Compliance Policy

I. Introduction/Overview

WD-40 Company and its subsidiaries and branches (collectively, the “Company”) are committed to conducting every business transaction with integrity and in compliance with our Code of Conduct and related policies, as well as all applicable laws and regulations. This includes U.S. Foreign Corrupt Practices Act of 1977, U.K. Bribery Act of 2010 and other anti-corruption laws and regulations of countries in which we do business. In particular, the Company conducts business in nearly all of the 46 countries that are signatories to the Organisation for Economic Co-operation and Development (OECD)’s Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, a binding treaty that requires signatory countries to:

- criminalize bribery of foreign public officials by companies or individuals;
- impose appropriate criminal and civil penalties against individuals and companies that engage in corruption;
- require accurate books and records and appropriate accounting controls to discourage corruption-related expenditures; and
- provide mutual legal assistance (including extradition) to other countries in investigating international anti-corruption matters.

Additionally, most other non-OECD countries where the Company has offices or conducts business, such as China and Malaysia, have their own anti-corruption laws with similar requirements.

This Anti-Corruption Compliance Policy (“Policy”) is not intended to prohibit the regular conduct of business, including expenditures for reasonable gifts and hospitality that comply with the Company’s Gift, Hospitality and Charitable Donations Policy (available [here](#)), and transparent promotional programs established for the legitimate purpose of developing and increasing the Company’s business.

WD-40 Company requires compliance with the highest ethical standards and all applicable anti-corruption laws. WD-40 Company values integrity and transparency and has zero tolerance for corrupt activities of any kind, whether committed by Company employees or by third parties acting for and on behalf of the Company. Unauthorized payments, or acts that create the appearance of promising, offering, giving or authorizing payments prohibited by this Policy, will not be tolerated.

This Policy establishes the default standards for all employees, but local Company offices may have additional restrictions in order to comply with local laws. It is every employee’s responsibility to check with the Company’s local office manager or Regional Compliance Officer with questions or to seek clarification. Please note that local laws may be more restrictive and if there is a conflict, the more restrictive requirement governs.

II. Anti-Bribery Requirements

This Policy broadly prohibits the Company’s employees, consultants, agents, or representatives from providing any payment of money or “anything of value” to any individual, including government officials as well as employees of another business, for the purpose of obtaining or retaining business or any business advantage. With respect to government officials, this includes corruptly offering, paying or offering to pay



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money or "anything of value" to a government official for the purposes of:

- influencing any act or decision of such government official in his/her official capacity, or
- inducing such government official to do or omit to do any act in violation of his/her official duty, or
- inducing such official to use his/her influence with a foreign government or instrumentality thereof to affect or influence a governmental act or decision, or
- securing an improper advantage

in order to obtain or retain business for the Company.

With respect to non-governmental persons, WD-40 Company also prohibits similar conduct in the ordinary course of its business dealings with vendors, customers and other business partners.

Anti-corruption laws do not always differentiate between the conduct of Company employees and the conduct of a third party acting for and on behalf of the Company. Therefore, it is the Company's obligation to "know its partners" and to ensure that any third parties with and through whom the Company conducts business acknowledge and agree to comply with principles of this Policy.

All employees and/or third parties representing the Company are responsible for upholding the "knowledge" standard, which is broad and encompasses more than actual knowledge that such corrupt practices will occur. Ignoring or disregarding circumstances that could reasonably be considered sufficient warning that illegal conduct will occur will represent a failure to meet the knowledge standard.

III. Definitions

Corruption means the abuse of entrusted power for improper personal advantage.

Bribery is a form of corruption and is commonly described as involving the offer, promise, giving, request, receipt, acceptance, or transfer of anything of value, either directly or indirectly, to or by an individual, to induce, influence, or reward the performance of a function or an activity with improper intent, and includes both commercial and public office (i.e., government) situations.

Facilitation payments are payments made to secure or accelerate routine government procedures, such as payments to:

- obtain licenses, permits, or other documents to qualify to do business in a foreign country;
- process visas or secure customs clearance; or
- secure police protection.

Government Official means any representative or employee (or family member) of an international, national, regional, or local government instrumentality, whether legislative, judicial, executive, or administrative. It also includes any business or entity (profit or non-profit) that is wholly or partially owned or controlled by a government instrumentality. It also includes political parties and candidates for any government or political office.

Knowledge. An employee is considered to have "knowledge" if the employee (i) is aware that a corrupt payment is being made, (ii) is aware that a corrupt payment is likely to occur, or (iii) has reason to know



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that a corrupt payment is likely to occur. Refusal to know, deliberate ignorance, conscious disregard, and willful blindness are treated as "knowledge" for purposes of this Policy.

Money or "Anything of Value" includes, but is not limited to, cash or cash equivalents, gifts, services, employment offers, loans, travel expenses, entertainment, political contributions, charitable donations, subsidies, per diem payments, sponsorships, honoraria or provision of any other asset, even if nominal in value.

Payment refers to and includes any direct or indirect offers to pay, promises to pay, authorizations of or payments of anything of value.

IV. Facilitation Payments Prohibited: Company employees, consultants, agents, or representatives are prohibited from making any type of facilitation payment.

V. Gifts and Hospitality to Government Officials Prohibited: Except for de minimis promotional items and snacks and refreshments provided at Company-sponsored events which are generally open to the public or widely attended, Company employees, consultants, agents, or representatives are prohibited from providing any gifts or hospitality to any Government Official. Please note that there are more stringent legal requirements and penalties when dealing with Government Officials.

VI. Accurate Record Keeping and False Records Penalties

In addition to civil and criminal penalties for bribery itself, anti-corruption laws and regulations in the jurisdictions where we conduct business also have significant (and in many cases significantly higher) civil and criminal penalties for deliberately falsifying books and accounting records related to bribery payments, which constitute per se violations of these anti-corruption laws. As such, WD-40 Company's corporate policy requires that each one of our subsidiaries, branches, and overseas offices maintain books and records that accurately reflect all transactions of the Company as a whole. In addition, each WD-40 Company entity and each WD-40 Company office is responsible for the design and maintenance of an adequate system of internal accounting control. WD-40 Company corporate policy requires that each transaction entered into by a WD-40 Company entity have proper authorization and initial approval, then proper and complete accounting and reporting of the transaction. The handling of each transaction is subject to WD-40 Company's internal control verification and audit, with reporting of exceptions to management and the Chief Financial Officer.

VII. Reporting and Questions

Employees and representatives have an affirmative obligation to report any apparent or suspected violations or circumventions of this Policy. It is WD-40 Company's policy that employees will suffer no retaliation for reporting potential compliance concerns. The duty to report requires adherence to a "knowledge" standard as set forth above in Sections II and III.

Employees and third parties may report, 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; or



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- 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.

Please refer to our [Code of Conduct](#) for more information, including current Global Ethics and Compliance Committee Members and Regional Compliance Officers. Also please refer to our [Reporting and Whistleblower Policy](#) for further details about reporting.

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 the Compliance Officer at GlobalLegalCompliance@wd40.com.

VIII. Enforcement and Consequences of Violations

Violations of anti-corruption and anti-bribery laws may result in severe civil and criminal penalties for WD-40 Company, its employees, and third parties. Adherence to this policy will be considered in performance reviews and the failure to properly follow any policy directive may affect performance assessments, compensation, employment status, and/or eligibility for promotion or job assignment. Employees who are found to have violated such laws or this policy may face disciplinary action, up to and including termination of employment.