



Anti-Corruption Compliance Policy

I. Introduction/Overview

WD-40 Company will conduct every business transaction with integrity, regardless of differing local manners and traditions, and will comply with:

- The laws and regulations of the United States, particularly the Foreign Corrupt Practices Act (FCPA);
- The U.K. Bribery Act of 2010 and other anti-corruption laws and regulations of countries in which the company does business;
- The WD-40 Company Code of Conduct;
- Other WD-40 Company policies and procedures relating to ethical behavior.

II. Statement of Policy and Standards of Behavior

This policy broadly prohibits the 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. This policy is not intended to prohibit the regular conduct of business, including expenditures for gifts, meals and entertainment allowed by company policies and properly authorized, 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 anti-corruption laws applicable to it in the conduct of its business. WD-40 Company values integrity and transparency and has zero tolerance for corrupt activities of any kind, whether committed by WD-40 Company employees or by third parties acting for and on behalf of WD-40 Company. Unauthorized payments, or acts that create the appearance of promising, offering, giving or authorizing payments prohibited by this policy, will not be tolerated.

III. Definitions

The following definitions serve as a guide for some of the words or phrases that could possibly be left up to interpretation. The definitions contain further statements of policy to be followed by all WD-40 Company employees and applicable third parties.

Bribe. WD-40 Company employees shall not make, offer to make, or authorize any improper "payments" or provide "anything of value" to any individual, or at the request of any individual, for the purpose of influencing, inducing, or rewarding any act, omission or decision to secure an improper advantage, to obtain or to retain business. In essence, WD-40 Company prohibits "quid pro quo" payments whereby the payment is made with the expectation of receiving in return an improper benefit or advantage.

Commercial Bribery. Commercial bribery involves the payment of a bribe to an employee of another business, such as a customer or vendor. Commercial bribery is absolutely prohibited by this policy and such payments may represent criminal conduct under local law.

Facilitation Payment. Facilitation payments are payments made to secure or accelerate routine



government procedures. Such payments are prohibited by the U.K. Bribery Act and such payments are not permitted under any circumstances by this policy. The following are examples of facilitation payments:

- 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.

Gifts. A Gift is any item of monetary value presented to a WD-40 Company employee by a non-WD-40 Company employee or any item of monetary value presented to a non-WD-40 Company employee by a WD-40 Company employee. Entertainment (including, but not limited to, meals, beverages, recreation, lodging, transportation and event tickets) will be considered to be a gift for purposes of this policy, whether or not the entertainment is provided for business purposes.

Government. An agency, instrumentality, subdivision or other body of any national, state or local government, including hospitals or other health facilities which are owned or operated by a government, and including regulatory agencies or government-controlled businesses, corporations, companies or societies.

Government Official. The term "government official" includes an individual government official and that official's family members. Government officials include:

- any officer or employee (including any person nominated or appointed to be an officer or employee) of a government or department, agency, or instrumentality of a government (including a government-controlled enterprise);
- any person acting in an official capacity on behalf of a government or any department, agency, or instrumentality of a government;
- any officer or employee of a company or business owned in whole or part by a government;
- any officer or employee of a public international organization, such as the World Bank or the United Nations;
- any officer or employee of a political party or any person acting in an official capacity on behalf of a political party; and/or
- any candidate for 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 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". This term 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. This term refers to and includes any direct or indirect offers to pay, promises to pay, authorizations of or payments of anything of value.

Third Party. Anti-corruption laws do not always differentiate between the conduct of WD-40 Company employees and the conduct of a third party acting for and on behalf of WD-40 Company. Therefore, it is



WD-40 Company's obligation to "know its partners" and to ensure that any third parties with and through whom WD-40 Company conducts business acknowledge and agree to comply with principles of this policy.

IV. Scope

All employees and/or officials representing WD-40 Company or any of its subsidiaries 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.

Great care must be exercised in this area. All activities must uphold the principles set forth in WD-40 Company Values and meet the highest standards of behavior, including honesty and fairness in all aspects of our work.

V. Anti-Bribery Requirements

WD-40 Company prohibits its employees (including employees of subsidiaries), consultants, agents, or representatives from corruptly offering, paying or offering to pay money or "anything of value" to a government official for the purposes of:

- a. Influencing any act or decision of such government official in his/her official capacity, or
- b. Inducing such government official to do or omit to do any act in violation of his/her official duty, or
- c. 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
- d. Securing an improper advantage

in order to obtain or retain business for WD-40 Company.

WD-40 Company also prohibits similar conduct (commercial bribery) in the ordinary course of its business dealings with customers and other business enterprises.

VI. Due Diligence Requirements

To ensure that the requirements of this policy are met in relation to third parties, business managers will conduct due diligence on third parties in compliance with the requirements of this anti-corruption policy, including but not limited to pre-engagement due diligence, execution of anti-corruption contractual provisions appropriate for the particular business transaction, and due diligence and monitoring during the term of the applicable contract.

For specific details relating to the requirements for third party due diligence prior to execution of approved contracts, business managers must refer to the WD-40 Company Third Party Due Diligence Policy which includes a required Due Diligence Questionnaire and document retention requirements. Due diligence documentation shall be retained for not less than 7 years following engagement with the third party.

Requirements for due diligence pursuant to the Third Party Due Diligence Policy will be directed upon review and approval of vendor accounts and/or proposed contracts. All contracts with third parties must



be submitted for review and approval through the Company's regional contract management process established under the Company's Global Contract Administration Policy (Material Contracts Policy).

Following execution of an approved third party contract, business managers will follow requirements of the anti-corruption contractual provisions for annual certification of anti-corruption requirements. In addition, business managers must exercise care and attention to the existence of red flags for corrupt activities and all such red flags shall be reported to a Regional Compliance Officer or the General Counsel for appropriate follow up investigation and/or audit inquiry. For long term contractual relationships, due diligence will be conducted periodically as may be required to assure proper risk mitigation as determined by Regional Compliance Officers and the General Counsel.

VII. Gift Policy

WD-40 Company has a separate Gift Policy that is intended to guard against conflicts of interest, the appearance of a conflict of interest, and also to protect against violations of anti-corruption laws. The hallmarks of an appropriate gift policy include requirements of transparency, proper accounting, local law compliance, gifts having a legitimate purpose limited to product promotion, esteem and/or gratitude, and gifts being of an amount and nature that is neither significant nor lavish.

WD-40 Company's Gift Policy limits gifts to government officials strictly to appropriate gifts that are related to the promotion, demonstration, or explanation of the Company's products. Any gift to a government official must be approved by a Regional Compliance Officer or the General Counsel. This generally includes all meals and entertainment expenses that may be otherwise permitted by applicable travel, entertainment and expense reporting policies. Unapproved meal and entertainment invitations to government officials should be avoided except under extraordinary circumstances, such as may be necessary to avoid embarrassment or insult.

Other gifts intended for promotional purposes must comply with limitations on amounts as noted below and any promotional program that provides for gifts (without regard to value), including gift cards, promotional items or gifts in the form of travel or entertainment expense reimbursements, must be approved in advance by a Regional Compliance Officer or the General Counsel. No individual gift having a value in excess of U.S. \$100.00 may be given to any person without the approval of a Regional Compliance Officer or the General Counsel.

In order to guard against conflicts of interest and the appearance of conflicts of interest, whether involving government officials or others, WD-40 Company's Gift Policy also sets limits on the receipt and acceptance of gifts. Gifts from anyone having a business relationship to the Company having a value in excess of U.S. \$200 must be reported to a Regional Compliance Officer or the General Counsel. Gifts having a value in excess of U.S. \$500 may not be accepted except under specific circumstances permitted under the Gift Policy and approved by the General Counsel.

VIII. Record Keeping/Accounting Provision

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 WD-40 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. Basically, 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.

IX. Duty to Report

Each employee has a duty to prevent breaches of this policy by reporting any questionable situation to his or her supervisor, a Regional Compliance Officer or to the General Counsel or CEO. 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 Section IV, Scope.

WD-40 Company employees may also report issues related to, or potential violations of, this policy in accordance with the WD-40 Company Code of Conduct by e-mail addressed to [Redacted: for Internal Use Only]. If an issue relates to financial reporting or fraud, a report may be submitted through the Financial Reporting Hotline which is directed to senior management and the Chair of the Audit Committee of the Board of Directors. In addition, employees should feel free to contact the Chief Executive Officer or any other member of the Global Leadership Council.

Any questions concerning anti-corruption and anti-bribery laws or this policy should be addressed to a Regional Compliance Officer or the General Counsel.

X. Permissible Activity Provision

This policy does not prevent WD-40 Company employees from conducting legitimate business with private parties and the government, as long as it complies with WD-40 Company's policies and procedures. WD-40 Company under some circumstances, may interact with government officials in the context of the promotion of WD-40 Company's products and services, in the execution of a contract with a government entity, in cooperation on industry matters, and, in general, in the legitimate conduct of its business. Under limited circumstances, reasonable and bona fide expenditures, such as business meals, that are directly related to such activities are permissible provided they are lawful under written laws and regulations of the government official's country and are subject to prior review and approval under WD-40 Company's Gift Policy.

All of WD-40 Company's business that includes interactions with foreign agents and officials from governments and inter-governmental agencies must be conducted with the requirements and guidance of this policy clearly in mind.

XI. Responsibilities and Anti-Retaliation Policy

Protecting WD-40 Company's reputation is every employee's responsibility. Employees should therefore immediately report suspected violations of the law or this policy. Reports can be submitted to any supervisor or officer, a Regional Compliance Officer, the General Counsel or by e-mail addressed to [Redacted: for Internal Use Only]. Reports of financial reporting concerns or fraud may be submitted through the Company's Financial Reporting Hotline.

Employees who report violations of the law, this policy or any conduct considered to be in violation of the Company's Code of Conduct will not suffer any adverse Company action when doing so, and the matter will



be dealt with in the strictest possible confidence.

XI. 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.