UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended February 28, 2025

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 000-06936
Commission Company Name: WD 40 CO

WD-40 COMPANY

(Exact name of registrant as specified in its charter)

Delaware	**95-1797918**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
9715 Businesspark Avenue, San Diego, California	**92131**
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code: **(619) 275-1400**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of exchange on which registered
Common stock, par value $0.001 per share	WDFC	NASDAQ Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☑ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☑

The number of outstanding shares of the registrant's common stock, par value $0.001 per share, as of April 3, 2025 was 13,545,364.

WD-40 COMPANY
QUARTERLY REPORT ON FORM 10-Q
For the Quarter Ended February 28, 2025

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PART 1 — FINANCIAL INFORMATION

Item 1. Financial Statements

WD-40 COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited and in thousands, except share and per share amounts)

	February 28, 2025	August 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$ 52,995	$ 46,699
Trade and other accounts receivable, net	110,784	117,493
Inventories	80,512	79,088
Other current assets	28,146	12,161
Total current assets	272,437	255,441
Property and equipment, net	58,628	62,983
Goodwill	96,499	96,985
Other intangible assets, net	2,345	6,222
Right-of-use assets	12,139	11,611
Deferred tax assets, net	973	993
Other assets	15,241	14,804
Total assets	$ 458,262	$ 449,039
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 33,965	$ 35,960
Accrued liabilities	30,595	31,272
Accrued payroll and related expenses	17,070	26,055
Short-term borrowings	30,745	8,659
Income taxes payable	1,104	1,554
Total current liabilities	113,479	103,500
Long-term borrowings	84,406	85,977
Deferred tax liabilities, net	9,994	9,066
Long-term operating lease liabilities	6,852	5,904
Other long-term liabilities	1,389	14,066
Total liabilities	216,120	218,513
Commitments and Contingencies (Note 12)		
Stockholders' equity:		
Common stock — authorized 36,000,000 shares, $0.001 par value; 19,954,495 and 19,925,212 shares issued at February 28, 2025 and August 31, 2024, respectively; and 13,551,614 and 13,548,581 shares outstanding at February 28, 2025 and August 31, 2024, respectively	20	20
Additional paid-in capital	176,850	175,642
Retained earnings	523,969	499,931
Accumulated other comprehensive loss	(36,200)	(29,268)
Common stock held in treasury, at cost — 6,402,881 and 6,376,631 shares at February 28, 2025 and August 31, 2024, respectively	(422,497)	(415,799)
Total stockholders' equity	242,142	230,526
Total liabilities and stockholders' equity	$ 458,262	$ 449,039

See accompanying notes to condensed consolidated financial statements (unaudited).

WD-40 COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited and in thousands, except per share amounts)

	Three Months Ended February 28/29,		Six Months Ended February 28/29,	
	2025	2024	2025	2024
Net sales	$ 146,104	$ 139,105	$ 299,599	$ 279,521
Cost of products sold	66,388	66,164	135,796	131,027
Gross profit	79,716	72,941	163,803	148,494
Operating expenses:				
Selling, general and administrative	48,988	45,023	99,513	89,158
Advertising and sales promotion	7,404	6,725	15,797	13,708
Amortization of definite-lived intangible assets	44	252	91	503
Total operating expenses	56,436	52,000	115,401	103,369
Income from operations	23,280	20,941	48,402	45,125
Other income (expense):				
Interest income	106	66	254	140
Interest expense	(1,021)	(1,008)	(1,894)	(2,154)
Other income (expense), net	74	(193)	(67)	(233)
Income before income taxes	22,439	19,806	46,695	42,878
(Benefit) provision for income taxes	(7,412)	4,270	(2,081)	9,860
Net income	$ 29,851	$ 15,536	$ 48,776	$ 33,018
Earnings per common share:				
Basic	$ 2.20	$ 1.14	$ 3.59	$ 2.43
Diluted	$ 2.19	$ 1.14	$ 3.58	$ 2.42
Shares used in per share calculations:				
Basic	13,552	13,558	13,550	13,559
Diluted	13,572	13,583	13,572	13,583

See accompanying notes to condensed consolidated financial statements (unaudited).

WD-40 COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited and in thousands)

	Three Months Ended February 28/29,		Six Months Ended February 28/29,	
	2025	2024	2025	2024
Net income	$ 29,851	$ 15,536	$ 48,776	$ 33,018
Other comprehensive income (loss):				
Foreign currency translation adjustment	(747)	(433)	(6,932)	(43)
Total comprehensive income	$ 29,104	$ 15,103	$ 41,844	$ 32,975

See accompanying notes to condensed consolidated financial statements (unaudited).

WD-40 COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited and in thousands, except share and per share amounts)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock		Total Stockholders' Equity
	Shares	Amount				Shares	Amount	
Balance at August 31, 2024	19,925,212	$ 20	$ 175,642	$ 499,931	$ (29,268)	6,376,631	$ (415,799)	$ 230,526
Issuance of common stock under share-based compensation plan, net of shares withheld for taxes	15,158	-	(2,883)					(2,883)
Stock-based compensation			1,499					1,499
Cash dividends ($0.88 per share)				(11,958)				(11,958)
Repurchases of common stock						13,750	(3,627)	(3,627)
Foreign currency translation adjustment					(6,185)			(6,185)
Net income				18,925				18,925
Balance at November 30, 2024	19,940,370	$ 20	$ 174,258	$ 506,898	$ (35,453)	6,390,381	$ (419,426)	$ 226,297
Issuance of common stock under share-based compensation plan, net of shares withheld for taxes	14,125	-	-					-
Stock-based compensation			2,592					2,592
Cash dividends ($0.94 per share)				(12,780)				(12,780)
Repurchases of common stock						12,500	(3,071)	(3,071)
Foreign currency translation adjustment					(747)			(747)
Net income				29,851				29,851
Balance at February 28, 2025	19,954,495	$ 20	$ 176,850	$ 523,969	$ (36,200)	6,402,881	$ (422,497)	$ 242,142

See accompanying notes to condensed consolidated financial statements (unaudited).

WD-40 COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited and in thousands, except share and per share amounts)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock		Total Stockholders' Equity
	Shares	Amount				Shares	Amount	
Balance at August 31, 2023	19,905,815	$ 20	$ 171,546	$ 477,488	$ (31,206)	6,342,381	$ (407,670)	$ 210,178
Issuance of common stock under share-based compensation plan, net of shares withheld for taxes	5,680	-	(678)					(678)
Stock-based compensation			2,271					2,271
Cash dividends ($0.83 per share)				(11,297)				(11,297)
Repurchases of common stock						11,500	(2,414)	(2,414)
Foreign currency translation adjustment					390			390
Net income				17,482				17,482
Balance at November 30, 2023	19,911,495	$ 20	$ 173,139	$ 483,673	$ (30,816)	6,353,881	$ (410,084)	$ 215,932
Issuance of common stock under share-based compensation plan, net of shares withheld for taxes	8,554	-	(1,742)					(1,742)
Stock-based compensation			1,866					1,866
Cash dividends ($0.88 per share)				(11,976)				(11,976)
Repurchases of common stock						11,500	(2,905)	(2,905)
Foreign currency translation adjustment					(433)			(433)
Net income				15,536				15,536
Balance at February 29, 2024	19,920,049	$ 20	$ 173,263	$ 487,233	$ (31,249)	6,365,381	$ (412,989)	$ 216,278

See accompanying notes to condensed consolidated financial statements (unaudited).

WD-40 COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited and in thousands)

	Six Months Ended February 28/29,	
	2025	**2024**
Operating activities:		
Net income	$ 48,776	$ 33,018
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	4,062	4,683
Amortization of cloud computing implementation costs	835	313
Net gains on sales and disposals of property and equipment	(51)	(108)
Deferred income taxes	308	711
Tax benefit from release of uncertain tax position	(11,929)	—
Stock-based compensation	4,091	4,137
Unrealized foreign currency exchange (gains) losses	(658)	245
Provision for credit losses	978	122
Write-off of inventories	588	1,088
Changes in assets and liabilities:		
Trade and other accounts receivable	1,536	(7,071)
Inventories	(8,509)	7,267
Other assets	(9,071)	(2,256)
Operating lease assets and liabilities, net	26	(16)
Accounts payable and accrued liabilities	(38)	3,612
Accrued payroll and related expenses	(8,400)	(1,872)
Other long-term liabilities and income taxes payable	364	1,019
Net cash provided by operating activities	22,908	44,892
Investing activities:		
Purchases of property and equipment	(2,057)	(2,092)
Proceeds from sales of property and equipment	257	349
Net cash used in investing activities	(1,800)	(1,743)
Financing activities:		
Treasury stock purchases	(6,698)	(5,319)
Dividends paid	(24,738)	(23,273)
Repayments of long-term senior notes	(400)	(400)
Net proceeds (repayments) from revolving credit facility	22,086	(4,177)
Shares withheld to cover taxes upon conversions of equity awards	(2,883)	(2,420)
Net cash used in financing activities	(12,633)	(35,589)
Effect of exchange rate changes on cash and cash equivalents	(2,179)	(260)
Net increase in cash and cash equivalents	6,296	7,300
Cash and cash equivalents at beginning of period	46,699	48,143
Cash and cash equivalents at end of period	$ 52,995	$ 55,443
Supplemental disclosure of noncash investing activities:		
Accrued capital expenditures	$ 284	$ 125
Finance lease obligation settled with prepaid deposit	$ —	$ 3,855

See accompanying notes to condensed consolidated financial statements (unaudited).

WD-40 COMPANY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Note 1. The Company

WD-40 Company (the "Company"), incorporated in Delaware and based in San Diego, California, is a global marketing organization dedicated to creating positive lasting memories by developing and selling products that solve problems in workshops, factories and homes around the world. The Company owns a wide range of brands that include maintenance products and homecare and cleaning products: WD-40® Multi-Use Product, WD-40 Specialist®, 3-IN-ONE®, GT85®, X-14®, 2000 Flushes®, Carpet Fresh®, no vac®, Spot Shot®, 1001®, Lava® and Solvol®. Certain assets of the Company's homecare and cleaning product businesses are classified as held for sale as of February 28, 2025. Refer to Note 3 - Assets Held for Sale for additional information.

The Company's products are sold in various locations around the world. Maintenance products are sold worldwide in markets throughout North, Central and South America, Asia, Australia, Europe, India, the Middle East and Africa. Homecare and cleaning products are sold primarily in North America, the United Kingdom ("U.K.") and Australia. The Company's products are sold primarily through hardware stores, automotive parts outlets, industrial distributors and suppliers, mass retail and home center stores, value retailers, grocery stores, online retailers, warehouse club stores, farm supply, sport retailers, and independent bike dealers.

Note 2. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Consolidation

The unaudited condensed consolidated financial statements included herein have been prepared by the Company according to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") have been condensed or omitted pursuant to such rules and regulations. The August 31, 2024 year-end condensed consolidated balance sheet data was derived from audited financial statements but does not include all disclosures required by U.S. GAAP.

In the opinion of management, the unaudited financial information for the interim periods shown reflects all adjustments necessary for a fair statement thereof and such adjustments are of a normal recurring nature. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2024, which was filed with the SEC on October 21, 2024.

The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could materially differ from those estimates. Operating results for interim periods are not necessarily indicative of operating results for an entire fiscal year.

Global economies have experienced significant volatility in recent years. Although the Company's estimates consider current conditions, the inputs into certain of the Company's significant and critical accounting estimates include judgments and assumptions about the economic implications of factors that have been subject to such volatility and how management expects them to change in the future, as appropriate. It is possible that actual results experienced may materially differ from the Company's estimates in future periods, which could materially affect its results of operations and financial condition.

Foreign Currency Forward Contracts

In the normal course of business, the Company employs established policies and procedures to manage its exposure to fluctuations in foreign currency exchange rates. The Company utilizes foreign currency forward contracts to limit its exposure to net asset balances held in non-functional currencies, primarily at its U.K. subsidiary. The Company monitors its foreign currency exchange rate exposures to ensure the overall effectiveness of its foreign currency hedge positions.

While the Company engages in foreign currency hedging activity to reduce its risk, for accounting purposes, none of its foreign currency forward contracts are designated as hedges.

Foreign currency forward contracts are carried at fair value, with net realized and unrealized gains and losses recognized in other income (expense), net in the Company's condensed consolidated statements of operations. Cash flows from settlements of foreign currency forward contracts are included in operating activities in the condensed consolidated statements of cash flows. Foreign currency forward contracts in an asset position at the end of the reporting period are included in other current assets, while foreign currency forward contracts in a liability position at the end of the reporting period are included in accrued liabilities in the Company's condensed consolidated balance sheets. At February 28, 2025, the Company had a notional amount of $4.4 million outstanding in foreign currency forward contracts, which matured in March 2025. Unrealized net gains and losses related to foreign currency forward contracts were not significant at February 28, 2025 and August 31, 2024. Realized net gains and losses related to foreign currency forward contracts were not significant for the three and six months ended February 28, 2025 and February 29, 2024. Both unrealized and realized net gains and losses are recorded in other (expense) income, net in the Company's condensed consolidated statements of operations.

Functional Currencies

The reporting currency of the Company is the U.S. Dollar. The functional currency of each of the Company's subsidiaries is based on the currency of the economic environment in which it operates. Management periodically assesses the functional currency of each subsidiary in accordance with Accounting Standards Codification ("ASC") 830, "*Foreign Currency Matters*".

The functional currency of the Company's U.K. subsidiary, the entity in which the EIMEA results are generated, has been the Pound Sterling through August 31, 2024. However, trends within EIMEA have indicated a shift towards the Euro over time. During the first quarter of fiscal year 2025, management determined that changes in economic facts and circumstances, such as additional shifts in the currency mix of our operating income, represented a significant change that was other-than-temporary and required a change in functional currency from Pound Sterling to Euro at the Company's U.K. subsidiary. In accordance with ASC 830-10-45-7, a change in functional currency should be made on the date that significant changes in economic facts and circumstances occurred. Although such a change could occur on any date during the fiscal year, the use of a date at the beginning of the most recent reporting period is permissible. Accordingly, the change in functional currency from Pound Sterling to Euro at the Company's U.K. subsidiary was accounted for prospectively from September 1, 2024.

In the period of a functional currency change, nonmonetary assets and liabilities at the impacted subsidiary are remeasured into the new functional currency using the exchange rate on the date the asset or liability arose. These amounts are then translated into the Company's reporting currency, the U.S. Dollar, based on the exchange rate at the date of the change in functional currency. The difference between this amount and the prior translated balance was not material and was recorded in accumulated other comprehensive loss in the Company's consolidated balance sheet as of September 1, 2024. The balances previously recorded in accumulated comprehensive loss for prior periods through August 31, 2024 were not reversed upon this prospective change in functional currency. Monetary assets and liabilities not denominated in the new functional currency, the Euro, will create transaction gains and losses subsequent to the change in functional currency. The Company does not expect that the impact of such gains and losses will be material to the Company's consolidated statements of operations.

Fair Value of Financial Instruments

ASC 820, "*Fair Value Measurements and Disclosures*", defines fair value as the exchange price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company categorizes its financial assets and liabilities measured at fair value into a hierarchy that categorizes fair value measurements into the following three levels based on the types of inputs used in measuring their fair value:

Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities;
Level 2: Observable market-based inputs or observable inputs that are corroborated by market data; and
Level 3: Unobservable inputs reflecting the Company's own assumptions.

Under fair value accounting, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. As of February 28, 2025, the Company had no assets or liabilities that are measured at fair value in the financial statements on a recurring basis, with the exception of the foreign currency forward contracts, which are classified as Level 2 within the fair value hierarchy. The carrying values of cash equivalents and short-

term borrowings are recorded at cost, which approximates their fair values, primarily due to their short-term nature. In addition, the carrying value of borrowings held under the Company's revolving credit facility approximates fair value, based on Level 2 inputs, due to the variable nature of underlying interest rates, which generally reflect market conditions. The Company's fixed rate long-term borrowings consist of senior notes and are recorded at carrying value. The Company estimates that the fair value of its senior notes, based on Level 2 inputs, was approximately $61.1 million as of February 28, 2025, which was determined based on a discounted cash flow analysis using current market interest rates for instruments with similar terms, compared to their carrying value of $66.4 million. During the six months ended February 28, 2025, the Company did not record any significant nonrecurring fair value measurements for assets or liabilities in periods subsequent to their initial recognition.

Recently Issued Accounting Standards

In November 2023, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." These amendments primarily require enhanced disclosures about significant segment expenses regularly provided to the Chief Operating Decision Maker and included within each reported measure of segment profit or loss. The amendments are effective for the Company's annual periods beginning September 1, 2024, and interim periods beginning September 1, 2025, with early adoption permitted, and will be applied retrospectively to all prior periods presented in the financial statements. The Company has been evaluating this ASU to determine its impact on the Company's segment disclosures and will adopt this ASU on a retrospective basis in the Annual Report on Form 10-K for the fiscal year ending August 31, 2025.

In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures," which includes amendments that further enhance income tax disclosures, primarily through standardization and disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. The amendments are effective for the Company's annual periods beginning September 1, 2025, with early adoption permitted, and should be applied either prospectively or retrospectively. The Company is in the process of evaluating this ASU to determine its impact on the Company's disclosures.

In November 2024, the FASB issued ASU No. 2024-03, "Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses" which includes amendments that require disclosure in the notes to financial statements of specified information about certain costs and expenses. The amendments are effective for the Company's annual periods beginning September 1, 2027, with early adoption permitted, and should be applied either prospectively or retrospectively. The Company is in the process of evaluating this ASU to determine its impact on the Company's disclosures.

Note 3. Assets Held for Sale

Reclassification to Held for Sale of Certain Homecare and Cleaning Product Businesses

In the first quarter of fiscal year 2025, certain assets of the Company's homecare and cleaning product businesses in the Americas and EIMEA segments met the criteria to be classified as held for sale. Management has determined that the planned sale of these brands does not represent a strategic shift having a major effect on the Company's operations and financial results and therefore does not meet the criteria for classification as discontinued operations in the first quarter of fiscal year 2025.

Assets included as part of the disposal group classified as held for sale consisted of inventory, goodwill and other intangible assets, net. There are no liabilities in the disposal group.

The following table summarizes assets held for sale (in thousands):

	February 28, 2025
Inventory	4,598
Goodwill	1,120
Other intangible assets, net	3,799
Total assets held for sale[(1)]:	$ 9,517

(1) Total assets held for sale are included in other current assets on the Company's condensed consolidated balance sheets.

Note 4. Inventories

Inventories consisted of the following (in thousands):

	February 28, 2025	August 31, 2024
Product held at third-party contract manufacturers	$ 5,913	$ 8,199
Raw materials and components	10,835	10,037
Work-in-process	607	521
Finished goods	67,755	60,331
Inventory held for sale [1]	(4,598)	—
Total	$ 80,512	$ 79,088

(1) Inventory held for sale consists mostly of finished goods inventory and is included in other current assets on the Company's condensed consolidated balance sheets.

Note 5. Property and Equipment and Capitalized Cloud Computing Implementation Costs

Property and equipment, net, consisted of the following (in thousands):

	February 28, 2025	August 31, 2024
Machinery, equipment and vehicles	$ 52,808	$ 53,844
Buildings and improvements	27,752	28,433
Computer and office equipment	6,698	6,652
Internal-use software	9,388	9,799
Furniture and fixtures	3,055	3,165
Capital in progress	3,054	3,344
Land	4,180	4,260
Subtotal	106,935	109,497
Less: accumulated depreciation and amortization	(48,307)	(46,514)
Total	$ 58,628	$ 62,983

As of February 28, 2025 and August 31, 2024, the Company's condensed consolidated balance sheets included $14.6 million and $13.4 million, respectively, of capitalized cloud computing implementation costs recorded as other assets within the Company's condensed consolidated balance sheets. Accumulated amortization associated with these assets was $2.9 million and $2.1 million as of February 28, 2025 and August 31, 2024, respectively. Amortization expense associated with these assets was $0.4 million and $0.8 million for the three and six months ended February 28, 2025 and was not significant for the three and six months ended February 29, 2024.

Note 6. Goodwill and Other Intangible Assets

Goodwill

The following table summarizes the changes in the carrying amounts of goodwill by segment (in thousands):

	Americas	EIMEA	Asia-Pacific	Total
Balance as of August 31, 2024	$ 86,765	$ 9,011	$ 1,209	$ 96,985
Translation adjustments	87	547	-	634
Goodwill held for sale [1]	(1,035)	(85)	-	(1,120)
Balance as of February 28, 2025	$ 85,817	$ 9,473	$ 1,209	$ 96,499

(1) Goodwill held for sale is included in other current assets on the Company's condensed consolidated balance sheets.

During the second quarter of fiscal year 2025, the Company performed its annual goodwill impairment test. The annual goodwill impairment test was performed at the reporting unit level as of the Company's most recent goodwill impairment testing date, December 1, 2024. The Company performed a quantitative assessment to determine whether the fair value of any of its reporting units was lower than each reporting unit's carrying amount. The Company determined the fair value of its reporting units by following the income approach, which uses a discounted cash flow methodology. The discounted cash flow methodology bases the fair value of each reporting unit on the present value of its estimated future cash flows. The discounted cash flow methodology also requires that management make assumptions about certain key inputs in the estimated cash flows, including long-term sales forecasts or growth rates, terminal growth rates and discount rates, all of which are inherently uncertain. The forecast of future cash flows was primarily based on historical data and management's best estimates of sales growth rates and operating margins for each reporting unit for the next five fiscal years. The discount rate used was based on management's estimate of the current weighted-average cost of capital for each reporting unit. As these assumptions are largely unobservable, the estimated fair values fall within Level 3 of the fair value hierarchy. Based on its quantitative assessment, the Company determined that the estimated fair value of each of its reporting units significantly exceeded their respective carrying values. As a result, the Company concluded that no impairment of its goodwill existed as of December 1, 2024. In addition, the Company concluded that there were no indicators of impairment identified as a result of the Company's review of events and circumstances related to its goodwill subsequent to December 1, 2024 through February 28, 2025. To date, there have been no impairment losses identified and recorded related to the Company's goodwill.

Definite-lived Intangible Assets

The Company's definite-lived intangible assets include the trade names Spot Shot, Carpet Fresh, 1001, EZ REACH and GT85 trade names, as well as intangible assets related to customer relationships and a non-compete agreement acquired in connection with the Company's purchase of a Brazilian distributor during the fiscal year ended August 31, 2024. All of these assets are included in other intangible assets, net in the Company's condensed consolidated balance sheets.

In the first quarter of fiscal year 2025, certain assets of the Company's homecare and cleaning product businesses in the Americas and EIMEA segments was classified as held for sale. Definite-lived intangible assets included in homecare and cleaning include Spot Shot and Carpet Fresh in the Americas segment as well as the 1001 trade name in the EIMEA segment. Spot Shot in the Americas segment was recorded at an acquisition-date fair value of $13.7 million and was being amortized on a straight-line basis over the useful life of 17 years. Accumulated amortization expense was $10.9 million and the carrying value of this asset was $2.8 million as of August 31, 2024. Carpet Fresh in the Americas segment was recorded at an acquisition-date fair value of $2.8 million, was being amortized on a straight-line basis over the useful life of 13 years and was fully amortized as of August 31, 2022. The gross fair value for 1001 trade name in the EIMEA segment was $3.3 million at August 31, 2024 and was being amortized on a straight-line basis over the useful life of 20 years. Accumulated amortization expense was $2.2 million and the carrying value of this asset was $1.1 million as of August 31, 2024. Amortization of the Spot Shot and 1001 trade names ceased as of September 1, 2024.

The following table summarizes the definite-lived intangible assets and the related accumulated amortization (in thousands):

	February 28, 2025	August 31, 2024
Gross carrying amount	$ 39,028	$ 38,863
Accumulated amortization	(32,884)	(32,641)
Less: other intangible assets, net, held for sale [(1)]	(3,799)	—
Net carrying amount	$ 2,345	$ 6,222

(1) Intangibles, net current held for sale are included in other current assets on the Company's condensed consolidated balance sheets.

There has been no impairment charge for the six months ended February 28, 2025 and there were no indicators of impairment identified as a result of the Company's review of events and circumstances related to its existing definite-lived intangible assets.

Changes in the carrying amounts of definite-lived intangible assets by segment for the six months ended February 28, 2025 are summarized below (in thousands):

	Americas	EIMEA	Asia-Pacific	Total
Balance as of August 31, 2024	$ 5,354	$ 868	—	$ 6,222
Amortization expense	(91)	—	—	(91)
Translation adjustments	(97)	110	—	13
Less: other intangible assets, net, held for sale [1]	(2,821)	(978)	—	(3,799)
Balance as of February 28, 2025	$ 2,345	$ -	$ —	$ 2,345

(1) Other intangible assets, net current held for sale are included in other current assets on the Company's condensed consolidated balance sheets.

The estimated amortization expense for the Company's definite-lived intangible assets is not significant in any future individual fiscal year.

Note 7. Accrued and Other Liabilities

Accrued liabilities consisted of the following (in thousands):

	February 28, 2025	August 31, 2024
Accrued advertising and sales promotion expenses	$ 13,133	$ 15,091
Accrued professional services fees	2,249	2,058
Accrued sales taxes and other taxes	3,674	2,885
Deferred revenue	4,075	4,288
Short-term operating lease liability	2,249	2,294
Other	5,215	4,656
Total	$ 30,595	$ 31,272

Accrued payroll and related expenses consisted of the following (in thousands):

	February 28, 2025	August 31, 2024
Accrued incentive compensation	$ 7,514	$ 13,532
Accrued payroll	5,013	4,559
Accrued payroll taxes	1,978	2,907
Accrued profit sharing	1,899	4,403
Other	666	654
Total	$ 17,070	$ 26,055

Note 8. Debt

As of February 28, 2025, the Company held borrowings under two separate agreements as detailed below.

Note Purchase and Private Shelf Agreement

The Company holds borrowings under its Note Purchase and Private Shelf Agreement, as amended (the "Note Agreement") by and among the Company, PGIM, Inc. ("Prudential"), and certain affiliates and managed accounts of Prudential (the "Note Purchasers"). As of February 28, 2025, the Company had outstanding balances on its series A, B and C notes issued under the Note Agreement.

The Note Agreement was most recently amended on April 30, 2024 (the "Fourth Amendment"). The Fourth Amendment permitted the Company to enter into an amendment to its revolving credit agreement with Bank of America, N.A. and also

included certain conforming amendments to the credit agreement, including the revision of financial and restrictive covenants.

Credit Agreement

On April 30, 2024, the Company and certain subsidiaries of the Company, entered into a Second Amended and Restated Credit Agreement with Bank of America, N.A. (the "Credit Agreement"). The Credit Agreement modified certain terms and conditions of the Company's previous Amended and Restated Agreement dated March 16, 2020 (as amended on September 30, 2020, and November 29, 2021), and extended the maturity date for the revolving credit facility from September 30, 2025 to April 30, 2029. Borrowings under the Credit Agreement will be used for the Company's various operating, investing and financing needs.

The Company's Credit Agreement with Bank of America, N.A. consists of a revolving commitment for borrowing by the Company up to $125.0 million with a sublimit of $95.0 million for WD-40 Company Limited, a wholly owned operating subsidiary of the Company for Europe, India, the Middle East and Africa. In addition, the Company's index rate under the Credit Agreement for U.S. Dollar borrowings changed from the Bloomberg Short-term Bank Yield Index rate to the Secured Overnight Financing Rate as administered by the Federal Reserve Bank of New York.

Short-term and long-term borrowings under the Company's Credit Agreement and Note Agreement consisted of the following (in thousands):

	Issuance	Maturities	February 28, 2025	August 31, 2024
Credit Agreement – revolving credit facility [1]	Various	4/30/2029	$ 48,751	$ 27,836
Note Agreement				
Series A Notes – 3.39% fixed rate[2]	11/15/2017	2025-2032	14,400	14,800
Series B Notes – 2.50% fixed rate[3]	9/30/2020	11/15/2027	26,000	26,000
Series C Notes – 2.69% fixed rate[3]	9/30/2020	11/15/2030	26,000	26,000
Total borrowings			115,151	94,636
Short-term portion of borrowings			(30,745)	(8,659)
Total long-term borrowings			$ 84,406	$ 85,977

(1) The Company has the ability to refinance any draw under the line of credit with successive short-term borrowings through the maturity date. Outstanding draws for which management has the ability and intent to refinance with successive short-term borrowings for a period of at least twelve months are classified as long-term. As of February 28, 2025, $18.9 million of this facility was classified as long-term and was entirely denominated in Euros. $29.9 million was classified as short-term and was denominated in U.S. Dollars. Euro and Pound Sterling denominated draws fluctuate in U.S. Dollars from period to period due to changes in foreign currency exchange rates.

(2) Principal payments are required semi-annually in May and November of each year in equal installments of $0.4 million through May 15, 2032, resulting in $0.8 million classified as short-term. The remaining outstanding principal in the amount of $8.4 million will become due on November 15, 2032.

(3) Interest on notes is payable semi-annually in May and November of each year with no principal due until the maturity date.

Both the Note Agreement and the Credit Agreement contain representations, warranties, events of default and remedies, as well as affirmative, negative and other financial covenants customary for these types of agreements. These covenants include, among other things, certain limitations on the ability of the Company and its subsidiaries to incur indebtedness, create liens, dispose of assets, make investments, declare, make or incur obligations to make certain restricted payments, including payments for the repurchase of the Company's capital stock and enter into certain merger or consolidation transactions. The Credit Agreement includes, among other limitations on indebtedness, a $125.0 million limit on other unsecured indebtedness.

Each agreement also includes a most favored lender provision which requires that any time any other lender has the benefit of one or more financial or operational covenants that is different than, or similar to, but more restrictive than those contained in its own agreement, those covenants shall be immediately and automatically incorporated by reference to the other lender's agreement. Both the Note Agreement and the Credit Agreement require the Company to adhere to the same financial covenants. For the financial covenants, the definition of consolidated EBITDA includes the add back of non-cash stock-based compensation to consolidated net income when arriving at consolidated EBITDA. The terms of the financial covenants are as follows:

- The consolidated leverage ratio cannot be greater than three and a half to one. The consolidated leverage ratio means, as of any date of determination, the ratio of (a) consolidated funded indebtedness as of such date to (b) consolidated EBITDA for the most recently completed four fiscal quarters.
- The consolidated interest coverage ratio cannot be less than three to one. The consolidated interest coverage ratio means, as of any date of determination, the ratio of (a) consolidated EBITDA for the most recently completed four fiscal quarters to (b) consolidated interest charges for the most recently completed four fiscal quarters.

As of February 28, 2025, the Company was in compliance with all debt covenants under both the Note Agreement and the Credit Agreement.

Note 9. Share Repurchase Plan

On June 19, 2023, the Company's Board (the "Board") approved a share repurchase plan (the "2023 Repurchase Plan"). Under the 2023 Repurchase Plan, which became effective on September 1, 2023, the Company is authorized to acquire up to $50.0 million of its outstanding shares through August 31, 2025. The timing and amount of repurchases are based on terms and conditions as may be acceptable to the Company's Chief Executive Officer and Chief Financial Officer, subject to present loan covenants and in compliance with all laws and regulations applicable thereto. During the six months ended February 28, 2025, the Company repurchased 26,250 shares at an average price of $255.17 per share, for a total cost of $6.7 million. As of February 28, 2025, the Company is authorized to purchase an additional $35.2 million under the 2023 Repurchase Plan.

Note 10. Earnings per Common Share

The table below reconciles net income to net income available to common stockholders (in thousands):

	Three Months Ended February 28/29,		Six Months Ended February 28/29,	
	2025	2024	2025	2024
Net income	$ 29,851	$ 15,536	$ 48,776	$ 33,018
Less: Net income allocated to participating securities	(86)	(56)	(150)	(122)
Net income available to common stockholders	$ 29,765	$ 15,480	$ 48,626	$ 32,896

The table below summarizes the weighted-average number of common shares outstanding included in the calculation of basic and diluted EPS (in thousands):

	Three Months Ended February 28/29,		Six Months Ended February 28/29,	
	2025	2024	2025	2024
Weighted-average common shares outstanding, basic	13,552	13,558	13,550	13,559
Weighted-average dilutive securities	20	25	22	24
Weighted-average common shares outstanding, diluted	13,572	13,583	13,572	13,583

For the three months ended February 28, 2025, weighted-average stock-based equity awards outstanding that are non-participating securities in the amount of 9,544 were excluded from the calculation of diluted EPS under the treasury stock method as they were anti-dilutive. For the three months ended February 29, 2024, there were no anti-dilutive stock-based equity awards outstanding.

For the six months ended February 28, 2025 and February 29, 2024, weighted-average stock-based equity awards outstanding that are non-participating securities in the amount of 7,866 and 2,702, respectively, were excluded from the calculation of diluted EPS under the treasury stock method as they were anti-dilutive.

Note 11. Revenue

The following table presents the Company's revenues by segment and major source (in thousands):

	Three Months Ended February 28, 2025				Six Months Ended February 28, 2025			
	Americas	EIMEA	Asia-Pacific	Total	Americas	EIMEA	Asia-Pacific	Total
WD-40 Multi-Use Product	$ 51,058	$ 46,406	$ 16,228	$ 113,692	$ 103,959	$ 91,272	$ 37,008	$ 232,239
WD-40 Specialist	7,720	8,424	2,418	18,562	15,953	16,241	5,540	37,734
Other maintenance products [1]	3,592	3,254	217	7,063	7,866	6,448	537	14,851
Total maintenance products	62,370	58,084	18,863	139,317	127,778	113,961	43,085	284,824
HCCP [2]	3,159	1,491	2,137	6,787	7,187	3,097	4,491	14,775
Total net sales	$ 65,529	$ 59,575	$ 21,000	$ 146,104	$ 134,965	$ 117,058	$ 47,576	$ 299,599

	Three Months Ended February 29, 2024				Six Months Ended February 29, 2024			
	Americas	EIMEA	Asia-Pacific	Total	Americas	EIMEA	Asia-Pacific	Total
WD-40 Multi-Use Product	$ 49,043	$ 41,572	$ 16,619	$ 107,234	$ 97,554	$ 78,616	$ 38,741	$ 214,911
WD-40 Specialist	7,090	7,525	2,202	16,817	14,198	14,191	5,270	33,659
Other maintenance products [1]	4,003	3,009	176	7,188	8,129	6,071	614	14,814
Total maintenance products	60,136	52,106	18,997	131,239	119,881	98,878	44,625	263,384
HCCP [2]	3,371	2,207	2,288	7,866	7,701	4,189	4,247	16,137
Total net sales	$ 63,507	$ 54,313	$ 21,285	$ 139,105	$ 127,582	$ 103,067	$ 48,872	$ 279,521

(1) Other maintenance products consist of the 3-IN-ONE and GT85 brands.
(2) Homecare and cleaning products ("HCCP").

Contract Balances

Contract liabilities consist of deferred revenue related to undelivered products. Deferred revenue is recorded when payments have been received from customers for undelivered products. Revenue is subsequently recognized when revenue recognition criteria are met, generally when control of the product transfers to the customer. The Company had contract liabilities of $4.1 million and $4.3 million as of February 28, 2025 and August 31, 2024, respectively. Substantially all of the $4.3 million that was included in contract liabilities as of August 31, 2024 was recognized to revenue during the six months ended February 28, 2025. These contract liabilities are recorded in accrued liabilities on the Company's condensed consolidated balance sheets. Contract assets are recorded if the Company has satisfied a performance obligation but does not yet have an unconditional right to consideration. The Company did not have any contract assets as of February 28, 2025 and August 31, 2024. The Company has an unconditional right to payment for its trade and other accounts receivable on the Company's condensed consolidated balance sheets. These receivables are presented net of an allowance for credit losses of $1.9 million as of February 28, 2025 and which was not significant as of August 31, 2024.

Note 12. Commitments and Contingencies

Purchase Commitments

The Company has ongoing relationships with various suppliers (contract manufacturers) that manufacture the Company's products and third-party distribution centers that warehouse and ship the Company's products to customers. The contract manufacturers maintain title and control of certain raw materials and components, materials utilized in finished products, and the finished products themselves until shipment to the Company's third-party distribution centers or customers in accordance with agreed upon shipment terms. Although the Company has contractual minimum purchase obligations with certain contract manufacturers, such obligations are either immaterial or below the volume of goods that the Company has historically purchased. In the ordinary course of business, supply needs are communicated by the Company to its contract manufacturers based on orders and short-term projections, ranging from two months to six months. The Company is committed to purchase the products produced by the contract manufacturers based on the projections provided.

Upon the termination of contracts with contract manufacturers, the Company obtains certain inventory control rights and is obligated to work with the contract manufacturer to sell through all product held by or manufactured by the contract manufacturer on behalf of the Company during the termination notification period. If any inventory remains at the contract

manufacturer at the termination date, the Company is obligated to purchase such inventory, which may include raw materials, components and finished goods. The amounts for inventory purchased under termination commitments have been immaterial.

In addition to the commitments to purchase products from contract manufacturers described above, the Company may also enter into commitments with other manufacturers to purchase finished goods and components to support innovation and renovation initiatives and/or supply chain initiatives. As of February 28, 2025, no such commitments were outstanding.

Litigation

From time to time, the Company is subject to various claims, lawsuits, investigations and proceedings arising in the ordinary course of business, including but not limited to, product liability litigation and other claims and proceedings with respect to intellectual property, breach of contract, labor and employment, tax and other matters. As of February 28, 2025, there were no unasserted claims or pending proceedings for claims against the Company that the Company believes will result in a probable loss. As to claims that the Company believes may result in a reasonably possible loss, the Company believes that no reasonably possible outcome of any such claim will have a materially adverse impact on the Company's financial condition, results of operations or cash flows.

Indemnifications

As permitted under Delaware law, the Company has agreements whereby it indemnifies senior officers and directors for certain events or occurrences while the officer or director is, or was, serving at the Company's request in such capacity. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is not capped; however, the Company maintains Director and Officer insurance coverage that mitigates the Company's exposure with respect to such obligations. As a result of the Company's insurance coverage, management believes that the estimated fair value of these indemnification agreements is minimal. Thus, no liabilities have been recorded for these agreements as of February 28, 2025.

From time to time, the Company enters into indemnification agreements with certain parties in the ordinary course of business, including agreements with lenders, lessors, contract manufacturers, marketing distributors, customers and certain vendors. Indemnification agreements are generally entered into in the context of the particular agreements and are provided in an attempt to allocate risk of loss in connection with the consummation of the underlying contractual arrangements. Although the maximum amount of future payments that the Company could be required to make under these indemnification agreements is not capped, management believes that the Company maintains adequate levels of insurance coverage to protect the Company with respect to most potential claims arising from such agreements and that such agreements do not otherwise have value separate and apart from the liabilities incurred in the ordinary course of the Company's business. Thus, no liabilities have been recorded with respect to such indemnification agreements as of February 28, 2025.

Note 13. Income Taxes

The Company uses an estimated annual effective tax rate, which is based on expected annual income, statutory tax rates and tax planning opportunities available in the various jurisdictions in which the Company operates, to determine its quarterly (benefit) provision for income taxes. Certain significant or unusual items are separately recognized in the quarter in which they occur and can be a source of variability in the effective tax rates from quarter to quarter.

The (benefit) provision for income taxes was (33.0)% and 21.6% as a percentage of income before income taxes for the three months ended February 28, 2025 and February 29, 2024, respectively. This 54.6% decrease in the effective tax rate from period to period was primarily due to the expiration of the statute of limitations on the uncertain tax position associated with the Tax Cuts and Jobs Act's mandatory onetime "toll tax" on unremitted foreign earnings. The release of the uncertain tax position generated a favorable income tax adjustment of $11.9 million in the current quarter which was net of the tax effect of the related interest.

The (benefit) provision for income taxes was (4.5)% and 23.0% as a percentage of income before income taxes for the six months ended February 28, 2025 and February 29, 2024, respectively. This 27.5% decrease in the effective tax rate from period to period was primarily due to the expiration of the statute of limitations on the uncertain tax position associated with the Tax Cuts and Jobs Act's mandatory onetime "toll tax" on unremitted foreign earnings as discussed above in the above section for the three months ended February 28, 2025.

The Company is subject to taxation in the U.S. and in various state and foreign jurisdictions. Due to expired statutes of limitations, the Company's federal income tax returns for years prior to fiscal year 2022 are not subject to examination by the U.S. Internal Revenue Service. Generally, for the majority of state and foreign jurisdictions where the Company does business, periods prior to fiscal year 2021 are no longer subject to examination. The Company is currently under audit in various state jurisdictions for fiscal years 2021 through 2022. The Company had an insignificant amount of unrecognized tax positions related to income tax positions that may be affected by the resolution of tax examinations or expiring statutes of limitations within the next twelve months. Audit outcomes and the timing of settlements are subject to significant uncertainty.

Note 14. Business Segments and Foreign Operations

The Company evaluates the performance of its segments and allocates resources to them based on sales and income from operations. The Company is organized on the basis of geographical area into the following three segments: the Americas; EIMEA; and Asia-Pacific. Segment data does not include inter-segment revenues. Unallocated corporate expenses are general corporate overhead expenses not directly attributable to the business segments and are reported separate from the Company's identified segments. Corporate overhead costs include expenses for the Company's accounting and finance, information technology, legal, human resources, research and development, quality control and executive management functions, as well as all direct costs associated with public company compliance matters including legal, audit and other professional services costs.

Summary information about reportable segments is as follows (in thousands):

For the Three Months Ended	Americas	EIMEA	Asia-Pacific	Unallocated Corporate [1]	Total
February 28, 2025					
Net sales	$ 65,529	$ 59,575	$ 21,000	$ -	$ 146,104
Income from operations	$ 13,210	$ 15,273	$ 7,349	$ (12,552)	$ 23,280
Depreciation and amortization expense [2]	$ 884	$ 954	$ 57	$ 92	$ 1,987
Interest income	$ 49	$ 20	$ 37	$ -	$ 106
Interest expense	$ 838	$ 182	$ 1	$ -	$ 1,021
February 29, 2024					
Net sales	$ 63,507	$ 54,313	$ 21,285	$ -	$ 139,105
Income from operations	$ 13,220	$ 12,087	$ 7,489	$ (11,855)	$ 20,941
Depreciation and amortization expense [2]	$ 1,144	$ 1,150	$ 56	$ 72	$ 2,422
Interest income	$ -	$ 36	$ 30	$ -	$ 66
Interest expense	$ 505	$ 502	$ 1	$ -	$ 1,008
For the Six Months Ended					
February 28, 2025					
Net sales	$ 134,965	$ 117,058	$ 47,576	$ -	$ 299,599
Income from operations	$ 25,862	$ 28,954	$ 17,529	$ (23,943)	$ 48,402
Depreciation and amortization expense [2]	$ 1,815	$ 1,994	$ 115	$ 138	$ 4,062
Interest income	$ 107	$ 83	$ 64	$ -	$ 254
Interest expense	$ 1,491	$ 401	$ 2	$ -	$ 1,894
February 29, 2024					
Net sales	$ 127,582	$ 103,067	$ 48,872	$ -	$ 279,521
Income from operations	$ 27,416	$ 21,602	$ 18,514	$ (22,407)	$ 45,125
Depreciation and amortization expense [2]	$ 2,195	$ 2,224	$ 113	$ 151	$ 4,683
Interest income	$ -	$ 82	$ 58	$ -	$ 140
Interest expense	$ 1,065	$ 1,086	$ 3	$ -	$ 2,154

(1) These expenses are reported separately from the Company's identified segments and are included in selling, general and administrative expenses in the Company's condensed consolidated statements of operations.
(2) Amortization presented above includes amortization of definite-lived intangible assets and excludes amortization of implementation costs associated with cloud computing arrangements.

The Company's Chief Operating Decision Maker does not review assets by segment as part of the financial information provided, and therefore, no asset information is provided in the above table.

Note 15. Subsequent Events

Dividend Declaration

On March 18, 2025, the Company's Board declared a cash dividend of $0.94 per share payable on April 30, 2025 to stockholders of record at the close of business on April 18, 2025.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

As used in this report, the terms "we," "our," and "us" and "the Company" refer to WD-40 Company and its wholly-owned subsidiaries, unless the context suggests otherwise. Amounts and percentages in tables and discussions may not total due to rounding.

The following information is provided as a supplement to, and should be read in conjunction with, the unaudited condensed consolidated financial statements and notes thereto included in Part I—Item 1 of this Quarterly Report and the audited consolidated financial statements and notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the fiscal year ended August 31, 2024, which was filed with the Securities and Exchange Commission ("SEC") on October 21, 2024.

Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for certain forward-looking statements. This report contains forward-looking statements, which reflect our current views with respect to future events and financial performance. These forward-looking statements are generally identified with words such as "believe," "expect," "intend," "plan," "project," "could," "may," "aim," "anticipate," "target," "estimate" and similar expressions.

These forward-looking statements include, but are not limited to, discussions about future financial and operating results, including: expected benefits from any acquisition or divestiture transaction; acquired business not performing as expected; assuming unexpected risks, liabilities and obligations of the acquired business; disruption to the parties' business as a result of the announcement and acquisition or divestiture transaction; integration of acquired business and operations into the Company; the Company's ability to successfully complete any planned divestiture; expected timing of the closing for the divestiture; expected proceeds from the divestiture; the intended use of proceeds by the Company from the divestiture transaction; impact of the divestiture transaction on the Company's stock price or EPS; growth expectations for maintenance products; expected levels of promotional and advertising spending; anticipated input costs for manufacturing and the costs associated with distribution of our products; plans for and success of product innovation, the impact of new product introductions on the growth of sales; anticipated results from product line extension sales; expected tax rates and the impact of tax legislation and regulatory action; changes in the political conditions or relations between the United States and other nations; changes in trade policies and tariffs; the impacts from inflationary trends, supply chain constraints and supply chain disruptions; changes in interest rates; and forecasted foreign currency exchange rates and commodity prices. We undertake no obligation to revise or update any forward-looking statements.

Actual events or results may differ materially from those projected in forward-looking statements due to various factors, including, but not limited to, those identified in Part I—Item 1A, "Risk Factors," in our Annual Report on Form 10-K for the fiscal year ended August 31, 2024, and in Part II—Item 1A, "Risk Factors" of this Quarterly Report on Form 10-Q.

Overview

The Company

WD-40 Company based in San Diego, California, is a global marketing organization dedicated to creating positive lasting memories by developing and selling products that solve problems in workshops, factories and homes around the world. We own a wide range of well-known brands that include maintenance products and homecare and cleaning products: WD-40® Multi-Use Product, WD-40 Specialist®, 3-IN-ONE®, GT85®, X-14®, 2000 Flushes®, Carpet Fresh®, no vac®, Spot Shot®, 1001®, Lava® and Solvol®.

Our products are sold in various locations around the world. Maintenance products are sold worldwide in markets throughout North, Central and South America, Asia, Australia, Europe, India, the Middle East and Africa. Homecare and cleaning products are sold primarily in North America, the United Kingdom ("U.K.") and Australia. We sell our products primarily through hardware stores, automotive parts outlets, industrial distributors and suppliers, mass retail and home center stores, value retailers, grocery stores, online retailers, warehouse club stores, farm supply, sport retailers, and independent bike dealers. During the first quarter of fiscal year 2025, we reclassified certain assets of our homecare and cleaning product businesses in the Americas and EIMEA segments to held for sale.

Highlights

The following summarizes the financial and operational highlights for our business during the six months ended February 28, 2025:

- *Consolidated net sales increased $20.1 million or 7%, to $299.6 million compared to the corresponding period of the prior fiscal year. Increases in sales volume favorably impacted net sales by approximately $22.2 million from period to period. Increases in the average selling price of our products positively impacted net sales by approximately $1.3 million from period to period. Changes to net sales attributable to volumes and average selling price of our products are impacted by differences in sales mix related to products, markets and distribution channels from period to period. Consolidated net sales was unfavorably impacted by changes in foreign currency exchange rates which was estimated to be $3.4 million from period to period.*

- *Gross profit as a percentage of net sales increased to 54.7% from 53.1% in the corresponding period of the prior fiscal year.*

- *Consolidated net income increased $15.8 million, or 48%, compared to the corresponding period of the prior fiscal year. During the second quarter of fiscal year 2025, we released an uncertain tax position that generated a favorable income tax adjustment of $11.9 million. Excluding this one-time benefit, net income would have increased $3.8 million, or 12%.*

- *Diluted earnings per common share were $3.58 versus $2.42 in the prior fiscal year period. As noted above, during the second quarter of fiscal year 2025, we released an uncertain tax position that generated a favorable income tax adjustment. Excluding this one-time benefit, on a Non-GAAP basis, adjusted diluted EPS was $2.71.*

- *During the first quarter of fiscal year 2025, we reclassified certain assets our homecare and cleaning product businesses in the Americas and EIMEA segments to held for sale.*

- *We returned approximately $31.4 million to our stockholders in the first half of fiscal year 2025 through share repurchases and dividends.*

Global Economic Conditions

We continue to monitor changes in international trade relations and trade policy, including those related to tariffs, which could adversely impact our results. We utilize third-party manufacturers and distribution centers that are primarily in regions near our customers and end users, which decreases the potential unfavorable impacts of new tariffs on purchases of our inventory and shipments to our customers. However, certain inputs sourced by our third-party manufacturers to produce our inventory may increase in cost and unfavorably impact our results. In addition, any supply chain constraints, inflationary impacts or weakening in consumer demand as a result of changes to global economic environments could impact our results.

See the Company's risk factors disclosed in Part I—Item 1A, "Risk Factors," in its Annual Report on Form 10-K for the fiscal year ended August 31, 2024, which was filed with the SEC on October 21, 2024 for further information on risks related to global economic conditions.

Results of Operations

Three and Six Months Ended February 28, 2025 Compared to Three and Six Months Ended February 29, 2024

Operating Items

The following table summarizes operating data for our consolidated operations (in thousands, except percentages and per share amounts):

	Three Months Ended February 28/29,				Six Months Ended February 28/29,			
			Change from Prior Year				Change from Prior Year	
	2025	2024	Dollars	Percent	2025	2024	Dollars	Percent
Net sales:								
WD-40 Multi-Use Product	$ 113,692	$ 107,234	$ 6,458	6 %	$ 232,239	$ 214,911	$ 17,328	8 %
WD-40 Specialist	18,562	16,817	1,745	10 %	37,734	33,659	4,075	12 %
Other maintenance products	7,063	7,188	(125)	(2)%	14,851	14,814	37	— %
Total maintenance products	139,317	131,239	8,078	6 %	284,824	263,384	21,440	8 %
HCCP [1]	6,787	7,866	(1,079)	(14)%	14,775	16,137	(1,362)	(8)%
Total net sales	146,104	139,105	6,999	5 %	299,599	279,521	20,078	7 %
Cost of products sold	66,388	66,164	224	— %	135,796	131,027	4,769	4 %
Gross profit	79,716	72,941	6,775	9 %	163,803	148,494	15,309	10 %
Operating expenses	56,436	52,000	4,436	9 %	115,401	103,369	12,032	12 %
Income from operations	$ 23,280	$ 20,941	$ 2,339	11 %	$ 48,402	$ 45,125	$ 3,277	7 %
Net income	$ 29,851	$ 15,536	$ 14,315	92 %	$ 48,776	$ 33,018	$ 15,758	48 %
EPS – diluted	$ 2.19	$ 1.14	$ 1.05	92 %	$ 3.58	$ 2.42	$ 1.16	48 %
Shares used in diluted EPS	13,572	13,583	(11)	— %	13,572	13,583	(11)	— %

(1) Homecare and cleaning products (“HCCP”)

Net Sales by Segment

The following table summarizes net sales by segment (in thousands, except percentages):

	Three Months Ended February 28/29,				Six Months Ended February 28/29,			
			Change from Prior Year				Change from Prior Year	
	2025	2024	Dollars	Percent	2025	2024	Dollars	Percent
Americas	$ 65,529	$ 63,507	$ 2,022	3 %	$ 134,965	$ 127,582	$ 7,383	6 %
EIMEA	59,575	54,313	5,262	10 %	117,058	103,067	13,991	14 %
Asia-Pacific	21,000	21,285	(285)	(1)%	47,576	48,872	(1,296)	(3)%
Total	$ 146,104	$ 139,105	$ 6,999	5 %	$ 299,599	$ 279,521	$ 20,078	7 %

Americas Sales

The following table summarizes net sales by product line for the Americas segment, which includes the U.S., Canada and Latin America (in thousands, except percentages):

	Three Months Ended February 28/29,				Six Months Ended February 28/29,			
			Change from Prior Year				Change from Prior Year	
	2025	2024	Dollars	Percent	2025	2024	Dollars	Percent
WD-40 Multi-Use Product	$ 51,058	$ 49,043	$ 2,015	4 %	$ 103,959	$ 97,554	$ 6,405	7 %
WD-40 Specialist	7,720	7,090	630	9 %	15,953	14,198	1,755	12 %
Other maintenance products	3,592	4,003	(411)	(10)%	7,866	8,129	(263)	(3)%
Total maintenance products	62,370	60,136	2,234	4 %	127,778	119,881	7,897	7 %
HCCP	3,159	3,371	(212)	(6)%	7,187	7,701	(514)	(7)%
Total net sales	$ 65,529	$ 63,507	$ 2,022	3 %	$ 134,965	$ 127,582	$ 7,383	6 %
% of consolidated net sales	**45 %**	**46 %**			**45 %**	**46 %**		

The following table summarizes management's estimates of effects on net sales of changes in price, volume and foreign currency exchange rate impacts for the Americas segment (in millions):

	Change from Prior Year		
	First Quarter	Second Quarter	Year to Date
Increase in average selling price[(1)]	$ 0.2	$ 0.3	$ 0.5
Increase in sales volume[(1)]	6.3	3.1	9.4
Currency impact on current period	(1.1)	(1.4)	(2.5)
Increase in net sales	$ 5.4	$ 2.0	$ 7.4

(1) Management's estimates of changes in net sales attributable to volumes and the average selling price of our products are impacted by differences in sales mix related to products, markets and distribution channels from period to period.

Americas Sales – Three Months Ended – February 28, 2025 Compared to February 29, 2024

Net sales in the Americas segment increased from period to period, highlighted by the following:

- WD-40 Multi-Use Product sales increased $2.0 million, or 4%, primarily due to increase in Latin America of $4.7 million, or 47%. Sales in Latin America were favorably impacted by increased sales in Brazil by $3.4 million, which benefited from a shift from an indirect distribution model to a direct model beginning in the third quarter of fiscal year 2024. In addition, sales in other Latin American markets increased $1.3 million due to improved economic conditions in certain regions as well as a higher level of promotional activities. This increase in Latin America was partially offset by lower sales in U.S. and Mexico of $2.7 million and $0.7 million, or 7% and 13%, respectively, due to decreased volumes as a result of the timing of customer orders. Mexico also decreased due to lower demand as a result of worsening economic conditions and unfavorable changes in foreign currency exchange rates from period to period.

- WD-40 Specialist sales increased $0.6 million, or 9%, primarily due to new distribution and increased demand in the United States.

- Other maintenance product sales decreased $0.4 million 10%, primarily due to decrease in Mexico due to decreased volumes from a lower level of promotional activities, as well as unfavorable changes in foreign currency exchange rates.

- Homecare and cleaning product sales decreased $0.2 million, or 6%, primarily due to changes in distribution and reduced sales volume in the U.S. as a result of a lower level of advertising and promotional activities associated with these brands, as we focus on increasing sales of maintenance products in support of our four-by-four strategic framework.

- For the three months ended February 28, 2025, 70% of sales came from the U.S., and 30% of sales came from Canada and Latin America combined compared to the three months ended February 29, 2024 when 76% of sales came from the U.S., and 24% of sales came from Canada and Latin America.

Americas Sales – Six Months Ended – February 28, 2025 Compared to February 29, 2024

Net sales in the Americas segment increased from period to period, highlighted by the following:

- WD-40 Multi-Use Product sales increased $6.4 million, or 7%, primarily due to increases in Latin America of $7.0 million, or 33%. Sales in Latin America were favorably impacted by the transition to a direct marketing model in Brazil as discussed above in the section for the three months ended February 28, 2025. In addition, sales in other Latin American markets increased $1.7 million due to improved economic conditions in certain regions as well as a higher level of promotional activities. This increase in Latin America was partially offset by lower sales in Mexico of $2.2 million, or 20%, due to lower demand as a result of worsening economic conditions, as well as unfavorable changes in foreign currency exchange rates.

- WD-40 Specialist sales increased $1.8 million, or 12%, primarily due to new distribution and increased demand in the United States.

- Other maintenance product sales remained relatively constant from period to period.

- Homecare and cleaning product sales decreased $0.5 million, or 7%, primarily due to changes in distribution as well as reduced demand in the U.S. as discussed above in the section for the three months ended February 28, 2025.

- For the six months ended February 28, 2025, 72% of sales came from the U.S., and 28% of sales came from Canada and Latin America combined compared to the six months ended February 29, 2024 when 75% of sales came from the U.S., and 25% of sales came from Canada and Latin America.

EIMEA Sales

The following table summarizes net sales by product line for the EIMEA segment, which includes Europe, India, the Middle East and Africa (in thousands, except percentages):

	Three Months Ended February 28/29,				Six Months Ended February 28/29,			
			Change from Prior Year				Change from Prior Year	
	2025	2024	Dollars	Percent	2025	2024	Dollars	Percent
WD-40 Multi-Use Product	$ 46,406	$ 41,572	$ 4,834	12 %	$ 91,272	$ 78,616	$ 12,656	16 %
WD-40 Specialist	8,424	7,525	899	12 %	16,241	14,191	2,050	14 %
Other maintenance products	3,254	3,009	245	8 %	6,448	6,071	377	6 %
Total maintenance products	58,084	52,106	5,978	11 %	113,961	98,878	15,083	15 %
HCCP	1,491	2,207	(716)	(32)%	3,097	4,189	(1,092)	(26)%
Total net sales	$ 59,575	$ 54,313	$ 5,262	10 %	$ 117,058	$ 103,067	$ 13,991	14 %
% of consolidated net sales	**41 %**	**39 %**			**39 %**	**37 %**		

The following table summarizes management's estimates of effects on net sales of changes in price, volume and foreign currency exchange rate impacts for the EIMEA segment (in millions):

	Change from Prior Year		
	First Quarter	Second Quarter	Year to Date
Increase in average selling price[(1)]	$ 0.5	$ 0.9	$ 1.4
Increase in sales volume[(1)]	6.2	7.4	13.6
Currency impact on current period	2.0	(3.0)	(1.0)
Increase in net sales	$ 8.7	$ 5.3	$ 14.0

(1) Management's estimates of changes in net sales attributable to volumes and the average selling price of our products are impacted by differences in sales mix related to products, markets and distribution channels from period to period.

The countries and regions in Europe where we sell through a direct sales force include the U.K., Italy, France, Iberia (which includes Spain and Portugal) DACH (which includes Germany, Austria and Switzerland) and Benelux (which includes Belgium, the Netherlands and Luxembourg). The regions in the EIMEA segment where we sell through local distributors include the Middle East, Africa, India, Eastern and Northern Europe.

EIMEA Sales – Three Months Ended – February 28, 2025 Compared to February 29, 2024

Net sales increased in the EIMEA segment from period to period, highlighted by the following:

- WD-40 Multi-Use Product sales increased $4.8 million, or 12%, primarily due to higher sales volume across most regions. Sales in direct markets increased significantly in Italy, France, and the Benelux region, which were up $0.9 million, $0.8 million, and $0.6 million, respectively, from period to period. In addition, sales to our marketing distributors in various regions increased $2.0 million primarily due to increased distribution and higher levels of demand. Most regions in EIMEA have experienced continued increases in sales volumes after a temporary reduction in demand from price increases we implemented prior to fiscal year 2024. While most of this volume recovery was experienced in fiscal year 2024 after customers adjusted to those price increases, this volume recovery has continued into fiscal year 2025 and has resulted in higher sales levels from period to period.

- WD-40 Specialist sales increased $0.9 million, or 12%, primarily due to higher sales volume as a result of increased distribution and stronger levels of demand in various direct markets, most significantly in the DACH, Benelux, and Iberia regions.

- Other maintenance product sales remained relatively constant from period to period.

- Homecare and cleaning product sales decreased $0.7 million, or 32%, primarily due to reduced demand in the U.K. as a result of a lower level of advertising and promotional activities associated with these brands, as we focus on increasing sales of maintenance products in support of our four-by-four strategic framework.

EIMEA Sales – Six Months Ended – February 28, 2025 Compared to February 29, 2024

Net sales increased in the EIMEA segment from period to period, highlighted by the following:

- WD-40 Multi-Use Product sales increased $12.7 million, or 16%, primarily due to higher sales volume across nearly all regions. Sales in direct markets increased significantly in France, Italy, and Benelux regions, which were up $1.8 million, $1.6 million, and $1.5 million, respectively. Sales to our marketing distributors in various regions, increased $5.8 million primarily due to increased distribution, higher levels of demand and timing of customer orders. India in particular increased $1.6 million from period to period. Most regions in EIMEA have experienced continued increases in sales volumes after a temporary reduction in demand from price increases we implemented prior to fiscal year 2024. While most of this volume recovery was experienced in fiscal year 2024 after customers adjusted to those price increases, this volume recovery has continued into fiscal year 2025 and has resulted in higher sales levels from period to period.

- WD-40 Specialist and other maintenance product sales increased $2.1 million, or 14%, and $0.4 million, or 6%, respectively, primarily due to the combined impact of higher sales volume due to increased distribution and stronger levels of demand after customers adjusted to price increases.

- Homecare and cleaning product sales decreased $1.1 million, or 26%, primarily due to reduced demand in the U.K. as discussed above in the section for the three months ended February 28, 2025.

Asia-Pacific Sales

The following table summarizes net sales by product line for the Asia-Pacific segment, which includes Australia, China and other countries in the Asia region (in thousands, except percentages):

	Three Months Ended February 28/29,				Six Months Ended February 28/29,			
			Change from Prior Year				Change from Prior Year	
	2025	2024	Dollars	Percent	2025	2024	Dollars	Percent
WD-40 Multi-Use Product	$ 16,228	$ 16,619	$ (391)	(2)%	$ 37,008	$ 38,741	$ (1,733)	(4)%
WD-40 Specialist	2,418	$ 2,202	$ 216	10 %	5,540	5,270	270	5 %
Other maintenance products	217	$ 176	$ 41	23 %	537	614	(77)	(13)%
Total maintenance products	18,863	$ 18,997	$ (134)	(1)%	43,085	44,625	(1,540)	(3)%
HCCP	2,137	2,288	(151)	(7)%	4,491	4,247	244	6 %
Total net sales	$ 21,000	$ 21,285	$ (285)	(1)%	$ 47,576	$ 48,872	$ (1,296)	(3)%
% of consolidated net sales	**14 %**	**15 %**			**16 %**	**17 %**		

The following table summarizes management's estimates of effects on net sales of changes in price, volume and foreign currency exchange rate impacts for the Asia-Pacific segment (in millions):

	Change from Prior Year		
	First Quarter	Second Quarter	Year to Date
Increase (decrease) in average selling price[(1)]	$ 0.5	$ (1.1)	$ (0.6)
(Decrease) increase in sales volume[(1)]	(2.1)	1.3	(0.8)
Currency impact on current period	0.6	(0.5)	0.1
Decrease in net sales	$ (1.0)	$ (0.3)	$ (1.3)

(1) Management's estimates of changes in net sales attributable to volumes and the average selling price of our products are impacted by differences in sales mix related to products, markets and distribution channels from period to period.

Asia-Pacific Sales – Three Months Ended – February 28, 2025 Compared to February 29, 2024

Net sales in the Asia-Pacific segment decreased from period to period, highlighted by the following:

- WD-40 Multi-Use Product sales decreased $0.4 million, or 2%, primarily due to decreases in our Asia distributor markets of $0.7 million partially offset by increases in China of $0.3 million. Asia distributor markets experienced a decrease in sales volume primarily due to market disruption driven by the strengthening of the U.S. Dollar. In addition, sales volumes decreased due to timing of customer orders placed by certain of our distributors, particularly in the Philippines. Sales in China increased due to increased sales volume from successful promotional programs and marketing activities.
- WD-40 Specialist sales increased $0.2 million, or 10%, primarily due to increased sales volume due to successful promotional programs and marketing activities in our Asia distributor markets.
- Homecare and cleaning product sales decreased $0.2 million, or 7%, from period to period.

Asia-Pacific Sales – Six Months Ended – February 28, 2025 Compared to February 29, 2024

Net sales in the Asia-Pacific segment decreased from period to period, highlighted by the following:

- WD-40 Multi-Use Product sales decreased $1.7 million, or 4%, primarily due to decreases in our Asia distributor markets of $3.3 million partially offset by increases in China and Australia of $1.2 million and $0.3 million, respectively. In the Asia distributor markets, many of our distributors were carrying high levels of inventory of our product after participating in successful promotional programs in fiscal year 2024 and reduced the volume of orders during the first half of fiscal year 2025 to adjust to more normal levels of inventory, particularly in the Philippines, Indonesia and Singapore. Sales in China and Australia increased due to higher sales volume from successful promotional programs and marketing activities.

- WD-40 Specialist sales increased $0.3 million, or 5%, primarily due to increased sales volume due to successful promotional programs and marketing activities in China.

- Homecare and cleaning product sales increased $0.2 million or 6%. The increase was due to higher sales volume in Australia attributable to successful promotional activities and improved packaging. Our homecare and cleaning businesses in the Asia-Pacific segment are not held for sale.

Gross Profit

The following general information is important when assessing fluctuations in our gross margin:

- There is often a delay before changes in costs of raw materials, such as specialty chemicals used in the formulation of our products, impact cost of products sold due to production and inventory life cycles. Such delays increase with higher production and inventory levels.

- In general, the timing of advertising, promotional and other discounts may cause fluctuations in gross margin from period to period. Advertising, promotional and other discounts that are given to our customers are recorded as a reduction to sales, whereas advertising and sales promotional costs associated with promotional activities that we pay to third parties are recorded as advertising and sales promotion expenses.

- In the EIMEA segment, the cost of our products sold are generated in the Pound Sterling and Euro. The strengthening or weakening of the Pound Sterling and Euro against U.S. Dollar may result in foreign currency related changes to the gross margin percentage in the EIMEA segment from period to period.

- Our gross profit and gross margin may not be comparable to those of other consumer product companies, since some of these companies include all costs related to distribution of their products in cost of products sold, whereas we exclude the portion associated with amounts paid to third parties for shipment to our customers from our distribution centers and contract manufacturers and include these costs in selling, general and administrative expenses. These costs totaled $4.3 million and $4.0 million, or 3.0% and 2.8% of net sales for the three months ended February 28, 2025 and February 29, 2024, respectively and $8.9 million and $8.0 million, or 3.0% and 2.9% of net sales for the six months ended February 28, 2025 and February 29, 2024, respectively.

The following table summarizes gross margin and gross profit (in thousands, except percentages):

	Three Months Ended February 28/29,			Six Months Ended February 28/29,		
	2025	2024	Change from Prior Year	2025	2024	Change from Prior Year
Gross profit	$ 79,716	$ 72,941	$ 6,775	$ 163,803	$ 148,494	$ 15,309
Gross margin	54.6 %	52.4 %	220 bps (1)	54.7 %	53.1 %	160 bps (1)

(1) Basis points ("bps") change in gross margin.

Gross Margin – Three Months Ended – February 28, 2025 Compared to February 29, 2024

Gross margin increased 220 bps primarily due to the following favorable impacts:

Favorable	*Explanations*
110 bps	Lower costs of aerosol cans
90 bps	Lower costs of specialty chemicals used in the formulation of our products

During the first quarter of fiscal year 2025, we reclassified certain assets of our homecare and cleaning product businesses in the Americas and EIMEA segments to held for sale. Gross margin excluding these products would have been 0.5% higher during the three months ended February 28, 2025.

Gross Margin – Six Months Ended – February 28, 2025 Compared to February 29, 2024

Gross margin increased 160 bps primarily due to the following favorable impacts, partially offset by unfavorable impacts:

Favorable/(Unfavorable)	*Explanations*
70 bps	Lower costs of aerosol cans
70 bps	Lower costs of specialty chemicals used in the formulation of our products
60 bps	Favorable sales mix and other miscellaneous mix impacts and decreases in miscellaneous other input costs
(60) bps	Higher warehousing, distribution and freight costs, primarily in the Americas segment

Gross margin excluding assets held for sale would have been 0.5% higher during the six months ended February 28, 2025.

Selling, General and Administrative ("SG&A") Expenses

	Three Months Ended February 28/29,				Six Months Ended February 28/29,			
			Change from Prior Year				Change from Prior Year	
(in thousands)	2025	2024	Dollars	Percent	2025	2024	Dollars	Percent
SG&A expenses	$ 48,988	$ 45,023	$ 3,965	9 %	$ 99,513	$ 89,158	$ 10,355	12 %
% of net sales	33.5 %	32.4 %			33.2 %	31.9 %		

SG&A Expenses – Three Months Ended – February 28, 2025 Compared to February 29, 2024

The increase in SG&A expenses was primarily due to increases in employee-related costs of $3.6 million due to higher accrued incentive compensation, annual compensation increases, higher stock-based compensation expense and higher headcount. In addition, freight expense increased by $0.4 million primarily due to the combined impacts of higher sales and increased costs.

SG&A Expenses – Six Months Ended – February 28, 2025 Compared to February 29, 2024

The increase in SG&A expenses was primarily due to increases in employee-related costs of $5.7 million due to higher accrued incentive compensation, annual compensation increases and higher headcount. Other professional services fees, such as those costs in support of our strategic initiatives in the Americas and EIMEA segments increased SG&A by $1.3 million. Freight expense increased $0.9 million primarily in the Americas and EIMEA segments, due to the combined impacts of higher sales and increased costs. In addition, SG&A increased due to a credit loss adjustment in the U.S. of $0.8 million, $0.5 million in sales commissions expense in Brazil given the shift to direct selling model, and travel and meeting expense of $0.5 million as a result of increased travel related to geographic expansion and other initiatives aligned with our strategic framework. Amortization costs associated with cloud computing implementation also increased SG&A by $0.5 million from period to period.

We continued our research and development investment, the majority of which is associated with our maintenance products, including efforts focused on sustainability as well as our focus on innovation and renovation of our products. Research and development costs were $2.0 million and $1.7 million for the three months ended February 28, 2025 and February 29, 2024, respectively, and $3.9 million and $3.6 million for the six months ended February 28, 2025 and

February 29, 2024, respectively. The increase from period to period was partially due to a higher level of research and development activity associated with our sustainability initiatives. Our research and development team engages in consumer research, environmental and sustainability initiatives, product development, product improvements and testing activities. This team leverages its development capabilities by collaborating with a network of outside resources including our current and prospective third-party contract manufacturers. The level and types of expenses incurred within research and development can vary from period to period depending upon the types of activities being performed.

Advertising and Sales Promotion ("A&P") Expenses

	Three Months Ended February 28/29,				Six Months Ended February 28/29,			
			Change from Prior Year				Change from Prior Year	
(in thousands)	2025	2024	Dollars	Percent	2025	2024	Dollars	Percent
A&P expenses	$ 7,404	$ 6,725	$ 679	10 %	$ 15,797	$ 13,708	$ 2,089	15 %
% of net sales	5.1 %	4.8 %			5.3 %	4.9 %		

A&P Expenses – Three Months Ended – February 28, 2025 Compared to February 29, 2024

The increase in A&P expenses was primarily due to a higher level of promotional programs and marketing support, particularly in EIMEA and the Americas segments.

As a percentage of net sales, A&P expenses may fluctuate period to period based upon the type of marketing activities we employ and the period in which the costs are incurred. Total promotional costs recorded as a reduction to sales were $7.7 million and $7.6 million for the three months ended February 28, 2025 and February 29, 2024, respectively. Therefore, our total expenditure on A&P activities was $15.1 million and $14.3 million for the three months ended February 28, 2025 and February 29, 2024, respectively.

A&P Expenses – Six Months Ended – February 28, 2025 Compared to February 29, 2024

The increase in A&P expenses was primarily due to a higher level of promotional programs and marketing support, particularly in the Americas and EIMEA segments.

Total promotional costs recorded as a reduction to sales were $16.5 million and $15.4 million, for the six months ended February 28, 2025 and February 29, 2024, respectively. Therefore, our total expenditure on A&P activities was $32.3 million and $29.1 million for the six months ended February 28, 2025 and February 29, 2024, respectively.

Income from Operations by Segment

The following table summarizes income from operations by segment (in thousands, except percentages):

	Three Months Ended February 28/29,				Six Months Ended February 28/29,			
			Change from Prior Year				Change from Prior Year	
	2025	2024	Dollars	Percent	2025	2024	Dollars	Percent
Americas	$ 13,210	$ 13,220	$ (10)	— %	$ 25,862	$ 27,416	$ (1,554)	(6)%
EIMEA	15,273	12,087	3,186	26 %	28,954	21,602	7,352	34 %
Asia-Pacific	7,349	7,489	(140)	(2)%	17,529	18,514	(985)	(5)%
Unallocated corporate [1]	(12,552)	(11,855)	(697)	(6)%	(23,943)	(22,407)	(1,536)	(7)%
Total	$ 23,280	$ 20,941	$ 2,339	11 %	$ 48,402	$ 45,125	$ 3,277	7 %

(1) Unallocated corporate expenses are general corporate overhead expenses not directly attributable to any one of the business segments. These expenses are reported separate from our identified segments and are included in Selling, General and Administrative expenses on our consolidated statements of operations.

Americas

Americas Operating Income – Three Months Ended – February 28, 2025 Compared to February 29, 2024

Income from operations for the Americas remained constant for the three months ended February 28, 2025 compared to February 29, 2024. Gross margin for the Americas segment increased slightly from 49.4% to 50.1% and sales increased $2.0 million, which was offset by an increase in operating expenses. Operating expenses increased $1.4 million primarily due to higher employee-related costs as a result of increased headcount, annual compensation increases and increased stock-based compensation expense from period to period. Operating income as a percentage of net sales decreased from 20.8% to 20.2% period over period.

Americas Operating Income – Six Months Ended – February 28, 2025 Compared to February 29, 2024

Income from operations for the Americas decreased to $25.9 million, down $1.6 million, or 6%, due to higher operating expenses partially offset by increased sales of $7.4 million and higher gross margin. Gross margin for the Americas segment increased slightly from 50.0% to 50.3%. Operating expenses increased $5.5 million due to higher employee-related costs as a result of increased headcount, higher accrued incentive compensation and annual compensation increases as well as an increase in provision for credit losses from period to period. Operating income as a percentage of net sales decreased from 21.5% to 19.2% period over period.

EIMEA

EIMEA Operating Income – Three Months Ended – February 28, 2025 Compared to February 29, 2024

Income from operations for the EIMEA segment increased to $15.3 million, up $3.2 million, or 26%, primarily due to a $5.3 million increase in sales and a higher gross margin, partially offset by higher operating expenses. Gross margin for the EIMEA segment increased from 53.7% to 58.1% primarily due to the favorable impact of decreases in the costs of aerosol cans, decreases in other miscellaneous input costs, and increases in average selling price from period to period. Operating expenses increased $2.3 million primarily due to higher employee-related costs as a result of higher accrued incentive compensation, annual compensation increases and increased headcount. In addition, operating expenses increased due to higher A&P expenses, as well as higher level of professional service costs and travel and meeting expenses in support of our strategic framework. Operating income as a percentage of net sales increased from 22.3% to 25.6% period over period.

EIMEA Operating Income – Six Months Ended – February 28, 2025 Compared to February 29, 2024

Income from operations for the EIMEA segment increased to $29.0 million, up $7.4 million, or 34%, primarily due to a $14.0 million increase in sales and a higher gross margin, which was partially offset by higher operating expenses. Gross margin for the EIMEA segment increased from 54.2% to 58.0% primarily due to the favorable impact of decreases in the costs of aerosol cans and changes in sales mix and market mix from period to period, partially offset by unfavorable changes from foreign currency exchange rates. Operating expenses increased $4.6 million primarily due to the factors as discussed above in the section for the three months ended February 28, 2025. Operating income as a percentage of net sales increased from 21.0% to 24.7% period over period.

Asia-Pacific

Asia-Pacific Operating Income – Three Months Ended – February 28, 2025 Compared to February 29, 2024

Income from operations for the Asia-Pacific segment remained relatively constant for the three months ended February 28, 2025 compared to February 29, 2024. Gross margin for the Asia-Pacific segment decreased slightly from 58.5% to 58.4%. Operating income as a percentage of net sales decreased slightly from 35.2% to 35.0%.

Asia-Pacific Operating Income – Six Months Ended – February 28, 2025 Compared to February 29, 2024

Income from operations for the Asia-Pacific segment decreased to $17.5 million, down $1.0 million, or 5%, due to decreased sales of $1.3 million and slightly higher operating expenses. Gross margin for the Asia-Pacific segment increased slightly from 58.9% to 59.0%. Operating income as a percentage of net sales decreased from 37.9% to 36.8% period over period.

Unallocated Corporate

Unallocated Corporate Expenses – Three Months Ended – February 28, 2025 Compared to February 29, 2024

Unallocated Corporate expenses increased to $12.6 million, up $0.7 million, or 6%, as a result of higher stock-based compensation expense as well as higher accrued incentive compensation expense from period to period.

Unallocated Corporate Expenses – Six Months Ended – February 28, 2025 Compared to February 29, 2024

Unallocated Corporate expenses increased to $23.9 million, up $1.5 million, or 7%, as a result higher accrued incentive compensation costs as well as amortization costs associated with the implementation of the ERP system in the U.S.

Non-Operating Items

The following table summarizes non-operating income and expenses for our consolidated operations (in thousands):

	Three Months Ended February 28/29,			Six Months Ended February 28/29,		
	2025	2024	Change	2025	2024	Change
Interest income	$ 106	$ 66	$ 40	$ 254	$ 140	$ 114
Interest expense	$ 1,021	$ 1,008	$ 13	$ 1,894	$ 2,154	$ (260)
Other income (expense), net	$ 74	$ (193)	$ 267	$ (67)	$ (233)	$ 166
(Benefit) provision for income taxes	$ (7,412)	$ 4,270	$ (11,682)	$ (2,081)	$ 9,860	$ (11,941)

(Benefit) provision for Income Taxes

The (benefit) provision for income taxes was (33.0)% and 21.6% of income before income taxes for the three months ended February 28, 2025 and February 29, 2024, respectively. Descriptions of impacts on our effective income tax rate are incorporated by reference to Part I—Item 1, “Notes to Condensed Consolidated Financial Statements” Note 13 – Income Taxes included in this report.

The (benefit) provision for income taxes was (4.5)% and 23.0% of income before income taxes for the six months ended February 28, 2025 and February 29, 2024, respectively. Descriptions of impacts on our effective income tax rate are incorporated by reference to Part I—Item 1, “Notes to Condensed Consolidated Financial Statements” Note 13 – Income Taxes included in this report.

Net Income

Net income increased 92% to $29.9 million, or $2.19 per common share on a fully diluted basis, for the three months ended February 28, 2025 compared to $15.5 million, or $1.14 per common share on a fully diluted basis, for the three months ended February 29, 2024. During the second quarter of fiscal year 2025, we released an uncertain tax position that generated a favorable income tax adjustment of $11.9 million. Excluding this one-time benefit, net income would have increased $2.4 million, or 15%.

Net income increased 48% to $48.8 million, or $3.58 per common share on a fully diluted basis, for the six months ended February 28, 2025 compared to $33.0 million, or $2.42 per common share on a fully diluted basis, for the corresponding period of the prior fiscal year. During the second quarter of fiscal year 2025, we released an uncertain tax position that generated a favorable income tax adjustment as discussed above. Excluding this one-time benefit, net income would have increased $3.8 million, or 12%.

Performance Measures and Non-GAAP Reconciliations

In managing our business operations and assessing our financial performance, we supplement the information provided by our financial statements with certain non-GAAP performance measures. These performance measures are part of our current 55/30/25 business model, which includes gross margin, cost of doing business, and earnings before interest, income taxes, depreciation and amortization (“Adjusted EBITDA”), the latter two of which are non-GAAP performance measures. Cost of doing business is defined as total operating expenses less amortization of definite-lived intangible assets, impairment charges related to intangible assets, amortization of implementation costs associated with cloud computing arrangements (“cloud computing amortization”) and depreciation in operating departments. Adjusted EBITDA is defined

as net income before interest, income taxes, depreciation, amortization of definite-lived intangible assets, and cloud computing amortization. We placed a new cloud-based enterprise resource planning system into service in the U.S., which we began to amortize in the second quarter of fiscal year 2024.

We target our gross margin to be 55% of net sales, our cost of doing business to be 30% of net sales, and our Adjusted EBITDA to be 25% of net sales. Results for these performance measures may vary from period to period depending on various factors, including economic conditions such as the inflationary environment we have experienced in the last several fiscal years, and our level of investment in activities for the future such as those related to quality assurance, regulatory compliance, information technology, sustainability, and intellectual property protection in order to safeguard our WD-40 brand. Our targets for gross margin and these other performance measures are long-term in nature and we expect to make progress towards them over time. Progression on our cost of doing business and Adjusted EBITDA metrics may be challenged if the anticipated divestiture of certain of our homecare and cleaning product businesses occurs, due to the low level of operating expenses associated with these businesses. However, we intend to focus our resources and investments from the potential sale of those brands on growing our higher growth and higher gross margin core business.

The following table summarizes the results of these performance measures:

	Three Months Ended February 28/29,		Six Months Ended February 28/29,	
	2025	2024	2025	2024
Gross margin – GAAP	55 %	52 %	55 %	53 %
Cost of doing business as a percentage of net sales – non-GAAP	38 %	36 %	38 %	36 %
Adjusted EBITDA as a percentage of net sales – non-GAAP [1]	18 %	17 %	18 %	18 %

(1) Percentages may not aggregate to Adjusted EBITDA percentage due to rounding and because amounts recorded in other income (expense), net on our consolidated statement of operations are not included as an adjustment to earnings in the Adjusted EBITDA calculation.

We use the performance measures above to establish financial goals and to gain an understanding of our comparative performance from period to period. We believe that these measures provide our stockholders with additional insights into how we run our business. We believe these measures also provide investors with additional financial information that should be considered when assessing our underlying business performance and trends. These non-GAAP financial measures are supplemental in nature and should not be considered in isolation or as alternatives to net income, income from operations or other financial information prepared in accordance with GAAP as indicators of our performance or operations. The use of any non-GAAP measure may produce results that vary from the GAAP measure and may not be comparable to a similarly defined non-GAAP measure used by other companies. Reconciliations of these non-GAAP financial measures to our financial statements as prepared in accordance with GAAP are as follows:

Cost of Doing Business (in thousands, except percentages)

	Three Months Ended February 28/29,		Six Months Ended February 28/29,	
	2025	2024	2025	2024
Total operating expenses – GAAP	$ 56,436	$ 52,000	$ 115,401	$ 103,369
Amortization [1]	(462)	(508)	(926)	(816)
Depreciation (in operating departments)	(858)	(1,095)	(1,815)	(2,145)
Cost of doing business	$ 55,116	$ 50,397	$ 112,660	$ 100,408
Net sales	$ 146,104	$ 139,105	$ 299,599	$ 279,521
Cost of doing business as a percentage of net sales – non-GAAP	38 %	36 %	38 %	36 %

(1) Includes amortization of definite-lived intangible assets and cloud computing amortization.

Adjusted EBITDA (in thousands, except percentages)

	Three Months Ended February 28/29,		Six Months Ended February 28/29,	
	2025	2024	2025	2024
Net income – GAAP	$ 29,851	$ 15,536	$ 48,776	$ 33,018
(Benefit) provision for income taxes	(7,412)	4,270	(2,081)	9,860
Interest income	(106)	(66)	(254)	(140)
Interest expense	1,021	1,008	1,894	2,154
Amortization [1]	462	508	926	816
Depreciation	1,943	2,170	3,971	4,180
Adjusted EBITDA	$ 25,759	$ 23,426	$ 53,232	$ 49,888
Net sales	$ 146,104	$ 139,105	$ 299,599	$ 279,521
Adjusted EBITDA as a percentage of net sales – non-GAAP	18 %	17 %	18 %	18 %

(1) Includes amortization of definite-lived intangible assets and cloud computing amortization.

Adjusted EPS

During the second quarter of fiscal year 2025 we released a previously unrecognized tax benefit associated with the Tax Cuts and Jobs Act of 2017 mandatory "toll tax" on unremitted foreign earnings. This item is infrequent in nature and not reflective of the underlying operational results of our business. We have included a non-GAAP measure of Adjusted EPS which is defined as diluted EPS less benefits associated with this toll tax on unremitted earnings.

The following is a reconciliation of diluted EPS to Adjusted EPS:

	Three Months Ended February 28/29,		Six Months Ended February 28/29,	
	2025	2024	2025	2024
Diluted EPS - GAAP	$ 2.19	$ 1.14	$ 3.58	$ 2.42
Release of Uncertain Tax Position - Tax Cut and Jobs Act [1]	(0.87)	—	(0.87)	—
Adjusted diluted EPS - Non-GAAP	$ 1.32	$ 1.14	$ 2.71	$ 2.42

(1) Includes the tax impact on adjustment

Liquidity and Capital Resources

Overview

Our financial condition and liquidity remain strong. Although there continues to be uncertainty related to adverse global economic conditions, volatility in financial markets, the current inflationary environment and their impacts on our future results, we believe our efficient business model positions us to manage our business through such situations. We continue to manage all aspects of our business including, but not limited to, monitoring our liquidity, the financial health of our customers, suppliers and other third-party relationships, implementing gross margin enhancement strategies and developing new opportunities for growth.

Our principal sources of liquidity are cash generated from operations and cash currently available from our existing unsecured revolving credit facility under the Credit Agreement with Bank of America, N.A. We use the revolving credit facility primarily for our general working capital needs. We also hold borrowings under the Note Agreement. See Note 8 – Debt for additional information on these agreements.

We have historically held a balance of outstanding draws on our line of credit in either U.S. Dollars in the Americas segment, or in Euros and Pounds Sterling in the EIMEA segment. Euro and Pound Sterling denominated draws fluctuate in U.S. Dollars from period to period due to changes in foreign currency exchange rates. We regularly convert many of our draws on our line of credit to new draws with new maturity dates and interest rates. We have the ability to refinance any draws under the line of credit with successive short-term borrowings through the April 30, 2029 maturity date of the Credit Agreement. Outstanding draws for which we have both the ability and intent to refinance with successive short-term

borrowings for a period of at least twelve months are classified as long-term. As of February 28, 2025, $18.9 million of this facility was classified as long-term and was entirely denominated in Euros. $29.9 million was classified as short-term and was entirely denominated in U.S. Dollars. In the United States, we held $66.4 million in fixed rate long-term borrowings as of February 28, 2025, consisting of senior notes under our Note Agreement. We paid $0.4 million in principal payments on our Series A Notes during the first half of fiscal year 2025. There were no other letters of credit outstanding or restrictions on the amount available on our line of credit or notes. Per the terms of both the Note Agreement and the Credit Agreement, our consolidated leverage ratio cannot be greater than three and a half to one and our consolidated interest coverage ratio cannot be less than three to one. See Note 8 – Debt for additional information on these financial covenants. At February 28, 2025, we were in compliance with all material debt covenants. We continue to monitor our compliance with all debt covenants and, at the present time, we believe that the likelihood of being unable to satisfy all material covenants is remote. At February 28, 2025, we had a total of $53.0 million in cash and cash equivalents. We do not foresee any ongoing issues with repaying our borrowings and we closely monitor the use of this credit facility.

We believe that our future cash from domestic and international operations, together with our access to funds available under our unsecured revolving credit facility, will provide adequate resources to fund short-term and long-term operating requirements, capital expenditures, dividend payments, acquisitions, new business development activities and share repurchases.

On June 19, 2023, the Board approved the 2023 Repurchase Plan. Under the 2023 Repurchase Plan, which became effective on September 1, 2023, we are authorized to acquire up to $50.0 million of our outstanding shares through August 31, 2025, of which $35.2 million remains available for the repurchase of shares of common stock as of February 28, 2025.

Cash Flows

The following table summarizes our cash flows by category for the periods presented (in thousands):

	Six Months Ended February 28/29,		
	2025	2024	Change
Net cash provided by operating activities	$ 22,908	$ 44,892	$ (21,984)
Net cash used in investing activities	(1,800)	(1,743)	(57)
Net cash used in financing activities	(12,633)	(35,589)	22,956
Effect of exchange rate changes on cash and cash equivalents	(2,179)	(260)	(1,919)
Net increase in cash and cash equivalents	$ 6,296	$ 7,300	$ (1,004)

Operating Activities

Net cash provided by operating activities decreased $22.0 million to $22.9 million for the six months ended February 28, 2025. Cash flows from operating activities depend heavily on operating performance and changes in working capital. Our primary source of operating cash flows for the six months ended February 28, 2025 was net income of $48.8 million, which increased approximately $15.8 million from period to period, primarily due to the release of the uncertain tax position in the second quarter of fiscal year 2025 that resulted in a net benefit of $11.9 million, as discussed in Note 13 to the condensed consolidated financial statements. Other changes in adjustments to reconcile net income to cash decreased net cash provided by operating activities by $1.0 million.

Changes in working capital decreased net cash provided by operating activities by $24.8 million for the six months ended February 28, 2025 primarily due to changes in inventory balances and a larger decrease in accrued payroll liabilities compared to the prior period. Changes in inventory balances decreased net cash provided by operating activities by $15.8 million. Inventory balances increased during the first six months of fiscal year 2025 primarily to support certain supply chain initiatives in EIMEA and to meet strong demand in the region, compared to decreases in inventory balances, specifically in the Americas in the comparative period. In addition, net cash provided by operating activities decreased by $6.5 million primarily due to higher earned incentive payouts in the first half of fiscal year 2025 compared to the same period of the prior fiscal year.

Investing Activities

Net cash used in investing activities remained relatively constant from period to period.

Financing Activities

Net cash used in financing activities decreased $23.0 million to $12.6 million for the six months ended February 28, 2025. This change was primarily due to net proceeds of $22.1 million on our revolving credit facility during the first six months of the fiscal year, compared to net repayments of $4.2 million in the corresponding period of the prior fiscal year. This decrease in net cash used in financing activities was slightly offset by increases in dividends paid to stockholders of $1.5 million and increases of treasury stock repurchases of $1.4 million.

Effect of Exchange Rate Changes

All of our foreign subsidiaries currently operate in currencies other than the U.S. Dollar and a significant portion of our consolidated cash balance is denominated in these foreign functional currencies, particularly at our U.K. subsidiary. As a result, our cash and cash equivalents balances are subject to the effects of the fluctuations in these functional currencies against the U.S. Dollar at the end of each reporting period. The net effect of exchange rate changes on cash and cash equivalents, when expressed in U.S. Dollar terms, was a decrease in cash of $2.2 million for the six months ended February 28, 2025 as compared to a decrease in cash of $0.3 million for the six months ended February 29, 2024. These changes were primarily due to fluctuations in various foreign currency exchange rates from period to period, but the majority is related to the fluctuations in the Euro and Pound Sterling against the U.S. Dollar.

Commercial Commitments

We have ongoing relationships with various third-party suppliers (contract manufacturers) that manufacture our products and third-party distribution centers that warehouse and ship our products to customers. The contract manufacturers maintain title and control of certain raw materials and components, materials utilized in finished products, and the finished products themselves until shipment to our third-party distribution centers or customers in accordance with agreed upon shipment terms. Although we have contractual minimum purchase obligations with certain contract manufacturers, such obligations are immaterial or well below the volume of goods that we have historically purchased. In addition, in the ordinary course of business, we communicate supply needs to our contract manufacturers based on orders and short-term projections, ranging from two to six months. We are committed to purchase the products produced by the contract manufacturers based on the projections provided.

Upon the termination of contracts with contract manufacturers, we obtain certain inventory control rights and are obligated to work with the contract manufacturer to sell through all product held by or manufactured by the contract manufacturer on our behalf during the termination notification period. If any inventory remains at the contract manufacturer at the termination date, we are obligated to purchase such inventory, which may include raw materials, components and finished goods. The amounts for inventory purchased under termination commitments have been immaterial.

In addition to the commitments to purchase products from contract manufacturers described above, we may also enter into commitments with other manufacturers to purchase finished goods and components to support innovation initiatives and/or supply chain initiatives. As of February 28, 2025, no such commitments were outstanding.

Share Repurchase Plans

The information required by this item is incorporated by reference to Part I—Item 1, “Notes to Condensed Consolidated Financial Statements” Note 9 — Share Repurchase Plan included in this report.

Dividends

On March 18, 2025, the Company’s Board declared a cash dividend of $0.94 per share payable on April 30, 2025 to stockholders of record at the close of business on April 18, 2025.

Critical Accounting Estimates

Our discussion and analysis of our operating results and financial condition is based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America.

Critical accounting estimates are those that involve subjective or complex judgments. The following areas all require the use of judgments and estimates: revenue recognition and accounting for income taxes. Estimates in each of these areas are based on historical experience and various judgments and assumptions that we believe are appropriate. Actual results may materially differ from these estimates.

There have been no material changes in our critical accounting estimates from those disclosed in Part II—Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," to our consolidated financial statements contained in our Annual Report on Form 10-K for the fiscal year ended August 31, 2024, which was filed with the SEC on October 21, 2024.

Recently Issued Accounting Standards

Information on Recently Issued Accounting Standards that could potentially impact our consolidated financial statements and related disclosures is incorporated by reference to Part I—Item 1, "Notes to Condensed Consolidated Financial Statements" Note 2 – Basis of Presentation and Summary of Significant Accounting Policies, included in this report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The information required by this item is incorporated by reference to Part II—Item 7A, "Quantitative and Qualitative Disclosures About Market Risk," in our Annual Report on Form 10-K for the fiscal year ended August 31, 2024, which was filed with the SEC on October 21, 2024.

Item 4. Controls and Procedures

The term "disclosure controls and procedures" is defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended ("Exchange Act"). The term disclosure controls and procedures means controls and other procedures of a company that are designed to ensure the information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosures. The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures as of February 28, 2025, the end of the period covered by this report (the "Evaluation Date"), and they have concluded that, as of the Evaluation Date, such controls and procedures were effective at ensuring that required information will be disclosed on a timely basis in the Company's reports filed under the Exchange Act. Although management believes the Company's existing disclosure controls and procedures are adequate to enable the Company to comply with its disclosure obligations, management continues to review and update such controls and procedures. The Company has a disclosure committee, which consists of certain members of the Company's senior management.

There were no changes in our internal control over financial reporting during the three months ended February 28, 2025 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

The information required by this item is incorporated by reference to the information set forth in Part I—Item 1, "Notes to Condensed Consolidated Financial Statements" Note 12 — Commitments and Contingencies, included in this report.

Item 1A. Risk Factors

There have been no material changes in our risk factors from those disclosed in Part I—Item 1A, "Risk Factors," in our Annual Report on Form 10-K for the fiscal year ended August 31, 2024, which was filed with the SEC on October 21, 2024. The risks described in our Annual Report are not the only risks facing our Company. Additional risks and uncertainties not currently known to us, or that we currently deem to be immaterial, could also materially adversely affect our operating results, financial condition or future business.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On June 19, 2023, the Company's Board approved a share repurchase plan (the "2023 Repurchase Plan"). Under the 2023 Repurchase Plan, which became effective on September 1, 2023, the Company is authorized to acquire up to $50.0 million of its outstanding shares through August 31, 2025. The timing and amount of repurchases are based on terms and conditions as may be acceptable to the Company's Chief Executive Officer and Chief Financial Officer, subject to present loan covenants and in compliance with all laws and regulations applicable thereto. During the six months ended February 28, 2025, the Company repurchased 26,250 shares at an average price of $255.17 per share, for a total cost of $6.7 million under this $50.0 million plan.

The following table provides information with respect to all purchases made by the Company during the three months ended February 28, 2025. All purchases listed below were made in the open market at prevailing market prices and were executed pursuant to trading plans adopted by the Company pursuant to Rule 10b5-1 under the Exchange Act.

Period	Total # of Shares Purchased	Average Price Paid Per Share	Total Shares Purchased as Part of Publicly Announced Plans & Programs	Max $ Value of Shares That May Yet Be Purchased Under the Plans & Programs
December 1 – December 31	3,750	$ 271.00	3,750	$ 37,263,141
January 1 – January 31	3,750	$ 234.93	3,750	$ 36,382,152
February 1 – February 28	5,000	$ 234.88	5,000	$ 35,207,747
	12,500	$ 245.73	12,500	

Item 5. Other Information

During the three months ended February 28, 2025, none of the Company's directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) informed the Company of the adoption, modification or termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as defined in Item 408 of Regulation S-K.

Item 6. Exhibits

Exhibit No.	Description
3(a)	Certificate of Incorporation, incorporated by reference from the Registrant's Form 10-K filed October 22, 2018, Exhibit 3(a) thereto.
3(b)	Amended and Restated Bylaws of WD-40 Company, incorporated by reference from the Registrant's Form 8-K filed June 20, 2024, Exhibit 3.2 thereto.
31(a)	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31(b)	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32(a)	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32(b)	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following materials from WD-40 Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2025, formatted in iXBRL (inline eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets; (ii) the Condensed Consolidated Statements of Operations; (iii) the Condensed Consolidated Statements of Comprehensive Income; (iv) the Condensed Consolidated Statements of Stockholders' Equity; (v) the Condensed Consolidated Statements of Cash Flows; and (vi) Notes to Condensed Consolidated Financial Statements.
104	The cover page from this Quarterly Report on Form 10-Q, formatted in Inline XBRL and contained in Exhibit 101.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WD-40 COMPANY
Registrant

Date: April 9, 2025

By: /s/ STEVEN A. BRASS

Steven A. Brass
President and Chief Executive Officer
(Principal Executive Officer)

By: /s/ SARA K. HYZER

Sara K. Hyzer
Vice President, Finance and
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Exhibit 31(a)

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Steven A. Brass, certify that:

1. I have reviewed this report on Form 10-Q of WD-40 Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize, and report financial information; and
    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: April 9, 2025

/s/ STEVEN A. BRASS
Steven A. Brass
President and Chief Executive Officer

Exhibit 31(b)

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Sara K. Hyzer, certify that:

1. I have reviewed this report on Form 10-Q of WD-40 Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize, and report financial information; and
    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: April 9, 2025

/s/ SARA K. HYZER

Sara K. Hyzer
Vice President, Finance and Chief Financial Officer

Exhibit 32(a)

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Steven A. Brass, Chief Executive Officer of WD-40 Company (the "Company"), have reviewed the Quarterly Report on Form 10-Q of the Company for the quarter ended February 28, 2025 (the "Report"). For purposes of Section 1350 of Title 18, United States Code, I certify that to the best of my knowledge:

(1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company

Date: April 9, 2025

/s/ STEVEN A. BRASS

Steven A. Brass
President and Chief Executive Officer

Exhibit 32(b)

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Sara K. Hyzer, Chief Financial Officer of WD-40 Company (the "Company"), have reviewed the Quarterly Report on Form 10-Q of the Company for the quarter ended February 28, 2025 (the "Report"). For purposes of Section 1350 of Title 18, United States Code, I certify that to the best of my knowledge:

(1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 9, 2025

/s/ SARA K. HYZER

Sara K. Hyzer
Vice President, Finance and Chief Financial Officer