

**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 November 30, 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



**WD-40 COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**9715 Businesspark Avenue, San Diego, California**

(Address of principal executive offices)

**95-1797918**

(I.R.S. Employer  
Identification No.)

**92131**

(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 January 2, 2026 was 13,486,302.



**WD-40 COMPANY**  
**QUARTERLY REPORT ON FORM 10-Q**  
**For the Quarter Ended November 30, 2025**

**TABLE OF CONTENTS**

**PART I — FINANCIAL INFORMATION**

	<u>Page</u>
Item 1.	
<a href="#">Financial Statements (Unaudited)</a>	
<a href="#">Condensed Consolidated Balance Sheets</a>	3
<a href="#">Condensed Consolidated Statements of Operations</a>	4
<a href="#">Condensed Consolidated Statements of Comprehensive Income</a>	5
<a href="#">Condensed Consolidated Statements of Stockholders' Equity</a>	6
<a href="#">Condensed Consolidated Statements of Cash Flows</a>	7
<a href="#">Notes to Condensed Consolidated Financial Statements</a>	8
Item 2.	
<a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	19
Item 3.	
<a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	32
Item 4.	
<a href="#">Controls and Procedures</a>	32

**PART II — OTHER INFORMATION**

Item 1.		33
Item 1A.		33
Item 2.		33
Item 5.		33
Item 6.		34

**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)

	November 30, 2025	August 31, 2025
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 48,583	\$ 58,130
Trade and other accounts receivable, net	112,453	120,589
Inventories	84,002	79,871
Other current assets	25,647	26,366
Total current assets	270,685	284,956
Property and equipment, net	58,670	60,394
Goodwill	97,123	97,150
Other intangible assets, net	2,390	2,416
Right-of-use assets	13,083	13,534
Deferred tax assets, net	1,214	1,027
Other assets	16,497	16,332
Total assets	\$ 459,662	\$ 475,809
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 28,057	\$ 37,955
Accrued liabilities	29,491	34,230
Accrued payroll and related expenses	23,654	28,415
Short-term borrowings	5,342	800
Income taxes payable	4,735	857
Total current liabilities	91,279	102,257
Long-term borrowings	85,653	86,195
Deferred tax liabilities, net	9,545	9,375
Long-term operating lease liabilities	7,697	8,423
Other long-term liabilities	1,422	1,407
Total liabilities	195,596	207,657
Commitments and Contingencies (Note 12)		
Stockholders' equity:		
Common stock — authorized 36,000,000 shares, \$0.001 par value; 19,970,058 and 19,954,495 shares issued at November 30, 2025 and August 31, 2025, respectively; and 13,503,677 and 13,527,614 shares outstanding at November 30, 2025 and August 31, 2025, respectively	20	20
Additional paid-in capital	179,557	180,065
Retained earnings	545,363	540,665
Accumulated other comprehensive loss	(24,912)	(24,485)
Common stock held in treasury, at cost — 6,466,381 and 6,426,881 shares at November 30, 2025 and August 31, 2025, respectively	(435,962)	(428,113)
Total stockholders' equity	264,066	268,152
Total liabilities and stockholders' equity	\$ 459,662	\$ 475,809

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)**

	<b>Three Months Ended November 30,</b>	
	<b>2025</b>	<b>2024</b>
Net sales	\$ 154,423	\$ 153,495
Cost of products sold	67,591	69,408
Gross profit	<u>86,832</u>	<u>84,087</u>
Operating expenses:		
Selling, general and administrative	55,336	50,525
Advertising and sales promotion	8,189	8,393
Amortization of definite-lived intangible assets	49	47
Total operating expenses	<u>63,574</u>	<u>58,965</u>
Income from operations	23,258	25,122
Other income (expense):		
Interest income	179	148
Interest expense	(648)	(873)
Other expense, net	(197)	(141)
Income before income taxes	22,592	24,256
Provision for income taxes	5,141	5,331
Net income	<u>\$ 17,451</u>	<u>\$ 18,925</u>
Earnings per common share:		
Basic	<u>\$ 1.29</u>	<u>\$ 1.39</u>
Diluted	<u>\$ 1.28</u>	<u>\$ 1.39</u>
Shares used in per share calculations:		
Basic	<u>13,524</u>	<u>13,548</u>
Diluted	<u>13,549</u>	<u>13,573</u>

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

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

	<u>Three Months Ended November 30,</u>	
	<u>2025</u>	<u>2024</u>
Net income	\$ 17,451	\$ 18,925
Other comprehensive income (loss):		
Foreign currency translation adjustment	(427)	(6,185)
Total comprehensive income	<u>\$ 17,024</u>	<u>\$ 12,740</u>

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	
<b>Balance at August 31, 2025</b>	19,954,495	\$ 20	\$ 180,065	\$ 540,665	\$ (24,485)	6,426,881	\$ (428,113)	\$ 268,152
Issuance of common stock under share-based compensation plan, net of shares withheld for taxes	15,563	-						—
Payments for taxes related to net share settlement of equity awards			(2,232)					(2,232)
Stock-based compensation			1,724					1,724
Cash dividends (\$0.94 per share)				(12,753)				(12,753)
Repurchases of common stock						39,500	(7,849)	(7,849)
Foreign currency translation adjustment					(427)			(427)
Net income				17,451				17,451
<b>Balance at November 30, 2025</b>	<u>19,970,058</u>	<u>\$ 20</u>	<u>\$ 179,557</u>	<u>\$ 545,363</u>	<u>\$ (24,912)</u>	<u>6,466,381</u>	<u>\$ (435,962)</u>	<u>\$ 264,066</u>

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock		Total Stockholders' Equity
	Shares	Amount				Shares	Amount	
<b>Balance at August 31, 2024</b>	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	-						—
Payments for taxes related to net share settlement of equity awards			(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
<b>Balance at November 30, 2024</b>	<u>19,940,370</u>	<u>\$ 20</u>	<u>\$ 174,258</u>	<u>\$ 506,898</u>	<u>\$ (35,453)</u>	<u>6,390,381</u>	<u>\$ (419,426)</u>	<u>\$ 226,297</u>

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

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

	Three Months Ended November 30,	
	2025	2024
Operating activities:		
Net income	\$ 17,451	\$ 18,925
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,103	2,075
Amortization of cloud computing implementation costs	413	416
Deferred income taxes	51	522
Stock-based compensation	1,724	1,499
Unrealized foreign currency exchange gains	(34)	(330)
Provision for credit losses	497	994
Write-off of inventories	234	255
Other	(76)	(41)
Changes in assets and liabilities:		
Trade and other accounts receivable	7,418	(293)
Inventories	(4,932)	(2,651)
Other assets	652	(1,177)
Operating lease assets and liabilities, net	(238)	14
Accounts payable and accrued liabilities	(14,457)	(1,730)
Accrued payroll and related expenses	(4,710)	(4,954)
Other long-term liabilities and income taxes payable	3,889	1,406
Net cash provided by operating activities	<u>9,985</u>	<u>14,930</u>
Investing activities:		
Purchases of property and equipment	(935)	(691)
Proceeds from sales of property and equipment	196	124
Net cash used in investing activities	<u>(739)</u>	<u>(567)</u>
Financing activities:		
Treasury stock purchases	(7,849)	(3,627)
Dividends paid	(12,753)	(11,958)
Repayments of long-term senior notes	(400)	(400)
Net proceeds from revolving credit facility	4,542	14,771
Shares withheld to cover taxes upon settlement of equity awards	(2,232)	(2,883)
Net cash used in financing activities	<u>(18,692)</u>	<u>(4,097)</u>
Effect of exchange rate changes on cash and cash equivalents	(101)	(2,051)
Net (decrease) increase in cash and cash equivalents	(9,547)	8,215
Cash and cash equivalents at beginning of period	58,130	46,699
Cash and cash equivalents at end of period	<u>\$ 48,583</u>	<u>\$ 54,914</u>
Supplemental disclosure of noncash investing activities:		
Accrued capital expenditures	\$ 119	\$ 188

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®, Lava® and Solvol®. Certain assets of the Company’s homecare and cleaning product businesses are classified as held for sale as of November 30, 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 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, 2025 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, 2025, which was filed with the SEC on October 27, 2025.

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 November 30, 2025, the Company had a notional amount of \$2.9 million outstanding in foreign currency forward contracts, which will mature in January 2026. Unrealized net gains and losses related to foreign currency forward contracts were not significant at November 30, 2025 and August 31, 2025. Realized net gains and losses related to foreign currency forward contracts were not significant for the three months ended November 30, 2025 and 2024. Both unrealized and realized net gains and losses are recorded in other income (expense), net in the Company's condensed 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 November 30, 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 \$61.0 million as of November 30, 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 \$65.6 million. During the three months ended November 30, 2025, the Company did not record any significant nonrecurring fair value measurements for assets or liabilities in periods subsequent to their initial recognition.

### ***Recently Adopted 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 Company adopted ASU 2023-07 with its annual period ended August 31, 2025 and interim periods thereafter. See Note 14 — Business Segments and foreign operations for updated disclosures as a result of this adoption.

### ***Recently Issued Accounting Standards***

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 amendments will impact the Company's income tax disclosures but will have no impact on results of operations, cash flows or financial condition. The Company will adopt the standard on the effective date in its upcoming annual report for fiscal year 2026.

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.

In July 2025, the FASB issued ASU No. 2025-05, “Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets” which includes amendments that provide all entities with a practical expedient when estimating expected credit losses for current accounts receivable and current contract assets. 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 financial statements and disclosures.

In September 2025, the FASB issued ASU No. 2025-06, “Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40)” which includes amendments that remove all references to prescriptive and sequential software development stages throughout Subtopic 350-40. The amendments are effective for the Company’s annual periods beginning September 1, 2028, 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 financial statements and disclosures.

### Note 3. Assets Held for Sale

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 determined that the planned sale of these brands did not represent a strategic shift having a major effect on the Company’s operations and financial results and therefore did not meet the criteria for classification as discontinued operations in fiscal year 2025. Although the planned sale of the homecare and cleaning product businesses in the Americas has not completed within the original one year expectation, these assets continued to meet the criteria as held for sale in accordance with ASC 360, Property, Plant, and Equipment as of November 30, 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 the Americas segment (in thousands):

	November 30, 2025	August 31, 2025
Inventory	\$ 3,907	\$ 3,349
Goodwill	1,120	1,120
Other intangible assets, net	2,821	2,821
Total assets held for sale <sup>(1)</sup> :	<u>\$ 7,848</u>	<u>\$ 7,290</u>

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

#### *Sale of Homecare and Cleaning Product Businesses in EIMEA in fiscal year 2025*

During the fourth quarter of fiscal year 2025, the Company sold its homecare and cleaning product business in the EIMEA segment. The brands related to this business are included in fiscal year 2025 financial results but will not be included in fiscal year 2026 financial results.

#### Note 4. Inventories

Inventories consisted of the following (in thousands):

	November 30, 2025	August 31, 2025
Product held at third-party contract manufacturers	\$ 3,874	\$ 4,640
Raw materials and components	10,389	11,122
Work-in-process	708	923
Finished goods	72,938	66,535
Inventory held for sale <sup>(1)</sup>	(3,907)	(3,349)
Total	<u>\$ 84,002</u>	<u>\$ 79,871</u>

(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):

	November 30, 2025	August 31, 2025
Machinery, equipment and vehicles	\$ 54,868	\$ 54,975
Buildings and improvements	29,581	29,695
Computer and office equipment	6,861	6,577
Internal-use software	10,343	10,625
Furniture and fixtures	3,456	3,467
Capital in progress	3,310	3,583
Land	4,287	4,294
Subtotal	112,706	113,216
Less: accumulated depreciation and amortization	(54,036)	(52,822)
Total	<u>\$ 58,670</u>	<u>\$ 60,394</u>

As of November 30, 2025 and August 31, 2025, the Company's condensed consolidated balance sheets included \$17.2 million and \$16.6 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 \$4.2 million and \$3.8 million as of November 30, 2025 and August 31, 2025, respectively. Amortization expense associated with these assets was \$0.4 million for both the three months ended November 30, 2025 and 2024, respectively.

#### 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, 2025 <sup>(1)</sup>	\$ 85,896	\$ 10,045	\$ 1,209	\$ 97,150
Translation adjustments	8	(38)	3	(27)
Balance as of November 30, 2025	<u>\$ 85,904</u>	<u>\$ 10,007</u>	<u>\$ 1,212</u>	<u>\$ 97,123</u>

(1) Beginning balance does not include certain homecare and cleaning assets in the Americas segment as it is included in other current assets on the Company's condensed consolidated balance sheets.

There were no indicators of impairment identified as a result of the Company's review of events and circumstances related to its goodwill as of November 30, 2025. To date, there have been no impairment losses identified and recorded related to the Company's goodwill.

### Definite-lived Intangible Assets

In the first quarter of fiscal year 2025, the America's homecare and cleaning product businesses were classified as held for sale. Definite-lived intangible assets included in America's homecare and cleaning include Spot Shot which ceased amortization as of September 1, 2024.

The Company's definite-lived intangible assets include the trade names Spot Shot, Carpet Fresh, 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 acquisition 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.

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

	November 30, 2025	August 31, 2025
Gross carrying amount	\$ 33,508	\$ 33,510
Accumulated amortization	(28,297)	(28,273)
Less: other intangible assets, net, held for sale <sup>(1)</sup>	(2,821)	(2,821)
Net carrying amount	<u>\$ 2,390</u>	<u>\$ 2,416</u>

(1) Other intangibles, net current held for sale included certain homecare and cleaning assets in the Americas segment are included in other current assets on the Company's condensed consolidated balance sheets.

There has been no impairment charge for the three months ended November 30, 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, net pertain entirely to the America's segment for the three months ended November 30, 2025 and are summarized below (in thousands).

	Total
Balance as of August 31, 2025 <sup>(1)</sup>	\$ 2,416
Amortization expense	(49)
Translation adjustments	23
Balance as of November 30, 2025	<u>\$ 2,390</u>

(1) Beginning balance does not include certain homecare and cleaning assets in the Americas segment as it is 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):

	November 30, 2025	August 31, 2025
Accrued advertising and sales promotion expenses	\$ 12,646	\$ 13,728
Accrued professional services fees	2,015	2,201
Accrued sales taxes and other taxes	4,154	4,486
Deferred revenue	3,667	4,734
Short-term operating lease liability	2,415	2,282
Other	4,594	6,799
Total	<u>\$ 29,491</u>	<u>\$ 34,230</u>

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

	November 30, 2025	August 31, 2025
Accrued incentive compensation	\$ 4,028	\$ 13,944
Accrued payroll	7,159	5,618
Accrued profit sharing	6,229	4,755
Accrued payroll taxes	5,519	3,416
Other	719	682
Total	<u>\$ 23,654</u>	<u>\$ 28,415</u>

#### **Note 8. Debt**

As of November 30, 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 November 30, 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. The Company’s index rate under the Credit Agreement for U.S. Dollar borrowings is 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	November 30, 2025	August 31, 2025
Credit Agreement – revolving credit facility <sup>(1)</sup>	Various	4/30/2029	\$ 25,395	\$ 20,995
<b>Note Agreement</b>				
Series A Notes – 3.39% fixed rate <sup>(2)</sup>	11/15/2017	2026-2032	13,600	14,000
Series B Notes – 2.50% fixed rate <sup>(3)</sup>	9/30/2020	11/15/2027	26,000	26,000
Series C Notes – 2.69% fixed rate <sup>(3)</sup>	9/30/2020	11/15/2030	26,000	26,000
<b>Total borrowings</b>			<b>90,995</b>	<b>86,995</b>
Short-term portion of borrowings			(5,342)	(800)
<b>Total long-term borrowings</b>			<b>\$ 85,653</b>	<b>\$ 86,195</b>

- (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 November 30, 2025, \$20.9 million of this facility was classified as long-term and was entirely denominated in Euros. \$4.5 million was classified as short-term and was denominated in U.S. Dollars. Euro 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 November 30, 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. On June 16, 2025, the Board approved the extension of the expiration date to August 31, 2026 for the 2023 Repurchase Plan. 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 three months ended November 30, 2025, the Company repurchased 39,500 shares at an average price of \$197.45 per share, for a total cost of \$7.8 million. As of November 30, 2025, the Company is authorized to purchase an additional \$21.8 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 November 30,	
	2025	2024
Net income	\$ 17,451	\$ 18,925
Less: Net income allocated to participating securities	(47)	(64)
Net income available to common stockholders	<u>\$ 17,404</u>	<u>\$ 18,861</u>

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 November 30,	
	2025	2024
Weighted-average common shares outstanding, basic	13,524	13,548
Weighted-average dilutive securities	25	25
Weighted-average common shares outstanding, diluted	<u>13,549</u>	<u>13,573</u>

For the three months ended November 30, 2025 and 2024, weighted-average stock-based equity awards outstanding that are non-participating securities in the amount of 9,544 and 6,188, 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 November 30, 2025			
	Americas	EIMEA	Asia-Pacific	Total
WD-40 Multi-Use Product	\$ 54,584	\$ 44,949	\$ 18,264	\$ 117,797
WD-40 Specialist	9,417	9,933	3,188	22,538
Other maintenance products <sup>(1)</sup>	4,575	3,793	193	8,561
Total maintenance products	68,576	58,675	21,645	148,896
HCCP <sup>(2)</sup>	3,297	—	2,230	5,527
Total net sales	<u>\$ 71,873</u>	<u>\$ 58,675</u>	<u>\$ 23,875</u>	<u>\$ 154,423</u>

  

	Three Months Ended November 30, 2024			
	Americas	EIMEA	Asia-Pacific	Total
WD-40 Multi-Use Product	\$ 52,901	\$ 44,866	\$ 20,780	\$ 118,547
WD-40 Specialist	8,233	7,817	3,122	19,172
Other maintenance products <sup>(1)</sup>	4,274	3,194	320	7,788
Total maintenance products	65,408	55,877	24,222	145,507
HCCP <sup>(2)</sup>	4,028	1,606	2,354	7,988
Total net sales	<u>\$ 69,436</u>	<u>\$ 57,483</u>	<u>\$ 26,576</u>	<u>\$ 153,495</u>

(1) Other maintenance products consist of the 3-IN-ONE and GT85 brands.

(2) Homecare and cleaning products ("HCCP"). During the fourth quarter of fiscal year 2025, we completed the sale of the homecare and cleaning product businesses in the EIMEA segment.

### *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 \$3.7 million and \$4.7 million as of November 30, 2025 and August 31, 2025, respectively. Substantially all of the \$4.7 million that was included in contract liabilities as of August 31, 2025 was recognized to revenue during the three months ended November 30, 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 November 30, 2025 and August 31, 2025. 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 \$1.8 million and \$1.2 million as of November 30, 2025 and August 31, 2025, respectively.

## **Note 12. Commitments and Contingencies**

### *Purchase Commitments*

The Company has ongoing relationships with various suppliers, third-party 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. The Company has minimum purchase obligations primarily consisting of volume commitments with certain third-party packagers.

In addition to minimum purchase obligations described above, supply needs are communicated in the ordinary course of business 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.

### *Litigation*

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 November 30, 2025, there were no significant 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 November 30, 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 November 30, 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 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 provision for income taxes was 22.8% and 22.0% as a percentage of income before income taxes for the three months ended November 30, 2025 and 2024, respectively. The 0.8% increase in the effective tax rate from period to period was primarily due to the following impacts:

<i>Description of impacts on the Company's estimated annual effective tax rate</i>	<i>Unfavorable/(Favorable)</i>
	<b>1.0%</b>
Lower excess tax benefits from the settlements of stock-based equity awards in the first quarter of fiscal year 2026.	
Lower accrual of interest on uncertain tax position in the first quarter of fiscal year 2026.	<b>(1.0)%</b>
	<b>0.5%</b>
Increased taxable earnings in certain foreign jurisdictions with higher tax rates from period to period.	

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 2022 through 2024. 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.

Income taxes receivable was \$3.5 million and \$4.9 million as of November 30, 2025 and August 31, 2025, respectively. Income taxes receivable are included in other current assets in the Company's condensed consolidated balance sheets.

### Note 14. Business Segments and Foreign 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, 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.

The Company's Chief Executive Officer, Steven A. Brass, as the Company's Chief Operating Decision Maker (the "CODM"), manages the Company's capital and allocates resources based on each business segment's gross profit and income from operations. The CODM compares the Company's actual results to forecasted amounts to analyze, manage and make business decisions. Operating income is disclosed below as it is most consistent with the amounts included in the Company's consolidated financial statements.

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

For the Three Months Ended	Americas	EIMEA	Asia-Pacific	Total
<b>November 30, 2025</b>				
Net sales	\$ 71,873	\$ 58,675	\$ 23,875	\$ 154,423
Cost of products sold	33,580	24,210	9,801	67,591
Gross Profit	\$ 38,293	\$ 34,465	\$ 14,074	\$ 86,832
Operating Expenses:				
Department Expenses <sup>(1)</sup>	17,346	16,011	4,063	37,420
Advertising and sales promotion	3,221	3,529	1,439	8,189
Freight	2,402	1,722	547	4,671
Depreciation (in operating departments) and Amortization <sup>(2)</sup>	285	729	53	1,067
Income from operations - reportable segments	\$ 15,039	\$ 12,474	\$ 7,972	\$ 35,485
Unallocated Corporate <sup>(3)</sup>				(12,227)
GAAP Income from Operations				<u>\$ 23,258</u>
<b>November 30, 2024</b>				
Net sales	\$ 69,436	\$ 57,483	\$ 26,576	\$ 153,495
Cost of products sold	34,414	24,249	10,745	69,408
Gross Profit	\$ 35,022	\$ 33,234	\$ 15,831	\$ 84,087
Operating Expenses:				
Department Expenses <sup>(1)</sup>	16,023	14,088	3,396	33,507
Advertising and sales promotion	3,761	3,019	1,613	8,393
Freight	2,297	1,696	590	4,583
Depreciation (in operating departments) and Amortization <sup>(2)</sup>	289	750	52	1,091
Income from operations - reportable segments	\$ 12,652	\$ 13,681	\$ 10,180	\$ 36,513
Unallocated Corporate <sup>(3)</sup>				(11,391)
GAAP Income from Operations				<u>\$ 25,122</u>

- (1) Department expenses consist of professional services associated with information systems, finance and legal, travel and meeting expenses, sales commissions, insurance, and other miscellaneous expenses as well as people costs which consist of salaries, stock-based compensation, fringe benefits and other miscellaneous people-costs.
- (2) Depreciation presented above includes depreciation in operating departments which excludes depreciation in cost of sales. Amortization presented above includes amortization of definite-lived intangible assets and amortization of implementation costs associated with cloud computing arrangements.
- (3) These expenses are reported separately from the Company's identified segments and are included in selling, general and administrative expenses on the Company's condensed consolidated statements of operations.

The Company's CODM 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 December 10, 2025, the Company's Board approved an increase of 9% in the regular quarterly cash dividend, increasing it from \$0.94 per share to \$1.02 per share. The \$1.02 per share dividend declared on December 10, 2025 is payable on January 30, 2026 to stockholders of record at the close of business on January 16, 2026.

## **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, 2025, which was filed with the Securities and Exchange Commission (“SEC”) on October 27, 2025.

### ***Use of Non-GAAP Constant Currency***

In order to show the impact of changes in foreign currency exchange rates on our results of operations, we have included constant currency disclosures, where necessary, in the Overview and Results of Operations sections which follow. Constant currency disclosures represent the translation of our current fiscal year revenues, expenses and net income from the functional currencies of our subsidiaries to U.S. Dollars using the exchange rates in effect for the corresponding period of the prior fiscal year. Results on a constant currency basis are not in accordance with accounting principles generally accepted in the United States of America (“non-GAAP”) and should be considered in addition to, not as a substitute for, results prepared in accordance with U.S. GAAP. We use results on a constant currency basis as one of the measures to understand our operating results and evaluate our performance in comparison to prior periods in order to enhance the visibility of the underlying business trends, excluding the impact of translation arising from foreign currency exchange rate fluctuations. Management believes this non-GAAP financial measure provides investors with additional financial information that should be considered when assessing our underlying business performance and trends. However, reference to constant currency basis should not be considered in isolation or as a substitute for other financial measures calculated and presented in accordance with U.S. GAAP.

### **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 divestiture transaction; disruption to the parties’ business as a result of the announcement or completion of any divestiture transaction; the Company’s ability to successfully complete any planned divestiture; expected timing for the closing of any divestitures; expected proceeds from any divestiture; the intended use of proceeds by the Company from any divestiture transaction; impact of any 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 and the impact therefrom; the impacts from inflationary trends; the impacts from 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. 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. 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, 2025, 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®, 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 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 stores, sport retailers, and independent bike dealers. During the prior fiscal year 2025, certain assets of our homecare and cleaning product businesses in the Americas segment were reclassified to held for sale and they continue to be classified as held for sale as of November 30, 2025. The Company sold its homecare and cleaning product brands in the EIMEA segment during the fourth quarter of fiscal year 2025. These brands are included in fiscal year 2025 financial results but will not be included in fiscal year 2026 financial results.

### Highlights

The following summarizes the financial and operational highlights for our business during the three months ended November 30, 2025:

- *Consolidated net sales increased \$0.9 million or 1%, to \$154.4 million compared to the corresponding period of the prior fiscal year. Decreases in sales volume unfavorably impacted net sales by approximately \$4.2 million from period to period, of which \$1.6 million was related to the sale of our homecare and cleaning business at the end of fiscal year 2025. Increases in the average selling price of our products positively impacted net sales by approximately \$1.7 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. In addition, changes in foreign currency exchange rates from period to period had a favorable impact of \$3.4 million on consolidated net sales for the first three months of fiscal year 2026. On a constant currency basis, net sales would have decreased by \$2.4 million, or 2%, from period to period. This favorable impact from changes in foreign currency exchange rates mainly came from our EIMEA segment, which accounted for 38% of our consolidated sales for the three months ended November 30, 2025.*
- *Gross profit as a percentage of net sales increased to 56.2% from 54.8% in the corresponding period of the prior fiscal year.*
- *Consolidated net income decreased \$1.5 million, or 8%, compared to the corresponding period of the prior fiscal year.*
- *Diluted earnings per common share were \$1.28 versus \$1.39 in the prior fiscal year period.*
- *During the three months ended November 30, 2025, we returned approximately \$20.6 million to our stockholders through share repurchases and dividends.*

## Results of Operations

### Three Months Ended November 30, 2025 Compared to Three Months Ended November 30, 2024

#### Operating Items

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

	Three Months Ended November 30,			
	2025	2024	Change from Prior Year	
			Dollars	Percent
Net sales:				
WD-40 Multi-Use Product	\$ 117,798	\$ 118,547	\$ (749)	(1)%
WD-40 Specialist	22,538	19,172	3,366	18 %
Other maintenance products	8,560	7,788	772	10 %
Total maintenance products	148,896	145,507	3,389	2 %
HCCP <sup>(1)</sup>	5,527	7,988	(2,461)	(31)%
Total net sales	154,423	153,495	928	1 %
Cost of products sold	67,591	69,408	(1,817)	(3)%
Gross profit	86,832	84,087	2,745	3 %
Operating expenses	63,574	58,965	4,609	8 %
Income from operations	\$ 23,258	\$ 25,122	\$ (1,864)	(7)%
Net income	\$ 17,451	\$ 18,925	\$ (1,474)	(8)%
EPS – diluted	\$ 1.28	\$ 1.39	\$ (0.11)	(8)%
Shares used in diluted EPS	13,549	13,573	(24)	— %

(1) Homecare and cleaning products (“HCCP”). Approximately \$1.6 million of the decrease in net sales of HCCP was driven by the sale of our HCCP business in EIMEA which occurred at the end of fiscal year 2025.

#### Net Sales by Segment

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

	Three Months Ended November 30,			
	2025	2024	Change from Prior Year	
			Dollars	Percent
Americas	\$ 71,873	\$ 69,436	\$ 2,437	4 %
EIMEA <sup>(1)</sup>	58,675	57,483	1,192	2 %
Asia-Pacific	23,875	26,576	(2,701)	(10)%
Total	\$ 154,423	\$ 153,495	\$ 928	1 %

(1) EIMEA’s change to prior year was impacted by the sale of our HCCP business in EIMEA in late fiscal year 2025. Net Sales would have increased \$2.8 million and 5% excluding the impact of HCCP product sales from the prior fiscal year of \$1.6 million.

### 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 November 30,			
	2025	2024	Change from Prior Year	
			Dollars	Percent
WD-40 Multi-Use Product	\$ 54,584	\$ 52,901	\$ 1,683	3 %
WD-40 Specialist	9,417	8,233	1,184	14 %
Other maintenance products	4,575	4,274	301	7 %
Total maintenance products	68,576	65,408	3,168	5 %
HCCP	3,297	4,028	(731)	(18)%
Total net sales	\$ 71,873	\$ 69,436	\$ 2,437	4 %
<b>% of consolidated net sales</b>	<b>47 %</b>	<b>45 %</b>		
CC Net sales – non-GAAP <sup>(1)</sup>	\$ 71,428	\$ 69,436	\$ 1,992	3 %
Currency impact on current period – non-GAAP	\$ 445			

(1) Current fiscal year constant currency net sales translated at the foreign currency exchange rates in effect for the corresponding period of the prior fiscal year, compared to prior period actual net sales.

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	
Increase in average selling price <sup>(1)</sup>	\$	0.6
Increase in sales volume <sup>(1)</sup>		1.4
Currency impact on current period		0.4
Increase in net sales	\$	2.4

(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 – November 30, 2025 Compared to November 30, 2024

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

- WD-40 Multi-Use Product sales increased \$1.7 million, or 3%, primarily due to increases in Latin America and U.S. by \$1.4 million and \$0.3 million, respectively. Latin America sales increased primarily due to a \$1.2 million increase in Mexico, which was due to increased sales volume as a result of expanded distribution and successful promotional activities, as well as timing of customer orders. Mexico sales also benefited from favorable period to period changes in foreign currency exchange rates. The increase of Multi-Use Product sales in the U.S. was primarily due to a marginal price increase implemented in the first quarter of fiscal year 2026, partially offset by lower volumes due to the timing of customer orders.
- WD-40 Specialist sales increased \$1.2 million, or 14%, primarily due to increased online retail sales, new distribution and increased demand in the U.S.
- Other maintenance product sales remained relatively constant period over period.
- Homecare and cleaning product sales decreased \$0.7 million, or 18%, primarily due to distribution changes and lower U.S. demand caused by reduced advertising and promotional activities, as we focus on increasing sales of maintenance products under our four-by-four strategic framework.

- For the three months ended November 30, 2025, 72% of sales came from the U.S., and 28% of sales came from Canada and Latin America combined compared to the three months ended November 30, 2024 when 73% of sales came from the U.S., and 27% 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 November 30,			
	2025	2024	Change from Prior Year	
			Dollars	Percent
WD-40 Multi-Use Product	\$ 44,949	\$ 44,866	\$ 83	— %
WD-40 Specialist	9,933	7,817	2,116	27 %
Other maintenance products	3,793	3,194	599	19 %
Total maintenance products	58,675	55,877	2,798	5 %
HCCP <sup>(1)</sup>	—	1,606	(1,606)	(100)%
Total net sales	\$ 58,675	\$ 57,483	\$ 1,192	2 %
<b>% of consolidated net sales</b>	<b>38 %</b>	<b>38 %</b>		
CC Net sales – non-GAAP <sup>(2)</sup>	\$ 55,518	\$ 57,483	\$ (1,965)	(3)%
Currency impact on current period – non-GAAP <sup>(2)</sup>	\$ 3,157			

(1) During the fourth quarter of fiscal year 2025, we completed the sale of the homecare and cleaning product businesses in the EIMEA segment.

(2) Current fiscal year constant currency net sales translated at the foreign currency exchange rates in effect for the corresponding period of the prior fiscal year, compared to prior period actual net sales.

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
Decrease in average selling price <sup>(1)</sup>	\$ (0.2)
Decrease in sales volume due to sale of HCCP <sup>(2)</sup>	(1.6)
Decrease in sales volume <sup>(1)</sup>	(0.2)
Currency impact on current period	3.2
Increase in net sales	\$ 1.2

(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.

(2) The Company sold its homecare and cleaning product brands in the EIMEA segment during the fourth quarter of fiscal year 2025. These brands are included in fiscal year 2025 financial results but will not be included in fiscal year 2026 financial results.

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 – November 30, 2025 Compared to November 30, 2024

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

- WD-40 Multi-Use Product sales remained relatively constant period over period. Net sales were positively impacted by favorable changes in foreign currency exchange rates. Therefore, on a constant currency basis, sales would have decreased by approximately 5% period over period. Sales decreased \$2.1 million in our distributor markets, most significantly in Saudi Arabia and the UAE region which decreased \$1.2 million and \$0.9 million, respectively, due to a decrease in sales volumes from timing of customer orders. This decrease in overall

distributor markets was partially offset by stronger sales in India which increased \$1.4 million due to increased distribution. Sales to our direct markets continued their strong growth carried over from the prior fiscal year, particularly those in Iberia, the DACH region and France, which increased \$0.9 million, \$0.6 million and \$0.5 million, respectively.

- WD-40 Specialist product sales increased \$2.1 million, or 27%, primarily due to increases in sales in France and Iberia of \$0.8 million and \$0.4 million, respectively. Sales growth in France and Iberia benefited from strong sales volume growth due to increased promotional activities as well as new product launches in the first quarter of fiscal year 2026.
- Net sales were favorably impacted by \$3.2 million across our various brands as a result of favorable changes in foreign currency exchange rates. On a constant currency basis, sales in EIMEA would have decreased 3%.

### 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 November 30,				
			Change from Prior Year		
	2025	2024	Dollars	Percent	
WD-40 Multi-Use Product	\$ 18,264	\$ 20,780	\$ (2,516)	(12)%	
WD-40 Specialist	3,188	3,122	66	2 %	
Other maintenance products	193	320	(127)	(40)%	
Total maintenance products	21,645	24,222	(2,577)	(11)%	
HCCP	2,230	2,354	(124)	(5)%	
Total net sales	\$ 23,875	\$ 26,576	\$ (2,701)	(10)%	
<b>% of consolidated net sales</b>	<b>15 %</b>	<b>17 %</b>			
CC Net sales – non-GAAP <sup>(1)</sup>	\$ 24,113	\$ 26,576	\$ (2,463)	(9)%	
Currency impact on current period – non-GAAP	\$ (238)				

- (1) Current fiscal year constant currency net sales translated at the foreign currency exchange rates in effect for the corresponding period of the prior fiscal year, compared to prior period actual net sales.

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
Increase in average selling price <sup>(1)</sup>	\$ 1.3
Decrease in sales volume <sup>(1)</sup>	(3.8)
Currency impact on current period	(0.2)
Decrease in net sales	\$ (2.7)

- (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 – November 30, 2025 Compared to November 30, 2024

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

- WD-40 Multi-Use Product sales decreased \$2.5 million, or 12%, primarily due to a decrease in Asia distributor markets of \$3.3 million partially offset by an increase in China of \$0.8 million. Asia distributor markets decreased as a result of lower volumes, primarily due to timing of customer orders from quarter to quarter as distributors that heavily participated in our promotional activities in the fourth quarter of fiscal year 2025 have been adjusting to more normal levels of inventory for our products in the first quarter of fiscal year 2026. These decreases were

partially offset by increases in China due to increased sales volume from successful promotional programs and marketing activities as well as new distribution within the first quarter of fiscal year 2026.

**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 \$4.7 million and \$4.6 million for the three months ended November 30, 2025 and 2024.

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

	Three Months Ended November 30,		
	2025	2024	Change from Prior Year
Gross profit	\$ 86,832	\$ 84,087	\$ 2,745
Gross margin	56.2 %	54.8 %	140 bps <sup>(1)</sup>

(1) Basis points (“bps”) change in gross margin.

Gross Margin – Three Months Ended – November 30, 2025 Compared to November 30, 2024

Gross margin increased 140 bps primarily due to the following favorable impacts:

<i>Favorable</i>	<i>Explanations</i>
<b>110 bps</b>	Lower costs of specialty chemicals used in the formulation of our products and costs of aerosol cans.
<b>60 bps</b>	Increases in average selling prices.
<b>(50 bps)</b>	Higher filling fees paid to our third-party contract manufacturers, primarily in the EIMEA segment.

During the prior fiscal year 2025, certain assets of our homecare and cleaning product businesses in the Americas segment were reclassified to held for sale and they continue to be classified as held for sale as of November 30, 2025. Gross margin excluding these products would have been 0.5% higher during the three months ended November 30, 2025.

### ***Selling, General and Administrative (“SG&A”) Expenses***

<i>(in thousands)</i>	Three Months Ended November 30,			
	2025	2024	Change from Prior Year	
			Dollars	Percent
SG&A expenses	\$ 55,336	\$ 50,525	\$ 4,811	10 %
% of net sales	35.8 %	32.9 %		

#### ***SG&A Expenses – Three Months Ended – November 30, 2025 Compared to November 30, 2024***

The increase in SG&A expenses was primarily due to increases in employee-related costs of \$2.8 million due to annual compensation increases and higher headcount. These higher employee-related costs are to support various sales growth initiatives identified within our strategic framework and the enhancement of our information systems. SG&A also increased by \$1.0 million due to higher travel and meeting expense across all three segments primarily in support of growth related initiatives. In addition, changes in foreign currency exchange rates increased SG&A expenses by \$1.0 million, primarily in our EIMEA segment.

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 \$1.9 million for both the three months ended November 30, 2025 and 2024. 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***

<i>(in thousands)</i>	Three Months Ended November 30,			
	2025	2024	Change from Prior Year	
			Dollars	Percent
A&P expenses	\$ 8,189	\$ 8,393	\$ (204)	(2)%
% of net sales	5.3 %	5.5 %		

#### ***A&P Expenses – Three Months Ended – November 30, 2025 Compared to November 30, 2024***

The decrease in A&P expenses was primarily due to a slightly lower level of promotional programs and marketing support, particularly in the Americas segment.

Total promotional costs recorded as a reduction to sales were \$9.0 million and \$8.8 million for the three months ended November 30, 2025 and 2024, respectively. Therefore, our total expenditures on A&P activities were \$17.2 million for both the three months ended November 30, 2025 and 2024.

### ***Income from Operations by Segment***

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

	Three Months Ended November 30,			
	2025	2024	Change from Prior Year	
			Dollars	Percent
Americas	\$ 15,039	\$ 12,652	\$ 2,387	19 %
EIMEA	12,474	13,681	(1,207)	(9)%
Asia-Pacific	7,972	10,180	(2,208)	(22)%
Unallocated corporate <sup>(1)</sup>	(12,227)	(11,391)	(836)	(7)%
<b>Total</b>	<b>\$ 23,258</b>	<b>\$ 25,122</b>	<b>\$ (1,864)</b>	<b>(7)%</b>

(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 condensed consolidated statements of operations.

### **Americas**

#### **Americas Operating Income – Three Months Ended – November 30, 2025 Compared to November 30, 2024**

Income from operations for the Americas increased to \$15.0 million, up \$2.4 million, or 19%, primarily due to an increase in sales of \$2.4 million and a higher gross margin partially offset by higher operating expenses. Gross margin for the Americas segment increased from 50.4% to 53.3%, primarily due to the favorable impact of increases in average selling prices and decreases in the costs of petroleum-based specialty chemicals and aerosol cans. Operating expenses increased \$0.9 million primarily due to higher employee-related costs as a result of increased headcount and annual compensation increases, partially offset by a decrease in A&P expense. In addition, operating expenses increased due to a higher level of travel and meeting expenses. Operating income as a percentage of net sales increased from 18.2% to 20.9% period over period.

### **EIMEA**

#### **EIMEA Operating Income – Three Months Ended – November 30, 2025 Compared to November 30, 2024**

Income from operations for the EIMEA segment decreased to \$12.5 million, down \$1.2 million, or 9%, primarily due to higher operating expenses, partially offset by a \$1.2 million increase in sales and a higher gross margin. Gross margin for the EIMEA segment increased from 57.8% to 58.7% primarily due to the favorable impact of foreign exchange rates pertaining to input costs from period to period as well as decreases in the costs of petroleum-based specialty chemicals, partially offset by higher third party manufacturing fees. Operating expenses increased \$2.4 million primarily due to higher employee-related costs as a result of increased headcount and annual compensation increases as well as a higher level of A&P expenses from period to period. Operating income as a percentage of net sales decreased from 23.8% to 21.3% period over period.

### **Asia-Pacific**

#### **Asia-Pacific Operating Income – Three Months Ended – November 30, 2025 Compared to November 30, 2024**

Income from operations for the Asia-Pacific segment decreased to \$8.0 million, down \$2.2 million, or 22%, due to higher operating expenses, lower sales and lower gross margin. Gross margin for the Asia-Pacific segment decreased from 59.6% to 58.9% primarily due to the unfavorable impacts from higher discounts as well as changes in product and sales mix. Operating expenses increased \$0.5 million primarily due to higher travel and meeting expenses. Operating income as a percentage of net sales decreased from 38.3% to 33.4% period over period.

***Unallocated Corporate******Unallocated Corporate Expenses – Three Months Ended – November 30, 2025 Compared to November 30, 2024***

Unallocated corporate expenses increased to \$12.2 million, up \$0.8 million, or 7%, primarily due to higher employee-related costs as a result of increased headcount and annual compensation increases, as well as higher accrued incentive compensation costs.

**Non-Operating Items**

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

	Three Months Ended November 30,		
	2025	2024	Change
Interest income	\$ 179	\$ 148	\$ 31
Interest expense	\$ 648	\$ 873	\$ (225)
Other expense, net	\$ (197)	\$ (141)	\$ (56)
Provision for income taxes	\$ 5,141	\$ 5,331	\$ (190)

***Provision for Income Taxes***

The provision for income taxes was 22.8% and 22.0% of income before income taxes for the three months ended November 30, 2025 and 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 decreased 8% to \$17.5 million, or \$1.28 per common share on a fully diluted basis, for the three months ended November 30, 2025 compared to \$18.9 million, or \$1.39 per common share on a fully diluted basis, for the corresponding period of the prior fiscal year. Changes in foreign currency exchange rates from period to period had a favorable impact of \$0.5 million on consolidated net income for three months ended November 30, 2025. Thus, on a constant currency basis, net income would have decreased \$2.0 million, or 11%, from period to period.

**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 Adjusted EBITDA (defined below), 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 target our gross margin to be between 50% and 55% of net sales, our cost of doing business to be between 30% to 35% of net sales, and our Adjusted EBITDA to be between 20% and 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 targeted ranges for gross margin, cost of doing business and Adjusted EBITDA are long-term in nature. We expect to make progress towards our cost of doing business and Adjusted EBITDA targets over time. Progression towards our cost of doing business and Adjusted EBITDA targets may be challenged as we continue to divest certain of our homecare and cleaning product businesses, due to the low level of operating expenses associated with these businesses. Despite these potential challenges, we intend to focus our resources and proceeds from the 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 November 30,	
	2025	2024
<b>Gross margin – GAAP</b>	56 %	55 %
Cost of doing business as a percentage of net sales – non-GAAP	40 %	37 %
Adjusted EBITDA as a percentage of net sales – non-GAAP <sup>(1)</sup>	17 %	18 %

(1) Percentages may not aggregate to Adjusted EBITDA percentage due to rounding and because amounts recorded in other income (expense), net on our condensed consolidated statements 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 November 30,	
	2025	2024
<b>Total operating expenses – GAAP</b>	\$ 63,574	\$ 58,965
Amortization <sup>(1)</sup> (in operating departments)	(462)	(464)
Depreciation (in operating departments)	(962)	(957)
Cost of doing business	\$ 62,150	\$ 57,544
Net sales	\$ 154,423	\$ 153,495
Cost of doing business as a percentage of net sales – non-GAAP	40 %	37 %

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

**Adjusted EBITDA** (in thousands, except percentages)

	Three Months Ended November 30,	
	2025	2024
<b>Net income – GAAP</b>	\$ 17,451	\$ 18,925
Provision for income taxes	5,141	5,331
Interest income	(179)	(148)
Interest expense	648	873
Amortization <sup>(1)(2)</sup>	558	464
Depreciation <sup>(2)</sup>	1,958	2,028
Adjusted EBITDA	\$ 25,577	\$ 27,473
Net sales	\$ 154,423	\$ 153,495
Adjusted EBITDA as a percentage of net sales – non-GAAP	17 %	18 %

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

(2) Includes amortization and depreciation presented in both cost of products sold and operating departments.

## 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, incorporated by reference to Part I—Item 1, “Notes to Condensed Consolidated Financial Statements” 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 November 30, 2025, \$20.9 million of this facility was classified as long-term and was entirely denominated in Euros. \$4.5 million was classified as short-term and was entirely denominated in U.S. Dollars. In the United States, we held \$65.6 million in fixed rate long-term borrowings as of November 30, 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 three months of fiscal year 2026. 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 incorporated by reference to Part I—Item 1, “Notes to Condensed Consolidated Financial Statements” for additional information on these agreements for additional information on these financial covenants. At November 30, 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 November 30, 2025, we had a total of \$48.6 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 16, 2025, the Board approved the extension of the expiration date to August 31, 2026 for the 2023 Repurchase Plan, which became effective on September 1, 2023 and was set to expire August 31, 2025. We are authorized to acquire up to \$50.0 million of our outstanding shares through this expiration date of August 31, 2026, of which \$21.8 million remains available for the repurchase of shares of common stock as of November 30, 2025.

## Cash Flows

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

	Three Months Ended November 30,		
	2025	2024	Change
Net cash provided by operating activities	\$ 9,985	\$ 14,930	\$ (4,945)
Net cash used in investing activities	(739)	(567)	(172)
Net cash used in financing activities	(18,692)	(4,097)	(14,595)
Effect of exchange rate changes on cash and cash equivalents	(101)	(2,051)	1,950
Net (decrease) increase in cash and cash equivalents	\$ (9,547)	\$ 8,215	\$ (17,762)

### Operating Activities

Net cash provided by operating activities decreased \$4.9 million to \$10.0 million for the three months ended November 30, 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 three months ended November 30, 2025 was net income of \$17.5 million, which decreased approximately \$1.5 million from period to period.

Changes in our working capital, which decreased net cash provided by operating activities, were primarily attributable to unfavorable changes in accounts payable and accrued liabilities, partially offset by favorable changes in trade and other accounts receivable balances, as well as favorable changes in long-term liabilities and income taxes payable. Changes in working capital balances depend heavily on the impact of timing of payments made to vendors and tax authorities as well as collections from customers.

### Investing Activities

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

### Financing Activities

Net cash used in financing activities increased \$14.6 million to \$18.7 million for the three months ended November 30, 2025 primarily due to net proceeds of \$4.5 million on our revolving credit facility during the first three months of the fiscal year, compared to net proceeds of \$14.8 million in the corresponding period of the prior fiscal year. Increases of treasury stock repurchases of \$4.2 million also increased net cash used in financing activities for the first quarter of fiscal year 2026.

### 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 \$0.1 million for the three months ended November 30, 2025 as compared to a decrease in cash of \$2.1 million for the three months ended November 30, 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 against the U.S. Dollar.

### Purchase Commitments

See Note 12. Commitments and Contingencies, incorporated by reference to Part I—Item 1, “Notes to Condensed Consolidated Financial Statements” for additional information on purchase commitments.

### 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 December 10, 2025, the Company's Board declared a cash dividend of \$1.02 per share payable on January 30, 2026 to stockholders of record at the close of business on January 16, 2026.

### ***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, 2025, which was filed with the SEC on October 27, 2025.

### **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, 2025, which was filed with the SEC on October 27, 2025.

### **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 November 30, 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 November 30, 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, 2025, which was filed with the SEC on October 27, 2025. 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 16, 2025, the Board approved the extension of the expiration date to August 31, 2026 for the 2023 Repurchase Plan, which became effective on September 1, 2023 and was set to expire August 31, 2025. We are authorized to acquire up to \$50.0 million of our outstanding shares through this expiration date of August 31, 2026, of which \$21.8 million remains available for the repurchase of shares of common stock as of November 30, 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 three months ended November 30, 2025, the Company repurchased 39,500 shares at an average price of \$197.45 per share, for a total cost of \$7.8 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 November 30, 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
September 1 – September 30	—	\$ —	—	\$ 29,591,825
October 1 – October 31	10,000	\$ 197.10	10,000	\$ 27,620,812
November 1 – November 30	29,500	\$ 197.57	29,500	\$ 21,792,437
	<u>39,500</u>	<u>\$ 197.45</u>	<u>39,500</u>	

### Item 5. Other Information

During the three months ended November 30, 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**

<b>Exhibit No.</b>	<b>Description</b>
3(a)	<a href="#"><u>Certificate of Incorporation, incorporated by reference from the Registrant's Form 10-K filed October 22, 2018, Exhibit 3(a) thereto.</u></a>
3(b)	<a href="#"><u>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.</u></a>
31(a)	<a href="#"><u>Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
31(b)	<a href="#"><u>Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
32(a)	<a href="#"><u>Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
32(b)	<a href="#"><u>Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
101	The following materials from WD-40 Company's Quarterly Report on Form 10-Q for the quarter ended November 30, 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: January 8, 2026

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)

**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: January 8, 2026

/s/ STEVEN A. BRASS

---

Steven A. Brass  
President and Chief Executive Officer

**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: January 8, 2026

/s/ SARA K. HYZER

---

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

**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 November 30, 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: January 8, 2026

/s/ STEVEN A. BRASS

---

Steven A. Brass  
President and Chief Executive Officer

**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 November 30, 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: January 8, 2026

/s/ SARA K. HYZER

---

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