



W.W. GRAINGER, INC.
ANNUAL MEETING OF SHAREHOLDERS
April 29, 2026

AGENDA

- Welcome
- Introduction of Proposals
 - Director Nominations
 - Ratification of Independent Auditor
 - Advisory Vote on Executive Compensation (“Say on Pay”)
- Voting
- Company Update
- Voting Results
- Question & Answer Session
- Adjournment

RULES OF CONDUCT AND PROCEDURES

Welcome to the 2026 Annual Meeting of Shareholders (the “Meeting”) of W.W. Grainger, Inc. (the “Company”). To further our goal of having an orderly and informative meeting, please observe the following Rules of Conduct and Procedures:

1. **Requirements for meetings:** Our By-Laws prescribe the requirements for meetings of our shareholders. The Chairman of the Meeting will conduct the Meeting in accordance with those requirements.
2. **Shareholder eligibility to vote or ask questions:** Only shareholders of record as of the close of business on March 2, 2026 may vote or submit questions.
3. **How to vote:** If you have voted your shares prior to the start of the Meeting, your vote has been received by the Company’s inspector of elections and there is no need to vote those shares again during the meeting, unless you wish to revoke or change your vote. Shareholders who have not yet voted or who wish to change their vote, may do so by clicking on the voting button on the web portal and following the instructions provided. Remember, you must have your control number from your proxy card in order to vote during the meeting.
4. **Meeting topics:** The only proposals to be voted on at the Meeting are the proposals set forth in the Notice of 2026 Annual Meeting of Shareholders and Proxy Statement, dated March 10, 2026. We will strictly follow the Agenda for the proposals provided in the Proxy Statement as we conduct the Meeting. While votes are being tallied, the Company’s CEO will give a Company update.

Following the update, the voting results will be announced, ending the formal business of the Meeting.

5. **Asking questions during the Meeting:** There will be no new questions taken during the Meeting. All questions were required to be submitted prior to the meeting as indicated in the *Questions and Answers* section of the Proxy Statement.
6. **When will questions be answered:** Following the conclusion of the formal business of the Meeting, the Company's CEO will respond to questions submitted in advance of the Meeting. Submitted questions which are of similar content may be grouped together or addressed collectively to avoid duplication.
7. **Appropriate questions:** While we welcome shareholder questions, conducting the business set out in the Agenda for the benefit of all shareholders will be paramount. Accordingly, only questions that are appropriate and relevant to the business of the Company or the Meeting will be answered.
8. **Follow-up on unanswered questions:** We cannot assure that every shareholder question will be addressed during the meeting. Any questions that we are unable to address due to time constraints will be responded to by Investor Relations after the Meeting. If there are any matters of individual concern to a shareholder and not of general concern to all shareholders, such matters may be raised separately after the Meeting by contacting Investor Relations at InvestorRelations@grainger.com.
9. **Recording Prohibited:** Recording or rebroadcast of the Meeting is prohibited.

Thank you for your cooperation and for joining the Company at the Meeting.