

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549
FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended **December 31, 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 **1-5684**

W.W. Grainger, Inc.

(Exact name of registrant as specified in its charter)

Illinois **36-1150280**
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

100 Grainger Parkway
Lake Forest, Illinois **60045-5201**
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (847) 535-1000
Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock	GWW	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

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 the 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that require a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §2401.10D-1(b).

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

Yes No

The aggregate market value of the voting common equity held by non-affiliates of the registrant was \$41,053,116,330 as of the close of trading as reported on the New York Stock Exchange on June 30, 2025. The Company does not have nonvoting common equity.

The registrant had 47,373,024 shares of the Company's Common Stock outstanding as of February 12, 2026.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed in connection with the annual meeting of shareholders to be held on April 29, 2026, are

incorporated by reference into Part III of this Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (Form 10-K) where indicated. The registrant's definitive proxy statement will be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

TABLE OF CONTENTS

Page

PART I

Item 1:	BUSINESS	4
Item 1A:	RISK FACTORS	12
Item 1B:	UNRESOLVED STAFF COMMENTS	22
Item 1C:	CYBERSECURITY	23
Item 2:	PROPERTIES	24
Item 3:	LEGAL PROCEEDINGS	24
Item 4:	MINE SAFETY DISCLOSURES	24

PART II

Item 5:	MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES	25
Item 6:	RESERVED	26
Item 7:	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	27
Item 7A:	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	37
Item 8:	FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA	38
Item 9:	CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	67
Item 9A:	CONTROLS AND PROCEDURES	67
Item 9B:	OTHER INFORMATION	69
Item 9C:	DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS	69

PART III

Item 10:	DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE	70
Item 11:	EXECUTIVE COMPENSATION	70
Item 12:	SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	70
Item 13:	CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE	70
Item 14:	PRINCIPAL ACCOUNTANT FEES AND SERVICES	70

PART IV

Item 15:	EXHIBITS AND FINANCIAL STATEMENT SCHEDULES	71
Item 16:	FORM 10-K SUMMARY	75
Signatures		76

Forward-Looking Statements

From time to time in this Annual Report on Form 10-K as well as in other written reports, communications and verbal statements, Grainger (as defined below) makes forward-looking statements that are not historical in nature but concern forecasts of future results, business plans, analyses, prospects, strategies, objectives and other matters that may be deemed to be “forward-looking statements” under the federal securities laws. Forward-looking statements can generally be identified by their use of terms such as “anticipate,” “estimate,” “believe,” “expect,” “could,” “forecast,” “may,” “intend,” “plan,” “predict,” “project,” “will,” or “would,” and similar terms and phrases, including references to assumptions.

Grainger cannot guarantee that any forward-looking statement will be realized and achievement of future results is subject to risks and uncertainties, many of which are beyond Grainger’s control, which could cause Grainger’s results to differ materially from those that are presented.

Important factors that could cause actual results to differ materially from those presented or implied in the forward-looking statements include, without limitation: inflation, higher product costs or other expenses, including operational and administrative expenses; a major loss of customers; loss or disruption of sources of supply; changes in customer or product mix; increased competitive pricing pressures; changes in third-party practices regarding digital advertising; failure to enter into or sustain contractual arrangements on a satisfactory basis with group purchasing organizations; failure to develop, manage or implement new technology initiatives or business strategies, including with respect to Grainger’s eCommerce platforms and artificial intelligence; failure to adequately protect intellectual property or successfully defend against infringement claims; fluctuations or declines in Grainger’s gross profit margin; Grainger’s responses to market pressures; the outcome of pending and future litigation or governmental or regulatory proceedings, including with respect to wage and hour, anti-bribery and corruption, environmental, regulations related to advertising, marketing and the internet, consumer protection, pricing (including disaster or emergency declaration pricing statutes), product liability, compliance or safety, trade and export compliance, general commercial disputes, or privacy and cybersecurity matters; investigations, inquiries, audits and changes in laws and regulations; failure to comply with laws, regulations and standards, including new or stricter environmental laws or regulations; government contract matters, including new or revised provisions relating to contract compliance or performance; the impact of any government shutdown; disruption or breaches of information technology or data security systems involving Grainger or third parties on which Grainger depends; general industry, economic, market or political conditions; general global economic conditions including existing, new, or increased tariffs, trade issues and changes in trade policies, inflation, and interest rates; currency exchange rate fluctuations; market volatility, including price and trading volume volatility or price declines of Grainger’s common stock; an incident that adversely impacts Grainger’s reputation or brand; commodity price volatility; facilities disruptions or shutdowns; higher fuel costs or disruptions in transportation services; effects of outbreaks of pandemic disease or viral contagions, global conflicts, natural or human induced disasters, extreme weather, and other catastrophes or conditions; effects of climate change; failure to execute on our corporate responsibility efforts; competition for, or failure to attract, retain, train, motivate and develop executives and key team members; loss of key members of management or key team members; loss of operational flexibility and potential for work stoppages or slowdowns if team members unionize or join a collective bargaining arrangement; changes in effective tax rates; changes in credit ratings or outlook; Grainger’s incurrence of indebtedness or failure to comply with restrictions and obligations under its debt agreements and instruments and other factors identified under Part I, Item 1A: Risk Factors and elsewhere in this Form 10-K.

The preceding list is not intended to be an exhaustive list of all of the factors that could impact Grainger’s forward-looking statements. Given these risks and uncertainties, you are cautioned not to place undue reliance on Grainger’s forward looking-statements and Grainger undertakes no obligation to update or revise any of its forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

PART I

Item 1: Business

W.W. Grainger, Inc., incorporated in the State of Illinois in 1928, is a broad line, distributor of maintenance, repair and operating (MRO) products and services with operations primarily in North America, Japan and the United Kingdom (U.K.). In the fourth quarter of 2025, Grainger exited the U.K. market by completing the sale of the Cromwell business and closing the Zoro U.K. business. In this report, the words "Grainger" or "Company" mean W.W. Grainger, Inc. and its subsidiaries, except where the context makes it clear that the reference is only to W.W. Grainger, Inc. itself and not its subsidiaries.

For financial information regarding the Company, see the Consolidated Financial Statements and Notes included in Part II, Item 8: Financial Statements and Supplementary Data of this Form 10-K.

The Grainger Edge

Grainger's strategic framework, the Grainger Edge®, uniquely defines the Company by asserting why it exists, how it serves customers and how team members work together to achieve its objectives. Grainger's purpose is We Keep The World Working®, which in turn allows customers to focus on the core of their businesses and do what they do best.

This framework also outlines a set of principles that define the behaviors expected from Grainger's team members in working with each other and the Company's customers, suppliers and communities as Grainger executes its strategy and creates value for shareholders. For further information on the Company's principles, see below "Human Capital - Workplace Practices and Policies."

General

Grainger's two reportable segments are High-Touch Solutions North America (High-Touch Solutions N.A.) and Endless Assortment. These reportable segments align with Grainger's go-to-market strategies and bifurcated business models of high-touch solutions and endless assortment. For further segment information, see Part II, Item 7: Management's Discussion and Analysis (MD&A) of Financial Condition and Results of Operations and Note 13 of the Notes to Consolidated Financial Statements in Part II, Item 8: Financial Statements and Supplementary Data of this Form 10-K.

Below is a description of Grainger's reportable segments and other businesses.

High-Touch Solutions N.A.

The Company's High-Touch Solutions N.A. segment provides value-added MRO solutions that are rooted in deep product knowledge and customer expertise. The high-touch solutions model serves customers with complex buying needs. This segment primarily includes the Grainger-branded businesses in the United States (U.S.), Canada, Mexico and Puerto Rico.

Endless Assortment

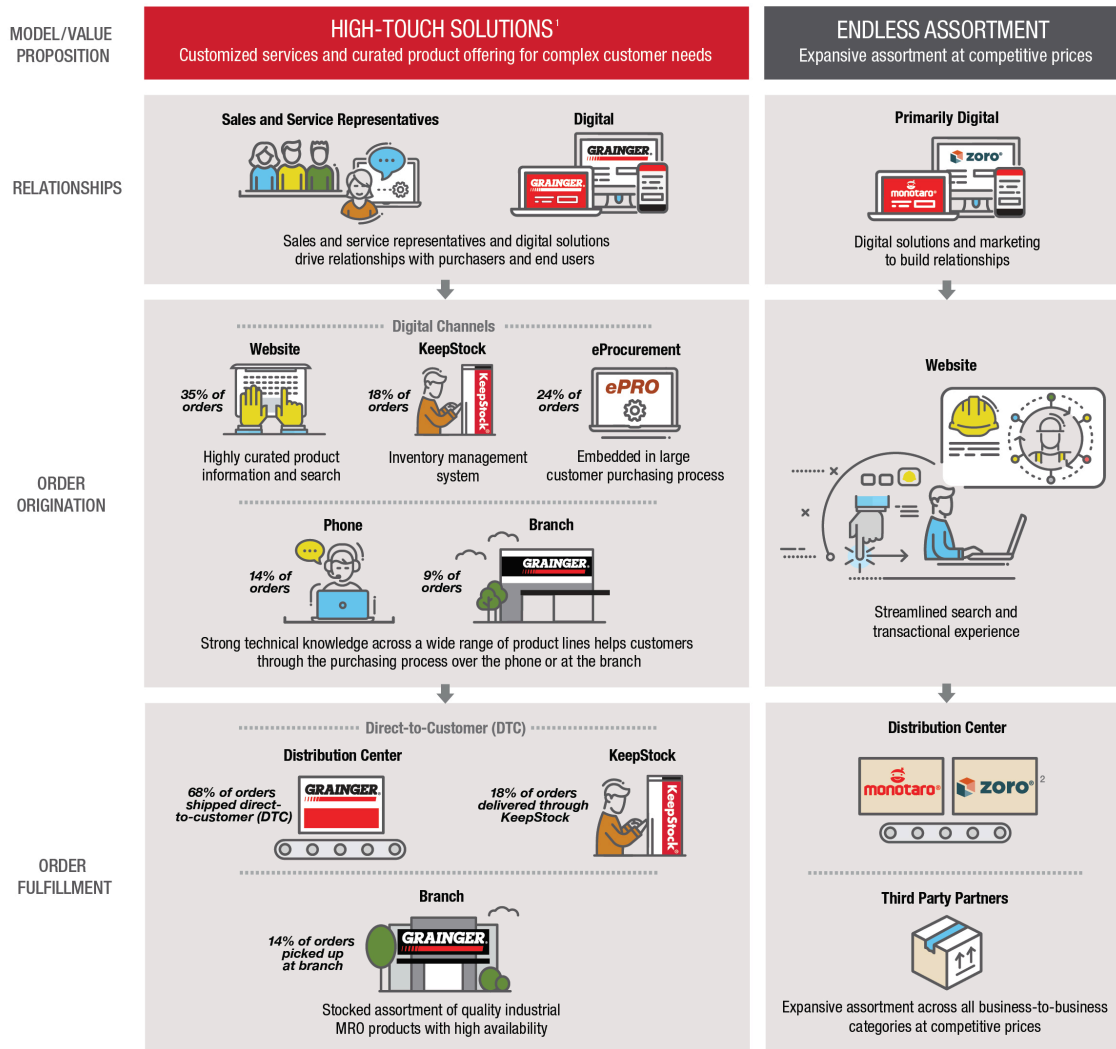
The Company's Endless Assortment segment provides a streamlined and transparent online platform with one-stop shopping for millions of products. The Endless Assortment segment includes the Company's Zoro Tools, Inc. (Zoro) and MonotaRO Co., Ltd. (MonotaRO) online channels which operate predominately in the U.S. and Japan, respectively.

Other

Other businesses is primarily comprised of the Company's Cromwell business in the U.K. and a wholly owned captive insurance entity. These businesses individually and in the aggregate do not meet the criteria of a reportable segment. On December 17, 2025, Grainger completed the sale of the Cromwell business. See Note 2 of the Notes to the Consolidated Financial Statements in Part II, Item 8: Financial Statements and Supplementary Data of this Form 10-K for more information on the sale of the Cromwell business.

Business Models

Competing with both high-touch solutions and endless assortment business models allows Grainger to leverage its scale and advantaged supply chain to meet the changing needs of its customers. The following provides a high-level view of the Company's business models:



¹ Order origination and fulfillment data provided is for the U.S. high-touch solutions business as of December 31, 2025.

² Zoro U.S. primarily leverages the U.S. high-touch solutions Distribution Centers to deliver products to customers.

Customers

The Company uses a combination of its two business models to serve its more than 4.6 million customers worldwide which rely on Grainger for products and services that enable them to run safe, sustainable and productive operations. Grainger's customers range from smaller businesses to large corporations, government entities and other institutions, representing a broad collection of industries, including, but not limited to commercial, healthcare, and manufacturing. No single end customer accounted for more than 10% of total sales for the year ended December 31, 2025.

In the High-Touch Solutions N.A. segment, customers are typically mid-size and large businesses with complex purchasing operations and processes. Many customers served in this segment expect product and service depth and are focused on total cost of procurement. Customers in this segment utilize sophisticated electronic purchasing platforms that communicate directly with Grainger's systems through eProcurement technology. Sales and service representatives drive relationships with customers by helping select the right products and reducing costs by utilizing Grainger as a consistent source of supply. KeepStock®, Grainger's inventory management solution, serves customers on site, offering valuable insights to drive efficiencies and cost savings. The North American Customer Service Centers manage customer interactions for the region via phone, email, eCommerce portals and online chat.

In the Endless Assortment segment, customers are typically smaller and mid-size businesses with less complex purchasing operations and processes. Customers served in this segment have straight-forward product and service needs. Additionally, MonotaRO continues to attract and retain large enterprise customers. Customers purchasing through the endless assortment platforms are focused on transparent pricing and an easy-to-navigate procurement process. MonotaRO and Zoro offer an innovative customer experience by allowing customers to quickly find competitively priced products through intuitive business-focused eCommerce platforms with intelligent analytic capabilities.

Products and Services

Grainger's product offering is grouped under several broad categories, including safety and security, material handling and storage, pumps and plumbing equipment, cleaning and maintenance, metalworking and hand tools. Products are regularly added and removed from Grainger's product lines based on customer demand, market research, suppliers' recommendations and other factors. No single product category comprised more than 20% of the Company's sales for the year ended December 31, 2025.

In the High-Touch Solutions N.A. segment, Grainger.com provides real-time product availability and price, as well as detailed product information and features, such as product search and compare capabilities. The high-touch solutions businesses offer approximately 2 million products and several services, such as technical support and inventory management.

In the Endless Assortment segment, Grainger offers an expansive product assortment that contains millions of products, including those outside of traditional industrial MRO categories. Zoro offers approximately 13 million products and MonotaRO provides access to approximately 29 million products, primarily through its websites and catalogs. The endless assortment businesses continue to enhance assortment by strategically adding products and expanding the offer of third party held products.

Distribution and Sources of Supply

In the large and fragmented MRO industry, Grainger holds an advantaged position with its supply chain infrastructure and a broad in-stock product offering. More than 5,000 primary suppliers worldwide provide Grainger businesses with more than 1.5 million products stocked in Distribution Centers (DCs) and branches globally. No single supplier comprised more than 5% of Grainger's total purchases for the year ended December 31, 2025.

In the High-Touch Solutions N.A. segment, DCs are the primary order fulfillment channel, mainly through direct shipments to customers. Automation in the DCs allows orders to ship complete with next-day delivery and also replenish branches that provide same-day availability to customers. Grainger's North American distribution network supplies inventory planning and management, transportation and distribution services to all Grainger businesses in the North American region. Branches serve the immediate needs of customers by allowing them to directly pick up items and leverage branch staff for their technical product expertise and search-and-select support. Additionally, Grainger offers comprehensive inventory management through its KeepStock® program which provides onsite industry expertise, flexible storage solutions and intuitive customer tools powered by proprietary processes and technology.

In the Endless Assortment segment, orders are placed primarily through online channels. Zoro leverages the High-Touch Solution N.A.'s DC network and third-party drop shipments to deliver seamless service and product fulfillment to customers. MonotaRO fulfills customer orders through local DCs and third-party drop shipments.

For further information on the Company's properties, see Part I, Item 2: Properties of this Form 10-K.

Trademarks and Service Marks

Grainger conducts business under various trademarks and service marks, including DAYTON®, GRAINGER®, CONDOR®, WESTWARD®, SPEEDAIRE®, TOUGH GUY®, LUMAPRO®, ZORO® and AIR HANDLER®. Approximately 19% of 2025 U.S. stocked product sales, within the High-Touch Solutions N.A. segment, were private label MRO items bearing Grainger's registered trademarks. Grainger also provides a suite of inventory services to its customers under the KEEPSTOCK® brand, which is a registered service mark. Grainger has taken steps to protect these service marks and trademarks against infringement and believes they will remain available for future use in its business.

Seasonality

Grainger sells products that may have seasonal demand fluctuations during the winter or summer seasons or during periods of natural disasters. However, historical seasonality impacts have not been material to Grainger's operating results.

Competition

Grainger faces competition from a variety of competitors, including manufacturers (including some of its own suppliers) that sell directly to certain segments of the market, wholesale distributors, retailers and internet-based businesses. Also, competitors vary by size, from large broad line distributors and eCommerce retailers to small local and regional competitors. Grainger differentiates itself by providing local product availability, a broad product line, sales and service representatives and advanced electronic and eCommerce technology. Grainger also offers other services, such as inventory management and technical support.

Government Regulations

Grainger's business is subject to a wide array of laws, regulations and standards in each domestic and foreign jurisdiction where Grainger operates. In addition to Grainger's U.S. based operations, which in 2025 generated approximately 81% of its consolidated net sales, Grainger operates its business principally through wholly owned subsidiaries in Canada, Mexico and the U.K., and through its majority-owned subsidiary in Japan. Compliance with these laws, regulations and standards requires the dedication of time and effort of team members as well as financial resources. In 2025, compliance with the applicable laws, regulations and standards did not have a material effect on capital allocation, earnings or competitive position. See Part I, Item 1A: Risk Factors of this Form 10-K for a discussion of the risks associated with government regulations that may materially impact Grainger.

Human Capital

The Company strongly believes that its corporate culture must be aligned with its business strategy and aspiration to create value. To that end, Grainger's Board of Directors (the Board) and senior management are actively involved in cultivating Grainger's culture. The Compensation Committee of the Board, which is comprised of independent directors, oversees the Company's human capital management programs and policies and routinely provides updates to the Board.

Grainger believes that a purpose-driven culture is an asset that creates a sustainable, competitive advantage for the Company. Building on its strong foundation while evolving a framework to address the future is critical to Grainger's continued success. Grainger has been consistently recognized for its commitment to its culture, welcoming workplace and team member engagement.

Team Member and Workplace Profile

As of December 31, 2025, Grainger had approximately 25,000 team members worldwide, of whom approximately 22,100 were full-time and 2,900 were part-time or temporary. Approximately 90% of these team members are located in North America and 10% in Asia.

Grainger believes a broad talent pool is essential to live its principles, foster innovation, build high-performing teams and drive business results. The Company understands that future business success requires a mix of current and new skill sets, multiple experiences, and a broad array of backgrounds and perspectives, and strives to reflect this in its hiring, retention and promotion practices. The Company aspires to increasingly promote a welcoming culture that values all people.

As of December 31, 2025, the Company's Board of Directors is comprised of approximately 33% female and 25% racially and ethnically diverse directors. Grainger's global executive leadership team is comprised of approximately 45% women leaders. The U.S. based executive leadership team is comprised of approximately 27% racially and ethnically diverse leaders. Within Grainger's global workforce, approximately 42% of team members are women and approximately 39% of U.S. team members are racially and ethnically diverse.

Workplace Practices and Policies

The Company's strategic framework, the Grainger Edge®, outlines a set of principles that define the behaviors expected from Grainger's team members in working with each other and the Company's customers, suppliers and communities. This framework helps the Company execute its strategy and create value for shareholders.

The Grainger Edge® principles work as a system and guide the Company's actions supporting health and safety, a welcoming workplace, and team member experience, including talent acquisition, retention, development and compensation and benefits. The Grainger Edge® principles are:

- Start with the Customer
- Embrace Curiosity
- Act with Intent
- Compete with Urgency
- Win as One Team
- Invest in our Success
- Do the Right Thing

Grainger's purpose-driven culture and principles help the Company attract, retain, motivate and develop its workforce and drive team member engagement. The Company believes an engaged workforce leads to a more innovative, productive and profitable company and measures team member engagement on an ongoing basis. The results from engagement surveys are used to inform programs and processes designed and implemented to enhance the culture Grainger aspires to achieve.

Health and Safety

Grainger strives to provide a safe work environment in which team members are properly prepared to perform the many tasks required to support customers. The Company's Environmental, Health and Safety (EHS) program is designed to integrate EHS into Grainger's business operations and comply with applicable regulations. To that end, the Company requires each of its locations to perform regular safety audits to confirm proper safety policies, programs and procedures.

The Company is focused on promoting a culture of safety and education. Operational team members must complete routine training to fully understand the expectation of behaviors defined by the Company's global EHS policy. Managing and reducing risks at DCs and other facilities remain a core objective. In 2025, the Company's Occupational Safety and Health Administration Total Recordable Incident Rate in the U.S. was 1.3 and the Company's Lost Time Incident Rate in the U.S. was 0.7 based upon the number of incidents per 100 team members (or per 200,000 work hours).

Talent Acquisition, Retention and Development

Grainger believes that a great customer experience starts with a great team member experience. The Company is committed to providing team members with resources designed to help them succeed. Grainger focuses on creating opportunities for team member growth, development and training, including offering a comprehensive talent program that continues throughout a team member's career. This talent program is comprised of performance

management, career management, professional development learning opportunities and milestone leadership development programs.

Compensation and Benefits

Grainger believes that its future success is highly dependent upon the Company's continued ability to attract, retain and motivate team members. As part of its efforts in these areas, the Company offers competitive compensation and benefits to meet the needs of team members and support their physical and mental health and well-being, financial future and work-life balance. Team members are given access to health plan resources which include 24-hour virtual health services, disease management, tobacco cessation, parental support, stress management and weight loss programs with access to online support communities. In addition, Grainger provides retirement savings, paid holidays and time off, educational assistance and income protection benefits as well as a variety of other programs.

Available Information

Grainger's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to reports filed pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), are filed with the U.S. Securities and Exchange Commission (SEC). Such reports and other information filed with the SEC are available free of charge as soon as reasonably practicable after these materials are electronically filed with, or furnished to, the SEC, on the Company's website at www.grainger.com, and its investor relations website, invest.grainger.com. This includes press releases and other information about financial performance, information on Grainger's Impact Program, and details related to the Company's annual meeting of shareholders. The content of the Company's website and investor relations website is not incorporated by reference into this Form 10-K or in any other report or document filed with the SEC, and any references to Grainger's website and investor relations website are intended to be inactive textual references only. The SEC also maintains a website at www.sec.gov that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

Information about Executive Officers

Following is information about the executive officers of Grainger, including age, as of January 31, 2026. Executive officers of Grainger generally serve until the next annual appointment of officers, or until earlier resignation or removal.

Name and Age	Positions and Offices Held and Principal Occupation and Employment
Nancy L. Berardinelli-Krantz (48)	Senior Vice President and Chief Legal Officer since January 2023. Ms. Berardinelli-Krantz previously served as Senior Vice President and Deputy Chief Legal Officer at Eaton Corporation (Eaton), a power management company, from June 2022 to December 2022. Prior to being promoted to that role, she held a variety of senior leadership roles at Eaton. Ms. Berardinelli-Krantz served in senior leadership positions at The Goodyear Tire & Rubber Company, a multinational tire manufacturer, and worked at Jones Day, an international law firm. Ms. Berardinelli-Krantz is a veteran of the United States Army and Judge Advocate General's Corps.
Jonny LeRoy (54)	Senior Vice President and Chief Technology Officer since April 2020. Mr. LeRoy previously served as Head of Technology for North America for ThoughtWorks, a technology consultancy, from 2013 to March 2020. Prior to being promoted to Head of Technology for North America, Mr. LeRoy held roles of increasing responsibility at ThoughtWorks. Prior to joining ThoughtWorks, Mr. LeRoy was a founder and Chief Technology Officer of Whatsonwhen, an online travel information company.
D.G. Macpherson (58)	Chairman of the Board, since October 2017 and Chief Executive Officer since October 2016 at which time he was also appointed to the Board of Directors. Mr. Macpherson previously served as Chief Operating Officer from August 2015 to September 2016, Senior Vice President and Group President, Global Supply Chain and International from September 2013 to July 2015, Senior Vice President and President, Global Supply Chain and Corporate Strategy from January 2012 to August 2013, and Senior Vice President, Global Supply Chain from November 2008 to December 2011. Prior to Grainger, Mr. Macpherson served as Partner and Managing Director at Boston Consulting Group, a global management consulting firm.
Deidra C. Merriwether (57)	Senior Vice President and Chief Financial Officer, since January 2021. Ms. Merriwether previously served as Senior Vice President, and President, North American Sales & Services, from November 2019 to December 2020, Senior Vice President, U.S. Direct Sales and Strategic Initiatives, from September 2017 to November 2019, Vice President, Pricing and Indirect Procurement from April 2016 to August 2017 and Vice President in Finance from 2013 to 2016. Prior to Grainger, Ms. Merriwether held various positions of increasing responsibility at Sears Holdings Corporation, a broadline retailer, PricewaterhouseCoopers LLP, a global professional services firm, and Eli Lilly & Company, a global pharmaceutical company.
Paige K. Robbins (57)	Senior Vice President and President, Grainger Business Unit since January 2021. Ms. Robbins previously served as Senior Vice President and Chief Technology, Merchandising, Marketing, Strategy Officer from November 2019 to December 2020, Senior Vice President and Chief Merchandising, Marketing, Digital, Strategy Officer from May 2019 to October 2019, Senior Vice President and Chief Digital Officer from September 2017 to April 2019, Senior Vice President, Global Supply Chain, Branch Network, Contact Centers and Corporate Strategy from November 2016 to August 2017 and various other positions since joining Grainger in September 2010. Prior to Grainger, Ms. Robbins served as Partner and Managing Director at Boston Consulting Group, a global management consulting firm.

Laurie R. Thomson (52)

Vice President, Controller and principal accounting officer since May 2021. Ms. Thomson previously served as Vice President, Internal Audit and Finance Continuous Improvement from November 2019 to April 2021, Vice President, Internal Audit from October 2016 to November 2019, as Senior Director, Finance from June 2011 to September 2016, and Director, Internal Audit from February 2008 to June 2011. Prior to Grainger, Ms. Thomson served as Director, Internal Audit at CVS Health Corporation, a pharmacy healthcare provider, and Audit Manager at Arthur Andersen LLP, a professional services firm. Ms. Thomson is a certified public accountant.

Melanie Tinto (54)

Senior Vice President, Chief Human Resources Officer joined Grainger in April 2025. Ms. Tinto previously served as Chief Human Resources Officer for WEX, Inc. (WEX), a financial technology solutions provider, from 2018 to April 2025. Prior to WEX, Ms. Tinto served as Vice President of Global Talent Acquisition and Chief Learning Officer of Medtronic plc, a global medical technology company, and previously held senior leadership roles at HP Inc., Walmart, Inc. and Bank of America Corporation.

Item 1A: Risk Factors

The following represents a discussion of risk factors relevant to Grainger's business that could adversely affect its financial condition, results of operations and cash flows, along with the accuracy of forward-looking statements. The risks included below are not exhaustive. As Grainger operates in a rapidly changing environment, it is not possible for management to predict all risks and the corresponding impact of each such risk or a combination of risks. The presented risks and any new risks could cause actual results to differ materially from those contained in any forward-looking statements. The risk factors discussed in this section should be considered together with information included elsewhere in this Annual Report on Form 10-K and should not be considered the only risks to which Grainger is exposed.

Industry and Market Risks

Inflation could cause Grainger's operating and administrative expenses to grow more rapidly than net sales, which could result in lower gross margins and lower net earnings.

Market variables, such as inflation of product costs, labor rates, fuel, freight and energy costs, as well as geopolitical events, could negatively impact Grainger's ability to effectively manage its operating and administrative expenses. For example, geopolitical conflicts and related international responses have exacerbated, and may continue to exacerbate inflationary pressures, including increases in fuel and other energy costs. Additionally, climate-related policies, carbon pricing mechanisms, and regulations aimed at reducing emissions may increase energy and raw material costs, which could put additional pressure on Grainger's margins. Inflation may also reduce demand for products, resulting in lower sales volumes. In addition, Grainger's inability to pass on increases in costs to customers in a timely manner, or at all, could cause Grainger's operating and administrative expenses to grow more rapidly than net sales, which could result in lower gross profit margins and lower net earnings.

Disruptions in Grainger's supply chain could result in an adverse impact on results of operations.

Grainger's logistics or supply chain network could be disrupted by the occurrence of: one or more natural or weather-related disasters, including earthquakes, tsunamis, storms, hurricanes, floods, fires, droughts, tornados and other extreme weather events or conditions; longer-term climate shifts that affect transportation infrastructure or material availability; pandemic diseases or viral contagions; geopolitical events, such as war, civil unrest or terrorist attacks in a country in which Grainger operates or in which its suppliers are located; disruptions to transportation infrastructure and networks, including from transport providers or third-party work stoppages related to labor strikes or lockouts; and the imposition of measures that create barriers to or increases in costs associated with international trade.

Even when Grainger is able to find alternate sources for certain products, they may cost more or require Grainger to incur higher transportation costs, which could adversely impact Grainger's profitability and financial condition. For example, disruptions to global transportation networks, such as labor strikes or extreme weather damaging logistics hubs, could increase delays and costs. Any of these circumstances could impair Grainger's ability to meet customer demand for products and result in lost sales, increased supply chain costs, penalties or damage to Grainger's reputation. Grainger's ability to provide same-day shipping and next-day delivery is an integral component of Grainger's business strategy and any such disruption could adversely impact results of operations and financial performance.

Further escalation of geopolitical tensions across the world and potential actions taken in response to them could have a broad impact on markets where Grainger does business, adversely affect its suppliers and disrupt the sourcing, manufacturing and transportation of products. It is not possible to predict whether certain geopolitical events which could adversely affect Grainger's business will occur, or the broader consequences of these events if they did occur, which could include further instability, geopolitical shifts and adverse effects on the global economy or possible sanctions, embargoes or other trade barriers.

Weakness in the economy, market trends and other conditions affecting the profitability and financial stability of Grainger's customers could negatively impact Grainger's sales growth and results of operations.

Economic, political and industry trends affect Grainger's business environment. Grainger serves several industries and markets in which the demand for its products and services is sensitive to the production activity, capital spending and demand for products and services of Grainger's customers. Many of these customers operate in markets that are subject to fluctuations resulting from market uncertainty, trade and tariff policies, costs of goods

sold, currency exchange rates, interest rate fluctuations, government spending and government shutdowns, economic downturns, recessions, foreign competition, offshoring of production, oil and natural gas prices, geopolitical developments, labor shortages, work stoppages, natural or human induced disasters, extreme weather, outbreaks of pandemic disease, inflation, deflation, and a variety of other factors beyond Grainger's control. Any of these factors could cause customers to idle or close facilities, delay purchases, reduce production levels, or experience reductions in the demand for their own products or services.

Any of these events could also reduce the volume of products and services these customers purchase from Grainger or impair the ability of Grainger's customers to make full and timely payments and could cause increased pressure on Grainger's pricing and terms of sale. Accordingly, a significant or prolonged slowdown in economic activity in Canada, Japan, Mexico, the U.S. or any other major world economy, or a segment of any such economy, could negatively impact Grainger's sales, results of operations and cash flow.

Unexpected product shortages, product cost increases and risks in trade and tariff policies associated with Grainger's suppliers could negatively impact customer relationships or result in an adverse impact on results of operations.

Grainger's products are purchased from more than 5,000 primary suppliers located in various countries around the world, not one of which accounted for more than 5% of total purchases in the year ended December 31, 2025.

Disruptions in procuring sources of supply could occur due to factors beyond Grainger's control. These factors could include economic downturns, recessions, outbreaks of pandemic disease, natural or human induced disasters, cybersecurity attacks, extreme weather, geopolitical unrest, new, threatened or increased tariffs, trade issues and policies, detention orders or withhold release orders on imported products, labor problems or shortages experienced by Grainger's suppliers or others in the supply chain, transportation availability, staffing and cost, shortage of raw materials, supplier consolidation, unilateral product cost increases by suppliers of products in short supply, inflation and other factors, any of which could adversely affect a supplier's ability to manufacture or deliver products or could result in an increase in Grainger's product costs.

Further, Grainger sources products from Asia and other areas of the world. This increases the risk of supply disruption due to the additional lead time required, distances involved, and the range of potential consequences of various geopolitical risks. If Grainger was unable to promptly replace sources of supply that become disrupted, there could be adverse effects on inventory levels, results of operations, customer relationships and Grainger's reputation. In addition, Grainger has strategic relationships with a number of vendors. In the event Grainger was unable to maintain those relations, there might be a loss of competitive pricing arrangements which could, in turn, adversely affect results of operations.

For products sold in the U.S., Canada, Mexico and Japan, Grainger requires its suppliers and sub-suppliers, to comply with Grainger's Supplier Code of Ethics, or other similar responsible sourcing standards, as a condition of doing business with Grainger. Grainger's Supplier Code of Ethics focuses on four main areas of ethical sourcing: (i) human rights and labor standards (including prohibitions on child and forced labor); (ii) environment, health and safety; (iii) sanctions, trade, bribery and corruption; and (iv) privacy and information security. Grainger's Supplier Code of Ethics also addresses how to report potential Supplier Code of Ethics violations and related concerns. Grainger does not control its suppliers and their sub-suppliers, and neither Grainger nor its suppliers or other partners may be able to uncover all instances of noncompliance with Grainger's Supplier Code of Ethics and ethical and lawful business practices. Even an isolated incident, or the aggregate effect of individually insignificant incidents, can erode trust and confidence, particularly if they result in adverse publicity, governmental attention or investigations, product recalls, or litigation, and as a result, could tarnish Grainger's brand and lead to adverse effects on Grainger's business and results of its operations.

Volatility in commodity prices may adversely affect gross margins.

Some of Grainger's products contain significant amounts of commodity-priced materials, such as steel, copper, petroleum derivatives, rare earth minerals, or other materials or inputs required to manufacture certain products and are subject to price changes based on fluctuations in the commodities market. Certain policies, including carbon pricing, emissions trading systems, and regulations limiting industrial emissions, may further contribute to cost fluctuations for fuel, energy, and raw materials.

Further changes in U.S. and foreign trade policy (including new or additional increases in duties or tariffs), including retaliatory actions by U.S. trade partners, could result in a worsening of economic conditions. The level of demand for Grainger's products and services is influenced in multiple ways by the price and availability of raw materials and

commodities, including fuel. For example, climate-related regulations on transportation emissions could increase fuel costs, thereby impacting the cost of product distribution. Fluctuations in the price of fuel or increased demand for freight services could affect transportation costs. Grainger's ability to pass on such increases in costs in a timely manner, or at all, depends on market conditions. The inability to pass along cost increases could result in lower gross margins and lower net earnings. In addition, higher prices could reduce demand for these products, resulting in lower sales volumes.

Fluctuations in foreign currency could have an effect on reported results of operations.

Grainger's exposure to fluctuations in foreign currency rates results primarily from the translation exposure associated with the preparation of the Consolidated Financial Statements, as well as from transactions in currencies other than an entity's functional currency. While the Consolidated Financial Statements are reported in U.S. dollars, the Financial Statements of Grainger's subsidiaries outside the U.S. are prepared using the local currency as the functional currency and translated into U.S. dollars. In addition, Grainger is exposed to foreign currency exchange rate risk with respect to the U.S. dollar relative to the local currencies of Grainger's international subsidiaries, primarily the Japanese yen, Mexican peso, and Canadian dollar, arising from transactions in the normal course of business, such as sales and loans to wholly owned subsidiaries, sales to customers, purchases from suppliers, and bank loans and lines of credit denominated in foreign currencies. The foreign currency exchange rate is driven by a variety of macroeconomic factors and fiscal decisions of various governments and central banks, all over which Grainger has no control. Grainger also has foreign currency exposure to the extent receipts and expenditures are not denominated in a subsidiary's functional currency. These fluctuations in foreign currency exchange rates have affected and may continue to affect Grainger's results of operations and impact reported net sales, costs, cash flows and net earnings.

The facilities maintenance industry is highly competitive, and changes in competition and other risks could increase our costs, impact demand for Grainger's products and services or impact the profitability of our business.

Grainger competes in a variety of ways, including product assortment and availability, services offered to customers, pricing, purchasing convenience and the overall experience Grainger offers. This includes the ease of use of Grainger's high-touch operations, eCommerce platforms and delivery of products.

There are several large competitors in the industry, as well as small local and regional competitors. Grainger faces competition from manufacturers (including some of its own suppliers) that sell directly to customers, wholesale distributors, catalog houses, retail enterprises and online businesses.

To remain competitive, Grainger must be willing and able to respond to market pressures. Downward pressure on sales prices, changes in the volume of orders, and an inability to pass higher product costs on to customers could cause Grainger's gross profit percentage to fluctuate or decline. Grainger may not be able to pass rising product costs to customers if those customers have product or supplier alternatives in the marketplace. These pressures could have a material effect on Grainger's sales and profitability.

To manage these potential pressures, Grainger routinely considers the adoption of new operating initiatives, including new marketing programs, productivity improvements, inventory management and loss prevention initiatives, practical applications of artificial intelligence (AI) and other similar strategies. If Grainger is unable to sustain or grow sales, reduce costs, and prevent loss and fraud, among other actions, Grainger's results of operations and financial condition may be adversely affected.

Moreover, Grainger expects technological advancements, innovations and the increased use of eCommerce solutions within the industry to continue to evolve at a rapid pace. As a result, Grainger's ability to effectively compete requires Grainger to respond and adapt to new industry trends and developments. Developing, upgrading, managing or implementing new technologies, including AI, business applications, strategies and innovations may require significant investment of resources by Grainger, may result in unexpected costs and disruptions to operations, may take longer than expected, may increase Grainger's vulnerability to cyber security incidents, attacks or intrusions, and may not provide all anticipated benefits.

Changes in customer base or product mix could cause changes in Grainger's revenue or gross margin, or affect Grainger's competitive position.

Grainger experiences changes in its customer base and product mix that affect gross margin. Changes in customer base and product mix result primarily from business acquisitions and divestitures, changes in customer demand,

customer acquisitions, selling and marketing activities, competition and the increased use of eCommerce by Grainger and its competitors.

In addition, Grainger has entered, and may in the future continue to enter, into contracts with group purchasing organizations (GPOs) that aggregate the buying power of their member customers in negotiating selling prices. If Grainger is unable to enter into, or sustain, contractual arrangements on a satisfactory commercial basis with GPOs, Grainger's results of operations could be adversely affected.

As its customer base and product mix change over time, Grainger must identify new products, product lines and services that respond to industry trends and customer needs. The inability to introduce new products and services and effectively integrate them into Grainger's existing assortment could have a negative impact on future sales growth and Grainger's competitive position. The inclusion of Grainger-branded products in the product assortment could subject Grainger to increased claims and litigation activity. In addition, any insurance or indemnification rights related to Grainger-branded products, including against the manufacturer of such products, may be insufficient or unavailable to protect Grainger against potential loss exposures.

Grainger's common stock may be subject to volatility or price declines.

The trading prices and volumes of Grainger's common stock may be subject to broad and unpredictable fluctuations due to changes in economic, political and market conditions, the financial results and business strategies of Grainger and its competitors, changes in expectations as to Grainger's future financial or operating performance, including estimates by securities analysts and investors, Grainger's failure to meet the financial performance guidance or other forward-looking statements provided to the public, speculation, coverage or sentiment in the media or investment community or by groups of individual investors, changes in capital structure, share repurchases or dividends, economic decline, political unrest or geopolitical conflict, outbreak of pandemic disease, and a number of other factors, including those discussed in this Item 1A. These factors, many of which are outside of Grainger's control, could cause volatility in securities prices and trading volume, including Grainger's stock price, to decline. Volatility in the price of Grainger's securities could result in the filing of securities litigation or government investigations, which could result in substantial costs and the diversion of management's time and resources.

Grainger has a controlling ownership interest in MonotaRO, which is listed on the Tokyo Stock Exchange (TSE). MonotaRO's disclosure and reporting obligations under TSE listing requirements and Japanese securities laws, including the timing of such obligations, vary and may continue to vary from Grainger's obligations under New York Stock Exchange listing requirements and U.S. securities laws. MonotaRO's listed securities may be subject to the same volatility, price and securities litigation risks to which Grainger's common stock is subject.

Operational Risks

The growth of Grainger's eCommerce platforms exposes Grainger to additional risks which could adversely affect Grainger's reputation, financial condition and operating results.

The successful execution of Grainger's eCommerce growth strategy depends on a number of factors, including Grainger's investment in its eCommerce platforms, consumer preferences and purchasing trends, and the ability to deliver a seamless procurement experience across digital and physical retail channels. As its eCommerce platforms have grown in recent years, Grainger has increased, and expects to continue to increase, its investments in developing, managing and implementing technology information systems, software development, machine learning and other capabilities to provide simplified customer interactions and to provide high-quality, user-friendly service to its customers and streamline customer interactions. Grainger has also made significant investments in digital advertising and customer acquisition and retention efforts for its eCommerce channels, including through paid and non-paid advertising such as display advertising, search engine optimization, email and mobile "push" notifications. If Grainger's customer-facing technology systems are perceived as more difficult or less compelling for customers to use than those of Grainger's competitors, or if digital marketing efforts are unsuccessful or if Grainger is otherwise unsuccessful at realizing the benefits of these investments, its reputation, financial condition and operating results may be adversely affected.

Further, if these investments in Grainger's eCommerce platforms are less successful at attracting and retaining customers than similar investments by our competitors, or if Grainger is otherwise unsuccessful at realizing the benefits of these technological investments generally, its reputation, financial condition and operating results may be adversely affected.

In addition, the successful operation of Grainger's eCommerce channels depends in part upon third parties and factors over which Grainger has limited or no control. For example, Grainger relies in part on internet search engines to drive traffic to its websites, and the reach of Grainger's eCommerce channels is impacted by how and where its websites rank in both paid and unpaid search results. Potential changes to search engine ranking rules could cause Grainger's websites to place lower in search results and cause Grainger to incur increased advertising costs in order to increase its visibility. Further, ongoing changes in the legal and regulatory requirements surrounding data privacy, online tracking technologies such as cookies, digital advertising and other eCommerce matters could require Grainger to modify its eCommerce strategy, incur significant additional costs to comply with such changes or otherwise adversely affect Grainger's business, results of operations or financial condition. Grainger also relies on email and other messaging services to promote its websites and product offerings, and changes in Grainger's current or prospective customers' use of email or other messaging services or actions by third parties to block, restrict or charge for the delivery of such messages could adversely affect sales through Grainger's eCommerce channels and Grainger's results of operations.

Grainger's eCommerce channels are subject to risks related to online payment methods and other online transactions, including through purchasing platforms.

Grainger accepts a variety of payment methods via its eCommerce channels, including credit card, debit card, and other payment methods and other online transactions, including through its eProcurement technologies that communicate directly with Grainger.com and Grainger's other eCommerce channels. Although Grainger generally relies on third parties to facilitate eCommerce payments and payment processing services, Grainger may become subject to additional compliance requirements and regulations regarding these transactions and may also suffer losses from online fraudulent transactions on its eCommerce channels, including theft, credit card fraud and other fraudulent behavior. In addition, Grainger must pay certain transaction fees relating to these transactions, which may increase over time and could adversely impact product margins, operating costs and profitability. Grainger's eCommerce channels may become subject to further rules and regulations, and changes in these rules and regulations, or their interpretation, could increase the cost of doing business and adversely affect results of operations.

Grainger's inability to adequately protect its intellectual property or successfully defend against infringement claims by others may have an adverse impact on operations.

Grainger's business relies on the use, validity and continued protection of certain proprietary information and intellectual property, which includes current and future patents, trade secrets, trademarks, service marks, copyrights and confidentiality agreements as well as license and sublicense agreements to use intellectual property owned by affiliated entities or third parties. Unauthorized use of Grainger's intellectual property by others could result in harm to various aspects of the business and may result in costly and protracted litigation in order to protect Grainger's rights. In addition, Grainger may be subject to claims that it has infringed on the intellectual property rights of others, which could subject Grainger to liability, require Grainger to obtain licenses to use those rights at significant cost or otherwise cause Grainger to modify its operations.

In order to compete, Grainger must attract, train, motivate, develop and retain executive leaders and key team members, and the failure to do so could have an adverse effect on results of operations and financial condition.

In order to compete and experience continued growth, Grainger must attract, train, motivate, develop, and retain executives and other key team members, including those in managerial, technical, sales, supply chain, technology development, data science and information technology positions. Grainger competes to hire team members at increasingly competitive wage rates and then must train them and develop their skills and competencies. Qualified individuals needed to fill open positions may be in short supply in some areas. Further, changes in market compensation rates may adversely affect Grainger's labor costs. Competition for qualified team members could require Grainger to pay higher wages to attract a sufficient number of team members. In addition to intense competition for talent, workforce dynamics are constantly evolving. If Grainger does not manage changing workforce dynamics effectively, it could materially adversely affect Grainger's culture, reputation, and operational flexibility.

Additionally, Grainger's operational flexibility could be impacted by work stoppages or slowdowns resulting from collective bargaining or unionization efforts by team members, or situations preventing team members from accessing Grainger facilities such as social unrest, major weather events or significant threats to public safety. The performance of Grainger's stock price could impact Grainger's use of equity-based compensation to attract and retain executives and other key team members. The success of Grainger's team member hiring and retention also

depends on Grainger's ability to build and maintain a workplace culture that enables all team members to have the opportunity for a fulfilling and meaningful career.

Generally, higher wages and benefit costs, competition for talent, and the risk of an increase in team member turnover, could adversely affect Grainger's results of operations. Moreover, changes in immigration policies may impair our ability to recruit, hire and retain technical and professional talent globally. Further, failure to successfully hire executives and key team members or adequately plan for the succession, transition, and assimilation of executive leaders and team members in key roles, or to plan for the loss of executives and key team members, could adversely affect Grainger's results of operations and financial condition.

Grainger's continued success is substantially dependent on positive perceptions of Grainger's reputation.

One of the reasons customers choose to do business with Grainger and team members choose Grainger as a place of employment is the reputation that Grainger has built over many years. Grainger devotes time and resources to initiatives that align with its corporate values and are designed to strengthen its business and protect and preserve its reputation. These efforts include maintaining high standards of product quality and safety, ethical business practices, strong customer relationships, operational reliability, and a commitment to providing a positive workplace environment. These programs can be challenging to implement and costly to maintain, and Grainger's actual or perceived failure to achieve its goals or uphold its commitments could adversely affect its reputation, business, and financial performance.

Grainger must continue to preserve, grow and leverage the value of its brand. Reputational value is based in large part on perceptions of subjective qualities. An isolated incident, or the aggregate effect of individually insignificant incidents, negative or inaccurate postings, articles, or comments on social media or the internet can erode trust and confidence, particularly if they result in adverse publicity, governmental investigations or litigation, and as a result, could tarnish Grainger's brand and lead to adverse effects on Grainger's business.

Grainger's disclosures related to corporate responsibility expose it to risks that could adversely affect its reputation and performance.

Grainger has established and publicly announced its Grainger Impact Program, including its efforts to eliminate waste, reduce its carbon footprint, improve workplace safety and foster a welcoming workplace. These statements reflect its current plans and are not guarantees that Grainger will be able to achieve them. Grainger's pursuit of or inability to update, achieve, or accurately report its goals could damage its reputation, financial performance, and growth, leading to increased scrutiny from customers, enforcement authorities, and other various stakeholders and potential risks such as reputational harm, lawsuits, or market access restrictions.

Grainger's ability to achieve the objectives of the Grainger Impact Program is subject to numerous risks, some of which are outside of its control. For example, evolving climate-related regulations in multiple jurisdictions—such as stricter emissions limits, carbon disclosure mandates, and supply chain sustainability requirements—may require Grainger to adjust its operations and increase compliance investments. New environmental laws, regulations, and enforcement could strain Grainger's suppliers and result in increased compliance-related costs, which could result in higher product costs that are passed to Grainger. Furthermore, our customers may adopt procurement policies that include varying requirements that their suppliers should comply with, or they may seek to include such provisions or requirements in their procurement terms and conditions.

Standards for tracking and reporting Grainger's activity, if any, related to the Grainger Impact Program continue to evolve. Grainger's selection of voluntary disclosure frameworks and standards, and the interpretation or application of those frameworks and standards, may change from time to time or differ from those of others. Methodologies for reporting applicable data may be updated and previously reported data may be adjusted to reflect improvement in availability and quality of third-party data, changing assumptions, changes in the nature and scope of Grainger's operations and other changes in circumstances. Grainger's processes and controls for reporting such matters across its operations and supply chain are evolving along with multiple disparate standards for identification, measurement, and reporting regulatory disclosure standards are or may become required by the SEC, European and other regulators (including, but not limited to, the EU Corporate Sustainability Reporting Directive, the EU Corporate Sustainability Due Diligence Directive, and other state or federal climate change disclosure requirements that may become effective), and such standards may change over time, which could result in revisions to Grainger's current goals, reported progress in achieving such goals, or ability to achieve such goals in the future. If Grainger's practices do not meet evolving government, investor or other stakeholder expectations and standards, then Grainger's reputation or its attractiveness as an investment, business partner, product or service provider or employer could be negatively impacted, and Grainger could be subject to litigation or regulatory proceedings.

Technology Risks

Interruptions in the proper functioning of information systems could disrupt operations and cause unanticipated increases in costs and/or decreases in revenues.

The functioning of Grainger's information systems is critical to the operation of its business. Grainger continues to invest in software, hardware and network infrastructures to effectively manage its information systems. However, Grainger may not be able to maintain or update its information systems to capture and use data in ways that result in operational efficiency, including as a result of ineffective software, difficulties obtaining the right talent and ability to manage the increasing volume of data available to, and managed by Grainger. Furthermore, although Grainger's information systems are protected with backup and security systems, including physical and software safeguards and remote processing capabilities, information systems are still vulnerable to damage or interruption from natural or human induced disasters, extreme weather, power losses, telecommunication failures, user error, third-party actions such as malicious computer programs, denial-of-service attacks and cybersecurity breaches, and other problems. In addition, Grainger relies on the information technology (IT) systems of third parties to assist in conducting its business.

The implementation of new systems and upgrades to existing systems could impact Grainger's operations by imposing substantial capital expenditures, demands on management's time and risks of delays or difficulties in transitioning to new systems. In addition, Grainger's systems implementations may not result in productivity improvements at the levels anticipated. Systems implementation disruption and any other IT disruption could have an adverse effect on the Company.

If Grainger's systems or those of third parties on which Grainger depends are damaged, breached, cease to function properly or are otherwise disrupted, Grainger may require a significant investment to repair or replace them and may suffer interim interruptions in its business operations. If critical information systems fail or otherwise become unavailable, Grainger's ability to operate its digital platforms, process orders, maintain proper levels of inventories, collect accounts receivable, disburse funds, manage its supply chain, monitor results of operations, and process and store team member or customer data, among other functions, could be adversely affected. Any such interruption of Grainger's information systems could have a material adverse effect on its business or results of operations. Grainger has experienced these incidents in the past, which it deemed immaterial to its business and operations individually and in the aggregate, and may be subject to other incidents in the future. There can be no assurance that any future incidents will not be material to Grainger's business, operations or financial condition.

The proliferation of AI may impact our industry and the markets in which we compete, and the development and use of AI presents competitive, reputational and liability risks.

Grainger has also increased, and expects to continue to increase, its investments in developing, managing and implementing AI, such as large language model technologies. Grainger believes the proliferation of AI will have a significant impact on customer preferences and market dynamics in its industry, and Grainger's ability to effectively compete in this space will be critical to its financial performance. Grainger also believes that the effective use of AI in its internal operations is important to its long-term success. Grainger is working to incorporate AI capabilities into its digital platforms, as well as across Grainger in its own internal operations, and its research into and continued development of such technologies remain ongoing. As with many innovations, AI presents risks, challenges, and unintended consequences that could affect its rate and success of adoption, and therefore Grainger's business, and there is no guarantee that Grainger's use of AI or incorporation of AI capabilities into its business will benefit its business operations or result in solutions that are preferred by its customers. Grainger has invested, and expects to continue to invest, significant resources to build and support its AI products. If Grainger's digital platforms fail to operate as anticipated or as well as competing products or otherwise do not meet customer needs or if Grainger is unable to bring AI-enabled products and solutions to market as effectively, or with the same speed or in the same volumes, as our competitors, Grainger may fail to recoup its investments in AI or improve its financial performance, its competitive position may be harmed, and its business and reputation may be adversely impacted.

In addition, AI algorithms may be flawed. Datasets may be insufficient or contain biased information. AI models deployed by Grainger or its partners may lead to unexpected or unintended outcomes that could erode trust in its digital platforms and potentially cause harm to individuals or society. These deficiencies and other failures of AI systems could subject Grainger to competitive harm, regulatory action, legal liability, including under new and proposed legislation regulating AI in jurisdictions such as the U.S. and European Union, new applications of existing data protection, privacy, intellectual property, and other laws, and brand or reputational harm. Additionally, Grainger's obligations to comply with the evolving legal and regulatory landscape could entail significant costs or limit its ability to incorporate certain AI capabilities into its digital platforms. Some AI capabilities also present ethical

issues, and Grainger may be unsuccessful in identifying or resolving issues before they arise. If Grainger enables or offers AI products or solutions or implement AI capabilities in its internal operations that are controversial because of their impact on human rights, the environment, privacy, employment, or other social, economic, or political issues, Grainger may experience brand or reputational harm or greater team member attrition.

Cybersecurity threats and incidents, including breaches of information systems security, could damage Grainger's reputation, disrupt operations, increase costs and/or decrease revenues.

Through Grainger's sales and digital channels, as well as its ordinary course of business, Grainger collects and stores personally identifiable, confidential, proprietary and other information from customers, team members, suppliers, website visitors, and other entities or individuals so that they may, among other things, purchase products or services, enroll in promotional programs, register on Grainger's websites or otherwise communicate or interact with Grainger. Grainger's operations routinely involve receiving, storing, processing and transmitting sensitive information pertaining to its business, customers, suppliers and team members, and other sensitive matters.

Cybersecurity threats are rapidly evolving and the means for obtaining unauthorized access to information systems and data are becoming increasingly sophisticated, including through the use of artificial intelligence to enhance social engineering and other techniques. Threat actors may attempt to access the information stored in Grainger's information systems or the information systems of Grainger's third-party business partners. Loss of customer, supplier, and team member information, intellectual property or other business information, or failure to comply with data privacy and security laws, or failure to maintain systems or software, could, for example, disrupt operations, damage Grainger's reputation and expose Grainger to claims from customers, suppliers, financial institutions, regulators, payment card associations, team members and others, any of which could have a material adverse effect on Grainger, including its business strategy, financial condition and results of operations. If successful, incidents may expose Grainger to risk of loss or misuse of proprietary or confidential information or disruptions of business operations.

Grainger's IT infrastructure also includes products and services provided by suppliers, vendors and other third-party business partners, and these third parties may experience cybersecurity threats, breaches, attacks, disruptions, and other incidents that could affect confidentiality, integrity or availability of systems and proprietary or confidential information. Grainger shares information with third parties in connection with the products and services they provide to the business. Although Grainger performs risk assessments on third parties where Grainger deems it appropriate to evaluate their security programs, such assessments may not identify all risks, and the confidentiality of data held or accessed by them may be compromised or their systems may be disrupted or interrupted by threat actors.

Grainger, or its third-party business partners, may face cybersecurity threats and incidents which could include unauthorized access to information systems, business email compromise, misconfiguration of assets, exploitation of vulnerabilities, malware (including viruses and other malicious code), ransomware, denial-of-service attacks and other targeted or organized cyber-attacks. Cybersecurity incidents may also include team member failures, fraud, phishing or other social engineering attempts or other methods to cause confidential information, payments, account access or access credentials, or other data to be transmitted to an unintended recipient. Threat actors also may attempt to exploit vulnerabilities in software that is commonly used by companies in cloud-based services and bundled software. If successful, those attempting to penetrate Grainger's or its third-party business partners' information systems may misappropriate intellectual property or personally identifiable, credit card, confidential, proprietary or other sensitive customer, supplier, team member or business information, or cause systems disruption. Cybersecurity threats or cybersecurity incidents that impact Grainger's systems, or those of its third-party business partners, could have a material adverse effect on Grainger, including its business strategy, financial condition and results of operations. Such incidents could result in major disruptions to business operations, alteration or corruption of data or systems, costs related to remediation or the payment of ransom, and litigation including individual claims or consumer class actions, commercial litigation, administrative, and civil or criminal investigations or actions, regulatory intervention and sanctions or fines, investigation and remediation costs and possible prolonged negative publicity. While many of Grainger's agreements with these third parties include indemnification provisions, Grainger may not be able to recover sufficiently, or at all, under such provisions to adequately offset any losses it may incur.

In addition, a Grainger team member, contractor or other third party with whom Grainger does business may attempt to circumvent security measures or otherwise access Grainger's information. Grainger's systems may have integrations with customer systems and a breach of Grainger's systems could be used as an attempt to gain illicit access to customer systems and information. There can be no assurance that any future incidents will not be material to Grainger's business, operations or financial condition.

Techniques used to obtain unauthorized access or to sabotage systems change frequently and may not be recognized until they are launched against a target. Although Grainger has a dedicated Information Security team, Grainger may be unable to anticipate, detect or prevent these techniques or implement effective preventative measures in all circumstances. Security measures and efforts may not be effective in each instance and may be subject to human error or failures. Any breach of Grainger's security measures or any breach, error or malfeasance by its third-party business partners could cause Grainger to incur significant costs to respond to and remediate such incidents, including implementing additional safeguards and addressing impacts to customers, suppliers, team members and other parties whose information is compromised. Such a breach could also cause Grainger to make changes to its information systems and administrative processes to address security issues. Although Grainger maintains insurance coverage that may, subject to policy terms and conditions, cover certain aspects of cybersecurity risks, depending on the nature, scope and extent of any event, such insurance coverage may be insufficient to cover all losses.

Grainger has not had an information security or cybersecurity incident deemed to be material to Grainger and Grainger has neither incurred any material net expenses nor been materially penalized or subject to any material settlement amounts with respect to such incident. However, there can be no assurance that a future breach or incident would not be material to Grainger's operations and financial condition.

For further information regarding Grainger's cybersecurity risk management strategy and the Board's oversight role, see Part I, Item 1C: Cybersecurity of this Form 10-K.

Regulatory, Legal and Tax Risks

Grainger is subject to a complex array of laws, regulations and standards globally. Failure to comply or unforeseen developments in related contingencies such as litigation and other regulatory proceedings could adversely affect Grainger's financial condition, profitability, reputation, and cash flows.

Grainger's business is subject to legislative, legal, and regulatory risks and conditions specific to the countries in which it operates. In addition to Grainger's U.S. operations, which in 2025 generated approximately 81% of its consolidated net sales, Grainger operates its business principally through wholly owned subsidiaries in Canada and Mexico, and its majority-owned subsidiary in Japan.

The wide array of laws, regulations and standards in each jurisdiction where Grainger operates, include, but are not limited to, advertising, marketing and internet regulations (including the use of proprietary or third-party "cookies" in connection with Grainger's eCommerce platforms), anti-bribery and corruption laws, competition and antitrust regulations, data protection (including, because Grainger accepts credit cards, the Payment Card Industry Data Security Standard), data privacy (including in the U.S., the California Consumer Privacy Act and Privacy Rights Act, in Japan, the Act on Protection of Personal Information, and in the European Union, the General Data Protection Regulation) and cybersecurity requirements (including protection of information and incident responses), environmental protection laws, currency exchange controls and cash repatriation restrictions, health and safety laws, import and export compliance (including the U.S. Commerce Department's Export Administration Regulations, trade sanctions promulgated by the Office of Foreign Asset Control and anti-money laundering regulations), intellectual property laws, labor laws (including federal and state wage and hour laws), product compliance or safety laws, supplier regulations regarding the sources of supplies or products, tax laws (including as to U.S. taxes on international subsidiaries), unclaimed property laws and laws, regulations and standards applicable to other commercial matters. Moreover, Grainger is also subject to audits and inquiries in the normal course of business.

Failure to promptly comply with any of these laws, regulations and standards could result in civil, criminal, monetary and non-monetary fines, penalties, remediation costs and/or significant legal fees as well as potential damage to Grainger's reputation. Changes in these laws, regulations and standards, or in how they are interpreted, as well as an inability to effectively engage with the officials or regulators responsible for them, could increase the cost of doing business, including, among other factors, as a result of increased investments in technology and the development of new operational processes. Furthermore, while Grainger has implemented policies and procedures and provides training designed to facilitate compliance with these laws, regulations and standards, there can be no assurance that team members, contractors, suppliers, vendors, or other third parties will not violate such laws, regulations and standards or Grainger's policies. Any such failure to comply or violation could individually or in the aggregate materially adversely affect Grainger's financial condition, results of operations and cash flows.

Grainger is subject to a number of rules and regulations related to its government contracts, which may result in increased compliance costs and potential liabilities.

Grainger's contracts with federal, state and local government entities are subject to various and changing regulations related to procurement, formation and performance. In addition, Grainger's government contracts may provide for termination, reduction or modification by the government at any time, with or without cause. From time to time, Grainger is subject to governmental or regulatory investigations or audits related to its compliance with these rules and regulations. Violations of these terms, rules, and regulations could result in fines, criminal sanctions, the inability to participate in existing or future government contracting and other administrative sanctions. Any such penalties could result in damage to Grainger's reputation, increased costs of compliance and/or remediation and could adversely affect Grainger's financial condition and results of operations.

In conducting its business, Grainger may become subject to legal proceedings or governmental investigations, including in connection with product liability or product compliance claims if people, property or the environment are harmed by Grainger's products or services.

Grainger is, and from time to time may become, party to legal proceedings or governmental investigations for alleged violations of laws, rules or regulations. Grainger also may be subject to disputes and proceedings incidental to its business, including product-related claims for personal injury or illness, death, environmental or property damage or other commercial disputes, and the types of matters discussed in Note 14 to the Consolidated Financial Statements included in Part II, Item 8: Financial Statements and Supplementary Data of this Form 10-K. The defense of any proceedings may require significant expenses and divert management's time and attention, and Grainger may be required to pay damages that could individually or in the aggregate materially adversely affect its financial condition, results of operations and cash flows. In addition, any insurance or indemnification rights that Grainger may have with respect to such matters may be insufficient or unavailable to protect Grainger against potential loss exposures. Grainger also may be requested or required to recall products or take other actions. Grainger's reputation could also be adversely affected by any resulting negative publicity.

Tax changes could affect Grainger's effective tax rate and future profitability.

Grainger's future results could be adversely affected by changes in the effective tax rate as a result of Grainger's relative overall profitability and the mix of earnings in countries with differing statutory tax rates, changes in tax legislation, the results of the examination of previously filed tax returns, and continuing assessment of Grainger's tax exposures.

Credit and Liquidity Risks

Changes in Grainger's credit ratings and outlook may reduce access to capital and increase borrowing costs.

Grainger's credit ratings are based on a number of factors, including the Company's financial strength and factors outside of Grainger's control, such as conditions affecting Grainger's industry generally or the introduction of new rating practices and methodologies. Grainger cannot provide assurances that its current credit ratings will remain in effect or that the ratings will not be lowered, suspended or withdrawn entirely by the rating agencies. If rating agencies lower, suspend or withdraw the ratings, the market price or marketability of Grainger's securities may be adversely affected. In addition, any change in ratings could make it more difficult for the Company to raise capital on favorable terms, impact the Company's ability to obtain adequate financing, and result in higher interest costs for the Company's existing credit facilities or on future financings.

Grainger has incurred indebtedness and may incur additional indebtedness, which could adversely affect cash flow, decrease business flexibility, or prevent Grainger from fulfilling its obligations.

As of December 31, 2025, Grainger's consolidated indebtedness was approximately \$2.5 billion. The Company's indebtedness could, among other things, limit Grainger's ability to respond to rapidly changing business and economic conditions, require the Company to dedicate a substantial portion of its cash flows to the payment of principal and interest on its indebtedness, reducing the funds available for other business purposes, and make it more difficult to satisfy the Company's financial obligations as they come due during periods of adverse economic and industry conditions.

The agreements governing Grainger's debt obligations and instruments contain representations, warranties, affirmative, negative and financial covenants, and default provisions. Grainger's failure to comply with these restrictions and obligations could result in a default under such agreements, which may allow Grainger's creditors to accelerate the related indebtedness. Any such acceleration could have a material adverse effect on Grainger's business, financial condition, results of operations, cash flows, and its ability to obtain financing on favorable terms in the future.

In addition, Grainger may in the future seek to raise additional financing for working capital, capital expenditures, refinancing of indebtedness, share repurchases, dividends, corporate investments, mergers and acquisitions, joint ventures, or other general corporate purposes. Grainger's ability to obtain additional financing will be dependent on, among other things, the Company's financial condition, prevailing market conditions and numerous other factors beyond the Company's control. Such additional financing may not be available on commercially reasonable terms or at all. Any inability to obtain financing when needed could materially adversely affect the Company's business, financial condition or results of operations.

Item 1B: Unresolved Staff Comments

None.

Item 1C: Cybersecurity

Risk Management and Strategy

Grainger has a dedicated cybersecurity team that works to prevent, detect, and respond to cybersecurity threats. The cybersecurity team is led by the Vice President and Chief Information Security Officer (CISO), who is responsible for assessing and managing risks from cybersecurity threats, including processes designed to identify and manage material risks. Grainger's CISO has over 20 years of cybersecurity experience and maintains industry recognized security certifications. The cybersecurity team has implemented processes designed to assess, identify and manage material risks from cybersecurity threats and vulnerabilities to the Company's security posture, including prioritizing and remediating such risks. The team also works to assess and manage cybersecurity risks by: (i) reviewing risks from cybersecurity threats with senior management; (ii) incorporating cybersecurity in its enterprise risk processes; (iii) establishing regular reviews of cybersecurity risks and mitigation efforts, including with the Audit Committee and the Board; and (iv) performing pre-emptive measures to assess system vulnerabilities, including using third parties as needed for reviews and testing.

Grainger regularly identifies its enterprise risks. Grainger's cybersecurity team reviews and updates its information security strategy and aligns plans based on cybersecurity prioritization with the identified top enterprise risks. Grainger engages with third parties in order to enhance, implement, assess and monitor its cybersecurity processes, controls, and posture.

Grainger has developed a cybersecurity risk intake process to facilitate the identification of cybersecurity risks, including those related to third-party vendors. Identified risks are tracked by management and incorporated into mitigation plans based on assessed priority and potential impact.

Grainger maintains processes designed to evaluate the severity and potential business impact of cybersecurity events, including whether such events may be material. Significant cybersecurity matters are communicated to appropriate members of senior management and as warranted, to the Audit Committee and the Board in connection with their oversight of cybersecurity risk.

As of the date of this filing, Grainger does not believe that any risks from cybersecurity threats, including as a result of past cybersecurity incidents, have had, or are reasonably likely to have, a material adverse effect on Grainger, including its business strategy, results of operations or financial condition. However, Grainger, or third-party service providers engaged by Grainger, may be subject to cybersecurity incidents, or other unauthorized access of information systems in the future. There can be no assurance that any future cybersecurity incident or unauthorized access to or breach of these information systems will not be material to Grainger's business, strategy, results of operations or financial condition. See Part I, Item 1A: Risk Factors of this Form 10-K.

Governance

The Audit Committee assists the Board in its oversight of the Company's Enterprise Risk Management (ERM) program and processes, including with respect to cybersecurity.

As part of its ERM oversight, the Board oversees and regularly reviews the Company's programs and processes for cybersecurity risks, including the Company's framework for preventing, detecting, and addressing cybersecurity incidents and identifying emerging risks both broadly and within related industries. The Company's CISO routinely provides material cybersecurity updates to the Audit Committee and information to the Board.

Item 2: Properties

As of December 31, 2025, Grainger's owned and leased facilities totaled approximately 28.7 million square feet. Grainger owns and leases facilities primarily in the U.S., Japan, Canada⁽⁵⁾, Mexico⁽⁶⁾ and Puerto Rico⁽⁷⁾. The Company owns its corporate headquarters in Lake Forest, Illinois and leases other general offices in the Chicago Metropolitan area that consists of approximately one million square feet. Grainger believes that its properties are generally in excellent condition, well maintained and suitable for the conduct of business.

The following table includes Grainger's material facilities:

Location	Facility and Use ⁽⁸⁾	Size in Square Feet (in thousands)	Segment
U.S. ⁽¹⁾	DCs	11,642	High-Touch Solutions N.A.
U.S. ⁽²⁾	Branch locations	6,483	High-Touch Solutions N.A.
Japan ⁽³⁾	DCs	3,380	Endless Assortment
U.S. ⁽⁴⁾	Other facilities	2,908	High-Touch Solutions N.A.

The square footage of Grainger's corporate headquarters in Lake Forest, Illinois and other general offices in the Chicago Metropolitan area are not included in the total square footage of Grainger's U.S. Other facilities provided above. Square footage of the Company's owned and leased properties provided below are presented as approximates.

- (1) Consists of 21 DCs that range in size from approximately 60,000 to 1.5 million square feet, including six leased facilities that primarily manage bulk products. The remaining DCs are primarily owned.
- (2) Consists of 245 branches, 75 onsite and four will-call express locations. These facilities range in size from under 1,000 to 110,000 square feet. These facilities are primarily owned.
- (3) Consists of four DCs that range in size from approximately 160,000 to 2.1 million square feet. These facilities are both owned and leased. Other facilities include office space that range in size from approximately 1,000 to 90,000 square feet. These facilities are primarily leased.
- (4) Primarily consists of storage facilities, office space and customer service centers. These facilities are owned and leased. These facilities range in size from under 1,000 to over 1 million square feet.
- (5) In Canada, Grainger has 32 branch locations, five DCs and other facilities which total two million square feet.
- (6) In Mexico, Grainger has 15 branch locations, two DCs and one other location which total 650,000 square feet.
- (7) In Puerto Rico, Grainger has three branch locations and one DC which total 95,000 square feet.
- (8) Owned facilities are not subject to any mortgages.

Item 3: Legal Proceedings

For a description of legal proceedings, see the disclosure contained in Note 14 to the Consolidated Financial Statements included in Part II, Item 8: Financial Statements and Supplementary Data of this Form 10-K, which is incorporated herein by reference.

Item 4: Mine Safety Disclosures

Not applicable.

PART II

Item 5: Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities

Market Information and Dividends

Grainger's common stock is listed and traded on the New York Stock Exchange, under the symbol GWW.

Dividends

Grainger expects that its practice of paying quarterly dividends on its common stock will continue, although the payment of future dividends is at the discretion of Grainger's Board of Directors and will depend upon Grainger's earnings, capital requirements, financial condition and other factors.

Holdings

As of February 12, 2026, there were 489 shareholders of record of Grainger's common stock. A substantially greater number of holders of Grainger common stock are "street name" or beneficial holders, whose shares of record are held by banks, brokers, and other financial institutions.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides information relating to Grainger's repurchase of common stock during the three months ended December 31, 2025:

Period	Total Number of Shares Purchased ^{(1) (4)}	Average Price Paid Per Share ⁽²⁾	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽³⁾	Maximum Number of Shares That May Yet be Purchased Under the Plans or Programs
Oct. 1 – Oct. 31	100,717	\$961.43	100,717	3,293,362 shares
Nov. 1 – Nov. 30	72,129	\$943.56	72,110	3,221,252 shares
Dec. 1 – Dec. 31	78,943	\$1,004.21	78,660	3,142,592 shares
Total	251,789		251,487	

⁽¹⁾ There were no shares withheld to satisfy tax withholding obligations.

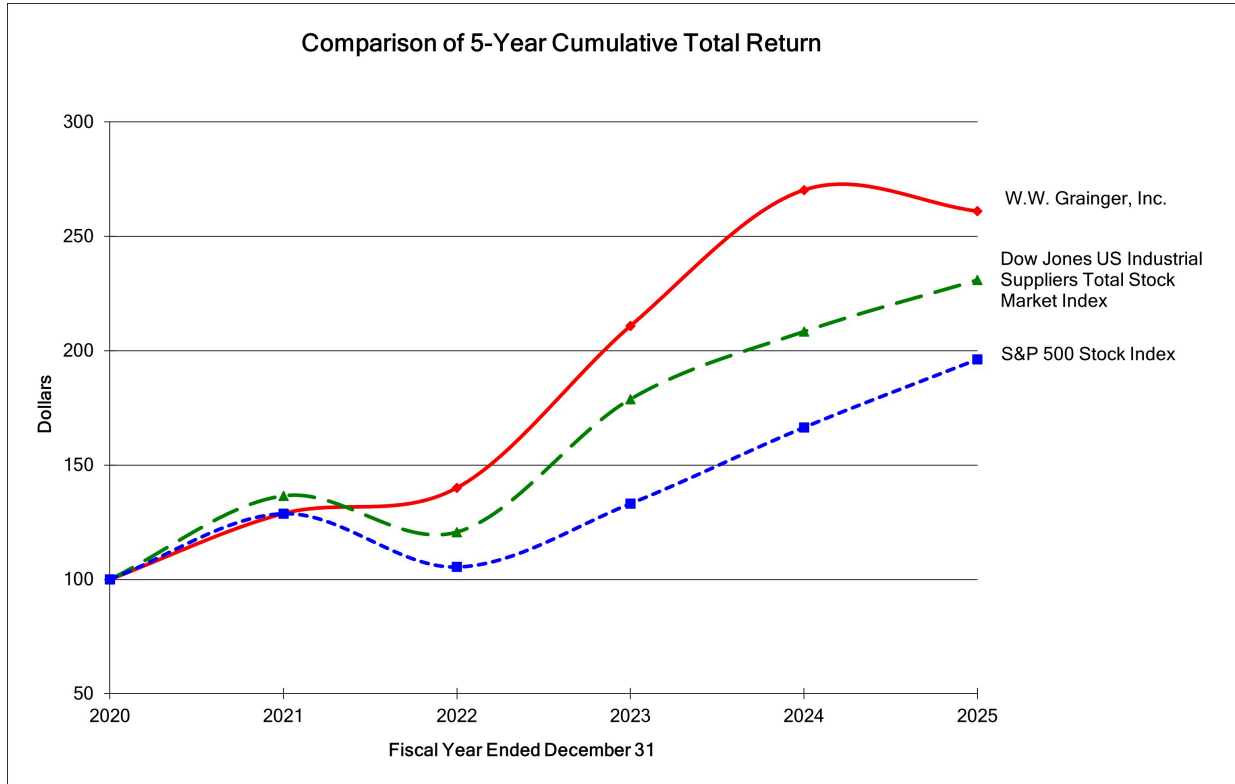
⁽²⁾ Average price paid per share excludes commissions of \$0.02 per share paid.

⁽³⁾ Purchases were made pursuant to a share repurchase program approved by Grainger's Board of Directors and announced on April 24, 2024 (2024 Program). The 2024 Program authorized the Company to repurchase an aggregate amount of up to five million shares in the open market, through privately negotiated transactions and block transactions, pursuant to a trading plan or otherwise with no expiration date.

⁽⁴⁾ The difference of 302 shares between the Total Number of Shares Purchased and the Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs represents shares purchased by the administrator and record keeper of the W.W. Grainger, Inc. Retirement Savings Plan for the benefit of the team members who participate in the plan.

Company Performance

The following stock price performance graph compares the cumulative total return on an investment in Grainger common stock with the cumulative total return of an investment in each of the Dow Jones US Industrial Suppliers Total Stock Market Index, which includes Grainger, and the S&P 500 Stock Index. It covers the period commencing December 31, 2020 and ending December 31, 2025. The graph assumes that the value for the investment in Grainger common stock and in each index was \$100 on December 31, 2020, and that all dividends were reinvested.



	December 31,					
	2020	2021	2022	2023	2024	2025
W.W. Grainger, Inc.	\$ 100	\$ 129	\$ 140	\$ 211	\$ 270	\$ 261
Dow Jones US Industrial Suppliers Total Stock Market Index	100	137	121	179	208	231
S&P 500 Stock Index	100	129	105	133	166	196

Item 6: [Reserved]

Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations

Objective

The following Management's Discussion and Analysis (MD&A) of Financial Condition and Results of Operations is intended to help the reader understand the results of operations and financial condition of W.W. Grainger, Inc. (Grainger or Company) as it is viewed by the Company. The following discussion should be read in conjunction with the Consolidated Financial Statements and accompanying notes included in Part II, Item 8: Financial Statements and Supplementary Data of this Form 10-K. This section of this Form 10-K generally discusses 2025 and 2024 items and year-to-year comparisons between 2025 and 2024. Discussions of 2023 items and year-to-year comparisons between 2024 and 2023 are not included in this Form 10-K, and can be found in MD&A of Financial Condition and Results of Operations in Part II, Item 7 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

Percentage figures included in this section have not been calculated on the basis of such rounded figures but on the basis of such amounts prior to rounding. For this reason, percentage amounts in this section may vary slightly from those obtained by performing the same calculations using the figures in the Company's Consolidated Financial Statements or in the associated text.

Overview

W.W. Grainger, Inc. is a broad line distributor of maintenance, repair and operating (MRO) products and services with operations primarily in North America, Japan and the U.K. Grainger uses its high-touch solutions and endless assortment businesses to serve customers worldwide, who rely on Grainger for products and services that enable them to run safe, sustainable and productive operations.

Strategic Priorities

The Company's continued strategic aspiration for 2026 is to relentlessly expand Grainger's leadership position by being the go-to partner for people who build and run safe, sustainable, and productive operations. To achieve this, each Grainger business has a set of strategic growth drivers to drive top-line revenue and MRO market outgrowth. The High-Touch Solutions North America (High-Touch Solutions N.A.) segment is focused on three areas: advantaged MRO solutions, differentiated sales and services, and unparalleled customer service. In the Endless Assortment segment, the business is focused on product assortment expansion and innovative customer acquisition and retention capabilities. Additionally, all Grainger businesses are focused on continuously enhancing our operational processes to improve service and cost through technology, strong supplier relationships, supply chain infrastructure and a continuous improvement mindset, which ultimately delivers long-term returns for shareholders.

Recent Events

Macroeconomic Conditions

The global economy continues to experience elevated levels of volatility and uncertainty, including within the commodity, labor, and transportation markets, driven by a combination of geopolitical developments and macroeconomic factors that can influence demand, cost and execution risk. These dynamics, together with recent changes in U.S. and foreign tariff and trade policies, continue to drive intermittent disruptions in global capital markets and supply chains. These developments may impact the Company's operations, business, financial condition, and results of operations.

The Company is actively monitoring economic conditions in the U.S. and key international markets, including the continued uncertainty regarding evolving tariff and trade policies, changes in interest rates, foreign currency exchange rate fluctuations, inflationary pressures, and the risk of a global or regional economic recession. Although the precise timing and magnitude of these factors remains uncertain, the Company believes its strategy is well positioned to navigate a range of outcomes. The Company continues to evaluate the impact of evolving tariff and trade policies, including potential changes in product sourcing strategies, cost management and customer pricing, and has implemented various strategies designed to mitigate certain adverse effects of changing inflationary conditions and challenges in our supply chain, while striving to maintain market price competitiveness.

Historically, the Company's broad and diverse customer base and the generally nondiscretionary nature of its products have provided a degree of resilience during periods of economic contraction in the industrial MRO market. The full extent and impact of ongoing macroeconomic conditions, including recent, unprecedented tariff-related developments and shifting government budget policies and priorities at the municipal, state, and national levels,

remains uncertain and cannot be predicted at this time, but may impact the Company's operations, business, financial condition and results of operations.

For further discussion of the Company's risks and uncertainties, see Part I, Item 1A: Risk Factors of this Form 10-K.

Results of Operations

In this section, Grainger utilizes non-GAAP measures where it believes it will assist users of its financial statements in understanding its business. Non-GAAP measures exclude certain items affecting comparability that can affect the year-over-year assessment of operating results and other one-time items that do not directly reflect ongoing operating results. As discussed in the "Non-GAAP Measures" section, we have adjusted the current year results to exclude one-time losses recorded in SG&A expenses of \$186 million within Other and \$10 million within Endless Assortment related to the Cromwell divestiture and closure of Zoro U.K., respectively. For further information regarding the Company's non-GAAP measures, including reconciliations to the most directly comparable U.S. generally accepted accounting principles (GAAP) measures, see "Non-GAAP Measures."

The following table is included as an aid to understanding the changes in Grainger's Consolidated Statements of Earnings for the twelve months ended December 31, 2025 and 2024 (in millions of dollars except per share amounts):

	For the Years Ended December 31,				
				% of Net Sales	
	2025	2024	% Change	2025	2024
Net sales ⁽¹⁾	\$ 17,942	\$ 17,168	4.5 %	100.0 %	100.0 %
Cost of goods sold	10,933	10,410	5.0	60.9	60.6
Gross profit	7,009	6,758	3.7	39.1	39.4
Selling, general and administrative expenses	4,514	4,121	9.5	25.2	24.0
Operating earnings	2,495	2,637	(5.4)	13.9	15.4
Other expense – net	65	53	22.6	0.3	0.3
Income tax provision	622	595	4.5	3.5	3.5
Net earnings	1,808	1,989	(9.1)	10.1	11.6
Less noncontrolling interest	102	80	27.5	0.6	0.5
Net earnings attributable to W.W. Grainger, Inc.	\$ 1,706	\$ 1,909	(10.6)	9.5 %	11.1 %
Diluted earnings per share:	\$ 35.40	\$ 38.71	(8.6)%		

⁽¹⁾ For further information regarding the Company's disaggregated revenue, see Note 3 of the Notes to the Consolidated Financial Statements in Part II, Item 8: Financial Statements and Supplementary Data of this Form 10-K.

The following table is included as an aid to understanding the changes of Grainger's total net sales, daily net sales and daily, organic constant currency net sales from the prior period for the twelve months ended December 31, 2025 (in millions of dollars):

	For the Years Ended December 31,			
	2025	% Change ⁽¹⁾	2024	% Change ⁽¹⁾
Net sales	\$ 17,942	4.5 %	\$ 17,168	4.2 %
Daily net sales ⁽²⁾	\$ 70.4	4.9 %	\$ 66.5	3.4 %
Daily, organic constant currency net sales ⁽²⁾	\$ 70.4	4.9 %	\$ 67.4	4.7 %

⁽¹⁾ Calculated on the basis of prior year reported net sales for the years ended December 31, 2025 and 2024.

⁽²⁾ Daily net sales are adjusted for the difference in U.S. selling days relative to the prior year period. Daily, organic constant currency net sales are also adjusted to exclude the impact on net sales due to year-over-year foreign currency exchange rate fluctuations and excludes the results of Cromwell and Zoro U.K. in the comparable prior year period post date of divestiture and closure, respectively, for the year ended December 31, 2025. There were 255 and 256 sales days in the full year 2025 and 2024, respectively. For further information regarding the Company's non-GAAP measures, including reconciliations to the most directly comparable GAAP measure, see below "Non-GAAP Measures."

Net sales of \$17,942 million for the year ended December 31, 2025 increased \$774 million, which represents a 5% increase on a reported and daily, organic constant currency basis compared to the same period in 2024. Both High-Touch Solutions N.A. and the Endless Assortment segments contributed to sales growth in 2025. For further discussion on the Company's net sales, see the Segment Analysis section below.

Gross profit of \$7,009 million for the year ended December 31, 2025 increased \$251 million, or 4%, and gross profit margin of 39.1% decreased 30 basis points compared to the same period in 2024. For further discussion on the Company's gross profit, see the Segment Analysis section below.

Selling, general, and administrative (SG&A) expenses of \$4,514 million for the year ended December 31, 2025 increased \$393 million, or 10%. Adjusted SG&A of \$4,318 million increased \$213 million, or 5%, due to higher payroll and benefits and marketing expenses in 2025.

Operating earnings of \$2,495 million for the year ended December 31, 2025 decreased \$142 million, or 5%, compared to the same period in 2024. Adjusted operating earnings of \$2,691 million increased \$38 million, or 1%, compared to the same period in 2024.

Income taxes of \$622 million for the year ended December 31, 2025 increased \$27 million, compared to the same period in 2024. Grainger's effective tax rates were 25.6% and 23.0% for the years ended December 31, 2025 and 2024, respectively. The adjusted effective tax rates were 23.7% and 23.0% for the twelve months ended December 31, 2025 and 2024, respectively. The Company's adjusted effective tax rate increase was primarily due to the prior year benefit from the expiration of a statute of limitation period in 2024.

Diluted earnings per share was \$35.40 for the year ended December 31, 2025, a decrease of 9% compared to \$38.71 for the same period in 2024. Adjusted diluted earnings per share was \$39.48 for the year ended December 31, 2025, an increase of 1% compared to \$38.96 for the same period in 2024.

Segment Analysis

In this section, Grainger utilizes non-GAAP measures where it believes it will assist users of its financial statements in understanding its business. For further information regarding the Company's non-GAAP measures, including reconciliations to the most directly comparable GAAP measures, see "Non-GAAP Measures." For further segment information, see Note 13 of the Notes to Consolidated Financial Statements in Part II, Item 8: Financial Statements and Supplementary Data of this Form 10-K.

High-Touch Solutions N.A.

The following table shows reported segment results (in millions of dollars):

	For the Years Ended December 31,		% Change
	2025	2024	
Net sales	\$ 13,993	\$ 13,720	2.0 %
Gross profit	5,832	5,741	1.6
Selling, general and administrative expenses	3,478	3,356	3.6
Operating earnings	\$ 2,354	\$ 2,385	(1.3)%

Net sales of \$13,993 million for the year ended December 31, 2025 increased \$273 million, or 2%, and on a daily constant currency basis increased 3% compared to the same period in 2024. The increase was primarily due to volume.

Gross profit of \$5,832 million for the year ended December 31, 2025 increased \$91 million, or 2%, and gross profit margin of 41.7% decreased 10 basis points compared to the same period in 2024.

SG&A expenses of \$3,478 million for the year ended December 31, 2025 increased \$122 million, or 4%, compared to the same period in 2024. Adjusted SG&A increased \$137 million, or 4%. The increase was primarily due to higher payroll and benefits and marketing expenses in 2025.

Operating earnings of \$2,354 million for the year ended December 31, 2025 decreased \$31 million, or 1%, compared to the same period in 2024. Adjusted operating earnings decreased \$46 million, or 2% compared to the same period in 2024.

Endless Assortment

The following table shows reported segment results (in millions of dollars):

	For the Years Ended December 31,		% Change
	2025	2024	
Net sales	\$ 3,625	\$ 3,134	15.7 %
Gross profit	1,085	923	17.6
Selling, general and administrative expenses	740	663	11.6
Operating earnings	\$ 345	\$ 260	32.7 %

Net sales of \$3,625 million for the year ended December 31, 2025 increased \$491 million, which represents a 16% increase on a reported and daily, organic constant currency basis compared to the same period in 2024. The increase was due to repeat business for the segment and enterprise customer growth at MonotaRO.

Gross profit of \$1,085 million for the year ended December 31, 2025 increased \$162 million, or 18%, and gross profit margin of 29.9% increased 40 basis points compared to the same period in 2024.

SG&A expenses of \$740 million for the year ended December 31, 2025 increased \$77 million, or 12%, compared to the same period in 2024. Adjusted SG&A of \$730 million increased \$67 million, or 10%, compared to the same period in 2024. The increase was primarily due to higher marketing expenses in 2025.

Operating earnings of \$345 million for the year ended December 31, 2025 increased \$85 million, or 33%, compared to the same period in 2024. Adjusted operating earnings of \$355 million increased \$95 million, or 37%, compared to the same period in 2024.

Non-GAAP Measures

Grainger utilizes non-GAAP measures where it believes it will assist users of its financial statements in understanding its business. Non-GAAP measures exclude certain items affecting comparability that can affect the year-over-year assessment of operating results and other one-time items that do not directly reflect ongoing operating results. The Company adjusts its reported net sales when there are differences in the number of U.S. selling days relative to the prior year period and also excludes the impact on reported net sales due to changes in foreign currency exchange rate fluctuations and results of certain divested or closed businesses. Adjusted results including adjusted SG&A, adjusted operating earnings, adjusted net earnings and adjusted diluted EPS exclude certain non-recurring items, including restructuring charges, asset impairments, gains and losses associated with business divestitures and other non-recurring, infrequent or unusual gains and losses from the Company's most directly comparable reported U.S. generally accepted accounting principles (GAAP) results. The Company believes its non-GAAP measures provide meaningful information to assist investors in understanding financial results and assessing prospects for future performance as they provide a better baseline for analyzing the ongoing performance of its businesses by excluding items that may not be indicative of core operating results. Grainger's non-GAAP financial measures should be considered in addition to, and not as a replacement for or as a superior measure to its most directly comparable GAAP measures and may not be comparable to similarly titled measures reported by other companies.

Exiting Market in the United Kingdom

In 2025, Grainger performed an assessment of its businesses in the United Kingdom (U.K.) and made the decision to exit the U.K. market in order to concentrate efforts where it can deliver the greatest long-term impact. On December 17, 2025, Grainger completed the divestiture of the Cromwell business. The Company recorded a loss of \$186 million in SG&A expenses related to the sale. There was no tax benefit as a result of this loss. Additionally, the Company completed the closure of Zoro U.K. in its Endless Assortment segment during the fourth quarter of 2025. Expenses related to the closure of \$10 million were also recorded in SG&A expenses. There was no tax benefit as a result of the recognition of these expenses. The Company does not expect the exit from the U.K. market to have a

material effect on its future results of operations. See Note 2 of the Notes to the Consolidated Financial Statements in Part II, Item 8: Financial Statements and Supplementary Data of this Form 10-K for more information on the sale of the Cromwell business.

Restructuring Actions

In the second quarter of 2024, the Company recorded restructuring charges in SG&A expenses of \$15 million in the High-Touch Solutions N.A. segment and \$1 million in Grainger's Other businesses. The charges consisted primarily of team member severance and benefit costs. The Company does not expect these actions to have a material effect on its future results of operations.

The following table provides a reconciliation of reported net sales growth from the prior year period in accordance with GAAP to the Company's non-GAAP measures daily net sales and daily, organic constant currency net sales for the twelve months ended December 31, 2025 (in millions of dollars):

	For the Years Ended December 31,					
	High-Touch Solutions N.A.		Endless Assortment		Total Company ⁽¹⁾	
	2025	% Change ⁽²⁾	2025	% Change ⁽²⁾	2025	% Change ⁽²⁾
Reported net sales	\$ 13,993	2.0 %	\$ 3,625	15.7 %	\$ 17,942	4.5 %
Daily impact ⁽³⁾	0.2	0.4	0.1	0.5	0.3	0.4
Daily net sales	54.9	2.4	14.2	16.2	70.4	4.9
Foreign currency exchange ⁽⁴⁾	0.1	0.2	(0.1)	(0.7)	—	—
Business divestiture ⁽⁵⁾	—	—	—	0.1	—	—
Daily, organic constant currency net sales	\$ 55.0	2.6 %	\$ 14.1	15.6 %	\$ 70.4	4.9 %
	2024	% Change ⁽²⁾	2024	% Change ⁽²⁾	2024	% Change ⁽²⁾
Reported net sales	\$ 13,720	3.4 %	\$ 3,134	7.5 %	\$ 17,168	4.2 %
Daily impact ⁽³⁾	(0.4)	(0.8)	(0.1)	(0.9)	(0.5)	(0.8)
Daily net sales	53.2	2.6	12.1	6.6	66.5	3.4
Foreign currency exchange ⁽⁴⁾	0.1	0.1	0.6	5.0	0.6	0.9
Business divestiture ⁽⁶⁾	0.3	0.5	—	—	0.3	0.4
Daily, organic constant currency net sales	\$ 53.6	3.2 %	\$ 12.7	11.6 %	\$ 67.4	4.7 %

⁽¹⁾ Total Company includes Other. Grainger's businesses reported in Other do not meet the criteria of a reportable segment.

⁽²⁾ Compared to net sales in the prior year period.

⁽³⁾ Excludes the impact on net sales due to the difference in U.S. selling days relative to the prior year period on a daily basis. There were 255 and 256 sales days in the full year 2025 and 2024, respectively.

⁽⁴⁾ Excludes the impact on net sales due to year-over-year foreign currency exchange rate fluctuations on a daily basis.

⁽⁵⁾ Excludes the net sales results of the divested Cromwell business and closed Zoro U.K. business in the prior year period on a daily basis.

⁽⁶⁾ Excludes the net sales results of the divested E&R business in 2023 on a daily basis.

The following tables provide a reconciliation of reported SG&A expenses, operating earnings, net earnings attributable to W.W. Grainger, Inc. and diluted earnings per share determined in accordance with GAAP to the Company's non-GAAP measures adjusted SG&A, adjusted operating earnings, adjusted net earnings attributable to W.W. Grainger, Inc. and adjusted diluted earnings per share for the twelve months ended December 31, 2025 and 2024 (in millions of dollars):

<i>Twelve Months Ended December 31, 2025</i>	Reported	Adjustment ⁽¹⁾	Adjusted	% Change Reported ⁽³⁾	% Change Adjusted ⁽³⁾
<i>Selling, general and administrative expenses</i>					
High-Touch Solutions N.A.	\$ 3,478	\$ —	\$ 3,478		
Endless Assortment	740	(10)	730		
Other ⁽⁴⁾	296	(186)	110		
Selling, general and administrative expenses	\$ 4,514	\$ (196)	\$ 4,318	9.5%	5.2%

<i>Earnings</i>					
High-Touch Solutions N.A.	\$ 2,354	\$ —	\$ 2,354		
Endless Assortment	345	10	355		
Other ⁽⁴⁾	(204)	186	(18)		
Operating earnings	\$ 2,495	\$ 196	\$ 2,691	(5.4)%	1.4%
Total other expense – net	(65)	—	(65)		
Income tax provision ⁽⁵⁾	(622)	—	(622)		
Net earnings	\$ 1,808	\$ 196	\$ 2,004		
Noncontrolling interest	(102)	—	(102)		
Net earnings attributable to W.W. Grainger, Inc.	\$ 1,706	\$ 196	\$ 1,902	(10.6)%	(1.0)%
Diluted earnings per share	\$ 35.40	\$ 4.08	\$ 39.48	(8.6)%	1.3%

<i>Twelve Months Ended December 31, 2024</i>	Reported	Adjustment ⁽²⁾	Adjusted	% Change Reported ⁽³⁾	% Change Adjusted ⁽³⁾
<i>Selling, general and administrative expenses</i>					
High-Touch Solutions N.A.	\$ 3,356	\$ (15)	\$ 3,341		
Endless Assortment	663	—	663		
Other ⁽⁴⁾	102	(1)	101		
Selling, general and administrative expenses	\$ 4,121	\$ (16)	\$ 4,105	4.8%	5.1%

<i>Earnings</i>					
High-Touch Solutions N.A.	\$ 2,385	\$ 15	\$ 2,400		
Endless Assortment	260	—	260		
Other ⁽⁴⁾	(8)	1	(7)		
Operating earnings	\$ 2,637	\$ 16	\$ 2,653	2.8%	2.4%
Total other expense – net	(53)	—	(53)		
Income tax provision ⁽⁵⁾	(595)	(4)	(599)		
Net earnings	\$ 1,989	\$ 12	\$ 2,001		
Noncontrolling interest	(80)	—	(80)		
Net earnings attributable to W.W. Grainger, Inc.	\$ 1,909	\$ 12	\$ 1,921	4.4%	3.8%
Diluted earnings per share	\$ 38.71	\$ 0.25	\$ 38.96	6.8%	6.2%

(1) Reflects the loss on sale of the Cromwell business and closure of Zoro U.K. announced in the third quarter of 2025 and completed in the fourth quarter of 2025.

(2) Reflects restructuring costs incurred in the second quarter of 2024.

(3) Compared to the reported and adjusted results of the prior year period.

(4) Grainger's businesses reported in Other do not meet the criteria of a reportable segment.

(5) Grainger's reported and adjusted effective tax rates were 25.6% and 23.7% for the twelve months ended December 31, 2025, respectively. The twelve months ended December 31, 2024 reflect a tax benefit related to the restructuring costs incurred in the second quarter of 2024.

Liquidity and Capital Resources

Grainger believes its current balances of cash and cash equivalents, marketable securities and availability under its revolving credit facility, which supports the Company's commercial paper program, will be sufficient to meet its liquidity needs for the next twelve months. The Company expects to continue to invest in its business and return excess cash to shareholders through cash dividends and share repurchases, which it plans to fund through cash flows generated from operations. Grainger also maintains access to capital markets and may issue debt or equity securities from time to time, which may provide an additional source of liquidity.

Sources of Liquidity

Cash and Cash Equivalents

As of December 31, 2025 and 2024, Grainger had cash and cash equivalents of \$585 million and \$1,036 million, respectively. The decrease in cash was primarily due to cash used in financing activities due to repayment of the 1.85% Senior Notes in the amount of \$500 million and continued capital project spending. The Company had approximately \$1.8 billion in available liquidity as of December 31, 2025.

Cash Flows

The following table shows the Company's cash flow activity for the periods presented (in millions of dollars):

	For the Years Ended December 31,	
	2025	2024
Total cash provided by (used in):		
Operating activities	\$ 2,015	\$ 2,111
Investing activities	(645)	(520)
Financing activities	(1,825)	(1,180)
Effect of exchange rate changes on cash and cash equivalents	4	(35)
(Decrease) increase in cash and cash equivalents	<u>\$ (451)</u>	<u>\$ 376</u>

Net cash provided by operating activities was \$2,015 million and \$2,111 million for the year ended December 31, 2025 and 2024, respectively. The decrease was driven by unfavorable changes in working capital primarily due to an increase in accounts receivable and inventory inflation.

Net cash used in investing activities was \$645 million and \$520 million for the year ended December 31, 2025 and 2024, respectively. The increase reflects the continued investment in U.S. and MonotaRO supply chain capacity expansion throughout 2025.

Net cash used in financing activities was \$1,825 million and \$1,180 million for the year ended December 31, 2025 and 2024, respectively. The increase in cash used in financing activities was primarily due to the repayment of the 1.85% Senior Notes in the amount of \$500 million in 2025.

Debt

Grainger maintains a debt ratio and liquidity position that provides flexibility in funding working capital needs and long-term cash requirements. Grainger has various sources of financing available. For further information regarding the Company's debt instruments and available financing sources, see Note 6 of the Notes to the Consolidated Financial Statements in Part II, Item 8: Financial Statements and Supplementary Data of this Form 10-K.

Total debt as a percent of total capitalization was 37.5% and 42.9%, as of December 31, 2025 and 2024, respectively.

Credit Ratings

Grainger receives ratings from two independent credit ratings agencies: Moody's Investor Service (Moody's) and Standard & Poor's (S&P). Both credit rating agencies currently rate the Company's corporate credit at investment grade.

The following table summarizes the Company's credit ratings as of December 31, 2025:

	Corporate	Senior Unsecured	Short-term
Moody's	A2	A2	P1
S&P	A+	A+	A1

Uses of Liquidity

Internally generated cash flows are the primary source of Grainger's working capital and growth initiatives, including capital expenditures. The Company expects to continue to return excess capital to shareholders through share repurchases and dividends.

Working Capital

Working capital as of December 31, 2025 was \$3,515 million, an increase of \$233 million compared to \$3,282 million as of December 31, 2024. The increase was primarily due to sales growth and inventory inflation. As of December 31, 2025 and 2024, the ratio of current assets to current liabilities was 3.0 and 2.9, respectively.

Capital Expenditures

In fiscal 2025, the Company's capital expenditures were \$684 million and \$541 million for the years ended December 31, 2025 and 2024, respectively. Capital project spending for 2026 is expected to be in the range of \$550 and \$650 million. This includes continued supply chain capacity expansion and technology enhancements across the Company.

Share Repurchases

For the years ended December 31, 2025 and 2024, Grainger repurchased shares of its common stock in the open market for \$1,045 million and \$1,201 million, respectively. Share repurchases are executed at prices the Company determines appropriate subject to various factors, including market conditions and the Company's financial performance and may be affected through accelerated share repurchase programs, open market purchases or privately negotiated transactions, including through Rule 10b5-1 plans. Share repurchases for 2026 are expected to be in the range of \$950 and \$1,050 million.

Dividends

For the years ended December 31, 2025 and 2024, Grainger declared and paid \$467 million and \$421 million, respectively, in dividends to holders of the Company's common stock.

Commitments and Other Contractual Obligations

The Company's material cash requirements include the following commitments and other contractual obligations.

Debt

As of December 31, 2025, the Company had outstanding debt obligations with varying maturities for an aggregate principal amount of \$2,509 million, with \$126 million payable within 12 months. Total future interest payments associated with the Company's outstanding debt obligations was \$1,763 million, with \$101 million payable within 12 months.

Purchase Obligations

Grainger had purchase obligations of approximately \$1,991 million as of December 31, 2025, which includes approximately \$1,289 million payable within 12 months. Grainger's purchase obligations primarily include commitments to purchase inventory, uncompleted additions to property, buildings and equipment and other goods and services. Purchase obligations are made in the normal course of business to meet operating needs and are primarily noncancelable.

Leases

The Company has lease arrangements for certain properties, buildings and equipment (including branches, warehouses, DCs and office space). As of December 31, 2025, the Company had fixed operating lease payment obligations of \$412 million, with \$86 million payable within 12 months.

Critical Accounting Estimates

The preparation of Grainger's Consolidated Financial Statements and accompanying notes are in conformity with GAAP and the Company's discussion and analysis of its financial condition and operating results require the Company's management to make assumptions and estimates that affect the reported amounts. The Company considers an accounting policy to be a critical estimate if: (1) it involves assumptions that are uncertain when judgment was applied, and (2) changes in the estimate assumptions, or selection of a different estimate methodology, could have a significant impact on Grainger's consolidated financial position and results. While the Company believes the assumptions and estimates used are reasonable, the Company's management bases its estimates on historical experience and on various other assumptions it believes to be reasonable under the circumstances. Note 1 of the Notes to Consolidated Financial Statements in Part II, Item 8: Financial Statements and Supplementary Data of this Form 10-K describes the significant accounting policies and methods used in the preparation of the Company's Consolidated Financial Statements.

Inventories

Company inventories primarily consist of merchandise purchased for resale. The majority of the Company's inventory is accounted for using the last-in, first-out (LIFO) method, valued at the lower of cost or market value. Market value is based on an analysis of inventory trends including, but not limited to, reviews of inventory levels, sales and cost information and on-hand quantities relative to the sales history for the product and shelf-life. The Company's methodology for estimating whether adjustments are necessary is continually evaluated for factors including significant changes in product demand, liquidation or disposition history values and market conditions such as inflation and other acquisition costs, including freight and duties. If business or economic conditions change, estimates and assumptions may be adjusted as deemed appropriate.

Goodwill

The Company evaluates goodwill for impairment annually during the fourth quarter and more frequently if impairment indicators exist. The fair value of reporting units is calculated primarily using the discounted cash flow method and utilizing value indicators from a market approach to evaluate the reasonableness of the resulting fair values.

The estimates used to calculate the fair values of reporting units involve the use of significant assumptions, estimates and judgments and changes from year to year based on operating results, market conditions, macroeconomic developments and other factors. Changes in these estimates and assumptions could materially affect the determination of fair value and impairment for each reporting unit. For further information on the Company's goodwill, see Note 5 of the Notes to Consolidated Financial Statements in Part II, Item 8: Financial Statements and Supplementary Data of this Form 10-K.

Contingencies and Legal Matters

The Company is subject to various claims and legal proceedings that arise in the ordinary course of business, the outcomes of which are inherently uncertain. The Company accrues for costs relating to litigation claims and other contingent matters when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. For further information on the Company's contingencies and legal matters, see Note 14 of the Notes to Consolidated Financial Statements in Part II, Item 8: Financial Statements and Supplementary Data of this Form 10-K.

Item 7A: Quantitative and Qualitative Disclosures About Market Risk

Grainger's primary market risk exposures is as follows:

Foreign Currency Exchange Rates

Grainger's financial results, including the value of assets and liabilities, are exposed to foreign currency exchange rate risk when the financial statements of the business units outside the U.S., as stated in their local currencies, are translated into U.S. dollars. For the fiscal year ended December 31, 2025, approximately 19% of the Company's net sales were denominated in a currency other than the Company's functional U.S. dollar currency. Consequently, the Company is exposed to the impact of exchange rate volatility primarily between the U.S. dollar and the Japanese yen, Mexican peso, Canadian dollar and the British pound sterling. A hypothetical 10% change in the relative value of the U.S. dollar would not materially impact the Company's net earnings for 2025.

Commodity Price Risks

Grainger's transportation costs are exposed to fluctuations in the price of fuel and some sourced products contain commodity-priced materials. The Company regularly monitors commodity trends and, as a broad line supplier, mitigates any material exposure to commodity price risk by having alternative sourcing plans in place that mitigate the risk of supplier concentration, passing commodity-related inflation to customers and continuing to scale its distribution networks, including its transportation infrastructure.

Item 8: Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of
W.W. Grainger, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of W.W. Grainger, Inc. and subsidiaries (the Company) as of December 31, 2025 and 2024, the related consolidated statements of earnings, comprehensive earnings, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 19, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Valuation of Goodwill for the Canadian Reporting Unit

Description of the Matter

At December 31, 2025, the goodwill balance of the Canada business reporting unit was \$119 million. As discussed in Notes 1 and 5 to the financial statements, goodwill is tested at the reporting unit level annually during the fourth quarter and more frequently if impairment indicators exist.

Auditing management's annual goodwill impairment analysis for the Canada business reporting unit was complex due to certain assumptions that were significant to the analysis. Management performed an annual impairment analysis in the fourth quarter to evaluate changes in key assumptions and operating results since the last impairment test. The more subjective assumptions used in the analysis were projections of future revenue growth, and operating expenditures, which are all affected by expectations about future market or economic conditions.

How We Addressed the Matter in Our Audit

Our audit procedures included obtaining an understanding, evaluating the design and testing the operating effectiveness of controls over the Company's goodwill impairment analysis, including controls over management's review of the changes in key assumptions and operating results since the last impairment test.

To test management's annual goodwill impairment analysis of the Canada business reporting unit, we performed audit procedures that included evaluating the key assumptions and operating results considering the relevant events and circumstances identified since the date of the last fair value calculation. We compared the significant assumptions used by management to current industry and economic trends, changes to the Company's business model, customer product mix, and other relevant factors. We also assessed the historical accuracy of management's estimates and performed sensitivity analyses of significant assumptions to evaluate the changes in fair value that would result from changes in the assumptions utilized in the last quantitative assessment.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2005.

Chicago, Illinois
February 19, 2026

W.W. Grainger, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF EARNINGS
(In millions, except for per share amounts)

	For the Years Ended December 31,		
	2025	2024	2023
Net sales	\$ 17,942	\$ 17,168	\$ 16,478
Cost of goods sold	10,933	10,410	9,982
Gross profit	7,009	6,758	6,496
Selling, general and administrative expenses	4,514	4,121	3,931
Operating earnings	2,495	2,637	2,565
Other (income) expense:			
Interest expense – net	81	77	93
Other – net	(16)	(24)	(28)
Total other expense – net	65	53	65
Earnings before income taxes	2,430	2,584	2,500
Income tax provision	622	595	597
Net earnings	1,808	1,989	1,903
Less net earnings attributable to noncontrolling interest	102	80	74
Net earnings attributable to W.W. Grainger, Inc.	\$ 1,706	\$ 1,909	\$ 1,829
Earnings per share:			
Basic	\$ 35.47	\$ 38.84	\$ 36.39
Diluted	\$ 35.40	\$ 38.71	\$ 36.23
Weighted average number of shares outstanding:			
Basic	47.9	48.9	49.9
Diluted	48.0	49.0	50.1

The accompanying notes are an integral part of these financial statements.

W.W. Grainger, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS
(In millions of dollars)

	For the Years Ended December 31,		
	2025	2024	2023
Net earnings	\$ 1,808	\$ 1,989	\$ 1,903
Other comprehensive earnings (losses):			
Foreign currency translation adjustments	49	(137)	(11)
Reclassification of cumulative translation adjustment to earnings	40	—	—
Postretirement benefit plan gains (losses) – net of tax (expense) benefit of \$(5), \$0, and \$2, respectively	19	(1)	(2)
Total other comprehensive earnings (losses)	108	(138)	(13)
Comprehensive earnings – net of tax	1,916	1,851	1,890
Less comprehensive earnings (losses) attributable to noncontrolling interest			
Net earnings	102	80	74
Foreign currency translation adjustments	(1)	(36)	(21)
Total comprehensive earnings (losses) attributable to noncontrolling interest	101	44	53
Comprehensive earnings attributable to W.W. Grainger, Inc.	<u>\$ 1,815</u>	<u>\$ 1,807</u>	<u>\$ 1,837</u>

The accompanying notes are an integral part of these financial statements.

W.W. Grainger, Inc. and Subsidiaries
CONSOLIDATED BALANCE SHEETS

(In millions of dollars, except for share and per share amounts)

<u>Assets</u>	As of December 31,	
	2025	2024
Current assets		
Cash and cash equivalents	\$ 585	\$ 1,036
Accounts receivable (less allowance for credit losses of \$32 and \$32)	2,329	2,232
Inventories – net	2,394	2,306
Prepaid expenses and other current assets	176	163
Total current assets	5,484	5,737
Property, buildings and equipment – net	2,268	1,927
Goodwill	360	355
Intangibles – net	265	243
Operating lease right-of-use	345	371
Other assets	240	196
Total assets	\$ 8,962	\$ 8,829
Liabilities and shareholders' equity		
Current liabilities		
Current maturities	126	499
Trade accounts payable	963	952
Accrued compensation and benefits	343	324
Operating lease liability	73	78
Accrued expenses	386	407
Income taxes payable	49	45
Total current liabilities	1,940	2,305
Long-term debt	2,362	2,279
Long-term operating lease liability	301	327
Deferred income taxes and tax uncertainties	121	101
Other non-current liabilities	97	114
Shareholders' equity		
Cumulative preferred stock – \$5 par value – 12,000,000 shares authorized; none issued or outstanding	—	—
Common Stock – \$0.50 par value – 300,000,000 shares authorized; 109,659,219 shares issued	55	55
Additional contributed capital	1,446	1,399
Retained earnings	14,958	13,677
Accumulated other comprehensive losses	(165)	(274)
Treasury stock, at cost – 62,240,438 and 61,326,349 shares, respectively	(12,558)	(11,499)
Total W.W. Grainger, Inc. shareholders' equity	3,736	3,358
Noncontrolling interest	405	345
Total shareholders' equity	4,141	3,703
Total liabilities and shareholders' equity	\$ 8,962	\$ 8,829

The accompanying notes are an integral part of these financial statements.

W.W. Grainger, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions of dollars)

	For the Years Ended December 31,		
	2025	2024	2023
Cash flows from operating activities:			
Net earnings	\$ 1,808	\$ 1,989	\$ 1,903
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Provision for credit losses	23	23	23
Deferred income taxes and tax uncertainties	16	(8)	(9)
Depreciation and amortization	254	237	214
Non-cash lease expense	82	84	76
Net losses from sales of assets and business divestitures	196	—	17
Stock-based compensation	64	62	62
Change in operating assets and liabilities:			
Accounts receivable	(190)	(110)	(98)
Inventories	(147)	(77)	(16)
Prepaid expenses and other assets	(73)	(36)	101
Trade accounts payable	43	20	(65)
Operating lease liabilities	(104)	(96)	(88)
Accrued liabilities	38	20	(91)
Income taxes – net	(4)	(3)	(4)
Other non-current liabilities	9	6	6
Net cash provided by operating activities	<u>2,015</u>	<u>2,111</u>	<u>2,031</u>
Cash flows from investing activities:			
Capital expenditures	(684)	(541)	(445)
Proceeds from sales of assets and business divestitures	33	3	21
Other – net	6	18	2
Net cash used in investing activities	<u>(645)</u>	<u>(520)</u>	<u>(422)</u>
Cash flows from financing activities:			
Short-term borrowings (repayments), original maturities of 90 days or less, net	125	—	—
Proceeds from debt	91	503	7
Payments of debt	(506)	(39)	(37)
Proceeds from stock options exercised	15	30	34
Payments for employee taxes withheld from stock awards	(36)	(50)	(37)
Purchases of treasury stock	(1,045)	(1,201)	(850)
Cash dividends paid	(467)	(421)	(392)
Other – net	(2)	(2)	(3)
Net cash used in financing activities	<u>(1,825)</u>	<u>(1,180)</u>	<u>(1,278)</u>
Exchange rate effect on cash and cash equivalents	4	(35)	4
Net change in cash and cash equivalents	<u>(451)</u>	<u>376</u>	<u>335</u>
Cash and cash equivalents at beginning of year	<u>1,036</u>	<u>660</u>	<u>325</u>
Cash and cash equivalents at end of period	<u>\$ 585</u>	<u>\$ 1,036</u>	<u>\$ 660</u>
Supplemental cash flow information:			
Cash payments for interest (net of amounts capitalized)	\$ 106	\$ 111	\$ 109
Cash payments for income taxes	\$ 610	\$ 606	\$ 615

The accompanying notes are an integral part of these financial statements.

W.W. Grainger, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In millions of dollars, except for per share amounts)

	Common Stock	Additional Contributed Capital	Retained Earnings	Accumulated Other Comprehensive Earnings (Losses)	Treasury Stock	Noncontrolling Interest	Total
Balance at January 1, 2023	\$ 55	\$ 1,310	\$ 10,700	\$ (180)	\$ (9,445)	\$ 295	\$ 2,735
Stock-based compensation	—	46	—	—	12	2	60
Purchases of treasury stock	—	—	—	—	(852)	(1)	(853)
Net earnings	—	—	1,829	—	—	74	1,903
Other comprehensive earnings (losses)	—	—	—	8	—	(21)	(13)
Capital contribution	—	(1)	—	—	—	3	2
Cash dividends paid (\$7.30 per share)	—	—	(367)	—	—	(26)	(393)
Balance at December 31, 2023	\$ 55	\$ 1,355	\$ 12,162	\$ (172)	\$ (10,285)	\$ 326	\$ 3,441
Stock-based compensation	—	47	—	—	(5)	1	43
Purchases of treasury stock	—	—	—	—	(1,209)	(1)	(1,210)
Net earnings	—	—	1,909	—	—	80	1,989
Other comprehensive earnings (losses)	—	—	—	(102)	—	(36)	(138)
Capital contribution	—	(3)	—	—	—	3	—
Cash dividends paid (\$8.01 per share)	—	—	(394)	—	—	(28)	(422)
Balance at December 31, 2024	\$ 55	\$ 1,399	\$ 13,677	\$ (274)	\$ (11,499)	\$ 345	\$ 3,703
Stock-based compensation	—	48	—	—	(5)	—	43
Purchases of treasury stock	—	—	—	—	(1,054)	—	(1,054)
Net earnings	—	—	1,706	—	—	102	1,808
Other comprehensive earnings (losses)	—	—	—	109	—	(1)	108
Capital contribution	—	(1)	—	—	—	1	—
Cash dividends paid (\$8.83 per share)	—	—	(425)	—	—	(42)	(467)
Balance at December 31, 2025	\$ 55	\$ 1,446	\$ 14,958	\$ (165)	\$ (12,558)	\$ 405	\$ 4,141

The accompanying notes are an integral part of these financial statements.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

W.W. Grainger, Inc. is a broad line distributor of maintenance, repair and operating (MRO) products and services with operations primarily in North America, Japan and the United Kingdom (U.K.). In the fourth quarter of 2025, Grainger exited the U.K. market by completing the sale of the Cromwell business and closing the Zoro U.K. business. In this report, the words "Grainger" or "Company" mean W.W. Grainger, Inc. and its subsidiaries, except where the context makes it clear that the reference is only to W.W. Grainger, Inc. itself and not its subsidiaries.

Principles of Consolidation

The Consolidated Financial Statements include the accounts of the Company and its subsidiaries over which the Company exercises control. All significant intercompany transactions are eliminated from the Consolidated Financial Statements. The Company has a controlling ownership interest in MonotaRO, the endless assortment business in Japan, with the residual representing the noncontrolling interest.

The Company reports MonotaRO on a one-month calendar lag allowing for the timely preparation of financial statements. This one-month reporting lag is with the exception of significant transactions or events that occur during the intervening period.

Use of Estimates

The preparation of the Company's Consolidated Financial Statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions affecting reported amounts in the Consolidated Financial Statements and accompanying notes. Actual results may differ from those estimates.

Foreign Currency Translation

The U.S. dollar is the Company's reporting currency for all periods presented. The financial statements of the Company's foreign operating subsidiaries are measured using the local currency as the functional currency. Assets and liabilities of the Company's foreign operating subsidiaries are translated into U.S. dollars at the exchange rate in effect at the balance sheet date. Revenues and expenses are translated at average rates in effect during the period. Translation gains or losses are recorded as a separate component of other comprehensive earnings (losses).

Revenue Recognition

The Company recognizes revenue when a sales arrangement with a customer exists (e.g., contract, purchase orders, others), the transaction price is fixed or determinable and the Company has satisfied its performance obligation per the sales arrangement.

The majority of Company revenue originates from contracts with a single performance obligation to deliver products, whereby performance obligations are satisfied when control of the product is transferred to the customer per the arranged shipping terms. Some Company contracts contain a combination of product sales and services, which are distinct and accounted for as separate performance obligations and are satisfied when the services are rendered. Total service revenue is not material and accounted for approximately 1% of the Company's revenue for the years ended December 31, 2025, 2024 and 2023.

The Company's revenue is measured at the determinable transaction price, net of any variable considerations granted to customers and any taxes collected from customers and subsequently remitted to governmental authorities. Variable considerations include rights to return products and sales incentives, which primarily consist of volume rebates. These variable considerations are estimated throughout the year based on various factors, including contract terms, historical experience and performance levels. Total accrued sales returns were approximately \$53 million and \$52 million as of December 31, 2025 and 2024, respectively, and are reported as a reduction of Accounts receivable – net. Total accrued sales incentives were approximately \$115 million and \$109 million as of December 31, 2025 and 2024, respectively, and are reported as part of Accrued expenses.

The Company records a contract asset when it has a right to payment from a customer that is conditioned on events other than the passage of time. The Company also records a contract liability when customers prepay but the Company has not yet satisfied its performance obligation. The Company did not have any material unsatisfied performance obligations, contract assets or liabilities as of December 31, 2025 and 2024.

Cost of Goods Sold (COGS)

COGS, exclusive of depreciation and amortization, includes the purchase cost of goods sold net of vendor considerations, in-bound shipping costs, outbound shipping and handling costs and service costs. The Company receives vendor considerations, such as rebates to promote their products, which are generally recorded as a reduction to COGS. Rebates earned from vendors that are based on product purchases are capitalized into inventory and rebates earned based on products sold are credited directly to COGS. Total accrued vendor rebates were \$150 million as of December 31, 2025 and 2024, and are reported in Trade accounts payable.

Selling, General and Administrative Expenses (SG&A)

Company SG&A is primarily comprised of payroll and benefits, advertising, depreciation and amortization, lease, indirect purchasing, supply chain and branch operations, technology, and selling expenses, as well as other types of general and administrative costs.

Advertising

Advertising costs, which include online marketing, are generally expensed in the year the related advertisement is first presented or when incurred. Total advertising expense was \$813 million, \$750 million and \$638 million for 2025, 2024 and 2023, respectively.

Stock Incentive Plans

The Company measures all share-based payments using fair-value-based methods and records compensation expense on a straight-line basis over the vesting periods, net of estimated forfeitures.

Income Taxes

The Company recognizes the provision for income taxes using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax basis of assets and liabilities, and for operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets are expected to be realized or settled. Also, the Company evaluates deferred income taxes to determine if valuation allowances are required using a "more likely than not" standard. This assessment considers the nature, frequency and amount of book and taxable income and losses, the duration of statutory carryback and forward periods, future reversals of existing taxable temporary differences and tax planning strategies, among other matters.

The Company recognizes tax benefits from uncertain tax positions only if (based on the technical merits of the position) it is more likely than not that the tax positions will be sustained on examination by the tax authority. The Company recognizes interest expense and penalties to its tax uncertainties in the provision for income taxes.

Other Comprehensive Earnings (Losses)

The Company's Other comprehensive earnings (losses) include foreign currency translation adjustments and unrecognized gains (losses) on postretirement and other employment-related benefit plans. Accumulated other comprehensive earnings (losses) (AOCE) are presented separately as part of shareholders' equity.

Cash and Cash Equivalents

The Company considers cash equivalents to be short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates.

Concentration of Credit Risk

The Company places temporary cash investments with institutions of high credit quality and, by policy, limits the amount of credit exposure to any one institution. Also, the Company has a broad customer base representing many diverse industries across North America, Japan, and the U.K. Consequently, no significant concentration of credit risk is considered to exist.

Accounts Receivable and Allowance for Credit Losses

The Company's accounts receivable arises primarily from sales on credit to customers and are stated at their estimated net realizable value. The Company establishes allowances for credit losses on customer accounts that are potentially uncollectible. These allowances are determined based on several factors, including the age of the receivables, historical collection trends and economic conditions that may have an impact on a specific industry, group of customers or a specific customer.

The Company establishes an allowance for credit losses to present the net amount of accounts receivable expected to be collected. The allowance is determined by using the loss-rate method, which requires an estimation of loss rates based upon historical loss experience adjusted for factors that are relevant to determining the expected collectability of accounts receivable. Some of these factors include macroeconomic conditions that correlate with historical loss experience, delinquency trends, aging behavior of receivables and credit and liquidity quality indicators for industry groups, customer classes or individual customers.

Inventories

Company inventories primarily consist of merchandise purchased for resale. The Company uses the last-in, first-out (LIFO) method, valued at the lower of cost or market, to account for approximately 80% of total inventory and the first-in, first-out (FIFO) method, valued at the lower of cost or net realizable value, for the remaining inventory. The Company regularly reviews inventory to evaluate continued demand and records excess and obsolete provisions representing the difference between excess and obsolete inventories and market value. Estimated market value considers various variables, including product demand, aging and shelf life, market conditions, and liquidation or disposition history and values.

If FIFO had been used for all of the Company's inventories, they would have been \$939 million and \$804 million higher than reported as of December 31, 2025 and 2024, respectively. Concurrently, net earnings would have increased by \$102 million, \$26 million and \$58 million for the years ended December 31, 2025, 2024 and 2023, respectively.

Property, Buildings and Equipment

Property, buildings and equipment are stated at cost, less accumulated depreciation. Depreciation is computed over the estimated useful lives of the asset classes using the straight-line method. Useful lives for buildings, structures and improvements range from 10 to 50 years and furniture, fixtures, machinery and equipment from 3 to 20 years. Amounts expended for maintenance and repairs are charged to expense as incurred.

Long-Lived Assets

The carrying value of long-lived assets, primarily property, buildings and equipment and amortizable intangibles, is evaluated whenever events or changes in circumstances indicate that the carrying value of the asset group may be impaired. An impairment loss is recognized when estimated undiscounted future cash flows resulting from use of the asset, including disposition, are less than their carrying value. Impairment is measured as the amount by which the asset's carrying amount exceeds the fair value.

Leases

The Company leases certain properties, buildings and equipment (including branches, warehouses, DCs and office space) under various arrangements which provide the right to use the underlying asset and require lease payments for the lease term. The Company determines if an arrangement contains a lease at inception. Leases with an initial term of more than 12 months are recorded on the balance sheet as right-of-use (ROU) assets representing the right to use the underlying asset for the lease term and the corresponding current and long-term lease liabilities representing the obligation to make lease payments arising from the lease.

ROU assets and lease liabilities are recognized at the lease commencement or possession date based on the present value of lease payments over the lease term and include options to extend or terminate the lease when they are reasonably certain to be exercised. The present value of lease payments is determined using the incremental borrowing rate based on the information available at the lease commencement date. The incremental borrowing rate, the ROU asset and the lease liability are re-evaluated upon a lease modification.

Certain lease agreements include variable lease payments that primarily include payments for non-lease components including pass-through operating expenses such as certain maintenance costs and utilities, and payments for non-components such as real estate taxes and insurance. Lease agreements with fixed lease and non-lease components are generally accounted for as a single lease component for all underlying classes of assets. Certain of the Company's lease arrangements contain renewal provisions from 1 to 30 years, exercisable at the Company's option. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The Company's operating lease expense is recognized on a straight-line basis over the lease term and is recorded in SG&A.

Goodwill and Other Intangible Assets

In a business acquisition, the Company recognizes goodwill as the excess purchase price of an acquired reporting unit over the net amount assigned to assets acquired including intangible assets and liabilities assumed. Acquired intangibles include both assets with indefinite lives and assets that are subject to amortization, which are amortized straight-line over their estimated useful lives.

The Company tests goodwill and indefinite-lived intangibles for impairment annually during the fourth quarter and more frequently if impairment indicators exist. The Company performs qualitative assessments of significant events and circumstances, such as reporting units' historical and current results, assumptions regarding future performance, strategic initiatives and overall economic factors to determine the existence of impairment indicators and assess if it is more likely than not that the fair value of the reporting unit or indefinite-lived intangible asset is less than its carrying value that would necessitate a quantitative impairment test. In the quantitative test, Grainger compares the carrying value of the reporting unit or an indefinite-lived intangible asset with its fair value. Any excess of the carrying value over fair value is recorded as an impairment charge, presented as part of SG&A.

The fair value of reporting units is calculated primarily using the discounted cash flow method and utilizing value indicators from a market approach to evaluate the reasonableness of the resulting fair values. Estimates of market-participant risk-adjusted weighted average cost of capital are used as a basis for determining the discount rates to apply to the reporting units' future expected cash flows and terminal value.

The Company's indefinite-lived intangibles are primarily trade names. The fair value of trade names is calculated primarily using the relief-from-royalty method, which estimates the expected royalty savings attributable to the ownership of the trade name asset. The key assumptions when valuing a trade name are the revenue base, the royalty rate and the discount rate.

Additionally, the Company capitalizes certain costs related to the purchase and development of internal-use software, which are presented as intangible assets. Amortization of capitalized software is on a straight-line basis over 3 or 5 years.

Contingencies

The Company records a liability when a particular contingency is both probable and estimable. If the probable loss cannot be reasonably estimated, no accrual is recorded, but the loss contingency and the reasons to the effect that it cannot be reasonably estimated are disclosed. If a loss is reasonably possible, the Company will provide disclosure to that effect.

For further discussion on the Company's contingencies, see Note 14.

New Accounting Standards

Accounting Pronouncements Recently Adopted

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. This update requires public entities to disclose consistent categories and greater disaggregation of information in the rate reconciliation and income taxes paid disaggregated by jurisdiction. The Company adopted this ASU effective December 31, 2025 on retrospective basis and it did not have material impact on the Consolidated Financial Statements. For the related income tax reporting disclosure, see Note 12.

Accounting Pronouncements Recently Issued

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*. This update requires public entities to disclose required information for inventory purchases, employee compensation, depreciation, intangible asset amortization and selling expenses. The effective date is for fiscal years beginning after December 15, 2026, with the option to early adopt prior to the effective date and should be applied on a prospective basis, but retrospective application is permitted. The Company is evaluating the impact of the requirements on the related income statement line item disclosures.

In July 2025, the FASB issued ASU 2025-05, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets*, which introduces a practical expedient for all entities, allowing entities to assume that current conditions as of the balance sheet date remain unchanged when estimating expected credit losses for current accounts receivable and current contract assets arising from transactions accounted for under FASB Accounting Standards Codification (ASC) Topic 606. This guidance is effective for annual periods beginning after December 15, 2025 and interim reporting periods within those annual reporting periods. Early adoption is permitted and shall be applied prospectively. The Company is evaluating the impact of the adoption of this guidance on its Consolidated Financial Statements and related disclosures.

In September 2025, the FASB issued ASU 2025-06, *Intangibles - Goodwill and Other Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*, which modernizes the accounting for internal-use software by removing reference to prescriptive development stages and allows software development costs to be capitalized once management authorized and committed funding for the project and it is probable that the project will be completed. This guidance is effective for annual periods beginning after December 15, 2027 on either a prospective or a retrospective basis, with early adoption permitted. The Company is evaluating the impact of the adoption of this guidance on its Consolidated Financial Statements and related disclosures.

In December 2025, the FASB issued ASU 2025-11, *Interim Reporting (Topic 270): Narrow - Scope Improvements*, which clarifies the scope, form, and content of interim financial statements and notes in accordance with GAAP. The update compiles a comprehensive list of required interim disclosures, introduces a disclosure principle requiring entities to report material events occurring after the last annual period and aligns interim disclosure requirements across various topics. This guidance is effective for interim periods within annual periods beginning after December 15, 2027 on either a prospective or a retrospective basis, with early adoption permitted. The Company is evaluating the impact of the adoption of this guidance on its Condensed Consolidated Financial Statements and related disclosures.

NOTE 2 - BUSINESS DIVESTITURES

On December 17, 2025, Grainger completed the divestiture of the Cromwell business in the U.K, part of Other which is not a reportable segment. Accordingly, the Company's Consolidated Statements of Earnings, Comprehensive Earnings, and Cash Flows and related notes include financial results through the divestiture date. As a result of this transaction, assets of \$246 million, liabilities of \$83 million and accumulated other comprehensive losses of \$44 million were removed from the Company's Consolidated Balance Sheet as of December 31, 2025. The Company recorded a loss of \$186 million in SG&A expenses related to the sale of this business (including cumulative translation losses related to the Cromwell business in accumulated other comprehensive losses). There was no tax benefit as a result of this loss. The divestiture is not considered a strategic shift that will have a material effect on the Company's operations and financial results; therefore, it does not qualify for reporting as discontinued operations.

NOTE 3 - REVENUE

Grainger serves a large number of customers in diverse industries, which are subject to different economic and market-specific factors. The Company's revenue is primarily comprised of MRO product sales and related activities.

The Company's presentation of revenue by reportable segment and customer industry most reasonably depicts how the nature, amount, timing and uncertainty of the Company's revenue and cash flows are affected by economic and market-specific factors. The majority of Company revenue originates from contracts with a single performance obligation to deliver products, whereby performance obligations are satisfied when control of the product is transferred to the customer per the arranged shipping terms.

The following tables present the Company's percentage of revenue by reportable segment and by customer industry:

Customer Industry ⁽¹⁾	Twelve Months Ended December 31,								
	2025			2024			2023		
	High-Touch Solutions N.A.	Endless Assortment	Total Company ⁽²⁾	High-Touch Solutions N.A.	Endless Assortment	Total Company ⁽²⁾	High-Touch Solutions N.A.	Endless Assortment	Total Company ⁽²⁾
Manufacturing	30 %	30 %	30 %	31 %	29 %	31 %	30 %	30 %	30 %
Government	19 %	3 %	15 %	19 %	3 %	16 %	19 %	3 %	16 %
Wholesale	7 %	18 %	9 %	7 %	18 %	9 %	7 %	16 %	9 %
Commercial Services	7 %	12 %	8 %	7 %	12 %	8 %	7 %	12 %	8 %
Contractors	6 %	12 %	7 %	5 %	12 %	6 %	5 %	12 %	6 %
Healthcare	7 %	2 %	6 %	7 %	2 %	6 %	7 %	2 %	6 %
Transportation	4 %	2 %	5 %	4 %	2 %	4 %	4 %	2 %	4 %
Retail	4 %	4 %	4 %	4 %	4 %	4 %	4 %	4 %	4 %
Utilities	3 %	2 %	3 %	3 %	2 %	3 %	3 %	2 %	3 %
Warehousing	3 %	— %	2 %	3 %	— %	2 %	4 %	— %	3 %
Other ⁽³⁾	10 %	15 %	11 %	10 %	16 %	11 %	10 %	17 %	11 %
Total net sales	100 %	100 %	100 %	100 %	100 %	100 %	100 %	100 %	100 %
Percent of total company revenue	78 %	20 %	100 %	80 %	18 %	100 %	81 %	18 %	100 %

(1) Customer industry results for the twelve months ended December 31, 2025, 2024 and 2023 primarily use the North American Industry Classification System (NAICS). As customers' businesses evolve, industry classifications may change. When these changes occur, Grainger does not recast the customer classification for prior periods as the industry used in the prior period was appropriate at the point-in-time. As a result, year-over-year changes may be impacted.

(2) Total Company includes Other, which includes the Cromwell business. The Cromwell business was sold in December 2025. For further details on the sale, see Note 2. Other accounted for approximately 2%, 2% and 1% of Total Company revenue for the twelve months ended December 31, 2025, 2024 and 2023, respectively.

(3) Other primarily includes revenue from industries and customers that are not material individually, including hospitality, restaurants, property management and natural resources.

NOTE 4 - PROPERTY, BUILDINGS AND EQUIPMENT

Grainger's property, buildings and equipment consisted of the following (in millions of dollars):

	As of	
	December 31, 2025	December 31, 2024
Land and land improvements	\$ 551	\$ 415
Building, structures and improvements	1,883	1,723
Furniture, fixtures, machinery and equipment	2,066	1,945
Property, buildings and equipment	4,500	4,083
Less: Accumulated depreciation and amortization	2,232	2,156
Property, buildings and equipment, net	\$ 2,268	\$ 1,927

Depreciation expense on property, buildings and equipment was \$171 million, \$164 million and \$146 million for the years ended December 31, 2025, 2024 and 2023, respectively.

NOTE 5 - GOODWILL AND OTHER INTANGIBLE ASSETS

Grainger completed its annual impairment testing of goodwill and intangible assets during the fourth quarter of 2025 and 2024. Based on the results of that testing, the Company did not identify any significant events or changes in circumstances that indicated the existence of impairment indicators and concluded that it was more likely than not that the fair value of the reporting units exceeded their carrying amounts at each respective period.

High-Touch Solutions N.A. – Canada Business

As of December 31, 2025 and 2024, the Canada business reporting unit had goodwill of \$119 million and \$114 million, respectively. As part of our annual impairment testing, the Company compared the current results to forecasted expectations of the most recent quantitative analysis, along with analyzing macroeconomic conditions, current industry trends and transactions, and other market data of industry peers. The Company also performed various sensitivities over key assumptions, including projections of future revenue growth and operating expenditures used in the analysis. The Company did not identify any significant events or changes in circumstances that indicated the existence of impairment indicators for its Canada business, and concluded it was more likely than not its fair value exceeded its carrying value.

The balances and changes in the carrying amount of goodwill by segment are as follows (in millions of dollars):

	High-Touch Solutions N.A.	Endless Assortment	Total
Balance at January 1, 2024	\$ 315	\$ 55	\$ 370
Translation	(9)	(6)	(15)
Balance at December 31, 2024	306	49	355
Translation	5	—	5
Balance at December 31, 2025	\$ 311	\$ 49	\$ 360

The Company's cumulative goodwill impairment as of December 31, 2025, was \$32 million. No goodwill impairment was recorded for the twelve months ended December 31, 2025, 2024 and 2023.

The balances and changes in intangible assets – net are as follows (in millions of dollars):

	Weighted average life	As of December 31,					
		2025			2024		
		Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
Customer lists and relationships	10.7 years	\$ 163	\$ 157	\$ 6	\$ 164	\$ 155	\$ 9
Trademarks, trade names and other	16.5 years	20	17	3	31	24	7
Non-amortized trade names and other	Indefinite	19	—	19	18	—	18
Capitalized software	4.5 years	821	584	237	714	505	209
Total intangible assets	5.8 years	\$ 1,023	\$ 758	\$ 265	\$ 927	\$ 684	\$ 243

Amortization expense of intangible assets recorded in SG&A was \$81 million, \$70 million and \$64 million for the years ended December 31, 2025, 2024 and 2023, respectively.

Estimated amortization expense for future periods is as follows (in millions of dollars):

Year	Expense
2026	\$ 76
2027	68
2028	53
2029	32
2030	12
Thereafter	5
Total	\$ 246

NOTE 6 - DEBT

Total debt, including long-term, current maturities and debt issuance costs and discounts – net, consisted of the following (in millions of dollars):

	As of December 31,			
	2025		2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
4.60% senior notes due 2045	\$ 1,000	\$ 904	\$ 1,000	\$ 894
4.45% senior notes due 2034	500	496	500	477
3.75% senior notes due 2046	400	338	400	332
4.20% senior notes due 2047	400	317	400	312
Japanese Yen term loans	83	83	—	—
Debt issuance costs – net of amortization and other	(21)	(21)	(21)	(21)
Long-term debt	2,362	2,117	2,279	1,994
1.85% senior notes due 2025	—	—	500	498
Commercial paper and other	126	126	(1)	(1)
Current maturities	126	126	499	497
Total debt	\$ 2,488	\$ 2,243	\$ 2,778	\$ 2,491

Revolving Credit Facility

In October 2023, the Company entered into a five-year unsecured revolving credit facility agreement (2023 Credit Facility). Grainger may obtain loans in various currencies on a revolving basis in an aggregate amount not exceeding \$1.25 billion, which may be increased up to \$1.875 billion at the request of the Company, subject to obtaining additional commitments and other customary conditions. The primary purpose of the 2023 Credit Facility is to support the Company's commercial paper program and for general corporate purposes.

As of December 31, 2025, there was \$125 million of commercial paper outstanding and recorded as short-term debt with a weighted-average interest rate of 3.84%. There were no borrowings outstanding as of December 31, 2024.

Senior Notes

In the years 2015-2024, Grainger issued \$2.8 billion in unsecured long-term debt (Senior Notes) primarily to provide flexibility in funding general working capital needs, share repurchases and long-term cash requirements. The Senior Notes require no principal payments until maturity and interest is paid semi-annually. On February 18, 2025, Grainger repaid in full the principal amount of \$500 million for the 1.85% Senior Notes that matured in February 2025. The related interest rate swaps with a notional value of \$450 million that hedged a portion of the interest rate risk related to this debt expired on February 15, 2025.

The Company incurred debt issuance costs related to the Senior Notes representing underwriting fees and other expenses. These costs were recorded as a contra-liability in Long-term debt and are being amortized over the term of the Senior Notes using the straight-line method to Interest expense – net. As of December 31, 2025 and 2024, the unamortized costs were \$21 million and \$22 million, respectively.

Japanese Yen Term Loans

In 2025, MonotaRO entered into ¥13 billion term loan agreements to fund the expansion of its distribution center (DC) network. The Japanese Yen term loans mature in 2035, payable in equal monthly principal installments from September 2028 through June 2035, and bear a weighted average interest rate of 1.27%.

Fair Value

The estimated fair value of the Company's senior notes was based on available external pricing data and current market rates for similar debt instruments, among other factors, which are classified as Level 2 inputs within the fair value hierarchy.

The Company's debt instruments include affirmative and negative covenants that are usual and customary for companies with similar credit ratings and do not contain any financial performance covenants. The Company was in compliance with all debt covenants as of December 31, 2025 and 2024.

The Company's foreign subsidiaries utilize various financing sources for working capital purposes and other operating needs. These financing sources in aggregate were not material as of December 31, 2025 and 2024.

The scheduled aggregate principal payments required on the Company's indebtedness, based on the maturity dates defined within the debt arrangements, for the succeeding five years, excluding debt issuance costs and the impact of derivatives, are due as follows (in millions of dollars):

Year	Payment Amount
2026	\$ 126
2027	—
2028	—
2029	—
2030	—
Thereafter	2,383
Total	<u>\$ 2,509</u>

NOTE 7 - EMPLOYEE BENEFITS

The Company provides various retirement benefits to eligible team members, including contributions to defined contribution plans, pension benefits associated with defined benefit plans, postretirement medical benefits and other benefits. Eligibility requirements and benefit levels vary depending on team member location. Various foreign benefit plans cover team members in accordance with local legal requirements.

Defined Contribution Plans

A majority of the Company's U.S. team members are covered by a retirement savings plan, which provides for an automatic contribution equal to 6% of the eligible team member's total eligible compensation. The total retirement savings plan expense was \$95 million, \$91 million, and \$85 million for 2025, 2024 and 2023, respectively.

The Company sponsors additional defined contribution plans available to certain U.S. and foreign team members for which contributions are made by the Company and participating team members. The expense associated with these defined contribution plans totaled \$19 million, \$20 million and \$21 million for 2025, 2024 and 2023, respectively.

Postretirement Healthcare Benefits Plans

The Company has a postretirement healthcare benefit plan that provides coverage for certain U.S. team members. Covered team members become eligible for participation when they qualify for retirement while working for the Company. Participation in the plan is voluntary and requires participants to make contributions toward the cost of the plan, as determined by the Company.

The net periodic benefits costs were valued with a measurement date of January 1 for each year and consisted of the following components (in millions of dollars):

	For the Years Ended December 31,		
	2025	2024	2023
SG&A			
Service cost	\$ 2	\$ 2	\$ 2
Other (income) expense			
Interest cost	5	5	5
Expected return on assets	(7)	(7)	(6)
Amortization of prior service credit	(6)	(9)	(10)
Amortization of unrecognized gains	(10)	(8)	(7)
Net periodic benefits	<u>\$ (16)</u>	<u>\$ (17)</u>	<u>\$ (16)</u>

Reconciliations of the beginning and ending balances of the postretirement benefit asset, which is calculated as of the December 31 measurement date, the fair value of plan assets available for benefits and the funded status of the benefit asset follow (in millions of dollars):

	2025	2024
Benefit obligation at beginning of year	\$ 103	\$ 114
Service cost	2	2
Interest cost	5	5
Plan participants' contributions	3	3
Actuarial (gain) loss	(24)	(12)
Benefits paid	(9)	(9)
Benefit obligation at end of year	<u>\$ 80</u>	<u>\$ 103</u>
Plan assets available for benefits at beginning of year	\$ 178	\$ 173
Actual returns on plan assets	20	11
Plan participants' contributions	3	3
Benefits paid	(9)	(9)
Plan assets available for benefits at end of year	<u>192</u>	<u>178</u>
Noncurrent postretirement benefit asset	<u>\$ 112</u>	<u>\$ 75</u>

The amounts recognized in AOCE consisted of the following (in millions of dollars):

	As of December 31,	
	2025	2024
Prior service credit	\$ 7	\$ 13
Unrecognized gains	114	88
Deferred tax liability	(30)	(25)
Net accumulated gains	<u>\$ 91</u>	<u>\$ 76</u>

The Company has elected to amortize the amount of net unrecognized gains over a period equal to the average remaining service period for active plan participants expected to retire and receive benefits of approximately 9 years for 2025.

The postretirement benefit obligation is determined by applying the terms of the plan and actuarial models. These models include various actuarial assumptions, including discount rates, long-term rates of return on plan assets, healthcare cost trend rate, mortality and cost-sharing between the Company and the retirees. The actuarial gains recognized during the plan year are primarily related to changes in assumptions related to certain retiree coverage elections, as well as turnover and retirement rates.

The following assumptions were used to determine net periodic benefit costs as of January 1:

	For the Years Ended December 31,		
	2025	2024	2023
Discount rate	5.39 %	4.73 %	4.92 %
Expected long-term rate of return on plan assets – net of tax	4.04 %	4.04 %	4.04 %
Initial healthcare cost trend rate (pre age 65)	6.90 %	7.20 %	7.50 %
Ultimate healthcare cost trend rate	4.50 %	4.50 %	4.50 %
Year ultimate healthcare cost trend rate reached	2033	2033	2033

The following assumptions were used to determine benefit obligations as of December 31:

	2025	2024	2023
Discount rate	5.25 %	5.39 %	4.73 %
Expected long-term rate of return on plan assets – net of tax	4.04 %	4.04 %	4.04 %
Initial healthcare cost trend rate (pre age 65)	8.50 %	6.90 %	7.20 %
Ultimate healthcare cost trend rate	4.50 %	4.50 %	4.50 %
Year ultimate healthcare cost trend rate reached	2034	2033	2033

The Company's investment strategy reflects the long-term nature of the plan obligation and seeks to reach a balance allocation between Fixed Income securities and Equities of approximately 85% and 15%, respectively. Current allocations may differ from targeted allocations based on investment results and other timing factors. The plan's assets are stated at fair value, which represents the net asset value of shares held by the plan in the registered investment companies at the quoted market prices (Level 1 input) or at significant other observable inputs (Level 2 input).

The plan assets available for benefits consisted of the following as of December 31 (in millions of dollars):

Asset class	2025	2024
Level 1 inputs:		
Mutual funds and exchange-traded funds	\$ 16	\$ 10
Level 2 Inputs:		
Fixed Income:		
Corporate bonds	40	48
Government and municipal debt securities	6	8
Mutual funds and exchange-traded funds	88	—
Equity funds	30	101
Plan assets	180	167
Trust assets	12	\$ 11
Plan assets available for benefits	\$ 192	\$ 178

The Company forecasts the following benefit payments related to postretirement (which include a projection for expected future team member service) for the next ten years (in millions of dollars):

Year	Estimated Gross Benefit Payments
2026	\$ 7
2027	7
2028	6
2029	6
2030	6
2031-2035	29
Total	\$ 61

NOTE 8 - LEASES

The Company leases certain properties, buildings and equipment (including branches, warehouses, DCs and office space) under various arrangements which provide the right to use the underlying asset and require lease payments for the lease term. The Company's lease portfolio consists mainly of operating leases that expire at various dates through 2037.

Information related to operating leases is as follows (in millions of dollars):

	As of December 31,	
	2025	2024
Right-of-use assets		
Operating lease right-of-use	\$ 345	\$ 371
Operating lease liabilities		
Operating lease liability	73	78
Long-term operating lease liability	301	327
Total operating lease liabilities	\$ 374	\$ 405

	As of December 31,	
	2025	2024
Weighted average remaining lease term	6 years	6 years
Weighted average incremental borrowing rate	2.82 %	2.57 %
Cash paid for operating leases	\$ 104	\$ 96
Right-of-use assets obtained in exchange for operating lease obligations	\$ 69	\$ 48

Rent expense was \$106 million, \$103 million and \$102 million for 2025, 2024 and 2023, respectively. These amounts are net of sublease income of \$3 million for 2025, and \$2 million for 2024 and 2023.

The remaining maturity of existing lease liabilities as of December 31, 2025 are as follows (in millions of dollars):

Year	Operating Leases
2026	\$ 86
2027	79
2028	71
2029	59
2030	48
Thereafter	69
Total lease payments	412
Less interest	38
Present value of lease liabilities	\$ 374

As of December 31, 2025 and 2024, the Company's finance leases and service contracts with lease arrangements were not material. Finance leases are reported in Property, buildings and equipment – net, and as a short and long-term finance lease liability in Accrued expenses and Other non-current liabilities.

NOTE 9 - STOCK INCENTIVE PLANS

The Company maintains stock incentive plans under which the Company may grant a variety of incentive awards to team members and executives, which include restricted stock units (RSUs), performance shares and deferred stock units. As of December 31, 2025, there were 1.3 million shares available for grant under the plans. When awards are exercised or settled, shares of the Company's treasury stock are issued.

Pretax stock-based compensation expense included in SG&A was \$64 million, \$62 million, and \$62 million in 2025, 2024 and 2023, respectively, and was primarily comprised of RSUs. Related income tax benefits recognized in earnings were \$24 million, \$34 million, and \$34 million in 2025, 2024 and 2023, respectively.

Restricted Stock Units

The Company awards RSUs to certain team members and executives. RSUs vest generally over periods from one to seven years from issuance. The RSU grant date fair value is based on the closing price of the Company's common stock on the last trading day preceding the date of the grant. RSU expense for the years ended December 31, 2025, 2024 and 2023 was approximately \$50 million, \$48 million and \$43 million, respectively.

The following table summarizes RSU activity (in millions of dollars, except for share and per share amounts):

	2025		2024		2023	
	Shares	Weighted Average Price Per Share	Shares	Weighted Average Price Per Share	Shares	Weighted Average Price Per Share
Beginning nonvested units	136,200	\$ 768.64	172,984	\$ 550.62	191,032	\$ 409.77
Issued	59,031	993.21	57,012	1,008.98	81,174	692.02
Cancelled	(7,505)	869.44	(10,221)	701.36	(7,943)	512.31
Vested	(70,956)	684.06	(83,575)	489.57	(91,279)	384.92
Ending nonvested units	116,770	\$ 927.09	136,200	\$ 768.64	172,984	\$ 550.62
Fair Value of Shares Vested	\$ 49		\$ 41		\$ 35	

As of December 31, 2025, there was \$68 million of total unrecognized compensation expense related to nonvested RSUs the Company expects to recognize over a weighted average period of two years.

NOTE 10 - CAPITAL STOCK

The Company had no shares of preferred stock outstanding as of December 31, 2025 and 2024. The activity related to outstanding common stock and common stock held in treasury was as follows:

	2025		2024		2023	
	Outstanding Common Stock	Treasury Stock	Outstanding Common Stock	Treasury Stock	Outstanding Common Stock	Treasury Stock
Balance at beginning of period	48,332,870	61,326,349	49,317,402	60,341,817	50,256,323	59,402,896
Exercise of stock options	45,618	(45,618)	113,274	(113,274)	139,189	(139,189)
Settlement of restricted stock units – net of 26,078, 39,118 and 32,800 shares retained, respectively	64,422	(64,422)	79,400	(79,400)	83,795	(83,795)
Settlement of performance share units – net of 8,596, 9,629 and 18,521 shares retained, respectively	14,380	(14,380)	15,110	(15,110)	28,135	(28,135)
Purchase of treasury shares	(1,038,509)	1,038,509	(1,192,316)	1,192,316	(1,190,040)	1,190,040
Balance at end of period	<u>47,418,781</u>	<u>62,240,438</u>	<u>48,332,870</u>	<u>61,326,349</u>	<u>49,317,402</u>	<u>60,341,817</u>

NOTE 11 - ACCUMULATED OTHER COMPREHENSIVE EARNINGS (LOSSES) (AOCE)

The components of AOCE consisted of the following (in millions of dollars):

	Foreign Currency Translation and Other	Defined Postretirement Benefit Plan	Other Employment-related Benefit Plans	Total	Foreign Currency Translation Attributable to Noncontrolling Interests	AOCE Attributable to W.W. Grainger, Inc.
Balance at January 1, 2024 – net of tax	\$ (331)	\$ 77	\$ (3)	\$ (257)	\$ (85)	\$ (172)
Other comprehensive earnings (loss) before reclassifications – net of tax	(137)	12	—	(125)	(36)	(89)
Amounts reclassified to net earnings	—	(13)	—	(13)	—	(13)
Net current period activity	\$ (137)	\$ (1)	\$ —	\$ (138)	\$ (36)	\$ (102)
Balance at December 31, 2024 – net of tax	\$ (468)	\$ 76	\$ (3)	\$ (395)	\$ (121)	\$ (274)
Other comprehensive earnings (loss) before reclassifications – net of tax	49	27	(1)	75	(1)	76
Amounts reclassified to net earnings	40	(12)	5	33	—	33
Net current period activity	\$ 89	\$ 15	\$ 4	\$ 108	\$ (1)	\$ 109
Balance at December 31, 2025 – net of tax	<u>\$ (379)</u>	<u>\$ 91</u>	<u>\$ 1</u>	<u>\$ (287)</u>	<u>\$ (122)</u>	<u>\$ (165)</u>

NOTE 12 - INCOME TAXES

Earnings before income taxes by geographical area consisted of the following (in millions of dollars):

	For the Years Ended December 31,		
	2025	2024	2023
U.S.	\$ 2,065	\$ 2,265	\$ 2,211
Foreign	365	319	289
Total	<u>\$ 2,430</u>	<u>\$ 2,584</u>	<u>\$ 2,500</u>

Income tax expense consisted of the following (in millions of dollars):

	For the Years Ended December 31,		
	2025	2024	2023
Current income tax expense:			
U.S. Federal	\$ 403	\$ 404	\$ 431
U.S. State	86	84	100
Foreign	116	89	81
Total current	605	577	612
Deferred income tax (benefit) expense	17	18	(15)
Total income tax expense	<u>\$ 622</u>	<u>\$ 595</u>	<u>\$ 597</u>

Income taxes paid consisted of the following (in millions of dollars):

	For the Years Ended December 31,		
	2025	2024	2023
U.S. Federal taxes paid	\$ 412	\$ 428	\$ 439
State and local taxes paid	87	88	102
Foreign taxes paid			
Japan	85	68	57
Foreign other	26	22	17
Total income taxes paid	<u>\$ 610</u>	<u>\$ 606</u>	<u>\$ 615</u>

The income tax effects of temporary differences that gave rise to the net deferred tax asset (liability) as of December 31, 2025 and 2024 were as follows (in millions of dollars):

	As of December 31,	
	2025	2024
Deferred tax assets:		
Accrued expenses	\$ 161	\$ 172
U.S. and foreign loss carryforwards	173	82
Accrued employment-related benefits	33	42
Tax credit carryforward	18	20
Other	38	23
Deferred tax assets	423	339
Less valuation allowance	(192)	(100)
Deferred tax assets – net of valuation allowance	\$ 231	\$ 239
Deferred tax liabilities:		
Property, buildings, equipment and other capital assets	\$ (234)	\$ (216)
Intangibles	(55)	(55)
Inventory	(12)	(16)
Other	(13)	(14)
Deferred tax liabilities	(314)	(301)
Net deferred tax liability	\$ (83)	\$ (62)

The net deferred tax asset (liability) is classified as follows:

Noncurrent assets	\$ 14	\$ 15
Noncurrent liabilities (foreign)	(97)	(77)
Net deferred tax liability	\$ (83)	\$ (62)

As of December 31, 2025 and 2024, the Company had \$692 million and \$328 million, respectively, of gross loss carryforwards related to foreign operations and U.S. transactions. Some of the loss carryforwards may expire at various dates through 2040. The Company has recorded a valuation allowance, which represents a provision for uncertainty as to the realization of the tax benefits of these carryforwards and deferred tax assets that may not be realized.

The Company's valuation allowance changed as follows (in millions of dollars):

	For the Years Ended December 31,	
	2025	2024
Balance at beginning of period	\$ (100)	\$ (93)
Increases primarily related to foreign NOLs	(3)	(8)
Releases primarily related to foreign NOLs	46	—
Foreign exchange rate changes	—	1
Decrease related to U.S. foreign tax credits	2	2
Increase related to capital loss carryforwards	(137)	(1)
Other changes – net	—	(1)
Balance at end of period	\$ (192)	\$ (100)

A reconciliation of income tax expense with federal income taxes at the statutory rate follows (in millions of dollars):

	For the Years Ended December 31,					
	2025		2024		2023	
	Amount	Percent	Amount	Percent	Amount	Percent
U.S. Federal statutory tax rate	\$ 510	21.0 %	\$ 543	21.0 %	\$ 525	21.0 %
State and local income taxes, net of federal income tax effect ⁽¹⁾	67	2.8 %	67	2.6 %	74	3.0 %
Foreign tax effects						
Japan						
Statutory tax rate difference between Japan and US	29	1.2 %	24	0.9 %	22	0.9 %
Other	(4)	(0.2)%	(1)	— %	(6)	(0.3)%
Other foreign jurisdictions	33	1.4 %	12	0.4 %	18	0.8 %
Effect of cross-border tax laws	(24)	(1.0)%	3	0.1 %	(10)	(0.4)%
Tax credits	(23)	(1.0)%	(16)	(0.6)%	(12)	(0.5)%
Changes in valuation allowances	113	4.6 %	(1)	— %	13	0.5 %
Nontaxable or nondeductible items:						
Gain/(Loss) on sale of subsidiaries ⁽²⁾	(76)	(3.1)%	—	— %	(12)	(0.5)%
Other	(7)	(0.3)%	(18)	(0.7)%	(18)	(0.7)%
Changes in unrecognized tax benefits	—	— %	(22)	(0.8)%	3	0.1 %
Other adjustments	4	0.2 %	4	0.1 %	—	— %
Effective tax rate	<u>\$ 622</u>	<u>25.6 %</u>	<u>\$ 595</u>	<u>23.0 %</u>	<u>\$ 597</u>	<u>23.9 %</u>

⁽¹⁾ The jurisdictions that contributed to the majority (greater than 50%) of the state and local income taxes, net of federal income tax effect include California, Illinois, Michigan, Minnesota, New York, New Jersey and New York City for each of the years presented.

⁽²⁾ Reflects the divestiture of Cromwell in the fourth quarter of 2025 and E&R in the fourth quarter of 2023.

The increase to the Company's effective tax rate for the year ended December 31, 2025 was primarily due to the loss from the exit of the U.K. market, for which there was no corresponding tax benefit.

Foreign Undistributed Earnings

The Company considers foreign subsidiary undistributed earnings permanently reinvested in its foreign operations and is not recording a deferred tax liability for any foreign withholding taxes on such amounts. If at some future date the Company ceases to be permanently reinvested in its foreign subsidiaries, the Company may be subject to foreign withholding and other taxes on these undistributed earnings and may need to record a deferred tax liability for any outside basis difference in its investments in its foreign subsidiaries.

Tax Uncertainties

The Company recognizes in the financial statements a provision for tax uncertainties, resulting from application of complex tax regulations in multiple tax jurisdictions.

The changes in the liability for tax uncertainties, excluding interest, are as follows (in millions of dollars):

	For the Years Ended December 31,		
	2025	2024	2023
Balance at beginning of year	\$ 21	\$ 42	\$ 41
Additions for tax positions related to the current year	3	3	6
Additions for tax positions of prior years	—	—	1
Reductions for tax positions of prior years	(1)	(1)	(1)
Reductions due to statute lapse	(2)	(22)	(3)
Settlements, audit payments, refunds – net	—	(1)	(2)
Balance at end of year	\$ 21	\$ 21	\$ 42

The Company classifies the liability for tax uncertainties in deferred income taxes and tax uncertainties. Included in this amount is \$4 million as of December 31, 2025, of tax positions for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility. Any changes in the timing of deductibility of these items would not affect the annual effective tax rate but would accelerate the payment of cash to the taxing authorities to an earlier period. In 2025, 2024 and 2023, the changes to tax positions were primarily related to the impact of expiring statutes and current year state and local reserves.

The Company is regularly subject to examination of its federal income tax returns by the Internal Revenue Service (IRS). The IRS effectively settled an audit of the Company's 2021 and 2022 tax years in 2025. Tax years 2023 and 2024 are open. The Company is also subject to audit by state, local and foreign taxing authorities. Tax years 2012 through 2024 remain subject to state, local and foreign audits.

NOTE 13 - SEGMENT INFORMATION

The Company routinely evaluates whether its operating and reportable segments continue to reflect the way the chief operating decision maker (CODM) evaluates the business. The determination is based on: (1) how the Company's CODM evaluates the performance of the business, including resource allocation decisions, and (2) whether discrete financial information for each reporting segment is available. The Company considers D.G. Macpherson, its Chief Executive Officer and Chairman of the Board, its CODM.

The CODM evaluates performance based on the results of the Company's two reportable segments, High-Touch Solutions N.A. (HTSNA) and Endless Assortment (EA). These reportable segments align with Grainger's go-to-market strategies and bifurcated business models of high-touch solutions and endless assortment that generate sales primarily through the distribution of MRO products. The remaining businesses are classified as Other to reconcile to consolidated results. These businesses individually and in the aggregate do not meet the criteria of a reportable segment.

The accounting policies of the Company's reportable segments are the same as those described in the summary of significant accounting policies. For further discussion on Grainger's accounting policies, see Note 1.

All expenses directly attributable to each reportable segment are included in the operating results for each segment. Operating segment performance is evaluated by Grainger's CODM based on operating earnings as disclosed on the Company's Consolidated Statement of Earnings as the key determinant of the economic return and resource allocation among the segments. The CODM is not regularly provided and does not evaluate the segments using total asset or capital expenditure information and it is therefore not disclosed.

The following is a summary of segment results for the twelve months ended December 31, 2025, 2024 and 2023 (in millions of dollars):

	2025		
	High-Touch Solutions N.A.	Endless Assortment	Total
Net sales ⁽¹⁾	\$ 13,993	\$ 3,625	\$ 17,618
<i>Reconciliation of net sales</i>			
Other net sales			324
Total company net sales			<u>\$ 17,942</u>
<i>Less:</i>			
Cost of goods sold	8,161	2,540	
Other segment items ⁽²⁾	<u>3,478</u>	<u>740</u>	
Segment operating earnings	<u>\$ 2,354</u>	<u>\$ 345</u>	<u>\$ 2,699</u>
<i>Reconciliation of operating earnings</i>			
Other operating earnings			(204)
Total company operating earnings			<u>\$ 2,495</u>

	2024		
	High-Touch Solutions N.A.	Endless Assortment	Total
Net sales ⁽¹⁾	\$ 13,720	\$ 3,134	\$ 16,854
<i>Reconciliation of net sales</i>			
Other net sales			314
Total company net sales			\$ 17,168
<i>Less:</i>			
Cost of goods sold	7,979	2,211	
Other segment items ⁽²⁾	3,356	663	
Segment operating earnings	\$ 2,385	\$ 260	\$ 2,645
<i>Reconciliation of operating earnings</i>			
Other operating earnings (losses)			(8)
Total company operating earnings			\$ 2,637

	2023		
	High-Touch Solutions N.A.	Endless Assortment	Total
Net sales ⁽¹⁾	\$ 13,267	\$ 2,916	\$ 16,183
<i>Reconciliation of net sales</i>			
Other net sales			295
Total company net sales			\$ 16,478
<i>Less:</i>			
Cost of goods sold	7,721	2,052	
Other segment items ⁽²⁾	3,212	631	
Segment operating earnings	\$ 2,334	\$ 233	\$ 2,567
<i>Reconciliation of operating earnings</i>			
Other operating earnings			(2)
Total company operating earnings			\$ 2,565

(1) Intersegment sales are recorded at values based on market prices, which creates intercompany profit sales that are eliminated within each segment to present only the impact of net sales to external customers.

(2) Other segment items for HTSNA and EA consist of selling, general and administrative expenses primarily comprised of payroll and benefits, marketing expense, depreciation, amortization and non-cash lease expense, corporate overhead expenses allocated to each segment based upon benefits received, occupancy and other miscellaneous expenses. Intersegment expenses, including fees and certain incurred costs for shared services, are also included within the amounts shown above.

The following is depreciation, amortization and non-cash lease expense (in millions of dollars):

	For the years ended December 31,		
	2025	2024	2023
<i>Depreciation, amortization and non-cash lease expense⁽¹⁾:</i>			
High-Touch Solutions N.A.	\$ 245	\$ 234	\$ 206
Endless Assortment	77	71	63
Other	8	6	8
Total	\$ 330	\$ 311	\$ 277

(1) Depreciation, amortization and non-cash lease expense presented above is related to long-lived assets, capitalized software and ROU assets. Long-lived assets consist of property, buildings and equipment.

The following is revenue by geographic location (in millions of dollars):

	For the years ended December 31,		
	2025	2024	2023
<i>Revenue by geographic location⁽¹⁾:</i>			
United States	\$ 14,441	\$ 13,947	\$ 13,389
Japan	2,173	1,893	1,797
Canada	683	661	646
Other foreign countries	645	667	646
	<u>\$ 17,942</u>	<u>\$ 17,168</u>	<u>\$ 16,478</u>

(1) Revenue presented above is attributed to the destination country where the customer is located.

The Company is a broad line distributor of MRO products. Products are regularly added and removed from the Company's inventory assortment. Accordingly, it would be impractical to provide sales information by product category due to the way the business is managed, and the dynamic nature of the inventory offered, including the evolving list of products stocked and additional products available online but not stocked. For further information regarding the Company's sales by segment and customer industry, see Note 3.

NOTE 14 - CONTINGENCIES AND LEGAL MATTERS

From time to time the Company is involved in various legal and administrative proceedings, including claims related to: product liability, safety or compliance; privacy and cybersecurity matters; negligence; contract disputes; environmental issues; unclaimed property; wage and hour laws; intellectual property; advertising and marketing; consumer protection; pricing (including disaster or emergency declaration pricing statutes); employment practices; regulatory compliance, including trade and export matters; anti-bribery and corruption; and other matters and actions brought by team members, consumers, competitors, suppliers, customers, governmental entities and other third parties.

The Company has been engaged in litigation involving KMCO, LLC (KMCO) as described in previous quarterly and annual reports. The Company has settled or resolved all remaining lawsuits pending against the Company. These settlements had no effect on net earnings or cash flows.

Also, as a government contractor selling to federal, state and local governmental entities, the Company may be subject to governmental or regulatory inquiries or audits or other proceedings, including those related to contract administration, pricing and product compliance.

While the Company is unable to predict the outcome of any of these proceedings and other matters, it believes that their ultimate resolution will not have, either individually or in the aggregate, a material adverse effect on the Company's consolidated financial condition or results of operations.

NOTE 15 - SUBSEQUENT EVENTS

On January 28, 2026, Grainger's Board of Directors declared a quarterly cash dividend of \$2.26 per share of common stock, payable March 1, 2026 to shareholders of record on February 9, 2026.

Item 9: Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A: Controls and Procedures***Evaluation of Disclosures and Controls***

The Company, under the supervision and with the participation of its management, including the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the design and operation of Grainger's disclosure controls and procedures pursuant to Rule 13a-15 of the Securities Exchange Act of 1934, as amended (Exchange Act). Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that Grainger's disclosure controls and procedures were effective as of the end of the period covered by this report.

Management's Annual Report on Internal Control Over Financial Reporting

The management of W.W. Grainger, Inc. (Grainger) is responsible for establishing and maintaining adequate internal control over financial reporting. Grainger's internal control system was designed to provide reasonable assurance to Grainger's management and Board of Directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements under all potential conditions. Therefore, effective internal control over financial reporting provides only reasonable, and not absolute, assurance with respect to the preparation and presentation of financial statements.

Grainger's management assessed the effectiveness of Grainger's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Based on its assessment under that framework and the criteria established therein, Grainger's management concluded that Grainger's internal control over financial reporting was effective as of December 31, 2025.

Ernst & Young LLP, an independent registered public accounting firm, has audited Grainger's internal control over financial reporting as of December 31, 2025, as stated in their report, which is included herein.

Changes in Internal Control Over Financial Reporting

There were no changes to Grainger's internal control over financial reporting for the quarter ending December 31, 2025 that have materially affected, or are reasonably likely to materially affect, Grainger's internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of
W.W. Grainger, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited W.W. Grainger, Inc. and subsidiaries' internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, W.W. Grainger, Inc. and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2025 and 2024, the related consolidated statements of earnings, comprehensive earnings, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes and our report dated February 19, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Chicago, Illinois
February 19, 2026

Item 9B: Other Information

On December 23, 2025, Deidra Merriwether, Grainger's Senior Vice President and Chief Financial Officer, adopted a written plan for the (i) exercise of options and sale of shares received, and (ii) sale of shares received pursuant to the vesting of equity awards on April 1, 2026. The plan covers an aggregate of 2,339 options and excludes shares withheld by the financial advisor to satisfy transaction costs and income tax withholding obligations in connection with the net settlement of the options and the underlying shares. The number of shares subject to the plan upon the vesting of equity awards, which excludes shares withheld by the Company to satisfy income tax withholding obligations in connection with the net settlement of the respective equity award, consists of 1,313 shares and shares issued upon the vesting of performance share units, the number of which will be determined based on the achievement of applicable performance conditions. The plan is a multi-trade plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) and will expire on December 31, 2026, or earlier if all shares subject to the plan have been sold.

None of the Company's other directors or officers adopted, modified or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement during the Company's quarter ended December 31, 2025.

Item 9C: Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10: Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated by reference to Grainger's proxy statement relating to the annual meeting of shareholders to be held April 29, 2026, under the captions "Board Qualifications, Attributes, Skills and Background," "Annual Election of Directors," "Candidates for Board Membership," "Director Nominees' Experience and Qualifications," "Audit Committee," "Board Affairs and Nominating Committee," and "Delinquent Section 16 Reports." Information required by this item regarding executive officers of Grainger is set forth in Part I, Item 1, under the caption "Information about our Executive Officers."

Grainger has adopted a code of ethics that applies to its principal executive officer, principal financial officer and principal accounting officer and controller. This code of ethics is part of Grainger's Business Conduct Guidelines for directors, officers and team members, which is available free of charge through Grainger's website at invest.grainger.com. A copy of the Business Conduct Guidelines is also available in print without charge to any person upon request to Grainger's Corporate Secretary. Grainger intends to disclose on its website any amendment to any provision of the Business Conduct Guidelines that relates to any element of the definition of "code of ethics" enumerated in Item 406(b) of Regulation S-K under the Exchange Act and any waiver from any such provision granted to Grainger's principal executive officer, principal financial officer, principal accounting officer and controller or persons performing similar functions. Grainger has also adopted Operating Principles for the Board of Directors, which are available on its website and are available in print to any person who requests them.

The Company has adopted an insider trading policy and program that govern the purchase, sale and other disposition of its securities by the Company's directors, officers, team members and contractors, and family members of any of the foregoing, as well as the Company itself. The insider trading policy provides that the Company will comply with insider trading laws, rules and regulations and the New York Stock Exchange listing standards. The foregoing summary of the Company's insider trading policy and program is qualified in its entirety by reference to the full text thereof attached hereto as Exhibit 19.

Item 11: Executive Compensation

The information required by this item is incorporated by reference to Grainger's proxy statement relating to the annual meeting of shareholders to be held April 29, 2026, under the captions "Director Compensation," "Compensation Discussion and Analysis," "Compensation Committee of the Board," "Report of the Compensation Committee of the Board," and "CEO Pay Ratio."

Item 12: Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated by reference to Grainger's proxy statement relating to the annual meeting of shareholders to be held April 29, 2026, under the captions "Ownership of Grainger Stock" and "Equity Compensation Plans."

Item 13: Certain Relationships and Related Transactions and Director Independence

The information required by this item is incorporated by reference to Grainger's proxy statement relating to the annual meeting of shareholders to be held April 29, 2026, under the captions "Director Independence," "Annual Election of Directors" and "Transactions with Related Persons."

Item 14: Principal Accountant Fees and Services

The information required by this item is incorporated by reference to Grainger's proxy statement relating to the annual meeting of shareholders to be held April 29, 2026, under the caption "Audit Fees and Audit Committee Pre-Approval Policies and Procedures."

PART IV

Item 15: Exhibits and Financial Statements Schedules

(a) Documents filed as part of this Form 10-K

(1) All Financial Statements

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	Page
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PCAOB ID:	42
CONSOLIDATED STATEMENTS OF EARNINGS FOR THE YEARS ENDED DECEMBER 31, 2025, 2024 AND 2023	38
CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS FOR THE YEARS ENDED DECEMBER 31, 2025, 2024 AND 2023	40
CONSOLIDATED BALANCE SHEETS AS OF DECEMBER 31, 2025 AND 2024	41
CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025, 2024 AND 2023	42
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY FOR THE YEARS ENDED DECEMBER 31, 2025, 2024 AND 2023	43
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS	44
	45

(2) Financial Statement Schedules: the schedules listed in Rule 5-04 of Regulation S-X have been omitted because they are either not applicable or the required information is shown in the Consolidated Financial Statements or notes thereto.

(3) Exhibits Required by Item 601 of Regulation S-K

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
3.1	Restated Articles of Incorporation of W.W. Grainger, Inc., as Amended, incorporated by reference to Exhibit 3.1 to W.W. Grainger, Inc.'s Current Report on Form 8-K dated May 15, 2025.
3.2	By-laws of W.W. Grainger, Inc.**
4.1	Indenture, dated as of June 11, 2015, between W.W. Grainger, Inc. and U.S. Bank National Association, as trustee, incorporated by reference to Exhibit 4.1 to W.W. Grainger, Inc.'s Current Report on Form 8-K dated June 11, 2015.
4.2	First Supplemental Indenture, dated as of June 11, 2015, between W.W. Grainger, Inc. and U.S. Bank National Association, as trustee, and Form of 4.60% Senior Notes due 2045, incorporated by reference to Exhibit 4.2 to W.W. Grainger, Inc.'s Current Report on Form 8-K dated June 11, 2015.
4.3	Second Supplemental Indenture, dated as of May 16, 2016, between W.W. Grainger, Inc., and U.S. Bank National Association, as trustee, incorporated by reference to Exhibit 4.1 to W.W. Grainger, Inc.'s Current Report on Form 8-K dated May 16, 2016.
4.4	Third Supplemental Indenture, dated as of May 22, 2017, between W.W. Grainger, Inc., and U.S. Bank National Association, as trustee, incorporated by reference to Exhibit 4.1 to W.W. Grainger, Inc.'s Current Report on Form 8-K dated May 22, 2017.
4.5	Form of 3.75% Senior Notes due 2046 (included in Exhibit 4.3), incorporated by reference to Exhibit 4.1 to W.W. Grainger, Inc.'s Current Report on Form 8-K dated May 16, 2016.
4.6	Form of 4.20% Senior Notes due 2047 (included in Exhibit 4.4), incorporated by reference to Exhibit 4.1 to W.W. Grainger, Inc.'s Current Report on Form 8-K dated May 22, 2017.
4.7	Description of Registrant's Securities Pursuant to Section 12 of the Securities Exchange Act of 1934, dated as of December 31, 2025.**
4.8	Fifth Supplemental Indenture, dated as of September 12, 2024, by and between the Company and U.S. Bank Trust Company, National Association, as Trustee (including Form of Note), incorporated by reference to Exhibit 4.1 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2024.
10.1	Form of Indemnification Agreement between W.W. Grainger, Inc. and each of its directors and certain of its executive officers, incorporated by reference to Exhibit 10(b)(i) to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2009.*

- [10.2](#) Frozen Executive Death Benefit Plan, as amended, incorporated by reference to Exhibit 10(b)(v) to W.W. Grainger, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2007.*
- [10.3](#) First amendment to the Frozen Executive Death Benefit Plan, incorporated by reference to Exhibit 10(b)(v)(1) to W.W. Grainger, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2008.*
- [10.4](#) Second amendment to the Frozen Executive Death Benefit Plan, incorporated by reference to Exhibit 10(b)(iv)(2) to W.W. Grainger, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2009.*
- [10.5](#) Supplemental Profit Sharing Plan, as amended, incorporated by reference to Exhibit 10(viii) to W.W. Grainger, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2003.*
- [10.6](#) Supplemental Profit Sharing Plan II, as amended, incorporated by reference to Exhibit 10(b)(ix) to W.W. Grainger, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2007.*
- [10.7](#) Voluntary Salary and Incentive Deferral Plan, as amended, incorporated by reference to Exhibit 10(b)(xi) to W.W. Grainger, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2007.*
- [10.8](#) Summary Description of the Directors Compensation Program, incorporated by reference to Exhibit 10.8 to W.W. Grainger, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024.*
- [10.9](#) 2010 Incentive Plan, incorporated by reference to Appendix B of W.W. Grainger, Inc.'s Proxy Statement dated March 12, 2010.*
- [10.10](#) Summary Description of the Company Management Incentive Program, incorporated by reference to Exhibit 10.3 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2025.*
- [10.11](#) Incentive Program Recoupment Agreement, incorporated by reference to Exhibit 10(b)(xxv) to W.W. Grainger, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2009.*
- [10.12](#) W.W. Grainger, Inc. 2015 Incentive Plan, incorporated by reference to Exhibit B of W.W. Grainger, Inc.'s Proxy Statement dated March 13, 2015.*
- [10.13](#) First Amendment to the W.W. Grainger, Inc. 2015 Incentive Plan, incorporated by reference to 10.1 of W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2017.*
- [10.14](#) W.W. Grainger, Inc. 2015 Incentive Plan as Amended and Restated Effective October 31, 2018, incorporated by reference to Exhibit 10.1 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2018.*
- [10.15](#) Form of Stock Option Award Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.1 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2016.*
- [10.16](#) Form of Stock Option Award Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.2 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2017.*
- [10.17](#) Form of Restricted Stock Unit Award Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.3 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2017.*
- [10.18](#) Form of 2017 Performance Share Award Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.4 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2017.*
- [10.19](#) Form of 2018 W.W. Grainger, Inc. 2015 Incentive Plan Stock Option Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.3 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018.*
- [10.20](#) Form of 2018 W.W. Grainger, Inc. 2015 Incentive Plan Restricted Stock Unit Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.4 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018.*
- [10.21](#) Form of 2018 W.W. Grainger, Inc. 2015 Incentive Plan Performance Restricted Stock Unit Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.5 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018.*
- [10.22](#) Form of 2019 W.W. Grainger, Inc. 2015 Stock Incentive Plan Stock Option Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.1 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2019.*

- [10.23](#) Form of 2019 W.W. Grainger, Inc. 2015 Stock Incentive Plan Restricted Stock Unit Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.2 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2019.*
- [10.24](#) Form of 2019 W.W. Grainger, Inc. 2015 Stock Incentive Plan Performance Restricted Stock Unit Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.3 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2019.*
- [10.25](#) Form of 2020 W.W. Grainger, Inc. 2015 Incentive Plan Restricted Stock Unit Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.1 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2020.*
- [10.26](#) Form of 2020 W.W. Grainger, Inc. 2015 Incentive Plan Performance Stock Unit Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.2 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2020.*
- [10.27](#) 2022 Form of W.W. Grainger, Inc. 2015 Incentive Plan Performance Stock Unit Agreement between W.W. Grainger, Inc. and certain of its executive officers incorporated by reference to Exhibit 10.35 to W.W. Grainger, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.*
- [10.28](#) 2022 Form of W.W. Grainger, Inc. 2022 Incentive Plan Restricted Stock Unit Award Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.1 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2022.*
- [10.29](#) 2022 Form of W.W. Grainger, Inc. 2022 Incentive Plan Performance Stock Unit Award Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.2 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2022.*
- [10.30](#) W.W. Grainger, Inc. 2022 Incentive Plan, incorporated by reference to Appendix C of the Company's Definitive Proxy Statement on Schedule 14A filed on March 17, 2022.*
- [10.31](#) 2023 Form of W.W. Grainger, Inc. 2022 Incentive Plan Restricted Stock Unit Award Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.41 to W.W. Grainger, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.*
- [10.32](#) 2023 Form of W.W. Grainger, Inc. 2022 Incentive Plan Performance Stock Unit Award Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.42 to W.W. Grainger, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.*
- [10.33](#) Shareholder Agreement, Dated as of February 17, 2023, by and among W.W. Grainger, Inc. and MonotaRO Co., Ltd., incorporated by reference to Exhibit 10.43 to W.W. Grainger, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.*
- [10.34](#) Credit Agreement dated as of October 11, 2023, by and among W.W. Grainger, Inc. the lenders party thereto, and JP Morgan Chase Bank, N.A., as Administrative Agent, incorporated by reference to Exhibit 10.1 to W.W. Grainger, Inc.'s Current Report on Form 8-K filed on October 12, 2023.
- [10.35](#) 2024 Form of W.W. Grainger, Inc. 2022 Incentive Plan Restricted Stock Unit Award Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.1 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2024.*
- [10.36](#) 2024 Form of W.W. Grainger, Inc. 2022 Incentive Plan Performance Stock Unit Award Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.2 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2024.*
- [10.37](#) 2024 Form of Confidentiality, Invention Assignment, Non-Competition and Non-Solicitation Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.3 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2024.*
- [10.38](#) 2025 Form of W.W. Grainger, Inc. 2022 Incentive Plan Restricted Stock Unit Award Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.1 to W.W. Grainger, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2025.*

10.39	2025 Form of W.W. Grainger, Inc. 2022 Incentive Plan Performance Stock Unit Award Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10.2 to W.W. Grainger, Inc's Quarterly Report on Form 10-Q for the quarter ended March 31, 2025.*
10.40	Letter of Understanding between W.W. Grainger, Inc. and Susan Slavik Williams, incorporated by reference to Exhibit 10.4 to W.W. Grainger, Inc's Quarterly Report on Form 10-Q for the quarter ended March 31, 2025.*
10.41	W.W. Grainger, Inc. Executive Severance Plan (effective December 31, 2025), incorporated by reference to Exhibit 10.1 to W.W. Grainger, Inc's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025.*
10.42	W.W. Grainger, Inc. Executive Change in Control Severance Plan (effective December 31, 2025), incorporated by reference to Exhibit 10.2 to W.W. Grainger, Inc's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025.*
19	Insider Trading Policy**
21	Subsidiaries of Grainger**
23	Consent of Independent Registered Public Accounting Firm.**
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
32	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.***
97	W.W. Grainger, Inc. Financial Statement Executive Compensation Recoupment Policy (effective October 25, 2023), incorporated by reference to Exhibit 97 to W.W. Grainger, Inc's Annual Report on Form 10-K for the year ended December 31, 2023.
101.INS	XBRL Instance Document - the instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.**
101.SCH	XBRL Taxonomy Extension Schema Document.**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.**
<u>104</u>	<u>Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).**</u>

(*) Management contract or compensatory plan or arrangement.

(**) Filed herewith.

(***) Furnished herewith.

Item 16: Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

DATE: February 19, 2026

W.W. GRAINGER, INC.

By: /s/ D.G. Macpherson
D.G. Macpherson
Chairman of the Board
and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant on February 19, 2026, in the capacities indicated.

/s/ D.G. Macpherson

D.G. Macpherson
Chairman of the Board
and Chief Executive Officer, Director
(Principal Executive Officer)

/s/ Deidra C. Merriwether

Deidra C. Merriwether
Senior Vice President
and Chief Financial Officer
(Principal Financial Officer)

/s/ Laurie R. Thomson

Laurie R. Thomson
Vice President and Controller
(Principal Accounting Officer)

/s/ Rodney C. Adkins

Rodney C. Adkins
Director

/s/ George Davis

George Davis
Director

/s/ Katherine D. Jaspon

Katherine D. Jaspon
Director

/s/ Chris Klein

Chris Klein
Director

/s/ Neil S. Novich

Neil S. Novich
Director

/s/ E. Scott Santi

E. Scott Santi
Director

BY-LAWS OF
W.W. GRAINGER, INC.

ARTICLE I
OFFICES

The principal office of the corporation shall be located in the State of Illinois. The corporation may have such other offices, either within or without the State of Illinois, as the business of the corporation may require from time to time.

The registered office of the corporation required by the Illinois Business Corporation Act to be maintained in the State of Illinois may be, but need not be, identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time by the board of directors.

ARTICLE II
SHAREHOLDERS

SECTION 1. ANNUAL MEETING. (a) The annual meeting of the shareholders shall be held on the last Wednesday of April, in each year, or at such time as may be determined by the board of directors, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of the directors shall not be held on the day designated herein for any annual meeting or adjournment thereof, the board of directors shall cause the election to be held at a meeting of the shareholders as soon thereafter as conveniently may be.

(b) At any annual meeting or adjournment thereof only such nominations or other business shall be conducted as shall have been brought before the meeting (i) by or at the direction of the board of directors or (ii) by any shareholder (x) who is entitled to vote at the time of giving notice provided for in this Section 1(b) and remains such until the meeting and (y) who complies with the procedures and other requirements set forth in this Section 1(b) and, if applicable, Section 1A and Section 1(c). For nominations or other business to be properly brought before an annual meeting or adjournment thereof by a shareholder, the shareholder must have given timely notice thereof in proper written form to the secretary. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal office of the corporation not later than the close of business on the 90th day and not earlier than the close of business on the 120th day prior to the first anniversary of the prior year's annual meeting; *provided, however*, that in the event that the date of the annual meeting is more than 30 days

before or after such anniversary date, notice by the shareholder to be timely shall be delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of (i) the 90th day prior to such annual meeting and (ii) the 10th day following the date of the first public announcement of the date of the meeting; further provided that in the case of such a shareholder's nomination of one or more persons for election or reelection to the board of directors at the next annual meeting of shareholders and notwithstanding anything to the contrary in this Section 1(b), the aforementioned shareholder's notice shall be delivered to or mailed and received at the principal office of the corporation not later than the date with respect to submission of shareholders' proposals under Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") for such next annual meeting as set forth in the corporation's proxy statement for the preceding annual meeting of shareholders. In no event shall the public announcement of an adjournment of an annual meeting, or such adjournment, commence a new time period (or extend any time period) for the giving of a shareholder notice as described above.

To be in proper written form, a shareholder's notice to the secretary shall set forth in writing (x) as to each person whom the shareholder proposes to nominate for election or reelection as a director (i) all information concerning the shareholder's relationship to and transactions with such person and information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to the rules and regulations promulgated under Section 14 of the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected), and (ii) with respect to each nominee for election or reelection to the board of directors, include a completed and signed questionnaire, representation and agreement required by paragraph (c) of this Section 1 (collectively, the information described in subclauses (i) and (ii) of clause (x) is the "Nominee Information"); (y) as to any other business the shareholder proposes to bring before the meeting a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and, if such business includes a proposal to amend the by-laws of the corporation, the text of the proposed amendment), the reasons for conducting such business at the meeting, and any material interest in such business of such shareholder and the beneficial owner, if any, on whose behalf the nomination or proposal is made (collectively, the information described in clause (y) is the "Other Business Information"); and (z) as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such shareholder, as they appear on the corporation's books, and of such beneficial owner; (ii) the class and number of shares of the corporation which are owned beneficially and of record by such shareholder and such beneficial owner and, in the case of such shareholder, his commitment to remain a shareholder through the date of the shareholders' meeting with respect to which his shareholder's notice was given; (iii) any option, warrant, forward contract, convertible security, stock appreciation right, swap, contract of sale, other derivative or similar agreement or similar right with an exercise or

conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the corporation or with a value derived in whole or in part from the value of any class or series of shares of the corporation, whether or not such instrument or right shall be subject to settlement in the underlying class or series of capital stock of the corporation or otherwise directly or indirectly owned beneficially by such shareholder or beneficial owner and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the corporation, including, without limitation, any derivative instrument, swap, short interest, hedge or profit sharing arrangement (a “Derivative Instrument”); (iv) any proxy, contract, arrangement, understanding, or relationship pursuant to which such shareholder or beneficial owner has a right to vote any shares of any security of the corporation; (v) any short interest of such shareholder or beneficial owner in any security of the corporation (for purposes of this by-law, a person shall be deemed to have a short interest in a security if such person directly or indirectly, through any agreement, arrangement, understanding, relationship or otherwise, has the opportunity to profit or share in any profit derived from any decrease in the value of the subject security), and whether any other agreement, arrangement or understanding (including any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit of share price changes for, or to increase or decrease the voting power of, such shareholder or any such beneficial owner with respect to any share of stock of the corporation; (vi) any rights to dividends on the shares of the corporation owned beneficially by such shareholder or beneficial owner that are separated or separable from the underlying shares of the corporation; (vii) any proportionate interest in shares of the corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such shareholder or beneficial owner is a general partner or, directly or indirectly, beneficially owns an interest in a general partner; (viii) any performance-related fees (other than an asset-based fee) that such shareholder or beneficial owner is entitled to based on any increase or decrease in the value of shares of the corporation or Derivative Instruments, if any, as of the date of such notice, including without limitation any such interests held by members of such shareholder’s or beneficial owner’s immediate family sharing the same household; (ix) a description of all agreements, arrangements and understandings between such shareholder or beneficial owner, if any, and any other person or persons (including their names) in connection with or relating to the proposed action or nomination by such shareholder; (x) a representation as to whether the shareholder or the beneficial owner, if any, intends, or is or intends to be part of a group that intends, (A) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the corporation’s outstanding capital stock required to approve or adopt the proposal and/or (B) otherwise to solicit proxies from shareholders in support of such proposal; and (xi) a representation that such shareholder is a holder of record of stock of the corporation, entitled to vote at such meeting, and intends to appear in person or by proxy at the shareholders’ meeting to make such nominations or bring such business before the meeting (collectively, the information described in subclauses (i) through (xi) of clause (z) is the “Shareholder/Beneficial Owner Information”).

A shareholder providing notice of a proposed nomination for election to the board of directors of the corporation or other business proposed to be brought before a meeting shall further update and supplement such notice, if necessary, so that the information provided or required to be provided in such notice under this paragraph (b) shall be true and correct as of the record date for the meeting and as of the date that is ten business days prior to the meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to the secretary at the principal executive office of the corporation not later than five business days after the record date for the meeting (in the case of the update and supplement required to be made as of the record date), and not later than eight business days prior to the date for the meeting or any adjournment or postponement thereof (in the case of the update and supplement required to be made as of ten business days prior to the meeting or any adjournment or postponement thereof). The corporation may also require any proposed nominee for election to the board of directors of the corporation to consent to a background check (which consent shall not be unreasonably withheld) and to furnish such other information as may be reasonably required for the corporation to determine the eligibility of such proposed nominee to serve as an independent director of the corporation or that could be material to a reasonable shareholder's understanding of the qualifications and/or independence, or lack thereof, of such nominee.

(c) To be eligible to be a nominee for election or reelection as a director of the corporation, the prospective nominee, or someone acting on such prospective nominee's behalf, must deliver (in accordance with any applicable time periods prescribed for delivery of notice under these by-laws) to the secretary at the principal executive office of the corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the secretary upon written request). The prospective nominee must also provide a written representation and agreement, in the form provided by the secretary upon written request, that such prospective nominee: (A) is not and will not become a party to (1) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such prospective nominee, if elected as a director of the corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the corporation or (2) any Voting Commitment that could limit or interfere with such prospective nominee's ability to comply, if elected as a director of the corporation, with such prospective nominee's fiduciary duties under applicable law; (B) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein; and (C) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance if elected as a director of the corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, corporate opportunity, confidentiality and stock ownership and trading policies and guidelines of the corporation.

SECTION 1A. INCLUSION OF SHAREHOLDER DIRECTOR NOMINATIONS IN THE CORPORATION'S PROXY MATERIALS. Subject to the terms and conditions set forth in these by-laws, the corporation shall include in its proxy statement for annual meetings of shareholders after the 2017 annual meeting the name, together with the Required Information (as defined in paragraph (A) below), of any qualifying person nominated for election (each a "Shareholder Nominee") to the board of directors by a shareholder or group of shareholders that satisfy the requirements of this Section 1A of this Article II, including any person qualifying as an Eligible Shareholder (as defined in paragraph (D) below) and that expressly elects at the time of providing the written notice required by this Section 1A of this Article II (a "Proxy Access Notice") to have its nominee included in the corporation's proxy materials pursuant to this Section 1A of this Article II. For the purposes of this Section 1A of this Article II:

1. "Voting Stock" shall mean outstanding shares of capital stock of the corporation entitled to vote generally for the election of directors;

2. "Constituent Holder" shall mean any shareholder, investment fund included within a Qualifying Fund (as defined in paragraph (D) below) or beneficial holder whose stock ownership is counted for the purpose of qualifying as holding the Proxy Access Request Required Shares (as defined in paragraph (D) below) or qualifying as an Eligible Shareholder (as defined in paragraph (D) below);

3. "affiliate" and "associate" shall have the meanings ascribed thereto in Rule 405 under the Securities Act of 1933, as amended (the "Securities Act"); provided, however, that the term "partner" as used in the definition of "associate" shall not include any limited partner that is not involved in the management of the relevant partnership; and

4. a shareholder (including any Constituent Holder) shall be deemed to "own" only those outstanding shares of Voting Stock as to which the shareholder (or such Constituent Holder) itself possesses both (a) the full voting and investment rights pertaining to the shares and (b) the full economic interest in (including the opportunity for profit and risk of loss on) such shares. The number of shares calculated in accordance with the foregoing clauses (a) and (b) shall be deemed not to include (and to the extent any of the following arrangements have been entered into by affiliates of the shareholder (or of any Constituent Holder), shall be reduced by) any shares (x) sold by such shareholder or Constituent Holder (or any of either's affiliates) in any transaction that has not been settled or closed, including any short sale, (y) borrowed by such shareholder or Constituent Holder (or any of either's affiliates) for any purposes or purchased by such shareholder or Constituent Holder (or any of either's affiliates) pursuant to an agreement to resell, or (z) subject to any Derivative Instrument (as defined in Section 1(b) of this Article II) entered into by such shareholder or Constituent Holder (or any of either's affiliates), whether any such instrument or agreement is to be settled with shares, cash or other consideration, in any such case which instrument or agreement has, or is intended to have, or if exercised by either party thereto would have, the purpose or effect of (i) reducing in any manner, to any extent or at any

time in the future, such shareholder's or Constituent Holder's (or either's affiliates') full right to vote or direct the voting of any such shares, and/or (ii) hedging, offsetting or altering to any degree gain or loss arising from the full economic ownership of such shares by such shareholder or Constituent Holder (or either's affiliates). For purposes of this Section 1A of this Article II, a shareholder (including any Constituent Holder) shall "own" shares held in the name of a nominee or other intermediary so long as the shareholder itself (or such Constituent Holder itself) retains the right to instruct how the shares are voted with respect to the election of directors and the right to direct the disposition thereof and possesses the full economic interest in the shares. For purposes of this Section 1A of this Article II, a shareholder's (including any Constituent Holder's) ownership of shares shall be deemed to continue during any period in which such person has loaned such shares so long as such shareholder retains the power to recall such shares on no greater than five business days' notice or has delegated any voting power over such shares by means of a proxy, power of attorney or other instrument or arrangement so long as such delegation is revocable at any time by the shareholder; provided, that in the case of loaned shares, such shares are recalled either (i) no later than the final date when a Proxy Access Notice pursuant this Section 1A of this Article II may be timely delivered to the secretary of the corporation or (ii) upon the request of the Company following the Company's indication to the Eligible Shareholder that its nominee(s) will be included in the Company's proxy statement subject to the terms herein; provided that, in either such case where the shares are recalled in accordance with the foregoing, such shares remain recalled (and otherwise "owned" as defined herein) through the annual meeting. The terms "owned," "owning" and other variations of the word "own" shall have correlative meanings.

A. For purposes of this Section 1A of this Article II, the "Required Information" that the corporation will include in its proxy statement is (1) the information concerning the Shareholder Nominee and the Eligible Shareholder that the corporation determines is required to be disclosed in the corporation's proxy statement by the rules and regulations promulgated under Section 14 of the Exchange Act, including Nominee Information (as defined in Section 1(b) of this Article II) as determined appropriate by the corporation; and (2) if the Eligible Shareholder so elects, a Statement (as defined in paragraph (F) below). The Corporation shall also include the name of the Shareholder Nominee in its proxy card. For the avoidance of doubt, and any other provision of these by-laws notwithstanding, the corporation may in its sole discretion solicit against, and include in the proxy statement its own statements or other information relating to, any Eligible Shareholder and/or Shareholder Nominee, including any information provided to the corporation with respect to the foregoing.

B. To be timely, a shareholder's Proxy Access Notice must be received by the secretary of the corporation at the principal executive offices of the corporation within the time periods applicable to shareholder notices of nominations pursuant to Section 1(b) of this Article

II. Neither an adjournment nor postponement of an annual meeting (or an announcement thereof) shall begin a new time period for delivering a Proxy Access Notice.

C. The maximum number of Shareholder Nominees (including Shareholder Nominees that were submitted by an Eligible Shareholder for inclusion in the corporation's proxy materials pursuant to this Section 1A of this Article II but either are subsequently withdrawn or that the board of directors decides to nominate as board of directors' nominees or otherwise appoint to the board) appearing in the corporation's proxy materials pursuant to this Section 1A of this Article II with respect to an annual meeting of shareholders shall not exceed the greater of (x) two and (y) the largest whole number that does not exceed twenty percent of the number of directors in office as of the last day on which a Proxy Access Notice may be delivered in accordance with the procedures set forth in this Section 1A of this Article II (such greater number, the "Permitted Number"); provided, however, that the Permitted Number shall be reduced by:

1. the number of such director candidates for which the corporation shall have received one or more shareholder notices nominating director candidates pursuant to Section 1(b) of this Article II, but only to the extent the Permitted Number after such reduction with respect to this clause (1) equals or exceeds one;

2. the number of directors in office or director candidates for whom the access to the corporation's proxy materials was previously provided (or requested) pursuant to this Section 1A of this Article II, other than (a) any such director referred to in this clause (2) whose term of office will expire at such annual meeting and who is not seeking (or agreeing) to be nominated at such meeting for another term of office or (b) any such director who at the time of such annual meeting will have served as a director continuously, as a nominee of the board of directors, for at least two years; and

3. the number of directors in office or director candidates that in either case were elected or appointed to the board of directors or will be included in the corporation's proxy materials with respect to such annual meeting as an unopposed (by the corporation) nominee, pursuant to an agreement, arrangement or other understanding with a shareholder or group of shareholders (other than any such agreement, arrangement or understanding entered into in connection with an acquisition of Voting Stock, by such shareholder or group of shareholders, from the corporation), other than (a) any such director referred to in this clause (3) whose term of office will expire at such annual meeting and who is not seeking (or agreeing) to be nominated at such meeting for another term of office and (b) any such director who at the time of such annual meeting will have served as a director continuously, as a nominee of the board of directors, for at least two years;

provided, further, that in the event the board of directors resolves to reduce the size of the board of directors effective on or prior to the date of the annual meeting, the Permitted Number shall be calculated based on the number of directors in office as so reduced. An Eligible

Shareholder submitting more than one Shareholder Nominee for inclusion in the corporation's proxy statement pursuant to this Section 1A of this Article II shall rank its Shareholder Nominees based on the order that the Eligible Shareholder desires such Shareholder Nominees to be selected for inclusion in the corporation's proxy statement and include any specified rank in its Proxy Access Notice. If the number of Shareholder Nominees pursuant to this Section 1A of this Article II for an annual meeting of shareholders exceeds the Permitted Number, then the highest ranking qualifying Shareholder Nominee from each Eligible Shareholder will be selected by the corporation for inclusion in the corporation's proxy statement until the Permitted Number is reached, going in order of the amount (largest to smallest) of the ownership position as disclosed in each Eligible Shareholder's Proxy Access Notice. If the Permitted Number is not reached after the highest ranking Shareholder Nominee from each Eligible Shareholder has been selected, this selection process will continue as many times as necessary, following the same order each time, until the Permitted Number is reached.

D. An "Eligible Shareholder" is one or more shareholders of record who own and have owned, or are acting on behalf of one or more beneficial owners who own and have owned, in each case, continuously for at least three years as of both the date that the Proxy Access Notice is received by the corporation pursuant to this Section 1A of this Article II, and as of the record date for determining shareholders eligible to vote at the annual meeting, at least three percent of the aggregate voting power of the Voting Stock (the "Proxy Access Request Required Shares"), and who continue to own the Proxy Access Request Required Shares at all times between the date such Proxy Access Notice is received by the corporation and the date of the applicable annual meeting, provided that the aggregate number of shareholders, and, if and to the extent that a shareholder is acting on behalf of one or more beneficial owners, of such beneficial owners, whose stock ownership is counted for the purpose of satisfying the foregoing ownership requirement shall not exceed twenty. Two or more investment funds that are (I) part of the same family of funds by virtue of being under common management and investment control, (II) under common management and sponsored primarily by the same employer or (III) a "group of investment companies" (as such term is defined in Section 12(d)(1)(G)(ii) of the Investment Company Act of 1940, as amended) (each, a "Qualifying Fund") shall be treated as one shareholder for the purpose of determining the aggregate number of shareholders in this paragraph (D), provided that each fund included within a Qualifying Fund otherwise meets the requirements set forth in this Section 1A of this Article II. No shares may be attributed to more than one group constituting an Eligible Shareholder under this Section 1A of this Article II and, no shareholder may be a member of more than one group constituting an Eligible Shareholder. A record holder acting on behalf of one or more beneficial owners will not be counted separately as a shareholder with respect to the shares owned by beneficial owners on whose behalf such record holder has been directed in writing to act, but each such beneficial owner will be counted separately, subject to the other provisions of this paragraph (D), for purposes of determining the number of shareholders whose holdings may be considered as part of an Eligible Shareholder's holdings. For the avoidance of doubt, Proxy Access Request Required Shares will qualify as

such if and only if the beneficial owner of such shares as of the date of the Proxy Access Notice has itself individually beneficially owned such shares continuously for the three-year period ending on that date and through the other applicable dates referred to above (in addition to the other applicable requirements being met).

E. No later than the final date when a nomination pursuant to this Section 1A of this Article II may be timely delivered to the secretary of the corporation, an Eligible Shareholder (including each Constituent Holder) must provide the information required by Section 1 of this Article II to the secretary of the corporation and also provide the following information in writing to the secretary of the corporation:

1. with respect to each Constituent Holder, the name and address of, and number of shares of Voting Stock owned by, such person;
2. one or more written statements from the record holder of the shares (and from each intermediary through which the shares are or have been held during the requisite three-year holding period) verifying that, as of a date within seven calendar days prior to the date the Proxy Access Notice is delivered to the corporation, such person owns, and has owned continuously for the preceding three years, the Proxy Access Request Required Shares, and such person's agreement to provide:
 - a. within ten days after the record date for the annual meeting, written statements from the record holder and intermediaries verifying such person's continuous ownership of the Proxy Access Request Required Shares through the record date, together with any additional information reasonably requested to verify such person's ownership of the Proxy Access Request Required Shares; and
 - b. immediate notice if the Eligible Shareholder ceases to own any of the Proxy Access Request Required Shares prior to the date of the applicable annual meeting of shareholders;
3. any information relating to such Eligible Shareholder (including any Constituent Holder) and their respective affiliates or associates or others acting in concert therewith, and any information relating to such Eligible Shareholder's Shareholder Nominee(s), including Nominee Information as defined in Section 1(b) of this Article II, in each case that would be required to be disclosed in a proxy statement and form of proxy or other filings required to be made in connection with solicitations of proxies for the election of such Shareholder Nominee(s) in a contested election pursuant to the rules and regulations promulgated under Section 14 of the Exchange Act;
4. a description of the Shareholder/Beneficial Owner information as defined in Section 1(b) of this Article II, including all direct and indirect compensation and other

material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among the Eligible Shareholder (including any Constituent Holder) and its or their respective affiliates and associates, or others acting in concert therewith, on the one hand, and each of such Eligible Shareholder's Shareholder Nominee(s), and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand, including without limitation all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K if the Eligible Shareholder (including any Constituent Holder), or any affiliate or associate thereof or person acting in concert therewith, were the "registrant" for purposes of such rule and the Shareholder Nominee were a director or executive officer of such registrant;

5. a representation that such person:

acquired the Proxy Access Request Required Shares in the ordinary course of business and not with the intent to change or influence control of the corporation, and does not presently have any such intent;

a. has not nominated and will not nominate for election to the board of directors at the annual meeting any person other than the Shareholder Nominee(s) being nominated pursuant to this Section 1A of this Article II;

b. has not engaged and will not engage in, and has not and will not be a "participant" in another person's, "solicitation" within the meaning of Rule 14a-1(l) under the Exchange Act with respect to the corporation in support of the election of any individual as a director at the annual meeting other than its Shareholder Nominee(s) or a nominee of the board of directors;

c. will not distribute to any shareholder of the corporation any form of proxy for the annual meeting other than the form distributed by the corporation; and

d. will provide facts, statements and other information in all communications with the corporation and its shareholders that are and will be true and correct in all material respects and do not and will not omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, and will otherwise comply with all applicable laws, rules and regulations in connection with any actions taken pursuant to this Section 1A of this Article II;

6. in the case of a nomination by a group of Constituent Holders that together constitute such an Eligible Shareholder, the designation by all group members of one group member that is authorized to act on behalf of all members of the Eligible Shareholder group with respect to the nomination and matters related thereto, including withdrawal of the nomination; and

7. an undertaking that such person agrees to:

a. assume all liability stemming from, and indemnify and hold harmless the corporation and its affiliates and each of its and their directors, officers, agents and employees individually against any liability, loss or damages in connection with any threatened or pending action, suit or proceeding, whether legal, administrative or investigative, against the corporation or its affiliates or any of its or their directors, officers, agents or employees arising out of any legal or regulatory violation arising out of the Eligible Shareholder's communications with the shareholders of the corporation or out of the information that the Eligible Shareholder (including such person) provided to the corporation in connection with the nomination of the Shareholder Nominee(s) or its efforts to elect such person(s) to the board of directors;

b. file with the Securities and Exchange Commission any solicitation by the Eligible Shareholder of shareholders of the corporation relating to the annual meeting at which the Shareholder Nominee will be nominated; and

c. promptly provide to the corporation such other information as the corporation may reasonably request.

In addition, no later than the final date when a nomination pursuant to this Section 1A of this Article II may be timely delivered to the secretary of the corporation, a Qualifying Fund whose stock ownership is counted for purposes of qualifying as an Eligible Shareholder must provide to the secretary of the corporation documentation reasonably satisfactory to the board of directors that demonstrates that the funds included within the Qualifying Fund satisfy the definition thereof. In order to be considered timely, any information required by this Section 1A of this Article II to be provided to the corporation must be further updated and supplemented (through receipt by the secretary of the corporation) if necessary so that the information shall be true and correct as of the record date for the meeting and as of the date that is ten business days prior to the meeting or any adjournment or postponement thereof, and the secretary must receive, at the principal executive offices of the corporation, such update and supplement not later than five business days after the record date for the meeting in the case of the update and supplement required to be made as of the record date, and not later than eight business days prior to the date for the meeting or any adjournment or postponement thereof in the case of the update and supplement required to be made as of ten business days prior to the meeting or any adjournment or postponement thereof. For the avoidance of doubt, the requirement to update and supplement such information shall not permit any Eligible Shareholder or other person to change or add any proposed Shareholder Nominee or be deemed to cure any defects or limit the remedies (including without limitation under these by-laws) available to the corporation relating to any defect.

F. The Eligible Shareholder may provide to the secretary of the corporation, at the time the information required by this Section 1A of this Article II is originally provided, a written statement for inclusion in the corporation's proxy statement for the annual meeting, not to exceed five hundred words per Shareholder Nominee, in support of the candidacy of such

Eligible Shareholder's Shareholder Nominee(s) (the "Statement"). Notwithstanding anything to the contrary contained in this Section 1A of this Article II, the corporation may omit from its proxy materials any information or Statement that it, in good faith, believes is materially false or misleading, omits to state any material fact, directly or indirectly without factual foundation impugns the character, integrity or personal reputation of or makes charges concerning improper, illegal or immoral conduct or associations with respect to any person or entity or would violate any applicable law, rule or regulation.

G. No later than the final date when a Proxy Access Notice pursuant to this Section 1A of this Article II may be timely delivered to the secretary of the corporation, each Shareholder Nominee must provide to the secretary the information required by Section 1 of this Article II and also:

1. provide an executed agreement, in a form deemed satisfactory by the board of directors or its designee (which form shall be provided by the corporation reasonably promptly upon written request of a shareholder), that such Shareholder Nominee consents to being named in the corporation's proxy statement and form of proxy card (and will not agree to be named in any other person's proxy statement or form of proxy card with respect to the corporation) as a nominee and to serving as a director of the corporation if elected and that such Shareholder Nominee will promptly provide the corporation such other information as the corporation may reasonably request;

2. complete, sign and submit all questionnaires, representations, agreements and information disclosures required by these by-laws (including those referenced in Section 1(b) or Section 1(c) of these by-laws) or of the corporation's directors generally; and

3. provide such additional information as necessary to permit the board of directors to determine if any of the matters referred to in paragraph (I) below apply and to determine if such Shareholder Nominee has any direct or indirect relationship with the corporation other than those relationships that have been deemed categorically immaterial pursuant to the corporation's corporate governance, conflict of interest or other policies and guidelines, including the corporation's Corporate Governance Guidelines or is or has been subject to any event specified in Item 401(f) of Regulation S-K (or successor rule) of the Securities and Exchange Commission.

In the event that any information or communications provided by the Eligible Shareholder (or any Constituent Holder) or the Shareholder Nominee to the corporation or its shareholders cease to be true and correct in all material respects or omit a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading, each Eligible Shareholder or Shareholder Nominee, as the case may be, shall promptly notify the secretary of the corporation of any defect in such previously provided information and of the information that is required to correct any such defect; it being understood for the avoidance of doubt that providing any such notification shall not be deemed to cure any

such defect or limit the remedies (including without limitation under these by-laws) available to the corporation relating to any such defect.

H. Any Shareholder Nominee who is included in the corporation's proxy statement for a particular annual meeting of shareholders, but subsequently is determined not to satisfy the eligibility requirements of this Section 1A of this Article II or any other provision of these by-laws, the corporation's Articles of Incorporation or any applicable law, rule or regulation any time before the annual meeting of shareholders, will not be eligible for election at the relevant annual meeting of shareholders.

I. The corporation shall not be required to include, pursuant to this Section 1A of this Article II, a Shareholder Nominee in its proxy materials for any annual meeting of shareholders, or, if the proxy statement already has been filed, to allow the nomination of (or vote with respect to) a Shareholder Nominee (and may declare such nomination ineligible), notwithstanding that proxies in respect of such vote may have been received by the corporation:

1. who is not independent under the listing standards of the principal U.S. exchange upon which the common stock of the corporation is listed, any applicable rules of the Securities and Exchange Commission and any publicly disclosed standards used by the board of directors in determining and disclosing independence of the corporation's directors, who is not a "non-employee director" for the purposes of Rule 16b-3 under the Exchange Act (or any successor rule) or who is not an "outside director" for the purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (or any successor provision), in each case as determined by the board of directors;

2. whose service as a member of the board of directors would violate or cause the corporation to be in violation of these by-laws, the corporation's Articles of Incorporation, the rules and listing standards of the principal U.S. exchange upon which the common stock of the corporation is traded, or any applicable law, rule or regulation;

3. who is or has been, within the past three years, an officer or director of a competitor, as defined in Section 8 of the Clayton Antitrust Act of 1914, as amended, or who is a subject of a pending criminal proceeding (other than in connection with traffic violations and other offenses deemed similarly minor by the corporation), has been convicted in a criminal proceeding within the past ten years or is subject to an order of the type specified in Rule 506(d) of Regulation D promulgated under the Securities Act;

4. if the Eligible Shareholder (or any Constituent Holder) or applicable Shareholder Nominee otherwise breaches or fails to comply in any material respect with its obligations pursuant to this Section 1A of this Article II or any agreement, representation or undertaking required by this Section 1A of this Article II; or

5. if the Eligible Shareholder ceases to be an Eligible Shareholder for any reason, including but not limited to not owning the Proxy Access Request Required Shares through the date of the applicable annual meeting.

SECTION 2. SPECIAL MEETINGS. Special meetings of the shareholders may be called by (i) the chairman of the board, (ii) the board of directors, or (iii) by timely notice thereof in proper written form to the secretary, by the holders (a “One Fifth Holder”) of not less than one-fifth of all the outstanding shares of the corporation entitled at the time of such call and continuously thereafter until the date of the meeting so called to vote on the matter for which the meeting is called. The purpose or purposes for which a special meeting is called shall be specified in the notice of meeting given with respect thereto pursuant to Section 5 of this Article II, and no other business may be transacted at any such meeting.

To be timely, a call by a One Fifth Holder must be delivered or mailed and received at the principal office of the corporation not later than the close of business on the 90th day, and not earlier than the close of business on the 120th day, before the date of the special meeting being called.

To be in proper written form, a One Fifth Holder’s notice to the secretary shall set forth in writing (x) Nominee Information as to each person whom the One Fifth Holder proposes to nominate for election or reelection as a director, provided that the corporation may require any proposed nominee to furnish such other information as may be reasonably required by the corporation, to determine the qualifications of such nominee to serve as a director of the corporation; (y) Other Business Information as to any other business the One Fifth Holder proposes to bring before the meeting; and (z) Shareholder/Beneficial Owner Information as to the One Fifth Holder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made.

A shareholder providing notice of a proposed nomination for election to the board of directors of the corporation or other business proposed to be brought before a meeting shall further update and supplement such notice, if necessary, so that the information provided or required to be provided in such notice under this section shall be true and correct as of the record date for the meeting and as of the date that is ten business days prior to the meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to the secretary at the principal executive office of the corporation not later than five business days after the record date for the meeting (in the case of the update and supplement required to be made as of the record date), and not later than eight business days prior to the date for the meeting or any adjournment or postponement thereof (in the case of the update and supplement required to be made as of ten business days prior to the meeting or any adjournment or postponement thereof). The corporation may also require any proposed nominee for election to the board of directors of the corporation to consent to a background check (which consent shall not be unreasonably withheld) and to furnish such other information as may be reasonably

required for the corporation to determine the eligibility of such proposed nominee to serve as an independent director of the corporation or that could be material to a reasonable shareholder's understanding of the qualifications and/or independence, or lack thereof, of such nominee.

SECTION 3. MEETINGS - GENERAL. (a) Only such persons who are nominated in accordance with the procedures set forth in this Article II (or in Article III, Section 8) shall be eligible to be elected as directors at a meeting of shareholders and only such business shall be conducted at a meeting of shareholders as shall have been brought before the meeting in accordance with the applicable procedures set forth in this Article II. The presiding officer of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made, or proposed, as the case may be, in accordance with the procedures set forth in this Article II and, if such presiding officer determines that any proposed nomination or business is not in compliance with this Article II, to declare that such defective nomination or proposal shall be disregarded and any such nomination or business not properly brought before the meeting shall not be transacted.

(b) For purposes of this Article II, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press, Reuters or comparable national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act, and "group" shall have the meaning ascribed to such term under Section 13(d)(3) of the Exchange Act and the rules and regulations thereunder.

(c) Notwithstanding the foregoing provisions of this Article II, a shareholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Article II. The requirements of this Article II shall apply to all shareholder nominations and all shareholder proposals to be considered at a meeting of shareholders, whether or not such nominations or proposals are sought to be included in the corporation's proxy statement; provided, however, that nothing in this Article II shall be deemed to affect any rights of (x) shareholders to request inclusion of proposals in the corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act, or (y) the holders of any series of Preferred Stock to elect directors under specified circumstances. The foregoing notice requirements of this Article II shall be deemed satisfied with respect to a shareholder proposal if the shareholder has notified the corporation of the shareholder's intention to present such proposal at an annual meeting in compliance with Rule 14a-8 promulgated under the Exchange Act and such shareholder's proposal has been included in a proxy statement that has been prepared by the corporation to solicit proxies for such annual meeting. The provisions of this Article II shall also govern what constitutes timely notice for purposes of Rule 14a-4(c) of the Exchange Act.

SECTION 4. PLACE OF MEETING. The board of directors may designate any place, either within or outside the State of Illinois, or may determine that the meeting shall be held by

means of remote communication, as permitted by applicable laws, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Illinois.

SECTION 5. NOTICE OF MEETINGS. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, or in the case of a merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets, not less than twenty days nor more than sixty days before the date of the meeting, either personally or by mail, by or at the direction of the chairman of the board, or the secretary, or in the event that a special meeting has been properly called by a One Fifth Holder in accordance with Section 2 of this Article II, and notice of such meeting has not been given by the secretary within 65 days after the call of such meeting, notice thereof shall be given between the 66th and the 75th day after such call by the persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 6. FIXING OF RECORD DATE. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the board of directors of the corporation may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than sixty days and, in case of a meeting of shareholders, not less than ten days, or in the case of a merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets, not less than twenty days, prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If no record date is fixed for the determination of shareholders entitled to notice of or entitled to vote at a meeting of shareholders, or entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided above, such determination shall apply to any adjournment thereof.

SECTION 7. VOTING LISTS. The officer or agent having charge of the transfer books for shares of the corporation shall make within twenty days after the record date for a meeting of shareholders, or ten days before such meeting of shareholders, whichever is earlier, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the principal office of the corporation in the State of Illinois and shall be subject to inspection by any shareholder at any time during usual business

hours and to copying at the shareholder's expense. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in the State, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger, or transfer book or to vote at any meeting of shareholders.

SECTION 8. QUORUM. A majority of the outstanding shares of the corporation, entitled to vote on a matter, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

When any meeting is convened, the presiding officer, if directed by the Board, may adjourn the meeting without a vote of shareholders if (a) no quorum is present for the transaction of business, or (b) the Board determines that adjournment is necessary or appropriate to enable the shareholders (1) to consider fully information which the Board determines has not been made sufficiently or timely available to shareholders, or (2) otherwise to exercise effectively their voting rights. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the meeting originally called.

SECTION 9. PROXIES. A shareholder may appoint a proxy to vote or otherwise act for the shareholder by delivering a valid appointment to the person so appointed or such person's agent; provided that no shareholder may name more than three persons as proxies to attend and to vote the shareholder's shares at any meeting of shareholders. Such appointment may be by any means, including means of electronic transmission, permitted by law. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy.

SECTION 10. VOTING OF SHARES. Subject to the provisions of Section 12 of this Article, each outstanding share, regardless of class, shall be entitled to one vote upon each matter submitted to vote at a meeting of shareholders.

SECTION 11. VOTING OF SHARES BY CERTAIN HOLDERS. Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the by-laws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine.

Shares standing in the name of a deceased person may be voted by his administrator or executor, either in person or by proxy. Shares standing in the name of a guardian, conservator, or trustee may be voted by such fiduciary, either in person or by proxy, but no guardian, conservator, or trustee shall be entitled, as such fiduciary, to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof

into his name if authority to do so be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to this corporation shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any given time, but shares of its own stock held by it in a fiduciary capacity may be voted and shall be counted in determining the total number of outstanding shares at any given time.

SECTION 12. NO CUMULATIVE VOTING. No holder of shares of any class of the corporation shall have any cumulative voting rights in the election of directors or in any other circumstances.

SECTION 13. VOTING BY BALLOT. Voting on any question or in any election may be by voice, unless the officer or other person presiding over the meeting shall order or any shareholder shall demand that voting be by ballot.

SECTION 14. PRESIDING OFFICERS AND ORDER OF BUSINESS. All meetings of shareholders shall be called to order and presided over by the chairman of the board, or in his absence, by the lead director or by another director designated by the board, or in the absence of such designated director or if no such designation has been made, by the senior chairman of the board, if any. The secretary of the corporation shall act as secretary of the meeting, but in the absence of the secretary of the corporation, the presiding officer may appoint a secretary of the meeting.

SECTION 15. PROCEDURAL MATTERS. At each meeting of shareholders, the presiding officer shall fix and announce the date and time of the opening and the closing of the polls for each matter upon which the shareholders will vote at the meeting and shall determine the order of business and all other matters of procedure. Except to the extent inconsistent with any such rules and regulations as adopted by the Board, the presiding officer may establish rules, which need not be in writing, to maintain order for the conduct of the meeting, including, without limitation, restricting attendance to bona fide shareholders of record and their proxies and other persons in attendance at the invitation of the presiding officer and making rules governing speeches and debates. The presiding officer acts in his or her absolute discretion and his or her rulings are not subject to appeal.

ARTICLE III
DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the corporation shall be managed under the direction of its board of directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. (a) The number of directors of the corporation shall be not less than nine nor more than fourteen. The number of directors may be fixed or changed from time to time, within the minimum and maximum, by the directors or the shareholders without amending these by-laws. Each director shall hold office until the next annual meeting of shareholders or until his successor shall have been elected and qualified. Directors need not be residents of Illinois or shareholders of the corporation.

(b) A lead director shall be annually elected by and from the independent directors.

SECTION 3. REGULAR MEETINGS. A regular meeting of the board of directors shall be held without other notice than this by-law, immediately after the annual meeting of shareholders. The board of directors may provide by resolution, the time and place, either within or outside the State of Illinois, for the holding of additional regular meetings without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the chairman of the board, the lead director, or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or outside the State of Illinois, as the place for holding any special meeting of the board of directors called by them.

SECTION 5. NOTICE. Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally, sent by United States mail, sent by a third party entity that provides delivery services in the ordinary course of business and guarantees delivery in the particular case no later than the following day, or sent by electronic transmission. If mailed, such notice shall be deemed to be delivered 24 hours after deposited in the United States mail, next-day delivery guaranteed, addressed to the director at the director's business address, with postage thereon prepaid. If sent by delivery service, notice shall be deemed to be delivered 24 hours after delivery to the third party delivery service. If notice is sent by electronic transmission, such notice shall be deemed to be delivered upon transmission. For this purpose, "electronic transmission" may include, but shall not be limited to, email, a secure online portal or digital system or platform routinely used for communications with the board of directors, wire or wireless equipment that transmits a facsimile of the notice and provides the transmitter with an electronically generated receipt, or other electronic means. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the

express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

SECTION 6. QUORUM. A majority of the board of directors shall constitute a quorum for transaction of business at any meeting of the board of directors, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

SECTION 8. VACANCIES. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors may be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose; provided, however, vacancies arising between meetings of shareholders by reason of an increase in the number of directors or otherwise may be filled by a majority of the board of directors then remaining. A director elected by the shareholders to fill a vacancy shall hold office for the balance of the term for which elected. A director appointed by the directors to fill a vacancy shall serve until the next meeting of shareholders at which directors are to be elected.

SECTION 9. COMPENSATION. By resolution of the board of directors, the directors may be paid their expenses, if any, for attendance at each meeting of the board or of a committee thereof, and may be paid a fixed sum for attendance at meetings and/or a stated retainer as directors. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 10. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 11. COMMITTEES. Committees of the board of directors shall consist of an audit committee, a compensation committee, a board affairs and nominating committee, and such other committees as the board of directors by resolution may create. Each committee shall have such number of members and shall exercise such authority and carry out such duties as are set forth in resolutions of the board of directors. Committee members shall be elected annually but shall serve at the discretion of the board of directors and may be removed by the board of

directors. The board of directors may increase or decrease the number of members of any committee at any time and may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of the committee. A majority of members of a committee shall constitute a quorum and, unless otherwise set forth in resolutions of the board of directors, a majority of those members present at a meeting and not disqualified from voting shall constitute the acts of the committee.

SECTION 12. INFORMAL ACTION BY DIRECTORS. (a) Any action required to be taken at a meeting of the board of directors of the corporation, or any other action which may be taken at a meeting of the board of directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof, or by all of the members of such committee, as the case may be.

(b) The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the secretary to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date.

(c) Any such consent signed by all the directors or all the members of a committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State.

SECTION 13. TELEPHONE ATTENDANCE. (a) Members of the board of directors or of any committee of the board of directors may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

(b) The board of directors or any committee may, at its option, provide for an electronic recording of any such conference telephone portion of a meeting but the lack thereof shall not affect the validity of any actions taken at such meeting.

SECTION 14. REMOVAL OF DIRECTORS. One or more of the directors may be removed, with or without cause, at a meeting of shareholders by the affirmative vote of the holders of a majority of the outstanding shares then entitled to vote at an election of directors, except that:

(1) No director shall be removed at a meeting of shareholders unless the notice of such meeting shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting; and

(2) If a director is elected by a class or series of shares, he may be removed only by the shareholders of that class or series.

SECTION 15. DIRECTOR CONFLICT OF INTEREST. If a transaction is fair to the corporation at the time it is authorized, approved or ratified, the fact that a director of the corporation is directly or indirectly a party to the transaction shall not be grounds for invalidating the transaction.

SECTION 16. NOMINATIONS OF DIRECTORS. Except for directors elected to fill vacancies pursuant to these by-laws, nominations for election for the board of directors may be made by the board of directors, by the nominating committee of the board of directors and approved by the board of directors, or by shareholders in accordance with the procedures set forth in Article II. Such nominations shall be submitted to a vote of the shareholders at the next annual meeting of shareholders or at a special meeting of shareholders called for such purpose.

ARTICLE IV OFFICERS

SECTION 1. NUMBER. The officers of the corporation shall be a chairman of the board, a chief executive officer, a chief financial officer, a treasurer, a secretary, and such other officers (including, but not limited to, one or more presidents, one or more vice presidents and/or a chief operating officer) and such assistant or administrative officers as may be elected or appointed as hereinafter provided. Any two or more offices may be held by the same person.

SECTION 2. ELECTION, APPOINTMENT AND TERM OF OFFICE. Officers of the corporation shall be elected or appointed annually by the board of directors, although vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer elected or appointed by the board of directors shall hold office until the next annual election or appointment of officers by the board of directors, or until his earlier death, resignation or removal. Officers and assistant or administrative officers of the corporation may also be appointed from time to time by the chairman of the board, to serve as such at his pleasure.

SECTION 3. REMOVAL. Any officer or assistant or administrative officer of the corporation elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby. Any officer or assistant or administrative officer of the corporation appointed by the chairman of the board may be removed by the chairman of the board whenever in his judgment the best interests of the corporation would be served thereby. Any removal provided for in this Section 3 shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or assistant or administrative officer of the corporation shall not itself create contract rights.

SECTION 4. CHAIRMAN OF THE BOARD. The chairman of the board shall preside at all meetings of the shareholders and the board of directors. He shall be primarily responsible

for carrying out the policies established by and the directions of the board of directors and shall perform such other duties as may be prescribed from time to time by the board of directors. He may from time to time, to the extent not delegated by the board of directors, delegate and re-delegate any part of any of the responsibilities and authority set forth herein to the senior chairman of the board, if any, to the lead director, to any other member of the board of directors, and/or to the chief executive officer. The chairman of the board must be a director of the corporation.

The chairman of the board may sign deeds, mortgages, bonds, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The chairman of the board may delegate signing authority to other persons within the corporation as shall be deemed necessary.

SECTION 5. CHIEF EXECUTIVE OFFICER. The chief executive officer of the corporation shall oversee and direct the operations and activities of the corporation and shall perform such other duties as from time to time may be prescribed by the board of directors or delegated to him by the chairman of the board.

The chief executive officer may sign deeds, mortgages, bonds, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The chief executive officer may delegate signing authority to other persons within the corporation as shall be deemed necessary. The chief executive officer must be a director of the corporation.

SECTION 6. PRESIDENT. The president, or if there be more than one, the presidents, if any, shall oversee and direct such operations and activities and shall perform such other duties as from time to time may be assigned by the board of directors, the chairman of the board or the chief executive officer. If there be more than one president, the board of directors may designate one or more of them as group presidents or use a similar descriptive designation.

SECTION 7. CHIEF OPERATING OFFICER. The chief operating officer, if any, shall have responsibility for the day-to-day operations of the business of the corporation and in general perform all duties incident to the office of chief operating officer and such other duties as from time to time may be assigned by the board of directors, the chairman of the board, or the chief executive officer.

SECTION 8. CHIEF FINANCIAL OFFICER. The chief financial officer shall be the principal financial officer. He shall have responsibility for administering the financial affairs of the corporation and, in general perform all duties incident to the office of the chief financial

officer and such other duties as from time to time may be assigned to him by the board of directors, the chairman of the board or the chief executive officer.

SECTION 9. VICE PRESIDENTS. The vice president, or if there be more than one, the vice presidents, if any, shall be responsible for those activities and shall perform those duties as from time to time may be assigned by the board of directors, the chairman of the board, the chief executive officer or a president. The board of directors may designate one or more of the vice presidents as executive, group or senior vice presidents or use a similar descriptive designation.

SECTION 10. SENIOR CHAIRMAN. The senior chairman of the corporation, if any, shall consult with the chairman of the board on matters of long- and short-term strategic planning and policy and other significant matters affecting the corporation, and shall perform such other duties as may from time to time be prescribed by the board of directors, or delegated to him by the chairman of the board. The senior chairman need not be a director of the corporation.

SECTION 11. TREASURER. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall (a) have charge and custody of and be responsible for all funds and securities of the corporation, (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these by-laws and (c) in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the board of directors, the chairman of the board, chief executive officer, or the chief financial officer.

SECTION 12. SECRETARY. The secretary shall (a) keep the minutes of the shareholders' and of the board of directors' meetings in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all certificates for shares prior to the issue thereof and to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws, (d) keep, or cause the transfer agent to keep, a register of the post office address of each shareholder which shall be furnished to the secretary by such shareholder, (e) sign with the chairman of the board certificates for shares of the corporation, the issue of which shall have been authorized by resolution of the board of directors, (f) have general charge of the stock transfer books of the corporation and

(a) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the board of directors, the chairman of the board or the chief executive officer.

SECTION 13. SALARIES. The salaries of the officers elected or appointed by the board of directors shall be fixed from time to time by the board of directors and no such officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE V
CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

SECTION 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

ARTICLE VI CERTIFICATES FOR SHARES
AND THEIR TRANSFER

SECTION 1. CERTIFICATES FOR SHARES. The issued shares of the corporation shall be represented by certificates, except as and to the extent determined by, or pursuant to, resolution adopted by the board of directors. Certificates representing shares of the corporation shall be in such form as may be determined by the board of directors. Such certificates shall be signed by the chairman of the board and by the secretary or an assistant secretary, and shall be sealed with the seal of corporation. All certificates for shares shall be consecutively numbered or otherwise identified. The name of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered in the books of the corporation, as shall similar information with respect to shares that are uncertificated. All certificates surrendered to the corporation for transfer shall be canceled. No new certificate shall be issued until the former certificate for a like number of shares, unless the shares are uncertificated, shall have been surrendered and canceled except that in the case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the board of directors may prescribe.

SECTION 2. TRANSFERS OF SHARES. Transfers of shares of the corporation shall be made either on the books of the corporation or on the books of the duly authorized and appointed agent or agents of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the corporation or proper officer of the transfer agent and, unless such shares are uncertificated, on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation or its duly authorized and appointed transfer agent or agents shall be deemed the owner thereof for all purposes as regards the corporation.

ARTICLE VII
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of December in each year.

ARTICLE VIII
DIVIDENDS

The board of directors may from time to time, declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its articles of incorporation.

ARTICLE IX
SEAL

The board of directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal, Illinois".

ARTICLE X
WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these by-laws or under the provisions of the articles of incorporation or under the provisions of the Illinois Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE XI
AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted at any meeting of the board of directors of the corporation by a majority vote of the directors present at the meeting.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 2. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the corporation, and except that no indemnification shall be made with respect to any claim, issue or matter as to which such person has been finally adjudged to have been liable to the corporation, unless, and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. (a) Any indemnification under Sections 1 or 2 (unless ordered by a court) shall be made only as authorized in the specific case, upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 or 2. Such determination shall be made: (i) if a change in control shall have occurred, by independent legal counsel in a written opinion to the board of directors, a copy of which shall be delivered to the claimant; or (ii) if a change in control shall not have occurred: (A) by a majority vote of directors who were not parties to such action, suit or proceeding, even though less than a quorum, (B) by a committee of directors who

were not parties to such action, suit or proceeding, even though less than a quorum, designated by a majority vote of the directors, (C) if there are no such directors who were not parties to such action, suit or proceeding, or if such directors so direct, by independent legal counsel in a written opinion, or (D) by the shareholders.

(b) In any event, to the extent that a present or former director or officer of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 or 2 or in defense of any claim, issue or matter therein, he shall be indemnified against reasonable expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation.

(c) In the event the determination of entitlement to indemnification is to be made by independent legal counsel pursuant to subsection 3(a) hereof, the independent legal counsel shall be selected as provided in this subsection 3(c). If a change in control shall not have occurred, the independent legal counsel shall be selected by the board of directors, and the corporation shall give written notice to the claimant advising him of the identity of the independent legal counsel so selected. If a change in control shall have occurred, the independent legal counsel shall be selected by the claimant (unless the claimant shall request that such selection be made by the board of directors, in which event the preceding sentence shall apply) and the claimant shall give written notice to the corporation advising it of the identity of the independent legal counsel so selected.

SECTION 4. (a) Reasonable expenses (including attorney's fees) incurred by an director or officer in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of (i) a statement signed by such director or officer to the effect that such director or officer acted in good faith and in a manner which he believed to be in, or not opposed to the best interests of the corporation and (ii) an undertaking by or on behalf of the director or officer to repay such amount, if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article XII.

(b) The board of directors may, by separate resolution adopted under and referring to this Article XII of the by-laws, provide for securing the payment of authorized advances by the creation of escrow accounts, the establishment of letters of credit or such other means as the board deems appropriate and with such restrictions, limitations and qualifications with respect thereto as the board deems appropriate in the circumstances.

SECTION 5. (a) The corporation is specifically authorized to enter into agreements with any of its directors or officers extending rights to indemnification and advancement of expenses to such person to the fullest extent permitted by law. The indemnification and advancement of expenses provided by or granted under this Article XII shall be separate and distinct from and shall not be deemed exclusive of any other rights to which those seeking indemnification or

advancement of expenses may be entitled under any statute, by-law, agreement, including, without limitation, indemnification agreements entered into between the corporation and any director or officer thereof, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. To the extent that there is a conflict or inconsistency between this Article XII, the corporation's articles of incorporation and any indemnification agreement between the corporation and any of its directors or officers, it is the intent that the director and/or officer shall enjoy the greater benefits regardless of whether contained herein, in the articles of incorporation or in such indemnification agreement.

(b) The provisions of this Article XII shall be deemed to be a contract between the corporation and each director and officer who serves in such capacity at any time while this Article XII is in effect and all rights under this Article XII including with respect to indemnification and advancement of expenses shall immediately and fully vest at the time a person first becomes a director or officer, shall remain vested as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and such rights cannot be terminated or diminished in scope by the corporation, the board of directors or the shareholders of the corporation with respect to a person's service prior to the date of such termination. Any repeal or modification of this Article XII or any repeal or modification of the Illinois Business Corporation Act or any other applicable law shall not limit any rights under this Article XII then existing or arising out of events, acts, omissions or circumstances occurring or existing prior to such repeal or modification, including, without limitation, the right to indemnification and advancement of expenses for proceedings commenced after such repeal or modification to enforce this Article XII with regard to acts, omissions, events or circumstances occurring or existing prior to such repeal or modification. If the scope of indemnity provided by this Article XII or any replacement article, or pursuant to the Illinois Business Corporation Act or any modification or replacement thereof is increased, then such person shall be entitled to such increased indemnification as is in existence at the time indemnity is provided to such person, it being the intent, subject to Section 10 of this Article XII, to indemnify persons specified in this Article XII to the fullest extent permitted by law.

SECTION 6. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

SECTION 7. Subject to Section 10 of this Article XII, if a claim under this Article XII is not promptly paid in full by the corporation after a written claim has been received by the corporation or if expenses pursuant to Section 4 of this Article XII have not been promptly

advanced after a written request for such advancement accompanied by the statement and undertaking required by Section 4 of this Article XII has been received by the corporation, the director or officer may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim or the advancement of expenses. If successful, in whole or in part, in such suit, such director or officer shall also be entitled to be paid the reasonable expense thereof, including attorneys' fees. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the corporation) that the director or officer has not met the standards of conduct which make it permissible under the Illinois Business Corporation Act for the corporation to indemnify the director or officer for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its board of directors, independent legal counsel, or its shareholders) to have made a determination, if required, prior to the commencement of such action that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct required under the Illinois Business Corporation Act, nor an actual determination by the corporation (including its board of directors, independent legal counsel, or its shareholders) that the director or officer had not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the director or officer had not met the applicable standard of conduct.

SECTION 8. For purposes of this Article XII, references to "the corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers and employees or agents, so that any person who was a director or officer of such merging corporation, or was serving at the request of such merging corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article XII with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

SECTION 9. For purposes of this Article XII, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; references to "serving at the request of the corporation" shall include any service as a director, officer or employee or agent of the corporation which imposes duties on, or involves services by such director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries; and references to "officers" shall include elected officers and appointed officers. A person who acted in good faith and in a manner he reasonably believed to be in the best interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interest of the corporation" as referred to in this Article XII.

SECTION 10. Anything herein to the contrary notwithstanding, if the corporation purchases insurance in accordance with Section 6 of this Article XII, the corporation shall not be required to, but may (if the board of directors so determines in accordance with this Article XII) reimburse any party instituting any action, suit or proceeding if a result of the institution thereof is the denial of or limitation of payment of losses under such insurance when such losses would have been paid thereunder if a non-insured third party had instituted such action, suit or proceedings.

ARTICLE XIII
INDEMNIFICATION OF EMPLOYEES AND AGENTS

The corporation may indemnify any agent or employee of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (including, but not limited to any such proceeding by or in the right of the corporation) whether civil, criminal, administrative or investigative, by reason of the fact that he is or was serving the corporation at its request and in the course and scope of his duties and acting in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, against expenses (including reasonable attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action, suit or proceeding. The standards of conduct, the provisions for payment and advances, and the terms and conditions contained in Article XII, Sections 1, 2, 3, 4, 5(a), 6, 8, 9 and 10 shall apply to any indemnification hereunder.

**DESCRIPTION OF THE REGISTRANT'S SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934**

As of December 31, 2025, W.W. Grainger, Inc. has one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (Exchange Act), being its common shares.

Description of Common Stock

The following description of our common stock is a summary and does not purport to be complete. It is subject to and qualified in its entirety by reference to our Restated Articles of Incorporation (Articles of Incorporation) and our By-Laws (By-Laws), each of which are incorporated by reference as an exhibit to the Annual Report on Form 10-K of which this Exhibit 4.7 is a part. We encourage you to read our Articles of Incorporation, our By-Laws and the applicable provisions of the Illinois Business Corporation Act of 1983, as amended (IBCA) for additional information.

Authorized Capital Shares

Our authorized shares of stock consist of 300,000,000 shares of common stock, \$0.50 par value per share (Common Stock), and 12,000,000 shares of preferred stock, \$5.00 par value per share (Preferred Stock). Each outstanding share of Common Stock is fully paid and nonassessable. As of December 31, 2025, 47,418,781 shares, and as of February 12, 2026, 47,373,024 shares of Common Stock were issued and outstanding. As of December 31, 2025, and as of February 12, 2026 no shares of Preferred Stock were issued and outstanding.

Voting Rights

Each stockholder is entitled to one vote for each share of Common Stock held on all matters submitted to a vote of stockholders. No holder of shares of any class of the corporation shall have any cumulative voting rights in the election of directors or in any other circumstances.

Dividend Rights

Subject to preferences that may apply to shares of Preferred Stock outstanding at the time, the holders of our Common Stock are entitled to receive dividends when and as declared by the Board of Directors in accordance with Illinois law.

Liquidation Rights

Upon the occurrence of a liquidation, dissolution or winding-up, the holders of our Common Stock would be entitled to share ratably in the distribution of all of our assets remaining available for distribution after satisfaction of all our liabilities and the payment of the liquidation preference of any outstanding Preferred Stock.

Certain Anti-Takeover Effects

Grainger is subject to the provisions of Section 11.75 of the IBCA. Section 11.75 prohibits a publicly held Illinois corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. A "business combination" includes mergers, asset sales and other transactions resulting in a financial benefit to the interested stockholder. Subject to specified exceptions, an "interested stockholder" is a person who, together with affiliates and associates, owns, or within three years did own, 15% or more of the corporation's voting stock.

Other Rights and Preferences

Our Common Stock is not entitled to preemptive rights and is not subject to conversion or redemption.

Exchange Listing

Our Common Stock is traded on the New York Stock Exchange under the trading symbol "GWW."

Transfer Agent

The transfer agent and registrar for Grainger's Common Stock is Computershare Trust Company, N.A., 150 Royall Street, Suite 101, Canton, Massachusetts, 02021.

W.W. GRAINGER, INC.

INSIDER TRADING POLICY

- I. **PURPOSE.** This Insider Trading Policy (the “*Policy*”) provides guidelines with respect to transactions in the securities of W.W. Grainger, Inc. (“*Grainger*” or the “*Company*”) and the handling of Material Nonpublic Information about Grainger and other companies with which Grainger has a business relationship.
- II. **SCOPE.**
- A. **Transactions.** This Policy applies to transactions in Company Securities. Transactions subject to this Policy include purchases, sales and gifts of Company Securities. This Policy also applies to transactions in the securities of certain other companies.
 - B. **Persons Subject to the Policy.** This Policy applies to all Company Persons, including members of the Company’s Board of Directors and all officers and employees of the Company and its subsidiaries. The Company may deem other individuals, including contractors or consultants, who have or had access to Material Nonpublic Information to be Company Persons.
 - C. **Transactions by Family Members and Others.** This Policy applies to Family Members who reside with a Company Person and any family members who do not live in a Company Person’s household but whose transactions in Company Securities are subject to a Company Person’s influence or control.
 - D. **Transactions by Entities that a Company Person Influences or Controls.** This Policy applies to any Controlled Entities, and transactions by these Controlled Entities must be treated for the purposes of this Policy and applicable securities laws as if they were for the Company Person’s own account.
- III. **POLICY.**
- A. **Prohibition Against Insider Trading.**
 - 1. **No Transactions on the Basis of Material Nonpublic Information.** No Insider may, directly or indirectly through third parties, buy, sell, or otherwise engage in any transactions in Company Securities (including gifts involving the transfer of Company Securities) if such Insider possesses Material Nonpublic Information. The only exceptions to this prohibition are described below under “Permitted Transactions.” In any event, even the appearance of an improper transaction must be avoided to preserve the Company’s reputation for adhering to the highest standards of conduct.
 - 2. **No Recommendations on the Basis of Material Nonpublic Information.** No Insider may make recommendations or express opinions about trading in Company Securities if such Insider possesses Material Nonpublic Information.
 - 3. **No Tipping of Material Nonpublic Information.** No Insider may, directly or indirectly, disclose (“*tip*”) Material Nonpublic Information to any person within the Company whose jobs do not require them to have that information, or to other persons outside of the Company, unless such disclosure is made in accordance with the Company’s confidentiality policies and expectations. Insiders may incur
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liability for tipping Material Nonpublic Information to any third party (a “*Tippee*”). Tippees inherit an Insider’s duties and may be liable for trading on Material Nonpublic Information illegally tipped to them by an Insider and liable for further communicating the tip to others.

4. Material Nonpublic Information about Companies Doing Business with Grainger. No Insider who, in the course of working for or providing services to Grainger, learns of material nonpublic information about a company with which Grainger does business, including a customer, supplier, distributor, vendor or participant in a transaction or potential transaction with Grainger, may engage in transactions (or make recommendations) with respect to such company’s securities until the information becomes public or is no longer material.
5. No Assistance. No Insider may assist anyone engaged in the activities described in subsections (1)-(4) above.
6. Maintaining Confidentiality of Material Nonpublic Information. All Material Nonpublic Information relating to the Company is the property of the Company and the Company has the sole and exclusive right to determine how and when to disclose such information to the public. Unless specifically authorized by the Company, no Insider should publicly disclose Material Nonpublic Information and all such information must be kept strictly confidential.

B. Definition of “Material Nonpublic Information.”

1. When Information is Considered Material. Information is considered “material” if its disclosure to the public would be reasonably likely to affect an investor’s decision to buy or sell Company Securities or to affect the market price of Company Securities in either a positive or negative way. While it is not possible to define all categories, some examples include the following if not made public:
 - financial condition or results;
 - projections regarding future earnings or losses, other earnings guidance, or changes to previously announced earnings guidance;
 - gain or loss of a significant contract, customer, supplier, or finance source;
 - pending mergers, acquisitions, dispositions, restructurings, tender offers, joint ventures, partnerships or spin-offs;
 - new business models, markets or strategies;
 - a change in dividend policy, the declaration of a stock split, an offering of additional securities or the establishment of a repurchase program for Company Securities;
 - a significant change in management;
 - significant supply chain disruptions;
 - significant pending or threatened litigation or government investigations;
 - significant impact of changes in law and regulations on the Company’s business;
 - a significant disruption in operations or loss (including cyber-, environmental- or safety-related incidents);
 - the Company’s assessments of whether a cybersecurity incident, cyber-attack or other event is significant enough to require public disclosure;
 - significant bank borrowings or other financing transactions out of the ordinary course;
 - extraordinary items for accounting purposes;
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- events that may result in the creation of a significant reserve or write-off or other significant adjustments to the financial statements
- impending defaults on indebtedness, bankruptcy, or the existence of severe liquidity problems; and
- any other facts that might cause the Company's financial results to be substantially affected.

Because any transaction in securities that becomes subject to scrutiny under federal securities laws will be evaluated after the fact with the benefit of hindsight, an Insider should carefully consider how their transaction may be construed in hindsight. Questions concerning the materiality of particular information should be resolved in favor of materiality and trading should be avoided. **If you are unsure whether information is material, you should consult the Chief Legal Officer, the Corporate Secretary or their designee before trading.**

2. **When Information is Considered Public.** Information that has not been disclosed to the public or is not otherwise generally available to the public is generally considered to be nonpublic information. To establish that the information has been disclosed to the public, it may be necessary to demonstrate that the information has been widely disseminated (e.g., a press release, an earnings release, newswire services, a broadcast on widely-available radio or television programs, published in a widely-available newspaper, magazine or news website, public disclosures filed with the SEC, Company websites and social media platforms). **As with questions of materiality, if you are not sure whether information is considered public, you should consult the Chief Legal Officer, the Corporate Secretary or their designee before trading in or recommending securities to which that information relates.**
- C. **Other Prohibited or Discouraged Transactions in Company Securities.** The Company has also determined that there is a heightened legal risk and the appearance of improper or inappropriate conduct if Insiders engage in certain types of other transactions. Therefore, the following rules are applicable to Insiders:
1. **Short Sales.** Short sales of Company Securities (i.e., the sale of a security that the seller does not own or does not have the right to receive, subject to certain limitations) may evidence an expectation on the part of the seller that the securities will decline in value, and therefore have the potential to signal to the market that the seller lacks confidence in the Company's prospects. In addition, short sales may reduce a seller's incentive to seek to improve the Company's performance. For these reasons, short sales of Company Securities are prohibited. In addition, Section 16(c) of the Exchange Act prohibits officers and directors from engaging in short sales of Company Securities.
 2. **Publicly-Traded Options.** Given the relatively short term of publicly-traded options, transactions in options may create the appearance that an Insider is trading based on Material Nonpublic Information and focus an Insider's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in put options, call options or other derivative securities, on an exchange or in any other organized market, are prohibited.
 3. **Hedging Transactions.** Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps,
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collars and exchange funds or through other transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of Company Securities. Such hedging transactions may permit an Insider to continue to own Company Securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, Insiders may no longer have the same objectives as the Company's other stockholders. Accordingly, hedging transactions by any Insider, or any of their designees, are prohibited.

4. Margin Accounts and Pledged Securities. Securities held in a margin account or pledged as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged, hypothecated or otherwise used as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. A margin sale or foreclosure sale may occur at a time when the owner is aware of Material Nonpublic Information or otherwise is not permitted to trade in Company Securities. For these reasons, directors and officers are prohibited from pledging, hypothecating or otherwise using Company Securities as collateral for a loan or other form of indebtedness, including, without limitation, holding Company Securities in a margin account as collateral for a margin loan.
5. Standing and Limit Orders. Standing and limit orders (except standing and limit orders under Rule 10b5-1 plans, as described in the 10b5-1 Plan Policy and other trading arrangements approved by the Corporate Secretary) create heightened risks for insider trading violations similar to the use of margin accounts. There is no control over the timing of purchases or sales that result from standing instructions to a broker, and as a result, the broker could execute a transaction when an Insider is in possession of Material Nonpublic Information. The Company therefore discourages placing standing or limit orders on Company Securities. If an Insider determines that they must use a standing order or limit order, the order should be limited to short duration and should otherwise comply with this Policy.

D. **Permitted Transactions**. This Policy does not apply to the following transactions, except as specifically noted.

1. Employee Stock Options. This Policy does not apply to the exercise of employee stock options (where no shares of stock are sold to fund the exercise), or when shares are withheld by the Company for the Company Person's payment of withholding taxes or the applicable exercise price upon exercise (if authorized by the Company). This Policy does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option, any other market sale of stock for the purpose of generating the cash needed to pay the exercise price of an option or related withholding taxes, or any market sale of stock following exercise.
 2. Restricted Stock Units, Performance Stock Units and Deferred Stock Units. This Policy does not apply to the vesting of restricted stock units, performance stock units, deferred stock units and other awards that the Company may issue, or when related shares or units are withheld by the Company for the Company Person to pay withholding taxes upon vesting (if authorized by the Company). This Policy does not apply to the payment of dividend equivalents in the form of additional awards in lieu of cash. This Policy does apply, however, to any market sale of stock upon vesting.
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3. **Mutual Funds.** Transactions in a mutual fund or other collective investment vehicle (e.g., hedge fund or exchange traded fund) that is invested in Company Securities and (A) is publicly traded and widely held, (B) is broad based and diversified, and (C) has investment discretion for fund investments exercised by an independent third party are not transactions subject to this Policy. Insiders should consult with the Corporate Secretary or their designee if they have questions regarding whether a specific fund is considered “broad-based and diversified.”
 4. **Company-Sponsored 401(k) Plans.** This Policy does not apply to purchases of Company Securities in any Company-sponsored 401(k) plan resulting from any periodic contribution of money to the plan pursuant to a payroll deduction election or Company contribution. This Policy does apply, however, to certain elections that may be made under a Company-sponsored 401(k) plan, including: (A) an election to increase or decrease the percentage of periodic contributions that will be allocated to the Company Securities fund; (B) an election to make an intra-plan transfer of an existing account balance into or out of the Company Securities fund; (C) an election to borrow money against a 401(k) plan account if the loan will result in a liquidation of some or all of the Company Securities fund balance; (D) an election to pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to the Company stock fund; and (E) an election to take a withdrawal or distribution if the withdrawal or distribution will result in a liquidation of some or all of the Company securities fund balance
 5. **Employee Stock Purchase Plan.** This Policy does not apply to purchases of Company Securities in the employee stock purchase plan resulting from periodic contribution of money to the plan pursuant to the election made at the time of enrollment in the plan. This Policy also does not apply to purchases of Company Securities resulting from lump sum contributions to the plan, provided that the Company Person elected to participate by lump sum payment at the beginning of the applicable enrollment period. This Policy does apply, however, to elections to participate in the plan for any enrollment period, transfers, changes to elections which would increase or decrease the contribution to the plan, and to sales of Company Securities purchased pursuant to the plan.
- E. **Clearance and Blackout Periods.** The Company has established additional procedures, applicable only to certain persons (as described below), to facilitate compliance with laws prohibiting insider trading and to avoid the appearance of any impropriety.
1. **Pre-Clearance Procedures.** “Restricted Persons” include Company Persons designated by the Chief Executive Officer, the Chief Financial Officer, and the Chief Legal Officer or their designees as being subject to pre-clearance procedures, as well as the Family Members and Controlled Entities of such Company Persons. Restricted Persons may not engage in any transaction, including making any gifts, in Company Securities without first obtaining pre-clearance of the transaction from the Corporate Secretary or their designee. The list of Restricted Persons includes Section 16 Reporting Persons, the Corporate Secretary (if not a Section 16 Reporting Person) and the Family Members and Controlled Entities of such individuals.

Restricted Persons (other than Family Members and Controlled Entities of Restricted Persons who are Company Persons) will be notified of this obligation prior to the start of the applicable open trading window.

A request for pre-clearance to trade in Company Securities should be submitted in writing to the Corporate Secretary or their designee at least one business day in advance of the proposed transaction. When a request for pre-clearance is made, the requestor shall certify to the Company, in a form to be provided by the Corporate Secretary, that (1) the requestor has reviewed this Policy, (2) the requestor neither possesses nor is aware of any Material Nonpublic Information about the Company, and (3) the proposed transaction will be completed in compliance with applicable law and Company policies.

The Corporate Secretary or their designee is under no obligation to approve a transaction submitted for pre-clearance and may determine not to permit the transaction. If a person seeks pre-clearance and permission to engage in the transaction is denied or not responded to, then such person must refrain from initiating any transaction in Company Securities, and must not inform any other person of the denial and restriction. Once granted, permission to engage in Company Securities transactions extends through five business days from receipt of the pre-clearance request, unless an exception is granted. If the Restricted Person becomes aware of Material Nonpublic Information after receiving clearance but prior to executing a trade in the five business day window, the preclearance is void and the trade must not be executed. If transactions are not effected within the five business day time limit, pre-clearance must be requested and approved in writing again.

The Chief Executive Officer, the Chief Legal Officer, and the Corporate Secretary or their designee shall have sole discretion to decide whether to clear any requested transactions. The Chief Executive Officer or their designee shall have sole discretion to decide whether to clear transactions by the Chief Legal Officer and the Chief Legal Officer or their designee shall have sole discretion to decide whether to clear transactions by the Corporate Secretary. Any designee authorized to approve pre-clearance under this Policy is deemed a Restricted Person. Any designee of the Corporate Secretary and Chief Legal Officer must receive pre-clearance from the Chief Legal Officer. Any designee of the Chief Executive Officer must receive pre-clearance from the Chief Executive Officer.

Neither the Company nor any employee of the Company will have any liability to a Restricted Person related to pre-clearance, including for any delay in reviewing or otherwise denying a pre-clearance.

2. Quarterly Blackout Periods. The Company Persons designated by the Chief Executive Officer, the Chief Financial Officer, the Chief Legal Officer or their designees as being subject to these blackout procedures, as well as the Family Members and Controlled Entities of such persons, may not conduct any transactions, including making any gifts, involving Company Securities (other than as specified by this Policy) during certain "*Blackout Periods*." All Company Persons subject to a Blackout Period will be advised of quarterly Blackout Periods.

Generally, a Blackout Period begins at the close of business on the second to last Friday of each financial quarter or, for the fourth quarter, at the close of business on the last business day of the year, and ends no less than two business days following the date of the public release of the Company's earnings results for that quarter. Company Persons subject to the Blackout Periods may only conduct transactions in Company Securities during the "open trading

window” outside of a Blackout Period, and Restricted Persons may only obtain pre-clearance during an open trading window. Trading in the Company’s securities during an open trading window should not be considered a “safe harbor,” and all Insiders should use good judgment at all times and ensure they are not trading while in possession of Material Nonpublic Information.

Any Company Person designated to be subject to the quarterly Blackout Periods will be notified of this obligation prior to the start of the applicable open trading window.

3. **Event-Specific Blackout Periods.** From time to time, an event may occur or information may exist that is material to the Company and is known by only certain directors, officers and/or employees. So long as the event or information remains material and nonpublic, such persons may not engage in any transaction in Company Securities. In addition, the Company’s financial results may be sufficiently material in a particular fiscal quarter that, in the judgment of the Chief Executive Officer, Chief Financial Officer or Chief Legal Officer or their designee, designated persons should refrain from trading in Company Securities even sooner than the typical Blackout Period. In either situation, the Company may notify these persons that they must not engage in transactions in Company Securities without disclosing the reason for the restriction. The existence of an event-specific trading restriction period or extension of a Blackout Period must not be communicated to any other person. Exceptions will not be granted during an event-specific trading restriction period.
 4. **Exceptions.** Blackout Periods do not apply to those transactions to which this Policy does not apply, as described above under the heading “Permitted Transactions.” Further, the requirements for Pre-Clearance Procedures and Blackout Periods do not apply to transactions conducted pursuant to approved Rule 10b5-1 plans or other similar trading arrangements approved by the Legal Department, as described below under the heading “Rule 10b5-1 Plans.”
- F. **Rule 10b5-1 Plans.** Insiders subject to this Policy may engage in transactions in Company Securities pursuant to an approved Rule 10b5-1 plan or other similar trading arrangements. Rule 10b5-1 promulgated under the Exchange Act provides a defense from insider trading liability and permits trading by a stockholder during times when trading may otherwise be prohibited (e.g., during a Blackout Window). In order to be eligible to rely on this defense, a Rule 10b5-1 plan must meet the requirements of Rule 10b5-1. If the Rule 10b5-1 plan meets the requirements, Company Securities may be purchased or sold without regard to certain insider trading restrictions.

A Rule 10b5-1 plan must meet the requirements of Rule 10b5-1 and the 10b5-1 Plan Policy that is available from the Corporate Secretary or their designee. The Legal Department must review and approve all other similar trading arrangements.

- G. **Section 16 Reports.** Section 16 Reporting Persons are required to make Section 16 Reports. The Corporate Secretary or their designee will assist Section 16 Reporting Persons that are directors and officers in preparing and filing the required Section 16 Reports; however, such Section 16 Reporting Persons retain responsibility for the Section 16 Reports. To ensure compliance with all reporting requirements, such Section 16 Reporting Persons must, immediately after any trade, provide the Corporate Secretary or their designee with all information relating to the trade that is necessary to prepare a Form 4 or other Section 16 Report (dates, share amounts, prices, etc.). As required Section 16 Reporting Persons must also execute a Form 4 or other Section 16 Report
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(either individually or through a duly authorized power of attorney) within a sufficient amount of time to allow the Corporate Secretary or their designee to electronically file the Form 4 via the SEC's Electronic Data Gathering, Analysis, and Retrieval system before the end of the second business day following the trade. As a reminder, the SEC's "short swing profits" rule requires that any profits realized by a director or an officer from a sale and purchase of any equity security of the Company occurring within a six-month period must be disgorged to the Company (subject to certain limited exceptions). The rule is mechanically applied, imposing strict liability without regard to intent, inadvertence, misunderstanding of the law, the absence of bad faith, or the actual use of material nonpublic information. If relevant trades occur within six months of each other and yield a profit, the insider must disgorge the profit to the Company even in the absence of wrongdoing. To encourage enforcement, the law authorizes federal civil actions to be brought on behalf of the Company by a qualified shareholder seeking to recover these "profits," as well as related legal fees, if the Company declines to institute litigation within 60 days of a demand.

- H. **Form 144 Reports.** 144 Reporting Persons are required to file a Form 144 before making an open market sale of Company Securities. A Form 144 notifies the SEC of the 144 Reporting Person's intent to sell Company Securities. This form is generally prepared and filed by the 144 Reporting Person's broker and is in addition to the Section 16 Reports.
- I. **Post-Termination Transactions.** Company Persons who were subject to the Pre-Clearance Procedures and whose employment or directorship is terminated remain subject to the Pre-Clearance Procedures outlined above during the next two Company earnings cycles after leaving the Company.
- J. **Violations.** The purchase or sale of securities while aware of Material Nonpublic Information, or the disclosure of Material Nonpublic Information to others who then trade in Company Securities, is prohibited by U.S. federal, state and foreign laws. Insider trading violations are pursued vigorously by the SEC, the U.S. Department of Justice, state enforcement authorities and foreign jurisdictions. Punishment for insider trading violations is severe, and could include significant fines and imprisonment. While the regulatory authorities concentrate their efforts on individuals who trade, or who tip inside information to others who trade, the U.S. federal securities laws also impose potential liability on companies and other "controlling persons" if they fail to take reasonable steps to prevent insider trading by company personnel.

In addition, an individual's failure to comply with this Policy may subject the individual to discipline by the Company, including dismissal for cause, whether or not the individual's failure to comply results in a violation of law. Needless to say, a violation of law, or even an SEC investigation that does not result in prosecution, can tarnish a person's reputation and irreparably damage a career.

- K. **Company Transactions.** From time to time, the Company may engage in transactions in its own securities. The Company's policy is to comply with all applicable laws, listing standards and appropriate approvals of the Board and/or appropriate committee of the Board, including obtaining such approvals, if required, when engaging in transactions in Company securities.
 - L. **Administration.** This Policy shall be administered by the Committee. All decisions of the Committee shall be final, conclusive and binding upon all the Company and any Insiders. The Committee shall have full power and authority to (i) administer and interpret this Policy, (ii) correct any defect, supply any omission, and reconcile any inconsistency in
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this Policy and (iii) make any other determination and take any other action that the Committee deems necessary or desirable for the administration of this Policy and to comply with applicable law and applicable stock market or exchange rules and regulations. Subject to applicable law and applicable stock market or exchange rules and regulations, this Policy may be amended by the Committee at any time.

IV. DEFINITIONS

- A. **10b5-1 Plan Policy:** Company policy on the Use of Rule 10b5-1 Plans for Transactions in Company Securities.
 - B. **144 Reporting Persons:** Directors, certain officers designated by the Board of Directors, and certain stockholders of the Company who are required to file a Form 144 before making an open market sale of Company Securities in reliance on Rule 144.
 - C. **Blackout Period** is defined in Section III.E.2.
 - D. **Board of Directors** or **Board:** the Company's Board of Directors.
 - E. **Committee:** the Audit Committee of the Board of Directors.
 - F. **Company** or **Grainger** is defined in Section I.
 - G. **Company Persons:** All members of the Company's Board of Directors and all officers and employees of the Company and its subsidiaries.
 - H. **Company Securities:** Any securities of the Company, including common stock, stock options, restricted stock units, performance stock units, deferred stock units and any other types of securities that the Company may issue, as well as derivative securities that are not issued by the Company.
 - I. **Controlled Entities:** Any entities that a Company Person influences or controls, including any corporations, partnerships or trusts.
 - J. **Exchange Act:** Securities Exchange Act of 1934, as amended.
 - K. **Family Members:** Family members who reside with a Company Person and any family members who do not live in a Company Person's household but whose transactions in Company Securities are subject to a Company Person's influence or control.
 - L. **Insider:** Any Company Person, Controlled Entity or Family Member.
 - M. **Material Nonpublic Information** is defined in Section III.B.1.
 - N. **Restricted Persons** is defined in Section III.E.1.
 - O. **SEC:** U.S. Securities and Exchange Commission.
 - P. **Section 16 Reporting Persons:** Certain Company Persons, including directors, officers designated as such for SEC reporting purposes by the Board of Directors and certain stockholders of the Company.
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Q. **Section 16 Reports:** Reports, including Forms 3 and 4, that are required to be filed by Section 16 Reporting Persons to disclose such Company Person's transactions in Company Securities.

R. **Tip** and **Tippee** are defined in Section III.A.3.

V. **RESPONSIBILITIES**

Insiders must not engage in transactions in Company Securities while in possession of Material Nonpublic Information. Each Company Person is responsible for ensuring compliance with this Policy, and that any of their Family Members and Controlled Entities also comply with this Policy.

VI. **SPONSOR AND OWNER**

Senior VP, CLO
VP, Corporate Secretary

REVISION HISTORY

Date	Summary of Changes
Adopted	10/25/2023
Amended	12/11/2024
Further Amended	12/10/2025

W.W. GRAINGER, INC.

Direct and Indirect Subsidiaries

(excludes certain direct and indirect subsidiaries that in the aggregate would not constitute a significant subsidiary)
(as of December 31, 2025)

Subsidiary

Jurisdiction of Formation

Acklands - Grainger Inc.	Canada
Dayton Electric Manufacturing Co.	Illinois
GHC Specialty Brands, LLC	Wisconsin
GMMI LLC	Delaware
Grainger Canada Holdings ULC	AB, Canada
Grainger Caribe, Inc.	Illinois
Grainger Colombia Holding Company, LLC	Delaware
Grainger Corporate Services LLC	Illinois
Grainger Global Holdings, Inc.	Delaware
Grainger Global Online Business Ltd.	United Kingdom
Grainger Global Trading (Shanghai) Co., Ltd First Branch	China
Grainger Global Trading (Shanghai) Co., Ltd.	China
Grainger Guam L.L.C.	Guam
Grainger HK Limited	China
Grainger Industrial Supply India Private Limited	India
Grainger International Holdings B.V.	Netherlands
Grainger International, Inc.	Illinois
Grainger Management LLC	Illinois
Grainger Mexico LLC	Delaware
Grainger Panama Services S. de R.L.	Panama
Grainger Procurement Company LLC	Illinois
Grainger Services International Inc.	Illinois
Grainger Singapore Pte. Ltd.	Singapore
Grainger, S.A. de C.V.	Mexico
Grainger Ventures LLC	Delaware
IB MonotaRO Private Limited	India
Imperial Supplies Holdings, Inc.	Delaware
Imperial Supplies LLC	Delaware
India Pacific Brands	Mauritius
MonotaRO Co., Ltd.	Japan
MonotaRO (Shanghai) Trading Co., Ltd.	China
MonotaRO Technologies India Private Limited	India
Motor Book Insurance LLC	Vermont
MRO Soluciones, S.A. de C.V.	Mexico
NAVIMRO Co., Ltd.	Korea
PT MonotaRO Indonesia	Indonesia
Safety Registry Services, LLC	Delaware
Safety Solutions, Inc.	Ohio



Subsidiary

Shin-Sanko Mask Industries Co., Ltd.

WFS Ltd.

WWG de Mexico, S.A. de C.V.

WWG Servicios, S.A. de C.V.

WWGH LLC

Zoro Tools, Inc.

Zoro UK Limited

Jurisdiction of Formation

Japan

ON, Canada

Mexico

Mexico

Delaware

Delaware

United Kingdom

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-3 No. 333-271476) of W. W. Grainger, Inc.
- (2) Registration Statement (Form S-3 No. 333-236530) of W. W. Grainger, Inc.
- (3) Registration Statement (Form S-3 No. 333-203444) of W. W. Grainger, Inc.
- (4) Registration Statement (Form S-8 No. 33-43902) pertaining to the 1990 Long Term Stock Incentive Plan of W. W. Grainger, Inc.
- (5) Registration Statement (Form S-8 No. 333-166345) pertaining to the 2010 Incentive Plan of W. W. Grainger, Inc.
- (6) Registration Statement (Form S-8 No. 333-203715) pertaining to the 2015 Incentive Plan of W. W. Grainger, Inc.
- (7) Registration Statement (Form S-8 No. 333-264519) pertaining to the 2022 Incentive Plan of W.W. Grainger, Inc.

of our reports dated February 19, 2026, with respect to the consolidated financial statements of W.W. Grainger, Inc. and Subsidiaries and the effectiveness of internal control over financial reporting of W.W. Grainger, Inc. and Subsidiaries included in this Annual Report on Form 10-K of W. W. Grainger, Inc. for the year ended December 31, 2025.

/s/ Ernst & Young LLP

Chicago, Illinois
February 19, 2026

CERTIFICATION

Exhibit 31.1

I, D.G. Macpherson, certify that:

1. I have reviewed this Annual Report on Form 10-K of W.W. Grainger, Inc.;
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: February 19, 2026

By: /s/ D.G. Macpherson
Name: D.G. Macpherson
Title: Chairman of the Board and Chief Executive Officer

CERTIFICATION

Exhibit 31.2

I, Deidra C. Merriwether certify that:

1. I have reviewed this Annual Report on Form 10-K of W.W. Grainger, Inc.;
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: February 19, 2026

By: /s/ Deidra C. Merriwether
Name: Deidra C. Merriwether
Title: Senior Vice President 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**

In connection with the Annual Report on Form 10-K of W.W. Grainger, Inc. ("Grainger") for the annual period ended December 31, 2025, (the "Report"), D.G. Macpherson, as Chairman of the Board and Chief Executive Officer of Grainger, and Deidra C. Merriwether, as Senior Vice President and Chief Financial Officer of Grainger, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Grainger.

/s/ D.G. Macpherson

D.G. Macpherson
Chairman of the Board and Chief
Executive Officer
February 19, 2026

/s/ Deidra C. Merriwether

Deidra C. Merriwether
Senior Vice President and Chief
Financial Officer
February 19, 2026