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, 2024
OR
☐ **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:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
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 $40,147,032,828 as of the close of trading as reported on the New York Stock Exchange on June 30, 2024. The Company does not have nonvoting common equity.

The registrant had 48,216,708 shares of the Company's Common Stock outstanding as of February 14, 2025.

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 30, 2025, are incorporated by reference into Part III of this Annual Report on Form 10-K for the fiscal year ended December 31, 2024 (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.

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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; 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; 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 efforts and programs related to environmental, social and governance matters; 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 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 12 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

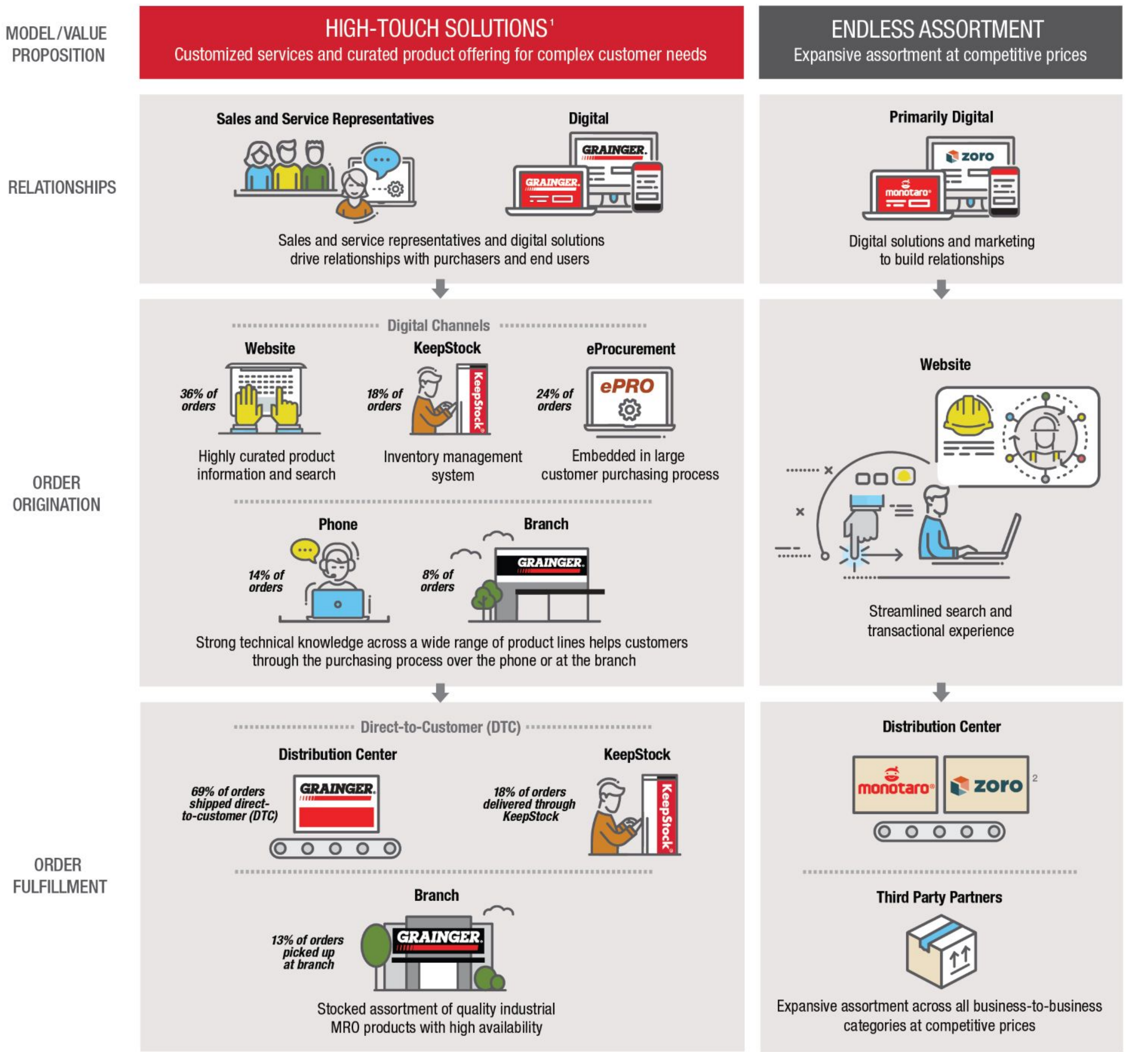
The Company’s Endless Assortment segment provides a streamlined and transparent online platform with one-stop shopping for millions of products. The Endless Assortment segment includes the Company’s Zoro Tools, Inc. (Zoro) and MonotaRO Co., Ltd. (MonotaRO) online channels which operate predominately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

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.

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, 2024.

[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 4.5 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, 2024.

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.com 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 handle 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, 2024.

In the High-Touch Solutions N.A. segment, Grainger.com provides real-time price and product availability, 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 more than 14 million products and MonotaRO provides access to more than 24 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 1.4 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, 2024.

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 that includes vendor-managed inventory, customer-managed inventory and onsite vending machines.

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. Approximately 20% of 2024 sales were private label MRO items bearing Grainger's registered trademarks, including DAYTON®, GRAINGER®, CONDOR®, WESTWARD®, TOUGH GUY®, SPEEDAIRE®, LUMAPRO®, and AIR HANDLER®. 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 2024 generated approximately 82% 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 2024, compliance with the applicable laws, regulations and standards did not have a material effect on capital expenditures, 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, an inclusive workplace and team member engagement.

Team Member Profile

As of December 31, 2024, Grainger had more than 26,000 team members worldwide, of whom approximately 23,500 were full-time and 3,000 were part-time or temporary. Approximately 85% of these team members are located in North America, 9% in Asia and 6% in Europe.

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, an inclusive 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 and injury rates continue to be low. In 2024, 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 0.5 based upon the number of incidents per 100 team members (or per 200,000 work hours).

Inclusive Workplace

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, inclusive culture that values all people.

Grainger's commitment to inclusion applies throughout the organization. As of December 31, 2024, the Company’s Board of Directors is comprised of approximately 31% female and 23% racially and ethnically diverse directors. Grainger also maintains this commitment with the executive leadership teams. Grainger's global executive leadership team is comprised of approximately 33% 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 were women and approximately 39% of U.S. team members were racially and ethnically diverse.

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.

<u>Compensation and Benefits</u>

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 environmental, social and governance matters, 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, 2025. 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 (47)	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, where she served as a trial attorney in Fort Hood, Texas, and for the Contract Appeals Division in Washington, D.C. She also served as a trial defense counsel in Baghdad, Iraq.
Jonny LeRoy (53)	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 (57)	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 (56)	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 (56)	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 (51)	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.

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 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 rising sea levels impacting ports 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.K., the U.S. or any other major world economy, or a segment of any such economy, could negatively impact Grainger's sales and results of operations.

Unexpected product shortages, tariffs, product cost increases and risks 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.

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, and Mexico, 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. The Code also addresses how to report potential Code 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 investigations, product recalls, or litigation, and as a result, could tarnish Grainger's brand and lead to adverse effects on Grainger's business.

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. trade policy (including new or additional increases in duties or tariffs) and 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 depends on market conditions. The inability to pass along cost increases could result in lower gross margins. 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, Canadian dollar, and British pound sterling, 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 and that could have an impact on sales, costs and cash flows. These fluctuations in foreign currency exchange rates have affected and may continue to affect Grainger’s results of operations and impact reported net sales 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 ready 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 continuously 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 breaches, 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.
From time to time, 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, 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 stock price and trading volume volatility or Grainger’s stock price to decline. Volatility in the price of Grainger's securities could result in the filing of securities class action litigation, which could result in substantial costs and the diversion of management 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, may 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 also 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 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. Additionally, Grainger faces many risks and uncertainties beyond the Company's control, including theft, credit card fraud, and other fraudulent behavior.

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, PayPal and other payment methods and other online transactions, including through its eProcurement technologies which 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. In addition, Grainger must pay certain transaction fees relating to these transactions, which may increase over time and could have an impact on product margin, 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 key team members, and the failure to do so could have an adverse effect on results of operations.

In order to compete and have 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 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, collective bargaining or unionization of team members could decrease Grainger's operational flexibility and lead to work stoppages or slowdowns. 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 and hire 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 business results 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 could 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.

To be successful in the future, Grainger must continue to preserve, grow and leverage the value of Grainger’s 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 environmental and social matters expose it to risks that could adversely affect its reputation and performance.
Grainger has established and publicly announced environmental and social programs, including its efforts to address climate change, human rights, and an inclusive 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 related to "anti-ESG sentiment", such as reputational harm, lawsuits, or market access restrictions.

Grainger’s ability to achieve any environmental or social change 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. For instance, California's new climate disclosure requirements and SEC-mandated climate risk reporting could increase compliance burdens and legal exposure. Furthermore, our customers may adopt procurement policies that include environmental or social provisions or 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 environmental and social matters 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 environmental and social 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, the state of California’s new climate change disclosure requirements, and climate-change disclosure requirements from the SEC 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 environmental and social 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.

<u>Technology Risks</u>
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 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. Moreover, 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 some of the means for obtaining access to information in digital and other storage media are becoming increasingly sophisticated. Each year, cybersecurity threat actors make numerous attempts to access the information stored in Grainger's information systems or 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, cybersecurity 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 can experience cybersecurity threats, breaches, attacks, disruptions, and cybersecurity incidents that impact the security of systems and proprietary or confidential information. Moreover, Grainger shares information with these 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 appropriate to learn about their security program, there is a risk that the confidentiality of data held or accessed by them may be compromised or their systems may be disrupted or interrupted by threat actors.

Moreover, Grainger, and its third-party business partners, may face cybersecurity threats and cybersecurity incidents which can include unauthorized access to information systems, business email compromise, viruses, malicious code, ransomware, denial-of-service attacks, and organized cyber-attacks. Cybersecurity incidents can 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. Cybersecurity 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. Further, 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, including 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 are integrated 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. Grainger may be unable to anticipate these techniques or implement preventative measures. Further, 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 protect any 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, location and extent of any event, such insurance coverage may be insufficient to cover all losses.

Grainger has experienced certain cybersecurity incidents, and in each instance, Grainger provided notifications where required by applicable law and adopted remedial measures. None of these incidents have been 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 incidents. 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 2024 generated approximately 82% of its consolidated net sales, Grainger operates its business principally through wholly owned subsidiaries in Canada, Mexico, and the U.K., 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 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 their interpretation, 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 13 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, 2024, Grainger’s consolidated indebtedness was approximately $2.8 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 agreements 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 material risks from cybersecurity threats. 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) 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.

Grainger has been subject to unauthorized access of systems on which certain supplier, customer, and team member information was stored, which have been deemed immaterial to our business and operations individually and in the aggregate. 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, 2024, Grainger's owned and leased facilities totaled approximately 30.3 million square feet. Grainger owns and leases facilities primarily in the U.S., Japan, Canada[5], Mexico[6], Puerto Rico[7] and the U.K.[8] 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[9]	Size in Square Feet (in thousands)	Segment
U.S.[1]	DCs	11,642	High-Touch Solutions N.A.
U.S.[2]	Branch locations	6,327	High-Touch Solutions N.A.
Japan[3]	DCs	3,380	Endless Assortment
U.S.[4]	Other facilities	3,847	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, 65 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) In the U.K., Grainger has 33 branch and other facility locations and one DC which total 685,000 square feet.

(9) Owned facilities are not subject to any mortgages.

Item 3: Legal Proceedings

For a description of legal proceedings, see the disclosure contained in Note 13 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.

Holders

As of February 14, 2025, there were 496 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, 2024:

Period	Total Number of Shares Purchased (A) (D)	Average Price Paid Per Share (B)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (C)	Maximum Number of Shares That May Yet be Purchased Under the Plans or Programs
Oct. 1 – Oct. 31	11,339	$1,023.97	11,332	4,570,888 shares
Nov. 1 – Nov. 30	148,340	$1,190.32	148,340	4,422,548 shares
Dec. 1 – Dec. 31	241,646	$1,132.63	241,447	4,181,101 shares
Total	401,325		401,119	

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

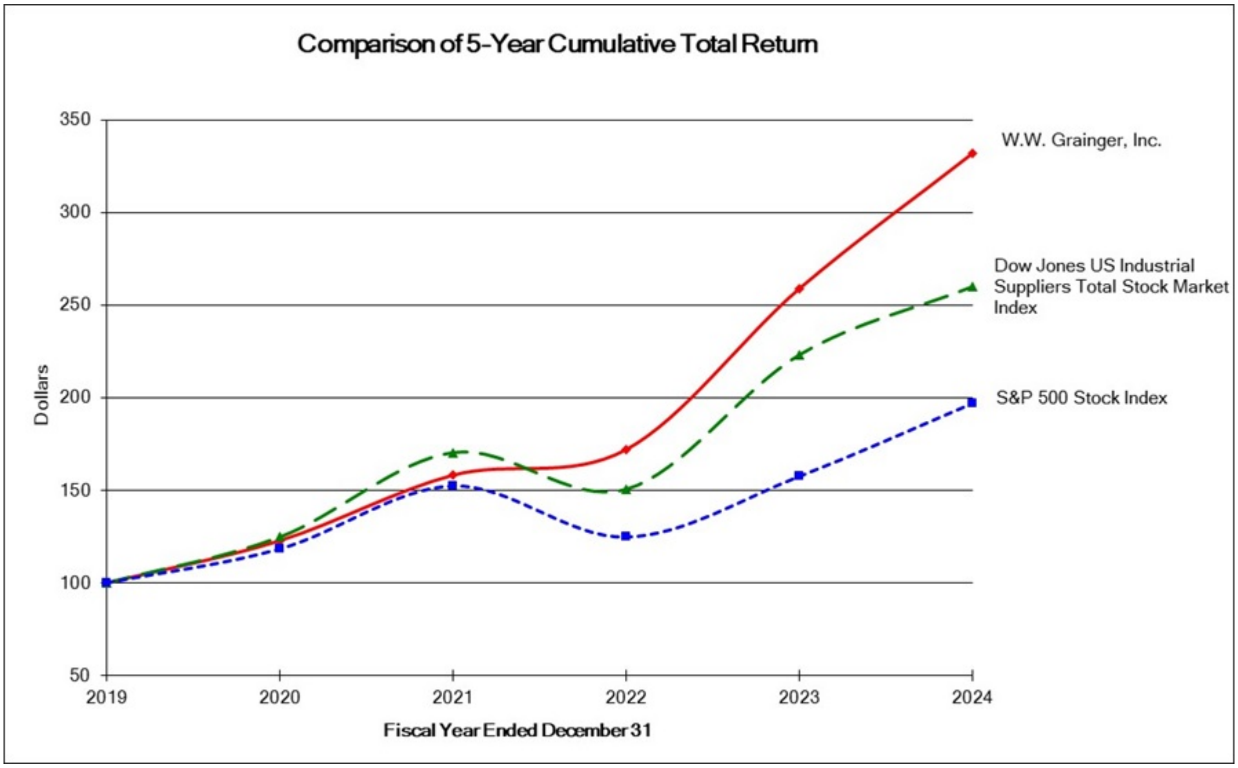
(B) Average price paid per share excludes commissions of $0.02 per share paid.

(C) Prior to April 28, 2024, purchases were made pursuant to a share repurchase program approved by Grainger's Board of Directors and announced on April 28, 2021 (2021 Program). On April 24, 2024, Grainger's Board of Directors authorized a program for 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 (2024 Program) with no expiration date. In authorizing the 2024 Program, the Board of Directors terminated the 2021 Program.

(D) The difference of 206 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, 2019 and ending December 31, 2024. The graph assumes that the value for the investment in Grainger common stock and in each index was $100 on December 31, 2019, and that all dividends were reinvested.



	December 31,					
	2019	2020	2021	2022	2023	2024
W.W. Grainger, Inc.	$ 100	$ 123	$ 158	$ 172	$ 259	$ 332
Dow Jones US Industrial Suppliers Total Stock Market Index	100	125	170	151	223	260
S&P 500 Stock Index	100	118	152	125	158	197

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 2024 and 2023 items and year-to-year comparisons between 2024 and 2023. Discussions of 2022 items and year-to-year comparisons between 2023 and 2022 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, 2023.

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 United Kingdom (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 2025 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 customer experience, technology and supply chain infrastructure which ultimately delivers long-term returns for shareholders.

Recent Events

<u>Macroeconomic Conditions</u>

The global economy continues to experience volatility and uncertainty including to the commodity, labor and transportation markets, arising from a combination of geopolitical conditions and events, and various economic and financial factors. These conditions have affected the Company's operations and may continue to affect the Company's business, financial condition and results of operations.

The Company continues to monitor economic conditions in the U.S. and globally, and the impact of macroeconomic pressures, including repercussions from changes in interest rates, currency exchange fluctuations, changing inflationary environment, and a potential recession on the Company’s business, customers, suppliers and other third parties. The Company has implemented strategies designed to mitigate certain adverse effects from the impact of the changing inflationary environment while remaining market price competitive. Historically, the Company’s broad and diverse customer base and the nondiscretionary nature of the Company’s products to its customers has helped to insulate it from the effects of recessionary periods in the industrial MRO market. The full extent and impact of these conditions are uncertain and cannot be predicted at this time.

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 (as defined below) 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. 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, 2024 and 2023 (in millions of dollars).

	For the Years Ended December 31,				
				% of Net Sales	
	2024	2023	% Change	2024	2023
Net sales[1]	$ 17,168	$ 16,478	4.2 %	100.0 %	100.0 %
Cost of goods sold	10,410	9,982	4.3	60.6	60.6
Gross profit	6,758	6,496	4.0	39.4	39.4
Selling, general and administrative expenses	4,121	3,931	4.8	24.0	23.8
Operating earnings	2,637	2,565	2.8	15.4	15.6
Other expense – net	53	65	(18.5)	0.3	0.4
Income tax provision	595	597	(0.3)	3.5	3.6
Net earnings	1,989	1,903	4.5	11.6	11.6
Less noncontrolling interest	80	74	(8.1)	0.5	0.5
Net earnings attributable to W.W. Grainger, Inc.	$ 1,909	$ 1,829	4.4	11.1 %	11.1 %
Diluted earnings per share:	$ 38.71	$ 36.23	6.8 %		

[1] For further information regarding the Company's disaggregated revenue, 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.

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, 2024 (in millions of dollars):

	For the Years Ended December 31,			
	2024	% Change[1]	2023	% Change[1]
Net sales	$ 17,168	4.2 %	$ 16,478	8.2 %
Daily net sales[2]	$ 66.5	3.4 %	$ 65.2	8.6 %
Daily, organic constant currency net sales[2]	$ 67.4	4.7 %	$ 65.8	9.5 %

[1] Calculated on the basis of prior year reported net sales for the years ended December 31, 2024 and 2023.

[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 the prior year period results of E&R divested in the fourth quarter of 2023. There were 256 and 254 sales days in the full year 2024 and 2023, 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 $17,168 million for the year ended December 31, 2024 increased $690 million, or 4%, and on a daily, organic constant currency basis, net sales increased 5% compared to the same period in 2023. Both High-Touch Solutions N.A. and the Endless Assortment segments contributed to sales growth in 2024. For further discussion on the Company's net sales, see the Segment Analysis section below.

Gross profit of $6,758 million for the year ended December 31, 2024 increased $262 million, or 4%, and gross profit margin of 39.4% was flat compared to the same period in 2023. Both segments contributed to gross profit dollar expansion 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 $4,121 million for the year ended December 31, 2024 increased $190 million, or 5%. Adjusted SG&A of $4,105 million increased $200 million, or 5%, compared to the same period in 2023 driven by higher marketing and payroll and benefit expenses. SG&A leverage and adjusted SG&A leverage decreased 20 basis points in 2024.

Operating earnings of $2,637 million for the year ended December 31, 2024 increased $72 million, or 3%. Adjusted operating earnings of $2,653 million increased $62 million, or 2%, compared to the same period in 2023 due to higher gross profit dollars, partially offset by increased SG&A expense. Operating margin and adjusted operating margin decreased 20 basis points in 2024.

Income tax provision of $595 million for the year ended December 31, 2024 decreased $2 million, compared to the same period in 2023. Adjusted income taxes of $599 million decreased $2 million compared to the same period in 2023. Grainger's effective tax rates were 23.0% and 23.9% for the years ended December 31, 2024 and 2023, respectively. The adjusted effective tax rates were 23.0% and 23.8%. The Company's effective tax rate was positively impacted from the expiration of a statute of limitation period in 2024.

Diluted earnings per share was $38.71 for the year ended December 31, 2024, an increase of 7% compared to $36.23 for the same period in 2023. Adjusted diluted earnings per share was $38.96 for the year ended December 31, 2024, an increase of 6% compared to $36.67 for the same period in 2023.

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 12 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,		
	2024	2023	% Change
Net sales	$ 13,720	$ 13,267	3.4 %
Gross profit	5,741	5,546	3.5
Selling, general and administrative expenses	3,356	3,212	4.5
Operating earnings	$ 2,385	$ 2,334	2.2 %

Net sales of $13,720 million for the year ended December 31, 2024 increased $453 million, or 3% compared to the same period in 2023. The increase was primarily due to volume.

Gross profit of $5,741 million for the year ended December 31, 2024 increased $195 million, or 4%, and gross profit margin of 41.8% was flat compared to the same period in 2023.

SG&A of $3,356 million for the year ended December 31, 2024 increased $144 million, or 5%, and adjusted SG&A of $3,341 million increased $155 million, or 5% compared to the same period in 2023. The increase was primarily due to higher marketing and payroll and benefit expenses. SG&A leverage decreased 20 basis points and adjusted SG&A leverage decreased 30 basis points compared to the same period in 2023.

Operating earnings of $2,385 million for the year ended December 31, 2024 increased $51 million, or 2%, and adjusted operating earnings of $2,400 million increased $40 million, or 2% compared to the same period in 2023.

Endless Assortment

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

	For the Years Ended December 31, 2024	2023	% Change
Net sales	$ 3,134	$ 2,916	7.5 %
Gross profit	923	864	6.8
Selling, general and administrative expenses	663	631	5.1
Operating earnings	$ 260	$ 233	11.6 %

Net sales of $3,134 million for the year ended December 31, 2024 increased $218 million, or 7%, and on a daily constant currency basis, increased 12% compared to the same period in 2023. The increase was due to sales growth of 12%, driven by customer acquisition for the segment and enterprise customer growth at MonotaRO. Sales growth was partially offset by unfavorable currency exchange of 5% due to changes in the exchange rate between U.S. dollar and the Japanese yen.

Gross profit of $923 million for the year ended December 31, 2024 increased $59 million, or 7%, and gross profit margin of 29.5% decreased 10 basis points compared to the same period in 2023.

SG&A of $663 million for the year ended December 31, 2024 increased $32 million, or 5%, compared to the same period in 2023. The increase was primarily due to higher marketing expenses in 2024. SG&A leverage improved 40 basis points compared to the same period in 2023.

Operating earnings of $260 million for the year ended December 31, 2024 increased $27 million, or 12%, compared to the same period in 2023.

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 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.

Restructuring Actions

In the second quarter of 2024, the Company recorded restructuring charges in SG&A 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.

Business Divestitures

In the fourth quarter of 2023, Grainger divested E & R Industrial Sales, Inc. (E&R) and recorded a one-time pre-tax loss on the divestiture of $26 million in SG&A. The Company does not expect this business exit 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, 2024 (in millions of dollars):

	For the Years Ended December 31,					
	High-Touch Solutions N.A.		Endless Assortment		Total Company[1]	
	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[5]	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 %
	2023	% Change[2]	2023	% Change[2]	2023	% Change[2]
Reported net sales	$ 13,267	8.9 %	$ 2,916	4.7 %	$ 16,478	8.2 %
Daily impact[3]	0.2	0.4	—	0.4	0.3	0.4
Daily net sales	52.4	9.3	11.5	5.1	65.2	8.6
Foreign currency exchange[4]	—	—	0.6	5.3	0.6	0.9
Business divestiture[5]	—	0.1	—	—	—	—
Daily, organic constant currency net sales	$ 52.4	9.4 %	$ 12.1	10.4 %	65.8	9.5 %

(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 256 and 254 sales days in the full year 2024 and 2023, 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 E&R business in the prior year period 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, 2024 and 2023 (in millions of dollars):

Twelve Months Ended December 31, 2024	Reported		Adjustment[1]		Adjusted	% Change Reported[2]	% Change Adjusted[2]
Selling, general and administrative expenses							
High-Touch Solutions N.A.	$	3,356	$	(15)	$ 3,341		
Endless Assortment		663		—	663		
Other[3]		102		(1)	101		
Selling, general and administrative expenses	$	4,121	$	(16)	$ 4,105	4.8%	5.1%
Earnings							
High-Touch Solutions N.A.	$	2,385	$	15	$ 2,400		
Endless Assortment		260		—	260		
Other[3]		(8)		1	(7)		
Operating earnings	$	2,637	$	16	$ 2,653	2.8%	2.4%
Total other expense – net		(53)		—	(53)		
Income tax provision[4]		(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%

Twelve Months Ended December 31, 2023	Reported		Adjustment[1]		Adjusted	% Change Reported[2]	% Change Adjusted[2]
Selling, general and administrative expenses							
High-Touch Solutions N.A.	$	3,212	$	(26)	$ 3,186		
Endless Assortment		631		—	631		
Other[3]		88		—	88		
Selling, general and administrative expenses	$	3,931	$	(26)	$ 3,905	8.2%	6.8%
Earnings							
High-Touch Solutions N.A.	$	2,334	$	26	$ 2,360		
Endless Assortment		233		—	233		
Other[3]		(2)		—	(2)		
Operating earnings	$	2,565	$	26	$ 2,591	15.8%	18.1%
Total other expense – net		(65)		—	(65)		
Income tax provision[5]		(597)		(4)	(601)		
Net earnings	$	1,903	$	22	$ 1,925		
Noncontrolling interest		(74)		—	(74)		
Net earnings attributable to W.W. Grainger, Inc.	$	1,829	$	22	$ 1,851	18.2%	21.2%
Diluted earnings per share	$	36.23	$	0.44	$ 36.67	20.5%	23.6%

(1) Reflects restructuring costs incurred in the second quarter of 2024 and the loss on divestiture of E&R in the fourth quarter of 2023.
(2) Compared to the reported and adjusted results of the prior year period.
(3) Grainger's businesses reported in Other do not meet the criteria of a reportable segment.
(4) Reflects a tax benefit related to the restructuring costs incurred in the second quarter of 2024. Grainger's reported and adjusted effective tax rates were 23.0% for the year ended December 31, 2024.
(5) Reflects a one-time tax benefit recognized upon the divestiture of E&R in the fourth quarter of 2023. Grainger's reported and adjusted effective tax rates were 23.9% and 23.8%, respectively, for the year ended December 31, 2023.

Liquidity and Capital Resources

Grainger believes its current balances of cash and cash equivalents, marketable securities and availability under its revolving credit facility 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, 2024 and 2023, Grainger had cash and cash equivalents of $1,036 million and $660 million, respectively. The increase in cash was primarily due to cash flows from operations and issuance of new long-term debt, partially offset by continued capital expenditure spend and higher volume of share repurchases. The Company had approximately $2.3 billion in available liquidity as of December 31, 2024.

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,	
	2024	2023
Total cash provided by (used in):		
Operating activities	$ 2,111	$ 2,031
Investing activities	(520)	(422)
Financing activities	(1,180)	(1,278)
Effect of exchange rate changes on cash and cash equivalents	(35)	4
Increase in cash and cash equivalents	$ 376	$ 335

Net cash provided by operating activities was $2,111 million and $2,031 million for the year ended December 31, 2024 and 2023, respectively. The increase was primarily driven by continued growth in net earnings.

Net cash used in investing activities was $520 million and $422 million for the year ended December 31, 2024 and 2023, respectively. The increase reflects the continued investment in U.S. supply chain capacity expansion throughout 2024.

Net cash used in financing activities was $1,180 million and $1,278 million for the year ended December 31, 2024 and 2023, respectively. The decrease in cash used in financing activities was due to the issuance of long-term debt, which includes $500 million in unsecured senior notes partially offset by higher treasury stock repurchases in 2024.

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 5 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 42.9% and 40.1%, as of December 31, 2024 and 2023, 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, 2024:

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

<u>*Uses of Liquidity*</u>

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, 2024 was $3,282 million, an increase of $204 million compared to $3,078 million as of December 31, 2023. The increase was primarily due to sustained sales growth. As of December 31, 2024 and 2023, the ratio of current assets to current liabilities was 2.9 and 2.8, respectively.

Capital Expenditures

In fiscal 2024, the Company's capital expenditures were $541 million and $445 million for the years ended December 31, 2024 and 2023, respectively. Capital project spending for 2025 is expected to be in the range of $450 and $550 million. This includes continued supply chain capacity expansion and technology enhancements across the Company.

Share Repurchases

For the years ended December 31, 2024 and 2023, Grainger repurchased shares of its common stock in the open market for $1,201 million and $850 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 2025 are expected to be in the range of $1,150 and $1,250 million.

Dividends

For the years ended December 31, 2024 and 2023, Grainger declared and paid $421 million and $392 million, respectively, in dividends to holders of the Company's common stock.

<u>*Commitments and Other Contractual Obligations*</u>

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

Debt

As of December 31, 2024, the Company had outstanding debt obligations with varying maturities for an aggregate principal amount of $2,803 million, with $502 million payable within 12 months. Total future interest payments associated with the Company's outstanding debt obligations was $1,855 million, with $101 million payable within 12 months.

Purchase Obligations

Grainger had purchase obligations of approximately $1,687 million as of December 31, 2024, which includes approximately $1,021 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, 2024, the Company had fixed operating lease payment obligations of $437 million, with $91 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 and are valued at the lower of cost or market value. The majority of the Company’s inventory is accounted for using the last-in, first-out (LIFO) method. 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 4 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 13 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, 2024, approximately 18% 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 2024.

Interest Rate Risks

Grainger is exposed to interest rate risk on its long-term debt. In February 2020, Grainger entered into certain derivative instrument agreements to hedge a portion of its fixed-rate long-term debt to manage this risk. The annualized effect of a hypothetical 1 percentage point increase in interest rates on Grainger’s variable-rate debt obligations would not materially impact the Company's net earnings for 2024.

For debt and derivative instrument information, 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.

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, 2024 and 2023, 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, 2024, 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, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, 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, 2024, 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 20, 2025 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, 2024, the goodwill balance of the Canada business reporting unit was $114 million. As discussed in Notes 1 and 4 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 20, 2025

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

	For the Years Ended December 31,		
	2024	2023	2022
Net sales	$ 17,168	$ 16,478	$ 15,228
Cost of goods sold	10,410	9,982	9,379
Gross profit	6,758	6,496	5,849
Selling, general and administrative expenses	4,121	3,931	3,634
Operating earnings	2,637	2,565	2,215
Other (income) expense:			
Interest expense – net	77	93	93
Other – net	(24)	(28)	(24)
Total other expense – net	53	65	69
Earnings before income taxes	2,584	2,500	2,146
Income tax provision	595	597	533
Net earnings	1,989	1,903	1,613
Less net earnings attributable to noncontrolling interest	80	74	66
Net earnings attributable to W.W. Grainger, Inc.	$ 1,909	$ 1,829	$ 1,547
Earnings per share:			
Basic	$ 38.84	$ 36.39	$ 30.22
Diluted	$ 38.71	$ 36.23	$ 30.06
Weighted average number of shares outstanding:			
Basic	48.9	49.9	50.9
Diluted	49.0	50.1	51.1

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,		
	2024	2023	2022
Net earnings	$ 1,989	$ 1,903	$ 1,613
Other comprehensive earnings (losses):			
Foreign currency translation adjustments	(137)	(11)	(101)
Postretirement benefit plan losses – net of tax expense of $0, $2, and $6, respectively	(1)	(2)	(17)
Total other comprehensive earnings (losses)	(138)	(13)	(118)
Comprehensive earnings – net of tax	1,851	1,890	1,495
Less comprehensive earnings (losses) attributable to noncontrolling interest			
Net earnings	80	74	66
Foreign currency translation adjustments	(36)	(21)	(34)
Total comprehensive earnings (losses) attributable to noncontrolling interest	44	53	32
Comprehensive earnings attributable to W.W. Grainger, Inc.	$ 1,807	$ 1,837	$ 1,463

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)

	As of December 31,	
Assets	2024	2023
Current assets		
Cash and cash equivalents	$ 1,036	$ 660
Accounts receivable (less allowance for credit losses of $32 and $35, respectively)	2,232	2,192
Inventories – net	2,306	2,266
Prepaid expenses and other current assets	163	156
Total current assets	5,737	5,274
Property, buildings and equipment – net	1,927	1,658
Goodwill	355	370
Intangibles – net	243	234
Operating lease right-of-use	371	429
Other assets	196	182
Total assets	$ 8,829	$ 8,147
Liabilities and shareholders' equity		
Current liabilities		
Current maturities	499	34
Trade accounts payable	952	954
Accrued compensation and benefits	324	327
Operating lease liability	78	71
Accrued expenses	407	397
Income taxes payable	45	48
Total current liabilities	2,305	1,831
Long-term debt	2,279	2,266
Long-term operating lease liability	327	381
Deferred income taxes and tax uncertainties	101	104
Other non-current liabilities	114	124
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	1,399	1,355
Retained earnings	13,677	12,162
Accumulated other comprehensive losses	(274)	(172)
Treasury stock, at cost – 61,326,349 and 60,341,817 shares, respectively	(11,499)	(10,285)
Total W.W. Grainger, Inc. shareholders' equity	3,358	3,115
Noncontrolling interest	345	326
Total shareholders' equity	3,703	3,441
Total liabilities and shareholders' equity	$ 8,829	$ 8,147

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,		
	2024	2023	2022
Cash flows from operating activities:			
Net earnings	$ 1,989	$ 1,903	$ 1,613
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Provision for credit losses	23	23	19
Deferred income taxes and tax uncertainties	(8)	(9)	8
Depreciation and amortization	237	214	205
Non-cash lease expense	84	76	70
Net losses (gains) from sales of assets and business divestitures	—	17	(14)
Stock-based compensation	62	62	48
Change in operating assets and liabilities:			
Accounts receivable	(110)	(98)	(436)
Inventories	(77)	(16)	(412)
Prepaid expenses and other assets	(36)	101	(158)
Trade accounts payable	20	(65)	225
Operating lease liabilities	(96)	(88)	(76)
Accrued liabilities	20	(91)	218
Income taxes – net	(3)	(4)	42
Other non-current liabilities	6	6	(19)
Net cash provided by operating activities	2,111	2,031	1,333
Cash flows from investing activities:			
Capital expenditures	(541)	(445)	(256)
Proceeds from sales of assets and business divestitures	3	21	28
Other – net	18	2	(35)
Net cash used in investing activities	(520)	(422)	(263)
Cash flows from financing activities:			
Proceeds from debt	503	7	16
Payments of debt	(39)	(37)	(15)
Proceeds from stock options exercised	30	34	26
Payments for employee taxes withheld from stock awards	(50)	(37)	(23)
Purchases of treasury stock	(1,201)	(850)	(603)
Cash dividends paid	(421)	(392)	(370)
Other – net	(2)	(3)	(3)
Net cash used in financing activities	(1,180)	(1,278)	(972)
Exchange rate effect on cash and cash equivalents	(35)	4	(14)
Net change in cash and cash equivalents	376	335	84
Cash and cash equivalents at beginning of year	660	325	241
Cash and cash equivalents at end of period	$ 1,036	$ 660	$ 325
Supplemental cash flow information:			
Cash payments for interest (net of amounts capitalized)	$ 111	$ 109	$ 91
Cash payments for income taxes	$ 606	$ 615	$ 479

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, 2022	$ 55	$ 1,270	$ 9,500	$ (96)	$ (8,855)	$ 286	$ 2,160
Stock-based compensation	—	40	—	—	12	1	53
Purchases of treasury stock	—	—	—	—	(602)	(1)	(603)
Net earnings	—	—	1,547	—	—	66	1,613
Other comprehensive earnings (losses)	—	—	—	(84)	—	(34)	(118)
Cash dividends paid ($6.78 per share)	—	—	(347)	—	—	(23)	(370)
Balance at December 31, 2022	$ 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

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 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, 2024, 2023 and 2022.

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 $52 million as of December 31, 2024 and 2023, and are reported as a reduction of Accounts receivable – net. Total accrued sales incentives were approximately $109 million and $114 million as of December 31, 2024 and 2023, 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, 2024 and 2023.

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 and $155 million as of December 31, 2024 and 2023, respectively, 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 $750 million, $638 million and $519 million for 2024, 2023 and 2022, 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 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 79% 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 $804 million and $770 million higher than reported as of December 31, 2024 and December 31, 2023, respectively. Concurrently, net earnings would have increased by $26 million, $58 million and $139 million for the years ended December 31, 2024, 2023 and 2022, 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 15 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.

Accounting for Derivative Instruments

The Company recognizes all derivative instruments as assets or liabilities in the Consolidated Balance Sheets at fair value. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, further, on the type of hedging relationship.

To qualify for hedge accounting, a derivative must be highly effective at reducing the risk associated with the exposure being hedged. In addition, for a derivative to be designated as a hedge, the risk management objective and strategy must be documented. Hedge documentation must identify the derivative hedging instrument, the asset or liability or forecasted transaction, type of risk to be hedged, and how the effectiveness of the derivative is assessed prospectively and retrospectively. To assess effectiveness, the Company uses statistical methods and qualitative comparisons of critical terms. The extent to which a derivative has been and is expected to continue to be highly effective at offsetting changes in the fair value or cash flows of the hedged item is assessed and documented periodically. If it is determined that a derivative is not highly effective at hedging the designated exposure, hedge accounting is discontinued. For those derivative instruments that are designated and qualify as hedging instruments, the Company classifies them as fair value hedges or cash flow hedges.

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 13.

New Accounting Standards

Accounting Pronouncements Recently Adopted

In November 2023, the FASB issued Accounting Standards Update (ASU) 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures.* This update requires public entities to disclose significant segment expenses and other segment items on an annual and interim basis. The effective date is for fiscal years beginning after December 15, 2023, with the option to early adopt prior to the effective date and requires application on a retrospective basis. The Company adopted this ASU effective December 31, 2024 on a retrospective basis and it did not have a material impact on the Consolidated Financial Statements. For the related segment reporting disclosure, see Note 12.

Accounting Pronouncements Recently Issued

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 effective date is for fiscal years beginning after December 15, 2024, with the option to early adopt prior to the effective date and should be applied on prospective basis, but retrospective application is permitted. The Company is evaluating the impact of the requirements on the related income tax disclosures.

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 expense. 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 prospective basis, but retrospective application is permitted. The Company is evaluating the impact of the requirements on the related income statement line items disclosures.

NOTE 2 - 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 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:

	Twelve Months Ended December 31,								
	2024			2023			2022[1]		
	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	31 %	29 %	31 %	30 %	30 %	30 %	31 %	30 %	30 %
Government	19 %	3 %	16 %	19 %	3 %	16 %	18 %	3 %	15 %
Wholesale	7 %	18 %	9 %	7 %	16 %	9 %	7 %	16 %	9 %
Commercial Services	7 %	12 %	8 %	7 %	12 %	8 %	7 %	13 %	8 %
Contractors	5 %	12 %	6 %	5 %	12 %	6 %	5 %	12 %	6 %
Healthcare	7 %	2 %	6 %	7 %	2 %	6 %	7 %	2 %	6 %
Retail	4 %	4 %	4 %	4 %	4 %	4 %	4 %	4 %	4 %
Transportation	4 %	2 %	4 %	4 %	2 %	4 %	4 %	2 %	4 %
Utilities	3 %	2 %	3 %	3 %	2 %	3 %	3 %	2 %	3 %
Warehousing	3 %	— %	2 %	4 %	— %	3 %	5 %	— %	4 %
Other[3]	10 %	16 %	11 %	10 %	17 %	11 %	9 %	16 %	11 %
Total net sales	100 %	100 %	100 %	100 %	100 %	100 %	100 %	100 %	100 %
Percent of total company revenue	80 %	18 %	100 %	81 %	18 %	100 %	80 %	18 %	100 %

(1) Customer industry results for the twelve months ended December 31, 2022 were reclassified to reflect the Company's current classifications, which primarily uses the North American Industry Classification System (NAICS) beginning January 1, 2023.

(2) Total Company includes Other, which includes the Cromwell business. Other accounts for approximately 2%, 1% and 2% of revenue for the twelve months ended December 31, 2024, 2023 and 2022, respectively.

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

NOTE 3 - PROPERTY, BUILDINGS AND EQUIPMENT

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

	As of	
	December 31, 2024	December 31, 2023
Land and land improvements	$ 415	$ 397
Building, structures and improvements	1,723	1,469
Furniture, fixtures, machinery and equipment	1,945	1,852
Property, buildings and equipment	$ 4,083	$ 3,718
Less: Accumulated depreciation and amortization	2,156	2,060
Property, buildings and equipment, net	$ 1,927	$ 1,658

Depreciation expense on property, buildings and equipment was $164 million, $146 million and $139 million for the years ended December 31, 2024, 2023 and 2022, respectively.

NOTE 4 - GOODWILL AND OTHER INTANGIBLE ASSETS

Grainger completed its annual impairment testing of goodwill and intangible assets during the fourth quarter of 2024 and 2023. 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, 2024 and 2023, the Canada business reporting unit had goodwill of $114 million and $124 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 Company's 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 December 31, 2022	$ 313	$ 58	$ 371
Translation	2	(3)	(1)
Balance at December 31, 2023	315	55	370
Translation	(9)	(6)	(15)
Balance at December 31, 2024	$ 306	$ 49	$ 355

Grainger's cumulative goodwill impairment as of December 31, 2024, was $137 million. No goodwill impairment was recorded for the twelve months ended December 31, 2024, 2023 and 2022.

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

		As of December 31,					
		2024			2023		
	Weighted average life	Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
Customer lists and relationships	10.7 years	$ 164	$ 155	$ 9	$ 166	$ 153	$ 13
Trademarks, trade names and other	14.9 years	31	24	7	31	23	8
Non-amortized trade names and other	Indefinite	18	—	18	20	—	20
Capitalized software	4.3 years	714	505	209	659	466	193
Total intangible assets	6.1 years	$ 927	$ 684	$ 243	$ 876	$ 642	$ 234

Amortization expense of intangible assets recorded in SG&A was $70 million, $64 million and $61 million for the years ended December 31, 2024, 2023 and 2022, respectively.

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

Year	Expense
2025	$ 76
2026	62
2027	48
2028	30
2029	9
Thereafter	—
Total	$ 225

NOTE 5 - 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,			
	2024		2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
4.60% senior notes due 2045	$ 1,000	$ 894	$ 1,000	$ 967
1.85% senior notes due 2025	—	—	500	483
4.45% senior notes due 2034	500	477	—	—
3.75% senior notes due 2046	400	332	400	336
4.20% senior notes due 2047	400	312	400	361
Debt issuance costs – net of amortization and other	(21)	(21)	(34)	(34)
Long-term debt	2,279	1,994	2,266	2,113
1.85% senior notes due 2025	500	498	—	—
Japanese yen term loan	—	—	32	32
Other	(1)	(1)	2	2
Current maturities	$ 499	$ 497	$ 34	$ 34
Total debt	$ 2,778	$ 2,491	$ 2,300	$ 2,147

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.

There were no borrowings outstanding under the Company's 2023 Credit Facility as of December 31, 2024 and 2023.

Senior Notes

In the years 2015-2020, Grainger issued $2.3 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.

In September 2024, Grainger issued $500 million in unsecured 4.45% Senior Notes (4.45% Notes). Grainger intends to use the net proceeds from this offering to repay the 1.85% Senior Notes that mature in February 2025 and any remaining net proceeds for general corporate purposes. The 4.45% Notes mature in September 2034, require no principal payments until maturity, and interest is paid semi-annually in arrears, beginning March 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, 2024 and 2023, the unamortized costs were $22 million and $19 million, respectively.

Grainger uses interest rate swaps with an outstanding notional amount of $450 million as of December 31, 2024 and 2023, to hedge a portion of the interest rate risk associated with the 1.85% Senior Notes. These derivative instruments qualified and were designated for fair value hedge accounting treatment. Under this method, the resulting carrying value adjustments as of December 31, 2024 and 2023, are presented in Other in the table above and the estimated fair value of the interest rate swaps, based on Level 2 inputs within the fair value hierarchy, are reported on the Consolidated Balance Sheets in Other non-current liabilities.

The gain or loss on the interest rate swaps as well as the offsetting gain or loss on the 1.85% Senior Notes, are recognized in the Consolidated Statements of Earnings in Interest expense – net and the effect for the twelve months ended December 31, 2024 and 2023 was not material.

MonotaRO Term Loan
In August 2020, MonotaRO Co., Ltd (MonotaRO) entered into a ¥9 billion term loan agreement to fund technology investments and the expansion of its distribution center (DC) network. In the third quarter of 2024, the term loan was paid in full.

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, 2024 and 2023.

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, 2024 and 2023.

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
2025	$ 502
2026	1
2027	—
2028	—
2029	—
Thereafter	2,300
Total	$ 2,803

NOTE 6 - 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 $91 million, $85 million, and $87 million for 2024, 2023 and 2022, 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 $20 million, $21 million and $11 million for 2024, 2023 and 2022, 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,		
	2024	2023	2022
SG&A			
Service cost	$ 2	$ 2	$ 4
Other (income) expense			
Interest cost	5	5	4
Expected return on assets	(7)	(6)	(8)
Amortization of prior service credit	(9)	(10)	(10)
Amortization of unrecognized gains	(8)	(7)	(9)
Net periodic benefits	$ (17)	$ (16)	$ (19)

Reconciliations of the beginning and ending balances of the postretirement benefit asset, which is calculated as of 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):

	2024	2023
Benefit obligation at beginning of year	$ 114	$ 112
Service cost	2	2
Interest cost	5	5
Plan participants' contributions	3	3
Actuarial (gain) loss	(12)	2
Benefits paid	(9)	(10)
Benefit obligation at end of year	$ 103	$ 114
Plan assets available for benefits at beginning of year	$ 173	$ 162
Actual returns on plan assets	11	18
Plan participants' contributions	3	3
Benefits paid	(9)	(10)
Plan assets available for benefits at end of year	178	173
Noncurrent postretirement benefit asset	$ 75	$ 59

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

	As of December 31,	
	2024	2023
Prior service credit	$ 13	$ 23
Unrecognized gains	88	79
Deferred tax liability	(25)	(25)
Net accumulated gains	$ 76	$ 77

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 10 years for 2024.

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 gain recognized during the plan year is primarily related to the change in discount rate assumption.

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

	For the Years Ended December 31,		
	2024	2023	2022
Discount rate	4.73 %	4.92 %	2.57 %
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)	7.20 %	7.50 %	6.50 %
Ultimate healthcare cost trend rate	4.50 %	4.50 %	4.50 %
Year ultimate healthcare cost trend rate reached	2033	2033	2030

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

	2024	2023	2022
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 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 65% and 35%, 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):

	2024	2023
Asset class		
Level 1 inputs:		
Mutual funds - corporate bonds fund	10	10
Level 2 Inputs:		
Fixed Income:		
Corporate bonds	48	56
Government/municipal bonds	8	9
Equity funds	101	88
Plan assets	167	163
Trust assets	11	10
Plan assets available for benefits	$ 178	$ 173

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
2025	$ 9
2026	9
2027	9
2028	8
2029	8
2030-2034	41
Total	$ 84

NOTE 7 - 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,	
	2024	2023
Right-of-use assets		
Operating lease right-of-use	$ 371	$ 429
Operating lease liabilities		
Operating lease liability	78	71
Long-term operating lease liability	327	381
Total operating lease liabilities	$ 405	$ 452

	As of December 31,	
	2024	2023
Weighted average remaining lease term	6 years	7 years
Weighted average incremental borrowing rate	2.57 %	2.19 %
Cash paid for operating leases	$ 96	$ 88
Right-of-use assets obtained in exchange for operating lease obligations	$ 48	$ 161

Rent expense was $103 million, $102 million and $93 million for 2024, 2023 and 2022, respectively. These amounts are net of sublease income of $2 million for 2024, 2023 and 2022.

The remaining maturity of existing lease liabilities as of December 31, 2024 are as follows (in millions of dollars):

Year	Operating Leases
2025	$ 91
2026	85
2027	72
2028	63
2029	50
Thereafter	76
Total lease payments	437
Less interest	32
Present value of lease liabilities	$ 405

As of December 31, 2024 and 2023, 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 8 - 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, 2024, there were 1.4 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 $62 million, $62 million, and $48 million in 2024, 2023 and 2022, respectively, and was primarily comprised of RSUs. Related income tax benefits recognized in earnings were $34 million, $34 million, and $19 million in 2024, 2023 and 2022, 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, 2024, 2023 and 2022 was approximately $48 million, $43 million and $34 million, respectively.

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

	2024		2023		2022	
	Shares	Weighted Average Price Per Share	Shares	Weighted Average Price Per Share	Shares	Weighted Average Price Per Share
Beginning nonvested units	172,984	$ 550.62	191,032	$ 409.77	202,321	$ 318.40
Issued	57,012	$ 1,008.98	81,174	$ 692.02	96,940	$ 520.67
Canceled	(10,221)	$ 701.36	(7,943)	$ 512.31	(17,038)	$ 345.30
Vested	(83,575)	$ 489.57	(91,279)	$ 384.92	(91,191)	$ 336.99
Ending nonvested units	136,200	$ 768.64	172,984	$ 550.62	191,032	$ 409.77
Fair Value of Shares Vested	$ 41		$ 35		$ 31	

As of December 31, 2024, there was $67 million of total unrecognized compensation expense related to nonvested RSUs the Company expects to recognize over a weighted average period of 2 years.

NOTE 9 - CAPITAL STOCK

The Company had no shares of preferred stock outstanding as of December 31, 2024 and 2023. The activity related to outstanding common stock and common stock held in treasury was as follows:

	2024		2023		2022	
	Outstanding Common Stock	Treasury Stock	Outstanding Common Stock	Treasury Stock	Outstanding Common Stock	Treasury Stock
Balance at beginning of period	49,317,402	60,341,817	50,256,323	59,402,896	51,220,205	58,439,014
Exercise of stock options	113,274	(113,274)	139,189	(139,189)	101,802	(101,802)
Settlement of restricted stock units – net of 39,118, 32,800 and 31,132 shares retained, respectively	79,400	(79,400)	83,795	(83,795)	64,649	(64,649)
Settlement of performance share units – net of 9,629, 18,521 and 10,359 shares retained, respectively	15,110	(15,110)	28,135	(28,135)	13,890	(13,890)
Purchase of treasury shares	(1,192,316)	1,192,316	(1,190,040)	1,190,040	(1,144,223)	1,144,223
Balance at end of period	48,332,870	61,326,349	49,317,402	60,341,817	50,256,323	59,402,896

NOTE 10 - 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 December 31, 2022 – net of tax	$ (320)	$ 82	$ (6)	$ (244)	$ (64)	$ (180)
Other comprehensive earnings (loss) before reclassifications – net of tax	$ (11)	$ 8	$ 3	$ —	$ (21)	$ 21
Amounts reclassified to net earnings	$ —	$ (13)	$ —	$ (13)	$ —	$ (13)
Net current period activity	$ (11)	$ (5)	$ 3	$ (13)	$ (21)	$ 8
Balance at December 31, 2023 – 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)

NOTE 11 - INCOME TAXES

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

	For the Years Ended December 31,		
	2024	2023	2022
U.S.	$ 2,265	$ 2,211	$ 1,903
Foreign	319	289	243
Total	$ 2,584	$ 2,500	$ 2,146

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

	For the Years Ended December 31,		
	2024	2023	2022
Current income tax expense:			
U.S. Federal	$ 404	$ 431	$ 374
U.S. State	84	100	77
Foreign	89	81	78
Total current	577	612	529
Deferred income tax (benefit) expense	18	(15)	4
Total income tax expense	$ 595	$ 597	$ 533

The income tax effects of temporary differences that gave rise to the net deferred tax asset (liability) as of December 31, 2024 and 2023 were as follows (in millions of dollars):

	As of December 31,	
	2024	2023
Deferred tax assets:		
Accrued expenses	172	177
U.S. and foreign loss carryforwards	82	84
Accrued employment-related benefits	42	51
Tax credit carryforward	20	22
Other	23	30
Deferred tax assets	339	364
Less valuation allowance	(100)	(93)
Deferred tax assets – net of valuation allowance	$ 239	$ 271
Deferred tax liabilities:		
Property, buildings, equipment and other capital assets	(216)	(238)
Intangibles	(55)	(58)
Inventory	(16)	(11)
Other	(14)	(11)
Deferred tax liabilities	(301)	(318)
Net deferred tax liability	$ (62)	$ (47)
The net deferred tax asset (liability) is classified as follows:		
Noncurrent assets	$ 15	$ 10
Noncurrent liabilities (foreign)	(77)	(57)
Net deferred tax liability	$ (62)	$ (47)

As of December 31, 2024 and 2023, the Company had $328 million and $335 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 2044. 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,	
	2024	2023
Balance at beginning of period	$ (93)	$ (71)
Increases primarily related to foreign NOLs	(8)	(5)
Releases primarily related to foreign NOLs	—	1
Foreign exchange rate changes	1	(2)
Decrease related to U.S. foreign tax credits	2	3
Increase related to capital loss carryforwards	(1)	(19)
Other changes – net	(1)	—
Balance at end of period	$ (100)	$ (93)

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,		
	2024	2023	2022
Federal income tax	$ 543	$ 525	$ 451
State income taxes – net of federal income tax benefit	68	74	64
Stock compensation	(16)	(16)	(5)
Foreign rate difference	33	31	26
Change in valuation allowance[1]	2	6	7
Other – net	(35)	(23)	(10)
Income tax expense	$ 595	$ 597	$ 533
Effective tax rate	23.0 %	23.9 %	24.8 %

[1] Net of changes in related tax attributes.

The decrease to the Company's effective tax rate for the year ended December 31, 2024 was primarily driven by the expiration of a statute of limitation period in 2024.

Foreign Undistributed Earnings

Estimated gross undistributed earnings of foreign subsidiaries as of December 31, 2024 and 2023, totaled $651 million and $544 million, respectively. The Company considers these 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,		
	2024	2023	2022
Balance at beginning of year	$ 42	$ 41	$ 38
Additions for tax positions related to the current year	3	6	4
Additions for tax positions of prior years	—	1	2
Reductions for tax positions of prior years	(1)	(1)	—
Reductions due to statute lapse	(22)	(3)	(2)
Settlements, audit payments, refunds – net	(1)	(2)	(1)
Balance at end of year	$ 21	$ 42	$ 41

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, 2024, 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 2024, 2023 and 2022, 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 Company's 2021 and 2022 tax years are currently under IRS audit. Tax year 2023 is open. The Company is also subject to audit by state, local and foreign taxing authorities. Tax years 2012 through 2023 remain subject to state, local and foreign audits. The amount of liability associated with the Company's tax uncertainties may change within the next 12 months due to pending audit activity, expiring statute of limitations periods or tax payments.

NOTE 12 - 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. 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 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, 2024, 2023 and 2022 (in millions of dollars):

	2024		
	High-Touch Solutions N.A	Endless Assortment	Total
Net sales[1]	$ 13,720	$ 3,134	$ 16,854
Reconciliation of net sales			
Other net sales			314
Total company net sales			$ 17,168
Less:			
Cost of goods sold	7,979	2,211	
Other segment items[2]	3,356	663	
Segment operating earnings	$ 2,385	$ 260	$ 2,645
Reconciliation of operating earnings			
Other operating earnings			(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
Reconciliation of net sales			
Other net sales			295
Total company net sales			$ 16,478
Less:			
Cost of goods sold	7,721	2,052	
Other segment items[(2)]	3,212	631	
Segment operating earnings	$ 2,334	$ 233	$ 2,567
Reconciliation of operating earnings			
Other operating earnings (losses)			(2)
Total company operating earnings			$ 2,565

	2022		
	High-Touch Solutions N.A	Endless Assortment	Total
Net sales[(1)]	$ 12,182	$ 2,787	$ 14,969
Reconciliation of net sales			
Other net sales			259
Total company net sales			$ 15,228
Less:			
Cost of goods sold	7,231	1,970	
Other segment items[(2)]	2,968	594	
Segment operating earnings	$ 1,983	$ 223	$ 2,206
Reconciliation of operating earnings			
Other operating earnings			9
Total company operating earnings			$ 2,215

(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.

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

	2024	2023	2022
Depreciation, amortization and non-cash lease expense:			
High-Touch Solutions N.A.	$ 234	$ 206	$ 168
Endless Assortment	71	63	35
Other	6	8	3
Total	$ 311	$ 277	$ 206

Following is revenue by geographic location for the twelve months ended December 31, 2024, 2023 and 2022 (in millions of dollars):

	2024	2023	2022
Revenue by geographic location[(1)]:			
United States	$ 13,947	$ 13,389	$ 12,325
Japan	1,893	1,797	1,719
Canada	661	646	621
Other foreign countries	667	646	563
	$ 17,168	$ 16,478	$ 15,228

[(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. 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 major customer industry, see Note 2.

NOTE 13 - 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 remains in litigation involving KMCO, LLC (KMCO) as previously disclosed. The Company continues to contest the remaining KMCO-related lawsuits and cannot predict the timing, outcome or any estimate of possible loss or range of losses on the remaining KMCO lawsuits.

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 14 - SUBSEQUENT EVENTS

On January 29, 2025, Grainger's Board of Directors declared a quarterly cash dividend of $2.05 per share of common stock, payable March 1, 2025 to shareholders of record on February 10, 2025.

On February 18, 2025 Grainger repaid the principal amount of $500 million for the 1.85% Senior Notes that matured in February 2025.

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, 2024, 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, 2024.

Ernst & Young LLP, an independent registered public accounting firm, has audited Grainger's internal control over financial reporting as of December 31, 2024, 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, 2024 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, 2024, 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, 2024, 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, 2024 and 2023, 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, 2024, and the related notes and our report dated February 20, 2025 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 Controls 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 20, 2025

Item 9B: Other Information

None of the Company's 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, 2024.

Item 9C: Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

None.

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 30, 2025, under the captions “Board Qualifications, Attributes, Skills and Background,” “Annual Election of Directors,” “Candidates for Board Membership,” “Director Nominees’ Experience and Qualifications,” “Audit Committee,” and “Board Affairs and Nominating Committee”. 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 30, 2025, 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 30, 2025, 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 30, 2025, 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 30, 2025, 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

(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
2.1	Share Purchase Agreement, dated as of July 30, 2015, by and among Grainger, GWW UK Holdings Limited, Gregory Family Office Limited and Michael Gregory, incorporated by reference to Exhibit 2.1 to W.W. Grainger, Inc.’s Current Report on Form 8-K dated July 31, 2015.
3.1	Restated Articles of Incorporation, incorporated by reference to Exhibit 3(i) to W.W. Grainger, Inc.’s Quarterly Report on Form 10-Q for the quarter ended June 30, 1998.
3.2	By-laws, as amended on March 9, 2017, incorporated by reference to Exhibit 3.1.1 to W.W. Grainger, Inc.’s Current Report on Form 8-K dated March 9, 2017.
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.**
4.8	Fourth Supplemental Indenture, dated as of February 26, 2020, 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 February 21, 2020.

4.9	Form of 1.85% Senior Notes due 2025 (included in Exhibit 4.8), incorporated by reference to Exhibit 4.1 to W.W. Grainger, Inc.'s Current Report on Form 8-K dated February 21, 2020.
4.10	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.*
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 10.10 to W.W. Grainger, Inc's Annual Report on Form 10-K for the year ended December 31, 2023.*
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	Form of Change in Control Employment Agreement between W.W. Grainger, Inc. and certain of its executive officers, incorporated by reference to Exhibit 10(b)(xxvii) to W.W. Grainger, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2010.*
10.13	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.*
10.14	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.*
10.15	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.*
10.16	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.*
10.17	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.*
10.18	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.*
10.19	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.*
10.20	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.*

10.21	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.*
10.22	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.*
10.23	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.*
10.24	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.*
10.25	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.*
10.26	Credit Agreement dated as of February 14, 2020, by and among W.W. Grainger, Inc., the lenders party thereto, and JPMorgan 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 dated February 14, 2020.
10.27	First Amendment to Credit Agreement, dated as of August 29, 2022, by and among W.W. Grainger, Inc., the lenders party thereto and JPMorgan Chase, N.A., as Administrative Agent, incorporated by reference to Exhibit 10.1 to W.W. Grainger, Inc.'s Current Report on Form 8 K dated August 30, 2022.
10.28	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.*
10.29	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.*
10.30	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.*
10.31	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.*
10.32	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.*
10.33	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.*
10.34	Compensation Continuation - Severance Policy Guidance, 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, 2022.*
10.35	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.*
10.36	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.*

10.37	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.*
10.38	Transition Agreement and General Release, dated July 6, 2023, by and between John L. Howard and W.W. Grainger, Inc., 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, 2023.*
10.39	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.
10.40	Separation Agreement and General Release between W.W. Grainger, Inc. and Matthew E. Fortin dated as of August 23, 2024.**
10.41	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.*
10.42	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.*
10.43	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.*
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.**
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).**

(*) 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 20, 2025

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 20, 2025, 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/ Stuart L. Levenick
Stuart L. Levenick
Director

/s/ Neil S. Novich
Neil S. Novich
Director

/s/ E. Scott Santi
E. Scott Santi
Director

Exhibit 4.7

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

As of December 31, 2024, 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, 2024, 48,332,870 shares, and as of February 14, 2025, 48,216,708 shares of Common Stock were issued and outstanding. As of December 31, 2024, and as of February 14, 2025 no shares of Preferred Stock were issued and outstanding.

Voting Rights

As required under Illinois law, majority voting and cumulative voting apply to all elections of Grainger’s Board of Directors. Under cumulative voting, stockholders have the right to cumulate their votes in the election of Directors, meaning stockholders have a number of votes in the election equal to the number of shares owned multiplied by the number of Directors being elected. Each stockholder is entitled to one vote for each share of Common Stock held on all other matters submitted to a vote of stockholders.

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.

Exhibit 10.8

Summary Description of the Directors Compensation Program

Members of the Company's Board of Directors who are not Company employees receive an annual retainer of $115,000, which is intended to cover all regularly scheduled meetings of the Board and its committees.

The Chairs of Board committees receive additional annual retainers. For the Chair of the Audit Committee, the retainer is $30,000; for the Chair of the Board Affairs and Nominating Committee, the retainer is $20,000; and for the Chair of the Compensation Committee, the retainer is $25,000. The retainer for the Lead Director is $37,500.

All independent directors also receive an annual deferred stock unit grant. The number of shares covered by each grant is equal to $175,000 (based on the 20-day average stock price through March 31, in the year of the grant, a methodology consistent with the calculation for other executive equity awards), rounded up to the next one-share increment. The deferred stock units are settled upon termination of service as a director. Directors may also defer their annual retainers, committee chair retainers, and meeting fees in a deferred stock unit account.

A director who is an employee of Grainger or any Grainger subsidiary does not receive any retainer fees for Board or Board committee service, Board or Board committee meeting attendance fees, or stock options or stock units under the Director Stock Plan.

Stock ownership guidelines applicable to non-employee directors were established in 1998. These guidelines provide that within five years after election, a director must own Grainger common stock and common stock equivalents having a value of at least five times the annual retainer fee for serving on the Board

Exhibit 10.40

SEPARATION AGREEMENT AND GENERAL RELEASE

This Separation Agreement and General Release ("Agreement") is made and entered into by and between W.W. Grainger, Inc. ("Grainger") and Matthew E. Fortin (the "Officer") as of the date specified below. The Officer understands and voluntarily enters into this Agreement with Grainger and, in consideration of the respective benefits described herein, agrees as follows:

1. Termination. The Officer hereby acknowledges that his employment with Grainger terminated effective August 23, 2024 (the "Separation Date") and as of the Separation Date he also terminated from all positions with all corporations that are direct or indirect subsidiaries of or otherwise affiliated with Grainger ("Affiliates"), and as trustee, member or fiduciary of all trusts, committees, or similar bodies of or otherwise affiliated with Grainger and the Affiliates. Grainger shall provide Officer with his final pay and compensation for any accrued but unused paid time off through the Separation Date.

2. LTIP and CMIP. The Officer's outstanding restricted stock units ("RSUs") and performance stock units ("PSUs") granted under the W.W. Grainger, Inc. 2022 Incentive Plan or a predecessor plan (the "LTIP") remain subject to the terms of the LTIP and applicable award agreements and accordingly, except as set forth below, his RSUs have been forfeited in their entirety and his PSUs will be treated in accordance with the pro rata vesting provisions applicable to an Involuntary Termination of Employment without Cause thereunder, resulting in an aggregate target number of 404 PSUs remaining outstanding with vesting and settling following the completion of the applicable performance measurement period and subject to the achievement of the applicable performance metrics and goals for such award(s). Officer will receive the cash value equivalent of a pro-rated amount of 270 RSUs from the July 2021 promotional grant calculated based on his service rendered during the vesting period and based upon the value of the shares underlying such RSUs as of market close on the Separation Date, to be paid within 30 days following the effective date of this Agreement, subject to withholding obligations. In addition, for purposes of this Agreement, Grainger will treat the Officer as eligible to earn and receive an annual incentive payment for Grainger's 2024 fiscal year based on a pro-rated target incentive opportunity of $266,389 under the Company Management Incentive Program for 2024 ("CMIP") for his service rendered during the performance period and subject to the achievement of the applicable performance goals thereunder, with any payment to be made following the completion of the 2024 performance period in accordance with the standard payment terms under the CMIP for other participants.

3. General Release and Waiver of Claims. In exchange and in consideration for the LTIP treatment and CMIP treatment set forth in Section 2 hereof and the other promises, obligations, and agreements undertaken by Grainger herein, all of which the Officer agrees and acknowledges are adequate and sufficient consideration, the Officer, on behalf of himself, his spouse, agents, representatives, attorneys, assigns, heirs, executors, administrators, and other personal representatives, releases and forever discharges Grainger, the Affiliates, and all of their officers, employees, directors, agents, attorneys, personal representatives, predecessors, successors, and assigns (hereinafter collectively referred to as the "Releasees") from any and all claims of any kind which he has, or might have, as of the date of this Agreement; or which are based on any facts which exist or existed on or before the date of this Agreement. The claims the Officer is releasing include, but are not limited to, all claims relating in any way to his employment at Grainger or his separation from that employment; and all claims under Title VII of the Civil Rights Act of 1964, the Civil Rights Act of 1991, 42 U.S.C. § 1981, the Equal Pay Act, the Employee Retirement Income Security Act, the Americans with Disabilities Act, the Federal Rehabilitation Act, the Age Discrimination in Employment Act ("ADEA"), the Older Worker Benefit Protection Act, the Equal Pay Act, as amended, the Illinois Fair Employment Practices Act, the Illinois Wage Payment and Collection Act, or any other federal, state or local law relating to employment, discrimination, retaliation, or wages, or under the common law of any state (including, without limitation, claims relating to contracts, wrongful discharge, retaliatory discharge, defamation, intentional or negligent infliction of emotional distress, and wrongful termination of benefits). The Officer also releases and forever discharges Grainger and all other Releasees from any and all other demands, claims, causes of action, obligations, agreements, promises, representations, damages, suits, and liabilities whatsoever, both known and unknown, in law or in equity, which he has or might have as of the date of this Agreement. The Officer understands that this Section 3 of this Agreement contains a complete and general release of any claim that he now has against Grainger and all other Releasees or could ever have against Grainger and all other Releasees, based on any fact, event, or omission that has occurred up to the time at which he signs the Agreement.

The Officer does not intend nor is he waiving any rights or claims that may arise after the date that he signs this Agreement, or any right on the Officer's part to challenge the knowing and voluntary nature of this release with respect to claims under ADEA.

Notwithstanding the foregoing, the Officer does not waive any rights he may have to benefits available after termination under any company sponsored employee benefit plan, or any rights he may have to insurance protection and/or indemnification for eligible actions taken by the Officer while an Officer of Grainger.

The Officer acknowledges that this is an individually negotiated agreement and he agrees that his termination of employment with Grainger is not pursuant to an employment termination program as that term is used in the ADEA.

Excluded from this General Release and Waiver are any claims or rights which Officer cannot waive by law, including workers' compensation claims, as well as any claims for breach of this Agreement. Also excluded from this Agreement are Officer's rights to file a charge with the Equal Employment Opportunity Commission or any other federal, state, or local agency, and to participate in an agency investigation. Officer, however, waives all rights to recover money or other individual relief if any administrative agency or another person or entity pursues any claim on Officer's behalf arising out of or related to Officer's employment with Grainger. Officer represents that there is no lawsuit or other claim against Grainger pending in any federal, state, or municipal court or other tribunal which has not been addressed herein.

The Officer understands and agrees that this waiver and release is an essential and material term of this Agreement and that, without such provision, no agreement would have been reached by the parties.

4. Continuing Restrictive Covenant Obligations. The Officer agrees and acknowledges that following the Separation Date, he remains subject to the terms of the Confidentiality, Invention Assignment, Non-Competition and Non-Solicitation Agreement dated April 1, 2024 between the Officer and Grainger (the “Competition Agreement”), which is attached hereto as Exhibit A for reference and incorporated into this Agreement. Provision of the benefits under this Agreement is conditioned on continued compliance by the Officer with the Competition Agreement. If the Officer violates the Competition Agreement following the Separation Date, Grainger reserves the right to demand repayment of all payments and benefits provided under this Agreement.

5. Non-Disparagement. The Officer agrees to take no action in derogation or disparagement of Grainger or the Affiliates, or their respective businesses or strategic interests, or the Releasees. The Officer further agrees not to discuss or otherwise comment on Grainger or any Affiliate, or their respective businesses or strategic interests, or the Releasees, in public, for publication on electronic media (including but not limited to chat rooms, message boards, or the like), in similar public forums, or otherwise, other than communication of publicly available information. Nothing contained herein prohibits the Officer from speaking with law enforcement, the Equal Employment Opportunity Commission, the state division of human rights, a local commission of human rights, or an attorney retained by the Officer.

6. Return of Property: Business Expenses. Upon termination of employment with Grainger, the Officer shall return to Grainger all keys, telephone calling cards, cellular telephones, computers, printers, access cards and other Grainger property and equipment. The Officer shall also return originals and all copies of all business records and other documents, including Confidential Information (as defined in the Competition Agreement and including information stored on computer hard drives, flash or thumb drives, or any other medium), relating to Grainger in the Officer’s possession, custody or control, other than documents relating solely to the Officer’s own compensation or benefits. The Officer agrees to refrain from accessing any Grainger records or other

documents stored on any personal computer hard drive, tablet, smartphone, electronic data storage device, email or other web-based data storage account or service after termination of employment with Grainger and shall inform Grainger of all such media, and shall make available to Grainger for inspection any personal computer, electronic storage media and devices and/or personal phone so that Grainger may take any necessary steps to permanently delete and erase any Confidential Information from said devices. The Officer further agrees that all business expenses incurred prior to the Separation Date that are reimbursable in accordance with Grainger's normal policies and procedures have been reimbursed to the Officer or submitted for reimbursement, and that other than as specifically provided in this Agreement, the Officer will not incur any additional business expenses after that Date unless previously authorized and approved in writing by Grainger.

7. Confidential Information. The Officer agrees to refrain from disclosing to anyone outside the employment of Grainger any confidential or trade secret information, whether in oral, written and/or electronic form, including but not limited to information that (a) relates to Grainger's or the Affiliates' past, present and future research, development, technical and non-technical data and designs, finances, marketing, products, services, customers, suppliers, and other business activities of any kind or (b) has been identified, either orally or in writing, as confidential by Grainger or any Affiliate; provided that this limitation shall not apply to information that is part of the public domain through no breach of this Agreement or is acquired from a third party not under similar nondisclosure obligations to Grainger or such Affiliate. The Officer acknowledges that his obligations under any confidentiality or nondisclosure or similar agreements or provisions that the Officer previously executed will remain in full force and effect and that there. Further, through the Separation Date, the Officer agrees to fully comply with all policies of Grainger regarding confidential or trade secret information. The restrictions in this Section 7 as to nondisclosure shall last for 5 years for all information that is confidential to Grainger and shall be perpetual for all information that is a trade secret of Grainger, or for so long as the information remains a trade secret under applicable law.

8. Cooperation with Company. The Officer agrees for a period of six (6) months following the Separation Date to both make himself available and to provide reasonable cooperation to Grainger or its attorneys to assist Grainger or serve as a witness in connection with any matter, litigation, potential litigation, or other business matter in which the Officer may have knowledge, information, or expertise. The Officer also agrees to provide Grainger or its designated representatives, upon request, with information and assistance about programs, processes, and projects related to the Officer's job responsibilities while employed by Grainger; to answer any questions relating to the work to which the Officer was assigned; and to otherwise provide reasonable cooperation to Grainger regarding matters relating to this Agreement and the Officer's employment with Grainger. Grainger will reimburse the Officer for any reasonable expenses he incurs in activities which he undertakes at Grainger's request pursuant to this Section 8.

9. Breach of Agreement - Misconduct. The Officer understands and agrees that if, after receiving all or any part of the payments and benefits described herein, the Officer breaches this Agreement, or commits or is discovered to have committed any act of misconduct not known by Grainger as of the Separation Date including any violation of Company Policy, embezzlement, fraud or theft with respect to the property of Grainger, or causes or is discovered to have caused, any loss, damage, injury or other endangerment to Grainger's property, reputation or past, present, or future directors, officers or employees, Grainger reserves the right to demand repayment of all such payments and benefits. Grainger shall further be released from any future payment then or thereafter otherwise due and shall discontinue any and all benefits (other than vested benefits under Granger's qualified and nonqualified retirement and deferred compensation plans, or COBRA coverage). To the extent permitted by law, the Officer further understands and agrees that Grainger reserves the right to pursue all other available remedies in an effort to preserve its legitimate business interests. The Officer also agrees to indemnify and hold harmless Grainger from any loss, cost, damage, or expense, including fees, which Grainger may incur because of the Officer's violation of this Agreement. The Officer understands that this Section 9 does not apply to a challenge to the knowing and voluntary nature of this release with respect to claims under ADEA. Should a dispute arise relative to any claim associated with this Section that is not otherwise privately resolved between Grainger and the Officer, it is understood and agreed that such dispute shall then be submitted to an Administrative or Civil Tribunal of competent jurisdiction for purposes of resolution.

10. Supersedes Other Agreements. Other than any vested rights that the Officer may have to his final compensation or under employee benefit plans subject to ERISA, the Officer understands that this Agreement supersedes any and all obligations (written or oral) which Grainger might otherwise have to the Officer for compensation or other expectations of remuneration or benefits on the Officer's part. Notwithstanding the above and based upon the consideration provided by way of this Agreement, all obligatory provisions relating to the Officer that are contained within the Confidentiality, Invention Assignment, Non-Competition and Non-Solicitation Agreement dated April 1, 2024 between the Officer and Grainger, outstanding Long Term Incentive Program Restricted Stock Unit or Performance Stock Unit Award Agreements entered into between the Officer and Grainger and the underlying equity plans, or other Grainger governance document or policy shall remain in full force and effect as originally executed and be incorporated by reference as being materials parts of this Agreement. Officer acknowledges that he is not eligible for any separation or severance benefits under any Grainger plan or policy except as set forth in Section 2 hereof.

11. Continuation After Death. The Officer understands that in the event of the Officer's death, Grainger's obligations under this Agreement will extend to the Officer's beneficiaries, heirs, executors, administrators, personal representatives, and assigns.

12. <u>Agreement Not Assignable.</u> The Officer may not assign, and the Officer represents that he has not assigned, this Agreement or any rights or Grainger's obligations under this Agreement to any other person.

13. <u>Entire Understanding.</u> The Officer understands and agrees that this Agreement, including Exhibit A hereto, contains the entire understanding between the parties and may not be amended except by mutual agreement in an amendment executed by both parties.

14. <u>Severability.</u> The provisions of this Agreement are declared to be severable, which means that if any provision of this Agreement or the application thereof is found to be invalid, the invalidity shall not affect other provisions or applications of this Agreement, which will be given effect without the invalid provisions or applications. In the event that a Court or Administrative Tribunal of competent jurisdiction concludes that any term, provision or section of this Agreement is invalid or unenforceable (and, in the case of the Competition Agreement incorporated into Section 4 of this Agreement, such provision is not modified by a Court or Administrative Tribunal to be enforceable), then said term, provision, or section shall be deemed eliminated from this Agreement to the extent necessary and in order to permit the remaining portions of the Agreement to be enforced. Any such eliminations shall not affect Grainger's entitlement, if any, to receive, pursuant to Sections 4 and 9 hereof, amounts paid and benefits provided to the Officer under this Agreement.

15. <u>Confidentiality of Agreement.</u> The Officer represents and agrees (and acknowledges the sufficiency of the consideration for his agreement), except as otherwise required by law, to keep the terms, amounts and facts surrounding this Agreement completely confidential, save claims involving workplace harassment, and that the Officer will not disclose any information concerning this Agreement to anyone; provided, however, that this section will not prevent the Officer from disclosing information concerning this Agreement to the Officer's current spouse, attorneys, accountants, financial or tax advisors, a designated Grainger official, or as required by law. Notwithstanding, in accordance with U.S. Treasury Regulation 1.6011-4(b)(3)(iii), each party (and each employee, representative, or other agent of each party) to this Agreement may disclose to all persons, without limitation of any kind, the tax treatment, tax structure, and all materials of any kind provided to the other party relating to such tax treatment and tax structure. Nothing in this confidentiality provision prohibits Officer from reporting possible violations of federal law or regulation to any governmental agency or entity, including but not limited to the Department of Justice, the Securities and Exchange Commission, the Congress, and any agency Inspector General, or making other disclosures that are protected under the whistleblower provisions of federal law or regulation. Officer does not need the prior authorization of the Company to make any such reports or disclosures and Officer is not required to notify the Company that Officer has made such reports or disclosures and nothing in this confidentiality provision prohibits Officer from receiving a monetary award for providing information directly to a government agency. Officer may disclose Trade Secrets in

confidence, either directly or indirectly, to a Federal, State, or local government official, or to an attorney, solely for the purpose of reporting or investigating a suspected violation of law, or in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. Additionally, Officer may file a lawsuit, to include retaliation, in conjunction with reporting a suspected violation of law and may disclose related Trade Secrets to his attorney and use them in related court proceedings, as long as the individual files documents containing the Trade Secret under seal and does not otherwise disclose the Trade Secret except pursuant to Court Order.

16. Jurisdiction and Governing Law. The Officer acknowledges that for the purpose of this Agreement as well as his employment with Grainger, he is an Illinois employee. This Agreement shall in all respects be interpreted, enforced, and governed by and under the laws of the State of Illinois, without regard to its conflicts of law principles.

17. Voluntary Agreement. The Officer acknowledges that the payments and benefits that Grainger is providing hereunder exceed the compensation and benefits otherwise payable to the Officer or on the Officer's behalf and that such payments and benefits are provided by Grainger in exchange for execution of this Agreement. The Officer acknowledges that he was given twenty-one (21) days to consider the terms of this Agreement, that the Officer may revoke this Agreement at any time within seven (7) days after the date that the Officer signs it, and that he has been advised to and has had the opportunity to seek out counsel of his own choice. Any revocation must be communicated in writing, via personal delivery or overnight mail, to Nancy Berardinelli-Krantz, Senior Vice President and Chief Legal Officer, W.W. Grainger, Inc., 100 Grainger Parkway, Lake Forest, Illinois 60045. The Officer further understands that this Agreement does not take effect until after the expiration of the seven (7) day period for revocation. Unless the timeline for Officer’s consideration of the terms of this Agreement is extended by Grainger, all referenced payments and applicable benefits identified in this Agreement will automatically cease on the 21st day should the Officer not return a fully executed copy of this Agreement to Grainger within the specified 21-day consideration period. The Officer has read this Agreement and understands its terms.

18. Tax Matters

a. Grainger may withhold from any and all amounts payable under this Agreement or otherwise such federal, state and local taxes as may be required to be withheld pursuant to any applicable law or regulation.

b. The intent of the parties is that payments and benefits under this Agreement comply with Internal Revenue Code Section 409A and the regulations and guidance promulgated thereunder (collectively "Code Section 409A") and, accordingly, to the maximum extent permitted, this Agreement shall be interpreted to be in compliance therewith. To the extent that any provision hereof is modified in order to comply with Code

Section 409A, such modification shall be made in good faith and shall, to the maximum extent reasonably possible, maintain the original intent and economic benefit to the Officer and Grainger of the applicable provision without violating the provisions of Code Section 409A. Notwithstanding any other provision of this Agreement, Grainger shall not be obligated to guarantee any particular tax result for the Officer with respect to any payment provided to the Officer hereunder, and the Officer shall be responsible for any taxes imposed on the Officer with respect to any such payment.

c. Notwithstanding anything to the contrary in this Agreement, with respect to any amounts referenced herein that constitute an earned and vested payment pursuant to a separate “nonqualified deferred compensation” agreement that is subject to the requirements of Code Section 409A (a “409A Arrangement”), such amounts shall be paid at the original times provided in the 409A Arrangement to the extent required by Code Section 409A.

d. Notwithstanding anything to the contrary in this Agreement, if the Officer is deemed on the date of termination to be a "specified employee" within the meaning of that term under Code Section 409A(a)(2)(B), then with regard to any payment or the provision of any benefit that is considered “nonqualified deferred compensation” under Code Section 409A payable on account of a "separation from service," such payment or benefit shall not be made or provided until the date which is the earlier of (A) the expiration of the six (6)-month period measured from the date of such "separation from service" of the Officer, and (B) the date of the Officer’s death, in each case to the extent required under Code Section 409A. Upon the expiration of the foregoing delay period, all payments and benefits delayed pursuant to this section (whether they would have otherwise been payable in a single sum or in installments in the absence of such delay) shall be paid or reimbursed to the Officer in a lump sum, and any remaining payments and benefits due under this Agreement shall be paid or provided in accordance with the normal payment dates specified for them herein.

e. To the extent that reimbursements or other in-kind benefits under this Agreement constitute "nonqualified deferred compensation" for purposes of Code Section 409A, (A) all such expenses or other reimbursements hereunder shall be made on or prior to the last day of the taxable year following the taxable year in which such expenses were incurred by the Officer, (B) any right to such reimbursement or in-kind benefits shall not be subject to liquidation or exchange for another benefit, and (C) no such reimbursement, expenses eligible for reimbursement, or in-kind benefits provided in any taxable year shall in any way affect the expenses eligible for reimbursement, or in-kind benefits to be provided, in any other taxable year.

f. For purposes of Code Section 409A, the Officer’s right to receive installment payments, if any, pursuant to this Agreement shall be treated as a right to receive a series of separate and distinct payments. Whenever a payment, if any, under this Agreement specifies a payment period with reference to a number of days, the actual date of payment within the specified period shall be within the sole discretion of the Company.

g. Notwithstanding any other provision of this Agreement to the contrary, in no event shall any payment under this Agreement that constitutes "nonqualified deferred compensation" for purposes of Code Section 409A be subject to offset by any other amount unless otherwise permitted by Code Section 409A.

I have read this Separation Agreement and General Release and understand all terms contained herein. I voluntarily execute this Separation Agreement and General Release with full knowledge of

its meaning on this date ____________________.

W.W. Grainger, Inc.

_______________________________________	By:	_______________________________________
Matthew E. Fortin		On Behalf Of W.W. Grainger, Inc.

Exhibit A

<u>Confidentiality, Invention Assignment, Non-Competition and Non-Solicitation Agreement</u>

Exhibit A to this agreement has been omitted pursuant to Item 601(a)(5) of Regulation S-K. A copy of the omitted exhibit will be furnished to the SEC upon request.

Exhibit 19

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 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;
   - 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, 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.

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 the directors, CEO, executive officers reporting to the CEO, any Section 16 officers not otherwise included in the foregoing and the Corporate Secretary.

   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 (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 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.

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

Exhibit 21

W.W. GRAINGER, INC.
Subsidiaries and Affiliated Companies
(as of February 14, 2025)

Subsidiary	Jurisdiction of Formation
Acklands - Grainger Inc.	Canada
Apex Industrial Limited	Scotland
Bogle and Timms Limited	United Kingdom
C.J. Bent & Son Limited	United Kingdom
Cromwell Czech Republic s.r.o.	Czechia
Cromwell Group (Holdings) Limited	United Kingdom
Cromwell Group (Holdings) Limited (Branch)	United Kingdom
Cromwell Group (International) Limited	United Kingdom
Cromwell Industrial Supplies Private Limited	India
Cromwell Sp. z. o. o	Poland
Cromwell Tools (Thailand) Co. Ltd.	Thailand
Cromwell Tools Limited	United Kingdom
Cromwell Tools Limited Magyarországi Fióktelepe	United Kingdom
Cromwell Tools Sdn. Bhd	Malaysia
Dayton Electric Manufacturing Co.	Illinois
Gamut Supply LLC	Delaware
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 Registry Services, LLC	Delaware
Grainger Service Holding Company, Inc.	Delaware
Grainger Services International Inc.	Illinois
Grainger Singapore Pte. Ltd.	Singapore
Grainger, S.A. de C.V.	Mexico

GWW UK Holdings Ltd	United Kingdom
Imperial Supplies Holdings, Inc.	Delaware
Imperial Supplies LLC	Delaware
India Pacific Brands	Mauritius
MonotaRO Co., Ltd.	Japan
Mountain Ventures WWG, LLC	Delaware
MRO Soluciones, S.A. de C.V.	Mexico
Norwell Engineering Limited	United Kingdom
PT Cromwell Tools	Indonesia
Red Agate LLC	Oregon
Red Mercury LLC	Delaware
Safety Registry Services, LLC	Delaware
Safety Solutions, Inc.	Ohio
Tooling & Engineering Distributors (TED) Limited	Ireland
Tooling & Engineering Distributors (TED) NI Limited	Northern Ireland
WFS (USA) Ltd.	South Carolina
WFS Holding Company Inc.	Michigan
WFS Ltd.	ON, Canada
Windsor Factory Supply Inc.	Michigan
WWG de Mexico, S.A. de C.V.	Mexico
WWG Servicios, S.A. de C.V.	Mexico
WWGH LLC	Delaware
Zoro IP Holdings, LLC	Illinois
Zoro Tools, Inc.	Delaware
Zoro UK Limited	United Kingdom

Exhibit 23

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-4 No. 33-32091 and Post-Effective Amendment No.1) of W.W. Grainger, Inc.

(5) Registration Statement (Form S-8 No. 33-43902) pertaining to the 1990 Long Term Stock Incentive Plan of W.W. Grainger, Inc.

(6) Registration Statement (Form S-8 No. 333-166345) pertaining to the 2010 Incentive Plan of W.W. Grainger, Inc.

(7) Registration Statement (Form S-8 No. 333-203715) pertaining to the 2015 Incentive Plan of W.W. Grainger, Inc.

(8) Registration Statement (Form S-8 No. 333-264519) pertaining to the 2022 Incentive Plan of W.W. Grainger, Inc.

of our reports dated February 20, 2025, 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, 2024.

/s/ Ernst & Young LLP

Chicago, Illinois
February 20, 2025

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 20, 2025

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 20, 2025

By:	/s/ Deidra C. Merriwether
Name:	Deidra C. Merriwether
Title:	Senior Vice President and Chief Financial Officer

Exhibit 32

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, 2024, (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 20, 2025

/s/ Deidra C. Merriwether
Deidra C. Merriwether
Senior Vice President and Chief Financial Officer
February 20, 2025