Revised 10/28/26
Replaces 12/10/25

CHARTER

The Board Affairs and Nominating Committee of the Board of Directors
W.W. Grainger, Inc.

The Board Affairs and Nominating Committee (the "Committee") shall be comprised solely of at least three independent Directors who shall meet the criteria for independence required by the New York Stock Exchange (the "NYSE").

Directors shall be appointed to the Committee annually at the April meeting of the Board of Directors of the Company (the "Board"). The members of the Committee shall serve at the Board's discretion until their successors are elected and qualified or until their earlier resignation or removal. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies.

I. General Responsibilities of the Committee

A. Assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the Director nominees for the next annual meeting of shareholders and the individuals to fill vacancies occurring between annual meetings of shareholders.

B. Recommend to the Board the corporate governance guidelines best suited for the Company.

C. Lead the Board in its annual review of the Board and management's performance, including the CEO, to the extent necessary to supplement the Compensation Committee of the Board's review of CEO performance relative to CEO compensation goals and objectives.

D. Recommend to the Board Director nominees for each committee.

II. Specific Responsibilities of the Committee

A. Board Size. Periodically review and recommend to the full Board the optimum size of the Board to accommodate the following objectives:

1. To provide a Board sufficiently large to permit independent Directors to serve on Board committees to the extent required by law or the NYSE.

2. To ensure that there is a majority of Directors who meet the criteria for independence required by the NYSE.

3. To permit key members of management to serve on the Board.

4. To enable the Board to function effectively in terms of discussion and decision making.

B. Criteria for Board Membership. Establish specific written criteria by which potential Directors shall be qualified, incorporating the criteria for independence required by the NYSE.

C. Identification of Nominees. After assessing the Board's collective experience, qualifications, attributes, skills and backgrounds, and determining what qualifications would be useful to the Board in the future, identify potential nominees qualified to become Board members, considering suggestions for nominees proffered by Directors, employees, search firms, shareholders and such other persons as may be deemed appropriate.

D. Nomination of Directors. Propose and recommend to the full Board qualified nominees for Board membership, including its recommendation whether the Board can determine that the nominees meet the criteria for independence required by the NYSE. Included in the nomination process is the review of each incumbent Board member's attendance and performance, as well as consideration of each nominee's other time commitments, including service on other boards or as executive officers of other companies.

E. Retirement. Establish the retirement policies applicable to Directors.

F. Board Committees.

1. Consider and recommend to the full Board the types and functions of Board committees and their initial respective charters.

2. Consider the qualifications for membership on each Board committee and, following the Annual Meeting of Shareholders, bring to the full Board recommendations for the membership of the committees of the Board, including committee chairs, for the ensuing year.

3. Determine policies with regard to rotation of Directors among the committees and any limitations on the number of consecutive years a Director should serve as the Chair or as a member of any one Board committee. Implement these policies in the qualification of committee members.

G. Lead Director. The Committee shall bring to the full Board recommendations for the position of Lead Director.

H. Committee Oversight of the Board. The Committee shall oversee the annual assessment of the Board's performance.

I. Conflicts of Interest. The Committee shall consider questions of possible conflicts of interest of Board members, the Company's executive officers, and their respective related parties, and shall apply the Company's policies and procedures for the review, approval, or ratification of any such related party transactions, including the Company's Business Conduct Guidelines and Policy Concerning Transactions with Related Persons. The Committee shall also assist the Board in determining whether individual Directors have material relationships with the Company that may interfere with their independence, as provided under applicable requirements and NYSE listing standards.

J. Corporate Responsibility. The Committee shall oversee the Company's corporate responsibility programs and reporting, including environmental, sustainability, community impact, governance, the Company's culture, talent strategy, and workplace practices, and any related enterprise risk management (ERM) reviews (other than human capital management ERM reviews, which are overseen by the Compensation Committee of the Board).

K. Management Performance, Organization, and CEO Succession. Monitor senior management organization, selection, performance (including CEO performance, to the extent necessary to supplement the Compensation Committee of the Board's review of CEO performance relative to CEO compensation goals and objectives), and career paths. Annually review the Company's CEO and senior management succession plans (including with respect to planned, emergency or other vacancies) and make a recommendation to the full Board when a CEO vacancy occurs.

L. Articles of Incorporation and Bylaws Review. Periodically review and recommend changes to the full Board to the Articles of Incorporation and the Corporate Bylaws.

M. Major Issues or Proposals. Make the initial assessment and subsequent report and recommendation to the Board regarding major issues or proposals with respect to corporate governance matters brought to the Committee by management, the full Board, or by the Committee itself.

N. Shareholder Proposals. Review shareholder proposals duly and properly submitted to the Company and recommend appropriate action to the Board, unless such proposals are reviewed by another committee.

O. Access to Outside Advisors. The Committee shall have the authority to obtain advice and assistance from outside advisors and shall have the sole authority to retain and terminate any search firm to be used to identify Director candidates, including sole authority to approve the search firm's

fees and other retention terms. In addition, the Committee shall have the authority to obtain advice and assistance from other external advisors.

P. Executive Sessions. The Lead Director shall act as the Chair of and shall preside at executive sessions of the Board without management participation. If the Lead Director is unavailable, then the Committee Chair shall preside, and if the Committee Chair is unavailable, then the independent Directors present shall designate an independent Director to preside at the session.

Q. Waivers. The Committee shall make recommendations concerning any aspect of the procedures of the Board that the Committee considers warranted, including but not limited to, procedures with respect to the waiver, if any, by the Board of any Company rule, guideline, procedure, or corporate governance principle.

R. Corporate Governance Principles. Develop Criteria for Membership on the Board and recommend to the Board Operating Principles for the Board as a set of governance principles applicable to the Company.

S. Annual Review. Make an annual assessment and subsequent report to the Board as appropriate relative to the performance of the Board in the area of corporate governance, including the adequacy of information supplied to the Board, and the Board's performance of its oversight responsibilities relevant to the management of the Company.

III. Committee Operations

A. Committee Meetings. The Committee shall meet at least four times a year and on call of the Committee Chair as needed to discharge the general and specific responsibilities enumerated above. The Committee shall meet in Executive Session without management as it deems appropriate.

B. Subcommittees. The Committee may delegate authority to one or more subcommittees.

C. Committee Reporting. The Committee shall make regular reports to the Board.

D. Committee Evaluation. The Committee shall annually review its own performance.

E. Charter Review. The Committee shall annually review its charter, the Operating Principles for the Board, and the Criteria for Membership on the Board, and recommend any proposed amendments to the Board.

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