

**GRAINGER PLC (Grainger or The Company)**

**Equality, Diversity & Inclusion Policy - Board of Directors**

## 1 Introduction

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This policy sets out Grainger plc's (Grainger) approach to Equality, Diversity and Inclusion (EDI) in relation to our Board of Directors. This also covers our Committees which have been established by the Board: Remuneration, Nominations, Responsible Business and Audit Committee.

Grainger also has an EDI Policy which is applicable to all colleagues, which together with this policy demonstrates the Board's commitment to the promotion of an inclusive and diverse culture across the Group.

The policy takes into account the Board's objectives together with the requirements of the FRC's UK Corporate Governance Code (2024 Version) and the FCA's Listing Rules and the Disclosure and Transparency Rules. criteria for membership.

## 2 Purpose

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The Grainger is committed to creating an inclusive and diverse culture where we want individuals to bring their whole self to work and create an environment where everyone is given the opportunity to thrive.

We value our people for the differences they bring and encourage EDI which is reflected in our culture and values. We ensure that all of our policies, procedures and processes do not treat people less favourably because of (but not limited to) their: age, disability, gender re-assignment status, marital status or civil partnership, pregnancy or maternity, race, religion or belief, sex, sexual orientation, social mobility, caring responsibilities or employment status.

## 3 Board Diversity

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The We believe that a culture of EDI benefits our organisation, the communities we serve and our customers and suppliers. We recognise a diverse and inclusive Board is a key driver of an effective Board, comprising of different backgrounds, skills and experiences, which enables better decision-making and outcomes.

Grainger is committed to improving diversity and is also committed to achieving the targets as set out by The Parker Review and the FTSE Women Leaders Review.

We annually submit our diversity data to each organisation to disclose how we are meeting these requirements, and we also report against these targets in the Annual Report & Accounts each year.

We seek to exceed the targets wherever possible and as a minimum requirement aim to have:

- At least one Director from a minority ethnic background<sup>1</sup>
- At least 40% Directors to be Women
- At least one of the following senior positions to be held by a Woman:
  - Chair

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<sup>1</sup> Defined within the Listing Rules as being:

(a) Asian/Asian British;

(b) Black/African/Caribbean/Black British;

(c) Mixed/Multiple Ethnic Groups; and

(d) Other ethnic group

excluding White British or other White (including minority-white groups).

- SID
- CEO
- CFO

## 4 Nominations Committee

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The Nominations Committee is responsible for ensuring that the Board has the right balance of skills, experience and knowledge to guide the Company and plays a fundamental role in ensuring we select and recommend strong candidates for appointment to the Board.

The Committee is responsible for succession planning and monitors talent development at a senior management level.

To support Board inclusion and diversity, the Nominations Committee will:

- a) regularly review the structure, size and composition (including the skills, knowledge, experience, independence, diversity and length of service) of the Board as a whole and its committees and make recommendations to the Board with regards to any changes;
- b) ensure plans are in place for orderly succession to Board and other senior management positions and to oversee the development of a diverse pipeline for succession to the Board and senior management roles, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board and across the Group in the future and to recommend plans for succession for both executive and non-executive directors to the Board;
- c) review this policy and its objectives and linkage to Company strategy;
- d) to identify and nominate for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- e) before seeking new candidates for appointment to the Board, evaluate the balance of skills, knowledge, experience, independence and diversity on the Board, and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected;
- f) in identifying suitable candidates, the Committee will consider candidates from a wide range of backgrounds, and consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board;
- g) assist the Chair of the Board with the implementation of an annual evaluation process to assess the overall and individual performance and effectiveness of the Board and its Committees, including its diversity (including but not limited to gender and ethnicity);
- h) ensure the Company only engages with external search firms who have signed up to the voluntary Code of Conduct for Executive Search firms, are committed to achieving a diverse talent pool of candidates, comply with the Company's EDI policies and requirements to gather EDI data.

## 5 Remuneration Committee

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The Remuneration Committee has been established by the Board and has delegated authority for determining the remuneration policy in relation to the Chair, Executive Directors and Senior Management. This also includes reviewing workforce remuneration, incentives and awards. The Committee will ensure that the equality, diversity and inclusion policy applies to decisions taken by the Remuneration Committee and is aligned to our culture and values.

## 6 Policy Review

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This committee will periodically review this policy and its effectiveness and recommend any amendments to the Board for approval.

**Approved and adopted by the Directors on 29th September 2025 with effect from 1st October 2025.**