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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A**  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No.)

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**DNOW Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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# Your **Vote** Counts!

**DNOW INC.**

2024 Annual Meeting

Vote by May 21, 2024 11:59 PM ET. For shares held in a Plan, vote by May 17, 2024 11:59 PM ET.

DNOW INC.  
7402 NORTH ELDRIDGE PARKWAY  
HOUSTON, TX 77041



V39806-P08795

## You invested in DNOW INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 22, 2024.**

## Get informed before you vote

View the Proxy Statement and the 2023 Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 8, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and vote without entering a control number



### Vote in Person at the Meeting\*

May 22, 2024

10:00 am Central Time

7402 N. Eldridge Parkway  
Houston, Texas 77041

\*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect eight directors to hold office for one-year terms; <b>Nominees:</b>	
1a. Richard Alario	✔ For
1b. Terry Bonno	✔ For
1c. David Cherechinsky	✔ For
1d. Galen Cobb	✔ For
1e. Paul Coppinger	✔ For
1f. Karen David-Green	✔ For
1g. Rodney Eads	✔ For
1h. Sonya Reed	✔ For
2. To consider and act upon a proposal to approve the 2024 Long-Term Incentive Plan;	✔ For
3. To consider and act upon a proposal to ratify the appointment of Ernst & Young LLP as independent auditors of the Company for 2024;	✔ For
4. To consider and act upon an advisory proposal to approve the compensation of our named executive officers.	✔ For

**NOTE:** To consider and act upon any other matters that may properly come before the annual meeting or any postponement or adjournment thereof.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".