

**ITRON, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**Revised as of December 12, 2019**

**Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of Itron, Inc. (the “Company”) is to carry out the responsibilities listed herein that are delegated by the Company’s Board of Directors (the “Board”) relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies, and any related matters required by the federal securities laws.

The duties and responsibilities are set forth below as a guide to the Committee, with the understanding that the Committee may later change or supplement them as appropriate under the circumstances, to the extent permitted by law. While this charter should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

**Membership and Committee Structure**

The Committee shall consist of three or more directors, each of whom shall be independent in accordance with the requirements of the Securities Exchange Act of 1934, the rules of the Nasdaq Stock Market, the independence requirements established by the Board, and any other rules or regulations applicable to the Company from time to time. The Chair of the Committee will be an independent director.

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors. The Committee may invite other individuals, including external advisors, whether officers/employees of the Company or not, to attend Committee meetings and provide information, analysis and advice. Such external advisors shall not have a vote.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more members of the Board, members of the Committee, or Company officers, as necessary in the performance of its duties.

**Appointment and Removal of Members**

The Committee members shall be appointed by the Board. The Board may remove any Committee member at any time, with or without cause. The Board will designate a Committee Chair. In the absence of a member designated by the Board to serve as Committee Chair, the members of the Committee may appoint from among their number a person to preside at Committee meetings. Vacancies on the Committee may be filled through appointment by the Board at any time.

## **Responsibilities**

- 1) Determine the qualifications, experience, qualities, skills, independence, attributes, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director.
- 2) Recommend to the Board a list of qualified nominees for election to the Board at each annual meeting of shareholders or in the event of a vacancy.
- 3) Consider any director candidates recommended by the Company's shareholders pursuant to the procedures as described in the Company's proxy statement and governing documents.
- 4) Review conflicts of interest and time constraints of directors considering serving on other boards or who have changed employment.
- 5) Recommend to the full Board removal of directors, when appropriate, subject to compliance with the Company's Articles of Incorporation and Bylaws, as such are amended from time to time, and applicable law.
- 6) Develop, subject to approval by the Board, a process for an annual evaluation of the Board, its committees, and individual directors, and to oversee the conduct of this annual evaluation.
- 7) Develop a process, in consultation with the Compensation Committee as necessary, for an annual evaluation of the Chief Executive Officer, and to oversee the conduct of this evaluation. The evaluation will be communicated to the Chair of the Compensation Committee.
- 8) Develop and annually, or earlier as required, review, and recommend to the Board a set of corporate governance principles applicable to the Company.
- 9) Develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
- 10) Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including Articles of Incorporation, Bylaws and, annually, its committee charters.
- 11) Review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.
- 12) Annually review and make recommendations regarding Board composition, organizational structure, tenure, Board size, frequency of meetings, responsibilities, director retention, and director terms.
- 13) Annually review the composition of each committee and recommend committee membership and a Chair for each committee. Periodically review the Company's

policy with respect to the rotation of committee membership and chairships and report any recommendations to the Board.

- 14) Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal, or other matters that may arise. The Committee's power to make such a recommendation under this charter will be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.
- 15) Perform or have performed an annual evaluation of the Committee's performance and make recommendations for improvement to the Board.
- 16) Perform any other activities consistent with this charter, the Company's Bylaws, and governing law, as the Committee or Board deem necessary or appropriate.

### **Meetings**

The Committee will establish a meeting calendar annually, which will include at least four quarterly meetings per year. The Committee may hold such other meetings as are necessary to fulfill its responsibilities. A secretary will be designated at each meeting to record meeting minutes.

The Committee will periodically meet in executive session absent members of the Company's management or other persons who are not Committee members.

A majority of the members of the Committee will be sufficient to constitute a quorum, and a majority of a quorum will be sufficient to adopt any resolution or take any action. Meetings may be called by the Committee Chair or by any two Committee members and may be held telephonically or in person or by other communications equipment by which all persons participating can hear each other.