

**ITRON, INC.**  
**AUDIT/FINANCE COMMITTEE CHARTER**  
**Revised as of December 14, 2017**

**Purpose**

The purpose of the Audit and Finance Committee (the "Committee") of Itron, Inc. (the "Company") is to oversee:

- the quality and integrity of the financial reports and other financial information provided by the Company to governmental bodies and the public;
- the Company's system of internal controls over financial reporting and disclosure controls and procedures;
- the Company's and its controlled subsidiaries' auditing, accounting and financial reporting processes;
- the Company's compliance with legal and regulatory requirements;
- the independent auditor's qualifications and independence;
- The risk policies and processes of the Company to assess, monitor and manage major risks or exposures;
- the performance of the Company's and its controlled subsidiaries' internal audit function, internal auditors and its independent auditors;
- compliance with the Company's code of ethics for senior financial officers and compliance with its code of conduct for all directors and Company personnel; and
- the Company's financing plans, shareholder capital returns and overall capital deployment policies.

The Committee shall have the responsibility to make a recommendation to the Board to appoint, and, where appropriate, replace the independent auditor. The Committee shall also have all authority and resources necessary to fulfill the duties and responsibilities assigned to the Committee in this charter or otherwise assigned to it by the Board.

**Membership and Committee Structure**

The Committee shall be comprised of three or more directors, as determined annually by the Board on the recommendation of the Corporate Governance Committee. Each director shall meet the independence requirements established by the Board, the Nasdaq Stock Market, Inc., applicable federal and state securities laws and any other rules or regulations applicable to the Company from time to time.

As the Committee deems appropriate, it may retain independent counsel, accounting and other professionals to assist the Committee without seeking Board approval with respect to the selection, fees or terms of engagement of any such advisors. The Committee may invite, as it deems appropriate, 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.

*Financial Literacy*

Each member of the Committee shall be financially literate (at a minimum, able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement). At least one Committee member shall have past

employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the member's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities, and shall otherwise meet any Nasdaq Stock Market and federal and state law requirements or other applicable rules and regulations relating to financial expertise as may be applicable to the Company from time to time. In addition, at least one member of the Committee must be designated by the Board to be an "audit committee financial expert," as defined by the Securities and Exchange Commission ("SEC") pursuant to the Sarbanes-Oxley Act of 2002.

#### *Service on Other Public Company Audit Committees*

No member of the Committee shall serve on more than two audit committees of publicly traded companies, other than the Company, at the same time such member serves on this Committee, unless the Board determines that such simultaneous service would not impair the ability of such member to serve effectively on this Committee. If a Committee member serves on the audit committees of both a public company and a wholly owned subsidiary of such company, such service shall be counted as service on one audit committee, rather than two.

#### **Appointment and Removal of Members**

The members of the Committee shall be appointed by the Board annually. The Board may remove any member of the Committee 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**

##### *General*

- 1) Provide an open and candid avenue of communication between management, the independent auditor, internal audit personnel and the Board, including meeting with members of management, the independent auditor or internal audit personnel in separate executive sessions to discuss any matters that the Committee or these personnel believe should be discussed privately with the Committee.
- 2) Inquire of management, the independent auditor and internal audit personnel about significant risks or exposures that exist in, among other things, financial reporting, internal control systems, legal and compliance matters, and evaluate the steps that management has taken to assess, monitor and manage such risks.
- 3) Provide minutes of Committee meetings to and report, no less frequently than quarterly, to the Board concerning the Committee's various responsibilities and Committee recommendations.
- 4) Maintain an awareness of the financial condition of the Company and its progress in achieving its goals and objectives.

### *Documents/Reports*

- 1) Review and reassess the adequacy of this charter annually and, if appropriate, propose changes to the Board.
- 2) Review the Company's annual financial statements, including accompanying footnotes and the independent auditor's report thereon, its quarterly financial statements and any other reports or other financial information submitted to the public, including any certification, report, opinion or review rendered by the independent auditor.
- 3) Review and discuss with management and the independent auditors the Company's quarterly reports on Form 10-Q and annual reports on Form 10-K, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to their filing with the SEC. Review, at the Committee's discretion, any other filings with the SEC (e.g., Forms 8-K and registration statements) or earnings releases, in particular those containing "pro forma" or "adjusted" information not prepared in accordance with GAAP, to be issued by the Company before they are filed or made public. Review and discuss with appropriate management their periodic evaluation of the Company's disclosure practices and procedures and periodic certification process relating to periodic SEC filings.
- 4) At the discretion of the Committee, review any other reports filed with any entity or governmental body.
- 5) Prepare the report of the Audit Committee required by the rules of the SEC to be included in the Company's annual proxy statement.

### *Independent Auditor*

- 1) Recommend to the Board the selection and retention of the independent auditor; determine and approve compensation of the independent auditor; review and approve the independent auditor's engagement letter; oversee and evaluate the independent auditor and, where appropriate, recommend to the Board to replace the independent auditor, with the understanding that the independent auditor shall report directly to the Committee and shall be ultimately accountable to the Committee and to the Board, as representatives of the shareholders of the Company.
- 2) Annually obtain and review the letter and written disclosures from the independent auditor consistent with Independence Standards Board Standard No. 1, including a formal written statement by the independent auditor delineating all relationships between the auditor and the Company; actively engage in a dialogue with the auditor with respect to that firm's independence and any disclosed relationships or services that may impact the objectivity and independence of the auditor; and take, or recommend that the Board take, appropriate action to oversee the independence of the outside auditor.
- 3) Annually discuss with the independent auditor the matters required to be discussed by PCAOB Auditing Standard No. 16, Communications with Audit Committee, together with any other matters as may be required for public disclosure or otherwise under applicable laws, rules and regulations.
- 4) If so determined by the Committee, based on its review and discussion of the audited financial statements with management and the independent auditor, its

discussions with the independent auditor regarding the matters required to be discussed by PCAOB Auditing Standard No. 16 and its discussions regarding the auditor's independence, recommend to the Board that the audited financial statements be included in the Company's annual report on Form 10-K.

- 5) Pre-approve the retention of the independent auditor for all audit and such non-audit services as the independent auditor is permitted to provide the Company and approve the fees for such services, and ensure that the Committee's approval of any non-audit services from the independent auditor is publicly disclosed pursuant to applicable laws, rules and regulations. Pre-approval of audit and non-audit services from the independent auditor may not be delegated to management, but may be delegated to one or more members of the Committee so long as that member or members report their decisions to the Committee at the next scheduled meeting. In considering whether to pre-approve any non-audit services from the independent auditor, the Committee or its delegees shall consider whether the provision of such services is compatible with maintaining the independence of the auditor.
- 6) Annually review and approve, in consultation with the independent auditor and management, the scope of the annual audit plan of the independent auditor and staffing and monitor such plan's progress and results throughout the year.
- 7) Annually review the performance and qualifications of the independent auditor, including the lead audit partner, and approve any proposed discharge of the independent auditor. Ensure that the independent auditor's lead partner and reviewing partner are replaced every five years, or as otherwise required by applicable law. Consider, from time to time, whether a rotation of the independent auditing firm would be in the best interests of the Company and its shareholders.
- 8) Periodically consult with the independent auditor out of the presence of management about internal controls and the fullness and accuracy of the organization's financial statements.
- 9) Set clear policies for the Company's hiring of employees or former employees of the independent auditor who were engaged on the Company's account and ensure that such policies comply with any regulations applicable to the Company from time to time.
- 10) Review, as appropriate, the engagement of additional outside audit firms.

*Internal Auditor*

- 1) Review and discuss with management and the independent auditor the manner in which the internal audit function is performed by or for the Company, including the staffing of the internal audit function, the responsibilities of the persons performing the internal audit function, the scope and frequency of internal audits and budgeting.
- 2) Review the appointment and replacement of the senior internal auditing executive.
- 3) Provide an annual review of the qualifications, performance and compensation of the senior internal auditing executive.
- 4) Review the significant reports to management prepared by the persons performing the internal audit function and management responses.

- 5) Periodically consult with the senior internal auditing executive out of the presence of management about internal controls and the fullness and accuracy of the Company's financial statements.

*Financial Reporting Processes*

- 1) In consultation with the independent auditor, review the integrity, quality and appropriateness of the Company's financial reporting processes, both internal and external, accounting policies and disclosure practices.
- 2) Consider and approve, if appropriate, major changes to the Company's auditing and accounting principles and practices, as suggested by the independent accountants or management or by other advisors to the Committee.
- 3) Review significant management estimates and judgments made in management's preparation of the financial statements and the view of management and the independent auditor as to appropriateness of such judgments and related disclosures.
- 4) Inquire of management concerning material business risks so that it can assess those risks and the quality and adequacy of disclosures.
- 5) Following completion of the annual audit, review any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information, adjustments noted by the independent auditor but not taken by management, communications between the audit team and the auditor's national office, and any management or internal control letters issued or proposed to be issued.
- 6) Review any significant disagreements between management and the independent auditor regarding financial reporting. Formulate a position regarding such disagreements and facilitate resolution between management and the independent auditor.
- 7) Review with the internal auditor the internal auditor's assessment of the integrity, quality and appropriateness of the Company's financial reporting processes, both internal and external, accounting policies and disclosure practices. Review any reports issued by the internal auditor concerning the integrity, quality and appropriateness of the Company's financial reporting processes.
- 8) Periodically review the status and adequacy of the Critical Accounting policies

*Accounting Policies; Internal Processes; Risk Management*

- 1) Obtain and review timely reports from the independent auditor regarding (a) all critical accounting policies to be used, (b) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor, and (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- 2) Review with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the financial statements of the Company.
- 3) Review changes in promulgated accounting and auditing standards that may materially affect the Company's financial reporting practices.

- 4) Review with the independent auditor and management the results of any benchmarking or process improvement reports (including but not limited to management letters), whether or not containing recommendations, concerning process and organizational performance, efficiency or improvements.
- 5) Review with the independent auditor and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.
- 6) Consider and review with the independent auditor the adequacy of the Company's internal controls, including computerized information system controls and security. Review any report issued by the independent auditor regarding management's assessment of the Company's internal controls.
- 7) Review any reports by management regarding the effectiveness of, or any deficiencies in, the design or operation of internal controls and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
- 8) Evaluate and review the adequacy of the Company's risk management policies and procedures, including, among other things, cybersecurity, insurance and bonding, derivatives and foreign currency exchange risk mitigation and hedging.
- 9) Inquire of management, the independent auditor and internal audit personnel about significant financial risks or exposures and evaluate the steps that management has taken to assess, monitor and manage such risks.
- 10) Summarize for the Board management's recommendations on dividend policy, financing activities, capital investment, cash management and investments.
- 11) Review with the internal auditor the adequacy of the Company's internal controls, including computerized information system controls and security. Review any report issued by the internal auditor regarding the Company's internal controls.
- 12) Review and discuss with management and the independent auditor, as appropriate, any correspondence with or findings from regulators or governmental agencies or any employee complaints or reports raising material issues relating to the Company's financial statements, auditing, accounting processes, policies or internal controls.

#### *Legal Compliance*

- 1) Ensure that management has a legal review system in place to ensure the Company's financial statements, reports and other financial information disseminated to governmental organizations and the public satisfy legal requirements.
- 2) Review, with the Company's counsel, legal matters that could have a material impact on the organization's financial statements.
- 3) Review the Company's compliance with applicable laws and regulations and any material reports or inquiries from regulatory or government agencies.

#### *Ethics Compliance and Complaint Procedures*

- 1) Monitor compliance with a code of ethics for the chief executive officer and other senior financial officers pursuant to and to the extent required by regulations applicable to the Company from time to time.
- 2) Monitor compliance with a code of conduct for all employees, officers and directors pursuant to and to the extent required by regulations applicable to the

- Company from time to time including receiving periodic reports from the Company's counsel regarding ethics and compliance matters.
- 3) Establish and monitor procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters.
  - 4) Establish and monitor procedures for the confidential, anonymous submission by employees of (a) concerns regarding questionable accounting or auditing matters and (b) alleged violations of the code of conduct and other Company policies.

*Other*

- 1) Conduct or authorize investigations into any matters within the Committee's scope of responsibilities, retaining independent legal counsel and other professionals to assist in the conduct of any investigation as the Committee deems appropriate or necessary.
- 2) Perform any other activities consistent with this charter, the Company's bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
- 3) Perform or have performed an annual evaluation of the Committee's performance and make recommendations to the Board for improvement.

**Meetings**

The Committee shall establish a meeting calendar annually, which shall include at least four quarterly meetings for the year. The Committee may hold such other meetings as it deems necessary or appropriate in order for the Committee to fulfill its responsibilities. A secretary shall be designated to record meeting minutes.

As part of its responsibility to foster open communications, the Committee should meet periodically, or as otherwise required, with management, internal audit personnel and the independent auditor in separate executive sessions to discuss any matter that the Committee or any of the other personnel believe warrants Committee attention. The Committee shall periodically meet in executive session absent members of the Company's management or other persons who are not Committee members.

The Committee, when appropriate, may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Board, members of the Committee or corporate officers.

A majority of the members of the Committee shall be sufficient to constitute a quorum, and a majority of a quorum shall be sufficient to adopt any resolution or take any action, including the approval of reports and documents. Meetings may be called by the 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. The independent auditor shall receive notice of meetings to which the independent auditor is invited to attend in advance to allow the independent auditor the opportunity to attend.