

ITRON, INC.
AUDIT/FINANCE COMMITTEE CHARTER
Revised as of December 12, 2019

Purpose

The purpose of the Audit and Finance 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 overseeing the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements.

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. No member of the Committee can have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years.

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.

Financial Literacy

Each Committee member shall be financially literate such that they are 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 that leads to financial sophistication. At least one Committee member must be an “audit committee financial expert,” as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee

financial expert will also be presumed to have financial sophistication.

Service on Other Public Company Audit Committees

No Committee member may serve simultaneously on the audit committee of more than two other public companies without prior approval of the Board. 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 Committee members shall be appointed by the Board based on recommendation of the Nominating and Corporate Governance Committee. 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

Documents/Reports

- 1) In conjunction with the Nominating and Corporate Governance Committee, review and re-assess the adequacy of this charter annually and, if appropriate, propose changes to the Board.
- 2) Review and discuss with the Company's independent auditors and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("MD&A") to be included in the Company's annual report on Form 10-K before the Form 10-K is filed.
- 3) Recommend to the Board that the audited financial statements and the MD&A section be included in the Company's Form 10-K and whether the Form 10-K should be filed with the SEC; and to produce the audit committee report required to be included in the Company's proxy statement.
- 4) Review and discuss with the Company's independent auditors and management the Company's quarterly financial statements and the disclosure under MD&A to be included in the Company's quarterly report on Form 10-Q before the Form 10-Q is filed; and to review and discuss the Form 10-Q for filing with the SEC.
- 5) Review and discuss with management the Company's earnings press releases.
- 6) 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

Independent Auditor

- 1) Select and retain an independent registered public accounting firm to act as the Company's independent auditors for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting; set the compensation of the independent auditor; review and approve the independent auditor's engagement letter; oversee and evaluate the work done by the independent auditor and, where appropriate, terminate the Company's independent auditor.
- 2) Annually review and approve, in consultation with the independent auditor and management, the scope of the annual audit plan of the independent auditor and monitor such plan's progress and results throughout the year.
- 3) Approve all audit engagement fees and terms; and pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditors, and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors on an on-going basis. 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 delegates shall consider whether the provision of such services is compatible with maintaining the independence of the auditor.
- 4) Annually obtain and review a report by the independent auditor consistent with Independence Standards Board Standard No. 1, describing (1) the accounting firm's internal quality control procedures, (2) any issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues, and (3) all relationships between the firm and the Company or any of its subsidiaries; and to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors.
- 5) Annually review and discuss with the Company's independent auditor the requirements of PCAOB Auditing Standard No. 1301, including (a) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (b) the overall audit strategy, (c) the scope and timing of the annual audit, (d) any significant risks identified during the auditors' risk assessment procedures and (e) when completed, the results, including significant findings, of the annual audit, and (f) any other

matters as may be required to be discussed by applicable requirements of the PCAOB and the SEC.

- 6) Annually, evaluate the qualifications, performance and independence of the Company's independent auditors, including an evaluation of the lead audit partner.
- 7) Periodically consult with the independent auditor out of the presence of management about internal controls and the completeness and accuracy of the Company's financial statements.
- 8) As appropriate, select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.

Internal Auditor

- 1) Annually, review and discuss with management the internal audit plan.
- 2) Review the significant reports to management prepared by the persons performing the internal audit function and management responses.
- 3) Periodically consult with the senior internal auditing executive out of the presence of management about internal controls and the completeness and accuracy of the Company's financial statements.

Financial Reporting Processes, Accounting Policies; Internal Controls; Risk Management

- 1) Review and discuss with the independent auditor regarding (a) all critical accounting policies to be used in the audit, (b) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the 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.
- 2) Review and discuss with the Company's independent auditors and management (1) any audit problems or difficulties, including difficulties encountered by the Company's independent auditors during their audit work (such as restrictions on the scope of their activities or their access to information), (2) any significant disagreements with management and (3) management's response to these problems, difficulties or disagreements; and to resolve any disagreements between the Company's auditors and management.
- 3) Review with management and the Company's independent auditors: any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and the effect of regulatory

and accounting initiatives and off-balance sheet structures on the Company's financial statements.

- 4) Review with management, the internal auditor, and the independent auditor the adequacy and effectiveness of the Company's internal controls, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls, and any fraud involving management or other employees with a significant role in such internal controls.
- 5) Review and discuss with management the significant financial risks faced by the Company and the policies, guidelines and process by which management assesses and manages such financial risks, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- 6) Keep the Company's independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company.
- 7) Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis.

Legal Compliance

- 1) Review the Company's compliance with applicable laws and regulations and review and oversee the Company's policies, procedures and programs designed to promote and monitor legal, ethical and regulatory compliance.
- 2) Review, with the legal department and outside legal counsel, legal and regulatory matters, including legal cases against or regulatory investigations of the Company, that could have a significant impact on the Company's financial statements.

Ethics Compliance and Complaint Procedures

- 1) Monitor compliance with the Company's code of conduct, oversee the investigation of any alleged breach or violation of such code, and enforce the provisions of such code.
- 2) Establish and monitor procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

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 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 shall 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. 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.