

Forward Looking Statements

This presentation contains, and our officers and representatives may from time to time make, "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements are neither historical factors nor assurances of future performance. These statements are based on our expectations about, among others, revenues, operations, financial performance, earnings, liquidity, earnings per share, cash flows and restructuring activities including headcount reductions and other cost savings initiatives.

This document reflects Itron's/our current strategy, plans and expectations and is based on information currently available as of the date of our latest Form 10-K or Form 10-Q filed with the SEC. When we use words such as "expect," "intend," "anticipate," "believe," "plan," "goal," "seek," "project," "estimate," "future," "strategy," "objective," "may," "likely," "should," "will," "will continue," and similar expressions, including related to future periods, they are intended to identify forward-looking statements. Forward-looking statements rely on a number of assumptions and estimates. Although we believe the estimates and assumptions upon which these forward-looking statements are based are reasonable, any of these estimates or assumptions could prove to be inaccurate and the forward-looking statements based on these estimates and assumptions could be incorrect. Our operations involve risks and uncertainties, many of which are outside our control, and any one of which, or a combination of which, could materially affect our results of operations and whether the forward-looking statements ultimately prove to be correct. Actual results and trends in the future may differ materially from those suggested or implied by the forward-looking statements depending on a variety of factors.

Therefore, you should not rely on any of these forward-looking statements. Some of the factors that we believe could affect our results include our ability to execute on our restructuring plan, our ability to achieve estimated cost savings, the rate and timing of customer demand for our products, rescheduling of current customer orders, changes in estimated liabilities for product warranties, adverse impacts of litigation, changes in laws and regulations, our dependence on new product development and intellectual property, future acquisitions, changes in estimates for stock-based and bonus compensation, increasing volatility in foreign exchange rates, international business risks, uncertainties caused by adverse economic conditions, including, without limitation those resulting from extraordinary events or circumstances such as the COVID-19 pandemic and other factors that are more fully described in Item 1A: "Risk Factors" included in our Annual Report on Form 10-K for the year ended Dec. 31, 2019 and other reports on file with the Securities and Exchange Commission. We do not undertake any obligation to publicly update or revise any forward-looking statement, whether written or oral. These risks and uncertainties are detailed in the Company's filings with the Securities and Exchange Commission, including its most recently filed 10-K, copies of which may be accessed through the SEC's website at http://www.sec.gov.

The impact caused by the ongoing COVID-19 pandemic includes uncertainty as to the duration, spread, severity, and any recurrence of the COVID-19 pandemic, the duration and scope of related government orders and restrictions, impact on overall demand, impact on our customers' businesses and workforce levels, disruptions of our business and operations, including the impact on our employees, limitations on, or closures of, our facilities, or the business and operations of our customers or suppliers. Our estimates and statements regarding the impact of COVID-19 are made in good faith to provide insight to our current and future operating and financial environment and any of these may materially change due to factors outside our control. For more information on risks associated with the COVID-19 pandemic, please see Itron's updated risk in Part II, Item 1A, "Risk Factors" of our latest 10-Q filing with the SEC.

Itron At-A-Glance

Itron enables utilities and cities to safely, securely and reliably deliver critical infrastructure services that measure, manage, and provide data analytics that enable them to responsibly and efficiently manage resources in the communities they serve. With over 40 years of experience and over...



CUSTOMERS IN 100 COUNTRIES



STREETLIGHTS UNDER MANAGEMENT



>200M

COMMUNICATING **ENDPOINTS**



~7,300

PEOPLE ACROSS THE GLOBE



>65M

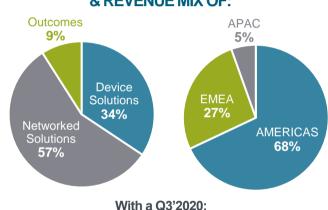
ENDPOINTS UNDER MANAGEMENT



PARTNERS IN A BROAD

ECOSYSTEM OF SOLUTIONS

\$2.5B 2019 REVENUE & REVENUE MIX OF:



>\$2.8B **BACKLOG**

>\$1.1B

12-MONTH BACKLOG

Note: Revenue reported year ending December 31, 2019 and Backlog and People as of September 30, 2020, all other data points rounded or estimated based on internal Itron source material at the time of publication

Our Vision and Purpose

ITRON IS DEDICATED TO CREATING A MORE RESOURCEFUL WORLD

- » We believe that the way we manage energy and water will define this century.
- » Our long-term view is that by delivering products and services that support sustainability, diversity and accountability of our key stakeholders we can create a more resourceful world.
- » To achieve this, Itron leverages a holistic approach that integrates our strategic, operational and risk management efforts with our ESG initiatives.



Itron's Four ESG Pillars

Our approach to a more resourceful world



Energy Mix – Manufacturing Sites



49.7%





Renewable 31.7%

Non-Renewable 18.6%

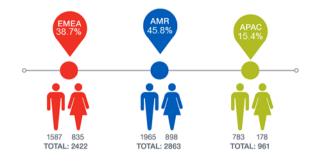
Certified Locations:

ISO 9001 (20); ISO 14001 (15); ISO 27001 (13); OHSAS 18001 (6)



PLEDGE

Full Time Employee Demographics - By Region





ADVOCACY

Itron Board of Directors Key Statistics



Average: 61 vears



Director Tenure Average 7 years



8 out of 9 Directors or Nominees are Independent









SOLUTION IMPACT AND COMMUNITY **ENGAGEMENT**

Transforming Our Industry: Integrating Renewables

» One customer found it 87% less expensive and 29 weeks faster to connect distributed generation to the grid with Itron solutions.

Investing in our Communities & Education

» Itron-sponsored programs reached over 1.5 million students and 27.3 million consumers in 2019.

For more please visit: www.itron.com/ESG



State of the Business

Q3'20 and FY'2020 performance impacted by COVID-19

- » Revenue and Gross Margin impacted by COVID-19 with reduced demand and factory under utilization
- » Strong FCF with sufficient liquidity to fund operations with Cash and Equivalents of \$586 million
- » Total backlog of \$2.8B and 12-month backlog of \$1.1B as of Sept 30th

Outlook improving with the speed of recovery mixed by geography

- » Our focus is the health and safety of our employees while supporting our customers recovery
- » Our factories are operational; Supply Chain has stabilized; Teams beginning to return to customer sites
- » Customers working toward recovery is mixed by region; Slowly improving toward future growth

Delivering on our long-term strategy

- » Announced 2020 restructuring plan to drive additional \$25M in cost savings
- » Leadership in smart energy and smart city solutions with a Multi-tenancy, Distributed Intelligence Platform
- » Continued investment in technology for automation; resilience & reliability; and higher margin outcomes



Covid-19 Operational Update

Leading indicators to signal that Itron's operating environment is improving

Progress

- » Itron global factories fully operational
- » Global supply chain and logistics network stabilized



- » Ongoing customer projects and deployments
- » Local "shelter-in-place" restrictions / business reopening



- » Customer capital is prioritized to new projects
- » Regulatory cycle in current environment



INDUSTRY AND ITRON OVERVIEW



Dynamic Forces Impacting Our Industry

Mega-trends highlight the critical role Itron technology plays in utility eco-system

INFRASTRUCTURE



- » Managing Demand Needs
- » Aging Infrastructure
- » Grid Security
- » Clean Energy & Storage
- » Electric Vehicles

ENVIRONMENTAL



- » Remote Pandemic Management
- » Extreme Weather
- » Resource Sustainability
- » Safety and Prevention
- » Monitoring and Management

SOCIAL

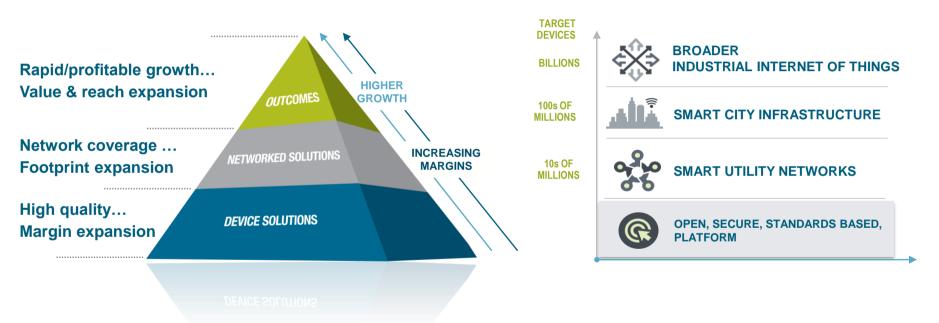


- » Supporting Critical Need Customers
- » Enhanced Customer Experience
- » Global Urbanization
- » Internet of Things
- » Generating "Big Data"

Itron enables customers to leverage the power of a smart platform

Our Model Supports Critical Infrastructure

Solutions via open standards-based technology that transcend multiple verticals



Unified go-to-market organization, focused on accelerating growth and delivering customer success

Our Strategic Priorities

- **EXPANDING OUR FOOTPRINT** *Increasing coverage*
 - 2 **EXPANDING OUR VALUE** Empowering our customers
 - **EXPANDING OUR REACH 3** Enabling as many sensors & devices on our platform as possible

CREATING THE OPPORTUNITY TO ENHANCE VALUE WITH.....





Our Technology is Industry Leading



PROVEN

Proven solutions drive shorter development, integration and deployment times



CUSTOMER ENGAGEMENT Technology is not enough—deep engagement with customers is critical to ensure benefits are realized



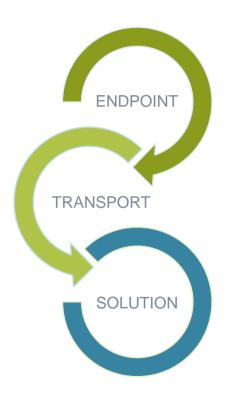
Deploying a unified platform decreases systems integration complexities and accelerates benefit capture



Standards based technologies decreases deployment complexity and ensures timely benefit delivery

Our Smart Platform Proposition

An intelligent Industrial IoT platform that is solution, device and transport agnostic



BEYOND SMART. ACTIVE.

- » Strong foundation with backwards compatibility
- » Multi-endpoint networking + distributed intelligence
- » One network with multi-solution capabilities
- » Highly-integrated, transport-agnostic platform
- » High-resolution data management; enabling near real-time decision making; integrating an ecosystem of over 250 partners

PROVEN AT SCALE



OPFN ECOSYSTEM



RESILIENT AND SECURE



FUTURE PROOF TECHNOLOGY



A TRUSTED PARTNER



Intangible* Benefits of Being Smart

Many operational benefits of the smart grid can be easily quantified—but some are more intangible



SOCIETAL

- » Improved customer satisfaction and engagement
- » Reduced environmental impact
- » Increased economic output
- » Increased fairness and transparency
- » Improved service quality



OPERATIONAL

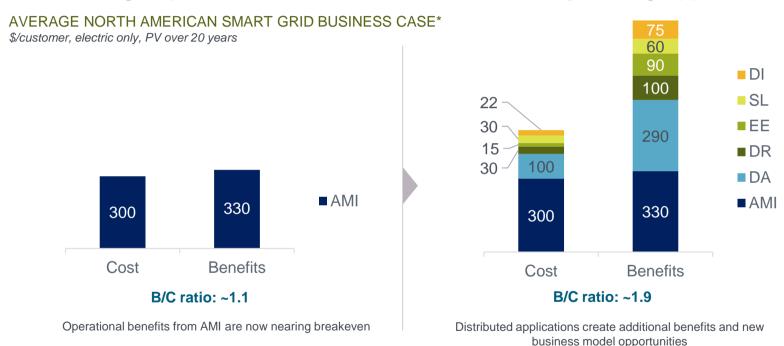
- » Increased safety for workers and customers
- » Enhanced visibility into the operations
- » Improved integration of new energy generation & storage sources
- » More effective pricing / rate design
- » Reduced time to execution with more insights to planning and management

Note: Intangible benefits are typically not quantified as part of the smart grid or smart city business case.



Itron Expands Business Case Value

Our smart grid platform enables increased benefits by adding applications



Note: Based on publicly available U.S. smart grid business/rate cases and includes Itron internal estimates.



Over +250 Partners and Counting

A key differentiator for Itron solutions















FINANCIAL PERSPECTIVES



Itron Investment Thesis

POSITIONED TO NAVIGATE NEAR-TERM



Support a Resilient Industry with Critical Utility and **Smart City Infrastructure**



Only U.S.-based **Industrial IoT "pureplay"** in our industry



Sufficient Liquidity and no Debt payments due in 2020

BUILT FOR THE LONG-TERM



Improving Operating Leverage and Earnings Power



Positioned for Free Cash Flow Growth



ESG Principles Embedded in DNA

Focused on Growth and Margin Expansion



GROWTH IN OUR HIGHER MARGIN SOLUTIONS



OPERATIONAL LEVERAGE WITH MOVE TO AN **ASSET LIGHT MODEL**



CASH FLOW OPTIMIZATION

Financial Operating Perspective

Multiple levers driving long-term financial benefits and increased earnings power

Opportunity Higher value solutions driving growth Continue rotation to higher margin segments **REVENUE** New product introductions in SaaS solutions Product rationalization and value engineering **SUPPLY** Manage component & commodity cycles **CHAIN** Continue shifting towards more strategic outsourcing Rationalization of manufacturing and service delivery **OPERATIONAL** Optimizing our product portfolio **LEVERAGE** • Growth of recurring revenue in the Outcomes business Unified global sales organization OPEX Disciplined discretionary spending **EFFICIENCIES** Restructuring benefits & integration synergies

OPERATING MARGIN

Initiatives will continue to drive significant margin improvement

Capital Allocation Strategy

Current Focus is Cash Preservation



DE-LEVER

- ✓ Began repayment of revolver with \$100M Oct 2020
- ✓ Anticipate sufficient cash flow for de-levering
- ✓ Path to achieve net leverage of < 2.0x

ORGANIC INVESTMENT

- ✓ Continuing shift to assetlight business model
- √ R&D fully expensed and reflected in existing margin profile

CAPITAL ALLOCATION

- ✓ No change in our capital allocation strategy anticipated in current estimates
- ✓ Potential small, opportunistic bolt-on M&A possible though nothing currently planned

Itron Operating Model

Rotation to higher margin contribution and increased free cash flow

	Target Operating Model
Revenue	3 to 5% CAGR
Gross Margin	33 to 35%
OPEX	22 to 23% of Revenue
Adjusted EBITDA	13 to 15% of Revenue
Free Cash Flow	6 to 8% of Revenue
Net Debt to Adj. EBITDA Ratio	< 2.0x

Q3'2020 ITRON SUMMARY OF RESULTS



Consolidated GAAP Results – Q3'20

\$ in millions (except per share amounts)	Q3 2020	Q3 2019	Change
Revenue Change in constant currency	\$540.2	\$624.5	-13% -14%
Gross margin	26.5%	31.5%	-500 bps
Operating income (loss)	(\$24.0)	\$39.4	NM
Net income (loss) attributable to Itron, Inc.	(\$25.4)	\$16.8	NM
Earnings (loss) per share - diluted	(\$0.63)	\$0.42	NM

- » Revenue down primarily due to lower customer demand and operating constraints resulting from COVID-19
- » Gross margin of 26.5% decreased 500 bps due to COVID-19 induced inefficiencies, inventory reserves and product mix
- » GAAP operating income and net income decreased due to lower gross profit and additional restructuring expense

Reconciliation of GAAP to Non-GAAP results in Appendix and also available on our website.

Consolidated Non-GAAP & Cash Results - Q3'20

\$ in millions (except per share amounts)	Q3 2020	Q3 2019	Change
Non-GAAP operating income	\$29.7	\$66.0	-55%
Non-GAAP operating margin	5.5%	10.6%	-510 bps
Non-GAAP net income attributable to Itron, Inc.	\$24.6	\$41.4	-40%
Adjusted EBITDA	\$39.7	\$74.5	-47%
Adjusted EBITDA margin	7.3%	11.9%	-460 bps
Non-GAAP earnings per share - diluted	\$0.61	\$1.04	-41%
Net cash provided by operating activities	\$44.8	\$50.0	-10%
Free cash flow	\$37.5	\$32.0	17%

- » Non-GAAP op inc and adj EBITDA decreased primarily due to COVID-19
- » Non-GAAP net income decreased primarily due to lower non-GAAP operating income
- » Free cash flow increased due to improved working capital and lower capital expenditures

Revenue Year-Over-Year Bridge – Q3'20

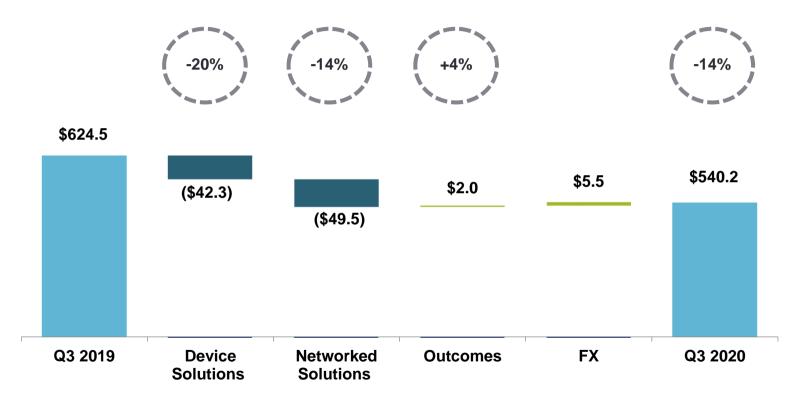
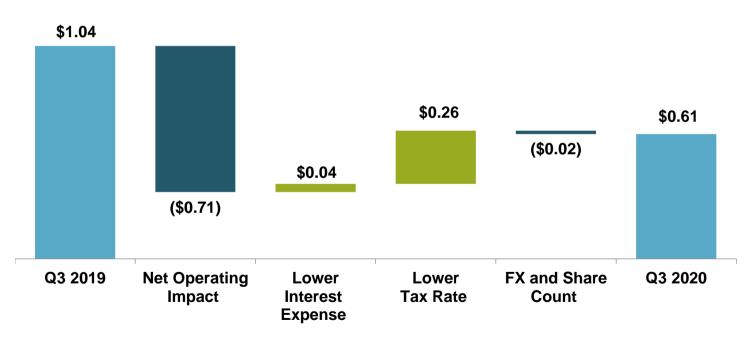


Chart in Millions, Quarterly totals reflect actual currencies; all variances other than FX exclude currency impact. Chart includes rounding.



Non-GAAP EPS Year-Over-Year Bridge – Q3'20

US\$ per share



Quarterly totals reflect actual currencies; all variances other than FX exclude currency impact. Chart includes rounding.



Debt and Liquidity Overview



- Revolving Credit Facility
- Senior Notes
- Term Loan

Leverage Snapshot	Q3'20
Net Leverage – Street	4.3x
Net Leverage – Bank ²	3.4x

Debt

- » Net leverage-Street 4.3x at end of Q3'20
- » No debt payments due in 2020
- » Term Loan due 2024 and Senior Note 2026
- » Blended interest rate of 2.7%

Free Cash Flow and Liquidity

- » Free cash flow of \$38M
- » \$400M draw on revolving credit facility to ensure sufficient liquidity in an uncertain environment
- » Cash and equivalents was \$586M

Bank Covenant for Q3'20 is 4.25x Net Leverage using the "Bank" calculation



Total debt as of end of Q3'20. Excludes unamortized prepaid debt fees.

Non-GAAP Financial Measures

To supplement our consolidated financial statements presented in accordance with GAAP, we use certain non-GAAP financial measures, including non-GAAP operating expense, non-GAAP operating income, non-GAAP net income, non-GAAP diluted EPS, adjusted EBITDA, adjusted EBITDA margin, constant currency and free cash flow. We provide these non-GAAP financial measures because we believe they provide greater transparency and represent supplemental information used by management in its financial and operational decision making. We exclude certain costs in our non-GAAP financial measures as we believe the net result is a measure of our core business. The company believes these measures facilitate operating performance comparisons from period to period by eliminating potential differences caused by the existence and timing of certain expense items that would not otherwise be apparent on a GAAP basis. Non-GAAP performance measures should be considered in addition to, and not as a substitute for, results prepared in accordance with GAAP. Our non-GAAP financial measures may be different from those reported by other companies. We strongly encourage investors and shareholders to review our financial statements and publicly-filed reports in their entirety and not to rely on any single financial measure. A more detailed discussion of why we use non-GAAP financial measures, the limitations of using such measures, and reconciliations between non-GAAP and the nearest GAAP financial measures are included in the quarterly earnings press release.

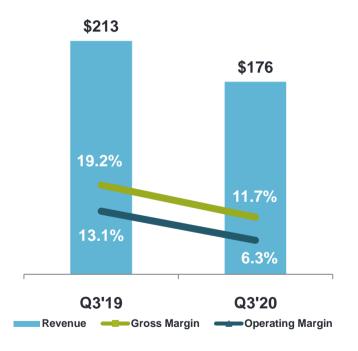
APPENDIX



Device Solutions Segment – Q3'20

REVENUE. GROSS MARGIN AND OPERATING MARGIN

\$ in Millions, actual currency



» Revenue down 17% and 20% in constant currency

- Decrease primarily due to COVID-19
- Latin America impact

» Gross margin down 750 bps

- Due to COVID-19 induced operational inefficiencies
- Unfavorable product mix

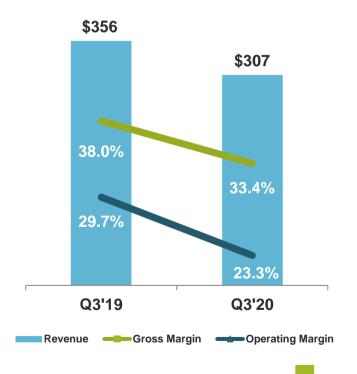
» Operating margin down 680 bps

- Fall through of lower gross profit
- Partially offset by lower product development

Networked Solutions Segment – Q3'20

REVENUE, GROSS MARGIN AND OPERATING MARGIN

\$ in Millions, actual currency



» Revenue down 14% as reported and in constant currency

Decrease primarily due to COVID-19

» Gross margin down 460 bps

- Unfavorable product mix
- Decrease due to COVID-19 related inefficiencies

» Operating margin down 640 bps

- Fall through of lower gross profit
- Increased investment in product development



Outcomes Segment – Q3'20

REVENUE, GROSS MARGIN AND OPERATING MARGIN

\$ in Millions, actual currency



» Revenue up 5% and 4% in constant currency

Higher professional services and maintenance

» Gross margin down 90 bps

Decrease due to product mix

» Operating margin up 130 bps

Lower operating expenses

GAAP to Non-GAAP Reconciliations

(Unaudited, in thousands, except per share data)

TOTAL COMPANY RECONCILIATIONS	COMPANY RECONCILIATIONS Three Months Ended September 30		September 30,	Nine Months Ended September 30,				
		2020		2019		2020		2019
NON-GAAP OPERATING EXPENSES								
GAAP operating expenses	\$	167,231	\$	156,965	\$	496,331	\$	471,061
Amortization of intangible assets		(11,183)		(16,095)		(33,488)		(48,185)
Restructuring		(44,462)		(6,592)		(41,531)		(7,685)
Loss on sale of business		(380)		_		(57,295)		_
Corporate transition cost		_		(57)		33		(1,613)
Acquisition and integration related expense		2,348		(3,834)		738		(24,593)
Non-GAAP operating expenses	\$	113,554	\$	130,387	\$	364,788	\$	388,985
NON-GAAP OPERATING INCOME								
GAAP operating income (loss)	\$	(23,980)	\$	39,439	\$	(42,997)	\$	103,820
Amortization of intangible assets		11,183		16,095		33,488		48,185
Restructuring		44,462		6,592		41,531		7,685
Loss on sale of business		380		_		57,295		_
Corporate transition cost		_		57		(33)		1,613
Acquisition and integration related expense		(2.348)		3.834		(738)		24.593
Non-GAAP operating income	\$	29,697	\$	66,017	\$	88,546	\$	185,896
NON-GAAP NET INCOME & DILUTED EPS								
GAAP net income (loss) attributable to Itron, Inc.	\$	(25,357)	\$	16,847	\$	(79,475)	\$	34,386
Amortization of intangible assets		11,183		16,095		33,488		48,185
Amortization of debt placement fees		972		1,240		2,898		3,555
Restructuring		44,462		6,592		41,531		7,685
Loss on sale of business		380		_		57,295		_
Corporate transition cost		_		57		(33)		1,613
Acquisition and integration related expense		(2,348)		3,834		(738)		24,593
Income tax effect of non-GAAP adjustments		(4,658)		(3,269)		(6,037)		(16,131)
Non-GAAP net income attributable to Itron, Inc.	\$	24,634	\$	41,396	\$	48,929	\$	103,886
Non-GAAP diluted EPS	\$	0.61	\$	1.04	\$	1.21	\$	2.60
Non-GAAP weighted average common shares outstanding - Diluted		40.559		39.903		40.507		39.884
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GAAP to Non-GAAP Reconciliations

(Unaudited, in thousands, except per share data)

TOTAL COMPANY RECONCILIATIONS	Three Months Ended September 30,				Nine Months Ended September 30,				
		2020		2019		2020		2019	
ADJUSTED EBITDA									
GAAP net income (loss) attributable to Itron, Inc.	\$	(25,357)	\$	16,847	\$	(79,475)	\$	34,386	
Interest income		(354)		(517)		(2,165)		(1,379)	
Interest expense		10,810		12,868		33,771		39,899	
Income tax provision		(11,985)		6,152		366		20,692	
Depreciation and amortization		24,076		28,623		72,306		85,691	
Restructuring		44,462		6,592		41,531		7,685	
Loss on sale of business		380		_		57,295		_	
Corporate transition cost		_		57		(33)		1,613	
Acquisition and integration related expense		(2,348)		3,834		(738)		24,593	
Adjusted EBITDA	\$	39,684	\$	74,456	\$	122,858	\$	213,180	
FREE CASH FLOW									
Net cash provided by operating activities	\$	44,785	\$	50,037	\$	70,571	\$	128,100	
Acquisitions of property, plant, and equipment		(7.248)		(18.059)		(36.297)		(44.570)	
Free Cash Flow	\$	37,537	\$	31,978	\$	34,274	\$	83,530	



Itron Acronym Glossary

AMI = Advanced Metering Infrastructure

AMM = Advanced Metering Manager, SSNI Product Name

AMR = Automated Meter Reading

ASP = Average Selling Price

AP = Access Point

BOM = Bill of Material(s)

BYOD = Bring Your Own Device

BYOT = Bring Your Own Thermostat

C & I = Commercial and Industrial

CAGR = Compounded Annual Growth Rate

CCE = Commercial and Customer Enablement

CDMA = Code Division Multiple Access

CGR = Connected Grid Router

CM = Contract Manufacturer / Manufacturing

DA = Distribution Automation

DEM = Distributed Energy Management

DER = Distributed Energy Resources

DERMs = Distributed Energy Resource Management

DI = Distributed Intelligence

DNO = Device Solutions, Networked Solutions, Outcomes

EDI = Electronic Data Interchange

ERP = Enterprise Resource Planning

ERT = Encoder Receiver Transmitter

FAN = Field Area Network

GENX = Generation 2, 3, 4, and 5 of the Silver Spring Networks platform

GDPR = General Data Protection Regulation

laaS = Infrastructure as a Service

IEC = International Electrotechnical Commission

IMP = Itron Mobile Platform

INS = Itron Networks Segment

IOU = Investor Owned Utility

IoT = Internet of Things

LoRa = "LOng RAnge" (Marketing Alliance)

LPWAN = Low Power Wide Area Network

LTE = Long Term Evolution

M2C = Meter to Cash

M2M = Machine to Machine

MDM = Meter Data Management

MV = Multi Vender

NaaS = Network as a Service

NB-IoT = Narrow Band Internet of Things

NEMA = National Electrical Manufacturers Association

NIC = Network Interface Card

NMS = Network Management System

OaaS = Outcome as a Service

OCOGS = Operating Cost of Goods Sold

OFDM = Orthogonal Frequency Division Multiplexing

O&M = Operation and Maintenance

OWR = OpenWay Riva

PaaS = Platform as a Service

PBU = Product Business Unit

PCBA = Printed Circuit Board Assembly

PLC = Power Line Carrier

RF = Radio Frequency

RPMA = Random Phase Multiple Access

S & OP = Sales and Operations Planning

S & OE = Sales and Operations Execution

SaaS = Software as a Service

SLV = Streetlight Vision

SS = Spread Spectrum

TAM = Total Available Market

TDMA = Time Division Multiple Access

TCO = Total Cost of Ownership

TMC = Total Manufacturing Cost

UIQ = Utility IQ, Product Name

Wi-Fi = Wireless Fidelity

WW = World Wide

VAVE = Value Analysis and Value Engineering

VVO = Voltage Var Optimization



THANK YOU

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