



Investor Presentation

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 our current strategy, plans and expectations and is based on information currently available as of the date of this presentation. 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 plans, 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 and other factors that are more fully described in Part I, Item 1A: Risk Factors included in our 2023 Annual Report and other reports on file with the SEC. We undertake no obligation to update or revise any forward-looking statement, whether written or oral.

Itron and Industry Overview

Itron At-A-Glance

Itron is a market leading Industrial IoT company that is innovating new ways for utilities and cities to manage energy and water.



>8,000
CUSTOMERS IN
100 COUNTRIES



>270M
COMMUNICATING
ENDPOINTS
DELIVERED



>100M
ENDPOINTS UNDER
MANAGEMENT



~11.2M
DISTRIBUTED
INTELLIGENCE ENABLED
ENDPOINTS

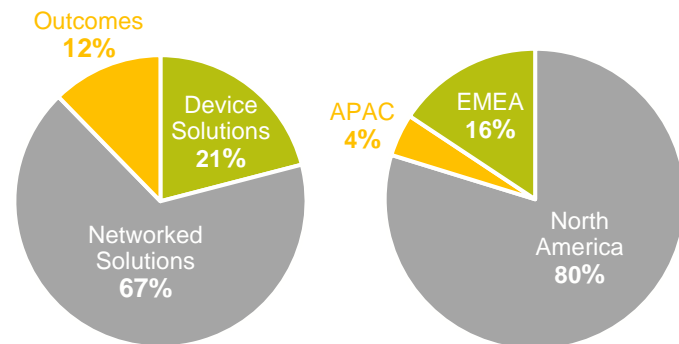


~5,000
PEOPLE
ACROSS THE GLOBE



+250
PARTNERS IN A BROAD
ECOSYSTEM OF SOLUTIONS

2023 Revenue Mix:



\$4.1B
Backlog
As of 6/30/2024

Note: Revenue reported year ending December 31, 2023. All other data points rounded or estimated based on internal Itron source material at the time of publication.

Dynamic Forces Impacting Our Industry

INFRASTRUCTURE



- » Aging Infrastructure
- » Solar and Wind Generation
- » Battery/Energy Storage
- » Electric Vehicles

ENVIRONMENTAL



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

SOCIAL



- » Global Urbanization
- » Engaged Consumers
- » Internet of Things
- » Generating “Big Data”

Balanced with Governmental Support, Rapidly Changing Regulatory Environment

Strategic Priorities

1 EXPANDING OUR FOOTPRINT

Increasing applications / coverage

2 EXPANDING OUR VALUE

Empowering our customers

3 EXPANDING OUR REACH

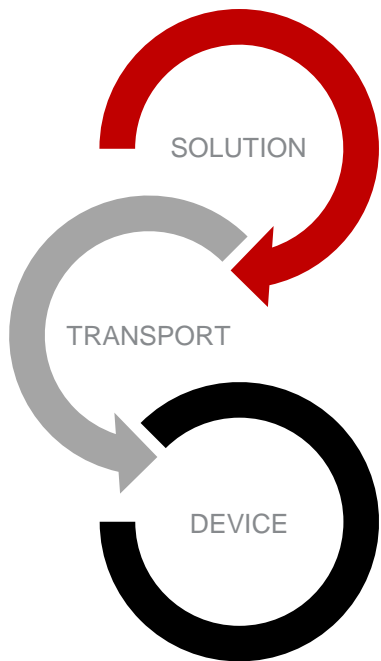
*Enabling new solutions with as many sensors
and endpoints on our platform as possible*

CREATING THE OPPORTUNITY TO ENHANCE VALUE WITH...

- » **Growing** value proposition
- » **Improving** operating leverage
- » **Increasing** free cash flow

Itron's Smart Platform Value Proposition

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



INTELLIGENT CONNECTIVITY



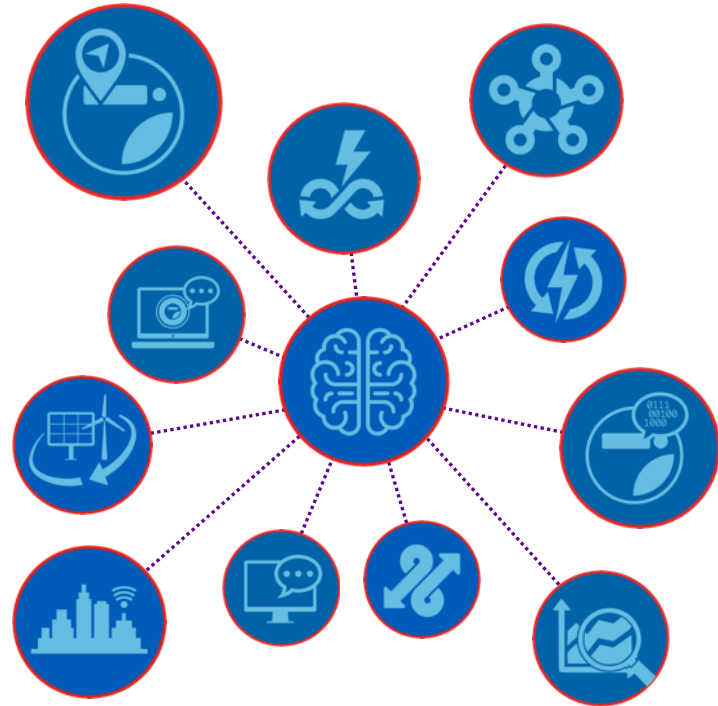
Intelligent Connectivity Enables Advanced Solutions

INDUSTRY-LEADING PORTFOLIO

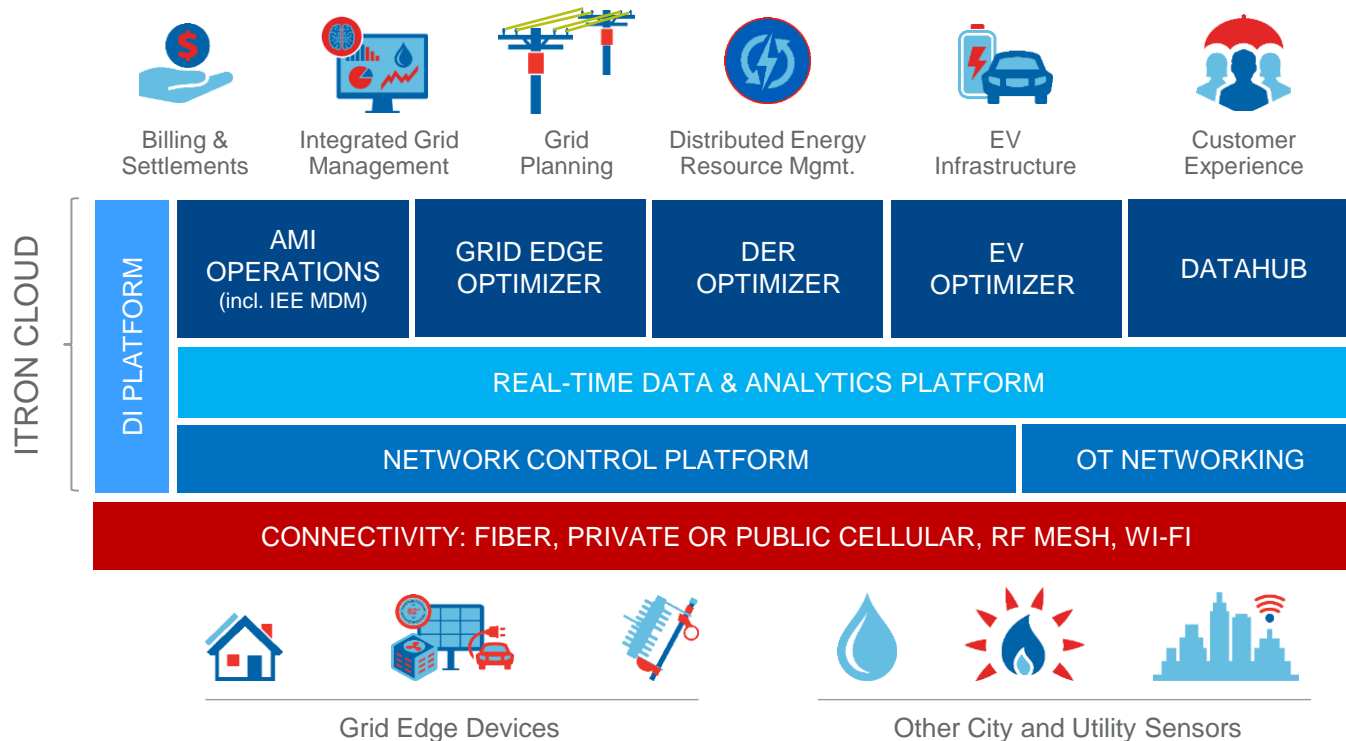
- » Intelligent networks
- » Software + analytics
- » Services
- » Meters
- » Sensors + other devices

HIGH-LEVEL SOLUTIONS

- » Advanced metering infrastructure
- » Automated meter reading
- » Analytics
- » Distributed energy management + consumer engagement
- » Distribution automation
- » Meter data management
- » Smart city applications
- » Industrial IoT solutions



Itron Grid Edge Intelligence Portfolio



CUSTOMER BENEFITS

- » Reduced Operating Costs
- » Consumer Access & Engagement
- » Resiliency & Reliability
- » Renewables Integration
- » Carbon Reduction

Business Perspectives

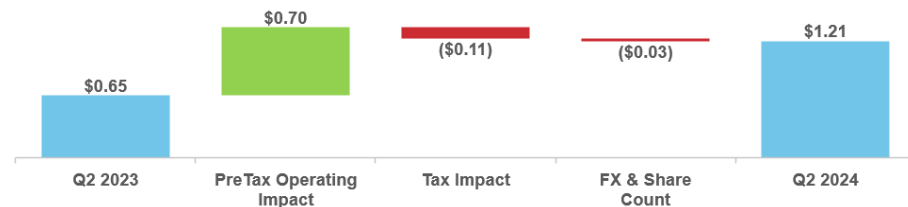
Second Quarter 2024 Financial Summary

- » Revenue of \$609 million
- » Adjusted EBITDA of \$77 million
- » Non-GAAP diluted EPS of \$1.21
- » Free cash flow of \$45 million

Revenue Year-Over-Year Bridge¹



Non-GAAP EPS Year-Over-Year Bridge²



1. Chart in millions and includes rounding. Segment changes in constant currency.

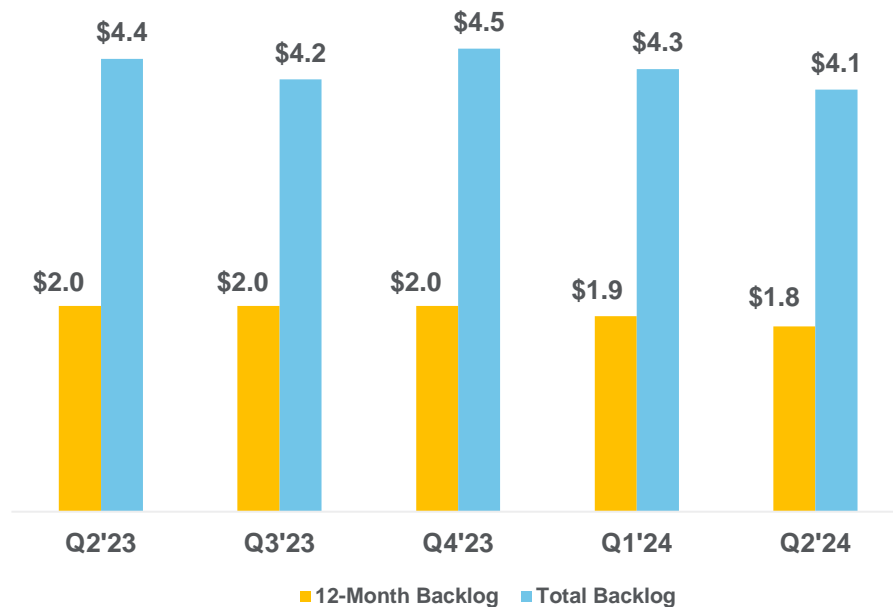
2. Totals reflect actual currencies; all variances other than FX exclude currency impact. Chart includes rounding.

Second Quarter 2024 Performance Highlights

- » Seventh consecutive quarter of growth
- » Continued profitability improvement
- » Strong team performance
- » Record quarterly revenue for Networked Solutions and Outcomes
- » Market demand remains stable

Bookings and Backlog

- » Q2 2024 bookings of \$447M
- » Book to bill of 0.7
- » Ending backlog of \$4.1B



- Chart in US\$ billions, the revenue from Q2'24 12-month backlog may vary based on actual currency rates at time of shipment, supply constraints, and adjusted project schedules timing.

Business Segment Performance: Q2 2024

Revenue, Gross Margin, and Operating Margin

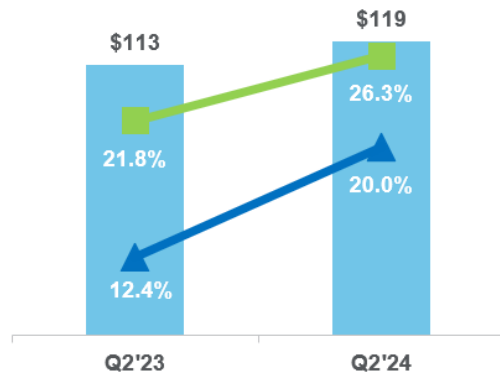
\$ in millions, actual currency

Revenue

Gross Margin

Operating Margin

Device Solutions



Revenue increased 5% (6% in constant currency)

- » Growth in smart water sales

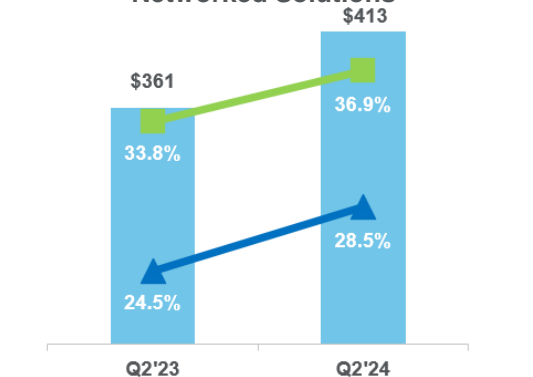
Gross margin increased 450 bps

- » Favorable product mix
- » Cost efficiencies

Operating margin increased 760 bps

- » Fall through of higher gross profit
- » Higher operating leverage

Networked Solutions



Revenue increased 14% (14% in constant currency)

- » Increased ongoing and new project deployments
- » Conversion of previously constrained revenue
- » Record segment quarterly revenue

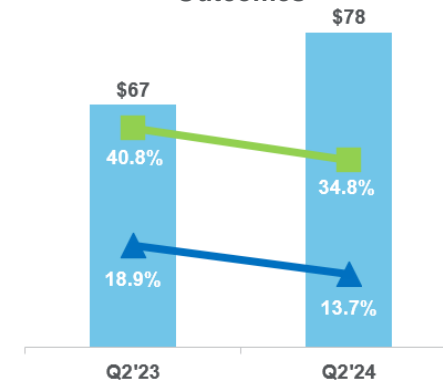
Gross margin increased 310 bps

- » Favorable product mix
- » Volume efficiencies

Operating margin increased 400 bps

- » Fall through of higher gross profit
- » Higher operating leverage

Outcomes



Revenue increased 16% (16% in constant currency)

- » Increase in recurring revenue and services
- » Record segment quarterly revenue

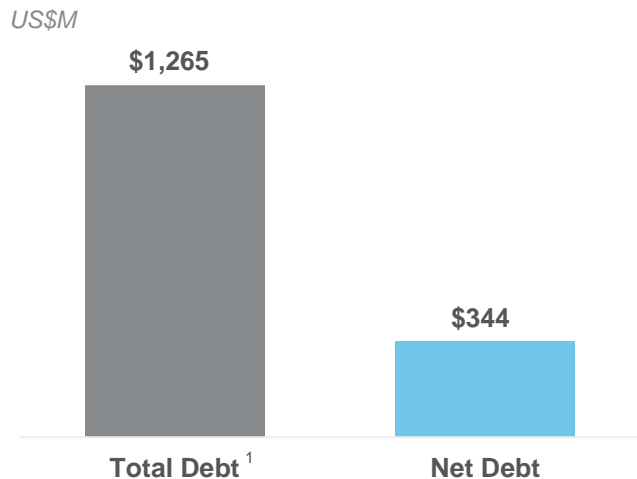
Gross margin decreased 600 bps

- » Lower margin revenue mix
- » Increased services costs

Operating margin decreased 520 bps

- » Fall through of lower gross margin

Debt and Liquidity Overview: June 30, 2024



Debt

- » Net leverage 1.2x at end of Q2 2024
- » \$460M 0% interest convertible notes, 2026 maturity
- » \$805M 1.375% interest convertible notes, 2030 maturity

Free Cash Flow and Liquidity

- » Free cash flow of \$45M in Q2
- » Cash and equivalents of \$921M
- » \$500M revolver; 2026 maturity

1. Excludes amortization of debt fees.

Capital Allocation Priorities



ORGANIC INVESTMENT

- » Complete shift to asset-light operating model
- » Technology innovation fueled by investment in R&D
- » R&D fully expensed and reflected in targets

STRATEGIC OPPORTUNITIES

- » Well-positioned for strategic M&A
- » Focus on expanding Outcomes
- » Targeting complimentary value-add solutions that will scale with our existing offerings

CREATING VALUE

- » Focus on long-term shareholder value creation
- » Maintain flexibility in capital structure to capture value

Q3 2024 Outlook

Revenue of \$590 - \$600 million

» *At the midpoint, up \$34M or 6% vs. Q3 2023*

Non-GAAP diluted EPS of \$1.10 - \$1.20

» *At the midpoint, up \$0.17 or 17% vs. Q3 2023*





2024 Full-Year Guidance Update

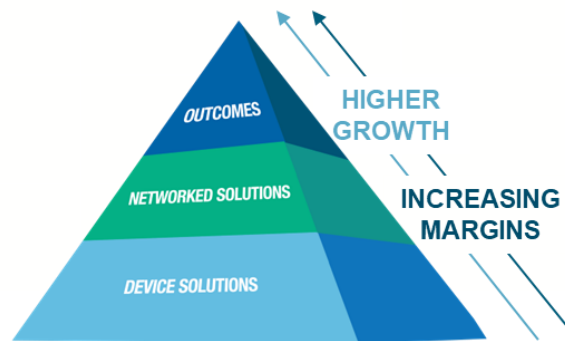
	February 2024 Guidance	Revised Guidance
Revenue	\$2.275 - \$2.375B	\$2.385 - \$2.415B
Non-GAAP EPS	\$3.40 - \$3.80	\$4.45 - \$4.65

- » *Revenue, at the midpoint, up 3% vs. prior guidance and up 10% vs. 2023*
- » *NG EPS, at the midpoint, up 26% vs. prior guidance and up 35% vs. 2023*

Itron Target Operating Model for 2027

Rotation to higher margin contribution and increased free cash flow

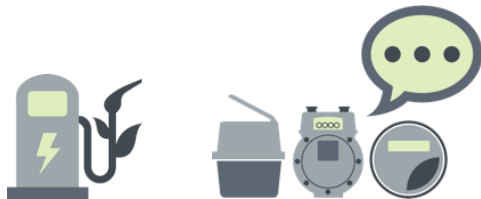
Target Operating Model	 Total Company			
Revenue	\$2,600 to \$2,800M	\$450 to \$500M	\$1,725 to \$1,825M	\$425 to \$475M
Gross Margin	36 to 38%	24 to 26%	38 to 40%	43 to 45%
Non-GAAP OPEX	22 to 23% of Revenue			
Adjusted EBITDA	15 to 17% of Revenue			
Free Cash Flow	10 to 12% of Revenue			



Source: Based on Itron management estimates. Assumptions do not include M&A or additional restructuring savings beyond previously announced programs.

Itron Investment Thesis

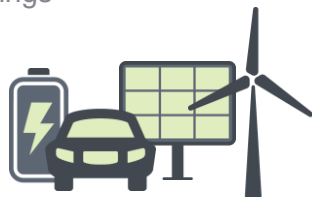
LARGE SCALE SOCIETAL TRENDS



Electrification of Everything and Internet of Things



Resource Scarcity and Climate Related Stress



Adoption of Distributed Energy Resources

WHY ITRON?



Grid Edge Intelligence Portfolio



Increasing Profitability and Financial Strength



> 11 Million Distributed Intelligence Endpoints Deployed

Appendix

Consolidated GAAP Results: Q2 2024

\$ in millions (except per share amounts)	Q2 2024	Q2 2023	Change
Revenue	\$609.1	\$541.1	13%
<i>Change in constant currency</i>			<i>13%</i>
Gross margin	34.6%	32.1%	250 bps
Operating income	\$64.6	\$35.1	84%
Net income attributable to Itron, Inc.	\$51.3	\$24.2	112%
Earnings per share – diluted	\$1.10	\$0.53	108%

- » Revenue increased due to strong operational performance
- » Gross margin of 34.6% up 250 bps due to higher margin product mix and operational efficiencies
- » GAAP operating income increased due to higher gross profit, partially offset by higher operating expenses
- » GAAP net income increased due to higher GAAP operating income and interest income, partially offset by higher tax expense

Consolidated Non-GAAP & Cash Results: Q2 2024

\$ in millions (except per share amounts)	Q2 2024	Q2 2023	Change
Non-GAAP operating income	\$69.1	\$41.4	67%
Non-GAAP operating margin	11.3%	7.6%	370 bps
Non-GAAP net income attributable to Itron, Inc.	\$56.1	\$29.8	88%
Adjusted EBITDA	\$77.1	\$49.3	56%
Adjusted EBITDA margin	12.7%	9.1%	360 bps
Non-GAAP earnings per share - diluted	\$1.21	\$0.65	86%
Net cash provided by operating activities	\$51.7	\$41.6	24%
Free cash flow	\$44.6	\$36.0	24%

- » Increase in non-GAAP operating income due to higher gross profit, partially offset by higher operating expenses
- » Non-GAAP net income increased due to higher non-GAAP operating income and interest income, partially offset by higher tax expense
- » Free cash flow increased primarily due to higher earnings

Itron's Holistic Approach To Sustainability

- » At Itron, we create a more resourceful world by providing **solutions that safeguard energy and water resources.**
- » Itron is a **purpose-driven company** and has been since its inception. Our commitment to sustainability and ESG practices is core to how we **create a more resourceful world.**
- » To achieve this, Itron leverages **a holistic approach that integrates** our strategic, operational and risk management efforts with **our sustainability initiatives.**



Improving Our Environmental Impact



Providing Sustainable Solutions



Supporting Our People & Communities



Operating with Integrity



MSCI



S&P Global Ratings



2023 Corporate Sustainability Report Highlights



Operating with Integrity

- » Board of directors is **89% independent**
- » **33% female** representation on the board
- » **100%** Code of Conduct training **completion**
- » Signatory to the **United Nations Global Compact**
- » “**Leader**” category by MSCI
- » “**Low Risk**” category by Sustainalytics



Supporting Our People & Communities

- » **Lowest recordable incident** rate in Itron’s history
- » **90% of employees** work experience meets or exceeds their expectations
- » **Over \$1M donated** in corporate philanthropy, community investment, and educational outreach
- » One of Newsweek’s **Greatest Places to Work** in America for Diversity



Improving Our Environmental Impact

- » **Achieved 2028 goal** to reduce GHG emissions by 50%, 5 years early
- » Reaffirmed targets to:
 - Make operations **carbon neutral by 2035**
 - Achieve **net zero emissions by 2050**
- » **88%** of facilities are **ISO 14001 certified**



Providing Sustainable Solutions

- » At least **6.8M metric tons** of customer **GHG emissions avoided**. In one year this is equivalent to:
 - 765M gallons of gasoline consumed;
 - 1.6M gasoline powered cars driven
 - 1.3M homes’ electricity use

Non-GAAP Financial Measures

To supplement our consolidated financial statements, which are prepared in accordance with accounting principles generally accepted in the United States (GAAP), we use certain adjusted or non-GAAP financial measures, including non-GAAP operating expense, non-GAAP operating income, non-GAAP net income, non-GAAP diluted earnings per share (EPS), adjusted EBITDA, free cash flow, and constant currency. 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. We believe 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. 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. Our non-GAAP financial measures may be different from those reported by other companies. When providing future outlooks and/or earnings guidance, a reconciliation of forward-looking non-GAAP diluted EPS to the GAAP diluted EPS has not been provided because we are unable to predict with reasonable certainty the potential amount or timing of restructuring related expenses and their related tax effects without unreasonable effort. These costs are uncertain, depend on various factors and could have a material impact on GAAP results for the guidance period. 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 our quarterly press release.

GAAP to Non-GAAP Reconciliations

ITRON, INC.

RECONCILIATIONS OF NON-GAAP FINANCIAL MEASURES TO THE MOST DIRECTLY COMPARABLE GAAP FINANCIAL MEASURES

(Unaudited, in thousands, except per share data)

TOTAL COMPANY RECONCILIATIONS	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
NON-GAAP OPERATING EXPENSES				
GAAP operating expenses	\$ 145,813	\$ 138,847	\$ 288,392	\$ 305,608
Amortization of intangible assets	(4,511)	(4,722)	(8,497)	(9,770)
Restructuring	99	(874)	(99)	(37,483)
(Gain) loss on sale of business	65	(612)	42	(630)
Acquisition and integration	(90)	(44)	(408)	(89)
Non-GAAP operating expenses	\$ 141,376	\$ 132,595	\$ 279,430	\$ 257,636
NON-GAAP OPERATING INCOME				
GAAP operating income	\$ 64,647	\$ 35,100	\$ 127,447	\$ 24,707
Amortization of intangible assets	4,511	4,722	8,497	9,770
Restructuring	(99)	874	99	37,483
(Gain) loss on sale of business	(65)	612	(42)	630
Acquisition and integration	90	44	408	89
Non-GAAP operating income	\$ 69,084	\$ 41,352	\$ 136,409	\$ 72,679
NON-GAAP NET INCOME & DILUTED EPS				
GAAP net income attributable to Itron, Inc.	\$ 51,318	\$ 24,201	\$ 103,039	\$ 12,365
Amortization of intangible assets	4,511	4,722	8,497	9,770
Amortization of debt placement fees	935	887	1,779	1,732
Restructuring	(99)	874	99	37,483
(Gain) loss on sale of business	(65)	612	(42)	630
Acquisition and integration	90	44	408	89
Income tax effect of non-GAAP adjustments	(588)	(1,516)	(387)	(9,863)
Non-GAAP net income attributable to Itron, Inc.	\$ 56,102	\$ 29,824	\$ 113,393	\$ 52,206
Non-GAAP diluted EPS	\$ 1.21	\$ 0.65	\$ 2.44	\$ 1.14
Non-GAAP weighted average common shares outstanding - Diluted	46,526	45,781	46,441	45,677

GAAP to Non-GAAP Reconciliations

ITRON, INC.

RECONCILIATIONS OF NON-GAAP FINANCIAL MEASURES TO THE MOST DIRECTLY COMPARABLE GAAP FINANCIAL MEASURES

(Unaudited, in thousands, except per share data)

TOTAL COMPANY RECONCILIATIONS	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
ADJUSTED EBITDA				
GAAP net income attributable to Itron, Inc.	\$ 51,318	\$ 24,201	\$ 103,039	\$ 12,365
Interest income	(5,128)	(1,508)	(8,974)	(3,326)
Interest expense	2,290	1,977	4,183	4,034
Income tax provision	15,180	9,195	28,609	9,125
Depreciation and amortization	13,519	13,905	26,263	28,368
Restructuring	(99)	874	99	37,483
(Gain) loss on sale of business	(65)	612	(42)	630
Acquisition and integration	90	44	408	89
Adjusted EBITDA	<u>\$ 77,105</u>	<u>\$ 49,300</u>	<u>\$ 153,585</u>	<u>\$ 88,768</u>
FREE CASH FLOW				
Net cash provided by operating activities	\$ 51,717	\$ 41,560	\$ 93,025	\$ 42,989
Acquisitions of property, plant, and equipment	(7,110)	(5,596)	(14,255)	(12,498)
Free Cash Flow	<u>\$ 44,607</u>	<u>\$ 35,964</u>	<u>\$ 78,770</u>	<u>\$ 30,491</u>



Thank You

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