

**ITRON, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**Revised as of December 12, 2018**

**Purpose**

The purpose of the Nominating and Corporate Governance Committee of Itron, Inc. is to:

- Assist the Company's Board of Directors (the "Board") in identifying qualified individuals to become Board members;
- Review and make recommendations to the Board regarding Board and committee composition;
- Evaluate the Board and management effectiveness;
- Develop and implement the Company's Corporate Governance Guiding Principles; and
- Evaluate director compensation and make recommendations to the Board.

**Membership and Committee Structure**

The Committee will be comprised of three or more directors as determined annually by the Board. Each director will meet the independence requirements established by the Board, NASDAQ, applicable federal and state securities laws, and any other rules or regulations applicable to the Company from time to time. The Chair of the Committee will be an independent director under the listing standards of NASDAQ and determined by the independent directors of the Board.

As the Committee deems appropriate, it may retain independent counsel, accountants, compensation consultants, and other professionals to assist the Committee without seeking Board approval with respect to the selection, fees or retention terms for any such 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 as it deems appropriate. Such external advisors will not have a vote.

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 Company officers.

**Appointment and Removal of Members**

The members of the Committee will be appointed by the Board. The Board may remove any member from 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**

- 1) Annually review and make recommendations regarding Board composition, organizational structure, tenure, Board size, frequency of meetings, responsibilities, director retention, and director terms.
- 2) Establish the qualifications for Board membership, including independence standards, qualifications, attributes, skills, and experience. The Committee should consider the nature of the Company, its stage of development, its future strategic vision, and its current business needs.
- 3) Identify, evaluate, and recommend to the Board an appropriate list of qualified nominees for election to the Board at each annual meeting of shareholders or in the event of a vacancy, taking into account the nominee's experience, qualifications, attributes, and skills. Review and implement procedures to be followed by shareholders in submitting recommendations for candidates for nomination to the Board. Review and consider shareholder recommended candidates for nomination to the Board.
- 4) Evaluate the qualifications and performance of incumbent and prospective directors and determine whether to recommend them for election/re-election to the Board.
- 5) Review and approve all transactions with "related persons," as that term is defined by the SEC, including but not limited to transactions between the Company and its officers or directors, or affiliates of its officers or directors.
- 6) Review conflicts of interest and time constraints of directors considering serving on other boards or who have changed employment.
- 7) 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.
- 8) Initiate and oversee an annual evaluation to determine the effectiveness of a) the performance of the Board as a whole, b) the performance of each committee, c) the performance of the Chairman of the Board (or Lead Independent Director, if applicable), and the performance of individual directors.
- 9) Develop a process and evaluate the performance of the Chief Executive Officer on an annual basis. The evaluation will be communicated to the Chair of the Compensation Committee. Consult with the Compensation Committee regarding the evaluation, as necessary.
- 10) Develop, periodically review, and recommend to the Board a set of corporate governance principles applicable to the Company.
- 11) Review director orientation and training and recommend enhancements to the Board where appropriate.
- 12) Annually review Board committee charters to ensure that responsibilities are appropriately reflected and there is no duplication. Recommend revisions to the respective committees.

- 13) Review and re-assess the adequacy of this charter annually, and, if appropriate, recommend changes to the Board.
- 14) Annually review the composition of each committee and recommend committee membership and a Chair for each committee, taking into account the skills and background of each director, as well as NASDAQ requirements and other applicable state and federal securities laws, rules, and regulations. Review the Company's policy with respect to the rotation of committee membership and chairmanships and report any recommendations to the Board.
- 15) Review the quality, sufficiency, and currency of information furnished by management to the directors in conjunction with Board meetings and make recommendations to management.
- 16) Provide minutes of Committee meetings to and report to the Board concerning the Committee's various responsibilities and Committee recommendations.
- 17) 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.
- 18) Perform an annual evaluation of the Committee's performance and make applicable recommendations for improvement to the Board.
- 19) Perform such other functions 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 for the year. The Committee may hold such other meetings as are necessary or appropriate in order for the Committee to fulfill its responsibilities. A secretary will be designated 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.