

ITRON, INC.
ANNUAL MEETING RULES OF CONDUCT

May 7, 2020

Welcome to the Itron Annual Meeting of Shareholders. While this is a virtually hosted meeting due to the COVID-19 crisis, in fairness to all participants, and in the interest of an orderly and constructive meeting, the following Rules of Conduct will be enforced.

1. All attendees must access the meeting via the previously distributed website link. Only shareholders of record as of March 2, 2020, or their duly authorized proxies, confirmed via their 16-Digit Control Number, are entitled to vote at or to address questions the meeting.
2. The meeting will follow the schedule set forth on the Agenda.
3. You need not vote at this meeting if you have already voted by proxy. If you wish to change your vote, or if you have not voted, please submit your vote via the virtual interface at the opening of the polls and complete your votes before the close of the polls.
4. In accordance with the Company's Bylaws, shareholders must provide notice before the meeting of any proposed director nominations; therefore, no nominations from the floor for membership on the Board will be accepted.
5. In accordance with the Company's Bylaws, any other shareholder proposals from the floor will not be accepted because no proper notice has been provided to the Company by any shareholders.
6. The ability to address the meeting via the virtual interface will be moderated by the Company and in accordance with the Company's Bylaws. Only shareholders of record or their proxy may address the meeting and will have appropriately joined the meeting using their 16-Digit Control Number included on their Notice or proxy card. All questions and comments should be directed to the Chair of the meeting.
7. Shareholders are encouraged to submit questions using the text-chat box via the virtual interface. Only questions or comments about the proposals in the proxy statement are allowed after they each have been presented during the meeting. There will be time after the formal part of the meeting for questions or comments of a more general nature.
8. All questions and comments will be moderated by the Company for appropriateness and compliance with the Company's Bylaws
9. Only shareholders may ask questions at this time. Each shareholder is limited to a total of two (2) questions or comments no more than one of which may

be on any single topic and each of which must be of no more than one (1) minute each. The views and comments of shareholders are welcome. However, the purpose of the meeting will be observed and the Chair or Secretary will stop discussions that are: not directly related to the proposals in the proxy statement; irrelevant to the business of the company or the conduct of its operations; related to pending or threatened litigation; derogatory references that are not in good taste; unduly prolonged (longer than one minute); repetitious of statements made by other shareholders; or discussions related to personal grievances

10. No audio, video, screen capture, or other recording equipment, communication devices or other similar equipment may be brought into the meeting.
11. Attendees who fail to comply with these Rules of Conduct, or with general norms of decorum as determined by the Chair, will be removed from the meeting.
12. We may offer a brief post-meeting question and answer period. These same rules of conduct will apply, provided that each shareholder is limited to a total of one (1) question or comment which must be no more than one (1) minute in length. Questions and comments must be directly related to the matters that formed the purpose of the shareholders meeting. For example, appropriate questions include those related to corporate governance, executive compensation, and social and environmental issues. If a question relates to company performance and strategy, global economic conditions, or any other business of the company or conduct of its operations, we encourage you to review our most recent earnings release and report on Form 10-Q filed with the SEC.