

ITRON, INC.
MINUTES OF THE ANNUAL MEETING OF SHAREHOLDERS
May 9, 2019

TIME AND PLACE

The annual meeting of the shareholders of Itron, Inc. was held in the Linden Room at the Houstonian Hotel, Houston, Texas, commencing at 4:00 p.m. Central Time on Thursday, May 9, 2019.

PRELIMINARY MATTERS

Lynda L. Ziegler, Chair of the Board of the Company, acted as Chair of the meeting, and Sarah E. Hlavinka, Senior Vice President, General Counsel and Corporate Secretary, acted as Secretary.

CONFIRMATION OF PRESENCE OF QUORUM

The Chairman stated that the Inspector of Election for the meeting had confirmed there was a quorum necessary to conduct the business of the meeting.

APPROVAL OF MINUTES OF PREVIOUS MEETING

The minutes of the Annual Meeting of Shareholders held May 10, 2018, were approved.

ELECTION OF DIRECTORS

The following persons were elected to serve as Directors, for the terms indicated, as evidenced by the Certificate and Report of Inspector of Elections attached to these minutes.

Class 3 (term expiring in 2022)

Lynda L. Ziegler
Thomas S. Glanville
Diana D. Tremblay

ADVISORY APPROVAL OF EXECUTIVE COMPENSATION (Say-on-Pay)

The shareholders approved by advisory vote the executive compensation paid to the Company's named executive officers in 2018. This action is evidenced by the Certificate and Report of the Inspector of Elections attached to these minutes.

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANT

The shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accountant for the 2019 fiscal year. This action is evidenced by the Certificate and Report of Inspector of Elections attached to these minutes.

ADJOURNMENT

There being no further business to come before the shareholders, the meeting was adjourned at 4:02 pm.

Lynda L. Ziegler
Chair of the Meeting