



Reporting and Non-Retaliation Policy

Title	Reporting and Non-Retaliation Policy	
Classification	Internal	
Department Owner	Legal Department Policy	
Last Approved by:	Owner: Chris Ware; General Counsel, Legal Department	Date: 9/23/2022

History

Version	Modifications	Date
1.0	Initial Policy Release	8/24/2020
1.1	Updated template, Revisions	2/17/2023
1.2	Revisions	12/15/2023

Questions/Comments

For further information or if you have questions about this policy, please contact Compliance@itron.com.



Reporting and Non-Retaliation Policy

Company Commitment

The reputation and integrity of Itron, Inc. (“Itron” or “Company”) depend on each employee, officer, director, and those working on our behalf to assume a personal responsibility for our business conduct. Our Global Compliance Team was established to ensure adherence with applicable laws and the highest ethical standards, promote a positive corporate reputation, prevent, or mitigate liability, and set the tone for an ethical work environment. Itron expects all members of the Itron community to practice honesty and integrity in fulfilling their responsibilities and to comply with all applicable policies, laws, and regulations.

In furtherance of its commitment to foster an atmosphere built upon strong ethical principles and excellence, Itron actively promotes compliance with corporate policies, as well as all laws, rules, and regulations that govern its business. Obeying both the letter and spirit of the law is one of the foundations of Itron’s corporate philosophy.

This Reporting and Non-Retaliation Policy (“Policy”) is intended to facilitate disclosure, encourage proper individual conduct, and alert the Audit and Finance Committee, where appropriate, of potential issues before serious consequences result.

Reporting Responsibility

It is the responsibility of everyone at Itron, including employees, directors, officers, subsidiaries, affiliates, contractors, vendors, and suppliers to report concerns about violations or suspected violations of Itron’s Code of Conduct, internal policies, or applicable laws and regulations. Itron encourages and enables members of the Itron community to raise concerns internally so the Company can promptly address and correct potentially illegal or unethical behaviors.

Scope of Policy

Reporting suspected wrongdoing not only helps protect the Company, but also furthers public interest. Appropriate matters for reporting include good faith concerns regarding suspected violations of: (1) the Code of Conduct; (2) Company policies, (3) laws, and (4) rules and regulations. Examples of questionable conduct may include accounting or financial integrity matters; business integrity matters (*e.g.*, conflict of interest, bribery, antitrust issues, insider trading, improper lobbying or political activity); health, safety, and environmental issues; misappropriation of corporate assets; workplace issues (*e.g.*, discrimination based on a legally protected category, substance abuse, labor problems, falsifying employment records); or trade compliance issues (*e.g.*, anti-boycott).

Reporting Process

Members of the Itron community are encouraged to ask questions or report concerns about the Company’s compliance policies, procedures, and practices by contacting the Global Compliance Team.

Additionally, Itron has an open-door policy. If unsure whether an action, activity, or decision violates an Itron policy, law, rule, regulation, or the Company’s ethical standards, employees are encouraged to bring their questions, concerns, or complaints to Human Resources, your supervisor, or the Legal Department. Employees may also use EthicsPoint to report a violation. Managers must report complaints or concerns made to them regarding suspected ethical and legal violations to the Company’s Compliance Officer. Managers should also report any suspected ethical and legal violations that they observe or of which they



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become aware. Itron's Compliance Officer is responsible for coordinating the handling and investigation of reported complaints as well as any necessary Company action in response to a report.

Additionally, question, concerns, and complaints regarding matters covered by this Policy may be submitted confidentially and/or anonymously ¹ through (a) a web-based hotline (www.itron.ethicspoint.com) established by the Company through a third-party provider, (ii) a country specific toll-free number provided by such third-party provider, (iii) email to Compliance@itron.com; or (iv) submission of a sealed envelope addressed to the Compliance Officer, head of Internal Audit, or an executive officer at Itron's corporate headquarters located at 2111 N. Molter Road, Liberty Lake, WA 99019, USA. Furthermore, the complaining employee may address such sealed envelope to the Chairperson of the Audit and Finance Committee directly if he or she so wishes. Receipt and processing of complaints will comply with all applicable data protection and other laws.

Additional information on how and where to make complaints, report concerns, or ask compliance questions may be found on Itron's Compliance webpage.

Handling of Reported Violations

All compliance investigations are conducted in accordance with Itron's internal investigations procedures and guidelines and any other relevant Company policies and processes. All complaints are taken seriously and addressed reasonably promptly, discreetly, and professionally. Confidentiality will be fully maintained to the extent possible, consistent with the Company's legal obligations and the need to conduct an adequate investigation. Generally, this means that complaints (or portions of a complaint) will be shared only with those individuals who have a need to know.

Information will be collected and handled in accordance with Itron's information policies, including, but not limited to Itron's Global Employee Privacy Policy and Global Privacy Notice. Personal data relating to complaints shall be retained or destroyed in accordance with Itron's applicable data retention and privacy policies. Data may be retained for legitimate purposes, such as legal obligations and audit requirements.

Potentially viable or valid complaints will be directed initially to Itron's Compliance Officer and Global Compliance Team. The Compliance Officer will evaluate the complaint and, if it is not related to any matters expressly covered by this Policy or lacks details required for a meaningful investigation, it will not be investigated. If the complaint is not investigated for one of these reasons, and the complainant identified himself/herself or made an anonymous report through the third-party provided web hotline, the Compliance Officer will notify the individual of the decision. If the complainant has not identified himself/herself or has made an anonymous report using a method other than the web hotline, the complaint will be forwarded to the appropriate manager and HR business partner for handling in a manner they deem appropriate under Company policies.

If a potentially viable or valid complaint falls under the matters covered by this Policy, depending on the type of complaint, the Compliance Officer will either investigate the complaint and/or designate certain compliance personnel, which may include representatives from Internal Audit, Legal, Human Resources, or Health, Safety and Environmental, to investigate the complaint and report back to the Compliance

¹ Some jurisdictions in which Itron does business, such as France, limit the use of anonymous reports. Please follow local rules regarding anonymous reporting. Refer to the Appendix for additional country-specific rules.



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Officer. The Compliance Officer is responsible for ensuring that all questions and complaints about unethical or illegal conduct are addressed in accordance with this Policy and that all potentially viable or valid complaints about unethical or illegal conduct are properly documented and reported to the Audit and Finance Committee at regularly scheduled quarterly meetings.

No Retaliation

Itron does not permit retaliation or detrimental treatment of any kind against employees for complaints submitted hereunder that are made in good faith. Retaliation is any action, statement, or behavior that is designed to punish an individual for filing a complaint, cooperating with a compliance investigation, seeking guidance regarding a compliance concern, or deterring one from taking such action. Retaliation includes, but is not limited to, intimidation, adverse action against an employee regarding the terms and conditions of employment, such as termination, demotion, or suspension, as well as related threats of such actions.

The Company and its management are prohibited from discharging, demoting, suspending, threatening, harassing, or in any manner discriminating against any employee as a result of any good faith complaint.

The Company considers retaliation a violation itself, which will result in disciplinary action, up to and including termination of employment or any other working relationship with the Company. If an employee believes he or she has been subject to any conduct that may constitute retaliation for submitting a complaint in compliance with this Policy or for participating in any investigation related to alleged unethical or illegal conduct, please immediately report the alleged retaliation to the Compliance Officer or through the reporting hotline.

This protection from retaliation is not intended to prohibit managers from acting, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors. This Policy does not exempt employees from the consequences of their own misconduct or inadequate performance, and self-reporting such issues is not an activity protected by this Policy. This Policy also does not prevent Itron from managing employee performance and addressing conduct issues after an employee has engaged in activity protected under this Policy, so long as the activity is not the reason for the performance management.

Treatment of Malicious Complaints

Anyone who files a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds to believe the information provided falls within the scope of this Policy. "Good faith" does not mean that an individual must be correct. The individual, however, must have an honest belief that the information provided is truthful based on the existing information. Any allegations that prove to be maliciously made or are knowingly false will be viewed as a serious disciplinary offense. If an individual makes statements that are knowingly false or involve willful disregard of the facts related to a complaint, the individual may be disciplined up to and including termination of employment or any other working relationship with the Company.

Cooperation in Investigations and Litigation

Itron employees, directors, officers, contractors, subsidiaries, affiliates, vendors, and suppliers must cooperate with internal investigations undertaken by Itron, and, as appropriate, with any related legal



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proceedings. Individuals must follow all instructions when contacted to participate in an internal investigation, which include being available to internal investigators reasonably promptly upon request, being fully forthcoming and truthful with investigators, and providing complete and accurate information (including tangible items such as documents, recordings, and other materials). Individuals cooperating in an investigation must likewise cooperate fully with the Company's outside counsel in legal proceedings, which may include defending or prosecuting litigation on behalf of Itron by completely and truthfully responding to Company requests for information and documents, as well as providing complete and truthful testimony, if required.

Specific Types of Complaints

All complaints related to or involving a government investigation under the Sarbanes Oxley Act or securities laws will be reported to the executive team, the Audit and Finance Committee, and the Company's external auditors.

All complaints related to or involving corporate accounting practices, financial controls, fraud, or audit issues will be reported to the Chief Financial Officer ("CFO"). If the complaint involves the CFO, the complaint will be reported to the remaining executive officers not named in the complaint.

All complaints involving an executive officer will be reported to the General Counsel. If the complaint involves the General Counsel, the complaint will be reported to the remaining executive officers not named in the complaint.

Conflicts with Local Law and Employment Obligations

Some jurisdictions in which Itron does business may have laws or regulations that conflict with this Policy or impose additional obligations. Additionally, Itron is a party to collective bargaining agreements and other employment agreements which may include provisions that conflict with the Policy or impose additional obligations. Where there is a conflict between this Policy and local law or Itron's employment obligations, local law and the applicable employment requirements shall prevail. In certain jurisdictions and/or Itron locations and entities, the Company may also implement separate reporting policies or provide additional information regarding compliance with local laws or policies, as needed. Itron will maintain a list of relevant additional policies, policy information, or policy divergences on Itron's Compliance webpage.

Appendix 1: Itron companies to which this Policy applies:

Company	Address	Country
Itron France	Z.I. du Bernais - BP23 1 Avenue des Temps Modernes 86361 Chasseneuil-du-Poitou	France
Itron France	9 Rue Ampere 71000 Mâcon	France
Itron France	15 avenue du Maréchal Juin CS 35002 91301 Massy Cedex	France
Immeuble Les Montalets	2, rue de Paris 92190 Meudon France	France
Itron France	Z.I Champ Dolin - Parc Technoland 1 Allée de Toscane - CS 50046 69808 SAINT PRIEST CEDEX	France
Itron Hungary	Deak Ferenc u. 15. 1052 Budapest Hungary	Hungary
Itron Management Services Ireland	Block 1000, Unit 1105 City Gate Cork, Ireland	Ireland
Itron Polska Sp. z o.o.	ul. Christo Botewa 4A 30-798 Kraków	Poland
Itron - Sistemas de Medição, Lda.	Rua José Carvalho, 671 4760-353 V.N. Famalicão Portugal	Portugal
Itron B.V.	Kamerlingh Onnesweg 55 3316 GK Dordrecht Netherlands	The Netherlands

Appendix 2: Special features for individual Itron companies:

Belgium

Company	Address	Country
Itron Belgium SA/NV	Av. Louise 489, 1050 Bruxelles,	Belgium

For Belgium “violation” will be defined differently:

“**Violation**” includes any act or omission that is unlawful and affects the following:

- laws or statutory regulations of any jurisdiction in which Itron does business, including but not limited to directly applicable legal acts of the European Union on the field of:
 - public procurement;
 - financial services, products and markets, and prevention of money laundering and terrorist financing;
 - product safety and conformity;
 - transport safety;
 - protection of the environment;
 - radiation protection and nuclear safety;
 - food and feed safety; animal health and welfare;
 - public health;
 - consumer protection; as well as
 - protection of privacy and personal data, and security of network and information systems;
 - combating tax fraud;
 - combating social fraud.
- the Code of Conduct and Itron’s policies;
- any perceived effort to conceal evidence of any of the above; or
- any other matter which a Reporting Person believes in Good Faith could cause substantial harm to the business or integrity of Itron.

Czech Republic

Company	Address	Country
Itron Czech Republic s.r.o.	Bucharova 2657/12, budova C, 4t ^e patro 158 00 Praha 13	Czech Republic

In the Czech Republic, feedback to the Reporting Person is provided as follows:

The Reporting Person receives an acknowledgement of receipt of the report within a period of seven (7) days from the date of receipt.

In thirty (30) days after the acknowledgement of receipt, the Reporting Person receives feedback. In cases that are factually or legally complicated, this deadline may be extended by up to thirty (30) days, but not more than twice. The Reporting Person will be informed in writing of the extension of the deadline and the reasons for it before the deadline expires.

Germany

Company	Address	Country
Itron Zähler & Systemtechnik GmbH	Brekelbaumstraße 5 31789 Hameln	Germany
Itron Holding Germany GmbH SEWA GmbH	Hardeckstraße 2 76185 Karlsruhe	Germany
Allmess GmbH	Am Vossberg 11 D-23758 Oldenburg	Germany

For Germany “violation” will be defined differently:

“Violation” includes any act or omission that is unlawful and affects the following:

- laws or statutory regulations of any jurisdiction in which Itron does business, including but not limited to directly applicable legal acts of the European Union on the field of:
 - public procurement;
 - financial services, products and markets, and prevention of money laundering and terrorist financing;
 - product safety and conformity;
 - transport safety;
 - protection of the environment;
 - radiation protection and nuclear safety;
 - food and feed safety; animal health and welfare;
 - public health;
 - consumer protection; as well as
 - protection of privacy and personal data, and security of network and information systems.
- laws or statutory regulations that are subject to criminal penalties;
- laws or statutory regulations that are subject to a fine, insofar as the violated provision serves to protect life, limb, or health or to protect the rights of employees or their representative bodies;
- the Code of Conduct and Itron’s policies;
- any perceived effort to conceal evidence of any of the above; or
- any other matter which a Reporting Person believes in Good Faith could cause substantial harm to the business or integrity of Itron.

In Germany, the whistleblower can submit a report to the following external reporting authorities:

- Federal Office of Justice (*Bundesamt für Justiz*):
 - responsible for all reports concerning the above-mentioned areas,
 - a report can be submitted online using the following link <https://formulare.bfj.bund.de/ffw/form/display.do?%24context=84E827E3DB32206A60CF>
- German Federal Cartel Office (*Bundeskartellamt*):
 - responsible for all reports concerning German and European Antitrust Law,
 - a report can be submitted online using the following link <https://www.bkms-system.net/bkwebanon/report/channels?id=bkarta&language=ger>
- Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*):
 - responsible for all reports concerning Banks and Financial Service Providers,
 - a report can be submitted online using the following link https://www.bafin.de/DE/DieBaFin/Hinweisgeberstelle/hinweisgeberstelle_node.html

Italy

Company	Address	Country
Itron Italia S.p.A.	Strada Valcossera 16 14100 Asti	Italy
Itron Italia S.p.A.	Via Massimo Gorki, 105 20092 Cinisello Balsamo	Italy

For Italy “violation” will be defined differently:

“Violation” includes any act or omission that affects the following:

- national regulations that harm the public interest or integrity of public administrations or private entities and which consist of:
 - administrative, accounting, civil or criminal offenses; or
 - unlawful conduct relevant under Decree Legislative Decree No. 231 of June 8, 2001, or violations of the models of organization and management provided therein.
- regulations of the European Union on the field of:
 - public procurement;
 - financial services, products and markets, and prevention of money laundering and terrorist financing;
 - product safety and conformity;
 - transport safety;
 - protection of the environment;
 - radiation protection and nuclear safety;
 - food and feed safety; animal health and welfare;
 - public health;
 - consumer protection; as well as
 - protection of privacy and personal data, and security of network and information systems.
- the Code of Conduct and Itron’s policies;
- any perceived effort to conceal evidence of any of the above; or
- any other matter which a Reporting Person believes in Good Faith could cause substantial harm to the business or integrity of Itron.

Spain

Company	Address	Country
Itron Spain S.L.U.	Pol. Ind. El Congost - Parcela 8 Sector J 08170 Montorn_s del Vall_s (Barcelona) España	Spain

For Spain “violation” will be defined differently:

“**Violation**” includes any act or omission that is unlawful and affects the following:

- *a serious or very serious infringement of criminal or administrative law, including those entailing a financial loss for Spanish tax and social security authorities;*
- *regulations of the European Union on the field of:*
 - *public procurement;*
 - *financial services, products and markets, and prevention of money laundering and terrorist financing;*
 - *product safety and conformity;*
 - *transport safety;*
 - *protection of the environment;*
 - *radiation protection and nuclear safety;*
 - *food and feed safety; animal health and welfare;*
 - *public health;*
 - *consumer protection; as well as*
 - *protection of privacy and personal data, and security of network and information systems;*
 - *combating tax fraud;*
 - *combating social fraud.*
- *the Code of Conduct and Itron’s policies;*
- *any perceived effort to conceal evidence of any of the above; or*
- *any other matter which a Reporting Person believes in Good Faith could cause substantial harm to the business or integrity of Itron.*