



Anti-Bribery and Corruption Policy

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| Title | Anti-Bribery and Corruption Policy | |
| Classification | Public | |
| Department Owner | Legal Department Policy | |
| Last Approved by: | Owner: Chris Ware; General Counsel, Legal Department | Date: 9/3/2024 |

History

| Version | Modifications | Date |
|---------|--------------------------------|------------|
| 1.0 | Initial Policy Release | |
| 2.0 | Policy Replaced | 10/11/2021 |
| 2.1 | Updated template, Revisions | 12/15/2023 |
| 2.2 | Revisions for EU jurisdictions | 9/3/2024 |

Questions/Comments

For further information or if you have questions about this policy, please contact Itron's Chief Compliance Officer or the Global Compliance Team.



Anti-Bribery and Corruption Policy

Our Approach

Itron is committed to winning business based on our merits, including our reputation for honesty and fair dealing. Itron will not offer or pay bribes or facilitate payments to anyone, anywhere, anytime and is dedicated to complying with all applicable anti-corruption and commercial bribery laws¹ (“Anti-Bribery Laws”) in countries where Itron conducts business.

Itron’s commitment to doing business honestly is because it is the right thing to do which allows Itron to maintain a competitive advantage in the marketplace and is required by law. The consequences of non-compliance will be severe for the company and any individuals involved. Itron values our reputation and pledges to maintain the integrity of the company against any potential threats of corruption.

Our Principles

Itron is committed not to pay, offer, promise, grant, accept, agree to solicit, or authorize payment of anything of value to a government official or private party to obtain an improper business advantage, either directly or indirectly². Itron is also committed to making and keeping accurate books and records identifying the relevant details and true nature of all transactions involving our funds and assets, as well as devising and maintaining a system of internal accounting controls to ensure that transactions are authorized and accurately recorded. It is against our principles to ask for or accept anything of value for the purpose of providing an improper business advantage. Further, it is against our policy and business principles to do anything indirectly that we are prohibited from doing directly.

Our Policy

This Anti-Bribery and Corruption Policy (the “Policy”) applies to Itron and all its subsidiaries and operating units, including businesses that Itron owns or controls. Anti-Bribery Laws, including the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act, prohibit giving government officials and private parties anything of value with the intent to obtain an improper benefit, such as preferential business treatment, as well as creating inaccurate or false books and records. All persons working for or on behalf of Itron, including directors, officers, employees, contractor workers, agents, sales representatives, resellers, distributors, suppliers, and other third-parties working for or on the behalf of Itron, are subject to and responsible for complying with these laws and this Policy.

¹ Including but not limited to U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, the Organization for Economic Co-operation and Development (OECD) Anti-Bribery Convention, French Bribery Act (Loi Sapin II), Italian Criminal Code, ESG Standards (Commission Delegated Regulation (EU) 2023/2772 of 31 July 2023) and any other applicable laws.

² Indirectly might include performing these kinds of actions through a family member, friend, associate, acquaintance, etc.



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This Policy is intended to be construed broadly and should be interpreted accordingly. Nonetheless, the following conduct is specifically prohibited by this Policy:

Payments to Government Officials: Do not pay, offer to pay, or authorize payment of anything of value to a government official. This prohibition applies to persons related to, or associated with, government officials. It may be permissible in specific cases to provide token gifts or hospitality to a government official; however, advance written approval must be obtained from Itron's Compliance Officer (or a person specifically designated by the Compliance Officer) before any such gift or hospitality is provided to a government official, in accordance with Itron's Gifts and Entertainment Policy. A government official is any person, regardless of position, working for or acting on behalf of a government or a government-controlled entity or business in charge of public services. This includes any person or entity acting for or on behalf of a government or government controlled public international organization; political party; or candidate for political office. For example, a government-owned business that is run solely for commercial gain, and its employees are "government officials" according to the Anti-Bribery Laws and for purposes of this Policy. Anything of value can be considered cash, gifts, travel, entertainment, charitable contributions, employment, loans, or any other benefit of any amount in order to obtain, retain, or relating to an improper business advantage.

- **Payments to Private Parties:** Do not pay, offer to pay, promise, grant, or authorize payment of anything of value, directly or indirectly, to a private party to obtain an improper business advantage or any other improper behavior. In certain instances, it may be acceptable to provide promotional gifts or hospitality to a private party. Such gifts or hospitality must be given in compliance with the Itron's Gifts and Entertainment Policy.
- **Facilitation and Personal Safety Payments:** The prohibitions set forth in this Policy include payments made to facilitate or "grease" routine government functions (such as issuing a permit or releasing an item from customs), regardless of whether such payments are allowable by law. However, the prohibitions do not apply to payments made in response to imminent threats to health or safety. In the event such payment is made or anticipated, Itron's Chief Compliance Officer must be immediately notified.
- **Receipt of Payments:** Do not ask for or accept, agree to accept, or solicit payment of anything of value, directly or indirectly, from any person or entity for the purpose of providing an improper business advantage. It may be acceptable to receive basic hospitality and promotional items, but only if done in compliance with Itron's Gifts and Entertainment Policy.
- **Charitable and Political Contributions:** Do not provide Company funds or assets to any political party, candidate, charitable organization, and/or any entity connected with a Government Official, political party, or candidate, such as local government entities, without advance written authorization from Itron's Compliance Officer. Employees should not make contributions in the Company's name, even if no Company funds or assets are used. Further, government procurement



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personnel may not make any private political contributions without approval by the Chief Compliance Officer. Please consult Itron's Political Action Policy for additional information.

- Third Party Due Diligence: Do not pay expenses on behalf of a third-party working with Itron without first reviewing supporting documentation for the expenses. Unusual or excessive expenses must be questioned, and expenses that appear improper or questionable must not be paid. Decisions to work with third parties that will act as our agents must be made in accordance with Itron's third-party due diligence and approval processes.

Violations

Violation of this Policy may result in disciplinary action, up to and including termination. Subject to applicable laws, any third parties who violate this Policy are subject to immediate termination of the relationship with Itron. Likewise, Itron might be required by law to report the conduct to the corresponding authorities.

Our Program

Itron Legal Department maintains and designs an Anti-Bribery and Corruption Compliance Program that includes:

- Global training of company and, where appropriate, third-party personnel;
- Periodic risk assessments, risk mitigation planning, and urgent remediation of known or identified issues;
- Periodic auditing and testing to determine the effectiveness of compliance controls; and
- Pre-acquisition due diligence assessments, and post-acquisition integration planning.

The abovementioned training may be in-person or online and web-based courses may include a series of knowledge-checks to assure a level of understanding. Likewise, Itron keeps a list of participants and their completion dates.

Reporting

Employees must immediately report any concerns, misconduct, or potential violations of this Policy or applicable anti-bribery or corruption laws (unless doing so is prohibited by local laws).

Reports or inquires can be submitted directly to a supervisor, an executive officer, or local representatives of Human Resources or Legal, the Chief Compliance Officer or another member of the Global Compliance Team, and concerns can be raised anonymously via Itron's Ethics Hotline at www.itron.ethicspoint.com. Itron has implemented formal processes to enable anyone, including employees, contractors, subcontractors, agents, and other external stakeholders, to report anti-bribery and corruption concerns through our third-party operated Ethics Hotline.

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 become aware. Itron's Compliance Officer is



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responsible for coordinating the handling and investigation of reported complaints as well as any necessary Company action in response to a report.

Itron will not tolerate retaliation against any person who, in good faith, reports any concerns, misconduct, or potential violations of company policy or applicable laws. All employees and third parties are required to cooperate with investigations into allegations of wrongdoing under this Policy. Please see Itron's Reporting and Non-Retaliation Policy for additional detail.

Additionally, question, concerns, and complaints regarding matters covered by this Policy may be submitted confidentially and/or anonymously 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.

Exceptions

Any exception to or deviation from this Policy must be approved in writing by Itron's Chief Compliance Officer.

Related Policies and Procedures

Code of Conduct

Reporting and Non-Retaliation Policy

Anti-Bribery and Corruption Manual

Gifts and Entertainment Policy

Conflicts of Interest Policy

Political Action Policy

[Supplier Code of Conduct](#)

Questions

Questions about this Policy should be directed to Itron's Global Compliance Team at Compliance@itron.com.