

ITRON, INC.
CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Committee is to:

- Assist the Board in identifying qualified individuals to become Board members;
- Determine the composition of the Board of Directors and its committees;
- Evaluate the Board and management effectiveness;
- Oversee the Company's corporate governance principles; and
- Develop and implement the Company's corporate governance guiding principles.

MEMBERS / STRUCTURE

The Committee shall be comprised of four (Bylaws require at least two (Bylaws 3.16.1)) non-employee directors whom the Board determines to be independent in accordance with the Securities and Exchange Commission NASDAQ and NYSE rules. Members of the committee shall be appointed and may be removed by the Board of Directors. The Board will designate a Lead Director to act as the Chair of the Committee.

The Committee may request any officer/employee of the Company to serve in an advisory capacity to the Committee. Any such individual shall not be a member of the Committee and shall not have a vote. As the Committee deems appropriate, it may retain independent counsel, accounting and other professionals to assist the Committee without seeking Board approval with respect to the selection, fees or retention terms for any such advisers. The Committee will meet on a quarterly basis or more often, as needed.

RESPONSIBILITIES

The Committee shall:

- 1) Annually review and make recommendations regarding Board composition, organizational structure, tenure, Board size, responsibilities, director retention and director terms.
- 2) Establish the qualifications for Board membership including independence standards, skills, and experience taking into consideration the nature of the Company, its stage of development, its future strategic vision and its current business needs.
- 3) Identify and evaluate an appropriate list of qualified nominees for election to the Board at each annual meeting of shareholders or in the event of a vacancy.
- 4) Evaluate the qualifications and performance of incumbent and prospective directors and determine whether to recommend them for election/re-election to the Board.



Knowledge to Shape Your Future

- 5) Review conflicts of interest and time constraints of directors considering serving on other boards or who have changed employment.
- 6) Recommend to the full Board removal of directors, when appropriate.
- 7) Initiate and oversee an annual evaluation to determine the effectiveness of: a) the Board as a whole, b) the performance of each committee and c) the performance of individual directors.
- 8) Develop a process to evaluate the performance of the CEO on an annual basis. The report shall be passed on to the chair of the Compensation Committee.
- 9) Develop, periodically review, and recommend to the Board a set of corporate governance principles applicable to the Company.
- 10) Review director orientation and training and recommend enhancements to the Board, where appropriate.
- 11) Annually review Board committee charters to ensure that responsibilities are appropriately reflected and there is no duplication. Recommend revisions to the respective committees.
- 12) Recommend committee membership and chair of each committee, taking into account the skills and background of each director, as well as the standards of the NASDAQ as well as NYSE and applicable laws, rules and regulations.
- 13) Develop and periodically report to the Board succession plans for the CEO and ensure succession plans are in place for other key executives.
- 14) Review the quality, sufficiency and currency of information furnished by management to the directors in conjunction with Board meetings and make recommendations.
- 15) Perform such other functions within the scope of the foregoing which the Committee deems appropriate to undertake from time to time.