



## Anti-Bribery and Corruption Policy

### Our Approach

We are committed to winning business based on our merits, including our reputation for honesty and fair dealing. We will not offer or pay bribes to anyone, anywhere, anytime. We are dedicated to complying with all applicable anti-corruption and commercial bribery laws in countries where we conduct business.

Bottom line, we are committed to doing business honestly because it is the right thing to do, allows us 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. We value our reputation and pledge to maintain the integrity of the company against any potential threats of corruption.

### Our Principles

We are committed not to pay, offer to pay, or authorize payment of anything of value to a government official or private party to obtain an improper business advantage, either directly or indirectly. We are also committing 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 indirectly anything 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. These laws, including the U.S. Foreign Corrupt Practices Act (FCPA), 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, resellers, distributors, suppliers, and other third-parties working for us or on our behalf, are subject to and responsible for complying with these laws and this Policy.

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



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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 Hospitality 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. 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 law and for purposes of this Policy. *Anything of value* can be cash, gifts, travel, entertainment, charitable contributions, employment, loans, or any other benefit of any amount.

- **Payments to Private Parties:** Do not pay, offer to pay, or authorize payment of anything of value to a private party to obtain an improper business advantage. 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 anything of value 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 or a charitable organization 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 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



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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. Third parties who violate this Policy are subject to immediate termination.

### Our Program

Itron maintains 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.

### 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, or [Compliance@itron.com](mailto:Compliance@itron.com), and concerns can be raised anonymously via Itron's Ethics Hotline at [www.itron.ethicspoint.com](http://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 about suspected anti-bribery and corruption violations to the Company's Chief Compliance Officer. Itron's Chief 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. 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.

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.



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### **Questions**

Questions about this Policy should be directed to Itron's Global Compliance Team at [Compliance@itron.com](mailto:Compliance@itron.com).

### **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  
Supplier Code of Conduct