

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
ITRON, INC.**

May 24, 2024

THE UNDERSIGNED, being all the members of the board of directors (the “**Board**”) of Itron, Inc. (the “**Company**”), a Washington corporation, acting by written consent pursuant to RCW 23B.08.210 of the Washington Business Corporation Act, hereby waive the calling or holding of a special meeting of directors, consent to the following action and to the adoption of the following resolutions, and direct that this written consent be filed with the minutes of proceedings of the Company.

REPORT PURSUANT TO THE *FIGHTING AGAINST FORCED LABOUR AND CHILD LABOUR IN SUPPLY CHAINS ACT (CANADA)*

WHEREAS the Company and certain of its subsidiaries (collectively, the “**Subsidiaries**”) must file a report under the *Fighting Against Forced Labour and Child Labour in Supply Chains Act (Canada)* (the “**Act**”);

AND WHEREAS a draft joint report for the fiscal year ended December 31, 2023 has been submitted to the Board for its approval on behalf of the Company and the Subsidiaries pursuant to subparagraph 11(4)(b)(ii) of the Act;

NOW THEREFORE, BE IT:

RESOLVED, that the draft report submitted to the Board and attached as **Exhibit A** (the “**Report**”) to these resolutions be and is hereby approved;

RESOLVED, that any of the directors of the Company or any of the officers of the Company (the “**Authorized Representatives**”) be and is hereby authorized to sign the Report.

OMNIBUS RESOLUTIONS

RESOLVED, that the Company’s Authorized Representatives are authorized and directed to take all actions as they shall deem reasonably necessary or advisable in order to carry out and perform the purpose and intent of the foregoing resolutions.

RESOLVED FURTHER, that any actions of any of the Company’s Authorized Representatives taken prior to the date hereof reasonably related to the transactions contemplated by the foregoing resolutions are ratified, approved, confirmed, and adopted, in all respects, and shall be deemed the acts and deeds of the Company.

[Signatures appear on the following page(s)]

IN WITNESS WHEREOF, the undersigned have signed this Unanimous Written Consent as of the date first set forth above.



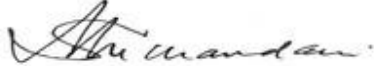
Thomas L. Deitrich May 14, 2024 4:18 PM



Mary C. Hemmingsen May 21, 2024 6:32 AM



Jerome J. Lande May 24, 2024 3:23 PM



Sanjay Mirchandani May 23, 2024 5:02 AM



Diana D. Tremblay May 14, 2024 4:18 PM



Frank M. Jaehnert May 14, 2024 4:32 PM



Timothy M. Leyden May 16, 2024 10:17 PM



Santiago Perez May 14, 2024 5:10 PM



Lynda L. Ziegler May 20, 2024 2:38 PM

Exhibit A

**REPORT PURSUANT TO THE *FIGHTING AGAINST FORCED LABOUR AND CHILD LABOUR IN
SUPPLY CHAINS ACT (CANADA)***

(see attached)

Itron's Modern Slavery Statement: 2023 (Canada)

Introduction

The *Fighting Against Forced Labour and Child Labour in Supply Chains Act* (S.C. 2023, c. 9) (the "**Act**") came into effect on January 1st, 2024. This Statement is the first joint modern slavery statement filed by Itron, Inc. and its subsidiaries listed at Annex A (collectively, "**Itron**") under Section 11 of the Act. It sets out the steps Itron took during the financial year commencing on January 1st, 2023, and ending on December 31, 2023, to reduce the risk of modern slavery, including forced labour, child labour, and human trafficking, in its business and supply chains. While certain subsidiaries listed at Annex A are not required to report under the Act, they have been included in this statement for transparency.

Itron's success relies on our commitment to operate predictably, profitably, and with integrity. Everything we do is grounded in a strong foundation of ethical conduct as well as responsible, accountable, and transparent business practices. As a signatory of the UN Global Compact, and as an organization committed to stakeholder engagement, we strive to build trust through all that we do.

Itron has zero tolerance for slavery and human trafficking in all its business dealings. We will not permit slavery or human trafficking within any part of our business or supply chains.

Itron conducts business in Canada primarily through a Canadian subsidiary entity, Itron Canada, Inc., together with other global Itron Group entities. As at the date of this report, Itron Canada, Inc. does not own or have control over any other entity.

Our Business

Itron is a world-leading technology and services group of companies dedicated to the resourceful use of energy and water. Itron, Inc. is the ultimate parent company of a group of 53 subsidiaries incorporated across 33 countries and five continents.

The Itron group of companies that provide comprehensive solutions that measure, manage and analyze energy and water consumption. Our broad product portfolio includes electricity, gas, water and thermal energy measurement devices and control technology; communications systems; software; as well as managed and consulting services.

Our Supply Chain

Our supply chain includes the provision of goods and services that require us to deliver solutions and products to our customers. Our products require a wide variety of components and raw materials, which we source from multiple suppliers and vendors. Raw materials used for our products include castings made of metal or alloys, plastic resins, glass, and other electronic components, such as microprocessors and semiconductors.

While we manufacture and assemble a portion of our products within Itron, we outsource the manufacturing of many products and sub-assemblies to various manufacturing partners, who follow design specifications, quality assurance programs, and standards that we establish. Our manufacturing facilities are located throughout the world: we have two facilities in the United States, three in France, one in Germany, one in Italy, and one in Indonesia.

We expect our suppliers to understand their obligations, adhere to our Supplier Code of Conduct, and ensure that they and their supply chains are also compliant.

Risks in our business and supply chain

We map our supply chain and classify suppliers and conduct risk-based vetting to identify and remediate compliance risks including modern slavery. Given the sectors and industry in which we operate, we recognize that there is a level of risk that we must be attentive to. Some of the raw materials we source for our products, as well as some countries in which such materials are sourced, present a higher likelihood of modern slavery risks. Our use of third-party manufacturers also adds to our risk profile, as we have less visibility over their hiring and labour practices.

Our Policies & Diligence

We have several policies and procedures currently in place that contribute to ensuring modern slavery does not occur in our business or supply chains.

Itron's Code of Conduct (available [here](#)) outlines our commitment to uphold ethical business practices and to meet or exceed applicable legal requirements. The Code of Conduct applies to all employees and directors of Itron entities, regardless of location or role. It contains a section that specifically addresses Itron's commitment to human rights, including a commitment to labour standards and prohibition on the use of forced and child labour.

Furthermore, Itron's Supplier Code of Conduct (available [here](#)) specifically prohibits the use of suppliers who breach laws or regulations or use child or forced labour or physical punishment to discipline employees, even if allowed by local law. The Supplier Code of Conduct applies to all suppliers, vendors, contractors, service providers, consultants, and subcontractors of Itron (collectively "suppliers"). Itron requires all suppliers to acknowledge and agree to abide by the Supplier Code of Conduct before doing business with Itron. Depending on the type of goods and services being provided and the origin of the supply chains involved, further due diligence may be undertaken if necessary.

Itron's Global Human Rights Policy (available [here](#)) addresses anti-slavery and human trafficking, which reflects our commitment to acting ethically and with integrity in all our business relationships. The policy applies to the entire workforce, as well as to Itron's business relationships, including partners, agents, vendors and suppliers, and includes a specific focus on the prevention of Human Trafficking, Forced Labour and Child Labour and Supplier Responsibility. The Policy also provides information on the reporting of human rights concerns, through Itron's third-party operated reporting hotline. During this reporting year, Itron did not receive any complaints about forced or compulsory labour, child labour or human trafficking.

Itron provides a reporting hotline (www.itron.ethicspoint.com) for anyone to report concerns they may have in relation to our activities, including our supply chain. The hotline is maintained by a third party and allows for reporting in multiple languages as well as anonymous reporting. The reporting hotline website which includes specific reference to human trafficking and labour violations has been updated to enable easier reporting. Itron added mobile intake options to the reporting hotline. Potential violations are taken very seriously, and allegations are investigated in a timely and discrete manner. Itron policy prohibits retaliation against any individual making a report in good faith.

Itron continues to incorporate human trafficking, modern slavery, forced and child labour, and other related human rights concerns into its due diligence processes for third parties.

Remediation Measures

We recognize that any forced labour or child labour found in an organization's business or supply chain must be stopped immediately. To date, we have not identified any instances of forced labour or child labour in our business or supply chain, therefore, no remediation measures have been necessary and no measures have resulted in loss of income to vulnerable families.

Training

Since the implementation of the Global Human Rights Policy in 2020, Itron has provided mandatory annual training to employees on combatting human slavery and preventing human trafficking. By the end of 2023, 99.3% of employees had completed a module for Combatting Modern Slavery.

Assessing Effectiveness

Itron has a legal and compliance function that provides the business with objective and comprehensive assurance and advisory services, including evaluating of the effectiveness of internal controls, as well as compliance with the Itron's internal policies, including the Supplier Code of Conduct.

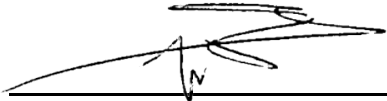
So far, Itron has not needed to take any action against a partner or supplier in respect of slavery and human trafficking. We continue to work with our suppliers to ensure compliance with our policies.

Further Development

In addition to formal training modules, Itron will continue to promote awareness of modern slavery issues throughout the company.

Itron will continue to promote reporting, including through our reporting hotline, to ensure employees understand all of the available routes to speak out, the reporting process, and the support that is available to them.

This Statement was approved by the Board of Directors of Itron, Inc. pursuant to Subparagraph 11(4)(b)(ii) of the Act on May 24, 2024.

A handwritten signature in black ink, appearing to read 'Thomas L. Deitrich', is positioned above a horizontal line. The signature is stylized and somewhat cursive.

Thomas L. Deitrich
President and CEO

ANNEX A

List of Itron, Inc.'s Subsidiaries

Itron Global Holdings LLC
Itron International, LLC
Itron Networked Solutions, Inc.
SSN Holdings, LLC
Itron Global LLC dba Itron Global Trading
Royal Cautivo Insurance, Inc.
Itron Australasia Pty Limited
Itron Austria GmbH
Itron Belgium SA
Itron Canada, Inc.
Silver Spring Networks International Limited
Itron Metering Solutions (Suzhou) Co., Ltd.
Itron Metering Systems (Suzhou) Co., Ltd.
Itron Czech Republic s.r.o.
Itron France S.A.S – Dubai U.A.E. Branch Office
Asais S.A.S.
Asais Conseil S.A.S.
Itron France S.A.S.
Itron Holding France S.A.S.
Itron Holding Germany GmbH
Itron Zähler & Systemtechnik GmbH
Itron Unterstützungskasse GmbH
Allmess GmbH
Itron Unterstützungseinrichtung GmbH
Itron Labs Kft
Itron India Private Limited
Silver Spring Networks India LLP
PT Mecoindo (J.V.)
Itron Management Services Ireland, Limited
Itron Italia SpA
Itron Japan Co., Ltd.
Itron Metering Solutions Luxembourg SARL
Itron Global SARL
Metertek Sdn Bhd (J.V. 100% indirectly owned)
Itron Servicios, S.A. de C.V.
Itron Nederland B.V.
Itron New Zealand Limited
Itron Polska SP ZOO
Itron Portugal, Unipessoal, LDA.
Itron Imobiliária, Unipessoal, LDA.
Itron Sistemas de Medição Lda.
Itron Metering Systems Singapore Pte Ltd. - South Korea Branch Office
Itron Measurement and Systems (Proprietary) Limited
Itron LLC
Itron Belgium (Rwandan Branch Office)
Itron Metering Systems Singapore Pte Ltd.
Itron Spain SLU
Itron Sweden AB
Itron Metering Solutions (Thailand) Co. Ltd.
Itron Ukraine
Itron Ukgas Meters Company (J.V. Majority)
Itron Metering Solutions UK Ltd.
Itron Development UK Ltd.

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the resolutions attached hereto were duly adopted by unanimous written consent of all of the members of the Board of Directors of Itron, Inc., a Washington corporation, without the necessity of holding a formal meeting, the Directors each having waived the requirement of any notice of meeting in connection with such resolutions, and that said resolutions have not been amended, rescinded or modified and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I, Christopher E. Ware, the duly elected or appointed, qualified and acting Secretary of the Company, have hereunto place my signature on this May 24, 2024.



Christopher E. Ware, Secretary