

ENERSYS

CORPORATE GOVERNANCE GUIDELINES

These Guidelines serve as an important framework for EnerSys' (the "Company") and its Board of Directors' (the "Board") corporate governance practices and are designed to assist the Board in carrying out its responsibilities effectively. The Board reviews these Guidelines at least annually and may modify them as appropriate to reflect the evolution of its governance practices.

I. Role of Board and Management

The day-to-day management of the Company is the responsibility of the Company's management. The Board is elected by the stockholders to oversee the Company's management and ensure that the long-term interests of the stockholders are served.

II. Director Responsibilities

Directors are expected to expend sufficient time, energy and attention to assure diligent performance of their duties. Directors are expected to attend meetings of the Board, and its Committees on which they serve; review materials distributed in advance of the meetings; and make themselves available for periodic updates and briefings with management via telephone or one-on-one meetings.

III. Board Composition and Selection of Directors; Independence; Qualifications; Continuing Education

1. Size and Membership

The Bylaws provide that the number of members of the Board shall consist of not less than three or more than eleven members, the exact number of which shall be fixed from time to time by the Board.

The Board is divided into three classes, approximately equal in number, with staggered terms of three years each, so that the term of one class expires at each annual meeting of stockholders. Thus, Directors typically stand for reelection every three years. Further, the members of the Board are nominated, elected and removed in accordance with the Company's Certificate of Incorporation and Bylaws.

Each year at the Company's annual meeting, the Board recommends a slate of Directors for election by stockholders. The Board's recommendations are based on its determination (using advice and information supplied by the Nominating and Corporate Governance Committee) as to the suitability of each individual, and the slate as a whole, to serve as Directors of the Company.

2. Leadership

The Board shall be responsible for establishing and maintaining the most effective leadership structure for the Company. The Board shall select its Chairman of the Board and the Company's chief executive officer (the "CEO") in a way that it considers in the best interests of the Company and its stockholders. The Board's policy as to whether the role of CEO and the Chairman of the Board should be separate is to adopt the practice which best serves the Company's needs at any particular time. The Board has determined, however, that if the Chairman of the Board is not an independent Director, then there should be a "Lead Independent Director" with the powers and duties described below.

Role of Chairman of the Board

The Chairman of the Board, or his/her designee, will preside at all meetings of the Board at which he or she is present, determine the agenda for Board meetings, in consultation with the Lead Independent Director, if applicable, shall act as liaison between the Board and management and among the directors and the committees of the Board, shall have the power to call special meetings of the stockholders and to call special meetings of the Board, and the Chairman of the Board shall preside at all meetings of the stockholders at which he or she is present. The Chairman of the Board shall have such other powers and duties as he or she may be called upon the Board to perform.

Lead Independent Director

If the Chairman of the Board is not an independent Director, the Company's independent Directors will annually elect one of the independent Directors on the Board to serve as the lead independent Director (the "Lead Independent Director"). Although elected annually, the Lead Independent Director is generally expected to serve for more than one year. If the Chairman of the Board is an independent Director, then the duties of the Lead Independent Director described herein shall be a part of the duties of the Chairman of the Board.

The Lead Independent Director's duties include:

- presiding at all executive sessions of the independent Directors and at meetings of the Board at which the Chairman is not present;
- coordinating the activities of the independent Directors, including calling meetings of the independent Directors, as appropriate;
- consult, as applicable, with the Chairman of the Board on Board meeting-agendas and Board meeting schedules;
- approving the type of information sent to the Board (it being understood that approval of the specific content of information is not required);
- authorizing the retention of outside advisors and consultants who report directly to the independent Directors; and

- performing such other duties as the Board may from time to time delegate.

In performing the duties described above, the Lead Independent Director is expected to consult with the Chairmen of the appropriate Board Committees and solicit their participation in order to avoid diluting the authority or responsibilities of such Committee Chairmen. The General Counsel and other Company employees, as applicable, shall provide support to the Lead Independent Director in fulfilling the Lead Independent Director role.

3. Independence of Directors

The Board annually reviews relationships that each Director may have with the Company to make a determination of whether the Director is independent within the meaning of the listing standards of the NYSE. The independence of any member of the Board, within the meaning of the NYSE's listing standards, shall be determined in the business judgment of the Board.

4. Other Qualifications

Directors are selected for their integrity and character; sound and independent judgment; breadth of experience; insight and knowledge; and business acumen. Leadership skills, scientific or technology expertise, familiarity with issues affecting global businesses in diverse industries, prior government service, and diversity are among the relevant criteria, which will vary over time depending on the needs of the Board. The Nominating and Corporate Governance Committee considers candidates for potential nomination to recommend for approval by the full Board.

The Board does not limit the number of other public company boards that a Director may serve on. However, the Nominating and Corporate Governance Committee considers the number of boards a Director sits on. Directors are encouraged to limit the number of other public company boards so as not to interfere with their service as a Director of the Company, to take into account their time and effectiveness and are expected to advise the Chairman of the Nominating and Corporate Governance Committee in advance of serving on another board, upon ending service on any other board or upon any proposed acceptance of a governmental position. Service on boards and committees of boards of other organizations should be consistent with the Company's policies prohibiting conflicts of interest.

Directors will provide prior written notice to the Nominating and Corporate Governance Committee of any change in their occupation. A Director will offer his or her written contingent resignation following the loss of, or significant change in, such Director's principal occupation, including through retirement, to the Chairman of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee's review and recommendation of whether it is appropriate for such Director to continue to serve on the Board will be presented to the Board for its determination as to whether the Director's contingent resignation should be accepted or rejected.

No Director may stand for reelection to the Board after reaching age 75. An employee Director retires from the Board when retiring from, or otherwise terminating his, employment with the Company. The Board may in unusual circumstances and for a limited period ask a Director to stand for reelection after the prescribed retirement date.

5. Orientation and Continuing Education

New Directors participate in an orientation process to become familiar with the Company and its strategic plans and businesses, significant financial matters, core values including ethics compliance programs, corporate governance practices and other key policies and practices through a review of background materials, meetings with senior executives and visits to Company facilities. The Nominating and Corporate Governance Committee is responsible for providing guidance for Directors' continuing education as needed.

6. Advance Resignation to Address Majority Voting

Director Nominees shall submit a contingent resignation in writing to the Chairman of the Nominating and Corporate Governance Committee to address majority voting in uncontested director elections. If the Director Nominee fails to receive a majority number of votes for re-election in an uncontested election at an Annual Meeting, the Nominating and Corporate Governance Committee will make a recommendation to the Board whether to accept or reject the resignation or whether other action shall be taken. The resignation becomes effective only if the director fails to receive a majority number of votes for re-election in an uncontested election at an Annual Meeting and the Board accepts the resignation.

IV. Board Meetings

1. Selection of Agenda Items

The Chairman of the Board will establish the agenda for Board meetings, in consultation with the Lead Independent Director, if applicable, and will distribute this agenda in advance to each Director. Such agenda will reflect suggested agenda items requested to be included therein by any Director. Directors are encouraged to suggest items for inclusion on the agenda and may raise any other subject not specifically on the agenda for consideration and action at any meeting. All information relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting should be distributed in writing or electronically to all members sufficiently in advance to allow Directors to review and prepare for discussion the items at the meeting. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the Board meeting. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chair of that committee.

2. Executive Sessions

Regularly scheduled Board meetings include a session of all Directors and the CEO. In addition, the Board regularly meets in executive sessions without the participation of the CEO or other senior executives. The Chairman of the Board or, if the Chairman of the Board is an employee of the Company or not independent, the Lead Independent Director will preside over executive sessions of the Board.

3. Access to Employees and Advisors

The Board should have access to Company employees in order to ensure that Directors can ask all questions and glean all information necessary to fulfill their duties. The Board may specify

a protocol for making such inquiries. Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters being considered. As necessary and appropriate, the Board and its Committees may consult with and retain the Company's outside counsel or other counsel, consultants, advisors or experts to assist it in the performance of its functions.

V. Performance Evaluation, Compensation; Succession Planning

1. Annual Self-Evaluation

The Board and each Committee make an annual self-evaluation of its performance with a particular focus on overall effectiveness. The ability of individual Directors to contribute to the Board is considered in connection with the renomination process. The Nominating and Corporate Governance Committee is responsible for developing, administering and overseeing the self-evaluation process.

2. Compensation

The Board believes that compensation for non-management Directors should be competitive and that equity-based compensation should be a key component of compensation for non-management Directors. The Compensation Committee and the Board review periodically the level and form of Director compensation and, if appropriate, proposes changes for consideration by the full Board.

3. Succession Planning

The Board oversees the succession planning process for the CEO and other senior executive officers. To assist the Board, the CEO periodically reports to the Board on succession planning and management development and provides the Board with an assessment of senior executives and their potential to succeed to the position of CEO or other key senior executive positions, as well as perspective on potential candidates from outside the Company. The CEO also makes available to the Board, on a continuing basis recommendations regarding who should assume the position of CEO in the event that he or she become unable or unwilling to perform the duties of this position.

4. CEO Evaluation and Compensation

Through an annual process overseen and coordinated by the Compensation Committee, the Compensation Committee evaluates the CEO's performance and, through the Chairman of the Board or his/her designee, communicates the results of the review to the CEO. The results of the review are used by the Compensation Committee in determining and approving the CEO's compensation.

VI. Committees of the Board of Directors

1. Number and Type of Committees

The Board has 3 committees – an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The Board may add new committees or remove existing committees as it deems advisable in the fulfillment of its primary responsibilities. Each Committee will perform its duties as assigned by the Board of Directors in compliance with Company Bylaws. Each Committee operates under a written charter that sets forth the purposes and responsibilities of the Committee as well as the qualifications for Committee membership. Each Committee assesses the adequacy of its charter annually and recommends changes to the Board as appropriate. The Committees report regularly to the full Board with respect to their activities. Committee duties may be described briefly as follows:

2. Audit Committee

The Audit Committee reviews the work of the Company's internal accounting and audit processes. The Committee is directly responsible for the appointment, compensation, retention and oversight of the Company's independent auditors.

3. Compensation Committee

The Compensation Committee stays informed as to market levels of compensation and, based on evaluations, recommends compensation levels and systems to the Board. Compensation of the CEO will be determined and approved by the Compensation Committee.

4. Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for recommending to the Board individuals to be nominated as Directors. The Committee evaluates new candidates and current Directors, and performs other duties as described elsewhere in these Guidelines.