

[This Code of Business Conduct and Ethics has been translated from the original English Code. If there is a conflict or inconsistency between this translated version of the Code and the original English Code, the provisions of the English Code will take precedence and be controlling, unless this translated version of the Code expressly provides that one or more of its provisions supersede any provision in the original English Code.]<sup>1</sup>

## **ENERSYS CODE OF BUSINESS CONDUCT AND ETHICS**

This Code of Business Conduct and Ethics (the “Code”) was adopted by, and is the responsibility of, the board of directors (“directors”) of EnerSys, and sets forth legal and ethical standards of conduct for all directors, officers and employees of EnerSys and all of its subsidiaries and other business entities controlled by it worldwide (collectively, the “Company”). This Code is intended to deter wrongdoing and to promote the conduct of all Company business in accordance with high standards of integrity and in compliance with all applicable laws and regulations. This Code further supports our existing fundamental philosophies of doing what is right in our workplace and open communication. This Code applies to the Company and all of its subsidiaries and other business entities controlled by it worldwide.

No code or policy can anticipate every situation or provide definitive answers to all questions that may arise. Accordingly, this Code is intended to focus each individual director, officer and employee on areas of ethical risk, provide guidance to directors, officers and employees to help them recognize and deal with ethical issues, establish mechanisms to report unethical conduct, and help foster the Company’s values. If employees have any questions regarding this Code or its application to them in any situation, they are encouraged to contact their respective manager or the Executive Vice President for EnerSys. Directors and executive officers should contact the Executive Vice President or the Chairman of the Audit Committee of the Board of Directors.

As used in this Code, unless the context otherwise requires, references to “EnerSys” or the “Company” shall mean EnerSys and all of its controlled subsidiaries and references to the “Board” shall mean the Board of Directors of the Company.

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<sup>1</sup> Appears in Non-English Versions

## **Honest and Ethical Conduct and Fair Dealing**

Directors, officers and employees should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors and employees. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. There cannot be unfair advantage taken of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## **Compliance with Laws, Rules, Regulations and Policies**

The Company requires that all directors, officers and employees comply with all laws, rules and regulations applicable to the Company wherever it does business and all policies of the Company. Directors, officers and employees are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when they are uncertain about them.

In particular, the Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and Controller of the Company and persons performing similar functions must adhere to and advocate:

- the full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission and in other public communications made by the Company;
- compliance with both the spirit and letter of all applicable governmental laws, rules and regulations;
- compliance with the Company's system of internal accounting controls;
- prompt internal reporting of any suspected or known violations of this Code in accordance with the rules set forth in this Code; and
- that failure to comply with this Code is cause for disciplinary measures, up to and including termination of employment.

## **Conflicts of Interest**

Directors, officers and employees must act in the best interests of the Company. They must refrain from engaging in any activity or having a personal interest that presents a “conflict of interest.” A conflict of interest occurs when the director’s, officer’s or employee’s personal interest interferes, or appears to interfere, with the interests of the Company. A conflict of interest exists when the private interest of an officer, director, or employee interferes with that person’s ability to advance the legitimate interests of the Company. A conflict situation can arise when an officer, director, or employee takes actions or has interests that may make it difficult to perform his or her Company duties objectively and effectively.

For example:

- No director, officer or employee shall perform services as a consultant, director, officer or employee, advisor or in any other capacity for a competitor of the Company, other than services performed at the request of the Company.
- No director, officer or employee shall use his or her position with the Company to influence a transaction with a supplier or customer in which such person has any personal interest.
- No director, officer or employee, or member of his or her family, shall receive improper personal benefits as a result of his or her position with the Company.
- No director, officer or employee shall hold any financial interest in a competitor of the Company unless such financial interest is less than one percent (1%) of the outstanding shares of that competitor.

It is each director’s, officer’s and employee’s responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Executive Vice President , or, if such person is an executive officer or director, to the Chairman of the Audit Committee of the Board of Directors, who shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest and who shall determine whether to bring it to the attention of the Board of Directors.

## **Insider Trading**

Directors, officers and employees who have material non-public information about the Company or other companies, including our suppliers and customers, are prohibited by law and Company policy from trading in securities of the Company or such other companies. Directors, officers and employees who have material non-public information about the Company or other companies are also prohibited by law and Company policy from communicating such information to others who might trade on the basis of that information. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy, which is available from the Office of the General Counsel or can be found under the corporate governance section of the Company's global intranet at <http://172.16.1.90>.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the General Counsel before making any such purchase or sale.

## **Confidentiality**

Directors, officers and employees must maintain the confidentiality of confidential information entrusted to them by the Company or other companies, including our suppliers and customers, except when disclosure is authorized or legally mandated, as determined by the Executive Vice President. Unauthorized disclosure of any confidential information is prohibited. Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company.

Third parties may ask directors, officers and employees for information concerning the Company. Directors, officers and employees (other than the Company's authorized spokespersons) must not discuss internal Company matters with, or disseminate internal Company information to, anyone outside the Company, except as required in the performance of

their Company duties and, when necessary, after an appropriate confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company should be made only by the Company's authorized spokespersons. If a director, officer or employee receives any inquiries of this nature, he or she should decline to comment and refer the inquirer to the Executive Vice President. The Company's policies with respect to public disclosure of internal matters are described more fully in the Corporate Disclosure Policy, which can be found under the corporate governance section of the Company's global intranet site at <http://172.16.1.90>.

Officers and employees also must abide by any lawful obligations that he or she has to his or her former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work for the Company and non-competition obligations.

### **Protection and Proper Use of Corporate Assets**

Directors, officers and employees should seek to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's financial performance. Directors, officers and employees must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

Directors, officers and employees must advance the Company's legitimate interests when the opportunity to do so arises. Directors, officers and employees must not take for him or herself personal opportunities that are discovered through his or her position with the Company or the use of property or information of the Company.

### **Gifts; Gratuities and Prohibited Payments**

The use of Company funds or assets for gifts, gratuities or other favors to customers, government officials, or other third parties are prohibited, except to the extent such gifts are in compliance with applicable laws, nominal in amount and approved by the responsible manager

Such gifts, gratuities and favors are prohibited and will not be approved where their purpose is to encourage the recipient to exercise their discretion in an improper or illegal manner or otherwise perform their functions in an improper manner to secure or retain any business for the Company.

Payments, gifts and favors to employees are also prohibited except when given under openly announced incentive programs, such as sale contests. Such programs must be approved in advance by the Executive Vice President.

Directors, officers and employees must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of nominal value. Any gifts that are not of nominal value should be returned immediately and reported to the responsible manager. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company believes appropriate in its sole discretion.

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Directors, officers and employees should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest and intended to serve legitimate business goals, and provided in an open and transparent manner.

Political contributions of company funds made directly or indirectly to candidates for political office or political organizations are in most instances considered illegal. Where lawful, political contributions on behalf of the Company may only be made when specifically approved in advance by the Chief Executive Officer. In addition, no director, officer or employee may use Company property or facilities for any political activities.

No one acting on the Company's behalf may use bribes, kickbacks or other illegal or corrupt practices in conducting Company business. Directors, officers and employees are required to comply strictly with all ethical standards and applicable laws in every country in which the Company does business. All uses of Company funds and assets must be documented in compliance with Company accounting policies and guidelines.

## **Accuracy of Books and Records, Record Retention and Public Reports and Communications**

Directors, officers and employees must honestly, accurately and timely report all business transactions. Directors, officers and employees are responsible for the accuracy of their records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

Directors, officers and employees will cooperate fully with and answer all inquiries of both the Company's independent accountants and internal auditors. Directors, officers and employees must never take any action to fraudulently influence, coerce, manipulate, or mislead any external accountant or internal auditor engaged to perform an audit of the Company's records and/or financial statements.

The consolidated financial statements of the Company shall conform to U.S. generally accepted-accounting principles ("GAAP") and the Company's accounting policies. Local or statutory books and financial statements shall conform with local regulatory statutes. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation and authorization.

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents submitted to the U.S. Securities and Exchange Commission, as well as in other public communications. The Company values its relationships with all of its shareholders. Any communication from a shareholder requesting information relating to the Company should be forwarded to the office of Investor Relations. The Company also values its relationships with those in the media and will endeavor to provide full and prompt disclosure of all material developments or events. All statements to the media or responses to inquiries from the media shall be handled through the office of the Executive Vice President.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they

record. Directors, officers and employees will follow record retention policies and will not alter, destroy or falsify any Company documents or records.

### **Concerns Regarding Accounting or Auditing Matters**

Any director, officer or employee with concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters occurring within the Company should confidentially, and anonymously if they wish, submit such concerns or complaints in writing to Internal Audit at the address or the toll-free telephone numbers listed below under “Reporting and Compliance Procedures.”

All such concerns and complaints will be forwarded to the Audit Committee of the Board of Directors. The Audit Committee will evaluate the merits of any concerns or complaints received by it and authorize such follow-up actions, if any, as it deems necessary or appropriate to address the substance of the concern or complaint.

### **Antitrust and Competition Laws**

Antitrust and competition laws are designed to promote fair and open competition by prohibiting unfair, restrictive or collusive business practices. It is the Company’s policy to comply fully with all such laws. To help ensure that directors, officers and employees do not engage in any activity that would violate any applicable antitrust or competition law, the Company has adopted an Antitrust and Competition Policy, which is available from the Office of the General Counsel or can be found under the corporate governance section of the Company’s global intranet at <http://172.16.1.90>.

Because of the complexity of these laws and the serious consequences to both the Company and the employees involved if such laws are violated, the Company’s Executive Vice President should be consulted if there is any questions as to whether a particular practice or transaction complies with such laws.

### **Compliance with Customs and Import/Export Laws**

It is crucial to the Company’s business that its products are able to be sold in all markets in which it operates. The Company requires all directors, officers and employees to follow all

applicable import/export laws and regulations, including any documentation requirements, so that its trading privileges are not jeopardized. See also EnerSys guidelines relating to “Special Policy for Activities Involving Certain Countries.” Officers and employees involved in import/export transactions should ensure that all required documents are accurately completed and maintained, and that all import/export transactions are conducted in compliance with applicable laws and regulations. Because of the complexity of such laws and regulations, the Company’s Office of the General Counsel should be consulted if any questions arise.

### **Use of Information Technology**

At all times, directors, officers and employees should use good judgment and common sense; conduct themselves ethically, lawfully and professionally; and follow applicable Company security and use policies and procedures while accessing and using company provided information technology, its contents and email.

### **Waivers of this Code of Business Conduct and Ethics**

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be possible. Any employee or officer who believes that an exception to any of these policies is appropriate in his or her case should first contact his or her manager. If the manager agrees that an exception is appropriate, the approval of the Executive Vice President must be obtained. The Executive Vice President shall be responsible for maintaining a complete record of all requests for exceptions to any of these policies and the disposition of such requests.

Any executive officer or director who seeks an exception to any of these policies should contact the Chairman of the Nominating and Corporate Governance Committee of the Board of Directors. Any waiver of this Code for executive officers or directors or any change to this Code that applies to executive officers or directors may be made only by the Board of Directors of the Company and will be promptly disclosed as required by law or stock exchange regulation.

## Reporting and Compliance Procedures

Every director, officer and employee has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. Any director, officer or employee who knows or believes that any other employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code should report such information to his or her manager, local human resources department, or to Internal Audit or the Executive Vice President, as described below. A director, officer and employee may report such conduct openly or anonymously without fear of retaliation. The Company will not discipline, discriminate against or retaliate against any employee or representative of the Company for reporting such conduct, unless it is determined that the report was made with knowledge that it was false, or, who cooperates in any investigation or inquiry regarding such conduct. Any manager who receives a report of a violation of this Code must immediately inform Internal Audit.

Directors, officers and employees may report violations of this Code on a confidential or anonymous basis, by contacting Internal Audit by fax, mail or e-mail at:

EnerSys  
Internal Audit  
2366 Bernville Rd.  
Reading, PA 19605  
USA

Phone: +1 610-208-1747  
Fax: +1 610-208-1807  
email: [ethicshotline@enersys.com](mailto:ethicshotline@enersys.com)

or, directly to an external and independent third party administrator by calling the Ethics and Compliance Hotline. Please refer to Attachment A for toll-free calling information. While the Company prefers that the reporting person identifies him or herself when reporting violations so that it may follow up with him or her for additional information, the reporting person may report suspected violations anonymously if he or she wishes. This service, administered by an independent provider, will convey the concerns and complaints to Internal Audit or other appropriate party.

If Internal Audit or other appropriate party receives information regarding an alleged violation of this Code by an executive officer or a director, he or she shall, as appropriate, (a) inform the Chief Executive Officer who shall inform the Audit Committee, who may then

inform the Board of Directors of the alleged violation, (b) determine, in consultation with the Executive Vice President, whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, determine who should initiate such inquiry or investigation and (c) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Audit Committee of the Board of Directors, which may then inform the Board of Directors. The Audit Committee shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director. Directors, officers and employees are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

If Internal Audit or other appropriate party receives information regarding an alleged violation of its Code by the Chief Executive Officer, Internal Audit shall (a) inform the Audit Committee, who may then inform the Board of Directors of the alleged violation; (b) determine, in consultation with others, as directed by the Audit Committee, whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, determine who should initiate such inquiry or investigation; and (c) report the results of any such inquiry or investigation, to the Audit Committee of the Board of Directors, which may then inform the Board of Directors. The Audit Committee shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to be taken against the Chief Executive Officer.

In the event that an alleged violation of this Code involves an employee, other than an executive officer or director, Executive Vice President shall determine, in consultation with the Internal Audit when appropriate, whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, determine who should initiate such inquiry or investigation. The Executive Vice President shall determine whether a violation of this Code has occurred and, if so, the disciplinary measures to be taken against such employee. Internal Audit shall report the results of any inquiry or investigation and the disposition of the matter to the Audit Committee of the Board of Directors.

Failure to comply with the standards outlined in this Code will, subject to applicable law and agreements, result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, discharge and restitution. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any manager who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge, subject to applicable law and agreements.

Where local law requires specific procedures relating to this Code, such procedures will be described on Attachment B of this Code.

### **Dissemination and Amendment**

The Code shall be distributed annually to each director, officer and all employees in the job functions as defined on Attachment C. Each of the above shall acknowledge and certify that he or she has received and understood the Code and has complied with its terms. The employees in the job functions as defined on Attachment C must make sure that the Code is properly communicated to all employees, including new employees, reporting to them, and must through their actions demonstrate the importance of compliance. Leading by example is critical, as well as being available for employees who have ethical questions or wish to report possible violations. The Code will be enforced through appropriate disciplinary measures in compliance with local labor laws and other applicable laws and agreements.

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be found on the Company's internet website at [www.enersys.com](http://www.enersys.com). Any amendments, alterations or terminations of this Code will be promptly and publicly disclosed. The Executive Vice President or his designee shall have the authority to amend the Attachments to this Code without the approval of the Audit Committee or Board of Directors provided such amendment does not alter the intent of this Code.

This document is not an employment contract between the Company and any of its directors, officers or employees and does not alter the Company's current employment or other relationship with any director, officer or employee.

**Acknowledgment and Certification**

I, \_\_\_\_\_ do hereby certify that:

(Print Name Above)

1. I have received and carefully read the Code of Business Conduct and Ethics of EnerSys, and I understand that I shall be responsible for the enforcement of and compliance with this policy, including necessary distribution to ensure employee knowledge and compliance under my charge.

2. I understand the Code of Business Conduct and Ethics.

3. I have complied and will continue to comply with the terms of the Code of Business Conduct and Ethics.

Date: \_\_\_\_\_

\_\_\_\_\_  
(Signature)

Location/Business Unit/Country: \_\_\_\_\_

\_\_\_\_\_

## Attachment A - EnerSys International Hotline Database

<b>Country</b>	<b>Direct Toll Free Hotline Number</b>	<b>Language</b>	
US & Canada	1-888-427-2528	English	
Australia	+1-675-250-7572	English	
Luxembourg	+1-678-250-7572	English	
Singapore	+1-678-250-7572	English	
UK	+1-678-250-7572	English	
<b>Country</b>	<b>AT&amp;T Direct Stage 1 Access Number</b>	<b>AT&amp;T Direct Stage 2 Toll Free Hotline Number</b>	<b>Language</b>
Argentina	0800-288-5288 or 0800-555-4288 or 0800-222-1288	888-525-5353	Spanish
Austria	0800-200-288	888-525-5383	German
Belgium	0800-100-10	888-525-5383	Flemish
Brazil	0800-890-0288 or 0800-8888-288	888-525-5383	Portuguese
Bulgaria	00-800-0010	888-525-5383	Bulgarian
Chile	171-00-312 or 800-360-312	888-525-5383	Spanish
Chile	171-00-311 or 800-360-311	888-525-5383	English
China-North	108-888	888-525-5383	Mandarin
China-South	108-11	888-525-5383	Mandarin
Czech Republic	00-800-222-55288	888-525-5383	Czech
Denmark	8001-0010	888-525-5383	Danish
Finland	0 8001 10015	888-525-5383	Finland
France	0800-99-0011 or 0805-701-288	888-525-5383	French
Germany	0-800-2255-288	888-525-5383	German
Hungary	06 800-01111	888-525-5383	Hungarian
Italy	800-172-444	888-525-5383	Italian
Japan	(IDC)00 665-5111 (JT) 00 441-1111 (KDDI) 00 539-111	888-525-5383	Japanese
Mexico	01-800-288-2872 or 001-800-462-4240	888-525-5383	Spanish
Netherlands	0800-022-9111	888-525-5383	Dutch
Norway	800-190-11	888-525-5383	Norwegian
Poland	0-0-800-111-1111	888-525-5383	Polish
Portugal	800-800-128	888-525-5383	Portuguese
Russia	Russia (St. Petersburg) 325-5042 Ekaterinburg, Irkutsk, Novosibirsk, Omsk, Rostov-on-Don, Ufa, and Vladivostok 8^10-800-110-1011	888-525-5383	Russian
Slovakia	0800 000 101	888-525-5383	Slovak
South Africa	0-800-99-0123	888-525-5383	English
Spain	900-99-00-11	888-525-5383	Spanish

Sweden	020 799 111	888-525-5383	Swedish
Switzerland	0-800-89-0011	888-525-5383	German

## Attachment B – Local Procedures

### **SPECIAL PROCEDURES APPLICABLE IN FRANCE ONLY**

Purpose. The Company is implementing this special procedure in France in connection with the implementation of the Company's whistleblowing plan ("Hotline"). EnerSys SARL is the entity responsible for administering the Hotline in France. A third party provider has been engaged by the Company to administer the Hotline on a day-to-day basis.

Because the Company is subject to the Sarbanes-Oxley Act in the United States, the French Data Protection Agency ("CNIL") considers the Hotline to be a legitimate interest of the Company and allows the use of a hotline provided the Company's use complies with CNIL's decision 2005-305 of 8 December 2005 for single authorization of automated processing of personal data with respect to whistleblowing procedures. These procedures are intended to comply with such decision.

Scope of the Procedure. To ensure acceptability, only calls relating to (i) legal obligations of French law in relation to implementing internal audit procedures in the areas of banking, accounting, finance and corruption/fraud prevention, or (ii) the legal requirements set out in section 301(4) of the Sarbanes-Oxley Act (i.e. questionable accounting controls and auditing matters), will be handled. Calls relating to any other areas will be disregarded.

Treatment of the Caller's Identity. The Company discourages anonymous calls. The caller should identify himself, but the Company will keep the caller's identity confidential. The Company will accept an anonymous call; however, in such case, the Company will use every precaution in handling the investigation of the report and conduct a preliminary investigation before disseminating the report to others. The Company's procedure assumes that all callers will identify themselves.

Types of Personal Details that Can Be Documented. The Company (or its service provider) will only document the following details with respect to the call:

- the identity, job and location of the caller;
- the identity, job and location of the person, who is the subject of the call;
- the identity, job and location of the individuals involved in the receipt or investigation of the report;
- the allegations reported;
- evidence gathered in the course of investigating the report;
- summary of the investigation; and
- outcome of the investigation) .

The Company/service provider will only gather those facts relating to the subject matter within the scope of the Hotline. Facts relating to other subjects will only be passed on to the appropriate people within the Company if they concern a vital interest of the Company. The final report relating to the call will be based only on objectively formulated information directly related to the subject of the call and strictly necessary to its investigation. The language used to describe third party statements will make clear that these are allegations.

Dissemination of Personal Details. Those charged within the Company with the receipt or investigation of Hotline calls will only be given access to as much of the personal details described above as needed to be able to fulfill their function. These details will only be communicated outside the Company to individuals charged with the management of the Hotline in other divisions or units of the Company if necessary to investigate the call or its consequences for the entire Company. Our third party provider, who is employed to receive or handle the Hotline calls, will have access only to those personal details described above, which allow them to fulfill their specific role. Our contract with the third party service provider (a) restricts the

provider from using these details for any other purpose, (b) assures the confidentiality of the information, (c) limits the data retention period, and (d) requires destruction or turning over of all electronic or manual records at the end of the contract term. The Company limits the number of individuals involved in the receipt and investigation of Hotline calls, provides specialized training to such individuals, and subjects such individuals to a stringent, contractually-defined duty of confidentiality.

Transfer of Personal Details outside the European Union. All communications of personal details described above to entities outside of the EU will be made in conformity with the January 6, 1978, Law, in particular, Article 69, paragraph 8. The Hotline's third-party provider is Safe Harbor certified, meeting the data privacy requirements of the European Union.

Record Retention Periods For Personal Details. Any details outside the scope of the Hotline program will be destroyed or archived immediately, unless they concern a vital interest of the organization or the physical or moral safety of the workforce. After the Hotline report has been investigated, the details of the report will be destroyed within two (2) months after the conclusion of the investigation, provided that the investigation is not followed by disciplinary or judicial action. When discipline is imposed or judicial action undertaken against the person named in the call, or against a caller who has abused the hotline program, then the details of the report will be retained until proceedings are concluded.

Security Measure. The person responsible for the Hotline report will take all useful precautions to preserve the security of the details whether regarding their receipt, communication or retention. The identity of a caller will be treated confidentially so as to prevent the caller from experiencing retaliation for his action.

Notice to Potential Callers. A copy of this procedure will be provided to potential users of the Hotline so that the users have clear and complete information regarding its use. The Company will comply with the collective and individual information required by the Labor Code, with Article 32 of the Law of January 6, 1978, as amended.

The use of the Hotline by an employee is optional. There will be no adverse consequences to any employee who does not use the Hotline. Calls to the Hotline will be answered by the Company's third party service provider, who will provide a summary report to the person responsible for internal audit in Europe. The person identified in a call will have the right to access and correct information. Callers abusing the Hotline may be subject to disciplinary sanctions, including possible judicial proceedings; however, callers using the Hotline in good faith, even if the facts reported are later found to be incorrect or inconclusive, will not be subject to disciplinary action. Summary information regarding the calls (such as number of calls, areas of concern, status of call) will be transferred outside the European Union.

Notice to those Named in Hotline Calls. A person named in a Hotline call will be informed of the call by the person responsible for the Hotline program. If conservation measures are necessary, for example, to prevent the destruction of evidence, the person named in the call may not be informed until after these measures have been taken. The person named in the Hotline call will be given the following information: the name of the entity responsible for the Hotline program, the allegations against him, the persons who might be informed about the call, as well as how to exercise his rights to access and correct the information.

Respect for Rights of Access and Correction. In compliance with Articles 39 and 40 of the Law of January 6, 1978, as amended, EnerSys SARL guarantees to anyone named in a Hotline call the right to access the personal details concerning him, and, if they are incorrect, incomplete, equivocal, or out of date, to correct or delete such personal details. The person named in a Hotline call will not be given the identity of the person who made the call.

**Attachment C**  
**EnerSys Code of Business Conduct and Ethics Matrix**

<b>Country</b>	<b>Job Title</b>
<b>ARGENTINA</b>	President Direct Reports to the President*
<b>ASIA SENIOR MANAGEMENT</b>	President Asia VP of Sales and Marketing Asia VP Finance, Asia Director of Human Resources & Administration - Asia Senior Director of Engineering & Quality Assurance - Asia RP Marketing Director MP Marketing Manager Asia Controller Administrator Financial Analyst Senior Internal Auditor
<b>AUSTRALIA</b>	General Manager Sales Manager Financial Controller Production Manager
<b>AUSTRIA</b>	Director Sales Middle & Southern Europe MP&RP, MD Austria Admin Finance Austria
<b>BELGIUM</b>	Financial Controller Benelux MP, MD Belgium Director Sales MP Benelux
<b>BRAZIL</b>	Direct Reports to the Director of Operations*
<b>BULGARIA</b>	Plant Manager Targovishte, MD Bulgaria Human Resources Manager (BNG, RUS) Financial Controller Targovishte Sales Manager Bulgaria & South East Europe MP Sales Manager Bulgaria Sales Director Bulgaria Operations Director Supply Chain Manager IT Manager QMS Manager Secretary to MD Health & Safety Manager
<b>CANADA</b>	VP/General Manager Direct Reports to VP/General Manager*

<b>CHINA</b>	VP Operations - Asia Financial Controller - China Engineering Director - China General Manager, Sales - China Huawei Key Account Manager Director Global Program - Huawei Account Senior Sales Manager Sales Manager MP Sales Director Plant Manager Engineering Manager Purchasing Manager QC Manager Manufacturing Manager IT Manager - Asia Service Manager OEM Account Manager Collection Manager Sales Admin Manager Finance Manager Deputy Plants Controller Director Commercial and Shared Service Human Resources Manager Product Support Manager Nuclear Project Manager Application Engineering Manager
<b>CZECH REPUBLIC</b>	HR Manager (CZ, SK) Plant Manager, MD Czech Finance Controller Middle Europe Sales Manager MP Czech and Slovakia Sales Manager RP Czech and Slovakia ATEX Battery Manager Supply Chain Manager Quality & Environmental Manager MP Service Manager
<b>DENMARK</b>	Sales Manager
<b>EAS GERMANY</b>	Managing Director Finance Manufacturing Product Engineering MD Assistant

<b>EMEA</b>	HR Generalist EMEA HR Generalist EMEA Fleet/Procurement Administrator
<b>ENERSYS POWERTECH</b>	MD Assistant Business Development Director Managing Director, Battery Technologies Industrial Factory Manager Manager Sales RP, Sub Saharan Systems Sales Manager Sales MP, Mining & Power Solutions Manager Sales MP, Industrial & Power Solutions Manager Sales RP, Telco Markets Manager Sales RP, UPS/UPS Batteries Manager Sales RP, Rentech Manager Engineering Operations Director Controller SA
<b>ENGINEERING EUROPE</b>	Director AGM Product Engineering EMEA Director Chargers & Systems, Development & Operations Manager PDAC Manager MP Product Engineering Director Quality Assurance Europe Director Process Engineering EMEA Manager New Product Introduction (NPI) Europe Manager Electrical Lab Manager Standard System Manager TPPL & Hybrid RP Test and Applications Manager Tech Process Engineering Manager Product Design, Design Authority Powersafe Manager Powersafe Process Engineering Manager Product Design, Design Authority SBS Director Engineering Targovishte & Nickel Technologies EMEA
<b>EUROPEAN EHS</b>	EHS Manager Europe
<b>EUROPEAN FINANCE &amp; CONTROLLING</b>	European Finance Operations Manager Tax Manager Treasury Manager European Credit Manager Europe Controller Process Improvement Manager Europe Group Accountant Europe Group Accountant Financial Analyst - Europe Manufacturing

<b>EUROPEAN IT AND FINANCE PROJECTS</b>	Finance Controller Switzerland European Data Center Manager SAP Support Manager Manager European IT Infrastructure IT Manager SE Europe I, H, BG IT Manager Nordic & ASW S, DK, FIN, N Sales & Distribution Competency Center Leader Data Management Officer Manager IT Project - Financial Systems Manager IT Project - Technical Systems Manager IT Project - Logistics Systems UK IT Manager Accounting Manager Swiss Branch Controller
<b>EUROPEAN OPERATIONS FUNCTIONS</b>	Manager Supply Chain Europe Manager Operations Engineering EMEA
<b>EUROPEAN PURCHASING</b>	European Procurement Manager Procurement Manager Eastern Europe Senior Procurement Manager Senior European Procurement Manager
<b>EUROPEAN SALES FUNCTIONS A&amp;D</b>	VP Sales Defense & Specialty EMEA European Commercial Manager Special Defence Systems European Commercial Manager - Land European Commercial Manager - Air European Commercial Manager - Sea Director Business Development A&D Director Sales Specialty EMEA Order Control Sales Manager Cap Lamp
<b>EUROPEAN SALES FUNCTIONS MP</b>	Director Sales Eastern Europe, MD ENS ZAO Director Marketing Europe MD France, Director of Sales MP Western Europe Director Sales Southern Europe, KAM NACCO GROUP, General Manager Italy Director Sales UK & Ireland RP&MP Director Sales Central-Northern Europe, KAM KION GROUP & CROWN MP Financial Analyst Director Service Europe KAM TOYOTA GROUP Manager Rail Business Europe KAM OEM & Key End Users France, KAM NISSAN GROUP

<b>EUROPEAN SALES FUNCTIONS RP</b>	Business Analyst Director Marketing RP & Sales Central Europe KAM UPS & EMERSON-CHLORIDE, Director Sales Southern Europe KAM ELTEK VALERE, Business Director NORDIC Business Director Eastern Europe Sales Director Africa
<b>EUROPEAN SENIOR MANAGEMENT</b>	President Europe Executive Assistant Director Human Resources EMEA VP Sales & Marketing Motive Power EMEA, MD Italy VP Sales & Marketing Reserve Power EMEA, MD Swiss VP Sales Defence & Specialty EMEA VP Operations EMEA VP Finance, CFO Europe, Director UK General Manager Africa, MD EnerSys Powertech VP Global Technology and Engineering Senior Director of Engineering & Quality Assurance EMEA Manager Advanced Systems (EAS) & MD Hungary Director IT EMEA & Finance/Admin Africa & ME
<b>FINLAND</b>	Financial Controller
<b>FRANCE</b>	Plant Manager Arras, MD France Manager Environment Quality & Technical Arras Director Sales Reserve Power Western Europe Manager Customer Service France & HR Manager (FR, BE) Manager Manufacturing Operation Engineering Manufacturing Manager RP Manufacturing Manager MP Manager Lean Manufacturing & Charger Manufacturing Manager Lean Supply Chain & Projects Manager Demand & Distribution Manager Logistics & Purchasing Manager IT Systems Sales Manager Service Director Marketing & OEM Sales Manager Technical Sales Manager Director of Finance
<b>GERMANY</b>	Plant Manager Hagen, MD Germany Director Sales RP Germany & Poland Sales Manager Region II West-South Motive Sales Manager Region I Nord-Sud Engineering Manager Environmental Health & Safety Manager

	Industrial Engineering Manager Lead Manufacturing Manager Supply Chain Special Manufacturing Manager Quality Manager HR Manager (GER, AUS, NL, HUN) Purchasing Manager Finance Controller Germany
<b>GERMANY – ZWICKAU</b>	Managing Director GAZ Commercial Manager Quality Manager Technical & Production Manager
<b>GREECE</b>	MD Greece, Sales Manager MP/RP
<b>HUNGARY</b>	RP & MP Sales Manager Hungary
<b>INDIA</b>	Managing Director Sales Manager Purchasing and Logistics Manager Warehouse Manager Technical Manager Operations Manager
<b>ITALY</b>	Supply Chain Coordinator Italy Accounting Manager Italy Technical Manager & Quality Shipping Manager & Purchasing Regional HR Manager Southern Europe (CH, IT, ES, PT) Finance Controller Italy & North Africa
<b>JAPAN</b>	General Manager Finance Manager Sales Manager Technical Manager
<b>LUXEMBOURG</b>	Corporate Manager
<b>MEXICO</b>	General Manager/Plant Manager Direct Reports to General Manager/Plant Manager* Logistics/Supply Manager
<b>NETHERLANDS</b>	Managing Director Benelux RP Finance Manager
<b>NORWAY</b>	Sales Manager Financial Manager Norway-Sweden
<b>POLAND</b>	T&Q H&S Env Manager Purchasing Manager Director Operations MP Europe, MD Poland Financial Controller Poland Human Resources Manager (PL, Scandinavia) Production Manager

	Distribution Manager Sales Manager Manager Customer Service (SSC) Sales Manager RP Poland Planning Manager
<b>PORTUGAL</b>	Sales Manager RP
<b>SINGAPORE</b>	General Manager Sales Manager Service Engineer Finance Manager
<b>SLOVAKIA</b>	Managing Director Slovakia & Sales, Manager RP Slovakia
<b>SPAIN</b>	Director Commercial MP Financial Controller Spain Supply Chain Manager Spain IT Manager Iberia & ASW Reserve Power Manager Spain
<b>SWEDEN</b>	Finance Controller Nordic Operations Manager Sweden Sales Manager Supply Chain Manager
<b>SWITZERLAND</b>	Sales Manager Reserve Customer Service Manager MP Business Switzerland Manager Human Resources Generalist Switzerland
<b>UAE</b>	Business Director Middle East Business Development Manager
<b>UK – EAS</b>	HR Manager EAS UK, Operations Manager EAS Thurso General Manager EAS UK Operations Manager Culham European Commercial Manager Special Defence Systems Business Development Manager Thurso EHS Manager Thurso Production Manager Thurso Management Accountant Thurso Engineering Manager Thurso Customer Service Manager Thurso Production Manager Culham Management Accountant Culham IT Manager
<b>UK – MANCHESTER</b>	Credit Control Manager Process Improvement Manager UK Customer Service Manager UK Sales Manager

	HR Manager Manchester UK Materials Controller Sales Manager Regional Sales Manager MP Management Accountant
<b>UK – NEWPORT</b>	Plant Manager Newport, Director UK Manufacturing Manager Quality Manager IT Manager Newport HR Manager UK Newport EHS Manager Finance Controller UK Manager Technical Newport Process Engineering Manager Supply Chain Manager
<b>USA</b>	All Salaried/Exempt Grade 40 and above* Plant Manager (Longmont) Operations Manager (Longmont) Sales Manager (Longmont) Chief Engineer (Longmont) MRO & Facilities Maintenance Coordinator (Warrensburg) Materials Manager (Richmond)

***In addition to the above, employees in Purchasing, Human Resources, Finance, Payroll, Internal Audit, Legal and Executive in all countries will sign the Code.***

***\* Indicates more than one position referenced.***