

[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**

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<sup>1</sup> Appears in Non-English Versions  
11/2018



DAVID M. SHAFFER  
*President & Chief Executive Officer*

Dear Colleagues:

The EnerSys Code of Business Conduct and Ethics serves as our guide to carrying out business with the highest integrity, the highest ethical standards and in compliance with all laws. Our values reflect EnerSys' culture and help to guide each of us in our day-to-day actions with our customers, suppliers and colleagues. EnerSys' Code of Conduct provides important guidance to conduct our daily actions. The Code of Conduct applies globally to all EnerSys employees, officers, and directors.

As a team, we have all worked hard to build a successful and well respected company. We simply cannot, and will not, accept unethical, inappropriate, or illegal behavior. Always remember, if you have a question or concern about what is proper conduct, for you or anyone else, you may always speak to your supervisor, the EnerSys Human Resources Department or the EnerSys Legal Department.

You may also report violations by calling or e-mailing the EnerSys Ethics hotline (applicable country phone numbers and e-mail address are found in the Code of Conduct), where you may choose to stay anonymous. Now more than ever building a great company requires an unwavering commitment to the highest ethical standards. Each of us is held accountable to do the right thing.

Sincerely,

A handwritten signature in black ink, appearing to read "D. M. Shaffer", is written over a light blue horizontal line.

David M. Shaffer

# Table of Contents

Introduction.....	1
Honest and Ethical Conduct and Fair Dealing.....	1
Compliance with Laws, Rules, Regulations and Policies.....	1
Conflicts of Interest.....	2
Harassment.....	3
Insider Trading.....	4
Confidentiality .....	4
Protection and Proper Use of Corporate Assets.....	5
Gifts; Gratuities and Prohibited Payments.....	6
Bribery, Foreign Corrupt Practices Act and the UK Bribery Act.....	7
Accuracy of Books and Records, Record Retention and Public Reports and Communications .....	9
Concerns Regarding Accounting or Auditing Matters .....	10
Antitrust and Competition Laws.....	10
Compliance with Customs and Import/Export Laws.....	11
Use of Information Technology.....	11
Waivers of this Code of Business Conduct and Ethics.....	11
Reporting and Compliance Procedures.....	12
Dissemination and Amendment.....	14
Acknowledgment and Certification .....	16
Attachment A - EnerSys International Hotline Database .....	18
Attachment B – Local Procedures .....	20
Attachment C – EnerSys Code of business Conduct and Ethics Matrix .....	22

## **Introduction**

This Code of Business Conduct and Ethics (this “Code”) was adopted by, and is the responsibility of, the board of directors (the “Board”) of EnerSys, and sets forth legal and ethical standards of conduct for all directors, officers, employees, consultants, agents, and other third parties acting on behalf of EnerSys (collectively “Stakeholders”), including 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, regulations and Company policies. 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 Stakeholder on areas of ethical risk, providing guidance to directors, officers, employees, consultants, agents, and other appropriate third parties 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 General Counsel of EnerSys. Directors and executive officers should contact the General Counsel or the Chairman of the Audit Committee of the Board (the “Audit Committee”). Consultants, agents, and other included third parties should contact their respective EnerSys managers.

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; references to the “Board” shall mean the Board of Directors of EnerSys; and references to “Stakeholder” or “Stakeholders” shall mean any or all directors, officers, employees, consultants, agents, and/or other third parties acting on behalf of EnerSys.

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

Stakeholders 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 Stakeholders comply with all laws, rules and regulations applicable to the Company wherever it does business and all policies of the Company. Stakeholders 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 and Company policies;
- 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**

Stakeholders 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 Stakeholder’s personal interest interferes, or appears to interfere, with the interests of the Company. A conflict of interest puts you (personally) and EnerSys (organizationally) at risk for harm. This potential for harm can include reputational damage and financial loss, and goes against the Company’s culture and values. A conflict of interest exists when the private interest of a Stakeholder interferes with that person’s ability to advance the legitimate interests of the Company. A conflict situation can arise when a Stakeholder 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, employee, consultant, agent, or other third party acting on behalf of EnerSys 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, employee, consultant, agent, or other third party acting on behalf of EnerSys shall perform services as a consultant, director, officer or employee, advisor or in any other capacity for a customer of the Company, other than services performed at the request of the Company, without obtaining prior written authorization from the General Counsel of EnerSys.
- No director, officer, employee, consultant, agent, or other third party acting on behalf of EnerSys 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. (Example: You are responsible for managing the RFP

process for certain suppliers and your close friend owns a business that would like to submit a bid.)

- No director, officer, employee, consultant, agent, or other third party acting on behalf of EnerSys, or member of his or her family, shall receive improper personal benefits as a result of his or her position with the Company. (Example: You are responsible for managing the RFP process for certain suppliers and your close friend owns a business that would like to submit a bid, and you accept a long weekend in the Bahamas from such friend.)
- No director, officer, employee, consultant, agent, or other third party acting on behalf of EnerSys 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. (Example: You or your brother own more than 1% of stock of EnerSys' largest competitor.)

It is each Stakeholder's responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the General Counsel, or, if such person is an executive officer or director, to the Chairman of the Audit Committee, 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.

## **Harassment**

Every Stakeholder has a right to a work environment free from harassment, regardless of whether the harasser is a co-worker, supervisor, manager, customer, vendor or visitor. Harassment can include any behavior (verbal, visual or physical) that creates an intimidating, offensive, abusive or hostile work environment. In addition, any harassment that either impacts or influences wages, hours or working conditions is specifically prohibited. Unlawful harassment includes harassment based on race, color, religion, creed, sex, sexual orientation, age, disability, national origin or ancestry, as well as citizenship, marital, and veteran, or any other status protected by law. Sexual

harassment includes harassment of a sexual nature of a person of the same or opposite sex as the harasser. Employees should refer to the EnerSys Non- Discrimination and Harassment Policy for more information.

### **Insider Trading**

Stakeholders 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. Stakeholders 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.

Stakeholders 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 General Counsel. 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 Stakeholders for information concerning the Company. Stakeholders (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 Stakeholder receives any inquiries of this nature, he or she should decline to comment and refer the inquirer to the General Counsel. 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**

Stakeholders 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. Stakeholders 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.

Stakeholders must advance the Company's legitimate interests when the opportunity to do so arises. Stakeholders 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, consultants, agents, and other third parties acting on EnerSys' behalf are also prohibited except when given under openly announced incentive programs, such as sale contests. Such programs must be approved in advance by the General Counsel.

Stakeholders must not accept, or permit any member of his or her immediate family to accept, any compensation, 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.

No stakeholder should provide or accept any gift or entertainment that could cause embarrassment or discredit to EnerSys if disclosed.

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Stakeholders 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 General Counsel. In addition, no Stakeholder 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. Stakeholders 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.

### **Bribery, Foreign Corrupt Practices Act and the UK Bribery Act**

Public sector bribery (including kickbacks) is illegal in the United States and various other jurisdictions in which the Company operates. For example, U.S. laws prohibit bribery of "U.S. Government Officials," which for purposes of this section of the Code of Conduct are: (i) representatives of any U.S. federal or state or local governmental department, agency, or instrumentality, (ii) representatives of any entity or company owned or controlled by any U.S. federal or state or local governmental department, agency, or instrumentality, or (iii) any person acting in an official capacity for or on behalf of any of the foregoing. Similarly, the U.K. Bribery Act prohibits bribery of U.K. government officials. Laws in other countries similarly prohibit public sector bribery in those countries. These laws generally provide for civil and criminal sanctions for those who fail to comply. Companies which fail to comply with these laws may also be subject to debarment from government contracting.

In addition, the U.S. Foreign Corrupt Practices Act (the "FCPA") prohibits bribery of foreign (non-U.S.) Government Officials and provides for civil and criminal penalties for companies and individuals who fail to comply with this statute. A "Foreign Government Official" includes any of the following: (i) an officer or employee of a government or a governmental department, agency, or instrumentality (including someone who holds a legislative, administrative, or judicial position of any kind, whether appointed or elected); (ii) a political party, a party official, or candidate for political office; (iii) an officer or employee of a government owned or controlled entity or

company; (iv) a member of a military; (v) an officer or employee of a public international organization (such as the United Nations or the World Bank); or (vi) any person acting in an official capacity for or on behalf of any of the foregoing or otherwise exercising a public function. Similarly, the U.K. Bribery Act prohibits the giving and taking of bribes in the public sector generally, and bribery of non-U.K. public officials is a specific offense under the Act. Many countries in which EnerSys operates have similar laws. These laws generally define the term “bribe” broadly to include anything of value offered or given with the purpose of influencing improperly or rewarding improperly a decision or conduct.

To help ensure compliance with the FCPA, the U.K. Bribery Act and other public sector anti-bribery laws, you are prohibited from, directly or indirectly, offering, giving, paying, promising to give or pay (or entering into an agreement to do any of the foregoing) anything of value to:

- any Foreign or U.S. Government Official;
- any relative of a Foreign or U.S. Government Official;
- any other person or entity while knowing or having reason to know that the benefit will be given to a Foreign or U.S. Government Official; or
- any entity owned or controlled by a Foreign or U.S. Government Official or a relative of a Foreign or U.S. Government Official

for the purpose of (i) influencing, inducing, rewarding, or otherwise affecting an official act, decision, or omission thereof, (ii) securing any improper business advantage, or (iii) assisting in obtaining or retaining business for or with, or directing business to, any person or entity.

Commercial bribery (bribery of representatives of non-governmental entities), including kickbacks, is also illegal in a number of jurisdictions in which the Company operates. For example, in the U.S., a number of state laws prohibit commercial bribery. Similarly, the U.K. Bribery Act prohibits the giving and taking of bribes in the private sector. You must never directly or indirectly (i.e., through a third party) offer, give, pay, promise to give or pay (or enter into an agreement to do any of the foregoing) a bribe to any person or entity doing or seeking to do business with the Company. You must also never directly or indirectly request, agree to accept, or accept a bribe from any person or

entity doing or seeking to do business with the Company.

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

Stakeholders must honestly, accurately and timely report all business transactions. Stakeholders 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.

By entering into a relationship with EnerSys, Stakeholders agree to cooperate fully with and answer all inquiries of both the Company's independent accountants and internal auditors. Stakeholders 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 General Counsel.

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. Stakeholders will follow record retention policies and will not alter or inappropriately destroy any Company documents or records.

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

Any Stakeholder 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 either directly to the Audit Committee or to the Senior Director of Internal Audit in compliance with the requirements of the Company’s Procedures for Handling Complaints Regarding Accounting and Auditing Matters. 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 Stakeholders 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 General

Counsel 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 Stakeholders 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." Stakeholders involved in import/export transactions should ensure that all required documents are accurately completed and maintained, and that all import/export transactions and transfers of technical information 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, Stakeholders 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**

Generally, the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in certain rare cases exceptions may be possible. Any employee, officer, consultant, agent, or other third party acting on EnerSys' behalf (other than executive officers) 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 General Counsel must be obtained. The General Counsel 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 shall contact the Chairman of the Nominating and Corporate Governance Committee of the Board. 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 and will be promptly disclosed as required by law or stock exchange regulation.

### **Reporting and Compliance Procedures**

Every Stakeholder has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. Any Stakeholder who knows or believes that any other Stakeholder has engaged or is engaging in Company-related conduct that violates applicable law, company policy, or this Code shall report such information to (i) the Ethics and Compliance Hotline (as described below), (ii) the Business Ethics Oversight Committee, or (iii) to an EnerSys Executive Officer. A Stakeholder may report such conduct openly or anonymously without fear of retaliation. The Company will not discipline, discriminate against or retaliate against any Stakeholder 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 of employees, consultants, agents, or other third-parties who receives a report of a violation of this Code must immediately report such information in the manner described above for Stakeholders.

Stakeholders may report violations of this Code on a confidential or anonymous basis, by contacting the Business and Ethics Oversight Committee by fax, mail or e-mail at:

EnerSys  
Business Ethics  
Oversight Committee  
2366 Bernville Rd.  
Reading, PA 19605  
USA

Phone: +1 610-208-1747  
Fax: +1 610-208-1807  
Email: <https://iremail.enersys.com/?id=EC>



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 the Business Ethics Oversight Committee or other appropriate party.

If the Business Ethics Oversight Committee, Internal Audit, Human Resources Department, Legal Department or other appropriate party receives information regarding an alleged violation of this Code by an executive officer (other than the Chief Executive Officer) or a member of the Board, he or she shall, as appropriate, (a) inform the General Counsel who shall inform the Audit Committee, who shall then inform the Board of the alleged violation, (b) determine, in consultation with the General Counsel, 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, which shall then inform the Board. 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. Stakeholders 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 the Business Ethics Oversight Committee, Internal Audit, Human Resources Department, Legal Department, 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 shall then inform the Board 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, which shall then inform the

Board. 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, a consultant, an agent, or another third party acting on behalf of EnerSys, the General Counsel shall determine, in consultation with the Business Ethics Oversight Committee and/or 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. Any investigation conducted hereby shall be conducted in accordance with the EnerSys Policy Guide for Business Conduct and Ethics Workplace Investigations. The General Counsel shall determine whether a violation of this Code has occurred. Internal Audit shall report the results of any inquiry or investigation and the disposition of the matter to the Audit Committee.

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 this Code and has complied with its terms. The employees in the job functions as defined on Attachment C must make sure

that this Code is properly communicated to all employees, including new employees, as well as new consultants, agents, and other third parties 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 or third parties who have ethical questions or wish to report possible violations. This 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 General Counsel or his designee shall have the authority to amend the Attachments to this Code without the approval of the Audit Committee or the Board 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, employees, consultants, agents, or other third parties and does not alter the Company's current employment or other relationship with any Stakeholder.

## **Acknowledgment and Certification**

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

(Print Name Above)

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

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

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

4. I am not aware of any violation of the EnerSys Code of Business Conduct and Ethics.

5. I am not aware of any activity that would constitute a conflict of interest, as described in the EnerSys 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	888-525-5383	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
Greece	00-800-1311	888-525-5383	Greek
Hungary	06 800-01111	888-525-5383	Hungarian
India	000-117	888-525-5383	English
Italy	800-172-444	888-525-5383	Italian
Japan	(IDC)00 663-5111 (JT) 0034-811-001 (KDDI) 00 539-111	888-525-5383	Japanese
Malaysia	800-81-7718	888-525-5383	Malay
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
Tunisia	N/A	770-743-1819 (collect)	French
Turkey	0811-288-0001	888-525-5383	Turkish
Ukraine	0^00-11, 0-800-502-886	888-525-5383	Ukrainian

## 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.

The Company filed a prior notification to the French Data Protection Agency (“CNIL”) in the form of an “Unique Authorization” (AU 004).

The Hotline program of the Company complies with the conditions set out in the French Data Protection Agency (“CNIL”)’s decision 2005-305 of December 8, 2005 modified in 2010 and 2014 (Deliberation No 2010-369 of October 14, 2010 and Deliberation No 2014-042 of January 30, 2014) for single authorization of automated processing of personal data with respect to whistleblowing procedures. These procedures are intended to comply with such decision. Because the Company is subject to the Sarbanes-Oxley Act in the United States, the use of a hotline is within the Company’s legitimate interest in accordance with the CNIL’s decision 2005-305.

Scope of the Procedure. To ensure acceptability, only calls exclusively in relation to implementing internal audit procedures in the areas of banking, accounting, finance and corruption/fraud prevention, antitrust law, fight against discriminations and work harassment, compliance with health, hygiene and safety measures at the workplace and the protection of the environment will be handled. Calls relating to any other areas will be disregarded. The use of the Hotline in the limited number of areas listed above must be necessary to comply with a legal obligation or for the purposes of realizing the legitimate interest of the Company.

Treatment of the Caller’s Identity. The Company will not encourage individual to make anonymous calls. The caller should identify himself, but the Company will keep the caller’s identity confidential. By way of derogation, an anonymous call can be handled under the condition that the seriousness of the facts that were reported is established and that the facts are sufficiently precise. The Company will use every precaution in handling the investigation of an anonymous 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 contact details of the caller;
- the identity, job and contact details of the person named in the call;

- the identity, job and contact details 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 defined above. 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.

Record Retention Periods For Personal Details. Any details outside the scope of the Hotline program will be destroyed or archived immediately. 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, consultant, agent, or other third party 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 immediately 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**

**All employees in Purchasing, Human Resources, Finance, Payroll, Internal Audit, and Legal, and all Executive positions (Vice Presidents and above, including such Executive’s Assistants) in all countries, as well as all employees in the following positions listed in this EnerSys Code of Business Conduct and Ethics Matrix Attachment C will sign the Code.**

**Senior positions set forth in this Appendix C refers to any senior personnel, Managers, and Directors.**

<b>Country</b>	<b>Job Title</b>
<b>ARGENTINA</b>	Direct Reports to the President*
	Senior Sales Positions
<b>AUSTRALIA</b>	General Manager
	Managing Director
	Senior Sales/Service/Marketing Positions
	Operations Manager
	Production Development & Performance Enhancement Director
	Engineering Services Manager
	Divisional Manager
	QA & OHS Manager
<b>AUSTRIA</b>	Senior Sales Positions
<b>BELGIUM</b>	Senior Sales Positions
	Direct Reports to MD Belgium
<b>BRAZIL</b>	Direct Reports to the Director of Operations*
	Senior Sales Positions
<b>BULGARIA</b>	Plant Manager Targovishte, MD Bulgaria
	Direct Reports to Plant Manager Targovishte, MD Bulgaria
	Senior Sales Positions
<b>CANADA</b>	Direct Reports to VP/General Manager*
	Senior Sales Positions
<b>CHINA</b>	General Manager
	Senior Engineering Positions
	Senior Sales/Service/Marketing Positions
	Plant Manager
	Manufacturing Manager
	QC Manager
	EHS Manager – Asia
	IT Manager – Asia
	Senior QA Manager, China

	Material/Logistics Manager
	Equipment & Facilities Manager, China
<b>CZECH REPUBLIC</b>	Plant Manager Hostomice, MD Czech
	Direct Reports to Plant Manager Hostomice, MD Czech
	Senior Sales/Service Positions
<b>DENMARK</b>	Senior Sales Positions
<b>FINLAND</b>	Senior Sales/Marketing Positions
<b>FRANCE</b>	Plant Manager Arras
	Direct Reports to Plant Manager Arras
	Senior Sales/Service Positions
	Senior Supply Chain Positions
	Senior Engineering Positions
	Senior IT Positions
<b>GERMANY HAGEN</b>	Plant Manager Hagen, MD Germany
	Direct Reports to Plant Manager Hagen, MD Germany
	Senior Sales/Service Positions
	Senior Engineering Positions
	Senior IT Positions
<b>GERMANY GAZ</b>	Program Director NiZn
	Operations Director Nickel/Zinc (NiZn), MD Germany GAZ
	Senior Sales Positions
	Direct Reports to Operations Director NiZn, MD Germany GAZ
<b>GREECE</b>	Senior Sales Positions
<b>HUNGARY</b>	Senior Sales Positions
<b>INDIA</b>	Managing Director
	Senior Sales/Service/Marketing Positions
	GM Supply Chain
	Senior General Manager, Operations
	Engineering Manager
	Factory Manager
	Production Manager
	Senior QA Manager
<b>ITALY</b>	Senior Sales/Service/Marketing Positions
	Senior Supply Chain Positions
	Technical Manager & Quality
<b>JAPAN</b>	General Manager
	Senior Sales Positions
	Technical Manager
<b>KAZAKHSTAN</b>	Senior Sales Positions
<b>LUXEMBOURG</b>	Corporate Manager
<b>MALAYSIA</b>	General Manager

	Senior Sales/Service/Marketing Positions
	Administration Manager
	Operations Manager
<b>MEXICO</b>	General Manager/Plant Manager
	Direct Reports to General Manager/Plant Manager*
	Logistics/Supply Manager
	Senior Sales/Service Positions
<b>NETHERLANDS</b>	Managing Director Benelux RP
	Senior Sales/Service Positions
<b>NORWAY</b>	Senior Sales Positions
<b>POLAND</b>	Director Operations MP Europe, MD Poland
	Direct Reports of Director Operations MP Europe, MD Poland
	Senior Sales/Service Positions
	Quality Manager
	Technical Manager
	Senior Production and Supply Chain Positions
	Senior IT Positions
	Health & Safety Specialist Europe
	Purcell Senior Positions
<b>RUSSIA</b>	Senior Sales/Service Positions
	Direct Reports to Director Sales Eastern Europe, MD Russia
<b>SINGAPORE</b>	Senior Director of Engineering & Quality Assurance - Asia
	Senior Sales/Service/Marketing Positions
	Operations Manager
	Administration Manager
<b>SLOVAKIA</b>	Senior Sales Positions
<b>SOUTH AFRICA</b>	Managing Director, South Africa
	Direct Reports of Managing Director, South Africa
	EHS Positions
	Senior Sales Positions
<b>SPAIN</b>	Senior Sales Positions
	Supply Chain Manager Spain
<b>SWEDEN</b>	Senior Sales/Marketing Positions
	Supply Chain Manager Nordic
	Purcell Senior Positions
<b>SWITZERLAND</b>	Senior Sales/Service/Marketing Positions
	Senior Engineering Positions
	Senior Quality Positions
<b>TURKEY</b>	General Manager EnerSys Turkey
	Senior Sales Positions
<b>UAE</b>	Senior Sales Positions

<b>UK CULHAM</b>	Senior Sales/Marketing Positions
	Senior Engineering Positions
	Senior Quality Positions
	Business Manager Culham
<b>UK MANCHESTER</b>	Senior Sales/Service/Marketing Positions
	Senior Quality Positions
	Senior Engineering Positions
	Senior IT Positions
	EHS Manager Europe
<b>UK NEWPORT</b>	Senior Engineering Positions
	Plant Manager Newport, MD UK
	Direct Reports to Plant Manager, MD UK
	Senior Quality Positions
	Senior IT Positions
<b>UKRAINE</b>	General Manager Ukraine
	Senior Sales Positions
<b>USA</b>	All Salaried/Exempt Grade 18 and above*
	MRO & Facilities Maintenance Coordinator (Warrensburg)
	Materials Manager (Richmond, Reading, Hays, Warrensburg)

*\* Indicates more than one position referenced.*