

ENERSYS

COMPENSATION COMMITTEE CHARTER

I. Purpose and Authority

This Charter was adopted by, and is the responsibility of, the board of directors (the “Board”) of EnerSys (the “Company”). The Compensation Committee is appointed by the Board to (i) review and approve corporate goals and objectives relevant to the CEO’s compensation, evaluate the CEO’s performance in light of those goals and objectives and determine and approve the CEO’s compensation based on the evaluation, (ii) make recommendations to the Board with respect to the compensation of the Company’s other executive officers, and (iii) review and make recommendations to the Board regarding the Company’s incentive-compensation plans, equity-based plans and other compensations policies, programs and plans. The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement or annual report on Form 10-K filed with the SEC.

The Committee has the authority to conduct and authorize investigations into any matters within the scope of the Committee's duties and responsibilities as the Committee deems appropriate and to obtain advice and assistance from the Company’s inside general counsel, if any, and any other outside legal counsel or other advisors or experts as the Committee deems necessary to carry out its duties and responsibilities, including sole authority to retain and terminate any compensation consultant used to assist the Committee in the evaluation of director, CEO or senior executive compensation, and to approve the consultant’s fees and other retention terms. The Committee shall receive from the Company appropriate funding, as determined by the Committee, for payment of reasonable expenses incurred in connection with any investigation and for the payment of compensation to the legal or other advisors or experts employed by the Committee, and for ordinary and necessary administrative expenses of the Committee.

II. Membership and Staffing

The Committee shall consist of at least three directors. The Board, upon the recommendation of the Nominating and Corporate Governance Committee, shall appoint the members of the Committee at least annually, with one of the members appointed as Committee Chairman by the Board, or, in the event the Board does not appoint a Chairman, elected by majority vote of the Committee, subject to the applicable provisions of the 2004 Securityholder Agreement dated as of July 26, 2004, among the Company and each of the other parties signatory thereto.

The members of the Committee shall not be required to meet the independence requirements of the NYSE during any period in which the Company is a “controlled company” within the meaning of the NYSE’s listing standards, unless the Board otherwise determines not to rely on the NYSE’s “controlled company” exemption. If the Company ceases to be a “controlled company” or the Board determines not to rely on the NYSE’s “controlled company” exemption, the members of the Committee shall meet the independence

requirements of the NYSE within the periods required by the NYSE's phase-in rules applicable to companies who cease to be "controlled companies." The independence of any member of the Committee, within the meaning of the NYSE's listing standards, shall be determined in the business judgment of the Board.

The members of the Committee need not qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "1934 Act"). However, in that event, all acquisitions of shares by individuals subject to Section 16 of the 1934 Act shall be subject to advance approval by the full Board or by a committee that consists solely of two or more non-employee directors.

In addition, the members of the Committee need not qualify as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), with respect to awards made under plans and arrangements existing prior to the initial public offering of the common stock of the Company, but only during the "reliance period" (as defined in Treasury Regulation section 1.162-27(f)(3)). With respect to grants under plans and arrangements not in existence prior to the initial public offering, and with respect to all awards granted after the end of the applicable reliance period, the members of the committee shall qualify as "outside directors."

The compensation of the Compensation Committee members shall be determined by the Board.

III. Meetings and Procedures

The Committee shall meet at least once each year, either in person or telephonically, and at such times and places as the Committee shall determine, with additional meetings called as the Committee deems appropriate. The Committee Chairman is responsible for the agenda for each meeting of the Committee. Such agenda will reflect suggested agenda items requested to be included therein by any Committee member. Any voting member of the Committee may raise any other matter for action at any meeting, whether or not such matter is on the agenda for such meeting. A majority of the Committee voting members shall be present to constitute a quorum for the transaction of the Committee's business. The Committee may meet in executive session with only voting members present. The Committee shall keep such records of its meetings as it deems appropriate and shall make regular reports to the Board. Minutes of each meeting will be compiled by the Company's Corporate Secretary who shall act as Secretary to the Committee, or in the absence of the Corporate Secretary, by an Assistant Corporate Secretary of the Company or any other person designated by the Committee.

IV. Duties and Responsibilities

Among its duties and responsibilities, the Committee shall:

- Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the performance of the CEO in light of those goals and objectives and, based on this evaluation, set the compensation of the CEO.
- Annually review and approve the compensation of the other executive officers.

- Review and make recommendations to the Board with respect to equity-based plans and other incentive compensation plans and otherwise act in accordance with the duties and responsibilities assigned to the Committee under such plans.
- Review and recommend to the Board the terms of any deferred compensation programs, severance agreements or benefits, or change in control agreements or benefits with respect to the executive officers.
- Review and approve changes to the Company's pension, welfare and other employee benefit plans as delegated by the Board from time to time.
- Review and recommend to the Board the adoption of director compensation programs.
- Annually review its own performance, annually review and reassess the adequacy of this Charter and recommend to the Board any changes it considers necessary or advisable.
- Approve, with such other Committees as the Board may designate, procedures and/or policies designed to ensure that purchases and sales of the Company's common stock by directors and executive officers comply with Section 10(b) and Rule 10b-5 under the Securities Exchange Act of 1934, as amended, relating to insider trading.

V. Subcommittees

The Committee may form and delegate any of the foregoing duties and responsibilities to subcommittees, each of which consisting of not less than two members of the Committee, when appropriate.