

ENERSYS

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose and Authority

This Policy was adopted by, and is the responsibility of, the board of directors (the “Board”) of EnerSys (the “Company”). The Nominating and Corporate Governance Committee is appointed by the Board to (i) identify individuals qualified to become members of the Board (consistent with criteria approved by the Board) and to recommend to the Board the director nominees for election as directors at the next annual meeting of stockholders and candidates to be elected by the Board to fill any vacancies on the Board, (ii) develop, recommend to the Board and oversee the Corporate Governance Guidelines applicable to the Company, and (iii) oversee the evaluation of the Board and management.

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 search firm used to identify director candidates, and to approve the search firm’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 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 recommendation of the 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 Company’s Certificate of Incorporation, Bylaws and the 2004 Securityholder Agreement dated July 26, 2004, among the Company and each of the other parties signatory thereto. The Company’s CEO will serve as a non-voting, ex-officio member of the Committee.

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

III. Meeting 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:

- Determine and recommend to the Board the appropriate skills, characteristics and other criteria required of new Board members in the context of the current make-up of the Board. The Committee shall take into account all factors it considers appropriate, which may include independence, relevant business experience, strength of character, mature judgment, technical skills, diversity, age and other skills and characteristics which would fill the present needs of the Board.
- Identify, review the qualification of, and recruit qualified candidates for Board membership.
- Review recommendations for Board membership received from stockholders and other qualified sources and establish a procedure therefor.
- Recommend to the Board candidates for nomination by the Board for election or reelection as directors at the annual meeting of stockholders and candidates to be elected by the Board to fill any vacancies on the Board and newly created directorships.
- Review the appropriateness of a director's continued service on the Board when that director changes job responsibilities.
- Review the continuation of each director being considered for reelection.

- Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees.
- Review and recommend assignments of Board members to the various committees of the Board.
- Review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval, as necessary.
- Review directorships in other public companies held by or offered to directors and senior officers of the Company.
- Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
- Oversee the annual self-evaluation of the Board, the Committees of the Board and the senior executives of the Company, including (a) reviewing annually with the Board the independence of outside directors and (b) reporting annually to the Board with an assessment of the Board's, the Committees' and senior executives' performance. The Committee shall determine the scope of its evaluations and assessments. The Committee will determine annually, after consultation with the Audit Committee, the Compensation Committee and the Chief Executive Officer, each individual senior executive to be evaluated, which Committee or other senior executive officer will perform the evaluation and the scope of the evaluation.
- The Committee shall annually review its own performance. In addition, the Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any changes it considers necessary or advisable.
- The Committee shall present an annual report to the Board on succession planning, including policies and principles for CEO selection and performance review as well as policies regarding succession in the event of an emergency or retirement of a senior executive officer. The Committee will also present an annual report to the Board on transitional Board leadership in the event of an unplanned vacancy.

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.