



**EnerSys**<sup>®</sup>

*Power/Full Solutions*

# Code of Business Conduct and Ethics

POWERING THE **FUTURE**  
**EVERYWHERE FOR EVERYONE**

**2023**

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## A MESSAGE FROM OUR CEO



Dear Colleagues,

We are very pleased to present our newly refreshed EnerSys Code of Business Conduct and Ethics. I think you will find this a more user friendly and approachable document. Our Code of Business Conduct and Ethics serves as a 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 business partners. EnerSys' Code of Conduct provides important guidance to conduct our daily actions. This Code applies globally to all EnerSys employees, officers and directors, as well as to all of our vendors and suppliers, consultants and agents, or any other third-parties acting on our behalf.

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 proper conduct is, for you or anyone else, you may always speak to your supervisor, the EnerSys Human Resources Department or the EnerSys Legal Department.

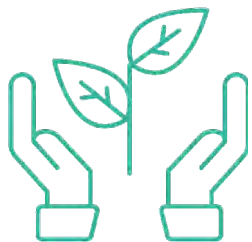
You may also report violations via web submission or by calling or e-mailing the EnerSys Ethics and Compliance Hotline, where you may choose to stay anonymous. Now more than ever building a great Company requires an unwavering commitment to the highest ethical standards. Each of us is held accountable to do the right thing.

David M. Shaffer  
President and Chief Executive Officer

# Our Core Values



# At EnerSys, we base our business on seven core values. Our Core Values are:



## Safety & Our Environment

We recognize the importance of human life and the importance of being leaders in protecting the environment. Everything we do must always be done with a clear focus on ensuring our actions improve the safety and quality of life of our customers, employees, suppliers, stockholders and communities. We will never compromise on this value to ensure we do all we can to improve the world we all live in. Our leaders ensure the well-being of our employees both physically and mentally by consistently modelling and cultivating a safety-first approach and never compromise safety. Leaders are enthusiastic about fully supporting our Company's sustainability and social responsibility.



## Engagement

We are proud to be EnerSys. EnerSys team members bring positive energy by influencing others through their enthusiasm, inspiration, commitment and pride. Our environment drives engagement and rewards proactive self-starters who accomplish great things. This energy creates exceptional experiences for our customers, employees, suppliers, stockholders and the communities we live in. Our leaders empower our employees by giving their work meaning, purpose and vision and provide feedback to help them develop their skills. Leaders recognize and value all employees for their contributions to the organization.



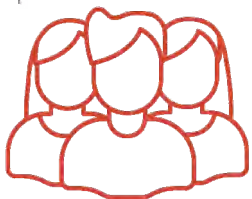
## Continuous Improvement

We have an unquenchable thirst for improvement in everything we do. Our drive for perfection is supported by continually improving our knowledge and use of EnerSys Operating System (EOS) tools and techniques. These principles define who we are and drives our future success. Our leaders are change agents that are committed to growth and challenging the status quo. Leaders see opportunities for improvement and teach, coach and mentor their teams on the EOS culture.



## Customer Experience

Our never-ending focus on innovation and adaptability ensures our customers receive exceptional value from our solutions. These solutions extend beyond our customer's expectations unlocking new and unique ways to lower their total cost of ownership. Our leaders build a quality culture that delight the customer and ensure a consistent experience. Leaders have knowledge of the available resources, understand the market (customer and competitor) and know our industry.



## Teamwork

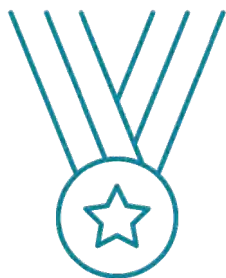
The greatest successes are always achieved when teams of individuals work together. Communicating truthfully, listening actively, listening objectively and valuing diverse opinions are the foundation we all use to demonstrate respect for each other. Assisting and supporting other team members to resolve issues and achieve organization and team related goals is core to our collective success. Our leaders lead by example and promote an inclusive working culture fostering an environment of collaboration and mutual respect. Leaders respect and cultivate individual knowledge, creativity, skills and growth.

## Ethics

All of our team members adhere to and promote the highest ethical principles through honest, fair and transparent behavior. We demonstrate our integrity every day by being personally accountable for our individual actions. Complying with all legal and company policies and procedures is nonnegotiable. Our leaders promote integrity, trust and respect among team members by encouraging honesty and transparency. Leaders are fair and equitable with all employees and consider opposing viewpoints fairly and value contributions equally.

## Accountability

We meet our commitments, it is integral to who we are. We take ownership for all work actions and commitments by implementing decisions that have been agreed upon; acknowledging and learning from mistakes without blaming others; and recognizing the impact of one's behavior on others. Our leaders take responsibility and share credit where deserved. Leaders set clear expectations and hold themselves and team members to a set of common goals and vision.



# Introduction to Our Code

A black and white photograph of a person's hands working on a server rack. The rack is filled with numerous cables and components. The person is wearing a dark long-sleeved shirt. The image is partially obscured by a large red graphic element on the right side.

**This Code was adopted by, and is the responsibility of, the Board of Directors of EnerSys, and sets forth legal and ethical standards of conduct for all directors, officers, employees, consultants, vendors, agents, and other third parties acting on behalf of EnerSys.**

**This Code applies to the Company and all of its subsidiaries and other business partners worldwide.**

## THE CODE APPLIES TO US ALL

### NO MATTER YOUR ROLE WITH ENERSYS, THE CODE APPLIES TO YOU

- All employees including full & part time or temporary workers
- All management including senior management, officers and directors
- All agents, representatives, distributors, or business partners
- All contractors and consultants
- All vendors and suppliers

**Everyone at EnerSys at every location, for every subsidiary, all around the world.**

### HOW TO USE THE CODE

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 on areas of ethical risk, providing guidance to help recognize and deal with ethical issues, establish mechanisms to report unethical conduct, and help foster the Company's values.



### MAKING THE RIGHT CHOICES

- Is this in line with our Core Values?
- Will this reflect positively upon EnerSys?
- Is it consistent with the law and our policies?
- Will it add value for our customers and stockholders?
- Would my colleagues and friends agree with the decision?
- Would I be comfortable reading about this decision in the newspaper?

If you answer “**NO**” or are uncertain about any of these questions, you should seek guidance or reconsider.

You are expected to use the Code as a valued resource and exercise good judgment and common sense in seeking to comply with all applicable policies, laws, rules and regulations.

You should also visit the Company's SharePoint site or contact the Legal Department to review copies of all applicable Company policies, guidelines and resources.



## VIOLATIONS OF THE CODE

We take violations of the Code seriously. You can expect that EnerSys will thoroughly review and act upon reports of misconduct. Failure to comply with this Code is cause for disciplinary measures, up to and including termination of employment. If the law has been broken, those involved could also face civil or criminal fines or other penalties.

## REPORTING CONCERNS & ASKING QUESTIONS

If you have any questions regarding this Code or its application in any situation, you are encouraged to contact the General Counsel of EnerSys or you may report concerns using the ethics hotline. Anyone who knows or believes that anyone has engaged or is engaging in Company-related conduct that violates applicable law, Company policy, or this Code shall report such matter immediately. You can find additional reporting information details under Our Contact Information.

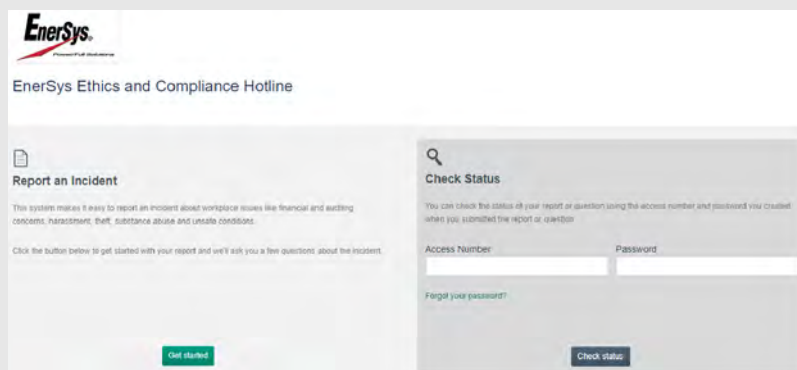


### CONVERCENT

[ethicshotline.enersys.com](http://ethicshotline.enersys.com)

**(800) 461-9330**

Country-specific phone numbers as well as a translatable web intake form are available. An interpreter for over 300 languages may also be requested by phone. You may report anonymously if you choose.



## COMMITMENT TO NON-RETALIATION

We are committed to fostering an open environment where questions and concerns can be voiced without fear of retaliation. That is why we will never allow retaliation of any kind against you for reporting something in good faith and cooperating with an investigation. Anyone who retaliates against an individual who raised a concern or participated with an investigation in good faith will be subject to disciplinary action, up to and including termination.

# Our Commitment to Employees



## WORKPLACE SAFETY

EnerSys is committed to ensuring the safety of all employees by meeting or exceeding applicable safety and health requirements throughout the Company. We provide necessary resources to prevent injuries and illnesses through the cooperative efforts of all employees. These efforts include regular workplace health and safety risk evaluation reviews, implementation of improved methods and procedures, application of safeguards for processes and equipment, and providing information and training for all employees to assist them in performing their jobs safely.

A safe workplace also means making sure we carry out activities in a safe manner and this includes never consuming alcohol or drugs that might interfere with your work or endanger others.



### WE ACT RESPONSIBLY WHEN WE...

- Use personal protective equipment and follow all safety rules
- Are aware and remedy any unsafe practices or hazardous conditions that could interfere with our safety or the safety of others
- Never work while under the influence of alcohol or illegal drugs
- Never operate machinery or equipment in an unsafe manner
- Immediately report any violence or threats of violence
- Report any workplace injury, dangerous occurrence, or situation that could be a violation of our policies

## DIVERSITY, EQUITY & INCLUSION

EnerSys is committed to promoting equal opportunities and fairness in employment. Every employee deserves an inclusive and diverse work environment, where people are valued as individuals. EnerSys seeks to hire and promote qualified people on the basis of merit, against objective criteria that avoid discrimination. We believe that our success depends on fostering a culture where each employee is treated with respect and dignity and all employees have the opportunity to contribute meaningfully to our long-term success.



## OUR VISION

**We are committed to powering an organization where Diversity, Equity and Inclusion are embedded in our business strategy, and where:**

- Talented people of all backgrounds are welcome and differences embraced
- Everyone has an equal opportunity to progress and develop
- Our working environment supports people bringing their whole selves to work and performing at their best

# PRIVACY AND DATA PROTECTION

It is necessary to legally collect certain personal information from our employees and others to conduct business. We are committed to protecting this personal information and ensuring that we comply with applicable data privacy laws, including those rules surrounding the collection, processing, use, transfer and disclosure of personal information.

## We should use everyday protections...



Only accessing and processing personal information where it is lawful to do so



Collecting personal information for specified purposes only



Gathering the minimum amount of personal information needed to fulfil the purposes for which the personal information was collected



Ensuring personal information is accurate, kept up to date and kept for no longer than is necessary



Where required by applicable law, honoring requests by individuals for personal information processed about them to be accessed or provided to them, rectified (where inaccurate), or deleted



Being transparent about how personal information is used



Ensuring that our business partners treat personal information the same way



Taking available and required cyber and data protection training



Carefully following cybersecurity procedures and other security measures to protect our networks and systems and to protect personal information against unauthorized processing and accidental loss, destruction or damage



### Ask questions and speak up.

If you're ever unsure of how to properly handle personal information or how a particular law or requirement applies to you, ask for guidance from:

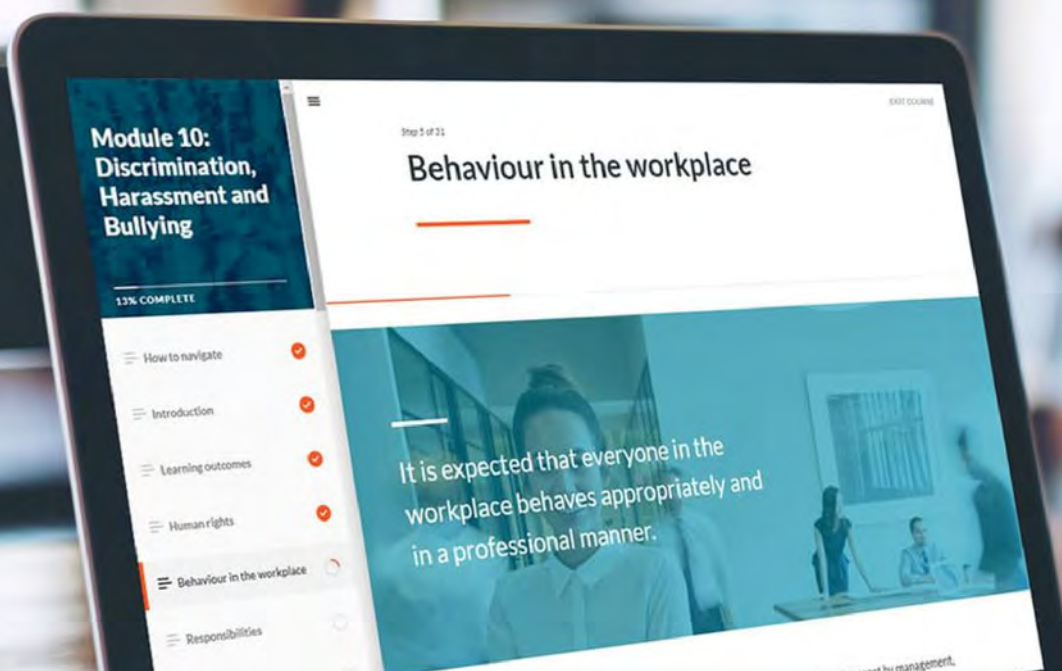
[privacy@enersys.com](mailto:privacy@enersys.com)

## HARASSMENT-FREE WORKPLACE

EnerSys is committed to providing a work environment free from harassment and ensuring all employees are treated, and treat others, with dignity and respect. Harassment can include any unwanted behavior (verbal, visual or physical) that creates an intimidating, offensive, degrading, humiliating, abusive or hostile work environment. A single incident can in certain cases amount to harassment. In addition, any harassment that either impacts or influences wages, hours or working conditions is specifically prohibited.

Unlawful harassment and discrimination includes harassment or discrimination based on or related to certain characteristics which are protected under applicable law – these can include 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 applicable 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.



# Our Commitment to Stockholders



## PROPER USE OF ASSETS

We 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. We 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.

You should not use your position with the Company in any way to take advantage of personal opportunities or use the Company's property or information for personal gain.

## WE USE GOOD JUDGEMENT AND COMMON SENSE...



Do not use email and communication systems to create, discuss, or send inappropriate material (e.g., profane, lewd, illegal, defamatory, false, offensive, derogatory, promoting violence or hate)



Treat Company assets with care, guarding against theft, waste, damage or misuse



Spend Company money on travel or professional expenses prudently and wisely



Use all Company assets, property, and resources only for the benefit of the Company



EnerSys' confidential or proprietary information is vital to securing our competitive advantage. We are all personally accountable for protecting not only our Company's confidential and proprietary information but also the confidential information we possess about any third party.



## WHAT IS CONFIDENTIAL INFORMATION?

Confidential and proprietary information is generally non-public information that we know or possess as a result of our position with EnerSys that might be of use to competitors or harmful to the Company if disclosed.

Common examples of confidential and proprietary information include:

- Mergers, joint ventures, or material partnerships
- Acquisition targets or plans
- Non-public financial information
- Corporate marketing strategies
- Customer, supplier and pricing information
- Business processes and systems
- Business objectives and strategies
- Spin-off or divestiture plans

**REMEMBER** – EnerSys *intellectual property* is also confidential and proprietary information. It is a valuable asset that must be protected.

Intellectual property includes all of the creative materials that make our Company uniquely competitive.

Examples include but are not limited to, new product development ideas and processes, copyrights and patents, software and manufacturing know-how, designs and inventions, trade secrets, research and development plans.

Information technology and information systems are also important assets to the Company.

We expect you to help protect these assets and take precautions to avoid unnecessary cybersecurity risks.

Be sure to follow all policies and processes that are in place to protect our systems and data from a cyberattack or other unauthorized access.



## WE USE GOOD JUDGEMENT AND COMMON SENSE...

- Follow applicable security and IT policies while using Company provided hardware (phones and laptops)
- Use strong passwords that can't be easily guessed
- Never share passwords and login information with anyone else
- Be alert to phishing scams and other means of unauthorized entry
- Immediately report suspicious emails or systems activity, as well as any suspected data breaches

You can find copies of applicable IT security policies and procedures on the IT Department's SharePoint page.



You can also email [it\\_help@enersys.com](mailto:it_help@enersys.com) to request copies, make inquiries, or report suspected issues.

# CONFLICT OF INTEREST

We must act in the best interests of the Company. This means that we must refrain from engaging in any activity or having a personal interest that presents a conflict of interest. A conflict of interest occurs when a personal or family 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.

## What is a Conflict of Interest?

This Code cannot possibly cover all of the different types of conflicts of interest that may arise but is intended to provide insight on the types of activities that could interfere with our ability to make decisions in the best interest of the Company. Common examples include:



Owning stock or having a financial interest in customers, suppliers, vendors or competitors



Performing services as a consultant or advisor or in any capacity for a competitor, customer or supplier of the Company



Giving or receiving loans to or from customers, suppliers, vendors or competitors



Receiving improper personal benefits as a result of your position with the Company



Being involved in the selection process if a friend or family member is applying to become a vendor, supplier, agent, or other business partner



Using your position with the Company to influence a transaction with a supplier or customer, where your personal interest is involved or connected to such supplier or customer

It is your 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 you are 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 of Directors.

## GIFTS, SENSITIVE TRANSACTIONS 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.

### WE USE GOOD JUDGEMENT AND COMMON SENSE...

- Do not provide or accept any gift or entertainment that could cause embarrassment to EnerSys
- Do not accept or allow any family member to accept compensation, gifts, gratuities or other favors from any customer, supplier or other person working or seeking to work with the Company
- Return valuable gifts and report them to your manager, and if necessary, donate them to charity
- Only provide, or accept, business entertainment if the entertainment is infrequent, modest and intended to serve legitimate business goals, and provided in an open and transparent manner



## ACCURATE BOOKS AND RECORDS

We must honestly, accurately and timely report all business transactions. Accurate financial information is essential to the Company's ability to meet legal and regulatory obligations.

We all must cooperate fully and answer all inquiries of both the Company's independent accountants and internal auditors. We 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 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.

## WE ADHERE TO REGULATED ACCOUNTING STANDARDS

- 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
- No disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation and authorization



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.

Anyone 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 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.

# PUBLIC REPORTS AND PUBLIC COMMUNICATIONS

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosures 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 stockholders. Any communication from a stockholder requesting information relating to the Company should be forwarded to the office of Investor Relations for review and comment ([investorrelations@enersys.com](mailto:investorrelations@enersys.com)).

The Company also values its relationships with those in the media and will endeavor to provide a prompt response to media inquiries regarding the Company and industry developments or events. All statements to the media or responses to inquiries from the media shall be handled through the office of the Investor Relations.

We take responsibility for creating communications that meet these expectations, including when we use social media. To ensure the consistency of our external communications and to comply with applicable laws and regulations, only certain individuals are authorized to speak publicly on behalf of the Company. We must manage even our personal use of social media and avoid taking actions that could harm or reflect badly on EnerSys.

## WE ARE CAREFUL IN OUR COMMUNICATIONS ABOUT THE COMPANY...

- When using social media in your personal lives, never present yourself as speaking for EnerSys
- Do not post on EnerSys' behalf unless you are specifically authorized to do so
- Act respectfully and avoid language that is inappropriate, discriminatory, or insulting
- Never post trade secrets or confidential information on social media

Please refer to our [Social Media Policy](#), for further details. Copies are available on the Company's SharePoint site and from the Human Resources or Legal Department.

# Our Commitment to Customers and Products



## HONEST CONDUCT AND FAIR DEALING

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

## HONESTY AND FAIR DEALING

Compete aggressively, but always be fair—win business on the basis of value, quality, and service.

When gathering information about customers or competitors, use public sources and do not resort to fraud or deception of any kind.

Keep our promises to our customers and deliver high-quality products.



In addition, our customers entrust us to protect the personal and confidential information that they share with us.

EnerSys is committed to protecting personal information and ensuring that we comply with applicable data privacy laws, including those rules surrounding the collection, processing, use, transfer and disclosure of personal and confidential information.



## ANTI-TRUST AND FAIR COMPETITION

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 we do not engage in any activity that would violate any applicable antitrust or competition law, the Company has adopted a Global Antitrust and Fair Competition Policy, which is available from the Legal Department and on the Company's SharePoint site. We also have a full suite of training to assist with a deeper understanding of this complex area.

Because of the complexity of these laws and the serious consequences to both the Company and those involved if such laws are violated, the General Counsel should be consulted if there are any questions as to whether a particular practice or transaction complies with such laws.



### KEY CONSIDERATIONS TO COMPLIANCE...

We compete honestly and fairly, in keeping with the competition laws that ensure a free and fair market. Competition laws—sometimes called antitrust laws—can vary around the world but are generally designed to stop companies from creating arrangements that prevent or restrict free competition.

- Never agree with a competitor to fix prices, trading conditions or profitability margins, divide up customers or markets, limit output, rig bids, or other means to restrict competition in our markets
- Never discuss pricing, product details, marketing or production plans or other commercial information with competitors
- Never participate in a boycott of certain customers, suppliers, or competitors
- Be careful what you discuss and avoid any conversations that look like you're agreeing to limit competition or using any expressions which might generate suspicion of anti-competitive behavior or other unfair practices on the market

**REPORT any alleged anti-competitive practices to the Legal Department immediately!**

## SUPPLIER RELATIONSHIPS

EnerSys' strategic sourcing department develops strong relationships with key suppliers in order to obtain maximum value in terms of quality, technology and cost. Our close working relationships with our suppliers is crucial to our long-term success.

We partner with suppliers who provide quality products and services and who share our focus on doing business the right way.



## RESPONSIBLE COLLABORATION

- Ensure that our third-party partners meet our ethical standards
- Identify problems early on and demand quality at every stage
- Perform due diligence and conduct audits and inspections to ensure compliance

Collaborate with them at every step and remember, the work they do either goes into our products or supports our business, so we must insist on the highest possible standards.

Refer to our [Vendor Code of Conduct](#) for more details.

## QUALITY, SAFETY, AND CONTINUOUS IMPROVEMENT



Drive process thinking and ensure a ZERO defect mindset:  
**Right First Time, Every Time**



Improve products and services that meet or exceed customer expectations around the globe

EnerSys is committed to providing the most valued customer experience by understanding customer needs, prioritizing customer safety, assuring continuous involvement, and accountability from our business partners and suppliers around the world.

We make high-quality products, and we design them to meet or exceed quality and regulatory standards. We also work continuously to ensure the health and safety of our customers by offering clear usage and safety instructions for every product with purchase.

# Our Commitment to Uphold the Law



## ANTI-BRIBERY AND ANTI-CORRUPTION

EnerSys prohibits anyone acting on the Company's behalf from using bribes, kickbacks or other illegal or corrupt practices in conducting our business. 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.

U.S. laws prohibit bribery of "U.S. Government Officials," which 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.

- 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.

"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; or (vi) any person acting in an official capacity for or on behalf of any of the foregoing or otherwise exercising a public function.

- As a publicly listed company, EnerSys must also comply with the "books and records" provisions of the FCPA and therefore must adequately document all payments to, or on behalf of, Government Officials.
- U.K. Bribery Act prohibits bribery of anyone, including foreign public officials. U.K. Bribery Act prohibits the giving and taking of bribes in the public and private sectors generally. Under U.K. Bribery Act, EnerSys will automatically be liable if anyone providing services for or on behalf of EnerSys bribes to obtain or retain business for EnerSys.
- 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. These laws generally provide for civil and criminal sanctions for those who fail to comply.

**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., most states prohibit commercial bribery. Similarly, the U.K. Bribery Act prohibits the giving and taking of bribes in the private sector.**

# INSIDER TRADING

If you have material non-public information about the Company or other companies, including our suppliers and customers, you are prohibited by law and the Company's policy from trading in securities of the Company or such other companies.

Anyone who has material non-public information about the Company or other companies is also prohibited by law and the Company's policy from encouraging others to trade or 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 Legal Department or can be found under the corporate governance section of the Company's SharePoint site.

If you are uncertain about the constraints on your or an immediate family member's purchase or sale of the Company's 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 transaction involving EnerSys common stock.

## EXAMPLES OF MATERIAL, NON-PUBLIC INFORMATION INCLUDE...



Changes in leadership or management



Increases or decreases in business or sales



Unannounced mergers or acquisitions



Changes in significant customer relationships



Pending investigations, claims, lawsuits or threatened litigation



Unannounced facility closures



Non-public financial results



Development of a significant new product or major product recall

## INSIDER TRADING

Third parties may ask for information concerning the Company. Only the Company's authorized spokespersons should speak on the Company's behalf. We must not discuss internal Company matters with, or disseminate internal Company information to, anyone outside the Company, except as required in the performance of 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 you receive any inquiries of this nature, you 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 obtained from the Legal Department and found under the corporate governance section of the Company's SharePoint site.

### DO NOT "TIP" OTHERS.

The law also prohibits you from sharing inside information with others, which is called "tipping." That means it is illegal to share inside information with anyone, including family or friends, who could use this information to trade stock.

The consequences of violating these laws can be severe, even if you do not intend for someone to trade on it. If it appears like an improper tip, you could face criminal penalties.



## INTERNATIONAL TRADE LAWS

It is crucial to the Company's business that its products are sold in all the markets in which it operates in compliance with applicable laws and regulations. Global trade activity, especially across borders, is heavily regulated, and the Company is committed to conducting its business with the highest ethical standards and in compliance with all applicable laws and regulations governing International Trade.

Anyone involved in import or export transactions should ensure that all required documents are accurately completed and maintained, and that all import or export transactions and transfers of technical information, and related assistance, including by electronic means, as well as by telephone or other verbal forms of assistance, are conducted in compliance with applicable laws and regulations. Due to the complexity of such laws and regulations, the Company's Office of the General Counsel should be consulted if any questions arise or if a violation of any applicable laws and regulations is identified or suspected.

**Export controls:** any laws, statutes, rules and regulations that restrict or prohibit the export and re-export of controlled goods, software and technology.

**Sanctions:** all applicable laws, statutes, rules and regulations restricting or prohibiting transactions and/or dealings with designated individuals, groups, legal entities, governments, countries or territories which have been adopted by countries or supranational organizations.

**Import restrictions:** any laws, statutes, rules and regulations in destination country that restrict or prohibit the import of goods, including, but not limited to customs laws, carbon border tax or levies, product regulations, and mandatory supply chain due diligence.

**Anti-Money Laundering:** any laws, regulations or procedures aimed at uncovering efforts to disguise illicit funds as legitimate income.

It is the Company's policy to conduct business only with parties who are engaged in legitimate and lawful business activities. We must comply fully with all applicable anti-money laundering laws, export controls, sanctions, import restrictions in all other countries where we do business.



### RECOGNIZE WHEN TRADE CONTROLS OR RESTRICTIONS MAY APPLY...

- Exports to a prohibited country, or import from a prohibited country
- Exporting controlled goods or technology
- Conducting business involving a sanctioned country, person or entity
- Financial transactions involving a sanctioned country or designated individuals or entities
- Participating, directly or indirectly, in boycotts imposed by certain countries
- Payments or requests to pay through unknown third parties
- Unusual transactions where the payment terms or method of payment are abnormal

Please refer to EnerSys Export Compliance Policy, our Guidelines Relating to Activities Involving Special Countries and Antiboycott Policy for additional information, which are available from the Legal Department or on the Legal Department Policies page on SharePoint.



# Our Commitment to the Community

**Sustainability at EnerSys is about more than just the benefits and impacts of our products. Our commitment encompasses essential environmental, social and governance (ESG) issues fundamental to how we manage our own operations. EnerSys endeavors to act as a responsible corporate citizen and a leader in protecting the environment.**



## ENVIRONMENTAL SUSTAINABILITY

We conduct our operations in a way that minimizes our impact on the environment and meets all applicable environmental laws and requirements. We monitor our compliance with these laws to maintain our status as a responsible corporate citizen in all communities in which we operate. We promote sustainable practices, including conservation of energy and natural resources, reduction of waste and emissions, and recycling of materials.



### SUSTAINABILITY AT ENERSYS...



Our commitment to sustainability is also central to how we manage our own operations. Minimizing our environmental footprint is a priority. Sustainability is our commitment to our employees, our customers, and the communities in which we operate.

Read more about our sustainability commitment on our [website](#).

## HUMAN RIGHTS AND FAIR LABOR

It continues to be a priority for EnerSys to ensure that all forms of modern slavery, including forced, compulsory labor and human trafficking, are excluded from our business and supply chain. EnerSys is aware that our business practices affect people's lives, and we aim to implement fair employment practices that respect labor and human rights.

Our efforts toward managing our workplace and workforce in an open, respectful, and dignified manner that aligns to the UN Guiding Principles on Business and Human Rights, aims to be inclusive of all rights outlined in the Universal Declaration of Human Rights to the extent those rights apply to business operations and aims to respect the labor rights enshrined in the International Labor Organization (ILO) conventions.

### WE ARE A GLOBAL COMPANY WITH A GLOBAL IMPACT

- We prohibit the use of child labor, bonded labor, involuntary servitude or forced labor
- We will not tolerate unacceptable treatment of workers
- We undertake to comply with all applicable laws that set a minimum wage for employment
- We aim to foster a safe and healthy workplace to prevent accidents and injury

For more information, refer to our policies:

- [Corporate Social Responsibility & Human Rights](#)
- [Workforce Labor Rights](#)
- [Anti-Slavery & Human Trafficking](#)



## ETHICAL POLITICAL CONTRIBUTIONS AND LOBBYING

We are all encouraged to actively take an interest in fostering the principles of good government in the communities in which we live and do business. However, it is important to keep separate your role at EnerSys from your personal political activities.

Political contributions of Company funds made directly or indirectly to candidates for political office or other 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 one may use Company property or facilities for any political activities without approval.

### KEEPING POLITICS AT HOME



- Do not solicit contributions for political causes or candidates from fellow employees while on work time or otherwise on Company property.
- Do not make public statements, including those on personal social media sites, on political issues that could create the appearance that you are speaking on behalf of EnerSys.
- No contribution or use of Company funds, property or services can be made in support of any political candidate for elective office or any political party or party official, without pre-approval by the General Counsel.

EnerSys complies with all lobbying laws, which relate to communicating with lawmakers in an effort to shape public policy. Lobbying is highly regulated.

In most instances there are laws requiring lobbyists, and in some cases the Company, to register and file certain reports. In addition, certain expenses for lobbying activity are not deductible as business expenses under U.S. tax law. Lobbying activity generally includes attempts to influence the approval or defeat of proposed legislation.



### ENSURING LOBBYING COMPLIANCE

- You may not engage in any lobbying activities on behalf of the Company without the prior approval of the General Counsel.
- You may not retain an outside consultant to provide lobbying activities or services in support of lobbying, without prior approval of the General Counsel.
- You should never attempt to induce any changes to laws and regulations or influence any lawmaker or public official to take some unlawful action on the Company's behalf.

**If you are not sure whether any activities would be considered lobbying activities, you must contact the General Counsel.**

# Our Contact Information



## REPORTING AND COMPLIANCE PROCEDURES

Everyone has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. Anyone who knows or believes that any other person has engaged or is engaging in Company-related conduct that violates applicable law, Company policy, or this Code shall report such information to the Business Ethics Oversight Committee, the Ethics and Compliance Hotline, or to your manager or any member of the Human Resources or Legal Department.

You may report such conduct openly or anonymously without fear of retaliation. The Company will not discipline, discriminate against or retaliate against anyone for reporting 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.

## CONTACT US!

**Business and Ethics Oversight Committee by mail or e-mail at:**

EnerSys Business Ethics Oversight Committee  
2366 Bernville Rd., Reading, PA 19605 USA  
Phone: +1 610-208-1747  
Email: <https://iremail.enersys.com/?id=EC>

**Ethics and Compliance Hotline at:**

[ethicshotline.enersys.com](https://ethicshotline.enersys.com)

Country-specific phone numbers as well as a translatable web intake form can be found at [ethicshotline.enersys.com](https://ethicshotline.enersys.com).

An interpreter for over 300 languages may also be requested by phone.  
Phone: **+1 (800) 461-9330**

When we receive information regarding an alleged violation of this Code we work diligently to uncover the facts and will determine, in consultation with the General Counsel, whether it is necessary to conduct an informal inquiry or a formal investigation. If necessary to conduct an investigation, we will determine who should initiate such inquiry or investigation and report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter. Any investigation 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.

You will be 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 termination.

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.

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.

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



## CONSEQUENCES...

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, termination 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 termination, subject to applicable law and agreements.



# Conclusion

**EnerSys**  
*Power/Full Solutions*



**Remember to use this Code as a roadmap to help make ethical and smart decisions. EnerSys has a variety of resources available to help you.**

**Whether you are unsure of how to handle a situation or simply need more information on Company policies, our Code is here to guide you. You can ask questions, seek guidance or report concerns confidentially or anonymously at any time.**

## WAIVERS

Generally, the policies contained in this Code must be strictly adhered to and only 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 their case should first contact their 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.

## DISTRIBUTION AND AMENDMENT

The Code shall be distributed annually and accompanied by training. 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 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 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 person.



## **PURPOSE**

Company is implementing this special procedure in France in connection with the implementation of its whistleblowing plan (“Hotline”). The Company is implementing the Hotline to collect and manage alerts in connection with its legal requirements, but also to ensure compliance with this Code.

## **RESPONSIBLE ENTITY**

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.

## **SCOPE OF THE PROCEDURE**

The Hotline is open to any individual (employee, former employee, candidate for employment, stockholder, partner, holder of voting rights, member of the administration, management or supervisory board, external or occasional collaborator, contracting party, subcontractor or staff of the administration organization), who wishes to report any information relating to a crime, an offence, a threat or harm to the general interest, a violation or an attempt to conceal a violation of an international commitment duly ratified or approved by France, of a unilateral act of an international organization taken on the basis of such a commitment, of European Union law, or of a law or regulation. The Hotline will not accept alerts revealing facts, information and documents, whatever their form or medium, the revelation or disclosure of which is prohibited by the provisions relating to national defense secrecy, medical secrecy, the secrecy of judicial deliberations, the secrecy of judicial inquiries or investigations, or outside counsel legal professional privilege.

## **TREATMENT OF THE CALLER'S IDENTITY**

The Company will not encourage individual to make anonymous calls. The caller should identify themselves, 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 by the first recipient, of the appropriateness of its diffusion 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: (i) identity, job and contact details of the caller; (ii) identity, job and contact details of the person(s) named in the call; (iii) identity, job and contact details of the individuals involved in the receipt or investigation of the report; (iv) the allegations reported; (v) evidence gathered in the course of investigating the report; (vi) summary of the investigation; and (vii) 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 information communicated within the framework of an alert system must remain factual and have a direct link with the subject of the alert. 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.

## **RECORD RETENTION PERIODS FOR PERSONAL DETAILS**

Any details outside the scope of the Hotline program will be destroyed or archived immediately after having been anonymized. 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.

## **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 restricts the provider from using these details for any other purpose and assures the confidentiality of the information. 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 EUROPEAN UNION**

All communications of personal details described above to entities outside of the EU will be either: made in conformity with an adequacy decision; or framed by internal company rules, standard data protection clauses, a code of conduct or a certification mechanism approved by the Commission nationale de l'informatique et des libertés (“CNIL”); or framed by ad hoc contractual clauses previously authorized by the CNIL; or meet one of the exemptions provided for in Article 49 of the General Data Protection Regulation (“GDPR”).

## **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 (e.g., a fine up to EUR. 60,000); 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 within one (1) month 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 be informed only 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 and also to request the deletion of the personal details. The person named in a Hotline call will not be given the identity of the person who made the alert.

# **EnerSys**<sup>®</sup>

*Power/Full Solutions*

The most up-to-date version can be found on our website:

[enersys.com](https://www.enersys.com)

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