

EnerSys  
Form DEF 14A  
June 18, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**SCHEDULE 14A**  
(Rule 14a-101)  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only

(as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

**ENERSYS**

(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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1) Amount previously paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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Letter to  
Stockholders

**Proxy Statement and  
2009 Annual Report to Stockholders**

Annual Meeting  
Invitation

Dear Fellow Stockholder:

We are pleased to provide this annual report for our fiscal year ending March 31, 2009. In fiscal 2009, we achieved record earnings of \$84.6 million, a 42% increase over the prior year. This was accomplished in spite of the challenges of the global economic decline we have experienced.

Notice of 2009

During the year, we recognized we were likely to face significant declines in our markets that would result from slower global economic activity and began to take the necessary steps to reduce costs and adjust our operations in anticipation of a lower revenue base. As each quarter resulted in lower sequential net sales, we continued to implement additional actions. At the same time, we experienced a significant benefit from our pricing management relative to the fluctuations in commodity costs.

Annual Meeting  
and Proxy  
Statement

2009 Annual  
Report on Form  
10-K  
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Early in fiscal 2009, we refinanced the majority of our debt with a favorable structure and rates with no significant maturities until 2014. Our debt structure coupled with our strong and liquid financial position we believe will allow us to continue to take advantage of market opportunities and remain aggressive in our pursuit of good acquisition opportunities.

Our primary focus at this time is to continue taking the necessary steps to further enhance our customer focus and increase our new product development efforts while reducing our costs. These actions will ensure that we exit this recession a stronger company than when we entered the recession.

Finally, I want to thank our employees who continue their high level of performance, teamwork and customer focus.

Sincerely,  
**John D. Craig**  
**Chairman of the Board,**

**President and Chief Executive Officer**

Please refer to Management's Discussion and Analysis in our Annual Report on Form 10-K attached to this letter for additional information, including a reconciliation of the non-GAAP measures to the comparable GAAP measures.

**Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995:** Statements in this letter and proxy statement regarding EnerSys business, which are not historical facts, are forward-looking statements that involves risks and uncertainties. For a discussion of such risks and uncertainties that could cause actual results to differ from those contained in the forward-looking statements, see the Company's filings with the Securities Exchange Commission, including Item 1A. Risk Factors in the Company's Annual Report on Form 10-K attached to this letter. These statements speak only as of the date of this letter and proxy statement, even if subsequently made available by EnerSys on its website or otherwise. EnerSys undertakes no obligation to update or revise these statements to reflect events or circumstances occurring after the date of this letter and proxy statement.

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**Annual Meeting Invitation**

June 18, 2009

Dear Fellow Stockholder:

EnerSys will hold its 2009 annual meeting of stockholders (the Annual Meeting ) on Thursday, July 23, 2009, at 10:00 a.m. (Eastern Time) at our corporate offices located at 2366 Bernville Road, Reading, Pennsylvania 19605. You can find directions to our corporate offices on the Investor Relations page of our website at [www.enersys.com](http://www.enersys.com).

Your vote is important regardless of the number of shares you own. Whether or not you plan to attend the Annual Meeting in person, we urge you to read these proxy materials and cast your vote on the matters that will be presented at the Annual Meeting. Stockholders of record have the option of voting by telephone, through the Internet or by completing, signing, dating and returning the enclosed proxy card in the envelope provided. Doing so will not prevent you from voting in person at the Annual Meeting.

Thank you very much for your continued interest in EnerSys.

Sincerely,  
**John D. Craig**  
**Chairman of the Board,**

**President and Chief Executive Officer**

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**ENERSYS**

2366 Bernville Road

Reading, Pennsylvania 19605

**NOTICE OF 2009 ANNUAL MEETING OF STOCKHOLDERS**

**Important Notice Regarding the Availability of Proxy Materials for the**

**Stockholder Meeting to be Held on July 23, 2009**

**The Proxy Statement, the Proxy Card and the Annual Report to Stockholders**

**are available at [www.enersys.com](http://www.enersys.com)**

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders (the Annual Meeting ) of EnerSys will be held on Thursday, July 23, 2009, at 10:00 a.m. (Eastern time) at its corporate offices located at 2366 Bernville Road, Reading, Pennsylvania 19605, for the following purposes:

- (1) Proposal No. 1: To elect the three (3) Class II director nominees of the Board of Directors of EnerSys, each to serve for a term of three years and until their respective successors shall have been elected and qualified;
- (2) Proposal No. 2: To ratify the appointment of Ernst & Young LLP as EnerSys independent registered public accounting firm for the fiscal year ending March 31, 2010; and
- (3) To transact such other business as may properly be presented at the Annual Meeting or any adjournment or postponement thereof.

Only stockholders of record at the close of business on June 1, 2009, are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof. A list of these stockholders is available at the corporate offices of EnerSys and will be available at the Annual Meeting.

If you plan to attend the Annual Meeting, please bring photo identification. If your shares are held in the name of a broker or other nominee, please bring with you a letter (and a legal proxy if you wish to vote your shares) from the broker or nominee confirming your ownership as of the record date. For directions to the Annual Meeting, please contact Investor Relations by telephone at (610) 236-4040.

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON, IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AND VOTED AT THE ANNUAL MEETING. STOCKHOLDERS OF RECORD MAY VOTE BY TELEPHONE, THROUGH THE INTERNET OR BY SIGNING, DATING AND RETURNING THE ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED. SPECIFIC INSTRUCTIONS FOR TELEPHONE AND INTERNET VOTING ARE SET FORTH ON THE ENCLOSED PROXY CARD.

By Order of the Board of Directors

**Richard W. Zuidema**

**Executive Vice President Administration and**



**Secretary**

Reading, Pennsylvania

June 18, 2009

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**PROXY STATEMENT**

**GENERAL INFORMATION**

**Solicitation of Proxies.** The Board of Directors of EnerSys is providing this Proxy Statement to solicit proxies for use at EnerSys' annual meeting of stockholders to be held at its corporate offices located at 2366 Bernville Road, Reading, Pennsylvania 19605 on Thursday, July 23, 2009, at 10:00 a.m. (Eastern time) or any adjournment or postponement thereof (the Annual Meeting). EnerSys (the Company, we, our, or us) first delivering this Proxy Statement, the foregoing notice and the accompanying proxy card to stockholders on or about June 18, 2009.

**Purpose of the Meeting.** At the Annual Meeting, our stockholders will be asked to vote on the following proposals:

Proposal No. 1: To elect the three (3) Class II director nominees of the Board of Directors of EnerSys, each to serve for a term of three years and until their respective successors shall have been elected and qualified; and

Proposal No. 2: To ratify the appointment of Ernst & Young LLP as EnerSys' independent registered public accounting firm for the fiscal year ending March 31, 2010.

**Record Date.** Only stockholders of record at the close of business on June 1, 2009 (the Record Date) are entitled to notice of, and to vote at, the Annual Meeting. At the close of business on the Record Date, there were 48,090,028 shares of EnerSys common stock outstanding, each of which will be entitled to one vote at the Annual Meeting.

**Quorum.** The presence, in person or by proxy, of stockholders entitled to cast at least a majority of the votes that all stockholders are entitled to cast will constitute a quorum at the Annual Meeting. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of votes considered to be present at the Annual Meeting for purposes of determining the presence of a quorum.

**Voting and Revocation of Proxies.** Stockholders of record can choose one of the following three ways to vote:

1. By mail: Complete, sign, date and return the enclosed proxy card in the pre-paid envelope provided. If you return the signed proxy card but do not mark the boxes showing how you wish to vote, your votes will be cast FOR the election of all director nominees, and FOR the ratification of the appointment of Ernst & Young LLP as EnerSys' independent registered public accounting firm.

2. By telephone: Call the toll-free telephone number on the proxy card (888-693-8683) and follow the voice prompts.

3. Through the Internet: Access the website [www.cesvote.com](http://www.cesvote.com) and follow the instructions.

We encourage each stockholder of record to submit their proxy electronically through the Internet, if that option is available, or by telephone. Delivery of a proxy in any of the three ways listed above will not affect the right of a stockholder of record to attend the Annual Meeting and vote in person. If your shares are held in street

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name (that is, through a broker, trustee or other holder of record), you will receive a proxy card from your broker seeking instructions as to how your shares should be voted. If no voting instructions are given, your broker or nominee has discretionary authority to vote your shares on your behalf on routine matters. A broker non-vote results on a matter when your broker or nominee returns a proxy but does not vote on a particular proposal because it does not have discretionary authority to vote on that proposal and has not received voting instructions from you. Under the rules of The New York Stock Exchange, the proposals to elect the director nominees of the Board of Directors and the ratification of the appointment of the independent registered public accounting firm are each routine matters and thus your broker or nominee has discretionary authority to vote on these matters. Accordingly, we believe that there will be no broker non-votes at the Annual Meeting. You may not vote shares held in street name at the Annual Meeting unless you obtain a legal proxy from your broker or holder of record.

Any stockholder of record giving a proxy may revoke it by doing any of the following:

delivering a written notice of revocation to the Secretary of EnerSys, dated later than the proxy, before the vote is taken at the Annual Meeting;

delivering a duly executed proxy to the Secretary of EnerSys, bearing a later date (including proxy by telephone or through the Internet) before the vote is taken at the Annual Meeting; or

voting in person at the Annual Meeting (your attendance at the Annual Meeting, in and of itself, will not revoke the proxy). Any written notice of revocation, or later dated proxy, should be delivered to:

EnerSys  
2366 Bernville Road  
Reading, Pennsylvania 19605

Attention: Richard W. Zuidema, Executive Vice President Administration and Secretary

**Required Votes.** The affirmative vote of a plurality of the votes cast at the meeting is required for the election of director nominees. A properly executed proxy marked *WITHHOLD* with respect to the election of one or more director nominees will not be voted with respect to the director nominee or director nominees indicated.

The ratification of the appointment of Ernst & Young LLP as EnerSys independent registered public accounting firm for the fiscal year ending March 31, 2010, requires the affirmative vote of the holders of a majority of the shares represented and entitled to vote at the Annual Meeting. With respect to these matters, abstentions will have the same effect as voting against such proposal and broker non-votes, if any, will not constitute or be counted as votes cast for purposes of this proposal.

**Attendance at the Annual Meeting.** Attendance at the Annual Meeting will be limited to stockholders as of the Record Date, their authorized representatives and guests of EnerSys.

**Metalmark and our Institutional Stockholders.** We entered into a Securityholder Agreement, dated as of July 26, 2004, as amended (the Securityholder Agreement), with Metalmark Capital LLC, an independent private equity firm established in 2004 by former principals of Morgan Stanley Capital Partners to manage Morgan Stanley Capital Partners private equity funds and to make private equity investments in a broad range of industries (Metalmark), certain institutional stockholders, and certain members of our senior management, which governs certain relationships among such parties. Metalmark and the Institutional Stockholders (as defined below) may be deemed to be a group for purposes of Section 13(d)(3) or Section 13(g)(3) of the Securities Exchange Act of 1934 (the Exchange Act), and Rule 13d-5(b)(1) thereunder. As of June 1, 2009, the Institutional Stockholders held approximately 15.5% of the outstanding shares of our common stock. The Institutional Stockholders have advised us that they intend to vote all such shares in favor of



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each of the Board's director nominees and in favor of the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2010.

The Institutional Stockholders are Morgan Stanley Dean Witter Capital Partners IV, L.P. (MSCP IV, L.P.), MSDW IV 892 Investors, L.P. (MSCP IV 892, L.P.), and Morgan Stanley Dean Witter Capital Investors IV, L.P. (MSCI IV, L.P.) (collectively, the MSCP Funds), Morgan Stanley Global Emerging Markets Private Investment Fund, L.P., and Morgan Stanley Global Emerging Markets Private Investors, L.P. (collectively, the MSGEM Funds), J.P. Morgan Direct Corporate Finance Institutional Investors LLC, J.P. Morgan Direct Corporate Finance Private Investors LLC, and 522 Fifth Avenue Fund, L.P. (collectively, the J.P. Morgan Funds), and First Plaza Group Trust and Performance Direct Investments I, L.P. f/k/a GM Capital Partners I, L.P. (collectively, the GM Stockholders). The MSCP Funds and the MSGEM Funds are hereinafter called, collectively, the Morgan Stanley Funds. In January 2008, substantially all of the employees of Metalmark became employees of Citi Alternative Investments Inc., although Metalmark remains an entity owned by those individuals and continues to manage the Morgan Stanley Funds on a subadvisory basis. Two (2) of our directors, Messrs. Chung and Hoffen, are currently employees of both Metalmark and Citi Alternative Investments Inc. For more information on the terms of, and the parties to, the Securityholder Agreement, see Certain Relationships and Related Transactions Securityholder Agreement herein.

The general partners of the Morgan Stanley Funds are wholly owned subsidiaries of Morgan Stanley. An affiliate of Metalmark manages MSCP Funds IV, L.P. and MSCP IV 892, L.P. pursuant to a subadvisory agreement (the Subadvisory Agreement). In addition, under the Subadvisory Agreement, MSCI IV, L.P. is effectively obligated to vote or direct the vote and to dispose or direct the disposition of any of our shares owned directly by it on the same terms and conditions as MSCP IV, L.P. and MSCP IV 892, L.P.

**PROPOSAL NO. 1**

**ELECTION OF THE CLASS II DIRECTOR NOMINEES OF THE BOARD OF DIRECTORS**

**General**

Our certificate of incorporation provides that the Board of Directors shall consist of not less than three or more than eleven members, as fixed by the Board of Directors from time to time. The certificate of incorporation also divides the Board into three classes, with each class to be as nearly equal in number as possible. The members of each class will serve for a staggered, three-year term. Upon the expiration of the term of a class of directors, nominees for directors in that class will be considered for election for three-year terms at the annual meeting of stockholders in the year in which the term of directors in that class expires.

Our Board of Directors currently consists of eight members, divided into three classes. The classes are composed of the following directors:

Messrs. Lehman and Marlo are Class I directors, whose terms will expire at the 2011 annual meeting of stockholders;

Mr. Chung, Mr. Katsaros and Gen. Magnus, USMC (Retired) are Class II directors, whose terms will expire at the 2009 annual meeting of stockholders; and

Messrs. Craig, Hoffen and Muscari are Class III directors, whose terms will expire at the 2010 annual meeting of stockholders.

**Director Nominees of the Board of Directors**

Based on the recommendation of the Nominating and Corporate Governance Committee, the Board of Directors has unanimously nominated Mr. Hwan-yoon F. Chung, Mr. Arthur T. Katsaros and Gen. Robert Magnus, USMC (Retired) for election as Class II directors of EnerSys. Each of the nominees currently serves as

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a director of EnerSys and has consented to being named in this Proxy Statement and to serve, if elected. Each of the directors elected at the Annual Meeting will hold office until the 2012 annual meeting of stockholders and until their successors are duly elected and qualified. If any of the nominees become unable to accept nomination or election, the persons named in the proxy may vote for a substitute nominee selected by the Board of Directors. Our management, however, has no present reason to believe that any Class II nominee will be unable to serve as a director, if elected.

The three director nominees who receive the highest number of votes cast at the Annual Meeting will be elected Class II directors. Shares represented by properly delivered proxies will be voted for the Class II director nominees unless otherwise specified in the proxy by the stockholder. Any stockholder who wishes to withhold authority from the proxyholders to vote for the election of director nominees or to withhold authority to vote for any individual director nominee may do so by voting his or her proxy to that effect. Stockholders cannot cumulate their votes for the election of directors. No proxy may be voted for a greater number of persons than the number of director nominees named.

**RECOMMENDATION**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF EACH OF THE DIRECTOR NOMINEES LISTED ABOVE.**

**BOARD OF DIRECTORS**

The following table sets forth certain information with respect to our directors and the director nominees as of the date of this Proxy Statement:

Name	Age	Position with EnerSys	Year First Became Director	Term as Director will Expire(1)
John D. Craig	58	Chairman of the Board, President and Chief Executive Officer	2000	2010
Hwan-yoon F. Chung	35	Director	2006	2009
Howard I. Hoffen	45	Director	2000	2010
Arthur T. Katsaros	61	Director	2005	2009
John F. Lehman	66	Director	2004	2011
Gen. Robert Magnus, USMC (Retired)	62	Director	2008	2009
Dennis S. Marlo	66	Director	2004	2011
Joseph C. Muscari	62	Director	2008	2010

(1) Directors terms of office are scheduled to expire at the annual meeting of stockholders to be held in the year indicated. The principal occupation and business experience during the last five years of, and other information with respect to, each nominee for election as a director of EnerSys and of each continuing director is as follows:

**John D. Craig.** Mr. Craig has served as Chairman of the Board of Directors, President and Chief Executive Officer and a Director of EnerSys since November 2000. From 1998 to October 2000, he served as President and Chief Operating Officer of Yuasa, Inc., the predecessor company to EnerSys. Mr. Craig joined Yuasa in 1994. Mr. Craig received his Master of Electronics Engineering Technology degree from Arizona State University and his Bachelor of Science degree from Western Michigan University.

**Hwan-yoon F. Chung.** Mr. Chung has been a Director of EnerSys since February 2006. Mr. Chung has been an Executive Director of Metalmark Capital LLC since its inception in 2004. Prior to joining Metalmark, he was an Executive Director of Morgan Stanley Private Equity from 2002 to 2004, and Vice

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President of Morgan Stanley Private Equity from 2000 to 2002. Mr. Chung received his Bachelor of Arts in Philosophy from the College of Arts and Sciences of the University of Pennsylvania, and his Bachelor of Science degree in Economics from the Wharton School of Business of the University of Pennsylvania.

**Howard I. Hoffen.** Mr. Hoffen has been a Director of EnerSys since November 2000. Mr. Hoffen has been the Chairman and Chief Executive Officer of Metalmark Capital LLC since its formation in 2004. Prior to joining Metalmark, from 2001 to 2004, he was the Chairman and CEO of Morgan Stanley Capital Partners and a Managing Director of MS & Co., since 1997. Mr. Hoffen serves as a Director of Union Drilling, Inc., which is listed on the NASDAQ Stock Market. He is also a Director of the following private companies: Aqua Capital Management LLC, a natural resources company, BreitBurn Energy Partners L.P., an oil and gas exploration company, Homesite Group, Inc., a homeowners insurance company, Maxum Petroleum, Inc., an energy logistics company, MeriCap Credit, a specialty finance company, Melissa & Doug, a designer and manufacturer of educational toys and children's products, National Healing Corporation, a wound care healing company, Ocwen Structured Investments, an entity specializing in mortgage securities, and Tegrant Corporation, a specialty manufacturing company. Mr. Hoffen received his Master of Business Administration degree from Harvard Business School and his Bachelor of Science degree from Columbia University.

**Arthur T. Katsaros.** Mr. Katsaros has been a Director of EnerSys since July 2005. Mr. Katsaros was most recently the Group Vice President Development and Technology of Air Products and Chemicals, Inc. since 2002 and until his retirement in April 2007. From 1996 through 2002, he was Group Vice President of Engineered Systems and Operations of Air Products. Mr. Katsaros is a former Director of CDG Technology, Inc., and the current Chairman of its successor CDG Environmental, LLC, a manufacturer of supply systems for water treatment. Mr. Katsaros received a Bachelor of Science degree in Chemical Engineering from Worcester Polytechnic Institute in 1969 and a Master of Business Administration from Lehigh University in 1977. He also completed the Advanced Management Program at Harvard University's Graduate School of Business in 1992.

**John F. Lehman.** Mr. Lehman has been a Director of EnerSys since the completion of our initial public offering in August 2004. Mr. Lehman is a founding partner of J.F. Lehman & Company, a private equity firm, and has been its Chairman since November 1990. Prior to founding J.F. Lehman & Company, Mr. Lehman was a Managing Director in Corporate Finance at PaineWebber Incorporated, served for six years as Secretary of the Navy, was a member of the National Security Council Staff, served as a delegate to the Mutual Balanced Force Reductions negotiations and was the Deputy Director of the Arms Control and Disarmament Agency. Mr. Lehman serves as a Director of Ball Corporation, which is listed on The New York Stock Exchange. He is the Chairman of the following private companies: Special Devices, Incorporated, a manufacturer of initiators, OAO Technology Solutions, Inc., an information solutions provider, Racal Instruments, Inc., a test and measurement systems developer, and Racal Acoustics Ltd., an audio communications company. He also serves as a Director of ISO Inc., a risk information provider. Mr. Lehman was a member of the National Commission on Terrorist Attacks upon the United States. He is also Chairman of the Princess Grace Foundation. Mr. Lehman received his Bachelor of Science degree from St. Joseph's University, his Bachelor of Arts and Master of Arts degrees from Cambridge University and a Doctorate from the University of Pennsylvania.

**General Robert Magnus, USMC (Retired).** Gen. Magnus has been a Director of EnerSys since July 2008. Gen. Magnus served as the Assistant Commandant of the Marine Corps from 2005 to 2008. He retired from the Marine Corps in 2008 after over 38 years of distinguished service. Gen. Magnus' operational assignments included Commander, Marine Corps Air Bases Western Area and Deputy Commander, Marine Forces Pacific. Gen. Magnus' staff assignments included Chief, Logistics Readiness Center, Joint Staff; Executive Assistant to the Director of the Joint Staff; Head, Aviation Plans and Programs Branch; Assistant Deputy Chief of Staff for Aviation; Assistant Deputy Commandant for Plans, Policies, and Operations; and Deputy Commandant for Programs and Resources. Gen. Magnus also serves on the Board of Directors of Augusta Westland NA, a subsidiary of Italy's Finmeccanica and a producer of advanced helicopters, and Elbit Systems of America, a producer of defense, homeland security and commercial aviation products and

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solutions. Gen. Magnus received his Bachelor of Arts degree in history from the University of Virginia and his Masters in Business Administration degree from Strayer College. His formal military education included Naval Aviator Training, U.S. Marine Corps Command and Staff College, and the National War College. Gen. Magnus' personal decorations included the Distinguished Service Medal, Defense Superior Service Medal, Legion of Merit, and Navy Achievement Medal. Gen. Magnus was recommended to our Nominating and Corporate Governance Committee by a third party search firm.

**Dennis S. Marlo.** Mr. Marlo has been a Director of EnerSys since the completion of our initial public offering in August 2004. Mr. Marlo served as an Executive Vice President of Sovereign Bancorp, Inc. from June 2004 through April 2009, and as Chief Risk Management Officer of Sovereign Bancorp, Inc. from April 2001 through June 2004. Mr. Marlo joined Sovereign in February 1998 as the President of the Pennsylvania Division of Sovereign Bank and was appointed Chief Financial Officer and Treasurer of Sovereign in May 1998, serving in that capacity through April 2001. Prior thereto, Mr. Marlo served as President and Chief Executive Officer of ML Bancorp Inc., a predecessor company of Sovereign, and as a partner with KPMG, LLP. Mr. Marlo is currently Chairman of the Board of Directors of the Federal Home Loan Bank of Pittsburgh, a government sponsored enterprise. He is also a Director of NOVA Financial Holdings, Inc. and its wholly-owned subsidiary, NOVA Bank, a privately held financial services company. Mr. Marlo completed the Graduate School of Community Bank Management at the University of Texas at Austin and received his Bachelor of Science degree in Accounting from La Salle University. He is a certified public accountant.

**Joseph C. Muscari.** Mr. Muscari has been a Director of EnerSys since June 2008. Mr. Muscari has served as Chairman and Chief Executive Officer of Minerals Technologies Inc. ( MTI ), which is listed on The New York Stock Exchange, since March 2007 and as a Director of MTI since February 2005. For the prior 37 years, Mr. Muscari worked at Alcoa Inc., where he held a number of executive positions. He served as Executive Vice President and Chief Financial Officer from January 2006 to January 1, 2007. Mr. Muscari previously served as Executive Vice President Alcoa and Group President, Rigid Packaging, Foil and Asia since October 2004. He had been an Executive Vice President of Alcoa since 2002, when he had responsibility for Alcoa's businesses in Asia and Latin America. Mr. Muscari received his Bachelor of Science degree in industrial engineering from the New Jersey Institute of Technology and his Masters in Business Administration from the University of Pittsburgh.

Messrs. Chung and Hoffen serve on our Board of Directors as designated by Metalmark pursuant to the Securityholder Agreement. For more information regarding our Board of Directors, see Corporate Governance Controlled Company Exemption below. The Securityholder Agreement also provides that our Chief Executive Officer shall be nominated to the Board of Directors. The stockholders party to the Securityholder Agreement, including certain members of our senior management, have agreed to vote their shares of our common stock to elect these nominees for director.

## **CORPORATE GOVERNANCE**

### **Controlled Company Exemption**

Prior to the completion of a secondary offering of EnerSys common stock on July 5, 2007, EnerSys was a controlled company for purposes of the corporate governance requirements of The New York Stock Exchange ( NYSE ). Following the completion of this secondary offering EnerSys ceased to be a controlled company based on the NYSE's corporate governance requirements. Pursuant to the phase-in rules of the NYSE, EnerSys was required to be in full compliance with the NYSE's requirements for an independent Nominating and Corporate Governance Committee and a majority of independent directors by July 5, 2008, twelve-months from the date EnerSys ceased to be a controlled company. EnerSys came into full compliance with the corporate governance requirements of the NYSE within the time periods required by the NYSE listing standards.



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### **Independence of Directors**

Our Board of Directors determined that Messrs. Katsaros, Lehman, Magnus, Marlo and Muscari are independent from EnerSys and our management under the NYSE's listing standards. These standards are attached as Appendix A. The Board considered the NYSE standards, the fact that there were no transactions or arrangements between the directors and EnerSys, other than the consideration for serving as a director, and all other relevant facts and circumstances in making these independence determinations and concluded that there were no material relationships between either of Messrs. Katsaros, Lehman, Magnus, Marlo or Muscari and EnerSys.

Messrs. Chung and Hoffen are employees of Metalmark, which, together with the other Institutional Stockholders, pursuant to the Securityholder Agreement, and through the Subadvisory Agreement, was the controlling stockholder of EnerSys until July 5, 2007. As such, the three-year period of non-affiliation required for independence from EnerSys and our management is measured from such date. Therefore, Messrs. Chung and Hoffen may become independent after July 5, 2010, if the Board of Directors determines that the other independence standards described above are also met.

There are no family relationships among our directors or executive officers.

### **Access to Corporate Governance Documents**

Our corporate governance information and materials, including our Corporate Governance Guidelines, charters of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee, and Code of Business Conduct and Ethics, are available on the Investor Relations page of our website at [www.enersys.com](http://www.enersys.com) and any stockholder may obtain printed copies of these documents by writing to Investor Relations at: EnerSys, 2366 Bernville Road, Reading, Pennsylvania 19605, by e-mail at: [investorrelations@enersys.com](mailto:investorrelations@enersys.com) or by calling Investor Relations at (610) 236-4040. Information contained on the website is not incorporated by reference or otherwise considered part of this Proxy Statement.

### **Committees of our Board of Directors**

Our Board of Directors has an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee, each of which has the composition and responsibilities described below. Our Board of Directors, from time to time, may establish other committees.

#### ***Audit Committee***

Effective as of May 19, 2009, Messrs. Marlo (Chairperson), Katsaros and Muscari serve as members of our Audit Committee. From July 25, 2008, until the resignation of Raymond E. Mabus, Jr. from the Board of Directors on May 18, 2009, our Audit Committee consisted of Messrs. Marlo (Chairperson), Mabus and Muscari. Prior thereto, the Audit Committee consisted of Messrs. Marlo (Chairperson), Katsaros and Mabus. The Board of Directors has determined that Mr. Marlo is an audit committee financial expert, as such term is defined in rules promulgated by the SEC under the Exchange Act. The Board of Directors has determined that each of Messrs. Katsaros, Marlo and Muscari is independent under the NYSE listing standards and the SEC rules and regulations applicable to audit committees and is financially literate in accordance with the NYSE listing standards. Our Audit Committee held a total of six (6) meetings in the fiscal year ended March 31, 2009, four (4) of which were in person, and two (2) of which were held telephonically.

The Audit Committee is responsible for:

appointing, compensating and overseeing our independent registered public accounting firm ( independent auditors );

overseeing management's fulfillment of its responsibilities for financial reporting and internal control over financial reporting; and

overseeing the activities of our internal audit function.

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For additional information, see Audit Committee Report herein and the Audit Committee Charter, which is available on the Investor Relations page of our website at [www.enersys.com](http://www.enersys.com).

### ***Compensation Committee***

Effective as of July 25, 2008, our Board reconstituted our Compensation Committee, which consists of Mr. Lehman (Chairperson), Gen. Magnus and Mr. Muscari. Prior thereto our Compensation Committee consisted of Messrs. Lehman (Chairperson), Katsaros and Marlo. The Board of Directors has determined that Messrs. Lehman, Magnus and Muscari are independent directors.

The Compensation Committee is responsible for:

reviewing and approving the compensation of our Chief Executive Officer ( CEO ) and the other named executive officers;

reviewing and recommending to the Board the adoption of non-employee director compensation programs; and

administering our equity plans and other incentive compensation plans.

More specifically, the Compensation Committee has sole authority to set the base salaries and approve equity-based and incentive-based compensation for our CEO and our other named executive officers. It engages its own independent compensation consultant, currently Frederic W. Cook & Co., Inc., to review the compensation levels of executives at our peer companies and assess total compensation and make recommendations about changes in the compensation of our executives. The Compensation Committee also considers recommendations from our CEO with respect to the base salary of our named executive officers. The Compensation Committee utilizes a similar methodology for recommending director compensation and meeting fees, which are subject to Board approval.

This Committee held a total of five (5) meetings in the fiscal year ended March 31, 2009, three (3) of which were in person, and two (2) of which were held telephonically.

### ***Compensation Committee Interlocks and Insider Participation***

No member of the Compensation Committee (i) was, during fiscal year 2009, or had previously been an officer or employee of EnerSys or our subsidiaries nor (ii) had any direct or indirect material interest in a transaction of EnerSys or a business relationship with EnerSys, in each case that would require disclosure under the applicable rules of the SEC. No other interlocking relationship existed between any member of the Compensation Committee or an executive officer of EnerSys, on the one hand, and any member of the compensation committee (or committee performing equivalent functions, or the full board of directors) or an executive officer of any other entity, on the other hand, requiring disclosure pursuant to the applicable rules of the SEC.

### ***Nominating and Corporate Governance Committee***

Effective as of May 18, 2009, Mr. Katsaros (Chairperson) and Gen. Magnus serve as members of our Nominating and Corporate Governance Committee. Metalmark, on behalf of the Institutional Stockholders, temporarily waived the requirement that this committee have at least three (3) members. From July 25, 2008, until the resignation of Mr. Mabus from the Board of Directors, our Nominating and Corporate Governance Committee consisted of Messrs. Katsaros (Chairperson) and Mabus and Gen. Magnus. Prior thereto, following the resignation of Mr. Hoffen from the Committee on July 4, 2008, our Nominating and Corporate Governance Committee consisted of Messrs. Mabus (Chairperson) and Lehman. The Nominating and Corporate Governance Committee is responsible for identifying and recommending potential candidates qualified to become board members, recommending directors for appointment to board committees and developing and recommending to

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our Board of Directors a set of corporate governance principles. The Committee held a total of four (4) meetings in the fiscal year ended March 31, 2009, two (2) of which were in person, and two (2) of which were held telephonically.

The responsibilities of the Nominating and Corporate Governance Committee include the following:

identifying, reviewing the qualifications of, and recruiting qualified candidates for board membership;

reviewing the continuation of each director being considered for reelection;

making recommendations to the Board concerning the structure, composition and function of the board and its committees; and

reviewing and assessing the adequacy of the Company's corporate governance documents.

### **Process for Selection of Director Nominee Candidates**

The Nominating and Corporate Governance Committee believes that the minimum qualifications for serving as a director of EnerSys are that a candidate demonstrate, by significant accomplishments in his or her field, an ability to make a meaningful contribution to the Board of Directors oversight of the business and affairs of EnerSys and have an impeccable record and reputation for honest and ethical conduct in his or her professional and personal activities. In addition, the Nominating and Corporate Governance Committee considers the following characteristics in reviewing director candidates:

integrity and character;

sound and independent judgment;

breadth of experience;

business acumen;

leadership skills;

scientific or technology expertise;

familiarity with issues affecting global businesses in diverse industries; and

diversity of backgrounds and experience.

In addition to these requirements, the Nominating and Corporate Governance Committee will also evaluate, in the context of the needs of the Board, whether the nominee's skills are complementary to the existing Board members' skills, and assess any material relationships with EnerSys or third parties that might adversely impact independence and objectivity, as well as such other criteria as the Nominating and Corporate

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Governance Committee determines to be relevant at the time. The Nominating and Corporate Governance Committee, Committee Chairperson and/or our Chief Executive Officer interview candidates that meet the criteria, and the Nominating and Corporate Governance Committee selects candidates that best suit the Board's needs. We may from time to time hire an independent search firm to help identify and facilitate the screening and interview process of director candidates.

Stockholders may recommend qualified persons for consideration by the Nominating and Corporate Governance Committee. Stockholders making a recommendation must submit the same information as that required to be included by us in our Proxy Statement with respect to nominees of the Board of Directors. The stockholder recommendation should be submitted in writing, addressed to EnerSys at 2366 Bernville Road, Reading, Pennsylvania 19605, Attn: Richard W. Zuidema, Executive Vice President Administration and Secretary.

The Nominating and Corporate Governance Committee's evaluation process does not vary based on whether or not a candidate is recommended by a stockholder. The Nominating and Corporate Governance Committee will also review the performance as a director of any person already serving on the Board of Directors of EnerSys in determining whether to recommend that the Director be re-nominated.

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### **Charters of the Committees of the Board of Directors**

The Audit Committee, Nominating and Corporate Governance Committee, and Compensation Committee each operate pursuant to a written charter adopted by the Board of Directors. Each Committee reviews its charter at least annually. Copies of the charters are available on the Investor Relations page of our website at [www.enersys.com](http://www.enersys.com) or in print upon request. See Corporate Governance Access to Corporate Governance Documents.

### **Director Attendance at Board, Committee and Annual Meetings**

Our Corporate Governance Guidelines provide that directors are expected to attend meetings of the Board and meetings of the committees on which they serve. During our fiscal year 2009, the Board of Directors met a total of six (6) times. Each director, other than Mr. Hoffen who was unable to attend two (2) Board meetings and one committee meeting due to scheduling conflicts, attended at least 75% of the total number of meetings of the Board and its committees on which the director served during the fiscal year, based on the number of such meetings held during the period for which each person served as a director or on a committee. It is our policy that directors are invited to the Annual Meeting but are not required to attend. No board members attended the 2008 annual meeting of stockholders.

### **Executive Sessions of Non-Management Directors**

The Board has established a policy requiring non-management directors to meet in executive session periodically during the course of each year and has established procedures for determining which non-management director will serve as the presiding director for these executive sessions. The presiding director is designated by the Board of Directors. Mr. Hoffen has been designated as the presiding director for fiscal year 2010. In addition, it is expected that at least once a year the independent directors will meet in a separate executive session.

### **Communications with the Board of Directors**

Stockholders and other interested parties, who desire to communicate directly with any member (or all members) of the Board, any Board committee or any chair of any such committee, should submit such communication in writing addressed to the Presiding Director or Non-Management Directors, at EnerSys, P.O. Box 14145, Reading, Pennsylvania 19612 or by email to the Presiding Director or Non-Management Directors at [presidingdirector@enersys.com](mailto:presidingdirector@enersys.com). Communications intended for the full Board of Directors may be submitted in the same manner.

Stockholders, employees and other interested parties who desire to express a concern relating to accounting or auditing matters should communicate directly with our Audit Committee in writing addressed to the Audit Committee Chair at EnerSys, P.O. Box 14145, Reading, Pennsylvania 19612 or by e-mailing the Audit Committee at [auditcommittee@enersys.com](mailto:auditcommittee@enersys.com).

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

The Board has adopted a Code of Business Conduct and Ethics that is applicable to our Chief Executive Officer, Chief Financial Officer and Controller, as well as our other officers, directors and employees. The code is available on the Investor Relations page of our website at [www.enersys.com](http://www.enersys.com) or in print upon request. See Corporate Governance Access to Corporate Governance Documents. Any amendment to, or waiver from, the Code for executive officers or directors will be disclosed on the Investor Relations page of our website at [www.enersys.com](http://www.enersys.com).

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**DIRECTOR COMPENSATION**

We believe that the amounts and form of compensation and the methods used to determine compensation of our non-employee directors are important ingredients in (i) attracting and retaining directors who are independent, interested, diligent and actively involved in overseeing EnerSys affairs and (ii) more substantially aligning the interests of our non-employee directors with the interests of our stockholders. We do not separately compensate the directors of our Board who are also employees.

**Compensation Paid to Board Members**

In fiscal year 2009, our Compensation Committee used Frederic W. Cook & Co., Inc., as an independent compensation consultant to the Compensation Committee, to study a peer group of companies, which peer group is the same group that the Compensation Committee used to recommend the compensation of our named executive officers as we describe on page 18, to assist the Compensation Committee in setting the compensation of our non-employee directors. Based in part on this study, the Compensation Committee recommended, and the Board approved, effective for fiscal year 2009, an annual retainer of \$50,000 in cash, as well as the meeting and other fees in the amounts set forth below:

In-person board meetings \$1,500 each

Telephonic Board meetings \$750 each

In-person committee meetings \$1,500 each

Telephonic committee meetings \$750 each

Audit Committee Chairperson \$10,000 per year

Committee (non-Audit Committee) Chairperson \$5,000 per year

Based in part on the current macroeconomic environment, the Compensation Committee has recommended, and the Board has approved, that there be no increase in the annual retainer of \$50,000 in cash, and no increase in the meeting and other fees for fiscal year 2010.

**Equity Compensation**

Based in part on the recommendation of the compensation consultant, for fiscal year 2009, the Compensation Committee recommended, and the Board approved, an award to each non-employee director of restricted stock units, with a fair market value on August 8, 2008 (the date of the award), of \$60,000 of our common stock. These restricted stock units vest on September 8, 2009. For fiscal year 2010, the Board approved an award of restricted stock units, with a fair market value on the date of the award of \$60,000 of our common stock, to each non-employee director serving on the Board of Directors as of the date of the Annual Meeting. The fiscal year 2010 award will vest thirteen months from the date of award. All equity awards to non-employee directors are made through one of our stockholder approved equity compensation plans that we describe on page 22. We made these awards in accordance with our policy on granting equity awards, which we describe on page 25.

**Director Deferred Compensation Plan**

Under the EnerSys Voluntary Deferred Compensation Plan for Non-Employee Directors, which we refer to as the Director Plan, each non-employee director may defer receipt of all or a portion of the shares of stock payable due to vesting of the restricted stock units. Under the Director Plan, at a director's election, the shares otherwise payable, together with any dividends thereon, will be credited to a hypothetical bookkeeping account in the director's name and will be paid to the director in a lump sum at the time specified in the election or, if earlier, upon our change in control or the director's death.



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Effective January 1, 2009, the Compensation Committee amended the Director Plan to permit each non-employee director to also defer receipt of all or a portion of any cash fees that are payable to the director for service on the Board. Participants may elect to allocate the deferred fees (i) into an investment account, which investment options will be a subset of the investment options available from time to time in our 401(k) retirement plan, or (ii) into a stock unit account, upon which the participant will be awarded stock units pursuant to one of our stockholder-approved equity compensation plans. If the director elects to allocate the deferred fees into the stock unit account, we will make an additional matching contribution in the amount of 20% of the deferred amount. Dividend equivalent units, if any, will be credited to each stock unit account. Each participant is 100% vested with respect to the amounts deferred to the stock unit deferral account. The matching contribution will be in the form of restricted stock units and will vest quarterly over one year from the date the units are credited to the account, except that participants will automatically become 100% vested in their matching contribution upon a change in control. All stock units are payable in shares of our common stock.

The Director Plan is a non-qualified deferred compensation plan. The rights of all participants to any deferred amounts represent our unsecured promise to pay and the deferred amounts remain subject to the claims of our creditors.

## **Stock Ownership Guidelines**

We have implemented stock ownership guidelines under which we expect each non-employee director to beneficially own shares of our common stock with a value equal to five times the annual director retainer, not including meeting or committee chair fees, paid to such director during the previous fiscal year. The Compensation Committee will measure stock ownership on an annual basis. We expect each director to attain the investment level by May 1, 2013, or five years from the date the director first becomes a non-employee director, if later. Shares beneficially owned by the director as well as restricted stock units awarded for fiscal year 2009 and thereafter, whether vested or unvested, will be included in calculating ownership levels. As of May 1, 2009, each director was on target to achieve the investment level established by the stock ownership guidelines.



**Table of Contents****NON-EMPLOYEE DIRECTOR COMPENSATION FOR FISCAL YEAR 2009**

The table set forth below summarizes the compensation that we paid to our non-employee directors for the fiscal year ended March 31, 2009. None of our non-employee directors received option awards, non-equity incentive plan compensation, pension, non-qualified deferred compensation, or any other compensation for the fiscal year ended March 31, 2009.

Name(1)	Fees Earned		Total
	Paid in Cash	Stock Awards(2)	
<b>Hwan-yoon F. Chung</b>	\$ 57,500	\$ 60,000	\$ 117,500
<b>Howard I. Hoffen</b>	\$ 57,304	\$ 60,000	\$ 117,304
<b>Arthur T. Katsaros</b>	\$ 71,329	\$ 60,000	\$ 131,329
<b>John F. Lehman</b>	\$ 65,000(6)	\$ 60,000	\$ 125,000
<b>Dennis S. Marlo</b>	\$ 76,500	\$ 60,000	\$ 136,500
<b>Gen. Robert Magnus, USMC (Retired)</b>	\$ 47,120	\$ 60,000	\$ 107,120
<b>Joseph C. Muscari</b>	\$ 51,222	\$ 60,000	\$ 111,222
<i>Former Directors</i>			
<b>Kenneth F. Clifford(1)(3)</b>	\$ 12,277	\$ 0	\$ 12,277
<b>Michael C. Hoffman(1)(4)</b>	\$ 16,446	\$ 0	\$ 16,446
<b>Raymond E. Mabus, Jr.(5)</b>	\$ 66,867	\$ 60,000	\$ 126,867

- (1) On March 31, 2009, each of our current non-employee directors held 2,301 unvested restricted stock units. In addition, on March 31, 2009, each of Messrs. Hoffen, Hoffman, Lehman, and Marlo holds 5,000 vested stock options; and each of Messrs. Clifford, and Katsaros holds 2,500 vested stock options. Messrs. Chung, Clifford, Hoffen and Hoffman hold such equity in connection with their respective employment arrangements with Metalmark. Pursuant to the terms of the Director Plan, which we describe above, Messrs. Katsaros, Lehman, Magnus, Marlo and Muscari each elected to defer receipt of 100% of the common stock underlying their respective restricted stock units awards that each received for fiscal year 2009.
- (2) This value represents the accounting expense that we recognized for financial statement reporting purposes under SFAS 123(R) of the restricted stock units that we awarded to each non-employee director in fiscal year 2009 and in prior years, as we describe above. Assumptions used in the calculation of these amounts are included in the footnotes to our audited financial statements for the fiscal year ended March 31, 2009, included in our Annual Report on Form 10-K, which we filed on June 1, 2009. The grant date fair value of each of the restricted stock unit awards that we made in fiscal year 2009 was \$60,000.
- (3) Mr. Clifford resigned from the Board effective June 12, 2008.
- (4) Mr. Hoffman resigned from the Board effective July 18, 2008.
- (5) Mr. Mabus resigned from the Board effective May 18, 2009.
- (6) Of this amount, \$18,250 was deferred by Mr. Lehman into a stock unit deferral account, pursuant to the terms of the Director Plan. Mr. Lehman received a matching contribution of 285 restricted stock units, which, under the terms of the Director Plan, vest quarterly over one year from the date of the deferral. All stock units are payable in shares of our common stock.

**PROPOSAL NO. 2****RATIFICATION OF APPOINTMENT OF**

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**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board of Directors of EnerSys has appointed Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2010. No determination has been made as to what action the Audit Committee would take if stockholders do not ratify the appointment.

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Ernst & Young LLP conducted the audit of the financial statements of EnerSys and its subsidiaries for the fiscal year ended March 31, 2009. Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting, will be given an opportunity to make a statement if they desire to do so, and will be available to answer appropriate questions from stockholders.

### **RECOMMENDATION**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS ENERSYS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 31, 2010.**

### **AUDIT COMMITTEE REPORT**

#### **Background**

The members of the Audit Committee are currently Directors Dennis S. Marlo (Chairperson), Arthur T. Katsaros and Joseph C. Muscari. For additional information relating to the members and responsibilities of the Audit Committee, see Corporate Governance Committees of our Board of Directors Audit Committee.

#### **Responsibility**

Management is responsible for the preparation of financial statements and the integrity of the reporting process, including the system of internal and disclosure controls.

The independent auditors are responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles in the United States.

The primary responsibilities of the Audit Committee are to select, engage, and compensate our outside independent auditors and to oversee the financial reporting process on behalf of the Board. It is not the duty of the Audit Committee to prepare financial statements and related disclosures. It is also not the duty of the Audit Committee to plan or conduct audits, or to determine that our financial statements are complete and accurate and in accordance with generally accepted accounting principles in the United States.

#### **Process and Recommendation**

In fulfilling its responsibilities, the Audit Committee reviewed and discussed the audited financial statements for the fiscal year ended March 31, 2009, with our management and independent auditors, including a discussion of the quality, not just the acceptability, of the accounting principles as applied in our financial reports, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. The Audit Committee discussed with our internal and independent auditors the overall scope and plans for their respective audits. The Audit Committee meets with management to discuss disclosure controls and procedures and internal control over financial reporting. The Audit Committee also meets with the internal and independent auditors, with and without our management present, to discuss the results of their examinations and overall quality of our financial reporting. The Audit Committee also reviewed with our CEO and CFO their certification relating to their evaluation of our disclosure controls, the completeness and accuracy of the financial statements and other financial information contained in the Form 10-K, and the process followed by the CEO and CFO to assure the truthfulness of such certificate.

The Audit Committee also discussed with the independent auditors, who are responsible for expressing an opinion on the conformity of those financial statements with generally accepted accounting principles, the matters required to be discussed by Statement on Auditing Standards No. 61, Communication with Audit Committees, as amended. In addition, the Audit Committee has discussed with the independent auditors, the

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auditors' independence from EnerSys and its management, including the matters in the written disclosures and letters that were received by the Audit Committee from the independent auditors as required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the audit committee regarding independence. During the course of the year, the Audit Committee also reviewed and considered the compatibility of its independent auditors' performance of certain non-audit services with the maintenance of such auditors' independence.

Based on the process referred to above, the Audit Committee recommended to the Board that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2009.

**Fees of Independent Auditors**

The following table sets forth the aggregate fees for the fiscal year ended March 31, 2009, and March 31, 2008, incurred for services provided by our independent registered public accounting firm, Ernst & Young LLP.

Description of Fees	Year Ended	
	March 31, 2009	March 31, 2008
<b>Audit Fees</b> , including fees associated with the annual audit of EnerSys and statutory audits required internationally, the reviews of EnerSys' quarterly reports on Form 10-Q, public offerings, and for services provided in connection with the requirements of the Sarbanes-Oxley Act of 2002	\$ 3,667,400	\$ 3,516,400
<b>Audit-Related Fees:</b> Including fees associated with target acquisitions, general accounting consultations, and online subscription	\$ 2,000	\$ 12,475
<b>Tax Fees:</b> Including fees associated with income tax compliance, advice and planning	\$ 25,395	\$ 111,942
<b>All Other Fees</b>	\$ 0	\$ 0
<b>Total</b>	<b>\$ 3,694,795</b>	<b>\$ 3,640,817</b>

The Audit Committee considered whether the provision of non-audit services by our independent registered public accounting firm for the fiscal year ended March 31, 2009, was compatible with maintaining auditor independence. The Audit Committee pre-approved all fees for non-audit related services paid to our independent registered public accounting firm for fiscal years 2008 and 2009.

**Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services by Independent Auditors**

The Audit Committee pre-approves all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services and other services. The Audit Committee has adopted a policy for the pre-approval of services provided by the independent auditors. Under the policy, pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is subject to a specific budget. In addition, the Audit Committee may also pre-approve particular services on a case-by-case basis. For each proposed service, the Audit Committee has received detailed information sufficient to enable the Audit Committee to pre-approve and evaluate such service. The Audit Committee may delegate pre-approval authority to one or more of its members. Any pre-approval decisions made under delegated authority must be communicated to the Audit Committee at or before the next scheduled meeting.

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**Appointment of Independent Registered Public Accounting Firm for Fiscal Year 2010**

The Audit Committee appointed Ernst & Young LLP to conduct the audit of the financial statements of EnerSys and its subsidiaries for the fiscal year ending March 31, 2010. EnerSys stockholders are being asked to ratify the Audit Committee's appointment of Ernst & Young LLP as our independent registered public accounting firm at the Annual Meeting to which this Proxy Statement relates.

**Audit Committee**

Dennis S. Marlo, Chairperson

Arthur T. Katsaros

Joseph C. Muscari

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**EXECUTIVE OFFICERS**

Our current executive officers, and certain information regarding them, other than Mr. Craig, whose information is included under Board of Directors , are listed below. All data is as of June 1, 2009.

**Michael T. Philion**, age 57, Executive Vice President Finance and Chief Financial Officer. Mr. Philion has served as Executive Vice President Finance and Chief Financial Officer since November 2000. He started with the Company s predecessor in 1994. Mr. Philion is a certified public accountant. He received his Bachelor of Science degree in Accounting from Pennsylvania State University.

**Richard W. Zuidema**, age 60, Executive Vice President Administration and Secretary. Mr. Zuidema has served as Executive Vice President Administration and Secretary since March 2002. From November 2000 until March 2002, Mr. Zuidema was Executive Vice President Administration and International. He started with the Company s predecessor in 1998. Mr. Zuidema received his Master of Business Administration degree from the University of Buffalo and his Bachelor of Sciences degree in Business Administration and Finance from the State University of New York.

**John A. Shea**, age 46, Executive Vice President Americas. Mr. Shea has served as Executive Vice President Americas since February 2005. Prior thereto, Mr. Shea served as Executive Vice President Motive Power Americas since March 2002. From November 2000 to March 2002, he served as Executive Vice President Motive Power. He started with the Company s predecessor in 1987. Mr. Shea received his Bachelor of Arts degree in Business Administration with majors in Marketing and Human Resource Management from California State University.

**Raymond R. Kubis**, age 55, President Europe. Mr. Kubis has served as President Europe, since March 2002. From October 1998 to March 2002, Mr. Kubis was Vice President, General Manager, Motive Power, for the Energy Storage Group of Invensys plc. Mr. Kubis received his Master of Business Administration degree from The Wharton School of the University of Pennsylvania and his Bachelor of Science degree in Accounting from the University of Illinois.

**EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

**Executive Compensation Policy**

Our executive compensation program is structured and administered to support our vision, which is to be the global leader in our chosen markets for stored energy solutions, while maximizing stockholder value. We also structure the program to link executive compensation to our financial performance and, through programs that use our common stock as a compensation medium, to more closely align the interests of executive management with those of our stockholders.

We generally base our executive compensation program on the same objectives that guide us in establishing compensation programs for all our employees:

Compensation should align the interests of higher-level employees with the long-term interests of our stockholders through award opportunities that result in ownership of a significant amount of our common stock.

Compensation should reward teamwork. Because our success depends on our ability to optimize our worldwide business, our compensation programs emphasize our total results rather than geographic or product line results.

Compensation should be based on the level of job responsibility, as well as individual and corporate performance. As employees progress to higher levels in the organization, an increasing proportion of their pay should be linked to corporate performance and stockholder returns because they are more able to affect corporate results.

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Compensation should reflect the value of the job in the marketplace. To attract and retain a skilled work force, we must remain competitive with the pay of other employers who compete with us for talent.

Compensation should foster the long-term focus required for success in our industry. While all of our key employees receive a mix of both annual and longer-term incentives, employees at higher levels have an increasing proportion of their compensation tied to longer-term performance because these employees are in a position to have greater influence on longer-term results.

To be effective motivation, performance-based compensation programs should enable employees to easily understand how their efforts can affect their pay, both directly through individual performance accomplishments and indirectly through contributing to our achievement of our strategic and operational goals.

The programs and individual pay levels will always reflect differences in job responsibilities, geographies, and marketplace considerations, the overall structure of compensation and benefit programs should be broadly similar across the organization.

**Determination of Compensation**

The Compensation Committee reviews each named executive officer's base pay, bonus, and equity incentive compensation annually, with the guidance of the Compensation Committee's independent compensation consultant, Frederic W. Cook & Co., Inc. The Compensation Committee takes into account a number of factors to determine the compensation for the named executive officers and to ensure that our executive compensation program is achieving its objectives. Among those are:

*Assessment of Corporate Performance.* The Compensation Committee uses corporate performance measures in two ways. First, in establishing total compensation ranges, the Compensation Committee considers various measures of corporate and industry performance, including sales growth, stock price, EBITDA, and net income. Second, as we describe in more detail below, the Compensation Committee has established specific corporate performance measures that determine the size of payments under our Management Incentive Plan.

*Assessment of Individual Performance.* Individual performance affects the compensation of all employees, including the CEO and the other named executive officers. Beginning in fiscal year 2007, the Compensation Committee adopted a formal evaluation process for our CEO. Each member of our Board provides a written, subjective evaluation of our CEO, on an anonymous basis, covering a broad range of criteria. The evaluations are summarized and the Compensation Committee considers them in setting the CEO's compensation. For each other named executive officer, the Compensation Committee receives a recommendation from the CEO and also exercises its judgment based on the Committee's interactions with the executive officer.

*Benchmarking.* The Compensation Committee benchmarked our compensation programs in fiscal years 2008 and 2009 with a peer group consisting of the following companies, which companies are broadly similar with respect to industry (generally, manufacturers of electrical components and equipment) and size (based on revenues):

Ametek, Inc.	Franklin Electric Company, Inc.
A.O. Smith Corporation	GrafTech International Ltd.
AVX Corporation	Hubbell Incorporated
Baldor Electric Company	Regal - Beloit Corporation
C&D Technologies, Inc.	Spectrum Brands, Inc.
Energizer Holdings, Inc.	Thomas & Betts Corporation
Exide Technologies	Woodward Governor Company

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The Compensation Committee compares each peer group company's executive compensation programs as a whole, and compares the pay of individual executives if the jobs are sufficiently similar to make the comparison meaningful. In addition to the peer group, the Compensation Committee, with the assistance of the independent compensation consultant, also considers non-industry-specific compensation information on pay levels and compensation-delivery practices for similarly sized companies across more than 200 different industries excluding the financial services industry. The Compensation Committee uses this data primarily to ensure that our executive compensation program as a whole is competitive, meaning generally within the broad middle range of comparative pay of the comparison companies. Based upon the most recent comparative pay information, the total pay for our executives is in the 75<sup>th</sup> percentile range.

### **Components of Executive Compensation**

Our executive compensation program is comprised of base salary, annual short-term incentive opportunities in the form of cash awards based upon our fiscal year performance, long-term incentive opportunities in the form of either options to acquire our common stock, restricted common stock or restricted common stock units, or any combination thereof. As more fully described in the section entitled "Deferred Compensation Plan," effective April 1, 2009, certain of our executives, including the named executive officers, may elect to defer receipt of all or a portion of their cash bonuses. In addition, we provide the named executive officers with the same employee benefits as we generally provide to our other eligible U.S. employees and we also provide limited perquisites and personal benefits, as described in the footnotes following the Summary Compensation Table. Mr. Kubis receives substantially the same employee benefits as our other named executive officers, except that he, as we more completely describe in the footnotes following the Summary Compensation Table, receives an annual cost of living adjustment and certain additional perquisites to compensate him for working and living in Europe. We do not cover our named executive officers under any defined benefit pension or supplemental executive retirement plans.

#### *Base Salary*

Base salary is the fixed element of an employee's cash compensation. The value of base salary reflects the employee's skill set and the market value of that skill set. The Compensation Committee generally considers whether each of our named executive officer's base salary should be increased based on individual performance with a view toward ensuring that the base salary is competitive with that of executives in peer companies with comparable roles and responsibilities.

With assistance from the Compensation Committee's independent compensation consultant, the Compensation Committee annually sets the base salary of our named executive officers. The Compensation Committee solicits the CEO's recommendation with respect to the base salaries of our named executive officers.

In setting Mr. Craig's compensation for fiscal years 2008 and 2009, the Compensation Committee considered the success of our business and Mr. Craig's overall performance in the previous fiscal year as well as the recommendations of the independent compensation consultant. The Compensation Committee reviewed similar considerations for each of the other named executive officers in determining each of their respective base salaries.

For fiscal year 2010, the Compensation Committee considered the aforementioned factors and current macroeconomic conditions and determined that it is the best interest of the stockholders to not increase base salaries for Mr. Craig and the other named executive officers. The Committee's decision was not reflective of the performance and achievements of Mr. Craig and the other named executive officers during fiscal year 2009.



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The base salaries of Mr. Craig and each of the other named executive officers for fiscal years 2008, 2009, and 2010, are as follows:

Name	2008	2009	2010
John D. Craig	\$ 815,000	\$ 850,000	\$ 850,000
Michael T. Phillion	\$ 377,000	\$ 400,000	\$ 400,000
Richard W. Zuidema	\$ 378,000	\$ 400,000	\$ 400,000
John A. Shea	\$ 367,000	\$ 385,000	\$ 385,000
Raymond Kubis	\$ 522,793(1)	\$ 487,553(2)	\$ 487,553(2)

- (1) 83,500 Euros converted to U.S. dollars at \$1.5774 per Euro and 409,125 Swiss francs, 300,000 of which is converted to U.S. dollars at \$1.0058 per Swiss franc and 109,125 of which is payable in U.S. dollars at a fixed exchange ratio of \$0.8186 per Swiss franc.
- (2) 565,000 Swiss francs, 419,500 of which is payable in Swiss francs and has been converted to U.S. dollars at \$0.8783 per Swiss franc, and 145,500 of which is payable in U.S. dollars at a fixed exchange ratio of \$0.8186 per Swiss franc.

*Management Incentive Plan*

Annually, under our Management Incentive Plan, which we refer to as the MIP, our executives, including the named executive officers, may receive a cash bonus upon satisfaction of pre-established financial targets. Under the MIP, the Compensation Committee establishes a range of financial targets based on our Board approved corporate budget. The Compensation Committee established this annual cash bonus program to better align each participant's goals with our profitability and net debt objectives for each year. Consistent with our compensation policy, individuals with greater job responsibilities have a greater portion of their total cash compensation tied to our corporate performance through the MIP.

Under the MIP, each participant has minimum, target, and maximum potential cash bonus payouts, which the Compensation Committee establishes at the beginning of each fiscal year. The Compensation Committee bases the potential payments on each participant's job responsibilities and position within our organization. The potential payouts are stated as a percentage of base salary, which percentage generally remains constant from year-to-year. In establishing the targets, significant consideration is given to our prior year's performance and budget for the upcoming year. Satisfactory individual performance is a condition to payment. In the case of our CEO and our other named executive officers, a target bonus percentage is set forth in their respective employment agreements.

The Compensation Committee believes that these performance measures encourage participants to focus appropriately on improving both our net earnings and balance sheet strength. These performance measures are also effective motivators because they can be readily tracked and are easily understandable by the participants.

The Compensation Committee may adjust the earnings results on which bonuses under the MIP are determined to reflect the effect of certain extraordinary events. The adjustments are intended to ensure that award payments represent the underlying growth of our core business and are not artificially inflated or deflated due to such events in the applicable fiscal year. In addition, the Compensation Committee will adjust the average daily net debt goals through the application of a pre-established objective formula to reflect higher or lower than anticipated sales volume in the applicable fiscal year.

At the end of each fiscal year, the Compensation Committee, in the case of the CEO and other named executive officers, has discretion to adjust an award payout downward. The Compensation Committee did not exercise this discretion in fiscal years 2007, 2008 or 2009.

**Table of Contents***Fiscal Year 2008 MIP Targets and Payouts*

The Compensation Committee considered the following when establishing the awards for fiscal year 2008:

*Bonus Targets.* Mr. Craig's minimum, target, and maximum bonus targets for fiscal year 2008 were 15%, 100%, and 170% of base salary, respectively. The other named executive officers' minimum, target, and maximum bonus targets for fiscal year 2008 were 9%, 60%, and 102% of base salary, respectively.

*Company Performance Measures.* For all participants in the MIP, including our CEO and named executive officers, the Compensation Committee established fiscal year 2008 performance measures based 70% on EPS and 30% on average daily net debt, which we define as total long- and short-term corporate debt and capital lease obligations minus short-term investments held in the U.S. The performance measures for fiscal year 2008, determined in connection with the approval of the applicable fiscal year budget, were as follows:

Measurement	Minimum	Target	Maximum
EPS	\$ 0.84	\$ 0.93	\$ 1.40
Average Daily Net Debt	\$ 474.0 million	\$ 464.0 million	No target

The bonuses paid to our CEO and other named executive officers for fiscal year 2008 were 170% and 102% of bonus target, respectively, because of above-target EPS achievement and above-target average daily net debt goal. Consistent with past practice and based on criteria established at the beginning of the performance period in accordance with the terms of the MIP as described above, the Compensation Committee adjusted the earnings results on which fiscal year 2008 bonuses were determined to eliminate the effect of expenses incurred in connection with three secondary offerings and the restructuring of our European operations. Also in accordance with the MIP, we adjusted the average daily net debt goal to reflect higher than anticipated sales volume in fiscal year 2008.

*Fiscal Year 2009 MIP Targets*

The Compensation Committee considered the following when establishing the awards for fiscal year 2009:

*Bonus Targets.* Mr. Craig's minimum, target, and maximum bonus targets for fiscal year 2009 were 15%, 100%, and 200% of base salary, respectively. The other named executive officer's minimum, target, and maximum bonus targets for fiscal year 2009 were 9%, 60%, and 120% of base salary, respectively. The Committee raised the maximum payout percentages in line with peer practice.

*Company Performance Measures.* For all participants in the MIP, including our CEO and named executive officers, the Compensation Committee established fiscal year 2009 performance measures based 70% on EPS and 30% on average daily net debt, which we define as total long- and short-term corporate debt and capital lease obligations minus total short-term investments. The performance measures for fiscal year 2009 were determined in connection with the approval of the applicable fiscal year budget. The Compensation Committee believes it set the minimum, target, and maximum performance measures for fiscal year 2009 such that the performance measures represent meaningful improvements for the organization and improved business performance and, therefore, are reasonably difficult to attain. The performance measures for fiscal year 2009, determined in connection with the approval of the applicable fiscal year budget, were as follows:

Measurement	Minimum	Target	Maximum
EPS	\$ 1.35	\$ 1.45	\$ 1.92
Average Daily Net Debt	\$ 422.5 million	\$ 412.5 million	\$ 397.5 million

The bonuses paid to our CEO and other named executive officers for fiscal year 2009 were 200% and 120% of bonus target, respectively, because of above-target EPS achievement and above-target average daily net debt goal. Consistent with past practice and based on criteria established at the beginning of the performance period in



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accordance with the terms of the MIP as described above, the Compensation Committee adjusted the earnings results on which fiscal year 2009 bonuses were determined to eliminate the effect of items incurred in connection with the restructuring of the European operations, the gain on sale of facilities, the refinancing of our senior secured credit facility, legal proceedings and a secondary offering. Also in accordance with the MIP, we adjusted the average daily net debt goal to reflect lower than anticipated sales volume in fiscal year 2009.

### *Fiscal Year 2010 MIP Targets*

The Compensation Committee considered the following when establishing the potential awards for fiscal year 2010:

*Bonus Targets.* Mr. Craig's minimum, target, and maximum bonus targets for fiscal year 2010 are 15%, 100%, and 200% of base salary, respectively. The other named executive officer's minimum, target, and maximum bonus targets for fiscal year 2010 are 9%, 60%, and 120% of base salary, respectively.

*Company Performance Measures.* For all participants in the MIP, including our CEO and named executive officers, the Compensation Committee established fiscal year 2010 performance measures based 70% on EPS and 30% on average net debt, which we define as total long- and short-term corporate debt and capital lease obligations minus total short-term investments. The performance measures for fiscal year 2010 were determined in connection with the approval of the fiscal year budget. The Compensation Committee believes it set the minimum, target, and maximum performance measures for fiscal year 2010 such that the performance measures are aggressive and, therefore, are reasonably difficult to attain.

### *Long-Term Equity Incentive Compensation*

The Compensation Committee has the ability to make various types of equity awards under our 2004 and 2006 Equity Incentive Plans to our non-employee director and employees, including the CEO and the other named executive officers. We generally award equity in the form of restricted stock units and options to purchase our common stock.

Restricted stock unit awards provide participants with shares of our common stock if the participant continues employment with us or one of our subsidiaries for the vesting period. Generally, restricted stock units that we award to employees vest ratably over a four-year period at 25% per year, and participants accrue dividend equivalent units from the date of award, if any. We award restricted stock units for two reasons. First, because we do not provide our named executive officers with the ability to participate in a defined benefit pension plan or similar program, the Compensation Committee has determined to make equity awards that are not solely dependent on the appreciation of our common stock. Second, because we provide the same types of awards to all participating employees on a worldwide basis, restricted stock units provide certain tax and other advantages to our non-U.S. employees as compared to awards of restricted stock. We amended our 2006 Equity Incentive Plan to provide for minimum vesting periods for full value equity awards such as restricted stock and restricted stock units, except with respect to our non-employee directors. Five percent of the number of shares issuable under the 2006 Equity Incentive Plan are not subject to this limitation.

Stock options align our participants' interests with stockholders because options have value only if the stock price increases over time. Our stock options generally have 10-year terms and we grant all options with an exercise price no less than the fair market value of our common stock on the date of grant. The Compensation Committee grants stock options in order to encourage participants to focus on long-term growth. In addition, we intend stock options to help retain key employees because they generally vest ratably over a three- or four-year period. The vesting schedule also helps keep employees focused on long-term performance. To obtain value, a participant must remain employed with us or one of our subsidiaries until the options are vested and the stock price must have appreciated above the exercise price, which is no less than the market price of our common stock on the grant date.

**Table of Contents***Fiscal Year 2008 Equity Awards*

In determining the value of awards for executives, in fiscal year 2008, the Compensation Committee's overall objective, based in part on the recommendation of the Compensation Committee's compensation consultant, was to set the combined values of the awards at a level that was approximately equivalent to the 75th percentile relative to the value of our competitor's long-term incentive grants. The Compensation Committee recommended, and the Board approved, the number of stock options and restricted stock units prior to the pre-established grant date. The Compensation Committee based the number of awards on a percentage of our capitalization. The Compensation Committee determined the value using the closing price of our common stock on the grant date, in accordance with our policy on granting equity awards, which we describe on page 25. The awards vest ratably over four years. The awards were as follows:

<b>Name</b>	<b>Number of Stock Options</b>	<b>Number of Restricted Stock Units</b>	<b>Total Value(1)</b>
John D. Craig	83,448	41,324	\$ 1,508,533
Michael T. Phillion	17,818	8,824	\$ 322,113
Richard W. Zuidema	17,818	8,824	\$ 322,113
John A. Shea	17,818	8,824	\$ 322,113
Raymond R. Kubis	17,818	8,824	\$ 322,113

- (1) The total value is the sum of the value of the restricted stock units and stock options determined as of May 29, 2007, the date of grant. The value of each restricted stock unit was \$18.25, the closing price of our common stock on the date of grant, and the value of each stock option on that date was approximately \$9.04, as determined using the Black-Scholes valuation method, which assumptions and value may be different from the value that we used for financial accounting purposes.

*Fiscal Year 2009 Equity Awards*

On May 1, 2008, the Compensation Committee approved equity awards to the named executive officers. The Compensation Committee determined a total value for each executive's awards based on a level that was approximately equivalent to the 75th percentile relative to the value of our competitor's long-term incentive grants. The Compensation Committee determined the valuation using the closing price of our common stock on the date of grant, in accordance with our policy on granting equity awards, which we describe on page 25. In evaluating the aggregate amount of equity compensation to be granted to all employees, the Compensation Committee compares the value of the awards, as a percentage of our capitalization, to the value of the awards granted by our peer companies. The Compensation Committee awarded Mr. Craig an equity award with a value of up to \$2,500,000, and Messrs. Phillion, Zuidema, Shea, and Kubis each received an award with a value of up to \$700,000, and rounded down to the nearest whole share. Half of the value of each named executive officer's award is in the form of stock options and the other half is in the form of restricted stock units. The stock options vest ratably over three years and the restricted stock units vest ratably over four years. Each named executive officer could elect to receive the value of his restricted stock unit award instead in the form of stock options. No named executive officer elected to receive stock options in lieu of the restricted stock unit portion of his award. The fiscal year 2009 equity awards were as follows:

<b>Name</b>	<b>Number of Stock Options</b>	<b>Number of Restricted Stock Units</b>	<b>Total Value(1)</b>
John D. Craig	124,626	41,404	\$ 2,499,998
Michael T. Phillion	34,895	11,593	\$ 699,993
Richard W. Zuidema	34,895	11,593	\$ 699,993
John A. Shea	34,895	11,593	\$ 699,993
Raymond R. Kubis	34,895	11,593	\$ 699,993

- (1) The total value is the sum of the values of the restricted stock units and stock options determined as of May 21, 2008, the date of grant. The value of each restricted stock unit was \$30.19, the closing price of our

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common stock on the date of grant, and the value of each stock option on that date was approximately \$10.03, as determined using the trinomial lattice model, which assumptions and value may be different from the value that we used for financial accounting purposes

*Deferred Compensation Plan*

On May 1, 2008, the Compensation Committee adopted the EnerSys Voluntary Deferred Compensation Plan for Executives, which we refer to as the Deferred Compensation Plan, under which participants who are among a select group of management and highly compensated employees may elect to defer receipt of all or a portion of any cash bonus payable to such participants with respect to a fiscal year. Under the Deferred Compensation Plan, which is effective April 1, 2009, each participant must make an irrevocable deferral election before the beginning of the fiscal year to which the cash bonus relates or, in the case of performance-based compensation, on or before six months before the end of such fiscal year. Participants can elect to receive distributions of their accounts in the Deferred Compensation Plan, either in a lump sum or in installments, (i) upon their termination of employment, (ii) on a specified date, or (iii) upon a change in control.

A participant may elect to allocate the deferred amounts into an investment account and select among various investment options upon which the rate of return of the deferred amounts will be based. The participants' investment accounts are adjusted periodically to reflect the deemed gains and losses attributable to the deferred amounts. The specific investment options will be a subset of the investment options available, from time-to-time, in our 401(k) retirement plan. Each participant is always 100% vested in their investment accounts.

Alternatively, participants may elect to allocate the deferred amounts to a stock unit deferral account. All amounts allocated to the stock unit account are invested in restricted stock units awarded under one of our stockholder-approved equity compensation plans. If a participant elects to allocate the deferred amounts to the stock unit account, we will make an additional matching contribution in the amount of 20% of the deferred amount. Dividend equivalent units, if any, will be credited to each stock unit account. Each participant is 100% vested with respect to the amounts deferred to the stock unit deferral account. The matching contribution will vest over three years from the last date of the fiscal year to which the amounts relate, except that participants will automatically become 100% vested in their matching contribution upon a change in control. All stock units are payable in shares of our common stock.

The Deferred Compensation Plan is a non-qualified deferred compensation plan. The rights of all participants to any deferred amounts represent our unsecured promise to pay and the deferred amounts remain subject to the claims of our creditors.

### *Employee Benefits*

We generally offer all our eligible non-unionized U.S. employees, including the named executive officers, core employee benefits coverage. The benefits include medical and dental coverage, disability insurance, life insurance, and a discount program for our products. We also make a 401(k) retirement plan available to all eligible non-unionized U.S. employees as a means to save for retirement on a tax-advantaged basis. We provide a matching contribution under the 401(k) plan to all eligible participants.

Each of our employees, including the named executive officers, partially bears the cost of certain employee benefits.

### *Perquisites*

We provide limited perquisites and personal benefits to our named executive officers. We provide these perquisites and personal benefits in order to compete and retain executive talent. You can find information about these perquisites in the footnotes to the Summary Compensation Table.

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### **Other Matters**

#### *Currency Conversion for Mr. Kubis*

In fiscal year 2007, Mr. Kubis worked and lived in Brussels, Belgium, and we paid him in Euros. For purposes of this Proxy Statement, we have converted the amounts of compensation that Mr. Kubis received in Euros in fiscal year 2007 to U.S. dollars using the exchange rate as of March 31, 2007, of \$1.34 per Euro. At the beginning of the second quarter of fiscal year 2008, Mr. Kubis relocated to Zurich, Switzerland in connection with the relocation of our European headquarters from Brussels. In fiscal year 2008, we paid Mr. Kubis partly in U.S. dollars, partly in Euros for the time he worked in Brussels, and partly in Swiss francs for the time he worked in Zurich. For the purposes of this Proxy Statement, we have converted the amounts of compensation that Mr. Kubis received in fiscal year 2008 using the exchange rates as of March 31, 2008, of \$1.5774 per Euro and \$1.0058 per Swiss franc. We converted the amounts that were paid or payable to Mr. Kubis in U.S. dollars in fiscal year 2008 from Swiss francs using a fixed exchange rate of \$0.8186 per Swiss franc pursuant to the terms of his employment agreement. During fiscal year 2009, Mr. Kubis worked and lived in Zurich, Switzerland, and we paid him partly in U.S. dollars and partly in Swiss francs. For purposes of this Proxy Statement, we have converted the amounts of compensation that Mr. Kubis received in Swiss francs in fiscal year 2009 to U.S. dollars using the exchange rate as of March 31, 2009, of \$0.8783 per Swiss franc. We converted the amounts that were paid or payable to Mr. Kubis in U.S. dollars in fiscal year 2009 from Swiss francs using a fixed exchange rate of \$0.8186 per Swiss franc pursuant to the terms of his employment agreement.

#### *Policy on Granting Equity Awards.*

In fiscal year 2008, we established a written policy on granting equity awards. The policy provides the authority for granting awards, the procedure for granting awards, and how we determine the date of grant and exercise price, in the case of options, of such awards. The Compensation Committee has the authority to make all equity awards. In addition, within certain limitations, the Compensation Committee may delegate authority to our CEO to make awards to employees below the senior vice president level.

The exercise price of stock options is always no less than the closing price of our stock on the grant date. This procedure provides assurance that the grant dates are not being manipulated to result in a price that is favorable to us or our employees. Subject to applicable local law, the grant date for equity awards to all eligible participants, including executive officers, is on the first business day after the grant approval date that our stock trading window is open and that is not otherwise within our stock trading blackout policy.

#### *Hedging Prohibition*

We do not permit our employees to hedge their economic exposures to our common stock that they own by engaging in transactions involving puts, calls, or other derivative securities, or zero-cost collars or forward sales contracts. We expect each employee to bear the full risks and rewards of stock ownership.

#### *Tax Deductibility of Executive Compensation*

We generally seek to maximize deductibility for tax purposes of all elements of compensation. The Compensation Committee reviews compensation arrangements in light of applicable tax provisions, including Code Sections 162(m) and 280G and may revise compensation plans and arrangements from time to time to maximize deductibility. The Compensation Committee may, however, approve compensation or compensation arrangements that do not qualify for maximum deductibility when the Compensation Committee deems it to be in our best interest. In fiscal years 2007, 2008 and 2009, no named executive officer received compensation that was not fully deductible.

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*Stock Ownership Guidelines*

The Compensation Committee has adopted stock ownership guidelines for both executives and non-employee directors effective May 1, 2008. We intend the guidelines to align the interests of executives and non-employee directors with those of the stockholders and ensure that the executives and directors responsible for overseeing operations have an ongoing financial stake in our success. The stock ownership guidelines provide that we expect our CEO to attain and maintain an investment level in stock equal to five times his annual base salary. We expect the other named executive officers to attain and maintain an investment level equal to three times their annual base salary. We expect our vice presidents to attain and maintain an investment level equal to one times their annual base salary. We describe the stock ownership guidelines for our non-employee directors under Director Compensation. We expect that each individual attain such investment levels by May 1, 2013, or five years from the date a specified ownership level commences, if later. Shares beneficially owned by the individual and restricted stock units awarded for fiscal year 2009 and thereafter, whether vested or unvested, will be included in calculating ownership levels. We will measure the ownership levels on an annual basis. As of May 1, 2009, all executives subject to the stock ownership guidelines were on target to achieve their respective investment level set forth in the guidelines.

**COMPENSATION COMMITTEE REPORT**

The Compensation Committee evaluates and establishes compensation for our named executive officers and oversees our equity incentive plans, the MIP, and our benefit and perquisite programs. Management has the primary responsibility for our financial statements and reporting process, including the disclosure of executive compensation. With this in mind, we have reviewed and discussed with management the Compensation Discussion and Analysis found on pages 17-24 of this report. The Compensation Committee is satisfied that the Compensation Discussion and Analysis fairly and completely represents the philosophy, intent, and actions of the Compensation Committee with regard to executive compensation. We recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and in our Annual Report on Form 10-K for the fiscal year ended March 31, 2009, for filing with the Securities and Exchange Commission.

**Compensation Committee**

John F. Lehman, Chairperson

Robert Magnus

Joseph Muscari



**Table of Contents****SUMMARY COMPENSATION TABLE**

The following table summarizes the compensation earned in fiscal years 2007, 2008, and 2009, by our Chief Executive Officer, Chief Financial Officer, and our three other most highly compensated executive officers, who we collectively refer to as the named executive officers. We made no discretionary bonus payments to any of our named executive officers in fiscal years 2007, 2008, or 2009, and we did not maintain any defined benefit pension arrangements, or maintain deferred compensation plans for our named executive officers effective during fiscal years 2007, 2008 or 2009; accordingly we have omitted the Bonus and Change in Pension Value and Non-Qualified Deferred Compensation Earnings columns from the table.

Name and Principal Position	Year	Salary	Stock Awards(1)	Option Awards(1)	Non-Equity Incentive Plan Compensation(2)	All Other Compensation	Total
John D. Craig	2009	\$ 850,000	\$ 521,904	\$ 566,869	\$ 1,700,000	\$ 89,224(3)	\$ 3,727,997
Chairman, President, Chief Executive Officer and Director	2008	\$ 815,000	\$ 308,796	\$ 136,386	\$ 1,385,500	\$ 75,541	\$ 2,721,223
	2007	\$ 783,000	\$ 300,215	\$ 0	\$ 1,015,943	\$ 73,910	\$ 2,173,068
Michael T. Phillion	2009	\$ 400,000	\$ 141,757	\$ 148,003	\$ 480,000	\$ 35,392(4)	\$ 1,205,152
Executive Vice President- Finance and Chief Financial Officer	2008	\$ 377,000	\$ 89,304	\$ 29,120	\$ 384,540	\$ 34,256	\$ 914,220
	2007	\$ 362,000	\$ 109,446	\$ 0	\$ 281,817	\$ 30,841	\$ 784,104
Richard W. Zuidema	2009	\$ 400,000	\$ 141,757	\$ 148,003	\$ 480,000	\$ 33,979(5)	\$ 1,203,739
Executive Vice President- Administration and Secretary	2008	\$ 378,000	\$ 89,304	\$ 29,120	\$ 385,560	\$ 26,080	\$ 908,064
	2007	\$ 363,000	\$ 109,446	\$ 0	\$ 282,596	\$ 27,114	\$ 782,156
John A. Shea	2009	\$ 385,000					
Executive Vice President-Americas	2008	\$ 367,000					
	2007	\$ 352,000					