



Federal Acquisition Regulation (“FAR”) and Department of Defense Federal Acquisition Regulation Supplement (“DFARS”) Clauses Incorporated by Reference

EnerSys Energy Products Inc.

Last Revised May 1, 2011

I. FAR Clauses Incorporated By Reference

The following clauses set forth in the FAR are incorporated herein by reference, where applicable. The terms “Government,” “Contracting Officer,” and “Contractor” shall be revised to suitably identify the contracting parties herein and effect the proper intent of the provision. Further clarification may also be provided. “Subcontractor” shall mean “Seller’s Subcontractor,” if any, under this Subcontract or Purchase Order.

A. APPLICABLE TO ALL SUBCONTRACTS AND ORDERS (UNLESS A LIMITATION OR EXEMPTION IN THE CLAUSE APPLIES):

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| 1. Anti-Kickback Procedures (excluding subparagraph (c)(1)) | 52.203-7 |
| 2. Security Requirements (excluding any reference to the Changes clause of the prime contract) | 52.204-2 |
| 3. Material Requirements | 52.211-5 |
| 4. Requirements for Cost or Pricing Data or Information Other Than Cost or Pricing Data | 52.215-20 |
| 5. Requirements for Cost or Pricing Data or Information Other Than Cost or Pricing Data – Modifications | 52.215-21 |
| 6. Contract Work Hours and Safety Standards Act – Overtime Compensation | 52.222-4 |
| 7. Equal Opportunity | 52.222-26 |
| 8. Service Contract Act | 52.222-41 |
| 9. Combating Trafficking in Persons, Alternate I | 52.222-50 |
| 10. Employment Eligibility Verification | 52.222-54 |
| 11. Hazardous Material Identification and Material Safety Data | 52.223-3 |
| 12. Notice of Radioactive Materials | 52.223-7 |
| 13. Ozone-Depleting Substances | 52.223-11 |
| 14. Buy American Act – Supplies | 52.225-1 |
| 15. Trade Agreements | 52.225-5 |
| 16. Restrictions on Certain Foreign Purchases | 52.225-13 |
| 17. Applicable Law for Breach of Contract Claim | 52.233-4 |
| 18. Subcontracts for Commercial Items | 52.244-6 |
| 19. Government Property | 52.245-1 |
| 20. Inspection of Supplies – Fixed Price | 52.246-2 |
| 21. Preference for U.S.-Flag Air Carriers | 52.247-63 |
| 22. Preference for Privately Owned U.S.-Flag Commercial Vessels | 52.247-64 |
| 23. Termination for Convenience of the Government (Fixed-Price) (in paragraph (d) the term “45 days” is changed to “90 days”; in paragraph (e) the term “one-year” is changed to “six months”; and in paragraph (l) the term “90 days” is changed to “45 days”) | 52.249-2 |

B. APPLICABLE TO SUBCONTRACTS AND ORDERS OVER \$10,000:

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| 1. Walsh-Healy Public Contracts Act | 52.222-20 |
| 2. Prohibition of Segregated Facilities | 52.222-21 |
| 3. Equal Opportunity for Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans | 52.222-35 |
| 4. Affirmative Action for Workers with Disabilities | 52.222-36 |
| 5. Employment Reports on Disabled Veterans and Veterans of the Vietnam Era | 52.222-37 |

C. APPLICABLE TO SUBCONTRACTS AND ORDERS OVER \$150,000 (or the current amount of the Simplified Acquisition Threshold in FAR Part 13):

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| 1. Restrictions on Subcontractor Sales to the Government, Alternate I | 52.203-6 |
| 2. Limitation on Payments to Influence Certain Federal Transactions | 52.203-12 |
| 3. Audit and Records – Negotiation | 52.215-2 |
| 4. Integrity of Unit Prices | 52.215-14 |
| 5. Utilization of Small Business Concerns | 52.219-8 |
| 6. Authorization and Consent | 52.227-1 |

D. APPLICABLE TO SUBCONTRACTS AND ORDERS OVER \$550,000 OR THE APPLICABLE THRESHOLD:

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| 1. Contractor Code of Business Ethics and Conduct | 52.203-13 |
| 2. Subcontractor Cost or Pricing Data | 52.215-12 |
| 3. Subcontractor Cost or Pricing Data – Modifications | 52.215-13 |
| 4. Small Business Subcontracting Plan | 52.219-9 |
| 5. Liquidated Damages – Subcontracting Plan | 52.219-16 |

II. By its signature of this Subcontract or Purchase Order the Offeror hereby certifies compliance with the following provisions and clauses, as applicable:

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| 1. Contractor Records Retention | Subpart 4.7 |
| 2. Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (applicable only to Subcontracts and Orders over \$100,000) | 52.203-11 |
| 3. Certification Regarding Responsibility Matters (applicable only to Subcontracts and Orders over \$150,000, or the current amount of the Simplified Acquisition Threshold in FAR Part 13) | 52.209-5 |
| 4. Protecting the Government's Interest when Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment (applicable only to Subcontracts and Orders over \$30,000) | 52.209-6 |
| 5. Previous Contracts and Compliance Reports | 52.222-22 |
| 6. Affirmative Action Compliance | 52.222-25 |

III. DFARS Clauses Incorporated By Reference

If this Subcontract or Purchase Order is for goods or services to be used in connection with Buyer's prime contract or subcontract with the Department of Defense, the following DFARS clauses are incorporated by reference, where applicable. The terms "Government," "Contracting Officer," and "Contractor" shall be revised to suitably identify the contracting parties herein and effect the proper intent of the provision. "Subcontractor" shall mean "Seller's Subcontractor," if any, under this Subcontract or Purchase Order.

A. APPLICABLE TO ALL SUBCONTRACTS AND ORDERS (UNLESS AN EXEMPTION APPLIES):

1. Requirements Relating to Compensation of Former DoD Officials **252.203-7000**
2. Disclosure of Information **252.204-7000**
3. Provision of Information to Cooperative Agreement Holders **252.205-7000**
4. Hazard Warning Labels **252.223-7001**
5. Buy American Act and Balance of Payments Program **252.225-7001**
6. Restriction on Acquisition of Specialty Metals **252.225-7008**
7. Duty-Free Entry **252.225-7013**
8. Trade Agreements **252.225-7021**
9. Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns **252.226-7001**
10. Subcontracts for Commercial Items and Commercial Components (DoD Contracts) **252.244-7000**
11. Notification of Potential Safety Issues **252.246-7003**
12. Pass-Through of Motor Carrier Fuel Surcharge Adjustment to the Cost Bearer **252.247-7003**

B. APPLICABLE TO SUBCONTRACTS AND ORDERS OVER \$150,000:

1. Transportation of Supplies by Sea (except paragraphs (f) and (g)) **252.247-7023**
2. Notification of Transportation of Supplies by Sea **252.247-7024**

C. APPLICABLE TO SUBCONTRACTS AND ORDERS OVER \$ 550,000:

1. Small Business Subcontracting Plan (DoD Contracts) (except paragraph (g)) **252.219-7003**

D. APPLICABLE TO SUBCONTRACTS AND ORDERS OF \$650,000 OR MORE:

1. Notification of Anticipated Contract Terminations or Reductions **252.249-7002**