

EXIDE TECHNOLOGIES
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Exide Technologies (“Exide”) is to assist the Board in identifying qualified individuals to serve as executive officers and directors on the Board. The Committee’s primary duties and responsibilities are to:

- Establish criteria for selecting new directors, identify individuals qualified to become Board members based on these criteria and recommend to the Board for its consideration such individuals as nominees to the Board,
- Coordinate with management major changes in staffing throughout the organization and strategies to achieve employee diversity,
- Oversee evaluations of the Board, individual Board members and the Board Committees, and
- Develop, evaluate and make recommendations to the Board with respect to Exide’s corporate governance policies and procedures and Code of Ethics and Business Conduct.

II. Composition

The Committee shall consist of at least three independent directors (as defined in the applicable rules of the Nasdaq National Market). Committee members shall be appointed by the Board. Committee members shall hold their offices for one year and until their successors are elected and qualified, or until their earlier death, resignation or removal. Members may be removed, with or without cause, by a majority vote of the Board. All vacancies in the Committee shall be filled by a majority of the Board.

The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate. The Corporate Secretary shall maintain a separate book of minutes of the Committee’s proceedings and actions, and the Committee shall report regularly to the Board summarizing the Committee’s actions and any significant issues considered by the Committee. The Committee may, in its discretion, delegate authority to subcommittees, whether or not such delegation is specifically contemplated under any plan or program when and as it deems appropriate.

III. Meetings

The Board shall designate one of the members as Chairman of the Committee. The Committee shall meet periodically, as deemed necessary by the Chairman of the Committee but in no event less than four times annually. The provisions of Exide’s bylaws regarding meetings of and actions by the Board, including with respect to format, calling, notice and quorum, shall apply to the Committee as if it were the Board.

IV. Responsibilities and Duties

In consultation with management, the Committee shall create a general hiring philosophy for Exide and oversee the development and implementation of hiring programs. The Committee may carry out additional responsibilities and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions.

To fulfill its responsibilities and duties, the Committee shall perform the following functions:

Board of Directors

1. The Committee shall screen and recommend to the Board nominees for election as directors of Exide, including nominees recommended by Exide's stockholders, and consider the performance of incumbent directors in determining whether to nominate them to stand for reelection at the next annual meeting of the stockholders.
2. The Committee shall establish criteria for selecting nominees for director, which may include:

Experience:

- High-level leadership experience in business or administrative activities,
- Breadth of knowledge about issues affecting Exide, and
- Ability and willingness to contribute special competencies to Board activities.

Personal attributes:

- High personal integrity,
 - Loyalty to Exide and concern for its success and welfare, courage to criticize and to apply sound business ethics and sound and independent judgment,
 - Awareness of a directors' vital part in Exide's good corporate citizenship and corporate image,
 - Time available for meetings and consultation on Exide matters,
 - Wide contacts with business and political leaders, and
 - Willingness to assume fiduciary responsibility on behalf of Exide.
3. The Committee shall establish procedures for, and administer annual performance evaluations of the Board, individual Board members and Board committees,

which will include an annual performance review of the Committee by its members.

4. The Committee shall periodically review the composition of the Board Committees and recommend, as appropriate, changes in the number, function or membership of each committee.

Senior Executives

5. The Committee shall, at least annually, review succession plans for the Chief Executive Officer and President of Exide.

Corporate Guidelines

1. The Committee shall develop and recommend to the Board Corporate Governance Guidelines, including Exide's insider trading policy. The Committee shall monitor compliance with the guidelines and make recommendations to the Board for modifications as appropriate.
2. The Committee shall develop and recommend to the Board a Code of Ethics for directors, officers and employees, and based on a periodic review, make recommendations for modifications as deemed appropriate.
3. The Committee shall develop and recommend to the Board a Code of Ethical Conduct for Senior Financial Officers, and based on a periodic review, make recommendations for modifications as deemed appropriate.

Communications with Stockholder

1. The Committee shall review Exide's policies for communications with stockholders. The Committee shall assist the Chairman of the Board and the Chief Executive Officer, as necessary.

Performance Evaluation

1. The Committee shall perform an annual self-review and self-evaluation of its performance and its members, including a review of its adherence with this charter. In addition, the Committee shall annually review the adequacy of this Charter.

Other Duties

1. Perform any other activities consistent with this Charter, the Company's By-laws and governing law, as the Nominating and Corporate Governance Committee or the Board deems necessary or appropriate.

V. Resources and Authority

The Committee shall have resources, authority and funding appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. The Committee shall have sole authority over the retention and termination of search firms and other employment consultants used to locate potential candidates for the Board and over the retention and termination of compensation consultants used to assist in the evaluation of director compensation.