

CONFLICT OF INTEREST AGREEMENT

To avoid actual or potential conflicts of interest between any employee and EXIDE Corporation or any of its affiliates (EXIDE Corporation and its affiliates are hereinafter call the 'Company"), a periodic review of personal interests and Company relations with outside concerns is required. The term, outside concerns, refers to suppliers, customers and others doing or seeking to do business with, or competing with, the Company. To the best of his/her knowledge, designated employees should include the personal interest of any members of the employee's immediate family or household when performing the review. While it is impossible to list every circumstance which could generate a possible conflict of interest, the following should be reported by an employee:

- Ownership or a substantial interest, directly or indirectly, in any outside concern, except where such interest consists of securities of a publicly-owned corporation and such securities are regularly traded on the open market.
- Receipt of compensation, directly or indirectly for serving as an officer, director, partner proprietor or consultant to an outside concern.
- Acceptance of gifts (other than of a nominal value), loans (other than from established banking or financial institutions) or favours (such as entertainment) other than customary business courtesies, from an outside concern.
- Conveyance of Company confidential matters to persons not entitled to be aware of such information or use of Company confidential information in any way to promote personal interests or gains.
- Participation, directly or indirectly, in the purchase or sale of property or property rights which were known to be of interest to the Company.
- Transactions of business with outside concerns in a manner which might have led the outsider to believe the transactions were with the Company, rather than with the individual.

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I acknowledge reading and-understanding the preceding statements. Based on these criteria, neither I nor any member of my family or household has an interest or arrangement, which could be construed as a conflict of interest. In addition, to avoid any misconception of compromising acts between myself and the Company, I will make prompt and full disclosure of any future interest or arrangement by me or a member of my family or household as described in items 1 through 6 above, or any interest or arrangement which could be construed as a possible conflict of interest.

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Signature

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Date

Please print or type name