

EXIDE TECHNOLOGIES
GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Exide Technologies (the “Company”) for the purposes of (a) developing and recommending to the Board a set of corporate governance guidelines for the Company (b) overseeing the evaluation process of the Board and its committees and (c) otherwise taking a leadership role in shaping the corporate governance of the Company.

II. Composition

The Committee shall consist of at least three (3) directors and shall serve at the pleasure of the Board. 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 vote of the Board.

Unless a Chairman of the Committee is specifically elected by the Board, the members of the Committee may designate a Chairperson by majority vote of all of the members of 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 annually one of its members as Chairperson of the Committee. The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee’s actions to the Board from time to time (but at least four (4) times annually) as requested by the Board. Meeting agendas shall be prepared and provided in advance to members, along with appropriate background materials. Minutes or other records of meetings and activities of the Committee, including any significant issues considered by the Committee, shall be maintained and reported to the full Board. The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate.

The Committee shall meet at least four (4) times annually or more often, as appropriate, to fulfill its responsibilities. The provisions of the Company’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

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

Board of Directors

1. The Committee shall work with senior management to provide an orientation and continuing education program for directors.
2. The Committee shall formulate and recommend to the Board for adoption a policy regarding attendance of directors at the annual meetings of the stockholders, as well as attendance at scheduled Board and Committee meetings.
3. The Committee shall establish procedures for, and administer annual performance evaluations of the Board, individual Board members and Board, which will include an annual performance review of the Committee by its members.
4. The Committee shall at least annually review with management the Company's various compliance programs.

Senior Executives

The Committee shall at least annually, review strategies for succession plans for the Company's Chief Executive Officer and President.

Corporate Guidelines

1. The Committee shall develop and recommend to the Board revisions to the Corporate Governance Guidelines. The Committee shall monitor compliance with the guidelines and make recommendations to the Board, at least annually, for modifications as appropriate.
2. The Committee shall annually review and, as appropriate, recommend changes to the Company's Certificate of Incorporation and Bylaws as they relate to corporate governance issues.
3. The Committee shall (i) annually review the Code of Ethics and Business Conduct for directors, officers, senior financial officers and employees, (ii) monitor compliance therewith, (iii) make recommendations for modifications to the Board as deemed appropriate and (iv) to review any requested waivers for directors and executive officers to the Code of Ethics and Business Conduct.

Other Duties

The Committee shall perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

V. Annual Evaluation Procedures

The Committee shall perform an annual self-review and self-evaluation of its performance to confirm that it is meeting its responsibilities under this Charter. The Committee shall annually review the adequacy of this Charter. The Committee may recommend to the Board such changes to this Charter as the Committee deems appropriate.

VI. 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 and 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 CEO candidates. The consultants, outside counsel or other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

VII. Miscellaneous

The Committee may carry out its responsibilities and adopt policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the Company's directors or members of the Committee, as and to the extent otherwise applicable. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

Approved by the Board of Directors on February 5, 2018.