

**EXIDE TECHNOLOGIES**  
**COMPENSATION AND NOMINATING COMMITTEE CHARTER**

**I. Purpose**

The purpose of the Compensation and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Exide Technologies (the “Company”) is to assist the Board in fulfilling its oversight responsibilities with respect to compensation and human resources matters, including assisting the Board in identifying qualified individuals to serve as members of the Board. The Committee’s primary duties and responsibilities are to:

- Make recommendations to the Board, in consultation with management, as to a general compensation philosophy for the Company;
- Review and recommend to the Board corporate goals and objectives relevant to compensation of the Company’s Chief Executive Officer (the “CEO”), evaluate the CEO’s performance in light of those goals and objectives and recommend to the Board the CEO’s compensation based on this evaluation;
- Review and approve corporate goals and objectives relevant to the compensation for all Key Employees (as defined below), and, in conjunction with the CEO, evaluate each Key Employee’s performance in light of those goals and objectives;
- Review and, in consultation with the CEO, approve a Key Employee’s compensation based on this evaluation;
- Evaluate plans for management succession, other than the CEO;
- Administer the Exide Technologies 2015 Stock Incentive Plan pursuant to and in accordance with the authority delegated to the Committee by the Board;
- Oversee, make recommendations with respect to and, to the extent authorized by the Board, administer the Company’s other compensation plans, including any other or successor incentive compensation plans, equity-based plans and executive benefit and perquisite plans; and

**II. Composition**

The Committee shall consist of at least three (3) members of the Board, including a chairperson. No member of the Committee may receive any compensation from the Company other than as permitted pursuant to the Company’s governing documents (and, including, the Stockholders Agreement).

Committee members shall be appointed by the Board 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 on the Committee shall be filled by majority vote of the Board. Unless a Chairperson of the Committee is 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 Committee shall meet at least four times (4) 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.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including approving 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 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. However, the CEO and executive officers shall not be present during the portion of any meeting during which such person's compensation or performance is discussed or determined.

### **IV. Responsibilities and Duties**

1. The Committee shall recommend to the Board, in consultation with management, the Company's general compensation philosophy and objectives.
2. The Committee shall (i) review and recommend to the Board corporate goals and objectives established by the Board relevant to the CEO's compensation package, (ii) establish a procedure for evaluating the CEO's performance, (iii) annually evaluate such performance, (iv) review, after completion of the annual evaluation, with the CEO the results of the Committee's evaluation of the CEO's performance and (v) recommend to the Board compensation levels based on such evaluation.
3. The Committee shall (i) review and approve corporate goals and objectives established by the Board relevant to the packages of (x) each senior officer (other than the CEO) of the Company, and (y) all other officers annually elected by the Board (for purposes of this charter, such senior officers, and other Board-elected officers shall be referred to collectively as "Key Employees") and (ii) in consultation with the CEO, (a) evaluate the performance of each of the Key Employees in light of those goals and objectives and (b) set compensation levels based on this evaluation (other than as set forth herein).
4. The Committee shall administer the Exide Technologies 2015 Stock Incentive Plan pursuant to and in accordance with the authority delegated to the Committee by the Board and review, adopt and recommend to the Board (and for stockholder

approval where required by law, contract or otherwise) the creation and/or revision of any other incentive compensation plans and equity-based plans or other compensation plans, benefits, policies and programs and all amendments thereto that determine eligible employees and the type, amount and timing of such compensation plans, benefits, policies and programs, including the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.

5. The Committee shall oversee the administration of such plans, benefits, policies and programs and, on an ongoing basis, monitor them to assure that they remain competitive and within the Board's compensation objectives for the CEO and the Key Employees.
6. The Committee shall, (A) in the case of the CEO, review and make recommendations to the Board with respect to the terms of his or her employment agreement, awards to be granted under any incentive compensation plan, equity-based plan or executive benefit plan, severance or retirement arrangements, change in control agreements and any special supplemental benefits and provisions and, (B) in the case of all Key Employees, review and approve the terms of, employment agreements, awards to be granted under any incentive compensation plan, equity-based plan or executive benefit plan, severance or retirement arrangements, change-in-control agreements and any special supplemental benefits and provisions relating to such Key Employees.
7. The Committee shall annually review succession planning for management, excluding the CEO, as well as oversee processes and programs designed to enhance the development of the Company's employees.
8. The Committee shall review and make recommendations to the Board, at least once annually, concerning compensation arrangements for members of the Board and its committees.
9. The Committee shall discuss with management, as it deems appropriate, reports from management relating to the Company's regulatory compliance with respect to compensation matters. The Committee shall review the Company's policies on the tax deductibility of compensation paid to "covered employees" (as defined by Section 162(m) of the Internal Revenue Code of 1986 ("Section 162(m)")) and, as and when required, administer plans, establish performance goals and verify that such performance goals have been attained for purposes of Section 162(m).
10. The Committee shall discuss and review with management, at least annually, the composition and findings of the Exide Technologies Benefits Administration Committee and the Exide Technologies Benefits Investment Committee.
11. The Committee shall screen and recommend to the Board nominees for election as directors of the Company at each annual meeting of stockholders at which

directors will be elected and recommend to the Board nominees to fill any vacancies and newly created directorships to the Board.

12. The Committee shall evaluate candidates for Board membership, including nominees recommended by the Company's stockholders pursuant to any governing documents, and incumbent directors. In evaluating incumbent directors, the Committee shall consider their performance, intention to continue to serve as directors, and their annual Board and Committee assessments, in determining whether to recommend them to stand for re-election at the next annual meeting of the stockholders.
13. The Committee shall establish and periodically review criteria for selecting nominees for director.
14. The Committee shall periodically review the composition of the Board and recommend, as appropriate, changes in the number or membership of the Board.
15. 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.
16. The Committee shall recommend to the Board the chairperson and members of each of the Board's committees.
17. The Committee shall assist the Board in determining and monitoring whether or not each director and prospective director is "independent," as and to the extent otherwise applicable.
18. The Committee shall also carry out such other activities as may be delegated to it by the Board from time to time.
19. To the extent permitted under the Company's shareholder-approved equity compensation plans as in effect from time to time, the Compensation Committee may delegate to the CEO the authority to grant equity awards to employees of the Company, subject to applicable laws and regulations.

In discharging the foregoing responsibilities, the Committee shall consider individual and company-wide performance against applicable pre-established annual and long-term performance goals, operating results and stockholder return, economic and business conditions, remuneration given to the CEO and other Key Employees in the past and comparative compensation and benefit levels of competitors of the Company.

## **V. Annual Evaluation Procedures**

The Committee shall perform an annual self-review and self-evaluation of its performance, including a review of the adequacy of, and its adherence with, this Charter. The Committee may recommend to the Board such changes to this Charter.

## **VI. Resources and Authority**

The Committee shall have the resources, authority and funding appropriate to discharge its duties and responsibilities, including the authority to select, retain, oversee the work of, 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 compensation consultants used to assist in the evaluation of CEO, executive or director compensation. The compensation consultant, outside counsel or other advisors retained by the Committee shall be independent as determined in the discretion of the Committee. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest.

## **VII. Miscellaneous**

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 July 24, 2015.