HARTFORD FINANCIAL SERVICES GROUP INC/DE
Form 424B2
November 01, 2018
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Filed Pursuant to Rule 424(b)(2)
Registration No. 333-212778

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Depositary Shares of The Hartford Financial Services Group, Inc. (each representing a 1/1,000th interest in a share of 6.000% Non-Cumulative Preferred Stock, Series G)	$345,000,000	$41,814.00
6.000% Non-Cumulative Preferred Stock, Series G	(2)	(2)

(1) The registration fee of $41,814.00 is calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.
(2) No separate consideration will be payable in respect of shares of 6.000% Non-Cumulative Preferred Stock, Series G, which are issued in connection with this offering.

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Prospectus Supplement

(To Prospectus Dated July 29, 2016)

12,000,000 Depositary Shares

Each representing a 1/1,000th Interest in a Share of

6.000% Non-Cumulative Preferred Stock, Series G

The Hartford Financial Services Group, Inc.

Each of the 12,000,000 depositary shares offered hereby (the Depositary Shares) represents a 1/1,000th interest in a share of 6.000% Non-Cumulative Preferred Stock, Series G, $25,000 liquidation preference per share (equivalent to $25.00 per Depositary Share) (the Series G Preferred Stock) of The Hartford Financial Services Group, Inc., deposited with Computershare Inc. and Computershare Trust Company, N.A., collectively, as depositary (the Depositary). The Depositary Shares are evidenced by depositary receipts. As a holder of Depositary Shares, you are entitled to a proportional fractional interest in all rights and preferences of the Series G Preferred Stock (including dividend, voting, redemption and liquidation rights). You must exercise these rights through the Depositary.

We will pay dividends on the Series G Preferred Stock only when, as and if declared by our board of directors (or a duly authorized committee of the board), out of funds legally available for the payment of dividends. Any such dividends will be payable on a non-cumulative basis from the date of original issue, quarterly in arrears on the 15th day of February, May, August and November of each year, commencing on February 15, 2019. Payment of dividends on the Series G Preferred Stock is subject to certain restrictions as described elsewhere in this prospectus supplement, or in the documents incorporated by reference herein. Distributions will be made in respect of the Depositary Shares if and to the extent dividends are paid on the Series G Preferred Stock.

Dividends on the Series G Preferred Stock will not be cumulative and will not be mandatory. Accordingly, if dividends are not declared on the Series G Preferred Stock for any dividend period, then any accrued dividends for that dividend period shall cease to accrue and be payable. If our board of directors (or a duly authorized committee of the board) has not declared a dividend before the dividend payment date for any dividend period, we will have no obligation to pay dividends accrued for such dividend period on or after the dividend payment date for that dividend period, whether or not dividends on the Series G Preferred Stock are declared for any future dividend period.

We may, at our option, redeem the Series G Preferred Stock, (a) in whole but not in part, at any time prior to November 15, 2023, within 90 days after the occurrence of a rating agency event (as defined herein), at a redemption price equal to $25,500 per share of Series G Preferred Stock (equivalent to $25.50 per Depositary Share), plus an amount equal to any accrued and unpaid dividends per share that have accrued but not been declared and paid for the

then-current dividend period to, but excluding, such redemption date and (b)(i) in whole but not in part, at any time prior to November 15, 2023, within 90 days after the occurrence of a regulatory capital event (as defined herein), or (ii) in whole or in part, from time to time, on or after November 15, 2023, in each case (under clause (i) and (ii)), at a redemption price equal to $25,000 per share of Series G Preferred Stock (equivalent to $25.00 per Depositary Share), plus an amount equal to any accrued and unpaid dividends per share that have accrued but not been declared and paid for the then-current dividend period to, but excluding, such redemption date. See Description of the Series G Preferred Stock Optional Redemption . If we redeem the Series G Preferred Stock, the Depositary will redeem a proportionate number of Depositary Shares. Neither you, as a holder of Depositary Shares, nor the Depositary will have the right to require the redemption or repurchase of the Series G Preferred Stock or the Depositary Shares.

The Series G Preferred Stock will not have voting rights, except as set forth under Description of the Series G Preferred Stock Voting Rights . A holder of Depositary Shares will be entitled to direct the Depositary to vote in such circumstances. See Description of the Depositary Shares Voting of the Depositary Shares .

Application will be made to list the Depositary Shares on the New York Stock Exchange under the symbol HIG-PRG . If the application is approved, trading of the Depositary Shares on the New York Stock Exchange is expected to commence within 30 days after the initial delivery of the Depositary Shares.

See Risk Factors beginning on page S-7 of this prospectus supplement and the periodic reports we file with the Securities and Exchange Commission to read about important factors you should consider before buying the Depositary Shares and the underlying Series G Preferred Stock.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of the Depositary Shares and the underlying Series G Preferred Stock or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Depositary Share	Total(3)
Price to the Public (1)	$ 25.0000	$ 300,000,000.00
Underwriting Discount (2)(3)	$ 0.7295	$ 8,754,307.50
Proceeds, before expenses, to us (3)	$ 24.2705	$ 291,245,692.50

(1) The price to the public does not include accrued dividends, if any, that may be declared. Dividends, if declared, will accrue from the date of original issuance, which is expected to be November 6, 2018.
(2) Reflects 9,580,200 Depositary Shares sold to retail investors, for which the underwriters will receive an underwriting discount of $0.7875 per Depositary Share, and 2,419,800 Depositary Shares sold to institutional investors, for which the underwriters will receive an underwriting discount of $0.50 per Depositary Share.
(3) Assumes no exercise of the underwriters over-allotment option.

The underwriters have the option to purchase up to an additional 1,800,000 Depositary Shares from us, solely to cover over-allotments, if any, at the public offering price less the underwriting discount, within 30 days of the date of this Prospectus Supplement.

The underwriters expect to deliver the Depositary Shares, in book-entry form only, through the facilities of The Depository Trust Company (DTC) for the accounts of its participants, including Clearstream Banking, *société*

anonyme, Luxembourg (Clearstream Luxembourg) and/or Euroclear Bank S.A./N.V. (Euroclear), on or about November 6, 2018, which is the fifth U.S. business day following the date of this prospectus supplement (such settlement being referred to as T+5).

Joint Bookrunners

Wells Fargo Securities **BofA Merrill Lynch** **Morgan Stanley**

Joint Lead Manager

J.P. Morgan

Senior Co-Managers

Barclays **Citigroup** **Credit Suisse** **Deutsche Bank Securities** **US Bancorp**

Junior Co-Managers

BB&T Capital Markets **BNY Mellon Capital Markets, LLC** **KeyBanc Capital Markets**

Prospectus Supplement dated October 30, 2018.

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We are responsible for the information contained and incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus with respect to this offering filed by us with the Securities and Exchange Commission, or the SEC. We have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. You should assume that the information contained and incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus with respect to this offering filed by us with the SEC is only accurate as of the respective dates of such documents. Our business, financial condition, results of operations and prospects may have changed since those dates. We are offering to sell, and seeking offers to buy, the Depositary Shares only in jurisdictions where such offers and sales are permitted.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of the Depositary Shares and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering of the Depositary Shares.

If the description of this offering of the Depositary Shares in the accompanying prospectus is different from the description in this prospectus supplement, you should rely on the information contained in this prospectus supplement.

You should read this prospectus supplement, the accompanying prospectus, the documents incorporated by reference into this prospectus supplement and the accompanying prospectus and the additional information described under Where You Can Find More Information and Information Incorporated by Reference in this prospectus supplement before deciding whether to invest in the Depositary Shares offered by this prospectus supplement.

Unless we have indicated otherwise, or the context otherwise requires, references in this prospectus supplement and the accompanying prospectus to The Hartford, we, us and our or similar terms are to The Hartford Financial Servic Group, Inc. and not to any of its subsidiaries, and references in this prospectus supplement to the Company are to The Hartford Financial Services Group, Inc. and its subsidiaries, collectively.

You should not consider any information in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference into this prospectus supplement or the accompanying prospectus, or any free writing prospectus filed with respect to this offering by us with the SEC to be investment, legal or tax advice. You should consult your own counsel, accountants and other advisers for legal, tax, business, financial and related advice regarding the purchase of the Depositary Shares offered by this prospectus supplement and the accompanying prospectus.

Currency amounts in this prospectus supplement are stated in U.S. dollars.

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WHERE YOU CAN FIND MORE INFORMATION

This prospectus supplement is part of our registration statement on Form S-3 (File No. 333-212778) that we filed with the SEC. The registration statement, including the attached exhibits, contains additional relevant information about us. The rules of the SEC allow us to omit from this prospectus supplement and the accompanying prospectus some of the information included in the registration statement. This information may be read and copied at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of these public reference facilities. The SEC maintains an Internet site, http://www.sec.gov, which contains reports, proxy and information statements and other information regarding issuers that are subject to the SEC s reporting requirements.

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act. We fulfill our obligations with respect to such requirements by filing periodic reports and other information with the SEC. These reports and other information are available as provided above and may also be inspected at the offices of The New York Stock Exchange at 20 Broad Street, New York, New York 10005.

INFORMATION INCORPORATED BY REFERENCE

The rules of the SEC allow us to incorporate by reference information into this prospectus supplement. The information incorporated by reference is considered to be a part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede this information. This prospectus supplement incorporates by reference the documents listed below:

- our Annual Report on Form 10-K for the year ended December 31, 2017 (the 2017 Form 10-K);

- our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2018, June 30, 2018 and September 30, 2018;

- our Current Reports on Form 8-K filed on March 13, 2018, March 15, 2018, March 30, 2018, May 16, 2018, May 31, 2018 (other than information in the May 31, 2018 Current Report on Form 8-K that is deemed not to be filed), June 15, 2018, July 19, 2018 and August 22, 2018 (other than information in the August 22, 2018 Current Report on Form 8-K that is deemed not to be filed) and our Current Report on Form 8-K/A filed on August 22, 2018; and

- all documents filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, on or after the date of this prospectus supplement and prior to the termination of this offering (other than information in the documents that is deemed not to be filed and that is not specifically incorporated by reference into this prospectus supplement).

Any statement made in this prospectus supplement, the accompanying prospectus or in a document incorporated by reference in this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in any other subsequently filed document that is also incorporated by reference in this prospectus supplement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus

supplement.

You can obtain any of the filings incorporated by reference in this prospectus supplement through us or from the SEC through the SEC s Internet site or at the address listed above. We will provide without charge to each person, including any beneficial owner, to whom a copy of this prospectus supplement is delivered, upon written or oral request of such person, a copy of any or all of the documents referred to above which have been or may be incorporated by reference in this prospectus supplement. You should direct requests for those documents to The Hartford Financial Services Group, Inc., One Hartford Plaza, Hartford, Connecticut 06155, Attention: Investor Relations (telephone: (860) 547-2537).

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FORWARD-LOOKING STATEMENTS

Certain of the statements contained herein or incorporated by reference in this prospectus supplement and the accompanying prospectus are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as anticipates, intends, plans, seeks, believes, estimates, expects, projects and similar references to future periods.

Forward-looking statements are based on our current expectations and assumptions regarding economic, competitive, legislative and other developments. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. They have been made based upon management s expectations and beliefs concerning future developments and their potential effect upon us. Future developments may not be in line with management s expectations or have unanticipated effects. Actual results could differ materially from expectations, depending on the evolution of various factors, including, but not limited to, those set forth in this prospectus supplement, those set forth in Part I, Item 1A. Risk Factors of our 2017 Form 10-K, Part II, Item 1A of our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2018, June 30, 2018 and September 30, 2018, and such other risk factors or similar information as included from time to time in our other filings with the SEC. These important risks and uncertainties include:

Risks Relating to Economic, Political and Global Market Conditions:

- challenges related to the Company s current operating environment, including global political, economic and market conditions, and the effect of financial market disruptions, economic downturns, changes in trade regulation including tariffs and other barriers or other potentially adverse macroeconomic developments on the demand for our products and returns in our investment portfolios;
- financial risk related to the continued reinvestment of our investment portfolios;
- market risks associated with our business, including changes in credit spreads, equity prices, interest rates, inflation rate, market volatility and foreign exchange rates;
- the impact on our investment portfolio if our investment portfolio is concentrated in any particular segment of the economy;

Insurance Industry and Product-Related Risks:

- the possibility of unfavorable loss development, including with respect to long-tailed exposures;

the possibility of a pandemic, earthquake, or other natural or man-made disaster that may adversely affect our businesses;

weather and other natural physical events, including the severity and frequency of storms, hail, winter storms, hurricanes and tropical storms, as well as climate change and its potential impact on weather patterns;

the possible occurrence of terrorist attacks and the Company s inability to contain its exposure as a result of, among other factors, the inability to exclude coverage for terrorist attacks from workers compensation policies and limitations on reinsurance coverage from the federal government under applicable laws;

the Company s ability to effectively price its property and casualty policies, including its ability to obtain regulatory consents to pricing actions or to non-renewal or withdrawal of certain product lines;

actions by competitors that may be larger or have greater financial resources than we do;

technology changes, such as usage-based methods of determining premiums, advancements in automotive safety features, the development of autonomous vehicles, and platforms that facilitate ride sharing, which may alter demand for the Company s products, impact the frequency or severity of losses, and/or impact the way the Company markets, distributes and underwrites its products;

the Company s ability to market, distribute and provide insurance products and investment advisory services through current and future distribution channels and advisory firms;

the uncertain effects of emerging claim and coverage issues;

Financial Strength, Credit and Counterparty Risks:

risks to our business, financial position, prospects and results associated with negative rating actions or downgrades in the Company s financial strength and credit ratings or negative rating actions or downgrades relating to our investments;

the impact on our statutory capital of various factors, including many that are outside the Company s control, which can in turn affect our credit and financial strength ratings, cost of capital, regulatory compliance and other aspects of our business and results;

losses due to nonperformance or defaults by others, including credit risk with counterparties associated with investments, derivatives, premiums receivable, reinsurance recoverables and indemnifications provided by third parties in connection with previous dispositions;

the potential for losses due to our reinsurers unwillingness or inability to meet their obligations under reinsurance contracts and the availability, pricing and adequacy of reinsurance to protect the Company against losses;

regulatory limitations on the ability of the Company and certain of its subsidiaries to declare and pay dividends;

Risks Relating to Estimates, Assumptions and Valuations:

risk associated with the use of analytical models in making decisions in key areas such as underwriting, capital management, hedging, reserving, and catastrophe risk management;

the potential for differing interpretations of the methodologies, estimations and assumptions that underlie the Company s fair value estimates for its investments and the evaluation of other-than-temporary impairments on available-for-sale securities;

the potential for further impairments of our goodwill or the potential for changes in valuation allowances against deferred tax assets;

the significant uncertainties that limit our ability to estimate the ultimate reserves necessary for asbestos and environmental claims;

Strategic and Operational Risks:

the Company s ability to maintain the availability of its systems and safeguard the security of its data in the event of a disaster, cyber or other information security incident or other unanticipated event;

failure to complete our proposed acquisition of The Navigators Group, Inc. (Navigators Group) may cause volatility in our securities;

the risks, challenges and uncertainties associated with our capital management plan, expense reduction initiatives and other actions, which may include acquisitions, divestitures or restructurings;

the potential for difficulties arising from outsourcing and similar third-party relationships;

- the Company s ability to protect its intellectual property and defend against claims of infringement;

Regulatory and Legal Risks:

- the cost and other potential effects of increased regulatory and legislative developments, including those that could adversely impact the demand for the Company s products, operating costs and required capital levels;
- unfavorable judicial or legislative developments;
- the impact of changes in federal or state tax laws;
- regulatory requirements that could delay, deter or prevent a takeover attempt that shareholders might consider in their best interests; and
- the impact of potential changes in accounting principles and related financial reporting requirements.

Any forward-looking statement made by us in this prospectus supplement, the accompanying prospectus, any document incorporated by reference herein or therein or any free writing prospectus filed by us with the SEC speaks only as of the date on which it is made. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise.

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SUMMARY

The following summary is qualified in its entirety by the more detailed information included elsewhere or incorporated by reference into this prospectus supplement or the accompanying prospectus. Because this is a summary, it may not contain all of the information that is important to you. Before making an investment decision, you should read the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference, including the section entitled Risk Factors in this prospectus supplement and Part I, Item 1A, of our 2017 Form 10-K and Part II, Item 1A of our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2018, June 30, 2018 and September 30, 2018.

The Hartford Financial Services Group, Inc.

The Hartford Financial Services Group, Inc. is a holding company for a group of subsidiaries that provide property and casualty insurance, group life and disability products, and mutual funds and exchange-traded products to individual and business customers in the United States. The Hartford is headquartered in Connecticut and its oldest subsidiary, Hartford Fire Insurance Company, dates to 1810.

Our principal executive offices are located at One Hartford Plaza, Hartford, Connecticut 06155, and our telephone number is (860) 547-5000.

Recent Developments

On August 22, 2018, we entered into an Agreement and Plan of Merger (the Merger Agreement) with Navigators Group and Renato Acquisition Co., a direct wholly owned subsidiary of the Company (Merger Sub). The Merger Agreement provides for, subject to the satisfaction or waiver of specified conditions, the merger of Merger Sub with and into Navigators Group (the Merger), with Navigators Group surviving the Merger as a direct wholly owned subsidiary of the Company. See the Current Reports on Form 8-K and Form 8-K/A filed on August 22, 2018 for more information on the Merger.

On May 31, 2018, Hartford Holdings, Inc., a wholly owned subsidiary of the Company, completed the sale of the issued and outstanding equity of Hartford Life, Inc., which, together with its subsidiaries, comprised the Company s run-off life and annuity insurance businesses, to a group of investors led by Cornell Capital LLC, Atlas Merchant Capital LLC, TRB Advisors LP, Global Atlantic Financial Group, Pine Brook and J. Safra Group. See the Current Report on Form 8-K filed on May 31, 2018 and Note 18 Business Dispositions and Discontinued Operations of Notes to Condensed Consolidated Financial Statements in the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 for more information on the transaction.

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The Offering

Issuer	The Hartford Financial Services Group, Inc.
Securities Offered	12,000,000 depositary shares (the Depositary Shares), each representing a 1/1,000th interest in a share of 6.000% Non-Cumulative Preferred Stock, Series G, $25,000 liquidation preference per share (equivalent to $25.00 per Depositary Share) (the Series G Preferred Stock) of The Hartford Financial Services Group, Inc., deposited with Computershare Inc. and Computershare Trust Company, N.A., collectively, as depositary (the Depositary). Each holder of a Depositary Share will be entitled, through the Depositary, in proportion to the applicable fraction of a share of the Series G Preferred Stock represented by such Depositary Share, to all the rights and preferences of the Series G Preferred Stock represented thereby (including dividend, voting, redemption and liquidation rights).
	The underwriters have the option to purchase up to an additional 1,800,000 Depositary Shares within 30 days of the date of this prospectus supplement, solely to cover over-allotments, if any.
Further Issuances	We may from time to time elect to issue additional Depositary Shares, and all such additional shares would be deemed to form a single series with the Depositary Shares offered by this prospectus supplement.
Dividends	We will pay dividends on the Series G Preferred Stock only when, as and if declared by our board of directors (or a duly authorized committee of the board), out of funds legally available for the payment of dividends. Any such dividends will be payable on a non-cumulative basis from the date of original issue, quarterly in arrears on the 15th day of February, May, August and November of each year, commencing on February 15, 2019. Dividend payment dates are subject to adjustment for business days. Any such dividends will be distributed to holders of the Depositary Shares in the manner described under Description of the Depositary Shares Dividends and Other Distributions.
	A dividend period is the period from, and including, a dividend payment date to, but excluding, the next dividend payment date, except that the initial dividend period will commence on, and include, the original issue date of the Series G Preferred Stock and will end on, but exclude, the February 15, 2019 dividend payment date.

Dividends on the Series G Preferred Stock will not be cumulative and will not be mandatory. Accordingly, if dividends are not declared on the Series G Preferred Stock for any dividend period, then any accrued dividends for that dividend period shall cease to accrue and be payable. If our board of directors (or a duly authorized committee of the board) has not declared a dividend before the dividend payment date for any dividend period, we will have no obligation to pay

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dividends accrued for such dividend period on or after the dividend payment date for that dividend period, whether or not dividends on the Series G Preferred Stock are declared for any future dividend period.

During any dividend period, so long as any Series G Preferred Stock remains outstanding, unless the full dividends for the latest completed dividend period (as defined herein) on all outstanding Series G Preferred Stock have been declared and paid, or declared and a sum sufficient for the payment thereof has been set aside:

- no dividend shall be paid or declared on our common stock or other junior stock; and

- no common stock or other junior stock shall be purchased, redeemed or otherwise acquired for consideration by us, directly or indirectly (other than as a result of the reclassification of such junior stock for or into other junior stock, or the exchange or conversion of one share of such junior stock for or into another share of such junior stock).

For any dividend period in which dividends are not paid in full upon the Series G Preferred Stock or any parity stock having the same restrictions on the declaration and payment of dividends as the Series G Preferred Stock, all dividends declared for such dividend period with respect to the Series G Preferred Stock and such parity stock shall be declared on a pro rata basis. See Description of the Series G Preferred Stock Dividends.

Payment of dividends on the Series G Preferred Stock is subject to certain legal, regulatory and other restrictions described under Description of the Series G Preferred Stock Dividends below.

Dividend Payment Dates

The 15th day of February, May, August and November of each year, commencing on February 15, 2019, subject to adjustment for business days as provided below. If any dividend payment date is not a business day (as defined below), then the dividend with respect to that dividend payment date will be paid on the next succeeding business day, without interest or other payment in respect of such delayed payment. Business day means any day other than a day on which federal or state banking institutions in the Borough of Manhattan, The City of New York, are authorized or obligated by law, executive order or regulation to close. See Description of the Series G Preferred Stock Dividends.

Optional Redemption	We may, at our option, redeem the Series G Preferred Stock:

- in whole but not in part, at any time prior to November 15, 2023, within 90 days after the occurrence of a rating agency event, at a redemption price equal to $25,500 per share of Series G Preferred Stock (equivalent to $25.50 per Depositary Share),

plus an amount equal to any accrued and unpaid dividends per share that have accrued but not been declared and paid for the then-current dividend period to, but excluding, such redemption date; or

(i) in whole but not in part, at any time prior to November 15, 2023, within 90 days after the occurrence of a regulatory capital event or (ii) in whole or in part, from time to time, on or after November 15, 2023, in each case (i) and (ii), at a redemption price equal to $25,000 per share of Series G Preferred Stock (equivalent to $25.00 per Depositary Share), plus an amount equal to any accrued and unpaid dividends per share that have accrued but not been declared and paid for the then-current dividend period to, but excluding, such redemption date.

The Series G Preferred Stock will not be subject to any sinking fund or other obligation of ours to redeem, repurchase or retire the Series G Preferred Stock. See Description of the Series G Preferred Stock Optional Redemption.

Ranking

The Series G Preferred Stock:

will rank senior to our junior stock with respect to the payment of dividends and distributions upon liquidation, dissolution or winding-up. Junior stock includes our common stock and any other class of stock that ranks junior to the Series G Preferred Stock either as to the payment of dividends or as to the distribution of assets upon any liquidation, dissolution or winding-up of us; and

will rank equally with each other series of parity stock that we may issue with respect to the payment of dividends and distributions upon liquidation, dissolution or winding-up of us.

We do not currently have any junior stock other than the common stock, any parity stock, or any senior preferred stock outstanding.

Liquidation Rights

Upon any voluntary or involuntary liquidation, dissolution or winding-up of us, holders of the Series G Preferred Stock are entitled to receive out of our assets available for distribution to stockholders, before any distribution is made to holders of common stock or other junior stock, a liquidating distribution in the amount of $25,000 per share of Series G Preferred Stock (equivalent to $25.00 per Depositary Share), plus any

declared and unpaid dividends, without accumulation of any undeclared dividends.

Distributions will be made pro rata as to the Series G Preferred Stock and any parity stock and only to the extent of our assets, if any, that are available after satisfaction of all liabilities to creditors. See Description of the Series G Preferred Stock Liquidation Rights.

Voting Rights	Holders of the Series G Preferred Stock will have no voting rights, except with respect to certain fundamental changes in the terms of the Series G Preferred Stock, in the case of certain dividend nonpayments and as otherwise required by applicable law. See Description of the Series G Preferred Stock Voting Rights. Holders of Depositary Shares must act through the Depositary to exercise any voting rights. See Description of the Depositary Shares Voting of the Depositary Shares.
Maturity	The Series G Preferred Stock does not have any maturity date, and we are not required to redeem the Series G Preferred Stock. Accordingly, all shares of the Series G Preferred Stock and, in turn, the Depositary Shares will remain outstanding indefinitely, unless and until we decide to redeem them.
Preemptive Rights	Holders of the Series G Preferred Stock will have no preemptive rights.
U.S. Federal Income Tax Considerations	You should carefully read the section entitled U.S. Federal Income Tax Considerations .
Use of Proceeds	We expect to receive net proceeds from this offering of approximately $290 million, after the underwriting discount and estimated expenses (or approximately $334 million assuming the exercise by the underwriters of the over-allotment option in full).
	We intend to use the net proceeds from this offering for various purposes, which may include repayment of our 6.000% Senior Notes due January 15, 2019, the acquisition of Navigators Group, and general corporate purposes, such as interest on debt and common stockholders dividends (if and when declared by our board of directors, or a duly authorized committee of the board).
Listing	We intend to apply for listing of the Depositary Shares on the New York Stock Exchange under the symbol HIG-PRG . If approved for listing, we expect trading of the Depositary Shares on the New York Stock Exchange to commence within 30 days after the initial delivery of the Depositary Shares. We do not expect that there will be any separate trading market for the shares of the Series G Preferred Stock except as represented by the Depositary Shares.
Form of the Depositary Shares	The Depositary Shares will be represented by one or more global securities that will be deposited with and registered in the name of DTC

	or its nominee. This means that you will not receive a certificate for your Depositary Shares except under limited circumstances described herein.
Transfer Agent and Registrar	Computershare Inc.

Depositary	Computershare Inc. and Computershare Trust Company, N.A., collectively.
Risk Factors	You should read carefully the Risk Factors beginning on page S-7 of this prospectus supplement, as well as the Risk Factors discussed in the periodic reports and other documents we file from time to time with the SEC and which we incorporate into this prospectus supplement by reference.

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RISK FACTORS

Investing in the Depositary Shares and the underlying Series G Preferred Stock involves a high degree of risk. In addition to the other information contained in this prospectus supplement, the accompanying prospectus and the information incorporated by reference herein and therein, you should consider carefully the following factors relating to us, the Depositary Shares and the Series G Preferred Stock before making an investment in the Depositary Shares and the underlying Series G Preferred Stock offered hereby. In addition to the risk factors set forth below, please read the information included or incorporated by reference under Risk Factors in the accompanying prospectus, the 2017 Form 10-K and our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2018, June 30, 2018 and September 30, 2018, incorporated by reference herein. If any of the following risks or those incorporated by reference actually occur, our business, results of operations, financial condition, cash flows or prospects could be materially adversely affected, which in turn could adversely affect the market or trading price of the Depositary Shares. As a result, you may lose all or part of your original investment. The risks discussed below also include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements. The following risk factors are not necessarily listed in order of importance.

Risks Relating to the Depositary Shares

General Market Conditions and Unpredictable Factors Could Adversely Affect Market Prices for the Depositary Shares.

There can be no assurance about the market prices for the Depositary Shares. Several factors, many of which are beyond the Company s control, will influence the market value of the Depositary Shares. Factors that might influence the market value of the Depositary Shares include:

- whether dividends have been declared and are likely to be declared on the Series G Preferred Stock from time to time;
- the Company s creditworthiness;
- the market for similar securities;
- the number of holders;
- prevailing interest rates;
- additional issuances by us of other classes of preferred stock;
- volatility in the financial markets; and

economic, financial, geopolitical, regulatory or judicial events that affect the Company or the financial markets generally.

Accordingly, if you purchase Depositary Shares, whether in this offering or in the secondary market, the Depositary Shares may trade at a discount to the price that you paid for them.

The Shares of Series G Preferred Stock Are Equity and Are Subordinate to Our Existing and Future Indebtedness.

The shares of Series G Preferred Stock are equity interests in The Hartford Financial Services Group, Inc. and do not constitute indebtedness. As such, the Series G Preferred Stock will rank junior to all indebtedness and other non-equity claims on us, with respect to assets available to satisfy claims on us, including in a liquidation of us. The Series G Preferred Stock would also rank junior to any senior series of preferred stock that we may issue in the future. As of September 30, 2018, our total indebtedness was approximately $4.675 billion. While there are no restrictions under our current indebtedness on our ability to pay dividends to our shareholders (other

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thaWIDTH="1%"> 223,600 255,068

Repayments under DIP Credit Facility

(212,295) (97,576)

European asset securitization

(18,714) 130,475

Increase (decrease) in other debt

2,897 (6,749)

Financing costs and other

(400) (19,422)

Net cash (used in) provided by financing activities

(4,142) 263,265

EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS

2,587 5,007

NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS

(5,967) 24,891

CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD

	39,766	31,703
CASH AND CASH EQUIVALENTS, END OF PERIOD	$33,799	$56,594

The accompanying notes are an integral part of these statements.

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EXIDE TECHNOLOGIES AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2003

(In thousands, except per-share data)

(Unaudited)

(1) BASIS OF PRESENTATION

The unaudited condensed consolidated financial statements include the accounts of Exide Technologies (referred together with its subsidiaries, unless the context requires otherwise, as Exide or the Company) and all of its majority-owned subsidiaries. The accompanying unaudited condensed consolidated financial statements are presented in accordance with the requirements of Form 10-Q and consequently do not include all of the disclosures normally required by generally accepted accounting principles (GAAP), or those normally made in the Company s Annual Report on Form 10-K. Accordingly, the reader of this Form 10-Q may wish to refer to the Company s Annual Report on Form 10-K for the fiscal year ended March 31, 2003 for further information. The financial information contained herein is unaudited.

The financial information has been prepared in accordance with the Company s customary accounting practices. In the Company s opinion, the accompanying consolidated financial information includes all adjustments of a normal recurring nature necessary for a fair statement of the results of operations and financial position for the periods presented.

The accompanying interim unaudited condensed consolidated financial statements have been prepared in accordance with Statement of Position 90-7 (SOP 90-7), Financial Reporting by Entities in Reorganization under the Bankruptcy Code (see Note 2). Accordingly, all pre-petition liabilities subject to compromise have been segregated in the condensed consolidated balance sheets and classified as Liabilities Subject To Compromise, at the estimated amount of allowable claims. Liabilities not subject to compromise are separately classified. Additional pre-petition claims (liabilities subject to compromise) may arise due to the rejection of executory contracts or unexpired leases, or as a result of the allowance of contingent or disputed claims. Revenues, expenses, realized gains and losses and provision for losses resulting from the reorganization are reported separately as Reorganization items, net, in the unaudited condensed consolidated statements of operations.

These unaudited condensed consolidated financial statements have been prepared on a going concern basis, which assumes continuity of operations and realization of assets and satisfaction of liabilities in the ordinary course of business. The ability of the Company to continue as a going concern is predicated upon, among other things, confirmation of a bankruptcy reorganization plan on a timely basis, compliance with the provisions of both the debtor-in-possession financing facility (DIP Credit Facility) and other ongoing borrowing arrangements, the ability to generate cash flows from operations and, where necessary, obtaining financing sources sufficient to satisfy the Company s future obligations, as well as certain contingencies described in Note 15. Based upon business plans updated in June 2003, the Company obtained amendments to its existing financial covenants in order to maintain compliance during fiscal 2004. The Standstill Agreement and Fifth Amendment to the Credit and Guarantee Agreement (Standstill Agreement) expires on December 18, 2003 and the DIP Credit Facility expires 30 days prior to the expiration of the Standstill Agreement (but no later, if the Standstill Agreement is extended, than February 15, 2004). If a plan of reorganization is not confirmed by the Bankruptcy Court before the expiration of these agreements, the Company will have to request extensions of such agreements. There can be no assurance that the Company will be able to have a plan of reorganization confirmed by that time or obtain

extensions. Failure to have a plan of reorganization confirmed by the Bankruptcy Court prior to the expiration of the Standstill Agreement or the DIP Credit Facility or to be able to obtain such extensions or failure to maintain compliance with the covenants in such agreements would result in an event of default which, absent cure within defined grace periods or obtaining appropriate waivers, would restrict the Company s access to funds necessary to maintain its operations and assist in funding of its reorganization plan.

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EXIDE TECHNOLOGIES AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As a result of the Chapter 11 filing and consideration of various strategic alternatives, including possible asset sales, the Company would expect that any reorganization plan will result in material changes to the carrying amount of assets and liabilities in the unaudited condensed consolidated financial statements. The unaudited condensed consolidated financial statements do not, however, include adjustments, if any, to reflect the possible future effects on the recoverability and classification of recorded assets or the amounts and classifications of liabilities that may result from the outcome of these uncertainties.

Upon emergence from bankruptcy, the amounts reported in subsequent financial statements will materially change due to the restructuring of the Company s assets and liabilities as a result of any plan of reorganization and the application of the provisions of SOP 90-7 with respect to reporting upon emergence from Chapter 11 (fresh start accounting). Changes in accounting principles required under GAAP within twelve months of emerging from bankruptcy are required to be adopted at the date of emergence. Additionally, the Company may choose to make changes in accounting practices and policies at that time. For all these reasons, the financial statements for periods subsequent to emergence from Chapter 11 will not be comparable with those of prior periods.

Certain reclassifications of prior period financial statements have been made to conform to the current interim period presentation.

(2) PROCEEDINGS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

On April 15, 2002 (Petition Date), Exide and three of its wholly-owned, U.S. subsidiaries (RBD Liquidation, LLC (RBD), Exide Delaware, LLC (Exide Delaware) and Exide Illinois, Inc. (Exide Illinois)) filed voluntary petitions for reorganization under Chapter 11 of the federal bankruptcy laws (Bankruptcy Code or Chapter 11) in the United States Bankruptcy Court for the District of Delaware (Bankruptcy Court) under case numbers 02-11125 through 02-11128. On November 21, 2002, Refined Metals Corporation (Refined) and Dixie Metals Company (Dixie), both wholly owned, non-operating subsidiaries of Exide, filed voluntary petitions for reorganization under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court under case numbers 02-13449 and 02-13450. Refined and Dixie have no employees and negligible, if any, assets. RBD, Exide Delaware, Exide Illinois, Dixie and Refined, together with Exide are hereinafter referred to as the Debtors. All of the foregoing cases are being jointly administered for procedural purposes before the Bankruptcy Court under case number 02-11125KJC.

The Debtors are currently operating their business as debtors-in-possession pursuant to the Bankruptcy Code.

The Company and certain of its subsidiaries decided to file for reorganization under Chapter 11, as it offered the most efficient alternative to restructure its balance sheet and access new working capital while continuing to operate in the ordinary course of business. The Company has a heavy debt burden, caused largely by a debt-financed acquisition strategy and the significant costs of integrating those acquisitions. Other factors leading to the reorganization included the impact of adverse economic conditions on the Company s markets, particularly telecommunications, ongoing competitive pressures and capital market volatility. These factors contributed to a loss of revenues and resulted in significant operating losses and negative cash flows, severely impacting the Company s financial condition and its ability to maintain compliance with debt covenants.

As debtors-in-possession under Chapter 11, the Debtors are authorized to continue to operate as an ongoing business, but may not engage in transactions outside the ordinary course of business without the approval of the Bankruptcy Court. The Company s operations outside of the U.S. are not included in the Chapter 11 proceedings.

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EXIDE TECHNOLOGIES AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

However, in connection with the Chapter 11 filing, the Company entered into a Standstill Agreement with its pre-petition Senior Secured Global Credit Facility lenders, whereby those lenders have agreed to forbear collection of principal payments on foreign borrowings under the Senior Secured Global Credit Facility from non-Debtor subsidiaries until December 18, 2003, subject to earlier termination upon the occurrence of certain events. The principal events which could result in an early termination of the Standstill Agreement are: 1) non-payment of interest on the European tranche of the Company s Senior Secured Global Credit Facility as and when due; 2) if any significant foreign subsidiaries commence any winding up or liquidation proceeding; 3) breach of financial and other customary negative covenants (as described with respect to the DIP Credit Facility); and 4) default with respect to the European securitization agreement and 9.125% Senior Notes (Deutsche Mark denominated) agreement. No such events have occurred as of June 30, 2003, or through the date of this Report. See Note 11.

On May 10, 2002, the Debtors received final Bankruptcy Court approval of its $250,000 DIP Credit Facility. The DIP Credit Facility is being used to supplement cash flows from operations during the reorganization process including the payment of post-petition ordinary course trade and other payables, the payment of certain permitted pre-petition claims, working capital needs, letter of credit requirements and for other general corporate purposes.

Under Section 362 of the Bankruptcy Code, actions to collect pre-petition indebtedness from the Debtors, as well as most other pending pre-petition litigation, are stayed. Absent an order of the Bankruptcy Court, substantially all pre-petition liabilities are subject to settlement under a plan of reorganization to be approved by the Bankruptcy Court. On July 24, 2003, the Debtors filed with the Bankruptcy Court their First Amended Joint Plan of Reorganization (as it may be amended, the Plan) together with a related Disclosure Statement for the solicitation of votes for the acceptance or rejection of the Plan (as it may be amended, the Disclosure Statement). As of the date hereof, the Disclosure Statement has not been approved by the Bankruptcy Court, and is not an offer with respect to any securities or a solicitation of acceptances of the Plan. A hearing before the Bankruptcy Court to consider approval of the Disclosure Statement and to authorize the commencement of the Debtors solicitation of votes for the acceptance or rejection of the Plan is scheduled for August 25, 2003. If the Disclosure Statement is approved by the Bankruptcy Court, all holders of debt, claims and securities of the Debtors will receive additional information about the Plan and the solicitation procedures. As provided by the Bankruptcy Code, the Debtors have the exclusive right to solicit votes in favor of a Chapter 11 plan through October 7, 2003, unless that period is lengthened or shortened by the Bankruptcy Code. Although the Debtors expect the Plan to be approved and to emerge pursuant thereto as a going concern, there can be no assurance that the Plan will be confirmed by the Bankruptcy Court or that the Plan will be successfully implemented.

Under the Bankruptcy Code, the Debtors may also assume or reject executory contracts, including lease obligations, subject to the approval of the Bankruptcy Court and certain other conditions. Parties affected by these rejections may file claims with the Bankruptcy Court in accordance with the reorganization process. Due to the timing of the Chapter 11 proceedings, the Company cannot currently estimate or anticipate what impact the rejection and subsequent claims of executory contracts may have on the reorganization process.

On June 14, 2002, the Company filed with the Bankruptcy Court schedules and statements of financial affairs setting forth, among other things, the assets and liabilities of the Debtors as shown by the Company s books and records on the Petition Date, subject to the assumptions contained in certain notes filed in connection therewith. All of the schedules are subject to further amendment or modification. The Bankruptcy Code provides for a claims reconciliation and resolution process. The Bankruptcy Court established April 23, 2003 as the deadline for submission of proofs of claim for general unsecured claims. A separate bar date for certain other claims has been established as August 14, 2003. Pre-petition claims against the Debtors must be submitted to the Bankruptcy Court prior to the applicable bar date to be eligible to participate in any distribution of assets from the Debtors in connection with the plan of reorganization. Differences between amounts scheduled by the

EXIDE TECHNOLOGIES AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Debtors in filings with the Bankruptcy Court and claims by creditors will be investigated and resolved in connection with the claims resolution process. That process, however, has only recently commenced and given the number or creditors and claims filed, will take significant time to complete. As the ultimate number and amount of allowed claims is not presently known, and because any settlement terms of such allowed claims are subject to a confirmed plan of reorganization, the ultimate distribution with respect to allowed claims is not presently ascertainable.

The United States Trustee has appointed an unsecured creditors committee. The official committee and its legal representatives have a right to be heard on all matters that come before the Bankruptcy Court. The Bankruptcy Court determined that the United States Trustee should appoint an official committee of equity holders, which it has done. The Company has appealed the appointment of the equity holders committee to the United States Circuit Court of Appeals for the Third Circuit, where it is currently pending. See Note 15, regarding additional litigation between the Debtors, the equity committee and its members.

At this time, it is not possible to predict the effect of the Chapter 11 reorganization process on the Company s business, various creditors and security holders, or when it may be possible for the Debtors to emerge from Chapter 11. The Company s future results are dependent upon its confirming and implementing, on a timely basis, a plan of reorganization. However, under the Plan, the Company s 10% senior notes would be converted into 100% of the new common equity of the reorganized Company, and the Company s convertible senior subordinated notes and the Company s current common stock would be cancelled.

The ultimate recovery, if any, by creditors, security holders and/or common shareholders will not be determined until confirmation of a plan of reorganization. No assurance can be given as to what value, if any, will be ascribed in the bankruptcy proceedings to each of these constituencies. Accordingly, Exide urges appropriate caution be exercised with respect to existing and future investments in any of these securities.

(3) ASSET RETIREMENT OBLIGATIONS

Effective April 1, 2003, the Company adopted Statement of Financial Accounting Standards (SFAS) No. 143, Accounting for Asset Retirement Obligations (SFAS 143). The provisions of SFAS 143 address financial accounting and reporting requirements for obligations associated with the retirement of tangible long-lived assets and the associated retirement costs and require companies to record an asset and related liability for the cost associated with the retirement of long-lived tangible assets if a legal liability to retire the asset exists.

The adoption of SFAS 143 resulted in a charge, which is reflected in the unaudited condensed consolidated statements of operations as a cumulative effect of change in accounting principle of $15,593, or $0.57 per share. The charge results from certain commitments made by the Company in accordance with permit requirements for its North American lead recycling and hazardous waste facilities. The Company is obligated under these permits to undertake agreed-upon remediation and decommissioning activities in the event of a facility closure. The recorded asset retirement obligation is based upon estimated investigation, remediation and decommissioning costs. These estimates are determined through a combination of methods including outside estimates of likely expense and the Company s historical experience in the management of these matters. Future findings or changes in estimates could result in either an increase or decrease in the asset retirement

obligation.

Had the provisions of SFAS 143 been in effect as of April 1, 2002, the pro forma asset retirement obligation would have been $15,593 as of April 1, 2002 and March 31, 2003. The pro forma impact on net loss before cumulative effect of change in accounting principle for the three months ended June 30, 2002 would have been immaterial.

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EXIDE TECHNOLOGIES AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(4) DEBTORS FINANCIAL INFORMATION

The unaudited condensed combined financial statements of the Debtors are presented below. These statements reflect the financial position, results of operations and cash flows of the combined Debtor subsidiaries, including certain amounts and activities between the Debtors and non-Debtor subsidiaries of the Company which are eliminated in the Company s unaudited condensed consolidated financial statements. The unaudited condensed combined financial statements of the Debtors are presented as follows:

DEBTORS CONDENSED COMBINED STATEMENT OF OPERATIONS

(Unaudited, in thousands)

	For the Three Months Ended June 30, 2003	For the Period From April 15, 2002 Through June 30, 2002
NET SALES	$ 244,031	$ 215,848
COST OF SALES	203,220	174,819
Gross profit	40,811	41,029
EXPENSES:		
Selling, marketing and advertising	25,923	22,070
General and administrative	18,030	17,540
Restructuring	457	4,612
Other income, net	(3,485)	(678)
Interest expense, net	14,319	12,797
Loss before reorganization items, income taxes and cumulative effect of change in accounting principle	(14,433)	(15,312)
REORGANIZATION ITEMS, net (Note 6)	8,651	10,559
INCOME TAX PROVISION		
Net loss before cumulative effect of change in accounting principle	(23,084)	(25,871)
CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE (NOTE 3)	15,593	
Net loss	$ (38,677)	$ (25,871)

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EXIDE TECHNOLOGIES AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DEBTORS CONDENSED COMBINED BALANCE SHEETS

(Unaudited, in thousands)

	June 30, 2003	March 31, 2003
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 7,429	$ 8,434
Receivables, net	169,398	161,341
Intercompany receivables	43,476	44,849
Inventories	132,190	139,622
Prepaid expenses and other	19,877	23,449
Total current assets	372,370	377,695
PROPERTY, PLANT AND EQUIPMENT, net	244,532	247,939
OTHER ASSETS:		
Goodwill and other intangibles, net	40,965	40,965
Investments in affiliates	2,743	2,118
Deferred financing costs, net		647
Intercompany notes receivable	256,510	236,593
Other	44,493	45,451
	344,711	325,774
Total assets	$ 961,613	$ 951,408
LIABILITIES AND STOCKHOLDERS DEFICIT		
CURRENT LIABILITIES:		
Accounts payable	$ 58,933	$ 60,263
Accrued interest payable	36,351	28,224
Accrued expenses	93,887	84,085
Current maturities of long-term debt (DIP Facility)	180,069	168,764
Total current liabilities	369,240	341,336
NONCURRENT RETIREMENT OBLIGATIONS	12,399	10,437
OTHER NONCURRENT LIABILITIES	15,593	
LIABILITIES SUBJECT TO COMPROMISE	1,521,296	1,533,089
Total liabilities	1,918,528	1,884,862
STOCKHOLDERS DEFICIT		

Total stockholders deficit	(956,915)	(933,454)
Total liabilities and stockholders deficit	$ 961,613	$ 951,408

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EXIDE TECHNOLOGIES AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DEBTORS CONDENSED COMBINED STATEMENT OF CASH FLOWS

(Unaudited, in thousands)

	For the Three Months Ended June 30, 2003	For the Period From April 15, 2002 Through June 30, 2002
CASH RECEIPTS:		
Customer receipts	$ 238,970	$ 233,973
Other third party receipts	2,688	
Borrowings under DIP Credit Facility	223,600	255,068
Intercompany receipts from non-Debtor entities	33,557	
Total cash receipts	498,815	489,041
CASH DISBURSEMENTS:		
Supplier payments	83,845	71,120
Repurchase of securitized accounts receivable		117,455
Financing costs, fees and interest	2,961	17,425
Capital expenditures	5,845	3,331
Freight and logistics	29,931	16,709
Leasing and rental costs	11,502	6,638
Payroll and benefits	81,852	54,159
Professional / consulting fees	13,159	4,664
Taxes	1,968	5,791
Utilities	16,970	7,441
Other disbursements	21,492	32,132
Intercompany loans to non-Debtor entities	18,000	55,000
Repayments under DIP Credit Facility	212,295	97,576
Total cash disbursements	499,820	489,441
NET DECREASE IN CASH AND CASH EQUIVALENTS	(1,005)	(400)
CASH AT BEGINNING OF PERIOD	8,434	4,715
CASH AT END OF PERIOD	$ 7,429	$ 4,315

The Company s unaudited condensed consolidated statement of operations for the three months ended June 30, 2002 also includes Reorganization items, net (consisting primarily of professional fees) for the period prior to the Petition Date from April 1 to April 14, 2002 and

professional fees incurred by non-Debtor subsidiaries.

(5) COMPREHENSIVE LOSS

Total comprehensive loss and its components are as follows:

	For the Three Months Ended	
	June 30, 2003	**June 30, 2002**
Net loss	$ (38,644)	$ (76,640)
Reclassification to earnings of cash flow hedges		2,083
Change in cumulative translation adjustment	32,341	26,015
Total comprehensive loss	$ (6,303)	$ (48,542)

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EXIDE TECHNOLOGIES AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(6) REORGANIZATION ITEMS

Reorganization items represent amounts the Company incurred as a result of the Chapter 11 process and are presented separately in the unaudited condensed consolidated statements of operations.

	For the Three Months Ended	
	June 30, 2003	June 30, 2002
Professional fees	$ 8,494	$ 10,170
Employee costs	450	375
Interest income	(293)	(530)
Other		2,083
Total reorganization items	$ 8,651	$ 12,098

Net cash paid for reorganization items during the three months ended June 30, 2003 and June 30, 2002 was $9,743 and $4,636, respectively.

The following paragraphs provide additional information relating to the above reorganization items:

Professional fees

Professional fees include financial, legal and valuation services directly associated with the reorganization process, including fees incurred related to possible asset sales.

Employee costs

The Company has implemented a Bankruptcy Court-approved retention plan that provides for cash incentives to key members of the Company s management team. The retention plan is a milestone-based plan expected to encourage employees to continue their employment through the reorganization process.

Interest income

Interest income represents interest income earned by the Debtors as a result of assumed excess cash balances due to the Chapter 11 filing.

Other

Other represents contractual claims arising from termination of pre-petition financial instruments.

(7) LIABILITIES SUBJECT TO COMPROMISE

Under U.S. bankruptcy law, actions by creditors to collect indebtedness the Debtors owed prior to the Petition Date are stayed and certain other pre-petition contractual obligations may not be enforced against the Debtors. The Debtors have received approval from the Bankruptcy Court to pay certain pre-petition liabilities including certain employee salaries, wages and benefits and other obligations. All pre-petition liabilities of the Debtors have been classified as liabilities subject to compromise in the unaudited condensed consolidated balance sheets. Adjustments to these amounts may result from negotiations, payments authorized by the Bankruptcy Court, rejection of executory contracts, including leases, or other events. Amounts recorded may ultimately be different than amounts filed by the creditors under the Bankruptcy Court claims reconciliation and resolution process.

EXIDE TECHNOLOGIES AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Pursuant to an order of the Bankruptcy Court, in February 2003, the Debtors mailed notices to all known creditors that the deadline for filing proofs of claim for general unsecured claims with the Bankruptcy Court was April 23, 2003. A separate bar date for certain other claims has been established as August 14, 2003. An estimated 3,600 claims were filed as of April 23, 2003, out of an estimated 32,000 notices sent to constituents. Amounts that the Company has recorded are in many instances different from amounts filed by the creditors. Differences between amounts scheduled by the Debtors and claims by creditors are beginning to be investigated and will be resolved in connection with the claims resolution process. Until the process is complete, the ultimate number and amount of allowable claims cannot be ascertained. In this regard, it should be noted that the claims reconciliation process may result in material adjustments to current estimates of allowable claims. The ultimate resolution of these claims will be based upon the final plan of reorganization approved by the Bankruptcy Court.

The following table summarizes the components of the liabilities classified as Liabilities subject to compromise in the unaudited condensed consolidated balance sheets:

	June 30, 2003	March 31, 2003
Accounts payable	$ 69,707	$ 72,115
Accrued interest payable	19,403	19,403
Restructuring reserve	7,873	8,212
Warranty reserve	10,305	12,921
Accrued expenses	59,073	62,114
Retirement obligations	128,293	128,293
Long-term debt (Note 11)	1,081,293	1,081,293
Other liabilities	145,349	148,738
Total liabilities subject to compromise	$ 1,521,296	$ 1,533,089

(8) ACCOUNTING FOR GOODWILL AND INTANGIBLES

Effective April 1, 2001, the Company adopted SFAS No. 141 Business Combinations (SFAS 141) and SFAS No. 142 Goodwill and Other Intangible Assets (SFAS 142). SFAS 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001. SFAS 141 also specifies the criteria applicable to intangible assets acquired in a purchase method business combination to be recognized and reported apart from goodwill. SFAS 142 requires that goodwill and intangible assets with indefinite useful lives no longer be amortized, but instead be tested for impairment, at least annually. SFAS 142 also requires that intangible assets with definite useful lives be amortized over their respective estimated useful lives to their estimated residual values, and be reviewed for impairment.

During the first quarter of fiscal 2003, the Company experienced deterioration in the performance of its European Network Power business. In accordance with the provisions of SFAS 142, the goodwill associated with the Network Power business was reviewed for impairment due to the fact that circumstances indicated the carrying value may not be recoverable. As a result, the Company recognized a goodwill impairment charge

in the first quarter of fiscal 2003 of $37,000. The impairment charge was determined based upon a comparison of the book carrying value of this reporting segment, including goodwill, against its fair value, estimated using a discounted cash flow model. After giving effect to the first quarter fiscal 2003 impairment charge, all goodwill of the Network Power segment has been written off.

The Company completed its annual impairment assessment of goodwill effective December 31, 2002, utilizing its most recently updated five-year business plan as the basis for development of discounted cash flows and an estimate of fair values. As a result of the comparison of the book carrying values of its reporting segments, including goodwill, against these estimated fair values, the Company determined that no goodwill

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EXIDE TECHNOLOGIES AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

impairment charges were required. As a result of the Chapter 11 filing, and consideration of various strategic alternatives, including possible asset sales, the Company would expect that any reorganization plan will result in material changes to the carrying amount of assets and liabilities, including goodwill, in the unaudited condensed consolidated financial statements.

Summarized goodwill activity is as follows:

	For the Three Months Ended June 30, 2003
Goodwill, net at beginning of period	$ 463,920
Currency translation	29,627
Goodwill, net at end of period	$ 493,547

The amounts of goodwill, net allocated to the Company s Transportation, Motive Power and Network Power segments are approximately $287,037, $206,510 and $0, respectively, at June 30, 2003.

At June 30, 2003 and March 31, 2003, net intangible assets include trademarks of $38,600, which are not subject to amortization, and technology of $8,680 which is amortized over its useful life of 10 years. The technology gross carrying amount was $10,900 at June 30, 2003 and March 31, 2003, and the related accumulated amortization was $2,220 and $1,940 at June 30, 2003 and March 31, 2003, respectively.

(9) INVENTORIES

Inventories, valued by the first-in, first-out (FIFO) method, consist of:

	June 30, 2003	March 31, 2003
Raw materials	$ 71,512	$ 74,756
Work-in-process	86,701	81,577

Finished goods	249,213	243,640
	$ 407,426	$ 399,973

In connection with the inventory management component of the Company s restructuring and reorganization programs, during fiscal 2002, the Company recorded a charge to write-down excess inventories by approximately $10,000. The charge was determined after an assessment of the Company s five-year business plan and updated demand forecasts, the continued weakening of the Company s business segments, particularly the telecommunications market, and ongoing stock keeping unit (SKU) rationalization.

(10) OTHER ASSETS

Other assets consist of:

	June 30, 2003	March 31, 2003
Deposits	$ 24,530	$ 24,530
Pension assets	17,509	16,886
Capitalized software, net	15,811	16,864
Loan to affiliate	4,935	4,935
Other	7,696	7,513
	$ 70,481	$ 70,728

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

During fiscal 2003, letters of credit under the Company s pre-petition Senior Secured Global Credit Facility of $27,844 were drawn by the beneficiaries. Such amounts have been reflected as increases in the carrying amount of long-term debt classified as subject to compromise. Deposits above principally represent amounts drawn and held by the beneficiaries as cash collateral for those parties contingent obligations with respect to certain environmental matters, workers compensation insurance and operating lease commitments.

(11) DEBT

At June 30, 2003 and March 31, 2003, short-term borrowings of $9,022 and $7,778, respectively, consisted of various operating lines of credit and working capital facilities maintained by certain of the Company s non-U.S. subsidiaries. Certain of these borrowings are secured by receivables, inventories and/or property. These borrowing facilities, which are typically for one-year renewable terms, generally bear interest at current local market rates plus up to one percent.

Total long-term debt comprises the following:

	June 30, 2003	March 31, 2003
Debt Not Subject To Compromise:		
DIP Credit Facility Borrowings at LIBOR plus 3.75%(2)	$ 180,069	$ 168,764
Senior Secured Global Credit Facility (Europe) Borrowings primarily at LIBOR plus 4.75% to 5.25%(2)	279,620	271,415
9.125% Senior Notes (Deutsche mark denominated, due April 15, 2004)(2)	103,032	96,634
European Accounts Receivable Securitization(2)	146,778	155,465
Other, including capital lease obligations and other loans at interest rates generally ranging from 0.0% to 11.0% due in installments through 2015(1)	26,527	23,554
Total debt not subject to compromise	736,026	715,832
Less current maturities (included in total debt not subject to compromise above)	713,314	598,427
	$ 22,712	$ 117,405
Debt Subject To Compromise:		
Senior Secured Global Credit Facility (U.S.) Borrowings primarily at LIBOR plus 4.75% to 5.25%	$ 458,965	$ 458,965
10% Senior Notes, due April 15, 2005	300,000	300,000
Convertible Senior Subordinated Notes, due December 15, 2005	321,132	321,132
Other	1,196	1,196
Total debt subject to compromise (Note 7)	$ 1,081,293	$ 1,081,293

(1) Includes various operating lines of credit and working capital facilities maintained by certain of the Company s non-U.S. subsidiaries.
(2) Debt classified as current based upon maturity dates of the respective agreements.

Total debt at June 30, 2003 and March 31, 2003 was $1,826,341 and $1,804,903, respectively, (including amounts subject to compromise).

On April 15, 2002, the Company and three of its U.S. subsidiaries filed voluntary petitions for reorganization under Chapter 11 of the Bankruptcy Code. In connection with the filing, the Company also entered into a Standstill Agreement with its pre-petition Senior Secured Global Credit Facility lenders, whereby

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

the lenders have agreed to forbear collections of principal payments on foreign borrowings under the Senior Secured Global Credit Facility from non-Debtor subsidiaries until December 18, 2003, subject to earlier termination upon the occurrence of certain events. The principal events which could result in an early termination of the Standstill Agreement are: 1) non-payment of interest on the European tranche of the Company s Senior Secured Global Credit Facility as and when due; 2) if any significant foreign subsidiaries commence any winding up or liquidation proceeding; 3) breach of financial and other customary negative covenants (as described with respect to the DIP Credit Facility); and 4) default with respect to the European securitization agreement and 9.125% Senior Notes (Deutsche Mark denominated) agreement. The Company continues to accrue interest of the Debtors under the pre-petition Senior Secured Global Credit Facility and makes adequate protection payments subject to liquidity calculations prescribed in the DIP Credit Facility. Borrowings under the Senior Secured Global Credit Facility by Debtors within the Chapter 11 case are subject to compromise.

On May 10, 2002, the Company received final Bankruptcy Court approval of its $250,000 DIP Credit Facility. The DIP Credit Facility is being used to supplement cash flows from operations during the reorganization process including the payment of post-petition ordinary course trade and other payables, the payment of certain permitted pre-petition claims, working capital needs, letter of credit requirements and other general corporate purposes.

On April 17, 2002, approximately $129,000 of the DIP Credit Facility was drawn down, $117,000 being used to terminate and repurchase uncollected securitized accounts receivable under the Company s then existing U.S. receivables sale facility and the balance for financing costs and related fees.

The DIP Credit Facility is a secured revolving credit and term loan facility under which Exide Technologies is the borrower with certain U.S. subsidiaries acting as guarantors. The DIP Credit Facility is afforded super priority claim status in the Chapter 11 case and is collateralized by first liens on certain eligible U.S. assets of the Company, principally accounts receivable, inventory and property.

The revolving credit tranche of the DIP Credit Facility provides for borrowing up to $121,000, of which up to $65,000 is available to Exide Technologies for on-lending to its foreign subsidiaries. An additional $50,000 sub-facility is also available to the foreign subsidiaries based on certain collateral asset values in the United Kingdom and Canada. To the extent funds are borrowed under the DIP and on-lent to foreign subsidiaries, additional liens on certain assets of the borrowing foreign subsidiary and related guarantees are required. Up to $40,000 of the revolving credit tranche is available for letters of credit.

Borrowings under the DIP Credit Facility bear interest at Libor plus 3.75% per annum. Borrowings are limited to eligible collateral under the DIP Credit Facility. Eligible collateral under the DIP Credit Facility includes certain accounts receivable and inventory in the U.S. and certain property in the U.S. and Europe. Availability to the Company is impacted by changes in both the amounts of the collateral and qualitative factors (such as aging of accounts receivable and inventory reserves) as well as cash requirements of the business such as trade credit terms. The DIP Credit Facility contains certain financial covenants requiring the Company to maintain monthly specified levels of earnings before interest, taxes, depreciation, amortization, restructuring and certain other defined charges, as well as limits on capital expenditures and cash restructuring expenditures. The DIP Credit Facility also contains other customary covenants, including certain reporting requirements and covenants that restrict the Company s ability to incur indebtedness, create or incur liens or guarantees, enter into leases, sell or dispose of assets, change the nature of the Company s business or enter into related party transactions. The Company believes it was in compliance with DIP Credit Facility

covenants as of June 30, 2003. Based upon business plans updated in June 2003, the Company obtained amendments to its existing financial

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

covenants in order to maintain compliance during fiscal 2004. The Standstill Agreement expires on December 18, 2003, and the DIP Credit Facility expires 30 days prior to the expiration of the Standstill Agreement (but no later, if the Standstill Agreement is extended, than February 15, 2004). If the Debtors do not have a plan of reorganization confirmed by the Bankruptcy Court before the expiration of these agreements, the Company will have to request extensions of such agreements. There can be no assurance that the Company will be able to have a plan confirmed by that time or obtain extensions. Failure to have a plan of reorganization confirmed by the Bankruptcy Court prior to the expiration of the Standstill Agreement or the DIP Credit Facility or to be able to obtain such extensions or failure to maintain compliance with the covenants in such agreements would result in an event of default which, absent cure within defined grace periods or obtaining appropriate waivers, would restrict the Company s access to funds necessary to maintain its operations and assist in funding of its reorganization plan.

The DIP Credit Facility matures on the earlier of February 15, 2004, 30 days before the final maturity of any principal obligations under the pre-petition Revolving Credit and Tranche A Senior Secured Credit Facilities (currently scheduled for December 18, 2003) or the date the Company emerges from bankruptcy.

Total availability under the DIP Credit Facility as of June 30, 2003 was $23,600.

On May 31, 2002, the Company entered into a $177,500 European accounts receivable securitization facility. This facility replaced the Company s then existing $175,000 European securitization program. This facility is accounted for as a secured borrowing in accordance with the requirements of FAS 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities , whereby the accounts receivable and related borrowings are recorded on the Company s unaudited condensed consolidated balance sheet.

(12) INTEREST EXPENSE, NET

Interest income of $267 and $380 is included in Interest expense, net for the three months ended June 30, 2003 and 2002, respectively. Interest income earned as a result of assumed excess cash balances due to the Chapter 11 filing is recorded in Reorganization items, net in the unaudited condensed consolidated statements of operations. See Note 6.

As of the Petition Date, the Company ceased accruing interest on certain unsecured pre-petition debt classified as Liabilities subject to compromise in the unaudited condensed consolidated balance sheets in accordance with SOP 90-7. Interest is being accrued on certain pre-petition debt to the extent that the Company believes it is probable of being deemed an allowed claim by the Bankruptcy Court. Interest at the stated contractual amount on pre-petition debt that was not charged to results of operations for the three months ended June 30, 2003 and 2002 was approximately $10,237 and $8,626, respectively.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(13) OTHER (INCOME) EXPENSE, NET

Other (income) expense, net comprises:

	For the Three Months Ended	
	June 30, 2003	June 30, 2002
Losses on sales of accounts receivable	$ 3,254	$ 2,716
Net gain on asset sales	(3,175)	(518)
Equity income	(634)	(437)
Currency gain	(8,844)	(7,024)
Other	195	60
	$ (9,204)	$ (5,203)

On April 15, 2003, the Company sold its European non-lead battery assets to SAFT, a subsidiary of Alcatel, for proceeds of $16,300. Of this amount, $13,200 is held in escrow pursuant to the Company s borrowing arrangements and is included in Restricted cash in the unaudited condensed consolidated balance sheet at June 30, 2003. This sale resulted in a gain of $3,175.

Losses on sales of accounts receivable represent expenses related to the Company s receivables sales facilities in the U.S. and Europe (See Note 11).

In the first quarter of fiscal 2004 and 2003, the Company recognized net currency gains, primarily from the translation of U.S. dollar denominated borrowings in Europe.

(14) ENVIRONMENTAL MATTERS

As a result of its multinational manufacturing, distribution and recycling operations, the Company is subject to numerous federal, state and local environmental, occupational safety and health laws and regulations, as well as similar laws and regulations in other countries in which the

Company operates (collectively EH&S laws). For a discussion of the legal proceedings relating to environmental matters, see Note 15, Commitments and Contingencies.

(15) COMMITMENTS AND CONTINGENCIES

Bankruptcy Considerations

As of the Petition Date, substantially all pending litigation against the Debtors was stayed. To the extent any of the Debtors are ultimately found liable with respect to such litigation, the Debtors believe the claim resulting therefrom would constitute a general unsecured claim against the Debtors, the treatment of which would be governed by any plan of reorganization confirmed by the Bankruptcy Court. Litigation against the Company s non-Debtor subsidiaries has not been stayed and will not be affected by the bankruptcy proceedings.

Former Senior Executives and Battery Quality Matters

On March 23, 2001, the Company reached a plea agreement with the U.S. Attorney for the Southern District of Illinois, resolving an investigation into a scheme by former officers and certain corporate entities involving fraudulent representations and promises in connection with the distribution, sale and marketing of automotive batteries between 1994 and 1997. Under the terms of that settlement, the Company agreed to pay a fine of $27,500 over five years, to five-years probation and to cooperate with the U.S. Attorney in her prosecution of Arthur M. Hawkins, Douglas N. Pearson and Alan E. Gauthier, former senior executives of the Company. The

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

payment terms of the plea agreement are dependent upon the Company s compliance with the plea agreement during the five-year probation period. Generally, the terms of the probation would permit the U.S. Government to reopen the case against the Company if the Company violates the terms of the plea agreement or other provisions of law. The plea agreement was lodged with the U.S. District Court for the Southern District of Illinois, and accepted on February 27, 2002. The Company reserved $31,000 for this matter, including expected costs and out-of-pocket expenses, in the first quarter of fiscal 2001, and an additional $1,000 in the third quarter of fiscal 2002. At June 30, 2003, approximately $27,500 of this reserve remains and is classified as a Liability subject to compromise. As a result of the imposition of the automatic stay arising upon the Company s Chapter 11 filing, the Company has not made installment payments of its $27,500 fine. The Company is uncertain as to the effect of these non-payments and the bankruptcy filing with respect to the plea agreement. On June 10, 2002, the United States Attorney s Office for the Southern District of Illinois filed a claim as a general unsecured creditor for $27,900.

The Company is currently involved in litigation with the former senior executives referenced above. The former senior executives made claims to enforce separation agreements, reimbursements of legal fees and other contracts, and the Company has filed claims and counterclaims asserting fraud, breach of fiduciary duties, misappropriation of corporate assets and civil conspiracy. In addition, the Company has filed actions in the Bankruptcy Court against the former senior executives to recover certain payments of legal fees that the Company was required to advance to such individuals prior to the Petition Date.

The Company has filed two claims with its insurers for reimbursement of the amounts paid to the former executives, and believes it is entitled to obtain substantial reimbursement for those amounts. However, the Company has not recognized any receivables for such reimbursements at June 30, 2003.

The Company has completed an investigation and determined that due to a deviation from manufacturing procedures approximately 950,000 automotive aftermarket batteries sold during 2001 and 2002 in North America did not contain one minor feature of several advertised for the batteries. In all cases the batteries performed in accordance with their labeled specifications. The feature was reinstated and the Company has discussed the situation with certain customers. The Company cannot predict at this time the effects of this matter on its business, but the remediation that has been offered is not material to its financial condition, cash flows or results of operations.

Private Party Lawsuits

Active Lawsuits

In June 2002, the following lawsuit was filed in Louisiana state court: *Hardy et. al. v. Ducote Wrecking, et. al.* The case was filed as a putative class action for damages brought by two employees of Ducote Wrecking & Demolition, an independent contractor performing multiple maintenance projects at the Company s Baton Rouge, Louisiana facility. The plaintiffs allege that while they were engaged in work at the Company s facility, they were intentionally exposed to and poisoned by lead, acid, and other heavy metals. Plaintiffs named the Company s insurance carriers and supervisory employee as defendants, along with Ducote. The case was removed to the U.S. District Court for the Western District of Louisiana. Plaintiffs filed a motion to remand, which was denied by the court in a January 2003 decision. In the same January 2003

decision, the Court dismissed the Company s supervisory employee and the independent contractor defendant from the litigation. The Court also has denied plaintiffs motion for class certification. The Company s insurer has issued a reservation of rights as to the Company s coverage for the alleged claims.

On April 11, 2003, the following lawsuit was filed in the Delaware Court of Chancery by the official committee of equity holders and its members: *Kandathil et. al. v. Exide,* The complaint seeks to compel the

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Company to convene a meeting of stockholders. On April 21, 2003, the Debtors filed a complaint against the official committee of equity holders and its members in the Bankruptcy Court seeking to enjoin their attempts to compel the Company to convene a meeting of stockholders. Hearings on the two complaints are currently scheduled for August 2003.

Exide is a defendant in an arbitration proceeding initiated in October of 2001 by Margulead Limited (Margulead). In June of 1997, GNB, now an operating division of Exide, entered into an agreement with Margulead, which Margulead contended obligated the Company to build a facility to test and develop certain lead acid battery recycling technology allegedly developed by Margulead. GNB terminated the contract in 1998. Exide contended, in part, that the Margulead process was not ready for pilot plant implementation and also failed to meet success criteria. Margulead claimed approximately $13,000 in damages. The Company denied that it was liable and defended the matter in the arbitration. An arbitration decision was rendered on May 7, 2003, determining that the contract was unenforceable and that neither party was entitled to damages or costs. Margulead asked the arbitrator to reconsider the decision Margulead has now advised the Company that it intends to challenge the arbitrator s award in the English commercial court. On or about July 23, 2003, Margulead filed an Application Notice advising of its intent to apply for an extension of time in which to make an application under certain sections of the Arbitration Act of 1996. The Company does not believe it is likely that Margulead will succeed in any challenge of the arbitrator s decision.

In November 2002, the following lawsuit was filed in the Ontario Court of Justice: *Exide Canada, Inc., v. Lorne Hilts et. al.* This lawsuit was initiated by Exide Canada, Inc. against former officers, employees and a former logistics services vendor seeking in excess of $1,500 in damages on multiple grounds including breach of trust, breach of contract and fraud. Defendant Hilts filed a counterclaim against Exide Canada for severance and other benefits and seeks damages in an amount exceeding $620. Defendant Ryad counterclaimed against Exide Canada alleging breach of contract and against Exide Technologies alleging it induced Exide Canada to breach its contract with Ryad for certain logistics services. Ryad seeks damages against each defendant in an amount exceeding $6,300. The Company believes that the counterclaims are without merit and is vigorously defending itself.

The Company s preliminary review of these active claims suggest they are without merit, and, to the extent the Company is a party to these active lawsuits, it plans to vigorously defend itself. The Company does not believe any reserves are currently warranted for these claims.

Stayed Pre-Petition Lawsuits

The following lawsuits allege that Exide and its predecessors allowed hazardous materials used in the battery manufacturing process to be released from certain of its facilities, allegedly resulting in personal injury and/or property damage. On August 25, 1999 several cases were filed in the Circuit Court for Greenville County, South Carolina and are currently pending: *Joshua Lollis v. Exide*; *Buchanan v. Exide*; *Agnew v. Exide*; *Patrick Miller v. Exide*; *Kelly v. Exide*; *Amanda Thompson v. Exide*; *Jonathan Talley v. Exide*; *Smith v. Exide*; *Lakeisha Talley v. Exide*; *Brandon Dodd v. Exide*; *Prince v. Exide*; *Andriae Dodd v. Exide*; *Dominic Thompson v. Exide*; *Snoddy v. Exide*; *Antoine Dodd v. Exide*; *Roshanda Talley v. Exide*; *Fielder v. Exide*; *Rice v. Exide*; *Logan Lollis v. Exide*; and *Dallis Miller v. Exide*. In January 2002, counsel that brought the South Carolina actions filed additional claims in the Circuit Court for Greenville County, South Carolina. The following lawsuits of this type are currently pending in the Court of Common Pleas for Berks County, Pennsylvania: *Grillo v. Exide*, filed on May 24, 1995; *Blume v. Exide*, filed on March 4, 1996; *Esterly v. Exide*, filed on May 30, 1995; and *Saylor v. Exide*, filed on October 18, 1996. The following lawsuit of this type is currently pending in the United States District Court for the Southern District of Indiana: *Strange v. Exide*. Finally, the following

lawsuit of this type is

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pending in the Circuit Court of Shelby County, Tennessee: *Cawthon v. Exide, et al.* All these cases have been stayed.

In July 2001, Pacific Dunlop Holdings (US), Inc. (PDH) and several of its foreign affiliates under the various agreements through which Exide and its affiliates acquired GNB, filed a complaint in the Circuit Court for Cook County, Illinois alleging breach of contract, unjust enrichment and conversion against Exide and three of its foreign affiliates. The plaintiffs maintain they are entitled to approximately $17,000 in cash assets acquired by the defendants through their acquisition of GNB. In December 2001, the Court denied the defendants motion to dismiss the complaint, without prejudice to re-filing the same motion after discovery proceeds. The defendants have filed an answer and counterclaim. On July 8, 2002, the Court authorized discovery to proceed as to all parties except Exide. In August 2002, the case was removed to the U.S. Bankruptcy Court for the Northern District of Illinois and in October 2002, the parties presented oral arguments, in the case of PDH, to remand the case to Illinois state court and, in the case of Exide, to transfer the case to the U.S. Bankruptcy Court for the District of Delaware. On February 4, 2003, the U.S. Bankruptcy Court for the Northern District of Illinois transferred the case to the U.S. Bankruptcy Court in Delaware, where the plaintiffs motion to abstain or remand will be heard. To the extent this action implicates Exide s interests, the Company plans to vigorously defend the action and pursue the counterclaim.

In December 2001, PDH filed a separate action in the Circuit Court for Cook County, Illinois seeking recovery of approximately $3,100 for amounts allegedly owed by Exide under various agreements between the parties. The claim arises from letters of credit and other security allegedly provided by PDH for GNB s performance of certain of GNB s obligations to third parties that PDH claims Exide was obligated to replace. Exide s answer contested the amounts claimed by PDH and Exide filed a counterclaim. Although this action has been consolidated with the Cook County suit concerning GNB s cash assets, the claims relating to this action are currently subject to the automatic bankruptcy stay, and have been transferred to the U.S. Bankruptcy Court for the District of Delaware.

Between March and September 2002, the following cases were filed in the U.S. District Court for the Middle District of Louisiana: *Joseph et. al. v. Exide*; *Andrews et. al. v. Exide*; and *Armstead v. Exide*. These actions seek monetary damages and injunctive relief for alleged racial discrimination in the Company s Shreveport and Baton Rouge, Louisiana plants. The *Joseph* and *Andrews* cases have been consolidated and all three lawsuits have been stayed.

In February 2001, the following lawsuit was filed in the U.S. District Court for the Northern District of California: *Flaherty v. Exide, et. al.* Plaintiff contends the Company is responsible, in part, for contamination resulting from alleged disposal of hazardous substances at plaintiff s property. The suit contains claims predicated on CERCLA, private nuisance, public nuisance, trespass, negligence, equitable indemnity, contribution, injunctive relief under RCRA and declaratory relief under state law. The Company has filed counterclaims against plaintiff and other potentially responsible parties.

The Company s preliminary review of these claims suggests they are without merit and the Company plans to vigorously defend itself with regard to the stayed pre-petition lawsuits. The Company expects that all of these lawsuits will be compromised upon confirmation of a plan of reorganization by the Bankruptcy Court.

Environmental Matters

As a result of its multinational manufacturing, distribution and recycling operations, the Company is subject to numerous federal, state and local environmental, occupational safety and health laws and regulations, as well as similar laws and regulations in other countries in which the Company operates (collectively EH&S laws).

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The Company is exposed to liabilities under such EH&S laws arising from its past handling, release, storage and disposal of hazardous substances and hazardous wastes. The Company previously has been advised by the U.S. Environmental Protection Agency or state agencies that it is a Potentially Responsible Party (PRP) under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) or similar state laws at 91 federally defined Superfund or state equivalent sites. At 44 of these sites, the Company has paid its share of liability. The Company is currently paying its share of liability at one site. The Company expects its liability will be compromised upon confirmation of a plan of reorganization by the Bankruptcy Court as to a number of additional Superfund sites. In most instances, the Company s remaining obligations are not expected to be significant because its portion of any potential liability appears to be minor or insignificant in relation to the total liability of all identified PRPs that are financially viable. The Company s share of the anticipated remediation costs associated with all of the Superfund sites where it has been named a PRP, based on the Company s estimated volumetric contribution of waste to each site, is included in the environmental remediation reserves discussed below.

Of those sites for which the Company has not completed payment of its share of liability, it currently has greater than 50% liability at three Superfund sites, and allocated liability that exceeds five percent at an additional seven sites that averages approximately 22%. Because the Company s liability under such statutes may be imposed on a joint and several basis, the Company s liability may not necessarily be based on volumetric allocations and could be greater than the Company s estimates. The Company believes, however, that its PRP status at these Superfund sites will not have a material adverse effect on the Company s business or financial condition because, based on the Company s experience, it is reasonable to expect that the liability will be roughly proportionate to its volumetric contribution of waste to the sites.

The Company is also involved in the assessment and remediation of various other properties, including certain Company owned or operated facilities. Such assessment and remedial work is being conducted pursuant to applicable EH&S laws with varying degrees of involvement by appropriate legal authorities. Where probable and reasonably estimable, the costs of such projects have been accrued by the Company, as discussed below. In addition, certain environmental matters concerning the Company are pending in various courts or with certain environmental regulatory agencies.

While the ultimate outcome of the foregoing environmental matters is uncertain, after consultation with legal counsel, the Company does not believe the resolution of these matters, individually or in the aggregate, will have a material adverse effect on the Company s financial condition, cash flows or results of operations.

The Company has established reserves for on-site and off-site environmental remediation costs and believes that such reserves are adequate. As of June 30, 2003 and March 31, 2003, the amount of such reserves on the Company s unaudited condensed consolidated balance sheets was $95,527 and $78,340, respectively. Of these amounts, $66,362 was included in Liabilities subject to compromise at both June 30, 2003 and March 31, 2003. Included in environmental reserves at June 30, 2003 are asset retirement obligations, which the Company recorded upon adoption of SFAS 143. See Note 3. Because environmental liabilities are not accrued until a liability is determined to be probable and reasonably estimable, not all potential future environmental liabilities have been included in the Company s environmental reserves and, therefore, additional earnings charges are possible. Also, future findings or changes in estimates could have a material effect on the recorded reserves and cash flows.

In the U.S., the Company has advised each state and federal authority with whom the Company has negotiated plans for environmental investigations or remediation of the Debtors Chapter 11 filing as required by those agreements or applicable rules. In some cases these

authorities may require the Company to undertake

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certain agreed remedial activities under a modified schedule, or may seek to negotiate or require modified remedial activities. Such requests have been received at several sites and are the subject of ongoing discussions. At this time no requests or directives have been received which, individually or in the aggregate, would materially alter the Company s reserves or have a material adverse effect on the Company s financial condition, cash flows or results of operations.

Tampa, Florida

The Tampa site is a former secondary lead smelter, lead oxide production facility, and sheet lead-rolling mill that operated from 1943 to 1989. Under a RCRA Part B Closure Permit and a Consent Decree with the State of Florida, Exide is required to investigate and remediate certain historic environmental impacts to the site. Cost estimates for remediation (closure and post-closure) range from $12,500 to $20,500 depending on final State of Florida requirements. The remediation activities are expected to occur over the course of several years.

Columbus, Georgia

The Columbus site is a former secondary lead smelter that was decommissioned in 1999, which is part of a larger facility that includes an operating lead acid battery manufacturing facility. Groundwater remediation activities began in 1988. Costs for supplemental investigations, remediation and site closure are currently estimated at $13,500.

Sonalur, Portugal

The Sonalur facility is an active secondary lead smelter. Materials from past operations present at the site are stored in aboveground concrete containment vessels and in underground storage deposits. The Company is in the process of obtaining additional site characterization data to evaluate remediation alternatives agreeable to local authorities. Costs for remediation are currently estimated at $3,500 to $7,000.

Other

In February 2002, the Company s principal French subsidiary was notified by local competition authorities that in connection with certain sales of batteries by several French manufacturers in 1996 and 1997, the subsidiary is alleged to have violated local competition laws. The civil investigative agency in the case has recommended a fine be imposed on the Company for $6,800, but the Company does not believe that the subsidiary acted improperly and intends to defend this matter vigorously. A judicial decision with respect to this matter is expected within the next 90 days.

From 1957 to 1982, the Company s French subsidiary, CEAC, operated a plant using crocidolite asbestos fibers in the formation of battery cases, which, once formed, encapsulated the fibers. Approximately 1,500 employees worked in the plant over the period. Since 1982, the French governmental agency responsible for worker illness claims has received 34 employee claims alleging asbestos-related illnesses, and no such claims have been filed since August 2001. For some of those claims, CEAC is obligated to and has indemnified the agency in accordance with French law for approximately $132, $169 and $260 in calendar years 2001, 2002 and 2003, respectively. In addition, CEAC has been adjudged liable to indemnify the agency for approximately $45, $78, and $200, during the same periods to date for the dependents of four such claimants. Although the Company cannot predict the number or size of any future claims, after consultation with legal counsel the Company does not believe resolution of the current or any future claims, individually or in the aggregate, will have a material adverse effect on the Company s financial condition, cash flows or results of operations.

The Company is involved in various other claims and litigation incidental to the conduct of its business. Based on consultation with legal counsel, management does not believe that any such claims or litigation to

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which the Company is a party, either individually or in the aggregate, will have a material adverse effect on the Company s financial condition, cash flows or results of operations.

Guarantees

In November 2002, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 45, Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others, an Interpretation of FASB Nos. 5, 57 and 107 and Rescission of FASB Interpretation No. 34. This Interpretation addresses the disclosures to be made by a guarantor in its interim and annual financial statements about obligations under guarantees. This Interpretation also clarifies the requirements related to the recognition of a liability by a guarantor at the inception of a guarantee for the obligations the guarantor has undertaken in issuing that guarantee. The initial recognition and initial measurement provisions shall be applied only on a prospective basis to guarantees issued or modified after December 31, 2002. The disclosure requirements are effective for financial statements for interim or annual periods ending after December 15, 2002.

At June 30, 2003, the Company had outstanding letters of credit with a face value of $6,055 ($113 of which was pre-petition) and surety bonds with a face value of $43,465. The majority of the letters of credit and surety bonds have been issued as collateral or financial assurance with respect to certain liabilities the Company has recorded, including but not limited to environmental remediation obligations and self-insured workers compensation reserves. Failure of the Company to satisfy its obligations with respect to the primary obligations secured by the letters of credit or surety bonds could entitle the beneficiary of the related letter of credit or surety bond to demand payments pursuant to such instruments. The letters of credit generally have terms up to one year. The surety bonds have annual terms but are generally renewable by the Company. It is expected that limited availability of new surety bonds from traditional sources may impact the Company s liquidity needs in future periods.

Certain of the Company s European subsidiaries have bank guarantees outstanding, which have been issued as collateral or financial assurance in connection with environmental obligations, income tax claims and customer contract requirements. At June 30, 2003, bank guarantees with a face value of $8,700 were outstanding.

Warranty

The Company provides customers various warranty or return privileges in each of its three business segments. The estimated cost of warranty is recognized as a reduction of sales in the period in which the related revenue is recognized. These estimates are based upon historical trends and claims experience, and include an assessment of the anticipated lag between the date of sale and claim date.

A reconciliation of changes in the Company s consolidated warranty liability for the three months ended June 30, 2003 follows:

Balance at March 31, 2003	$ 62,464
Accrual for warranties provided during the period	11,500
Settlements made (in cash or credit) during the period	(16,232)
Currency	2,033
Balance at June 30, 2003	$ 59,765

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EXIDE TECHNOLOGIES AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(16) RESTRUCTURING AND IMPAIRMENT

The Company previously implemented certain restructuring activities as part of an overall program to reduce costs, eliminate excess capacity and improve cash flows, including activities in connection with the September 2000 acquisition of GNB.

In addition, during the first quarter of fiscal 2004, the Company recognized restructuring and impairment charges of $2,485, representing $1,936 for severance, $493 for related closure costs and $56 for a non-cash charge related to the write-down of machinery and equipment. These charges resulted from actions completed during the first quarter of fiscal 2004 related to the Motive and Network consolidation efforts in Europe, Corporate severance, Europe Transportation headcount reductions and the closure of a North American Transportation facility. Approximately 75 positions have been eliminated in connection with the first quarter fiscal 2004 plans.

Summarized restructuring reserve activity follows:

	Severance Costs	Closure Costs	Total
Balance at March 31, 2003	$ 19,360	$ 13,524	$ 32,884
Charges, fiscal 2004	1,936	493	2,429
Payments and currency changes	(4,550)	(881)	(5,431)
Balance at June 30, 2003	$ 16,746	$ 13,136	$ 29,882

Remaining expenditures principally represent (i) severance and related benefits payable, per employee agreements and or regulatory requirements over periods up to three years (ii) lease commitments for certain closed facilities, branches and offices, as well as leases for excess and permanently idle equipment payable in accordance with contractual terms, over periods up to five years and (iii) certain other closure costs including dismantlement and costs associated with removal obligations incurred in connection with the exit of facilities.

(17) NET LOSS PER SHARE

Basic loss per share is computed using the weighted average number of common shares outstanding for the period, while diluted loss per share is computed assuming conversion of all dilutive securities such as options, convertible debt and warrants. In all periods presented net losses were incurred, therefore dilutive common stock equivalents were not used in the calculation of earnings per share as they would have an anti-dilutive effect.

(18) RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In January 2003, the FASB issued FASB Interpretation No. (FIN) 46, Consolidation of Variable Interest Entities, an Interpretation of ARB 51 . This Interpretation addresses consolidation by business enterprises of certain variable interest entities (VIEs). The Interpretation is effective immediately for all enterprises with variable interests in VIEs created after January 31, 2003. For variable interests in VIEs created before February 1, 2003, the provisions of this Interpretation will be applicable no later than the beginning of the first interim or annual period beginning after June 15, 2003. Further, the disclosure requirements of the Interpretation are applicable for all financial statements initially issued after January 31, 2003, regardless of the date on which the VIE was created. The Company has performed an evaluation to identify such entities and does not believe that any entities fall within the scope of this standard, other than the special purpose entity established in connection with the Company s European accounts receivable securitization facility, which is accounted for as a secured borrowing in accordance with the requirements of SFAS 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities .

EXIDE TECHNOLOGIES AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity (SFAS 150). SFAS 150 addresses how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. SFAS 150 requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). SFAS 150 applies immediately to financial instruments entered into or modified after May 31, 2003 and at the beginning of the first interim period beginning after June 15, 2003 for all other financial instruments. As of June 30, 2003 and for the three months then ended, the Company had no such financial instruments outstanding.

In May 2003, the Emerging Issues Task Force (EITF) reached a consensus on Issue No. 01-08, Determining Whether an Arrangement Contains a Lease. EITF Issue No. 01-08 provides guidance on how to determine if an arrangement contains a lease that is within the scope of SFAS 13, Accounting for Leases. The provisions of EITF Issue No. 01-08 will apply primarily to arrangements agreed to or committed to after the beginning of an entity s next reporting period beginning after May 28, 2003, or previous arrangements modified after the beginning of an entity s next reporting period beginning after May 28, 2003. The Company is currently evaluating the effect EITF Issue No. 01-08 will have on its consolidated financial position, liquidity, and results of operations.

(19) SEGMENT INFORMATION

The Company has three primary business segments: Transportation, Motive Power and Network Power.

Transportation applications include automotive, heavy duty, agricultural, marine and other batteries, as well as new technologies being developed for hybrid vehicles and new 42-volt automobile applications. Network Power applications include batteries for telecommunications systems, fuel cell load leveling, electric utilities, railroads, photovoltaic and other critical uninterruptible power supply markets. Motive Power applications include batteries for a broad range of equipment uses including lift trucks, mining and other commercial vehicles.

Certain asset information required to be disclosed is not reflected below as it is not allocated by segment nor utilized by management in the Company s operations.

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EXIDE TECHNOLOGIES AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Selected financial information concerning the Company s reportable segments is as follows:

	For the Three Months Ended June 30, 2003				
	Transportation	**Motive Power**	**Network Power**	**Other (a)**	**Consolidated**
Net sales	$ 357,315	$ 127,540	$ 99,711	$	$ 584,566
Gross profit	63,285	27,156	25,808		116,249
Income (loss) before reorganization items, income taxes, minority interest and cumulative effect of change in accounting principle (c)	23,813	1,872	12,123	(52,428)	(14,620)

	For the Three Months Ended June 30, 2002				
	Transportation	**Motive Power**	**Network Power (b)**	**Other (a)**	**Consolidated**
Net sales	$ 353,469	$ 110,888	$ 90,632	$	$ 554,989
Gross profit	63,894	24,876	21,560		110,330
Income (loss) before reorganization items, income taxes, minority interest and cumulative effect of change in accounting principle (d)	22,929	3,536	(38,090)	(50,890)	(62,515)

(a) Other includes corporate expenses, interest expense, net, currency remeasurement loss (gain) and losses on sales of accounts receivable.
(b) Includes a goodwill impairment charge of $37,000 (see Note 8).
(c) Includes restructuring charges of $661, $1,208, $353 and $263 within Transportation, Motive, Network and Other, respectively (see Note 16).
(d) Includes restructuring charges of $1,676, $0, $4,612 and $0 within Transportation, Motive, Network and Other, respectively (see Note 16).

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Item 2. ***Management s Discussion and Analysis of Financial Condition and Results of Operations***

Overview

On April 15, 2002 (Petition Date), Exide Technologies (together with its subsidiaries unless the context requires otherwise, Exide or the Company) and three of its wholly-owned, U.S. subsidiaries (RBD Liquidation, LLC (RBD), Exide Delaware, LLC (Exide Delaware) and Exide Illinois, Inc. (Exide Illinois)) filed voluntary petitions for reorganization under Chapter 11 of the federal bankruptcy laws (Bankruptcy Code or Chapter 11) in the United States Bankruptcy Court for the District of Delaware (Bankruptcy Court) under case numbers 02-11125 through 02-11128. On November 21, 2002, Refined Metals Corporation (Refined) and Dixie Metals Company (Dixie), both wholly owned, non-operating subsidiaries of Exide, filed voluntary petitions for reorganization under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court under case numbers 02-13449 and 02-13450. Refined and Dixie have no employees and negligible, if any, assets. RBD, Exide Delaware, Exide Illinois, Dixie and Refined, together with Exide are hereinafter referred to as the Debtors. All of the foregoing cases are being jointly administered for procedural purposes before the Bankruptcy Court under case number 02-11125KJC.

The Debtors are currently operating their business as debtors-in-possession pursuant to the Bankruptcy Code.

The Company and certain of its subsidiaries decided to file for reorganization under Chapter 11 as it offered the most efficient alternative to restructure its balance sheet and access new working capital while continuing to operate in the ordinary course of business. The Company has a heavy debt burden, caused largely by a debt-financed acquisition strategy and the significant costs of integrating those acquisitions. Other factors leading to the reorganization included the impact of adverse economic conditions on the Company s markets, particularly telecommunications, ongoing competitive pressures and capital market volatility. These factors contributed to a loss of revenues and resulted in significant operating losses and negative cash flows, severely impacting the Company s financial condition and its ability to maintain compliance with debt covenants.

The Company s operations outside of the U.S. are not included in the Chapter 11 proceedings.

On May 10, 2002, the Debtors received final Bankruptcy Court approval of its $250 million DIP Credit Facility. The DIP Credit Facility requires maintenance of certain financial covenants and other restrictions on matters such as indebtedness, guarantees and future asset sales.

Under the Bankruptcy Code, actions against the Debtors to collect pre-petition indebtedness, as well as most other pending litigation against the Debtors, are stayed. In addition, the Debtors may also assume or reject executory contracts, including lease obligations, subject to the approval of the Bankruptcy Court and certain other conditions.

On July 24, 2003, the Debtors filed with the Bankruptcy Court their First Amended Joint Plan of Reorganization (as it may be amended, the Plan) together with a related Disclosure Statement for the solicitation of votes for the acceptance or rejection of the Plan (as it may be amended, the Disclosure Statement). As of the date hereof, the Disclosure Statement has not been approved by the Bankruptcy Court, and is not an offer with respect to any securities or a solicitation of acceptances of the Plan. A hearing before the Bankruptcy Court to consider approval of the Disclosure Statement and to authorize the commencement of the Debtors solicitation of votes for the acceptance or rejection of the Plan is scheduled for August 25, 2003. If the Disclosure Statement is approved by the Bankruptcy Court, all holders of debt, claims and securities of the Debtors will receive additional information about the Plan and the solicitation procedures. As provided by the Bankruptcy Code, the Debtors have the exclusive right to solicit votes in favor of a Chapter 11 plan through October 7, 2003, unless that period is lengthened or shortened by

the Bankruptcy Code. Although the Debtors expect the Plan to be approved and to emerge pursuant thereto as a going concern, there can be no assurance that the Plan will be confirmed by the Bankruptcy Court or that the Plan will be successfully implemented.

At this time, it is not possible to predict the effect of the Chapter 11 reorganization process on the Company s business, various creditors and security holders, or when it may be possible for the Debtors to emerge from Chapter 11. The Company s future results are dependent upon its confirming and implementing, on a timely basis, a plan of reorganization. However, under the Plan, the Company s 10% senior notes would be converted into 100% of the new common equity of the reorganized Company, and the Company s convertible senior subordinated notes and the Company s current common stock would be cancelled.

Factors Which Affect the Company s Financial Performance

Competition. The global transportation, motive power and network power battery markets, particularly in North America and Europe, are highly competitive. In recent years, competition has continued to intensify and the Company continues to come under increasing pressure for price reductions. This competition has been exacerbated by excess capacity and fluctuating lead prices as well as low-priced Asian imports impacting the Company s markets.

Exchange Rates. The Company is exposed to foreign currency risk in most European countries, principally from fluctuations in the Euro and British Pound. The Company is also exposed, although to a lesser extent, to foreign currency risk in Australia and the Pacific Rim. Movements of exchange rates against the U.S. dollar can result in variations in the U.S. dollar value of non-U.S. sales. In some instances, gains in one currency may be offset by losses in another. Movements in European currencies impacted the Company s results for the periods presented herein.

Markets. The Company is subject to concentrations of customers and sales in a few geographic locations and is dependent on customers in certain industries, including the automotive, telecommunications and material handling markets. Economic difficulties experienced in these markets and geographic locations have and continue to impact the Company s financial results.

Weather. Unusually cold winters or hot summers accelerate automotive battery failure and increase demand for automotive replacement batteries.

Interest rates. The Company is exposed to fluctuations in interest rates on its variable rate debt.

Lead. Lead is the primary material by weight used in the manufacture of batteries, representing approximately one-fourth of the Company s cost of goods sold. The market price of lead fluctuates. Generally, when lead prices decrease, customers may seek disproportionate price reductions from the Company, and when lead prices increase, customers may resist price increases.

Critical Accounting Policies and Estimates

The Company s discussion and analysis of its financial condition and results of operations are based upon the Company s unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosure of contingent assets and liabilities. On an ongoing basis, the Company

evaluates its estimates based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The Company believes that the critical accounting policies and estimates disclosed in the Company s Annual Report on Form 10-K (the 10-K) for the fiscal year ended March 31, 2003 affect the preparation of its

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unaudited condensed consolidated financial statements. The reader of this report may wish to refer to the 10-K for further information.

The accompanying unaudited condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business, and in accordance with Statement of Position 90-7, Financial Reporting by Entities in Reorganization under the Bankruptcy Code (SOP 90-7).

The ability of the Company to continue as a going concern is predicated upon, among other things, confirmation of a bankruptcy reorganization plan on a timely basis, compliance with the provisions of both the DIP Credit Facility and other ongoing borrowing arrangements, the ability to generate cash flows from operations and, where necessary, obtaining financing sources sufficient to satisfy the Company s future obligations as well as certain contingencies described in Note 15. Based upon business plans updated in June 2003, the Company obtained amendments to its existing financial covenants in order to maintain compliance during fiscal 2004. The Standstill Agreement expires on December 18, 2003, and the DIP Credit Facility expires 30 days prior to the expiration of the Standstill Agreement, (but no later, if the Standstill Agreement is extended, than February 15, 2004). If the Debtors do not have a plan of reorganization confirmed by the Bankruptcy Court before the expiration of these agreements, the Company will have to request extensions of such agreements. There can be no assurance that the Company will be able to have a plan of reorganization confirmed by that time or obtain extensions. Failure to have a plan of reorganization confirmed by the Bankruptcy Court prior to the expiration of the Standstill Agreement or the DIP Credit Facility or to be able to obtain such extensions or failure to maintain compliance with the covenants in such agreements would result in an event of default which, absent cure within defined grace periods or obtaining appropriate waivers, would restrict the Company s access to funds necessary to maintain its operations and assist in funding of its reorganization plan. As a result of the Chapter 11 filing, and consideration of various strategic alternatives, including possible asset sales, the Company would expect that any reorganization plan will result in material changes to the carrying amount of assets and liabilities in the unaudited condensed consolidated financial statements. The unaudited condensed consolidated financial statements do not, however, include adjustments, if any, to reflect the possible future effects on the recoverability and classification of recorded assets or the amounts and classifications of liabilities that may result from the outcome of these uncertainties.

Upon emergence from bankruptcy, the amounts reported in subsequent financial statements will materially change due to the restructuring of the Company s assets and liabilities as a result of any plan of reorganization and the application of the provisions of SOP 90-7 with respect to reporting upon emergence from Chapter 11 (fresh start accounting). Changes in accounting principles required under generally accepted accounting principles (GAAP) within twelve months of emerging from bankruptcy are required to be adopted at the date of emergence. Additionally, the Company may choose to make changes in accounting practices and policies at that time. For all these reasons, the financial statements for periods subsequent to emergence from Chapter 11 will not be comparable with those of prior periods.

Results of Operations

Three months ended June 30, 2003 compared with three months ended June 30, 2002

Overview

Net loss for the first quarter of fiscal 2004 was $38.6 million, or $1.41 per diluted share versus the first quarter of fiscal 2003 net loss of $76.6 million, or $2.80 per diluted share. First quarter fiscal 2004 results include restructuring costs of $2.5 million, reorganization items in connection with the bankruptcy of $8.7 million and cumulative effect of change in accounting principle of $15.6 million. First quarter fiscal 2003 results include a non-cash charge of $37.0 million for goodwill impairment in the Network Power segment, restructuring costs of $6.3 million and reorganization items in connection with the Bankruptcy of $12.1 million. In addition, currency remeasurement gains of $8.8 million and $7.0

million, primarily on U.S. dollar denominated debt in Europe, have been recognized in Other (income) expense, net in the first quarter of fiscal 2004 and 2003, respectively.

Net Sales

Net sales were $584.6 million in the first quarter of fiscal 2004 versus $555.0 million in the first quarter of fiscal 2003. Sales volumes were lower in all three of the Company s business segments during the first quarter of fiscal 2004. Currency positively impacted net sales in the first quarter of fiscal 2004 by approximately $56.9 million.

Transportation net sales were $357.3 million in the first quarter of fiscal 2004 versus $353.5 million in the first quarter of fiscal 2003. Transportation revenues in North America declined due to reduced unit volumes, principally in the aftermarket channel, while European volumes declined in the original equipment channel. European selling prices for the first quarter of fiscal 2004 were lower than the first quarter of fiscal 2003, including the effect of lead-related pricing adjustments. These reductions were partially offset by benefits from warranty management programs in North America. Currency positively impacted Transportation net sales in the first quarter of fiscal 2004 by approximately $27.2 million.

Motive Power net sales in the first quarter of fiscal 2004 were $127.5 million versus $110.9 million in the first quarter of fiscal 2003. Lower volumes and competitive pricing pressures in Europe within both the original equipment and aftermarket channels were partially offset by higher volumes in North America. Currency positively impacted Motive Power net sales in the first quarter of fiscal 2004 by approximately $17.5 million.

Network Power net sales in the first quarter of fiscal 2004 were $99.7 million versus $90.6 million in the first quarter of fiscal 2003. Sales volumes were lower due to weakness in the Asian market, offset partially by higher volumes in North America and higher military shipments in Europe. Currency positively impacted Network Power net sales in the first quarter of fiscal 2004 by approximately $12.2 million.

Gross Profit

Gross profit was $116.2 million in the first quarter of fiscal 2004 versus $110.3 million in the first quarter of fiscal 2003. Gross margin was 19.9% in the both the first quarter of fiscal 2004 and the first quarter of fiscal 2003. Currency positively impacted gross profit in the first quarter of fiscal 2004 by approximately $13.4 million. Gross profit in each of the Company s business segments was negatively impacted by lower sales volumes and higher benefit costs, including medical and pension expenses, offset partially by the Company s cost reduction programs.

Transportation gross profit was $63.3 million in the first quarter of fiscal 2004 versus $63.9 million in the first quarter of fiscal 2003. The effect of lower sales volumes in North America and Europe was partially offset by the benefits from plant rationalization and headcount reductions, North American warranty management programs and lower lead pricing in Europe. Gross margin was 17.7% in the first quarter of fiscal 2004 versus 18.1% in fiscal 2003. Currency positively impacted Transportation gross profit in the first quarter of fiscal 2004 by approximately $5.9 million.

Motive Power gross profit was $27.1 million in the first quarter of fiscal 2004 versus $24.9 million in the first quarter of fiscal 2003. Gross profit was negatively impacted by lower sales volumes and competitive pricing pressures, particularly in the European markets, offset partially by the favorable impact of lower European lead prices. Gross margin was 21.3% in the first quarter of fiscal 2004 versus 22.4% in the first quarter of fiscal 2003. Currency positively impacted Motive Power gross profit in the first quarter of fiscal 2004 by approximately $4.2 million.

Network Power gross profit was $25.8 million in the first quarter of fiscal 2004 versus $21.5 million in the first quarter of fiscal 2003. Gross profit was positively impacted by the Company s cost reduction programs and favorable sales mix, offset partially by lower sales volume. Gross margin was 25.9% in the first quarter of fiscal 2004 versus 23.8% in the first quarter of fiscal 2003. Currency positively impacted Network Power gross profit in the first quarter of fiscal 2004 by approximately $3.3 million.

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Expenses

Expenses were $130.9 million in the first quarter of fiscal 2004 versus $172.8 million in the first quarter of fiscal 2003. First quarter fiscal 2003 expenses included a $37.0 million goodwill impairment charge in Network Power. Expenses also included restructuring charges of $2.5 million in the first quarter of fiscal 2004 and $6.3 million in the first quarter of fiscal 2003. Excluding these items, expenses were $128.4 million and $129.5 million in the first quarters of fiscal 2004 and 2003, respectively. Stronger European currencies unfavorably impacted expenses by approximately $12.5 million in the first quarter of fiscal 2004. The change in expenses was impacted by the following matters: (i) first quarter fiscal 2004 selling, marketing and advertising costs and general and administration costs in each of the Company s business segments were favorably impacted by the Company s cost-reduction programs, primarily through headcount reductions; (ii) first quarter fiscal 2004 expenses in each of the Company s business segments were negatively impacted by an increase in benefit costs, including medical and pension expenses; (iii) first quarter fiscal 2004 expenses include a $3.2 million gain on the sale of the Company s European non-lead battery assets, included in Other (income) expense, net; (iv) interest, net decreased $2.2 million, principally due to ceasing accruing certain interest on pre-petition debt classified as subject to compromise; and (v) fiscal 2004 and fiscal 2003 first quarter expenses included currency remeasurement gains of $8.8 million and $7.0 million, respectively, included in Other (income) expense, net.

Transportation expenses were $39.5 million in the first quarter of fiscal 2004 versus $40.9 million in the first quarter of fiscal 2003. The decrease in expenses was due primarily to the Company s cost reduction programs offset partially by increased benefit costs, including medical and pension expenses. Currency unfavorably impacted Transportation expenses in the first quarter of fiscal 2004 by approximately $3.1 million.

Motive Power expenses were $25.3 million in the first quarter of fiscal 2004 versus $21.3 million in the first quarter of fiscal 2003. Currency unfavorably impacted Motive Power expenses in the first quarter of fiscal 2004 by approximately $3.4 million. Also contributing to the increase in expenses were higher selling expenses in North America and increased benefit costs, including medical and pension expenses, offset partially by the Company s cost reduction programs.

Network Power expenses were $13.7 million in the first quarter of fiscal 2004 versus $59.7 million in the first quarter of fiscal 2003. First quarter fiscal 2003 Network Power expenses included a goodwill impairment charge of $37.0 million and restructuring charges of $4.6 million. First quarter fiscal 2004 expenses included a $3.2 million gain on the sale of the Company s European non-lead battery assets and restructuring charges of $0.4 million. Excluding these items, expenses were $16.5 million and $18.1 million in the first quarter of fiscal 2004 and fiscal 2003, respectively. The decrease was due primarily to the Company s cost reduction programs offset partially by increased benefit costs, including medical and pension expenses. Currency unfavorably impacted Network Power expenses in the first quarter of fiscal 2004 by approximately $1.4 million.

Unallocated expenses, net were $52.4 million in the first quarter of fiscal 2004 versus $50.9 million in the first quarter of fiscal 2003. Fiscal 2004 and fiscal 2003 first quarter expenses included currency remeasurement gains of $8.8 million and $7.0 million, respectively. Currency unfavorably impacted unallocated expenses in the first quarter of fiscal 2004 by approximately $4.6 million. Corporate expenses were $32.6 million and $27.6 million in the first quarter of fiscal 2004 and fiscal 2003, respectively. The increase was due to currency impact, increased benefit costs, including medical and pension expenses, and higher restructuring costs, offset partially by the favorable impact of the Company s cost reduction programs, primarily through headcount reductions. Interest expense, net was $25.4 million in the first quarter of fiscal 2004 versus $27.6 million in the first quarter of fiscal 2003. The decrease is due to ceasing accruing certain interest on pre-petition debt classified as subject to compromise in the Company s consolidated balance sheet in accordance with SOP 90-7. Interest, at the stated contractual amount on debt that was not charged to operations for the first quarter of fiscal 2004 and fiscal 2003, was approximately $10.2 million and $8.6 million, respectively.

Loss before reorganization items, income taxes, minority interest and cumulative effect of change in accounting principle was $14.6 million, or (2.5)% of net sales in the first quarter of fiscal 2004 versus $62.5 million, or (11.3)% of net sales in the first quarter of fiscal 2003, due to the items discussed above.

Transportation income before reorganization items, income taxes, minority interest and cumulative effect of change in accounting principle was $23.8 million, or 4.1% of net sales in the first quarter of fiscal 2004 versus $22.9 million, or 4.1% of net sales in the first quarter of fiscal 2003, due to the items discussed above.

Motive Power income before reorganization items, income taxes, minority interest and cumulative effect of change in accounting principle was $1.9 million, or 0.3% of net sales in the first quarter of fiscal 2004 versus $3.5 million, or 0.6% of net sales in the first quarter of fiscal 2003, due to the items discussed above.

Network Power income (loss) before reorganization items, income taxes, minority interest and cumulative effect of change in accounting principle was $12.1 million, or 2.1% of net sales in the first quarter of fiscal 2004 versus ($38.1) million, or (6.9)% of net sales in the first quarter of fiscal 2003, due to the items discussed above.

Reorganization items

Reorganization items represent amounts the Company incurred as a result of the Chapter 11 filing and are presented separately in the unaudited condensed consolidated statements of operations. Reorganizations items in the first quarter of fiscal 2004 and 2003 were $8.7 million and $12.1 million, respectively. These items comprise: professional fees including financial and legal services; employee retention costs for key members of management; and interest income earned as a result of having assumed excess cash balances due to the Chapter 11 filing. See Note 6.

Income Taxes

In the first quarter of fiscal 2004, an income tax benefit of $0.2 million was recorded on a pre-tax loss of $23.3 million. In the first quarter of fiscal 2003, an income tax provision of $2.0 million was recorded on a pre-tax loss of $74.6 million. The effective tax rate was 0.8% and (2.7%) in the first quarter of fiscal 2004 and 2003, respectively. The effective tax rate for the first quarters of fiscal 2004 and fiscal 2003 were impacted by the generation of income in tax-paying jurisdictions, principally Europe, with limited or no offset on a consolidated basis as a result of recognition of valuation allowances on tax benefits generated from current period losses in both the U.S. and certain international regions. The effective tax rate for the first quarter of fiscal 2004 was impacted by the $3.2 million gain on the sale of the Company s European non-lead battery assets, which was a non-taxable transaction. The effective tax rate for the first quarter of fiscal 2003 was also impacted by the non-deductibility of the $37.0 million Network Power goodwill impairment charge.

Liquidity and Capital Resources

Capital Structure

Following evaluation of possible capital structure alternatives, on April 15, 2002, Exide Technologies and three of its wholly-owned U.S. subsidiaries filed for reorganization under Chapter 11 as it offered the most efficient alternative to restructure its balance sheet and access new working capital while continuing to operate in the ordinary course of business. In addition, on November 21, 2002, two of the Company s other

wholly-owned subsidiaries filed for reorganization pursuant to Chapter 11. The Company s operations outside of the U.S. are not included in the Chapter 11 proceedings. However, in connection with the bankruptcy filing, the Company entered into a Standstill Agreement with the pre-petition Senior Secured Global Credit Facility lenders, whereby the lenders agreed to forbear collection of principal payments on foreign borrowings under the Senior Secured Global Credit Facility from non-Debtor subsidiaries until December 18, 2003, subject to earlier termination for the occurrence of certain events. The principal events which could result in an early termination of the Standstill Agreement are: 1) non-payment of interest on the European tranche of the Company s Senior Secured Global Credit Facility as and when due; 2) if any significant foreign subsidiaries commence any winding up or liquidation proceeding; 3) breach of financial and other customary negative covenants (as described with respect to the DIP Credit Facility); and 4) default with respect to the European securitization agreement and 9.125%

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Senior Notes (Deutsche mark denominated) agreement. The Company continues to accrue interest under the pre-petition Senior Secured Global Credit Facility and makes adequate protection payments subject to liquidity calculations prescribed in the DIP Credit Facility.

On May 10, 2002, the Company received final Bankruptcy Court approval of its $250.0 million DIP Credit Facility. The DIP Credit Facility was arranged by Citicorp N.A., and Salomon Smith Barney and is being used to supplement cash flows from operations during the reorganization process including the payment of certain post-petition ordinary course trade and other payables, the payment of permitted pre-petition claims, working capital needs, letter of credit requirements and other general corporate purposes.

Upon closing, approximately $129.0 million of the DIP Credit Facility was drawn down, $117.0 million being used to terminate and repurchase uncollected securitized accounts receivable under the Company s then existing U.S. receivables sale facility and the balance for financing costs and related fees.

The DIP Credit Facility is a secured revolving credit and term loan facility under which Exide Technologies is the borrower with certain U.S. subsidiaries acting as guarantors. The DIP Credit Facility is afforded super priority claim status in the Chapter 11 case and is collateralized by first liens on certain eligible U.S. assets of the Company, principally accounts receivable, inventory and property.

The revolving credit tranche of the facility provides for borrowings up to $121.0 million, of which up to $65.0 million is available to Exide Technologies for on-lending to its foreign subsidiaries, subject to borrowing base availability. An additional $50.0 million sub-facility is also available to the foreign subsidiaries based on certain collateral asset values in the United Kingdom and Canada. To the extent funds are borrowed under the DIP Credit Facility and on-lent to foreign subsidiaries, additional liens on certain assets of the borrowing foreign subsidiary and related guarantees are required. Up to $40 million of the revolving credit tranche is available for letters of credit.

Borrowings under the DIP Credit Facility bear interest at Libor plus 3.75% per annum. Borrowings are limited to eligible collateral under the DIP Credit Facility. Eligible collateral under the DIP Credit Facility includes certain accounts receivable and inventory in the U.S. and certain property in the U.S. and Europe. Availability to the Company is impacted by changes in both the amounts of the collateral and qualitative factors (such as aging of accounts receivable and inventory reserves) as well as cash requirements of the business such as trade credit terms. The DIP Credit Facility contains certain financial covenants requiring the Company to maintain specified levels of monthly earnings before interest, taxes, depreciation, amortization, restructuring and certain other defined charges, as well as limits on capital expenditures and cash restructuring expenditures. The DIP Credit Facility also contains other customary covenants, including certain reporting requirements and covenants that restrict the Company s ability to incur indebtedness, create or incur liens or guarantees, enter into leases, sell or dispose of assets, change the nature of its business or enter into related party transactions. The Company believes it was in compliance with DIP Credit Facility covenants as of June 30, 2003. Based upon business plans updated in June 2003, the Company obtained amendments to its existing financial covenants in order to maintain compliance during fiscal 2004. The Standstill Agreement expires on December 18, 2003 and the DIP Credit Facility expires 30 days prior to the expiration of the Standstill Agreement (but no later, if the Standstill Agreement is extended, than February 15, 2004). If the Debtors do not have a plan of reorganization confirmed by the Bankruptcy Court before the expiration of these agreements, the Company will have to request extensions of such agreements. There can be no assurance that the Company will be able to have a plan confirmed by that time or obtain extensions. Failure to have a plan of reorganization confirmed by the Bankruptcy Court prior to the expiration of the Standstill Agreement or the DIP Credit Facility or to be able to obtain such extensions or failure to maintain compliance with the covenants in such agreements would result in an event of default which, absent cure within defined grace periods or obtaining appropriate waivers, would restrict the Company s access to funds necessary to maintain its operations and assist in funding of its reorganization plan.

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The DIP Credit Facility matures on the earlier of February 15, 2004, 30 days before the final maturity of any principal obligations under the pre-petition Senior Secured Global Credit Facility (currently scheduled for December 18, 2003) or the date the Company emerges from bankruptcy.

Total availability under the DIP Credit Facility as of August 7, 2003 and June 30, 2003 was $21.6 million and $23.6 million, respectively.

As described above, in connection with its bankruptcy filing, the Company also entered into a Standstill Agreement with its pre-petition Senior Secured Global Credit Facility lenders. Under the agreement the lenders agreed to forebear collection of any principal payments on foreign borrowings under this facility by non-Debtor subsidiaries until December 18, 2003, subject to earlier termination upon the occurrence of certain events. Borrowings under the pre-petition Senior Secured Global Credit Facility by the Debtors are subject to compromise.

Interest obligations for the non-Debtor subsidiaries continue to be accrued and paid when due. The Standstill Agreement contains essentially the same financial covenants as the DIP Credit Facility.

On May 31, 2002, the Company entered into a $177.5 million European accounts receivable securitization facility. This facility replaced the Company s then existing $175 million European securitization program. This facility is accounted for as a secured borrowing in accordance with the requirements of SFAS 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities , whereby the accounts receivable and related borrowings are recorded on the Company s unaudited condensed consolidated balance sheet.

Sources of Cash

The Company s liquidity requirements have been met historically through operating cash flows, borrowed funds and the proceeds of sales of accounts receivable and sale-leaseback transactions. Additional cash has been generated in recent years from the sale of non-core businesses and assets.

The Company generated $17.9 million and $0.4 million in cash from the sale of non-core businesses and other assets in the first quarter of fiscal 2004 and fiscal 2003, respectively. On April 15, 2003, the Company sold its European non-lead battery assets for proceeds of $16.3 million. Of this amount, $13.2 million is held in escrow pursuant to the Company s borrowing arrangements and is included in Restricted cash in the unaudited condensed consolidated balance sheet at June 30, 2003. Remaining proceeds from these sales were primarily used to reduce debt.

Total debt at June 30, 2003 was $1,826.3 million. See Note 11 to the unaudited condensed consolidated financial statements for composition of such debt. Pre-petition indebtedness of the Debtors, amounting to approximately $1,081.3 million, is subject to settlement under the plan of reorganization to be voted upon by creditors and equity holders and approved by the Bankruptcy Court.

Going forward, in addition to operating cash flows, the Company s principal sources of liquidity will be the DIP Credit Facility, plus proceeds from any asset sales. The Company is considering various asset sales, and in connection therewith has engaged The Blackstone Group to evaluate potential opportunities.

Uses of Cash

The Company s liquidity needs arise primarily from the funding of working capital needs, obligations on indebtedness and capital expenditures. Because of the seasonality of the Company s business, more cash has been typically generated in the third and fourth fiscal quarters than the first and second fiscal quarters. Greatest cash demands from operations have historically occurred during the months of June through October.

Cash flows used in operating activities were $10.6 million in the first quarter of fiscal 2004. This compares to cash flows used in operating activities of $235.6 million (including $261.7 million usage of cash related to the net change from sales of receivables) in the first quarter of fiscal 2003. Excluding the effect of the accounts receivable securitization activity in the first quarter of fiscal 2003, comparative cash flows were negatively impacted by the effect of lower general sales volumes and higher payments of accounts payable and accrued expenses. The uncertainties of the Chapter 11 filing could also have an impact on the Company s ability to attract and retain customers. NAPA, a major customer of the Transportation segment, advised the Company during the first quarter of fiscal 2003 of its intent to source certain of its requirements from competitors. The Company currently estimates that this action will likely result in potential lost sales of $15 million to $25 million annually.

Cash flows (used in) provided by financing activities were ($4.1) million and $263.3 million in the first quarter of fiscal 2004 and fiscal 2003, respectively. Cash flows (used in) provided by financing activities in both periods relate primarily to borrowings and repayments under the DIP Credit Facility and European asset securitization facility.

Prior to the Company s Chapter 11 filing, and since that time, the Company has experienced a tightening of trade credit availability and terms. In the future there can be no assurance that the Company will be able to obtain and return to trade credit on terms traditionally obtained.

Capital expenditures were $11.7 million and $8.2 million in the first quarter of fiscal 2004 and fiscal 2003, respectively.

Financial Instruments and Market Risk

The Company s ability to utilize financial instruments has been significantly restricted because of the Chapter 11 cases and the resultant tightening, and/or elimination of credit availability with counter-parties. At March 31, 2003, the Company had no outstanding hedging contracts. Accordingly, the Company is now exposed to greater risk with respect to its ability to manage exposures to fluctuations in foreign currencies, interest rates, and lead prices.

In the past, the Company used financial instruments, including fixed and variable rate debt as well as swap, forward and option contracts to finance its operations and to hedge interest rate currency and certain lead purchasing requirements. The swap, forward, and option contracts were entered into for periods consistent with related underlying exposures and did not constitute positions independent of those exposures. The Company did not enter into contracts for speculative purposes nor was it a party to any leveraged instruments.

Related Parties

The services of Lisa J. Donahue, Chief Restructuring Officer, are provided to the Company pursuant to a Services Agreement, dated October 25, 2001, between the Company and AP Services, LLC. Under the Services Agreement, the Company is charged an hourly fee for Ms. Donahue s and other temporary employees services, and Ms. Donahue, a principal in AP Services, LLC, is compensated independently by AP Services, LLC. The agreement with AP Services, LLC also provides for payment of a one-time success fee upon the Company s emergence from bankruptcy. AP Services, LLC is an affiliate of AlixPartners, LLC, a financial advisory and consulting firm specializing in corporate restructuring, which has been retained by the Company in connection with its financial restructuring. Ms. Donahue is also a principal in AlixPartners, LLC. Fees incurred by the Company during the first quarter of fiscal 2004 and 2003 under the Services Agreement were $3.0 million and $3.1 million, respectively.

Item 3. ***Quantitative and Qualitative Disclosures About Market Risks***

Changes to the quantitative and qualitative market risks as of June 30, 2003 are described in Management s Discussion and Analysis Liquidity and Capital Resources. Also, see the Company s Annual Report on Form 10-K for the fiscal year ended March 31, 2003 for further information.

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Item 4. ***Controls and Procedures***

The Company, under the supervision and with the participation of the Company s management, including the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company s disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer, together with the other members of management participating in the evaluation, concluded that the Company s disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms.

There were no changes in the Company s internal control over financial reporting that occurred during the Company s most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

CAUTIONARY STATEMENT FOR PURPOSES OF THE SAFE HARBOR PROVISION OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Except for historical information, this report may be deemed to contain forward-looking statements. The Company desires to avail itself of the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995 (the Act) and is including this cautionary statement for the express purpose of availing itself of the protection afforded by the Act.

Examples of forward-looking statements include, but are not limited to (a) projections of revenues, cost of raw materials, income or loss, earnings or loss per share, capital expenditures, growth prospects, dividends, the effect of currency translations, capital structure and other financial items, (b) statements of plans of and objectives of the Company or its management or Board of Directors, including the introduction of new products, or estimates or predictions of actions by customers, suppliers, competitors or regulating authorities, (c) statements of future economic performance and (d) statements of assumptions, such as the prevailing weather conditions in the Company s market areas, underlying other statements and statements about the Company or its business.

Factors that could cause actual results to differ materially from these forward looking statements include, but are not limited to, the following General Factors such as: (i) the Company s ability to implement business strategies and financial reorganization and restructuring plans, (ii) unseasonable weather (warm winters and cool summers) which adversely affects demand for automotive and some industrial batteries, (iii) the Company s substantial debt and debt service requirements which restrict the Company s operational and financial flexibility, as well as imposing significant interest and financing costs, (iv) the Company is subject to a number of litigation proceedings, the results of which could have a material adverse effect on the Company and its business, (v) the Company s assets include the tax benefits of net operating loss carry forwards, realization of which are dependent upon future taxable income, (vi) lead, which experiences significant fluctuations in market price and which, as a hazardous material, may give rise to costly environmental and safety claims, can affect the Company s results because it is a major constituent in most of the Company s products, (vii) the battery markets in North America and Europe are very competitive and, as a result, it is often difficult to maintain margins, (viii) the Company s consolidation and rationalization of acquired entities requires substantial management time and financial and other resources and is not without risk, (ix) foreign operations involve risks such as disruption of markets, changes in import and export laws, currency restrictions and currency exchange rate fluctuations, (x) the Company is exposed to fluctuations in interest rates on our variable debt which can affect the Company s results, (xi) general economic conditions, (xii) the ability to acquire goods and services and/or fulfill labor needs at budgeted costs and Bankruptcy Considerations such as: (a) the Company s ability to continue as a going concern, (b) the Company s ability to operate in accordance with the terms of and maintain compliance with covenants of the DIP Credit Facility and other financing arrangements, (c), the Company s ability to obtain Bankruptcy Court approval with respect to motions in the Chapter 11 cases from time to time, (d) the Company s ability to confirm and consummate a plan of reorganization with respect to the Chapter 11 cases, (e) the Company s ability to attract, motivate and retain key personnel, (f) the Company s ability to obtain and maintain normal terms with vendors and service providers, (g) the Company s ability to maintain contracts that are critical to our business, and (h) the Company s ability to attract and retain customers.

Therefore, the Company cautions each reader of this Report carefully to consider those factors hereinabove set forth, because such factors have, in some instances, affected and in the future could affect, the ability of the Company to achieve its projected results and may cause actual results to differ materially from those expressed herein.

PART II. OTHER INFORMATION

Item 1. *Legal Proceedings*

Bankruptcy Considerations

As of the Petition Date, substantially all pending litigation against the Debtors was stayed. To the extent any of the Debtors are ultimately found liable with respect to such litigation, the Debtors believe the claim resulting therefrom would constitute a general unsecured claim against the Debtors, the treatment of which would be governed by any plan of reorganization confirmed by the Bankruptcy Court. Litigation against the Company s non-Debtor subsidiaries has not been stayed and will not be affected by the bankruptcy proceedings.

Former Senior Executives and Battery Quality Matters

On March 23, 2001, the Company reached a plea agreement with the U.S. Attorney for the Southern District of Illinois, resolving an investigation into a scheme by former officers and certain corporate entities involving fraudulent representations and promises in connection with the distribution, sale and marketing of automotive batteries between 1994 and 1997. Under the terms of that settlement, the Company agreed to pay a fine of $27.5 million over five years, to five-years probation and to cooperate with the U.S. Attorney in her prosecution of Arthur M. Hawkins, Douglas N. Pearson and Alan E. Gauthier, former senior executives of the Company. The payment terms of the plea agreement are dependent upon the Company s compliance with the plea agreement during the five-year probation period. Generally, the terms of the probation would permit the U.S. Government to reopen the case against the Company if the Company violates the terms of the plea agreement or other provisions of law. The plea agreement was lodged with the U.S. District Court for the Southern District of Illinois, and accepted on February 27, 2002. The Company reserved $31.0 million for this matter, including expected costs and out-of-pocket expenses, in the first quarter of fiscal 2001, and an additional $1.0 million in the third quarter of fiscal 2002. At June 30, 2003, approximately $27.5 million of this reserve remains and is classified as a Liability subject to compromise in the unaudited condensed consolidated financial statements. As a result of the imposition of the automatic stay arising upon the Company s Chapter 11 filing, the Company has not made installment payments of its $27.5 million fine. The Company is uncertain as to the effect of these non-payments and the bankruptcy filing with respect to the plea agreement. On June 10, 2002, the United States Attorney s Office for the Southern District of Illinois filed a claim as a general unsecured creditor for $27.9 million.

The Company is currently involved in litigation with the former senior executives referenced above. The former senior executives made claims to enforce separation agreements, reimbursements of legal fees and other contracts, and the Company has filed claims and counterclaims asserting fraud, breach of fiduciary duties, misappropriation of corporate assets and civil conspiracy. In addition, the Company has filed actions in the Bankruptcy Court against the former senior executives to recover certain payments of legal fees that the Company was required to advance to such individuals prior to the Petition Date.

The Company has filed two claims with its insurers for reimbursement of the amounts paid to the former executives, and believes it is entitled to obtain substantial reimbursement for those amounts. However, the Company has not recognized any receivables for such reimbursements at June 30, 2003.

The Company has completed an investigation and determined that due to a deviation from manufacturing procedures approximately 950,000 automotive aftermarket batteries sold during 2001 and 2002 in North America did not contain one minor feature of several advertised for the

batteries. In all cases the batteries performed in accordance with their labeled specifications. The feature was reinstated and the Company has discussed the situation with certain customers. The Company cannot predict at this time the effects of this matter on its business, but the remediation that has been offered is not material to its financial condition, cash flows or results of operations.

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Private Party Lawsuits

Active Lawsuits

In June 2002, the following lawsuit was filed in Louisiana state court: *Hardy et. al. v. Ducote Wrecking, et. al.* The case was filed as a putative class action for damages brought by two employees of Ducote Wrecking & Demolition, an independent contractor performing multiple maintenance projects at the Company s Baton Rouge, Louisiana facility. The plaintiffs allege that while they were engaged in work at the Company s facility, they were intentionally exposed to and poisoned by lead, acid, and other heavy metals. Plaintiffs named the Company s insurance carriers and supervisory employee as defendants, along with Ducote. The case was removed to the U.S. District Court for the Western District of Louisiana. Plaintiffs filed a motion to remand, which was denied by the Court in a January 2003 decision. In the same January 2003 decision, the Court dismissed the Company s supervisory employee and the independent contractor defendant from the litigation. The Court also has denied plaintiffs motion for class certification. The Company s insurer has issued a reservation of rights as to the Company s coverage for the alleged claims.

On April 11, 2003, the following lawsuit was filed in the Delaware Court of Chancery by the official committee of equity holders and its members: *Kandathil et. al. v. Exide*. The complaint seeks to compel the Company to convene a meeting of stockholders. On April 21, 2003, the Debtors filed a complaint against the official committee of equity holders and its members in the Bankruptcy Court seeking to enjoin their attempts to compel the Company to convene a meeting of stockholders. Hearings on the two complaints are currently scheduled for August 2003.

Exide is a defendant in an arbitration proceeding initiated in October of 2001 by Margulead Limited (Margulead). In June of 1997, GNB, now an operating division of Exide, entered into an agreement with Margulead, which Margulead contended obligated the Company to build a facility to test and develop certain lead acid battery recycling technology allegedly developed by Margulead. GNB terminated the contract in 1998. Exide contended, in part, that the Margulead process was not ready for pilot plant implementation and also failed to meet success criteria. Margulead claimed approximately $13 million in damages. The Company denied that it was liable and defended the matter in the arbitration. An arbitration decision was rendered on May 7, 2003, determining that the contract was unenforceable and that neither party was entitled to damages or costs. Margulead asked the arbitrator to reconsider the decision. Margulead has now advised the Company that it intends to challenge the arbitrator s award in the English commercial court. On or about July 23, 2003, Margulead filed an Application Notice advising of its intent to apply for an extension of time in which to make an application under certain sections of the Arbitration Act of 1996. The Company does not believe it is likely that Margulead will succeed in any challenge of the arbitrator s decision.

In November 2002, the following lawsuit was filed in the Ontario Court of Justice: *Exide Canada, Inc., v. Lorne Hilts et. al*. This lawsuit was initiated by Exide Canada, Inc. against former officers, employees and a former logistics services vendor seeking in excess of $1.5 million in damages on multiple grounds including breach of trust, breach of contract and fraud. Defendant Hilts filed a counterclaim against Exide Canada for severance and other benefits and seeks damages in an amount exceeding $0.6 million. Defendant Ryad counterclaimed against Exide Canada alleging breach of contract and against Exide Technologies alleging it induced Exide Canada to breach its contract with Ryad for certain logistics services. Ryad seeks damages against each defendant in an amount exceeding $6.3 million. The Company believes that the counterclaims are without merit and is vigorously defending itself.

The Company s preliminary review of these active claims suggest they are without merit, and, to the extent the Company is a party to these active lawsuits, it plans to vigorously defend itself. The Company does not believe any reserves are currently warranted for these claims.

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Stayed Pre-Petition Lawsuits

The following lawsuits allege that Exide and its predecessors allowed hazardous materials used in the battery manufacturing process to be released from certain of its facilities, allegedly resulting in personal injury and/or property damage. On August 25, 1999 several cases were filed in the Circuit Court for Greenville County, South Carolina and are currently pending: *Joshua Lollis v. Exide*; *Buchanan v. Exide*; *Agnew v. Exide*; *Patrick Miller v. Exide*; *Kelly v. Exide*; *Amanda Thompson v. Exide*; *Jonathan Talley v. Exide*; *Smith v. Exide*; *Lakeisha Talley v. Exide*; *Brandon Dodd v. Exide*; *Prince v. Exide*; *Andriae Dodd v. Exide*; *Dominic Thompson v. Exide*; *Snoddy v. Exide*; *Antoine Dodd v. Exide*; *Roshanda Talley v. Exide*; *Fielder v. Exide*; *Rice v. Exide*; *Logan Lollis v. Exide*; and *Dallis Miller v. Exide*. In January 2002, counsel that brought the South Carolina actions filed additional claims in the Circuit Court for Greenville County, South Carolina. The following lawsuits of this type are currently pending in the Court of Common Pleas for Berks County, Pennsylvania: *Grillo v. Exide*, filed on May 24, 1995; *Blume v. Exide*, filed on March 4, 1996; *Esterly v. Exide*, filed on May 30, 1995; and *Saylor v. Exide*, filed on October 18, 1996. The following lawsuit of this type is currently pending in the United States District Court for the Southern District of Indiana: *Strange v. Exide*. Finally, the following lawsuit of this type is pending in the Circuit Court of Shelby County, Tennessee: *Cawthon v. Exide, et al.* All these cases have been stayed.

In July 2001, Pacific Dunlop Holdings (US), Inc. (PDH) and several of its foreign affiliates under the various agreements through which Exide and its affiliates acquired GNB, filed a complaint in the Circuit Court for Cook County, Illinois alleging breach of contract, unjust enrichment and conversion against Exide and three of its foreign affiliates. The plaintiffs maintain they are entitled to approximately $17.0 million in cash assets acquired by the defendants through their acquisition of GNB. In December 2001, the Court denied the defendants motion to dismiss the complaint, without prejudice to re-filing the same motion after discovery proceeds. The defendants have filed an answer and counterclaim. On July 8, 2002, the Court authorized discovery to proceed as to all parties except Exide. In August 2002, the case was removed to the U.S. Bankruptcy Court for the Northern District of Illinois and in October 2002, the parties presented oral arguments, in the case of PDH, to remand the case to Illinois state court and, in the case of Exide, to transfer the case to the U.S. Bankruptcy Court for the District of Delaware. On February 4, 2003, the U.S. Bankruptcy Court for the Northern District of Illinois transferred the case to the U.S. Bankruptcy Court in Delaware, where plaintiffs motion to abstain or remand will be heard. To the extent this action implicates Exide s interests, the Company plans to vigorously defend the action and pursue the counterclaim.

In December 2001, PDH filed a separate action in the Circuit Court for Cook County, Illinois seeking recovery of approximately $3.1 million for amounts allegedly owed by Exide under various agreements between the parties. The claim arises from letters of credit and other security allegedly provided by PDH for GNB s performance of certain of GNB s obligations to third parties that PDH claims Exide was obligated to replace. Exide s answer contested the amounts claimed by PDH and Exide filed a counterclaim. Although this action has been consolidated with the Cook County suit concerning GNB s cash assets, the claims relating to this action are currently subject to the automatic bankruptcy stay, and have been transferred to the U.S. Bankruptcy Court for the District of Delaware.

Between March and September 2002, the following cases were filed in the U.S. District Court for the Middle District of Louisiana: *Joseph et. al. v. Exide*; *Andrews et. al. v. Exide*; and *Armstead v. Exide*. These actions seek monetary damages and injunctive relief for alleged racial discrimination in the Company s Shreveport and Baton Rouge, Louisiana plants. The *Joseph* and *Andrews* cases have been consolidated and all three lawsuits have been stayed.

In February 2001, the following lawsuit was filed in the U.S. District Court for the Northern District of California: *Flaherty v. Exide, et. al.* Plaintiff contends the Company is responsible, in part, for contamination resulting from alleged disposal of hazardous substances at plaintiff s property. The suit contains claims predicated on CERCLA, private nuisance, public nuisance, trespass, negligence, equitable indemnity,

contribution, injunctive relief under RCRA and declaratory relief under state law. The Company has filed counterclaims against plaintiff and other potentially responsible parties.

The Company s preliminary review of these claims suggests they are without merit and the Company plans to vigorously defend itself with regard to the stayed pre-petition lawsuits. The Company expects that all of these lawsuits will be compromised upon confirmation of a plan of reorganization by the Bankruptcy Court.

Environmental Matters

As a result of its multinational manufacturing, distribution and recycling operations, the Company is subject to numerous federal, state and local environmental, occupational safety and health laws and regulations, as well as similar laws and regulations in other countries in which the Company operates (collectively EH&S laws). The Company is exposed to liabilities under such EH&S laws arising from its past handling, release, storage and disposal of hazardous substances and hazardous wastes. The Company previously has been advised by the U.S. Environmental Protection Agency or state agencies that it is a Potentially Responsible Party (PRP) under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) or similar state laws at 91 federally defined Superfund or state equivalent sites. At 44 of these sites, the Company has paid its share of liability. The Company is currently paying its share of liability at one site. The Company expects its liability will be compromised upon confirmation of a plan of reorganization by the Bankruptcy Court as to a number of additional Superfund sites. In most instances, the Company s remaining obligations are not expected to be significant because its portion of any potential liability appears to be minor or insignificant in relation to the total liability of all identified PRPs that are financially viable. The Company s share of the anticipated remediation costs associated with all of the Superfund sites where it has been named a PRP, based on the Company s estimated volumetric contribution of waste to each site, is included in the environmental remediation reserves discussed below.

Of those sites for which the Company has not completed payment of its share of liability, it currently has greater than 50% liability at three Superfund sites, and allocated liability that exceeds five percent at an additional seven sites that averages approximately 22%. Because the Company s liability under such statutes may be imposed on a joint and several basis, the Company s liability may not necessarily be based on volumetric allocations and could be greater than the Company s estimates. The Company believes, however, that its PRP status at these Superfund sites will not have a material adverse effect on the Company s business or financial condition because, based on the Company s experience, it is reasonable to expect that the liability will be roughly proportionate to its volumetric contribution of waste to the sites.

The Company is also involved in the assessment and remediation of various other properties, including certain Company owned or operated facilities. Such assessment and remedial work is being conducted pursuant to applicable EH&S laws with varying degrees of involvement by appropriate legal authorities. Where probable and reasonably estimable, the costs of such projects have been accrued by the Company, as discussed below. In addition, certain environmental matters concerning the Company are pending in various courts or with certain environmental regulatory agencies.

While the ultimate outcome of the foregoing environmental matters is uncertain, after consultation with legal counsel, the Company does not believe the resolution of these matters, individually or in the aggregate, will have a material adverse effect on the Company s financial condition, cash flows or results of operations.

The Company has established reserves for on-site and off-site environmental remediation costs and believes that such reserves are adequate. As of June 30, 2003 and March 31, 2003, the amount of such reserves on the Company s unaudited condensed consolidated balance sheet was $95.5 million and $78.3 million, respectively. Of these amounts, $66.4 million was included in Liabilities subject to compromise at both June 30, 2003

and March 31, 2003. Included in environmental reserves at June 30, 2003 are asset retirement obligations, which the Company recorded upon adoption of SFAS 143. See Note 3 to the unaudited condensed consolidated financial

statements. Because environmental liabilities are not accrued until a liability is determined to be probable and reasonably estimable, not all potential future environmental liabilities have been included in the Company s environmental reserves and, therefore, additional earnings charges are possible. Also, future findings or changes in estimates could have a material effect on the recorded reserves and cash flows.

In the U.S., the Company has advised each state and federal authority with whom it has negotiated plans for environmental investigations or remediation of the Debtors Chapter 11 filing as required by those agreements or applicable rules. In some cases these authorities may require the Company to undertake certain agreed remedial activities under a modified schedule, or may seek to negotiate or require modified remedial activities. Such requests have been received at several sites and are the subject of ongoing discussions. At this time no requests or directives have been received which, individually or in the aggregate, would materially alter the Company s reserves or have a material adverse effect on the Company s financial condition, cash flows or results of operations.

Tampa, Florida

The Tampa site is a former secondary lead smelter, lead oxide production facility, and sheet lead-rolling mill that operated from 1943 to 1989. Under a RCRA Part B Closure Permit and a Consent Decree with the State of Florida, Exide is required to investigate and remediate certain historic environmental impacts to the site. Cost estimates for remediation (closure and post-closure) range from $12.5 million to $20.5 million depending on final State of Florida requirements. The remediation activities are expected to occur over the course of several years.

Columbus, Georgia

The Columbus site is a former secondary lead smelter that was decommissioned in 1999, which is part of a larger facility that includes an operating lead acid battery manufacturing facility. Groundwater remediation activities began in 1988. Costs for supplemental investigations, remediation and site closure are currently estimated at $13.5 million.

Sonalur, Portugal

The Sonalur facility is an active secondary lead smelter. Materials from past operations present at the site are stored in aboveground concrete containment vessels and in underground storage deposits. The Company is in the process of obtaining additional site characterization data to evaluate remediation alternatives agreeable to local authorities. Costs for remediation are currently estimated at $3.5 to $7.0 million.

Other

In February 2002, the Company s principal French subsidiary was notified by local competition authorities that in connection with certain sales of batteries by several French manufacturers in 1996 and 1997, the subsidiary is alleged to have violated local competition laws. The civil investigative agency in the case has recommended a fine be imposed on the Company for $6.8 million, but the Company does not believe that the subsidiary acted improperly and intends to defend this matter vigorously. A judicial decision with respect to this matter is expected within the next 90 days.

From 1957 to 1982, the Company s French subsidiary, CEAC, operated a plant using crocidolite asbestos fibers in the formation of battery cases, which, once formed, encapsulated the fibers. Approximately 1,500 employees worked in the plant over the period. Since 1982, the French governmental agency responsible for worker illness claims has received 34 employee claims alleging asbestos-related illnesses, and no such claims have been filed since August 2001. For some of those claims, CEAC is obligated to and has indemnified the agency in accordance with French law for approximately $132 thousand, $169 thousand and $260 thousand in

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calendar years 2001, 2002 and 2003, respectively. In addition, CEAC has been adjudged liable to indemnify the agency for approximately $45 thousand, $78 thousand, and $200 thousand during the same periods to date for the dependents of four such claimants. Although the Company cannot predict the number or size of any future claims, after consultation with legal counsel the Company does not believe resolution of the current or any future claims, individually or in the aggregate, will have a material adverse effect on the Company s financial condition, cash flows or results of operations.

The Company is involved in various other claims and litigation incidental to the conduct of its business. Based on consultation with legal counsel, the Company does not believe that any such claims or litigation to which the Company is a party, either individually or in the aggregate, will have a material adverse effect on the Company s financial condition, cash flows or results of operations.

Item 2. ***Changes in Securities and Use of Proceeds***

None.

Item 3. ***Defaults Upon Senior Securities***

As a result of the Chapter 11 cases, certain of the Company s pre-petition debt arrangements are in default. See Note 2 (Proceedings Under Chapter 11 of the Bankruptcy Code) and Note 11 (Debt) to the Company s unaudited condensed consolidated financial statements.

Item 4. ***Submission of Matters to a Vote of Security Holders***

None.

Item 5. ***Other Information***

None.

Item 6. ***Exhibits and Reports on Form 8-K***

(a) Exhibits.

4.30 Seventh Amendment and Waiver to the Credit Agreement, dated July 29, 2003, to the Secured Super Priority Debtor In Posession Credit Agreement.

4.31 Fifth Amendment and Waiver to the Standstill Agreement, dated as of July 29, 2003, to the Standstill Agreement and Fifth Amendment to the Credit Agreement.

31.1 Certification of Craig H. Muhlhauser, Chairman, President and Chief Executive Officer, pursuant to Section 302 of Sarbanes-Oxley Act of 2002.

31.2 Certification of Biagio N. Vignolo, Jr., Executive Vice President and Chief Financial Officer, pursuant to Section 302 of Sarbanes-Oxley Act of 2002.

32 Certifications pursuant to Section 906 of Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K.

None.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EXIDE TECHNOLOGIES

By: /s/ BIAGIO N. VIGNOLO, JR.

Biagio N. Vignolo, Jr.

Executive Vice President and Chief Financial Officer

Date: August 14, 2003

EXIDE TECHNOLOGIES

By: /s/ IAN J. HARVIE

Ian J. Harvie

Vice President, Corporate Controller

Date: August 14, 2003