

DELPHI CORPORATION

COMPENSATION AND EXECUTIVE DEVELOPMENT COMMITTEE CHARTER

I. Purpose of the Compensation Committee

The Compensation Committee (the "Committee") shall discharge the company's Board of Directors (the "Board") responsibilities relating to all aspects of director and officer and other executive compensation, including the review, approval and administration of any benefit or incentive compensation plan of the company and its subsidiaries affecting such directors, officers and other executives.

The Committee also is responsible for producing an annual report on executive compensation for inclusion in the company's proxy statement.

II. Membership on the Compensation Committee

The Committee shall consist of at least two directors appointed by the Board based on the recommendation of the company's Corporate Governance and Public Issues Committee. Each Committee member must meet the then applicable independence requirements and must have such additional qualifications and experience, if any, as may from time to time be required by the New York Stock Exchange, or the Securities Exchange Act of 1934 and any other applicable rules and standards of the Securities and Exchange Commission (the "Applicable Rules and Standards"). In addition, each Committee member must be a "disinterested" party as that term is defined by the Securities and Exchange Commission and Internal Revenue Service regulations.

Committee members may be removed by the Board at any time.

III. Scope of the Committee's Duties and Responsibilities

1. The Committee shall review and approve the total compensation philosophy covering the company's officers and other executives and periodically analyze the competitiveness of the company's total compensation practices in light of its ability to recruit and retain such officers and executives, such officer's and executive's individual performance and the company's overall financial performance.
2. The Committee shall assist the Board in fulfilling its responsibilities by annually reviewing and approving corporate goals and objectives relevant to the compensation of the company's chief executive officer ("CEO"), and by evaluating the CEO's performance in light of those goals and objectives. The Committee shall set the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider the company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
3. The Committee shall annually review and approve for the CEO and, after receiving the CEO's recommendations, all Strategy Board members' annual base salaries, severance agreements and change in control agreements, in each case, as, when and if appropriate, annual and long-term incentive awards, restricted stock awards, stock option grants, and any special or supplemental benefits.

4. The Committee also shall annually review and make recommendations to the Board with respect to the compensation of all directors, including any incentive compensation plans and equity-based plans. In setting the compensation for the company's directors, and any additional compensation for service on any Board committees, the Committee shall adhere to any requirements of the Applicable Rules and Standards and any applicable guidelines articulated in the company's Corporate Governance Guidelines.
5. The Committee shall review and approve proposed stock option plans, other long-term incentive plans and stock purchase plans, and all proposed changes thereto and, where appropriate, recommend their approval by the Board of Directors and, when deemed appropriate or required by law, approval by the stockholders of the company.
6. The Committee shall administer the company's stock option, other long-term incentive plans and stock purchase plans and any other benefit plans the Board has designated and exercise all powers granted to the Committee pursuant to the terms of any such plan.
7. The Committee is specifically authorized to use the services of outside executive compensation consultants and to obtain advice and assistance from internal or external legal, accounting or other advisors. If a compensation consultant is employed to assist in the evaluation of director, CEO or officer compensation, the Committee shall have the sole authority to retain and terminate the consulting firm and the sole authority to approve the firm's fees and other retention terms.
8. The Committee shall review and approve disclosures to be made in the name of the Committee concerning the executive compensation programs of the company, and review other information concerning these programs required to be disclosed in the company's annual proxy statement.
9. The Committee shall periodically review its scope, policies, and procedures, and shall, at least on an annual basis, review and reassess the adequacy of this Charter and recommend any proposed changes to this Charter to the Board for approval. The Committee shall also annually review its own performance.
10. The Committee shall meet, in person or by telephone, at such times as its members deem necessary, but at least twice each year and shall make regular reports to the Board. The Committee may form, and delegate authority to, subcommittees when appropriate.