

**CHARTER FOR THE
PERSONNEL & COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF DELTA AIR LINES, INC.¹**

I. Purposes of Committee

The purposes of the Personnel & Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Delta Air Lines, Inc. (“Delta”) are to

- A. Perform an annual performance evaluation of the Chief Executive Officer (“CEO”);
- B. Discharge the Board’s responsibilities relating to compensation of Delta’s executives; and
- C. Produce an annual report on executive compensation for inclusion in Delta’s proxy statement, in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”).

II. Committee Membership

The Committee shall consist of three or more members of the Board, each of whom the Board has determined is (1) independent under the rules of the New York Stock Exchange, Inc.; (2) a “Non-Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934; and (3) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

Members shall be appointed by the Board based on nominations recommended by the Board’s Corporate Governance Committee, and shall serve at the discretion of the Board and for such term or terms as the Board may determine.

III. Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least four times per year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or advisable by the Committee or its chairperson.

¹ The Board of Directors initially adopted this Charter on October 23, 2003, effective as of January 1, 2004.

The Committee may invite such members of management or the Board to its meetings as it may deem desirable or appropriate. The Committee shall periodically meet in executive session without management.

IV. Committee Duties and Responsibilities

The Committee shall have the following duties and responsibilities, as well as such other duties and responsibilities as it deems appropriate to carry out its purposes or as directed by the Board:

- A. In consultation with senior management, to establish Delta's general compensation philosophy, and oversee the development and implementation of compensation programs.
- B. To review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluate the performance of the CEO in light of those goals and objectives, and to determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, Delta's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards made to the CEO in past years.
- C. To establish procedures for the Committee to exercise oversight of the evaluation of management.
- D. To review and approve compensation programs applicable to Delta's executive officers.
- E. To review and approve, or make recommendations to the Board regarding, Delta's incentive compensation plans and equity-based plans for Delta employees, oversee the activities of the individuals and committees responsible for administering these plans, and discharge any responsibilities imposed on the Committee by any of these plans.
- F. To review and approve any severance or similar termination payments proposed to be made to any current or former executive officer of Delta.
- G. To periodically consider Delta's management succession planning.
- H. To make recommendations to the Board regarding election of officers.

V. Committee Evaluation and Reports

The Committee shall:

- A. Prepare an annual Report of the Compensation Committee on Executive Compensation for inclusion in Delta's annual proxy statement in accordance with applicable SEC rules and regulations.
- B. Conduct an annual performance evaluation of the Committee, which evaluates the performance of the Committee in relation to the requirements of this charter and such other matters as the Committee may deem appropriate. The performance evaluation should also recommend to the Board any changes to this charter deemed necessary or advisable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.
- C. Report its activities to the Board on a regular basis and make such recommendations with respect to the matters within its responsibility as the Committee may deem necessary or appropriate.

VI. Resources and Authority of the Committee

The Committee shall have the resources and authority it deems appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel, or other experts or consultants, without seeking approval of the Board or management.