

EDISON INTERNATIONAL

CHARTER FOR THE COMPENSATION AND EXECUTIVE PERSONNEL COMMITTEE OF THE BOARD OF DIRECTORS

Adopted by the Board of Directors

December 15, 2005

ARTICLE I – PURPOSE OF THE COMMITTEE

The purpose of the Compensation and Executive Personnel Committee ("Committee") of the Board of Directors ("Board") of Edison International ("Company") is to discharge the Board's responsibilities relating to compensation of those officers of the Company whose salaries are required by the Company Bylaws to be fixed by the Board (collectively, "Covered Officers"), to produce a report on executive compensation annually for inclusion in the Company's proxy statement in accordance with applicable rules and regulations, and to perform the other duties specified in this Charter.

ARTICLE II – COMPOSITION OF THE COMMITTEE AND SUBCOMMITTEES

Section 1. Size of the Committee and Membership Requirements.

The Committee shall consist of not less than three members of the Board. Only those directors who are determined to be "independent directors" under the Company's Corporate Governance Guidelines are eligible to serve on the Committee. Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, or any successor provisions under such laws or regulations.

Section 2. Nomination and Appointment of Members.

Each Committee member shall be appointed by resolution adopted by a majority of the exact number of authorized directors and shall serve until a successor shall be appointed. In the event any member of the Committee shall cease to be a director of the Company, the vacancy thus created shall either be filled by the Board or, at the Board's discretion, left unfilled, provided that in no event shall the Committee consist of less than three members.

Section 3. Committee Chairperson.

The Board shall designate one of the Committee's members as chairperson ("Chair") who shall preside over meetings of the Committee and report Committee actions to the Board. If the Chair is not present, the Committee may designate an acting Chair.

Section 4. Subcommittees.

The Board may form subcommittees of the Committee for any purpose and may delegate to such subcommittees such power and authority as the Board deems appropriate; provided however, that a subcommittee shall consist of at least two members and that the Board shall not delegate any power or authority required by law, regulation or stock exchange listing standard to be exercised by the Board as a whole. Each subcommittee member shall be appointed by resolution adopted by a majority of the exact number of authorized directors and shall serve until a successor shall be appointed. In the event any member of any subcommittee shall cease to be a director of the Company, the vacancy thus created shall either be filled by the Board or, at the Board's discretion, left unfilled, provided that in no event shall any subcommittee consist of less than two members. The Board shall determine the chairmanship of the subcommittees.

ARTICLE III – MEETINGS AND OTHER ACTIONS

Section 1. Meeting Times, Agendas and Quorum.

The Committee shall meet annually or more frequently as circumstances require. The frequency, length, and agendas of meetings shall be determined by the Chair in consultation with Committee members and Company management. Any Committee member may request the inclusion of items on the agenda or raise subjects at a meeting that are not on the meeting agenda. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Meetings shall be held at the principal offices of the Company or as directed by the Chair. The Committee shall report on its actions at a subsequent Board meeting.

Section 2. Meeting Minutes.

The Company's Secretary shall keep or appoint an appropriate person to keep regular minutes of all Committee and subcommittee proceedings. If no appointed person is present, the Committee may designate an acting secretary. The minutes of each meeting shall be reviewed and approved by legal counsel and the Chair. The approved minutes shall become a permanent corporate record maintained by the Company's Secretary.

Section 3. Authority of the Committee.

Unless otherwise provided in this Charter, the meetings and any other actions of the Committee or any subcommittee shall be governed by the provisions of Article III of the Bylaws of the Company applicable to meetings and actions of the Board, and the Committee shall have all of the authority of the Board in fulfilling its duties and responsibilities, including the authority at the Company's expense to conduct or authorize investigations or studies of matters within the Committee's scope of responsibilities and to obtain advice and assistance from internal and external advisors, except as limited by any applicable law, regulation or stock exchange listing standard, or Article III of the Bylaws of the Company. The Committee shall have the sole authority to retain and terminate any compensation consultant engaged to assist in the evaluation of the compensation of the Chief Executive Officer ("CEO"), and other Covered Officers and directors. The Committee shall have the sole authority to approve the compensation consultant's fees and other retention terms.

ARTICLE IV – COMPENSATION RESPONSIBILITIES

Section 1. Covered Officer and Board Compensation.

The Committee shall have the following authority, duties, and responsibilities with respect to the compensation of the Covered Officers and directors:

(a) CEO Compensation. The Committee shall annually review and approve the Company goals and objectives relevant to the compensation of the Company's CEO, evaluate the performance of the CEO in light of those goals and objectives, and shall have sole authority to determine the CEO's compensation, including salary, bonuses and long-term incentives, based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider the

Company's performance and relative shareholder return, the value of similar incentive awards granted to CEOs at peer group companies, the long-term incentive awards granted to the CEO in past years, and such other criteria the Committee deems appropriate.

(b) Compensation of Other Covered Officers. The Committee shall annually review the compensation of the non-CEO Covered Officers, evaluate their performance relative to relevant Company goals and objectives and approve their compensation, including salary, bonuses and long-term incentives in light of the evaluations. The Committee shall also approve the compensation of newly-elected Covered Officers.

(c) Director Compensation. The Committee shall periodically review director compensation and may make recommendations to the Board for consideration and action by the Board.

(d) Subsidiary Companies. The Committee shall review and approve salary structure and compensation recommendations for the senior officers of the Company's operating subsidiaries, subject to adoption by the respective subsidiary boards. For this purpose, senior officers are the Chairman of the Board, CEO, President, Chief Financial Officer, Executive Vice Presidents, Senior Vice Presidents and General Counsel.

(e) Annual Report on Executive Compensation. The Committee shall issue a report on executive compensation annually for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

Section 2. Benefit and Compensation Plans.

The Committee shall have the following authority, duties, and responsibilities with respect to Company benefit and compensation plans for Covered Officers and directors:

(a) Plans and Programs for Covered Officers. The Committee shall review and approve any plan, program or arrangement, or any amendment thereto, or termination thereof, providing any compensation or perquisite to Covered Officers as a group or individually, other than benefits and related plans available to employees generally. In the case of incentive-compensation or equity-based plans, programs or arrangements requiring Board or shareholder approval under applicable California or federal laws, regulations or rules, or stock exchange listing standards, the Committee shall submit its recommendations for consideration and action to approve, amend, or terminate such

plans, programs or arrangements, to the Board, and subsequently to shareholders as required.

(b) Director Plans. The Committee shall periodically review plans, programs or arrangements, or any amendment thereto, or termination thereof, providing compensation, benefits or perquisites to directors and may make recommendations to the Board for consideration and action to approve, amend, or terminate such plans, programs or arrangements, subject to shareholder approval when required.

Section 3. Other Duties.

Other Duties. The Committee shall perform such additional functions as are necessary or prudent to fulfill its duties and responsibilities under this Charter including such duties and responsibilities as may be assigned to the Committee under the terms of any plan, program or arrangement.

ARTICLE V - PERSONNEL RESPONSIBILITIES

Section 1. Election of Officers.

(a) Scope of Election Authority. The Committee may elect any of the following officers of the Company: Vice President, Treasurer, Controller, Secretary, Assistant Treasurer, Assistant Controller, Assistant Secretary, Associate General Counsel, Assistant General Counsel, Acting Treasurer or Acting Secretary. The Chairman of the Board, the CEO, the President, the Chief Financial Officer, any Executive Vice President, any Senior Vice President and the General Counsel shall be elected by the Board rather than the Committee. The Committee may confer upon any Vice President a special title not specified in the Company's Bylaws.

(b) Election by Subcommittee. Notwithstanding any other provision of this Charter, the officers that may be elected by the Committee pursuant to Subsection (a) may be elected by a subcommittee consisting of the Chair and at least one other Committee member designated by the Chair. Additionally, in connection with the election of such officers, the subcommittee may approve any compensation of such officers that the Committee is otherwise authorized to approve, including salaries, hiring bonuses and long-term incentive compensation awards, as the subcommittee deems appropriate.

Section 2. Covered Officer Agreements.

The Committee shall review and approve the terms of any employment, separation or consulting agreement with any Covered Officer.

ARTICLE VI – SELF-EVALUATION BY THE COMMITTEE

The Committee shall perform an annual evaluation of its own performance and of the adequacy of this Charter, and submit to the Board that evaluation, including any recommended changes to the Committee's membership, Charter or procedures.

ARTICLE VII – POSTING OF CHARTER

This Charter shall be available on the Company's Internet website and in print to any requesting shareholder, as described in the Company's annual proxy statement.