

**CHARTER FOR THE
CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF DELTA AIR LINES, INC.¹**

I. Purposes of Committee

The purposes of the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Delta Air Lines, Inc. (“Delta”) are to:

- A. Identify and recommend qualified individuals to the Board for nomination as members of the Board and its committees; and
- B. Consider, develop and make recommendations to the Board regarding matters related to corporate governance.

II. Committee Membership

The Committee shall consist of three or more members of the Board, each of whom the Board has determined is independent under the rules of the New York Stock Exchange.

Members shall be appointed by the Board based on nominations recommended by the 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 three times a 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.

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.

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

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. To make recommendations to the Board as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
- B. To identify individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of shareowners or, if applicable, at a special meeting of shareowners. In the case of a vacancy on the Board (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board a qualified individual to fill such vacancy either through appointment by the Board or through election by shareowners. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with business and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.
- C. To develop and recommend to the Board standards to be applied in making determinations regarding director independence, and to periodically review those standards and, if appropriate, recommend to the Board any changes to those standards the Committee believes to be desirable.
- D. To identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to such committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members and any applicable laws or regulations.
- E. To recommend to the Board the date, time and place for the annual shareowners' meeting; the directors to be designated to vote the proxies returned pursuant to Delta's annual proxy solicitation; and the annual schedule of Board meetings.
- F. To review and adopt, or recommend that the Board adopt, compensation programs applicable to Delta's non-employee directors, and to administer such programs.
- G. To establish procedures for the Committee to exercise oversight of the evaluation of the Board.

- H. To consider and, if appropriate, approve requests by Delta's executive officers to serve on the Board of Directors of other public companies.
- I. To periodically review reports on Delta's corporate and PAC political contributions and charitable contributions made by Delta or the Delta Foundation.
- J. To periodically review Delta's By-Laws and, if appropriate, recommend to the Board any changes to those By-Laws the Committee believes to be desirable.
- K. To develop and recommend to the Board a set of corporate governance principles applicable to Delta, and to periodically review those principles and, if appropriate, recommend to the Board any changes to those principles the Committee believes to be desirable.

V. Committee Evaluation and Reports

The Committee shall:

- A. 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.
- B. 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, search firms or other experts or consultants, without seeking approval of the Board or management.