

**CHARTER FOR THE
SAFETY AND SECURITY COMMITTEE
OF THE BOARD OF DIRECTORS
OF DELTA AIR LINES, INC.¹**

I. Purposes of the Committee

Management has primary responsibility for the Company's obligation to operate with the highest degree of safety and security, subject to oversight by the Board of Directors. The Safety and Security Committee of the Board of Directors of the Company ("Committee") shall, on behalf of the Board of Directors, oversee the Company's policies and practices and performance related to safety and security.

II. Structure and Operations

The Committee of the Board of Directors of the Company shall be comprised of two or more directors of the Company who shall be appointed by the Board of Directors. Members shall serve at the discretion of the Board and for such term or terms as the Board may determine. The Chairperson of the Committee shall be as determined by the Board of Directors from time to time. The Secretary of the Company or another person designated by the Secretary shall serve as the Secretary of the Committee and shall maintain appropriate records of the proceedings of the Committee. The Committee shall meet in person or telephonically as often as it determines to be necessary or appropriate, with further actions taken by unanimous consent when deemed necessary or advisable by the Committee or its Chairperson. The Committee may invite such members of the Board, management and other persons to its meetings as it may deem desirable or appropriate.

III. Committee Duties and Responsibilities

The Committee shall, on behalf of the Board of Directors, oversee and consult with management regarding overall customer, employee and aircraft operating safety and security goals, performance and initiatives. In carrying out these responsibilities, the Committee will:

- A. Meet with, and review reports regarding the performance of the Company, by the Company's chief operating officer, senior vice president – corporate safety, security and compliance and other technical or operations management personnel with respect to safety and security matters.
- B. Review the safety and security programs and performance of the Delta Connection Carriers.

¹ The Board of Directors adopted this Charter on April 29, 2010 to be effective June 1, 2010.

- C. Establish and approve annual safety and security goals.
- D. Review with management reports received from regulators and other legal and regulatory matters that may have a material effect on the Company's flight safety operations and security matters.
- E. Review periodically current and proposed safety and security-related programs, policies and compliance issues covering Delta's worldwide operations.

In carrying out its responsibilities, the Committee's policies and procedures shall remain flexible so that the Company's safety and security practices are in accordance with all applicable requirements and are of the highest quality.

IV. 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 a 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.

V. 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.