

DELEK US HOLDINGS, INC.

COMPENSATION COMMITTEE CHARTER

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Delek US Holdings, Inc. (the “Company”) shall consist of at least three (3) directors. Each Committee member shall satisfy the applicable independence requirements of the New York Stock Exchange (“NYSE”), except to the extent that the Company is entitled to rely on the exemptions from the independence requirements set forth in the rules and regulations of the NYSE for companies that qualify as a “controlled company.” No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the Securities and Exchange Commission (“SEC”) or any securities exchange or market on which shares of the common stock of the Company are traded.

Members of the Committee shall be appointed annually by the Board in accordance with the Company’s bylaws. Committee members may be replaced by the Board at any time. The Board shall designate the chairman (“Chairman”) of the Committee.

I. PURPOSE

As part of the governance and oversight process of the Company, the Committee shall support the Board and work with management to ensure that compensation practices properly reflect management and Company philosophy, competitive practice and regulatory requirements. The Committee shall review, provide advice on and, where appropriate, approve compensation objectives, plans and levels.

II. COMMITTEE RESPONSIBILITIES

1. Annually review and approve the Company’s stated compensation strategy, corporate goals and objectives relevant to management compensation (including the Chief Executive Officer (“CEO”)), director compensation and total compensation policy to ensure it supports business objectives, creates stockholder value, is consistent with stockholder interests, attracts and retains key executive talent required, and links compensation with business performance.

2. Evaluate the CEO’s performance in light of the Company’s corporate goals and objectives relevant to CEO compensation and recommend to the Board the CEO’s compensation level based on this evaluation. With respect to the long-term incentive component of the CEO’s compensation, the Committee shall consider the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company’s CEO in past years.

3. In consultation with the CEO, review and approve annual performance goals, year end performance relative to these goals and total compensation for other executive officers and other members of senior management.

4. Review the compensation and benefits of directors and recommend to the Board any changes to such compensation and benefits that the Committee deems appropriate. Additionally, the Committee shall annually review director compensation, taking into account the compensation paid to directors of the Company's peer group.

5. The Committee will review and approve compensation disclosures and details in the Proxy Statement as required by the SEC or other regulators and will be responsible for producing an annual report on executive compensation, including disclosures required under the heading "Compensation Discussion and Analysis," for inclusion in the Company's Proxy Statement.

6. Review, approve and make periodic reports to the Board as to the general compensation and benefits policies and practices of the Company, including incentive compensation plans and equity-based plans, to assure that they remain competitive and within the Board's compensation objectives.

7. Oversee the administration of equity-based plans or incentive compensation plans, which shall include selecting the persons to whom awards will be made and determining the terms and conditions of each award under such plans. With respect to the application of the equity-based plans to non-employee directors, the Board will have sole responsibility and authority for matters relating to the grant and administration of awards rather than the Committee. Subject to applicable law, the Committee also has discretion to delegate all or a portion of its authority under the plans.

8. Periodically review the peer group used for competitive pay/performance benchmarking, analyzing the Company's total compensation versus relevant external benchmarks.

9. Periodically review and assure the Company's change of control, severance, retirement, deferred compensation programs, executive management benefits and perquisites are competitive and appropriate. The Committee shall approve changes in such benefits for the CEO, *provided that*, if the CEO is a member of the Committee, changes in such benefits for the CEO shall be approved by the Board.

10. Review and have sole authority to approve the retention (including the fees and terms of such retention) and/or termination of any compensation consultant to be used to assist in the evaluation of director, CEO or executive management compensation.

11. Review and reassess the adequacy of this Charter annually and recommend and propose changes to the Board for approval. The Committee shall also annually review its own performance.

12. Carry out such other duties and responsibilities as may be assigned to the Committee by the Board or the Chairman of the Board and form and delegate authority to subcommittees and management when appropriate. In particular, the Committee may delegate

the approval of certain transactions to a subcommittee consisting solely of (a) members of the Committee who are “non-employee directors” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, and (b) “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code.

13. In carrying out its responsibilities, the Committee will draw on the expertise of the management and corporate staff and, when appropriate, may hire, at the Company’s expense, outside legal, accounting or other advisors or experts to assist the Committee with its work.

III. MEETINGS

The Committee will meet at least four (4) times per year to carry out its responsibilities. Special meetings may be called by the Chairman. A majority of the members of the Committee shall constitute a quorum. Each meeting will have an “executive session” in which the Committee members meet without management present. Reports of meetings of the Committee shall be made to the Board at or before its next regularly scheduled meeting and shall include a summary of the Committee’s recommendations and actions.

The Chairman shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee’s actions to the Board.