

DELEK US HOLDINGS, INC.

INCENTIVE PLAN COMMITTEE CHARTER

(Adopted May 4, 2010)

The Incentive Plan Committee (the “Committee”) of the Board of Directors (the “Board”) of Delek US Holdings, Inc. (the “Company”) shall consist of at least two (2) directors. Each Committee member shall satisfy the applicable independence requirements of the New York Stock Exchange (“NYSE”), shall be “non-employee directors” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934 and shall be “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code. 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 its Compensation Committee and work with management to ensure that incentive plan compensation practices properly reflect management and Company philosophy, competitive practice and regulatory requirements. The Committee shall review, provide advice on and, where appropriate, approve incentive plan compensation objectives, plans and levels.

II. COMMITTEE RESPONSIBILITIES

1. The Committee shall annually review and approve the Company’s stated incentive plan 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. The Committee shall review, approve and verify the attainment of the performance goals upon which incentive plan compensation may be contingent.

3. In cooperation with the Board’s Compensation Committee, the Committee shall review and approve incentive plan disclosures and details in the Proxy Statement as required by the SEC or other regulators.

4. The Committee shall review, approve and make periodic reports to the Board as to the incentive plan compensation policies and practices of the Company to assure that they remain competitive and within the Board's overall compensation objectives.

5. The Committee shall oversee the administration of incentive compensation plans, which shall include selecting the persons to whom awards will be made, determining the terms and conditions of each award under such plans and approving incentive compensation plan matters for purposes of compliance with Rule 16b-3 and Section 162(m). In making incentive compensation plan awards, the Committee shall consider the Company's performance and relative stockholder return, the value of similar incentive awards at comparable companies and the awards given in past years. Subject to applicable law, the Committee also has discretion to delegate all or a portion of its authority under the plans.

6. The Committee shall review and have sole authority to approve the retention (including the fees and terms of such retention) and/or termination of any incentive plan compensation consultant to be used to assist in the evaluation of director, CEO or executive management compensation.

7. The Committee shall 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.

8. The Committee shall 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.

9. 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 as often as necessary to carry out its responsibilities, but in no event less than once per calendar year. Special meetings may be called by the Chairman. A majority of the members of the Committee (or both members if the Committee is comprised of two members) shall constitute a quorum. 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.