

## COMPENSATION COMMITTEE CHARTER

### DELEK US HOLDINGS, INC.

(Adopted August 2, 2016; as amended through November 6, 2018)

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The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Delek US Holdings, Inc., a Delaware corporation (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 (the “NYSE”) and any other standards prescribed by applicable law. In addition, all members of the Committee shall meet the definition of “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1933, as amended. 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 U.S. Securities and Exchange Commission (the “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 and shall serve until their failure to qualify, resignation, death or retirement, their removal by the Board or until their successors shall be duly appointed and qualified. The Board shall designate one member of the Committee as chairperson (“Chairperson”).

Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

#### **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. The Committee shall annually review and approve the Company’s stated compensation strategy, corporate goals and objectives relevant to management compensation (including the Company’s Chief Executive Officer (the “CEO”), director compensation and total compensation policy to ensure they support business objectives, create stockholder value, are consistent with stockholder interests, attract and retain key executive talent required, and link compensation with business performance.

2. The Committee shall 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 a number of other factors, including, but not limited to, the Company’s performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years.

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

4. The Committee shall 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 other companies in the Company's peer group.

5. The Committee shall review and discuss with management compensation disclosures and details in the Company's proxy statement as required by the SEC or other regulators, including disclosures required under the heading "Compensation Discussion and Analysis" ("CD&A"), recommend that the CD&A be included in the Company's proxy statement if appropriate, and produce the annual Committee report on executive compensation required to be included in the Company's proxy statement.

6. The Committee shall 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 ensure that they remain competitive and within the Board's compensation objectives.

7. The Committee shall oversee the administration of equity-based plans or incentive compensation plans, exercise all of the authority and discretion provided to the Committee under those plans and perform such duties and responsibilities as may be assigned by the Board to the Committee under the terms of such plans. Subject to applicable law, the Committee also has discretion to delegate all or a portion of its authority under the plans in accordance with the terms of such plans.

8. The Committee shall periodically review the peer group used by the Company for competitive pay/performance benchmarking and analyze the Company's total compensation versus relevant external benchmarks.

9. The Committee shall periodically review and ensure the Company's change of control, severance, retirement, and deferred compensation programs, executive management benefits and perquisites are competitive and appropriate. The Committee shall approve changes in such benefits for the CEO.

10. The Committee shall have the sole authority to select, obtain advice from, to oversee, direct, compensate and approve the retention (including the fees and terms of such retention) and/or termination of any compensation consultant, independent legal counsel or other advisers to the Committee to be used to assist in the evaluation of director, CEO or executive management compensation. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such compensation consultant, independent legal counsel or other adviser. The Committee may select a compensation consultant, legal counsel or other adviser (excluding in-house legal counsel) only after taking into consideration all factors relevant to that person's independence from management, including the following factors as well as any other factors that may be required under the rules of the NYSE, and the Securities Exchange Act of 1934 (and the applicable rules thereunder), as they may be amended or promulgated from time to time: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent

conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company. The Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, independent legal counsel or other advisors.

11. The Committee shall oversee the administration and enforcement of the Company's clawback policy. The Committee shall also periodically review the clawback policy and may approve changes or amendments thereto as the Committee deems appropriate.

12. 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.

13. 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 from time to time as deemed appropriate. Each subcommittee shall keep minutes and report them to the Committee. The Committee shall periodically review any such delegations and may revoke any such delegation at any time.

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

### **III. PROCEDURE AND 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. The Committee may invite such members of management to its meetings as it deems appropriate, but 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 Committee may meet in person or by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Any decision or determination of the Committee in writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

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. In the event the Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of the members as the acting chair of such meeting.