



# AUDIT COMMITTEE CHARTER

Delek US Holdings, Inc.

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## AUDIT COMMITTEE CHARTER

### DELEK US HOLDINGS, INC.

(Adopted August 2, 2016; as amended through November 2, 2020)

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#### I. MEMBERSHIP

The Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Delek US Holdings, Inc., a Delaware corporation, (the “*Company*”), shall consist of a minimum of three (3) directors. Members of the Committee shall be appointed by the Board 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. Committee members may be replaced by the Board at any time. The Board shall designate the chairperson (“*Chairperson*”) of the Committee.

All members of the Committee shall meet the requirements of independence, financial literacy and accounting or financial management expertise, and other qualification requirements provided by law and the applicable rules of the New York Stock Exchange (“*NYSE*”) and the U.S. Securities and Exchange Commission (“*SEC*”). The Board shall determine that each member of the Committee has no material relationship with the Company and is otherwise “independent” under the rules of each of the NYSE and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). The Board shall also determine that each member is “financially literate,” and that at least one member of the Committee has “accounting or related financial management expertise,” as such qualifications are interpreted by the Board in its business judgment, and whether any member of the Committee is an “audit committee financial expert,” as defined by the rules of the SEC. The designation of any person as “audit committee financial expert” shall not impose any greater responsibility or liability on that person than the responsibility and liability imposed on such person as a member of the Committee, nor does it decrease the duties and obligations of other Committee members or the Board.

A member of the Committee may not simultaneously serve on the audit committee of more than two (2) other public companies unless (a) such service is approved by the Board upon its determination that such simultaneous service will not impair the ability of such member to effectively serve on the Committee, and (b) such determination of the Board is disclosed in the Company’s annual proxy statement.

#### II. PURPOSE

The purpose of the Committee is to provide assistance to the Board in fulfilling its oversight responsibility and to prepare an audit committee report as required by the SEC to be included in the Company’s annual proxy statement. The Committee will assist Board oversight of: (a) the quality and integrity of the Company’s financial statements; (b) the disclosure and financial reporting process, including the Company’s disclosure controls and procedures; (c) the Company’s internal controls and procedures for financial reporting; (d) the performance of the Company’s internal audit function; and (e) the performance of the independent auditors employed by the Company for the purpose of preparing or issuing an audit report or related work (the “*Independent Auditor*”); (f) the Independent Auditor’s qualifications and independence; and (g) the Company’s compliance with policies under the Company’s “Code of Business Conduct & Ethics” and legal and regulatory requirements.

In discharging its oversight role, the Committee is empowered to (i) investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and (ii) engage

and, on behalf of the Company, compensate, or require the compensation of, independent counsel and other advisers, including accounting advisers, as it determines necessary to carry out its duties. The Company must provide appropriate funding, as determined by the Committee, for the payment of compensation to the Independent Auditor and any advisers employed by the Committee, as well as for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may request any officer or employee of the Company or the Company's outside counsel or Independent Auditor to attend a meeting of, or to meet with any members of, or consult with, the Committee.

### **III. AUTHORITY & RESPONSIBILITIES**

The primary responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. While the Committee has the responsibilities and powers set forth in this Charter and recognizes the importance of its role, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and requirements of law.

The management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements and for the effectiveness of internal control over financial reporting. Management is also responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The Independent Auditor is responsible for planning and carrying out a proper audit of the Company's annual financial statements and of the Company's internal control over financial reporting, reviews of the Company's quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, and other procedures, and for reporting certain matters to the Committee.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company and are not, and do not represent themselves to be, performing the functions of auditors or accountants. As such, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards. Each member of the Committee is entitled to rely on the integrity of people and organizations from whom the Committee receives information and the accuracy of such information, including representations by management and the Independent Auditor regarding audit and non-audit services provided by the Independent Auditor.

The Committee shall make regular reports to the Board and review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, compliance with legal or regulatory requirements, the performance and independence of the Independent Auditor, or the performance of the internal auditors (or other persons carrying on the internal audit function) (the "***Internal Auditors***"). The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval. The Committee shall annually prepare and review with the Board an evaluation of its own performance.

In performing its functions, the Committee shall undertake those tasks and responsibilities that, in its judgment, would contribute most effectively to and implement the purposes of the Committee. In addition to the general tasks and responsibilities noted above, the following are the specific duties of the Committee:

## **A. Financial Statement & Disclosure Matters**

1. Review and discuss with management, and to the extent the Committee deems necessary or appropriate, the Independent Auditor, the Company's disclosure controls and procedures that are designed to ensure that the reports the Company files with the SEC comply with the SEC's rules and forms.

2. Review and discuss with management and the Independent Auditor the Company's annual audited financial statements to be included in the Company's Annual Report on Form 10-K, including the Company's disclosures under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of the Company's Form 10-K, and recommend to the Board whether the audited financial statements should be included in the Form 10-K.

3. Review and discuss with management and the Independent Auditor the Company's quarterly unaudited financial statements to be included in each Quarterly Report on Form 10-Q, including the Company's disclosures under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of the Company's Quarterly Reports on Form 10-Q.

4. Review with management and, if necessary, the Independent Auditor and Company counsel, press releases announcing quarterly and annual financial results and other financial information prior to their release as well as financial information and earnings guidance provided to analysts and ratings agencies. Such discussion may be done generally (consisting of the discussion of the types of information disclosed and the type of presentation made). The Committee need not discuss in advance each earnings release or each instance in which the Company provides earnings guidance.

5. Review and regularly discuss with management and the Independent Auditor: (a) significant financial reporting and accounting issues and judgments made in connection with the preparation of the Company's financial statements, including any analyses of such issues prepared by management and/or the Independent Auditor; (b) all matters required to be communicated to the Committee under applicable accounting and auditing standards; and (c) any difficulties encountered by the Independent Auditor in the course of their audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management (this review should include management's response to any of the above-mentioned issues).

6. Receive and review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer, including during their certification process for the Company's Form 10-K and Form 10-Q, about (a) any significant deficiencies in the design or operation of internal controls or material weakness therein which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information, (b) the existence of any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal controls, and (c) any significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation.

## **B. Oversight of the Company's Relationship with the Independent Auditor**

1. Be directly responsible for, and have sole authority as to, the appointment, retention and termination, compensation (on behalf of the Company) and oversight of the work of the Independent Auditor, including resolution of disagreements between management and the Independent Auditor regarding accounting matters and financial reporting, all for the purpose of such Independent Auditor's preparation and issuance of audit reports, periodic reports, attestations, comfort letters, the performance of review services and other related work as to the Company's financial statements, financial information and

accounting matters. The Independent Auditor shall report directly to the Committee. In addition, the Committee shall be directly responsible for, and have sole authority as to, the appointment, retention and termination, compensation (on behalf of the Company) and oversight of the work of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or to perform audit, review or attestation services, which firm shall also report directly to the Committee.

2. Ensure that the Independent Auditor prepares and delivers at least annually, and review, a formal written statement regarding (a) the Independent Auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the Independent Auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years respecting one or more independent audits carried out by the Independent Auditor, and any steps taken to deal with any such issues, and (c) (to assess the auditors' independence) all relationships between the Independent Auditor and the Company.

3. Pre-approve all audit and non-audit services provided by the Independent Auditor to the Company (including all fees and terms of service but subject to any de minimis exceptions permitted by law for non-audit services, which must, in any event, be approved annually by the Committee prior to completion of the annual audit). The Committee may delegate pre-approval authority to a member or members of the Committee or to a subcommittee of the Committee. The decisions of any Committee member or members or subcommittee to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.

4. Discuss with management the timing and process for, and oversee the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit, the engagement quality review audit partner responsible for reviewing the audit and other audit partners in accordance with the rules of the SEC.

5. Establish and review periodically the Company's policies for hiring of present and former employees of the Independent Auditor who have participated in any capacity in the audit of the Company, in accordance with the rules of the SEC and NYSE.

### **C. Oversight of the Company's Internal Audit Function**

1. Review the internal audit function of the Company and oversee the internal audit department's staffing, budget and responsibilities, and any recommended changes in the planned scope of the internal audit, all of which shall be discussed with the Independent Auditor.

### **D. Compliance Oversight Responsibilities**

1. Review with management whether or not it believes that the Company and its subsidiaries and foreign affiliated entities are in compliance with applicable legal, compliance and regulatory requirements, including the Company's anti-bribery and anti-corruption policies. The Committee will review the steps management has taken to require and monitor such adherence by Company employees and agents.

2. Periodically review the Company's "Code of Business Conduct & Ethics", which includes the Company's anti-bribery and anti-corruption policies and recommend any proposed changes to the Board.

3. Review and investigate any matters pertaining to the integrity of senior management, including conflicts of interest or failure to adhere to standards of conduct as required by Company policy.

4. Establish and review periodically the procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (b) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

5. Approve related party transactions as required by the Company's Related Party Transactions Policy and applicable NYSE rules.

#### **E. Additional Responsibilities**

1. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies and guidelines.

2. Prepare annually the audit committee report required to be included in the Company's proxy statement for its annual stockholders meeting.

3. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

4. Perform any other activities consistent with this Charter and the Company's bylaws as the Committee or the Board deem necessary or appropriate.

#### **IV. MEETINGS**

The Committee shall meet as often as it determines necessary or appropriate, but not less frequently than quarterly. The Committee shall meet with management, the Internal Auditors and the Independent Auditor in separate executive sessions at least quarterly to discuss matters for which the Committee has responsibility. 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 Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chairperson (or acting chair) may direct appropriate members of management and staff to prepare draft agendas and related background information for each Committee meeting. The draft agenda shall be reviewed and approved by the Chairperson (or acting chair) in advance of distribution to the other Committee members. Any background materials, together with the agenda, should be distributed to the Committee members in advance of the meeting. All meetings of the Committee shall be held pursuant to the bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved by the Committee, shall be duly filed in the Company's records. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board approved by the Committee.

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While the Committee members have the authority and responsibilities set forth in this charter, nothing contained in this charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable law.