



HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER

Delek US Holdings, Inc.

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HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER

DELEK US HOLDINGS, INC.

(Adopted on August 2, 2016; as amended through July 25, 2024)

This Human Capital and Compensation Committee Charter (this “*Charter*”) sets forth the purpose and membership requirements of the Human Capital and Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Delek US Holdings, Inc., a Delaware corporation (the “*Company*”), and establishes the authority and responsibilities delegated to it by the Board.

I. PURPOSE

The purpose of the Committee is to 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 assist Board oversight of the following items:

1. Executive and employee compensation objectives, plans and levels
2. Culture and employee engagement
3. Employee diversity and inclusion
4. Leadership and talent engagement
5. Executive succession planning

While the Committee has the authority and responsibilities set forth in this Charter, the Committee’s duties and responsibilities shall remain consistent with the usual and customary duties and responsibilities of members of the Board. Company management shall retain responsibility for assuring compliance with applicable laws and regulations.

II. COMPOSITION

The Committee shall consist of at least three (3) directors. Each Committee member shall satisfy the applicable independence requirements of the New York Stock Exchange (“*NYSE*”) or other applicable exchange and meet any other standards as may be 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 (“*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 Bylaws of the Company (as amended from time to time, the “*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*”) of the Committee. The Board may remove or replace the Chairperson or any other member of the Committee at any time.

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. This Charter has

been approved by the Board and may be amended by the Board from time to time in compliance with applicable laws, rules, and regulations.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

In general, the authority and responsibilities delegated to the Committee by the Board shall include the following:

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**") and the Company's Executive Chairman (if the Board has appointed a person to such position)), 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. The Committee shall review and make recommendations to the Board on succession planning as required by the Corporate Governance Guidelines and assist the Board in evaluating potential successors to the CEO and, to the extent the Committee deems advisable, other executive officers of the Company.
4. 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.
5. The Committee shall review the Company's compensation practices, policies, and programs for executive officers and other employees to ensure that such practices, policies, and programs do not encourage unnecessary or excessive risk taking and annually assess whether any risks arising from such practices, policies, and programs are reasonably likely to have a material adverse effect on the Company.
6. 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.
7. 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.
8. 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.

9. 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.
10. The Committee will review executive officer and director compliance with the Company's Stock Ownership Guidelines.
11. 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.
12. 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.
13. 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.
14. 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.
15. The Committee shall oversee and periodically review the Company's strategies, policies, and practices related to human capital management, including aspects of the Company's Environmental, Social, and Governance ("*ESG*") initiatives related to human capital management.
16. The Committee shall develop remuneration plans to incentivize the attainment of ESG related goals, including the greenhouse gas reduction and employee diversity targets.

17. Annually, the Committee shall review the results of any stockholder advisory votes on the compensation of the Company's named executive officers and consider whether to make any adjustments to the Company's executive compensation policies and practices.

18. For the avoidance of doubt, the Board retains overall responsibility for the oversight of cybersecurity and the Committee's responsibilities extend only so far as cybersecurity is implicated by the Committee's other duties as set forth in this Charter.

19. The Committee shall generally advise the Board (as a whole) on compensation and human capital matters.

20. The Committee shall perform such other activities, consistent with this Charter, the Company's Certificate of Incorporation and Bylaws and applicable law as the Committee deems necessary or appropriate.

21. The Committee shall perform such other functions as may be delegated to it by the Board from time to time.

IV. PROCEDURE AND MEETINGS

The Committee will meet at least three (3) times per year to carry out its responsibilities. Special meetings may be called by the Chairperson or a majority of the members of the Committee. A majority of the members of the Committee shall constitute a quorum. Each meeting may, at the discretion of the Committee, have an "executive session" in which the Committee members meet without management present.

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 be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, and reporting the Committee's actions to the Board. In the absence of the Chairperson, a majority of the members of the Committee may select a member of the Committee to preside over any meeting and/or report the Committee's actions to the Board.

The Committee shall have the authority to form, and delegate authority and responsibilities to, subcommittees when it deems appropriate. Each subcommittee shall keep minutes of meetings and report them to the Committee. The Committee shall periodically review any such delegation and may revoke any such delegation at any time.

V. RESOURCES

The Committee shall have direct access to, and complete and open communications with, senior management and may obtain advice and assistance from internal legal, accounting, and other advisors to assist it. The Committee shall have authority to retain or obtain advice from such consultants, outside counsel and other advisors as the Committee may deem necessary or appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms associated with the retention of any such firm or individual, which fees shall be paid by the Company, and shall provide appropriate funding, as determined by the Committee. In determining whether to retain or terminate a provider of such services, the Committee may, in its discretion, obtain the input of senior management.

In order to manage risk, ensure compliance with Company policies and avoid conflicts of interest, the Committee shall conduct its engagement of third party service providers in accordance with the Company's policies and procedures with respect thereto.

VI. RELIANCE ON OTHERS

Unless a Committee member has knowledge that makes reliance unwarranted, each Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by:

- (a) One or more officers or employees of the Company whom the Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented;
- (b) Consultants, legal counsel, or other persons as to matters which the Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or
- (c) Another committee of the Board of which such Committee member is not a member if the Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

VII. MINUTES; REPORTS TO BOARD OF DIRECTORS

The Committee shall keep correct and complete minutes of its proceedings and a complete and accurate list of the names and places of residence of its members. The Chairperson shall report regularly to the full Board with respect to the Committee's activities.

VIII. EVALUATION OF PERFORMANCE AND CHARTER

At least annually, the Committee shall conduct an evaluation of its performance and report its conclusions regarding this evaluation to the Board. Periodically, the Committee shall conduct an evaluation of this Charter and recommend any proposed changes to the Board.

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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.