



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Delek US Holdings, Inc.

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NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

DELEK US HOLDINGS, INC.

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

This Nominating and Corporate Governance Committee Charter (this “*Charter*”) sets forth the purpose and membership requirements of the Nominating and Corporate Governance 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 (i) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the director nominees for each annual meeting of stockholders; (ii) to assist the Board in the event of any vacancy on the Board by identifying individuals qualified to become Board members and to recommend to the Board qualified individuals to fill any such vacancy; (iii) to recommend to the Board director nominees for each Board committee; (iv) to develop and recommend to the Board a set of effective corporate governance policies and procedures applicable to the Company (“*Governance Guidelines*”) when required; (v) to review the Governance Guidelines on an annual basis and recommend to the Board any changes deemed necessary or desirable; and (vi) to monitor, oversee and review compliance with the Governance Guidelines and all other applicable policies of the Company as the Committee or the Board deem necessary or desirable.

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 two (2) 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. 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 have the responsibility to develop and recommend criteria for the selection of new directors to the Board, including, but not limited to, age, skills, experience, time availability (including the number of other boards he or she sits on in the context of the needs of the Board and the Company) and such other criteria as the Committee shall determine to be relevant at the time. The Committee shall apply such criteria in connection with the identification of individuals to be Board members, as well as apply the standards for independence required by the NYSE listing requirements and applicable law. When vacancies occur or otherwise at the direction of the Board, the Committee shall actively seek individuals whom the Committee determines meet such criteria and standards for recommendation to the Board.
2. The Committee shall annually oversee the performance evaluation of the Board as a whole to determine whether the Board and its committees (including the Committee) are functioning effectively. At the conclusion of this process, the Chairperson of the Committee will report to the Board and may make recommendations regarding changes for consideration by the Board.
3. The Committee shall make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
4. The Committee shall recommend to the Board nominees for directors to be submitted to a stockholder vote at the next annual meeting of stockholders.
5. The Committee shall, consistent with the criteria approved by the Board, review and consider candidates who may be suggested by any director or executive officer of the Company, or by any stockholder if made in accordance with the Company's Bylaws, Certificate of Incorporation, and applicable law.
6. The Committee shall make recommendations to the Board in respect of committee structure and shall recommend to the Board the nominees for appointment to committees of the Board on at least an annual basis.
7. The Committee shall assist the Board in its oversight of the Company's Environmental, Social, and Governance ("**ESG**") initiatives, including, without limitation, evaluating the impact of such initiatives on employees, shareholders, investors, and communities, and the Company's disclosures of ESG matters. The Committee's focus shall include various governance topics such as Board diversity, human rights, and Company policies and code of conduct.
8. The Committee shall oversee the Company's preparation of sustainability and other significant ESG-related reports, with input from other committees of the Board to the extent the content of the report so warrants.
9. The Committee shall review changes in legislation, regulation, and public debate to determine whether the Company should consider additional ESG initiatives.
10. The Committee shall make recommendations to the Board regarding Board meetings, such as with respect to meeting frequency, date, location, agenda items and Board visitation.

11. The Committee shall from time to time review the Company's Bylaws and the charters of the committees of the Board (including its own charter) and, as the Committee deems appropriate, recommend amendments to the Board to reflect the activities of each of the respective committees, changes in applicable law or regulations and other relevant considerations.
12. The Committee shall develop and recommend to the Board the Governance Guidelines applicable to the Company when required, and, not less frequently than annually, review and reassess the adequacy of such Governance Guidelines and recommend to the Board any changes deemed appropriate.
13. The Committee shall be responsible for reviewing the Company's practices and communications related to ESG matters.
14. The Committee shall be responsible for the preparation of the disclosures required by Item 407 of Regulation S-K to be included in the Company's proxy statement relating to the director nominating process and communications between the Company's stockholders and the Board. The Committee also shall be responsible for reviewing periodically the Company's policies and procedures underlying such disclosures and, where the Committee deems it appropriate, recommending to the Board changes to such policies and procedures.
15. The Committee will review and make recommendations to the Board with respect to any proposal properly presented by a stockholder for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the subject matter of the proposal, refer any such proposal to any other committee of the Board for purposes of such review and recommendation.
16. The Committee shall develop and maintain an appropriate orientation program for all new directors. The Committee shall also, with input from management, consider what continuing education programs may be appropriate for members of the Board.
17. Oversee the Company's engagement with stakeholders on sustainability and ESG matters.
18. The Committee shall monitor the Company's charitable contributions and political spending.
19. The Committee shall consider a director's offer to resign if not re-elected at a stockholders' meeting or upon a change in his or her principal position, status, or employment and report its recommendation to the Board.
20. 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.
21. The Committee shall generally advise the Board (as a whole) on corporate governance matters.
22. 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.
23. 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.