

# **ENVIRONMENTAL, HEALTH AND SAFETY COMMITTEE CHARTER**

## **DELEK US HOLDINGS, INC.**

**(Adopted Effective as of August 4, 2014)**

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### **I. PURPOSE AND ROLE**

The Board of Directors (“Board”) of Delek US Holdings, Inc. (the “Company”) has determined that it shall have a standing Environmental, Health and Safety Committee (the “Committee”) which shall assist the Board in fulfilling certain of the Board’s oversight responsibilities by, among other things, overseeing management’s establishment and administration of the Company’s environmental, health and safety (“EHS”) policies, programs, procedures and initiatives. The Committee’s duties and responsibilities will 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 EHS laws and regulations. This charter of the Committee (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.

### **II. COMPOSITION AND APPOINTMENT**

The Committee will be comprised of two or more directors. The Nominating and Corporate Governance Committee (“NCG Committee”) shall recommend nominees for appointment to the Committee and as vacancies or newly created positions occur. Members of the Committee shall be appointed by the Board on an annual basis and serve for a term of one year. The NCG Committee shall recommend and the Board shall designate one member of the Committee as chairperson (“Chairperson”). The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee. The members shall serve until their failure to qualify, resignation, or retirement, their removal by the Board or until their successors shall be duly appointed and qualified. A member of the Committee shall be deemed to have resigned from the Committee at such time that the member shall be no longer be a director of the Company.

### **III. PRINCIPAL RESPONSIBILITIES**

The scope of responsibilities listed below are intended as a guide for fulfilling the Committee’s purpose and role, with the understanding that the Committee’s activities may be further defined by the Board as appropriate given the circumstances:

- (a) Review periodically the overall adequacy of, and provide oversight with respect to, the Company’s EHS policies, programs, procedures, performance and initiatives;
- (b) Review assessments of the effectiveness of management’s EHS policies, programs, procedures and initiatives, including, but not limited to, periodic performance metrics and audits;
- (c) Review periodically with management the status of material EHS activity, including, but not limited to, significant litigation or compliance-related matters, and emerging or proposed laws or regulations that may have a material effect on the Company’s financial or physical exposure;
- (d) Review periodically with management the status and level of the Company’s contingency planning and emergency response activities and preparedness;

- (e) Review and assess periodically the Company's significant EHS liabilities reported in the financial statements;
- (f) Review periodically with management any significant capital expenditures that may have a material EHS impact or risk exposure; and
- (g) Review periodically emerging EHS issues, trends, developments or research and the potential impact on the Company.

#### **IV. PROCEDURE AND MEETINGS**

The Committee will meet as required to fulfill its responsibilities set forth in this Charter. The Chairperson or his or her designee shall set in advance of each meeting an agenda and preside over all meetings of the Committee. The Committee shall meet at least one time each year and at such other times as the Chairperson deems appropriate. A majority of the members of the Committee shall constitute a quorum. The vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. 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 Committee shall establish its own rules of procedure, which shall be consistent with the Company's bylaws and this Charter. The Chairperson or a majority of the members of the Committee may call a special meeting of the Committee. At the discretion of the Committee, other members of the Board and any officer or employee of the Company may be invited to attend and participate in meetings of the Committee. The Committee shall have the authority to form, and delegate authority and responsibilities to, subcommittees when it deems appropriate. 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 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. In determining whether to retain or terminate a provider of such services, the Committee may, in its discretion, obtain the input of senior management.

#### **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 the names and places of residence of its members. The Committee will report regularly to the full Board with respect to its activities.

#### **VIII. ANNUAL EVALUATION OF PERFORMANCE AND CHARTER**

At least annually, the Committee shall conduct an evaluation of its performance and this Charter. The Committee shall report its conclusions regarding this evaluation to the Board. The Committee's report should generally include an assessment of its compliance with this Charter, as well as identification of areas in which the Committee could improve its performance and ways in which the Charter could be improved.