



GOVERNANCE GUIDELINES

Delek US Holdings, Inc.

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DELEK US HOLDINGS, INC.

BOARD OF DIRECTORS GOVERNANCE GUIDELINES

(Last Updated _____, 2024)

The Board of Directors (the “**Board**”) of Delek US Holdings, Inc., a Delaware corporation (the “**Company**”), has adopted the following Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities overseeing the business affairs and management of the Company and its subsidiaries. The principles and policies set forth herein are designed to enhance the Board’s ability to govern effectively and ethically. The Board represents the interests of the Company’s stockholders and will strive to achieve a successful business and a productive, healthy employee environment, while realizing long-term financial results, by responsibly addressing the concerns of stockholders and other interested parties, including employees, customers, suppliers, the communities the Corporation serves, governmental bodies, and the public at large. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Fifth Amended and Restated Bylaws (as may be further amended from time to time, the “**Bylaws**”), Amended and Restated Certificate of Incorporation (the “**Charter**”) and other governance documents. These Guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations.

1. Director Qualifications. The Board seeks members who have appropriate skills, professional experience, a reputation for integrity and other qualities determined in the context of the needs of the Board. The Nominating and Corporate Governance Committee (the “**NCG Committee**”) has been assigned by the Board the responsibility for developing, recommending and reviewing the criteria for the selection of new directors. A copy of the “**Director Selection Criteria**” is attached as Exhibit A.

2. Independent Directors. A majority of the Board shall satisfy the independence requirements set forth in the rules of the New York Stock Exchange (the “**NYSE**”).

3. Director Responsibilities. The basic responsibilities of a director are to exercise his or her business judgment with due care and in an informed manner and with the absence of any undisclosed conflicts of interest, to oversee the Company’s affairs with appropriate attention and to act in what he or she reasonably believes to be in the best interests of the Company and its stockholders. In discharging that obligation, a director is entitled to rely on the honesty and integrity of the Company’s senior executives and the Company’s outside advisers and auditors. Directors are expected to attend Board meetings and meetings of committees on which they serve, whether in person or otherwise, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Directors are encouraged to attend each annual meeting of stockholders. Such attendance allows for direct interaction between stockholders and members of the Board. The Board or applicable committee thereof shall periodically review these Guidelines and the Company’s Code of Business Conduct & Ethics for directors, officers and employees.

4. Size of the Board. The Board will be comprised of not fewer than three nor more than fifteen members, none of whom need be stockholders or residents of the State of Delaware. As provided in the Company’s Bylaws, the precise number of directors will from time to time be fixed and determined by the Board.

5. Selection of New Directors. Directors may be selected by the Board or by stockholders in accordance with the Company's Bylaws. The selection process for new director candidates will be led by the NCG Committee and the Chair of the Board (which, for purposes of these Guidelines, shall be the Executive Chairman when there is one), with input from the Chief Executive Officer ("**CEO**"), the Lead Independent Director (as defined below) and the remaining Board members. A copy of the "**Director Nominating Process**" is attached as Exhibit B.

6. Board Leadership. The Company has no standing policy with respect to the separation of the offices of Chair of the Board and Chief Executive Officer ("**CEO**"). The Board believes that it should be free to make this choice in any way that seems best for the Company at a given point in time. In the event the Chair of the Board also serves as the CEO of the Company or is otherwise not an independent director, the Board considers it to be useful and appropriate to designate an independent director to serve in a lead capacity (the "**Lead Independent Director**") to coordinate the activities of the other independent directors and to perform such other duties and responsibilities as the Board may determine from time to time. The Lead Independent Director shall be appointed annually by a majority of the independent directors on the Board and may be removed or replaced by a majority of the independent directors at any time. The Board periodically reviews the Company's leadership structure to evaluate whether it remains appropriate for the Company.

7. Responsibilities of Lead Independent Director. The Lead Independent Director will chair all meetings of the Board at which the Chair of the Board is not present, including executive sessions of the non-management directors, call additional meetings of the non-management directors as deemed appropriate, and perform such other functions as the Board may direct, including: (i) to serve as principal liaison between the independent directors and the Chair of the Board and senior management of the Company; (ii) to provide consultation and assistance as requested by the independent directors; (iii) to provide input from the Board and make recommendations to the Chair of the Board regarding Board meetings, such as with respect to meeting frequency, date/schedule, location, agenda items and Board visitation; (iv) to consult with the Chair of the Board regarding information submitted by the Company's management that is necessary or appropriate for the Board's deliberations; and (v) facilitate succession planning and performance review for the Chair of the Board. The Lead Independent Director will also make himself or herself available for consultation and direct communication with the Company's major stockholders, as appropriate.

8. Annual Performance Evaluation.

(a) Board Effectiveness Review. In connection with the Board's annual performance evaluation, the Board will receive comments from all directors and assess its performance. The NCG Committee will oversee this evaluation of the Board and determine whether the Board and its committees are functioning effectively. The Chair of the NCG Committee will report to the Board and make any appropriate recommendations regarding changes for consideration by the Board. All directors are free to make suggestions for improving the Board's practices at any time and are encouraged to do so. The purpose of the Board's annual review is to increase the effectiveness of the Board as a whole.

(b) Director Evaluation. In connection with the NCG Committee's recommendation of the director nominees for the Company's annual meeting of stockholders, the NCG Committee will be responsible for reviewing, on an annual basis, the requisite skills

and characteristics of prospective Board members as well as the composition of the Board as a whole. This assessment will include directors' qualification as independent, as well as consideration of diversity, age, skills and experience in the context of the needs of the Board at a given point in time. The NCG Committee should recommend, and the Board should effect, changes in incumbent directors if, in the Board's opinion, such changes are deemed appropriate.

9. Director Tenure. The Board believes that limits on director service related to tenure or age are arbitrary restrictions on Board membership. Instead, the Board believes directors who, over a period of time, develop insight into the Company and its operations provide an increasing contribution to the Company as a whole. The Board's annual performance evaluation described above will be the primary determinant for Board tenure.

10. Meetings of the Board. As provided in the Company's Bylaws, the Board meets regularly on previously determined dates and conducts special meetings from time to time as set forth in the Company's Bylaws.

11. Board Meeting Agendas. The Chair of the Board, in consultation with the Lead Independent Director, establishes the agenda for each Board meeting. Board members are encouraged to propose items for inclusion on the agenda. Additionally, each Board member is free to raise other matters at any meeting that are not on the agenda for that meeting.

12. Board Materials Distributed In Advance. The agenda for each Board meeting is provided to the directors in advance of the meeting together with written materials on certain matters to be presented for consideration. Management should endeavor to provide material that is concise and informative. Directors are expected to review these materials before the meeting.

13. Executive Sessions of Non-Management Directors. Non-management directors will meet periodically in executive session without executive director or management participation. The Lead Independent Director will preside at all executive sessions of non-management directors.

14. Board Access to Senior Management. Board members have complete access to the Company's management, employees and its independent advisers for purposes of discharging their duties and responsibilities as directors. Any such meetings or contacts that a director wishes to initiate shall be arranged through either the CEO or the CEO's designee(s) and, if coordination through the CEO is either imprudent or impractical, include advance notice to the CEO or the CEO's designee of such meetings or contacts (which arrangements and notice may be made in a general and ongoing manner with respect to regular communications between directors and management). Directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent appropriate, copy the CEO on any written communications between a director and any officer or employee of the Company. Any information requested by one Board member pursuant to this provision shall be made available to all Board members upon request.

15. Board Access to Independent Advisers. The Board, its committees and the Lead Independent Director will each have the right at any time, at the expense of the Company, to retain independent outside financial, legal or other advisers. As with all decisions, the Board will use its informed business judgment in retaining and providing oversight of outside advisers.

16. Director Compensation. The Board sets the level of compensation for directors, based on the recommendations of the Human Capital and Compensation Committee. The compensation should support the Company's business objectives, link compensation with performance and align the directors' interests with the interests of stockholders. From time to time, but no less frequently than annually, the Human Capital and Compensation Committee reviews the amount and form of compensation paid to directors, taking into account the compensation paid to directors of other companies in the Company's peer group. The Human Capital and Compensation Committee and the Board will consider that the status of an independent director may be jeopardized if the independent director's compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which such independent director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) the independent director or an organization with which such independent director is affiliated.

17. Directors Who Change Their Current Job Responsibilities. In the event a director changes the nature of the job he or she held when elected to the Board, the director shall promptly notify the NCG Committee and tender his or her resignation. The NCG Committee will determine whether continued Board membership is appropriate under these circumstances and make a recommendation to the Board of whether to accept the resignation.

18. Attendance of Non-Directors at Board Meetings. The Board believes it is important for directors to know the Company's key senior officers. The Board welcomes the regular attendance at Board meetings of non-Board members who are in the most senior management positions in the Company. Any director may extend such invitations.

19. Board Committees. The Board may from time to time establish committees to assist the Board in overseeing the affairs of the Company. The Board will have, at a minimum, the following three standing committees: (i) Audit, (ii) Human Capital and Compensation, and (iii) Nominating and Corporate Governance. Each of the Audit, Compensation, and NCG Committee will have its own charter in compliance with NYSE requirements and applicable law. These charters will set forth the purpose, composition and responsibilities of each committee. Each committee may form subcommittees as circumstances warrant. Each committee shall review its charter periodically. Changes to committee charters shall be approved by a majority of directors voting at any meeting in which a quorum is present.

20. Committee Agendas. The chair of each committee, in consultation with committee members and appropriate members of management, will determine committee agendas. Each committee chair will also determine the length and frequency of committee meetings consistent with any applicable requirements set forth in the committee's charter, applicable NYSE rules and applicable law, and the Company's Bylaws and Charter. Each committee may conduct an executive session at its scheduled committee meetings.

21. Membership of Board Committees. The NCG Committee, in consideration of the preferences and qualifications of the individual directors, will annually make recommendations to the Board regarding the membership of each committee, consistent with the requirements of the committee's charter, applicable NYSE rules and applicable law, and the Company's Bylaws and Charter. In performing this task, the committee may solicit input from the other committees, the CEO, the Chair of the Board and the Lead Independent Director. After reviewing the recommendations, the Board will appoint annually the chair and members of each committee.

22. Rotation of Committee Assignments. The Board believes that committee assignments should be based on each director's knowledge, interests and areas of expertise, and that experience and continuity are more important than arbitrary rotation requirements. Board committee members and chairs should only be rotated if rotation is likely to improve committee performance or facilitate the work of the committee. Rotations will be considered during the annual review of committee memberships, or at other times deemed appropriate by the Board.

23. Oversight of ESG Matters. The Board retains overall responsibility for the oversight of the Company's environmental, social, and governance ("**ESG**") activities, including oversight of climate-related risks and opportunities including broad emissions reduction targets and the Company's sustainability reports. The Board has delegated oversight of certain ESG activities to its standing committees as set forth in their respective charters, and from time to time the Board may refer specific issues to the committees at the Board's discretion.

24. Service on Multiple Boards. To enable the Board to assess a director's effectiveness, any director who serves on two or more other public company boards must advise the Chair of the Board and Lead Independent Director or, if there is no Chair of the Board or Lead Independent Director, the Board, in advance of accepting an invitation to serve as a member of another public company board. It is the responsibility of the Board to decide whether the additional board position impairs the effectiveness of the director and take appropriate action.

25. Service on Multiple Audit Committees. If an Audit Committee member simultaneously serves on the audit committee of more than two public companies, the Board will determine whether such simultaneous service would impair the ability of such member to effectively serve on the Company's Audit Committee and will disclose such determination in the Company's annual proxy statement.

26. New Director Onboarding. Each new non-management director will participate in the Company's new director onboarding program as soon as practicable after the new director is elected to the Board. The program will include providing the new director with access to the corporate governance policies of the Company; presentations by senior management to familiarize new directors with the Company's strategic plans; its significant financial, accounting and risk management issues; its compliance programs; its ethics and corporate governance policies; its principal officers; and its independent auditors. In addition, meetings will be scheduled with the Chair of the Board and each other director to facilitate knowledge sharing and collaboration. The NCG Committee is responsible for the director onboarding process, which is outlined in Exhibit C.

27. Director Continuing Education. The Company will make continuing education opportunities available from time to time for the Board in the areas of ethics, corporate governance, financial reporting, and other areas of interest or concern to the Board. Each Director can also participate in third party seminars and courses consistent with education that enhances their effectiveness as a director.

28. Executive Succession Planning. The Human Capital and Compensation Committee will report regularly to the Board on executive succession planning. At least annually, the Human Capital and Compensation Committee will review succession plans for the CEO and other senior executives. Succession planning will address policies and principles for CEO selection as well as policies regarding succession in the ordinary course of business, such as retirement, and contingency planning in case of an emergency or an unexpected event. The CEO will at all times

make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. At any time that the Company has a Chair of the Board who is not also the CEO, the full Board will be responsible for succession planning for the Chair of the Board and the Lead Independent Director working with the CEO will facilitate the process.

29. CEO Evaluation. As set forth in its charter, the Human Capital and Compensation Committee will conduct an annual review of the CEO's performance and provide a report of such review to the full Board.

30. Board Interaction with Investors, the Press, Etc. The Board believes that management should generally speak for the Company in accordance with the Company's media relations policy. Each Board member will refer inquiries from investors, analysts, the press or customers to the CEO or his or her designee, the Chair of the Board and, if the Chair of the Board is an affiliated director or member of Company management, to the Lead Independent Director. Statements from the Board will be made by the Chair of the Board unless otherwise determined by the Board. If the Chair of the Board is an affiliated director or member of Company management, the Lead Independent Director will generally speak for the Board, although there may be circumstances when the Board designates another director to participate and lead the communication effort. Individual members of the Board will only speak on behalf of the Company with investors, analysts, the press or customers or any other person or group about the Company if authorized by the Board and in accordance with the policies of the Company. Unless expressly authorized to the contrary, Board members should disclose that their individual communications do not represent the actions or opinions of the Board or the Company.

31. Confidentiality. The proper functioning of the Board requires a candid and open exchange of information, ideas and opinions among Board members in an atmosphere of trust, confidence and mutual respect. Board members have an affirmative duty to protect and hold confidential all non-public information obtained in the role of a Board member. Accordingly:

- no Board member shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company; and
- no Board member shall disclose Confidential Information to any person or entity outside the Company (which prohibits a Board member designated by any other person or entity from disclosing Confidential Information to such person or entity), either during or after his or her service as a Board member of the Company, except with express prior authorization of the Company's General Counsel or the Chair of the Board or as may be otherwise required by law (in which event a Board member shall promptly advise the General Counsel and the Chair of the Board of such anticipated disclosure and take all reasonable steps to minimize the disclosure of such Confidential Information). In considering whether to permit a Board member to share Confidential Information, the General Counsel or Chair of the Board may consider, among other things, whether sharing the information would give rise to a conflict and/or potential harm, including whether the information is protected by attorney-client privilege.

For purposes of these Guidelines, “**Confidential Information**” is all non-public information (whether or not material to the Company) entrusted to or obtained by a Board member by reason of his or her position as a director of the Company. In addition to information regarding Board meetings, discussions, deliberations and decisions, Confidential Information includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company, its customers, suppliers or other stakeholders if disclosed, including but not limited to:

- non-public information about the Company’s financial condition, forecasts, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers and acquisitions, stock splits and divestitures;
- non-public information concerning possible transactions with other companies or information about the Company’s customers, suppliers or joint venture partners, which the Company is under an obligation to maintain as confidential; and
- non-public information about discussions, deliberations and decisions relating to business issues between and among employees, officers and directors.

32. Conflicts of Interest. Each member of the Board shall, as soon as reasonably practicable upon such conflict of interest arising, disclose to the Board any business and personal relationships that create a conflict of interest or could create an appearance of a conflict of interest, even if there is no actual conflict.

33. Jones Act Compliance. As the parent company of the owner of vessels engaged in the U.S. coastwise trade, the Company must ensure that it meets certain U.S. citizenship requirements under existing statutes, referred to as the “Jones Act,” with respect to the Board, the Company’s executive management and its stockholders. The Board has delegated oversight of Jones Act citizenship compliance to the Audit Committee and the Director, Ethics & Compliance of the Company pursuant to the Company’s Jones Act Compliance Policy.

EXHIBIT A

DIRECTOR SELECTION CRITERIA

The Board acknowledges that its directors in the aggregate must possess a diverse array of attributes to effectively execute their tactical and strategic responsibilities. It also recognizes that the desired attributes will vary over time based on the Board composition existing at the time and other internal and external factors that exist at any given point in time. As such, a framework of desired director qualifications, skills and qualities has been developed by the NCG Committee to provide direction in executing its duties. The director selection criteria will be reviewed no less than annually to assess if any changes are warranted, and the NCG Committee shall recommend any proposed changes to the Board. At the time of the selection of a new director, additional specific skills may be identified to enhance the Board's ability to support the Company's strategy.

Desired Qualifications, Skills and Qualities

- The highest ethical standards, integrity and accountability
- The maturity and courage to constructively challenge issues
- Broad experience with a high degree of responsibility in business that provides a portfolio of experience and knowledge commensurate with the Company's needs
- Competency in one or more core domains, such as accounting, finance, industry expertise, management and leadership, crisis management, business strategy, IT and cyber-security
- Leadership experience in the organizations with which they have been or are affiliated
- The ability to provide insights, practical wisdom and informed and thoughtful counsel based on their experience, expertise and business judgment on a wide range of issues
- Contribution of diverse experiences and backgrounds to the Board, including gender, ethnic and racial diversity
- A willingness to act on and be accountable for Board decisions
- Sufficient time, energy, interest and willingness to effectively carry out their duties
- A commitment to compliance with legal and regulatory requirements
- The ability to develop a good working relationship with other Board members and senior management based on mutual respect and constructive dialogue
- A willingness to take tough positions while at the same time working as a team player
- Loyalty and commitment to driving the success of the Company and shareholder value
- A knowledge of shareholder perspectives and concerns
- The ability to think long-term and contribute to the Company's long-term strategy

EXHIBIT B

DIRECTOR NOMINATING PROCESS

The Board of Directors (the “*Board*”) shall be responsible for selecting its own members and recommending them for election by the shareholders. The Board delegates to the Nominating and Governance Committee (the “*NCG Committee*”) the responsibility for screening director candidates, with direct input from the Chair of the Board, the Chief Executive Officer and the Lead Independent Director.

ANNUAL DIRECTOR PROXY SELECTION PROCESS:

The NCG Committee shall review all director nominees annually and make recommendations to the Board for the Company’s director nominees for each annual shareholders meeting. The NCG Committee shall consider as a candidate any director of the Company who has indicated to the Committee that he or she is willing to stand for re-election and is otherwise qualified to serve as a director, any person who is recommended by any shareholders of the Company consistent with the Company’s Bylaws, and candidates identified by the Chief Executive Officer, Chair of the Board, or other members of the Board. The NCG Committee recommendations shall be based on an assessment of the Board’s composition including the need for new perspectives, the nominees’ qualifications and the strategic direction of the Company as well as an assessment of each director’s performance. The “Director Selection Criteria” set forth in Exhibit A will be used as a reference. All nominees recommended by the NCG Committee following screening of such nominees shall be presented to the Board for approval and all existing directors, in person if feasible, prior to approval, shall interview any nominees not then serving as directors of the Company. The Board approved nominees shall then be included in the Company’s proxy statement for approval at the annual shareholders’ meeting.

NEW DIRECTOR SELECTION PROCESS

Vacancies on the Board may materialize in between annual shareholder meetings. The Board may fill such vacancies by the affirmative vote of a majority of directors voting at any meeting in which a quorum is present. Any director so appointed shall be considered as a candidate for reelection at the next annual shareholders meeting. The selection process for new director candidates will be led by the Chair of the Board and the NCG Committee, with input from the CEO, the Lead Independent Director and the remaining Board members, with input from professional search firms, industry organizations and other sources as the NCG Committee deems appropriate.

1. The initial screening process for director candidates shall be conducted by the Chair of the NCG Committee, the Chair of the Board, the CEO and the Lead Independent Director, which shall provide feedback regarding director candidates to the NCG Committee.

2. Once the initial screening is completed, interviews will be conducted by the NCG Committee, the Lead Independent Director, the Chair of the Board and the CEO. All feedback from these interviews will be provided to the NCG Committee. The Chair of the Board and the Chair of the NCG Committee will keep the CEO and the Board informed regarding the results of this initial interview process.

3. Following the initial interview process, the NCG Committee will then select one or more final candidates, each of whom the remaining directors, other than the Chair of the Board,

the members of the NCG Committee and the CEO, will collectively interview. After these interviews, these remaining directors will provide feedback to the NCG Committee.

4. The NCG Committee will then submit its recommendation to the Board for review and approval.

Exhibit C
New Director Onboarding Checklist

Director Onboarding		
	<i>Action</i>	<i>Responsible Party</i>
1.	<p>Legal Department: First Month</p> <ul style="list-style-type: none"> a. Welcome Letter from Chair of the Board b. Communications and Regulatory Matters c. Access to Delek Director Resources d. Obtain Signatures to Internal/External Documents 	Delek Legal / Delek IR
2.	<p>Provide ‘New Director Document’ on Diligent: Ongoing</p> <ul style="list-style-type: none"> a. Director’s Handbook b. Bylaws and Charter c. Committee Charters d. Proxy Statement, 10-K, and 10-Q - Di e. Board Member Bios f. Company Policies (DE&I, Clawback, Human Rights, etc.) g. Board minutes [Diligent] h. Code of Business Conduct and Ethics i. Governance Guidelines j. Stock Ownership Guidelines k. Conflicts of Interest Policies and Procedures l. Non-disclosure agreement 	Delek Legal
3.	<p>New Director Orientation: First 3 months</p> <ul style="list-style-type: none"> a. CEO / Board Chair Meeting – Provide Company Overview b. Executive Management Meetings [Including General Counsel to review Board Governance] c. Lead Independent Director Meeting d. Board Committee Liaison Meetings <ul style="list-style-type: none"> i. EHS Committee Liaison ii. Audit Committee Liaison iii. Human Capital and Compensation Committee Liaison [covered in Exec. Meeting] iv. NCG Committee Liaison [covered in Exec. meeting] v. Technology Committee Liaison [covered in Exec. Meeting] e. One on One meetings with each Board member f. Corporate Office visit 	NCG Chair / Delek Legal
4.	<p>First 6 – 12 months</p> <ul style="list-style-type: none"> a. Follow up check in with CEO and Board Chair b. Follow up meeting with General Counsel for Board Governance c. Site Visits (as desired) <ul style="list-style-type: none"> i. Refinery ii. Logistics Facilities d. New Director Feedback on Process with Chair of NCG Committee 	NCG Chair / Delek Legal