



CONFLICTS COMMITTEE CHARTER

Delek Logistics Partners GP, LLC

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**CHARTER OF THE
CONFLICTS COMMITTEE OF THE BOARD OF DIRECTORS
OF
DELEK LOGISTICS GP, LLC**

I. Purpose

The Board of Directors (the “Board”) of Delek Logistics GP, LLC (the “Company”), the general partner of Delek Logistics Partners, LP (the “Partnership”), has established the Conflicts Committee of the Board (the “Committee”) as a standing committee. The purpose of this Charter of the Committee (the “Charter”) is to document the scope of the authority and responsibility of the Committee.

The purpose of the Committee is:

- to carry out the duties set forth in Section 7.9 of the Second Amended and Restated Agreement of Limited Partnership of the Partnership, as may be amended from time to time (the “Partnership Agreement”), related to potential conflicts of interest;
- to carry out the duties set forth in the Company’s Related Party Transactions Policy (the “Policy”) with respect to Related Party Transactions, as defined therein;
- upon request of or delegation by the Board, to investigate, evaluate, review, resolve and act upon any potential conflicts of interest between the Company, the Partnership and their subsidiaries, on the one hand, and the Company’s parent entities and affiliates, on the other hand, and report the resolution of such conflicts of interest to the Board; and
- to advise the Board on actions to be taken by the Company or the partnership or matters related to the Company or the Partnership upon request of the Board to ensure that these actions are fair and reasonable in terms of the legitimate interests of the Partnership.

Because the Company is a wholly-owned indirect subsidiary of Delek US Holdings, Inc. (“DK”), the directors and officers of the Company have fiduciary duties to manage the Company in a manner beneficial to DK. At the same time, the Company has a fiduciary duty to manage the Partnership in a manner beneficial to the Partnership, subject to the limitations in the Partnership Agreement. Pursuant to the Partnership Agreement, the Company is responsible for identifying conflicts of interest and may choose to resolve the conflict of interest by any one of the methods described in the Partnership Agreement, including seeking the approval of the Committee; however, the Company is not required to seek approval from the Committee of a resolution of a conflict of interest. Therefore, this Charter is not intended to bind the Board in any particular circumstance or to affect the Board’s obligations or authority under the Partnership Agreement, the New York Stock Exchange rules or any other applicable laws and regulations.

II. Certain Definitions

Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Partnership Agreement.

III. Committee Membership

The Committee shall be composed entirely of two or more directors, each of whom (a) is not an officer or employee of the Company, (b) is not an officer, director or employee of any Affiliate of the Company (other than Group Members), (c) is not a holder of any ownership interest in the Company or its Affiliates or the Partnership Group other than (i) Common Units and (ii) awards that are granted to such director in his capacity as a director under any long-term incentive plan, equity compensation plan or similar plan implemented by the Company or the Partnership and (d) is determined by the Board to be independent under the independence standards for directors who serve on an audit committee of a board of directors established by the Exchange Act and the rules and regulations of the Commission thereunder and by the National Securities Exchange on which the Common Units are listed or admitted to trading (or if no such National Securities Exchange, the New York Stock Exchange).

Unless the Board designates a chairperson of the Committee, the members of the Committee may designate a chairperson by majority vote of the full Committee membership. He or she shall be responsible for leadership of the Committee, including presiding over the meetings and reporting to the Board. The Board may remove or replace the chairperson or any other member of the Committee at any time.

IV. Meetings and Procedures

1. *Meetings.* As required to perform its purposes and functions hereunder or if the Board otherwise requests that the Committee act in connection with its purposes set forth in Article I above, the Committee shall meet at the call of the chairperson, two or more members of the Committee, or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants or advisors, and such other persons as the Committee or its chairperson may determine. The Committee may meet in person, by telephone conference call or other communications equipment by means of which all persons participating in the meeting can hear each other, or in any other manner in which the Board is permitted to meet under law or the Company's limited liability company agreement.

2. *Quorum and Approval.* A majority of the members of the Committee, present in person or by telephone conference or other communications equipment, shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by written consent in lieu of a meeting as permitted by the limited liability company agreement of the Company.

3. *Rules.* Except as expressly provided in this Charter, the limited liability company agreement of the Company or the Partnership Agreement, the Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation of a chairperson pro tempore in the absence of the chairperson and designation of a secretary of the Committee or any meeting thereof.

4. *Minutes.* The Committee will maintain written minutes of its meetings that will be filed with the minutes of the meetings of the Board.

5. *Reports.* The Committee shall make regular reports to the Board, directly or through the chairperson.

6. *Review of Charter.* Each year the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.

7. *Performance Review.* Each year the Committee shall review and evaluate its own performance and shall review such evaluation with the Board.

8. *Fees.* Each member of the Committee shall be paid the fee set by the Board for his or her services as a member of the Committee.

V. Authority and Responsibilities

The Committee may form, and delegate some or all of its authority to, subcommittees when it deems appropriate.

The Committee shall have the authority to enter into contracts providing for the retention, compensation, reimbursement of expenses and indemnification of professional advisors including, without limitation, special legal counsel, accounting experts, investment bankers or other consultants and agents to advise the Committee, which may be the same as or different from the primary legal counsel, accounting experts and other consultants of the Company, the Partnership or any of their Affiliates, as the Committee deems necessary or advisable in its sole discretion in connection with the exercise of its powers and responsibilities as set forth in this Charter. The Partnership shall provide for appropriate funding, as determined by the Committee, for payment of compensation, reimbursement of expenses and payment of indemnification to any such advisors.

The Committee may require any officer or employee of the Company or any of its subsidiaries, and the outside legal counsel and external auditors for the Company and/or the Partnership, to attend a meeting of the Committee or to meet with any member of, or consultant to, the Committee in connection with the solicitation of their views with respect to any information applicable to the Committee's duties or authority.

The Committee shall act in accordance with the applicable standards of conduct set forth in the Partnership Agreement. In connection with its activities, the Committee is authorized to consider, among other things: (a) the relative interests of any party to such conflict, agreement, transaction or situation and the benefits and burdens relating to such interest; (b) any customary or accepted industry practices and any customary or historical dealings with a particular Person; (c) any applicable generally accepted accounting principles or practices; and (d) such additional factors as the Committee determines in its sole discretion to be relevant, reasonable or appropriate under the circumstances. With respect to any contribution of assets to the Partnership in exchange for equity interests in the Partnership ("Partnership Securities"), the Committee, in determining whether the appropriate number of Partnership Securities are being issued, may take into account, among other things, the fair market value of the assets, the liquidated and contingent liabilities

assumed, the tax basis in the assets (if known), the extent to which tax-only allocations to the transferor will protect the existing partners of the Partnership against a low tax basis, and such other factors as the Committee deems relevant under the circumstances. The Committee shall have full authority to review any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and its Affiliates.

The Committee may establish guidelines and procedures by which conflict matters within criteria or parameters identified or established by the Committee are referred for review, analysis, negotiation and/or decision to an officer or officers of the Company (who may also be an officer or officers of DK and/or any of its subsidiaries). The Committee, on a periodic basis established by the Committee, shall review determinations made by the officer or officers of the Company with respect to matters referred as contemplated hereby.

The Committee shall have and may exercise all the powers of the Board, except as may be prohibited by law, with respect to all matters encompassed by this Charter and within its scope of authority.