



# GOVERNANCE & COMPENSATION COMMITTEE CHARTER

Delek Logistics GP, LLC

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## GOVERNANCE & COMPENSATION

### COMMITTEE CHARTER

#### DELEK LOGISTICS GP, LLC

(Adopted on July 21, 2021; amended April [ ], 2024)

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The Governance & Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Delek Logistics GP, LLC (the “*General Partner*”), the general partner of Delek Logistics Partners, LP (the “*Partnership*”), shall consist of at least two (2) directors. 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 limited partner units of the Partnership are traded.

Members of the Committee shall be appointed by the Board in accordance with the governance documents of the Partnership (as amended from time to time, the “*Governance Documents*”) 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 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.

#### **I. PURPOSE**

The purpose of the Committee is (i) to recommend to the Board director nominees for each Board committee; (ii) to periodically review the corporate governance policies and procedures applicable to the Partnership (the “*Governance Guidelines*”) and recommend to the Board any changes deemed necessary or desirable; (iii) to monitor, oversee and review compliance with the Governance Guidelines and all other applicable policies of the Partnership as the Committee or the Board deem necessary or desirable; (iv) to support the Board and work with management to ensure that compensation practices properly reflect management and Partnership philosophy, competitive practice and regulatory requirements; and (v) to review, provide advice on and, where appropriate, approve the following items:

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

## II. 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 oversee periodic performance evaluations 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.
2. The Committee shall make recommendations to the Board regarding changes to the size and composition of the committees of the Board.
3. The Committee shall make recommendations to the Board regarding the appointment of officers of the Partnership, including titles and responsibilities.
4. The Committee shall make recommendations to the Board with respect to the structure of Board committees and the nominees for appointment to committees of the Board.
5. The Committee shall make recommendations to the Board regarding the frequency, date, and location of Board meetings, and the agenda items to be included.
6. The Committee shall from time to time review the Governance Documents 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.
7. The Committee shall periodically review and assess the adequacy of the Governance Guidelines of the Partnership and recommend to the Board any changes deemed appropriate.
8. The Committee shall assist the Board in its oversight of the Partnership's business practices, policies and communications related to environmental, sustainability, corporate social responsibility, and corporate governance ("**ESG**") initiatives, including, without limitation, evaluating the impact of such initiatives on employees, limited partners, investors and communities and the Partnership's disclosures of ESG matters. The Committee's focus shall include various governance topics such as diversity, human rights, Partnership policies and code of conduct.
9. The Committee shall oversee the Partnership's engagement with stakeholders on sustainability and ESG matters.
10. The Committee shall review changes in legislation, regulations, and public debate to determine whether the Partnership should consider additional corporate social responsibility actions.
11. The Committee shall monitor the Partnership's charitable contributions and political spending.
12. The Committee shall oversee and periodically review the Partnership's strategies, policies, and practices related to human capital management, including aspects of the Partnership's ESG initiatives related to human capital management.

13. The Committee shall develop remuneration plans to incentivize the attainment of ESG related goals, including the greenhouse gas reduction and employee diversity targets.

14. The Committee shall generally advise the Board (as a whole) on corporate governance matters and compensation.

15. 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.

16. The Committee shall periodically review the compensation strategy, corporate goals and objectives relevant to management compensation to ensure they support business objectives, attract and retain key executive talent required, and link compensation with business performance and make recommendations to the Compensation Committee of the Board of Directors of Delek US Holdings, Inc. regarding the compensation and evaluation of the Senior Vice President of Delek Logistics and any executives that report to him or her.

17. The Committee shall review and make recommendations to the Board on succession planning and assist the Board in evaluating potential successors to executive officers of the Partnership as the Committee deems advisable.

18. The Committee shall review the Partnership'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 Partnership.

19. The Committee shall periodically review director compensation, taking into account the compensation paid to directors of other companies and limited partnerships in the Partnership's peer group.

20. The Committee shall make regular reports to the Board.

21. The Committee shall administer the grant of awards under the Delek Logistics GP, LLC Amended and Restated 2012 Long-Term Incentive Plan to the extent such authority is delegated to the Committee by the Board.

22. The Committee may form and delegate authority to subcommittees or members as it deems appropriate. Each subcommittee shall keep minutes of meetings and report them to the Committee. The Committee shall periodically review any such delegations and may revoke any such delegation at any time.

23. The Committee shall perform such other activities, consistent with this Charter, the Governance Documents, and applicable law as the Committee deems necessary or appropriate.

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

### **III. PROCEDURE AND MEETINGS**

The Committee will meet as necessary to carry out its responsibilities. Meetings may be called

by the Chairperson. 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. Reports of meetings of the Committee shall be made to the Board at or before its next regularly scheduled meeting and shall include a summary of the Committee’s recommendations and actions.

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, making Committee assignments and reporting the Committee’s actions 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.