



DHT HOLDINGS, INC.
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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April 29, 2015

Dear Shareholder:

On behalf of the Board of Directors, it is my pleasure to extend to you an invitation to attend the 2015 Annual Meeting of Shareholders of DHT Holdings, Inc. ("*DHT*"). The annual meeting will be held at:

Place: DHT Holdings, Inc.
Richmond House
12 Par-La-Ville Road
Hamilton HM 08
Bermuda
Date: Friday, May 29, 2015
Time: 1:00 p.m. (local time)

The enclosed Notice of Annual Meeting and Proxy Statement describes the business to be transacted at the annual meeting and provides other information concerning DHT. The principal business to be transacted at the annual meeting will be (1) the election of Erik A. Lind to DHT's Board of Directors for a term of three years, (2) the amendment of DHT's Amended and Restated Articles of Incorporation to increase the total number of authorized shares of Common Stock to 220,000,000 shares and the total number of authorized shares of Capital Stock to 221,000,000 shares, and (3) the ratification of the selection of Deloitte AS as DHT's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2015.

The Board of Directors recommends that shareholders vote for the election of the nominated director, the increase in the number of authorized shares of DHT common and capital stock and the ratification of Deloitte AS as DHT's Independent Registered Public Accounting Firm.

We know that many of our shareholders will be unable to attend the annual meeting. Proxies are solicited so that each shareholder has an opportunity to vote on all items of business to be transacted at the annual meeting. Whether or not you plan to attend the annual meeting, we hope that you will have your shares represented by completing, signing, dating and returning your proxy card in the enclosed envelope as soon as possible. You may, of course, attend the annual meeting and vote in person even if you have previously returned your proxy card.

Sincerely,

A handwritten signature in black ink, appearing to read "Erik A. Lind", written in a cursive style.

Erik A. Lind
Chairman

**2015 ANNUAL MEETING OF SHAREHOLDERS
NOTICE OF ANNUAL MEETING AND PROXY STATEMENT
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DHT HOLDINGS, INC.
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

- Time and Date** Friday May 29, 2015, 1:00 p.m. (local time)
- Place** DHT Holdings, Inc. (“DHT”)
Richmond House
12 Par-La-Ville Road, Hamilton HM 08
Bermuda
- Items of Business** (1) To elect Erik A. Lind to DHT’s Board of Directors for a term of three years.
(2) To amend DHT’s Amended and Restated Articles of Incorporation to increase the total number of authorized shares of Common Stock to 220,000,000 shares and the total number of authorized shares of Capital Stock to 221,000,000 shares.
(3) To ratify the selection of Deloitte AS as DHT’s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2015.
(4) To transact such other business as may properly come before the annual meeting or any adjournment or postponement of the meeting.
- Adjournments and Postponements** Any action on the items of business described above may be considered at the annual meeting at the time and on the date specified above or at any time and date to which the annual meeting may be properly adjourned or postponed.
- Record Date** The record date for the annual meeting is April 23, 2015. Only shareholders of record at the close of business on that date will be entitled to notice of, and to vote at, the annual meeting or any adjournment or postponement of the meeting.
- Voting** **Your vote is very important. Whether or not you plan to attend the annual meeting, we encourage you to read this proxy statement and to submit your proxy or voting instructions as soon as possible. You may submit your proxy for the annual meeting by completing, signing, dating and returning your proxy card in the enclosed envelope. For specific instructions on how to vote your shares, please refer to the section entitled “Questions and Answers about the Proxy Materials and the Annual Meeting” beginning on page 2 of this proxy statement and to the instructions on the proxy or voting instruction card.**

By Order of the Board of Directors

Dawna Ferguson
Authorized signatory
Codan Services Limited
Secretary

April 29, 2015

*This notice of annual meeting and proxy statement and form of proxy are being distributed on or about
May 6, 2015.*

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

Q: ***Why am I receiving these materials?***

A: The Board of Directors (the “*Board*”) of DHT Holdings, Inc., a corporation organized under the laws of the Republic of the Marshall Islands, is providing these proxy materials to you in connection with DHT’s annual meeting of shareholders (the “*annual meeting*”), which will take place on May 29, 2015. As a shareholder, you are invited to attend the annual meeting and are entitled and requested to vote on the items of business described in this proxy statement.

Q: ***What information is contained in this proxy statement?***

A: The information included in this proxy statement relates to the proposals to be voted on at the annual meeting, the voting process, the compensation of DHT’s directors and executive officers and certain other information about DHT.

Q: ***How may I obtain DHT’s 2014 Annual Report?***

A: Shareholders may obtain a free copy of our 2014 Annual Report filed on Form 20-F from:

**DHT Holdings, Inc.
Clarendon House
2 Church Street
Hamilton HM 11, Bermuda
Attention: Secretary**

Shareholders may also obtain a copy of our 2014 Annual Report filed on Form 20-F from our website at www.dhtankers.com and through the Securities and Exchange Commission’s (the “*SEC*”) EDGAR database on the SEC’s website at www.sec.gov.

Q: ***What items of business will be voted on at the annual meeting?***

A: The items of business scheduled to be voted on at the annual meeting are:

- The election of Erik A. Lind to the Board for a term of three years;
- The amendment of DHT’s Amended and Restated Articles of Incorporation to increase the total number of authorized shares of Common Stock to 220,000,000 shares and the total number of authorized shares of Capital Stock to 221,000,000 shares; and
- The ratification of our Independent Registered Public Accounting Firm for the 2015 fiscal year.

We also will consider any other business that properly comes before the annual meeting.

Q: ***How does the Board recommend that I vote?***

A: The Board recommends that you vote your shares “FOR” the election of Erik A. Lind to the Board; “FOR” the proposed amendment of the Restated Articles of Incorporation to increase the number of authorized shares of DHT common and capital stock; and “FOR” the ratification of the Independent Registered Public Accounting Firm for the 2015 fiscal year.

Q: ***What shares can I vote?***

A: Each share of Common Stock issued and outstanding as of the close of business on April 23, 2015, the *record date* for the annual meeting, is entitled to be voted on all items being voted upon at the annual

meeting. The *record date* for the annual meeting is the date used to determine both the number of shares of Common Stock that are entitled to be voted at the annual meeting and the identity of the *shareholders of record* and *beneficial owners* of those shares of Common Stock who are entitled to vote those shares at the annual meeting. On the *record date* for the annual meeting, we had 92,850,581 shares of Common Stock, par value of \$0.01 per share issued and outstanding. Each share of Common Stock outstanding as of the close of business on the *record date* is entitled to one vote.

You may vote all shares owned by you as of the *record date* for the annual meeting, including (1) shares held directly in your name as the *shareholder of record* and (2) shares held for you as the *beneficial owner* through a broker, trustee or other nominee, such as a bank.

Q: *What is the difference between holding shares as a shareholder of record and as a beneficial owner?*

A: Most DHT shareholders hold their shares through a broker or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Shareholder of Record

If your shares are registered directly in your name with DHT's transfer agent, American Stock Transfer & Trust Company, LLC, you are considered, with respect to those shares, the *shareholder of record*, and these proxy materials are being sent directly to you by DHT. As the *shareholder of record*, you have the right to grant your voting proxy directly to DHT or to vote in person at the meeting. DHT has enclosed or sent a proxy card for you to use.

Beneficial Owner

If your shares are held in a brokerage account or by another nominee, you are considered the *beneficial owner* of shares held in *street name*, and these proxy materials are being forwarded to you together with a voting instruction card. As the beneficial owner, you have the right to direct your broker, trustee or nominee how to vote your shares and you are also invited to attend the annual meeting.

Since a beneficial owner is not the *shareholder of record*, you may not vote these shares in person at the meeting unless you obtain a "legal proxy" from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the meeting. Enclosed with this proxy statement from your broker, trustee or nominee are voting instructions for you to use in directing the broker, trustee or nominee how to vote your shares.

Q: *How can I attend the annual meeting?*

A: You are entitled to attend the annual meeting only if you were a DHT shareholder as of the close of business on April 23, 2015 or if you hold a valid proxy for the annual meeting. You should be prepared to present photo identification for admittance. In addition, if you are a shareholder of record, your name will be verified against the list of shareholders of record on the record date prior to your being admitted to the annual meeting. If you are not a shareholder of record but hold shares through a broker or nominee (*i.e.*, in street name), you should provide proof of beneficial ownership on the record date, such as your most recent account statement prior to the record date, a copy of the voting instruction card provided by your broker, trustee or nominee, or other similar evidence of ownership. If you do not provide photo identification or comply with the procedures outlined above upon request, you will not be admitted to the annual meeting. The meeting is scheduled to begin promptly at 1:00 p.m., local time, on May 29, 2015.

Q: ***How can I vote my shares in person at the annual meeting?***

A: Shares held in your name as the shareholder of record may be voted in person at the annual meeting. Shares held beneficially in street name may be voted in person only if you obtain a legal proxy from the broker, trustee or nominee that holds your shares giving you the right to vote the shares. **Even if you plan to attend the annual meeting, we recommend that you also submit your proxy or voting instructions as described below so that your vote will be counted if you later decide not to attend the meeting.**

Q: ***How can I vote my shares without attending the annual meeting?***

A: Whether you hold shares directly as the shareholder of record or beneficially in street name, you may direct how your shares are voted without attending the meeting. If you are a shareholder of record, you may vote by submitting a proxy. If you hold shares beneficially in street name, you may vote by submitting voting instructions to your broker, trustee or nominee.

Shareholders of record of Common Stock may submit proxies by completing, signing and dating their proxy cards and mailing them in the enclosed envelopes. DHT shareholders who hold shares beneficially in street name may vote by completing, signing and dating the voting instruction cards provided and mailing them in the enclosed envelopes, or otherwise as directed in the voting instruction card provided by your broker, trustee or nominee.

Q: ***Can I change my vote?***

A: You may change your vote at any time prior to the vote at the annual meeting. If you are the shareholder of record, you may change your vote by granting a new proxy bearing a later date (which automatically revokes the earlier proxy), by providing a written notice of revocation to the *Secretary of the Corporation* by mail received prior to your shares being voted, or by attending the annual meeting and voting in person. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request. For shares you hold beneficially in street name, you may change your vote by submitting new voting instructions to your broker, trustee or nominee, or, if you have obtained a legal proxy from your broker or nominee giving you the right to vote your shares, by attending the meeting and voting in person.

Q: ***Is my vote confidential?***

A: Proxy instructions, ballots and voting tabulations that identify individual shareholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within DHT or to third parties, except (1) as necessary to meet applicable legal requirements, (2) to allow for the tabulation of votes and certification of the vote and (3) to facilitate a successful proxy solicitation. If shareholders provide written comments on their proxy card directed to the Board or management, these will be forwarded to the Board or management, respectively.

Q: ***How many shares must be present or represented to conduct business at the annual meeting?***

A: The quorum requirement for holding the annual meeting and transacting business is that holders of a majority of the voting power represented by shares of Common Stock issued and outstanding and entitled to vote must be present in person or represented by proxy.

Q: ***How are votes counted?***

A: In the election of directors, you may vote "FOR" the nominee or your vote may be "WITHHELD" with respect to the nominee. For the other items of business, you may vote "FOR," "AGAINST" or "ABSTAIN." If you "ABSTAIN," the abstention has the same effect as a vote "AGAINST."

If you provide specific instructions for a given item, your shares will be voted as you instruct on such item. If you sign your proxy card or voting instruction card without giving specific instructions, your shares will be voted in accordance with the recommendations of the Board (*i.e.*, “FOR” the election of Erik A. Lind to the Board; “FOR” the proposed amendment of the Restated Articles of Incorporation to increase the number of authorized shares of DHT common and capital stock; “FOR” ratification of the Independent Registered Public Accounting Firm; and in the discretion of the proxy holders on any other matters that properly come before the annual meeting).

If you hold shares beneficially in street name and do not provide your broker with voting instructions, your shares may constitute “broker non-votes.” Generally, broker non-votes occur on a matter when a broker is not permitted to vote on that matter without instructions from the beneficial owner and instructions are not given. In tabulating the voting results for any particular proposal, shares that constitute broker non-votes are not considered entitled to vote on that proposal. Thus, broker non-votes will not affect the outcome of any matter being voted on at the meeting, assuming that a quorum is obtained.

Q: ***What is the voting requirement to approve each of the proposals?***

A: In the election of directors (Proposal No. 1), the person receiving the highest number of “FOR” votes at the annual meeting will be elected. Proposal No. 2 requires the affirmative “FOR” vote of the holders of a majority of all outstanding shares of Common Stock entitled to vote on that proposal at the annual meeting. Proposal No. 3 requires the affirmative “FOR” vote of the holders of a majority of the voting power represented by the shares of Common Stock present in person or represented by proxy and entitled to vote on that proposal at the annual meeting.

Q: ***Is cumulative voting permitted for the election of directors?***

A: No. DHT does not allow you to cumulate your vote in the election of directors. For all matters proposed for shareholder action at the annual meeting, each share of Common Stock outstanding as of the close of business on the record date is entitled to one vote.

Q: ***What happens if additional matters are presented at the annual meeting?***

A: Other than the three items of business described in this proxy statement, we are not aware of any other business to be acted upon at the annual meeting. If you grant a proxy, the persons named as proxyholders, Erik A. Lind, Svein Moxnes Harfjeld, Trygve P. Munthe, Eirik Ubøe and Dawna Ferguson, will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting. If for any unforeseen reason the nominee is not available as a candidate for director, the persons named as proxyholders will vote your proxy for such candidate as may be nominated by the Board.

Q: ***What should I do if I receive more than one set of voting materials?***

A: You may receive more than one set of voting materials, including multiple copies of this proxy statement and multiple proxy or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you may receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a shareholder of record and your shares are registered in more than one name, you will receive more than one proxy card. **Please complete, sign, date and return each proxy card and voting instruction card that you receive.**

Q: ***How may I obtain a separate set of voting materials?***

A: If you share an address with another shareholder, you may receive only one set of proxy materials unless you have provided contrary instructions. If you wish to receive a separate set of proxy materials now or in the future, you may contact us to request a separate copy of these materials at:

**DHT Holdings, Inc.
Clarendon House, 2 Church Street
Hamilton HM11
Bermuda
Facsimile: +1 (441) 298-7800
Email: info@dhtankers.com**

Similarly, if you share an address with another shareholder and have received multiple copies of our proxy materials, you may contact us as indicated above to request delivery of a single copy of these materials.

Q: ***Who will bear the cost of soliciting votes for the annual meeting?***

A: DHT is making this solicitation and will pay the entire cost of preparing, assembling, printing, mailing and distributing these proxy materials and soliciting votes. In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone or by electronic communication by our directors, officers and employees, who will not receive any additional compensation for such solicitation activities.

Q: ***Where can I find the voting results of the annual meeting?***

A: We intend to announce the preliminary voting results at the annual meeting and to publish the final results in a report on Form 6-K following the annual meeting.

Q: ***What is the deadline to propose actions for consideration at next year's annual meeting of shareholders or to nominate individuals to serve as directors?***

A: You may submit proposals, including director nominations, for consideration at future shareholder meetings as indicated below.

Shareholder Proposals

For a shareholder proposal to be considered for inclusion in DHT's proxy statement for the annual meeting next year, the written proposal must be received by DHT's Corporate Secretary at the address set forth below no later than February 29, 2016 and no earlier than January 30, 2016. If the date of next year's annual meeting is moved more than 30 days before or after the anniversary date of this year's annual meeting, notice by the shareholder must be given not later than 10 days following the earlier of the date on which notice of the annual general meeting was mailed to shareholders or the date on which public disclosure of the date of the annual meeting was made. Proposals should be sent by mail or facsimile addressed to:

**DHT Holdings, Inc.
Secretary of the Corporation
Clarendon House, 2 Church Street
Hamilton HM11
Bermuda
Facsimile: +1 (441) 298-7800**

Nomination of Director Candidates

You may propose director candidates for consideration by the Board's Nominating and Corporate Governance Committee provided you are a shareholder of record on the date of the giving of the notice and on the record date for the determination of shareholders entitled to vote at such meeting and provided you submit a written proposal to the Secretary of the Corporation no later than February 29, 2016 and no earlier than January 30, 2016 that sets forth the information required by our Amended and Restated Bylaws (the "*Bylaws*") and otherwise complies with the notice procedures set forth in our Bylaws.

Any such proposal should be directed to DHT's Corporate Secretary at the address set forth above and should, among other things, include the nominee's name, age, business address and residence address, the principal occupation or employment of the nominee and, if a nominee is a shareholder, the class or series and number of shares of Capital Stock which are owned beneficially or of record by the nominee.

Copy of Bylaws Provisions

You may contact DHT's Corporate Secretary at the address set forth above for a copy of the relevant Bylaws provisions regarding the requirements for making shareholder proposals and nominating director candidates.

Q: *How may I communicate with the Board?*

A: You may submit any communication intended for the Board by directing the communication by mail or fax addressed as follows:

**Nominating and Corporate Governance Committee
Clarendon House, 2 Church Street
Hamilton HM11
Bermuda
Attention: Erik A. Lind, Chairman
Facsimile: +1 (441) 298-7800**

CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS

DHT is committed to sound corporate governance principles. These principles are essential to maintaining DHT's integrity in the marketplace. DHT's Corporate Governance Guidelines and Code of Business Conduct and Ethics are available under "Governance" in the "About DHT" section of DHT's website at www.dhtankers.com.

Director Independence

The Board has determined that each of our directors and that each member of each of the Board's committees has no material relationship with DHT and is *independent* within the meaning of DHT's director independence standards, which reflect The New York Stock Exchange (the "NYSE") director independence standards, as currently in effect and as they may be changed from time to time.

In addition, the Board has determined that each member of the Audit Committee also satisfies DHT's Audit Committee member independence standards, which reflect applicable NYSE and SEC audit committee member independence standards.

Board Structure and Committee Composition

As of the date of this proxy statement, the Board has three directors and the following three committees: (1) Audit Committee, (2) Compensation Committee and (3) Nominating and Corporate Governance Committee. The function of each committee is described below. Each committee operates under a written charter adopted by the Board. All of the committee charters are available under "Governance" in the "About DHT" section of DHT's website at www.dhtankers.com. The membership of each of the committees as of the date of this proxy statement is as follows:

<u>Name of Director</u>	<u>Audit</u>	<u>Compensation</u>	<u>Nominating and Corporate Governance</u>
Erik A. Lind	X	X	X*
Einar Michael Steimler	X	X*	X
Robert N. Cowen	X*	X	X

X = Committee member

* = Chairperson

Audit Committee

The Audit Committee is composed of directors who satisfy applicable NYSE and SEC audit committee independence standards. All members of the committee are financially literate and the Board has determined that Erik A. Lind qualifies as an audit committee financial expert.

The Audit Committee assists the Board in fulfilling its responsibilities for general oversight of:

- management's conduct of DHT's financial reporting process, including the development and maintenance of systems of internal accounting and financial controls;
- the integrity of DHT's financial statements;
- DHT's compliance with legal and regulatory requirements and ethical standards;
- the qualifications and independence of DHT's Independent Registered Public Accounting Firm;
- the Independent Registered Public Accounting Firm's annual audit of DHT's financial statements; and
- the performance of DHT's internal audit function.

Specific duties of the Audit Committee include, among others: annually reviewing the Audit Committee charter and the Audit Committee's performance; evaluating, overseeing and compensating DHT's Independent Registered Public Accounting Firm; reviewing and pre-approving all audit services and permitted non-audit services rendered to DHT by DHT's Independent Registered Public Accounting Firm; reviewing DHT's consolidated financial statements; reviewing DHT's internal controls, internal audit function and corporate policies with respect to financial information; overseeing the establishment of procedures for handling complaints concerning financial, accounting, internal accounting controls and auditing matters; overseeing the development of, and periodically reviewing and monitoring compliance with and the effectiveness of, DHT's Code of Business Conduct and Ethics; and periodically reviewing risks that may have a significant impact on DHT's financial statements. The Audit Committee works closely with DHT's management and Independent Registered Public Accounting Firm. The Audit Committee has the authority to obtain advice and assistance from, and receive appropriate funding from DHT for, outside legal, accounting and other advisors as the Audit Committee deems necessary to fulfill its duties.

The Audit Committee's charter is available under "Governance" in the "About DHT" section of DHT's website at www.dhtankers.com.

Compensation Committee

The Compensation Committee is responsible for:

- discharging the Board's responsibilities relating to the evaluation and compensation of DHT's executives;
- overseeing the administration of DHT's compensation plans;
- reviewing and determining director compensation; and
- preparing any reports on executive compensation required by the rules and regulations of the SEC.

Specific duties of the Compensation Committee include, among others: establishing and periodically reviewing a general compensation strategy for DHT; overseeing the development and implementation of DHT's compensation plans, including pension, welfare, incentive and equity-based plans, to ensure that these plans are

consistent with this general compensation strategy; at least annually (a) reviewing and assessing the corporate goals and objectives upon which the compensation of the Co-Chief Executive Officers (the “Co-CEOs”) is based, (b) evaluating the Co-CEOs’ performance in light of these goals and objectives and (c) making a recommendation to the Board of appropriate compensation levels or other terms of employment for the Co-CEOs; annually reviewing and making a recommendation to the Board of appropriate compensation levels or other terms of employment for the other members of executive management; and at least annually reviewing and deciding on the form and amount of director compensation. The Compensation Committee has the authority to retain compensation consultants and other compensation experts in fulfilling its duties and to compensate these advisors.

The Compensation Committee’s charter is available under “Governance” in the “About DHT” section of DHT’s website at www.dhtankers.com.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for:

- identifying individuals qualified to become directors and recommending such individuals to the Board for nomination for election to the Board;
- making recommendations to the Board concerning committee appointments;
- reviewing and making recommendations for executive management appointments;
- developing, recommending and annually reviewing corporate governance guidelines for DHT and overseeing corporate governance matters; and
- coordinating an annual evaluation of the Board and its Chairman.

Specific duties of the Nominating and Corporate Governance Committee include, among others: determining the criteria, objectives and procedures for selecting directors; actively seeking individuals qualified to become directors and recommending such individuals to the Board for nomination for election by the shareholders; reviewing all nominations for re-election of directors; developing and recommending to the Board corporate governance guidelines for DHT and assessing those guidelines at least annually; and coordinating the annual evaluation of the Chairman and Board and its committees. The Nominating and Corporate Governance Committee has the authority to obtain assistance from outside advisors in fulfilling its duties and to compensate these advisors.

The Nominating and Corporate Governance Committee’s charter is available under “Governance” in the “About DHT” section of DHT’s website at www.dhtankers.com.

Communications with the Board

Individuals may communicate with the Board by writing to the Board or by fax addressed to:

**DHT Holdings, Inc.
Clarendon House, 2 Church Street
Hamilton HM 11
Bermuda
Attention: Erik A. Lind, Chairman
Facsimile: +1 (441) 298-7800**

DIRECTOR COMPENSATION

The following table provides information on DHT's annual compensation and reimbursement practices for the directors.

Director Compensation Table

Annual cash retainer	\$ 75,000
Additional cash retainer for:	
• Chairman of the Board	\$ 65,000
• Chairperson of the Audit Committee	\$ 20,000
• Chairperson of a Committee other than the Audit Committee	\$ 15,000
• Member of a Committee	\$ 6,000
Reimbursement for expenses attendant to Board membership	Yes

In February 2014, Mr. Lind, Mr. Steimler and Mr. Cowen were each awarded 8,500 shares of restricted stock, which are scheduled to vest in three equal installments in February 2015, 2016 and 2017, subject to each member of our Board remaining a member of our Board through the applicable vesting dates. In June 2014, Mr. Lind, Mr. Steimler and Mr. Cowen were each awarded 29,000 shares of restricted stock, which are scheduled to vest in three equal installments in February 2015, 2016 and 2017, subject to each member of our Board remaining a member of our Board through the applicable vesting date. In January 2015, Mr. Lind, Mr. Steimler and Mr. Cowen were each awarded 42,500 shares of restricted stock, which are scheduled to vest in three equal installments in January 2016, 2017 and 2018, subject to each member of our Board remaining a member of our Board through the applicable vesting dates. For additional details concerning equity awards granted during 2014, see the section below, "2014 Director and Executive Compensation Awards".

PROPOSALS TO BE VOTED ON

PROPOSAL NO. 1: ELECTION OF ERIK A. LIND TO THE BOARD

As of the date of this proxy statement, the Board consists of three directors divided into three classes: Class I, Class II and Class III. At the 2015 annual meeting, Erik A. Lind, a Class III director, will stand for election to serve for a three-year term until the 2018 annual meeting and until his successor is elected. The remaining directors consist of one Class II director and one Class I director, whose terms expire in 2016 and 2017, respectively. Rolf A. Wikborg, a Class III director, resigned from the Board in March 2015.

Information regarding the business experience of each nominee is provided below. There are no family relationships between any member of the Board and any executive officer.

If you sign your proxy or voting instruction card but do not give instructions for the election of director, your shares will be voted “FOR” the person recommended by the Board. If you wish to give specific instructions for the election of directors, you may do so by indicating your instructions on your proxy or voting instruction card.

The person receiving the highest number of “FOR” votes represented by shares of Common Stock, present in person or represented by proxy and entitled to be voted at the annual meeting, will be elected.

The Board expects that the nominee will be available to serve as a director. If, for any unforeseen reason, the Board’s nominee is not available as candidate for director, the proxyholders, Erik A. Lind, Svein Moxnes Harfjeld, Trygve P. Munthe, Eirik Ubøe and Dawna Ferguson, will have the authority to vote your proxy for such other candidate(s) as may be nominated by the Board.

The Board recommends a vote “FOR” the election to the Board of the following nominee.

Information About the Director Nominee

Class III Director (whose term would expire in 2018, if elected)

Erik A. Lind

Director since 2005
Age 59

Mr. Erik A. Lind has more than 35 years’ experience in corporate banking, global shipping and specialized and structured asset financing. Mr. Lind is currently the Chief Executive Officer and a director of Tufton Oceanic Limited as well as a director of Tufton Oceanic Finance Group Limited and all its principal subsidiaries (including Tufton Oceanic (Isle of Man) Limited); these entities currently manage Funds which collectively own 4.8% of DHT common stock, including shares of common stock issuable upon conversion of these Funds’ holdings of convertible senior notes. Prior to this he served two years as Managing Director of GATX Capital and six years as Executive Vice President at IM Skaugen ASA. Mr. Lind has also held senior and executive positions with Manufacturers Hanover Trust Company and Oslobanken. Mr. Lind currently serves on the boards of Gram Car Carriers Holding Pte. Limited, RK Offshore International Holding Limited and ACS Shipping Limited and on the advisory board of A.M. Nomikos. Mr. Lind is a resident of the United Kingdom and a citizen of Norway.

Information About Directors Continuing in Office

Class I Director (whose term would expire in 2017)

Robert N. Cowen
Director since 2010
Age 66

Mr. Robert N. Cowen has over 25 years of senior level executive experience in the shipping industry. Since March 2012, he has served as consultant and then Senior Vice President Finance and Administration of Chemlube International LLC, a company engaged in the trading and distribution of base oils and the blending and distribution of lubricants. From February 2010 to January 2012, he served as a Managing Director of Lincoln Vale LLC, an alternative investment management firm with a focus on investing in dry bulk shipping. From February 2007 to December 2007 he served as Chief Executive Officer of OceanFreight, Inc. From October 2005 to December 2006, Mr. Cowen was a partner in Venable LLP. Prior to this, Mr. Cowen worked for 25 years at Overseas Shipholding Group, Inc. where he served as Chief Operating Officer from 1999 until 2005. Mr. Cowen holds an A.B. degree from Cornell University and a J.D. degree from the Cornell Law School. Mr. Cowen is a resident and citizen of the United States.

Class II Director (whose term would expire in 2016)

Einar Michael Steimler
Director since 2010
Age 67

Mr. Einar Michael Steimler has over 38 years' experience in the shipping industry. From 2008 to 2011 he served as chairman of Tanker (UK) Agencies, the commercial agent to Tankers International. He was instrumental in the formation of Tanker (UK) Agencies in 2000 and served as its CEO until the end of 2007. Mr. Steimler serves as a non-executive director on the board of Scorpio Bulkers, Inc. From 1998 to 2010, Mr. Steimler served as a Director of Euronav. He has been involved in both sale and purchase and chartering brokerage in the tanker, gas and chemical sectors and was a founder of Stemoco, a ship brokerage firm. He graduated from the Norwegian School of Business Management in 1973 with a degree in Economics. Mr. Steimler is a resident and citizen of Norway.

PROPOSAL NO. 2:
AUTHORIZE THE AMENDMENT OF DHT'S AMENDED AND RESTATED ARTICLES OF INCORPORATION TO INCREASE THE TOTAL NUMBER OF AUTHORIZED SHARES OF COMMON STOCK TO 220,000,000 SHARES AND THE TOTAL NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK TO 221,000,000 SHARES.

The Board recommends and seeks approval from the shareholders that DHT amend its Amended and Restated Articles of Incorporation to increase the total number of authorized shares of Common Stock to 220,000,000 shares and the total number of authorized shares of Capital Stock to 221,000,000 shares. The full text of the proposed amendment is attached to this proxy statement as Appendix I, and the following description is qualified in its entirety by reference to Appendix I.

Under the current Amended and Restated Articles of Incorporation, DHT is authorized to issue 150,000,000 shares of Common Stock and 151,000,000 shares of Capital Stock. As of April 23, 2015, 92,850,581 shares of Common Stock were issued and outstanding and no preferred shares were issued and outstanding. Also, DHT has issued \$150 million principal amount of convertible senior notes that are convertible into shares of Common Stock at an initial conversion price of \$8.125 per share of common stock (equivalent to an initial conversion rate of 123.0769 shares of common stock per \$1,000 aggregate principal amount of convertible senior notes) subject to customary anti-dilution adjustments.

The Board has determined that it is advisable to increase the total number of authorized shares of Common Stock to 220,000,000 shares and the total number of authorized shares of Capital Stock to 221,000,000 shares to provide sufficient available authorized but unissued shares of Common Stock and Capital Stock for greater flexibility to undertake corporate action in the future. Management believes that the availability of additional authorized shares for issuance from time to time in the Board's discretion in connection with future capital raises, acquisitions of vessels, investment opportunities or other corporate purposes is desirable in order to reduce the need for separate, repeat amendments to the Amended and Restated Articles of Incorporation and the delay and expense incurred in holding special meetings of the shareholders to approve such amendments. DHT currently has no specific understandings, arrangements, agreements or other plans to issue, in connection with future acquisitions, capital raises or otherwise, any of the additional authorized but unissued shares that would be available as a result of the proposed increase in the number of authorized shares of Common Stock and Capital Stock.

The Board recommends a vote "FOR" authorizing the Board to amend DHT's Amended and Restated Articles of Incorporation to increase the total number of authorized shares of Common Stock to 220,000,000 shares and the total number of authorized shares of Capital Stock to 221,000,000 shares

Vote Required

Approval of the proposal to amend DHT's Amended and Restated Articles of Incorporation to increase the total number of authorized shares of Common Stock to 220,000,000 shares and the total number of authorized shares of Capital Stock to 221,000,000 shares requires the affirmative "FOR" vote of the holders of a majority of the voting power represented by all outstanding shares of Common Stock entitled to vote on the proposal at the annual meeting.

**PROPOSAL NO. 3:
RATIFICATION OF INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board has recommended and the Board has selected Deloitte AS, Oslo, Norway (“*Deloitte AS*”) to examine the financial statements of DHT for the fiscal year ending December 31, 2015. Deloitte AS audited the financial statements of DHT for the period ended December 31, 2014. In connection with the preparation of certain registration statements and certain other transactions, Deloitte AS provided certain audit-related services. See “Principal Independent Registered Public Accounting Firm Fees and Services” on page 20.

The Board recommends a vote “FOR” the ratification of the selection of Deloitte AS as DHT’s Independent Registered Public Accounting Firm for fiscal year 2015.

If the selection is not ratified, the Board, with the recommendation of the Audit Committee, will reconsider whether it should select this firm as DHT’s Independent Registered Public Accounting Firm.

Vote Required

Ratification of the selection of Deloitte AS as DHT’s Independent Registered Public Accounting Firm for the 2015 fiscal year requires the affirmative vote of a majority of the voting power represented by the shares of Common Stock present in person or represented by proxy and entitled to vote thereon at the meeting.

**SECURITY OWNERSHIP OF CERTAIN
BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth information regarding beneficial ownership, as of April 23, 2015, of Common Stock by:

- each person or entity known by DHT to beneficially own more than 5% of DHT’s Common Stock;
- each member of our Board who beneficially owns any Common Stock;
- each of our executive officers; and
- all current DHT directors and executive officers as a group.

The information provided in the table is based on information filed with the SEC.

The number of shares beneficially owned by each person, entity, director or executive officer is determined under SEC rules and the information is not necessarily indicative of beneficial ownership for any other purpose. Under SEC rules, a person or entity beneficially owns any shares as to which the person or entity has or shares voting or investment power. In addition, a person or entity beneficially owns any shares that the person or entity has the right to acquire within 60 days through the exercise of any stock option or other right. Unless otherwise indicated, each person or entity has sole voting and investment power (or shares such powers with his or her spouse) with respect to the shares set forth in the following table.

Beneficial Ownership Table

Persons owning more than 5% of a class of our equity securities	Number of Shares of Common Stock (1)	Percentage of Shares of Common Stock (2)
Canyon Capital Advisors LLC (3)	11,844,099	12.3
Stephen Feinberg (4)	11,718,777	12.0
Solus Alternative Asset Management LP (5)	8,746,138	9.2
Aristeia Capital, LLC (6)	5,879,804	6.0
Blackrock, Inc. (7)	4,836,247	5.2
Directors		
Erik A. Lind (8)	107,379	*
Einar Michael Steimler (8)	103,890	*
Robert N. Cowen (8)	115,591	*
Executive Officers		
Svein Moxnes Harfjeld (9)	742,432	*
Trygve P. Munthe (9)	743,703	*
Eirik Ubøe (10)	212,994	*
Directors and executive officers as a group (6 persons) (11)	2,025,989	2.2

* *Less than 1%*

- (1) Assumes conversion of all of the holder's convertible senior notes at a conversion price of \$8.125 per share of common stock. The conversion price of the convertible senior notes is subject to adjustments. As a result, the number of shares of common stock issuable upon conversion of the convertible senior notes may increase or decrease in the future.
- (2) Calculated based on Rule 13d-3(d)(1) under the Exchange Act, using 92,850,581 shares of common stock issued and outstanding on April 23, 2015.
- (3) Based upon a Schedule 13G/A filed with the SEC on February 17, 2015 by Canyon Capital Advisors LLC ("Canyon") on behalf of itself and certain reporting persons. The total number of shares beneficially owned includes 3,076,922 shares of common stock issuable upon conversion of Canyon's holding of convertible senior notes.
- (4) Based upon a Schedule 13G/A filed with the SEC on March 11, 2015 by Stephen Feinberg, who possesses the sole power to vote and the sole power to direct the disposition of all securities of DHT Holdings, Inc. beneficially owned by each of Cerberus Institutional Partners V, L.P., Cerberus International II Master Fund, L.P., Cerberus Partners II, L.P., Cerberus CP Partners, L.P., Cerberus HH Partners, L.P., Cerberus MG Fund, L.P., Cerberus PEM NPL Fund, L.P., Cerberus PW Partners, L.P., and Cerberus SMRS Partners, L.P. The total number of shares beneficially owned includes 4,923,077 shares of common stock issuable upon conversion of Stephen Feinberg's holding of convertible senior notes.
- (5) Based upon a Schedule 13G filed with the SEC on February 12, 2015 by Solus Alternative Asset Management LP ("Solus") on behalf of itself and certain reporting persons. The total number of shares beneficially owned includes 2,461,538 shares of common stock issuable upon conversion of Solus's holding of convertible senior notes.
- (6) Based upon a Schedule 13G filed with the SEC on February 17, 2015 by Aristeia Capital, LLC (as the investment manager of, with voting and investment control over, one or more private investment funds). All shares beneficially owned are shares of common stock issuable upon conversion of Aristeia Capital, LLC's holding of convertible senior notes.
- (7) Based upon a Schedule 13G filed with the SEC on February 3, 2015 by Blackrock, Inc. (as parent or control person to five subsidiaries who have acquired shares of our common stock).
- (8) Includes 67,500 shares of restricted stock subject to vesting conditions.
- (9) Does not include 62,500 options with an exercise price of \$7.75 per share and expiring on June 13, 2018 and 62,500 options with an exercise price of \$10.70 per share and expiring on June 13, 2018. Includes 467,500 shares of restricted stock subject to vesting conditions.
- (10) Does not include 5,000 options with an exercise price of \$7.75 per share and expiring on June 13, 2018, 5,000 options with an exercise price of \$10.70 per share and expiring on June 13, 2018 and 965 options with an exercise price of \$144 per share and expiring on October 18, 2015. Includes 140,000 shares of restricted stock subject to vesting conditions.
- (11) Includes 1,277,500 shares of restricted stock subject to vesting conditions.

EXECUTIVE OFFICERS

<u>Name</u>	<u>Age</u>	<u>Position</u>
Svein Moxnes Harfjeld	51	Co-Chief Executive Officer
Trygve P. Munthe	53	Co-Chief Executive Officer
Eirik Ubøe	54	Chief Financial Officer

Svein Moxnes Harfjeld, Co-Chief Executive Officer. Mr. Harfjeld joined DHT on September 1, 2010. Mr. Harfjeld has over 25 years of experience in the shipping industry. He was most recently with the BW Group, where he held senior management positions including Group Executive Director, CEO of BW Offshore, Director of Bergesen dy and Director of World-Wide Shipping. Previously he held senior management positions at Andhika Maritime, Coeclerici and Mitsui O.S.K. He started his shipping career with The Torvald Klaveness Group. Mr. Harfjeld is a citizen of Norway.

Trygve P. Munthe, Co-Chief Executive Officer. Mr. Munthe joined DHT on September 1, 2010. Mr. Munthe has over 25 years of experience in the shipping industry. He was previously CEO of Western Bulk, President of Skaugen Petrotrans, Director of Arne Blystad AS and CFO of I.M. Skaugen. Mr. Munthe currently serves as chairman of the board of Ness, Risan & Partners AS. Mr. Munthe is a citizen of Norway.

Eirik Ubøe joined DHT as Chief Financial Officer in 2005. Mr. Ubøe has been involved in international accounting and finance for more than 25 years including as finance director of the Schibsted Group and a vice president in the corporate finance and ship finance departments of various predecessors to JPMorgan Chase. Mr. Ubøe holds an MBA from the University of Michigan's Ross School of Business and a Bachelor in Business Administration from the University of Oregon. Mr. Ubøe is a citizen of Norway.

EXECUTIVE COMPENSATION

The following table discloses compensation paid and benefits granted during 2014 to each of our current Co-CEOs and CFO.

2014 Summary Compensation Table

<u>Executive Officer</u>	<u>Salary⁽¹⁾</u>	<u>Cash Bonus</u>	<u>Restricted Stock Awards⁽²⁾</u>
Svein Moxnes Harfjeld, Co-CEO ⁽³⁾	\$ 645,203	\$ 648,847	225,000
Trygve P. Munthe, Co-CEO ⁽³⁾	\$ 608,961	\$ 648,847	225,000
Eirik Ubøe, CFO ⁽³⁾	\$ 305,168	\$ 177,832	75,000

(1) Mr. Harfjeld, Mr. Munthe and Mr. Ubøe are paid a salary, including benefits, in Norwegian Kroner at a rate of NOK 4,066,523, 4,126,523 and NOK 1,900,000, respectively, per year. The average NOK/USD exchange rate in 2014 was NOK 6.3027 to \$1.

(2) In February 2014, Mr. Harfjeld, Mr. Munthe and Mr. Ubøe were each awarded 51,000, 51,000 and 20,000 shares of restricted stock, respectively, and in June 2014, Mr. Harfjeld, Mr. Munthe and Mr. Ubøe were each awarded 174,000, 174,000 and 55,000

shares of restricted stock, respectively, which vest in three equal amounts in February 2015, 2016 and 2017, subject to continued employment with us through the applicable vesting date except in the event the executive officer's employment is terminated due to his death or disability or by DHT without cause. During the relevant vesting periods of the restricted stock, each executive officer will be credited with additional shares of restricted stock in an amount equal to the value of the dividends that would have been paid on the awarded restricted stock had they been fully vested on the date of grant. These additional shares will be transferred to Mr. Harfjeld, Mr. Munthe and Mr. Ubøe at the same time as the corresponding shares of restricted stock vest. For additional details concerning the restricted stock granted in 2014, see the section below, "Components of Executive Compensation - Long-term Incentive Program".

- (3) Under DHT's pension plan, our Co-CEOs and CFO are, from the age of 67, entitled to 70% of approximately NOK 1,060,000 (to be adjusted for inflation) at retirement date.

Aggregated Fiscal 2014 Year-End Options

As of December 31, 2014, Mr. Harfjeld, Mr. Munthe and Mr. Ubøe had 125,000, 125,000 and 10,000 outstanding options, respectively, to purchase shares of Common Stock. The stock options expire on June 13, 2018 and are generally subject to continued employment on the exercise date. If the executive officer's employment is terminated due to his death or disability or by DHT without cause, the options remain outstanding and exercisable until June 13, 2018. Half of the stock options have an exercise price of \$7.75 and half have an exercise price of \$10.70. In addition, as of December 31, 2013, Mr. Ubøe had 965 outstanding options to purchase shares of Common Stock at an exercise price of \$144 per share and expiring on October 18, 2015. No other options to purchase shares of Common Stock were outstanding as of December 31, 2014.

Report of the Compensation Committee of the Board on Executive Compensation

DHT's executive compensation program is administered by the Compensation Committee of the Board. The Compensation Committee is composed of non-employee directors who are independent, as determined by the Board, within the meaning of applicable NYSE standards.

The Compensation Committee is responsible for:

- discharging the Board's responsibilities relating to the evaluation and compensation of DHT's executives;
- overseeing the administration of DHT's compensation plans;
- reviewing and determining director compensation; and
- preparing any reports on executive compensation required by the rules and regulations of the SEC.

The specific duties and responsibilities of the Compensation Committee are described above under "Corporate Governance Principles and Board Matters — Board Structure and Committee Composition — Compensation Committee" and in the Compensation Committee's charter, which is available under "Governance" in the "About DHT" section of DHT's website at www.dhtankers.com.

The Compensation Committee met 8 times during fiscal 2014. The Compensation Committee has direct access to independent compensation consultants and other experts for information that it deems appropriate.

The Compensation Committee has furnished the following report on executive compensation for fiscal 2014.

Executive Compensation Philosophy

Employees are the key to our success. The goals of DHT's compensation programs are to:

- attract, retain and motivate highly qualified executives;
- pay competitively and consistently within an appropriately defined market;
- align executive compensation with shareholder interests; and
- link pay to DHT and individual performance.

Components of Executive Compensation

Base Pay

Baseline cash compensation and pension contribution comprise the fixed remuneration, which is determined by the competitive market and individual performance. In general, the fixed remuneration for each executive officer is established annually by the Compensation Committee based on (1) a compensation range which corresponds to the executive's job responsibilities, (2) the complexity and activity scope of the company and (3) the executive officer's overall individual job performance.

Annual Bonus

Our annual bonus programs are discretionary and focus on matching reward with the individual's superior performance in achieving established targets.

Long-term Incentive Program

DHT's long-term incentive program is designed to focus management on the creation of long-term, sustained performance that achieves growth, attractive returns on investment and effective capital management, resulting in the creation of long-term value for our shareholders. During 2014, the Company utilized the 2012 Incentive Compensation Plan (as amended, the "2012 Plan") and the 2014 Incentive Compensation Plan (the "2014 Plan") to implement its long-term incentive program through grants of stock options and restricted stock awards. The 2012 Plan and the 2014 Plan are designed to encourage employee retention and equity ownership. Prior to 2014, long-term incentive awards were issued under the 2011 Incentive Compensation Plan (the "2011 Plan") and the 2012 Plan. Outstanding awards previously granted under the 2011 Plan, the 2012 Plan or the 2014 Plan remain subject to the terms and conditions of the applicable Plan under which they were granted, but no new awards may be granted under the 2011 Plan or the 2012 Plan. The Company intends to grant future long-term incentive awards under the 2014 Plan.

In February 2014, Mr. Harfjeld, Mr. Munthe and Mr. Ubøe were each awarded 51,000, 51,000 and 20,000 shares of restricted stock, respectively, and in June 2014, Mr. Harfjeld, Mr. Munthe and Mr. Ubøe were each awarded 174,000, 174,000 and 55,000 shares of restricted stock, respectively, which vest in three equal amounts in February 2015, 2016 and 2017, subject to continued employment with us through the applicable vesting date except in the event the executive officer's employment is terminated due to his death or disability or by DHT without cause. During the relevant vesting periods of the restricted stock, each executive officer will be credited with additional shares of restricted stock in an amount equal to the value of the dividends that would have been paid on the awarded restricted stock had they been fully vested on the date of grant. These additional

shares will be transferred to each executive officer at the same time as the corresponding shares of restricted stock vest.

The undersigned members of the Compensation Committee have submitted this Report to the Board.

Einar Michael Steimler, Chair
 Erik A. Lind
 Robert N. Cowen

2015 DIRECTOR AND EXECUTIVE COMPENSATION AWARDS

In January 2015, each of our directors was awarded 42,500 shares of restricted stock that vest in three equal amounts in January 2016, 2017 and 2018, subject to each such member of our board of directors remaining a member of our Board through the applicable vesting date. In January 2015, Mr. Harfjeld, Mr. Munthe and Mr. Ubøe were each awarded 255,000, 255,000 and 85,000 shares of restricted stock, respectively, that vest in three equal amounts in January 2016, 2017 and 2018, subject to continued employment with us.

During the relevant vesting periods of the restricted stock, each director and executive officer will be credited with additional shares of restricted stock in an amount equal to the value of the dividends that would have been paid on the awarded restricted stock had they been fully vested on the date of grant. These additional shares will be transferred to each director and executive officer at the same time as the corresponding shares of restricted stock vest.

Additionally, in March 2015, a total of 231,045 shares related to prior awards to Board members and executive management vested and were issued.

PRINCIPAL INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES AND SERVICES

The Audit Committee has recommended and the Board has selected Deloitte AS as DHT's Independent Registered Public Accounting Firm for the 2015 fiscal year.

Deloitte AS served as DHT's independent registered public accounting firm for the fiscal year ended December 31, 2014. In connection with the preparation of certain registration statements and certain other transactions, Deloitte AS provided certain audit-related services during the 2014 fiscal year.

Fees Incurred by DHT for Services of Deloitte AS

The following table shows the fees for professional services provided by Deloitte AS as DHT's independent registered public accounting firm for the 2014 and 2013 fiscal years, respectively.

Fees	2014	2013
Audit Fees (1)	\$ 288,607	\$ 328,440
Audit-Related Fees (2).....	424,627	30,575
Tax Fees.....	—	—
All Other Fees.....	—	—
Total	<u>\$ 713,234</u>	<u>\$ 359,419</u>

- (1) Audit fees for 2014 and 2013 represent fees for professional services provided in connection with the audit of our financial statements as of and for the periods ended December 31, 2014 and 2013, respectively.
- (2) Audit-related fees for 2014 consisted of \$70,690 in respect of quarterly limited reviews and \$353,937 in respect of services rendered for preparation of registration statements, comfort letter, out-of-pocket expenses and other services. Audit-related fees for 2013 consisted of \$26,199 in respect of quarterly limited reviews and \$4,376 related to other services.

The Audit Committee has the authority to pre-approve permissible audit-related and non-audit services to be performed by DHT's Independent Registered Public Accounting Firm and associated fees. Engagements for proposed services either may be separately pre-approved by the Audit Committee or entered into pursuant to detailed pre-approval policies and procedures established by the Audit Committee, as long as the Audit Committee is informed on a timely basis of any engagement entered into on that basis. The Audit Committee separately pre-approved all engagements and fees paid to Deloitte AS as DHT's Independent Registered Public Accounting Firm in the 2014 fiscal year.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD

The Audit Committee assists the Board in fulfilling its responsibilities for oversight of:

- management's conduct of DHT's financial reporting process, including the development and maintenance of systems of internal accounting and financial controls;
- the integrity of DHT's financial statements;
- DHT's compliance with legal and regulatory requirements and ethical standards;
- the qualifications and independence of DHT's Independent Registered Public Accounting Firm;
- the Independent Registered Public Accounting Firm's annual audit of DHT's financial statements; and
- the performance of DHT's internal audit function.

The Audit Committee manages DHT's relationship with its Independent Registered Public Accounting Firm, which reports directly to the Audit Committee. The Audit Committee has the authority to obtain advice and assistance from outside legal, accounting or other advisors as the Audit Committee deems necessary to carry out its duties and to receive appropriate funding, as determined by the Audit Committee, from DHT for such advice and assistance.

DHT's management has primary responsibility for preparing DHT's consolidated financial statements and DHT's financial reporting process. DHT's Independent Registered Public Accounting Firm is responsible for expressing an opinion on the conformity of DHT's audited consolidated financial statements with International Financial Reporting Standards as issued by the International Accounting Standards Board.

In this context, the Audit Committee reports as follows:

1. The Audit Committee has reviewed and discussed the audited consolidated financial statements for fiscal year 2014 with DHT's management.
2. The Audit Committee has discussed with Deloitte AS the matters required to be discussed by PCAOB AU 380, *Communication With Audit Committees*, as amended or modified.
3. The Audit Committee has received the letter and written disclosures from Deloitte AS required by Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*, and has discussed the matter of independence with Deloitte AS.
4. Based on the review and discussions referred to in paragraphs (1) through (3) above, the Audit Committee has recommended to the Board, and the Board has approved, that DHT's audited consolidated financial statements be included in DHT's Annual Report on Form 20-F for fiscal year 2014, for filing with the SEC.

The undersigned members of the Audit Committee have submitted this Report to the Board.

Robert N. Cowen, Chair
Erik A. Lind
Einar Michael Steimler

