



DHT Holdings, Inc.
Clarendon House
2 Church Street, Hamilton HM11
Bermuda

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FAX: +1 (441) 298-7800

December 20, 2013

Dear Shareholder:

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

Place: DHT Holdings, Inc.
Clarendon House
2 Church Street, Hamilton HM11
Bermuda

Date: Monday, January 20, 2014

Time: 1:30 p.m. (local time)

The Notice of Special Meeting and Proxy Statement is enclosed, describes the business to be transacted at the Special Meeting and provides other information concerning DHT. The business to be transacted at the Special Meeting will be to vote on an amendment of DHT's Amended and Restated Articles of Incorporation to increase the total number of authorized shares of common stock, par value \$0.01 per share, of DHT (the "Common Stock") to 150,000,000 shares and the total number of authorized shares of capital stock of DHT (the "Capital Stock") to 151,000,000 shares.

The Board of Directors recommends that shareholders vote for the amendment to DHT's Amended and Restated Articles of Incorporation to increase the total number of authorized shares of Common Stock to 150,000,000 and the total number of authorized shares of Capital Stock to 151,000,000.

We know that many of our shareholders will be unable to attend the Special Meeting. Proxies are solicited so that each shareholder has an opportunity to vote on all items of business to be transacted at the Special Meeting. Whether or not you plan to attend the Special 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 Special Meeting and vote in person even if you have previously returned your proxy card.

Sincerely,

Erik A. Lind
Chairman

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

Time and Date	Monday, January 20, 2014, 1:30 pm (local time)
Place	DHT Holdings, Inc. (“DHT”) Clarendon House 2 Church Street, Hamilton HM11 Bermuda
Item of Business	The business to be transacted at the Special Meeting will be to vote on an amendment of DHT’s Amended and Restated Articles of Incorporation to increase the total number of authorized shares of common stock, par value \$0.01 per share, of DHT (the “ <u>Common Stock</u> ”) to 150,000,000 shares and the total number of authorized shares of capital stock of DHT (the “ <u>Capital Stock</u> ”) to 151,000,000 shares.
Effect of an Increase in the Authorized Shares of Common Stock	If the increase in the number of authorized shares of Common Stock and Capital Stock is approved, each existing share of Series B Participating Preferred Stock of DHT, par value \$0.01 per share (the “ <u>Preferred Stock</u> ”), will mandatorily convert into 100 shares of Common Stock, resulting in an increase in the number of issued and outstanding shares of Common Stock from 29,040,974 to 38,798,874.
Adjournments and Postponements	Any action on the items of business described above may be considered at the Special Meeting at the time and on the date specified above or at any time and date to which the Special Meeting may be properly adjourned or postponed.
Record Date	The record date for the Special Meeting is December 13, 2013. Only the shareholders of record of Common Stock and Preferred Stock at the close of business on that date will be entitled to notice of, and to vote at, the Special Meeting or any adjournment or postponement of the Special Meeting.
Voting	Your vote is very important. Whether or not you plan to attend the Special 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 Special 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 Special Meeting” beginning on page 3 of this proxy statement and to the instructions on the proxy or voting instruction card.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "Dawna Ferguson". The signature is fluid and cursive, with a large initial "D" and "F".

Dawna Ferguson
Authorized signatory
Codan Services Limited
Secretary

December 20, 2013

This notice of Special Meeting and proxy statement and form of proxy are being distributed on or about December 20, 2013.

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE SPECIAL 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 (“*DHT*”), is providing these proxy materials to you in connection with DHT’s special meeting of shareholders (the “*Special Meeting*”), which will take place on January 20, 2014. As a shareholder, you are invited to attend the Special 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 Special Meeting, the voting process, and certain other information about DHT.

Q: *What items of business will be voted on at the Special Meeting?*

A: The item of business scheduled to be voted on at the Special Meeting is an amendment of DHT’s Amended and Restated Articles of Incorporation to increase the total number of authorized shares of common stock, par value \$0.01 per share, of DHT (the “*Common Stock*”) to 150,000,000 shares and the total number of authorized shares of capital stock of DHT (the “*Capital Stock*”) to 151,000,000 shares.

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

A: The Board recommends that you vote your shares “FOR” the amendment of DHT’s Amended and Restated Articles of Incorporation to increase the total number of authorized shares of Common Stock to 150,000,000 shares and the total number of authorized shares of Capital Stock to 151,000,000.

Q: *What shares can I vote?*

A: Each share of Capital Stock issued and outstanding as of the close of business on December 13, 2013 (the “*Record Date*”), is entitled to be voted on the item being voted upon at the Special Meeting. The Record Date for the Special Meeting is the date used to determine both the number of shares of Capital Stock that are entitled to be voted at the Special Meeting and the identity of the *shareholders of record* and *beneficial owners* of those shares of Capital Stock who are entitled to vote those shares at the Special Meeting. On the Record Date for the Special Meeting, we had 29,040,974 shares of Common Stock and 97,579 shares of Series B Participating Preferred Stock, par value of \$0.01 per share, (the “*Preferred Stock*”) issued and outstanding. Each share of Common Stock and each share of Preferred Stock outstanding as of the close of business on the Record Date is entitled to one vote and 100 votes, respectively.

You may vote all shares owned by you as of the Record Date for the Special 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 Special 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 Special Meeting?

- A: You are entitled to attend the Special Meeting only if you were a DHT shareholder as of the close of business on December 13, 2013 or if you hold a valid proxy for the Special 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 Special 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 Special Meeting. The Special Meeting is scheduled to begin promptly at 1:30 p.m., local time, on January 20, 2014.

Q: How can I vote my shares in person at the Special Meeting?

- A: Shares held in your name as the shareholder of record may be voted in person at the Special 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 Special 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 Special 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 Capital 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 Special 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 Special 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 Special Meeting?*

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

Q: *How are votes counted?*

A: For the item of business to be conducted at the Special Meeting, 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 amendment to DHT's Amended and

Restated Articles of Incorporation to increase the total number of authorized shares of Common Stock to 150,000,000 and the total number of authorized shares of Capital Stock to 151,000,000).

If you hold shares beneficially in street name and do not provide your broker with voting instructions, your shares will 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 the matter being voted on at the Special Meeting, assuming that a quorum is obtained.

Q: *What is the voting requirement to approve the proposal?*

A: 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 150,000,000 shares and the total number of authorized shares of Capital Stock to 151,000,000 shares requires the affirmative “FOR” vote of the holders of a majority of the voting power represented by all outstanding shares of Capital Stock (voting together as a single class) entitled to vote on that proposal at the Special Meeting and the affirmative “FOR” vote of the holders of a majority of all outstanding shares of Common Stock (voting separately as a single class) entitled to vote on the proposal at the Special Meeting.

Q: *May additional matters be presented at the Special Meeting?*

A: No item of business other than that provided for in this proxy statement and Notice of Special Meeting (*i.e.*, the proposal to amend DHT’s Amended and Restated Articles of Incorporation to increase the number of authorized shares of Common Stock and Capital Stock) will be presented at the Special Meeting.

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 Special 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 Special Meeting?*

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

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:

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

PROPOSALS TO BE VOTED ON

PROPOSAL NO. 1:

AUTHORIZE THE AMENDMENT OF DHT'S AMENDED AND RESTATED ARTICLES OF INCORPORATION TO INCREASE THE TOTAL NUMBER OF AUTHORIZED SHARES OF COMMON STOCK TO 150,000,000 SHARES AND THE TOTAL NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK TO 151,000,000 SHARES.

The Board is of the view that DHT should amend its Amended and Restated Articles of Incorporation to increase the total number of authorized shares of Common Stock to 150,000,000 shares and the total number of authorized shares of Capital Stock to 151,000,000 shares. The Board seeks approval from the shareholders to amend and restate the Amended and Restated Articles of Incorporation to increase the total number of authorized shares of Common Stock and Capital Stock. The full text of the proposed amendment and restatement of the Amended and Restated Articles of Incorporation 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 30,000,000 shares of Common Stock and 31,000,000 shares of Capital Stock. As of December 13, 2013, 29,040,974 shares of Common Stock were issued and outstanding and 97,579 shares of Preferred Stock were issued and outstanding. However, assuming the full exchange into shares of Common Stock of all shares of Preferred Stock issued in connection with the recent private placement of equity, we would have required approximately 38,798,874 shares of Common Stock to have been authorized and issued as of the date of conversion. As a result, before giving effect to the proposed amendment to the Amended and Restated Articles of Incorporation, we do not have sufficient authorized but unissued shares of Common Stock to allow for the issuance of all shares of Common Stock in exchange for all shares of Preferred Stock.

The Board has determined that it is advisable to increase the total number of authorized shares of Common Stock to 150,000,000 shares and the total number of authorized shares of Capital Stock to 151,000,000 shares to provide sufficient available authorized but unissued shares of Common Stock and Capital Stock. Moreover, the Board believes it continues to be in the best interest of DHT and its shareholders to have sufficient additional authorized but unissued shares of Common Stock and Capital Stock available in order to provide flexibility for 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 raisings, possible acquisitions of vessels, investment opportunities or for other corporate purposes is desirable in order to avoid repeated separate 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 raisings 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 150,000,000 shares and the total number of authorized shares of Capital Stock to 151,000,000 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 150,000,000 shares and the total number of authorized shares of Capital Stock to 151,000,000 shares requires the affirmative vote of the holders of a majority of the voting power represented by all outstanding shares of Capital Stock (voting together as a single class) entitled to vote thereon at the Special Meeting and the affirmative vote of the holders of a majority of all outstanding shares of Common Stock (voting separately as a single class) entitled to vote thereon at the Special Meeting.

In connection with DHT's recent private placement of equity pursuant to the Stock Purchase Agreement dated November 24, 2013 (the "*Stock Purchase Agreement*"), among DHT and the investors named therein, each investor that is a party thereto has agreed, among other things, to vote all shares of Common Stock and Preferred Stock that such investor holds in favor 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 150,000,000 shares and the total number of authorized shares of Capital Stock to 151,000,000 shares. Approximately 63% of the outstanding Common Stock and 100% of the outstanding Preferred Stock is subject to the voting arrangements set forth in the Stock Purchase Agreement.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding beneficial ownership, as of December 13 2013, of Common Stock and Preferred Stock by:

- each person or entity known by DHT to beneficially own more than 5% of DHT's Common Stock or Preferred Stock; and
- all current DHT directors and executive officers as a group.

The information provided in the table is based on information filed with the Securities and Exchange Commission (the "SEC") and information provided to DHT.

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

	Shares of Common Stock	Percentage of Shares of Common Stock (a)	Shares of Preferred Stock	Percentage of Shares of Preferred Stock (b)	Percentage of Total Voting Securities (c)
Persons owning more than 5% of a class of our equity securities					
Anchorage Capital Group, L.L.C. (1).....	4,972,058	17.1%	2,105	2.2%	13.4%
Claren Road Credit Master Fund, Ltd. (2)	2,026,000	7.0%	14,745	15.1%	9.0%
Tufton Oceanic (Isle of Man) Limited (3)	1,827,000	6.3%	13,305	13.6%	8.1%
Canyon Capital Advisors LLC (4)	1,827,000	6.3%	13,305	13.6%	8.1%
DnB Asset Management (5)	1,461,000	5.0%	10,640	10.9%	6.5%
Warwick European Distressed & Special Situations Credit Fund L.P. (6)	1,218,000	4.2%	8,870	9.1%	5.4%
QVT Financial LP (7)	1,218,000	4.2%	8,870	9.1%	5.4%
KLP Alfa Global Energi (8)	730,000	2.5%	5,326	5.5%	3.3%
Directors					
Erik A. Lind (9)	26,232	*	-	-	*
Mark McComiskey	-	-	-	-	-
Rolf A. Wikborg (10)	21,630	*	-	-	*
Einar Michael Steimler (10)	23,016	*	-	-	*
Robert Cowen (10)	34,717	*	-	-	*
Executive Officers					
Svein Moxnes Harfjeld (11)	301,876	*	-	-	*
Trygve Preben Munthe (11)	299,278	*	-	-	*
Eirik Ubøe (12)	51,567	*	-	-	*
Svenn Magne Edvardsen (13)	119,183	*	-	-	*
Directors and executive officers as a group (9 persons)	877,498	3.0%	-	-	2.3%

* Less than 1%.

- (a) Based on 29,040,974 shares of Common Stock issued and outstanding on December 13, 2013.
 - (b) Based on 97,579 shares of Preferred Stock issued and outstanding on December 13, 2013.
 - (c) Assumes the full exchange of the issued and outstanding shares of Preferred Stock. Percentages are based on the votes that the issued and outstanding shares of Preferred Stock were entitled to in the aggregate on December 13, 2013.
- (1) Based upon a Schedule 13D/A filed with the SEC on December 4, 2013 by Anchorage Capital Group, L.L.C. on behalf of itself and certain reporting persons and upon information provided to us by Anchorage Capital Group, L.L.C. The address for Anchorage Capital Group, L.L.C. is 610 Broadway, 6th Floor, New York, NY 10012.
 - (2) Based upon information provided to us by Claren Road Credit Master Fund, Ltd (“Claren Road Fund”), a Cayman Islands exempt company. Claren Road Asset Management, LLC (“Claren Road”), a registered investment adviser, serves as investment manager for the Claren Road Fund. The address for Claren Road is 900 Third Avenue, 29th Floor, New York, NY 10022.
 - (3) Based upon a Schedule 13G filed with the SEC on December 5, 2013 by Tufton Oceanic (Isle of Man) Limited on behalf of itself and certain reporting persons and information provided to us by Oceanic Hedge Fund, Oceanic Opportunities Master Fund, L.P. and their respective affiliates. Tufton Oceanic (Isle of Man) Limited is an affiliate of Oceanic Hedge Fund, which owned 433,547 shares of our Common Stock and 3,157 shares of our Preferred Stock issued and outstanding as of December 13, 2013, and Oceanic Opportunities Master Fund, L.P., which owned 1,393,453 shares of our Common Stock and 10,148 shares of our Preferred Stock issued and outstanding as of December 13, 2013. The address for Tufton Oceanic (Isle of Man) Limited is St. George’s Court, Upper Church Street, Douglas, Isle of Man IM1 1EE.
 - (4) Based upon information provided to us by Canyon Capital Advisors LLC. Canyon Capital Advisors LLC is the investment advisor to Canyon Value Realization Fund, L.P., which owned 392,885 shares of our Common Stock and 2,861 shares of our Preferred Stock issued and outstanding as of December 13, 2013, Canyon Value Realization Master Fund, L.P., which owned 784,973 shares of our Common Stock and 5,716 shares of our Preferred Stock issued and outstanding as of December 13, 2013, Canyon Balanced Master Fund, Ltd., which owned 310,165 shares of our Common Stock and 2,259 shares of our Preferred Stock issued and outstanding as of December 13, 2013, Canyon—GRF Master Fund II, L.P. which owned 81,657 shares of our Common Stock and 595 shares of our Preferred Stock issued and outstanding as of December 13, 2013, Canyon Distressed Opportunity Master Fund, L.P., which owned 71,832 shares of our Common Stock and 523 shares of our Preferred Stock issued and outstanding as of December 13, 2013, Canyon—TCDRS Fund, LLC, which owned 57,625 shares of our Common Stock and 420 shares of our Preferred Stock issued and outstanding as of December 13, 2013, Canyon Value Realization MAC 18 Ltd., which owned 15,402 shares of our Common Stock and 112 shares of our Preferred Stock issued and outstanding as of December 13, 2013, Permal Canyon Fund, Ltd., which owned 27,883 shares of our Common Stock and 203 shares of our Preferred Stock issued and outstanding as of December 13, 2013, AAI Canyon Fund PLC, which owned 26,024 shares of our Common Stock and 190 shares of our Preferred Stock issued and outstanding as of December 13, 2013, and Permal Canyon IO Ltd., which owned 58,554 shares of our Common Stock and 426 shares of our Preferred Stock issued and outstanding as of December 13, 2013. The address for Canyon Capital Advisors LLC is 2000 Avenue of the Stars, 11th Floor, Los Angeles, CA 90067, United States.
 - (5) Based upon information provided to us by DnB Asset Management. DnB Asset Management is an affiliate of a/c F-20TJA (DNB 2020), which owned 28,000 shares of our Common Stock and 204 shares of our Preferred Stock issued and outstanding as of December 13, 2013, a/c F-BARNA (DNB BARNEFOND), which owned 66,700 shares of our Common Stock and 486 shares of our Preferred Stock issued and outstanding as of December 13, 2013, and a/c F-NOTRA (DNB NORGE IV), which owned 1,366,300 shares of our Common

Stock and 9,950 shares of our Preferred Stock issued and outstanding as of December 13, 2013. The address for DnB Asset Management is Dronning Eufemias, gate 30, 0021 Oslo, Norway.

- (6) Based upon information provided to us by Warwick European Distressed & Special Situations Credit Fund L.P. The address for Warwick European Distressed & Special Situations Credit Fund is 94 Solaris Avenue, Camana Bay, P.O. Box 1348, George Town, Grand Cayman, Cayman Islands, KY1-9005.
- (7) Based upon a Schedule 13G filed with the SEC on December 5, 2013 by QVT Financial LP on behalf of itself and certain reporting persons and upon information provided to us by QVT Financial LP. QVT Financial LP is the investment manager for QVT Fund V LP, which owned 940,415 shares of our Common Stock and 6,849 shares of our Preferred Stock issued and outstanding as of December 13, 2013, QVT Fund IV LP, which owned 152,333 shares of our Common Stock and 1,109 shares of our Preferred Stock issued and outstanding as of December 13, 2013, and Quintessence Fund L.P., which owned 125,252 shares of our Common Stock and 912 shares of our Preferred Stock issued and outstanding as of December 13, 2013. The address for QVT Financial LP is 1177 Avenue of the Americas, 9th Floor, New York, NY 10036, United States.
- (8) Based upon information provided to us by KLP Alfa Global Energi. The address for KLP Alfa Global Energi is Bjørvika 10, 0191 Oslo, Norway.
- (9) Includes 9,334 shares of restricted stock subject to vesting conditions.
- (10) Includes 8,291 shares of restricted stock subject to vesting conditions.
- (11) 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 180,000 shares of restricted stock subject to vesting conditions.
- (12) 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 23,610 shares of restricted stock subject to vesting conditions.
- (13) Does not include 25,000 options with an exercise price of \$7.75 per share and expiring on June 13, 2018 and 25,000 options with an exercise price of \$10.70 per share and expiring on June 13, 2018. Includes 75,279 shares of restricted stock subject to vesting conditions.

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DHT HOLDINGS, INC.
PURSUANT TO
THE MARSHALL ISLANDS BUSINESS CORPORATIONS ACT

Corporate existence commenced on February 12, 2010 and shall continue upon filing these Amended and Restated Articles of Incorporation with the Registrar of Corporations.

The undersigned, for the purpose of amending and restating the original Articles of Incorporation of DHT Holdings, Inc., a corporation organized under the laws of the Republic of the Marshall Islands, as amended and restated to date, pursuant to Section 93 of the Marshall Islands Business Corporations Act, does hereby make, subscribe, acknowledge and file with the Registrar of Corporations this instrument for that purpose, as follows:

ARTICLE I.

Name

The name of the Corporation shall be “DHT Holdings, Inc.”

ARTICLE II.

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Marshall Islands Business Corporations Act (the “BCA”) and without in any way limiting the foregoing, the Corporation shall have the power:

(a) To purchase or otherwise acquire, own, use, operate, pledge, hypothecate, mortgage, lease, charter, sub-charter, sell, build, and repair steamships, motorships, tankers, vessels, sailing vessels, tugs, lighters, barges, and all other vessels and craft of any and all motive power whatsoever, including aircraft, landcraft, and any and all means of conveyance and transportation by land, water or air, together with engines, boilers, machinery equipment and appurtenances of all kinds, including masts, sails, boats, anchors, cables, tackle, furniture and all other necessities thereunto appertaining and belonging, together with all materials, articles, tools, equipment and appliances necessary, suitable or convenient for the construction, equipment, use and operation thereof; and to equip, furnish, and outfit such vessels and ships.

(b) To engage in ocean, coastwise and inland commerce, and generally in the carriage of freight, goods, cargo in bulk, passengers, mail and personal effects by water between the various ports of the world and to engage generally in waterborne commerce.

(c) To purchase or otherwise acquire, own, use, operate, lease, build, repair, sell or in any manner dispose of docks, piers, quays, wharves, dry docks, warehouses and storage facilities of all kinds, and any property, real, personal and mixed, in connection therewith.

(d) To act as ship’s husband, ship brokers, custom house brokers, ship’s agents, manager of shipping property, freight contractors, forwarding agents, warehousemen, wharfingers, ship chandlers, and general traders.

ARTICLE III.

Address; Registered Agent

The registered address of the Corporation in the Republic of the Marshall Islands is Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands MH96960. The name of the Corporation's registered agent at such address is The Trust Company of the Marshall Islands, Inc.

ARTICLE IV.

Capital Stock

Section 4.01. Authorized capital stock. The total number of shares of capital stock that the Corporation shall have authority to issue is One Hundred and Fifty One Million (151,000,000) registered shares, consisting of One Hundred and Fifty Million (150,000,000) registered shares of common stock, par value of US\$0.01 per share ("Common Stock") and One Million (1,000,000) registered shares of preferred stock, par value of US\$0.01 per share ("Preferred Stock"). Any issued shares of capital stock, including both Common Stock and Preferred Stock, that are exchanged, retired or otherwise acquired by the Corporation shall be available for reissuance as if such shares had not been previously issued.

Section 4.02. Preferred stock. The Board is hereby expressly authorized, by resolution or resolutions, to provide, out of the unissued shares of Preferred Stock, for series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers (if any) of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

Section 4.03. No preemptive rights. Shareholders of the Corporation shall have no conversion, redemption or preemptive rights to subscribe to any of the Corporation's securities.

Section 4.04. Reverse stock split. On July 16, 2012, each twelve (12) shares of Common Stock issued and outstanding on such date were, automatically and without any action on the part of the respective holders thereof, converted into one (1) share of Common Stock. No fractional shares were issued in connection with such conversion. Each certificate that was outstanding immediately prior to such time represents that number of shares of Common Stock into which the shares of Common Stock represented by such certificate shall have been combined, subject to the elimination of fractional share interests as described above.

ARTICLE V.

Directors

Section 5.01. The business and affairs of the Corporation shall be managed by or under the direction of the Board, the exact number of directors comprising the entire Board to be not less than three nor more than twelve (subject to any rights of the holders of Preferred Stock to elect additional directors under specified circumstances) as determined from time to time by resolution adopted by affirmative vote of a majority of the Board. As used in these Amended and Restated Articles of Incorporation, the term "entire Board" means the total number of directors that the Corporation would have if there were no vacancies or unfilled newly created directorships.

Section 5.02. Number, election and terms. The Board shall be divided into three classes, as nearly equal in number as the then total number of directors constituting the entire Board permits, with the term of office of one of the three classes expiring each year. As soon as practicable after the effectiveness of the Articles of Incorporation pursuant to the BCA (the "Effective Time"), the incorporator of the Corporation shall hold an organization meeting to divide the Board into three classes, with the term of office of the first class to expire at the 2011 Annual Meeting of Shareholders, the term of office of the second class to expire at the 2010 Annual Meeting of Shareholders and the term of office of the third class to expire at the 2012 Annual Meeting of Shareholders.

Commencing with the 2010 Annual Meeting of Shareholders, the directors elected at an annual meeting of shareholders to succeed those whose terms then expire shall be identified as being directors of the same class as the directors whom they succeed, and each of them shall hold office until the third succeeding annual meeting of shareholders and until such director's successor is duly elected and has qualified. Cumulative voting, as defined in Division 7, Section 71(2) of the BCA, shall not be used to elect directors.

Section 5.03. Shareholder nomination of Director candidates; shareholder proposal of business. Advance notice of shareholder nominations for the election of Directors and of the proposal of business by stockholders shall be given in the manner provided in the bylaws, as amended and in effect from time to time.

Section 5.04. Newly created directorships and vacancies. Any vacancies in the Board for any reason, other than those specified in Section 5.05, and any created directorships resulting from any increase in the number of directors, may be filled by the vote of not less than a majority of the members of the Board then in office, although less than a quorum, and any directors so chosen shall hold office until the next election of the class for which such directors shall have been chosen and until their successors shall be elected and qualified. Any Director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of Directors in which the new directorship was created or the vacancy occurred and until such Director's successor shall have been duly elected and qualified. No decrease in the number of Directors constituting the Board shall shorten the term of any incumbent Director. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the then authorized number of directors shall be increased by the number of directors so to be elected, and the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of shareholders.

Section 5.05. Removal. (a) Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation or the bylaws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, these Amended and Restated Articles of Incorporation or the bylaws of the Corporation), any Director or the entire Board may be removed at any time, but only for cause and only by the affirmative vote of the holders of a majority of the outstanding shares of Common Stock of the Corporation entitled to vote generally in the election of directors cast at a meeting of the shareholders called for that purpose. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the provisions of this Section 5.05 of this Article V shall not apply with respect to the director or directors elected by such holders of Preferred Stock.

(b) In order to remove a Director, a special general meeting shall be convened and held in accordance with these Amended and Restated Articles of Incorporation and the bylaws. Notice of such a meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director not less than fourteen days before the meeting and at such meeting the Director shall be entitled to be heard on the motion for such Director's removal.

(c) For the purpose of this Section 5.05, "cause" means (a) conviction of a felony, indictable offence or similar criminal offence or (b) willful misconduct that results in material injury (monetary or otherwise) to the Corporation or any of its subsidiaries.

(d) If a Director is removed from the Board under the provisions of this Section 5.05, the shareholders may fill the vacancy at the meeting at which such Director is removed. In the absence of such election or appointment, the Board may fill the vacancy.

Section 5.06. Amendment, repeal, etc. Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation or the bylaws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, these Amended and Restated Articles of Incorporation or the bylaws of the Corporation), the affirmative vote of the holders of a majority of the outstanding shares of Common Stock of the Corporation entitled to vote generally in the election of directors (considered for this purpose as one class) shall be required to amend, alter, change or repeal this Article V.

ARTICLE VI.

Bylaws

In furtherance and not in limitation of the powers conferred upon it by law, the Board shall have the authority to adopt, amend, alter or repeal the bylaws of the Corporation by a vote of not less than a majority of the entire Board, but any bylaw adopted by the Board may be amended or repealed by shareholders entitled to vote thereon.

ARTICLE VII.

Shareholder Action

Section 7.01. Shareholder Meetings. Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of the shareholders or by the unanimous written consent of the shareholders. Except as otherwise required by law and subject to the rights of the holders of any series of Preferred Stock, special meetings of the shareholders for any purpose or purposes may be called only by (i) the Chairman of the Board or the chief executive officer, at the direction of the Board as set forth in a resolution stating the purpose or purposes thereof approved by a majority of the entire Board or (ii) holders of not less than one-fifth of all outstanding shares of Common Stock, who shall state the purpose or purposes of the proposed special meeting. If there is a failure to hold the annual meeting within a period of ninety (90) days after the date designated therefor, or if no date has been designated for a period of thirteen (13) months after the Effective Time or after the Corporation's last annual meeting, holders of not less than one-fifth of the shares entitled to vote in an election of directors may, in writing, demand the calling of a special meeting in lieu of the annual meeting specifying the time thereof, which shall not be less than two (2) nor more than three (3) months from the date of such call. The Chairman of the Board or chief executive officer of the Corporation upon receiving the written demand shall promptly give notice of such meeting, or if the Chairman of the Board or chief executive officer fails to do so within five (5) business days thereafter, any shareholder signing such demand may give such notice. Such notice shall state the purpose or purposes of the proposed special meeting. The business transacted at any special meeting shall be limited to the purposes stated in the notice of such meeting.

Section 7.02. Action by Unanimous Written Consent. Any action required to be taken or which may be taken at any annual or special meeting of shareholders of the Corporation may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE VIII.

Limitation of Director Liability

A Director shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except, if required by the BCA, as amended from time to time, for (i) liability for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit. Neither the amendment nor repeal of this Article VIII shall eliminate or reduce the effect of this Article VIII in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VIII would accrue or arise, prior to such amendment or repeal.

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