



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

May 12, 2017

Dear Shareholder:

On behalf of the Board of Directors, it is my pleasure to extend to you an invitation to attend the 2017 Annual Meeting of Shareholders of DHT Holdings, Inc. (“DHT”). The annual meeting will be held at Richmond House, 12 Par-La-Ville Road, Hamilton HM 08, Bermuda, on Thursday, June 15, 2017, at 1:00 pm (Bermuda time).

The enclosed Notice of Annual Meeting and Proxy Statement describe the business to be transacted at the annual meeting and provide other information concerning DHT. The principal business to be transacted at the annual meeting will be (1) the election of Jeremy Kramer to DHT’s Board of Directors, as a Class I director, (2) the 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 (“*Common Stock*”), to 250,000,000 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, 2017.

The Board of Directors unanimously recommends that shareholders vote *for* the election of Jeremy Kramer to the Board of Directors, *for* the increase in the number of authorized shares of Common Stock and *for* the ratification of Deloitte AS as DHT’s Independent Registered Public Accounting Firm.

Your vote is very important, no matter how many shares you own.

We are soliciting your proxy so that you are able to vote on all items of business to be transacted at the annual meeting, whether or not you plan to attend the annual meeting. If you have any questions or require any assistance with voting your shares, please contact our proxy solicitor:

D.F. King & Co. Inc.
48 Wall Street, 22nd Floor
New York, NY 10005
Call Collect: +1 212 269 5550
Toll Free: +1 866 796 1292
email: DHT@dfking.com

We hope that you will have your shares represented by submitting a proxy (a) by telephone or the internet following the easy instructions on the enclosed proxy card or (b) by completing, signing, dating and returning your proxy card in the enclosed envelope as soon as possible.

Sincerely,

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

Erik A. Lind
Chairman of the Board of Directors

**2017 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** Thursday, June 15, 2017, 1:00 pm (Bermuda time)
- Place** Richmond House
12 Par-La-Ville Road, Hamilton HM 08
Bermuda
- Items of Business**
- (1) To elect Jeremy Kramer to DHT's Board of Directors, as a Class I director, 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, par value \$0.01 ("*Common Stock*"), to 250,000,000 shares.
 - (3) To ratify the selection of Deloitte AS as DHT's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2017.
 - (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 May 9, 2017. 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** The Board of Directors unanimously recommends that shareholders vote *for* the election of Jeremy Kramer to the Board of Directors, *for* the increase in the number of authorized shares of Common Stock and *for* the ratification of Deloitte AS as DHT's Independent Registered Public Accounting Firm.
- Whether or not you plan to attend the annual meeting, we encourage you to read this proxy statement and act promptly to vote your shares by submitting your proxy (a) by telephone or the internet following the easy instructions on the enclosed proxy card or (b) by completing, signing and dating the proxy card and returning it in the postage-paid envelope provided as soon as possible.

By Order of the Board of Directors



Susan Mackertich
Authorized signatory
Conyers Corporate Services (Bermuda) Limited
Secretary

This notice of annual meeting and proxy statement and form of proxy are being distributed on or about May 12, 2017.

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

Q: *Who can I contact with questions about how to vote?*

A: If you have any questions or require any assistance with voting your shares, please contact DHT's proxy solicitor:

**D.F. King & Co. Inc.
48 Wall Street, 22nd Floor
New York, NY 10005
Call Collect: +1 212 269 5550
Toll Free: +1 866 796 1292
email: DHT@dfking.com**

Q: *Why am I receiving these materials?*

A: The Board of Directors (the "*Board*") of DHT Holdings, Inc. ("*DHT*"), 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 June 15, 2017. 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 2016 Annual Report?*

A: Shareholders may obtain a free copy of our 2016 Annual Report filed on Form 20-F by requesting a copy in writing from:

DHT Holdings, Inc.
Secretary of the Corporation
Clarendon House
2 Church Street
Hamilton HM 11, Bermuda

Shareholders may also obtain a copy of our 2016 Annual Report filed on Form 20-F from our website at www.dhtankers.com and through the Securities and Exchange Commission's 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 Jeremy Kramer to the Board as a Class I director for a term of three years ("*Proposal No. 1*");
- The amendment of DHT's Amended and Restated Articles of Incorporation to increase the number of authorized shares of Common Stock to 250,000,000 shares ("*Proposal No. 2*"); and
- The ratification of Deloitte AS as our Independent Registered Public Accounting Firm for the 2017 fiscal year ("*Proposal No. 3*").

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 Jeremy Kramer to the Board; “FOR” the proposed amendment of the Amended and Restated Articles of Incorporation to increase the number of authorized shares of DHT Common Stock; and “FOR” the ratification of the Independent Registered Public Accounting Firm for the 2017 fiscal year.

Q: *What shares can I vote?*

A: Each share of Common Stock issued and outstanding as of the close of business on May 9, 2017, the *record date* for the annual meeting, is entitled to be voted on all items of business being voted on 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 125,798,066 shares of Common Stock 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 other 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 other nominee that holds your shares, which would give you the right to vote the shares at the meeting. Enclosed with this proxy statement, your broker, trustee or other nominee will also provide voting instructions for you to use in directing the broker, trustee or other 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 May 9, 2017 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, trustee or other 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 other 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 pm, Bermuda time, on June 15, 2017.

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 other 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 other nominee.

Shareholders of record of Common Stock may submit proxies (a) by telephone or the internet following the easy instructions on the enclosed proxy card or (b) 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 other 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 other 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 of the shares of capital stock in DHT ("*DHT Capital Stock*") issued and

outstanding as of the record date and entitled to vote must be present in person or represented by proxy. As of the record date, shares of Common Stock were the only type of DHT Capital Stock issued and outstanding.

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 Jeremy Kramer to the Board; “FOR” the proposed amendment of DHT’s Amended and Restated Articles of Incorporation to increase the number of authorized shares of Common Stock; “FOR” ratification of the Independent Registered Public Accounting Firm; and in the discretion of your proxy holder 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, other than matters requiring the affirmative vote of a majority of all outstanding shares of Common Stock or DHT Capital Stock.

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 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 both the holders of a majority of all outstanding shares of Common Stock entitled to vote on such proposal at the annual meeting and a majority of the voting power represented by all outstanding shares of DHT Capital Stock.

Proposal No. 3 requires the affirmative “FOR” vote of the holders of a majority of the voting power represented by the shares of DHT Capital Stock present in person or represented by proxy and entitled to vote on that proposal at the annual meeting.

As of the record date, shares of Common Stock were the only type of DHT Capital Stock issued and outstanding.

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

A: No. DHT’s Amended and Restated Articles of Incorporation provide that cumulative voting shall not be used in the election of directors.

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 to DHT to vote your shares, the

persons named as proxyholders, Erik A. Lind, Svein Moxnes Harfjeld, Trygve P. Munthe, Eirik Ubøe and Susan Mackertich, 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 Jeremy Kramer 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, please contact D.F. King, who we have retained to assist in this proxy solicitation, at:

**D.F. King & Co. Inc.
48 Wall Street, 22nd Floor
New York, NY 10005
Call Collect: +1 212 269 5550
Toll Free: +1 866 796 1292
email: DHT@dfking.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 will pay the entire cost of preparing, assembling, printing, mailing and distributing these proxy materials and soliciting votes, including the cost of retaining D.F. King to assist with the solicitation of proxies. 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 by press release and to file with the U.S. Securities and Exchange Commission (the “SEC”) 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 March 17, 2018 and no earlier than February 15, 2018. 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 March 17, 2018 and no earlier than February 15, 2018 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:

DHT Holdings, Inc.
Nominating and Corporate Governance Committee
Clarendon House, 2 Church Street
Hamilton HM11
Bermuda
Attention: Erik A. Lind, Chairman
Facsimile: +1 441 298 7800

Your vote is very important, no matter how many shares you own. If you have any questions or require any assistance with voting your shares, please contact our proxy solicitor:

D.F. King & Co. Inc.
48 Wall Street, 22nd Floor
New York, NY 10005
Call Collect: +1 212 269 5550
Toll Free: +1 866 796 1292
email: DHT@dfking.com

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 Messrs. Lind, Cowen, Pyne and Steimler 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 five 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, Chairman	X	X	X*
Robert N. Cowen	X*		X
Carsten Mortensen			
Joseph H. Pyne	X	X	
Einar Michael Steimler	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;
- significant financial transactions and financial policy and strategy;
- 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.

Investor Rights Agreement with BW Group Limited

See the section below "Minority Investor Arrangements" for further information relating to DHT's corporate governance and Board matters.

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

For the year 2016, Mr. Lind, Mr. Steimler, Mr. Cowen and Mr. Pyne were each awarded 45,000 shares of restricted stock that vest in three equal amounts in February 2017, 2018 and 2019, subject to each such member of our Board remaining a member of our Board. For the year 2015, Mr. Lind, Mr. Steimler, Mr. Cowen and Mr. Pyne were each awarded 40,000 shares of restricted stock that vest in three equal amounts in February 2016, 2017 and 2018, subject to each such member of our Board remaining a member of our Board. For the year 2014, Mr. Lind, Mr. Steimler and Mr. Cowen were each 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 remaining a member of our Board. In January 2016, the vesting dates in January 2017 and January 2018 were changed to February 2017 and February 2018. For additional details concerning equity awards granted during 2016, see the section below, “2016 Director and Executive Compensation Awards”.

PROPOSALS TO BE VOTED ON

PROPOSAL NO. 1: **Election of Jeremy Kramer to the Board**

As of the date of this proxy statement, the Board consists of five directors divided into three classes: Class I, Class II and Class III. At the 2017 annual meeting, Jeremy Kramer will stand for election to serve as a Class I director for a three-year term until the 2020 annual meeting and until his successor is elected. The remaining directors consist of two Class II directors and two Class III directors, with terms expiring in 2019 and 2018, respectively.

Information regarding the business experience of Jeremy Kramer is provided below. There are no family relationships between any member of the Board and any executive officer, and the Board expects that Mr. Kramer will satisfy DHT's director independence standards.

If you sign your proxy or voting instruction card but do not give instructions for the election of Jeremy Kramer, your shares will be voted "FOR" Jeremy Kramer. If you wish to give specific instructions for the election of Jeremy Kramer, you may do so by indicating your instructions on your proxy or voting instruction card.

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

Vote Required

The person receiving the highest number of "FOR" votes represented by shares of DHT Capital Stock, present in person or represented by proxy and entitled to be voted at the annual meeting, will be elected as a Class I director.

The Board unanimously recommends a vote "FOR" Jeremy Kramer's election to the Board, as a Class I director, for a three-year term.

Information about Jeremy Kramer

Jeremy Kramer

Age 55

Mr. Jeremy Kramer is on the Board of Directors of Golar LNG Partners and serves on its Conflicts Committee. Mr. Kramer was a Senior Portfolio Manager in the Straus Group at Neuberger Berman from 1998 to 2016, managing equity portfolios primarily for high net worth clients. Prior to that, Mr. Kramer worked at Alliance Capital from 1994 to 1998, first as a Securities Analyst focused on small and mid-cap equity securities. Mr. Kramer also managed a closed-end fund, the Alliance Global Environment Fund. Mr. Kramer worked at Neuberger Berman from 1988 to 1994 as a Securities Analyst. Mr. Kramer earned an MBA from Harvard University Graduate School of Business in 1988. Mr. Kramer graduated with a BA from Connecticut College in 1983. Mr. Kramer is a resident and citizen of the United States.

Information About Directors Continuing in Office

Class II Directors (whose terms will expire in 2019)

Einar Michael Steimler

Director since 2010

Age 69

Mr. Einar Michael Steimler has over 43 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 Norwegian 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.

Joseph H. Pyne

Director since 2015

Age 69

Mr. Joseph H. Pyne is the Executive Chairman of Kirby Corporation and served as the Chief Executive Officer of Kirby from 1995 to April 29, 2014. Mr. Pyne served as Executive Vice President from 1992 to 1995 and also served as President of Kirby Inland Marine, LP, Kirby Corp.'s principal transportation subsidiary, from 1984 to November 1999. He served at Northrop Services, Inc. and served as an Officer in the U.S. Navy. He has been Executive Chairman of Kirby Corporation since April 2013 and its Director since 1988. He served as a Member of the Advisory Board at Ocean Energy Institute. Mr. Pyne holds a degree in Liberal Arts from the University of North Carolina. Mr. Pyne is a resident and citizen of the United States.

Class III Director (whose terms will expire in 2018)

Erik A. Lind

Director since 2005

Age 62

Mr. Erik A. Lind has more than 37 years' experience in corporate banking, global shipping and specialized and structured asset financing. Mr. Lind is currently group Chief Executive Officer and a director of Tufton Oceanic Finance Group Limited and all its principal subsidiaries (including Tufton Oceanic (Isle of Man) Limited). 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, and on the advisory board of A.M. Nomikos. Mr. Lind holds a Masters of Business Administration degree from the University of Denver. Mr. Lind is a resident of Cyprus and a citizen of Norway.

Carsten Mortensen

Director Since 2017

Age 51

Mr. Mortensen has over 30 years of shipping experience, 11 years of which were spent at A.P. Møller-Maersk and 17 at D/S Norden. Mr. Mortensen is currently CEO of BW Group Limited and Board Member of BW Offshore Limited, BW LPG Limited and BW Pacific Limited. His previous appointments include CEO of D/S Norden from 2005 to 2014 and Managing Director of Maersk Broker (UK) Ltd from 1995 to 1997. Mr. Mortensen was a Board Member of the

Danish Shipowners Association (DSA) and its Chairman from 2011 to 2014. Mr. Mortensen served as Board Member of the International Chamber of Shipping (ICS) from 2009 to 2011. From 2012 to 2013, he chaired “Vækstteam” (or Growth Team), an initiative by the Danish Government to create jobs in the Danish Maritime Cluster. Mr. Mortensen received his training in shipping at the Maersk Shipping School and further executive qualifications from INSEAD, Wharton and IMD. He holds a Graduate Diploma degree in International Business (HD-U) from Copenhagen Business School. Mr. Mortensen is a resident and citizen of Denmark.

PROPOSAL NO. 2:
**Amend DHT's Articles of Incorporation to Increase the Number of
Authorized Shares of Common Stock to 250,000,000 Shares**

The Board is seeking approval to amend and restate DHT's Amended and Restated Articles of Incorporation (the "*Share Increase Amendment*") in order to increase the total number of authorized shares of Common Stock from 150,000,000 to 250,000,000.

Ability to Issue Shares of Common Stock in Future Value-Enhancing Transactions

As discussed in the letter enclosed with these proxy materials, DHT has a track record of executing on a disciplined counter cyclical strategy. DHT believes 2017 will be a year for growth opportunities, and in this respect, it is seeking to ensure it has the required tools to continue delivering on its strategy. In connection with the recent value-enhancing acquisition of the BW VLCC fleet, DHT issued Common Stock as part of the consideration. DHT has now committed substantially all of its authorized shares and is seeking an increase in authorized Common Stock to pursue further potential growth opportunities in the future.

The Share Increase Amendment will allow DHT to issue shares of Common Stock in the future with the authorization of the Board. These shares could be used to fund the additional expansion of DHT's fleet, if market conditions are favorable to expansion, for future capital raisings, investment opportunities or for other general corporate purposes that are value-enhancing to DHT and its shareholders. The Board has demonstrated its commitment to seeking value-enhancing acquisitions in both 2014, when DHT acquired Samco Shipholding (which included seven very large crude carriers ("*VLCCs*")), and pursuant to the 2017 acquisition of 11 VLCCs from BW Group Limited ("*BW Group*"), and DHT's shareholders should expect the Board to be prudent with respect to equity issuances for future growth. In addition, the increase has been sized appropriately to avoid the need for repeated separate amendments (and the delay and expense incurred in holding special meetings of the shareholders to approve such amendments) each time the Board seeks to issue shares of Common Stock in a transaction, while maintaining a reasonable maximum number of authorized shares. For these reasons, the Board believes the Share Increase Amendment is in the best interests of DHT and its shareholders.

Currently, 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 shares that would be available as a result of the Share Increase Amendment, other than as expressly contemplated by the Vessel Acquisition Agreement (the "*VAA*") that DHT entered into on March 23, 2017, with BW Group.

Conversion of BW Group's Preferred Stock and Avoidance of Preferred Dividends

The Share Increase Amendment also will allow for the conversion of shares of Series D Junior Participating Preferred Stock, par value \$0.01 per share (the "*Series D Preferred Stock*"), to be issued to BW Group as consideration under the VAA into Common Stock. Currently, there is a shortfall in the total number of authorized shares of Common Stock needed to facilitate the full conversion, taking into account shares of Common Stock issued and outstanding or issuable under or reserved for issuance upon the conversion or exercise of DHT's 4.5% Convertible Senior Notes due 2019 (the "*Convertible Notes*"), as set forth in the following table:

Shares of Common Stock Available as of May 9 Record Date:

Authorized shares of Common Stock	150,000,000
<i>Issued and Outstanding</i>	<u>(125,798,066)</u>
<i>Issuable upon Conversion of Convertible Notes⁽¹⁾</i>	<i>(18,126,795)</i>
<i>Reserved under Equity Compensation Plans / Options</i>	<i>(1,505,500)</i>
<i>Issuable to BW Group under the VAA⁽²⁾</i>	<u>(849,232)</u>
Shares currently available for future growth	<u>3,720,407</u>

Additional Shares of Common Stock Requested pursuant to Share Increase Amendment:

Additional authorized shares of Common Stock	100,000,000
<i>Conversion of Series D Preferred Stock</i>	<u>(15,700,000)</u>
Additional shares requested for future growth	<u>84,300,000</u>

- (1) Reflects all repurchases of Convertible Notes since March 23, 2017 (the date of the VAA), equal in aggregate principal amount to \$5,000,000, and assumes a conversion rate based on the occurrence on May 9, 2017 of a “Fundamental Change” (as defined in the first supplemental indenture governing the Convertible Notes, dated as of September 15, 2015).
- (2) To be issued in full to BW Group in connection with the delivery of the next VLCC under the VAA, which will occur after the date of this Proxy Statement.

If the Series D Preferred Stock is not converted into Common Stock by January 1, 2018, a 4% per annum cash dividend will begin to accrue on the “Stated Value” of \$5,370 per share of Series D Preferred Stock, payable quarterly and in addition to any dividends paid on the Common Stock (which the Series D Preferred Stock is also entitled to receive). In addition, DHT will be prohibited from paying dividends on the Common Stock unless DHT is current with respect to payment of any such accrued preferred dividends. Obtaining approval for the Share Increase Amendment would facilitate the full conversion of the shares of Series D Preferred Stock issuable to BW Group into shares of Common Stock and avoid this dividend from ever accruing. BW Group would also be entitled to designate an extra director to the Board if the Share Increase Amendment is not passed by October 31, 2017, who would serve until the Share Increase Amendment is passed. See the section below entitled “Minority Investor Arrangements” for more information on BW Group’s right to designate nominees to the Board.

The Share Increase Amendment will only affect the number of authorized shares of Common Stock. Therefore, even if the Share Increase Amendment is approved, the Board will retain the ability to issue up to 1,000,000 shares of preferred stock, as currently provided in DHT’s Amended and Restated Articles of Incorporation.

Vote Required

Approval of the Share Increase Amendment requires both (1) the affirmative “FOR” vote of the holders of a majority of the voting power of all issued and outstanding shares of DHT Capital Stock entitled to vote on the proposal at the annual meeting, which includes the holders of shares of Common Stock and of Series D Preferred Stock voting together as a single class, and (2) the affirmative “FOR” vote of the holders of a majority of all issued and outstanding shares of Common Stock entitled to vote on the proposal at the annual meeting (voting separately as a single class).

As of the record date, shares of Common Stock were the only type of DHT Capital Stock issued and outstanding, but DHT expects that it will have issued 15,700 shares of Series D Preferred Stock to BW Group prior to the annual meeting. For the avoidance of doubt, these shares are not entitled to vote at the annual meeting because they are to be issued after the record date for the annual meeting.

Pursuant to the VAA, BW has agreed, among other things, to vote all shares of Common Stock and Preferred Stock that it holds in favor of the Share Increase Amendment, representing approximately 24.8% of both the voting power of DHT Capital Stock and of the issued and outstanding Common Stock as of the May 9, 2017 record date.

The Board unanimously recommends a vote “FOR” the Share Increase Amendment.

A copy of the Amended and Restated Articles of Incorporation, as further amended to give effect to the Share Increase Amendment, is attached to this proxy statement as Appendix I. Additional information regarding the VAA and related transactions, including the rights granted to and obligations imposed on the BW Group, can be found below in the section entitled “Minority Investor Arrangements”. The foregoing summary of the terms of the Series D Preferred Stock does not purport to be complete and is qualified in its entirety by the Certificate of Designation of Series D Preferred Stock, a copy of which is attached as Exhibit 4.1 to DHT’s current report on Form 6-K filed with the SEC on April 20, 2017.

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, 2017. Deloitte AS audited the financial statements of DHT for the period ended December 31, 2016. 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.

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 2017 fiscal year requires the affirmative “**FOR**” vote of a majority of the voting power represented by the shares of DHT Capital Stock present in person or represented by proxy and entitled to vote thereon at the meeting.

The Board unanimously recommends a vote “FOR” the ratification of the selection of Deloitte AS as DHT’s Independent Registered Public Accounting Firm for fiscal year 2017.

MINORITY INVESTOR ARRANGEMENTS

As a significant minority investor in DHT, DHT granted BW Group certain minority rights under the Investor Rights Agreement (the “*Investor Rights Agreement*”) entered into on April 20, 2017. BW Group also agreed to take certain actions consistent with a minority position and accept certain limitations on its rights as a shareholder under the Investor Rights Agreement.

Standstill Obligations

The Investor Rights Agreement imposes a standstill on BW Group, in effect until it no longer holds at least 25% of the total voting power of DHT Capital Stock (the period ending on such date, the “*Standstill Period*”). The standstill, among other things, ensures that control over DHT resides with the Board during the Standstill Period. During the Standstill Period BW Group cannot take any of the following actions:

- Hold more than 45% of the total voting power of DHT Capital Stock;
- Solicit any proposal for a business combination or a sale of all or a substantial portion of the DHT assets;
- Participate in a proxy solicitation, or vote with or grant a proxy to any shareholder that undertakes a proxy solicitation from DHT shareholders;
- Participate in any 13D group;
- Attempt to increase BW Group Board representation or otherwise change the composition of the Board inconsistent with the arrangements described below under the heading “—Minority Representation on Board and Committees”;
- Call special meetings of the shareholders; and
- Assist a third party with any of the foregoing prohibited actions.

Limited Matching Rights

If during the Standstill Period any third party makes a written tender or exchange offer to holders of DHT Capital Stock that remains open and is reasonably capable of being completed, BW Group may exercise limited matching rights to propose a counteroffer to the Board.

The Board may determine to accept or reject the counteroffer in its sole discretion. All directors that were designated for nomination by BW Group will recuse themselves from the Board’s deliberations on the counteroffer.

BW Group has the right to launch a tender offer or exchange offer comprising the terms of its counteroffer (including the terms required by the Investor Rights Agreement) only if (1) the Board rejects BW Group’s counteroffer in favor of the third-party offer and (2) the third-party offer would, if consummated, result in a change of control of DHT.

Minority Representation on Board and Committees

Nominees to the Board will be composed of four individuals selected by DHT’s Nominating and Governance Committee plus up to two individuals that BW Group has the right to nominate as a minority shareholder. As

of May 9, 2017, the Board consists of four independent directors nominated by the Nominating and Governance Committee and Carsten Mortensen, BW Group's only designee currently on the Board.

BW Group is entitled to designate two director nominees while it continues to hold at least 75% of the aggregate number of shares of Common Stock and Series D Preferred Stock it received as consideration under VAA, and one director nominee while it continues to hold at least 40%, but less than 75%, of the aggregate number of shares of Common Stock and Series D Preferred Stock it received as consideration under VAA (calculated on an as-converted basis in each case). BW Group would also be entitled to designate an extra director to the Board if the Share Increase Amendment is not passed by October 31, 2017, who would serve until the Share Increase Amendment is passed.

If at any time BW Group does not hold at least 10% of voting power of DHT Capital Stock, it will lose all director nominee designation rights.

In addition, the Investor Rights Agreement provides BW Group's designees with representation on each committee of the Board, so long as these designees comprise less than half of the total number of members on each committee.

Obligation to Support DHT Nominees

BW Group is required to vote all of its shares of Common Stock, Series D Preferred Stock and other DHT Capital Stock in favor of each of the Nominating and Corporate Governance Committee's nominees for election to the Board, and against any proposal for his or her removal from the Board.

An exception to this rule applies to the extent that BW Group holds shares representing more than 35% of the total voting power of DHT Capital Stock. If BW Group were to hold more than 35% of the total voting power of DHT Capital Stock, it could vote the amount of its excess holdings above 35% in its sole discretion (subject to the standstill requirement that BW Group never hold more than 45% of the total voting power of DHT Capital Stock) during the Standstill Period.

Interested Transactions between DHT and BW Group

BW Group is prohibited from entering into any material transaction with DHT unless the transaction is approved by the Board, with each director that was nominated by BW Group being required to recuse himself from the deliberations.

Transfer Limitations

The Investor Rights Agreement prohibits BW Group from transferring shares of voting DHT Capital Stock outside of BW Group and its controlled affiliates without the prior written consent of DHT if, to BW Group's knowledge, the acquiring party would beneficially own 15% or more of the voting power of all DHT Capital Stock as a result of the transfer, except in the case of a tender or exchange offer for shares of DHT Capital Stock that the Board has recommended that shareholders accept.

Minority Investor Protections

The Investor Rights Agreement also grants BW Group certain customary minority investor rights, including registration rights under applicable securities laws and approval rights over certain corporate actions, including engaging in new lines of business, taking actions to discriminate against BW Group in favor of other shareholders and any merger or other transaction resulting in a change of control of DHT, or a sale of all or substantially all of DHT's assets or stock, if the per-share value of the consideration in such transaction received

by the holders of Common Stock is less than the per-share value implied by the sale and purchase of the vessels under the VAA (i.e., \$5.37 per share, subject to an annual uptick of 10%).

These minority investor protections expire once BW Group no longer holds at least 25% of the voting power of the DHT Capital Stock.

Non-Coercive Offers

Beginning on the fifth anniversary of the Investor Rights Agreement (or, if earlier, the earlier of the end of Standstill Period and October 20, 2018 (if on such date BW Group then holds less than 35% of DHT's issued and outstanding Common Stock)), BW Group may make a "Non-Coercive Offer" to shareholders to acquire all issued and outstanding shares of DHT Capital Stock, which must comply with certain parameters set forth in the Investor Rights Agreement, including relating to offer value and form of consideration. In addition, BW Group is required, prior to making a Non-Coercive Offer, to consult and negotiate in good faith with the Board for a period of at least 45 days beforehand.

The above summary of the Investor Rights Agreement does not purport to be complete and is qualified in its entirety by the Investor Rights Agreement, a copy of which is attached as Exhibit 4.1 to DHT's current report on Form 6-K filed with the SEC on April 20, 2017. Additional information regarding the VAA and related transactions, including the rights granted to and obligations imposed on the BW Group under the Investor Rights Agreement, can also be found in DHT's current report on Form 6-K filed with the SEC on March 24, 2017. These filings can also be accessed through DHT's website at www.dhtankers.com.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding beneficial ownership, as of May 9, 2017, 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)
BW Group Limited	31,175,163	24.8%
Frontline Ltd. (3)	13,546,964	10.8%
Dimensional Fund Advisors LP (4)	7,666,037	6.1%
Directors		
Erik A. Lind (5)	214,754	*
Einar Michael Steimler (5)	211,264	*
Robert N. Cowen (5)	207,132	*
Joseph H. Pyne (6)	101,424	*
Carsten Mortensen (7)	31,175,163	24.8%
Executive Officers		
Svein Moxnes Harfjeld (8)	922,585	*
Trygve P. Munthe (8)	1,013,250	*
Eirik Ubøe (9)	252,087	*
Directors and executive officers as a group (8 persons) (10)	2,922,497	2.3%

* *Less than 1%*

- (1) Assumes conversion of all of the holder’s Convertible Notes at a conversion price of \$6.5097 per share of Common Stock. The conversion price of the Convertible Notes is subject to adjustments. As a result, the number of shares of Common Stock issuable upon conversion of the Convertible Notes may increase or decrease in the future.
- (2) Calculated based on Rule 13d-3(d)(1) under the Exchange Act, using 125,798,066 shares of Common Stock issued and outstanding on May 9, 2017.
- (3) Based upon a Schedule 13D/A filed with the SEC on March 27, 2017 by Frontline, who, together with other entities over which John Fredriksen has indirect influence, including GHL World Ltd (“GHL”), Hemen Holding Limited (“Hemen”), Greenwich Holdings Limited (“Greenwich”) and C.K Limited, may be deemed to beneficially own 13,546,964 shares of DHT. All shares

beneficially owned are shares of Common Stock. Based upon a Schedule 13D filed with the SEC on March 27, 2017 by Frontline, Hemen is the largest shareholder in Frontline, holding approximately 48.4% of Frontline's issued and outstanding shares. Greenwich is the sole shareholder of Hemen and GHL. The principal business of C.K. Limited is acting as trustees of various trusts established by John Fredriksen for the benefit of his immediate family members (the "Trusts"). The Trusts are the sole shareholders of Greenwich and indirect owners of Hemen and GHL. As a result of the foregoing, the total common shares reported as beneficially owned by each of Frontline, GHL, Hemen, Greenwich and C.K. Limited is reported as beneficially owned by Mr. Fredriksen.

- (4) Based upon a Schedule 13G filed with the SEC on February 9, 2017 by Dimensional Fund Advisors LP ("Dimensional"), who, as investment manager, possesses the power to direct investments or power to vote shares owned by various investment companies, commingled group trusts and separate accounts. For purposes of the reporting requirements of the Exchange Act, Dimensional is deemed to be a beneficial owner of such shares; however, Dimensional expressly disclaims that it is, in fact, the beneficial owner of such shares. Dimensional possesses the sole power to vote or direct the vote of 7,442,657 shares of DHT and the sole power to dispose or to direct the disposition of 7,666, 037 shares of DHT. All shares beneficially owned are shares of Common Stock.
- (5) Includes 57,500 shares of restricted stock subject to vesting conditions.
- (6) Includes 43,333 shares of restricted stock subject to vesting conditions.
- (7) Carsten Mortensen is the CEO of BW Group. As of the record date for the annual meeting, BW Group holds 31,175,163 shares of Common Stock and is entitled to an additional 849,232 shares of Common Stock and 15,700 shares of Series D Preferred Stock in exchange for the delivery of the vessels that remain to be delivered to DHT pursuant to the VAA. As a result of his role as CEO of BW Group, Mr. Mortensen may be deemed to beneficially own such shares.
- (8) Does not include 62,500 options with a current exercise price of \$6.33 per share and expiring on June 13, 2018 and 62,500 options with a current exercise price of \$9.28 per share and expiring on June 13, 2018 with the exercise prices to be adjusted for future dividends. Includes 354,166 shares of restricted stock subject to vesting conditions.
- (9) Does not include 5,000 options with a current exercise price of \$6.33 per share and expiring on June 13, 2018 and 5,000 options with a current exercise price of \$9.28 per share and expiring on June 13, 2018 with the exercise prices to be adjusted for future dividends. Includes 83,335 shares of restricted stock subject to vesting conditions.
- (10) Includes 1,007,501 shares of restricted stock subject to vesting conditions. Does not include shares referred to in note (7) to this table.

EXECUTIVE OFFICERS

<u>Name</u>	<u>Age</u>	<u>Position</u>
Svein Moxnes Harfjeld	53	Co-Chief Executive Officer
Trygve P. Munthe	55	Co-Chief Executive Officer
Eirik Ubøe	56	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. Prior to joining DHT, Mr. Harfjeld held senior management positions with the BW Group, 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, Chief Financial Officer. Mr. 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 2016 to each of our current Co-CEOs and CFO.

2016 Summary Compensation Table

Executive Officer	Salary ⁽¹⁾	Cash Bonus	Restricted Stock Awards ⁽²⁾
Svein Moxnes Harfjeld, Co-CEO ⁽³⁾	\$ 468,971	\$ 1,150,000	235,000
Trygve P. Munthe, Co-CEO ⁽³⁾	\$ 465,117	\$ 1,150,000	235,000
Eirik Ubøe, CFO ⁽³⁾	\$ 229,009	\$ 125,000	40,000

- (1) Mr. Harfjeld, Mr. Munthe and Mr. Ubøe are paid a salary in Norwegian Kroner of NOK 3,938,747, NOK 3,906,378 and NOK 1,923,380, respectively. U.S. dollar equivalents calculated using a NOK/USD exchange rate of NOK 8.3987 to \$1.
- (2) Based on performance in 2015, Mr. Harfjeld, Mr. Munthe and Mr. Ubøe were, in 2016, each awarded 235,000, 235,000 and 40,000 shares of restricted stock, respectively, which vest in three equal amounts in February 2016, 2017 and 2018, 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 2016, 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 up to 70% of their base salary at retirement date with the base salary for the purposes of the pension plan limited to 12 times the National Insurance Scheme's base amount "G" (which is currently NOK 92,516).

Aggregated Fiscal 2016 Year-End Options

As of December 31, 2016, 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 a current exercise price of \$6.33 and the other half have a current exercise price of \$9.28. The exercise price is adjusted for dividends declared and paid by DHT from the date the options were awarded. No other options to purchase shares of Common Stock were outstanding as of December 31, 2016.

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 2016. 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 2016.

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 2016, DHT utilized the 2016 Incentive Compensation Plan (the “*2016 Plan*”), which replaced 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 2016 Plan is designed to encourage employee retention and equity ownership. Prior to 2016, long-term incentive awards were issued under the 2011 Incentive Compensation Plan (the “2011 Plan”), the 2012 Incentive Compensation Plan (the “2012 Plan”) and the 2014 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, the 2012 Plan or the 2014 Plan.

For the year 2016, Mr. Harfjeld, Mr. Munthe and Mr. Ubøe were each awarded 255,000, 255,000 and 60,000 shares of restricted stock, respectively, which vest in three equal amounts in February 2017, 2018 and 2019, subject to continued employment with us. For the year 2015, Mr. Harfjeld, Mr. Munthe and Mr. Ubøe were each awarded 235,000, 235,000 and 40,000 shares of restricted stock, respectively, which vest in three equal amounts in February 2016, 2017 and 2018, subject to continued employment with us. For the year 2014, Mr. Harfjeld, Mr. Munthe and Mr. Ubøe were each awarded 255,000, 255,000 and 85,000 shares of restricted stock, respectively, which vest in three equal amounts in January 2016, 2017 and 2018, subject to continued employment with us. In January 2016, the vesting dates in January 2017 and January 2018 were changed to February 2017 and February 2018. 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

Joseph H. Pyne

2016 DIRECTOR AND EXECUTIVE COMPENSATION AWARDS

For the year 2016, each of our directors was awarded 45,000 shares of restricted stock that vest in three equal amounts in February 2017, 2018 and 2019, subject to each such member of the Board remaining a member of our Board through the applicable vesting date.

During the relevant vesting periods of the restricted stock, each director 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.

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 2017 fiscal year.

Deloitte AS served as DHT’s independent registered public accounting firm for the fiscal year ended December 31, 2016. In connection with the preparation of certain registration statements and certain other transactions, Deloitte AS provided certain audit-related services during the 2016 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 2015 and 2016 fiscal years, respectively.

Fees

2015

2016

Audit Fees (1)	\$ 555,393	\$ 387,936
Audit-Related Fees (2).....	56,900	47,628
Tax Fees	—	9,538
All Other Fees	—	—
Total	<u>\$ 612,293</u>	<u>\$ 445,102</u>

- (1) Audit fees for 2015 and 2016 represent fees for professional services provided in connection with the audit of our financial statements as of and for the periods ended December 31, 2015 and 2016, respectively.
- (2) Audit-related fees for 2016 consisted of \$37,044 in respect of quarterly limited reviews and \$10,584 related to other services. Audit-related fees for 2015 consisted of \$37,341 in respect of quarterly limited reviews and \$19,559 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 2016 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;
- significant financial transactions and financial policy and strategy;
- 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 2016 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 2016, 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
Joseph H. Pyne

Appendix I
Amended and Restated Articles of Incorporation

[attached]

**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 Two Hundred and Fifty One Million (251,000,000) registered shares, consisting of Two Hundred and Fifty Million (250,000,000) 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.

(a) 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.

(b) 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.

(c) 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.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 15th day of June, 2017.

By:

Eirik Ubøe

Chief Financial Officer

Proxy Cards

[attached]

DHT HOLDINGS, INC.**Proxy for Annual Meeting of Shareholders on June 15, 2017****Solicited on Behalf of the Board of Directors**

The undersigned hereby appoints Erik A. Lind, Svein Moxnes Harfjeld, Trygve P. Munthe, Eirik Ubøe and Susan Mackertich, and each of them, with power to act without the other and with power of substitution, as proxies and attorneys-in-fact and hereby authorizes them to represent and vote, as provided on the other side, all the shares of DHT Holdings, Inc. which the undersigned is entitled to vote, and, in their discretion, to vote upon such other business as may properly come before the Annual Meeting of Shareholders of the Company to be held on June 15, 2017 or any adjournment thereof, with all powers which the undersigned would possess if present at the Meeting.

(Continued and to be signed on the reverse side.)

COMMENTS:

**ANNUAL MEETING OF SHAREHOLDERS OF
DHT HOLDINGS, INC.**

June 15, 2017

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Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF THE NOMINATED DIRECTOR AND "FOR" PROPOSALS 2 AND 3.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

1. To elect Jeremy Kramer to DHT's Board of Directors for a term of three years.

FOR NOMINEE **NOMINEE:**
Jeremy Kramer

WITHHOLD AUTHORITY
FOR NOMINEE

2. To approve the increase in the total number of authorized shares of common stock, par value \$0.01, to 250,000,000 shares. FOR AGAINST ABSTAIN
3. To ratify the selection of Deloitte AS as DHT's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2017. FOR AGAINST ABSTAIN
4. To transact such other business as may properly come before the annual meeting or any adjournment or postponement of the meeting.

If you plan to attend the Annual Meeting, please mark box at right.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder Date: Signature of Shareholder Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

ANNUAL MEETING OF SHAREHOLDERS OF DHT HOLDINGS, INC.

June 15, 2017

PROXY VOTING INSTRUCTIONS

INTERNET - Access "www.voteproxy.com" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.



TELEPHONE - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EST the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting.

GO GREEN - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.amstock.com to enjoy online access.

COMPANY NUMBER	
ACCOUNT NUMBER	

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

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061517

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF THE NOMINATED DIRECTOR AND "FOR" PROPOSALS 2 AND 3.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. To elect Jeremy Kramer to DHT's Board of Directors for a term of three years.

<input type="checkbox"/>	FOR NOMINEE	NOMINEE:	Jeremy Kramer
<input type="checkbox"/>	WITHHOLD AUTHORITY FOR NOMINEE		

- | | |
|--|--|
| 2. To approve the increase in the total number of authorized shares of common stock, par value \$0.01, to 250,000,000 shares. | FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN <input type="checkbox"/> |
| 3. To ratify the selection of Deloitte AS as DHT's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2017. | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 4. To transact such other business as may properly come before the annual meeting or any adjournment or postponement of the meeting. | |

If you plan to attend the Annual Meeting, please mark box at right.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder <input style="width: 90%;" type="text"/>	Date: <input style="width: 80%;" type="text"/>	Signature of Shareholder <input style="width: 90%;" type="text"/>	Date: <input style="width: 80%;" type="text"/>
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Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.