

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name  DHT Holdings, Inc.		<b>2</b> Issuer's employer identification number (EIN)  98-0497420	
<b>3</b> Name of contact for additional information  Eirik Uboe	<b>4</b> Telephone No. of contact  47 412 92 712	<b>5</b> Email address of contact  eu@dhtankers.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact  26 New Street		<b>7</b> City, town, or post office, state, and Zip code of contact  St. Helier, Jersey JE23RA	
<b>8</b> Date of action  July 17, 2012		<b>9</b> Classification and description  DHT Holdings Inc. - exchange of preferred stock for common stock	
<b>10</b> CUSIP number  Y2065G105	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol  NYSE: DHT	<b>13</b> Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

**See attached.**

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

**See attached.**

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

**See attached.**

**Part II Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_

**See attached.**

**18** Can any resulting loss be recognized? ▶ \_\_\_\_\_

**See attached.**

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ \_\_\_\_\_

**See attached.**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶

Date ▶

1/16/2013

Print your name ▶ **Eirik Uboe**

Title ▶ **CFO**

**Paid Preparer Use Only**

Print/Type preparer's name

**David Finkelstein**

Preparer's signature

Date

1/16/2013

Check  if self-employed

PTIN

**P01453788**

Firm's name ▶ **Cravath, Swaine & Moore LLP**

Firm's EIN ▶

**13-5015405**

Firm's address ▶ **825 Eighth Avenue, New York, NY 10019**

Phone no.

**(212) 474-1000**

**DHT FORM 8937 – PREFERRED STOCK OPTIONAL EXCHANGE 2012**

**Line 14.** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.

Effective July 17, 2012 until June 30, 2013, under the terms of the Certificate of Designation governing the terms of DHT Holdings, Inc.'s (the "Company") Series A Participating Preferred Stock ("Preferred Stock"), each stockholder of Preferred Stock has the right to exchange one (1) share of Preferred Stock, on an all or nothing basis, for seventeen (17) shares of the Company's common stock (the "Optional Exchange").

**Line 15.** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

If a stockholder exchanged a share of Preferred Stock pursuant to the Optional Exchange, the stockholder's tax basis in the exchanged share would be allocated equally among the seventeen (17) shares of the Company's common stock. This should generally mean that the stockholder's tax basis in one (1) share of the Company's common stock received via the exchange would equal 5.882% of the tax basis the stockholder had in the one (1) share of Preferred Stock exchanged.

**Line 16.** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

An exchange pursuant to the Optional Exchange involved the exchange of one (1) share of issued and outstanding share of Preferred Stock into seventeen (17) shares of issued and outstanding common stock. The market value of the common stock and the Preferred Stock was not applicable in determining the calculation of the stockholder's tax basis in the common shares received in the exchange.

**Line 17.** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Internal Revenue Code Sections 368(a)(1)(E) and 358.

**Line 18.** Can any resulting loss be recognized?

Stockholders generally will not recognize gain or loss for U.S. federal income tax purposes.

**Line 19.** Provide any other information necessary to implement the adjustment, such as the reportable tax year.

For stockholders reporting taxable income on a calendar basis, the reportable tax year is the 2012 calendar year. For stockholders reporting on a basis other than the calendar year, the reportable year is the stockholder's tax year that includes the date on which the stockholder exchanged the Preferred Shares.

The information herein provides a general summary regarding the application of certain U.S. Federal income tax laws and regulations relating to the allocation of tax basis. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to a stockholder's particular circumstances. Each stockholder should consult its own tax advisor regarding the calculation of the basis of its shares.