

DHT HOLDINGS, INC.

COMPENSATION COMMITTEE CHARTER

Mission Statement

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of DHT Holdings, Inc. (the “Company”) is to (i) oversee the compensation of the Company’s executives, (ii) oversee the administration of the Company’s compensation and benefits plans, policies and programs, (iii) review and determine director compensation and (iv) prepare or file any report on compensation to the extent required by the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) or as the Committee otherwise deems necessary or advisable.

Membership

The Committee shall consist of at least three members, the exact number to be determined from time to time by the Board. The Committee shall be composed solely of “independent” directors, as defined under the listing standards of The New York Stock Exchange. The determination of any member’s qualifications to serve on the Committee shall be determined by the Board in accordance with the Company’s Nominating and Corporate Governance Guidelines and the requirements of any applicable laws or regulations.

The members of the Committee shall be appointed by a majority vote of the Board from among its members for a term of one year; members shall be eligible for reelection.

Any member of the Board may attend any Committee meeting at any time at his or her choosing, subject to the Committee’s authority to exclude from its meetings any persons it deems appropriate. Any member of the Committee may resign therefrom at any time by delivering a letter of resignation to the chairperson of the Board. Any such resignation shall take effect at the time specified therein, or, if such time has not been specified therein, then it shall take effect immediately upon its receipt by the chairperson of the Board; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee Authority and Responsibilities

The Committee shall have the following specific authority and responsibilities (in addition to any other authority or responsibility which the Board may from time to time delegate to the Committee), in each case subject to the requirements of Marshall Islands law and the Company’s Articles of Incorporation:

1. In consultation with executive management, the Committee shall establish, and periodically review, a general compensation strategy for the Company. The Committee shall also oversee the development and implementation of, and monitor the risks with respect to, the Company’s compensation plans, policies and programs, including pension, welfare, incentive and equity-based plans, to ensure that these plans are consistent with

this general compensation strategy. The Committee shall also review and discuss at least annually the material risks associated with the Company's executive compensation structure, plans, policies and programs to determine whether such structure, plans, policies and programs encourage excessive risk-taking and evaluate and consider compensation plans, policies and practices that could mitigate any such excessive risk-taking.

2. The Committee shall at least annually (a) consider the corporate goals and objectives, as presented by the Board, upon which the compensation of the President & Chief Executive Officer (the "President & CEO") is based, (b) evaluate the President & CEO's performance in light of these goals and objectives and (c) make a recommendation to the Board of appropriate compensation levels or other terms of employment for the President & CEO (including (w) annual base salary level, (x) annual incentive opportunity level, (y) long-term incentive opportunity level and (z) any special or supplemental benefits, as well as payouts under any of the foregoing). In recommending the level of President & CEO compensation, the Committee shall consider all factors it deems relevant, including, without limitation, the Company's performance and relative shareholder return, the value of similar compensation to CEOs at comparable companies and the compensation provided to the President & CEO in prior years. The Committee shall review and approve, and recommend to the Board for further approval, any employment agreements, consulting arrangements, severance, change in control and retirement arrangements involving the President & CEO or relating to an individual's former service in such position.
3. The Committee shall annually review appropriate compensation levels or other terms of employment for the Company's other executives, as to (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) any employment agreements, consulting arrangements, severance, change in control or retirement arrangements or provisions and (e) any special or supplemental benefits. As part of such review, the Committee shall consider the levels and forms of compensation at comparable companies.
4. The Committee shall at least annually review and determine on the form and amount of director compensation (including perquisites and other benefits), and any additional compensation to be paid for service on Board committees or for service as a chairperson of a committee. In making its determinations, the Committee shall give due consideration to what is customary compensation for directors of comparable companies and any other factors it deems appropriate that are consistent with the policies and principles set forth in this Charter and the Company's Nominating and Corporate Governance Guidelines. No member of the Committee will act to fix such member's compensation except for uniform compensation to directors for their services as directors.
5. The Committee shall review and make recommendations to the Board regarding director and officer insurance matters.
6. The Committee shall review and adopt incentive, equity-based or deferred compensation plans for the benefit of the employees of the Company and its subsidiaries (collectively,

“Compensation Plans”), including any restricted stock, stock option and deferred compensation plans, or, where the Committee determines to be necessary or appropriate, recommend such plans for further consideration or approval by the Board or the shareholders of the Company.

7. The Committee shall review and approve or, where the Committee determines to be necessary or appropriate, recommend for further consideration or approval by the Board or the shareholders of the Company, any amendments to, or termination of, the compensation plans referred to in item 6 above.
8. The Committee shall also be responsible for determining, in its sole discretion, whether recovery of compensation previously received by current or former employees of the Company is required by the securities laws applicable to the Company in connection with its listing on the New York Stock Exchange or pursuant to any plan, program, policy or agreement of the Company.
9. The Committee shall have the sole and full authority related to the administration and execution of the Incentive Compensation Plans in accordance with terms in effect at any time, including, if applicable, terms as approved by the shareholder of the Company.
10. Subject to item 9 above, the Committee may decide that a discretionary pool of options or other equity-based or incentive awards be made available to the President & CEO for grant to employees of the Company (other than to the President & CEO or other executives of the Company) in any given business year. Any such grants by the President & CEO shall be ratified by the Committee no less frequently than on a quarterly basis. The size and terms of such discretionary pool, if any, shall be determined by the Committee no less frequently than on an annual basis. Any awards that are not granted out of the discretionary pool for a given business year will be available for allotment to employees in subsequent business years, unless otherwise determined by the Committee at any time.
11. The Committee shall, in consultation with executive management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company’s policies on structuring compensation programs to preserve tax deductibility, establishing (subject to the ratification of the Board) performance goals and certifying that performance goals have been attained.
12. The Committee shall annually review and evaluate its own performance and this Charter and shall submit such evaluation, including any recommendation for change to the Board for review, discussion and approval.
13. The Committee may exercise such other rights, duties and obligations as may be ancillary to those specified herein or otherwise delegated to the Committee by the Board.
14. The Committee shall discharge the responsibilities of the Committee under applicable law, rules and regulations, including any rules of any stock exchange on which the Company’s shares are listed.

Committee Structure and Operations

The Board shall designate one member of the Committee to act as its chairperson. The Committee shall meet in person or telephonically at least two times a year at such times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. One-half of the members of the Committee, but not fewer than two, shall constitute a quorum. Each member of the Committee shall have one vote and actions at meetings shall be approved by a majority of the members present. The chairperson, with input from the other members of the Committee, shall set the agendas for Committee meetings.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate.

To the extent permitted under applicable law and the Committee determines it to be advantageous to the Company, the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee or executives of the Company. Delegation to executives of the Company may only occur with respect to matters affecting employees other than the person to whom authority is delegated and other than executives of the Company.

Committee Reports

The Committee shall produce the following reports and provide them to the Board:

1. An annual performance evaluation of the Committee, which evaluation measures the performance of the Committee against the requirements of this Charter and sets forth the goals and objectives of the Committee for the upcoming year. The performance evaluation should also contain any recommendations for changes to this Charter arising out of the Committee's annual review.
2. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting following such Committee meeting.
3. To the extent required by applicable law, rule or regulation, or as otherwise requested by the Board, an Annual Report of the Committee on executive compensation.
4. Any other reports which the Board may from time to time specify.

Except in the case of the reports specified in items 1 and 3, these reports may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by it to give such oral report.

Committee Resources; Retention of Consultants and Advisors

To assist the Committee in fulfilling its duties, (a) the Committee shall have full access to the books and records of the Company and any of its consolidated subsidiaries, (b) each member of the Committee shall have full access to any member of management and (c) the Committee may, in its sole discretion and without seeking the approval of the Board, and at the expense of the Company, retain and/or terminate consultants, counsel, search firms and other advisors as it determines necessary or advisable to carry out its duties, including to assist in the evaluation of director, CEO or senior management compensation, without Board or management approval, and shall have sole authority to approve the consultant's fees and other retention terms.

The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.