

DHT Holdings, Inc.  
Form 20-F  
March 19, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

OR

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2014

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

OR

- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of event requiring this shell company report \_\_\_\_\_

Commission file number: 001-32640

DHT HOLDINGS, INC.  
(Exact name of Registrant as specified in its charter)  
Not Applicable  
(Translation of Registrant's name into English)  
Republic of the Marshall Islands  
(Jurisdiction of incorporation or organization)  
Clarendon House  
2 Church Street, Hamilton HM 11  
Bermuda  
(Address of principal executive offices)  
Eirik Ubøe  
Tel: +1 (441) 299-4912  
Clarendon House  
2 Church Street, Hamilton HM 11  
Bermuda

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(Insert name, telephone, e-mail and/or facsimile number and address of company contact person)

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Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	New York Stock Exchange
4.50% Convertible Senior Notes due 2019	

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

92,850,581 shares of common stock, par value \$0.01 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No   
x

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No x  
o

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No o  
x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer  Non-accelerated Filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

International Financial Reporting Standards as issued by the International Accounting Standards Board   
U.S. GAAP  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item Item  
17  18

If this report is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No x  
o

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INTRODUCTION AND USE OF CERTAIN TERMS

Explanatory Note

Unless we specify otherwise, all references in this report to “we,” “our,” “us,” “company,” “DHT” and “DHT Holdings” refer to DHT Holdings, Inc. and its subsidiaries and references to DHT Holdings, Inc. “common stock” are to our common registered shares and references to DHT Holdings, Inc. “Series A Participating Preferred Stock” is to our Series A Participating Preferred Stock, par value \$0.01 per share and “Series B Participating Preferred Stock” is to our Series B Participating Preferred Stock, par value \$0.01 per share. All references in this report to “DHT Maritime” or “Maritime” refer to DHT Maritime, Inc., a wholly-owned subsidiary of DHT Holdings. All references in this report to “convertible senior notes” are to our \$150,000,000 aggregate principal amount of convertible senior notes due 2019. All references in this report to “Samco Shipholding” or “Samco” refer to Samco Shipholding Pte. Ltd., a wholly-owned subsidiary of DHT Holdings. Our functional currency is the U.S. dollar. All of our revenues and most of our operating costs are in U.S. dollars. All references in this report to “\$” and “dollars” refer to U.S. dollars.

Presentation of Financial Information

DHT Holdings prepares its consolidated financial statements in accordance with International Financial Reporting Standards, or “IFRS,” as issued by the International Accounting Standards Board, or “IASB.”

Certain Industry Terms

The following are definitions of certain terms that are commonly used in the tanker industry and in this report:

Term	Definition
ABS	American Bureau of Shipping, an American classification society.
Aframax	A medium size crude oil tanker of approximately 80,000 to 120,000 dwt. Aframaxes operate on many different trade routes, including in the Caribbean, the Atlantic, the North Sea and the Mediterranean. They are also used in ship-to-ship transfer of cargo in the U.S. Gulf, typically from VLCCs for discharge in ports from which the larger tankers are restricted. Modern Aframaxes can generally transport from 500,000 to 800,000 barrels of crude oil.
annual survey	The inspection of a vessel pursuant to international conventions by a classification society surveyor, on behalf of the flag state, that takes place every year.
bareboat charter	A charter under which a charterer pays a fixed daily or monthly rate for a fixed period of time for use of the vessel. The charterer pays all voyage and vessel operating expenses, including vessel insurance. Bareboat charters are usually for a long term. Also referred to as a “demise charter.”
Bunker	Fuel oil used to operate a vessel’s engines, generators and boilers.
Charter	Contract for the use of a vessel, generally consisting of either a voyage, time or bareboat charter.

Charterer	The company that hires a vessel pursuant to a charter.
charter hire	Money paid by a charterer to the ship-owner for the use of a vessel under a time charter or bareboat charter.
classification society	An independent society that certifies that a vessel has been built and maintained according to the society's rules for that type of vessel and complies with the applicable rules and regulations of the country in which the vessel is registered, as well as the international conventions which that country has ratified. A vessel that receives its certification is referred to as being "in class" as of the date of issuance.
Contract of Affreightment	A contract of affreightment, or "COA," is an agreement between an owner and a charterer that obligates the owner to provide a vessel to the charterer to move specific quantities of cargo over a stated time period, but without designating specific vessels or voyage schedules, thereby providing the owner greater operating flexibility than with voyage charters alone.

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Term	Definition
double hull	A hull construction design in which a vessel has an inner and outer side and bottom separated by void space, usually two meters in width.
drydocking	The removal of a vessel from the water for inspection and/or repair of those parts of a vessel which are below the water line. During drydockings, which are required to be carried out periodically, certain mandatory classification society inspections are carried out and relevant certifications issued. Drydockings are generally required once every 30 to 60 months.
dwt	Deadweight tons, which refers to the carrying capacity of a vessel by weight.
freight revenue	Money paid by a charterer to the ship-owner for the use of a vessel under a voyage charter.
hull	Shell or body of a ship.
IMO	International Maritime Organization, a United Nations agency that issues international regulations and standards for shipping.
interim survey	An inspection of a vessel by classification society surveyors that must be completed at least once during each five-year period. Interim surveys performed after a vessel has reached the age of 15 years require a vessel to be drydocked.
lightering	Partially discharging a tanker's cargo onto another tanker or barge.
LOOP	Louisiana Offshore Oil Port, Inc.
Lloyds	Lloyds Register, a U.K. classification society.
metric ton	A metric ton of 1,000 kilograms.
newbuilding	A new vessel under construction or just completed.
off hire	The period a vessel is unable to perform the services for which it is required under a time charter. Off hire periods typically include days spent undergoing repairs and drydocking, whether or not scheduled.
OPA	U.S. Oil Pollution Act of 1990, as amended.
OPEC	Organization of Petroleum Exporting Countries, an international organization of oil-exporting developing nations that coordinates and unifies the petroleum policies of its member countries.
petroleum products	Refined crude oil products, such as fuel oils, gasoline and jet fuel.
Protection and Indemnity	

(or "P&I") Insurance	Insurance obtained through mutual associations, or "clubs," formed by ship-owners to provide liability insurance protection against a large financial loss by one member through contribution towards that loss by all members. To a great extent, the risks are reinsured.
scrapping	The disposal of vessels by demolition for scrap metal.
special survey	An extensive inspection of a vessel by classification society surveyors that must be completed at least once during each five-year period. Special surveys require a vessel to be drydocked.
spot market	The market for immediate chartering of a vessel, usually for single voyages.
Suezmax	A crude oil tanker of approximately 130,000 to 170,000 dwt. Modern Suezmaxes can generally transport about one million barrels of crude oil and operate on many different trade routes, including from West Africa to the United States.

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Term	Definition
tanker	A ship designed for the carriage of liquid cargoes in bulk with cargo space consisting of many tanks. Tankers carry a variety of products including crude oil, refined petroleum products, liquid chemicals and liquefied gas.
TCE	Time charter equivalent, a standard industry measure of the average daily revenue performance of a vessel. The TCE rate achieved on a given voyage is expressed in \$/day and is generally calculated by subtracting voyage expenses, including bunker and port charges, from voyage revenue and dividing the net amount (time charter equivalent revenues) by the round-trip voyage duration.
time charter	A charter under which a customer pays a fixed daily or monthly rate for a fixed period of time for use of the vessel. Subject to any restrictions in the charter, the customer decides the type and quantity of cargo to be carried and the ports of loading and unloading. The customer pays the voyage expenses such as fuel, canal tolls, and port charges. The ship-owner pays all vessel operating expenses such as the management expenses, crew costs and vessel insurance.
time charterer	The company that hires a vessel pursuant to a time charter.
vessel operating expenses	The costs of operating a vessel that are incurred during a charter, primarily consisting of crew wages and associated costs, insurance premiums, lubricants and spare parts, and repair and maintenance costs. Vessel operating expenses exclude fuel and port charges, which are known as “voyage expenses.” For a time charter, the ship-owner pays vessel operating expenses. For a bareboat charter, the charterer pays vessel operating expenses.
VLCC	VLCC is the abbreviation for “very large crude carrier,” a large crude oil tanker of approximately 200,000 to 320,000 dwt. Modern VLCCs can generally transport two million barrels or more of crude oil. These vessels are mainly used on the longest (long haul) routes from the Arabian Gulf to North America, Europe, and Asia, and from West Africa to the United States and Far Eastern destinations.
voyage charter	A charter under which a ship-owner hires out a ship for a specific voyage between the loading port and the discharging port. The ship-owner is responsible for paying both ship operating expenses and voyage expenses. Typically, the customer is responsible for any delay at the loading or discharging ports. The ship-owner is paid freight on the basis of the cargo movement between ports. Also referred to as a spot charter.
voyage charterer	The company that hires a vessel pursuant to a voyage charter.
voyage expenses	Expenses incurred due to a vessel traveling to a destination, such as fuel cost and port charges.
Worldscale	Industry name for the Worldwide Tanker Nominal Freight Scale, which is published annually by the Worldscale Association as a rate reference for shipping

companies, brokers and their customers engaged in the bulk shipping of oil in the international markets. Worldscale is a list of calculated rates for specific voyage itineraries for a standard vessel, as defined, using defined voyage cost assumptions such as vessel speed, fuel consumption and port costs. Actual market rates for voyage charters are usually quoted in terms of a percentage of Worldscale.

Worldscale Flat Rate

Base rates expressed in U.S. dollars per ton which apply to specific sea transportation routes, calculated to give the same return as Worldscale 100.

Worldscale Points

The freight rate negotiated for spot voyages expressed as a percentage of the Worldscale Flat Rate.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains certain forward-looking statements and information relating to us that are based on beliefs of our management as well as assumptions made by us and information currently available to us, in particular under the headings “Item 4. Information on the Company” and “Item 5. Operating and Financial Review and Prospects.” When used in this report, words such as “believe,” “intend,” “anticipate,” “estimate,” “project,” “forecast,” “plan,” “potential,” “will,” “should” and “expect” and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Given these uncertainties, you should not place undue reliance on these forward-looking statements. We discuss many of these risks in this report in greater detail under the subheadings “Item 3. Key Information Risk Factors” and “Item 5. Operating and Financial Review and Prospects Management’s Discussion and Analysis of Financial Condition and Results of Operations.” These forward-looking statements represent our estimates and assumptions only as of the date of this report and are not intended to give any assurance as to future results. Factors that might cause future results to differ include, but are not limited to, the following:

future payments of dividends and the availability of cash for payment of dividends;

future operating or financial results, including with respect to the amount of charter hire and freight revenue that we may receive from operating our vessels;

statements about future, pending or recent acquisitions (including the acquisition of Samco), business strategy, areas of possible expansion and expected capital spending or operating expenses;

statements about tanker industry trends, including charter rates and vessel values and factors affecting vessel supply and demand;

expectations about the availability of vessels to purchase, the time which it may take to construct new vessels or vessels’ useful lives;

expectations about the availability of insurance on commercially reasonable terms;

DHT’s and its subsidiaries’ ability to comply with operating and financial covenants and to repay their debt under the secured credit facilities;

our ability to obtain additional financing and to obtain replacement charters for our vessels;

assumptions regarding interest rates;

changes in production of or demand for oil and petroleum products, either globally or in particular regions;

greater than anticipated levels of newbuilding orders or less than anticipated rates of scrapping of older vessels;

changes in trading patterns for particular commodities significantly impacting overall tonnage requirements;

changes in the rate of growth of the world and various regional economies;

risks incident to vessel operation, including discharge of pollutants;

unanticipated changes in laws and regulations;

delays and cost overruns in construction projects;

corruption, piracy, militant activities, political instability, terrorism, ethnic unrest and regionalism in countries where we may operate; and

any non-compliance with the U.S. Foreign Corrupt Practices Act of 1977, or other applicable regulations relating to bribery.

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We undertake no obligation to publicly update or revise any forward-looking statements contained in this report, whether as a result of new information, future events or otherwise, except as required by law. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this report might not occur, and our actual results could differ materially from those anticipated in these forward-looking statements.

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## PART I

## ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

Not applicable.

## ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

## ITEM 3. KEY INFORMATION

## A. SELECTED FINANCIAL DATA

The following selected consolidated financial and other data summarize historical financial and other information for DHT Holdings for the period from January 1 through December 31, 2014, 2013, 2012, 2011 and 2010. This information should be read in conjunction with other information presented in this report, including “Item 5. Operating and Financial Review and Prospects—Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

	Year Ended December 31, 2014	Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
(in thousands, except per share data and fleet data)					
<b>Statement of operations data:</b>					
Shipping revenues	\$ 150,789	\$ 87,012	\$ 97,194	\$ 100,123	\$ 89,681
Voyage expenses	49,333	25,400	10,822	1,286	—
Total operating expenses excl. voyage expenses (1)	74,047	60,605	175,876	132,391	66,482
Operating income/(loss)	27,408	1,007	(89,504 )	(33,554 )	23,199
Net income/(loss) after tax	12,887	(4,126 )	(94,054 )	(40,272 )	6,377
Net income per share – basic and diluted (2)	\$0.18	\$(0.24 )	\$(7.83 )	\$(7.70 )	\$1.57
<b>Balance sheet data (at end of year):</b>					
Vessels and time charter contracts	988,168	263,142	310,023	454,542	412,744
Total assets	1,378,095	446,599	399,759	504,557	480,855
Total current liabilities	67,906	5,800	16,125	33,959	15,602
Total non—current liabilities	635,339	156,046	202,637	264,150	268,912
Common stock	925	290	91	54	41
Total stockholders’ equity	674,851	284,753	180,997	206,448	196,341
Weighted average number of shares (basic) (2)	73,147,668	17,541,310	12,012,133	5,229,019	4,064,689
Weighted average number of shares (diluted) (2)	73,210,337	17,555,110	12,012,133	5,230,157	4,064,967
Dividends declared per share (3)	\$0.11	\$0.08	\$0.86	\$3.96	\$3.60
<b>Cash flow data:</b>					



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Net cash provided by operating activities	30,621	23,902	21,192	44,331	34,266
Net cash provided by/(used in) investing activities	(551,347 )	(16,945 )	9,820	(123,204 )	(5,620 )
Net cash provided by/(used in) financing activities	561,344	47,806	(2,333 )	62,926	(42,741 )
Fleet data:					
Number of tankers owned and chartered in (at end of period)	18	8	9	12	9
Revenue days (4)	4,488	2,986	3,772	3,949	3,229

- (1) 2012 and 2011 include a non-cash impairment charge of \$100.5 million and \$56.0 million, respectively, and 2013 and 2012 include loss from sale of vessels of \$0.7 million and \$2.2 million, respectively. 2014 includes a reversal of prior impairment charges of \$31.9 million.
- (2) Number of shares for each of the years from 2010 to 2012 has been adjusted for the reverse stock split at a ratio of 12-for-1 that became effective after the close of trading on July 16, 2012 and the number of shares for 2012 assumes the full exchange of all issued and outstanding shares of our Series A Participating Preferred Stock, par value \$0.01 per share, into common stock.

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(3) Dividend per common stock. For 2013 and 2012, we also declared a dividend of \$0.78 and \$7.08 per share of Series A Participating Preferred Stock, respectively. Dividends for the years from 2010 and 2011 have been adjusted for the reverse stock split at a ratio of 12-for-1 that became effective after the close of trading on July 16, 2012.

(4) Revenue days consist of the aggregate number of calendar days in a period in which our vessels are owned by us or chartered in by us less days on which a vessel is off hire. Off hire days are days a vessel is unable to perform the services for which it is required under a time charter or according to pool rules. Off hire days include days spent undergoing repairs and drydockings, whether or not scheduled.

**B. CAPITALIZATION AND INDEBTEDNESS**

Not applicable.

**C. REASONS FOR THE OFFER AND USE OF THE PROCEEDS**

Not applicable.

**D. RISK FACTORS**

If the events discussed in these Risk Factors occur, our business, financial condition, results of operations or cash flows could be materially, adversely affected. In such a case, the market price of our common stock could decline.

**RISKS RELATING TO OUR COMPANY**

A renewed contraction or worsening of the global credit markets and the resulting volatility in the financial markets could have a material adverse impact on credit availability, world oil demand and demand for our vessels, which could adversely affect our results of operations, financial condition and cash flows, and could cause the market price of our common stock to decline.

Since 2008, a number of major financial institutions have experienced serious financial difficulties and, in some cases, have entered into restructurings, bankruptcy proceedings or are in regulatory enforcement actions. These difficulties have resulted, in part, from declining markets for assets held by such institutions, particularly the reduction in the value of their mortgage and asset-backed securities portfolios. These difficulties have been compounded by a general decline in the willingness by banks and other financial institutions to extend credit due to historically volatile asset values of vessels. While we have seen improvement in the health of financial institutions and the willingness of financial institutions to extend credit to companies in the shipping industry, there is no guarantee that credit will be available to us going forward. As the shipping industry is highly dependent on the availability of credit to finance and expand operations, we may be adversely affected by this decline.

There is still considerable instability in the world economy that could initiate a new economic downturn and result in tightening in the credit markets, low levels of liquidity in financial markets and volatility in credit and equity markets. A renewal of the financial crisis that affected the banking system and the financial markets over the past six years may adversely impact our business and financial condition in ways that we cannot predict. In addition, the uncertainty about current and future global economic conditions caused by a renewed financial crisis may cause our customers to defer projects in response to tighter credit, decreased cash availability and declining confidence, which may negatively impact the demand for our vessels.

We are subject to certain risks with respect to our newbuilding agreements and failure of our counterparty to meet its obligations could cause us to suffer losses or otherwise adversely affect our business.

We have entered into agreements with Hyundai Heavy Industries Co. Ltd. (“HHI”) to construct six VLCC newbuildings. Our newbuilding agreements subject us to counterparty risk with HHI. The ability of HHI to perform its obligations under the newbuilding agreements will depend on a number of factors that are beyond our control and may include, among other things, general economic conditions, the overall financial condition of the counterparty and various expenses. Should HHI fail to honor its obligations under its agreements with us, we could sustain significant losses which could have a material adverse effect on our business, financial condition, results of operations and cash flows. Also, if we are unable to enforce certain refund guarantees related to the newbuilding agreements with HHI with third party banks for any reason, we may lose all or part of our advance deposits in the newbuildings, which would have a material adverse effect on our results of operations, financial condition and cash flows.

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We may not pay dividends in the future.

The timing and amount of future dividends for our common stock or preferred stock, if any, could be affected by various factors, including our earnings, financial condition and anticipated cash requirements, the loss of a vessel, the acquisition of one or more vessels, required capital expenditures, reserves established by our board of directors, increased or unanticipated expenses, including insurance premiums, a change in our dividend policy, increased borrowings, increased interest payments to service our borrowings, prepayments under credit agreements in order to stay in compliance with covenants in the secured credit facilities, future issuances of securities or the other risks described in this section of this report, many of which may be beyond our control. In addition, any shares of our common stock issuable upon conversion of the convertible senior notes and any new shares of common stock issued otherwise will increase the cash required to pay future dividends. Any common or preferred stock that may be issued in the future to finance acquisitions, upon exercise of stock options or other equity incentives, would have a similar effect, and may reduce our ability to pay future dividends.

In addition, our dividends are subject to change at any time at the discretion of our board of directors and our board of directors may elect to change our dividends by establishing a reserve for, among other things, the repayment of the secured credit facilities or to help fund the acquisition of a vessel. Our board of directors may also decide to establish a reserve to repay indebtedness if, as the maturity dates of our indebtedness approach, we are no longer able to generate cash flows from our operating activities in amounts sufficient to meet our debt obligations and it becomes clear that refinancing terms, or the terms of a vessel sale, are unacceptable or inadequate. If our board of directors were to establish such a reserve, the amount of cash available for dividend payments would decrease. In addition, our ability to pay dividends is limited by Marshall Islands law. Marshall Islands law generally prohibits the payment of dividends other than from surplus and while a company is insolvent or if a company would be rendered insolvent by the payment of such dividends.

Restrictive covenants in the secured credit facilities may impose financial and other restrictions on us and our subsidiaries.

We are a holding company and have no significant assets other than cash and the equity interests in our subsidiaries except that as of December 31, 2014, DHT Holdings had made total payments of \$171.0 million related to advances for vessels under construction; as of March 10, 2015, such payments totaled \$190.5 million. Our subsidiaries own all of our vessels. As of March 10, 2015, our subsidiaries have entered into six secured credit facilities (the “secured credit facilities”), each secured by mortgages over certain vessels owned by our subsidiaries, and two credit facilities that are related to four of our vessels under construction and that are expected to be utilized at delivery of the respective vessels under construction. The secured credit facilities impose certain operating and financial restrictions on us and our subsidiaries. These restrictions may limit our and our subsidiaries’ ability to, among other things: pay dividends, incur additional indebtedness, change the management of vessels, permit liens on their assets, sell vessels, merge or consolidate with, or transfer all or substantially all of their assets to, another person, enter into certain types of charters and enter into a line of business.

Therefore, we may need to seek permission from the lenders under the respective secured credit facilities in order to engage in certain corporate actions. The lenders’ interests may be different from ours and we cannot guarantee that we will be able to obtain their permission when needed.

If we fail to comply with certain covenants, including as a result of declining vessel values, or are unable to meet our debt obligations under the secured credit facilities, our lenders could declare their debt to be immediately due and payable and foreclose on our vessels.

Our obligations under the secured credit facilities include financial and operating covenants, including requirements to maintain specified “value-to-loan” ratios. Our credit facilities generally require that the fair market value of the vessels pledged as collateral never be less than between 130% and 135%, depending on the applicable credit facility, of the aggregate principal amount outstanding under the loan. Though we are currently compliant with such ratios under the secured credit facilities, vessel values have generally experienced a significant decline over the last few years. If vessel values decline, we could be required to make additional repayments under certain of the secured credit facilities in order to remain in compliance with the value-to-loan ratios.

If we breach these or other covenants contained in the secured credit facilities or we are otherwise unable to meet our debt obligations for any reason, our lenders could declare their debt, together with accrued interest and fees, to be immediately due and payable and foreclose on those of our vessels securing the applicable facility, which could result in the acceleration of other indebtedness we may have at such time and the commencement of similar foreclosure proceedings by other lenders.

We cannot assure you that we will be able to refinance our indebtedness incurred under the secured credit facilities.

In the event that we are unable to service our debt obligations out of our operating activities, we may need to refinance our indebtedness and we cannot assure you that we will be able to do so on terms that are acceptable to us or at all. The actual or perceived tanker market rate environment and prospects and the market value of our fleet, among other things, may materially affect our ability to obtain new debt financing. If we are unable to refinance our indebtedness, we may choose to issue securities or sell certain of our assets in order to satisfy our debt obligations.

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We may not have the ability to raise the funds necessary to meet our payment obligations under the convertible senior notes.

Our convertible senior notes bear interest at a rate of 4.50% per annum, payable semi-annually in arrears on April 1 and October 1 of each year, beginning on April 1, 2015. In addition, upon the occurrence of specific events, referred to as a “fundamental change”, we must offer to purchase the convertible senior notes plus accrued and unpaid interest to the purchase date. If we fail to pay interest on the convertible senior notes or to purchase the convertible senior notes upon a fundamental change, we will be in default under the indenture which governs the convertible senior notes.

In addition, any future credit agreements or other agreements relating to our indebtedness may contain provisions prohibiting purchase of the convertible senior notes under some circumstances or expressly prohibiting our purchase of the convertible senior notes upon a fundamental change or may provide that a fundamental change constitutes an event of default under that agreement. If a fundamental change occurs at a time when we are prohibited from purchasing the convertible senior notes, we could seek the consent of our lenders to purchase the convertible senior notes or attempt to refinance this debt. If we do not obtain any required consent, we would not be permitted to purchase the convertible senior notes. Our failure to purchase tendered notes would constitute an event of default under the indenture governing the convertible senior notes, which could constitute an event of default under our senior indebtedness then outstanding, if any, and might constitute a default under the terms of our other indebtedness then outstanding, if any.

We cannot assure you that we will be able to obtain financing with respect to our newbuildings.

We will need to secure debt or equity financing to fully fund the remaining balance of our obligations related to two of our six newbuildings ordered at HHI. If the required financing is not available when needed, or is available only on unfavorable terms, we may be unable to meet our obligations as they come due, which could cause us to default on certain of our newbuilding agreements with HHI and could prevent HHI from delivering all the newbuildings that we ordered, which would have an adverse effect on our operations, financial condition and cash flows.

We are dependent on performance by our charterers.

As of December 31, 2014, eight of our eighteen vessels currently in operation are on charters for periods of up to 6 ½ years, of which six vessels are on fixed rate charter and two vessels are on a charter with earnings related to an index. In the past, a greater percentage of our vessels have been on charter. We are dependent on the performance by the charterers of their obligations under the charters. Any failure by the charterers to perform their obligations could materially and adversely affect our business, financial position and cash available for the payment of dividends. Our stockholders do not have any direct recourse against our charterers.

The indexes used to calculate the earnings for vessels on index-based charters may in the future no longer correctly reasonably reflect the earnings potential of the vessels.

The indexes used to calculate the earnings for vessels on index based charters may in the future no longer reasonably reflect the earnings potential of the vessels due to changing trading patterns or other factors not controlled by us. If an index used to calculate the earnings for a vessel on an index-based charter incorrectly reflect the earnings potential of a vessel on such charter, this could have an adverse affect on our results of operations and our ability to pay dividends.

We may have difficulty managing our planned growth.

We intend to continue to grow our fleet by acquiring additional vessels in the future. Our future growth will primarily depend on:

locating and acquiring suitable vessels;

identifying and consummating vessel acquisitions, acquisitions of companies or joint ventures;

adequately employing any acquired vessels;

managing our expansion; and

obtaining required equity and debt financing on acceptable terms.

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Growing any business by acquisition presents numerous risks, such as undisclosed liabilities and obligations, the possibility that indemnification agreements will be unenforceable or insufficient to cover potential losses and difficulties associated with imposing common standards, controls, procedures and policies, obtaining additional qualified personnel, managing relationships with customers and integrating newly acquired assets and operations into existing infrastructure. We cannot give any assurance that we will be successful in executing our growth plans or that we will not incur significant expenses and losses in connection with our future growth.

We may not be able to re-charter or employ our vessels profitably.

As of December 31, 2014, eight of our vessels are currently on charters with five different charterers for periods of up to 6 ½ years. At the expiry of these charters, we may not be able to re-charter our vessels on terms similar to the terms of our charters. We may also employ the vessels on the spot charter market, which is subject to greater rate volatility than the long-term time charter market. If we receive lower charter rates under replacement charters or are unable to re-charter our vessels, the amounts that we have available, if any, to pay distributions to our stockholders may be significantly reduced or eliminated.

Under the ship management agreements for our vessels, our operating costs could materially increase.

The technical management of our vessels is handled by third parties. Under our ship management agreements, we pay the actual cost related to the technical management of our vessels, plus an additional management fee. The amounts that we have available, if any, to pay distributions to our stockholders could be significantly impacted by changes in the cost of operating our vessels.

When a tanker changes ownership or technical management, it may lose customer approvals.

Most users of seaborne oil transportation services will require vetting of a vessel before it is approved to service their account. This represents a risk to our company as it may be difficult to efficiently employ the vessel until such vettings are in place. Most users of seaborne oil transportation services conduct inspection and assessment of vessels on request from owners and technical managers. Such inspections must be carried out regularly for a vessel to have valid approvals from such users of seaborne oil transportation services. Whenever a vessel changes ownership or its technical manager, it loses its approval status and must be re-inspected and re-assessed by such users of seaborne oil transportation services.

We are a holding company and we depend on the ability of our subsidiaries to distribute funds to us in order to satisfy our financial and other obligations.

We are a holding company and have no significant assets other than cash and the share holdings in our subsidiaries. Our ability to pay dividends depends on the performance of our subsidiaries and their ability to distribute funds to us. Our ability or the ability of our subsidiaries to make these distributions are subject to restrictions contained in our subsidiaries' financing agreements and could be affected by a claim or other action by a third party, including a creditor, or by Cayman Island, Hong Kong, Marshall Islands or Singapore law which regulates the payment of dividends by companies. If we are unable to obtain funds from our subsidiaries, we may not be able to pay dividends.

Certain adverse U.S. federal income tax consequences could arise for U.S. stockholders.

A non-U.S. corporation will be treated as a "passive foreign investment company" (a "PFIC") for U.S. federal income tax purposes if either (i) at least 75% of its gross income for any taxable year consists of certain types of "passive income"



or (ii) at least 50% of the average value of the corporation's assets are "passive assets", or assets that produce or are held for the production of "passive income". "Passive income" includes dividends, interest, gains from the sale or exchange of investment property and rents and royalties other than rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business. For purposes of these tests, income derived from the performance of services does not constitute "passive income".

We believe it is more likely than not that the gross income we derive or are deemed to derive from our time chartering activities is properly treated as services income, rather than rental income. Assuming this is correct, our income from our time chartering activities would not constitute "passive income", and the assets we own and operate in connection with the production of that income would not constitute passive assets. Consequently, based on our actual and projected income, assets and activities, we believe that it is more likely than not that we are not currently a PFIC and will not become a PFIC in the foreseeable future.

We believe there is substantial legal authority supporting the position that we are not a PFIC consisting of case law and U.S. Internal Revenue Service (the "IRS") pronouncements concerning the characterization of income derived from time charters as services income for other tax purposes. Nonetheless, it should be noted that there is legal uncertainty in this regard because the U.S. Court of Appeals for the Fifth Circuit has held that, for purposes of a different set of rules under the U.S. Internal Revenue Code of 1986, as amended (the "Code"), income derived from certain time chartering activities should be treated as rental income rather than services income. However, the IRS has stated that it disagrees with the holding of this Fifth Circuit case, and that income derived from time chartering activities should be treated as services income. We have not sought, and we do not expect to seek, an IRS ruling on this matter. Accordingly, no assurance can be given that the IRS or a court of law will accept this position, and there is a risk that the IRS or a court of law could determine that we are a PFIC. No assurance can be given that this result will not occur. In addition, although we intend to conduct our affairs in a manner to avoid, to the extent possible, being classified as a PFIC with respect to any taxable year, no assurance can be given that the nature of our operations will not change in the future, or that we will be able to avoid PFIC status in the future.

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If the IRS were to find that we are or have been a PFIC for any taxable year, our U.S. stockholders will face adverse U.S. federal income tax consequences. In particular, U.S. stockholders who are individuals would not be eligible for the maximum 20% preferential tax rate on qualified dividends. In addition, under the PFIC rules, unless U.S. stockholders make certain elections available under the Code, such stockholders would be liable to pay U.S. federal income tax at the then prevailing income tax rates on ordinary income upon the receipt of excess distributions and upon any gain from the disposition of our common stock, with interest payable on such tax liability as if the excess distribution or gain had been recognized ratably over the stockholder's holding period of such stock. The maximum 20% preferential tax rate for individuals would not be available for this calculation.

Our operating income could fail to qualify for an exemption from U.S. federal income taxation, which will reduce our cash flow.

Under the Code, 50% of our gross income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States is characterized as U.S. source gross transportation income and is subject to a 4% U.S. federal income tax without allowance for any deductions, unless we qualify for exemption from such tax under Section 883 of the Code. Based on our review of the applicable Securities and Exchange Commission documents, we believe that we qualified for this statutory tax exemption in 2014 and we will take this position for U.S. federal income tax return reporting purposes.

However, there are factual circumstances that could cause us to lose the benefit of this tax exemption in the future, and there is a risk that those factual circumstances could arise in 2015 or future years. For instance, we might not qualify for this exemption if our common stock no longer represents more than 50% of the total combined voting power of all classes of our stock entitled to vote or of the total value of our outstanding stock. In addition, we might not qualify if holders of our common stock owning a 5% or greater interest in our stock were to collectively own 50% or more of the outstanding shares of our common stock on more than half the days during the taxable year.

If we are not entitled to this exemption for a taxable year, we would be subject in that year to a 4% U.S. federal income tax on our U.S. source gross transportation income. This could have a negative effect on our business and would result in decreased earnings available for distribution to our stockholders.

We may be subject to taxation in Norway, which could have a material adverse effect on our results of operations and would subject dividends paid by us to Norwegian withholding taxes.

If we were considered to be a resident of Norway or to have a permanent establishment in Norway, all or a part of our profits could be subject to Norwegian corporate tax. We operate in a manner so that we do not have a permanent establishment in Norway and so that we are not deemed to reside in Norway, including by having our principal place of business outside Norway. Material decisions regarding our business or affairs are made, and our board of directors meetings are held, outside Norway and generally at our principal place of business. However, because one of our directors resides in Norway and we have entered into a management agreement with our Norwegian subsidiary, DHT Management AS, the Norwegian tax authorities may contend that we are subject to Norwegian corporate tax. If the Norwegian tax authorities make such a contention, we could incur substantial legal costs defending our position and, if we were unsuccessful in our defense, our results of operations would be materially and adversely affected. In addition, if we are unsuccessful in our defense against such a contention, dividends paid to you would be subject to Norwegian withholding taxes.

The enactment of proposed legislation could affect whether dividends paid by us constitute "qualified dividend income" eligible for the preferential rates.

Legislation has been proposed in the U.S. Senate that would deny the preferential rates of U.S. federal income tax currently imposed on “qualified dividend income” with respect to dividends received from a non-U.S. corporation, unless the non-U.S. corporation either is eligible for benefits of a comprehensive income tax treaty with the United States or is created or organized under the laws of a foreign country which has a comprehensive income tax system. Because the Marshall Islands has not entered into a comprehensive income tax treaty with the United States and imposes only limited taxes on corporations organized under its laws, it is unlikely that we could satisfy either of these requirements. Consequently, if this legislation were enacted in its current form the preferential rates of U.S. federal income tax discussed in “Item 10. Additional Information Taxation U.S. Federal Income Tax Considerations U.S. Federal Income Taxation of ‘U.S. Holders’ Interest on our Convertible Senior Notes and Distributions on our Common Stock” may no longer be applicable to dividends received from us. We are unable to predict with certainty whether or in what form the proposed legislation will be enacted.

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RISKS RELATING TO OUR INDUSTRY

Vessel values and charter rates are volatile. Significant decreases in values or rates could adversely affect our financial condition and results of operations.

The tanker industry historically has been highly cyclical. If the tanker industry is depressed at a time when we may want to charter or sell a vessel, our earnings and available cash flow may decrease. Our ability to charter our vessels and the charter rates payable under any new charters will depend upon, among other things, the conditions in the tanker market at that time. Fluctuations in charter rates and vessel values result from changes in the supply and demand for tanker capacity and changes in the supply and demand for oil and oil products.

The highly cyclical nature of the tanker industry may lead to volatile changes in charter rates from time to time, which may adversely affect our earnings.

Factors affecting the supply and demand for tankers are outside of our control, and the nature, timing and degree of changes in industry conditions are unpredictable and may adversely affect the values of our vessels and result in significant fluctuations in the amount of revenue we earn, which could result in significant fluctuations in our quarterly or annual results. The factors that influence the demand for tanker capacity include:

- demand for oil and oil products, which affect the need for tanker capacity;
- global and regional economic and political conditions which, among other things, could impact the supply of oil as well as trading patterns and the demand for various types of vessels;
- changes in the production of crude oil, particularly by OPEC and other key producers, which impact the need for tanker capacity;
- developments in international trade;
- changes in seaborne and other transportation patterns, including changes in the distances that cargoes are transported;
- environmental concerns and regulations;
- international sanctions, embargoes, import and export restrictions, nationalizations and wars;
- weather; and
- competition from alternative sources of energy.

The factors that influence the supply of tanker capacity include:

- the number of newbuilding deliveries;
- the scrapping rate of older vessels;
- the number of vessels that are out of service; and

environmental and maritime regulations.

An oversupply of new vessels may adversely affect charter rates and vessel values.

If the capacity of new ships delivered exceeds the capacity of tankers being scrapped and lost, tanker capacity will increase. As of March 10, 2015, the newbuilding order book for VLCC, Suemax and Aframax vessels equaled approximately 14.4% of the existing world tanker fleet for these classes of vessels measured in dwt. We cannot assure you that the order book will not increase further in proportion to the existing fleet. If the supply of tanker capacity increases and the demand for tanker capacity does not increase correspondingly, charter rates could materially decline and the value of our vessels could be adversely affected.

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Terrorist attacks and international hostilities can affect the tanker industry, which could adversely affect our business.

Terrorist attacks, the outbreak of war or the existence of international hostilities could damage the world economy, adversely affect the availability of and demand for crude oil and petroleum products and adversely affect our ability to re-charter our vessels on the expiration or termination of the charters and the charter rates payable under any renewal or replacement charters. We conduct our operations internationally, and our business, financial condition and results of operations may be adversely affected by changing economic, political and government conditions in the countries and regions where our vessels are employed. Moreover, we operate in a sector of the economy that is likely to be adversely impacted by the effects of political instability, terrorist or other attacks, war or international hostilities.

Acts of piracy on ocean-going vessels could adversely affect our business and results of operations.

Acts of piracy have historically affected ocean-going vessels trading in regions of the world such as the Gulf of Aden off the coast of Somalia and the South China Sea. For example, in November 2008, the M/V Sirius Star, a tanker not affiliated with us, was captured by pirates in the Indian Ocean while carrying crude oil estimated to be worth \$100 million at the time of its capture. If these pirate attacks result in regions in which our vessels are deployed being characterized as “war risk” zones by insurers, as the Gulf of Aden temporarily was categorized in May 2008, premiums payable for insurance coverage could increase significantly and such coverage may be more difficult to obtain. In addition, crew costs, including costs in connection with employing onboard security guards, could increase in such circumstances. We may not be adequately insured to cover losses from these incidents, including the payment of any ransom we may be forced to make, which could have a material adverse effect on us. In addition, any of these events may result in a loss of revenues, increased costs and decreased cash flows to our customers, which could impair their ability to make payments to us under our charters.

Our vessels may call on ports located in countries that are subject to restrictions imposed by the U.S. government, which could negatively affect the trading price of our shares of common stock.

From time to time on charterers’ instructions, our vessels have called and may again call on ports located in countries subject to sanctions and embargoes imposed by the U.S. government, the UN or the EU and countries identified by the U.S. government, the UN or the EU as state sponsors of terrorism. The U.S., UN and EU sanctions and embargo laws and regulations vary in their application, as they do not all apply to the same covered persons or proscribe the same activities, and such sanctions and embargo laws and regulations may be amended or strengthened over time. For example, in 2010, the United States enacted the Comprehensive Iran Sanctions Accountability and Divestment Act, or “CISADA,” which expanded the scope of the Iran Sanctions Act (as amended, the “ISA”) by amending existing sanctions under the ISA and creating new sanctions. Among other things, CISADA introduced additional prohibitions and limits on the ability of companies (both U.S. and non-U.S.) and persons to do business or trade with Iran when such activities relate to the investment, supply or export of refined petroleum or petroleum products. In 2011, the President of the United States issued Executive Order 13590, which expanded on the existing energy-related sanctions available under the ISA. In 2012, the President signed additional relevant executive orders, including Executive Order 13608, which prohibits foreign persons from violating or attempting to violate, or causing a violation of any sanctions in effect against Iran or facilitating any deceptive transactions for or on behalf of any person subject to U.S. sanctions. The Secretary of the Treasury may prohibit any transactions or dealings, including any U.S. capital markets financing, involving any person found to be in violation of Executive Order 13608. Also in 2012, the U.S. enacted the Iran Threat Reduction and Syria Human Rights Act of 2012 (the “ITRA”) which again created new sanctions and strengthened existing sanctions under the ISA. Among other things, the ITRA intensifies existing sanctions regarding the provision of goods, services, infrastructure or technology to Iran’s petroleum or petrochemical sector. The ITRA also includes a provision requiring the President of the United States to impose five or more sanctions from Section 6(a) of the ISA on a person the President determines is a controlling beneficial owner of, or otherwise owns, operates,

or controls or insures a vessel that was used to transport crude oil from Iran to another country and (1) if the person is a controlling beneficial owner of the vessel, the person had actual knowledge the vessel was so used or (2) if the person otherwise owns, operates, or controls, or insures the vessel, the person knew or should have known the vessel was so used. Such a person could be subject to a variety of sanctions, including exclusion from U.S. capital markets, exclusion from financial transactions subject to U.S. jurisdiction, and exclusion of that person's vessels from U.S. ports for up to two years. The ITRA also includes a requirement that issuers of securities must disclose to the SEC in their annual and quarterly reports filed after February 6, 2013 if the issuer or "any affiliate" has "knowingly" engaged in certain sanctioned activities involving Iran during the time frame covered by the report. At this time, we are not aware of any such sanctionable activity, conducted by ourselves or by any affiliate, that is likely to prompt an SEC disclosure requirement. In January 2013, the U.S. enacted the Iran Freedom and Counter-Proliferation Act of 2012 (the "IFCPA") which expanded the scope of U.S. sanctions on any person that is part of Iran's energy, shipping or shipbuilding sector and operators of ports in Iran, and imposes penalties on any person who facilitates or otherwise knowingly provides significant financial, material, technological or other support to these entities. On November 24, 2013, the P5+1 (the United States, United Kingdom, Germany, France, Russia and China) entered into an interim agreement with Iran entitled the "Joint Plan of Action" (the "JPOA"). Under the JPOA it was agreed that, in exchange for Iran taking certain voluntary measures to ensure that its nuclear program is used only for peaceful purposes, the U.S. and EU would voluntarily suspend certain sanctions for a period of six months. On January 20, 2014, the U.S. and EU indicated that they would begin implementing the temporary relief measures provided for under the JPOA. These measures include, among other things, the suspension of certain sanctions on the Iranian petrochemicals, precious metals, and automotive industries from January 20, 2014 until July 20, 2014. At the end of the six-month period, when no agreement between Iran and the P5+1 could be reached, the measures were extended for a further six months to November 24, 2014, on which date the parties affirmed that they would continue to implement the measures through June 30, 2015. Finally, certain or future counterparties of ours may be affiliated with persons or entities that are the subject of sanctions imposed by the Obama administration, and EU and/or other international bodies as a result of the annexation of Crimea by Russia in March 2014.

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During 2011, vessels in our fleet made a total of 3 calls to ports in Iran, representing approximately 0.85% of our approximately 351 calls on worldwide ports during the same period. The last call to a port in Iran made by a vessel in our fleet was in September 2011. Of the 6 port calls made to ports in Iran from January 2010 through September 2011, all were made at the direction of our charterers or pooling administrators, of which we had no advance knowledge of any such charterer's or pooling administrator's agreeing to a voyage with a planned port call in Iran. During 2012, 2013 and 2014, vessels in our fleet did not make any calls to ports in Iran and we have, since November 2011, had a policy of instructing all charterers of our vessels that calls on ports in Iran are not permitted. To our knowledge, none of our vessels made port calls to Syria, Sudan or Cuba during the period from 2011 to 2014.

With regards to Samco which we acquired on September 16, 2014, vessels in Samco's fleet made a total of 12 calls to ports in Iran during 2010, 2011 and 2012, representing approximately 1.78% of the fleet's approximately 675 calls on worldwide ports during the same period. The last call to a port in Iran made by a vessel in Samco's fleet was in January 2012. All of the 12 port calls made to ports in Iran from January 2010 through January 2012, were made at the direction of Samco's time charterers, of which Samco had no advance knowledge. During 2013 and 2014, vessels in Samco's fleet did not make any calls to ports in Iran. To our knowledge, none of Samco's vessels made port calls to Syria, Sudan or Cuba during the period from 2011 to 2014.

We monitor compliance of our vessels with applicable restrictions through, among other things, communication with our charterers and administrators regarding such legal and regulatory developments as they arise. Although we believe that we are in compliance with all applicable sanctions and embargo laws and regulations, and intend to maintain such compliance, there can be no assurance that we will be in compliance in the future, particularly as the scope of certain laws may be unclear and may be subject to changing interpretations. Any such violation could result in fines or other penalties and could result in some investors deciding, or being required, to divest their interest, or not to invest, in our company. Additionally, some investors may decide to divest their interest, or not to invest, in our company simply because we do business with companies that do business in sanctioned countries. Moreover, our charterers may violate applicable sanctions and embargo laws and regulations as a result of actions that do not involve us or our vessels, and those violations could in turn negatively affect our reputation. Investor perception of the value of our common stock may also be adversely affected by the consequences of war, the effects of terrorism, civil unrest or governmental actions in these and surrounding countries.

Failure to comply with the U.S. Foreign Corrupt Practices Act and other anti-bribery legislation in other jurisdictions could result in fines, criminal penalties, contract terminations and an adverse effect on our business.

We operate in a number of countries through the world, including some countries known to have a reputation for corruption. We are committed to doing business in accordance with applicable anti-corruption laws and have adopted a code of business conduct and ethics which is consistent and in full compliance with the U.S. Foreign Corrupt Practices Act of 1977, or the "FCPA". We are subject, however, to the risk that we, our affiliated entities or our or their respective officers, directors, employees and agents may take actions determined to be in violation of such anti-corruption laws, including the FCPA. Any such violation could result in substantial fines, sanctions, civil and/or criminal penalties, curtailment of operations in certain jurisdictions, and might adversely affect our business, results of operations or financial condition. In addition, actual or alleged violations could damage our reputation and ability to do business. Furthermore, detecting, investigating, and resolving actual or alleged violations is expensive and can consume significant time and attention of our management.

Political decisions may affect the vessels trading patterns and could adversely affect our business and operation results.



Our vessels are trading globally, and the operation of our vessels is therefore exposed to political risks. The political disturbances in Egypt, Iran and the Middle East in general may potentially result in a blockage of the Strait of Hormuz or a closure of the Suez Canal. Geopolitical risks are outside of our control, and could potentially limit or disrupt our access to markets and operations and may have an adverse affect on our business.

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The value of our vessels may be depressed at a time when and in the event that we sell a vessel.

Tanker values have generally experienced high volatility. Investors can expect the fair market value of our tankers to fluctuate, depending on general economic and market conditions affecting the tanker industry and competition from other shipping companies, types and sizes of vessels and other modes of transportation. In addition, as vessels age, they generally decline in value. These factors will affect the value of our vessels for purposes of covenant compliance under the secured credit facilities and at the time of any vessel sale. If for any reason we sell a tanker at a time when tanker prices have fallen, the sale may be at less than the tanker's carrying amount on our financial statements, with the result that we would also incur a loss on the sale and a reduction in earnings and surplus, which could reduce our ability to pay dividends.

The carrying values of our vessels may not represent their charter-free market value at any point in time. The carrying values of our vessels held and used by us are reviewed for potential impairment whenever events or changes in circumstances indicate that the carrying value of a particular vessel may not be fully recoverable.

Vessel values may be depressed at a time when our subsidiaries are required to make a repayment under the secured credit facilities or when the secured credit facilities mature, which could adversely affect our liquidity and our ability to refinance the secured credit facilities.

In the event of the sale or loss of a vessel, each of the secured credit facilities requires us and our subsidiaries to prepay the facility in an amount proportionate to the market value of the sold or lost vessel compared with the total market value of all of our vessels financed under such credit facility before such sale or loss. If vessel values are depressed at such a time, our liquidity could be adversely affected as the amount that we and our subsidiaries are required to repay could be greater than the proceeds we receive from a sale. In addition, declining tanker values could adversely affect our ability to refinance our secured credit facilities as they mature, as the amount that a new lender would be willing to lend on the same terms may be less than the amount we owe under the expiring secured credit facilities.

We operate in the highly competitive international tanker market, which could affect our financial position.

The operation of tankers and transportation of crude oil are extremely competitive. Competition arises primarily from other tanker owners, including major oil companies, as well as independent tanker companies, some of whom have substantially larger fleets and substantially greater resources than we do. Competition for the transportation of oil and oil products can be intense and depends on price, location, size, age, condition and the acceptability of the tanker and its operators to charterers. We will have to compete with other tanker owners, including major oil companies and independent tanker companies, for charters. Due in part to the fragmented tanker market, competitors with greater resources may be able to offer better prices than us, which could result in our achieving lower revenues from our vessels.

Compliance with environmental laws or regulations may adversely affect our business.

Our operations are affected by extensive and changing international, national and local environmental protection laws, regulations, treaties, conventions and standards in force in international waters, the jurisdictional waters of the countries in which our vessels operate, as well as the countries of our vessels' registration. Many of these requirements are designed to reduce the risk of oil spills and other pollution, and our compliance with these requirements can be costly.

These requirements can affect the resale value or useful lives of our vessels, require a reduction in carrying capacity, ship modifications or operational changes or restrictions, lead to decreased availability of insurance coverage for environmental matters or result in the denial of access to certain jurisdictional waters or ports, or detention in, certain ports. Under local, national and foreign laws, as well as international treaties and conventions, we could incur material liabilities, including cleanup obligations, in the event that there is a release of petroleum or other hazardous substances from our vessels or otherwise in connection with our operations. We could also become subject to personal injury or property damage claims relating to the release of or exposure to hazardous materials associated with our current or historic operations, as well as natural resource damages. Violations of or liabilities under environmental requirements also can result in substantial penalties, fines and other sanctions, including in certain instances, seizure or detention of our vessels. For example, the U.S. Oil Pollution Act of 1990, as amended, or the “OPA,” affects all vessel owners shipping oil to, from or within the United States. The OPA allows for potentially unlimited liability without regard to fault for owners, operators and bareboat charterers of vessels for oil pollution in U.S. waters. Similarly, the International Convention on Civil Liability for Oil Pollution Damage, 1969, as amended, which has been adopted by most countries outside of the United States, imposes liability for oil pollution in international waters. The OPA expressly permits individual states to impose their own liability regimes with regard to hazardous materials and oil pollution incidents occurring within their boundaries. Coastal states in the United States have enacted pollution prevention liability and response laws, many providing for unlimited liability.

In addition, in complying with the OPA, IMO regulations, EU directives and other existing laws and regulations and those that may be adopted, ship-owners may incur significant additional costs in meeting new maintenance and inspection requirements, developing contingency arrangements for potential spills and obtaining insurance coverage. Government regulation of vessels, particularly in the areas of safety and environmental requirements, can be expected to become more strict in the future and require us to incur significant capital expenditures on our vessels to keep them in compliance, or even to scrap or sell certain vessels altogether. For example, various jurisdictions are considering imposing more stringent requirements on air emissions, including greenhouse gases, and on the management of ballast waters to prevent the introduction of non-indigenous species that are considered to be invasive. In recent years, the IMO and EU have both accelerated their existing non-double-hull phase-out schedules in response to highly publicized oil spills and other shipping incidents involving companies unrelated to us. Although all of our tankers are double-hulled, future accidents can be expected in the industry, and such accidents or other events could be expected to result in the adoption of even stricter laws and regulations, which could limit our operations or our ability to do business and which could have a material adverse effect on our business and financial results.

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The shipping industry has inherent operational risks, which could impair the ability of charterers to make payments to us.

Our tankers and their cargoes are at risk of being damaged or lost because of events such as marine disasters, bad weather, mechanical failures, human error, war, terrorism, piracy, environmental accidents and other circumstances or events. In addition, transporting crude oil across a wide variety of international jurisdictions creates a risk of business interruptions due to political circumstances in foreign countries, hostilities, labor strikes and boycotts, the potential for changes in tax rates or policies, and the potential for government expropriation of our vessels. Any of these events could impair the ability of charterers of our vessels to make payments to us under our charters.

Our insurance coverage may be insufficient to make us whole in the event of a casualty to a vessel or other catastrophic event, or fail to cover all of the inherent operational risks associated with the tanker industry.

In the event of a casualty to a vessel or other catastrophic event, we will rely on our insurance to pay the insured value of the vessel or the damages incurred, less the agreed deductible that may apply. DHT Management AS, a subsidiary of ours, will be responsible for arranging insurance against those risks that we believe the shipping industry commonly insures against, and we are responsible for the premium payments on such insurance. This insurance includes marine hull and machinery insurance, protection and indemnity insurance, which includes pollution risks and crew insurance, and war risk insurance. We may also enter into loss of hire insurance, in which case DHT Management AS is responsible for arranging such loss of hire insurance, and we are responsible for the premium payments on such insurance. This insurance generally provides coverage against business interruption for periods of more than 30 days per incident (up to a maximum of 120 days) per incident per year, following any loss under our hull and machinery policy. We will not be reimbursed under the loss of hire insurance policies, on a per incident basis, for the first 30 days of off hire. Currently, the amount of coverage for liability for pollution, spillage and leakage available to us on commercially reasonable terms through protection and indemnity associations and providers of excess coverage is \$1 billion per vessel per occurrence. We cannot assure you that we will be adequately insured against all risks. If insurance premiums increase, we may not be able to obtain adequate insurance coverage at reasonable rates for our fleet. Additionally, our insurers may refuse to pay particular claims. Any significant loss or liability for which we are not insured could have a material adverse effect on our financial condition. In addition, the loss of a vessel would adversely affect our cash flows and results of operations.

Maritime claimants could arrest our tankers, which could interrupt charterers' or our cash flow.

Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against that vessel for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lien-holder may enforce its lien by arresting a vessel through foreclosure proceedings. The arrest or attachment of one or more of our vessels could interrupt the charterers' or our cash flow and require us to pay a significant amount of money to have the arrest lifted. In addition, in some jurisdictions, such as South Africa, under the "sister ship" theory of liability, a claimant may arrest both the vessel that is subject to the claimant's maritime lien and any "associated" vessel, which is any vessel owned or controlled by the same owner. Claimants could try to assert "sister ship" liability against one vessel in our fleet for claims relating to another vessel in our fleet.

Governments could requisition our vessels during a period of war or emergency without adequate compensation.

A government could requisition one or more of our vessels for title or for hire. Requisition for title occurs when a government takes control of a vessel and becomes her owner, while requisition for hire occurs when a government takes control of a vessel and effectively becomes her charterer at dictated charter rates. Generally, requisitions occur during periods of war or emergency, although governments may elect to requisition vessels in other

circumstances. Although we would be entitled to compensation in the event of a requisition of one or more of our vessels, the amount and timing of payment would be uncertain. Government requisition of one or more of our vessels may negatively impact our revenues and reduce the amount of cash we have available for distribution as dividends to our stockholders.

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RISKS RELATING TO OUR CAPITAL STOCK

The market price of our common stock may be unpredictable and volatile.

The market price of our common stock may fluctuate due to factors such as actual or anticipated fluctuations in our quarterly and annual results and those of other public companies in our industry, mergers and strategic alliances in the tanker industry, market conditions in the tanker industry, changes in government regulation, shortfalls in our operating results from levels forecast by securities analysts, announcements concerning us or our competitors and the general state of the securities market. The tanker industry has been unpredictable and volatile. The market for common stock in this industry may be equally volatile. Therefore, we cannot assure you that you will be able to sell any of our common stock you may have purchased at a price greater than or equal to the original purchase price.

Future sales of our common stock could cause the market price of our common stock to decline.

The market price of our common stock could decline due to sales of our shares in the market or the perception that such sales could occur. This could depress the market price of our common stock and make it more difficult for us to sell equity securities in the future at a time and price that we deem appropriate, or at all.

We have shares of common stock that are available for resale.

In November 2013 and February 2014, we issued 53,457,900 shares of our common stock (including shares issued upon the mandatory exchange of our Series B Participating Preferred Stock) and in September 2014 we issued an additional 23,076,924 shares of our common stock. We placed these shares directly to institutional investors that we believe, based upon representations and statements to us, have a long-term investment horizon and who acquired our stock without an intention to distribute. Nevertheless, these shares, taken together with the shares we issued in 2012 to an institutional investor, may create an excess supply of our stock if any significant resale were to occur.

Conversion of our convertible senior notes may dilute the ownership interest of existing stockholders.

In September 2014, we closed a private placement of approximately \$150,000,000 aggregate principal amount of convertible senior notes due 2019 to institutional accredited investors. The convertible senior notes are convertible into our common stock at any time until one business day prior to their maturity. The initial conversion price for the convertible senior notes is \$8.125 per share of common stock (equivalent to an initial conversion rate of 123.0769 shares of common stock per \$1,000 aggregate principal amount of convertible senior notes). The conversion of some or all of the convertible senior notes may dilute the ownership interests of existing stockholders and any sales in the public market of the shares of our common stock issuable upon such conversion could adversely affect prevailing market prices for our common stock. In addition, the existence of the convertible senior notes may encourage short selling by market participants because the conversion of the convertible senior notes could depress the market price of our common stock.

Holders of our convertible senior notes may have to pay tax with respect to distributions on our capital stock that they do not receive.

The terms of our convertible senior notes allow for changes in the conversion rate of the notes in certain circumstances. A change in conversion rate that allows holders of our convertible senior notes to receive more shares of capital stock on conversion may increase those note holders' proportionate interests in our earnings and profits or assets. In that case, U.S. Holders (as defined under "Certain U.S. Federal Income Tax Consequences") could be treated as though they received a dividend in the form of our capital stock under United States tax laws. Such a constructive

stock dividend could be taxable to those note holders, although they would not actually receive any cash or other property.

We are incorporated in the Marshall Islands, which does not have a well-developed body of corporate law or a bankruptcy act.

Our corporate affairs are governed by our amended and restated articles of incorporation and amended and restated bylaws and by the Marshall Islands Business Corporations Act, or the “BCA.” The provisions of the BCA resemble provisions of the corporation laws of a number of states in the United States. However, there have been few judicial cases in the Marshall Islands interpreting the BCA, and the rights and fiduciary responsibilities of directors under the laws of the Marshall Islands are not as clearly established as the rights and fiduciary responsibilities of directors under statutes or judicial precedent in existence in the United States. Therefore, the rights of stockholders of the Marshall Islands may differ from the rights of stockholders of companies incorporated in the United States. While the BCA provides that it is to be interpreted according to the laws of the State of Delaware and other states with substantially similar legislative provisions, there have been few, if any, court cases interpreting the BCA in the Marshall Islands and we cannot predict whether Marshall Islands courts would reach the same conclusions that any particular U.S. court would reach or has reached. Thus, you may have more difficulty in protecting your interests in the face of actions by the management, directors or controlling stockholders than would stockholders of a corporation incorporated in a U.S. jurisdiction which has developed a relatively more substantial body of case law.

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In addition, the Marshall Islands has no established bankruptcy act, and as a result, any bankruptcy action involving our company would have to be initiated outside the Marshall Islands, and our public stockholders may find it difficult or impossible to pursue their claims in such other jurisdictions.

Our amended and restated bylaws restrict stockholders from bringing certain legal action against our officers and directors.

Our amended and restated bylaws contain a broad waiver by our stockholders of any claim or right of action, both individually and on our behalf, against any of our officers or directors. The waiver applies to any action taken by an officer or director, or the failure of an officer or director to take any action, in the performance of his or her duties, except with respect to any matter involving any fraud or dishonesty on the part of the officer or director. This waiver limits the right of stockholders to assert claims against our officers and directors unless the act or failure to act involves fraud or dishonesty.

We have anti-takeover provisions in our amended and restated bylaws and our convertible senior notes contain certain provisions that may discourage a change of control.

Our amended and restated bylaws contain provisions that could make it more difficult for a third party to acquire us without the consent of our board of directors. These provisions provide for:

- a classified board of directors with staggered three-year terms, elected without cumulative voting;

- directors only to be removed for cause and only with the affirmative vote of holders of at least a majority of the common stock issued and outstanding;

- advance notice for nominations of directors by stockholders and for stockholders to include matters to be considered at annual meetings;

- a limited ability for stockholders to call special stockholder meetings; and

- our board of directors to determine the powers, preferences and rights of our preferred stock and to issue the preferred stock without stockholder approval.

In addition, if a fundamental change occurs under the terms of our convertible senior notes, we must offer to purchase the convertible senior notes at 100% of the principal amount thereof plus accrued and unpaid interest to the purchase date.

These provisions could make it more difficult for a third party to acquire us, even if the third party's offer may be considered beneficial by many stockholders. As a result, stockholders may be limited in their ability to obtain a premium for their shares.

ITEM 4. INFORMATION ON THE COMPANY

A. HISTORY AND DEVELOPMENT OF THE COMPANY

General Information



The company was incorporated under the name of Double Hull Tankers, Inc., or “Double Hull,” in April 2005 under the laws of the Marshall Islands. In June 2008, Double Hull’s stockholders voted to approve an amendment to Double Hull’s articles of incorporation to change its name to DHT Maritime, Inc. On February 12, 2010, DHT Holdings, Inc. was incorporated under the laws of the Marshall Islands, and DHT Maritime became a wholly-owned subsidiary of DHT Holdings in March 2010. Shares of DHT Holdings, Inc. common stock trade on the NYSE under the ticker symbol “DHT.”

In February 2013, we relocated our principal executive offices from Jersey, Channel Islands to Bermuda. Our principal executive offices are currently located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and our telephone number at that address is +1 (441) 299-4912. Our website address is [www.dhtankers.com](http://www.dhtankers.com). The information on our website is not a part of this report. We own each of the vessels in our fleet through wholly-owned subsidiaries incorporated under the laws of the Marshall Islands, the Hong Kong Special Administrative Region of the People’s Republic of China, the Republic of Singapore or the Cayman Islands.

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B. BUSINESS OVERVIEW

We operate a fleet of crude oil tankers. As of March 10, 2015, our fleet consisted of eighteen crude oil tankers currently in operation, of which all are wholly-owned by the company. The fleet in operation consists of 14 very large crude carriers or “VLCCs,” which are tankers ranging in size from 200,000 to 320,000 deadweight tons, two Suezmax tankers or “Suezmaxes,” which are tankers ranging in size from 130,000 to 170,000 dwt and two Aframax tankers or “Aframax,” which are tankers ranging in size from 80,000 to 120,000 dwt. Nine of our eighteen vessels currently in operation are on charters for periods of up to 6½ years, of which eight vessels are on fixed rate charter and one vessel is on a charter with earnings related to an index. Our fleet principally operates on international routes and our fleet currently in operation had a combined carrying capacity of 4,910,160 dwt and an average age of approximately 9.4 years as of the date of this report.

We have agreements for six newbuilding VLCCs to be constructed at HHI, of which all will be wholly-owned by the company. We estimate the newbuilding VLCCs to be delivered will have a combined carrying capacity of approximately 1,799,400 dwt. Our principal capital expenditures during the last three fiscal years and through the date of this report comprise the acquisition of 10 VLCCs (including the acquisition of Samco) for a total of \$551.1 million and pre-delivery installments related to the six VLCC newbuildings ordered at HHI totaling \$190.5 million. Our principal divestitures during the same period comprise the sale of two Aframax tankers and one VLCC tanker for a total of \$38.3 million.

RECENT DEVELOPMENTS

Refinancing of six Samco vessels and the financing of DHT Condor

In December 2014, we entered into a credit facility in an amount of \$302.0 million with Nordea Bank Norge ASA (“Nordea”), DNB Bank ASA (“DNB”) and DVB Bank SE (“DVB”) as lenders, and DHT Holdings, Inc. as guarantor for the re-financing of the Samco Europe, Samco China, Samco Amazon, Samco Redwood, Samco Sundarbans and Samco Taiga as well as the financing of the DHT Condor. Borrowings bear interest at a rate equal to LIBOR + 2.50% and are repayable in 20 quarterly installments of \$5.1 million from March 2015 to December 2019 and a final payment of \$199.8 million in December 2019.

The Samco Acquisition

On September 16, 2014, pursuant to the terms set forth in a Share Purchase Agreement (the “Share Purchase Agreement”) with the shareholders of Samco, we acquired Samco, a private company limited by shares incorporated under the laws of the Republic of Singapore, for an estimated purchase price of \$325,158,000 in cash, subject to certain post-closing adjustments in accordance with the terms of the Share Purchase Agreement, of which \$317,005,000 has been paid as of March 10, 2015 (including \$5,000,000 that has been deposited in an escrow fund). DHT used the net proceeds of the September 2014 Registered Direct Offering of common stock and concurrent private placement of convertible senior notes, plus cash on hand, to fund the acquisition. Samco owns and operates a fleet of seven very large crude oil tankers with an average age of approximately 5.0 years. Included in the acquisition was Samco’s 50% ownership in Goodwood Ship Management Pte. Ltd. (“Goodwood”), a private ship management company incorporated under the laws of the Republic of Singapore.

September 2014 Registered Direct Offering

In September 2014, we completed a registered direct offering of 23,076,924 shares of common stock at a price of \$6.50 per share (the “September 2014 Registered Direct Offering”). We received net proceeds of approximately \$145.5

million (after placement agent expenses, but before other transaction expenses) in the September 2014 Registered Direct Offering. The net proceeds of the September 2014 Registered Direct Offering were used to fund the acquisition of Samco.

#### Convertible Senior Notes

Concurrently with the September 2014 Registered Direct Offering, we completed a private placement of the convertible senior notes to institutional accredited investors. The convertible senior notes bear interest at a rate of 4.50% per annum, payable semi-annually in arrears on April 1 and October 1 of each year, beginning on April 1, 2015. The convertible senior notes are convertible into our common stock at any time until one business day prior to their maturity. The initial conversion price for the convertible senior notes is \$8.125 per share of common stock (equivalent to an initial conversion rate of 123.0769 shares of common stock per \$1,000 aggregate principal amount of convertible senior notes), subject to customary anti-dilution adjustments. We received net proceeds of approximately \$145.5 million (after placement agent expenses, but before other transaction expenses). The net proceeds were used to fund the acquisition of Samco.

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## February 2014 Registered Direct Offering

In February 2014, we sold 30,300,000 shares of common stock for aggregate proceeds of approximately \$227 million to investors pursuant to a registered direct offering (the “February 2014 Registered Direct Offering”). The February 2014 Registered Direct Offering generated net proceeds to us of approximately \$217.0 million (after placement agent expenses, but before other transaction expenses).

## CHARTER ARRANGEMENTS

The following summary of the material terms of the employment of our vessels does not purport to be complete and is subject to, and qualified in its entirety by reference to, all of the provisions of the charters. Because the following is only a summary, it does not contain all information that you may find useful.

## Vessel employment

The following table presents certain features of our vessel employment as of March 10, 2015:

Vessel	Type of Employment	Expiry
VLCC		
DHT Ann	Index Time Charter**	Q3 2015
DHT Chris*	Time Charter	Q4 2015
DHT Eagle	Spot	
DHT Phoenix	Spot	
DHT Falcon	Spot	
DHT Hawk	Spot	
DHT Condor	Spot	
Samco Scandinavia	Spot	
Samco Europe	Time Charter	Q1 2016
Samco China	Time Charter	Q2 2021
Samco Amazon	Time Charter	Q2 2015
Samco Redwood	Time Charter	Q1 2016
Samco Sundarbans	Spot	
Samco Taiga	Time Charter	Q4 2015
Suezmax		
DHT Target	Time Charter	Q1 2016
DHT Trader	Spot	
Aframax		
DHT Cathy	Time Charter	Q2 2015
DHT Sophie	Spot	

\* Charter may be extended for an additional three months at charterer’s option.

\*\* Earnings calculated on daily basis based on index.

Commencing in the second quarter of 2015, the DHT Cathy and the DHT Sophie will be on time charters with an oil major for a period of 24 months.



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## SHIP MANAGEMENT AGREEMENTS

The following summary of the material terms of our ship management agreements does not purport to be complete and is subject to, and qualified in its entirety by reference to, all the provisions of the ship management agreements.

During 2014, we used two technical management providers: Goodwood and V.Ships France SAS (“V.Ships”) (together, the “Technical Managers”). Under the current ship management agreements with Goodwood and V.Ships, the Technical Managers are responsible for the technical operation and upkeep of the vessels, including crewing, maintenance, repairs and dry-dockings, maintaining required vetting approvals and relevant inspections, and to ensure our fleet complies with the requirements of classification societies as well as relevant governments, flag states, environmental and other regulations and each vessel subsidiary pays the actual cost associated with the technical management and an annual management fee for the relevant vessel.

We may obtain loss of hire insurance that will generally provide coverage against business interruption for periods of more than 60 days per incident (up to a maximum of 180 days per incident per year) following any loss under our hull and machinery policy (mechanical breakdown, grounding, collision or other incidence of damage that does not result in a total loss or constructive total loss of the vessel).

Each ship management agreement with the Technical Managers is cancelable by us or the Technical Managers for any reason at any time upon 60 days’ prior written notice to the other. Upon termination we are required to cover actual crew support cost and severance cost and pay a management fee for a further three months. We will be required to obtain the consent of any applicable charterer and our lenders before we appoint a new manager; however, such consent may not be unreasonably withheld.

We place the insurance requirements related to the fleet with mutual clubs and underwriters through insurance brokers. Such requirements are, but not limited to, marine hull and machinery insurance, protection and indemnity insurance (including pollution risks and crew insurances), war risk insurance, charterer’s liability insurance and when viewed as appropriate, loss of hire insurance. Each vessel subsidiary pays the actual cost associated with the insurance placed for the relevant vessel.

## OUR FLEET

The following chart summarizes certain information about the vessels in our fleet as of December 31, 2014:

Vessel	Year Built	Dwt	Flag*	Yard**	Classification Society	Percent of Ownership
VLCC						
Samco						
Sundarbans(8)	2012	314,240	MI	HHI	ABS	100 %
Samco Taiga(8)	2012	314,240	MI	HHI	ABS	100 %
Samco						
Amazon(8)	2011	314,240	RIF	HHI	DNV	100 %
Samco						
Redwood(8)	2011	314,240	RIF	HHI	DNV	100 %
Samco China(8)	2007	317,794	RIF	HHI	ABS	100 %
Samco Europe(8)	2007	317,260	RIF	HHI	DNV	100 %
DHT Hawk(6)	2007	298,293	Hong Kong	NACKS*	Lloyds	100 %

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Samco

Scandinavia(8)	2006	317,826	MI	HHI	ABS	100	%
DHT Falcon(6)	2006	298,971	Hong Kong	NACKS*	Lloyds	100	%
DHT Condor(7)	2004	320,050	Hong Kong	Daewoo	ABS	100	%
DHT Eagle(5)	2002	309,064	MI	Samsung Heavy Industries	ABS	100	%
DHT Ann(1)	2001	309,327	MI	HHI	Lloyds	100	%
DHT Chris(1)	2001	309,285	MI	HHI	Lloyds	100	%
DHT Phoenix(4)	1999	307,151	MI	Daewoo Heavy Industries	Lloyds	100	%
Suezmax							
DHT Target(2)	2001	164,626	MI	HHI	ABS	100	%
DHT Trader(3)	2000	152,923	MI	HHI	ABS	100	%
Aframax							
DHT Cathy(1)	2004	115,000	MI	HHI	ABS	100	%
DHT Sophie(1)	2003	115,000	MI	HHI	ABS	100	%

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\* MI: Marshall Islands, HK: Hong Kong, RIF: French International Registry

\*\* HHI: Hyundai Heavy Industries, NACKS: Nantong Cosco KHI Engineering Co. Ltd

(1) Acquired on October 18, 2005.

(2) Acquired on December 4, 2007. Formerly named Overseas Newcastle.

(3) Acquired on January 28, 2008. Formerly named Overseas London.

(4) Acquired on March 2, 2011.

(5) Acquired on May 27, 2011.

(6) Acquired on February 17, 2014.

(7) Acquired on May 30, 2014.

(8) Acquired on September 17, 2014.

We have entered into the following agreements with HHI for the construction of six VLCCs (collectively, the “HHI Agreements”):

on December 2, 2013 we entered into agreements for the construction of two VLCCs with a contract price of \$92.7 million each, including certain additions and upgrades to the standard specification, an estimated capacity of 300,000 dwt and expected delivery in April and July 2016, respectively;

on January 8, 2014, we exercised an option and entered into a new agreement with HHI to construct a VLCC with a contract price of \$92.7 million, including certain additions and upgrades to the standard specification, an estimated capacity of 300,000 dwt and an expected delivery date of September 2016; and

on February 14, 2014, we entered into agreements for the construction of three VLCCs at an average contract price of \$98.3 million each, including \$2.3 million in additions and upgrades to the standard specification, for delivery in November 2015, January 2016 and October 2016.

On March 13, 2014, we announced that we amended two shipbuilding contracts with HHI to advance the scheduled delivery on two VLCCs. We agreed to increase the contract price by \$1.5 million for each of the two vessels. The amendment with HHI is attached as Exhibit 10.1 to our report on Form 6-K filed March 13, 2014, and this agreement is incorporated by reference into this Form 20-F.

As of March 10, 2015, we have made \$190.5 million in predelivery payments related to the six newbuilding contracts entered into in December 2013 and January and February 2014. The remaining predelivery payments totaling \$94.6 million are due in 2015. The final payments at delivery of the vessels totaling \$288.1 million is planned to be funded with debt financing of which \$190.4 million related to four of the newbuildings has been secured.

We have obtained a financing commitment to fund the acquisition of one VLCC from HHI through a secured term loan facility (the “Danish Ship Finance Credit Facility”) that will be between and among Danish Ship Finance A/S, as lender, a special purpose company (a direct wholly-owned subsidiary of us, the “Danish Ship Finance Borrower”), and



us, as guarantor. The Danish Ship Finance Borrower will be permitted to borrow up to \$49.4 million under the Danish Ship Finance Credit Facility. The Danish Ship Finance Credit Facility will be for a five-year term. Borrowings will bear interest at a rate equal to a margin of 225 basis points plus LIBOR.

On July 22, 2014 we executed a financing facility to fund the acquisition of three VLCCs from HHI through a secured term loan facility (the “ABN AMRO Credit Facility”) between and among ABN AMRO Bank N.V. Oslo Branch (“ABN AMRO”), DVB and Nordea or any of their affiliates, each as lenders, three special purpose companies (each, a direct wholly-owned subsidiary of us, collectively, the “Borrowers”), and us, as guarantor. The Borrowers are permitted to borrow up to \$141.0 million across three tranches under the ABN AMRO Credit Facility. The ABN AMRO Credit Facility will be for a five-year term from the date of the first drawdown, but in any event the final maturity date of the ABN AMRO Credit Facility shall be no later than December 31, 2021, subject to earlier repayment in certain circumstances. Borrowings for each tranche will bear interest at a rate equal to a margin of 260 basis points plus LIBOR.

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We intend to pursue debt financing for the remaining two vessels in due course, however, there is no assurance that such financing may be obtained or if obtained, on commercial favorable terms.

### RISK OF LOSS AND INSURANCE

Our operations may be affected by a number of risks, including mechanical failure of the vessels, collisions, property loss to the vessels, cargo loss or damage and business interruption due to political circumstances in foreign countries, hostilities and labor strikes. In addition, the operation of any ocean-going vessel is subject to the inherent possibility of catastrophic marine disaster, including oil spills and other environmental mishaps, and the liabilities arising from owning and operating vessels in international trade.

DHT Management AS is responsible for arranging the insurance of our vessels on terms in line with standard industry practice. We are responsible for the payment of premiums. DHT Management AS has arranged for marine hull and machinery and war risks insurance, which includes the risk of actual or constructive total loss, and protection and indemnity insurance with mutual assurance associations. DHT Management AS may also arrange for loss of hire insurance in respect of each of our vessels, subject to the availability of such coverage at commercially reasonable terms. Loss of hire insurance generally provides coverage against business interruption following any loss under our hull and machinery policy. Currently, we have obtained loss of hire insurance that generally provides coverage against business interruption for periods of more than 60 days (up to a maximum of 180 days) following any loss under our hull and machinery policy (mechanical breakdown, grounding, collision or other incidence of damage that does not result in a total loss of the vessel). Currently, the amount of coverage for liability for pollution, spillage and leakage available to us on commercially reasonable terms through protection and indemnity associations and providers of excess coverage is \$1 billion per vessel per occurrence. Protection and indemnity associations are mutual marine indemnity associations formed by ship-owners to provide protection from large financial loss to one member by contribution towards that loss by all members.

We believe that our anticipated insurance coverage will be adequate to protect us against the accident-related risks involved in the conduct of our business and that we will maintain appropriate levels of environmental damage and pollution insurance coverage, consistent with standard industry practice. However, there is no assurance that all risks are adequately insured against, that any particular claims will be paid or that we will be able to obtain adequate insurance coverage at commercially reasonable rates in the future following termination of the ship management agreements and bareboat charters.

### INSPECTION BY A CLASSIFICATION SOCIETY

Every commercial vessel's hull and machinery is evaluated by a classification society authorized by its country of registry. The classification society certifies that the vessel has been built and maintained in accordance with the rules of the classification society and complies with applicable rules and regulations of the vessel's country of registry and the international conventions of which that country is a member. Each vessel is inspected by a surveyor of the classification society in three surveys of varying frequency and thoroughness: every year for the annual survey, every two to three years for intermediate surveys and every four to five years for special surveys. Should any defects be found, the classification surveyor will issue a "recommendation" for appropriate repairs which have to be made by the ship-owner within the time limit prescribed. Vessels may be required, as part of the annual and intermediate survey process, to be drydocked for inspection of the underwater portions of the vessel and for necessary repair stemming from the inspection. Special surveys always require drydocking.

Each of our vessels has been certified as being "in class" by a member society of the International Association of Classification Societies, indicated in the table on page 21 of this report.

## ENVIRONMENTAL REGULATION

Government regulation significantly affects the ownership and operation of our tankers. They are subject to international conventions, national, state and local laws and regulations in force in the countries in which our tankers may operate or are registered. Under our ship management agreements, the Technical Managers have assumed technical management responsibility for the vessels in our fleet, including compliance with all government and other regulations. If our ship management agreements with the Technical Managers terminate, we would attempt to hire another party to assume this responsibility, including compliance with the regulations described herein and any costs associated with such compliance. However, in such event, we may be unable to hire another party to perform these and other services, and we may incur substantial costs to comply with environmental requirements.

A variety of governmental and private entities subject our tankers to both scheduled and unscheduled inspections. These entities include the local port authorities (U.S. Coast Guard, harbor master or equivalent), classification societies, flag state administration (country of registry) and charterers, particularly terminal operators and oil companies. Certain of these entities require us to obtain permits, licenses and certificates for the operation of our tankers. Failure to maintain necessary permits or approvals could require us to incur substantial costs or temporarily suspend operation of one or more of our tankers.

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We believe that the heightened level of environmental and quality concerns among insurance underwriters, regulators and charterers is leading to greater inspection and safety requirements on all tankers and may accelerate the scrapping of older tankers throughout the industry. Increasing environmental concerns have created a demand for tankers that conform to the stricter environmental standards. Under our ship management agreements, the Technical Managers are required to maintain operating standards for our tankers emphasizing operational safety, quality maintenance, continuous training of our officers and crews and compliance with U.S. and international regulations. We believe that the operation of our vessels is in substantial compliance with applicable environmental laws and regulations; however, because such laws and regulations are frequently changed and may impose increasingly stringent requirements, we cannot predict the ultimate cost of complying with these requirements, or the impact of these requirements on the resale value or useful lives of our tankers. In addition, a future serious marine incident that results in significant oil pollution or otherwise causes significant adverse environmental impact could result in additional legislation or regulation that could negatively affect our profitability.

## INTERNATIONAL MARITIME ORGANIZATION

Under IMO regulations and subject to limited exceptions, a tanker must be of double-hull construction, be of a mid-deck design with double-side construction or be of another approved design ensuring the same level of protection against oil pollution. In September 1997, the IMO adopted Annex VI to the International Convention for the Prevention of Pollution from Ships to address air pollution from ships. Annex VI, which became effective in May 2005, sets limits on sulfur oxide and nitrogen oxide emissions from ship exhausts and prohibits deliberate emissions of ozone depleting substances, such as chlorofluorocarbons. Annex VI also includes a global cap on the sulfur content of fuel oil and allows for special areas, known as emission control areas, or “ECAs”, to be established with more stringent controls on sulfur emissions. Currently, the Baltic Sea, the North Sea, certain coastal areas of North America and the U.S. Caribbean Sea are designated ECAs. We believe that all of our vessels are currently compliant with these regulations. In July 2010, the IMO amendments to Annex VI regarding emissions of sulfur oxide, nitrogen oxide particulate matter and ozone depleting substances came into effect. The new standards seek to reduce air pollution from vessels by, among other things, establishing a series of progressive standards to further limit the sulfur content of fuel oil, which would be phased in by 2020, and by establishing new tiers of nitrogen oxide emission standards for new marine diesel engines, depending on their date of installation. The United States ratified these Annex VI amendments in 2008, thereby rendering its emissions standards equivalent to IMO requirements. Please see the discussion of the U.S. Clean Air Act under “U.S. Requirements” below for information on the ECA designated in North America and the Hawaiian Islands.

Under the International Safety Management Code, or “ISM Code,” promulgated by the IMO, the party with operational control of a vessel is required to develop an extensive safety management system that includes, among other things, the adoption of a safety and environmental protection policy setting forth instructions and procedures for operating its vessels safely and describing procedures for responding to emergencies. The Technical Managers will rely upon its respective safety management systems.

The ISM Code requires that vessel operators obtain a safety management certificate for each vessel they operate. This certificate evidences compliance by a vessel’s management with code requirements for a safety management system. No vessel can obtain a certificate unless its operator has been awarded a document of compliance, issued by each flag state, under the ISM Code. All requisite documents of compliance have been obtained with respect to the operators of all our vessels and safety management certificates have been issued for all our vessels for which the certificates are required by the IMO. These documents of compliance and safety management certificates are renewed as required.

Noncompliance with the ISM Code and other IMO regulations may subject the ship-owner or charterer to increased liability, lead to decreases in available insurance coverage for affected vessels and result in the denial of access to, or detention in, some ports. For example, the U.S. Coast Guard and European Union authorities have indicated that vessels not in compliance with the ISM Code will be prohibited from trading in U.S. and European Union ports.

Many countries have ratified and follow the liability plan adopted by the IMO and set out in the International Convention on Civil Liability for Oil Pollution Damage of 1969, or the “1969 Convention.” Some of these countries have also adopted the 1992 Protocol to the 1969 Convention, or the “1992 Protocol.” Under both the 1969 Convention and the 1992 Protocol, a vessel’s registered owner is strictly liable, subject to certain affirmative defenses, for pollution damage caused in the territorial waters of a contracting state by discharge of persistent oil, subject to certain complete defenses. These conventions also limit the liability of the shipowner under certain circumstances to specified amounts that have been revised from time to time and are subject to exchange rates.

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In addition, the IMO adopted an International Convention for the Control and Management of Ships' Ballast Water and Sediments, or BWM Convention, in February 2004. The BWM Convention provides for a phased introduction of mandatory ballast water exchange requirements, to be replaced in time with mandatory concentration limits. The BWM Convention will not become effective until 12 months after it has been adopted by 30 states, the combined merchant fleets of which represent not less than 35% of the gross tonnage of the world's merchant shipping. The Convention has not yet entered into force because a sufficient number of states have failed to adopt it. However, the IMO's Marine Environment Protection Committee passed a resolution in March 2010 encouraging the ratification of the Convention and calling upon those countries that have already ratified to encourage the installation of ballast water management systems. If mid-ocean ballast exchange or ballast water treatment requirements become mandatory, the cost of compliance could increase for ocean carriers, and these costs may be material.

The International Convention on Civil Liability for Bunker Oil Damage (the "Bunker Convention"), which became effective in November 2008, imposes strict liability on vessel owners for pollution damage in jurisdictional waters of ratifying states caused by discharges of bunker fuel. The Bunker Convention also requires registered owners of vessels over 1,000 gross tons to maintain insurance in specified amounts to cover liability for bunker fuel pollution damage. Each of our vessels has been issued a certificate attesting that insurance is in force in accordance with the Bunker Convention.

IMO regulations also require owners and operators of vessels to adopt Shipboard Oil Pollution Emergency Plans, or "SOPEPs." Periodic training and drills for response personnel and for vessels and their crews are required. In addition to SOPEPs, the Technical Managers have adopted Shipboard Marine Pollution Emergency Plans for our vessels, which cover potential releases not only of oil but of any noxious liquid substances.

## U.S. REQUIREMENTS

The United States regulates the tanker industry with an extensive regulatory and liability regime for environmental protection and cleanup of oil spills, consisting primarily of the OPA, and the Comprehensive Environmental Response, Compensation, and Liability Act, or "CERCLA." OPA affects all owners and operators whose vessels trade with the United States or its territories or possessions, or whose vessels operate in the waters of the United States, which include the U.S. territorial sea and the 200 nautical mile exclusive economic zone around the United States. CERCLA applies to the discharge of hazardous substances (other than oil) whether on land or at sea. Both OPA and CERCLA impact our business operations.

Under OPA, vessel owners, operators and bareboat or demise charterers are "responsible parties" who are liable, without regard to fault, for all containment and clean-up costs and other damages, including property and natural resource damages and economic loss without physical damage to property, arising from oil spills and pollution from their vessels.

Effective July 31, 2009, the U.S. Coast Guard adjusted the limits of OPA liability to the greater of \$2,000 per gross ton or \$17.088 million for any double-hull tanker, such as our vessels, that is over 3,000 gross tons (subject to periodic adjustment for inflation). CERCLA, which applies to owners and operators of vessels, contains a similar liability regime and provides for cleanup, removal and natural resource damages. Liability under CERCLA for a release or incident involving a release of hazardous substances is limited to the greater of \$300 per gross ton or \$5 million for vessels carrying a hazardous substance as cargo and the greater of \$300 per gross ton or \$0.5 million for any other vessel. These OPA and CERCLA limits of liability do not apply if an incident was directly caused by violation of applicable U.S. federal safety, construction or operating regulations or by a responsible party's gross negligence, willful misconduct, refusal to report the incident or refusal to cooperate and assist in connection with oil removal activities.

OPA specifically permits individual U.S. coastal states to impose their own liability regimes with regard to oil pollution incidents occurring within their boundaries, and some states have enacted legislation providing for unlimited liability for oil spills.

OPA also requires owners and operators of vessels to establish and maintain with the U.S. Coast Guard evidence of financial responsibility sufficient to meet the limit of their potential strict liability under the Act. The U.S. Coast Guard has enacted regulations requiring evidence of financial responsibility consistent with the aggregate limits of liability described above for OPA and CERCLA. Under the regulations, evidence of financial responsibility may be demonstrated by insurance, surety bond, self-insurance, guaranty or an alternative method subject to approval by the Director of the U.S. Coast Guard National Pollution Funds Center. Under OPA regulations, an owner or operator of more than one tanker is required to demonstrate evidence of financial responsibility for the entire fleet in an amount equal only to the financial responsibility requirement of the tanker having the greatest maximum strict liability under OPA and CERCLA. The Technical Managers have provided the requisite guarantees and received certificates of financial responsibility from the U.S. Coast Guard for each of our tankers required to have one.

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We have arranged insurance for each of our tankers with pollution liability insurance in the amount of \$1 billion. However, a catastrophic spill could exceed the insurance coverage available, in which event there could be a material adverse effect on our business and on the Technical Managers' business, which could impair the Technical Managers' ability to manage our vessels.

Under OPA, oil tankers as to which a contract for construction or major conversion was put in place after June 30, 1990 are required to have double hulls. In addition, oil tankers without double hulls will not be permitted to come to U.S. ports or trade in U.S. waters starting in 2015. All of our vessels have double hulls.

OPA also amended the federal Water Pollution Control Act, or "Clean Water Act," to require owners and operators of vessels to adopt vessel response plans for reporting and responding to oil spill scenarios up to a "worst case" scenario and to identify and ensure, through contracts or other approved means, the availability of necessary private response resources to respond to a "worst case discharge." In addition, periodic training programs and drills for shore and response personnel and for vessels and their crews are required. Vessel response plans for our tankers operating in the waters of the United States have been approved by the U.S. Coast Guard. In addition, the U.S. Coast Guard has proposed similar regulations requiring certain vessels to prepare response plans for the release of hazardous substances.

The U.S. Clean Water Act, or CWA, prohibits the discharge of oil or hazardous substances in U.S. navigable waters unless authorized by a duly-issued permit or exemption, and imposes strict liability in the form of penalties for any unauthorized discharges. The CWA also imposes substantial liability for the costs of removal and remediation and damages and complements the remedies available under OPA and CERCLA. Furthermore, most U.S. states that border a navigable waterway have enacted laws that impose strict liability for removal costs and damages resulting from a discharge of oil or a release of a hazardous substance. These laws may be more stringent than U.S. federal law.

The EPA regulates the discharge of ballast water and other substances in U.S. waters under the CWA. Effective February 6, 2009, EPA regulations require vessels 79 feet in length or longer (other than commercial fishing and recreational vessels) to comply with a Vessel General Permit authorizing ballast water discharges and other discharges incidental to the operation of vessels. The original Vessel General Permit requirements, which remained in effect until December 2013, imposed technology and water-quality based effluent limits for certain types of discharges and establishes specific inspection, monitoring, recordkeeping and reporting requirements to ensure the effluent limits are met. The EPA has issued a new Vessel General Permit, which became effective in December 2013, that contains more stringent requirements, including numeric ballast water discharge limits (that generally align with the most recent U.S. Coast Guard standards issued in 2012), requirements to ensure ballast water treatment systems are functioning correctly, and more stringent limits for oil to sea interfaces and exhaust gas scrubber wastewater. U.S. Coast Guard regulations adopted under the U.S. National Invasive Species Act, or NISA, also impose mandatory ballast water management practices for all vessels equipped with ballast water tanks entering or operating in U.S. waters, including limits regarding ballast water releases. Compliance with the EPA and the U.S. Coast Guard regulations could require the installation of equipment on our vessels to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures at potentially substantial cost, and/or otherwise restrict our vessels from entering U.S. waters.

The U.S. Clean Air Act of 1970, as amended by the Clean Air Act Amendments of 1977 and 1990, or the CAA, requires the EPA to promulgate standards applicable to emissions of volatile organic compounds and other air contaminants. Our vessels are subject to vapor control and recovery requirements for certain cargoes when loading, unloading, ballasting, cleaning and conducting other operations in regulated port areas and emission standards for so-called "Category 3" marine diesel engines operating in U.S. waters. The marine diesel engine emission standards are currently limited to new engines beginning with the 2004 model year. In April 2010, the EPA adopted new emission



standards for Category 3 marine diesel engines equivalent to those adopted in the amendments to Annex VI to MARPOL. The emission standards apply in two stages: near-term standards for newly-built engines apply as of 2011, and long-term standards requiring an 80% reduction in nitrogen dioxides (NOx) will apply beginning in 2016. Compliance with these standards may cause us to incur costs to install control equipment on our vessels.

The CAA also requires states to draft State Implementation Plans, or SIPs, designed to attain national health-based air quality standards. Several SIPs regulate emissions resulting from vessel loading and unloading operations by requiring the installation of vapor control equipment. As indicated above, our vessels operating in covered port areas are already equipped with vapor recovery systems that satisfy these existing requirements. Under regulations that became effective in July 2009, vessels sailing within 24 miles of the California coastline whose itineraries call for them to enter any California ports, terminal facilities, or internal or estuarine waters must use marine gas oil with a sulfur content equal to or less than 1.5% and marine diesel oil with a sulfur content equal to or less than 0.5%. Effective January 1, 2014, all marine fuels must have sulfur content equal to or less than 0.1% (1,000 ppm).

The MEPC has designated the area extending 200 miles from the United States and Canadian territorial sea baseline adjacent to the Atlantic/Gulf and Pacific coasts and the eight main Hawaiian Islands as an ECA under the MARPOL Annex VI amendments. The new ECA entered into force in August 2012, whereupon fuel used by all vessels operating in the ECA cannot exceed 1.0% sulfur, dropping to 0.1% sulfur in 2015. From 2016, NOx after-treatment requirements will also apply. Additional ECAs include the Baltic Sea, North Sea and Caribbean Sea. If other ECAs are approved by the IMO or other new or more stringent requirements relating to emissions from marine diesel engines or port operations by vessels are adopted by the EPA or the states where we operate, compliance with these regulations could entail significant capital expenditures or otherwise increase the costs of our operations.

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### EUROPEAN UNION TANKER RESTRICTIONS

The European Union has adopted legislation that will: (1) ban manifestly sub-standard vessels (defined as those over 15 years old that have been detained by port authorities at least twice in a six-month period) from European waters and create an obligation of port states to inspect vessels posing a high risk to maritime safety or the marine environment; and (2) provide the European Union with greater authority and control over classification societies, including the ability to seek to suspend or revoke the authority of negligent societies. In addition, European Union regulations enacted in 2003 now prohibit all single hull tankers from entering into its ports or offshore terminals.

The European Union has implemented regulations requiring vessels to use reduced sulfur content fuel for their main and auxiliary engines. The EU Directive 2005/EC/33 (amending Directive 1999/32/EC) introduced parallel requirements in the European Union to those in MARPOL Annex VI in respect of the sulfur content of marine fuels. In addition, it has introduced a 0.1% maximum sulfur requirement for fuel used by ships at berth in EU ports, effective January 1, 2010.

The sinking of the oil tanker Prestige in 2002 has led to the adoption of other environmental regulations by certain European Union Member States. It is difficult to accurately predict what legislation or additional regulations, if any, may be promulgated by the European Union in the future.

### GREENHOUSE GAS REGULATION

Currently, the emissions of greenhouse gases from international shipping are not subject to the Kyoto Protocol to the United Nations Framework Convention on Climate Change, or UNFCCC, which entered into force in 2005 and pursuant to which adopting countries have been required to implement national programs to reduce greenhouse gas emissions. A new treaty could be adopted in the future, however, that includes restrictions on shipping emissions. For example, the MEPC of IMO adopted two new sets of mandatory requirements to address greenhouse gas emissions from ships at its July 2011 meeting. The Energy Efficiency Design Index requires a minimum energy efficiency level per capacity mile and will be applicable to new vessels, and the Ship Energy Efficiency Management Plan applies to currently operating vessels. The requirements entered into force in January 2013. In addition, the IMO is evaluating mandatory measures to reduce greenhouse gas emissions from international shipping, which may include market-based instruments or a carbon tax. The European Union is considering an expansion of the existing European Union emissions trading scheme to include emissions of greenhouse gases from marine vessels.

In the United States, the EPA promulgated regulations in May 2010 that regulate certain emissions of greenhouse gases. Although these regulations do not cover greenhouse gas emissions from vessels, the EPA may decide in the future to regulate such emissions and has already been petitioned by the California Attorney General and a coalition of environmental groups to regulate greenhouse gas emissions from ocean going vessels. Other federal and state regulations relating to the control of greenhouse gas emissions may follow. Any passage of climate control legislation or other regulatory initiatives by the IMO, EU, the U.S. or other countries where we operate, or any treaty adopted at the international level to succeed the Kyoto Protocol, that restrict emissions of greenhouse gases could require us to make significant financial expenditures that we cannot predict with certainty at this time.

### VESSEL SECURITY REGULATIONS

As of July 1, 2004, all ships involved in international commerce and the port facilities that interface with those ships must comply with the new International Code for the Security of Ships and of Port Facilities, or "ISPS Code." The ISPS Code, which was adopted by the IMO in December 2002, provides a set of measures and procedures to prevent acts of terrorism, which threaten the security of passengers and crew and the safety of ships and port facilities. All of our

vessels have obtained an International Ship Security Certificate, or "ISSC," from a recognized security organization approved by the vessel's flag state and each vessel has developed and implemented an approved Ship Security Plan.

#### LEGAL PROCEEDINGS

The nature of our business, which involves the acquisition, chartering and ownership of our vessels, exposes us to the risk of lawsuits for damages or penalties relating to, among other things, personal injury, property casualty and environmental contamination. Under rules related to maritime proceedings, certain claimants may be entitled to attach charter hire payable to us in certain circumstances. There are no actions or claims pending against us as of the date of this report.

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## C. ORGANIZATIONAL STRUCTURE

The following table sets forth our significant subsidiaries and the vessels owned or operated by each of those subsidiaries as of December 31, 2014.

Subsidiary	Vessel	State of Jurisdiction or Incorporation	Percent of Ownership
Ann Tanker Corporation	DHT Ann	Marshall Islands	100%
Cathy Tanker Corporation	DHT Cathy	Marshall Islands	100%
Chris Tanker Corporation	DHT Chris	Marshall Islands	100%
DHT Chartering, Inc.		Marshall Islands	100%
DHT Eagle, Inc.	DHT Eagle	Marshall Islands	100%
DHT Management AS(1)		Norway	100%
DHT Maritime, Inc.		Marshall Islands	100%
DHT Phoenix, Inc.	DHT Phoenix	Marshall Islands	100%
London Tanker Corporation	DHT Trader	Marshall Islands	100%
Newcastle Tanker Corporation	DHT Target	Marshall Islands	100 %
Sophie Tanker Corporation	DHT Sophie	Marshall Islands	100%
DHT Hawk Limited	DHT Hawk	Hong Kong	100%
DHT Falcon Limited	DHT Falcon	Hong Kong	100%
DHT Condor Limited	DHT Condor	Hong Kong	100%
DHT Ship Management (Singapore) Pte. Ltd.		Singapore	100%
Samco Shipholding Pte. Ltd.		Singapore	100%
Samco Gamma Ltd	Samco Scandinavia	Cayman Islands	100%
Samco Delta Ltd	Samco Europe	Cayman Islands	100%
Samco Epsilon Ltd	Samco China	Cayman Islands	100%

Samco Eta Ltd	Samco Amazon	Cayman Islands	100%
Samco Kappa Ltd	Samco Redwood	Cayman Islands	100%
Samco Theta Ltd	Samco Sundarbans	Cayman Islands	100%
Samco Iota Ltd	Samco Taiga	Cayman Islands	100%

(1) Formerly Tankers Services AS.

With regards to the six newbuildings ordered at HHI, we will establish separate companies for each newbuilding.

#### D. PROPERTY, PLANT AND EQUIPMENT

Refer to “Item 4. Information on the Company Business Overview Our Fleet” above for a discussion of our property, plant and equipment.

#### ITEM UNRESOLVED STAFF COMMENTS

4A.

None.

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ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis in conjunction with our consolidated financial statements, and the related notes included elsewhere in this report. This Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements based on assumptions about our future business. Please see "Cautionary Note Regarding Forward-Looking Statements" for a discussion of the risks, uncertainties and assumptions relating to these statements. Our actual results may differ from those contained in the forward-looking statements and such differences may be material.

BUSINESS

We currently operate a fleet of 18 crude oil tankers, all of which are wholly-owned by DHT Holdings. The fleet consists of 14 VLCCs, two Suezmax tankers and two Aframax tankers. VLCCs are tankers ranging in size from 200,000 to 320,000 deadweight tons, or "dwt," Suezmaxes are tankers ranging in size from 130,000 to 200,000 dwt and Aframaxes are tankers ranging in size from 80,000 to 120,000 dwt. As of the date of this report, nine of the vessels are on time charters for periods of up to 6 ½ years of which eight vessels are on fixed rate charter and one vessel is on a charter with earnings related to an index. Nine vessels are operating in the spot market. The fleet operates on international routes and has a combined carrying capacity of 4,910,160 dwt and an average age of approximately 9.4 years. We have agreements for six newbuilding VLCCs to be constructed at HHI with a combined carrying capacity of approximately 1,799,400 dwt. The newbuildings are scheduled to be delivered from November 2015 to October 2016.

We have entered into ship management agreements with two technical managers, which are generally responsible for the technical operation and upkeep of our vessels, including crewing, maintenance, repairs and dry-dockings, maintaining required vetting approvals and relevant inspections, and to ensure our fleet complies with the requirements of classification societies as well as relevant governments, flag states, environmental and other regulations. Under the ship management agreements, each vessel subsidiary pays the actual cost associated with the technical management and an annual management fee for the relevant vessel. For vessels chartered on a bareboat basis, the charterer generally is responsible for paying all operating costs.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The principal factors that affect our results of operations and financial condition include:

with respect to vessels on charter, the charter rate that we are paid;

with respect to the vessels operating in the spot market, the revenues earned by such vessels and cost of bunkers;

our vessels' operating expenses;

our insurance premiums and vessel taxes;

the required maintenance capital expenditures related to our vessels;

the required capital expenditures related to newbuilding orders;

our ability to access capital markets to finance our fleet expansion;

our vessels' depreciation and potential impairment charges;

our general and administrative and other expenses;

our interest expense including any interest swaps we may enter;

general market conditions when charters expire; and

prepayments under our credit facilities to remain in compliance with covenants.

Our revenues are principally derived from time charter hire and revenues earned by vessels operating in the spot market. Freight rates are sensitive to patterns of supply and demand. Rates for the transportation of crude oil are determined by market forces, such as the supply and demand for oil, the distance that cargoes must be transported and the number of vessels available at the time such cargoes need to be transported. The demand for oil shipments is affected by the state of the global economy, among other things. The number of vessels is affected by the construction of new vessels and by the retirement of existing vessels from service. The tanker industry has historically been cyclical, experiencing volatility in freight rates, profitability and vessel values.

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Our expenses consist primarily of vessel operating expenses, interest expense, depreciation expense, impairment charges, insurance premium expenses, vessel taxes, financing expenses and general and administrative expenses.

With respect to vessels on time charters, the charterers generally pay us charter hire monthly in advance. With respect to vessels operating in the spot market, our customers typically pay us the freight upon discharge of the cargo. We fund daily vessel operating expenses under our ship management agreements monthly in advance. We are required to pay interest under our secured credit facilities quarterly in arrears, insurance premiums either annually or more frequently (depending on the policy) and our vessel taxes annually.

## OUTLOOK FOR 2015

We believe the tanker market cycle bottomed in 2013. The value of a five year VLCC was assessed by Clarksons Research Services Limited (“Clarksons”) to be worth \$55 million in the second quarter of 2013, down from \$163 million in the third quarter of 2008. As per Clarksons, a five year old VLCC is as of February 2015 assessed to be worth \$81 million. The limited fleet growth in 2014 and expected limited fleet growth in 2015 combined with moderate demand growth and longer transportation distances support expectations of a continued market recovery. We expect the freight market to continue to be volatile and seasonal but with 2015 on average to be better than 2014. We will continue to focus on prudent capital management and robust cash break-even levels for our fleet in combination with quality operations. As of March 10, 2015, 10 of our vessels are operating with spot market exposure, either directly, on index based time charters or on time charters with profit sharing above a base rate. We intend to pursue term business for part of our fleet should it be available at what the Company would deem to be favorable levels. The part of our fleet with spot market exposure could impact our results through volatility in our revenues.

## CRITICAL ACCOUNTING POLICIES

Our financial statements for the fiscal years 2014, 2013 and 2012 have been prepared in accordance with International Financial Reporting Standards, or “IFRS,” as issued by the International Accounting Standards Board, or the “IASB,” which require us to make estimates in the application of our accounting policies based on the best assumptions, judgments and opinions of management. Following is a discussion of the accounting policies that involve a higher degree of judgment and the methods of their application. For a complete description of all of our material accounting policies, see Note 2 to our consolidated financial statements for December 31, 2014, included as Item 18 of this report.

### Revenue Recognition

During 2014, our vessels generated revenues from time charters, by operating in pools and by operating in the spot market (voyage charters). Revenues from time charters are accounted for as operating leases and are recognized on a straight line basis over the periods of such charters, as service is performed.

For vessels operating in commercial pools, revenues and voyage expenses are pooled and the resulting net pool revenues, calculated on a time charter equivalent basis, are allocated to the pool participants according to an agreed formula. Formulae used to allocate net pool revenues allocate net revenues to pool participants on the basis of the number of days a vessel operates in the pool with weighting adjustments made to reflect differing capacities and performance capabilities. Net revenues generated from pools are recorded based on the net method. These pools generate a majority of their revenue from voyage charters.

Within the shipping industry, there are two methods used to account for voyage revenues: (i) ratably over the estimated length of each voyage and (ii) completed voyage. The recognition of voyage revenues ratably over the



estimated length of each voyage is the most prevalent method of accounting for voyage revenues and the method used by the pools in which we have participated. Under each method, voyages may be calculated on either a load-to-load or discharge-to-discharge basis. In applying its revenue recognition method, management believes that the discharge-to-discharge basis of calculating voyages more accurately estimates voyage results than the load-to-load basis. We do not begin recognizing voyage revenue until a charter has been agreed to with the customer, even if the vessel has discharged its cargo and is sailing to the anticipated load port on its next voyage.

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### Vessel Lives

The estimated useful life of the Company's vessels is 20 years. The actual life of a vessel may be different and the useful lives of the vessels are reviewed at fiscal year end, with the effect of any changes in estimate accounted for on a prospective basis. New regulations, further market deterioration or other future events could reduce the economic lives assigned to our vessels and result in higher depreciation expense and impairment losses in future periods.

With respect to our initial vessels (those we acquired at the time of our initial public offering in 2005), the carrying value of each vessel represents its original cost at the time it was delivered from the shipyard less depreciation calculated using an estimated useful life of 20 years from the date such vessel was originally delivered from the shipyard plus the cost of drydocking less impairment, if any. The depreciation per day is calculated based on the vessel's original cost less a residual value which is equal to the product of the vessel's lightweight tonnage and an estimated scrap rate per ton. Capitalized drydocking costs are depreciated on a straight-line basis from the completion of a drydocking to the estimated completion of the next drydocking. The vessels are required by their respective classification societies to go through a dry dock at regular intervals. In general, vessels below the age of 15 years are docked every 5 years and vessels older than 15 years are docked every 2 1/2 years.

With respect to our two Suezmax tankers and our five VLCCs acquired following our IPO, the carrying value of each vessel represents the cost to us when the vessel was acquired less depreciation calculated using an estimated useful life of 20 years from the date such vessel was originally delivered from the shipyard less impairment.

With respect to the seven VLCCs acquired in connection with the acquisition of Samco, the carrying value of each vessel represents the estimated fair value of such vessel as of the date of acquisition less depreciation calculated using an estimated useful life of 20 years from the date such vessel was originally delivered from the shipyard.

### Carrying Value and Impairment

The carrying values of our vessels may not represent their fair market value at any point in time since the market prices of second-hand vessels tend to fluctuate with changes in charter rates and the cost of constructing new vessels. Historically, both charter rates and vessel values have been cyclical. The carrying amounts of vessels held and used by us are reviewed for potential impairment or reversal of prior impairment charges whenever events or changes in circumstances indicate that the carrying amount of a particular vessel may not accurately reflect the recoverable amount of a particular vessel. In instances where a vessel is considered impaired it is written down to its recoverable amount. In instances where a vessel's recoverable amount is above its carrying value and the vessel has been subject to impairment charges in prior years, the vessel's carrying value is adjusted to its recoverable amount, though not to an extent higher than the carrying amount that would have been determined had no impairment charges been recognized in prior years. In evaluating impairment or reversal of prior impairment charges under IFRS, we consider the higher of (i) fair market value less cost of disposal and (ii) the present value of the future cash flows of a vessel, or "value in use." The fair market value of our vessels is monitored by obtaining charter-free broker valuations as of specific dates. This assessment has been made at the individual vessel level.

In developing estimates of future cash flows, we must make significant assumptions about future charter rates, future use of vessels, ship operating expenses, drydocking expenditures, utilization rate, fixed commercial and technical management fees, residual value of vessels, the estimated remaining useful lives of the vessels and the discount rate. These assumptions, and in particular for estimating future charter rates, are based on historical trends, current market conditions, as well as future expectations. Estimated outflows for ship operating expenses and drydocking expenditures are based on a combination of historical and budgeted costs and are adjusted for assumed inflation. Utilization, including estimated off-hire time, is based on historical experience.

The more significant factors that could impact management's assumptions regarding time charter equivalent rates include (i) unanticipated changes in demand for transportation of crude oil cargoes, (ii) changes in production of or demand for oil, generally or in specific regions, (iii) greater than anticipated levels of tanker newbuilding orders or lower than anticipated levels of tanker scrappings and (iv) changes in rules and regulations applicable to the tanker industry, including legislation adopted by international organizations such as IMO and the EU or by individual countries and vessels' flag states. Please see our risk factors under the headings "Vessel values and charter rates are volatile. Significant decreases in values or rates could adversely affect our financial condition and results of operations" and "The highly cyclical nature of the tanker industry may lead to volatile changes in charter rates from time to time, which may adversely affect our earnings" in Item 3.D of this report for a discussion of additional risks relating to the volatility of charter rates.

Although management believes that the assumptions used to evaluate potential impairment or reversal of prior impairment charges are reasonable and appropriate at the time they were made, such assumptions are highly subjective and likely to change, possibly materially, in the future. Reasonable changes in the assumptions for the discount rate or future charter rates could lead to a value in use for some of our vessels that is higher than, equal to or less than the carrying amount for such vessels. There can be no assurance as to how long charter rates and vessel values will remain at their current levels or whether or when they will change by any significant degree. Charter rates may decline significantly from current levels, which could adversely affect our revenue and profitability, and future assessments of vessel impairment.

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When calculating the charter rate to use for a particular vessel class in its impairment testing, we rely on the contractual rates currently in effect for the remaining term of existing charters and estimated daily time charter equivalent rates for each vessel class for the unfixed days over the estimated remaining useful lives of each of the vessels. The estimated daily time charter equivalent rates used for unfixed days are based on (i) the current one-year time charter rate for the first three years estimated by brokers and (ii) the 10-year historical average one-year time charter rate thereafter with both (i) and (ii) reduced by 20% for vessels above the age of 15 years.

In 2014, the impairment tests performed did not result in any impairment charge. However, with respect to the six vessels with prior recorded impairment charges we recorded a reversal of prior impairment charges totaling \$31.9 million. The impairment test as of December 31, 2014 was performed using an estimated WACC of 7.87% (2013: 8.83%). As DHT operates in a non-taxable environment, the WACC is the same on a before- and after-tax basis. The time charter equivalent rates used for the impairment test as of December 31, 2014 for the first three years were \$38,000 per day, \$32,000 per day and \$23,000 per day (being the current one-year time charter rate estimated by brokers), for VLCC, Suezmax and Aframax, respectively, and reduced by 20% for vessels above the age of 15 years. Thereafter the time charter equivalent rates used were \$41,842 per day, \$31,299 per day and \$23,598 per day (being the 10-year historical average one-year time charter rate), for VLCC, Suezmax and Aframax, respectively and reduced by 20% for vessels above the age of 15 years. For vessels on charter we assumed the contractual rate for the remaining term of the charter. If the estimated WACC had been 1% higher, the reversal of prior impairment charges as of December 31, 2014 would have been \$30.0 million and we would have recorded an impairment charge related to some of our vessels of \$12.7 million as of December 31, 2014. If the estimated future net cash flows after the expiry of fixed charter periods had been 10% lower, the reversal of prior impairment charges would have been \$22.3 million and we would have recorded an impairment charge related to some of our vessels totaling \$41.8 million. Also, had we used the one-, three-, five-, and ten-year historical average for the one-year time charter rates instead, the reversal of prior impairment charges as of December 31, 2014 would have been \$4.5 million, \$0 million, \$0.4 million and \$30.7 million, respectively and the impairment charge would have been \$25.0 million, \$62.7 million, \$35.7 million and \$0, respectively.

As a result of the decline in charter rates and vessel values during the fourth quarter of 2012, we performed an impairment test of our fleet using the value in use method as of December 31, 2012. The impairment test resulted in an impairment charge during that quarter of \$8.0 million. This impairment charge related to a single vessel, the DHT Regal, which we had taken steps to sell and reflected the difference between the carrying value of the vessel as of December 31, 2012 and our estimate of the vessel's fair market value less cost to sell. In March 2013, we entered into an agreement to sell the DHT Regal for \$23.0 million and the vessel was delivered to the buyers on April 29, 2013.

During the third quarter of 2012, we adjusted the carrying value of our fleet through an impairment charge of \$92.5 million in connection with the effect the continued weak tanker market had on the value of our vessels and following OSG's announcement regarding its solvency and anticipation of OSG's rejection of the long-term bareboat charters for DHT Target (formerly Overseas Newcastle) and DHT Trader (formerly Overseas London). The impairment test was performed on each individual vessel using an estimated weighted average cost of capital, or "WACC," of 8.39%. If the estimated WACC had been 1% higher, the impairment charge for that quarter would have been \$103.5 million and if the estimated WACC had been 1% lower, the impairment charge for that quarter would have been \$80.4 million. If the estimated future net cash flows after the expiry of fixed charter periods had been 10% lower, the impairment charge would have been \$129.8 million. A key change from previous impairment tests was that we assumed an estimated useful life of 20 years, down from 25 years, and a reassessment of the long-term bareboat charters with OSG due to the announcement by OSG regarding its solvency. Commencing with the third quarter of 2012, we have applied the estimated useful life of 20 years when calculating depreciation.

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The following chart summarizes the charter rates used by us in our impairment testing as of December 31, 2014, together with the break even rates, for our fleet on a vessel class basis.

Vessel Class	Charter Rate Used		Break Even Rate(2)	Actual Rate 4Q 2014 (3)	Charter Rate Used After Year 3 as Compared with Break Even Rate (as percentage above)
	First Three Years(1)	Charter Rate Used Thereafter(1)			
VLCC	38,000 (Dollars per day)	41,842 (Dollars per day)	33,648 (Dollars per day)	32,494 (Dollars per day)	24.4%
Suezmax	32,000	31,299	22,675	15,298	38.0%
Aframax	23,000	23,598	18,788	14,052	25.6%

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- (1) For vessels on charter we have assumed the contractual rate for the remaining term of the charter. As for estimates for future charter rates, we have assumed a) the estimated current one-year time charter rate for the first three years and b) the 10-year historical average one-year time charter rate thereafter, both reduced by 20% for vessels over the age of 15 years. The above table shows the rates before any 20% reduction.
- (2) The break even rate is the rate that provides a discounted total cash flow equal to the carrying value of the vessel.
- (3) The actual rate is the average rate achieved by our vessels in the fourth quarter of 2014.

In addition, the following chart sets forth our fleet information, purchase prices, carrying values and estimated fair market values as of December 31, 2014.

Vessel (Dollars in thousands)	Built	Vessel Type	Purchase Date	Purchase Price	Carrying Value (12/31/2014)	Estimated Fair Market Value* (12/31/2014)
DHT Ann**	2001	VLCC	Oct. 2005	124,829	35,900	35,800
DHT Chris**	2001	VLCC	Oct. 2005	124,829	37,100	35,800
DHT Cathy**	2004	Aframax	Oct. 2005	70,833	25,900	29,000
DHT Sophie**	2003	Aframax	Oct. 2005	68,511	25,200	25,800
DHT Target	2001	Suezmax	Dec. 2007	92,700	34,100	26,300
DHT Trader	2000	Suezmax	Jan. 2008	90,300	28,900	21,800
DHT Phoenix	1999	VLCC	Mar. 2011	55,000	36,800	28,800
DHT Eagle	2002	VLCC	May 2011	67,000	50,100	40,800
DHT Hawk	2007	VLCC	Feb. 2014	50,500	48,600	66,000
DHT Falcon	2006	VLCC	Feb. 2014	47,500	45,600	61,000
DHT Condor	2004	VLCC	May 2014	49,000	50,000	52,300
Samco Sundarbans***	2012	VLCC	Sept. 2014	95,300	93,800	91,800
Samco Taiga***	2012	VLCC	Sept. 2014	95,300	93,700	91,800
Samco Amazon***	2011	VLCC	Sept. 2014	90,540	89,200	86,800
Samco Redwood***	2011	VLCC	Sept. 2014	90,540	90,100	86,800
Samco China***	2007	VLCC	Sept. 2014	67,700	66,400	66,500
Samco Europe	2007	VLCC	Sept. 2014	67,700	66,300	66,500
Samco Scandinavia	2006	VLCC	Sept. 2014	62,950	61,600	64,000

\* Estimated fair market value is provided for informational purposes only. These estimates are based solely on third-party broker valuations as of the balance sheet date and may not represent the price we would receive upon sale of the vessel. As a result of the vessels' increasing age and market development, a decline in vessel values could take place in 2015.

\*\* Purchase price is pro rata share of en bloc purchase price paid for vessels in connection with our initial public offering ("IPO") in October 2005.

\*\*\* Carrying value does not include value of time charter contracts.

With respect to some of our vessels, we believe the fair market value was less than their carrying value as of December 31, 2014 and with respect to some of our vessels, the fair market value was above their carrying value as of December 31, 2014. In aggregate, the fair market value of our vessels was below the carrying value (not including the value of time charter contracts) as of December 31, 2014 by approximately \$2.4 million. When we consider the value of the discounted cash flows (value in use) we believe that the recoverable amount for each of our vessels (as

measured by such vessel's value in use) was equal to or exceeded the applicable carrying value as of December 31, 2014. Please see our risk factor under the heading "The value of our vessels may be depressed at a time when and in the event that we sell a vessel" in Item 3.D of this report for a discussion of additional risks relating to fair market value in assessing the value of our vessels.

### Stock Compensation

Employees of the company receive, amongst others, remuneration in the form of restricted common stock that is subject to vesting conditions. Equity-settled share based payment is measured at the fair value of the equity instrument at the grant date and is expensed on a straight-line basis over the vesting period. In January 2015, a total of 850,000 shares of restricted stock were awarded to management and the board of directors vesting with equal amounts in January 2016, January 2017 and January 2018 subject to continued employment or office, as applicable. The estimated fair value at grant date was equal to the share price at grant date. In June 2014 a total of 574,000 shares of restricted stock were awarded to management and the board of directors vesting with equal amounts in February 2015, February 2016 and February 2017. 287,000 of the shares vest subject to continued employment or office, as applicable and the calculated fair value at grant date was equal to the share price at grant date. 287,000 of the shares vest subject to continued employment and market conditions, as applicable, and the calculated fair value at grant date was 90.0% for 95,667 shares, 80.3% for 95,667 shares and 71.8% for 95,667 shares of the share price at grant date calculated using a Monte Carlo simulation. The main inputs to the simulation were as follows: share price of \$7.15, expected volatility of 37%, 38% and 64% for the February 2015, February 2016 and February 2017 vesting dates, respectively, based on historical volatility, life of one, two and three years, respectively and risk free rate of 0.08%, 0.34% and 0.77%, respectively. Expected dividends are not included as the holder is compensated for dividends paid during the vesting period.

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In February 2014, a total of 176,000 shares of restricted stock were awarded to management and the board of directors vesting with equal amounts in February 2015, February 2016 and February 2017. 88,000 of the shares vest subject to continued employment or office, as applicable, and the calculated fair value at grant date was 100% of the share price at grant date. 88,000 of the shares vest subject to continued employment or office, as applicable, and market conditions, as applicable, and the calculated fair value at grant date was 91.0% for 29,333 shares, 83.3% for 29,333 shares and 74.0% for 29,333 shares of the share price at grant date calculated using a Monte Carlo simulation. The main inputs to the simulation were as follows: share price of \$7.61, expected volatility of 39%, 54% and 63% for the February 2015, February 2016 and February 2017 vesting dates, respectively, based on historical volatility, life of one, two and three years, respectively and risk free rate of 0.17%, 0.29% and 0.44%, respectively. Expected dividends are not included as the holder is compensated for dividends paid during the vesting period.

In January 2015, the vesting criteria for the restricted shares that vest subject to continued employment or office, as applicable, with us and certain market conditions was changed to be subject to continued employment or office, as applicable, only.

In June 2013, a total of 155,000 shares of restricted stock were awarded to management vesting with equal amounts in December 2015, 2016 and 2017 subject to continued employment. The calculated fair value at grant date was 95.0% of the share price at grant date. In June 2013, a total of 310,000 stock options were awarded to management vesting subject to continued employment on the exercise date. The calculated fair value at grant date was 30.0% of the share price at grant date for 155,000 of the stock options and 22.3% of the share price at grant date for 155,000 of the stock options, respectively, calculated using a Black & Scholes option pricing model. The main inputs to the model were as follows: share price of \$4.37, exercise price of \$7.75 and \$10.70, respectively, expected volatility of 59% based on historical volatility, option life of 5 years and risk free rate of 0.83%. Expected dividends are not included as the strike price is adjusted for dividends paid. In March 2012, a total of 42,542 shares of restricted stock were awarded to management and the board of directors vesting with equal amounts in March 2013, March 2014 and March 2015 subject to continued employment or office, as applicable. The calculated fair value at the grant date was 82.2% of the share price at the grant date calculated using an option pricing model which includes various assumptions including estimated volatility of 33.0%, based on historical volatility. Restricted stock grant figures have been adjusted for the 12-for-1 reverse stock split that became effective as of the close of trading on July 16, 2012.

**RESULTS OF OPERATIONS****Income from Vessel Operations**

Shipping revenues increased by \$63.8 million, or 73.3%, to \$150.8 million in 2014 from \$87.0 million in 2013. The increase in revenues was mainly due to an increase in the fleet as well as a stronger market offset by the \$15.4 million related to the sale of the claim against OSG recorded as shipping revenues in the fourth quarter 2013. The fleet increased from eight to 18 vessels during the year resulting in total revenue days increasing from 2,986 in 2013 to 4,484 in 2014. Shipping revenues decreased by \$10.2 million, or 10.5%, to \$87.0 million in 2013 from \$97.2 million in 2012. The decrease in revenues was mainly due to a reduction in the fleet from 12 vessels as of January 1, 2012 to eight vessels as of May 2013 which resulted in total revenue days declining from 3,772 in 2012 to 2,986 in 2013 and vessels coming off fixed rate charters offset by the \$15.4 million related to the sale of the claim against OSG recorded as shipping revenues in the fourth quarter 2013.

Voyage expenses increased by \$23.9 million to \$49.3 million in 2014 from \$25.4 million in 2013. The increase was due to more vessels operating in the spot market. Voyage expenses increased by \$14.6 million to \$25.4 million in 2013 from \$10.8 million in 2012. The increase was due to more vessels operating in the spot market after coming off time charters and bareboat charters.



Vessel operating expenses increased by \$17.9 million to \$42.8 million in 2014 from \$24.9 million in 2013. The increase is mainly due to an increase in the fleet. Vessel operating expenses increased by \$0.5 million to \$24.9 million in 2013 from \$24.4 million in 2012. The increase is related to the two Suezmax vessels ending their bareboat charters and being operated by us offset by the reduction in size of the fleet.

Depreciation and amortization expenses, including depreciation of capitalized dry docking costs, increased by \$18.9 million to \$45.1 million in 2014 from \$26.2 million in 2013. The increase was due to an increase in the fleet.

Depreciation and amortization expenses, including depreciation of capitalized dry docking costs, decreased by \$5.9 million to \$26.2 million in 2013 from \$32.1 million in 2012. The decline was due to the reduction in the fleet size and the impairment charge of \$100.5 million in 2012. We had loss on sale of vessels of \$0.7 million in 2013 compared to \$2.2 million in 2012. Commencing with the third quarter of 2012 we changed the estimated useful life of the vessels for the calculation of depreciation from 25 years to 20 years.

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As a result of the improvement in the tanker markets and the increase in vessel values, the carrying value of the fleet was adjusted in the fourth quarter of 2014 through a reversal of prior impairment charges totaling \$31.9 million. There were no impairment charges or reversals of prior impairment charges in 2013. There was an impairment charge of \$100.5 million in 2012. Please refer to Item 5 – “Operating and Financial Review and Prospects – Critical Accounting Policies – Carrying Value and Impairment” for a discussion of the key reasons for the reversal of prior impairment charges in 2014 and the impairment charge in 2012.

General and administrative expenses in 2014 was \$18.1 million (of which \$1.6 million was non-cash cost related to restricted share agreements for our management and board of directors), compared to \$8.8 million in 2013 (of which \$3.1 million was non-cash). The increase was due to a high level of activity during 2014 in connection with the acquisition of Samco, equity offerings, acquisition of vessels, business development, ordering of newbuildings and an additional accrual of \$3.4 million in the fourth quarter of 2014 related to incentive compensation as well as an increase in the number of employees. General and administrative expenses in 2013 was \$8.8 million (of which \$3.1 million was non-cash cost related to restricted share agreements for our management and board of directors), compared to \$9.8 million in 2012 (of which \$0.9 million was non-cash). The decrease was due to lower expenses related to incentive compensation in 2013.

General and administrative expenses for 2014, 2013 and, 2012 include directors’ fees and expenses, the salary and benefits of our executive officers, legal fees, fees of independent auditors and advisors, directors and officers insurance, rent and miscellaneous fees and expenses.

### Interest Expense and Amortization of Deferred Debt Issuance Cost

Net financial expenses were \$14.4 million in 2014 compared to \$4.9 million in 2013. The increase is mainly due to an increase in debt related to vessels acquired, the issue of the \$150 million convertible senior notes in September 2014 and costs relating to the refinancing of three Samco credit facilities in December 2014 amounting to \$1.1 million that have been charged to financial cost in the fourth quarter of 2014, offset by a total of \$1.4 million in unamortized fees on the original loan and fees and legal cost related to the amendment of the RBS Credit Facility (defined below) in 2013. Net financial expenses were \$4.9 million in 2013 compared to \$4.4 million in 2012. The increase is mainly due to a gain on derivative financial instruments in 2012 offset by lower interest expenses in 2013 as a result of reduction in long term debt.

## LIQUIDITY AND SOURCES OF CAPITAL

We operate in a capital-intensive industry. Our use of cash relates to our operating expenses, charter hire expenses, payments of interest, payments of insurance premiums, payments of vessel taxes, the payment of principal under our secured credit facilities, capital expenses related to periodic maintenance of our vessels and investment in vessels including newbuilding contracts. In addition to investing cash generated from operations in vessels including newbuilding contracts, we also finance our vessel acquisitions with a combination of debt secured by our vessels, the issuance of convertible senior notes and the sale of equity. We fund our working capital requirements with cash from operations. We collect our time charter hire from our vessels on charters monthly in advance and fund our estimated vessel operating costs monthly in advance. With respect to vessels operating in the spot market, the charterers typically pay us upon discharge of the cargo.

Since 2012, we have paid the dividends set forth in the table below. The aggregate and per share dividend amounts set forth in the table below are not expressed in thousands. Dividends are subject to the discretion of our board of directors.

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Operating period	Total Payment	Per common share**	Per preferred share**	Record date	Payment date
Jan. 1-March 31, 2012	\$ 3.4 million	\$ 0.24	3.40*	May 16, 2012	May 23, 2012
April 1-June 30, 2012	\$ 3.4 million	\$ 0.24	3.40*	Aug. 9, 2012	Aug. 16, 2012
July 1-Sept. 30, 2012	\$ 0.3 million	\$ 0.02	0.28*	Nov. 6, 2012	Nov. 12, 2012
Oct. 1-Dec. 31, 2012	\$ 0.3 million	\$ 0.02	0.28*	Feb. 11, 2013	Feb. 19, 2013
Jan. 1-March 31, 2013	\$ 0.3 million	\$ 0.02	0.25*	May 14, 2013	May 23, 2013
April 1-June 30, 2013	\$ 0.3 million	\$ 0.02	-	Aug. 14, 2013	Aug. 28, 2013
July 1-Sept. 30, 2013	\$ 0.3 million	\$ 0.02	-	Nov. 13, 2013	Nov. 21, 2013
Oct. 1-Dec. 31, 2013	\$ 1.4 million	\$ 0.02	-	Feb. 6, 2014	Feb. 13, 2014
Jan. 1-March 31, 2014	\$ 1.4 million	\$ 0.02	-	May 14, 2014	May 22, 2014
April 1-June 30, 2014	\$ 1.4 million	\$ 0.02	-	Sept. 9, 2014	Sept. 17, 2014
July 1-Sept. 30, 2014	\$ 1.9 million	\$ 0.02	-	Nov. 20, 2014	Nov. 26, 2014
Oct. 1-Dec. 31, 2014	\$ 4.6 million	\$ 0.05	-	Feb. 10, 2015	Feb. 19, 2015

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\* Relates to Series A Participating Preferred Stock.

\*\* All per share amounts have been adjusted for the 12-for-1 reverse stock split that became effective as of the close of trading on July 16, 2012 and assumes the mandatory exchange of all of the previously issued and outstanding shares of Series A Participating Preferred Stock into common stock that became effective on June 30, 2013.

Although market conditions have strengthened recently, the cash flow from the operations of our vessels in 2015 may not be sufficient to fund the vessel operating expenses, interest payments and possible prepayments under our secured credit facilities.

Prior to our agreement to amend and restate our secured credit facility (as amended, the “RBS Credit Facility”) with The Royal Bank of Scotland plc (“RBS”) in April 2013, the facility contained a financial covenant requiring that at all times the charter-free market value of the vessels that secure DHT Maritime’s and its subsidiaries’ obligations under the secured credit facility be no less than 120% of their borrowings under the credit facility plus the actual or notional cost of terminating any of their interest rates swaps. In the event that the aggregate charter-free market value of the vessels that secure DHT Maritime’s and its subsidiaries’ obligations under the RBS Credit Facility was less than 120% of their borrowings under the credit facility plus the actual or notional cost of terminating any of their interest rates swaps, the difference was required to be recovered by pledge of additional security acceptable to the lenders or by a prepayment of the required amount at the option of the borrowers. In order to stay in compliance with this covenant, we prepaid \$42.0 million in 2011, \$37.1 million in 2012 and \$9.0 million in January 2013. In the second quarter of 2012 we further repaid \$17.3 million in connection with the sale of two vessels.

On April 29, 2013, we entered into an agreement to amend and restate the RBS Credit Facility, whereby among other changes and upon satisfaction of certain conditions, the aforementioned financial covenant is removed in its entirety. As of December 31, 2014, DHT Maritime’s borrowings under the RBS Credit Facility were \$113.3 million.

We funded the acquisition of the DHT Phoenix for \$55.0 million with borrowings by one of our subsidiaries, DHT Phoenix, Inc., of \$27.5 million under a secured credit facility with DVB for a term of five years (the “DHT Phoenix Credit Facility”) and cash at hand. The full amount of the credit facility was borrowed on March 1, 2011 and is repayable in 19 quarterly installments of \$0.609 million from June 1, 2011 to December 1, 2015 and a final payment of \$15.9 million on March 1, 2016. On March 7, 2012, we entered into an agreement to amend the DHT Phoenix Credit Facility whereby, upon satisfaction of certain conditions, including the prepayment of \$6.7 million, constituting the installments through 2014, (i) until and including December 31, 2014, the “value-to-loan” ratio (i.e., the ratio of (1) value of the vessels securing the obligations under the applicable facility to (2) our borrowings under the applicable facility plus the notional value or actual cost of terminating any applicable swap agreements to satisfy collateral requirements) will be lowered from 130% to 120%; (ii) borrowings under the agreements bear interest at an annual rate of LIBOR plus a margin of 3.00%; and (iii) the removal of the cash sweep provision requiring DHT Phoenix, Inc. to apply one third of the DHT Phoenix’s quarterly free cash flow (defined as DHT Phoenix’s earnings less the vessel’s operating expenses, any scheduled debt installments and any special survey, dry docking or intermediate survey costs) to prepay an aggregate amount of up to \$2 million over the term of the loan. As of December 31, 2014, our borrowings under the DHT Phoenix Credit Facility were \$18.4 million. The charter-free market value of the vessel that secures the DHT Phoenix Credit Facility was estimated to be \$28.8 million as of December 31, 2014, providing a ratio of 157%. As of December 31, 2014, we were in compliance with this minimum value clause. The DHT Phoenix Credit Facility is guaranteed by DHT Holdings and DHT Holdings covenants that, throughout the term of the credit facility, DHT on a consolidated basis shall maintain value adjusted tangible net worth of \$100 million, value adjusted tangible net worth shall be at least 25% of value adjusted total assets and unencumbered consolidated cash shall be at least \$20 million. “Value adjusted” is defined as an adjustment to reflect the difference between the carrying amount and the market valuations of the Company’s vessels (as determined quarterly by two approved brokers).

We funded the acquisition of the DHT Eagle for \$67.0 million with borrowings by one of our subsidiaries, DHT Eagle, Inc., of \$33.5 million under a secured credit facility with DNB for a term of five years (the “DHT Eagle Credit Facility”) and cash at hand. The full amount of the DHT Eagle Credit Facility was borrowed on May 27, 2011 and is repayable in 19 quarterly installments of \$0.625 million from August 27, 2011 to February 27, 2016 and a final payment of \$21.6 million on May 27, 2016. On March 7, 2012, we entered into an agreement to amend the DHT Eagle Credit Facility whereby, upon satisfaction of certain conditions, including the prepayment of \$6.9 million, constituting the installments through 2014, (i) until and including December 31, 2014, the “value-to-loan” ratio (i.e., the ratio of (1) value of the vessels securing the obligations under the applicable facility to (2) our borrowings under the applicable facility plus the notional value or actual cost of terminating any applicable swap agreements to satisfy collateral requirements) will be lowered from 130% to 120%, and (ii) borrowings under the agreements bear interest at an annual rate of LIBOR plus a margin of 2.75%. As of December 31, 2014, our borrowings under the DHT Eagle Credit Facility were \$24.8 million. The charter-free market value of the vessel that secures the DHT Eagle Credit Facility was estimated to be \$40.8 million as of December 31, 2014, providing a ratio of 165%. As of December 31, 2014, we were in compliance with this minimum value clause. The DHT Eagle Credit Facility is guaranteed by DHT Holdings and DHT Holdings covenants that, throughout the term of the credit facility, DHT on a consolidated basis shall maintain value adjusted tangible net worth of \$100 million, value adjusted tangible net worth shall be at least 25% of value adjusted total assets and unencumbered consolidated cash shall be at least \$20 million. “Value adjusted” is defined as an adjustment to reflect the difference between the carrying amount and the market valuations of the Company’s vessels (as determined quarterly by two approved brokers).

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We funded the acquisition of the DHT Falcon for \$47.5 million and the DHT Hawk for \$50.5 million with borrowings by two wholly owned subsidiaries (DHT Falcon Limited and DHT Hawk Limited) of \$49.0 million through the “DHT Falcon and DHT Hawk Credit Facility.” Borrowings bear interest at a rate equal to a margin of 3.25% plus LIBOR and are repayable in 20 quarterly installments of \$1.0 million each from May 2014 to February 2019 with a final payment of \$29.0 million in February 2019. The DHT Falcon and DHT Hawk Credit Facility is guaranteed by DHT Holdings and DHT Holdings covenants that, throughout the term of the credit facility, DHT on a consolidated basis shall maintain value adjusted tangible net worth of \$150 million, value adjusted tangible net worth shall be at least 25% of value adjusted total assets and unencumbered consolidated cash shall be at least \$20 million. “Value adjusted” is defined as an adjustment to reflect the difference between the carrying amount and the market valuations of the Company’s vessels (as determined quarterly by two approved brokers).

We funded the acquisition of the shares in Samco with the net proceeds of the September 2014 Registered Direct Offering of common stock and concurrent private placement of convertible senior notes due 2019 to institutional accredited investors, plus cash on hand. We pay interest on the convertible senior notes at a fixed rate of 4.50% per annum, payable semiannually in arrears. The convertible senior notes are convertible into common stock of DHT at any time until one business day prior to their maturity. The initial conversion price for the convertible senior notes is \$8.125 per share of common stock (equivalent to an initial conversion rate of 123.0769 shares of common stock per \$1,000 aggregate principal amount of convertible senior notes), subject to customary anti-dilution adjustments. We received net proceeds of approximately \$145.5 million (after placement agent expenses, but before other transaction expenses).

In December 2014, we entered into a credit facility (the “Nordea Credit Facility”) in the amount of \$302.0 million with Nordea, DNB and DVB as lenders, and DHT Holdings, Inc. as guarantor for the re-financing of the Samco Europe, Samco China, Samco Amazon, Samco Redwood, Samco Sundarbans and Samco Taiga as well as the financing of the DHT Condor. Borrowings bear interest at a rate equal to LIBOR + 2.50% and are repayable in 20 quarterly installments of \$5.1 million from March 2015 to December 2019 and a final payment of \$199.8 million in December 2019. The credit facility contains a covenant requiring that at all times the charter-free market value of the vessels that secure the credit facility be no less than 135% of borrowings. Also, DHT covenants that, throughout the term of the credit facility, DHT, on a consolidated basis, shall maintain value adjusted tangible net worth of \$200 million, value adjusted tangible net worth shall be at least 25% of value adjusted total assets and unencumbered consolidated cash shall be at least the higher of (i) \$20 million and (ii) 6% of our gross interest bearing debt. “Value adjusted” is defined as an adjustment to reflect the difference between the carrying amount and the market valuations of the Company’s vessels (as determined quarterly by two approved brokers).

On October 17, 2006, Samco Gamma Ltd, a wholly owned subsidiary of Samco, entered into a \$49.0 million secured credit facility with Credit Agricole for the financing of the VLCC Samco Scandinavia (the “Credit Agricole Credit Facility”). In connection with DHT’s acquisition of Samco in September 2014, we entered into an agreement with Credit Agricole to amend the Credit Agricole Credit Facility whereby, upon satisfaction of certain conditions, borrowings under the agreement bear interest at an annual rate of LIBOR plus a margin of 1.60% and the financial obligations under the credit facility being guaranteed by us. As of December 31, 2014, the total outstanding under the Credit Agricole Credit Facility was \$40.7 million and is repayable in seven quarterly installments of approximately \$1.0 million each from March 2015 to September 2016 and a final payment of \$33.9 million in December 2016. The Credit Agricole Credit Facility also contains a covenant requiring that at all times the charter-free market value of the vessel that secures Samco Gamma Ltd’s obligations under the credit facility be no less than 120% of the borrowings under the Credit Agricole Credit Facility. DHT covenants that, throughout the term of the credit facility, DHT, on a consolidated basis, shall maintain value adjusted tangible net worth of \$200 million, value adjusted tangible net worth shall be at least 25% of value adjusted total assets and unencumbered consolidated cash shall be at least the higher of (i) \$20 million and (ii) 6% of our gross interest bearing debt. “Value adjusted” is defined as an adjustment to reflect the

difference between the carrying amount and the market valuations of the Company's vessels (as determined quarterly by two approved brokers).

Working capital, defined as total current assets less total current liabilities, was \$144.4 million at December 31, 2014 compared with \$140.3 million at December 31, 2013. The increase in working capital in 2014 was due to the increase in cash and cash equivalents, accounts receivables and accrued revenues and bunkers, lube oils and consumables offset by an increase in accounts payables and accrued expenses and current portion long term debt. The increase in cash and cash equivalents to \$166.7 million at December 31, 2014 from \$126.1 million at December 31, 2013 was mainly due to net cash provided by operating activities in 2014 of \$30.6 million, the proceeds from equity offerings in February 2014 and September 2014, the issuance of convertible senior notes in September 2014 and the issuance of secured debt offset by the acquisition of the shares in Samco, the acquisition of three second hand VLCCs, debt prepayments and pre-delivery installments related to the agreements with HHI for the construction of six VLCCs. As of December 31, 2014 we had commitments for capital expenditures (other than for mandatory interim and special surveys) totaling \$402.1 million related to the six newbuildings. Working capital was \$140.3 million as of December 31, 2013 compared with \$73.2 million at December 31, 2012. The increase in working capital in 2013 was primarily due to the increase in cash and cash equivalents and a decrease in the current portion of long-term debt. The increase in cash and cash equivalents to \$126.1 million at December 31, 2013 from \$71.3 million at December 31, 2012 was mainly due to the proceeds from an equity offering in November 2013 and the sale of a vessel offset by debt prepayments and pre-delivery installments related to the agreements with HHI for the construction of two VLCCs with a contract price of \$92.7 million each. As of December 31, 2013 we had commitments for capital expenditures (other than for mandatory interim and special surveys) totaling \$148.3 million related to the two newbuildings.

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In 2014, net cash provided by operating activities was \$30.6 million compared to \$23.9 million in 2013. The increase was mainly due to an increase in net income and changes in working capital (mainly related to an increase in account payables offset by an increase in bunkers, lube oils and consumables). In 2013 net cash provided by operating activities was \$23.9 million compared to \$21.2 million in 2012. The increase was mainly due to a decreased use of cash for operating assets and liabilities during 2013 (mainly related to declines in our accounts receivable and prepaid charter hire) offset by higher net income in 2012 (after adjusting the 2012 period for the \$100.5 million impairment charge). Net cash used in investing activities was \$551.3 million in 2014 compared to \$16.9 million in 2013. In 2014 investing activities mainly related to the net investment in Samco of \$256.3 million, the acquisition of three VLCCs totaling \$148.0 million, pre-delivery installments of \$133.9 million related to VLCC newbuildings ordered and capital expenses related to drydockings totaling \$8.9 million. Net cash used in investing activities was \$16.9 million in 2013 compared to net cash generated from investing activities of \$9.8 million in 2012. In 2013 we invested \$39.2 million in vessels offset by the sale of a vessel totaling \$22.2 million. Net cash provided by financing activities in 2014 was \$561.3 million, compared to \$47.8 million in 2013. In the first quarter of 2014, we completed a registered direct offering of 30,300,000 shares of our common stock generating net proceeds of \$215.7 million after expenses and issued long term debt of \$47.4 million. In the third quarter of 2014, we completed a registered direct offering of 23,076,924 shares of our common stock generating net proceeds of \$145.5 million (after placement agent expenses, but before other transaction expenses) and we issued convertible senior notes generating net proceeds of \$145.5 million (after placement agent expenses, but before other transaction expenses). In the fourth quarter of 2014, we completed the refinancing of three of the four Samco credit facilities and financed the DHT Condor with a credit facility generating net proceeds of \$295.6 million after expenses. Total repayment of long term debt in 2014 including the repayment related to the refinancing of the three Samco credit facilities amounted to \$281.8 million. Net cash provided by financing activities in 2013 was \$47.8 million, compared to \$2.3 million used in financing activities in 2012. In 2013, we issued common stock in a private placement generating net proceeds of \$106.1 million after expenses offset by repayment of long term debt totaling \$56.3 million and cash dividends paid totaling \$1.2 million. We had \$661.3 million of total debt outstanding at December 31, 2014, compared to \$156.0 million at December 31, 2013 and \$211.6 million at December 31, 2012.

During 2015, one of our vessels, the DHT Trader, is required to be drydocked. The vessel is expected to be drydocked in the fourth quarter of 2015 with an estimated 30 days off hire and total cost of approximately \$3.0 million. The drydocking costs will be financed through our financial resources. Including the payments related to the six vessels to be constructed pursuant to the agreements with HHI, we estimate our capital expenditures for 2015 will be approximately \$167.2 million. We estimate the payments related to the six newbuilding contracts entered into in December 2013 and January and February 2014 to be \$164.2 million in 2015 and \$237.9 million in 2016. The 50% final payments at delivery of the vessels totaling \$288.1 million is planned to be funded with debt financing of which \$190.4 million related to four of the newbuildings has already been secured.

For additional information on events in 2015, please refer to “Item 4.B. Recent Developments.”

## AGGREGATE CONTRACTUAL OBLIGATIONS

As of December 31, 2014, our long-term contractual obligations were as follows:

	2015	2016	2017	2018	2019	Thereafter	Total
	(Dollars in thousands)						
Long-term debt							
(1)	\$ 59,300	\$ 122,935	\$ 156,613	\$ 39,814	\$ 409,651	\$ —	788,313
	\$ 164,173	\$ 237,905	\$ —	\$ —	\$ —	\$ —	402,078



Vessels to be  
constructed(2)

Total	\$ 223,473	\$ 360,841	\$ 156,613	\$ 39,814	\$ 409,651	\$ - \$ 1,190,391
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(1) Amounts shown include contractual installment and interest obligations on \$113.3 million of debt outstanding under the RBS Credit Facility, \$18.4 million under the DHT Phoenix Credit Facility, \$24.8 million under the DHT Eagle Credit Facility, \$46.0 million under the DHT Falcon and DHT Hawk Credit Facility, \$302.0 million under the Nordea Credit Facility, \$40.7 million under the Credit Agricole Credit Facility and \$150.0 million under the convertible senior notes. The interest obligations have been determined using a LIBOR of 0.25% per annum plus margin. The interest rate on \$113.3 million is LIBOR + 1.75%, the interest on \$18.4 million is LIBOR + 2.75%, the interest on \$24.8 million is LIBOR + 2.50%, the interest on \$46.0 million is LIBOR + 3.25%, the interest on \$302.0 million is LIBOR + 2.50%, the interest on \$40.7 million is LIBOR + 1.60% and the interest on \$150.0 million is 4.50%. Also, the seven floating-to-fixed interest rate swaps with a notional amount totaling \$224.0 million pursuant to which we pay a fixed rate ranging from 2.43% to 4.31% plus the applicable margin and receive a floating rate based on LIBOR have been included. The interest on the balance outstanding is generally payable quarterly and in some cases semiannually. With regards to the RBS Credit Facility DHT Maritime will, beginning in the second quarter of 2016 until the expected maturity of the loan in July 2017, apply the aggregate quarterly free cash flow of DHT Maritime and its subsidiaries in the prior quarter towards prepayment of the loan with free cash flow defined as shipping revenues less ship operating and voyage expenses for such quarter, the estimated capital expenses for the next two fiscal quarters, general and administrative expenses for such quarter, interest charges for such quarter and changes in working capital for such quarter, up to an aggregate amount of \$7.5 million for each such quarter. The above table does not include an estimate for any such amounts.

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(2) These are estimates only and are subject to change as construction progresses.

Due to the uncertainty related to the market conditions for oil tankers we can provide no assurances that our cash flow from the operations of our vessels will be sufficient to cover our vessel operating expenses, vessel capital expenditures including installments on our newbuildings ordered, interest payments and contractual installments under our secured credit facilities, insurance premiums, vessel taxes, general and administrative expenses and other costs and any other working capital requirements for the short term. Our longer term liquidity requirements include increased repayment of the principal balance of our secured credit facilities. We may require new borrowings and/or issuances of equity or other securities to meet this repayment obligation. Alternatively, we can sell assets and use the proceeds to pay down debt.

**MARKET RISKS AND FINANCIAL RISK MANAGEMENT**

We are exposed to market risk from changes in interest rates, which could affect our results of operation and financial position. Borrowings under our secured credit facilities contain interest rates that fluctuate with the financial markets. Our interest expense is affected by changes in the general level of interest rates, particularly LIBOR. As an indication of the extent of our sensitivity to interest rate changes, a one percentage point increase in LIBOR would have increased our interest expense for the year ended December 31, 2014 by approximately \$3.3 million based upon our debt level as of December 31, 2014. The main change in market risk exposures from 2013 to 2014 is the notional amount of our outstanding debt that increased from \$156.1 million as of December 31, 2013 to \$661.3 million as of December 31, 2014. The notional amount as of December 31, 2014 includes the \$150.0 million principal amount of the convertibles senior notes which have a fixed interest rate of 4.50%.

As of December 31, 2014, we were party to seven floating-to-fixed interest rate swaps with a notional amount totaling \$224.0 million pursuant to which we pay a fixed rate ranging from 2.43% to 4.31% plus the applicable margin and receive a floating rate based on LIBOR. As of December 31, 2014, we recorded a liability of \$9.5 million relating to the fair value of the swaps. The change in fair value of the swaps in 2014 has been recognized in our income statement. The fair value of the interest rate swaps is the estimated amount that we would receive or pay to terminate the agreement at the reporting date. We used swaps as a risk management tool and not for speculative or trading purposes. For a complete description of all of our material accounting policies, see Note 2 to our consolidated financial statements for December 31, 2014, included as Item 18 of this report.

Like most of the shipping industry our functional currency is the U.S. dollar. All of our revenues and most of our operating costs are in U.S. dollars. The limited number of transactions in currencies other than U.S. dollar are translated at the exchange rate in effect at the date of each transaction. Differences in exchange rates during the period between the date a transaction denominated in a foreign currency is consummated and the date on which it is either settled or translated, are recognized. Expenses incurred in foreign currencies against which the U.S. dollar falls in value can increase, thereby decreasing our income or vice versa if the U.S. dollar increases in value.

We hold cash and cash equivalents mainly in U.S. dollars.

Our management does not consider inflation to be a significant risk to direct expenses in the current and foreseeable economic environment.

**EFFECTS OF COST INCREASES**

Our future results will be impacted by cost increases related to, among other things, vessel operating expenses, insurance, bunkers, lubes, administrative costs, salaries and maintenance capital expenses. Our expenses will be

impacted by any future vessel acquisitions.

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OFF-BALANCE SHEET ARRANGEMENTS

With the exception of the above-mentioned interest rate swaps, we do not currently have any liabilities, contingent or otherwise, that we would consider to be off-balance sheet arrangements.

SECURED CREDIT FACILITIES AND CONVERTIBLE SENIOR NOTES

The following summary of the material terms of our secured credit facilities does not purport to be complete and is subject to, and qualified in its entirety by reference to, all the provisions of our secured credit facilities. Because the following is only a summary, it does not contain all information that you may find useful.

The RBS Credit Facility

As of December 31, 2014, DHT Maritime's subsidiaries owned six of our vessels. On October 18, 2005, DHT Maritime and its subsidiaries entered into a \$401.0 million secured credit facility with RBS for a term of ten years, with no principal amortization for the first five years. The RBS Credit Facility consisted of a \$236.0 million term loan, a \$150.0 million vessel acquisition facility and a \$15.0 million working capital facility. DHT Maritime was the borrower under the RBS Credit Facility and its vessel-owning subsidiaries were the sole guarantors of its performance thereunder. The RBS Credit Facility was secured by, among other things, a first priority mortgage and assignment of earnings on each of the vessels that were owned by DHT Maritime's subsidiaries and a pledge of the balances in certain bank accounts on each of the vessels that were owned by DHT Maritime's subsidiaries.

DHT Maritime borrowed the entire amount available under the term loan upon the completion of our IPO to fund a portion of the purchase price for the Initial Vessels that were acquired from OSG. On November 29, 2007, DHT Maritime amended the RBS Credit Facility to increase the total commitment thereunder by \$19.0 million to \$420.0 million. Under the terms of that amendment, the previous \$15.0 million working capital facility and \$150.0 million vessel acquisition facility were canceled and replaced with a new \$184.0 million vessel acquisition facility, which was used to fund the entire purchase price of the two Suezmax tankers, the DHT Target and the DHT Trader. Following delivery of the DHT Trader on January 28, 2008 the acquisition facility was fully drawn.

As of December 31, 2012, borrowings under the initial \$236.0 million term loan bore interest at an annual rate of LIBOR plus a margin of 0.70%. Borrowings under the vessel acquisition portion of the RBS Credit Facility bore interest at an annual rate of LIBOR plus a margin of 0.85%. To reduce our exposure to fluctuations in interest rates, we historically entered into interest rate swaps. On October 16, 2007, we fixed the interest rate for five years on \$100 million of our outstanding debt at a rate of 5.95% through a swap agreement with respect to \$92.7 million effective as of December 4, 2007 and a further \$7.3 million effective as of January 18, 2008. That swap agreement expired on January 18, 2013.

Following the above-mentioned increase, the RBS Credit Facility was repayable with one initial installment of \$75.0 million in 2008, and commencing on January 18, 2011, the balance of the credit facility was repayable with 27 quarterly installments of \$9.075 million. A final payment of \$99.975 million was payable with the last quarterly installment. The initial installment of \$75.0 million was repaid in October 2008. Since then, we have repaid approximately \$230.7 million in the aggregate under the RBS Credit Facility, including \$54.4 million in 2012 (including amounts repaid in the second quarter of 2012 in connection with the sale of two of our vessels), \$9.0 million in January 2013, \$25.0 million in April 2013 in connection with the amendment and restatement of the RBS Credit Facility described below and \$22.3 million in connection with the sale of the DHT Regal in April 2013. Following these repayments, the total amount outstanding under the RBS Credit Facility is approximately \$113.3 million which is repayable from 2016 as described below.

On April 29, 2013, we entered into an agreement to amend and restate the RBS Credit Facility, whereby, upon satisfaction of certain conditions, including (i) the aforementioned prepayment of \$25.0 million, (ii) the payment of an amendment fee and (iii) the provision of an unconditional parent guarantee by DHT Holdings to guarantee the financial obligations of DHT Maritime under the credit facility, the RBS Credit Facility removed, in its entirety, the financial covenant requiring that at all times the charter-free market value of the vessels that secure DHT Maritime's and its subsidiaries' obligations under the credit facility be no less than 120% of their borrowings under the credit facility plus the actual or notional cost of terminating any of their interest rates swaps. Additionally, as part of the amendment, borrowings under the RBS Credit Facility bear interest at an annual rate of LIBOR plus a margin of 1.75% and beginning in the second quarter of 2016 until the expected maturity of the loan in July 2017, DHT Maritime will apply the aggregate quarterly free cash flow of DHT Maritime and its subsidiaries (on a consolidated basis) in the prior quarter towards prepayment of the loan with free cash flow defined as shipping revenues, less ship operating and voyage expenses for such quarter, the estimated capital expenses for the next two fiscal quarters, general and administrative expenses for such quarter, interest charges for such quarter and changes in working capital for such quarter, up to an aggregate amount of \$7.5 million for each such quarter. If the actual capital expenses for any fiscal quarter differs from the estimated capital expenses by more than \$500,000, the capital expense estimate applicable to the next fiscal quarter may be decreased (by the amount of such excess) or increased (by the amount of such deficit), as applicable.

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With the April 2013 amendment, DHT Maritime remains the borrower under the RBS Credit Facility, its vessel-owning subsidiaries remain guarantors of its performance thereunder and DHT Holdings is a guarantor of DHT Maritime's financial obligations thereunder. Under the terms of the parent guarantee, DHT Holdings is required to maintain unencumbered cash and cash equivalents for itself and its subsidiaries (on a consolidated basis) of no less than \$20 million at all times and will not voluntarily prepay any of its or its subsidiaries' indebtedness unless, concurrently, with such prepayment, a proportionate amount of the outstanding loan under the RBS Credit Facility is also prepaid. The RBS Credit Facility remains secured by, among other things, a first priority mortgage and assignment of earnings on each of the vessels that are owned by DHT Maritime's subsidiaries and a pledge of the balances in certain bank accounts on each of the vessels that are owned by DHT Maritime's subsidiaries. The RBS Credit Facility is structured as a syndicated facility, with RBS currently as the sole lender, facility agent and security trustee thereunder.

The RBS Credit Facility contains covenants that prohibit DHT Maritime and each of its subsidiaries from, among other things, (i) incurring additional indebtedness without the prior consent of the lenders, (ii) permitting liens on assets, (iii) merging or consolidating with other entities or transferring all or substantially all of their assets to another person and (iv) paying dividends if the charter-free market value of the vessels that secure their obligations under the credit facility is less than 135% of their borrowings under the credit facility plus the actual or notional cost of terminating any interest rates swaps that they enter.

The RBS Credit Facility provides that in the event of either the sale or total loss of a vessel, DHT Maritime and its subsidiaries must prepay an amount under the credit facility equal to 100% of the proceeds of the sale or total loss of a vessel, and in the case of a sale, less brokers' commissions.

Each of the following events, among others, with respect to DHT Maritime or any of its subsidiaries, in some cases after the passage of time or notice or both, is an event of default under the RBS Credit Facility: non-payment of amounts due under the credit facility; breach of the covenants; misrepresentation; cross-defaults to other indebtedness in excess of \$2.0 million; materially adverse judgments or orders; event of insolvency or bankruptcy; acceleration of any material amounts that DHT Maritime or any of its subsidiaries is obligated to pay; breach of a time charter or a charter hire guaranty in connection with any of the vessels; default under any collateral documentation; cessation of operations; unlawfulness or repudiation; if, in the reasonable determination of the majority lenders, it becomes impossible or unlawful for DHT Maritime or any of its subsidiaries to comply with their obligations under the loan documents; and if any event occurs that, in the reasonable opinion of the majority lenders, has a material adverse effect on DHT Maritime and its subsidiaries' operations, assets or business, taken as a whole.

The RBS Credit Facility provides that upon the occurrence of an event of default, the lenders may require that all amounts outstanding under the secured credit facility be repaid immediately and foreclose on the mortgages over the vessels and the related collateral.

### The DHT Phoenix Credit Facility

On February 25, 2011, DHT Phoenix, Inc., a wholly-owned subsidiary of DHT Holdings, entered into a \$27.5 million secured credit facility with DVB for a term of five years. The DHT Phoenix Credit Facility is guaranteed by DHT Holdings. Borrowings under the DHT Phoenix Credit Facility bear interest at an annual rate of LIBOR plus a margin of 2.75%.

The full amount of the DHT Phoenix Credit Facility was borrowed on March 1, 2011 and is repayable in 19 quarterly installments of \$0.6 million from June 1, 2011 to December 1, 2015, and a final payment of \$15.9 million on March 1, 2016. In addition, DHT Phoenix, Inc. is required to apply one third of quarterly free cash flow (defined as DHT

Phoenix's earnings less the vessel's operating expenses, any scheduled debt installments and any special survey, dry docking or intermediate survey costs) to prepay up to an aggregate amount of up to \$2 million over the term of the loan. These prepayments will be applied to reduce the final payment.

The DHT Phoenix Credit Facility is secured by, among other things, a first priority mortgage on the DHT Phoenix, a first priority assignment of the insurance proceeds, earnings, charter rights and requisition compensation, a first priority pledge of the balances of DHT Phoenix, Inc.'s bank accounts and a first priority pledge of all the issued shares of DHT Phoenix, Inc. The DHT Phoenix Credit Facility contains covenants that prohibit DHT Phoenix, Inc. from, among other things, incurring additional indebtedness without the prior consent of the lender, permitting liens on assets, merging or consolidating with other entities or transferring all or substantially all of their assets to another person.

The DHT Phoenix Credit Facility also contains a covenant requiring that at all times the charter-free market value of the vessel that secures DHT Phoenix, Inc.'s obligations under the credit facility be no less than 130% of their borrowings under the DHT Phoenix Credit Facility.

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DHT Holdings covenants that, throughout the term of the DHT Phoenix Credit Facility, DHT Holdings on a consolidated basis shall maintain unencumbered cash of at least \$20 million, value adjusted tangible net worth of at least \$100 million and value adjusted tangible net worth of no less than 25% of the value adjusted total assets with value adjusted defined as an adjustment to reflect the difference between the carrying amount and the market valuations of the Company's vessels (as determined quarterly by an approved broker).

On March 7, 2012, we entered into an agreement to amend the DHT Phoenix Credit Facility whereby, upon satisfaction of certain conditions, including the prepayment of \$6.7 million, constituting the installments through 2014, (i) until and including December 31, 2014, the "value-to-loan" ratio (i.e., the ratio of (1) value of the vessels securing the obligations under the applicable facility to (2) our borrowings under the applicable facility plus the notional value or actual cost of terminating any applicable swap agreements to satisfy collateral requirements) will be lowered from 130% to 120%; (ii) until and including December 31, 2014, borrowings under the agreements bear interest at an annual rate of LIBOR plus a margin of 3.00%, and (iii) the removal of the cash sweep provision requiring DHT Phoenix, Inc. to apply one third of the DHT Phoenix's quarterly free cash flow (defined as DHT Phoenix's earnings less the vessel's operating expenses, any scheduled debt installments and any special survey, dry docking or intermediate survey costs) to prepay an aggregate amount of up to \$2 million over the term of the loan.

The DHT Eagle Credit Facility

On May 24, 2011, DHT Eagle, Inc., a wholly-owned subsidiary of DHT Holdings, entered into a \$33.5 million secured credit facility with DNB for a term of five years. The DHT Eagle Credit Facility is guaranteed by DHT Holdings. Borrowings under the credit facility bear interest at an annual rate of LIBOR plus a margin of 2.50%.

The full amount of the DHT Eagle Credit Facility was borrowed on May 27, 2011 and is repayable in 19 quarterly installments of \$0.625 million from August 27, 2011 to February 27, 2016 and a final payment of \$21.6 million on May 27, 2016.

The DHT Eagle Credit Facility is secured by, among other things, a first priority mortgage on the DHT Eagle, a first priority assignment of earnings, insurances and intercompany claims, a first priority pledge of the balances of DHT Eagle, Inc.'s bank accounts and a first priority pledge over the shares in DHT Eagle, Inc. The DHT Eagle Credit Facility contains covenants that prohibit DHT Eagle, Inc. from, among other things, incurring additional indebtedness without the prior consent of the lender, permitting liens on assets, merging or consolidating with other entities or transferring all or any substantial part of their assets to another person.

The DHT Eagle Credit Facility also contains a covenant requiring that at all times the charter-free market value of the vessel that secures DHT Eagle, Inc.'s obligations under the credit facility be no less than 130% of their borrowings under the DHT Eagle Credit Facility.

DHT Holdings covenants that, throughout the term of the DHT Eagle Credit Facility, DHT Holdings, on a consolidated basis, shall maintain unencumbered cash of at least \$20 million, value adjusted tangible net worth of at least \$100 million and value adjusted tangible net worth of no less than 25% of the value adjusted total assets with value adjusted defined as an adjustment to reflect the difference between the carrying amount and the market valuations of the Company's vessels (as determined quarterly by an approved broker).

On March 7, 2012, we entered into an agreement to amend the DHT Eagle Credit Facility whereby, upon satisfaction of certain conditions, including the prepayment of \$6.9 million, constituting the installments through 2014, (i) until and including December 31, 2014, the "value-to-loan" ratio (i.e., the ratio of (1) value of the vessels securing the obligations under the applicable facility to (2) our borrowings under the applicable facility plus the notional value or



actual cost of terminating any applicable swap agreements to satisfy collateral requirements) will be lowered from 130% to 120%, and (ii) until and including December 31, 2014, borrowings under the agreements bear interest at an annual rate of LIBOR plus a margin of 2.75%.

#### The DHT Falcon and DHT Hawk Credit Facility

On February 10, 2014, two wholly-owned subsidiaries of DHT Holdings, DHT Falcon Limited and DHT Hawk Limited (the "Borrowers") entered into the DHT Falcon and DHT Hawk Credit Facility for up to \$50.0 million with DNB, as lender, and us as guarantor. In connection with the delivery of the DHT Falcon and DHT Hawk in February 2014, the Borrowers borrowed \$49.0 million under the credit facility. Borrowings bear interest at an annual rate of LIBOR plus a margin of 3.25%.

The DHT Falcon and DHT Hawk Credit Facility is repayable in 20 quarterly installments of \$1.0 million from May 2014 to February 2019 and a final payment of \$29.0 million in February 2019.

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The DHT Falcon and DHT Hawk Credit Facility is secured by, among other things, a first priority mortgage on the DHT Falcon and the DHT Hawk, a first priority assignment of earnings, insurances and intercompany claims, a first priority pledge of the balances of DHT Falcon Limited's and DHT Hawk Limited's bank accounts and a first priority pledge over the shares in the Borrowers. The DHT Falcon and DHT Hawk Credit Facility contains covenants that prohibit the Borrowers from, among other things, incurring additional indebtedness without the prior consent of the lender, permitting liens on assets, merging or consolidating with other entities or transferring all or any substantial part of their assets to another person.

The DHT Falcon and DHT Hawk Credit Facility also contains a covenant requiring that at all times the charter-free market value of the vessel that secures the Borrower's obligations under the credit facility be no less than 135% of their borrowings under the DHT Falcon and DHT Hawk Credit Facility.

DHT Holdings covenants that, throughout the term of the DHT Falcon and DHT Hawk Credit Facility, DHT Holdings, on a consolidated basis, shall maintain value adjusted tangible net worth of \$150 million, value adjusted tangible net worth shall be at least 25% of value adjusted total assets and unencumbered consolidated cash shall be at least the higher of (i) \$20 million and (ii) 6% of our gross interest bearing debt with value adjusted defined as an adjustment to reflect the difference between the carrying amount and the market valuations of the Company's vessels (as determined quarterly by an approved broker).

The Credit Agricole Credit Facility

On October 17, 2006, Samco Gamma Ltd, a wholly owned subsidiary, entered into a \$49.0 million secured credit facility with Credit Agricole for the financing of the Samco Scandinavia. In connection with DHT's acquisition of Samco in September 2014, we entered into an agreement with Credit Agricole to amend the Credit Agricole Credit Facility whereby, upon satisfaction of certain conditions, borrowings under the agreement bear interest at an annual rate of LIBOR plus a margin of 1.60% and the financial obligations under the credit facility are guaranteed by us.

As of December 31, 2014, the total outstanding under the Credit Agricole Credit Facility was \$40.7 million and is repayable in seven quarterly installments of approximately \$1.0 million each from March 2015 to September 2016 and a final payment of \$33.9 million in December 2016.

The Credit Agricole Credit Facility is secured by, among other things, a first priority mortgage on the Samco Scandinavia, a first priority assignment of earnings, insurances and intercompany claims, a first priority pledge of the balances of Samco Gamma Ltd's bank accounts and a first priority pledge over the shares in Samco Gamma Ltd. The Credit Agricole Credit Facility contains covenants that prohibit Samco Gamma Ltd from, among other things, incurring additional indebtedness without the prior consent of the lender, permitting liens on assets, merging or consolidating with other entities or transferring all or any substantial part of their assets to another person.

The Credit Agricole Credit Facility also contains a covenant requiring that at all times the charter-free market value of the vessel that secures Samco Gamma Ltd's obligations under the credit facility be no less than 120% of the borrowings under the Credit Agricole Credit Facility.

DHT Holdings covenants that, throughout the term of the Credit Agricole Credit Facility, DHT Holdings, on a consolidated basis, shall maintain value adjusted tangible net worth of \$150 million, value adjusted tangible net worth shall be at least 25% of value adjusted total assets and unencumbered consolidated cash shall be at least the higher of (i) \$20 million and (ii) 6% of our gross interest bearing debt with value adjusted defined as an adjustment to reflect the difference between the carrying amount and the market valuations of the Company's vessels (as determined quarterly by an approved broker).

### The Nordea Credit Facility

In December 2014, we entered into a credit facility in the amount of \$302.0 million with Nordea, DNB and DVB as lenders, and DHT Holdings, Inc. as guarantor for the re-financing of the Samco Europe, Samco China, Samco Amazon, Samco Redwood, Samco Sundarbans and Samco Taiga as well as the financing of the DHT Condor. Borrowings bear interest at a rate equal to LIBOR + 2.50% and are repayable in 20 quarterly installments of \$5.1 million from March 2015 to December 2019 and a final payment of \$199.8 million in December 2019.

The Nordea Credit Facility is secured by, among other things, a first priority mortgage on the vessels financed by the credit facility, a first priority assignment of earnings, insurances and intercompany claims, a first priority pledge of the balances of each of the borrower's bank accounts and a first priority pledge over the shares in each of the borrowers. The Nordea Credit Facility contains covenants that prohibit the borrowers from, among other things, incurring additional indebtedness without the prior consent of the lender, permitting liens on assets, merging or consolidating with other entities or transferring all or any substantial part of their assets to another person.

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The Nordea Credit Facility contains a covenant requiring that at all times the charter-free market value of the vessels that secure the credit facility be no less than 135% of borrowings. Also, we covenant that, throughout the term of the credit facility, DHT, on a consolidated basis, shall maintain value adjusted tangible net worth of \$200 million, value adjusted tangible net worth shall be at least 25% of value adjusted total assets and unencumbered consolidated cash shall be at least the higher of (i) \$20 million and (ii) 6% of our gross interest bearing debt. "Value adjusted" is defined as an adjustment to reflect the difference between the carrying amount and the market valuations of the Company's vessels (as determined quarterly by two approved brokers).

### The ABN AMRO Credit Facility

In July 2014, we executed a financing facility to fund the acquisition of three VLCCs to be constructed at HHI through a secured term loan facility between and among ABN AMRO, DVB and Nordea as lenders, three vessel-owning companies as borrowers, and us as guarantor. The borrowers are permitted to borrow up to \$141.0 million across three tranches under the ABN AMRO Credit Facility. The ABN AMRO Credit Facility will be for a five-year term from the date of the first drawdown, but in any event the final maturity date shall be no later than December 31, 2021, subject to earlier repayment in certain circumstances. Borrowings will bear interest at a rate equal to LIBOR + 2.60% and are repayable in 20 quarterly installments of approximately \$2.1 million and a final payment of approximately \$99.5 million at final maturity.

The ABN AMRO Credit Facility is secured by, among other things, a first priority mortgage on the vessels financed by the credit facility, a first priority assignment of earnings, insurances and intercompany claims, a first priority pledge of the balances of each of the borrower's bank accounts and a first priority pledge over the shares in each of the borrowers. The ABN AMRO Credit Facility contains covenants that prohibit the borrowers from, among other things, incurring additional indebtedness without the prior consent of the lender, permitting liens on assets, merging or consolidating with other entities or transferring all or any substantial part of their assets to another person.

The ABN AMRO Credit Facility contains a covenant requiring that at all times the charter-free market value of the vessels that secure the credit facility be no less than 135% of borrowings. Also, we covenant that, throughout the term of the credit facility, DHT, on a consolidated basis, shall maintain value adjusted tangible net worth of \$100 million, value adjusted tangible net worth shall be at least 25% of value adjusted total assets and unencumbered consolidated cash shall be at least the higher of (i) \$20 million and (ii) 6% of our gross interest bearing debt. "Value adjusted" is defined as an adjustment to reflect the difference between the carrying amount and the market valuations of the Company's vessels (as determined quarterly by an approved broker).

### The Danish Ship Finance Credit Facility

In November 2014 we executed a financing facility to fund the acquisition of one of the VLCCs to be constructed at HHI through a secured term loan facility between and among Danish Ship Finance A/S as lender, a vessel-owning company as borrower, and us as guarantor. The borrower is permitted to borrow up to \$49.4 million under the Danish Ship Finance Credit Facility. The Danish Ship Finance Credit Facility will be for a five-year term from the date of the first drawdown, but in any event the final maturity date shall be no later than February 2021, subject to earlier repayment in certain circumstances. Borrowings will bear interest at a rate equal to LIBOR + 2.25% and are repayable in 10 semiannual installments of \$1.3 million each commencing six months after drawdown and a final payment of \$36.4 million at final maturity.

The Danish Ship Finance Credit Facility is secured by, among other things, a first priority mortgage on the vessel financed by the credit facility, a first priority assignment of earnings, insurances and intercompany claims, a first priority pledge of the balances of the borrower's bank accounts and a first priority pledge over the shares in the

borrower. The Danish Ship Finance Credit Facility contains covenants that prohibit the borrower from, among other things, incurring additional indebtedness without the prior consent of the lender, permitting liens on assets, merging or consolidating with other entities or transferring all or any substantial part of its assets to another person.

The Danish Ship Finance Credit Facility contains a covenant requiring that at all times the charter-free market value of the vessel that secures the credit facility be no less than 130% of borrowings. Also, we covenant that, throughout the term of the credit facility, DHT, on a consolidated basis, shall maintain value adjusted tangible net worth of \$150 million, value adjusted tangible net worth shall be at least 25% of value adjusted total assets and unencumbered consolidated cash shall be at least the higher of (i) \$20 million and (ii) 6% of our gross interest bearing debt. "Value adjusted" is defined as an adjustment to reflect the difference between the carrying amount and the market valuations of the Company's vessels (as determined quarterly by an approved broker).

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## Convertible Senior Notes

In September 2014, in connection with the acquisition of the shares in Samco, we issued \$150 million principal amount of convertible senior notes in a private placement. We pay interest at a fixed rate of 4.50% per annum, payable semiannually in arrears. The convertible senior notes are convertible into common stock of DHT at any time until one business day prior to their maturity. The initial conversion price for the convertible senior notes is \$8.125 per share of common stock (equivalent to an initial conversion rate of 123.0769 shares of common stock per \$1,000 aggregate principal amount of convertible senior notes), subject to customary anti-dilution adjustments. We received net proceeds of approximately \$145.5 million (after placement agent expenses, but before other transaction expenses).

## Safe Harbor

Applicable to the extent the disclosures required by Items 5.E and 5.F of Form 20-F require the statutory safe harbor protections provided to forward-looking statements.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

## A. DIRECTORS AND SENIOR MANAGEMENT

The following table sets forth information regarding our executive officers and directors:

Name	Age	Position
Erik A. Lind	59	Class III Director and Chairman
Einar Michael Steimler	67	Class II Director
Robert N. Cowen	66	Class I Director
Svein Moxnes Harfjeld	50	Co-Chief Executive Officer
Trygve P. Munthe	53	Co-Chief Executive Officer
Eirik Ubøe	54	Chief Financial Officer

Set forth below is a brief description of the business experience of our current directors and executive officers.

**Erik A. Lind**—Chairman of the Board of Directors. Mr. Erik A. Lind has more than 35 years' experience in corporate banking, global shipping and specialized and structured asset financing. Mr. Lind is currently the Chief Executive Officer and a director of Tufton Oceanic Limited as well as a director of Tufton Oceanic Finance Group Limited and all its principal subsidiaries (including Tufton Oceanic (Isle of Man) Limited). Prior to this he served two years as Managing Director of GATX Capital and six years as Executive Vice President at IM Skaugen ASA. Mr. Lind has also held senior and executive positions with Manufacturers Hanover Trust Company and Oslobanken. Mr. Lind currently serves on the boards of Gram Car Carriers Holding Pte. Limited, RK Offshore International Holding Limited and ACS Shipping Limited and on the advisory board of A.M. Nomikos. Mr. Lind is a resident of the United Kingdom and a citizen of Norway.

**Einar Michael Steimler**—Director. Mr. Einar Michael Steimler has over 38 years' experience in the shipping industry. From 2008 to 2011 he served as chairman of Tanker (UK) Agencies, the commercial agent to Tankers International. He was instrumental in the formation of Tanker (UK) Agencies in 2000 and served as its CEO until end 2007. Mr. Steimler serves as a non-executive director on the board of Scorpio Bulkers, Inc. From 1998 to 2010, Mr. Steimler

served as a Director of Euronav. He has been involved in both sale and purchase and chartering brokerage in the tanker, gas and chemical sectors and was a founder of Stemoco, a ship brokerage firm. He graduated from the Norwegian School of Business Management in 1973 with a degree in Economics. Mr. Steimler is a resident of the United Kingdom and a citizen of Norway.

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

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

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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 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.

### B. COMPENSATION

#### DIRECTORS' COMPENSATION

In 2014, each member of our board of directors was paid an annual fee of \$67,500, plus reimbursement for expenses incurred in the performance of his or her duties as a member of our board of directors. We paid the chairman of the board an additional \$65,000 to compensate him for the extra duties incident to that office. We paid the chairperson of each of our nomination, compensation and corporate governance committees an additional \$15,000 and we paid the chairperson of the audit committee an additional \$20,000. We paid an additional \$6,000 to each of the other members of each committee. From January 1, 2015 each member of our board of directors will be paid an annual fee of \$75,000, up from \$67,500, plus reimbursement for expenses incurred in the performance of his or her duties as a member of our board of directors. In 2015, the chairman of the board will continue to be paid an additional annual fee of \$65,000, and our directors will be paid additional annual fees, as applicable, as follows: \$15,000 to the chairperson of each of the compensation committee and the nominating and corporate governance committee; \$20,000 to the chairperson of the audit committee; and \$6,000 to each of the other members of each committee.

In February 2014, Mr. Lind, Mr. Steimler and Mr. Cowen were each awarded 8,500 shares of restricted stock, of which 4,250 shares vest in three equal amounts in February 2015, 2016 and 2017, subject to each such member of our board of directors remaining a member of our board of directors. The remaining 4,250 shares of restricted stock awarded to each such member of our board of directors vest in three equal amounts in February 2015, 2016 and 2017, subject to each such member of our board of directors remaining a member of our board of directors and certain market conditions. In June 2014, Mr. Lind, Mr. Steimler and Mr. Cowen were each awarded 29,000 shares of restricted stock, of which 14,500 shares vest in three equal amounts in February 2015, 2016 and 2017, subject to each such member of our board of directors remaining a member of our board of directors. The remaining 14,500 shares of restricted stock awarded to each member of our board of directors vest in three equal amounts in February 2015, 2016 and 2017, subject to each such member of our board of directors remaining a member of our board of directors and certain market conditions. In January 2015, the vesting criteria for all restricted shares awarded in 2014 that vest subject to the board member remaining a member of our board of directors and certain market conditions was changed to be subject to each such member of our board of directors remaining a member of our board of directors only. In January 2015, 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 of directors remaining a member of our board of directors.

We have no service contracts between us and any of our directors providing for benefits upon termination of their employment or service.

#### EXECUTIVE COMPENSATION, EMPLOYMENT AGREEMENTS



In 2014 our co-chief executive officer, Mr. Svein Moxnes Harfjeld, received an annual salary of NOK 3,826,522 and a cash bonus of NOK 4,089,488 and our co-chief executive officer, Mr. Trygve P. Munthe, received an annual salary of NOK 3,538,095 and a cash bonus of NOK 4,089,488. Our chief financial officer, Mr. Eirik Ubøe, received an annual salary of NOK 1,923,380 and a cash bonus of NOK 1,120,823. In addition, each executive officer participates in a defined benefit pension plan under which NOK 511,926, NOK 575,419 and NOK 275,595 was set aside for each of the executives, respectively. Also, each executive is reimbursed for expenses incurred in the performance of his duties as our executive officer and receives the equity-based compensation described below.

#### Executive Officer Employment Agreements

We have entered into employment agreements with Mr. Harfjeld, Mr. Munthe and Mr. Ubøe that set forth their rights and obligations as our co-chief executive officers and chief financial officer, respectively. Either the executive or we may terminate the employment agreements for any reason and at any time, subject to certain provisions of the employment agreements described below.

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In February 2014, Mr. Harfjeld, Mr. Munthe and Mr. Ubøe were each awarded 51,000, 51,000 and 20,000 shares of restricted stock, respectively, of which 50% of the shares of restricted stock vest in three equal amounts in February 2015, 2016 and 2017, subject to continued employment with us. The remaining 50% of the shares of restricted stock vest in three equal amounts in February 2015, 2016 and 2017, subject to continued employment with us and certain market conditions. In June 2014, Mr. Harfjeld, Mr. Munthe and Mr. Ubøe were each awarded 174,000, 174,000 and 55,000 shares of restricted stock, respectively, of which 50% of the shares of restricted stock vest in three equal amounts in February 2015, 2016 and 2017, subject to continued employment with us. The remaining 50% of the shares of restricted stock conditionally awarded vest in three equal amounts in February 2015, 2016 and 2017, subject to continued employment with us and certain market conditions. In January 2015, the vesting criteria for all restricted shares awarded in 2014 that vest subject to continued employment with us and certain market conditions was changed to be subject to continued employment only. In January 2015, Mr. Harfjeld, Mr. Munthe and Mr. Ubøe were each awarded 255,000, 255,000 and 85,000 shares of restricted stock, respectively, of which 50% of the shares of restricted stock vest in three equal amounts in that vest in three equal amounts in January 2016, 2017 and 2018, subject to continued employment with us.

In the event that we terminate Mr. Ubøe's employment other than for "cause" (as such term is defined in the employment agreement), subject to Mr. Ubøe's execution and delivery of an irrevocable waiver and general release of claims in favor of the company and his compliance with the restrictive covenants described below, we will continue to pay his base salary through the first anniversary of such date of termination and all of his equity-based compensation shall immediately vest and become exercisable. In the event that Mr. Ubøe terminates his employment for good reason (as such term is defined in the employment agreement) within six months following a change of control (as such term is defined in the employment agreement), he will be awarded a cash compensation of 100% his annual base salary upon the effective date of such termination. In the event that Mr. Ubøe terminates his employment for good reason within six months following a change of control, he may, at the board of directors' discretion, be entitled to an additional payment equal to 100% his annual base salary if the board of directors determines he made a significant contribution to the transaction that resulted in the change of control and any unvested equity awards will become fully vested. If Mr. Ubøe's employment is terminated due to death or disability (as such latter term is defined in the employment agreement), we will continue to pay his base salary through the first anniversary of such date of termination. In the event that Mr. Ubøe's employment is terminated for cause, we are only obligated to pay his salary through the effective date of termination that remains unpaid as of such date and pay any unreimbursed expenses incurred by Mr. Uboe prior to the effective date of termination.

In the event that we terminate either Mr. Harfjeld's or Mr. Munthe's employment other than for "cause" (as such term is defined their employment agreements), subject to their execution of employment termination agreements that include waivers of all claims in favor of the company and their compliance with certain requests from us related to termination as well as with the restrictive covenants described below, we will continue to pay his base monthly salary in arrears on a monthly basis for 18 months from the month immediately following the expiration of the notice period (as provided for in their employment agreements). In the event that either Mr. Harfjeld or Mr. Munthe terminates his employment within six months following a change of control (as such term is defined in their employment agreements) for good reason (as such term is defined in their employment agreements), then we will continue to pay such executive officer his base monthly salary in arrears on a monthly basis for 18 months from the month immediately following the expiration of the notice period (as provided for in their employment agreements). In addition, in the event that either Mr. Harfjeld or Mr. Munthe terminates his employment within six months following a change of control for good reason, such executive will be entitled to 100% of his bonus (as provided for in the employment agreement), prorated for the actual period he has worked during the year of termination, and all of his granted but not yet vested shares will vest immediately and become exercisable. In the event that Mr. Harfjeld and Mr. Munthe's employment is terminated for cause, we are only obligated to pay salary and unreimbursed expenses through the termination date.

Pursuant to their employment agreements, each of Mr. Harfjeld, Mr. Munthe and Mr. Ubøe has agreed to protect our confidential information. Each of Mr. Harfjeld, Mr. Munthe and Mr. Ubøe has agreed during the term of the agreements and for a period of one year following their termination, not to (i) engage in any business in any location that is involved in the voyage chartering or time chartering of crude oil tankers, (ii) solicit any business from a person that is a customer or client of ours or any of our affiliates, (iii) interfere with or damage any relationship between us or any of our affiliates and any employee, customer, client, vendor or supplier or (iv) form, or acquire a two percent or greater equity ownership, voting or profit participation in, any of our competitors. Mr. Ubøe has additionally agreed, pursuant to his employment agreement, not to criticize or disparage us, our affiliates or any related persons, including customers, clients, suppliers or vendors, whether in writing or orally. Mr. Harfjeld and Mr. Munthe have also agreed, pursuant to their employment agreements, that all intellectual property that they respectively create or develop during the course of their employment shall fully and wholly be given to us.

We have also entered into an indemnification agreement with each of Mr. Harfjeld, Mr. Munthe and Mr. Ubøe pursuant to which we have agreed to indemnify them substantially in accordance with the indemnification provisions related to our officers and directors in our bylaws.

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### Incentive Compensation Plans

We currently maintain four equity compensation plans, the 2005 Incentive Compensation Plan (as amended from time to time, the “2005 Plan”), the 2011 Incentive Compensation Plan (the “2011 Plan”), the 2012 Incentive Compensation Plan (the “2012 Plan”) (together, the “Plans”) and the 2014 Incentive Compensation Plan (the “2014 Plan”) (together, the “Plans”). The 2014 Plan was approved by our stockholders at our annual meeting on June 11, 2014. The 2012 Plan was discontinued and replaced by the 2014 Plan. Previously issued awards granted under the 2012 Plan, the 2011 Plan and the 2005 Plan remain outstanding, but awards may no longer be granted under such Plans.

The Plans were established to promote the interests of the company and our stockholders by (i) attracting and retaining exceptional directors, officers, employees, consultants and independent contractors (including prospective directors, officers, employees, consultants and independent contractors) and (ii) enabling such individuals to participate in the long-term growth and financial success of our company. The Plans are identical in all material respects, except that the aggregate number of shares of our common stock that may be delivered pursuant to awards granted under the 2014 Plan is 2,300,000.

The following description of the Plans is qualified by reference to the full texts thereof, copies of which are filed as exhibits to this report.

### Awards

The Plans provide for the grant of options intended to qualify as incentive stock options, or “ISOs,” under Section 422 of the Internal Revenue Code of 1986, as amended and non-statutory stock options, or “NSOs,” restricted share awards, restricted stock units, or “RSUs,” cash incentive awards, dividend equivalents and other equity-based or equity-related awards.

### Plan administration

The Plans are administered by the compensation committee of our board of directors or such other committee as our board of directors may designate to administer the Plans. Subject to the terms of the Plans and applicable law, the compensation committee has sole and plenary authority to administer the Plans, including, but not limited to, the authority to (i) designate participants, (ii) determine the type or types of awards to be granted to a participant, (iii) determine the number of shares of our common stock to be covered by awards, (iv) determine the terms and conditions of any awards, including vesting schedules and performance criteria, (v) amend or replace an outstanding award in response to changes in tax law or unforeseen tax consequences of such awards and (vi) make any other determination and take any other action that the compensation committee deems necessary or desirable for the administration of the Plans.

### Shares available for awards

Subject to adjustment as provided below, the aggregate number of shares of our common stock that may be delivered pursuant to awards granted under the 2014 Plan is 2,300,000. If an award granted under the Plans is forfeited, or otherwise expires, terminates or is canceled without the delivery of shares, then the shares covered by such award will again be available to be delivered pursuant to awards under the Plans. However, no additional awards can be granted under the 2012 Plan, the 2011 Plan and the 2005 Plan.

In the event of any corporate event affecting the shares of our common stock, the compensation committee in its discretion may make such adjustments and other substitutions to the Plans and awards under the Plans as it deems

equitable or desirable in its sole discretion.

#### Stock options

The compensation committee may grant (or, in the case of the 2012 Plan, the 2011 Plan and the 2005 Plan, was able to grant) both ISOs and NSOs under the Plans. Except as otherwise determined by the compensation committee in an award agreement, the exercise price for options cannot be less than the fair market value (as defined in the Plans) of our common stock on the date of grant. In the case of ISOs granted to an employee who, at the time of the grant of an option, owns stock representing more than 10% of the voting power of all classes of our stock or the stock of any of our affiliates, the exercise price cannot be less than 110% of the fair market value of a share of our common stock on the date of grant. All options granted under the 2014 Plan will be NSOs unless the applicable award agreement expressly states that the option is intended to be an ISO. All options granted under the 2012 Plan, the 2011 Plan and the 2005 Plan were NSOs unless the applicable award agreement expressly stated that the option was intended to be an ISO.

Subject to any applicable award agreement, options shall vest and become exercisable on each of the first three anniversaries of the date of grant. The term of each option will be determined by the compensation committee; provided that no option will be exercisable after the tenth anniversary of the date the option is granted. The exercise price may be paid with cash (or its equivalent) or by other methods as permitted by the compensation committee.

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### Restricted shares and restricted stock units

Restricted shares and RSUs may not be sold, assigned, transferred, pledged or otherwise encumbered except as provided in the Plans or the applicable award agreement; provided, however, that the compensation committee may determine that restricted shares and RSUs may be transferred by the participant. Upon the grant of a restricted share, certificates will be issued and registered in the name of the participant and deposited by the participant, together with a stock power endorsed in blank, with us or a custodian designated by the compensation committee or us. Upon lapse of the restrictions applicable to such restricted shares, we or the custodian, as applicable, will deliver such certificates to the participant or his or her legal representative. Except as otherwise specified by the compensation committee in any award agreement, restrictions applicable to awards of restricted shares shall lapse, and such restricted shares will become vested with respect to one-fourth of such restricted shares on each of the first four anniversaries of the date of grant.

An RSU will have a value equal to the fair market value of a share of our common stock. RSUs may be paid in cash, shares of our common stock, other securities, other awards or other property, as determined by the compensation committee, upon the lapse of restrictions applicable to such RSU or in accordance with the applicable award agreement.

The compensation committee may provide a participant who holds restricted shares or RSUs with dividends or dividend equivalents, respectively, payable in cash, shares of our common stock or other property.

### Cash incentive awards

Subject to the provisions of the 2014 Plan, the compensation committee may grant cash incentive awards payable upon the attainment of one or more individual, business or other performance goals or similar criteria.

### Other stock-based awards

Subject to the provisions of the 2014 Plan, the compensation committee may grant to participants other equity-based or equity-related awards. The compensation committee may determine the amounts and terms and conditions of any such awards provided that they comply with applicable laws.

### Amendment and termination of the Plans

Subject to any government regulation and to the rules of the NYSE or any successor exchange or quotation system on which shares of our common stock may be listed or quoted, the Plans may be amended, modified or terminated by our board of directors without the approval of our stockholders, except that stockholder approval shall be required for any amendment that would (i) increase the maximum number of shares of our common stock available for awards under the Plans or increase the maximum number of shares of our common stock that may be delivered pursuant to ISOs granted under the Plans or (ii) modify the requirements for participation under the Plans. No modification, amendment or termination of the Plans that is adverse to a participant will be effective without the consent of the affected participant, unless otherwise provided by the compensation committee in the applicable award agreement.

The compensation committee may waive any conditions or rights under, amend any terms of, or alter, suspend, discontinue, cancel or terminate any award previously granted, prospectively or retroactively; provided, however, that, unless otherwise provided in the Plans or by the compensation committee in the applicable award agreement, any such waiver, amendment, alteration, suspension, discontinuance, cancellation or termination that would materially and adversely impair the rights of any participant to any award previously granted will not to that extent be effective

without the consent of the affected participant, holder or beneficiary.

#### Change of control

The Plans provide that, unless otherwise provided in an award agreement, in the event we experience a change of control (as defined in the Plans), unless provision is made in connection with the change of control for assumption for, or substitution of, awards previously granted:

all options outstanding as of the date the change of control is determined to have occurred will become fully exercisable and vested, as of immediately prior to the change of control;

all outstanding restricted shares that are still subject to restrictions on forfeiture will become fully vested and all restrictions and forfeiture provisions related thereto will lapse as of immediately prior to the change in control;

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all cash incentive awards will be paid out as if the date of the change of control were the last day of the applicable performance period and “target” performance levels had been attained; and

all other outstanding awards will automatically be deemed exercisable or vested and all restrictions and forfeiture provisions related thereto will lapse as of immediately prior to such change of control.

Unless otherwise provided pursuant to an award agreement, a “change of control” is defined to mean any of the following events, generally:

the consummation of a merger, reorganization or consolidation or sale or other disposition of all or substantially all of our assets;

the approval by our stockholders of a plan of our complete liquidation or dissolution; or

an acquisition by any individual, entity or group of beneficial ownership of 50% or more of either the then outstanding shares of our common stock or the combined voting power of our then outstanding voting securities entitled to vote generally in the election of directors.

Term of the 2014 Plan

No award may be granted under the 2014 Plan after June 11, 2017, the third anniversary of the date the 2014 Plan was approved by our stockholders. The 2012 Plan, the 2011 Plan and the 2005 Plan have been discontinued, and therefore awards may no longer be granted under such Plans.

C. BOARD PRACTICES

BOARD OF DIRECTORS

Our business and affairs are managed under the direction of our board of directors. Our board is currently composed of three directors, all of whom are independent under the applicable rules of the NYSE. We have no service contracts between us and any of our directors providing for benefits upon termination of their employment or service.

Our board of directors is elected annually on a staggered basis and each director elected holds office for a three-year term. Mr. Erik Lind was initially elected in July 2005. Mr. Einar Michael Steimler was initially appointed in March 2010. Mr. Robert N. Cowen was initially appointed in May 2010. The term of our Class I director, Mr. Cowen, expires in 2017, the term of our Class II director, Mr. Steimler, expires in 2016 and the term of our Class III director, Mr. Lind, expires in 2015. Mr. Lind was re-elected as our Class III director at our annual stockholders meeting on June 26, 2012 and Mr. Steimler and Mr. Cowen were re-elected as our Class II and Class I directors, respectively, at our annual stockholders meeting on June 11, 2014. On March 3, 2015, we announced that Rolf Wikborg resigned from our board of directors, having most recently served as a Class III director.

At our 2014 annual meeting of stockholders, in order to comply with Section 5.02 of our amended and restated articles of incorporation that the board shall be divided into three classes, as nearly equal in number as the then total number of directors constituting the entire board, Mr. Steimler was reclassified as a Class II director. Mr. Steimler was previously classified as a Class I director. Upon his re-election as a Class II director on June 11, 2014, Mr. Steimler’s term expires in 2016.



## BOARD COMMITTEES

Our board of directors, which is entirely composed of independent directors under the applicable rules of the NYSE, performs the functions of our audit committee, compensation committee and nominating and corporate governance committee.

The purpose of our audit committee is to oversee (i) management's conduct of our financial reporting process (including the development and maintenance of systems of internal accounting and financial controls), (ii) the integrity of our financial statements, (iii) our compliance with legal and regulatory requirements and ethical standards, (iv) significant financial transactions and financial policy and strategy, (v) the qualifications and independence of our outside auditors, (vi) the performance of our internal audit function and (vii) the outside auditors' annual audit of our financial statements. Mr. Erik Lind is our "audit committee financial expert" as that term is defined in Item 401(h) of Regulation S-K. The members of the audit committee are Mr. Cowen (chairperson), Mr. Lind and Mr. Steimler.

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The purpose of our compensation committee is to (i) discharge the board of director's responsibilities relating to the evaluation and compensation of our executives, (ii) oversee the administration of our compensation plans, (iii) review and determine director compensation and (iv) prepare any report on executive compensation required by the rules and regulations of the SEC. The members of the compensation committee are Mr. Steimler (chairperson), Mr. Lind and Mr. Cowen.

The purpose of our nominating and corporate governance committee is to (i) identify individuals qualified to become members of board of directors and recommend such individuals to the board of directors for nomination for election to the board of directors, (ii) make recommendations to the board of directors concerning committee appointments, (iii) review and make recommendations for executive management appointments, (iv) develop, recommend and annually review our corporate governance guidelines and oversee corporate governance matters and (v) coordinate an annual evaluation of the board of directors and its chairman. The members of the nominating and corporate governance committee are Mr. Lind (chairperson), Mr. Steimler and Mr. Cowen.

## DIRECTORS

Our directors are elected by a plurality of the votes cast by stockholders entitled to vote. There is no provision for cumulative voting.

Section 5.01 of our amended and restated articles of incorporation provides that our board of directors must consist of not less than three nor more than twelve members, the exact number of directors comprising the entire board of directors as determined from time to time by resolution adopted by the affirmative vote of a majority of the board of directors. Stockholders may change the number of directors only by the affirmative vote of holders of a majority of the outstanding common stock.

### D. EMPLOYEES

As of December 31, 2014, we had 18 employees. Our employees are not represented by any collective bargaining agreements and we have never experienced a work stoppage.

### E. SHARE OWNERSHIP

See "Item 7.A Major Stockholders." See "Item 6.B Compensation" for a description of the company's Incentive Compensation Plans under which employees of the company can be awarded restricted shares of the company.

## ITEM 7. MAJOR STOCKHOLDERS AND RELATED PARTY TRANSACTIONS

### A. MAJOR STOCKHOLDERS

The following table sets forth certain information regarding (i) the owners of more than 5% of our common stock that we are aware of based on 13G and 13D filings and (ii) the total amount of common stock owned by all of our officers and directors, individually and as a group, as of March 11, 2015. We have one class of common stock outstanding with each outstanding share entitled to one vote.

Beneficial ownership is determined in accordance with the rules of the SEC based on voting and investment power with respect to such shares of common stock. Shares of common stock issuable pursuant to options, warrants, convertible notes or other similar convertible or derivative securities that are currently exercisable or exercisable or convertible within 60 days are deemed to be outstanding and to be beneficially owned by the person holding such

options, warrants or notes for the purpose of computing the percentage ownership of such person, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.

Persons owning more than 5% of a class of our equity securities	Number of Shares of Common Stock (1)	Percentage of Shares of Common Stock (2)
Canyon Capital Advisors LLC (3)	11,844,099	12.3%
Stephen Feinberg (4)	11,718,777	12.0%
Solus Alternative Asset Management LP (5)	8,746,138	9.2%
Aristeia Capital, LLC (6)	5,879,804	6.0%
Blackrock, Inc. (7)	4,836,247	5.2%
Directors		
Erik A. Lind (8)	107,379	*
Einar Michael Steimler (8)	103,890	*
Robert Cowen (8)	118,666	*
Executive Officers		
Svein Moxnes Harfjeld (9)	742,432	*
Trygve P. Munthe (9)	743,703	*
Eirik Ubøe (10)	212,994	*
Directors and executive officers as a group (6 persons) (11)	2,029,064	2.2%

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\* Less than 1%

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

Our major stockholders generally have the same voting rights as our other stockholders. To our knowledge, no corporation or foreign government or other natural or legal person(s) owns more than 50% of our outstanding stock. We are not aware of any arrangements, the operation of which may at a subsequent date result in a change of control. As of March 4, 2015, we had 22 shareholders of record, 18 of which were located in the United States and held an aggregate of 92,443,790 of our common shares, representing 99.9% of our outstanding common shares. However, one of the U.S. shareholders of record is CEDE & CO., a nominee of The Depository Trust Company, which held 92,417,176 of our common shares as of March 4, 2015. Accordingly, we believe that the shares held by CEDE & CO. include common shares beneficially owned by both holders in the United States and non-U.S. beneficial owners.

B. RELATED PARTY TRANSACTIONS

In connection with the sale in November 2013 of approximately \$110 million of our equity to institutional investors pursuant to a private placement (the "Private Placement"), on November 24, 2013, we entered into a stock purchase agreement (the "Stock Purchase Agreement") with certain investors. Pursuant to the terms of the Stock Purchase Agreement, each investor agreed, among other things, to vote all of the shares of our common stock that such investor held in favor of an amendment to our articles of incorporation to increase the authorized number of shares of common stock and capital stock. The aggregate number of shares of our common stock subject to the voting arrangements set forth in the Stock Purchase Agreement was 18,372,058, or approximately 63% of our outstanding common stock as of December 13, 2013, the record date for the special meeting called for purposes of considering the Amendment. Additionally, an affiliate of Anchorage purchased 2,105 shares of our Series B Participating Preferred Stock in the Private Placement, and affiliates of Tufton Oceanic Limited purchased 1,827,000 shares of our common stock and 13,305 shares of our Series B Participating Preferred Stock in the Private Placement. Erik A. Lind, the chairman of our board of directors, is the Chief Executive Officer and a director of Tufton Oceanic Limited. In connection with the February 2014 Registered Direct Offering, we sold 1,352,800 shares of common stock to affiliates of Tufton Oceanic Limited. In connection with the September 2014 Registered Direct Offering, we sold 769,000 shares of common stock to affiliates of Tufton Oceanic Limited and in connection with the private placement of \$150 million aggregate principal amount of convertible senior notes in September 2014, we sold convertible senior notes amounting to \$11,380,000 to affiliates of Tufton Oceanic Limited.

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On May 2, 2012, we entered into an Investor Rights Agreement with Anchorage Illiquid Opportunities Offshore Master III, L.P. (the “Anchorage Investor”), an affiliate of Anchorage Capital Group, L.L.C. (“Anchorage”), and entered into an Amendment to the Investor Rights Agreement with the Anchorage Investor on November 24, 2013 (as amended, the “Investor Rights Agreement”). Pursuant to the Investor Rights Agreement, (1) we agreed to increase the size of our board of directors by one individual (to be selected by the Anchorage Investor) so long as the Anchorage Investor owned at least 7.5% of the voting power of our capital stock, and (2) subject to certain conditions, the Anchorage Investor had the right to appoint one designee to attend meetings of our board of directors as a non-voting observer. The Anchorage Investor ceased to own at least 7.5% of the voting power of our capital stock in February 2014 and, in connection therewith, the director appointed by the Anchorage Investor resigned from our board of directors. The Anchorage Investor agreed, as an investor party to the Stock Purchase Agreement, to vote all of the shares of our common stock and Series B Participating Preferred Stock that it held in favor of a proposed increase in the number of authorized shares of our common stock and capital stock. We agreed to provide certain customary registration rights to the Anchorage Investor.

Further, we have issued certain guarantees for certain of our subsidiaries. This mainly relates to our credit facilities: the RBS Credit Facility, the DHT Phoenix Credit Facility, the DHT Eagle Credit Facility, the DHT Falcon and DHT Hawk Credit Facility, the Nordea Credit Facility and the Credit Agricole Credit Facility, which are all guaranteed by DHT Holdings.

C. INTEREST OF EXPERTS AND COUNSEL

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION

1. AUDITED CONSOLIDATED FINANCIAL STATEMENTS

See Item 18.

2. THREE YEARS COMPARATIVE FINANCIAL STATEMENTS

See Item 18.

3. AUDIT REPORTS

See Report of Independent Registered Public Accounting Firm on page F-2.

4. LATEST AUDITED FINANCIAL STATEMENTS MAY BE NO OLDER THAN 15 MONTHS

We have complied with this requirement.

5. INTERIM FINANCIAL STATEMENTS IF DOCUMENT IS MORE THAN NINE MONTHS SINCE LAST AUDITED FINANCIAL YEAR

Not applicable.

6. EXPORT SALES IF SIGNIFICANT

See Item 18.

7. LEGAL PROCEEDINGS

The nature of our business, i.e., the acquisition, chartering and ownership of our vessels, exposes us to risk of lawsuits for damages or penalties relating to, among other things, personal injury, property casualty and environmental contamination. Under rules related to maritime proceedings, certain claimants may be entitled to attach charter hire payable to us in certain circumstances. There are no actions or claims pending against us as of the date of this report.

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8. DIVIDENDS

In July 2012, we effected a 12-for-1 reverse stock split whereby each twelve (12) shares of common stock issued and outstanding as of close of trading on July 16, 2012, automatically and without any action on the part of the respective holders, was converted into one (1) share of common stock. The reverse stock split affected all issued and outstanding shares of our common stock, as well as common stock underlying stock options and restricted stock awards outstanding prior to the effectiveness of the reverse stock split. As a result of the reverse stock split, pursuant to the Certificate of Designation governing the terms of DHT's Series A Participating Preferred Stock, immediately following the opening of business on July 17, 2012 and automatically and without any action on the part of the respective holders, the Dividend Factor (as defined in the Certificate of Designation) for each share of the Series A Participating Preferred Stock was proportionately reduced by a factor of 12 and thereby adjusted to (i) 14.1667 (for periods prior to January 1, 2013) and (ii) 12.5000 (for periods commencing January 1, 2013). The following historical dividend information has been adjusted to account for the reverse stock split.

In January 2008, our board of directors approved a dividend policy to provide stockholders of record with an intended fixed quarterly dividend. Commencing with the first dividend payment attributable to the 2008 fiscal year, the dividend was \$3.00 per share. The dividend paid related to the first quarter of 2009 was \$3.00 per share. For the last three quarters related to 2009, we did not pay any dividends. For each of the four quarters related to 2010, we paid a dividend of \$1.20 per share. The dividends paid related to the four quarters of 2011 amounted to \$1.20, \$1.20, \$0.36 and \$0.36 per share, respectively. The dividends paid related to the four quarters of 2012 amounted to \$0.24, \$0.24, \$0.02 and \$0.02 per common share, respectively. With respect to the Series A Participating Preferred Stock issued in May 2012, the dividends paid related to the four quarters of 2012 amounted to \$3.40, \$3.40, \$0.28 and \$0.28 per common share, respectively. The dividends paid related to the four quarters of 2013 amounted to \$0.02, \$0.02, \$0.02 and \$0.02 per common share, respectively. With respect to the Series A Participating Preferred Stock issued in May 2012, the dividends paid related to the four quarters of 2013 amounted to \$0.25, \$0.00, \$0.00 and \$0.00 per common share, respectively. No dividends related to the four quarters of 2013 were paid on Series B Participating Preferred Stock. The dividends paid related to the four quarters of 2014 amounted to \$0.02, \$0.02, \$0.02 and \$0.05 per common share, respectively.

The timing and amount of dividend payments will be determined by our board of directors and could be affected by various factors, including our cash earnings, financial condition and cash requirements, the loss of a vessel, the acquisition of one or more vessels, required capital expenditures, reserves established by our board of directors, increased or unanticipated expenses, a change in our dividend policy, additional borrowings or future issuances of securities, many of which will be beyond our control.

Marshall Islands law generally prohibits the payment of dividends other than from surplus or while a company is insolvent or would be rendered insolvent by the payment of such a dividend. We do not expect to pay any income taxes in the Marshall Islands. We also do not expect to pay any income taxes in the United States. Please see the sections of this report entitled "Item 10. Additional Information—Taxation."

B. SIGNIFICANT CHANGES

None.

ITEM 9. THE OFFER AND LISTING

A. OFFER AND LISTING DETAILS



1. EXPECTED PRICE

Not applicable.

2. METHOD TO DETERMINE EXPECTED PRICE

Not applicable.

3. PRE-EMPTIVE EXERCISE RIGHTS

Not applicable.

4. STOCK PRICE HISTORY

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## 12-for-1 Reverse Stock Split

The 12-for-1 reverse stock split of our issued and outstanding shares of common stock became effective after the close of trading on July 16, 2012. The common stock began trading on a split-adjusted basis on the NYSE at the opening of trading on July 17, 2012 and continued trading under the symbol “DHT” but under a new CUSIP number.

Upon effectiveness of the reverse stock split, each twelve (12) shares of common stock issued and outstanding, automatically and without any action on the part of the respective holders thereof, was converted into one (1) share of common stock. The reverse stock split affected all issued and outstanding shares of our common stock, as well as common stock underlying stock options and restricted stock awards outstanding prior to the effectiveness of the reverse stock split.

No fractional shares were issued pursuant to the reverse stock split and, in lieu thereof, any holder of less than one share of common stock received cash for such holder’s fractional share in an amount per share equal to \$7.6536, which was calculated by determining the average closing price for the common stock for the five-day period ending July 13, 2012 (\$0.6378 per share) and multiplying by twelve (12).

The following table lists the high and low sales prices for our common stock for the periods indicated as reported:

Year ended:	High	Low
December 31, 2010*	58.68	39.60
December 31, 2011*	62.28	7.92
December 31, 2012*	18.36	3.54
December 31, 2013	6.95	3.99
December 31, 2014	8.57	5.20
<b>Quarter ended:</b>		
March 31, 2013	4.90	4.01
June 30, 2013	5.07	4.05
September 30, 2013	4.79	3.99
December 31, 2013	6.95	4.36
March 31, 2014	8.57	6.60
June 30, 2014	8.10	6.73
September 30, 2014	7.44	6.01
December 31, 2014	7.44	5.20
March 31, 2015 (1)	9.31	6.38
<b>Month ended:</b>		
August 31, 2014	7.44	6.34
September 30, 2014	7.10	6.01
October 31, 2014	6.76	5.20
November 30, 2014	6.74	5.83
December 31, 2014	7.44	5.71
January 31, 2015	9.31	7.24
February 28, 2015	7.56	6.85
March 31, 2015(2)	7.05	6.38

\* Share prices adjusted to account for 12-for-1 reverse stock split that became effective after the close of trading on July 16, 2012.

(1) For the period of January 1, 2015 through March 10, 2015.

(2) For the period of March 1, 2015 through March 10, 2015.

5. TYPE AND CLASS OF SECURITIES

Not applicable.

6. LIMITATIONS OF SECURITIES

Not applicable.

7. RIGHTS CONVEYED BY SECURITIES ISSUED

Not applicable.

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B. PLAN OF DISTRIBUTION

Not applicable.

C. MARKETS FOR STOCK

Our common stock is listed for trading on the NYSE and is traded under the symbol "DHT."

D. SELLING SHAREHOLDERS

Not applicable.

E. DILUTION FROM OFFERING

Not applicable.

F. EXPENSES OF OFFERING

Not applicable.

ITEM ADDITIONAL INFORMATION  
10.

A. SHARE CAPITAL

Not applicable.

B. MEMORANDUM AND ARTICLES OF ASSOCIATION

The following is a description of the material terms of our amended and restated articles of incorporation and bylaws that are currently in effect. Because the following is only a summary, it does not contain all information that you may find useful. For more complete information you should read our amended and restated articles of incorporation and bylaws, each listed as an exhibit to this report.

PURPOSE

Our purpose, as stated in Article II of our amended and restated articles of incorporation, is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the BCA. Our amended and restated articles of incorporation and bylaws do not impose any limitations on the ownership rights of our stockholders.

We are registered in the Republic of the Marshall Islands at the Registrar of Corporations for non-resident corporations, under registration number 39572.

AUTHORIZED CAPITALIZATION

Under our amended and restated articles of incorporation, our authorized capital stock consists of 150,000,000 shares of common stock, par value \$0.01 per share, and 1,000,000 shares of preferred stock, par value \$0.01 per share. As of December 31, 2014, we had outstanding 92,510,086 shares of common stock. As of March 10, 2015, we had

outstanding 92,850,581 shares of common stock and no shares of any class of preferred stock. All of our shares of stock are in registered form, and as of December 31, 2014, neither we nor our subsidiaries hold any shares of common stock or any shares of any series of preferred stock.

#### Description of Common Stock

Each outstanding share of common stock entitles the holder to one vote on all matters submitted to a vote of stockholders. Subject to preferences that may be applicable to any outstanding shares of preferred stock, holders of shares of common stock are entitled to receive ratably all dividends, if any, declared by our board of directors out of funds legally available for dividends. Upon our dissolution or liquidation or the sale of all or substantially all of our assets, after payment in full of all amounts required to be paid to creditors and to the holders of preferred stock having liquidation preferences, if any, the holders of our common stock will be entitled to receive pro rata our remaining assets available for distribution. Holders of common stock do not have conversion, redemption or preemptive rights to subscribe to any of our securities. The rights, preferences and privileges of holders of common stock are subject to the rights of the holders of any shares of preferred stock which we have issued or may issue in the future.

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### Description of Preferred Stock

Our amended and restated articles of incorporation authorize our board of directors to establish one or more series of preferred stock and to determine, with respect to any series of preferred stock, the terms and rights of that series, including:

the designation of the series;

the number of shares of the series;

the preferences and relative, participating, option or other special rights, if any, and any qualifications, limitations or restrictions of such series; and

the voting rights, if any, of the holders of the series.

### Series A Participating Preferred Stock

In connection with our backstopped equity offering and concurrent private placement that closed in May 2012, we designated and issued 442,666 shares of a new series of preferred stock, Series A Participating Preferred Stock, par value \$0.01 per share (the "Series A Participating Preferred Stock"). On June 30, 2013, all outstanding shares of Series A Participating Preferred Stock were mandatorily exchanged for shares of our common stock at a 1:17 ratio. The terms of the Series A Participating Preferred Stock were governed by a Certificate of Designation attached as Exhibit 3.1 to the Report on 6-K filed with the SEC on May 3, 2012, and it is incorporated by reference to this report.

### Series B Participating Preferred Stock

In connection with the Private Placement, we designated and issued 97,579 shares of a new series of preferred stock, the Series B Participating Preferred Stock, par value \$0.01 per share (the "Series B Participating Preferred Stock"). On February 4, 2014, all outstanding shares of Series B Participating Preferred Stock were mandatorily exchanged into shares of our common stock at a 1:100 ratio. The terms of the Series B Participating Preferred Stock were governed by a Certificate of Designation attached as Exhibit 3.1 to the Report on 6-K filed with the SEC on December 2, 2013, and it is incorporated by reference to this report.

## DIRECTORS

Our directors are elected by a plurality of the votes cast by stockholders entitled to vote. There is no provision for cumulative voting.

Section 5.01 of our amended and restated articles of incorporation provides that our board of directors must consist of not less than three nor more than twelve members, the exact number of directors comprising the entire board of directors as determined from time to time by resolution adopted by the affirmative vote of a majority of the board of directors. Stockholders may change the number of directors only by the affirmative vote of holders of a majority of the outstanding common stock.

Our bylaws provide that no contract or transaction between us and a director or one in which a director has a financial interest, is void or voidable solely for this reason, or solely because the director is present at or participates in a board of directors meeting or committee thereof which authorizes the contract or transaction, or solely because his or her vote is counted for such purpose, if: (i) the material facts as to his or her relationship or interest and as to the contract

or transaction are disclosed or are known to the board of directors or the committee and the board of directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, or, if the votes of the disinterested directors are insufficient to constitute an act of the board of directors as defined in Section 55 of the Marshall Islands Business Corporations Act, by unanimous vote of the disinterested directors, (ii) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders or (iii) the contract or transaction is fair as to us as of the time it is authorized, approved or ratified by the board of directors, a committee thereof or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

#### STOCKHOLDER MEETINGS

Under our bylaws, annual stockholder meetings will be held at a time and place selected by our board of directors. The meetings may be held in or outside of the Marshall Islands. Special meetings may be called by stockholders holding not less than one-fifth of all the outstanding shares entitled to vote at such meeting. Our board of directors may set a record date between 15 and 60 days before the date of any meeting to determine the stockholders that will be eligible to receive notice and vote at the meeting.

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**DISSENTERS' RIGHTS OF APPRAISAL AND PAYMENT**

Under the BCA, our stockholders have the right to dissent from various corporate actions, including any merger or consolidation or sale of all or substantially all of our assets not made in the usual course of our business, and receive payment of the fair value of their shares. In the event of any further amendment of our articles of incorporation, a stockholder also has the right to dissent and receive payment for his or her shares if the amendment alters certain rights in respect of those shares. The dissenting stockholder must follow the procedures set forth in the BCA to receive payment. In the event that we and any dissenting stockholder fail to agree on a price for the shares, the BCA procedures involve, among other things, the institution of proceedings in the high court of the Republic of the Marshall Islands or in any appropriate court in any jurisdiction in which our shares are primarily traded on a local or national securities exchange.

**STOCKHOLDERS' DERIVATIVE ACTIONS**

Under the BCA, any of our stockholders may bring an action in our name to procure a judgment in our favor, also known as a derivative action, provided that the stockholder bringing the action is a holder of common stock both at the time the derivative action is commenced and at the time of the transaction to which the action relates.

**LIMITATIONS ON LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The BCA authorizes corporations to limit or eliminate the personal liability of directors and officers to corporations and their stockholders for monetary damages for breaches of directors' fiduciary duties. Our bylaws include a provision that eliminates the personal liability of directors for monetary damages for actions taken as a director to the fullest extent permitted by law. In February 2013, we amended our bylaws to clarify the scope of indemnification rights provided to directors and officers.

Our bylaws provide that we must indemnify our directors and officers to the fullest extent authorized by law. We are also expressly authorized to advance certain expenses (including attorneys' fees and disbursements and court costs) to our directors and offices and carry directors' and officers' insurance providing indemnification for our directors, officers and certain employees for some liabilities. We believe that these indemnification provisions and insurance are useful to attract and retain qualified directors and executive officers.

The limitation of liability and indemnification provisions in our amended and restated articles of incorporation and bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

There is currently no pending material litigation or proceeding involving any of our directors, officers or employees for which indemnification is sought.

**ANTI-TAKEOVER EFFECT OF CERTAIN PROVISIONS OF OUR ARTICLES OF INCORPORATION AND BYLAWS**

Several provisions of our amended and restated articles of incorporation and bylaws, which are summarized below, may have anti-takeover effects. These provisions are intended to avoid costly takeover battles, lessen our vulnerability to a hostile change of control and enhance the ability of our board of directors to maximize stockholder



value in connection with any unsolicited offer to acquire us. However, these anti-takeover provisions, which are summarized below, could also discourage, delay or prevent (1) the merger or acquisition of our company by means of a tender offer, a proxy contest or otherwise that a stockholder may consider in its best interest or (2) the removal of incumbent officers and directors.

#### Issuance of Capital Stock

Under the terms of our amended and restated articles of incorporation and the laws of the Republic of the Marshall Islands, our board of directors has authority, without any further vote or action by our stockholders, to issue any remaining authorized shares of blank check preferred stock and any remaining authorized shares of our common stock. Our board of directors may issue shares of preferred stock on terms calculated to discourage, delay or prevent a change of control of our company or the removal of our management.

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### Classified Board of Directors

Our amended and restated articles of incorporation provide for the division of our board of directors into three classes of directors, with each class as nearly equal in number as possible, serving staggered, three-year terms. Approximately one-third of our board of directors will be elected each year. This classified board provision could discourage a third party from making a tender offer for our shares or attempting to obtain control of us. It could also delay stockholders who do not agree with the policies of our board of directors from removing a majority of our board of directors for two years.

### Election and Removal of Directors

Our amended and restated articles of incorporation prohibit cumulative voting in the election of directors. Our bylaws require parties other than the board of directors to give advance written notice of nominations for the election of directors. Our amended and restated articles of incorporation also provide that our directors may be removed only for cause and only upon the affirmative vote of a majority of the outstanding shares of our capital stock entitled to vote for those directors. These provisions may discourage, delay or prevent the removal of incumbent officers and directors.

Our bylaws provide that stockholders are required to give us advance notice of any person they wish to propose for election as a director if that person is not proposed by our board of directors. These advance notice provisions provide that the stockholder must have given written notice of such proposal not less than 90 days nor more than 120 days prior to the anniversary date of the immediately preceding annual general meeting. In the event the annual general meeting is called for a date that is not within 30 days before or after such anniversary date, notice by the stockholder 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 stockholders or the date on which public disclosure of the date of the annual general meeting was made.

In the case of a special general meeting called for the purpose of electing directors, notice by the stockholder must be given not later than 10 days following the earlier of the date on which notice of the special general meeting was mailed to stockholders or the date on which public disclosure of the date of the special general meeting was made. Any nomination not properly made will be disregarded.

A director may be removed only for cause by the stockholders, provided notice is given to the director of the stockholders meeting convened to remove the director and provided such removal is approved by the affirmative vote of a majority of the outstanding shares of our capital stock entitled to vote for those directors. The notice must contain a statement of the intention to remove the director and must be served on the director not less than fourteen days before the meeting. The director is entitled to attend the meeting and be heard on the motion for his removal.

### Limited Actions by Stockholders

Our amended and restated articles of incorporation and our bylaws provide that any action required or permitted to be taken by our stockholders must be effected at an annual or special meeting of stockholders or by the unanimous written consent of our stockholders. Our amended and restated articles of incorporation and our bylaws provide that, subject to certain exceptions, our chairman or co-chief executive officers, at the direction of the board of directors or holders of not less than one-fifth of all outstanding shares, may call special meetings of our stockholders and the business transacted at the special meeting is limited to the purposes stated in the notice. Accordingly, a stockholder may be prevented from calling a special meeting for stockholder consideration of a proposal over the opposition of our board of directors and stockholder consideration of a proposal may be delayed until the next annual meeting.

## TRANSFER AGENT

The registrar and transfer agent for our common stock is American Stock Transfer & Trust Company, LLC.

## LISTING

Our common stock is listed on the NYSE under the symbol “DHT.”

## COMPARISON OF MARSHALL ISLANDS CORPORATE LAW TO DELAWARE CORPORATE LAW

Our corporate affairs are governed by our amended and restated articles of incorporation and bylaws and by the BCA. The provisions of the BCA resemble provisions of the corporation laws of a number of states in the United States. For example, the BCA allows the adoption of various anti-takeover measures such as stockholder “rights” plans. While the BCA also provides that it is to be interpreted according to the laws of the State of Delaware and other states with substantially similar legislative provisions, there have been few, if any, court cases interpreting the BCA in the Marshall Islands and we cannot predict whether Marshall Islands courts would reach the same conclusions as United States courts. Thus, you may have more difficulty in protecting your interests in the face of actions by the management, directors or controlling stockholders than would stockholders of a corporation incorporated in a United States jurisdiction which has developed a substantial body of case law. The following table provides a comparison between the statutory provisions of the BCA and the Delaware General Corporation Law relating to stockholders’ rights.

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Marshall Islands

Delaware

Stockholder Meetings

Held at a time and place as designated in the bylaws

May be held at such time or place as designated in the certificate of incorporation or the bylaws, or if not so designated, as determined by the board of directors

May be held in or outside of the Marshall Islands

May be held in or outside of Delaware

Notice:

Notice:

→ Whenever stockholders are required to take action at a meeting, written notice shall state the place, date and hour of the meeting and indicate that it is being issued by or at the direction of the person calling the meeting

→ Whenever stockholders are required to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, if any, date and hour of the meeting, and the means of remote communication, if any

→ A copy of the notice of any meeting shall be given personally or sent by mail not less than 15 nor more than 60 days before meeting

→ Written notice shall be given not less than 10 nor more than 60 days before the meeting

Stockholder's Voting Rights

Any action required to be taken by a meeting of stockholders may be taken without a meeting if consent is in writing and is signed by all the stockholders entitled to vote

Stockholders may act by written consent to elect directors by all the stockholders entitled to vote

Any person authorized to vote may authorize another person or persons to act for him by proxy

Any person authorized to vote may authorize another person to act for him by proxy

Unless otherwise provided in the articles of incorporation, majority of shares entitled to vote constitutes a quorum. In no

For non-stock companies, a certificate of incorporation or bylaws may specify the number of members to constitute a

event shall a quorum consist of quorum.  
fewer than one third of the  
shares entitled to vote at a  
meeting

No provision for cumulative  
voting

For stock corporations, a  
certificate of incorporation or  
bylaws may specify the number  
to constitute a quorum but in no  
event shall a quorum consist of  
less than one-third of shares  
entitled to vote at a meeting. In  
the absence of such  
specifications, a majority of  
shares entitled to vote shall  
constitute a quorum

The certificate of incorporation  
may provide for cumulative  
voting

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Marshall Islands

Delaware

Directors

The board of directors must consist of at least one member

The board of directors must consist of at least one member

Number of members can be changed by an amendment to the bylaws, by the stockholders, or by action of the board

Number of board members shall be fixed by the bylaws, unless the certificate of incorporation fixes the number of directors, in which case a change in the number shall be made only by amendment of the certificate of incorporation.

If the board of directors is authorized to change the number of directors, it can only do so by an absolute majority (majority of the entire board)

Dissenter's Rights of Appraisal

Stockholders have a right to dissent from a merger or sale of all or substantially all assets not made in the usual course of business, and receive payment of the fair value of their shares

Appraisal rights shall be available for the shares of any class or series of stock of a corporation in a merger or consolidation

A holder of any adversely affected shares who does not vote on or consent in writing to an amendment to the articles of incorporation has the right to dissent and to receive payment for such shares if the amendment:

-> Alters or abolishes any preferential right of any outstanding shares having preference; or

-> Creates, alters, or abolishes any provision or right in respect to the redemption of any

outstanding shares; or

-> Alters or abolishes any preemptive right of such holder to acquire shares or other securities; or

-> Excludes or limits the right of such holder to vote on any matter, except as such right may be limited by the voting rights given to new shares then being authorized of any existing or new class

#### Stockholder's Derivative Actions

An action may be brought in the right of a corporation to procure a judgment in its favor, by a holder of shares or of voting trust certificates or of a beneficial interest in such shares or certificates. It shall be made to appear that the plaintiff is such a holder at the time of bringing the action and that he was such a holder at the time of the transaction of which he complains, or that his shares or his interest therein devolved upon him by operation of law

In any derivative suit instituted by a stockholder or a corporation, it shall be averred in the complaint that the plaintiff was a stockholder of the corporation at the time of the transaction of which he complains or that such stockholder's stock thereafter devolved upon such stockholder by operation of law

Complaint shall set forth with particularity the efforts of the plaintiff to secure the initiation of such action by the board or the reasons for not making such effort

Such action shall not be discontinued, compromised or settled without the approval of the High Court of the Republic

Attorney's fees may be awarded if the action is successful

Corporation may require a plaintiff bringing a derivative suit to give security for

reasonable expenses if the  
plaintiff owns less than 5% of  
any class of stock and the shares  
have a value of less than \$50,000



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C. MATERIAL CONTRACTS

Other than the Executive Officer Employment Agreements (described below), our charters, our ship management agreements with Goodwood and V.Ships, our guarantees for certain of our subsidiaries, the RBS Credit Facility (as amended), the DHT Phoenix Credit Facility (as amended), the DHT Eagle Credit Facility (as amended), the DHT Falcon and DHT Hawk Credit Facility, the Credit Agricole Credit Facility, the Nordea Credit Facility, the ABN AMRO Credit Facility, the Danish Ship Finance Credit Facility, the Share Purchase Agreement, the HHI Agreements, the Stock Purchase Agreement, and the OSG claim sale agreements (described below), we have not entered into any material contracts other than contracts entered into in the ordinary course of business.

Executive Officer Employment Agreements

We have entered into employment agreements with Mr. Harfjeld, Mr. Munthe and Mr. Ubøe that set forth their rights and obligations as our co-chief executive officers and chief financial officer, respectively. Either the executive or we may terminate the employment agreements for any reason and at any time. For additional information on these agreements see “Item 6. Directors, Senior Management and Employees Executive Compensation, Employment Agreements.”

The Stock Purchase Agreement

In November 2013, we sold approximately \$110 million of our equity to institutional investors pursuant to the Private Placement. The Private Placement was pursuant to the Stock Purchase Agreement among the Company and the investors named therein, dated November 24, 2013. The equity included 13,400,000 shares of common stock and 97,579 shares of Series B Participating Preferred Stock. Each share of our Series B Participating Preferred Stock was mandatorily exchanged into 100 shares of our common stock. The Private Placement generated net proceeds to us of approximately \$106.7 million (after placement agent expenses, but before other transaction expenses).

OSG Claim Assignment Agreements

DHT Maritime-DHT Holdings Assignment Agreement

On November 14, 2012, OSG and certain of its affiliates filed bankruptcy petitions under chapter 11 of title 11 of the United States Code (“chapter 11”) in the U.S. Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). On December 6, 2012, OSG and its affiliated debtors filed motions to reject the bareboat charters for our two Suezmax vessels, Overseas Newcastle (now DHT Target) and Overseas London (now DHT Trader). The Bankruptcy Court approved the rejection motions and the vessels were redelivered to us and the charters terminated on December 22, 2012 and January 15, 2013, respectively.

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DHT Maritime, London Tanker Corporation (“LTC”) and Newcastle Tanker Corporation (“NTC”) held claims against two OSG subsidiaries, Alpha Suezmax Corporation (“Alpha”) and Dignity Chartering Corporation (“Dignity” and, together with Alpha and OSG, the “Debtors”), for damages arising from the Debtors’ rejection of the bareboat charter agreements for the Overseas Newcastle and Overseas London, respectively, and against OSG on account of its guarantees of the obligations of Alpha and Dignity, respectively, under each of the bareboat charter agreements (collectively, the “Claims”). DHT Maritime and DHT Holdings entered into an assignment agreement and a joinder to that assignment agreement with LTC and NTC, each effective as of January 22, 2013, whereby DHT Maritime, LTC and NTC (collectively, the “Sellers”) agreed to sell, and DHT Holdings agreed to purchase, the undivided 100% interest in the Sellers’ right to and title and interest in, among other things, (i) the Claims; (ii) all rights to receive any cash, interest, fees, expenses, damages penalties and other amounts or property in respect of the Claims, including any securities and other distributions made by the Debtors in respect of the Claims under or pursuant to any plan of reorganization or liquidation in the Debtors’ chapter 11 cases in the Bankruptcy Court or otherwise; (iii) any cause of action or claim of any nature whatsoever arising out of the Claims; (iv) any voting right arising out of the Claims; and (v) all proceeds of any kind under or in respect of the foregoing, including all cash, securities or other property distributed or payable on account thereof, or exchanged in return therefor (the “Transferred Rights”) for a purchase price of \$10 million.

### DHT Holdings-Citigroup Assignment Agreements

In March 2013, DHT Holdings filed proofs of the Claims in the aggregate amount of approximately \$51.84 million plus attorneys’ fees in the Bankruptcy Court and entered into assignment agreements whereby DHT Holdings agreed to sell, and Citigroup Financial Products Inc. (“Citigroup”) agreed to purchase, an undivided 100% interest in DHT Holdings’ right to and title and interest in the Transferred Rights at an aggregate purchase price equal to 33.25% of the amount of the Claims ultimately to be allowed by final order of the Bankruptcy Court. DHT Holdings received an aggregate initial payment of approximately \$6.89 million. We and certain of our affiliates and OSG and certain of its affiliates agreed to a total claims amount of \$46.0 million in full settlement of the Claims, and in January 2014 received an additional and final payment of approximately \$8.5 million from Citigroup. Court approval with respect to the final payment was granted by the U.S. Bankruptcy Court in December 2013. As a result, we recorded the total aggregate amount of approximately \$15.4 million received from Citigroup as revenue in the fourth quarter 2013 financial statements.

Also, we and certain of our affiliates and OSG and certain of its affiliates have separately agreed to settle six further claims in the amount of \$3.4 million plus attorneys’ fees filed by various of our affiliates against various affiliates of OSG, and OSG as guarantor of each claim on or about May 30, 2013, for a total claim amount of \$1.5 million in full settlement of such claims. In August 2014, we received a payment of \$1.6 million in full settlement of such claims.

### D. EXCHANGE CONTROLS

None.

### E. TAXATION

The following is a discussion of the material Marshall Islands and U.S. federal income tax considerations relevant to an investment decision with respect to the acquisition, ownership and disposition of our common stock and preferred stock. This discussion does not purport to deal with the tax consequences to all categories of investors, some of which (such as financial institutions, regulated investment companies, real estate investment trusts, tax-exempt organizations, insurance companies, persons holding our common stock or preferred stock as part of a hedging, integrated, conversion or constructive sale transaction or a straddle, traders in securities that have elected the mark-to-market method of accounting for their securities, persons liable for alternative minimum tax, persons who are

investors in pass-through entities, dealers in securities or currencies and investors whose functional currency is not the U.S. dollar) may be subject to special rules.

The following is a discussion of the material Marshall Islands and U.S. federal income tax considerations relevant to an investment decision with respect to the acquisition, ownership and disposition of our common stock and preferred stock. This discussion does not purport to deal with the tax consequences to all categories of investors, some of which (such as financial institutions, regulated investment companies, real estate investment trusts, tax-exempt organizations, insurance companies, persons holding our common stock or preferred stock as part of a hedging, integrated, conversion or constructive sale transaction or a straddle, traders in securities that have elected the mark-to-market method of accounting for their securities, persons liable for alternative minimum tax, persons who are investors in pass-through entities, dealers in securities or currencies and investors whose functional currency is not the U.S. dollar) may be subject to special rules.

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WE RECOMMEND THAT YOU CONSULT WITH YOUR OWN TAX ADVISORS CONCERNING THE OVERALL TAX CONSEQUENCES ARISING IN YOUR OWN PARTICULAR SITUATION UNDER U.S. FEDERAL, STATE, LOCAL OR FOREIGN LAW OF THE OWNERSHIP OR DISPOSITION OF OUR COMMON STOCK AND PREFERRED STOCK.

MARSHALL ISLANDS TAX CONSIDERATIONS

The following are the material Marshall Islands tax consequences of our activities to us and holders of our common stock or preferred stock. We are incorporated in the Marshall Islands. Under current Marshall Islands law, we are not subject to tax on income or capital gains, and no Marshall Islands withholding tax will be imposed upon payments of dividends by us to holders of our common stock or preferred stock.

U.S. FEDERAL INCOME TAX CONSIDERATIONS

This discussion is based on the Code, the Treasury regulations issued thereunder, published administrative interpretations of the IRS and judicial decisions as of the date hereof, all of which are subject to change at any time, possibly on a retroactive basis.

Taxation of Our Operating Income

Our subsidiaries have elected to be treated as disregarded entities for U.S. federal income tax purposes. As a result, for purposes of the discussion below, our subsidiaries are treated as branches rather than as separate corporations.

U.S. Taxation of Our Shipping Income

For purposes of the following discussion, “shipping income” means any income that is derived from the use of vessels, from the hiring or leasing of vessels for use on a time, voyage or bareboat charter basis, from the participation in a pool, partnership, strategic alliance, joint operating agreement, code sharing arrangement or other joint venture we directly or indirectly own or participate in that generates such income, or from the performance of services directly related to those uses.

“U.S. source gross transportation income” includes 50% of shipping income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States. Except as discussed below, our U.S. source gross transportation income would be subject to a 4% U.S. federal income tax imposed without allowance for deductions. Shipping income attributable to transportation exclusively between non-U.S. ports generally will not be subject to U.S. federal income tax.

Under Section 883 of the Code and the regulations thereunder, we will be exempt from the 4% U.S. federal income tax if:

1. we are organized in a foreign country (the “country of organization”) that grants an “equivalent exemption” to corporations organized in the United States; and
2. either:
  - (A) more than 50% of the value of our stock is owned, directly or indirectly, by individuals who are “residents” of our country of organization or of another foreign country that grants an “equivalent exemption” to corporations organized in the United States, referred to as the “50% Ownership Test,” or

(B) our stock is “primarily and regularly traded on an established securities market” in our country of organization, in another country that grants an “equivalent exemption” to U.S. corporations or in the United States, referred to as the “Publicly-Traded Test.”

The Marshall Islands, the jurisdiction where we are incorporated, grants an “equivalent exemption” to U.S. corporations. Therefore, we will be eligible for the exemption under Section 883 of the Code if either the 50% Ownership Test or the Publicly-Traded Test is met. Because our common stock is traded on the NYSE and our stock is widely held, it would be difficult or impossible for us to establish that we satisfy the 50% Ownership Test.

As to the Publicly-Traded Test, the regulations under Section 883 of the Code provide, in pertinent part, that stock of a foreign corporation will be considered to be “primarily traded” on an established securities market in a country if the number of shares of each class of stock that is traded during any taxable year on all established securities markets in that country exceeds the number of shares in each such class that is traded during that year on established securities markets in any other single country. We believe that our common stock, is, and will continue to be, “primarily traded” on the NYSE, which is an established securities market for these purposes.

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The Publicly-Traded Test also requires our common stock to be “regularly traded” on an established securities market. Because our common stock is listed on the NYSE, and because our preferred stock is not listed for trading on any exchange, our common stock is the only class of our outstanding stock traded on an established securities market. Our common stock will be treated as “regularly traded” on the NYSE for purposes of the Publicly-Traded Test if:

- (i) our common stock represents more than 50% of the total combined voting power of all classes of our stock entitled to vote and of the total value of all of our outstanding stock, referred to as the “trading threshold test”;
- (ii) our common stock is traded on the market, other than in minimal quantities, on at least 60 days during the taxable year or 1/6 of the days in a short taxable year, referred to as the “trading frequency test”; and
- (iii) the aggregate number of shares of our common stock traded on such market during the taxable year is at least 10% of the average number of shares of our common stock outstanding during such year (as appropriately adjusted in the case of a short taxable year), referred to as the “trading volume test.”

We believe we satisfy the trading threshold test. We also believe we satisfy, and will continue to satisfy, the trading frequency and trading volume tests. However, even if we do not satisfy these tests in the future, both tests are deemed satisfied if our common stock is traded on an established securities market in the United States and is regularly quoted by dealers making a market in such stock. Because our common stock is listed on the NYSE, we believe this is and will continue to be the case.

Notwithstanding the foregoing, our common stock will not be considered to be “regularly traded” on an established securities market for any taxable year in which 50% or more of the vote and value of such stock is owned, actually or constructively under certain stock attribution rules, on more than half the days during the taxable year by persons who each own 5% or more of the vote and value of such stock, referred to as the “5 Percent Override Rule”.

In order to determine the persons who actually or constructively own 5% or more of the vote and value of our common stock (“5% Stockholders”) we are permitted to rely on those persons that are identified on Schedule 13G and Schedule 13D filings with the U.S. Securities and Exchange Commission as having a 5% or more beneficial interest in our common stock. In addition, an investment company identified on a Schedule 13G or Schedule 13D filing which is registered under the Investment Company Act of 1940, as amended, will not be treated as a 5% Stockholder for such purposes.

We believe that the 5 Percent Override Rule has not been triggered with respect to our common stock. However, the 5 Percent Override Rule might be triggered in the future as a result of factual circumstances beyond our control, for example, if one or more stockholders became a 5% Stockholder. In this case, the 5 Percent Override Rule will nevertheless not apply if we can establish that among the closely-held group of 5% Stockholders, there are sufficient 5% Stockholders that are considered to be “qualified stockholders” for purposes of Section 883 of the Code to preclude non-qualified 5% Stockholders in the closely-held group from owning 50% or more of the value of our common stock for more than half the number of days during the taxable year.

In any year that the 5 Percent Override Rule is triggered with respect to our common stock, we will be eligible for the exemption from tax under Section 883 of the Code only if (i) we can nevertheless satisfy the Publicly-Traded Test, which would require us to show that the exception to the 5 Percent Override Rule applies, as described above, or if (ii) we can satisfy the 50% Ownership Test. In either case, we would have to satisfy certain substantiation requirements regarding the identity and certain other aspects of our stockholders which generally would require that we receive certain statements from certain of our direct and indirect stockholders. These requirements are onerous and there is no

assurance that we would be able to satisfy them.

Based on the foregoing, we believe we satisfy, and will continue to satisfy, the Publicly-Traded Test, and therefore we qualify for the exemption under Section 883 of the Code. However, if at any time in the future, including in 2015, we fail to qualify for these benefits, our U.S. source gross transportation income, to the extent not considered to be “effectively connected” with the conduct of a U.S. trade or business, as described below, would be subject to a 4% tax imposed by Section 887 of the Code on a gross basis, without the benefit of deductions. Since 50% of our gross shipping income for transportation that begins or ends in the United States would be treated as U.S. source gross transportation income, the effective rate of U.S. federal income tax on such shipping income would be 2%.

If the benefits of Section 883 of the Code become unavailable to us in the future, any of our U.S. source gross transportation income that is considered to be “effectively connected” with the conduct of a U.S. trade or business, as described below, net of applicable deductions, would be subject to the U.S. federal corporate income tax at rates of up to 35%. In addition, we may be subject to the 30% “branch profits tax” on such earnings, as determined after allowance for certain adjustments, and on certain interest paid or deemed paid attributable to the conduct of our U.S. trade or business.

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We believe that none of our U.S. source gross transportation income will be “effectively connected” with the conduct of a U.S. trade or business. Such income would be “effectively connected” only if:

we had, or were considered to have, a fixed place of business in the United States involved in the earning of U.S. source gross transportation income, and

substantially all of our U.S. source gross transportation income was attributable to regularly scheduled transportation, such as the operation of a vessel that followed a published schedule with repeated sailings at regular intervals between the same points for voyages that begin or end in the United States.

We believe that we will not meet these conditions because we do not have, and we do not intend to have or permit circumstances that would result in our having, such a fixed place of business in the United States or any vessel sailing to or from the United States on a regularly scheduled basis.

Income attributable to transportation that both begins and ends in the United States is not subject to the tax rules described above. Such income is subject to either a 30% gross-basis tax or to a U.S. federal corporate income tax on net income at rates of up to 35% (and the branch profits tax described above). Although there can be no assurance, we do not expect to engage in transportation that produces shipping income of this type.

### U.S. Taxation of Gain on Sale of Vessels

Regardless of whether we qualify for exemption under Section 883 of the Code, we will not be subject to U.S. federal income taxation with respect to gain realized on a sale of a vessel, provided that the sale is considered to occur outside of the United States under U.S. federal income tax principles. In general, a sale of a vessel will be considered to occur outside of the United States for this purpose if title to the vessel, and risk of loss with respect to the vessel, pass to the buyer outside of the United States. We expect that any sale of a vessel will be so structured that it will be considered to occur outside of the United States.

### U.S. Federal Income Taxation of “U.S. Holders”

The following section applies to you only if you are a “U.S. Holder”. For this purpose, a “U.S. Holder” means a beneficial owner of shares of our convertible senior notes or our common stock (other than an entity or arrangement that is treated as a partnership for U.S. federal income tax purposes) that, for U.S. federal income tax purposes:

is an individual who is a U.S. citizen or resident, a U.S. corporation, an estate the income of which is subject to U.S. federal income taxation regardless of its source, or a trust if a court within the United States is able to exercise primary jurisdiction over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or if the trust has validly elected to be treated as a U.S. trust,

owns our convertible senior notes or our common stock as a capital asset, and

owns actually and constructively less than 10% of our common stock by vote and value.

If an entity or arrangement that is treated as a partnership for U.S. federal income tax purposes holds our common stock, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner, the tax treatment of the partnership and certain determinations made at the partner level. A partner in a partnership holding our common stock is urged to consult its own tax advisor.



Interest on our Convertible Senior Notes

Interest on a note generally will be taxable to a U.S. Holder as ordinary income at the time such interest is received or accrued, in accordance with such U.S. Holder's method of tax accounting for U.S. federal income tax purposes.

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### Constructive Distributions

A U.S. holder of exchangeable debt instruments such as the convertible senior notes may, in certain circumstances, be deemed to have received distributions of stock as a result of adjustments (or failures to make adjustments) to the exchange price of such instruments. Adjustments to the exchange price made pursuant to a bona fide reasonable adjustment formula which has the effect of preventing the dilution of the interest of the holders of the debt instruments, however, generally will not be deemed to result in a constructive distribution of stock. Certain of the possible adjustments provided in the convertible senior notes, including adjustments in respect of cash dividends to Parent's stockholders, may not qualify as being pursuant to a bona fide reasonable adjustment formula. In addition, an adjustment to the exchange rate in connection with a "make-whole adjustment event" may be treated as a constructive distribution. If such adjustments are made, a U.S. Holder will be deemed to have received constructive distributions includible in such holder's income in the manner described under "—U.S. Federal Income Taxation of 'U.S. Holders'—Distributions on our Common Stock" below even though such holder has not received any cash or property as a result of such adjustments; provided, however, that it is not clear whether a constructive dividend deemed paid to a U.S. Holder would be eligible for the preferential rates of U.S. federal income tax applicable in respect of certain dividends received. In certain circumstances, the failure to provide for such an adjustment may also result in a constructive distribution to a U.S. Holder. Because a constructive distribution deemed received by a U.S. Holder would not give rise to any cash from which any applicable withholding could be satisfied, if backup withholding is paid on behalf of a U.S. Holder (because such holder failed to establish an exemption from backup withholding), such backup withholding may be set off against subsequent payments on the convertible senior notes, including any payment of interest or of cash or stock upon retirement or exchange of the convertible senior notes.

### Sale, Exchange, or Other Disposition of our Convertible Senior Notes

A U.S. Holder generally will recognize capital gain or loss upon a sale, exchange or other disposition of our convertible senior notes in an amount equal to the difference between the amount realized by the U.S. Holder from such sale, exchange or other disposition and the U.S. Holder's tax basis in such convertible senior notes. Such gain or loss will be treated as long-term capital gain or loss if the U.S. Holder's holding period is greater than one year at the time of the sale, exchange or other disposition. Such capital gain or loss will generally be treated as U.S. source income or loss, as applicable, for U.S. foreign tax credit purposes. Long-term capital gains of non-corporate U.S. Holders are generally eligible for a maximum 20% preferential tax rate. A U.S. Holder's ability to deduct capital losses against income is subject to certain limitations.

### Treatment of the Conversion

A U.S. Holder of the convertible senior notes will not recognize any income, gain or loss in respect of the receipt of common stock upon the conversion of our convertible senior notes, except that (1) the amount of stock you receive in respect of accrued and unpaid interest will generally be taxable as described under "— Interest on our Convertible Senior Notes" above and (2) your receipt of cash in lieu of a fractional share of common stock will generally be treated as if you received the fractional share and then received such cash in redemption of such fractional share. Such redemption will generally result in capital gain or loss equal to the difference between the amount of cash received and your tax basis in the common stock that is allocable to the fractional share. You should consult your own tax advisor to determine the specific tax treatment of the receipt of stock in respect of accrued and unpaid interest or cash in lieu of a fractional share in your particular circumstances.

Your tax basis in the common stock you receive upon a conversion of our convertible senior notes (including any basis allocable to a fractional share) will generally equal the tax basis of the convertible senior notes that were converted. Your tax basis in a fractional share will be determined by allocating your tax basis in the common stock

between the common stock you receive upon conversion and the fractional share, in accordance with their respective fair market values. Your holding period for the common stock you receive (other than common stock received in respect of accrued and unpaid interest) will include your holding period for converted notes. The basis of common stock received in respect of accrued and unpaid interest will equal its fair market value at the time it is distributed and its holding period will begin on the day of the conversion.

#### Distributions on our Common Stock

Subject to the discussion of PFICs below, any distributions made by us with respect to our common stock to a U.S. Holder will generally constitute dividends, which may be taxable as ordinary income or “qualified dividend income” as described below, to the extent of our current or accumulated earnings and profits, as determined under U.S. federal income tax principles (“E&P”). Distributions in excess of such E&P will be treated first as a nontaxable return of capital to the extent of the U.S. Holder’s tax basis in its common stock (determined separately for each share) on a dollar-for-dollar basis and thereafter as capital gain. Because we are not a U.S. corporation, U.S. Holders that are corporations will not be entitled to claim a dividends received deduction with respect to any distributions they receive from us. Dividends paid with respect to our common stock will generally be treated as “passive income” for purposes of computing allowable foreign tax credits for U.S. foreign tax credit purposes.

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Dividends paid on our common stock to a U.S. Holder who is an individual, trust or estate (a “U.S. Non-Corporate Holder”) will generally be treated as “qualified dividend income” that is taxable to such U.S. Non-Corporate Holder at a maximum preferential tax rate of 20% provided that (i) our common stock is readily tradable on an established securities market in the United States (such as the NYSE), which we expect to be the case; (ii) we are not a PFIC for the taxable year during which the dividend is paid or the immediately preceding taxable year (see the discussion below); (iii) the U.S. Non-Corporate Holder has owned the common stock for more than 60 days in the 121-day period beginning 60 days before the date on which such common stock becomes ex-dividend (and has not entered into certain risk limiting transactions with respect to such common stock); and (iv) the U.S. Non-Corporate Holder is not under an obligation to make related payments with respect to positions in substantially similar or related property. Any dividends we pay out of E&P which are not eligible for the preferential tax rates will be taxed at ordinary income rates in the hands of a U.S. Non-Corporate Holder. Special rules may apply to any “extraordinary dividend”—generally, a dividend in an amount which is equal to or in excess of 10% of a stockholder’s adjusted basis (or fair market value in certain circumstances) in a share of our common stock—paid by us. If we pay an “extraordinary dividend” on our common stock that is treated as “qualified dividend income,” then any loss derived by a U.S. Non-Corporate Holder from the subsequent sale or exchange of such stock will be treated as long-term capital loss to the extent of such dividend. There is no assurance that any dividends paid on our common stock will be eligible for these preferential tax rates in the hands of a U.S. Non-Corporate Holder, although we believe that they will be so eligible provided that we are not a PFIC, as discussed below.

In addition, even if we are not a PFIC, under legislation which was proposed (but not enacted) in a previous session of Congress, dividends of a corporation incorporated in a country without a “comprehensive income tax system” paid to U.S. Non-Corporate Holders would not be eligible for the maximum 20% preferential tax rate. Although the term “comprehensive income tax system” was not defined in the proposed legislation, we believe this rule would apply to us because we are incorporated in the Marshall Islands.

### Sale, Exchange or Other Disposition of Our Common Stock

Provided that we are not a PFIC for any taxable year, a U.S. Holder generally will recognize capital gain or loss upon a sale, exchange or other disposition of our common stock in an amount equal to the difference between the amount realized by the U.S. Holder from such sale, exchange or other disposition and the U.S. Holder’s tax basis in such stock. Such gain or loss will be treated as long-term capital gain or loss if the U.S. Holder’s holding period is greater than one year at the time of the sale, exchange or other disposition. Such capital gain or loss will generally be treated as U.S. source income or loss, as applicable, for U.S. foreign tax credit purposes. Long-term capital gains of U.S. Non-Corporate Holders are generally eligible for a maximum 20% preferential tax rate. A U.S. Holder’s ability to deduct capital losses against income is subject to certain limitations.

### PFIC Status and Significant Tax Consequences

Special U.S. federal income tax rules apply to a U.S. Holder that holds stock in a non-U.S. corporation classified as a PFIC for U.S. federal income tax purposes. In particular, U.S. Non-Corporate Holders would not be eligible for the maximum 20% preferential tax rate on qualified dividends. In general, we will be treated as a PFIC with respect to a U.S. Holder if, for any taxable year in which the U.S. Holder held our common stock, either

at least 75% of our gross income for such taxable year consists of “passive income” (e.g., dividends, interest, capital gains and rents derived other than in the active conduct of a rental business), or

at least 50% of the average value of our assets during such taxable year consists of “passive assets” (i.e., assets that produce, or are held for the production of, passive income).

Income earned, or treated as earned (for U.S. federal income tax purposes), by us in connection with the performance of services would not constitute passive income. By contrast, rental income would generally constitute “passive income” unless we were treated under specific rules as deriving our rental income in the active conduct of a trade or business.

We believe that it is more likely than not that the gross income we derive, or are deemed to derive, from our time chartering activities is properly treated as services income rather than rental income. Assuming this is correct, our income from time chartering activities would not constitute “passive income,” and the assets we own and operate in connection with the production of that income would not constitute passive assets. Consequently, based upon our actual and projected income, assets and activities, we believe it is more likely than not that we are not currently a PFIC and will not become a PFIC in the foreseeable future.

There is substantial legal authority supporting the position that we are not a PFIC, consisting of case law and IRS pronouncements concerning the characterization of income derived from time chartering activities as services income for other tax purposes. Nonetheless, it should be noted that there is legal uncertainty in this regard because the U.S. Court of Appeals for the Fifth Circuit has held that, for purposes of a different set of rules under the Code, income derived from certain time chartering activities should be treated as rental income rather than services income. However, the IRS stated that it disagrees with the holding of this Fifth Circuit case, and that income from time chartering activities should be treated as services income. We have not sought, and we do not expect to seek, an IRS ruling on this matter. Accordingly, no assurance can be given the IRS or a court will accept this position, and there is a risk that the IRS or a court could determine that we are a PFIC. No assurance can be given that this result will not occur. In addition, although we intend to conduct our affairs in a manner to avoid, to the extent possible, being classified as a PFIC with respect to any taxable year, we cannot assure you that the nature of our operations will not change in the future, or that we can avoid PFIC status in the future.

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If we are a PFIC for any taxable year during which a U.S. Holder owns our common stock, such U.S. Holder will, for any taxable year during which we are treated as a PFIC, be required to file IRS Form 8621 with his or her U.S. federal income tax return to report his or her ownership of our common stock if the total value of all PFIC stock that such U.S. Holder directly or indirectly owns exceeds certain thresholds. U.S. Holders are urged to consult their own tax advisors concerning the filing of IRS Form 8621.

In addition, as discussed more fully below, if we were treated as a PFIC for any taxable year, a U.S. Holder would be subject to different taxation rules depending on whether the U.S. Holder made an election to treat us as a “Qualified Electing Fund”, which election is referred to as a “QEF election”. As an alternative to making a QEF election, a U.S. Holder should be able to make a “mark-to-market” election with respect to our common stock as discussed below.

The PFIC rules are complex, and you are encouraged to consult your own tax advisor regarding the PFIC rules, including the annual PFIC reporting requirement.

### Taxation of U.S. Holders of a PFIC Making a Timely QEF Election

If we were a PFIC for any taxable year and a U.S. Holder made a timely QEF election, which U.S. Holder is referred to as an “Electing Holder”, the Electing Holder would be required to report each year for U.S. federal income tax purposes the Electing Holder’s pro rata share of our ordinary earnings (as ordinary income) and our net capital gain (which gain shall not exceed our E&P for the taxable year and would be reported as long-term capital gain), if any, for our taxable year that ends with or within the taxable year of the Electing Holder, regardless of whether or not distributions were received from us by the Electing Holder. Any such income inclusions would not be eligible for the maximum 20% preferential tax rates applicable to qualified dividend income as discussed above. The Electing Holder’s adjusted tax basis in our common stock would be increased to reflect taxed but undistributed E&P. Distributions of E&P that had been previously taxed would, pursuant to this election, result in a corresponding reduction in the adjusted tax basis in such common stock and would not be taxed again once distributed. An Electing Holder would not, however, be entitled to a deduction for its pro rata share of any losses that we incurred with respect to any year. An Electing Holder would generally recognize capital gain or loss on the sale, exchange or other disposition of such common stock. A U.S. Holder would make a QEF election with respect to any year that we are a PFIC by filing IRS Form 8621 with its U.S. federal income tax return. If we were to become aware that we were treated as a PFIC for any taxable year, we would notify all U.S. Holders of such treatment and provide each U.S. Holder with all necessary information in order to make the QEF election described above. Even if a U.S. Holder makes a QEF election for one of our taxable years, if we were a PFIC for a prior taxable year during which the holder was a stockholder and for which the holder did not make a timely QEF election, the holder would also be subject to the different and more adverse tax consequences described below under “—Taxation of U.S. Holders of a PFIC not Making a Timely QEF or “Mark-to-Market” Election”. If we are a PFIC during a year in which a U.S. Holder holds our convertible senior notes, and then the U.S. Holder makes a QEF election upon converting the convertible senior notes into shares, the U.S. Holder may be treated for these purposes as holding our stock prior to the conversion, and accordingly, may be subject to the tax consequences described in that section.

A QEF election generally will not have any effect with respect to any taxable year for which we are not a PFIC, but will remain in effect with respect to any subsequent taxable year for which we are a PFIC.

### Taxation of U.S. Holders of a PFIC Making a “Mark-to-Market” Election

Alternatively, if we were treated as a PFIC for any taxable year and our common stock is treated as “marketable stock”, a U.S. Holder would be allowed to make a “mark-to-market” election with respect to such stock, provided that the U.S. Holder completes and files IRS Form 8621 with its U.S. federal income tax return. We believe our common stock

will be treated as “marketable stock” for this purpose.

If the mark-to-market election is made with respect to a U.S. Holder’s common stock, the U.S. Holder generally would include as ordinary income in each taxable year the excess, if any, of the fair market value of such common stock at the end of the taxable year over the U.S. Holder’s adjusted tax basis in such common stock. The U.S. Holder would also be permitted an ordinary loss in respect of the excess, if any, of the U.S. Holder’s adjusted tax basis in such common stock over its fair market value at the end of the taxable year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. A U.S. Holder’s tax basis in its common stock would be adjusted to reflect any such income or loss amount. Gain realized on the sale, exchange or other disposition of our common stock would be treated as ordinary income, and any loss realized on the sale, exchange or other disposition of the common stock would be treated as ordinary loss to the extent that such loss does not exceed the net mark-to-market gains previously included by the U.S. Holder in income.

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### Taxation of U.S. Holders of a PFIC not Making a Timely QEF or “Mark-to-Market” Election

Finally, if we were treated as a PFIC for any taxable year, a U.S. Holder that does not make either a QEF election or a “mark-to-market” election for that year, referred to as a “Non-Electing Holder”, would be subject to special rules with respect to (i) any excess distribution (i.e., the portion of any distributions received by the Non-Electing Holder on our common stock in a taxable year in excess of 125% of the average annual distributions received by the Non-Electing Holder in the three preceding taxable years, or, if shorter, the Non-Electing Holder’s holding period for such common stock or preferred stock), and (ii) any gain realized on the sale, exchange or other disposition of our common stock. Under these special rules:

the excess distribution or gain would be allocated ratably over the Non-Electing Holder’s aggregate holding period for the common stock,

the amount allocated to the current taxable year and any taxable year prior to the first taxable year in which we were a PFIC during the Non-Electing Holder’s holding period would be taxed as ordinary income, and

the amount allocated to each of the other taxable years would be subject to tax at the highest rate of tax in effect for the applicable class of taxpayer for that year, and an interest charge for the deemed deferral benefit would be imposed with respect to the resulting tax attributable to each such other taxable year.

These penalties would not apply to a qualified pension, profit sharing or other retirement trust or other tax-exempt organization that did not borrow money or otherwise utilize leverage in connection with its acquisition of our common stock. If we were a PFIC and a Non-Electing Holder who was an individual died while owning our common stock, such holder’s successor generally would not receive a step-up in tax basis with respect to such stock. Certain of these rules would apply to a U.S. Holder who made a QEF election for one of our taxable years if we were a PFIC in a prior taxable year during which the holder held our common stock and for which the holder did not make a QEF election. A U.S. Holder of our convertible senior notes may be treated as holding common stock for purposes of these rules, and accordingly, may be subject to certain of these rules if the U.S. Holder makes a QEF or mark-to-market election after converting the convertible senior notes into common stock.

### Medicare Tax

A U.S. Non-Corporate Holder (excluding certain trusts within a special class of trusts that is exempt from such tax) is subject to a 3.8% tax on the lesser of (1) such U.S. Holder’s “net investment income” for the relevant taxable year and (2) the excess of such U.S. Holder’s modified gross income for the taxable year over a certain threshold (which in the case of individuals will be between \$125,000 and \$250,000, depending on the individual’s circumstances). Such a U.S. Holder’s net investment income will generally include such U.S. Holder’s gross interest income and dividend income and net gains from the disposition of our convertible senior notes or our common stock, unless such interest, dividends or net gains are derived in the ordinary course of the conduct of a trade or business (other than a trade or business that consists of certain passive or trading activities). A U.S. Non-Corporate Holder is urged to consult the holder’s own tax advisor regarding the applicability of the Medicare tax to the holder’s ownership of our convertible senior notes or our common stock.

### U.S. Federal Income Taxation of “Non-U.S. Holders”

The following section applies to you only if you are a “Non-U.S. Holder”. For this purpose, a “Non-U.S. Holder” means a beneficial owner of shares of our common stock (other than an entity or arrangement that is treated as a partnership for U.S. federal income tax purposes) that is not a U.S. Holder.



Interest on our Convertible Senior Notes and Distributions on our Common Stock

Non-U.S. Holders generally will not be subject to U.S. federal income tax or withholding tax on interest received from us with respect to our convertible senior notes or distributions received from us with respect to our common stock, unless that interest or dividend income is effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States. If the Non-U.S. Holder is entitled to the benefits of an applicable U.S. income tax treaty with respect to those interest or dividends, that income is taxable only if it is attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States. This paragraph also applies to any constructive distributions described under "—U.S. Federal Income Taxation of 'U.S. Holders'—Constructive Distributions" above, and any stock you receive in respect of accrued and unpaid interest upon the conversion of our convertible senior notes.

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### Sale, Exchange or Other Taxable Disposition of our Convertible Senior Notes or our Common Stock

Non-U.S. Holders generally will not be subject to U.S. federal income tax or withholding tax on any gain realized upon the sale, exchange or other disposition of our convertible senior notes or our common stock, unless:

the gain is effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States (and, if the Non-U.S. Holder is entitled to the benefits of an applicable U.S. income tax treaty with respect to that gain, that gain is attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States); or

the Non-U.S. Holder is an individual who is present in the United States for 183 days or more during the taxable year of disposition and other conditions are met.

If the Non-U.S. Holder is engaged in a U.S. trade or business for U.S. federal income tax purposes, any income from the convertible senior notes or common stock, including interest, dividends and the gain from the sale, exchange or other disposition of such convertible senior notes or stock, that is effectively connected with the conduct of that trade or business will generally be subject to regular U.S. federal income tax in the same manner as discussed in the previous section relating to the taxation of U.S. Holders. In addition, if you are a Non-U.S. Holder that is a corporation for U.S. federal income tax purposes, your E&P that is attributable to the effectively connected income, which is subject to certain adjustments, may be subject to an additional branch profits tax at a rate of 30%, or at a lower rate as may be specified by an applicable U.S. income tax treaty.

### Tax Return Disclosure Requirements

Individual U.S. Holders (and to the extent specified in applicable Treasury regulations, certain individual Non-U.S. Holders and certain U.S. Holders that are entities) that hold certain specified foreign assets with values in excess of certain dollar thresholds are required to report such assets on IRS Form 8938 with their U.S. federal income tax return, subject to certain exceptions (including an exception for foreign assets held in accounts maintained by U.S. financial institutions). Stock and notes of a non-U.S. corporation, including our convertible senior notes and our common stock, are specified foreign assets for this purpose. Substantial penalties apply for failure to properly complete and file Form 8938. You are encouraged to consult your own tax advisor regarding the filing of this form.

### Backup Withholding and Information Reporting

In general, interest and dividend payments (or other taxable distributions) and proceeds from the disposition of our convertible senior notes or our common stock made to you may be subject to information reporting requirements if you are a U.S. Non-Corporate Holder. Such distributions may also be subject to backup withholding if you are a U.S. Non-Corporate Holder and you:

fail to provide an accurate taxpayer identification number;

are notified by the IRS that you have failed to report all interest or dividends required to be shown on your U.S. federal income tax returns; or

in certain circumstances, fail to comply with applicable certification requirements.

Non-U.S. Holders may be required to establish their exemption from information reporting and backup withholding by certifying their status on IRS Form W-8BEN, W-8ECI or W-8IMY, as applicable.

If you are a Non-U.S. Holder and you sell our convertible senior notes or our common stock to or through a U.S. office of a broker, the payment of the proceeds is subject to both U.S. backup withholding and information reporting unless you certify that you are a non-U.S. person, under penalties of perjury, or you otherwise establish an exemption. If you sell our convertible senior notes or our common stock through a non-U.S. office of a non-U.S. broker and the sales proceeds are paid to you outside the United States, then information reporting and backup withholding generally will not apply to that payment. However, U.S. information reporting requirements, but not backup withholding, will apply to a payment of sales proceeds, even if that payment is made to you outside the United States, if you sell our convertible senior notes or our common stock through a non-U.S. office of a broker that is a U.S. person or has certain other contacts with the United States. However, such information reporting requirements will not apply if the broker has documentary evidence in its records that you are a non-U.S. person and certain other conditions are met, or you otherwise establish an exemption.

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Backup withholding is not an additional tax. Rather, you generally may obtain a refund of any amounts withheld under backup withholding rules that exceed your income tax liability by timely filing a refund claim with the IRS.

F. DIVIDENDS AND PAYING AGENTS

Not applicable.

G. STATEMENT OF EXPERTS

Not applicable.

H. DOCUMENTS ON DISPLAY

The descriptions of each contract, agreement or other document filed as an exhibit to this report are summaries only and do not purport to be complete. Each such description is qualified in its entirety by reference to such exhibit for a more complete description of the matter involved.

We are subject to the informational requirements of the Exchange Act and in accordance therewith will file reports and other information with the Securities and Exchange Commission. Such reports and other information can be inspected and copied at the public reference facilities maintained by the Securities and Exchange Commission at its principal offices at 100 F Street, N.E., Washington, D.C. 20549. Copies of such information may be obtained from the Public Reference Section of the Securities and Exchange Commission at 100 F Street, N.E., Washington, D.C. 20549 at prescribed rates. The Securities and Exchange Commission also maintains a website (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Securities and Exchange Commission.

As a foreign private issuer, we are not subject to the proxy rules under Section 14 of the Exchange Act and our officers, directors and principal stockholders are not subject to the insider short-swing profit disclosure and recovery provisions under Section 16 of the Exchange Act.

As a foreign private issuer, we are not required to publish financial statements as frequently or as promptly as U.S. companies; however, we intend to furnish holders of our common stock with reports annually containing consolidated financial statements audited by independent accountants. We also intend to file quarterly unaudited financial statements under cover of Form 6-K.

I. SUBSIDIARY INFORMATION

Not applicable.

ITEM QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

11.

We are exposed to market risk from changes in interest rates related to the variable rate of the borrowings under our secured credit facilities. Amounts borrowed under the credit facilities bear interest at a rate equal to LIBOR plus a margin. Increasing interest rates could affect our future profitability. In certain situations, we may enter into financial instruments to reduce the risk associated with fluctuations in interest rates. A one percentage point increase in LIBOR would have increased our interest expense for the year ended December 31, 2014 by approximately \$3.3 million based upon our debt level as of December 31, 2014 (\$1.5 million in 2013). We have only immaterial currency risk since all

income and all vessel expenses are in US dollars.

We are exposed to credit risk from our operating activities (primarily for trade receivables) and from our financing activities, including deposits with banks and financial institutions. We seek to diversify the credit risk on our cash deposits by spreading the risk among various financial institutions. The majority of our cash is held by DNB, Nordea, HSBC and RBS. Historically, the tanker markets have been volatile as a result of the many conditions and factors that can affect the price, supply and demand for tanker capacity. Changes in demand for transportation of oil over longer distances and supply of tankers to carry that oil may materially affect our revenues, profitability and cash flows. A significant part of our vessels are currently exposed to the spot market.

ITEM DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

12.

Not applicable.

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PART II

ITEM DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

13.

None.

ITEM MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF  
14. PROCEEDS

Material Modifications to the Rights of Security Holders

Not applicable.

Use of Proceeds

Not applicable.

ITEM CONTROLS AND PROCEDURES

15.

A. DISCLOSURE CONTROLS AND PROCEDURES

As of the end of the fiscal year ended December 31, 2014 (the “Evaluation Date”), we conducted an evaluation (under the supervision and with the participation of management, including the co-chief executive officers and the chief financial officer), pursuant to Rule 13a-15 of the Exchange Act, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). Based on this evaluation, our co-chief executive officers and chief financial officer concluded that as of the Evaluation Date, our disclosure controls and procedures were effective to provide reasonable assurance that material information required to be disclosed by us in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Our management has concluded that the consolidated financial statements included in this Annual Report fairly present, in all material respects, our financial position, income statement, changes in stockholders’ equity and cash flows for the periods presented.

B. MANAGEMENT’S ANNUAL REPORT ON INTERNAL CONTROL OVER REPORTING

In accordance with Rule 13a-15 of the Exchange Act, the management of DHT Holdings, Inc. and its subsidiaries (the “Company”) is responsible for the establishment and maintenance of adequate internal control over financial reporting for the Company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company’s system of internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the

Company's assets that could have a material effect on the financial statements. Management has performed an assessment of the effectiveness of the Company's internal controls over financial reporting as of December 31, 2014 based on the provisions of Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in 1992. Based on our assessment, management has concluded that the Company's internal controls over financial reporting were effective as of December 31, 2014. In 2013, COSO published an updated Internal Control – Integrated Framework ("COSO 2013"). We have postponed the adoption of the 2013 Internal Control—Integrated Framework issued by COSO to 2015 due to the acquisition of Samco Shipholding Pte. Ltd. in September 2014.

#### C. ATTESTATION REPORT OF THE REGISTERED PUBLIC ACCOUNTING FIRM

The effectiveness of our internal control over financial reporting as of December 31, 2014 has been audited by Deloitte AS, an independent registered public accounting firm, as stated in their report, which appears in Item 18 on page F-2.

#### D. CHANGES IN INTERNAL CONTROL OVER REPORTING

There have been no changes in our internal control over financial reporting that occurred during the fiscal year ended December 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of ContentsITEM [RESERVED]  
16.ITEM AUDIT COMMITTEE FINANCIAL EXPERT  
16A.

Our board of directors has determined that Mr. Erik Lind is an “audit committee financial expert,” as defined in paragraph (b) of Item 16A of Form 20-F. Mr. Lind is “independent,” as determined in accordance with the rules of the NYSE.

ITEM CODE OF ETHICS  
16B.

We have adopted a Code of Business Conduct and Ethics that applies to all employees, including our Co-Chief Executive Officers (our principal executive officer) and Chief Financial Officer (our principal accounting officer). In November 2012, we revised our Code of Business Conduct and Ethics to clarify our policy restricting relationships between employees, third party agents, and business partners with personnel of governmental entities. We have posted this Code of Ethics to our website at [www.dhtankers.com](http://www.dhtankers.com), where it is publicly available. In addition, we will provide a printed copy of its Code of Business Conduct and Ethics to our stockholders upon request.

ITEM PRINCIPAL ACCOUNTANT FEES AND SERVICES  
16C.

The following table shows the fees for professional services provided by Deloitte AS, our Independent Registered Public Accounting Firm, for the fiscal years ended December 31, 2012, 2013 and 2014.

Fees	2012	2013	2014
Audit Fees (1)	\$ 214,400	\$ 328,440	\$ 288,607
Audit-Related Fees (2)	46,400	30,575	424,627
Tax Fees	—	—	—
All Other Fees	—	—	—
Total	\$ 260,800	\$ 359,419	\$ 713,234

- (1) Audit fees for 2012, 2013 and 2014 represent fees for professional services provided in connection with the audit of our consolidated financial statements as of and for the periods ended December 31, 2012, 2013 and 2014, respectively.
- (2) Audit-related fees for 2014 consisted of \$70,690 in respect of quarterly limited reviews, \$353,937 in respect of services rendered for preparation of registration statements, comfort letter, out-of-pocket expenses and other services. Audit-related fees for 2013 consisted of \$26,199 in respect of quarterly limited reviews and \$4,376 related to other services. Audit-related fees for 2012 consisted of \$36,600 in respect of quarterly limited reviews and \$9,800 related to other services.

The Audit Committee has the authority to pre-approve permissible audit-related and non-audit services to be performed by our 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 our Independent Registered Public Accounting Firm in the fiscal year ended December 31, 2014.

ITEM EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES  
16D.

Not applicable.

ITEM PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS  
16E.

None.

ITEM CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT  
16F.

Not applicable.

ITEM CORPORATE GOVERNANCE  
16G.

We are fully compliant with the listing standards of the NYSE applicable to foreign private issuers. Except to the extent described in "Item 10.B. Additional Information Memorandum and Articles of Association", our corporate governance practices do not significantly differ from those followed by U.S. companies listed on the NYSE. A general summary of the material differences between the Business Corporation Act of the Republic of the Marshall Islands and the General Corporations Law of the State of Delaware are set forth under "Item 10.B. Additional Information Memorandum and Articles of Association Comparison of Marshall Islands Corporate Law to Delaware Corporate Law" above.

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ITEM MINE SAFETY DISCLOSURE  
16H.

Not applicable.

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PART III

ITEM FINANCIAL STATEMENTS  
17.

Not applicable.

ITEM FINANCIAL STATEMENTS  
18.

The following financial statements, together with the related report of Deloitte AS, an independent registered public accounting firm, are filed as part of this Annual Report:

DHT Holdings, Inc. Consolidated Financial Statements	Page
Report of Independent Registered Public Accounting Firm Deloitte AS	F-2
Consolidated Statement of Financial Position as of December 31, 2014 and 2013	F-3
Consolidated Income Statement for the years ended December 31, 2014, 2013 and 2012	F-4
Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2014, 2013 and 2012	F-5
Consolidated Statements of Cash Flow for the years ended December 31, 2014, 2013 and 2012	F-6
Notes to Consolidated Financial Statements	F-7

ITEM EXHIBITS  
19.

- 1.1 Amended and Restated Articles of Incorporation of DHT Holdings, Inc.
- 1.2 Amended and Restated Bylaws of DHT Holdings, Inc.
- 2.1 Form of Common Stock Certificate of DHT Holdings, Inc.
- 4.1.1 DVB Bank SE Credit Agreement (DHT Phoenix).
- 4.1.2 First Supplemental Agreement to DVB Bank SE Credit Agreement (DHT Phoenix).
- 4.1.3 DNB Bank ASA Credit Agreement (DHT Eagle).
- 4.1.4 Addendum No. 1 to DNB Bank ASA Credit Agreement (DHT Eagle).
- 4.1.5 The Royal Bank of Scotland plc Amended and Restated Credit Agreement (DHT Ann, DHT Cathy, DHT Chris, DHT Regal, DHT Sophie, DHT Target, DHT Trader).

- 4.1.6 DNB Bank ASA Credit Agreement (DHT Falcon, DHT Hawk).
- 4.1.7 Danish Ship Finance A/S Credit Agreement (Hull No. 2781).
- 4.1.8 DVB Bank SE, Nordea Bank Norge ASA, ABN AMRO Bank N.V. Credit Agreement (Hull No. 2748, Hull No. 2749, Hull No. 2750).
- 4.1.9 Credit Agricole Credit Agreement (Samco Scandinavia).
- 4.1.10 Supplemental Agreement to Credit Agricole Credit Agreement (Samco Scandinavia).
- 4.1.11 Second Supplemental Agreement to Credit Agricole Credit Agreement (Samco Scandinavia).
- 4.1.12 DNB Bank ASA, DVB Bank SE, Nordea Bank Norge ASA Credit Agreement (Samco China, Samco Europe, Samco Amazon, Samco Redwood, Samco Sundarbans, Samco Taiga, DHT Condor).

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- 4.2.1 Base Indenture between DHT Holdings, Inc. and U.S. Bank National Association.
- 4.2.2 First Supplemental Indenture to the Base Indenture between DHT Holdings, Inc. and U.S. Bank National Association.
- 4.3 Form of Ship Management Agreement.
- 4.4 Form of Shipbuilding Contract.
- 4.5 Share Purchase Agreement between the Various Shareholders of Samco Shipholding Pte. Ltd. and DHT Holdings, Inc.
- 4.6 Employment Agreement of Eirik Ubøe with Tankers Services AS (former name of DHT Management AS)
- 4.7 Employment Agreement of Svein Moxnes Harfjeld with DHT Management AS.
- 4.8 Employment Agreement of Trygve P. Munthe with DHT Management AS.
- 4.9 Indemnification Agreement of Eirik Ubøe by DHT Holdings, Inc.
- 4.10 2011 Incentive Compensation Plan.
- 4.11 2012 Incentive Compensation Plan.
- 4.12 First Amendment to 2012 Incentive Compensation Plan.
- 4.13 2014 Incentive Compensation Plan.
- 4.14 Assignment of Claims Agreement with DHT Maritime, Inc.
- 4.15 Joinder to Assignment of Claims Agreement with DHT Maritime, Inc.
- 4.16 Assignment of Claims Agreement with Citigroup Financial Products Inc. (Dignity).
- 4.17 Assignment of Claims Agreement with Citigroup Financial Products Inc. (Alpha).
- 8.1 List of Significant Subsidiaries.
- 12.1 Certification of Chief Executive Officer required by Rule 13a-14(a) (17 CFR 240.13a-14(a)) or Rule 15d-14(a) (17 CFR 240.15d-14(b)).
- 12.2 Certification of Chief Financial Officer required by Rule 13a-14(a) (17 CFR 240.13a-14(a)) or Rule 15d-14(a) (17 CFR 240.15d-14(b)).
- 13.1 Certification furnished pursuant to Rule 13a-14(b) (17 CFR 240.13a-14(b)) or Rule 15d-14(b) (17 CFR 240.15d-14(b)) and Section 1350 of Chapter 63 of Title 18.

23.1 Consent of Deloitte AS.

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

DHT HOLDINGS, INC.

Date: March 19, 2015

By: /s/ Svein Moxnes Harfjeld  
Name: Svein Moxnes Harfjeld  
Title: Co-Chief Executive Officer  
(Principal Executive Officer)

Date: March 19, 2015

By: /s/ Trygve P. Munthe  
Name: Trygve P. Munthe  
Title: Co-Chief Executive Officer  
(Principal Executive Officer)

FINANCIAL STATEMENTS

DHT Holdings, Inc.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of DHT Holdings, Inc.

We have audited the accompanying consolidated statements of financial position of DHT Holdings, Inc. and its subsidiaries (“the Company”) as of December 31, 2014 and 2013, and the related consolidated income statements, consolidated statements of comprehensive income, consolidated statements of changes in stockholders’ equity, and consolidated statements of cash flows for each of the three years ended December 31, 2014. We also have audited the Company’s internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control – Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. As described in Management’s annual report on internal control over financial reporting, management excluded from its assessment the internal control over financial reporting at Samco Shipholding Pte. Ltd. and its subsidiaries, which was acquired on September 16, 2014 and whose consolidated financial statements constitute 48 % and 47 % of net and total assets, respectively, 21 % of revenues, and -2 % of net income of the consolidated financial statement amounts as of and for the year ended December 31, 2014. Accordingly, our audit did not include the internal control over financial reporting at Samco Shipholding Pte. Ltd. and its subsidiaries. The Company’s management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the Management’s annual report on internal control over financial reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company’s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company’s internal control over financial reporting is a process designed by, or under the supervision of, the company’s principal executive and principal financial officers, or persons performing similar functions, and effected by the company’s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements. Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become

inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of DHT Holdings, Inc. and its subsidiaries as of December 31, 2014, and 2013, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on the criteria established in Internal Control – Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ Deloitte AS

Oslo, Norway  
March 10, 2015

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## DHT Holdings, Inc.

## Consolidated Statements of Financial Position as of December 31

(Dollars in thousands)	Note	2014	2013
<b>ASSETS</b>			
Current assets			
Cash and cash equivalents	9,10	\$ 166,684	\$ 126,065
Accounts receivable and accrued revenues	5	28,708	16,951
Prepaid expenses		972	230
Bunkers, lube oils and consumables		15,906	2,825
Total current assets		\$ 212,271	\$ 146,072
Non-current assets			
Vessels and time charter contracts	7	988,168	263,142
Advances for vessels under construction	7	174,496	37,095
Other property, plant and equipment		463	291
Investment in associated company	16	2,697	–
Total non-current assets		\$ 1,165,825	\$ 300,527
Total assets		\$ 1,378,095	\$ 446,599
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
Current liabilities			
Accounts payable and accrued expenses	8	29,999	3,529
Derivative financial liabilities	9	3,518	–
Current portion long term debt	9,10	31,961	–
Deferred shipping revenues	5	2,428	2,271
Total current liabilities		\$ 67,906	\$ 5,800
Non-current liabilities			
Long term debt	9,10	629,320	156,046
Derivative financial liabilities	9	6,019	–
Total non-current liabilities		\$ 635,339	\$ 156,046
Total liabilities		\$ 703,245	\$ 161,846
Stockholders' equity			
Stock	11	925	291
Additional paid-in capital		873,522	492,027
Accumulated deficit		(204,011 )	(210,682 )
Translation differences		(296 )	–
Other reserves		4,712	3,118
Total stockholders equity		674,851	284,753
Total liabilities and stockholders' equity		\$ 1,378,095	\$ 446,599

The footnotes are an integral part of these consolidated financial statements

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DHT Holdings, Inc.  
Consolidated Income Statements

(Dollars in thousands, except share and per share amounts)	Note	Year ended	Year ended	Year ended
		December 31	December 31	December 31
		2014	2013	2012
Shipping revenues	5	\$ 150,789	\$ 87,012	\$ 97,194
<b>Operating expenses</b>				
Voyage expenses		(49,333 )	(25,400 )	(10,822 )
Vessel operating expenses		(42,761 )	(24,879 )	(24,387 )
Charter hire expense		–	–	(6,892 )
Depreciation and amortization	7	(45,124 )	(26,230 )	(32,077 )
Reversal of impairment charges/(impairment charges)	7	31,900	–	(100,500 )
Profit/(loss), sale of vessel		–	(669 )	(2,231 )
General and administrative expense	12,13	(18,062 )	(8,827 )	(9,788 )
Total operating expenses		\$ (123,381 )	(86,005 )	(186,698 )
Operating income/(loss)		\$ 27,408	1,007	(89,504 )
Share of profit from associated companies	16	86	–	–
Interest income		409	182	272
Interest expense	9	(14,286 )	(4,784 )	(7,330 )
Fair value gain on derivative financial liabilities	9	507	–	2,702
Other financial expenses	9	(1,150 )	(325 )	(33 )
Profit/(loss) before tax		\$ 12,973	(3,919 )	(93,892 )
Income tax expense	15	(86 )	(207 )	(161 )
Net income/(loss) after tax		\$ 12,887	\$ (4,126 )	\$ (94,054 )
Attributable to the owners of parent		\$ 12,887	\$ (4,126 )	\$ (94,054 )
Basic net income/(loss) per share*		0.18	\$ (0.24 )	\$ (7.83 )
Diluted net income/(loss) per share*		0.18	\$ (0.24 )	\$ (7.83 )
Weighted average number of shares (basic)	6	73,147,668	17,541,310	12,012,133
Weighted average number of shares (diluted)	6	73,210,337	17,555,110	12,012,133

DHT Holdings, Inc.  
Statements of Comprehensive Income

Profit/(loss) for the year	\$ 12,887	\$ (4,126 )	\$ (94,054 )
Other comprehensive income:			
Items that will not be reclassified subsequently to profit or loss:			

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Remeasurement of defined benefit obligation/(loss)	14	(204 )	(113 )	–
Items that may be reclassified subsequently to profit or loss:				
Reclassification adjustment from previous cash flow hedges	9	–	–	756
Exchange gain/(loss) on translation of foreign currency				
denominated associate and subsidiary		(296 )	–	–
Total comprehensive income for the period		\$12,387	(4,239 )	(93,297 )
Attributable to the owners of parent		\$12,387	\$(4,239 )	\$(93,297 )

\* Adjusted for the 12-for-1 reverse stock split that became effective as of the close of trading on July 16, 2012.

The footnotes are an integral part of these consolidated financial statements

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DHT Holdings, Inc.

Consolidated statements of changes in stockholders' equity

(Dollars in thousands, except per share data)	Common Stock			Preferred Stock			Retained Earnings	Additional Paid-in Capital	Other Reserves	Cash Flow Hedges	Total Equity
	Shares*	Amount	Additional Capital	Shares	Amount	Additional Capital					
Balance at January 1, 2012	5,370,897	\$54	\$309,314	–	\$–	\$–	\$(102,164)	–	–	\$(756)	\$206,448
Net income/(loss) after tax	–	–	–	–	–	–	(94,054)	–	–	–	(94,054)
Other comprehensive income	–	–	–	–	–	–	–	–	756	–	756
Total comprehensive income	–	–	–	–	–	–	(94,054)	–	–	756	(93,297)
Cash dividends declared and paid	–	–	–	–	–	–	(9,040)	–	–	–	(9,040)
Issue of stock	11	2,503,200	25	17,000	442,666	5	58,969	–	–	–	75,999
Exchange of preferred stock	–	1,246,168	12	9,753	(73,304)	(1)	(9,765)	–	–	–	–
Compensation related to options and restricted stock	12	20,612	–	888	–	–	–	–	–	–	888
Balance at December 31, 2012	9,140,877	\$91	\$336,955	369,362	\$4	\$49,204	\$(205,258)	–	–	\$0	\$180,997

\* Adjust for the 12-for-1 reverse stock split that became effective as of the close of trading on July 16, 2012.

(Dollars in thousands, except per share data)	Common Stock			Preferred Stock			Retained Earnings	Additional Paid-in Capital	Other Reserves	Cash Flow Hedges	Total Equity
	Shares*	Amount	Additional Capital	Shares	Amount	Additional Capital					
Balance at January 1, 2013	9,140,877	\$91	\$336,955	369,362	\$4	\$49,204	\$(205,258)	–	–	–	\$180,997
Net income/(loss) after tax	–	–	–	–	–	–	(4,126)	–	–	–	(4,126)
Other comprehensive income	–	–	–	–	–	–	(113)	–	–	–	(113)
Total comprehensive income	–	–	–	–	–	–	(4,239)	–	–	–	(4,239)

income											
Cash dividends declared and paid		–	–	–	–	–	–	(1,186 )	–	–	– (1,186 )
Issue of stock	11	13,400,000	134	61,293	97,579	1	44,634	–	–	–	106,062
Exchange of preferred stock		6,349,730	63	49,144	(369,362)	(4)	(49,204)	–	–	–	–
Compensation related to options and restricted stock	12	150,368	1	–	–	–	–	–	–	3,118	– 3,119
Balance at December 31, 2013		29,040,975	\$290	\$447,393	97,579	\$1	\$44,634	\$(210,683)	\$–	\$3,118	\$– \$284,753

(Dollars in thousands, except per share data)	Common Stock			Preferred Stock			Retained Earnings	Translation Differences	Other Reserves	Cash Flow Hedges	Total Equity
	Shares	Amount	Additional Paid-in Capital	Shares	Amount	Additional Paid-in Capital					
Balance at January 1, 2014	29,040,975	\$290	\$447,393	97,579	\$1	\$44,634	\$(210,683)	\$–	\$3,118	\$–	\$284,753
Net income/(loss) after tax	–	–	–	–	–	–	12,887	–	–	–	12,887
Other comprehensive income	–	–	–	–	–	–	(204 )	(296)	–	–	(500 )
Total comprehensive income	–	–	–	–	–	–	12,683	(296)	–	–	12,387
Cash dividends declared and paid	–	–	–	–	–	–	(6,012 )	–	–	–	(6,012 )
Issue of stock	11	53,376,923	534	359,806	–	–	–	–	–	–	360,340
Exchange of preferred stock		9,757,900	98	44,537	(97,579)	(1)	(44,634)	–	–	–	–
Convertible bonds	–	–	21,787	–	–	–	–	–	–	–	21,787
Compensation related to options and restricted stock	12	334,288	3	–	–	–	–	–	–	1,594	– 1,597
Balance at December 31, 2014		92,510,086	\$925	\$873,522	–	\$–	\$–	\$(204,011)	\$(296)	\$4,712	\$– \$674,851

The footnotes are an integral part of these consolidated financial statements

Transaction costs on stock issues



The amount recognized as additional paid-in capital in 2014, 2013 and 2012, respectively, is after the deduction of share issue cost of \$16,907, \$637 and \$4,056, respectively.

Cash flow hedging reserves

The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on fair value of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the hedging instruments that are recognized and accumulated under the heading of cash flow hedging reserve will be reclassified to profit or loss only when the hedged transaction affects the profit or loss.

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DHT Holdings, Inc.  
Consolidated statements of cash flow

(Dollars in thousands)	Note	Year ended December 31 2014	Year ended December 31 2013	Year ended December 31 2012
Cash flows from operating activities:				
Net income/(loss)		\$ 12,887	\$ (4,126 )	\$ (94,054 )
Items included in net income not affecting cash flows:				
Depreciation and amortization	7	45,124	26,939	32,404
(Reversal of impairment charges)/impairment charges	7	(31,900 )	–	100,500
Amortization of upfront fees		1,875		
(Profit)/loss, sale of vessel		–	669	2,231
Fair value gain/(loss) on derivative financial liabilities	9	(507 )	–	(2,073 )
Compensation related to options and restricted stock	12	1,597	3,118	887
Share of profit in associated companies	16	(86 )	–	–
Changes in operating assets and liabilities:				
Accounts receivable and accrued revenues	9	1,535	(3,075 )	(8,853 )
Prepaid expenses	9	(742 )	255	1,298
Other long term receivables	9	–	–	54
Accounts payable and accrued expenses	8	7,577	(2,786 )	956
Prepaid charter hire	8	156	2,117	(8,202 )
Other non-current liabilities	8	–	–	(340 )
Bunkers, lube oils and consumables		(6,895 )	791	(3,616 )
Net cash provided by operating activities		\$ 30,621	23,902	21,192
Cash flows from investing activities:				
Investment in vessels	7	(157,387 )	(2,112 )	(3,819 )
Investment in vessels under constuction	7	(137,401 )	(37,095 )	–
Sale of vessels		–	22,233	13,662
Investment in subsidiary, net of cash acquired	3	(256,332 )	–	–
Dividend received from associated company		107	–	–
Investment in property, plant and equipment		(333 )	29	(23 )
Net cash provided by/(used in) investing activities		\$ (551,347 )	(16,945 )	9,820
Cash flows from financing activities				
Issuance of stock	11	360,340	106,063	75,944
Cash dividends paid	11	(6,012 )	(1,186 )	(9,040 )
Issuance of long term debt	9,10	342,992	–	–
Issuance of convertible bonds	10	145,862	–	–
Repayment of long-term debt	9,10	(281,838 )	(56,300 )	(69,237 )
Settlement of derivative financial liabilities	9	–	(772 )	–
Net cash provided by/(used in) financing activities		\$ 561,344	47,806	(2,333 )
Net increase in cash and cash equivalents		40,619	54,763	28,678
Cash and cash equivalents at beginning of period		126,065	71,302	42,624
Cash and cash equivalents at end of period	9,10	\$ 166,684	\$ 126,065	\$ 71,302

Specification of items included in operating activities:

Interest paid	9,907	3,954	6,872
Interest received	446	213	240

The footnotes are an integral part of these consolidated financial statements

Notes to the consolidated financial statements for year ended December 31, 2014

#### Note 1 - General information

DHT Holdings, Inc. (“DHT” or the “Company”) is a company incorporated under the laws of the Marshall Islands whose shares are listed on the New York Stock Exchange. The Company’s principal executive office is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

DHT Maritime, Inc. (formerly Double Hull Tankers, Inc.) was incorporated on April 14, 2005 under the laws of the Marshall Islands as a wholly owned indirect subsidiary of Overseas Shipholding Group, Inc. (“OSG”). In October 2005, DHT Maritime, Inc. completed its initial public offering. During the first half of 2007, OSG sold all of its common stock of the DHT Maritime, Inc. Subsequent to a corporate restructuring in March 2010, DHT Maritime, Inc. is now a wholly owned subsidiary of DHT.

The Company has 23 material wholly-owned subsidiaries of which ten are Marshall Island companies, three are Hong Kong companies, seven are Cayman Islands, two are Singapore companies and one is a Norwegian company. Eight of the Marshall Islands subsidiaries, the three Hong Kong subsidiaries and the seven Cayman Island subsidiaries are vessel owning companies (the “Vessel Subsidiaries”). The primary activity of each of the Vessel Subsidiaries is the ownership and operation of a vessel.

Our principal activity is the ownership and operation of a fleet of crude oil carriers. As of December 31, 2014 our fleet of eighteen owned vessels consisted of fourteen very large crude carriers, or “VLCCs,” which are tankers ranging in size from 200,000 to 320,000 deadweight tons, or “dwt,” two Suezmaxes, which are tankers ranging in size from 130,000 to 170,000 dwt, and two Aframax tankers, or “Aframax,” which are tankers ranging in size from 80,000 to 120,000 dwt. Our fleet principally operates on international routes and had a combined carrying capacity of 4,910,160 dwt.

With regards to amounts in the financial statements, these are shown in USD thousands.

#### Note 2 - Significant accounting principles

##### Basis of preparation

The financial statements have been prepared on a historical cost basis, except for derivative financial instruments that have been measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The principal accounting policies are set out below.

##### Statement of compliance

The DHT Holdings, Inc. consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

##### Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and entities controlled by the Company (its subsidiaries). Unless otherwise specified, all subsequent references to the “Company” refer to DHT and

its subsidiaries. Control is achieved where the Company has power over the investee, is exposed or has the rights to variable returns from its investment with an entity and has the ability to affect those returns through its power over the entity.

The results of subsidiaries acquired or disposed during the year are included in the consolidated financial statements from the effective date of acquisition or up to the effective date of disposal, as appropriate.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intercompany balances and transactions have been eliminated upon consolidation.

Acquisitions made by the Company which do not qualify as a business combination under IFRS 3 “Business Combinations”, are accounted for as asset acquisitions.

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## Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquire and the equity interests issued by the Company in exchange for control of the acquire. Acquisition-related costs are generally recognized in profit or loss as incurred.

At the acquisition date, the identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognized at their fair value, except for non-current assets that are classified as held for sale and are recognized at the lower of carrying amount and fair value less cost to sell, and deferred tax assets and liabilities which are recognized at nominal value.

Goodwill arising on acquisition is recognized as an asset measured at the excess of the sum of the consideration transferred, the fair value of any previously held equity interest and the amount of any non-controlling interests in the acquiree over the net amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the Company's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceed the total consideration of the business combination, the excess is recognized in the income statement immediately.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts or circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

## Investments in associates

An associated company is an entity over which the Company has significant influence and that is not a subsidiary or a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but without the ability to have control over those policies. Significant influence normally exists when the Company has 20% to 50% of the voting rights unless other terms and conditions affect the Company's influence.

The investments in associates are accounted for using the equity method. Such investments are initially recognized at cost. Cost includes the purchase price and other costs directly attributable to the acquisition such as professional fees and transaction costs.

Under the equity method the interest in the investment is based on the Company's proportional share of the associate's equity, including any excess value and goodwill. The Company recognizes its share of net income, including depreciation and amortization of excess values and impairment losses, in "Share of profit from associated companies".

The financial statements of the associate are prepared for the same reporting period as the Company. When necessary, adjustments are made to bring the accounting policies in line with those of the Company.

After application of the equity method, the Company determines whether it is necessary to recognize an impairment loss.

## Cash and cash equivalents

Interest-bearing deposits that are highly liquid investments and have a maturity of three months or less when purchased are included in cash and cash equivalents. Cash and cash equivalents are recorded at their nominal amount on the balance sheet.

#### Vessels

Vessels are stated at historical cost, less accumulated depreciation and accumulated impairment losses. For vessels purchased, these costs include expenditures that are directly attributable to the acquisition of these vessels. Depreciation is calculated on a straight-line basis over the useful life of the vessels, taking residual values into consideration, and adjusted for impairment charges or reversal of prior impairment charges, if any.

The estimated useful lives and residual values are reviewed at least at each year end, with the effect of any changes in estimate accounted for on a prospective basis. We assume an estimated useful life of 20 years. Each vessel's residual value is equal to the product of its lightweight tonnage and an estimated scrap rate per ton.

Capitalized drydocking costs are depreciated on a straight-line basis from the completion of a drydocking to the estimated completion of the next drydocking.

#### Vessels under construction - pre-delivery installments

The initial pre-delivery installments made for vessels ordered in 2013, have been recorded in the balance sheet as “Advances for vessels under construction” under Non-current assets. Vessels under construction are presented at cost less identified impairment losses, if any. Costs relating to vessels under construction include pre-delivery installments to the shipyard and other vessel costs incurred during the construction period that are directly attributable to construction of the vessels, including borrowing costs, if any, incurred during the construction period.

#### Docking and survey expenditure

The Company’s vessels are required to be drydocked every 30 to 60 months. The Company capitalizes drydocking costs as part of the relevant vessel and depreciates those costs on a straight-line basis from the completion of a drydocking to the estimated completion of the next drydocking. The residual value of such capital expenses is estimated at nil. Drydock costs include a variety of costs incurred during the drydock project, including expenses related to the drydock preparations, tank cleaning, gas freeing and re-inerting, purchase of spare parts, stores and services, port expenses at the drydock location, general shipyard expenses, expenses related to hull and outfitting, external surfaces and decks, cargo- and ballast tanks, engines, cargo systems, machinery, equipment and safety equipment on board the vessel as well as classification, CAP surveys and regulatory requirements. Costs related to ordinary maintenance performed during drydocking are charged to the income statement for the period which they are incurred.

#### Impairment of vessels

The carrying amounts of vessels held and used are reviewed for potential impairment whenever events or changes in circumstances indicate that the carrying amount of a particular asset may not be fully recoverable. An asset’s recoverable amount is the higher of an asset’s or cash generating unit’s (CGU) fair value less cost of disposal based on third-party broker valuations and its value in use and is determined for each individual asset, unless the asset does not generate cash inflows that are largely independent of those other assets or groups of assets. The Company views each vessel as a separate CGU. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Such impairment is recognized in the income statement. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The Company assess at each reporting date if there is any indication that an impairment recognized in prior period may no longer exist or may have decreased. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount, however not to an extent higher than the carrying amount that would have been determined, had no impairment loss been recognized in prior years. Such reversals are recognized in the income statement.

#### Property, plant and equipment other than vessels

Property, plant and equipment are stated at historical cost less accumulated depreciation and any impairment charges. Depreciations are calculated on a straight line basis over the assets expected useful life and adjusted for any impairment charges. Expected useful life is 5 years for furniture and fixtures and 3 years for computer equipment and software. Expected useful lives of long-lived assets are reviewed annually. Ordinary repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred. Major assets with different expected useful lives are reported as separate components. Property, plant and equipment are reviewed for potential impairment whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its



recoverable amount. The difference between the assets carrying amount and its recoverable amount is recognized in the in income statement as impairment. Property, plant and equipment that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

#### Bunkers

Bunkers is stated at the lower of cost and net realizable value. Cost is determined using the FIFO method and includes expenditures incurred in acquiring the bunkers and delivery cost less discounts.

#### Leases

The determination of whether an arrangement is, or contains a lease, is based on the substance of the arrangement at inception date: whether fulfillment of the arrangement is dependent on the use of a specific or assets or the arrangement conveys a right to use the asset. Time charters and bareboat charter arrangements are assessed to involve lease arrangements. Leases in which a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as operating lease. The charter arrangements whereby the Company's vessels are leased are treated as operating leases. Payments received under operating leases are further described in the paragraph discussing revenue.

## Revenue and expense recognition

Revenues from time charters and bareboat charters are accounted for as operating leases and are thus recognized on a straight line basis over the rental periods of such charters. Revenue is recognized from delivery of the vessel to the charterer, until the end of the lease term.

For vessels operating in commercial pools, revenues and voyage expenses are pooled and the resulting net pool revenues are allocated to the pool participants according to an agreed formula. Formula used to allocate net pool revenues allocate net revenues to pool participants on the basis of the number of days a vessel operates in the pool with weighting adjustments made to reflect differing capacities and performance capabilities. Net revenues generated from pools are recorded based on the net method.

For vessels operating on spot charters, voyage revenues are recognized ratably over the estimated length of each voyage, calculated on a discharge-to-discharge basis, and, therefore, are allocated between reporting periods based on the relative transit time in each period. We do not begin recognizing voyage revenue until a voyage charter has been agreed to by both the Company and the customer, even if the vessel has discharged its cargo and is sailing to the anticipated load port on its next voyage.

Voyage expenses are expenses incurred due to a vessel travelling to a destination, such as fuel cost and port charges and are expensed ratably over the estimated length of each voyage over the period from last discharge of cargo to the next estimated discharge of the current cargo. The impact of recognizing voyage expenses ratably over the length of each voyage is not materially different on an annual basis from a method of recognizing such costs as incurred.

Charter hire expense is expensed as incurred based on the charter rate stipulated in the charter agreement.

Vessel expenses are expensed when incurred and include crew costs, vessel stores and supplies, lubricating oils, maintenance and repairs, insurance and communication costs.

As part of the time charters and one of the bareboat charters that the Company had entered into with subsidiaries of OSG, the Company had the opportunity to earn additional hire when vessel earnings exceed the basic hire amounts set forth in the charters. Additional hire, if any, was calculated and paid quarterly in arrears and recognized as revenue in the quarter in which it was earned. These charters are no longer in effect.

## Financial liabilities

Financial liabilities are classified as either financial liabilities “at fair value through profit or loss” (FVTPL) or “other financial liabilities”. The FVTPL category comprises the Company’s derivatives. Other financial liabilities of the Company are classified as “other financial liabilities”.

### a) Other financial liabilities

Other financial liabilities, including debt, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

b) Derivatives

The Company uses interest rate swaps to convert part of the interest-bearing debt from floating to fixed rate.

Derivatives are initially recognized at fair value at the date a derivative contract is entered into and are subsequently re-measured to their fair value at each balance sheet date. The resulting gain and loss is recognized in profit or loss immediately.

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When a derivative is an effective hedge instrument, a change in the fair value is either offset against the change in fair value of the hedged item or recognized in other comprehensive income until the hedged item is recognized in income. The ineffective portion of effective hedges is immediately recognized in income. Changes in fair value of derivatives that are not effective hedges are recognized through income.

Hedge accounting is not applied, and all derivatives are recognized at fair value.

#### Fair Value Measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value is an exit price regardless of whether that price is directly observable or estimated using another valuation technique.

#### Financial assets – receivables

Trade receivables are measured at amortized cost using the effective interest method, less any impairment. Normally the interest element could be disregarded since the receivables are short term. The Company regularly reviews its accounts receivables and estimates the amount of uncollectible receivables each period and establishes an allowance for uncollectible amounts. The amount of the allowance is based on the age of unpaid amounts, information about the current financial strength of customers, and other relevant information.

#### Derecognition of financial assets and financial liabilities

The Company derecognises a financial asset only when the contractual rights to cash flows from the asset expire; or it transfers the financial asset and substantially all risks and reward of ownership of the asset to another entity.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

#### Foreign currency

The functional currency of the Company and each of the Vessel Subsidiaries is the U.S. dollar. This is because the Company's vessels operate in international shipping markets, in which revenues and expenses are settled in U.S. dollar, and the Company's most significant assets and liabilities in the form of vessels and related liabilities are denominated in U.S. dollar. For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Company's foreign operations are translated into U.S. dollar using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case the exchange rates at the date of the transactions are used. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in equity.

#### Balance Sheet Classification

Current assets and current liabilities include items due less than one year from the balance sheet date, and items related to the operating cycle, if longer, and those primarily held for trading. The current portion of long-term debt is included as current liabilities. Other assets than those described above are classified as non-current assets.

Where the Company holds a derivative as an economic hedge (even if hedge accounting is not applied) for a period beyond 12 months after the balance sheet date, the derivative is classified as non-current (or separated into current and non-current).

#### Related parties

Parties are related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are related if they are subject to common control or common significant influence. Key management personnel of the Company are also related parties. All transactions between the related parties are recorded at estimated market value.

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## Taxes

The Company is a foreign corporation that is not subject to United States federal income taxes. Further, the Company is not subject to income taxes imposed by the Marshall Islands, the country in which it is incorporated.

The Norwegian management company is subject to taxation in Norway and the subsidiary in Singapore is organized in compliance with the Singaporean shipping tax regime (AIS). The AIS entails no tax on operating profits from the shipping activity.

Income tax expense represents the sum of the taxes currently payable and deferred tax. Taxes payable are provided based on taxable profits at the current tax rate. Deferred taxes are recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized.

## Stock Compensation

Employees of the Company receive remuneration in the form of restricted common stock and stock options that is subject to vesting conditions. Equity-settled share based payment is measured at the fair value of the equity instrument at the grant date.

The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest.

## Pension

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which it occurs. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

The retirement benefit obligation recognized in the consolidated statement of financial position represents the actual deficit or surplus in the Group's defined benefit plan. Any surplus resulting from this calculation is limited to the present value of any economic benefit available in the form of refunds from the plans or reductions in future contributions to the plans.

## Segment information

The Company has only one operating segment, and consequently does not provide segment information, except for the entity wide disclosures required.

## Use of estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Areas where significant estimates have been applied are:

**Impairment testing of Vessels:** Impairment occurs when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The value in use calculation is based on a discounted cash flow model where the estimated future net cash flows of an asset are discounted. The Company's vessels transport crude oil and the earnings for our vessels are highly volatile. The recoverable amount is highly sensitive to the assumptions made for estimated future revenues per day for each of the vessels and to some extent the discount rate used to discount future cash flows.

**Depreciation:** As described above, the Company reviews estimated useful lives and residual values each year. Estimated useful lives may change due to changed end user requirements, costs related to maintenance and upgrades, technological development, competition as well as industry, environmental and legal requirements. In addition residual value may vary due to changes in market prices on scrap.

**Drydock period:** The drydock period impacts the depreciation rate applied to capitalized survey cost. The vessels are required by their respective classification societies to go through a dry dock at regular intervals. In general, vessels below the age of 15 years are docked every 5 years and vessels older than 15 years are docked every 2 1/2 years.

Stock based compensation: Expenditures related to stock based compensation are calculated using either a Monte Carlo simulation model or an option pricing model which includes various assumptions including strike price, vesting period, risk free rate and volatility.

#### Use of judgment

In the process of applying the Company's accounting policies, management has made the following judgments which have the most significant effect on the amounts recognized in the financial statements:

##### a) Commercial Pools

A commercial pool is a joint marketing office through which several shipowners market their ships. Each participating ship provides the commercial pool with its relative share of required working capital. The contractual relationship between a commercial pool and each participating ship is structured as a time charter whereby the daily rate earned for the ship is based actual earnings on a net revenue basis. Net revenues are gross freight less voyage related expenses shared amongst all the participating ships in accordance with a pool point formula and administrative fees for the commercial pool. The commercial pool is booking cargo, collecting gross freight, paying voyage related expenses such as but not limited to bunkers, port charges and broker commissions. The net revenues are distributed to each participating ship at irregular intervals in accordance with the pool point formula when funds are deemed available for distribution by the commercial pool. The Company has considered it appropriate to present this type of arrangement on a net basis in the income statement.

##### b) Impairment

Each of the Company's vessels has been treated as a separate Cash Generating Unit (CGU) as the vessels have cash inflows that are largely independent of the cash inflows from other assets and therefore can be subject to a value in use analysis.

#### Changes in accounting policy and disclosure

(a) New and revised IFRSs, and interpretations mandatory for the first time for the financial year beginning January 1, 2014. The adoption did not have any material effect on the financial statements.

##### Amendments to IFRS 10, IFRS 12 and IAS 27 Investment Entities

The amendments to IFRS 10 introduce an exception from the requirement to consolidate subsidiaries for an investment entity. Consequential amendments to IFRS 12 and IAS 27 have been made to introduce new disclosure requirements for investments entities.

##### Amendments to IAS 32 Offsetting Financial Assets and Financial Liabilities

These amendments clarify the meaning of "currently has a legally enforceable right to set-off" and also clarify the application of the IAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous.

##### Amendments to IAS 36 Recoverable Amount Disclosures for Non-Financial Assets

The amendments to IAS 36 remove the requirement to disclose the recoverable amount of a cash-generating unit (CGU) to which goodwill or other intangible assets with indefinite useful lives has been allocated when there has been no impairment or reversal of impairment of the related CGU. Furthermore, the amendments introduce additional disclosure requirements applicable to when the recoverable amount of an asset or a



CGU is measured at fair value less costs of disposal. These new disclosures include the fair value hierarchy, key assumptions and valuation techniques used which are in line with the disclosure required by IFRS 13 Fair Value Measurements.

**Amendments to IAS 39 Novation of Derivatives and Continuation of Hedge Accounting**

The amendments to IAS 39 provide relief from the requirement to discontinue hedge accounting when a derivative designated as a hedging instrument is novated under certain circumstances. The amendments also clarify that any change to the fair value of the derivative designated as a hedging instrument arising from the novation should be included in the assessment and measurement of hedge effectiveness.

**International Financial Reporting Interpretations Committee (“IFRIC”) 21 Levies**

IFRIC 21 addresses the issue as to when to recognize a liability to pay a levy imposed by a government. The Interpretation defines a levy, and specifies that the obligating event that gives rise to the liability is the activity that triggers the payment of the levy, as identified by legislation. The Interpretation provides guidance on how different levy arrangements should be accounted for, in particular, it clarifies that neither economic compulsion nor the going concern basis of financial statements preparation implies that an entity has a present obligation to pay a levy that will be triggered by operating in a future period.

(b) New and revised IFRSs that are not mandatorily effective (but allow early application) for the year ended December 31, 2014.

It is currently assessed that none of the standards, amendments and interpretation to existing standards will have material impact on the financial statements as the currently is presented, however they may have impact in the future. The Company has not applied the following new and revised IFRSs that have been issued but are not yet mandatorily effective:

IFRS 9	Financial Instruments
IFRS 14	Regulatory Deferral Accounts
IFRS 15	Revenue from Contracts with Customers
Amendments to IFRS 11	Accounting for Acquisitions of Interests in Joint Operations
Amendments to IAS 16 and IAS 38	Clarification of Acceptable Methods of Depreciation and Amortization
Amendments to IAS 16 and IAS 41	Agriculture: Bearer Plants
Amendments to IAS 19	Defined Benefit Plans: Employee Contributions
Amendments to IFRSs	Annual Improvements to IFRSs 2010-2012 Cycle
Amendments to IFRSs	Annual Improvements to IFRSs 2011-2014 Cycle

**IFRS 9 Financial Instruments: Classification and Measurement.**

Phase 1 of IFRS 9 Financial Instruments, the accounting standard that will eventually replace IAS 39 Financial Instruments: Recognition and Measurement, has been published. As each phase is completed, chapters with the new requirements will be added to IFRS 9, and the relevant portions deleted from IAS 39. Phase 1 of IFRS 9 is applicable to all financial assets within the scope of IAS 39. At initial recognition, all financial assets (including hybrid contracts with a financial asset host) are measured at fair value. For subsequent measurement, financial assets that are debt instruments are classified at amortized cost or fair value on the basis of both: a) The entity's business model for managing the financial assets; and b) The contractual cash flow characteristics of the financial asset.

All other debt instruments are subsequently measured at fair value. All financial assets that are equity investments are measured at fair value either through Other Comprehensive Income (OCI) or profit or loss.

IFRS 9 is effective for reporting periods beginning on or after January 1, 2018 with earlier application permitted.

**IFRS 15 Revenue from Contracts with Customers**

In May 2014, IFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 will supersede the current revenue recognition guidance including IAS 18 Revenue, IAS 11 Construction Contracts and the related Interpretations when it becomes effective.

The core principle of IFRS 15 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. Specifically, the Standard introduce a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligation in the contract
- Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performed obligation in the contract

Step 5: Recognize the revenue when (or as) the entity satisfies a performance obligation

Under IFRS 15, an entity recognizes revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

Extensive disclosures are required by the new standard.

IFRS 15 is effective for reporting periods beginning on or after January 1, 2017 with early application permitted.

Annual Improvements project to IFRSs 2010-2012 Cycle.

The improvement project is an annual project that provides a mechanism for making necessary but non urgent amendments in several standards. This annual improvement includes the following standards and topics:

The amendments to IFRS 2 (i) change the definition of “vesting condition” and “market condition”; and (ii) add definitions for “performance condition” and “service condition” which were previously included within the definition of “vesting condition”. The amendments to IFRS 2 are effective for share-based payment transactions for which the grant date is on or after 1 July 2014.

The amendments to IFRS 3 clarify that contingent consideration that is classified as an asset or a liability should be measured at fair value each reporting date, irrespective of whether the contingent consideration is a financial instrument within the scope of IFRS 9 or IAS 39 or a non-financial asset or liability. Changes in fair value (other than measurement period adjustments) should be recognized in profit and loss. The amendments to IFRS 3 are effective for business combinations for which the acquisition date is on or after 1 July 2014.

The amendments to IFRS 8 (i) require an entity to disclose the judgements made by management in applying the aggregation criteria to operation segments, including a description of the operating segments aggregated and the economic indicators assessed in determining whether the operating segments have ‘similar economic characteristics’; and (ii) clarify that a reconciliation of the total of the reportable segments’ assets to the entity’s assets should only be provided if the segment assets are regularly provided by the chief operating decision-maker.

The amendments to the basis conclusions of IFRS 13 clarify that the issue of IFRS 13 and consequential amendments to IAS 39 and IFRS 9 did not remove the ability to measure short-term receivables and payables with no stated interest rate at their invoice amounts without discounting, if the effect of discounting is immaterial. As the amendments do not contain any effective date, they are considered to be immediately effective.

The amendments to IAS 16 and IAS 38 remove perceived inconsistencies in the accounting for accumulated depreciation/amortization when an item of property, plant and equipment or an intangible asset is revalued. The amended standards clarify that the gross carrying amount is adjusted in a manner consistent with the revaluation of the carrying amount of the asset and that accumulated depreciation/amortization is the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.

The amendments to IAS 24 clarify that a management entity providing key management personnel services to a reporting entity is a related party of the reporting entity. Consequently, the reporting entity should disclose as related party transactions the amounts incurred for the service paid or payable to the management entity for the provision of key management personnel services. However, disclosure of the components of such compensation is not required.

Annual Improvements project to IFRSs 2011-2013 Cycle.

The improvement project is an annual project that provides a mechanism for making necessary but non urgent amendments in several standards. This annual improvement includes the following standards and topics:

The amendment to IFRS 3 clarify that the standard does not apply to the accounting for the formation of all types of joint arrangement in the financial statements of the joint arrangement itself.

The amendment to IFRS 13 clarify that the scope of the portfolio exception for measuring the fair value of a group of financial assets and financial liabilities on a net basis includes all contracts that are within the scope of, and accounted for in accordance with IAS 39 or IFRS 9, even if those contracts do not meet the definitions of financial assets or financial liabilities within IAS 32.

The amendments to IAS 40 clarify that IAS 40 and IFRS 3 are not mutually exclusive and application of both standards may be required. Consequently, an entity acquiring investment property must determine whether:

(a)The property meets the definition of investment property in terms of IAS 40; and

(b)The transaction meets the definition of business combination under IFRS 3.

#### Note 3 – Business Combinations

##### Samco Shipholding Pte. Ltd. – Singapore

On September 16, 2014 DHT Holdings Inc. acquired all the outstanding shares of Samco Shipholding Pte. Ltd., a private company incorporated under the laws of the Republic of Singapore, for an estimated purchase price of \$325,158 of which \$317,000 has been paid as of December 31, 2014 including \$5,000 that has been deposited in an escrow fund pending final determination of any purchase price adjustment following the closing. DHT used the net proceeds of its September 2014 registered direct offering of shares of common stock and concurrent private placement of convertible senior notes, plus cash on hand, to fund the acquisition.

Samco owns and operate a fleet of seven very large crude oil tankers with an average age of approximately 5.0 years. Five of the vessels are currently on time charters to oil majors. Included in the transaction was Samco's 50% ownership in Goodwood Ship Management Pte. Ltd., a private ship management company incorporated under the laws of the Republic of Singapore.

DHT's acquisition of Samco is part of DHT's growth strategy by acquiring vessels or companies with high quality vessels. As a result of the acquisition, DHT now has a fleet of 20 VLCCs (including six VLCCs under construction at HHI), two Suezmaxes and two Aframax.

The preliminary purchase price allocation ("PPA"), which was performed with assistance from third-party valuation experts, has been determined to be provisional. The purchase price allocation is provisional pending the finalization of the purchase price consideration and a final assessment of the identifiable net assets. No goodwill has at this point been identified in the transaction.

The table below discloses preliminary fair values as of December 31, 2014:

Fair value of the net assets and liabilities acquired (Preliminary purchase price allocation):

(Dollars in thousands)	Preliminary fair values as of acquisition date
Assets	
Vessels and time charter contracts	580,733
Property, plant and equipment	18
Associated company	2,764
Accounts receivables	13,349
Inventories	6,186
Cash and cash equivalents	60,673
<b>Total assets</b>	<b>663,723</b>
Liabilities and equity	
Total shareholders' equity	325,158
Long-term liabilities, interest-bearing	276,268
Current liabilities,	51,587

interest-bearing	
Accounts	
payable	10,710
Total liabilities	
and equity	663,723

Based on the above preliminary fair values as of September 16, 2014, the purchase price is estimated to \$325,158 pending final determination of any final purchase price adjustment following the closing. The transaction included a total of \$60,673 in cash from Samco.

Net cash	
outflow of	
acquisition of	
subsidiary	
Initial	
consideration	
paid in cash	317,005
Less: cash and	
cash equivalent	
balances	
acquired	(60,673 )
Net initial cash	
outflow as per	
December 31,	
2014	256,332
Estimated total	
consideration	325,158
Estimated	
additional cash	
consideration	8,153
Transaction	
expenses	
Fees booked	
against G&A	2,446
Fees booked	
against Equity	
offering	6,107
Fees booked	
against	
Convertible	
Bond	4,138
Fees booked	
against loans	
(Samco	
refinancing)	560
Total	13,251





**Impact of acquisition on the result of the Company**

For the period from September 17 to December 31, 2014, Samco has contributed \$31,552 to shipping revenues and a loss of \$247 before tax of the Company. If the business combination had taken place at the beginning of the year, the combined shipping revenues would have been \$211,750 on a proforma basis and the combined result before tax would have been \$1,862 on a proforma basis. To arrive at the combined proforma result before tax we have made the following proforma adjustments: \$11,730 in interest expense related to the convertible senior notes calculated using an effective interest rate method, \$5,602 related to the amortization of the fair value adjustment of Samco's time charter contracts and \$4,690 in increased depreciation expense related to the fair value adjustments of the Samco vessels including the effect of changing the depreciation period from 25 years to 20 years in order to align the estimated economic life of the Samco vessels with DHT's current accounting policy.

Management has excluded Samco from its assessment of internal control over financial reporting as of December 31, 2014 because the company was acquired by DHT in a business combination during September 2014. Total assets and total shipping revenues of Samco represent approximately 47%, or \$647,580 and 21%, or \$31,552, respectively, of the related consolidated financial statement amounts as of, and for the year ended, December 31, 2014.

**Note 4 - Segment information****Operating Segments:**

Since DHT's business is limited to operating a fleet of crude oil tankers, management has organized and manages the entity as one segment based upon the service provided. Consequently, the Company has one operating segment as defined in IFRS 8, Operating Segments.

**Entity-wide disclosures:****Information about major customers:**

As of December 31, 2014, the Company had 18 vessels in operation; six were on fixed rate time charters, two on index based time charters and ten vessels operating in the spot market.

For the period from January 1, 2014 to December 31, 2014, five customers represented \$22,200, \$14,200, \$13,900, \$12,900 and \$12,600, respectively, of the Company's revenues. For the period from January 1, 2013 to December 31, 2013, three customers represented \$7,600, \$6,100 and \$5,500 of the Company's revenues, respectively, not including the \$15,400 in payment from Citigroup related to final settlement of the sale of the OSG claim.

**Note 5 - Charter arrangements**

The below table details the Company's shipping revenues:

	2014	2013	2012
Time charter revenues	\$67,309	\$20,526	\$51,437
Bareboat charter revenues	–	357	18,809
Voyage charter revenues	76,267	40,579	12,430
Pool revenues	4,294	8,576	14,518
Other shipping revenues	2,919	16,974	–
Shipping revenues	\$150,789	\$87,012	\$97,194

Other shipping revenues include the total payments of \$1,500 and \$15,364 received from Citigroup related to the Claims against OSG in 2014 and 2013, respectively.

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The following summarizes the Company's vessel employment as of December 31, 2014:

Vessel	Type of Employment	Expiry
VLCC		
DHT Ann	Index Time Charter*	Q3 2015
DHT Chris	Index Time Charter*	Q1 2015
DHT Eagle		
DHT Phoenix	Spot	
DHT Falcon	Spot	
DHT Hawk	Spot	
DHT Condor	Spot	
Samco Scandinavia	Spot	
Samco Europe	Spot	
Samco China	Time Charter	Q2 2021
Samco Amazon	Time Charter	Q2 2015
Samco Redwood	Time Charter	Q1 2016
Samco Sundarbans	Time Charter	Q1 2015
Samco Taiga	Time Charter	Q4 2015
Suezmax		
DHT Target	Spot	
DHT Trader	Spot	
Aframax		
DHT Cathy	Time Charter	Q2 2015
DHT Sophie	Spot	

\* Earnings calculated on daily basis based on index

In connection with the Chapter 11 bankruptcy filing by OSG and certain of its affiliates that commenced in November 14, 2012, OSG rejected the Company's two long-term bareboat charters with the approval of the presiding bankruptcy court. The DHT Trader (ex. Overseas London) was redelivered in December 2012 and the DHT Target (ex. Overseas Newcastle) was redelivered on January 15, 2013.

On March 6, 2013, subsidiaries of DHT filed proofs of the claims in the Delaware bankruptcy court against subsidiaries of OSG in aggregate amount of \$51,800. On March 14, 2013, DHT entered into Assignment of Claims Agreements with Citigroup Financial Products Inc. ("Citigroup") in connection with the Claims whereby Citigroup agreed to purchase the undivided 100% interest in the Company's right and title and interest in the Claims. Any payment from Citigroup was recorded as shipping revenue when a final claim amount was approved by the bankruptcy court. In November 2013, DHT and OSG agreed to a final claim amount of \$46,000 and the amount was approved by the bankruptcy court on December 19, 2013. The total payments received from Citigroup of \$15,364 (including the final payment of \$8,469 made on January 7, 2014) have been recorded as shipping revenue in our financial statements for 2013.

Time charter with Frontline Ltd.:

The DHT Eagle was on time charter to a subsidiary of Frontline which commenced in May 2011 and expired in May 2013. The charter rate at commencement of the charter was \$32,500 per day less commission payable monthly in advance. In December 2011, the charter was amended whereby the charter hire payable monthly shall be \$26,000 per day for the remaining period of the charter commencing January 1, 2012. The difference of \$6,500 per day, was paid in arrears with one lump sum payment in December 2012 and a second lump sum payment at the end of the charter

period in the second quarter of 2013.

#### Tankers International Pool

One vessel was operated in the Tankers International Pool for the first seven months of 2014. In pools, revenues allocated to the DHT vessels are based on the number of days a vessel operates in the pool with weighting adjustments made to reflect differing capacities and performance capabilities. As of December 31, 2014, \$75 in accrued charter hire relates to Tankers International Pool.

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## Future charter payments:

The future revenues expected to be received from the fixed rate time charters for the Company's vessels on existing charters as of the balance sheet date and the related revenue days (which represent calendar days, less estimated days that the time chartered vessels are not available for employment due to repairs or drydock) are as follows:

Year	Amount
2015	\$ 58,139
2016	18,163
2017	13,810
2018	14,904
2019	15,009
Thereafter	22,493
Net charter payments:	\$ 142,518

Future charter payments do not include any extension periods unless already exercised as of December 31, 2014. Revenues from a time charter are not received when a vessel is off-hire, including time required for normal periodic maintenance of the vessel. In arriving at the minimum future charter revenues, an estimated time for off-hire to perform periodic maintenance on each vessel has been deducted, although there is no assurance that such estimate will be reflective of the actual off-hire in the future.

## Deferred Shipping Revenues:

Relates to next month charter hire payment paid in advance amounting to \$2,428 and \$2,271 in 2014 and 2013, respectively and other items of \$0 and \$0, respectively.

## Concentration of risk:

As of December 31, 2014, eight of the Company's eighteen vessels are chartered to five different counterparties and ten vessels are operated in the spot market. The Company believes that the concentration of risk is limited and can be adequately monitored. As of December 31, 2013, six of the Company's eight vessels were chartered to five different counterparties, one vessel was operated in the spot market and one vessel was operated in the Tankers International Pool.

## Note 6 - Earnings per share

The computation of basic earnings per share is based on the weighted average number of common shares outstanding during the period and assumes all Series B Participating Preferred shares issued on November 29, 2013 had been exchanged for common stock as of December 31, 2013. The computation of diluted earnings per share assumes the exercise of all dilutive stock options and restricted shares using the treasury stock method. At the Company's 2012 annual general meeting of shareholders, the shareholders voted to authorize the board of directors to effect a reverse stock split of DHT's common stock, par value of \$0.01 per share, at a reverse stock split ratio of 12-for-1. The weighted average shares outstanding and earnings per share have been adjusted retrospectively for the 12-for-1 reverse stock split which was effective as of the close of business July 16, 2012. The components of the calculation of basic earnings per share and diluted earnings per share ("EPS") are as follows:

	2014	2013	2012
Net income/(loss) for the period used for the EPS calculations	\$ 12,887	\$(4,126 )	\$(94,054 )

Basic earnings per share:

Weighted average shares outstanding, basic	73,147,668	17,541,310	12,012,133
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Diluted earnings per share:

Weighted average shares outstanding, basic	73,147,668	17,541,310	12,012,133
Dilutive equity awards*	62,669	13,800	-
Weighted average shares outstanding, dilutive	73,210,337	17,555,110	12,012,133

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## Note 7 - Vessels and subsidiaries

The Vessels are owned by companies incorporated in the Marshall Islands, Cayman Islands and Hong Kong. The Vessel Subsidiaries are wholly owned directly by the Company or indirectly through the wholly owned subsidiaries DHT Maritime, Inc. and Samco Shipholding Pte. Ltd., respectively. The primary activity of each of the Vessel Subsidiaries is the ownership and operation of a Vessel. In addition the Company has a vessel chartering subsidiary and two subsidiaries, DHT Management AS (Norway) and DHT Ship Management (Singapore) Pte. Ltd., which perform management services for DHT and its subsidiaries. The following table sets out the details of the Vessel Subsidiaries included in these consolidated financial statements:

Company	Vessel name	Dwt	Flag State	Year Built
Chris Tanker Corporation	DHT Chris	309,285	Marshall Islands	2001
Ann Tanker Corporation	DHT Ann	309,327	Marshall Islands	2001
Newcastle Tanker Corporation	DHT Target	164,626	Marshall Islands	2001
London Tanker Corporation	DHT Trader	152,923	Marshall Islands	2000
Cathy Tanker Corporation	DHT Cathy	115,000	Marshall Islands	2004
Sophie Tanker Corporation	DHT Sophie	115,000	Marshall Islands	2003
DHT Phoenix, Inc.	DHT Phoenix	307,151	Marshall Islands	1999
DHT Eagle, Inc.	DHT Eagle	309,064	Marshall Islands	2002
DHT Falcon Ltd.	DHT Falcon	298,971	Hong Kong	2006
DHT Hawk Ltd.	DHT Hawk	298,923	Hong Kong	2007
DHT Condor Ltd.	DHT Condor	320,050	Hong Kong	2004
Samco Gamma Ltd	Samco Scandinavia	317,826	Cayman Islands	2006
Samco Delta Ltd	Samco Europe	317,260	Cayman Islands	2007
Samco Epsilon Ltd	Samco China	317,794	Cayman Islands	2007
Samco Eta Ltd	Samco Amazon	314,240	Cayman Islands	2011
Samco Kappa Ltd	Samco Redwood	314,240	Cayman Islands	2011
Samco Theta Ltd	Samco Sundarbans	314,240	Cayman Islands	2012
Samco Iota Ltd	Samco Taiga	314,240	Cayman Islands	2012

DHT Chartering,  
Inc.\*

\*The Venture Spirit, which was delivered to DHT on May 16, 2011, was time chartered in for a period of 16 to 18 months at a rate of \$27,000 per day. The vessel was operated in the Tankers International Pool until June 2012 and was on a voyage charter until redeliver to its owner in September 2012. The charter hire was paid monthly in advance and the charter was accounted for as an operating lease. The charter hire expense related to the Venture Spirit in 2012 was \$6,900.

Subsidiaries dissolved during 2013

Regal Unity Tanker Corporation	DHT Regal*	309,966	Marshall Islands	1997
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\*The DHT Regal was sold during 2013 resulting in a total loss of \$669. The vessel subsidiary Regal Unity Tanker Corporation was dissolved in 2013.



## Vessels

(Dollars in thousands)	Vessels	Drydock	Total
<b>Cost</b>			
As of January 1, 2014	557,358	8,454	565,812
Additions	146,653	10,734	157,387
Acquisitions through business combinations	564,886	5,150	570,036
Additions, TC Contracts	10,680	–	10,680
Disposals	–	–	–
As of December 31, 2014	1,279,576	24,338	1,303,915
<b>Accumulated depreciation and impairment</b>			
As of January 1, 2014	(298,797 )	(3,874 )	(302,670 )
Charge for the period	(41,187 )	(3,789 )	(44,978 )
Impairment, reversal	31,900	–	31,900
Disposals	–	–	–
As of December 31, 2014	(308,084 )	(7,663 )	(315,746 )
<b>Net book value</b>			
As of December 31, 2014	971,492	16,675	988,168
<b>Cost</b>			
As of January 1, 2013	603,366	10,192	613,558
Additions	177	1,943	2,120
Disposals	(46,185 )	(3,681 )	(49,866 )
As of December 31, 2013	557,358	8,454	565,812
<b>Accumulated depreciation and impairment</b>			
As of January 1, 2013	(300,529 )	(3,007 )	(303,535 )
Charge for the period	(24,111 )	(1,980 )	(26,091 )
Impairment	–	–	–
Disposals	25,843	1,113	26,956
As of December 31, 2013	(298,797 )	(3,874 )	(302,670 )
<b>Net book value</b>			
As of December 31, 2013	258,561	4,581	263,142
<b>Vessels under construction</b>			
<b>Cost</b>			
As of January 1, 2014	37,095	–	37,095
Additions	137,401	–	137,401
As of December 31, 2014	174,496	–	174,496
<b>Cost</b>			
As of January 1, 2013	–	–	–
Additions	37,095	–	37,095
As of December 31, 2013	37,095	–	37,095

As of December 31, 2014, accumulated depreciation for the eighteen vessels owned by the Company on December 31, 2014 amounted to \$191,148 and total impairment charges amounted to \$124,600 (net of the reversal of prior impairment charges of \$31,900 recorded in 2014).

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Vessels under construction:

We had six VLCCs under construction with Hyundai Heavy Industries Co., Ltd. (“HHI”), as of December 31, 2014 for an aggregate purchase price of \$573.1 million, of which \$171.0 million was paid as of that date. The remaining predelivery payments totaling \$114.0 million are due in 2015. The final payments at delivery of the vessels totaling \$288.1 million due with \$50.2 million in 2015 and \$237.9 million in 2016 are planned to be funded with debt financing of which \$190.4 million related to four of the newbuildings has been secured. The initial pre-delivery installments made for the vessels ordered in 2013 and 2014, have been recorded in the balance sheet as “Advances for vessels under construction” under Non-current assets. Costs relating to vessels under construction include pre-delivery installments to the shipyard and other vessel costs incurred during the construction period that are directly attributable to construction of the vessels, including borrowing costs incurred during the construction period. In 2014 we recorded \$3,252 in borrowing costs related to the vessels under construction.

Depreciation:

We have assumed an estimated useful life of 20 years for our vessels. Depreciation is calculated taking residual value into consideration. Each vessel’s residual value is equal to the product of its lightweight tonnage and an estimated scrap rate per ton. Estimated scrap rate used as a basis for depreciation is \$300 per ton, unchanged from 2013. Capitalized drydocking costs are depreciated on a straight-line basis from the completion of a drydocking to the estimated completion of the next drydocking.

Impairment:

During the year, the Company carried out a review of the recoverable amount of its vessels. A vessel’s recoverable amount is the higher of the vessel’s fair value less cost of disposal and its value in use. The carrying values of our vessels may not represent their fair market value at any point in time since the market prices of second-hand vessels tend to fluctuate with changes in charter rates and the cost of constructing new vessels. Historically, both charter rates and vessel values have been cyclical. The carrying amounts of vessels held and used by us are reviewed for potential impairment or reversal of prior impairment charges whenever events or changes in circumstances indicate that the carrying amount of a particular vessel may not accurately reflect the recoverable amount of a particular vessel. The Company has performed impairment tests using the “value in use” method during each quarter in 2014. Each of the Company’s vessels have been viewed a separate Cash Generating Unit (CGU) as the vessels have cash inflows that are largely independent of the cash inflows from other assets and therefore can be subject to a value in use analysis. In assessing “value in use”, the estimated future cash flows are discounted to their present value. In developing estimates of future cash flows, we must make significant assumptions about future charter rates, future use of vessels, ship operating expenses, drydocking expenditures, utilization rate, fixed commercial and technical management fees, residual value of vessels, the estimated remaining useful lives of the vessels and the discount rate. These assumptions are based on current market conditions, historical trends as well as future expectations. Estimated outflows for ship operating expenses and drydocking expenditures are based on a combination of historical and budgeted costs and are adjusted for assumed inflation. Utilization, including estimated off-hire time, is based on historical experience. Although management believes that the assumptions used to evaluate potential impairment are reasonable and appropriate, such assumptions are subjective.

In 2014, the impairment tests performed did not result in any impairment charge. However, with respect to the six vessels with prior recorded impairment charges we recorded a reversal of prior impairment charges totaling \$31,900. The impairment test as of December 31, 2014 was performed using an estimated WACC of 7.87% (2013: 8.83%). As DHT operates in a non-taxable environment, the WACC is the same on a before- and after-tax basis. The rates used for the impairment testing are as follows: (a) the estimated current one-year time charter rate for the first three years

and (b) the 10-year historical average one-year time charter rate thereafter with both a) and b) reduced by 20% for vessels above the age of 15 years. The time charter equivalent rates used for the impairment test as of December 31, 2014 for the first three years were \$38,000 per day, \$32,000 per day and \$23,000 per day (being the current one-year time charter rate estimated by brokers), for VLCC, Suezmax and Aframax, respectively, and reduced by 20% for vessels above the age of 15 years. Thereafter the time charter equivalent rates used were \$41,842 per day, \$31,299 per day and \$23,598 per day (being the 10-year historical average one-year time charter rate), for VLCC, Suezmax and Aframax, respectively and reduced by 20% for vessels above the age of 15 years. For vessels on charter we assumed the contractual rate for the remaining term of the charter. If the estimated WACC had been 1% higher, the reversal of prior impairment charges as of December 31, 2014 would have been \$30,000 and we would have recorded an impairment charge related to some of our vessels of \$12,700 as of December 31, 2014. If the estimated future net cash flows after the expiry of fixed charter periods had been 10% lower, the reversal of prior impairment charges would have been \$14,400 and we would have recorded an impairment charge related to some of our vessels totaling \$12,600. Also, had we used the one-, three-, five-, and ten-year historical average for the one-year time charter rates for the expected life of the vessels reduced by 20% (those vessels being above the age of 15 years), the reversal of prior impairment charges as of December 31, 2014 would have been \$7,500, \$7,500, \$7,500 and \$30,700, respectively and the impairment charge would have been \$24,700, \$25,200, \$28,200 and \$0, respectively.

In 2013, the impairment tests performed did not result in any impairment charge. The impairment test as of December 31, 2013 was performed using an estimated WACC of 8.83%. The rates used for the impairment testing were as follows: (a) the estimated current one-year time charter rate for the first three years and (b) the 10-year historical average one-year time charter rate reduced by 10% (to reflect the age of the vessels) thereafter. The time charter equivalent rates used for the impairment test as of December 31, 2013 for the first three years were \$27,000 per day, \$18,000 per day and \$14,500 per day, for VLCC, Suezmax and Aframax, respectively. Thereafter the time charter equivalent rates used were \$40,115 per day, \$29,767 per day and \$22,378 per day, for VLCC, Suezmax and Aframax, respectively. For vessels on charter we assumed the contractual rate for the remaining term of the charter. If the estimated WACC had been 1% higher, the impairment charge as of December 31, 2013 would have been \$2,900. If the estimated future net cash flows after the expiry of fixed charter periods had been 10% lower, the impairment charge would have been \$14,600. Also, had we used the one-, three- and five-year historical average one-year time charter rates instead, the impairment charge as of December 31, 2013 would have been \$131,300, \$102,800 and \$27,400, respectively. Historical averages for periods 10 years and longer would not have resulted in any impairment charge.

During the third quarter of 2012, the Company adjusted the carrying value of its fleet through a non-cash impairment charge of \$92,500 in connection with the continued weak tanker market and following OSG's announcement regarding its solvency and anticipation of OSG's rejection of the long-term bareboat charters for DHT Target (formerly Overseas Newcastle) and DHT Trader (formerly Overseas London). The impairment test was performed using an estimated WACC of 8.39%. The main changes from previous impairment tests was that we assumed an estimated useful life of 20 years, down from 25 years and a reassessment of the long-term bareboat charters with OSG due to the announcement by OSG regarding its solvency.

We performed an impairment test using the value in use method as of December 31, 2012. The impairment test resulted in an impairment charge during the fourth quarter of 2012 of \$8,000. This impairment charge related to a single vessel, the DHT Regal, which we had taken exploratory steps to sell and reflected the difference between the carrying value of the vessel as of December 31, 2012 and our estimate of the vessel's fair market value less cost of disposal at that time. The rates used for the impairment testing were as follows: (a) the estimated current one-year time charter rate for the first three years and (b) the 10-year historical average one-year time charter rate reduced by 10% (to reflect the age of the vessels) thereafter. The time charter equivalent rates used for the impairment test as of December 31, 2012 were for the first three years \$21,000 per day, \$17,000 per day and \$14,000 per day, for VLCC, Suezmax and Aframax, respectively. Thereafter the time charter equivalent rates used were \$41,419 per day, \$30,787 per day and \$23,069 per day, for VLCC, Suezmax and Aframax, respectively. For vessels on charter we assumed the contractual rate for the remaining term of the charter. If the estimated WACC had been 1% higher, the impairment charge for the fourth quarter would have been unchanged. If the estimated future net cash flows after the expiry of fixed charter periods had been 10% lower, the impairment charge would have been \$18,300 higher. Also, had we used the one- and three-year historical average one-year time charter rates instead, the impairment charge for the fourth quarter of 2012 would have been \$127,200 and \$47,300 higher, respectively. Historical averages for periods five years and longer would not have resulted in any additional impairment charge.

Intangible assets:

	Other intangible assets
Net carrying amount 01/01/2014	–

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Additions	10,680
Disposals	—
Amortization	(1,627 )
Net carrying amount 12/31/2014	9,053

As at 12/31/2014	
Cost	10,680
Accumulated amortization	(1,627 )
Net carrying amount	9,053

Other intangible assets include:

		Carrying amount	
	Expected useful life	12/31/2013	12/31/2014
Samco Amazon charter	Finite	–	283
Samco Redwood charter	Finite	–	–
Samco Sundarbans charter	Finite	–	1,374
Samco China charter	Finite	–	6,318
Samco Taiga charter	Finite	–	1,078
Total		–	9,053

Intangible assets with a finite expected useful life are as a general rule amortized on a straight line basis over the expected useful life. The amortization period of the intangible assets are from 0.3 years to 6.75 years. Time charter contracts are presented on the same line as vessels in the statement of financial position.

Pledged assets:

All of the Company's 18 vessels have been pledged as collateral under the Company's secured credit facilities.

Technical Management Agreements:

The Company has entered into agreements with third party technical managers which are responsible for the technical operation and upkeep of the vessels, including crewing, maintenance, repairs and dry-dockings, maintaining required vetting approvals and relevant inspections, and to ensure DHT's fleet complies with the requirements of classification societies as well as relevant governments, flag states, environmental and other regulations. Under the ship management agreements, each vessel subsidiary pays the actual cost associated with the technical management and an annual management fee for the relevant vessel.

Note 8 - Accounts payable and accrued expenses

Accounts payable and accrued expenses consist of the following:

(Dollars in thousands)	2014	2013
Accounts payable	\$ 3,636	\$ –
Accrued interest	4,239	588
	5,507	1,405

Accrued voyage expenses		
Accrued employee compensation	5,467	1,394
Payable, acquisition of company	8,153	–
Other	2,997	142
Total accounts payable and accrued expenses	\$ 29,999	\$ 3,529

Note 9 - Financial instruments  
(Dollars in thousands)

Classes of financial instruments

Financial assets	Carrying amount	
	2014	2013
Cash and cash equivalents*	166,684	126,065
Trade and other receivables	28,708	16,951
Total	\$ 195,392	\$ 143,017

\* Cash and cash equivalents include \$243 in restricted cash in 2014 and \$280 in 2013, including employee withholding.

Financial liabilities	2014	2013
Accounts payables and accrued expenses	\$ 29,999	\$ 3,529
Derivative financial liabilities, current	3,518	–
Current portion long term debt	31,961	–
Derivative financial liabilities, non-current	6,019	–
Long term interest bearing debt	629,320	156,046
Total financial liabilities	\$ 700,817	\$ 159,575



## Categories of financial instruments

Financial assets	Carrying amount	
	2014	2013
Cash and cash equivalents	166,684	126,065
Loans and receivables	28,708	16,951
<b>Total</b>	<b>\$ 195,392</b>	<b>\$ 143,017</b>
Financial liabilities	2014	2013
Fair value through profit or loss	\$ 9,537	\$ –
Financial liabilities at amortized cost	691,280	159,575
<b>Total</b>	<b>700,817</b>	<b>159,575</b>

## Fair value of financial instruments:

It is assumed that fair value of financial instruments is equal to the nominal amount for all financial assets and liabilities except with regards to the RBS Credit Facility. With regards to trade receivables the credit risk is not viewed as significant. The long term debt under the DHT Phoenix Credit Facility, the DHT Eagle Credit Facility, the DHT Falcon and DHT Hawk Credit Facility, the Credit Agricole Credit Facility and the Nordea Credit Facility is floating rate debt with terms and conditions considered to be according to market terms and no material change in credit risk, consequently it is assumed that carrying value has no material deviation from fair value. With regards to the RBS Credit Facility the notional value of the loan was \$113,275 as of December 31, 2014 and December 31, 2013 and the margin above LIBOR payable on the RBS Credit Facility was 1.75%. Assuming a margin above LIBOR of 3.25% for the remaining life of the RBS Credit Facility, we have estimated the fair market value of the loan to be \$109,032 as of December 31, 2014 and \$107,514 as of December 31, 2013. The fair value of this financial liability is considered level 2 category. The fair value has been determined in accordance with a generally accepted pricing model based on a discounted cash flow analysis, with the most significant input being the interest rate that reflects the current LIBOR market rate interest rate.

## Measurement of fair value:

It is only derivatives that are classified within a fair value measurement category and recognized at fair value in the balance sheet. Fair value measurement is based on Level 2 in the fair value hierarchy as defined in IFRS 13. Such measurement is based on techniques for which all inputs that have a significant effect on the recorded fair value are observable. Future cash flows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contract interest rates, discounted at a rate that reflects the credit risk of various counterparties.

## Derivatives - interest rate swaps

Notional amount

Fair value

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	Expires	2014	2013	2014	2013
Swap pays 4.31%, receive floating	May 11, 2015	\$ 23,942	\$ –	\$ 345	\$ –
Swap pays 2.43%, receive floating	Nov. 25, 2016	\$ 49,000	–	1,403	–
Swap pays 2.7775%, receive floating	Jun. 16, 2017	\$ 25,521	–	1,006	–
Swap pays 3.0275%, receive floating	Oct. 24, 2017	\$ 26,542	–	1,247	–
Swap pays 3.315%, receive floating	Jun. 29, 2018	\$ 25,521	–	1,533	–
Swap pays 3.565%, receive floating	Jun. 29, 2018	\$ 26,542	–	1,782	–
Swap pays 2.865%, receive floating	Jun. 29, 2018	\$ 47,979	–	2,220	–
Total carrying amount		\$ 225,047	\$ –	\$ 9,537	\$ –

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## Interest bearing debt

	Interest	Remaining notional	Carrying amount 2014	2013
RBS Credit Facility	LIBOR + 1.75%	113,275	113,275	113,275
DHT Phoenix Credit Facility	LIBOR + 2.75%	18,359	18,278	18,199
DHT Eagle Credit Facility	LIBOR + 2.50%	24,750	24,654	24,573
DHT Hawk/Falcon Credit Facility	LIBOR + 3.25%	46,000	44,677	–
Nordea Credit Facility	LIBOR + 2.50%	302,000	295,725	–
Samco Scandinavia Credit Facility	LIBOR + 1.60%	40,720	40,064	–
Convertible Senior Notes	4.50%	150,000	124,609	–
Total carrying amount		695,104	661,281	156,046

Interest on all our credit facilities is payable quarterly in arrears except the Convertible Notes which have interest payable semi-annual in arrears.

The credit facilities are principally secured by the first priority mortgages on the vessels financed by the credit facility, assignments of earnings, pledge of shares in the borrower, insurances and the borrowers' rights under charters for the vessels, if any, as well as a pledge of the borrowers' bank account balances.

## Note 10 - Financial risk management, objectives and policies

## Financial risk management

The Company's principal financial liabilities consist of long term debt, and when applicable current portion of long term debt and derivatives. The main purpose of these financial liabilities is to finance the Company's operations. The Company's financial assets mainly comprise cash.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks.

## Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise four types of risk: interest rate risk, currency risk, commodity price risk and other price risk. Financial instruments affected by market risk are debt, deposits and derivative financial instruments.

## a) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in interest rates relates primarily to the Company's long-term debt with floating interest rates. To manage this risk, the Company has at times entered into interest rate swaps in which the Company agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. As of December 31, 2014, the Company had seven interest rate swaps with total aggregate notional amount of \$225,047 as discussed in Note 9.

Interest rate risk sensitivity:

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and floating rate long term debt. For floating rate long term debt, the analysis is prepared assuming the amount of liability outstanding at the balance sheet date was outstanding for the whole year.

2014: If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Company's:

profit for the year ended 31 December 2014 would decrease/increase by \$1,631.  
other comprehensive income would not be affected.

2013: If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Company's:

profit for the year ended 31 December 2013 would decrease/increase by \$782.  
other comprehensive income would not be affected.

2012: If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Company's:  
profit for the year ended 31 December 2012 would decrease/increase by \$738.  
other comprehensive income would not be affected.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has only immaterial currency risk since all revenue and major expenses, including all vessel expenses and financial expenses are in US dollar. Consequently no sensitivity analysis is prepared.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is exposed to credit risk from its operating activities (primarily for trade receivables) and from its financing activities, including deposits with banks and financial institutions.

Credit risks related to receivables: During 2014 the Company's vessels were either trading in the spot market, on short to medium term time charters to different counterparties or being operated in Tankers International Pool. As of December 31, 2014, eight of the Company's eighteen vessels are chartered to five different counterparties and ten vessels are operated in the spot market. See Note 5 for further details on employment of the Company's vessels. Time charter hire is paid to DHT monthly in advance.

During 2013 the Company's vessels were either trading in the spot market, on short to medium term time charters to different counterparties or being operated in Tankers International Pool. As of December 31, 2013, six of the Company's eight vessels were chartered to five different counterparties, one vessel was operated in the spot market and one vessel was operated in the Tankers International Pool. The Tankers International Pool distributes cash on an ongoing basis.

For part of 2012, nine of the Company's vessels were chartered to wholly-owned subsidiaries of OSG, one vessel was on charter to a wholly owned subsidiary of Frontline and two vessels were operated in the Tankers International Pool. OSG and Frontline guaranteed their respective subsidiaries' payments under the charter agreements. All vessels that were on time charter to OSG were redelivered during 2012 as OSG did not exercise any extension options and upon agreement with OSG, the DHT Ann was redelivered by end of 2012. In connection with the Chapter 11 bankruptcy filing by OSG and certain of its affiliates that commenced on November 14, 2012, OSG rejected the Company's two long-term bareboat charters with the approval of the presiding bankruptcy court. The DHT Trader (ex. Overseas London) was redelivered in December 2012 and the DHT Target was redelivered on January 15, 2013.

Credit risk related to cash and cash equivalents and accounts receivables:

The Company seeks to diversify credit risks on cash by holding the majority of the cash in four financial institutions, namely, DNB, Nordea, HSBC and RBS. As of December 31, 2014, four customers represented \$6,738, \$4,694, \$3,060, and \$2,931, respectively, of the Company's accounts receivables.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting dates was:

(Dollars in thousands)	2014	2013
Cash and cash equivalents	\$ 166,684	\$ 126,065
Accounts receivables	28,708	16,951
Maximum credit exposure	\$ 195,392	\$ 143,017

#### Liquidity risk

The Company manages its risk of a shortage of funds by continuously monitoring maturity of financial assets and liabilities, and projected cash flows from operations such as charter hire, voyage revenues and vessel operating expenses. Certain of our credit agreements contain financial covenants requiring that at all times the borrowings under the credit facilities plus the actual or notional cost of terminating any of their interest rates swaps not exceed a certain percentage of the charter-free market value of the vessels that secure each of the credit facilities. Vessel values are volatile and in order to stay in compliance with these covenants we made total prepayments of \$9,000 in the first quarter of 2013 and \$37,000 in 2012 under the RBS Credit Facility. (See note 8 for discussion of the amendment to the RBS credit facility in 2013). Decline in vessels values could result in further prepayments under the Company's credit facilities.

The following are contractual maturities of financial liabilities, including estimated interest payments on an undiscounted basis. Swap payments are the net effect from paying fixed rate/ receive LIBOR. The LIBOR interest spot rate at December 31, 2014 (and spot rate at December 31, 2013 for comparatives) is used as a basis for preparation.

Year ended December 31, 2014				
(Dollars in thousands)	2 to 5		More than	
	1 year	years	5 years	Total
Interest bearing loans	\$ 53,780	\$ 720,108	\$ –	\$ 773,889
Interest rate swaps	5,520	8,905	–	14,424
Total	\$ 59,300	\$ 729,013	\$ –	\$ 788,313

Year ended December 31, 2013				
(Dollars in thousands)	2 to 5		More than	
	1 year	years	5 years	Total
Interest bearing loans	\$ 3,888	\$ 164,371	\$ -	\$ 168,259

#### Capital management

A key objective in relation to capital management is to ensure that the Company maintains a strong capital structure in order to support its business. The Company evaluates its capital structure in light of current and projected cash flow, the relative strength of the shipping markets, new business opportunities and the Company's financial commitments. In order to maintain or adjust the capital structure, the Company may adjust or eliminate the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

The Company is within its financial covenants stipulated in its credit agreements.

#### RBS Credit Facility

We entered into the The RBS Credit Facility in October 2005. The RBS Credit Facility is secured by, among other things, a first priority mortgage on the vessels financed by the credit facility, a first priority assignment of the insurance proceeds, earnings, charter rights and requisition compensation, a first priority pledge of bank balances and a first priority pledge of all the issued shares of the borrower. The RBS Credit Facility contains covenants that prohibit the borrower from, among other things, incurring additional indebtedness without the prior consent of the lender, permitting liens on assets, merging or consolidating with other entities or transferring all or substantially all of their assets to another person. The RBS Credit Facility also provides that DHT Maritime, Inc. may not pay dividends to its parent DHT (1) if the charter-free market value of the vessels that secure the credit facility is less than 135% of DHT Maritime's borrowings under the facility plus the actual or notional cost of terminating any outstanding interest rate swaps, (2) there is a continuing default under the credit facility or (3) the payment of the dividend would result in a default or breach of a loan covenant. In April 2013, we entered into an agreement to amend and restate the RBS Credit Facility whereby, upon satisfaction of certain conditions, including (i) the prepayment of \$25,000, (ii) the

payment of an amendment fee and (iii) the provision of an unconditional guarantee by DHT on the financial obligations of DHT Maritime under the credit facility, the RBS Credit Facility removed, in its entirety, the financial covenant requiring that at all times the charter-free market value of the vessels that secure DHT Maritime's and its subsidiaries' obligations under the RBS Credit Facility be no less than 120% of their borrowings under the credit facility. Additionally, as part of the amendment, borrowings under the RBS Credit Facility will bear interest at an annual rate of LIBOR plus a margin of 1.75% and beginning in the first quarter of 2016 until the expected maturity of the loan in July 2017, DHT Maritime will apply the aggregate quarterly free cash flow of DHT Maritime and its subsidiaries (on a consolidated basis) towards prepayment of the loan, less ship operating and voyage expenses for such quarter, the estimated capital expenses for the next two fiscal quarters, general and administrative expenses for such quarter, interest charges for such quarter and changes in working capital for such quarter, up to an aggregate amount of \$7,500 for each such quarter. Under the terms of the guarantee, DHT covenants that, throughout the term of the credit facility, DHT on a consolidated basis shall maintain unencumbered cash of at least \$20,000 and that DHT will not voluntarily prepay any of its or its subsidiaries' indebtedness unless, concurrently, with such prepayment, a proportionate amount of the outstanding loan under the RBS Credit Facility is also prepaid. DHT's ability to pay dividends is not restricted by the financial covenants stipulated in the RBS Credit Facility.

Prior to the amendment in April 2013 the RBS Credit Facility contained a financial covenant requiring that at all times charter-free market value of the vessels that secured the obligations under the credit agreement be no less than 120% of DHT Maritime's borrowings under the facility plus the actual or notional cost of terminating any interest rate swaps that the Company enters. In 2012, DHT Maritime made prepayments totaling \$37,100 under the RBS Credit Facility and made a further prepayment of \$9,000 in the first quarter of 2013 in order to remain in compliance with the 120% minimum value covenant. In connection with the sale of one vessel in the second quarter of 2013 and two vessels in the second quarter of 2012, we made total payments under the RBS Credit Facility of \$22,300 and \$17,300, respectively.



#### The DHT Phoenix Credit Facility and the DHT Eagle Credit Facility

The DHT Phoenix Credit Facility and DHT Eagle Credit Facility with DVB and DNB, respectively, are secured by, among other things, a first priority mortgage on the DHT Phoenix and DHT Eagle, respectively, a first priority assignment of the insurance proceeds, earnings, charter rights and requisition compensation, a first priority pledge of bank balances, a first priority pledge of all the issued shares of the borrower and a guarantee and indemnity granted by DHT. The credit facilities contain covenants that inter alia prohibit the borrower from, among other things, incurring additional indebtedness without the prior consent of the lender, permitting liens on assets, merging or consolidating with other entities or transferring all or substantially all of their assets to another person.

The credit facilities also contain a covenant requiring that at all times the charter-free market value of the vessel that secures the borrowers' obligations under the credit facility be no less than 130% of the borrowings under the credit facility.

The credit facilities are guaranteed by DHT and DHT covenants that, throughout the term of the credit facilities, DHT on a consolidated basis shall maintain unencumbered cash of at least \$20,000, value adjusted tangible net worth of at least \$100,000 and value adjusted tangible net worth of no less than 25% of the value adjusted total assets.

#### DHT Falcon and DHT Hawk Credit Facility

We entered into the DHT Falcon and DHT Hawk Credit Facility in 2014 in connection with the acquisition of the DHT Falcon and the DHT Hawk. The credit facility is secured by, among other things, a first priority mortgage on the DHT Falcon and the DHT Hawk, a first priority assignment of earnings, insurances and intercompany claims, a first priority pledge of the balances of DHT Falcon Limited's and DHT Hawk Limited's bank accounts and a first priority pledge over the shares in the borrowers. The DHT Falcon and DHT Hawk Credit Facility contains covenants that prohibit the borrowers from, among other things, incurring additional indebtedness without the prior consent of the lender, permitting liens on assets, merging or consolidating with other entities or transferring all or any substantial part of their assets to another person. The credit facility also contain a covenant requiring that at all times the charter-free market value of the vessels that secure the borrowers' obligations under the credit facility be no less than 135% of the borrowings under the credit facility.

The credit facility is guaranteed by DHT and DHT covenants that, throughout the term of the credit facility, DHT on a consolidated basis shall maintain value adjusted tangible net worth of \$150,000, value adjusted tangible net worth shall be at least 25% of value adjusted total assets and unencumbered consolidated cash shall be at least the higher of (i) \$20,000 and (ii) 6% of our gross interest bearing debt with value adjusted defined as an adjustment to reflect the difference between the carrying amount and the market valuations of the Company's vessels (as determined quarterly by an approved broker).

#### Credit Agricole Credit Facility

On October 17, 2006, Samco Gamma Ltd entered into a \$49,000 secured credit facility with Credit Agricole for the financing of the Samco Scandinavia. In connection with DHT's acquisition of Samco in September 2014, we entered into an agreement with Credit Agricole to amend the Credit Agricole Credit Facility whereby, upon satisfaction of certain conditions, borrowings under the credit facility bear interest at an annual rate of LIBOR plus a margin of 1.60% and the financial obligations under the credit facility being guaranteed by DHT.

The credit facility is secured by, among other things, a first priority mortgage on the Samco Scandinavia, a first priority assignment of earnings, insurances and intercompany claims, a first priority pledge of the balances of Samco

Gamma Ltd's bank accounts and a first priority pledge over the shares in Samco Gamma Ltd. The credit facility contains covenants that prohibit Samco Gamma Ltd from, among other things, incurring additional indebtedness without the prior consent of the lender, permitting liens on assets, merging or consolidating with other entities or transferring all or any substantial part of their assets to another person.

The credit facility also contains a covenant requiring that at all times the charter-free market value of the vessel that secures Samco Gamma Ltd's obligations under the credit facility be no less than 120% of the borrowings under the credit facility.

DHT covenants that, throughout the term of the credit facility, DHT on a consolidated basis shall maintain value adjusted tangible net worth of \$200,000, value adjusted tangible net worth shall be at least 25% of value adjusted total assets and unencumbered consolidated cash shall be at least the higher of (i) \$20,000 and (ii) 6% of our gross interest bearing debt with value adjusted defined as an adjustment to reflect the difference between the carrying amount and the market valuations of the Company's vessels (as determined quarterly by an approved broker).

### Nordea Credit Facility

In December 2014, we entered into a credit facility in the amount of \$302,000 with Nordea, DNB and DVB as lenders, and DHT Holdings, Inc. as guarantor for the re-financing of the Samco Europe, Samco China, Samco Amazon, Samco Redwood, Samco Sundarbans and Samco Taiga as well as the financing of the DHT Condor. Borrowings bear interest at a rate equal to LIBOR + 2.50% and are repayable in 20 quarterly installments of \$5,100 from March 2015 to December 2019 and a final payment of \$199,800 in December 2019. The Nordea Credit Facility is secured by, among other things, a first priority mortgage on the vessels financed by the credit facility, a first priority assignment of earnings, insurances and intercompany claims, a first priority pledge of the balances of each of the borrowers bank accounts and a first priority pledge over the shares in each of the borrowers. The Nordea Credit Facility contains covenants that prohibit the borrowers from, among other things, incurring additional indebtedness without the prior consent of the lender, permitting liens on assets, merging or consolidating with other entities or transferring all or any substantial part of their assets to another person.

The Nordea Credit Facility contains a covenant requiring that at all times the charter-free market value of the vessels that secure the credit facility be no less than 135% of borrowings. Also, we covenant that, throughout the term of the credit facility, DHT on a consolidated basis shall maintain value adjusted tangible net worth of \$200,000, value adjusted tangible net worth shall be at least 25% of value adjusted total assets and unencumbered consolidated cash shall be at least the higher of (i) \$20,000 and (ii) 6% of our gross interest bearing debt. "Value adjusted" is defined as an adjustment to reflect the difference between the carrying amount and the market valuations of the Company's vessels (as determined quarterly by two approved brokers).

### Convertible Senior Notes

In September 2014, in connection with the acquisition of the shares in Samco, we issued \$150,000 principal amount of convertible senior notes in a private placement. We pay interest at a fixed rate of 4.50% per annum, payable semiannually in arrears. The convertible senior notes are convertible into common stock of DHT at any time until one business day prior to their maturity. The initial conversion price for the convertible senior notes is \$8.125 per share of common stock (equivalent to an initial conversion rate of 123.0769 shares of common stock per \$1,000 aggregate principal amount of convertible senior notes), subject to customary anti-dilution adjustments. We received net proceeds of approximately \$145,500 (after placement agent expenses, but before other transaction expenses). The convertible senior notes have been recognized at fair value and the value of the conversion option being calculated using a Black & Scholes model. Fees related to the issue of the convertible senior notes are amortized over the life of the convertible senior notes.

### Note 11 - Stockholders' equity and dividend payment

At the Company's 2012 annual general meeting of shareholders, the shareholders voted to authorize the board of directors to effect a reverse stock split of DHT's common stock, par value of \$0.01 per share, at a reverse stock split ratio of 12-for-1 and to amend the articles of incorporation to effect the reverse stock split and adjust the total number of authorized shares of common stock to 30,000,000. The reverse stock split became effective as of close of business on July 16, 2012.

### Stockholders' equity:

	Common stock	Preferred stock
Issued at December 31,	29,040,974	97,579

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2013		
New shares issued	53,376,924	–
Restricted stock issued	334,288	–
Series B preferred stock*	9,757,900	(97,579 )
Issued at December 31, 2014	92,510,086	0
Par value	\$ 0.01	\$ 0.01
Numbers of shares authorized for issue at December 31, 2014	150,000,000	1,000,000

\* The Series B Participating Preferred stock were mandatorily exchanged into 100 shares of common stock each on February 4, 2014.

All issued shares are fully paid. The issue cost related to the issue of 30,300,000 and 23,076,924 shares of common stock, respectively, in 2014 totaled \$16,907.

#### Common stock:

Each outstanding share of common stock entitles the holder to one vote on all matters submitted to a vote of stockholders. The common shares outstanding reflect the 12-for-1 reverse split effective as of close of business on July 16, 2012.

#### Private Placement

On November 24, 2013, we entered into a stock purchase agreement among us and the investors named therein pursuant to which we agreed to sell equity to institutional investors in a private placement (the "Private Placement"). The equity included 13,400,000 shares of our common stock and 97,579 shares of a new series of our preferred stock, the Series B Participating Preferred Stock. The closing of the Private Placement occurred on November 29, 2013.

#### Convertible Notes Offering

On September 16, 2014 we completed a private placement of \$150,000 aggregate principal amount of convertible senior notes. We pay interest at a fixed rate of 4.50% per annum, payable semiannually in arrears. The convertible senior notes are convertible into common stock of DHT at any time until one business day prior to their maturity. The initial conversion price for the convertible senior notes is \$8.125 per share of common stock (equivalent to an initial conversion rate of 123.0769 shares of common stock per \$1,000 aggregate principal amount of convertible senior notes), subject to customary anti-dilution adjustments. We received net proceeds of approximately \$145,500 (after placement agent expenses, but before other transaction expenses). The value of the conversion right has been estimated to be \$21,800 using a Black & Scholes model and has been classified as equity.

#### Preferred stock:

Terms and rights of preferred shares will be established by the board when or if such shares would be issued.

#### Series B Participating Preferred stock

Under the terms of the Private Placement that closed in November 2013, 97,579 shares of Series B Participating Preferred Stock, par value \$0.01 per share, were designated and issued by the Company. The Series B Participating Preferred Stock participated with the common stock in all dividend payments and distributions in respect of the common stock (other than dividends and distributions of common stock or subdivisions of the outstanding common stock) pro rata, based on each share of the Series B Participating Preferred Stock equaling 100 shares of common stock. In addition, one share of issued and outstanding Series B Participating Preferred Stock equaled 100 shares of common stock for purposes of voting rights. On February 4, 2014, all issued and outstanding shares of our Series B Participating Preferred Stock were mandatorily exchanged into shares of common stock at a 1:100 ratio. The full terms of the Series B Participating Preferred Stock are governed by a Certificate of Designation attached as Exhibit 3.1 to the Report on 6-K filed with the SEC on December 2, 2013, which is incorporated by reference to the annual report.

#### Series A Participating Preferred stock

Under the terms of the backstopped equity offering that closed in May 2012, 442,666 shares of Series A Participating Preferred Stock, par value \$0.01 per share, were designated and issued by the Company. With respect to dividend rights and rights upon liquidation, winding-up or dissolution, the Series A Participating Preferred Stock ranked (i) senior to the Company's common stock and to each other class or series of capital stock established after the issue date of May 1, 2012, the terms of which do not expressly provide that such class or series ranks senior to or on parity with the Series A Participating Preferred Stock as to dividend rights or rights upon liquidation, winding-up or dissolution;

(ii) pari passu with any class or series of capital stock that ranks equally with the Series A Participating Preferred Stock with respect to both the payment of dividends (whether cumulative or non-cumulative) and the distribution of assets upon a liquidation, winding-up or dissolution, including other series of Series A Participating Preferred Stock that may be issued from time to time; and (iii) junior to classes or series of capital stock established after May 1, 2012, the terms of which expressly provide for ranking that is senior to the Series A Participating Preferred Stock as to dividend rights or rights upon liquidation, winding-up or dissolution and all other series of preferred stock other than as mentioned in (i) and (ii) above.

The Series A Participating Preferred Stock participated with the common stock in all dividend payments and distributions in respect of the common stock (other than dividends and distributions of common stock or subdivisions of the outstanding common stock) pro rata, based on each share of the Series A Participating Preferred Stock being deemed to be equal to, after adjusting for the 12-for-1 reverse stock split that became effective as of the close of trading on July 16, 2012, (i) 14.1667 shares of common stock (for periods prior to January 1, 2013) and (ii) 12.5000 shares of common stock (for periods commencing January 1, 2013), in each case subject to further adjustment.

After adjusting for the above mentioned 12-for-1 reverse stock split, one share of issued and outstanding Series A Participating Preferred Stock was deemed equal to 16.6667 shares of common stock (the "Participation Factor"), subject to further adjustment, for purposes of voting rights and determining liquidation preference amounts in certain instances of the Series A Participating Preferred Stock.

Effective July 17, 2012 until June 30, 2013, each holder of Series A Participating Preferred Stock could choose to exchange its shares of Series A Participating Preferred Stock, on an all or nothing basis, for shares of common stock at a 1:17 ratio unless and until the Participation Factor becomes subject to further adjustment. On July 1, 2013 all issued and outstanding shares of Series A Participating Preferred Stock were mandatorily exchanged into shares of common stock at 1:17 ratio.

The full terms of the Series A Participating Preferred Stock were governed by a Certificate of Designation attached as Exhibit 3.1 to the Report on 6-K filed with the SEC on May 3, 2012, which is incorporated by reference to the annual report.

Dividend payment:

Dividend payment as of December 31, 2014:			
Payment date:	Total payment	Per share Common	Preferred
February 13, 2014	\$ 1.4 million	\$ 0.02	
May 22, 2014	\$ 1.4 million	\$ 0.02	
September 17, 2014	\$ 1.4 million	\$ 0.02	
November 26, 2014	\$ 1.9 million	\$ 0.02	
Total payment as of December 31, 2014:	\$ 6.0 million	\$ 0.08	

Dividend payment as of December 31, 2013:			
Payment date:	Total payment	Per share Common	Preferred
February 19, 2013	\$ 0.3 million	\$ 0.02	\$ 0.28
May 23, 2013	\$ 0.3 million	\$ 0.02	\$ 0.25
August 28, 2013	\$ 0.3 million	\$ 0.02	
November 21, 2013	\$ 0.3 million	\$ 0.02	
Total payment as of December 31, 2013:	\$ 1.2 million	\$ 0.08	\$ 0.53

Dividend payment as of December 31, 2012:					
Payment date:	Total payment	Per share Common		Preferred	
February 15, 2012	\$ 1.9 million	\$ 0.36	*		
May 23, 2012	\$ 3.4 million	\$ 0.24	*	\$ 3.40	*
August 16, 2012	\$ 3.4 million	\$ 0.24		\$ 3.40	
November 12, 2012	\$ 0.3 million	\$ 0.02		\$ 0.28	

Total payment as of December 31, 2012:	9.0		
	\$ million	\$ 0.86	\$ 7.08

\*adjusted for the 12-for-1 reverse stock split effective as of the close of business on July 16, 2012.

On February 19, 2015, DHT paid a dividend of \$0.05 per common share to shareholders of record as of February 10, 2015, resulting in a total dividend payment of approximately \$4.6 million.

Note 12 - General & Administrative Expenses

General and Administrative Expenses:

	2014	2013	2012
Total Compensation to Employees and Directors	\$ 12,962	\$ 5,798	\$ 6,930
Office and Administrative Expenses	1,797	1,484	1,892
Audit, Legal and Consultancy	3,303	1,545	966
Total General and Administrative Expenses	\$ 18,062	\$ 8,827	\$ 9,788

Stock Compensation:

The Company has an Incentive Compensation Plan ("Plan") for the benefit of Directors and senior management. Different awards may be granted under this Plan, including stock options, restricted shares / restricted stock units and cash incentive awards.



Stock Options:

The exercise price for options cannot be less than the fair market value of a common stock on the date of grant.

Restricted shares:

Restricted shares can neither be transferred nor assigned by the participant.

Vesting conditions:

Awards issued vest subject to continued employment/office. The awards have graded vesting. For some of the awards there is an additional vesting condition requiring certain market conditions to be met.

The Plan may allow for different criteria for new grants.

All number of shares and share values below have been adjusted for the 12-for-1 reverse stock split effective as of the close of business on July 16, 2012.

Stock Compensation Series:

	Number of shares/ options	Vesting Period	Fair value at grant date
(1) Granted October 2005, stock options*	965	10 years	144.00
(2) Granted March 2012, restricted shares	14,515	3 years	13.80
(3) Granted June 2013, restricted shares	155,000	4 years	4.15
(4) Granted June 2013, stock options**	155,000	5 years	1.31
(5) Granted June 2013, stock options**	155,000	5 years	0.97
(6) Granted February 2014, restricted shares	29,333	3 years	6.92
(7) Granted February 2014, restricted shares	29,333	3 years	6.33
(8) Granted February 2014, restricted shares	29,333	3 years	5.63
(9) Granted February 2014, restricted shares	88,000	3 years	7.61
(10) Granted June 2014, restricted shares	95,666	3 years	6.41
(11) Granted June 2014, restricted shares	95,666	3 years	5.74
(12) Granted June 2014, restricted shares	95,666	3 years	5.13
(13) Granted June 2014, restricted shares	287,000	3 years	7.15

\* The stock options in item (1) above expire 10 years from grant date, the exercise price is \$144.00 could be exercised at December 31, 2014.

\*\* The exercise price for the options in item (4) and (5) above is \$7.75 and \$10.70, respectively.

The following reconciles the number of outstanding restricted common stock and share options:

	Restricted common stock	Share options	Weighted average exercise price
Outstanding at Jan 1, 2012	83,387	965	144.00

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Granted	45,833		
Exercised	17,702		
Forfeited	2,071		
Outstanding at Dec 31, 2012	109,447	965	144.00
Outstanding at Dec 31, 2012	109,447	965	144.00
Granted	588,000	310,000	9.23
Exercised	203,924		
Forfeited			
Outstanding at Dec 31, 2013	493,523	310,965	9.64
Outstanding at Dec 31, 2013	493,523	310,965	9.64
Granted	750,000		
Exercised	324,008		
Forfeited			
Outstanding at Dec 31, 2014	919,515	310,965	9.64

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	2014	2013	2012
Expense recognised from stock compensation	3,241	3,572	887

The fair value on the vesting date for shares that vested in 2014 was \$7.88 for 155,000 shares, \$8.06 for 14,515 shares, \$7.90 for 139,000 shares and \$6.99 for 14,514 shares. All share based compensation is equity settled and no payments were made for the vested shares. The weighted average contractual life for the outstanding stock compensation series was 1.81 years as of December 31, 2014.

#### Valuation of Stock Compensation:

In February 2014, a total of 176,000 shares of restricted stock were awarded to management and the board of directors, subject to vesting conditions and vesting in equal amounts on the first three anniversaries of the award, of which 88,000 shares vest based on continued employment or office, as applicable, and 88,000 shares vest based on continued employment or office, as applicable, and market conditions. The calculated fair value at grant date with regards to 88,000 shares, 29,333 shares, 29,333 shares and 29,333 shares was 100.0%, 91.0%, 83.3% and 74.0%, respectively, of the share price at grant date calculated using a Monte Carlo Simulation. The main inputs to the simulation were as follows: share price of \$7.61, expected volatility of 38.6%, 54.4% and 63.1%, respectively, based on historical volatility, life of one, two and three years, respectively and risk free rate of 0.2%, 0.3% and 0.4%, respectively. Expected dividends are not included as the holder is compensated for dividends paid during the vesting period. In June 2014, a total of 574,000 shares of restricted stock were awarded to management and the board of directors, subject to vesting conditions and vesting in equal amounts on the first three anniversaries of the award, of which 287,000 shares vest based on continued employment or office, as applicable, and 287,000 shares vest based on continued employment or office, as applicable, and market conditions. The calculated fair value at grant date with regards to 287,000 shares, 95,667 shares, 95,667 shares and 95,667 shares was 100.0%, 89.7%, 80.3% and 71.8%, respectively, of the share price at grant date calculated using a Monte Carlo Simulation. The main inputs to the simulation were as follows: share price of \$7.15, expected volatility of 36.6%, 38.0% and 64.0%, respectively, based on historical volatility, life of one, two and three years, respectively and risk free rate of 0.1%, 0.3% and 0.8%, respectively. Expected dividends are not included as the holder is compensated for dividends paid during the vesting period.

In March 2013, the vesting criteria for all outstanding restricted share grants that vest subject to continued employment with us and certain market conditions was changed to be subject to continued employment only. The change resulted in an increase in the fair value of the restricted shares. With respect to the restricted shares that vested immediately as a result of the changed criteria, the incremental amount of \$117 was recognized immediately. With respect to restricted shares that had not yet vested, the incremental amount totaling \$80 is recognized over the remaining vesting period in a manner similar to the original amount.

#### Compensation of Executives and Directors:

##### Remuneration of Executives and Directors as a group:

(Dollars in thousands)	2014	2013	2012
Cash Compensation	\$ 3,957	\$ 2,317	\$ 3710
Pension cost	254	234	201
Share compensation	2,777	3,229	887
Total remuneration	\$ 6,989	\$ 5,779	\$ 4,798

Shares held by executives and directors:

	2014	2013	2012
Executives and Directors as a group*	1,591,835	874,765	324,293

\*Includes 919,515 (2013: 493,523, 2012: 109,447) shares of restricted stock subject to vesting conditions.

In connection with termination of an Executive's employment, the Executives of the Company may be entitled to an amount equal to 18 months base salary and any unvested equity awards may become fully vested.

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Note 13 - Related parties

Related party transactions relate to the Company's subsidiaries, associate companies, employees and members of the board of directors.

Transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note.

Subsequent to DHT's acquisition of the shares in Samco, the Company owns 50% of Goodwood. As of December 31, 2014, Goodwood is the technical manager for 14 of the Company's vessels. In 2014 total technical management fees paid to Goodwood were \$1,523.

Further, DHT has issued certain guarantees for certain of its subsidiaries. This mainly relates to the RBS Credit Facility, the DHT Phoenix Credit Facility, the DHT Eagle Credit Facility, the DHT Falcon and DHT Hawk Credit Facility, the Nordea Credit Facility and the Credit Agricole Credit Facility which are all guaranteed by DHT Holdings.

In connection with the Private Placement in November 2013, affiliates of Tufton Oceanic Limited purchased 1,827,000 shares of our common stock and 13,305 shares of our Series B Participating Preferred Stock. Erik A. Lind, the chairman of our board of directors, is the Chief Executive Officer and a director of Tufton Oceanic Limited. In connection with the February 2014 Registered Direct Offering, we sold 1,352,800 shares of common stock to affiliates of Tufton Oceanic Limited. In connection with the September 2014 Registered Direct Offering, we sold 769,000 shares of common stock to affiliates of Tufton Oceanic Limited and in connection with the private placement of \$150 million aggregate principal amount of convertible senior notes in September 2014, we sold convertible senior notes amounting to \$11,380,000 to affiliates of Tufton Oceanic Limited.

Note 14 – Pensions

The Company is required to have an occupational pension scheme in accordance with the Norwegian law on required occupational pension ("lov om obligatorisk tjenestepensjon") for the employees in DHT Management AS. The company's pension schemes satisfy the requirements of this law and comprises a closed defined benefit scheme. At the end of the year, there were 10 participants in the benefit plan.

Defined benefit pension

The Company established a defined benefit plan for qualifying employees in 2010. Under the plan, the employees, from the age 67, are entitled to 70% of the base salary at retirement date. Parts of the pension are covered by payments from the National Insurance Scheme in Norway. The defined benefit plan is insured through an insurance company.

(Dollars in thousands)

Calculation of this year's pension costs:	2014	2013	2012
Current service cost	223	233	323
Financial costs	6	2	5
Pension costs for the year	229	235	327

The amounts recognised in the statement of financial position at the reporting date are as follows:

	2014	2013	2012
Present value of the defined benefit obligation	688	602	431
Fair value of plan assets	661	566	377
Net pension obligation	27	36	54
Remeasurement gains/losses	204	115	(4 )
Net balance sheet recorded pension liability December 31	231	151	50

	2014	2013	2012
Change in gross pension obligation:			
Gross obligation January 1	517	394	386
Current service cost	219	229	318
Interest charge on pension liabilities	25	16	10
Actuarial loss/gain	0	0	(251 )
Social security expenses	(42 )	(31 )	(34 )
Remeasurements (loss)/gain	174	31	0
Exchange differences	(57 )	(8 )	2
Gross pension obligation December 31	836	632	431

	2014	2013	2012
Change in gross pension assets:			
Fair value plan asset January 1	394	345	201
Interest income	15	10	0
Expected return on pension assets	0	0	5
Employer contribution	300	218	240
Remeasurements (loss)/gain	(66 )	(88 )	(77 )
Exchange differences	(38 )	(5 )	8
Fair value plan assets December 31	605	481	377

The Company expects to contribute \$202 to its defined benefit pension plan in 2015.

Assumptions	2014	2013	2012
Discount rate	3.00	% 4.00	% 3.90 %
Yield on pension assets	3.00	% 4.00	% 3.90 %
Wage growth	3.25	% 3.75	% 3.50 %
G regulation*	3.00	% 3.50	% 3.25 %
Pension adjustment	0.10	% 0.60	% 0.20 %
Average remaining service period	18	16	16

\*Increase of social security base amount ("G") as per Norwegian regulations.

Note 15 – Tax

The Company is a foreign corporation that is not subject to United States federal income taxes. Further, the Company is not subject to income taxes imposed by the Marshall Islands, the country in which it is incorporated. The subsidiary, Samco Shipholding Pte. Ltd., is exempted from tax under Section 13F of Singapore Income Tax Act, Chapter 134. The Norwegian management company, DHT Management AS, is subject to income taxation in Norway, and the tax effects are disclosed below.

Specification of income tax:

(Dollars in thousands)	2014	2013	2012
Income tax payable	\$205	\$207	\$181
Tax expenses related to previous year	(152 )	–	–
Change in deferred tax <sup>2)</sup>	34	–	(20 )
Total income tax expense	\$86	\$207	\$161

	31. Dec	31. Dec	31. Dec
Specification of temporary differences and deferred tax:	2014	2013	2012
(Dollars in thousands)			
Property, plant and equipment	\$(249 )	\$(186 )	\$(23 )
Total basis for deferred tax	(249 )	(186 )	(23 )
Deferred tax liability (27%) <sup>1) 2)</sup>	\$(67 )	\$(6 )	\$(6 )

1) Due to materiality, not recognised on a separate line in the balance sheet

2) The Company has decided not to book change in deferred tax benefit in 2013

Reconciliation of effective tax rate:

(Dollars in thousands)	2014	2013	2012
Profit before income tax	\$12,973	\$(3,919 )	\$(93,892 )
Expected income tax assessed at the tax rate for the Parent company (0%)	–	–	–
Adjusted for tax effect of the following items:			
Income in subsidiary, subject to 27% income tax	86	207	161
Total income tax expense	\$86	\$207	\$161

Note 16 – Investment in associate company

	2014	2013
Investment in associate company	\$ 2,697	–

Details of associate are as follows:

Name of associate	Principal activities	Place of incorporation and business	Effective equity interest	
			2014	2013
Goodwood Shipmanagement Pte. Ltd.	Ship management	Singapore	50 %	0 %

The following summarises the share of profit of the associate that are accounted for using the equity method:

Company's share of		
- Profit after taxation	\$86	–
- Other comprehensive income for the year, net of tax	\$–	–



- Total comprehensive income for the year	\$86	–
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## Note 17 - Condensed Financial Information of DHT Holdings, Inc. (parent company only)

SEC Rule 5-04 Schedule I of Regulation S-X requires DHT to disclose condensed financial statements of the parent company when the restricted net assets of consolidated subsidiaries exceeds 25 percent of consolidated net assets as of the end of the most recently completed fiscal year. For purposes of the test, restricted net assets of consolidated subsidiaries shall mean that amount of the registrant's proportionate share of net assets of consolidated subsidiaries (after intercompany eliminations) which as of the end of the most recent fiscal year may not be transferred to the parent company by subsidiaries in the form of loans, advances or cash dividends without the consent of a third party (i.e., lender, regulatory agency, foreign government, etc.).

The restricted net assets of consolidated subsidiaries exceeded 25% of the consolidated net assets of the parent company as of December 31, 2014, 2013, and 2012. The restricted assets mainly relate to assets restricted by covenants in our secured credit agreements entered into by the Company's vessel owning subsidiaries.

## FINANCIAL POSITION

ASSETS	December 31, 2014	December 31, 2013
Current assets		
Cash and cash equivalents	\$82,664	101,728
Accounts receivable and prepaid expenses	399	9,101
Deposit for vessel acquisition	174,496	37,095
Total current assets	257,559	147,924
Investments in subsidiaries	438,031	91,867
Loan to subsidiaries	153,748	85,176
Total non-current assets	591,779	177,042
Total assets	849,338	324,966
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued expenses	11,538	325
Amounts due to related parties	3,111	4,603
Total current liabilities	14,649	4,928
Non-current liabilities		
Long term debt	124,608	-
Total non-current liabilities	124,608	-
Total liabilities	139,257	4,928
Stockholders' equity		
Stock	925	95
Paid-in additional capital	827,863	444,964
Accumulated deficit	(118,707 )	(125,021 )
Total stockholders equity	710,081	320,039
Total liabilities and stockholders' equity	849,338	324,966

## INCOME STATEMENT

	Jan. 1 - Dec. 31, 2014	Jan. 1 - Dec. 31, 2013	Jan. 1 - Dec. 31, 2012
Revenues	\$6,483	11,638	4,820
Impairment charge	–	–	(73,481 )
Dividend income	15,000	–	–
General and administrative expense	(14,424 )	(8,972 )	(10,396 )
Operating (loss)/income	\$7,060	2,665	(79,057 )
Interest income	8,944	4,755	4,619
Interest expense	(3,215 )	–	–
Other financial income/(expenses)	(463 )	(8 )	234
Profit/(loss)	\$12,326	7,412	(74,204 )
Statement of Comprehensive Income			
Profit/(loss) for the year	\$12,326	\$7,412	\$(74,204 )
Other comprehensive income:			
Items that will not be reclassified subsequently to profit or loss:	\$–	–	–
Items that may be reclassified subsequently to profit or loss:	\$–	–	–
Total comprehensive income for the period	\$12,326	7,412	(74,204 )
Attributable to the owners	\$12,326	\$7,412	\$(74,204 )

In the condensed financial statement of parent company, the parent company's investments in subsidiaries were recorded at cost less any impairment. An assessment for impairment was performed when there was an indication that the investment had been impaired or the impairment losses recognized in prior years no longer existed.

## CASH FLOW

	Jan. 1 - Dec. 31, 2014	Jan. 1 - Dec. 31, 2013	Jan. 1 - Dec. 31, 2012
<b>Cash Flows from Operating Activities:</b>			
Net income/(loss)	\$ 12,326	7,412	(74,204 )
Items included in net income not affecting cash flows:			
Amortization	1,246	–	–
Compensation related to options and restricted stock	1,597	3,118	887
Impairment charges	–	–	73,481
Changes in operating assets and liabilities:			
Accounts receivable and prepaid expenses	8,703	(8,916 )	(40 )
Amounts due from related parties	–	94	332
Accounts payable and accrued expenses	2,352	70	(234 )
Amounts due to related parties	(1,492 )	1,721	2,881
Net cash provided by operating activities	\$ 24,731	3,500	3,104
<b>Cash flows from Investing Activities</b>			
Investments in subsidiaries	(338,011 )	(28,342 )	(21,464 )
Loan to subsidiaries	(68,572 )	(712 )	(13,816 )
Investment in vessels	(137,401 )	(37,095 )	–
Net cash provided by/(used) in financing activities	\$ (543,985 )	(66,149 )	(35,280 )
<b>Cash flows from Financing Activities</b>			
Issuance of stock	360,340	106,063	75,944
Cash dividends paid	(6,012 )	(1,186 )	(9,040 )
Issuance of convertible bonds	145,862	–	–
Net cash provided by/(used) in financing activities	\$ 500,190	104,877	66,905
Net increase/(decrease) in cash and cash equivalents	(19,063 )	42,228	34,729
Cash and cash equivalents at beginning of period	101,728	59,500	24,771
Cash and cash equivalents at end of period	\$ 82,664	101,728	59,500

Dividends from subsidiaries are recognized when they are authorized. During the year ended December 31, 2014, the parent company recorded dividend income from its subsidiaries of \$15,000. The parent company has not recorded any dividend income from its subsidiaries for the year ended December 31, 2013 and 2012.

The credit facility for DHT Maritime, Inc., a subsidiary of the parent company, had restrictions on the ability to transfer funds to the registrants in the form of dividends of any kind. The restricted net assets amounted to \$84,437, \$81,798 and \$61,854 as of December 31, 2014, 2013 and 2012, respectively.

During the year ended December 31, 2014, the parent company was a guarantor for the following credit facilities: The DHT Phoenix Credit Facility, the DHT Eagle Credit Facility, the RBS Credit Facility, the DHT Falcon and DHT Hawk Credit Facility, the Credit Agricole Credit Facility and the Nordea Credit Facility. During the years ended December 31, 2013 and 2014, the parent company was a guarantor for the following credit facilities: The DHT Phoenix Credit Facility, the DHT Eagle Credit Facility and the RBS Credit Facility. During the years ended December 31, 2012, 2013 and 2014, the parent company was a guarantor for the following credit facilities: The DHT Phoenix

Credit Facility and the DHT Eagle Credit Facility. Please refer to Note 9 for further information about the parent company guarantees.

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Note 18 - Events after the balance sheet date

Dividend

On January 26, 2015, DHT announced that it would pay a dividend of \$0.05 per common share on February 19, 2015 to shareholders of record as of February 10, 2015. This resulted in a total dividend payment of \$4,630.

Approval of financial statements

The financial statements were approved by the board of directors on March 10, 2015 and authorized for issue.

Restricted Shares

In January 2015, a total of 850,000 shares of restricted stock were awarded to management and the board of directors, subject to vesting conditions in equal amounts on the first three anniversaries of the award subject to continued employment or office, as applicable. Also, in January 2015, the vesting criteria for all restricted shares awarded in 2014 that vest subject to continued employment or office with us, as applicable, and certain market conditions was changed to be subject to continued employment or office, as applicable, only. The change resulted in an increase in the fair value of the restricted shares totaling \$387 which is recognized over the remaining vesting period in a manner similar to the original amount. Also, on February 19, 2015, a total of 321,323 shares (including shares in lieu of dividends) related to prior awards vested and were issued to management and members of the board of directors and on March 2, 2015, a total of 19,173 shares (including shares in lieu of dividends) related to prior awards vested and were issued to management and members of the board of directors.