



## SUNCOKE ENERGY, INC.

### Audit Committee Charter

#### I. Purpose

The Audit Committee (“**Committee**”) is appointed by the Board of Directors (the “**Board**”) of SunCoke Energy, Inc. (the “**Company**”) to assist the Board in monitoring: (A) the integrity of the financial statements of the Company; (B) the independent auditor’s qualifications and independence; (C) the performance of the Company’s internal audit function and independent auditors; and (D) the compliance by the Company with legal and regulatory requirements, including but not limited to the Company’s Code of Business Conduct and Ethics. The Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the “**SEC**”) to be included in the Company’s annual proxy statement.

#### II. Membership

The Committee shall consist of at least three members, each of whom shall meet the applicable independence and experience requirements of the New York Stock Exchange (the “**NYSE**”), the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and the rules and regulations of the SEC. At least one member of the Committee shall be an “**audit committee financial expert**” (as defined by the SEC). One member of the Committee shall be appointed as Committee Chair by the Board. Committee members shall serve at the pleasure of the Board. Any vacancy on the Committee shall be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If any director serving on the Committee is serving on the audit committee of three or more public companies, the Board shall make a determination, as promptly as practicable following the time when the Company first becomes aware of such circumstances, and thereafter on a periodic basis but no less frequently than annually, that such simultaneous service does not impair the ability of such director to effectively serve on the Committee.

#### III. Meetings

The Committee shall meet, physically and/or telephonically, as often as it determines necessary, but not less frequently than quarterly. The Committee shall meet periodically in separate executive sessions with management (including the chief financial officer and chief accounting officer), the internal auditor and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The

Committee Chair shall preside at each meeting. A majority of the members of the Committee shall constitute a *quorum*. If the Committee Chair is not present at a meeting, the Committee, by majority vote of the Committee members present at such meeting, shall designate one of its members as the acting chair of such meeting. The Committee shall make regular reports to the Board. The Committee shall annually review the Committee's own performance.

#### **IV. Authority and Responsibilities**

The Committee is delegated such authority of the Board as may be required or advisable to fulfill the purpose of the Committee. The Committee's responsibilities are limited to the oversight responsibilities set forth in this Charter, and nothing herein contained is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law. It is not the responsibility of the Committee to plan or conduct audits, or to determine that the Company's financial statements and disclosures are complete and accurate in accordance with generally accepted accounting principles ("**GAAP**"), applicable law and regulation. These are the responsibilities of management, the internal auditor and the independent registered public accounting firm. The Committee shall have the following responsibilities:

**A. Appointment, Evaluation and Compensation of Independent Auditor.** The Committee shall have the sole authority to appoint or replace the independent auditor (subject, if applicable, to shareholder ratification). The independent auditor shall report directly to the Committee. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.

1. Independence. Before engagement of an independent auditor, and at least annually thereafter, the Committee shall review and discuss with the independent auditor the independent auditor's written communications to the Committee regarding the relationships between the independent auditor and the Company that, in the auditor's professional judgment, may reasonably be thought to bear on its independence and affirm in writing to the Committee that the auditor is independent. The Committee shall establish a policy for the Company's hiring of employees or former employees of the independent auditor.
2. Report of Independent Auditor. At least annually, the Committee shall obtain and review a report from the independent auditor regarding:
  - (a) the independent auditor's internal quality-control procedures;
  - (b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditor;
  - (c) any steps taken to deal with any such issues; and

(d) all relationships between the independent auditor and the Company.

3. Evaluation of Independent Auditor. The Committee shall routinely review the qualifications, performance and independence of the independent auditor, including considering whether the independent auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors. The Committee shall present its conclusions with respect to the independent auditor to the Board.
4. Rotation of Partners. The Committee shall review and evaluate the lead partner of the independent auditor team, and ensure rotation of the audit partners as required by law.

**B. Financial Statements and Disclosure Matters.** The Committee, to the extent it deems necessary or appropriate, shall review and discuss:

1. With Management (including Internal Auditor) and the Independent Auditor:
  - (a) the Company's annual audited financial statements (including disclosures made in management's discussion and analysis) and recommend to the Board whether such financial statements should be included in the Company's Form 10-K;
  - (b) the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements;
  - (c) financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles;
  - (d) major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting;
  - (e) the Company's internal controls report and the independent auditor's attestation of the report prior to the filing of the Company's Form 10-K;
  - (f) any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies;
  - (g) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the Company's financial statements; and
  - (h) disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer, during their certification process for the Form 10-K and Form 10-Q, regarding significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

2. With the Independent Auditor:

- (a) material issues on which the national office of the independent auditor was consulted by the Company's audit team;
- (b) the matters required to be discussed by Public Company Accounting Oversight Board Auditing Standard No. 16, or any successor thereto applicable to SunCoke, relating to the conduct of the audit, including difficulties encountered in the course of the audit work, restrictions on the scope of activities or access to requested information, and significant disagreements with management; and
- (c) quarterly reports from the independent auditors on:
  - (i) all critical accounting policies and practices to be used;
  - (ii) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
  - (iii) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

3. With Management:

- (a) the Company's earnings press releases, including use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.
- (b) Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

**C. Pre-Approval of Services.** Before the independent auditor is engaged by the Company or its subsidiaries, the Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services (including the terms thereof) to be performed for the Company by its independent auditor; *provided, however*, that certain *de minimis* non-audit services (as described in applicable provisions of the Exchange Act) may be approved by the Committee prior to the completion of the audit. The Committee shall meet with the independent auditor prior to the audit to discuss planning and staffing of the audit. The Committee shall review and discuss with the independent auditor the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence. The Committee may establish a pre-approval policy and delegate thereunder to the Committee Chair, or to a subcommittee, the authority to grant pre-approvals of audit and permitted non-audit services within the scope of such policy; *provided, however*, that such pre-approvals by the Committee Chair, or subcommittee, shall be presented to the full Committee at its next scheduled meeting.

**D. Oversight of Internal Audit Function.** The Committee shall: (1) review the appointment and replacement of the senior internal audit executive, or outside provider of internal audit

services (the “**Internal Auditor**”); (2) review the significant reports to management prepared by the Internal Auditor and management’s responses; (3) discuss with the Independent Auditor and management the Internal Auditor’s responsibilities, budget and staffing, and any recommended changes in the planned scope of the internal audit; (4) approve the risk-based internal audit plan; (5) receive communications from the Internal Auditor on performance relative to the internal audit plan and other matters; and (6) make appropriate inquiries of management and the Internal Auditor to determine whether any inappropriate scope or resource limitations exist.

**E. Conduct of Investigations; Retention of Independent Advisors.** The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors and to conduct or authorize investigations into any matter, including, but not limited to, complaints relating to accounting, internal accounting controls or auditing matters. The Committee shall have the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

**F. Funding.** The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **V. Compliance Oversight**

The Committee shall:

**A. Illegal Acts.** Discuss with the independent auditor whether, in the course of conducting its audit, the independent auditor detected, or otherwise became aware of, information indicating that an illegal act (whether or not perceived to have a material effect on the Company’s financial statements) had, or may have, occurred.

**B. Code of Business Conduct.** Obtain reports from management (including the Company’s Chief Compliance Officer), the Company’s senior internal auditing executive and the independent auditor regarding conformity of the Company , its subsidiaries and affiliates with applicable legal requirements and the Company’s Code of Business Conduct and Ethics (including any applicable violations or waivers thereof). Advise the Board with respect to the Company’s policies and procedures regarding compliance with applicable laws and regulations and with the Company’s Code of Business Conduct and Ethics.

**C. Confidential Submission of Employee Complaints.** Establish procedures for the receipt, review and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding: (1) questionable accounting or auditing matters; and/or (2) potential violations of applicable laws, rules and regulations or of the Company’s codes, policies and procedures.

- D. Legal Proceedings.** Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies and internal controls.
- E. Related Person Transactions.** Review reports and disclosures of insider and affiliated party transactions. Review and approve or ratify all related-party transactions in accordance with the Company's applicable policies and procedures.

[May 3, 2018]