

SUNCOKE ENERGY, INC.
Compensation Committee Charter

I. Purpose

The Compensation Committee (“*Committee*”) is appointed by the Board of Directors (“*Board*”) to discharge the Board’s responsibilities relating to compensation of the Chief Executive Officer (“*CEO*”) of SunCoke Energy, Inc. (“*Company*”) and the Company’s other executive officers (collectively, including the CEO, the “*Executive Officers*”). The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers and other employees of the Company and its subsidiaries.

II. Membership

The Committee shall consist of no fewer than three members, each of whom shall meet the independence requirements of the New York Stock Exchange (the “*NYSE*”). At least two members of the Committee also shall qualify as “outside” directors within the meaning of Section 162(m) of the Internal Revenue Code (“*Code*”) and as “non- employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“*Exchange Act*”). The members of the Committee shall be appointed by the Board on the recommendation of the Governance Committee. 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.

III. Meetings

The Committee shall meet, physically and/or telephonically, as often as it determines necessary, but not less frequently than quarterly. 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.

- A. *Compensation Matters:*** The Committee shall exercise oversight of all matters of executive compensation policy, including review and approval of the Company’s peer companies and data sources for purposes of evaluating the Company’s compensation competitiveness and establishing the appropriate competitive

positioning of the levels and mix of compensation elements such as base salary levels; annual cash incentive awards; long-term incentive awards; employment agreements, severance arrangements; change-in-control provisions; and any special or supplemental benefits.

1. CEO Compensation. Each year, the Board establishes measurable performance goals and objectives for the CEO and the Company, and reviews and evaluates the CEO's performance in light of these goals and objectives. The Committee annually provides a recommendation to the full Board regarding the compensation levels and incentive payouts applicable to the CEO, based upon the Board's review and assessment of the CEO's performance. In its review of the incentive components of CEO compensation, the Committee also may consider a number of factors, including, but not limited to the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years. The Board then makes a determination regarding CEO compensation, after considering the Committee's recommendations.
2. Executive Officer Compensation. The Committee shall, at least annually, review and approve the annual base salaries and annual incentive opportunities of the Executive Officers. The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Executive Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
3. Required Disclosure: The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A"), required to be included in the Company's proxy statement and its annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission ("SEC") with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included. The Committee shall produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.

- B. Appointment, Evaluation and Compensation of Independent Compensation Consultant:** The Committee shall have the sole authority to appoint or replace any independent compensation consultant, to be used in the evaluation of Executive Officer compensation, as the Committee deems necessary or appropriate to fulfill its responsibilities. Such independent compensation consultant shall report directly to

the Committee. The Committee shall be directly responsible for the compensation and oversight of the work of the independent compensation consultant.

Prior to retaining or receiving advice from a compensation consultant, legal counsel or other advisor (other than in-house legal counsel and other advisors consulting on broad-based plans or providing non-customized compensation information), and from time to time as the Committee deems appropriate, the Committee shall assess the independence of such advisor, taking into consideration factors relevant to such advisor's independence, including, without limitation, the factors specified in the applicable New York Stock Exchange listing standards and/or regulations of the U.S. Securities and Exchange Commission.

- C. **Delegation of Authority:** The Committee may delegate to its Chairman, or any subcommittee, the responsibility and authority for any particular matter, as the Committee may, from time to time, deem appropriate. In particular, the Committee may delegate the approval of award grants and other transactions and responsibilities regarding the administration of compensatory programs to a subcommittee consisting solely of Committee members who are: (1) "Non-Employee Directors" for the purposes of Exchange Act Rule 16b-3; and/or (2) "outside directors" for the purposes of Section 162(m) of the Code; provided, however, that the approvals of such award grants and other transactions by the subcommittee, shall be presented to the full Committee at its next scheduled meeting.
- D. **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, compensation and other advisors, and to conduct or authorize investigations into any matter within the scope of responsibilities delegated by the Board to the Committee. 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.
1. **Funding:** The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent compensation consultant 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 receive periodic reports on the Company's compensation programs as they affect all employees. The Committee shall oversee the Company's compliance with the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans. The Committee shall review and approve (or review and recommend to the Board for its approval of) any transaction in equity securities of the Company, or derivatives of those equity securities, between the Company and any officer or director of the Company who is subject to the reporting and short-swing profits liability provisions of Section 16 of the Exchange Act. The Committee shall monitor the Company's compliance with the requirements of the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers and with all other applicable laws affecting employee compensation and benefits.