

**SUNCOKE ENERGY, INC.**  
**Governance Committee Charter**

**I. Purpose**

The Governance Committee ("Committee") is appointed by the Board of Directors ("Board") to: (A) assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board; (B) recommend to the Board the director nominees for the next annual meeting of shareholders; (C) recommend to the Board the Corporate Governance Guidelines applicable to the Company; (D) lead an annual review of the Board's performance; (E) recommend to the Board director nominees for each committee; and (F) review the form and amount of director compensation, and make recommendations to the Board regarding the Company's director compensation program.

**II. Membership**

The Committee shall consist of no fewer than two members, each of whom shall meet the independence and experience requirements of the New York Stock Exchange ("NYSE"). 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 to carry out its responsibilities. 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.

**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. Corporate Governance Matters:**

1. Director Nominations. The Committee shall actively seek and identify individuals qualified to become Board members and recommend to the Board the persons to be nominated by the Board for election as directors at the annual meeting of stockholders, and the persons to be elected by the Board to fill any vacancies on the Board. At least annually, the Committee shall review the criteria for the nomination of director candidates and approve changes to the criteria, as appropriate.
2. Director Compensation. The Committee shall annually review and make recommendations to the Board regarding director stock ownership and retention guidelines, and the form and amount of director compensation (including under any incentive compensation plans and equity-based compensation plans). Directors who are employees of the Company shall not receive any additional compensation for service on the Board.

3. Director Independence. Each year, the Committee shall review the relationships between the Company and each director and report the results of its review to the Board, which will then determine which directors satisfy the NYSE independence standards, and which directors qualify as independent, disinterested, non-employee or outside directors under the relevant standards applicable to membership on the Board, or certain Board committees.
  4. Board and Committee Self-Evaluation; Orientation and Education. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year. The Committee shall annually review its own performance. The Committee shall report to the Board and make appropriate recommendations for Board action regarding a general education and orientation program for directors.
  5. Corporate Governance Guidelines; Certificate of Incorporation; By-laws. The Committee shall prepare and recommend to the Board for adoption appropriate corporate governance guidelines and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board. Each year, the Committee shall review and reassess the adequacy of the Company's corporate governance guidelines and recommend any proposed changes to the Board for approval. The Committee shall review and recommend to the Board proposed changes to the Company's Certificate of Incorporation and its By-laws, as appropriate.
  6. D&O Insurance. The Committee shall review directors' and officers' indemnification and insurance matters and make such recommendations to the Board as the Committee deems appropriate.
- B. Appointment, Evaluation and Compensation of Professional Search Firm:** The Committee shall have the sole authority to retain and terminate any professional search firm to be used to identify director candidates and shall be directly responsible for the compensation and oversight of the work of the search firm.
- C. Retention of Other Independent Advisors:** The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, human resources, director compensation and other advisors as the Committee deems necessary or appropriate to fulfill its responsibilities. 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.
- D. Funding:** The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the professional search firm 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.
- E. Delegation of Authority:** The Committee may delegate to a subcommittee the responsibility and authority for any particular matter, as the Committee may, from time to time, deem appropriate; *provided, however*, that any action authorized or taken by such subcommittee shall be presented to the full Committee at its next scheduled meeting.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

09/17/2014