

## SUNCOKE ENERGY PARTNERS GP LLC

### Governance Guidelines

The Board of Directors (the “*Board*”) of SunCoke Energy Partners GP LLC (the “*Company*”), acting in its capacity as the general partner of SunCoke Energy Partners, L.P. (the “*Partnership*” and, together with its subsidiaries and the Company, the “*MLP Group*”), has adopted the following Governance Guidelines (these “*Guidelines*”) to emphasize the Board’s strong commitment to good governance practices.

Because the Partnership is a master limited partnership, it is governed by a limited partnership agreement under Delaware state law. The First Amended and Restated Agreement of Limited Partnership of the Partnership, as may be amended from time to time (the “*Partnership Agreement*”), to which all limited partners (“*unitholders*”) are parties, sets forth the rights of the unitholders. By contract, the unitholders do not participate in the management of the Partnership, nor in the selection or election of directors to the Board. The basic charter document for the Company is its First Amended and Restated Limited Liability Company Agreement, as may be amended from time to time (the “*LLC Agreement*”). Except as otherwise provided in the LLC Agreement, Sun Coal & Coke LLC, the sole member of the Company and a wholly-owned subsidiary of SunCoke Energy, Inc. (the “*Sole Member*”), has delegated to the Board the Company’s power and authority to manage and control the business and affairs of the Partnership. Pursuant to these agreements, the governance of the Company is, in effect, the governance of the Partnership.

The New York Stock Exchange (the “*NYSE*”) has recognized the distinctive characteristics of limited partnerships in the application of its listing standards regarding governance. For example, the Partnership is excluded from the requirements of the NYSE Listed Company Manual (the “*NYSE Manual*”) that there be a majority of independent directors on the Board and that the Board have nominating/corporate governance and compensation committees.

In light of the foregoing, the Board has adopted these Guidelines, which, along with the Partnership Agreement, the LLC Agreement, the charters of the Board’s committees and other written governance policies of the MLP Group, are designed to provide a framework for the functioning of the Board and its committees.

#### **I. Board Composition and Director Qualifications:**

A. Appointment of Directors: The LLC Agreement provides that the Sole Member shall appoint individuals to serve on the Board, and that once appointed, a director shall continue in office until his or her removal in accordance with the LLC Agreement or until his or her earlier death or resignation.

B. Board Size: The number of directors that constitutes the Board shall be fixed from time to time pursuant to the LLC Agreement.

C. Director Independence: A director is considered “independent” only if the Board affirmatively determines that such director is free of any direct or indirect material relationship

with the MLP Group or its management. The Board may, from time to time, adopt specific criteria to assist in its determination of director independence.

D. Director Qualifications: The Board annually reviews the qualifications and experience of current directors, and identifies specific skill sets required in director candidates. Director-candidates should have a proven record of professional success and leadership, and demonstrate the high personal and professional ethics, integrity and values. The Board also considers ethnic and gender diversity. Unless otherwise determined by the independent directors of the Board, each director must retire from Board service no later than his or her 72nd birthday. There are no term limits for directors.

E. Director-Candidate Selection: Director candidates may be identified by current directors, by a search firm, or by the Sole Member. The Board, the Sole Member and SunCoke Energy, Inc. may engage the services of a third-party consultant to assist in identifying and screening potential candidates.

F. Changes to a Director's Current Position: If the primary position held by an independent director at the time of election (including retirement) changes, he or she must offer to tender his or her resignation as a director to the Board, which will determine if any action with respect to the tendered resignation should be taken.

G. Service on Other Boards/Audit Committees: Directors are expected to devote sufficient time and effort to their duties as a Board member. Independent directors are expected to serve on no more than two other public company audit committees in addition to the Company's Audit Committee. The Company does not limit the number of other boards on which an independent director may serve. Before joining the board of another public company (or any non-public, for-profit company), directors must advise the Board, so that a review can be performed to ensure there are no conflicts or other issues.

H. CEO Board Service: The CEO must obtain Board approval before serving on the board of another public company (other than SunCoke Energy, Inc.). The Board believes that the CEO should be limited to two outside public company directorships (other than SunCoke Energy, Inc.). The CEO may not serve on the board of a company on which any of the Company's independent directors also serve as an officer. Any CEO of the Company, who also serves as a director, shall tender his or her resignation from the Board at the same time he or she retires, resigns or is removed from the Company. The Board will determine whether to accept the resignation.

## **II. Board Operations:**

A. Board Leadership: The LLC Agreement allows the Chief Executive Officer ("CEO") to be designated as Chairman of the Board. The Chair of the Conflicts Committee acts in the role of Presiding Director. The Presiding Director shall chair those Board meetings at which the Chairman is not present, and shall preside at executive sessions of the independent directors. The Presiding Director will provide advice and counsel, as needed, to the Chairman and/or CEO on various strategic issues and Board and Committee matters.

B. Executive Sessions: The Board has regularly scheduled executive sessions, consisting only of independent directors, following each Board meeting. The Presiding Director leads these meetings and is responsible for agenda preparation.

C. Meeting Agendas and Information Flow: The Chairman, with advice from the Presiding Director, establishes a preliminary agenda for each Board meeting. Other directors may suggest additional agenda items. In preparation for each Board meeting, directors receive the agenda and other pertinent information well in advance, and are expected to review these materials in advance of the meeting. Ample time is scheduled at each Board meeting to assure full discussion of important matters. Management presentations are scheduled so that a substantial portion of Board meeting time is available for discussion.

D. New Director Orientation: New directors must attend orientation sessions and new Committee members must attend Committee orientation sessions.

E. Ongoing Director Education: Directors are encouraged to attend director education programs at the MLP Group's expense.

F. Performance Evaluations: The Board and the Audit Committee must each conduct an annual self-assessment as required by applicable NYSE rules.

G. Independent Advisors: The Board and Committees may, at any time, retain outside independent financial, legal or other advisors or consultants at the MLP Group's expense.

### **III. Board Responsibilities:**

A. Board Responsibilities: Directors are expected to discharge their duties in good faith and in a manner reasonably believed to be in the best interests of the Partnership. Board responsibilities include:

1. reviewing and approving the Partnership's strategic plan, annual operating plan and major actions;
2. monitoring the Partnership's performance;
3. evaluating the CEO;
4. reviewing and approving executive compensation payable by the MLP Group, if any;
5. reviewing and approving CEO succession planning (including the procedures to be activated in the event of unanticipated emergency where the CEO is unable to serve); and
6. advising management through formal Board and Committee meetings, and through informal, individual director contacts, since directors have full access to management.

B. Meeting Attendance: Directors are expected to attend the Board and Committee meetings on which they serve.

C. Monitor Ethical and Legal Compliance: The Board, primarily through the Audit Committee, monitors ethical and legal compliance by overseeing processes in place to maintain the integrity of the Partnership's financial statements, and internal control over financial reporting and disclosure controls and procedures, and the integrity of compliance with legal and ethical requirements as well as the MLP Group's Code of Business Conduct and Ethics.

D. Director Compensation: The Board establishes and administers the Company's director compensation policies. The director compensation program is designed to attract experienced and qualified directors and provide appropriate compensation, in the form of cash and/or Partnership units. The Board may engage an independent compensation consultant to provide direct advice on emerging trends in director compensation.

#### IV. **Committee Structure and Responsibilities:**

A. Committee Structure: The Board has established two standing Committees:

1. Audit Committee; and
2. Conflicts Committee.

Each committee has the authority to, as it deems appropriate, engage independent external consultants and other advisors at the expense of the MLP Group. The Audit Committee conducts an annual self-evaluation of performance and reviews compliance with the current charter of the Committee. The following summarizes the responsibilities of each Committee:

- ***Audit Committee***: The Audit Committee assists the Board in monitoring: the integrity of the financial statements of the Partnership; the independent auditor's qualifications and independence; the performance of the internal audit function and independent auditors; and the MLP Group's compliance with legal and regulatory requirements (including, without limitation, the MLP Group's Code of Business Conduct and Ethics). The Committee also selects and evaluates the internal auditor and oversees the MLP Group's policies addressing business risk and other matters deemed appropriate by the Committee. The Committee oversees procedures for handling complaints, including anonymous and confidential treatment of complaints regarding accounting, internal accounting controls or auditing matters.
- ***Conflicts Committee***: The Conflicts Committee is responsible for, as requested by the Board, investigating, reviewing, evaluating and acting upon any potential conflicts of interest between the Company or any of its affiliates, on the one hand, and the Partnership, any Group Member (as defined in the Partnership Agreement) or any partner, on the other hand.

B. Committee Membership: Each Board Committee is composed entirely of directors that meet applicable SEC rules and NYSE listing standards as well as any requirements

detailed in their respective Committee charters, the LLC Agreement or the Partnership Agreement. The qualifications of Committee members are reviewed annually for skill set relevance, and for compliance with legal and regulatory requirements of membership for each particular Committee.

C. Committee Meetings and Agendas: Committee agendas are prepared by the Committee Secretary and management liaison in consultation with the Committee Chair. Annually recurring events for each Committee are reviewed each year and used as preliminary agenda items. Committee members may suggest additional items for each agenda. Executive sessions, comprised of only independent directors, are regularly scheduled at the conclusion of each Committee meeting. Each Committee Chair reports to the Board on Committee actions in a timely manner, but in no event later than the next Board meeting.

**V. Communicating Concerns to the Board:**

Investors and others wishing to communicate their concerns to the Board, or to any specific member of the Board (including the Presiding Director), or to the independent directors as a group, regarding the Partnership’s financial statements, accounting practices, internal controls, governance practices, business ethics, or corporate conduct may submit their concerns in writing addressed to the Board, any specific member of the Board, or any Committee thereof, in care of the Company's Corporate Secretary at the Company's headquarters address. All communications will be received and processed by the Corporate Secretary.

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