

SUNCOKE ENERGY, INC.

Executive Committee Charter

I. Purpose

The Executive Committee (“*Committee*”) is appointed by the Board of Directors (“*Board*”) of SunCoke Energy, Inc. (“*Company*”) to exercise the powers and authority of the Board to direct the business and affairs of the Company in intervals between meetings of the Board and to implement the policy decisions of the Board.

II. Membership

The Committee shall consist of no fewer than two members of the Board, as determined in accordance with the Company’s Amended and Restated By-Laws (as amended from time to time, the “*By-Laws*”). The members of the Committee will be appointed by and serve at the discretion of the Board. Except as otherwise provided in this Charter or the By-Laws, Committee members will be appointed for a term of one year or until their successors have been duly appointed and qualified (if later), and may be removed at any time by a majority vote of the Board. Unless the Board appoints a Committee Chair, the members of the Committee shall designate the Chair by majority vote. No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by law or any rule or regulation of the United States Securities and Exchange Commission (“*SEC*”) or The New York Stock Exchange (“*NYSE*”) or any securities exchange or market on which shares of the common stock of the Company are or may be traded, in each case to the extent such restriction is applicable to the Company at such time.

III. Meetings

Except as otherwise required by the By-Laws or the Company’s Amended and Restated Certificate of Incorporation (as amended from time to time, the “*Certificate*”), a majority of the members of the Committee shall constitute a *quorum* for the transaction of business and the act of a majority of the members present at any meeting at which there is a *quorum* shall be the act of the Committee. The Committee Chair shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Committee Chair shall preside at the meetings of the Committee. In the absence of the Committee Chair, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. All actions of the Committee shall be reported to the Board at the next regular meeting of the Board. The Secretary or an Assistant Secretary of the Company shall keep the minutes of the Committee, which shall be distributed to all Board members. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as is necessary or desirable and not inconsistent with the provisions of the By-Laws or this Charter.

IV. Authority and Responsibilities

- A. *Committee Authority Generally Co-Extensive with Board Authority:*** The Committee shall have the authority to exercise all powers and authority of the Board, including without limitation the powers and authority enumerated in the Company’s By-Laws, excepting matters which cannot be delegated by the Board to a committee of the Board under the Delaware General Corporation Law, the Certificate, the By-Laws, or the rules and regulations of the NYSE, or any securities exchange or market on which shares of the Company’s common stock are or may be traded. Subject to the foregoing limitations, the Committee may delegate to the officers and employees of the Company its authority to direct the usual and ordinary business affairs of the Company, or one or more subsidiaries, affiliates, divisions or departments of the Company. The Committee also may appoint and delegate authority to subcommittees as it deems appropriate. In performing its responsibilities, the Committee is authorized to obtain advice and assistance from internal or external financial, legal, accounting or other advisors at the Company’s expense without prior permission of the Board or management. The Committee will review the roles and responsibilities of the Board’s committees to facilitate appropriate coordination, including with respect to oversight of the Company’s risk management.

Nothing in this Charter shall be deemed to amend the provisions of the By-Laws with respect to this Committee or other committees of the Board absent a separate resolution of the Board expressly amending the By-Laws.

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