

### SunCoke Energy, Inc.

### Post-Dropdown Business Update Call

May 12, 2014



**SunCoke Energy**™

### Forward-Looking Statements



This slide presentation should be reviewed in conjunction with the SunCoke Energy, Inc. (SunCoke) post-dropdown business update conference call held on May 12, 2014 at 12:00 p.m. ET.

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This presentation includes certain non-GAAP financial measures intended to supplement, not substitute for, comparable GAAP measures. Reconciliations of non-GAAP financial measures to GAAP financial measures are provided in the Appendix at the end of the presentation. Investors are urged to consider carefully the comparable GAAP measures and the reconciliations to those measures provided in the Appendix.

### Transaction and Business Update







- Acquisition multiple of 8.3x EBITDA plus additional value through retained SXCP LP units and GP cash flows
- Tax efficient structure and delevering of SXC
- SXC transition to "pure play GP" underway



### **Business Update**

- Received permit for new U.S. coke plant
- Q2 Domestic Coke production back to prior year levels
- Coal sale process launched

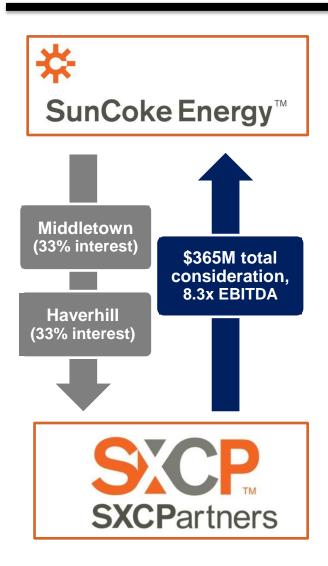


- Re-affirm FY 2014 consolidated Adj. EBITDA guidance
- Q2 and FY 2014 EPS lower due to dropdown transaction impact



### **Dropdown Transaction**





#### Total Consideration of \$365M

- \$80.0M SXCP equity or 2.7M units
- \$3.3M GP interest
- \$271.3M of SXC debt assumed, inclusive of \$11.4M tender premium
- Net cash of \$3.4M (\$7.0M retained by SXCP to pre-fund environmental project)

#### **Post-Transaction**

- Own 20.6M SXCP LP units, 2% GP interest and 100% of IDRs
  - SXC ~54% ownership of SXCP
  - Public ownership increased from 42% to 44%
- GP/IDR cash flow expected to increase from ~\$5M to ~\$9M, or ~\$4M increase
  - Expect to get to the 25% splits after Q2 increase

### **Dropdown Transaction Scorecard**





#### Strategic Objectives

- Acquisition multiple of 8.3x
   EBITDA plus additional value through retained SXCP LP units and GP cash flows
- Tax efficient structure and delevering
- Transition to "pure play GP" underway
- Expect to achieve ~8%
   accretion in DCF per LP unit
- Targeting 3% increase in Q2 distribution in addition to Q1
   5.3% increase
- Upsizing revolver, with cash proceeds support further growth through acquisitions

#### **Transaction Execution**

- Public offering for 3.2M units (including over allotment) at \$29.03/unit
- Placed \$250M followon offering of SXCP's
   7.375% Senior Notes
  - Notes issued at premium of 105.25 or 6.08% yield-toworst
- Completed tender offer for SXC's 7.625%
   Senior Notes at \$11.4 million premium



### Dropdown Value Drivers to SXC



## Expected Impact from Dropdown

Potential Impact to SXC Equity Value

EBITDA Multiple Estimate

 $8.3x^{(1)}$ 

 $^{2}$ 1.1 $x^{(2)}$ 

Direct
Proceeds

Value of

**SXCP LP Units** 

- Additional units/GP interest
- Debt assumption/pay down
- ~8% accretion to SXCP

distributable cash flow

- per LP unit; targeting 3% Q2 per unit cash
  - distribution increase

- Value of GP
  Cash Flows
- At 15% IDR splits today; expect to get to the 25% splits after Q2 increase

- Transaction structured to delever and ensure tax efficiency
  - ax efficiency
- ✓ As 54% owner, are major beneficiary to unit price and cash distributions upside
- At target coverage expect GP/IDR cash flow to increase \$2.3M

~1.0x<sup>(3)</sup>

(1) Based on \$365M consideration over \$44M EBITDA (net of \$5M) run-rate for 33% interest in Haverhill and Middletown.

~10.4x

<sup>(2)</sup> Unit price change of 8%, assuming constant yield and constant cash distribution coverage ratio on ~8% accretion.

<sup>(3)</sup> Assumes 20x value for GP/IDR cash flow.

### **Balance Sheet & Debt Metrics**



## De-levering at SXC level consistent with goal to move toward a more flexible capital structure

		Attributable to SXC		Attributable to SXCP				
(\$ in millions)	Consolidated 3/31/2014	Attributable to SXC 3/31/2014(1)	Δ	Post-Transaction Proforma	Attributable to SXCP 3/31/2014	Δ	Post-Transaction Proforma	Post- Transaction Proforma Consolidated
Cash	\$ 178	\$ 159	\$ 3	\$ 162	\$ 19	\$ 34	\$ 53	\$ 215
Revolver Capacity	257	148	_	148	109	140	249	397
Total Liquidity	435	307	3	310	128	174	302	612
Total Debt (Long and Short-term)	689	499	(260)	239	190	210	400	639
Net Debt (Total Debt less Cash)	511	340	(263)	77	171	176	347	424
FY 2014 Adj. EBITDA (midpoint) <sup>(2)</sup>	\$ 230	\$ 180	\$ (18)	\$ 162	\$ 108	\$ 44	\$ 152	\$ 230
Total Debt/2014E Adj. EBITDA <sup>(2)</sup>	3.0x	2.8x		1.5x	1.8x		2.6x	2.8x
Net Debt/2014E Adj. EBITDA <sup>(2)</sup>	2.2x	1.9x		0.5x	1.6x		2.3x	1.8x

<sup>(1)</sup> Reflects Consolidated Cash and Debt (Long- and Short-term) positions as of March 31, 2014, less SXCP's March 31, 2014 Cash position of \$19M and Long- and Short-term Debt positions of \$150M and \$40M, respectively.

<sup>(2)</sup> For Consolidated and SXC at 3/31/2014, based on the mid-point of SXC FY 2014 Adjusted EBITDA guidance of \$220-\$240 million (\$230M mid-point) and \$173-\$188 million (\$180M mid-point). Post-transaction SXC FY 2014 Adj. EBITDA figure of \$162M is proforma for dropdown occurring Jan 1, 2014. For SXCP at 3/31/2014, based on FY 2014 Adjusted EBITDA guidance of \$105-\$112 million (\$108M mid-point). Post-transaction SXCP FY 2014 Adj. EBITDA figure of \$152M is proforma for dropdown occurring Jan 1, 2014. Please see appendix for definition of Adjusted EBITDA.

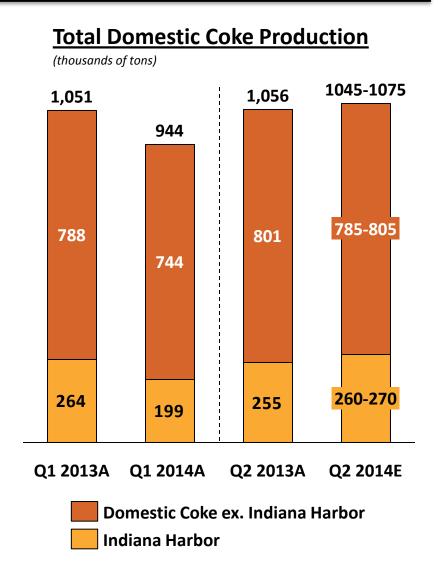
### Domestic Coke Production Update



### Expect Q2 Domestic Coke Production ex. Indiana Harbor to be at prior year levels

## Indiana Harbor Production continues to build momentum

- April avg. production of 2,917 tons per day with May MTD at 2,961 tons per day
- Expect Q2 production at or above prior year levels
- Full run-rate expected in Q3/Q4 timeframe



### Consolidated Guidance Summary



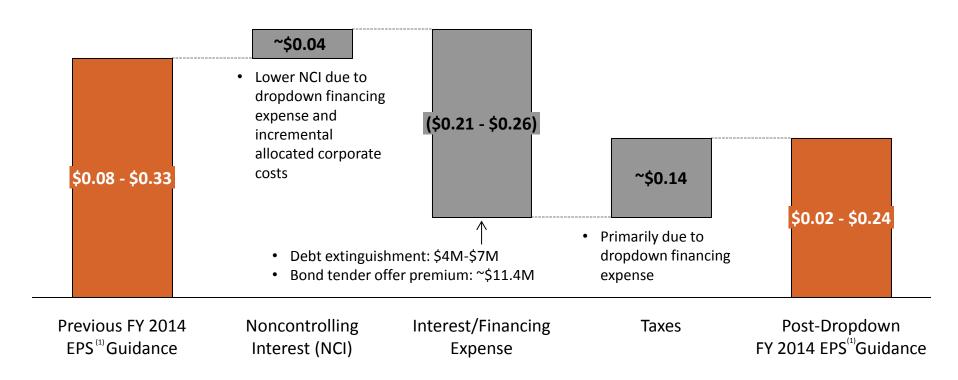
## Consolidated Adj. EBITDA outlook unchanged; EPS impacted by financing expense related to debt paydown, partly offset by lower taxes

Metric	Guidance as of April 2014	Post-Transaction FY 2014 Guidance		
Adjusted EBITDA <sup>(1)</sup> Consolidated Attributable to SXC	\$220 – \$240 million \$173 – \$188 million	\$220 – \$240 million \$160– \$177 million		
EPS Attributable to SXC Shareholders (diluted)	\$0.08 – \$0.33	\$0.02 – \$0.24		
Cash Flow from Operations	~\$160 million	~\$160 million		
Capital Expenditures	~\$138 million	~\$138 million		
Effective Tax Rate	20% – 26%	0% – 10%		
Cash Tax Rate	10% – 18%	20% – 28%		
Domestic Coke Production	~4.2 million tons	~4.2 million tons		
Coal Production	~1.3 million tons	~1.3 million tons		

### Diluted EPS Bridge – FY 2014 Guidance Change



## EPS impacted by financing expense related to debt paydown, partly offset by lower taxes



(1) Attributable to SXC

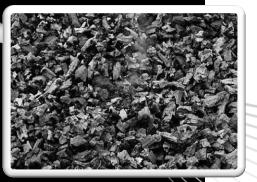
### QUESTIONS







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### **APPENDIX**



### **Definitions**



- Adjusted EBITDA represents earnings before interest, taxes, depreciation, depletion and amortization ("EBITDA") adjusted for sales discounts and the interest, taxes, depreciation, depletion and amortization attributable to our equity method investment. EBITDA reflects sales discounts included as a reduction in sales and other operating revenue. The sales discounts represent the sharing with customers of a portion of nonconventional fuel tax credits, which reduce our income tax expense. However, we believe our Adjusted EBITDA would be inappropriately penalized if these discounts were treated as a reduction of EBITDA since they represent sharing of a tax benefit that is not included in EBITDA. Accordingly, in computing Adjusted EBITDA, we have added back these sales discounts. Our Adjusted EBITDA also includes EBITDA attributable to our equity method investment. EBITDA and Adjusted EBITDA do not represent and should not be considered alternatives to net income or operating income under GAAP and may not be comparable to other similarly titled measures in other businesses. Management believes Adjusted EBITDA is an important measure of the operating performance of the Company's net assets and provides useful information to investors because it highlights trends in our business that may not otherwise be apparent when relying solely on GAAP measures and because it eliminates items that have less bearing on our operating performance. Adjusted EBITDA is a measure of operating performance that is not defined by GAAP, does not represent and should not be considered a substitute for net income as determined in accordance with GAAP. Calculations of Adjusted EBITDA may not be comparable to those reported by other companies.
- **EBITDA** represents earnings before interest, taxes, depreciation, depletion and amortization.
- Adjusted EBITDA attributable to SXC/SXCP equals Adjusted EBITDA less Adjusted EBITDA attributable to noncontrolling interests.
- Adjusted EBITDA/Ton represents Adjusted EBITDA divided by tons sold.

# Expected 2014 EBITDA Reconciliation - Post-Dropdown Transaction



(in millions)	2014E Low	2014E High
Net Income	\$24	\$44
Depreciation, depletion and amortization	125	120
Interest expense, net	68	65
Income tax expense	_	5
EBITDA	\$217	\$234
Sales discounts	(1)	(1)
Adjustment to unconsolidated affiliate earnings <sup>(1)</sup>	4	7
Adjusted EBITDA	\$220	\$240
EBITDA attributable to noncontrolling interests <sup>(2)</sup>	(60)	(63)
Adjusted EBITDA attributable to SXC	\$160	\$177

<sup>(1)</sup> Represents SXC share of India JV interest, taxes and depreciation expense.

<sup>(2)</sup> Represents Adjusted EBITDA attributable to SXCP public unitholders and to DTE Energy's interest in Indiana Harbor.