

SUNCOKE ENERGY, INC.

Related Persons Transaction Policy

Policy:

All Interested Transactions with Related Persons (as such terms are defined herein below) shall be subject to approval or ratification in accordance with the procedures set forth below.

Purpose:

The purpose of this policy is to reduce the risk of actual or potential conflicts of interest and/or improper valuation (or the perception thereof), and to comply with federal and/or state securities law requirements mandating public disclosure of Interested Transactions in the Company's applicable filings under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended.

Scope:

This policy applies to any Interested Transaction with a Related Person. The procedures set forth in this policy are supplemental to other applicable policies or procedures of the Company (including by way of example, and not limitation, the Code of Business Conduct and the Corporate Governance Guidelines). If, pursuant to the Company's certificate of incorporation or by-laws, or applicable federal or state law or regulation, or the listing requirements of any exchange on which the Company's securities are traded, any proposed Interested Transaction requires the approval of the Company's stockholders, then such proposed transaction also will be subject to such required stockholder approval.

Definitions:

For purposes of this policy:

The term "Board" shall mean and refer to the Board of Directors of SunCoke Energy, Inc.

The term "Company" shall mean SunCoke Energy, Inc., its subsidiaries and affiliates.

The term "Executive Officer" shall mean, with respect to the Company, its Chief Executive Officer, its President, its Chief Financial Officer, its principal accounting officer (or, if there is no such accounting officer, the controller), any Vice President in charge of a principal business unit, division or function (such as sales, administration or finance), and any other officer who performs similar policy-making functions for the Company. Subsidiary officers performing such policy-making functions for SunCoke Energy, Inc. may be deemed Executive Officers of SunCoke Energy, Inc. In the case of a limited partnership, officers of the general partner(s) who perform policy-making functions for the limited partnership are deemed Executive Officers of the limited partnership. For a trust, officers of the trustee(s) who perform policy-making functions for the trust are deemed Executive Officers of the trust.

The term "Governance Committee" as used herein shall mean and refer to the Governance Committee of the Board.

The term "Immediate Family Member" of any person will mean such person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law and brothers- and sisters-in-law and anyone residing in such person's home (other than a tenant or employee).

The term "Interested Transaction" shall mean and include any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which:

- (1) the aggregate amount involved will or may be expected to exceed one hundred thousand dollars (\$100,000) in any calendar year;
- (2) the Company is a participant; and

(3) any Related Person has or will have a direct or indirect interest (other than solely as a result of being a director or a less than ten percent (10%) beneficial owner of another entity).

The term “Related Person” will mean:

(1) any person who is or was (since the beginning of the last fiscal year for which the Company has filed a Form 10-K and proxy statement, even if such person does not presently serve in that role) an Executive Officer, director or nominee for election as a director;

(2) any greater than five percent (5%) beneficial owner of the Company’s common stock; or

(3) any Immediate Family Member of any of the foregoing.

The term “Total Annual Compensation” with respect to any natural person shall mean and refer to the aggregate amount of such person’s yearly base salary and annual bonus for the year in question.

Procedures:

The Governance Committee will review the material facts of all Interested Transactions that require the Committee’s approval and either approve or disapprove of the entry into the Interested Transaction, subject to the exceptions described below. No director shall participate in any discussion or approval of an Interested Transaction for which he/she is a Related Person, except that such director shall provide all material information concerning the Interested Transaction to the Governance Committee.

If advance approval by the Governance Committee of an Interested Transaction is not feasible, then the Interested Transaction shall be considered and, if the Governance Committee determines it to be appropriate, ratified at the Governance Committee’s next regularly scheduled meeting. In determining whether to approve or ratify an Interested Transaction, the Governance Committee will take into account, among other things, whether the Interested Transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the Related Person’s interest in the transaction.

Governance Committee Chair Approval of Small Interested Transactions

The Chair of the Governance Committee shall have the authority to pre-approve or ratify (as applicable) any Interested Transaction with a Related Person in which the aggregate amount involved is expected to be less than one million dollars (\$1,000,000). However, if the Chair of the Governance Committee, or any Immediate Family Member thereof, is the subject Related Person, then such Interested Transaction will be pre-approved or ratified by the Chair of the Audit Committee of the Board.

Standing Pre-Approval for Certain Interested Transactions

Each of the following types of Interested Transactions shall be deemed to be pre-approved or ratified (as applicable) by the Governance Committee under the terms of this policy, even if the aggregate amount involved exceeds one hundred thousand dollars (\$100,000).

1. *Employment of Executive Officers.* Any employment by the Company of an Executive Officer if:

(a) the related compensation is required to be reported in the Company’s proxy statement under Item 402 of the Securities and Exchange Commission’s (“SEC”) compensation disclosure requirements (generally applicable to “named executive officers”); or

(b) the Executive Officer is not an Immediate Family Member of another Executive Officer or director of the Company, the related compensation would be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements if the Executive Officer was a "named executive officer" and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.

2. *Employment of Immediate Family Members.* Any employment by the Company of any Immediate Family Member of a director, a nominee for director or an Executive Officer, in the ordinary course of business, consistent with the customary employment practices utilized by the Company's Human Resources Department and where the Total Annual Compensation received by such Immediate Family Member from the Company does not exceed one hundred twenty thousand dollars (\$120,000);

3. *Director compensation.* Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements;

4. *Certain transactions with other companies.* Any transaction with another company at which a Related Person's only relationship is as:

(a) an employee (*other than* an executive officer of such other company);

(b) a director; or

(c) a beneficial owner of less than ten percent (10%) of that company's shares,

provided, however, that the aggregate amount involved in such transaction does not exceed the greater of:

(x) one million dollars (\$1,000,000); or

(y) two percent (2%) of that other company's total annual gross revenues.

5. *Certain Company charitable contributions.* Any charitable contribution, grant or endowment by the Company made to a charitable organization, foundation or university at which a Related Person's only relationship is as:

(a) an employee (*other than* an executive officer of such organization, foundation or university); or

(b) a director,

provided, however, that the aggregate amount of such contribution does not exceed the greater of:

(x) one million dollars (\$1,000,000); or

(y) two percent (2%) of the total annual receipts of the charitable organization, foundation or university.

6. *Transactions where all stockholders receive proportional benefits.* Any transaction where the Related Person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a *pro rata* basis (*e.g.*, dividends).

7. *Transactions involving competitive bids.* Any transaction (including transactions for the sale or purchase of products or services) involving a Related Person, or a business entity that employs a Related Person, where such transaction takes place on the same terms and conditions

offered to third parties generally, or where the rates or charges involved are determined by competitive bid.

8. *Regulated transactions.* Any transaction with a Related Person involving the rendering of services as a common or contract carrier or public utility, at rates or charges fixed in conformity with law or governmental authority.

9. *Certain banking-related services.* Any transaction with a Related Person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services.

10. *Other Transactions.* Any of the following types of transaction:

- (a) any transaction available to all employees generally;
- (b) any transaction involving the purchase of metallurgical coke, metallurgical coal or other products and/or services of the Company, on terms and conditions substantially similar to those available to the Company's employees or to third parties, generally;
- (c) any transaction involving less than ten thousand dollars (\$10,000) when aggregated with all similar transactions occurring during the same fiscal year;
- (d) ordinary course business and travel advances and reimbursements by the Company to the Related Person; and
- (e) any transaction occurring prior to the time such Related Person became a Related Person.

In connection with each regularly scheduled meeting of the Governance Committee, a summary of each new Interested Transaction brought to the attention of the Company's Corporate Secretary by a Related Person, and deemed pre-approved under "*Standing Pre-Approval for Certain Interested Transactions*" above, and each new Interested Transaction pre-approved by the Chair of the Governance Committee in accordance with this policy, shall be provided to the Governance Committee for its review.

Ongoing Transactions

If an Interested Transaction will be ongoing, the Governance Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Person. Thereafter, the Governance Committee, on at least an annual basis, will review and assess ongoing relationships with the Related Person to see that they are in compliance with the Committee's guidelines and that the Interested Transaction remains appropriate.

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