

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 30, 2023
OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____
Commission File Number 001-35243

SUNCOKE ENERGY, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

90-0640593
(I.R.S. Employer
Identification No.)

1011 Warrenville Road, Suite 600
Lisle, Illinois 60532
(Address of principal executive offices, including zip code)
(630) 824-1000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	SXC	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

As of October 27, 2023, there were 83,756,217 shares of the Registrant’s Common Stock, par value \$0.01 per share outstanding.

SUNCOKE ENERGY, INC.
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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

We have made forward-looking statements in this Quarterly Report on Form 10-Q, including, among others, in the sections entitled “Risk Factors,” “Quantitative and Qualitative Disclosures About Market Risk” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Forward-looking statements include all statements that are not historical facts and may be identified by the use of forward-looking terminology such as the words “believe,” “expect,” “plan,” “intend,” “anticipate,” “estimate,” “predict,” “potential,” “continue,” “may,” “will,” “should” or the negative of these terms or similar expressions. Such forward-looking statements are based on management’s beliefs, expectations and assumptions based upon information currently available, and include, but are not limited to, statements concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, potential growth opportunities (including, among other things, anticipated expansion into the foundry coke market), the influence of competition, and the effects of future legislation or regulations. In addition, statements in this Quarterly Report on Form 10-Q concerning future dividend declarations are subject to approval by our Board of Directors and will be based upon circumstances then existing. Forward-looking statements are not guarantees of future performance, but are based upon the current knowledge, beliefs and expectations of SunCoke management, and upon assumptions by SunCoke concerning future conditions, any or all of which ultimately may prove to be inaccurate.

Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in these forward-looking statements. You should not put undue reliance on any forward-looking statements. We do not have any intention or obligation to update any forward-looking statement (or its associated cautionary language), whether as a result of new information or future events, after the date of this Quarterly Report on Form 10-Q, except as required by applicable law.

The risk factors discussed in “Risk Factors” in our Annual Report on Form 10-K and this Quarterly Report on Form 10-Q could cause our results to differ materially from those expressed in the forward-looking statements made in this Quarterly Report on Form 10-Q. There also may be other risks that are currently unknown to us or that we are unable to predict at this time. Such risks and uncertainties include, without limitation:

- actual or potential impacts of international conflicts and humanitarian crises on global commodity prices, inflationary pressures, and state sponsored cyber activity;
 - the effect of inflation on wages and operating expenses;
 - volatility and cyclical downturns in the steel industry and in other industries in which our customers and/or suppliers operate;
 - changes in the marketplace that may affect our cokemaking business, including the supply and demand for our coke products, as well as increased imports of coke from foreign producers;
 - volatility, cyclical downturns and other change in the business climate and market for coal, affecting customers or potential customers for our logistics business;
 - changes in the marketplace that may affect our logistics business, including the supply and demand for thermal and metallurgical coal;
 - severe financial hardship or bankruptcy of one or more of our major customers, or the occurrence of a customer default or other event affecting our ability to collect payments from our customers;
 - our ability to repair aging coke ovens to maintain operational performance;
 - age of, and changes in the reliability, efficiency and capacity of the various equipment and operating facilities used in our cokemaking operations, and in the operations of our subsidiaries major customers, business partners and/or suppliers;
 - changes in the expected operating levels of our assets;
 - changes in the level of capital expenditures or operating expenses, including any changes in the level of environmental capital, operating or remediation expenditures;
 - changes in levels of production, production capacity, pricing and/or margins for coal and coke;
 - changes in product specifications for the coke that we produce or the coals we mix, store and transport;
 - our ability to meet minimum volume requirements, coal-to-coke yield standards and coke quality standards in our coke sales agreements;
 - variation in availability, quality and supply of metallurgical coal used in the cokemaking process, including as a result of non-performance by our suppliers;
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- effects of geologic conditions, weather, natural disasters and other inherent risks beyond our control;
 - effects of adverse events relating to the operation of our facilities and to the transportation and storage of hazardous materials or regulated media (including equipment malfunction, explosions, fires, spills, impoundment failure and the effects of severe weather conditions);
 - the existence of hazardous substances or other environmental contamination on property owned or used by us;
 - required permits and other regulatory approvals and compliance with contractual obligations and/or bonding requirements in connection with our cokemaking, logistics operations, and/or former coal mining activities;
 - the availability of future permits authorizing the disposition of certain mining waste and the management of reclamation areas;
 - risks related to environmental compliance;
 - our ability to comply with applicable federal, state or local laws and regulations, including, but not limited to, those relating to environmental matters;
 - risks related to labor relations and workplace safety;
 - availability of skilled employees for our cokemaking, and/or logistics operations, and other workplace factors;
 - our ability to service our outstanding indebtedness;
 - our indebtedness and certain covenants in our debt documents;
 - our ability to comply with the covenants and restrictions imposed by our financing arrangements;
 - changes in the availability and cost of equity and debt financing;
 - impacts on our liquidity and ability to raise capital as a result of changes in the credit ratings assigned to our indebtedness;
 - competition from alternative steelmaking and other technologies that have the potential to reduce or eliminate the use of coke;
 - our dependence on, relationships with, and other conditions affecting our customers and/or suppliers;
 - consolidation of major customers;
 - nonperformance or force majeure by, or disputes with, or changes in contract terms with, major customers, suppliers, dealers, distributors or other business partners;
 - effects of adverse events relating to the business or commercial operations of our customers and/or suppliers;
 - changes in credit terms required by our suppliers;
 - our ability to secure new coal supply agreements or to renew existing coal supply agreements;
 - effects of railroad, barge, truck and other transportation performance and costs, including any transportation disruptions;
 - our ability to enter into new, or renew existing, long-term agreements upon favorable terms for the sale of coke, steam, or electric power, or for handling services of coal and other aggregates (including transportation, storage and mixing);
 - our ability to enter into new, or renew existing, agreements upon favorable terms for logistics services;
 - our ability to successfully implement domestic and/or international growth strategies;
 - our ability to identify acquisitions, execute them under favorable terms, and integrate them into our existing business operations;
 - our ability to realize expected benefits from investments and acquisitions;
 - our ability to enter into joint ventures and other similar arrangements under favorable terms;
 - our ability to consummate assets sales, other divestitures and strategic restructuring in a timely manner upon favorable terms, and/or realize the anticipated benefits from such actions;
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- our ability to consummate investments under favorable terms, including with respect to existing cokemaking facilities, which may utilize by-product technology, and integrate them into our existing businesses and have them perform at anticipated levels;
- our ability to develop, design, permit, construct, start up, or operate new cokemaking facilities in the U.S. or in foreign countries;
- disruption in our information technology infrastructure and/or loss of our ability to securely store, maintain, or transmit data due to security breach by hackers, employee error or malfeasance, terrorist attack, power loss, telecommunications failure or other events;
- the accuracy of our estimates of reclamation and other environmental obligations;
- risks related to obligations under mineral leases retained by us in connection with the divestment of our legacy coal mining business;
- risks related to the ability of the assignee(s) to perform in compliance with applicable requirements under mineral leases assigned in connection with the divestment of our legacy coal mining business;
- proposed or final changes in existing, or new, statutes, regulations, rules, governmental policies and taxes, or their interpretations, including those relating to environmental matters and taxes;
- proposed or final changes in accounting and/or tax methodologies, laws, regulations, rules, or policies, or their interpretations, including those affecting inventories, leases, post-employment benefits, income, or other matters;
- changes in federal, state, or local tax laws or regulations, including the interpretations thereof;
- claims of noncompliance with any statutory or regulatory requirements;
- changes in insurance markets impacting cost, level and/or types of coverage available, and the financial ability of our insurers to meet their obligations;
- inadequate protection of our intellectual property rights;
- volatility in foreign currency exchange rates affecting the markets and geographic regions in which we conduct business; and
- historical consolidated financial data may not be reliable indicators of future results.

The factors identified above are believed to be important factors, but not necessarily all of the important factors, that could cause actual results to differ materially from those expressed in any forward-looking statement made by us. Other factors not discussed herein also could have material adverse effects on us. All forward-looking statements included in this Quarterly Report on Form 10-Q are expressly qualified in their entirety by the foregoing cautionary statements.

PART I – FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements

SunCoke Energy, Inc. Consolidated Statements of Income (Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
(Dollars and shares in millions, except per share amounts)				
Revenues				
Sales and other operating revenue	\$ 520.4	\$ 516.8	\$ 1,542.6	\$ 1,458.5
Costs and operating expenses				
Cost of products sold and operating expenses	436.1	413.4	1,281.2	1,163.2
Selling, general and administrative expenses	19.1	20.1	55.3	57.9
Depreciation and amortization expense	35.5	35.7	107.2	106.7
Total costs and operating expenses	490.7	469.2	1,443.7	1,327.8
Operating income	29.7	47.6	98.9	130.7
Interest expense, net	6.6	8.0	21.0	24.3
Income before income tax expense (benefit)	23.1	39.6	77.9	106.4
Income tax expense (benefit)	14.6	(2.9)	29.7	14.3
Net income	8.5	42.5	48.2	92.1
Less: Net income attributable to noncontrolling interests	1.5	1.1	4.5	3.2
Net income attributable to SunCoke Energy, Inc.	<u>\$ 7.0</u>	<u>\$ 41.4</u>	<u>\$ 43.7</u>	<u>\$ 88.9</u>
Earnings attributable to SunCoke Energy, Inc. per common share:				
Basic	\$ 0.08	\$ 0.49	\$ 0.52	\$ 1.06
Diluted	\$ 0.08	\$ 0.49	\$ 0.51	\$ 1.05
Weighted average number of common shares outstanding:				
Basic	84.8	83.9	84.7	83.8
Diluted	85.1	84.7	84.9	84.5

(See accompanying notes to the consolidated financial statements)

SunCoke Energy, Inc.
Consolidated Statements of Comprehensive Income
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	(Dollars in millions)			
Net income	\$ 8.5	\$ 42.5	\$ 48.2	\$ 92.1
Other comprehensive income (loss):				
Reclassifications of prior service benefit and actuarial loss amortization to earnings, net of tax	—	0.1	0.1	0.3
Currency translation adjustment	(0.3)	(0.3)	0.2	—
Comprehensive income	8.2	42.3	48.5	92.4
Less: Comprehensive income attributable to noncontrolling interests	1.5	1.1	4.5	3.2
Comprehensive income attributable to SunCoke Energy, Inc.	<u>\$ 6.7</u>	<u>\$ 41.2</u>	<u>\$ 44.0</u>	<u>\$ 89.2</u>

(See accompanying notes to the consolidated financial statements)

SunCoke Energy, Inc.
Consolidated Balance Sheets

	September 30, 2023 (Unaudited)	December 31, 2022
	(Dollars in millions, except par value amounts)	
Assets		
Cash and cash equivalents	\$ 125.9	\$ 90.0
Receivables, net	81.5	104.8
Inventories	206.8	175.2
Other current assets	7.1	4.0
Total current assets	421.3	374.0
Properties, plants and equipment (net of accumulated depreciation of \$1,365.9 million and \$1,276.0 million at September 30, 2023 and December 31, 2022, respectively)	1,205.4	1,229.3
Intangible assets, net	31.6	33.2
Deferred charges and other assets	20.9	18.1
Total assets	\$ 1,679.2	\$ 1,654.6
Liabilities and Equity		
Accounts payable	\$ 182.3	\$ 159.3
Accrued liabilities	54.9	60.8
Current portion of financing obligation	6.3	3.3
Interest payable	6.1	—
Income tax payable	1.3	0.6
Total current liabilities	250.9	224.0
Long-term debt and financing obligation	489.8	528.9
Accrual for black lung benefits	54.1	52.2
Retirement benefit liabilities	15.3	16.4
Deferred income taxes	188.1	172.3
Asset retirement obligations	13.8	13.4
Other deferred credits and liabilities	25.4	24.7
Total liabilities	1,037.4	1,031.9
Equity		
Preferred stock, \$0.01 par value. Authorized 50,000,000 shares; no issued shares at both September 30, 2023 and December 31, 2022	—	—
Common stock, \$0.01 par value. Authorized 300,000,000 shares; issued 99,160,699 and 98,815,780 shares at September 30, 2023 and December 31, 2022, respectively	1.0	1.0
Treasury stock, 15,404,482 shares at both September 30, 2023 and December 31, 2022	(184.0)	(184.0)
Additional paid-in capital	729.0	728.1
Accumulated other comprehensive loss	(12.7)	(13.0)
Retained earnings	75.0	53.5
Total SunCoke Energy, Inc. stockholders' equity	608.3	585.6
Noncontrolling interest	33.5	37.1
Total equity	641.8	622.7
Total liabilities and equity	\$ 1,679.2	\$ 1,654.6

(See accompanying notes to the consolidated financial statements)

SunCoke Energy, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended September 30,	
	2023	2022
	(Dollars in millions)	
Cash Flows from Operating Activities		
Net income	\$ 48.2	\$ 92.1
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	107.2	106.7
Deferred income tax expense	15.8	1.8
Share-based compensation expense	4.3	5.0
Changes in working capital pertaining to operating activities:		
Receivables, net	24.3	(44.7)
Inventories	(31.3)	(77.8)
Accounts payable	25.5	26.5
Accrued liabilities	(6.2)	2.4
Interest payable	6.1	6.2
Income taxes	0.7	1.8
Other operating activities	(2.0)	0.6
Net cash provided by operating activities	192.6	120.6
Cash Flows from Investing Activities		
Capital expenditures	(84.5)	(55.7)
Other investing activities	(0.9)	3.6
Net cash used in investing activities	(85.4)	(52.1)
Cash Flows from Financing Activities		
Proceeds from revolving facility	273.0	450.0
Repayment of revolving facility	(308.0)	(498.0)
Repayment of financing obligation	(2.5)	(2.4)
Dividends paid	(22.3)	(16.9)
Cash distribution to noncontrolling interests	(8.1)	(4.4)
Other financing activities	(3.4)	(1.3)
Net cash used in financing activities	(71.3)	(73.0)
Net increase (decrease) in cash and cash equivalents	35.9	(4.5)
Cash and cash equivalents at beginning of period	90.0	63.8
Cash and cash equivalents at end of period	\$ 125.9	\$ 59.3
Supplemental Disclosure of Cash Flow Information		
Interest paid	\$ 13.4	\$ 15.4
Income taxes paid	\$ 13.1	\$ 10.8

(See accompanying notes to the consolidated financial statements)

SunCoke Energy, Inc.
Consolidated Statements of Equity
Three Months Ended September 30, 2023
(Unaudited)

	Common Stock		Treasury Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total SunCoke Energy, Inc. Equity	Non- controlling Interests	Total Equity
	Shares	Amount	Shares	Amount						
(Dollars in millions)										
At June 30, 2023	99,160,699	\$ 1.0	15,404,482	\$ (184.0)	\$ 727.9	\$ (12.4)	\$ 76.5	\$ 609.0	\$ 33.4	\$ 642.4
Net income	—	—	—	—	—	—	7.0	7.0	1.5	8.5
Currency translation adjustment	—	—	—	—	—	(0.3)	—	(0.3)	—	(0.3)
Share-based compensation	—	—	—	—	1.1	—	—	1.1	—	1.1
Dividends	—	—	—	—	—	—	(8.5)	(8.5)	—	(8.5)
Cash distribution to noncontrolling interests	—	—	—	—	—	—	—	—	(1.4)	(1.4)
At September 30, 2023	<u>99,160,699</u>	<u>\$ 1.0</u>	<u>15,404,482</u>	<u>\$ (184.0)</u>	<u>\$ 729.0</u>	<u>\$ (12.7)</u>	<u>\$ 75.0</u>	<u>\$ 608.3</u>	<u>\$ 33.5</u>	<u>\$ 641.8</u>

SunCoke Energy, Inc.
Consolidated Statements of Equity
Three Months Ended September 30, 2022
(Unaudited)

	Common Stock		Treasury Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total SunCoke Energy, Inc. Equity	Non- controlling Interests	Total Equity
	Shares	Amount	Shares	Amount						
(Dollars in millions)										
At June 30, 2022	98,795,825	\$ 1.0	15,404,482	\$ (184.0)	\$ 724.4	\$ (16.2)	\$ 13.9	\$ 539.1	\$ 35.0	\$ 574.1
Net income	—	—	—	—	—	—	41.4	41.4	1.1	42.5
Reclassifications of prior service benefit and actuarial loss amortization to earnings, net of tax	—	—	—	—	—	0.1	—	0.1	—	0.1
Currency translation adjustment	—	—	—	—	—	(0.3)	—	(0.3)	—	(0.3)
Share-based compensation	—	—	—	—	2.0	—	—	2.0	—	2.0
Share issuances, net of shares withheld for taxes	10,970	—	—	—	—	—	—	—	—	—
Dividends	—	—	—	—	—	—	(6.8)	(6.8)	—	(6.8)
At September 30, 2022	<u>98,806,795</u>	<u>\$ 1.0</u>	<u>15,404,482</u>	<u>\$ (184.0)</u>	<u>\$ 726.4</u>	<u>\$ (16.4)</u>	<u>\$ 48.5</u>	<u>\$ 575.5</u>	<u>\$ 36.1</u>	<u>\$ 611.6</u>

(See accompanying notes to the consolidated financial statements)

SunCoke Energy, Inc.
Consolidated Statements of Equity
Nine Months Ended September 30, 2023
(Unaudited)

	Common Stock		Treasury Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total SunCoke Energy, Inc. Equity	Non- controlling Interests	Total Equity
	Shares	Amount	Shares	Amount						
(Dollars in millions)										
At December 31, 2022	98,815,780	\$ 1.0	15,404,482	\$ (184.0)	\$ 728.1	\$ (13.0)	\$ 53.5	\$ 585.6	\$ 37.1	\$ 622.7
Net income	—	—	—	—	—	—	43.7	43.7	4.5	48.2
Reclassifications of prior service benefit and actuarial loss amortization to earnings, net of tax	—	—	—	—	—	0.1	—	0.1	—	0.1
Currency translation adjustment	—	—	—	—	—	0.2	—	0.2	—	0.2
Share-based compensation	—	—	—	—	4.3	—	—	4.3	—	4.3
Share issuances, net of shares withheld for taxes	344,919	—	—	—	(3.4)	—	—	(3.4)	—	(3.4)
Dividends	—	—	—	—	—	—	(22.2)	(22.2)	—	(22.2)
Cash distribution to noncontrolling interests	—	—	—	—	—	—	—	—	(8.1)	(8.1)
At September 30, 2023	<u>99,160,699</u>	<u>\$ 1.0</u>	<u>15,404,482</u>	<u>\$ (184.0)</u>	<u>\$ 729.0</u>	<u>\$ (12.7)</u>	<u>\$ 75.0</u>	<u>\$ 608.3</u>	<u>\$ 33.5</u>	<u>\$ 641.8</u>

SunCoke Energy, Inc.
Consolidated Statements of Equity
Nine Months Ended September 30, 2022
(Unaudited)

	Common Stock		Treasury Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Retained (Deficit) Earnings	Total SunCoke Energy, Inc. Equity	Non- controlling Interests	Total Equity
	Shares	Amount	Shares	Amount						
(Dollars in millions)										
At December 31, 2021	98,496,809	\$ 1.0	15,404,482	\$ (184.0)	\$ 721.2	\$ (16.7)	\$ (23.4)	\$ 498.1	\$ 37.3	\$ 535.4
Net income	—	—	—	—	—	—	88.9	88.9	3.2	92.1
Reclassifications of prior service benefit and actuarial loss amortization to earnings, net of tax	—	—	—	—	—	0.3	—	0.3	—	0.3
Share-based compensation	—	—	—	—	6.4	—	—	6.4	—	6.4
Share issuances, net of shares withheld for taxes	309,986	—	—	—	(1.2)	—	—	(1.2)	—	(1.2)
Dividends	—	—	—	—	—	—	(17.0)	(17.0)	—	(17.0)
Cash distribution to noncontrolling interests	—	—	—	—	—	—	—	—	(4.4)	(4.4)
At September 30, 2022	<u>98,806,795</u>	<u>\$ 1.0</u>	<u>15,404,482</u>	<u>\$ (184.0)</u>	<u>\$ 726.4</u>	<u>\$ (16.4)</u>	<u>\$ 48.5</u>	<u>\$ 575.5</u>	<u>\$ 36.1</u>	<u>\$ 611.6</u>

(See accompanying notes to the consolidated financial statements)

SunCoke Energy, Inc.
Notes to the Consolidated Financial Statements

1. General

Description of Business

SunCoke Energy, Inc. (“SunCoke Energy,” “SunCoke,” “Company,” “we,” “our” and “us”) is the largest independent producer of high-quality coke in the Americas, as measured by tons of coke produced each year, and has more than 60 years of coke production experience. Coke is produced by heating metallurgical coal in a refractory oven, which releases certain volatile components from the coal, thus transforming the coal into coke. Our coke is primarily used as a principal raw material in the blast furnace steelmaking process as well as in the foundry production of casted iron, and the majority of our sales are derived from blast furnace coke sales made under long-term, take-or-pay agreements. We also export coke to international customers seeking high-quality product for their blast furnaces. We have designed, developed and built, and we currently own and operate, five cokemaking facilities in the United States (“U.S.”) with collective nameplate capacity to produce approximately 4.2 million tons of blast furnace coke per year. Additionally, we designed and currently operate one cokemaking facility in Brazil under licensing and operating agreements on behalf of ArcelorMittal Brasil S.A. (“ArcelorMittal Brazil”), which has approximately 1.7 million tons of annual cokemaking capacity. Our cokemaking ovens utilize efficient, modern heat recovery technology designed to combust the coal’s volatile components liberated during the cokemaking process and use the resulting heat to create steam or electricity for sale.

We also own and operate a logistics business that provides export and domestic material handling and/or mixing services to steel, coke (including some of our domestic cokemaking facilities), electric utility, coal producing and other manufacturing based customers. Our logistics terminals, which are strategically located to reach Gulf Coast, East Coast, Great Lakes and international ports, have the collective capacity to mix and/or transload more than 40 million tons of coal and other aggregates annually and has storage capacity of approximately 3 million tons.

Basis of Presentation

The accompanying unaudited consolidated financial statements included herein have been prepared in accordance with accounting principles generally accepted in the U.S. (“GAAP”) for interim reporting. Certain information and disclosures normally included in financial statements have been omitted pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). In management’s opinion, the financial statements reflect all adjustments, which are of a normal recurring nature, necessary for a fair presentation of the results of operations, financial position and cash flows for the periods presented. The results of operations for the period ended September 30, 2023 are not necessarily indicative of the operating results expected for the entire year. These unaudited interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2022.

2. Inventories

The components of inventories were as follows:

	September 30, 2023	December 31, 2022
	(Dollars in millions)	
Coal	\$ 127.8	\$ 109.4
Coke	21.5	14.3
Materials, supplies and other	57.5	51.5
Total inventories	<u>\$ 206.8</u>	<u>\$ 175.2</u>

3. Intangible Assets

Intangible assets, net, include Goodwill allocated to our Domestic Coke segment of \$3.4 million at both September 30, 2023 and December 31, 2022, and other intangibles detailed in the table below, excluding fully amortized intangible assets.

	Weighted - Average Remaining Amortization Years	September 30, 2023			December 31, 2022		
		Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
		(Dollars in millions)					
Customer relationships	1	\$ 6.7	\$ 6.0	\$ 0.7	\$ 6.7	\$ 5.6	\$ 1.1
Permits	19	31.7	5.6	26.1	31.7	4.5	27.2
Other	27	1.6	0.2	1.4	1.6	0.1	1.5
Total		\$ 40.0	\$ 11.8	\$ 28.2	\$ 40.0	\$ 10.2	\$ 29.8

Total amortization expense for intangible assets subject to amortization was \$0.5 million for both the three months ended September 30, 2023 and 2022, and \$1.6 million and \$1.5 million for the nine months ended September 30, 2023 and 2022, respectively.

4. Income Taxes

At the end of each interim period, we make our best estimate of the annual effective tax rate and the impact of discrete items, if any, and adjust the rate as necessary.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
(Dollars in millions)				
Income before income tax expense (benefit)	\$ 23.1	\$ 39.6	\$ 77.9	\$ 106.4
Income tax expense (benefit)	14.6	(2.9)	29.7	14.3
Effective tax rate	63.2 %	(7.3)%	38.1 %	13.4 %

During the three months ended September 30, 2023, the Company established an \$8.5 million valuation allowance, which was a portion of an \$11.3 million valuation allowance that was released during the third quarter of 2022 on deferred tax assets attributable to existing foreign tax credit carryforwards. The release of the valuation allowance during the third quarter of 2022 was a result of new regulations published in 2022 by the U.S. Treasury (2022 Foreign Tax Credit (“FTC”) final regulations) that made foreign taxes paid in future years to certain countries, including Brazil, no longer creditable in the U.S. After tax planning in 2022, the Company expected to be able to utilize its existing foreign tax credits carried forward from prior years.

During the third quarter of 2023, Brazil enacted new legislation that aligned the Brazil transfer pricing law with the 2022 OECD Guidelines. As a result, the Company has determined that Brazil taxes paid or accrued in 2024 and forward will become creditable under the 2022 final FTC regulations. Due to the change in the Brazilian tax law, the FTCs that are projected to be created will cause \$8.5 million of the foreign tax credit carryforward from prior years to not be utilized, resulting in the establishment of the valuation allowance during the three and nine months ended September 30, 2023. Also during the third quarter of 2023, the IRS issued Notice 2023-55 that generally allows taxpayers to defer the application of the of the 2022 FTC final regulations until 2024. As allowed under the notice, the Company elected not to defer the application of the 2022 FTC final regulations.

The Company also recognized deferred tax benefits of \$4.6 million from research and development tax credits during the three and nine months ended September 30, 2022. Additionally, income taxes recorded during the nine months ended September 30, 2022 included the revaluation of certain deferred tax liabilities due to changes in apportioned state tax rates, which resulted in an income tax benefit of \$1.0 million recorded during the first quarter of 2022.

Before the impact of discrete items described above, the Company's effective tax rate was 26.1 percent and 27.2 percent for the three and nine months ended September 30, 2023, respectively, and 32.3 percent and 29.1 percent for the three and nine months ended September 30, 2022, respectively. The difference between the Company's effective tax rates and federal statutory rate of 21.0 percent during all periods presented reflect the impact of state taxes, compensation deduction limitations under Section 162(m) of the Internal Revenue Code as well as the impact of foreign taxes as a result of regulations published by the U.S. Treasury in 2022 and noted above.

5. Accrued Liabilities

Accrued liabilities consisted of the following:

	September 30, 2023	December 31, 2022
	(Dollars in millions)	
Accrued benefits	\$ 21.6	\$ 29.7
Current portion of postretirement benefit obligation	2.4	2.4
Other taxes payable	12.8	9.8
Current portion of black lung liability	5.9	5.9
Accrued legal	0.6	4.9
Accrued losses on purchase commitments ⁽¹⁾	6.0	—
Other	5.6	8.1
Total accrued liabilities	<u>\$ 54.9</u>	<u>\$ 60.8</u>

(1) Reflects lower of cost or net realizable value adjustments of \$6.0 million on purchase commitments of coal inventory.

6. Debt and Financing Obligation

Total debt and financing obligation, including the current portion of the financing obligation, consisted of the following:

	September 30, 2023	December 31, 2022
	(Dollars in millions)	
4.875 percent senior notes, due 2029 (“2029 Senior Notes”)	\$ 500.0	\$ 500.0
\$350.0 revolving credit facility, due 2026 (“Revolving Facility”)	—	35.0
5.346 percent financing obligation, due 2024	6.3	8.8
Total borrowings	\$ 506.3	\$ 543.8
Debt issuance costs	(10.2)	(11.6)
Total debt and financing obligation	\$ 496.1	\$ 532.2
Less: current portion of financing obligation	6.3	3.3
Total long-term debt and financing obligation	<u>\$ 489.8</u>	<u>\$ 528.9</u>

Revolving Facility

As of September 30, 2023, the Revolving Facility had no outstanding balance, leaving \$350.0 million available. Additionally, the Company has certain letters of credit totaling \$21.7 million, which do not reduce the Revolving Facility's available balance.

Covenants

Under the terms of the Revolving Facility, the Company is subject to a maximum consolidated net leverage ratio of 4.50:1.00 and a minimum consolidated interest coverage ratio of 2.50:1.00. The Company's debt agreements contain other covenants and events of default that are customary for similar agreements and may limit our ability to take various actions including our ability to pay a dividend or repurchase our stock.

If we fail to perform our obligations under these and other covenants, the lenders' credit commitment could be terminated and any outstanding borrowings, together with accrued interest, under the Revolving Facility could be declared immediately due and payable. The Company has a cross default provision that applies to our indebtedness having a principal amount in excess of \$35.0 million.

As of September 30, 2023, the Company was in compliance with all applicable debt covenants. We do not anticipate a violation of these covenants nor do we anticipate that any of these covenants will restrict our operations or our ability to obtain additional financing.

7. Commitments and Contingent Liabilities

Legal Matters

The Company is a party to certain pending and threatened claims, including matters related to commercial disputes, employment claims, personal injury claims, common law tort claims, and environmental claims. Although the ultimate outcome of these claims cannot be ascertained at this time, it is reasonably possible that some portion of these claims could be resolved unfavorably to the Company. Management of the Company believes that any liability which may arise from these claims would likely not have a material adverse impact on our consolidated financial statements. SunCoke's threshold for disclosing material environmental legal proceedings involving a government authority where potential monetary sanctions are involved is \$1 million.

Black Lung Benefit Liabilities

The Company has obligations related to coal workers' pneumoconiosis, or black lung, to provide benefits to certain of its former coal miners and their dependents. Such benefits are provided for under Title IV of the Federal Coal Mine and Safety Act of 1969 and subsequent amendments, as well as for black lung benefits provided in the states of Virginia, Kentucky and West Virginia pursuant to workers' compensation legislation. The Patient Protection and Affordable Care Act ("PPACA"), which was implemented in 2010 and amended previous legislation related to coal workers' black lung obligations, provides for the automatic extension of awarded lifetime benefits to surviving spouses and changes the legal criteria used to assess and award claims.

We adjust our liability each year based upon actuarial calculations of our expected future payments for these benefits. Our independent actuarial consultants calculate the present value of the estimated black lung liability annually based on actuarial models utilizing our population of former coal miners, historical payout patterns of both the Company and the industry, actuarial mortality rates, medical costs, death benefits, dependents, discount rates and the current federally mandated payout rates. The estimated liability may be impacted by future changes in the statutory mechanisms, modifications by court decisions and changes in filing patterns by claimants and their advisors, the impact of which cannot be estimated.

The following table summarizes the discount rate utilized, active claims and the total black lung liabilities as of December 31, 2022. Our independent actuarial consultants calculate the present value of the black lung liability annually in the fourth quarter, unless there are changes in facts and circumstances that could materially alter the amount of the liability. Therefore, the discount rate and active claims data utilized to estimate the liability as of December 31, 2022 are not updated as of September 30, 2023. Changes in the black lung liability from December 31, 2022 to September 30, 2023 are a result of actual black lung benefit payments made of \$4.1 million and accretion of the black lung liability of \$6.0 million during the nine months ended September 30, 2023. The black lung liability at September 30, 2023 was \$60.0 million.

	December 31, 2022
Discount rate ⁽¹⁾	4.9 %
Active claims	332
Total black lung liability, discounted (dollars in millions) ⁽²⁾	\$ 58.1
Total black lung liability, undiscounted (dollars in millions)	\$ 88.4

(1) The discount rate is determined based on a portfolio of high-quality corporate bonds with maturities that are consistent with the estimated duration of our black lung obligations. A decrease of 25 basis points in the discount rate would have increased black lung expense by \$1.1 million in 2022.

(2) The current portion of the black lung liability was \$5.9 million at both September 30, 2023 and December 31, 2022, and is included in accrued liabilities on the Consolidated Balance Sheets.

Expected payments for each of the five succeeding years and the aggregate amount thereafter as of December 31, 2022:

	(Dollars in millions)	
2023	\$	5.9
2024		4.7
2025		5.2
2026		4.7
2027		4.4
2028-Thereafter		63.5
Total	\$	88.4

The following table reconciles the expected aggregate undiscounted amount to amounts recognized in Consolidated Balance Sheets:

	December 31, 2022 (Dollars in millions)	
Black lung liability, undiscounted	\$	88.4
Impact of discounting		(30.3)
Black lung liability, discounted	\$	58.1

On February 1, 2013, SunCoke obtained commercial insurance for black lung claims in excess of a deductible for employees with a last date of employment after that date. Also during 2013, we were reauthorized to continue to self-insure black lung liabilities incurred prior to February 1, 2013 by the U.S. Department of Labor's Division of Coal Mine Workers' Compensation ("DCMWC") in exchange for \$8.4 million of collateral. In July 2019, the DCMWC required that SunCoke, along with a number of other companies, file an application and supporting documentation for reauthorization to self-insure any legacy black lung obligations incurred prior to February 1, 2013. The Company provided the requested information in the fourth quarter of 2019. The DCMWC subsequently notified the Company in a letter dated February 21, 2020 that the Company was reauthorized to self-insure certain of its black lung obligations; however, the reauthorization is contingent upon the Company providing collateral of \$40.4 million to secure certain of its black lung obligations. This proposed collateral requirement is a substantial increase from the \$8.4 million in collateral that the Company currently provides to secure these self-insured black lung obligations. The reauthorization process provided the Company with the right to appeal the security determination. SunCoke exercised its right to appeal the DCMWC's security determination and provided additional information supporting the Company's position in May 2020 and February 2021. If the Company's appeal is unsuccessful, the Company may be required to provide additional collateral to receive the self-insurance reauthorization from the DCMWC, which could potentially reduce the Company's liquidity. Additionally, on January 19, 2023, the Department of Labor issued a new proposed rule that would require self-insured companies to post collateral in the amount of 120 percent of the company's total expected lifetime black lung obligations as determined by the DCMWC. While this new proposed rule is not effective, if finalized, it could potentially reduce the Company's liquidity. SunCoke submitted written comments on the proposed rule and will continue to monitor any impact to the Company.

8. Share-Based Compensation

Equity Classified Awards

During the nine months ended September 30, 2023, the Company granted share-based compensation to eligible participants under the SunCoke Energy, Inc. Omnibus Long-Term Incentive Plan (the "Omnibus Plan"). All awards vest immediately upon a qualifying termination of employment, as defined by the Omnibus Plan, following a change in control.

Restricted Stock Units Settled in Shares

During the nine months ended September 30, 2023, the Company issued 352,646 restricted stock units ("RSUs") to certain employees and members of the Board of Directors, to be settled in shares of the Company's common stock. The weighted average grant date fair value was \$8.97 per unit, and was based on the closing price of our common stock on the date of grant. RSUs granted to employees vest and become issuable in three annual installments beginning one year from the date of grant. The service period for certain retiree eligible participants is accelerated. RSUs granted to the Company's Board of Directors vest upon grant, but are paid out upon termination of board service.

Performance Share Units

Performance share units (“PSUs”) were granted to certain employees to be settled in shares of the Company's common stock during the nine months ended September 30, 2023, for which the service period will end on December 31, 2025, and will vest and become issuable during the first quarter of 2026. The service period for certain retiree eligible participants is accelerated. The Company granted the following PSUs:

	Shares	Weighted Average Grant Date Fair Value per Unit
PSUs ⁽¹⁾⁽²⁾	147,232	\$ 9.84

- (1) Performance measures for the PSU awards are split 50/50 between the Company's three-year cumulative Adjusted EBITDA (as defined in Note 12 to the consolidated financial statements with the exception of the corporate/other expenses adjustment) and the Company's three-year average pre-tax return on capital for its coke and logistics businesses and unallocated corporate expenses.
- (2) The number of PSUs ultimately awarded will be determined by the above performance measures versus targets and the Company's three-year total shareholder return (“TSR”) as compared to the TSR of the companies making up the Nasdaq Iron & Steel Index (“TSR Modifier”). The TSR Modifier can impact the payout between 80 percent and 120 percent of the Company's final performance measure results.

Each PSU award may vest between 25 percent and 200 percent of the original units granted. The fair value of the PSUs granted during the nine months ended September 30, 2023 is based on the closing price of our common stock on the date of grant as well as a Monte Carlo simulation for the valuation of the TSR Modifier.

Liability Classified Awards

Restricted Stock Units Settled in Cash

During the nine months ended September 30, 2023, the Company issued 216,547 restricted stock units to certain employees to be settled in cash (“Cash RSUs”), which vest and become payable in three annual installments beginning one year from the grant date. The weighted average grant date fair value of the Cash RSUs granted during the nine months ended September 30, 2023 was \$9.24 per unit, based on the closing price of our common stock on the date of grant.

The Cash RSUs liability is adjusted based on the closing price of our common stock at the end of each quarterly period and was \$2.2 million at September 30, 2023 and \$2.4 million at December 31, 2022.

Cash Incentive Awards

The Company also granted long-term cash compensation to eligible participants under the Omnibus Plan. All awards vest immediately upon a qualifying termination of employment, as defined by the Omnibus Plan, following a change in control. The cash incentive award liability is included in accrued liabilities and other deferred credits and liabilities on the Consolidated Balance Sheets.

The Company issued awards with an aggregate grant date fair value of approximately \$2.2 million during the nine months ended September 30, 2023, for which the service period will end on December 31, 2025 and will vest and become payable during the first quarter of 2026. The service period for certain retiree eligible participants is accelerated. The performance measures for these awards are split 50/50 between the Company's three-year cumulative Adjusted EBITDA and the Company's three-year average pre-tax return on capital for its coke and logistics businesses and unallocated corporate expenses.

The cash incentive award liability at September 30, 2023 was adjusted based on the Company's three-year cumulative Adjusted EBITDA and adjusted average pre-tax return on capital for the Company's coke and logistics businesses and unallocated corporate expenses. The cash incentive award liability was \$7.7 million at September 30, 2023 and \$8.7 million at December 31, 2022.

Summary of Share-Based Compensation Expense

Below is a summary of the compensation expense, unrecognized compensation costs, and the period for which the unrecognized compensation cost is expected to be recognized over:

	Three Months Ended September 30,		Nine Months Ended September 30,		September 30, 2023	
	2023	2022	2023	2022		
	Compensation Expense ⁽¹⁾				Unrecognized Compensation Cost	Weighted Average Remaining Recognition Period
(Dollars in millions)					(Years)	
Equity Awards:						
RSUs	\$ 0.8	\$ 0.6	\$ 1.8	\$ 1.6	\$ 1.4	1.1
PSUs	0.3	1.2	1.8	3.0	0.9	1.7
Total equity awards	\$ 1.1	\$ 1.8	\$ 3.6	\$ 4.6		
Liability Awards:						
Cash RSUs	\$ 0.9	\$ 0.1	\$ 1.9	\$ 1.0	\$ 2.0	1.7
Cash incentive award	0.6	1.5	2.3	3.9	2.0	1.7
Total liability awards	\$ 1.5	\$ 1.6	\$ 4.2	\$ 4.9		

(1) Compensation expense recognized by the Company is included in selling, general and administrative expenses on the Consolidated Statements of Income.

The Company issued \$0.7 million and \$0.4 million of share based compensation to the Company's Board of Directors during the nine months ended September 30, 2023 and 2022, respectively.

9. Earnings per Share

Basic earnings per share ("EPS") has been computed by dividing net income attributable to SunCoke Energy, Inc. by the weighted average number of shares outstanding during the period. Except where the result would be anti-dilutive, diluted EPS has been computed to give effect to share-based compensation awards using the treasury stock method.

The following table sets forth the reconciliation of the weighted-average number of common shares used to compute basic EPS to those used to compute diluted EPS:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	(Shares in millions)			
Weighted-average number of common shares outstanding-basic	84.8	83.9	84.7	83.8
Add: Effect of dilutive share-based compensation awards	0.3	0.8	0.2	0.7
Weighted-average number of shares-diluted	<u>85.1</u>	<u>84.7</u>	<u>84.9</u>	<u>84.5</u>

The following table shows equity awards that are excluded from the computation of diluted EPS as the shares would have been anti-dilutive:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	(Shares in millions)			
Stock options	\$ 1.2	\$ 1.6	\$ 1.3	\$ 1.7
Total	<u>1.2</u>	<u>1.6</u>	<u>1.3</u>	<u>1.7</u>

10. Fair Value Measurement

The Company measures certain financial and non-financial assets and liabilities at fair value on a recurring basis. Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. Fair value disclosures are reflected in a three-level hierarchy, maximizing the use of observable inputs and minimizing the use of unobservable inputs.

The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability on the measurement date. The three levels are defined as follows:

- Level 1 - inputs to the valuation methodology are quoted prices (unadjusted) for an identical asset or liability in an active market.
- Level 2 - inputs to the valuation methodology include quoted prices for a similar asset or liability in an active market or model-derived valuations in which all significant inputs are observable for substantially the full term of the asset or liability.
- Level 3 - inputs to the valuation methodology are unobservable and significant to the fair value measurement of the asset or liability.

Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis

Cash and Cash Equivalents

Certain assets and liabilities are measured at fair value on a recurring basis. The Company's cash and cash equivalents were measured at fair value at September 30, 2023 and December 31, 2022 based on quoted prices in active markets for identical assets. These inputs are classified as Level 1 within the valuation hierarchy.

Certain Financial Assets and Liabilities not Measured at Fair Value

At September 30, 2023 and December 31, 2022, the fair value of the Company's total debt was estimated to be \$430.0 million and \$471.9 million, respectively, compared to a carrying amount of \$506.3 million and \$543.8 million, respectively. The fair value was estimated by management based upon estimates of debt pricing provided by financial institutions, which are considered Level 2 inputs.

11. Revenue from Contracts with Customers

Cokemaking

Our blast furnace coke sales are largely made pursuant to long-term, take-or-pay coke sales agreements primarily with Cleveland-Cliffs Steel Holding Corporation and Cleveland-Cliffs Steel LLC, both subsidiaries of Cleveland Cliffs Inc. and collectively referred to as "Cliffs Steel", United States Steel Corporation ("U.S. Steel"), and Algoma Steel Inc. The take-or-pay provisions in our agreements require our customers to purchase coke volumes as specified in the agreements or pay the contract price for any tonnage they do not purchase. The take-or-pay provisions of our agreements also require us to deliver minimum annual tonnage. As of September 30, 2023, our coke sales agreements have approximately 22.7 million tons of unsatisfied or partially unsatisfied performance obligations, which are expected to be delivered over a weighted average remaining contract term of approximately ten years.

While the revenues in our Domestic Coke segment are primarily tied to blast furnace coke sales made under long-term, take-or-pay agreements, we also produce and sell foundry coke out of our Jewell cokemaking facility. Foundry coke sales are generally made under annual agreements with our customers for an agreed upon price and do not contain take-or-pay volume commitments.

Non-contracted blast coke sales are produced utilizing capacity in excess of our long-term, take-or-pay agreements and foundry coke. These non-contracted blast coke sales are generally sold on a spot basis at the current market price into the global export and North American coke markets, and do not contain the same provisions as our long-term, take-or-pay agreements.

Revenues on all coke sales are recognized when performance obligations to our customers are satisfied in an amount that reflects the consideration that we expect to receive in exchange for the coke.

Logistics

In our logistics business, handling and/or mixing services are provided to steel, coke (including some of our domestic cokemaking facilities), electric utility, coal producing and other manufacturing based customers. Materials are transported in numerous ways, including rail, truck, barge or ship. We do not take possession of materials handled, but rather act as intermediaries between our customers and end users, deriving our revenues from services provided on a per ton basis. The

handling and mixing services consist primarily of two performance obligations, unloading and loading of materials. Revenues are recognized when the customer receives the benefits of the services provided, in an amount that reflects the consideration that we will receive in exchange for those services.

Estimated take-or-pay revenue of approximately \$28.3 million from all of our multi-year logistics contracts is expected to be recognized over the next three years for unsatisfied or partially unsatisfied performance obligations as of September 30, 2023.

Disaggregated Sales and Other Operating Revenue

The following table provides disaggregated sales and other operating revenue by product or service, excluding intersegment revenues:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	(Dollars in millions)			
Sales and other operating revenue:				
Cokemaking	\$ 481.3	\$ 468.5	\$ 1,418.5	\$ 1,319.4
Energy	12.5	17.3	36.5	49.0
Logistics	15.4	20.1	55.6	58.4
Operating and licensing fees	9.1	8.9	25.8	27.9
Other	2.1	2.0	6.2	3.8
Sales and other operating revenue	\$ 520.4	\$ 516.8	\$ 1,542.6	\$ 1,458.5

The following tables provide disaggregated sales and other operating revenue by customer:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	(Dollars in millions)			
Sales and other operating revenue:				
Cliffs Steel	\$ 338.7	\$ 302.7	\$ 1,000.8	\$ 861.4
U.S. Steel	79.2	75.2	230.4	209.8
Other	102.5	138.9	311.4	387.3
Sales and other operating revenue	\$ 520.4	\$ 516.8	\$ 1,542.6	\$ 1,458.5

12. Business Segment Information

The Company reports its business through three reportable segments: Domestic Coke, Brazil Coke and Logistics. The Domestic Coke segment includes the Jewell, Indiana Harbor, Haverhill, Granite City and Middletown cokemaking facilities. Each of these facilities produces coke, and all facilities except Jewell recover waste heat, which is converted to steam or electricity.

The Brazil Coke segment includes the licensing and operating fees payable to us under long-term contracts with ArcelorMittal Brazil, under which we operate a cokemaking facility located in Vitória, Brazil through January 2028.

Logistics operations are comprised of Convent Marine Terminal (“CMT”), Kanawha River Terminal (“KRT”), and Lake Terminal, which provides services to our Indiana Harbor cokemaking facility. Handling and mixing results are presented in the Logistics segment. The Company elected to combine Dismal River Terminal (“DRT”) operations into the Jewell cokemaking operations in the Domestic Coke segment beginning January 1, 2023. The DRT results were included in the Logistics segment in 2022 and are not recast.

Corporate expenses that can be identified with a segment have been included in determining segment results. The remainder is included in Corporate and Other, which is not a reporting segment, but which also includes activity from our legacy coal mining business.

Segment assets are those assets utilized within a specific segment and exclude taxes.

The following table includes Adjusted EBITDA reportable segments, as defined below, which is a measure of segment profit or loss reported to the chief operating decision maker for purposes of allocating resources to the segments and assessing their performance:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
(Dollars in millions)				
Sales and other operating revenue:				
Domestic Coke	\$ 495.7	\$ 487.7	\$ 1,460.4	\$ 1,371.8
Brazil Coke	9.1	8.9	25.8	27.9
Logistics	15.6	20.2	56.4	58.8
Logistics intersegment sales	5.6	7.4	16.9	22.2
Elimination of intersegment sales	(5.6)	(7.4)	(16.9)	(22.2)
Total sales and other operating revenues	<u>\$ 520.4</u>	<u>\$ 516.8</u>	<u>\$ 1,542.6</u>	<u>\$ 1,458.5</u>
Adjusted EBITDA reportable segments:				
Domestic Coke	\$ 64.0	\$ 76.6	\$ 192.6	\$ 216.9
Brazil Coke	2.2	3.3	6.9	11.4
Logistics	8.4	12.9	33.6	38.0
Total Adjusted EBITDA reportable segments	<u>\$ 74.6</u>	<u>\$ 92.8</u>	<u>\$ 233.1</u>	<u>\$ 266.3</u>
Depreciation and amortization expense:				
Domestic Coke	\$ 32.1	\$ 31.7	\$ 97.1	\$ 94.9
Brazil Coke	0.1	—	0.2	0.1
Logistics	3.2	3.7	9.7	10.9
Total reportable segments	<u>\$ 35.4</u>	<u>\$ 35.4</u>	<u>\$ 107.0</u>	<u>\$ 105.9</u>
Corporate and Other	0.1	0.3	0.2	0.8
Total depreciation and amortization expense	<u>\$ 35.5</u>	<u>\$ 35.7</u>	<u>\$ 107.2</u>	<u>\$ 106.7</u>
Capital expenditures:				
Domestic Coke	\$ 32.6	\$ 20.6	\$ 80.8	\$ 51.8
Brazil Coke	—	—	0.2	0.1
Logistics	1.4	0.5	3.3	3.2
Total reportable segments	<u>\$ 34.0</u>	<u>\$ 21.1</u>	<u>\$ 84.3</u>	<u>\$ 55.1</u>
Corporate and Other	0.1	0.6	0.2	0.6
Total capital expenditures	<u>\$ 34.1</u>	<u>\$ 21.7</u>	<u>\$ 84.5</u>	<u>\$ 55.7</u>

The following table sets forth the Company's segment assets:

	September 30, 2023	December 31, 2022
	(Dollars in millions)	
Segment assets:		
Domestic Coke	\$ 1,443.0	\$ 1,422.6
Brazil Coke	10.6	15.7
Logistics ⁽¹⁾	160.7	193.5
Total reportable segments	<u>\$ 1,614.3</u>	<u>\$ 1,631.8</u>
Corporate and Other	64.9	22.8
Total assets	<u>\$ 1,679.2</u>	<u>\$ 1,654.6</u>

(1) Logistics segment assets included \$21.7 million of DRT assets as of December 31, 2022, which are included in the Domestic Coke segment in 2023.

The Company evaluates the performance of its segments based on Adjusted EBITDA reportable segments, which is defined as earnings before interest, taxes, depreciation and amortization, adjusted for any impairments, restructuring costs,

gains or losses on extinguishment of debt, transaction costs, and/or corporate/other expenses (“Adjusted EBITDA reportable segments”). Management believes Adjusted EBITDA reportable segments is an important measure in assessing operating performance. Additionally, other companies may calculate Adjusted EBITDA reportable segments differently than we do, limiting its usefulness as a comparative measure.

Reconciliation of Adjusted EBITDA Reportable Segments to Net Income

Below is a reconciliation of Adjusted EBITDA reportable segments to net income, which is its most directly comparable financial measure calculated and presented in accordance with GAAP:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	(Dollars in millions)			
Net income	\$ 8.5	\$ 42.5	\$ 48.2	\$ 92.1
Add:				
Depreciation and amortization expense	35.5	35.7	107.2	106.7
Interest expense, net	6.6	8.0	21.0	24.3
Income tax expense (benefit)	14.6	(2.9)	29.7	14.3
Transaction costs ⁽¹⁾	0.2	0.4	0.4	1.4
Corporate and Other expenses	9.2	9.1	26.6	27.5
Adjusted EBITDA reportable segments	<u>\$ 74.6</u>	<u>\$ 92.8</u>	<u>\$ 233.1</u>	<u>\$ 266.3</u>

(1) Costs incurred as part of the granulated pig iron project with U.S. Steel.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 (this "Quarterly Report on Form 10-Q") contains certain forward-looking statements, as defined in the Private Securities Litigation Reform Act of 1995. This discussion contains forward-looking statements about our business, operations and industry that involve risks and uncertainties, such as statements regarding our plans, objectives, expected future developments, expectations and intentions, and they involve known and unknown risks that are difficult to predict. As a result, our future results and financial condition may differ materially from those we currently anticipate as a result of the factors we describe in our filings with the Securities and Exchange Commission (the "SEC"), including our Annual Report on Form 10-K for the year ended December 31, 2022 (the "Annual Report on Form 10-K"), and as updated in this Quarterly Report on Form 10-Q, and other quarterly and current reports, which are on file with the SEC and are available at the SEC's website (www.sec.gov). Additionally, please see our "Cautionary Statement Concerning Forward-Looking Statements" located elsewhere in this Quarterly Report on Form 10-Q.

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is based on financial data derived from the financial statements prepared in accordance with the United States generally accepted accounting principles ("GAAP") and certain other financial data that is prepared using a non-GAAP measure. For a reconciliation of the non-GAAP measure to its most comparable GAAP component, see "Non-GAAP Financial Measures" at the end of this Item 2.

Our MD&A is provided in addition to the accompanying consolidated financial statements and notes to assist readers in understanding our results of operations, financial condition and cash flow.

Overview

SunCoke Energy, Inc. ("SunCoke Energy," "SunCoke," "Company," "we," "our" and "us") is the largest independent producer of high-quality coke in the Americas, as measured by tons of coke produced each year, and has more than 60 years of coke production experience. Coke is produced by heating metallurgical coal in a refractory oven, which releases certain volatile components from the coal, thus transforming the coal into coke. Our coke is primarily used as a principal raw material in the blast furnace steelmaking process as well as in the foundry production of casted iron, and the majority of our sales are derived from blast furnace coke sales made under long-term, take-or-pay agreements. We also export coke to international customers seeking high-quality product for their blast furnaces. We have designed, developed and built, and we currently own and operate, five cokemaking facilities in the United States ("U.S.") with collective nameplate capacity to produce approximately 4.2 million tons of blast furnace coke per year. Additionally, we designed and currently operate one cokemaking facility in Brazil under licensing and operating agreements on behalf of ArcelorMittal Brasil S.A. ("ArcelorMittal Brazil"), which has approximately 1.7 million tons of annual cokemaking capacity. Our cokemaking ovens utilize efficient, modern heat recovery technology designed to combust the coal's volatile components liberated during the cokemaking process and use the resulting heat to create steam or electricity for sale.

We also own and operate a logistics business that provides export and domestic material handling and/or mixing services to steel, coke (including some of our domestic cokemaking facilities), electric utility, coal producing and other manufacturing based customers. Our logistics terminals, which are strategically located to reach Gulf Coast, East Coast, Great Lakes and international ports, have the collective capacity to mix and/or transload more than 40 million tons of coal and other aggregates annually and has storage capacity of approximately 3 million tons.

Market Discussion

Economic uncertainty, driven by inflation and commodity pricing volatility, has resulted in continuing declines in the price of global export coke during the nine months ended September 30, 2023, reducing the sales price of our non-contracted blast coke. All non-contracted blast coke is produced utilizing capacity in excess of tons contracted in our long-term, take-or-pay Domestic Coke sales agreements, which are not impacted by the fluctuation of coke prices.

During the nine months ended September 30, 2023, decreases in European energy needs, primarily due to mild weather conditions, and the stabilization of global thermal coal supply resulted in a decline of the benchmark price for coal delivery into northwest Europe, which negatively impacted export coal volumes through Convent Marine Terminal ("CMT").

Third Quarter Key Financial Results

Our consolidated results of operations were as follows:

	Three Months Ended September 30,		Increase (Decrease)	Nine Months Ended September 30,		Increase (Decrease)
	2023	2022		2023	2022	
	(Dollars in millions)					
Net income	\$ 8.5	\$ 42.5	\$ (34.0)	\$ 48.2	\$ 92.1	\$ (43.9)
Net cash provided by operating activities	\$ 93.7	\$ 54.4	\$ 39.3	\$ 192.6	\$ 120.6	\$ 72.0
Adjusted EBITDA	\$ 65.4	\$ 83.7	\$ (18.3)	\$ 206.5	\$ 238.8	\$ (32.3)

Operating results during the three and nine months ended September 30, 2023 primarily reflect lower margins on our non-contracted blast coke sales, primarily due to export coke, unfavorable energy pricing at our Haverhill facility and lower transloading volumes in our Logistics segment. These decreases were partially offset by favorable coal-to-coke yields on our long-term, take-or-pay agreements. Net income for the three and nine months ended September 30, 2023 was further impacted by the establishment of a valuation allowance on deferred tax assets attributable to existing foreign tax credit carryforwards. Operating cash flows during the current period primarily reflect a favorable year-over-year change in primary working capital. See detailed analysis of the quarter's results throughout this MD&A. See "Non-GAAP Financial Measures" below for the definition and reconciliation of Adjusted EBITDA.

Recent Developments

- In April 2023, the Indiana Harbor long-term, take-or-pay agreement with Cliffs Steel was extended to September 30, 2035. Under the extended agreement, Indiana Harbor will continue to supply 1,220 thousand tons to Cliffs Steel annually. Reimbursement of certain operating and maintenance expenses under the contract are fixed subject to annual adjustment based on an inflation index. Other key provisions of the agreement, including the pass-through of coal costs, remain unchanged.

Results of Operations

The following table sets forth amounts from the Consolidated Statements of Income for the three and nine months ended September 30, 2023 and 2022, respectively:

	Three Months Ended September 30,		Increase (Decrease)	Nine Months Ended September 30,		Increase (Decrease)
	2023	2022		2023	2022	
(Dollars in millions)						
Revenues						
Sales and other operating revenue	\$ 520.4	\$ 516.8	\$ 3.6	\$ 1,542.6	\$ 1,458.5	\$ 84.1
Costs and operating expenses						
Cost of products sold and operating expenses	436.1	413.4	22.7	1,281.2	1,163.2	118.0
Selling, general and administrative expenses	19.1	20.1	(1.0)	55.3	57.9	(2.6)
Depreciation and amortization expense	35.5	35.7	(0.2)	107.2	106.7	0.5
Total costs and operating expenses	490.7	469.2	21.5	1,443.7	1,327.8	115.9
Operating income	29.7	47.6	(17.9)	98.9	130.7	(31.8)
Interest expense, net	6.6	8.0	(1.4)	21.0	24.3	(3.3)
Income before income tax expense (benefit)	23.1	39.6	(16.5)	77.9	106.4	(28.5)
Income tax expense (benefit)	14.6	(2.9)	17.5	29.7	14.3	15.4
Net income	8.5	42.5	(34.0)	48.2	92.1	(43.9)
Less: Net income attributable to noncontrolling interests	1.5	1.1	0.4	4.5	3.2	1.3
Net income attributable to SunCoke Energy, Inc.	\$ 7.0	\$ 41.4	\$ (34.4)	\$ 43.7	\$ 88.9	\$ (45.2)

Sales and Other Operating Revenue and Costs of Products Sold and Operating Expenses. Sales and other operating revenue and costs of products sold and operating expenses increased for the three and nine months ended September 30, 2023 compared to the same prior year periods, primarily driven by the pass-through of higher coal prices in our Domestic Coke segment. Revenues during the three and nine months ended September 30, 2023 further benefited from higher volumes on our long-term, take-or-pay agreements. These increases to sales and other operating revenue were partially offset by lower volumes and unfavorable pricing on our non-contracted blast coke sales, primarily driven by export coke.

Selling, General and Administrative Expenses. Selling, general and administrative expenses decreased slightly during the three and nine months ended September 30, 2023 as compared to the same prior year periods, primarily driven by lower employee related expenses. Additionally, the three and nine months ended September 30, 2023 decreased due to lower transaction costs incurred as part of the granulated pig iron project of approximately \$0.2 million and \$1.0 million, respectively.

Depreciation and Amortization Expense. Depreciation and amortization expense for the three and nine months ended September 30, 2023 was reasonably consistent with the same prior year periods.

Interest Expense, Net. Interest expense, net, benefited during the three and nine months ended September 30, 2023 from lower average debt balances in both current year periods and higher interest income of \$0.4 million and \$1.4 million, respectively, as compared to the same prior year periods.

Income Tax Expense (Benefit). Income tax expense during the three and nine months ended September 30, 2023 primarily reflects the establishment of a valuation allowance on deferred tax assets attributable to existing foreign tax credit carryforwards, which was a portion of a valuation allowance released during the third quarter of 2022, resulting in \$8.5 million of deferred tax expense. The establishment of the valuation allowance during the three and nine months ended September 30, 2023 was the result of changes in tax regulations. See Note 4 to our consolidated financial statements for further detail.

Noncontrolling Interest. Net income attributable to noncontrolling interests represents a 14.8 percent third-party interest in our Indiana Harbor cokemaking facility and fluctuates with the financial performance of that facility.

Results of Reportable Business Segments

We report our business results through three reportable segments:

- Domestic Coke consists of our Jewell facility, located in Vansant, Virginia, our Indiana Harbor facility, located in East Chicago, Indiana, our Haverhill facility, located in Franklin Furnace, Ohio, our Granite City facility located in Granite City, Illinois, and our Middletown facility located in Middletown, Ohio.
- Brazil Coke consists of operations in Vitória, Brazil, where we operate the ArcelorMittal Brazil cokemaking facility.
- Logistics consists of CMT, located in Convent, Louisiana, Kanawha River Terminal (“KRT”), located in Ceredo and Belle, West Virginia, and Lake Terminal, located in East Chicago, Indiana. Lake Terminal is located adjacent to our Indiana Harbor cokemaking facility.

Corporate expenses that can be identified with a segment have been included in determining segment results. The remainder is included in Corporate and Other, including activity from our legacy coal mining business, which is not considered a reportable segment and therefore, not included in our segment information in Note 12. However, we have included Corporate and Other within our operating data below.

Management believes Adjusted EBITDA is an important measure of operating performance, which is used by the chief operating decision maker as one of the measurements to evaluate the performance of each of our reportable segments. Adjusted EBITDA should not be considered a substitute for the reported results prepared in accordance with GAAP. See the “Non-GAAP Financial Measures” section below for both the definition of Adjusted EBITDA and the reconciliation from GAAP to the non-GAAP measurement.

Segment Financial and Operating Data

The following tables set forth financial and operating data by segment:

	Three Months Ended September 30,		Increase (Decrease)	Nine Months Ended September 30,		Increase (Decrease)
	2023	2022		2023	2022	
(Dollars in millions)						
Sales and Other Operating Revenues:						
Domestic Coke	\$ 495.7	\$ 487.7	\$ 8.0	\$ 1,460.4	\$ 1,371.8	\$ 88.6
Brazil Coke	9.1	8.9	0.2	25.8	27.9	(2.1)
Logistics	15.6	20.2	(4.6)	56.4	58.8	(2.4)
Logistics intersegment sales	5.6	7.4	(1.8)	16.9	22.2	(5.3)
Elimination of intersegment sales	(5.6)	(7.4)	1.8	(16.9)	(22.2)	5.3
Total sales and other operating revenues	<u>\$ 520.4</u>	<u>\$ 516.8</u>	<u>\$ 3.6</u>	<u>\$ 1,542.6</u>	<u>\$ 1,458.5</u>	<u>\$ 84.1</u>
Adjusted EBITDA⁽¹⁾:						
Domestic Coke	\$ 64.0	\$ 76.6	\$ (12.6)	\$ 192.6	\$ 216.9	\$ (24.3)
Brazil Coke	2.2	3.3	(1.1)	6.9	11.4	(4.5)
Logistics	8.4	12.9	(4.5)	33.6	38.0	(4.4)
Corporate and Other, net ⁽²⁾	(9.2)	(9.1)	(0.1)	(26.6)	(27.5)	0.9
Total Adjusted EBITDA	<u>\$ 65.4</u>	<u>\$ 83.7</u>	<u>\$ (18.3)</u>	<u>\$ 206.5</u>	<u>\$ 238.8</u>	<u>\$ (32.3)</u>
Coke Operating Data:						
Domestic Coke capacity utilization ⁽³⁾	102 %	101 %	1 %	101 %	100 %	1 %
Domestic Coke production volumes (thousands of tons)	1,032	1,028	4	3,024	3,000	24
Domestic Coke sales volumes (thousands of tons)	1,016	1,022	(6)	3,009	2,991	18
Domestic Coke Adjusted EBITDA per ton ⁽⁴⁾	\$ 62.99	\$ 74.95	\$ (11.96)	\$ 64.01	\$ 72.52	\$ (8.51)
Brazilian Coke production—operated facility (thousands of tons)	381	383	(2)	1,175	1,208	(33)
Logistics Operating Data:						
Tons handled (thousands of tons)	4,961	5,721	(760)	15,461	16,766	(1,305)

- (1) See the “Non-GAAP Financial Measures” section below for both the definition of Adjusted EBITDA and the reconciliation from GAAP to the non-GAAP measurement.
- (2) Corporate and Other, net is not a reportable segment.
- (3) The production of foundry coke tons does not replace blast furnace coke tons on a ton for ton basis, as foundry coke requires longer coking time. The Domestic Coke capacity utilization is calculated assuming a single ton of foundry coke replaces approximately two tons of blast furnace coke.
- (4) Reflects Domestic Coke Adjusted EBITDA divided by Domestic Coke sales volumes.

Analysis of Segment Results

Domestic Coke

The following table sets forth year-over-year changes in the Domestic Coke segment's sales and other operating revenues and Adjusted EBITDA results:

	Three Months Ended September 30, 2023 vs. 2022		Nine Months Ended September 30, 2023 vs. 2022	
	Sales and other operating revenue	Adjusted EBITDA	Sales and other operating revenue	Adjusted EBITDA
	(Dollars in millions)			
Prior year period	\$ 487.7	\$ 76.6	\$ 1,371.8	\$ 216.9
Volume ⁽¹⁾	(3.7)	(0.8)	9.6	(0.1)
Price ⁽²⁾	16.3	(7.1)	88.7	(13.3)
Operating and maintenance costs ⁽³⁾	N/A	(0.9)	N/A	(2.3)
Energy and other ⁽⁴⁾	(4.6)	(3.8)	(9.7)	(8.6)
Current year period	\$ 495.7	\$ 64.0	\$ 1,460.4	\$ 192.6

- (1) Higher volumes on our long-term, take-or-pay agreements increased both revenues and Adjusted EBITDA during the three and nine months ended September 30, 2023. These higher volumes during the three and nine months ended September 30, 2023 were more than offset and partially offset, respectively, in revenues, and more than offset in Adjusted EBITDA in both periods by lower volumes on non-contracted blast coke sales, primarily driven by export coke, and timing of shipments.
- (2) The pass-through of higher coal prices on our long-term, take-or-pay agreements increased revenues for the three and nine months ended September 30, 2023. Adjusted EBITDA decreased during the three and nine months ended September 30, 2023 primarily due to lower margins on our non-contracted blast coke sales, primarily driven by export coke, and lower of cost or net realizable value adjustments recorded on purchase commitments of coal inventory. These decreases to Adjusted EBITDA during the three and nine months ended September 30, 2023 were partially offset by favorable coal-to-coke yields and favorable pricing on foundry coke sales.
- (3) Operating and maintenance costs increased as a result of the inclusion of Dismal River Terminal ("DRT") in our Domestic Coke segment beginning January 1, 2023. See Note 12 to the consolidated financial statements for further details.
- (4) Energy and other decreased primarily as a result of unfavorable energy pricing at our Haverhill facility.

Logistics

During the three and nine months ended September 30, 2023, sales and other operating revenues, exclusive of intersegment sales, were \$15.6 million and \$56.4 million, respectively, compared to \$20.2 million and \$58.8 million, respectively, in the corresponding prior year periods. Adjusted EBITDA during the three and nine months ended September 30, 2023 was \$8.4 million and \$33.6 million, respectively, compared to \$12.9 million and \$38.0 million, respectively, in the corresponding prior year periods. The decreases in Logistics revenues, exclusive of intersegment sales, and Adjusted EBITDA during the three and nine months ended September 30, 2023, as compared to the same prior year periods, reflect lower transloading volumes at our CMT facility.

Brazil

During the three and nine months ended September 30, 2023, revenues were \$9.1 million and \$25.8 million, respectively, which was reasonably consistent with \$8.9 million and \$27.9 million, respectively, in the corresponding prior year periods. Adjusted EBITDA during the three and nine months ended September 30, 2023 was \$2.2 million and \$6.9 million, respectively, compared to \$3.3 million and \$11.4 million, respectively, in the corresponding prior year periods. Decreases in Adjusted EBITDA during the three and nine months ended September 30, 2023 were primarily due to the absence of technology fees, which expired at the end of 2022.

Corporate and Other

Corporate and Other Adjusted EBITDA was a loss of \$9.2 million and \$26.6 million, respectively, for the three and nine months ended September 30, 2023, which was reasonably consistent with \$9.1 million and \$27.5 million, respectively, in the corresponding prior year periods.

Non-GAAP Financial Measures

In addition to the GAAP results provided in this Quarterly Report on Form 10-Q, we have provided a non-GAAP financial measure, Adjusted EBITDA. Our management, as well as certain investors, use this non-GAAP measure to analyze our current and expected future financial performance. This measure is not in accordance with, or a substitute for, GAAP and may be different from, or inconsistent with, non-GAAP financial measures used by other companies.

The Company evaluates the performance of its segments based on segment Adjusted EBITDA, which is defined as earnings before interest, taxes, depreciation and amortization (“EBITDA”), adjusted for any impairments, restructuring costs, gains or losses on extinguishment of debt, and/or transaction costs (“Adjusted EBITDA”). 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 in assessing operating performance. Adjusted EBITDA 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. EBITDA and Adjusted EBITDA are not measures calculated in accordance with GAAP, and they should not be considered a substitute for net income, or any other measure of financial performance presented in accordance with GAAP. Additionally, other companies may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

Reconciliation of Non-GAAP Financial Measures

Below is a reconciliation of Adjusted EBITDA to net income, which is its most directly comparable financial measure calculated and presented in accordance with GAAP:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	(Dollars in millions)			
Net income	\$ 8.5	\$ 42.5	\$ 48.2	\$ 92.1
Add:				
Depreciation and amortization expense	35.5	35.7	107.2	106.7
Interest expense, net	6.6	8.0	21.0	24.3
Income tax expense (benefit)	14.6	(2.9)	29.7	14.3
Transaction costs ⁽¹⁾	0.2	0.4	0.4	1.4
Adjusted EBITDA	<u>\$ 65.4</u>	<u>\$ 83.7</u>	<u>\$ 206.5</u>	<u>\$ 238.8</u>

(1) Costs incurred as part of the granulated pig iron project with U.S. Steel.

Liquidity and Capital Resources

Our primary liquidity needs are to fund working capital and investments, service our debt, maintain cash reserves and replace partially or fully depreciated assets and other capital expenditures. Our sources of liquidity include cash generated from operations, borrowings under our revolving credit facility (“Revolving Facility”) and, from time to time, debt and equity offerings. We believe our current resources are sufficient to meet our working capital requirements for our current business for at least the next 12 months and thereafter for the foreseeable future. As of September 30, 2023, we had \$125.9 million of cash and cash equivalents and \$350.0 million of borrowing availability under our Revolving Facility.

We may, from time to time, seek to retire or purchase additional amounts of our outstanding equity and/or debt securities through cash purchases and/or exchanges for other securities, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material. Refer to “Part II Item 2 - Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity Securities.”

During the first quarter of 2020, the U.S. Department of Labor's Division of Coal Mine Workers' Compensation (“DCMWC”) requested SunCoke to provide additional collateral of approximately \$32.0 million to secure certain of its black lung obligations. SunCoke exercised its right to appeal the DCMWC's determination and provided additional information supporting the Company's position in May 2020 and February 2021. If the Company's appeal is unsuccessful, the Company may be required to provide additional collateral to receive its self-insurance reauthorization from the DCMWC, which could potentially reduce the Company's liquidity. Additionally, on January 19, 2023, the Department of Labor issued a new proposed rule that would require self-insured companies to post collateral in the amount of 120 percent of the company's total expected

lifetime black lung obligations as determined by the DCMWC. While this new proposed rule is not effective, if finalized, it could potentially reduce the Company's liquidity. SunCoke submitted written comments on the proposed rule and will continue to monitor any impact to the Company. See further discussion in Note 7 to our consolidated financial statements.

Cash Flow Summary

The following table sets forth a summary of the net cash provided by (used in) operating, investing and financing activities for the nine months ended September 30, 2023 and 2022:

	Nine Months Ended September 30,	
	2023	2022
	(Dollars in millions)	
Net cash provided by operating activities	\$ 192.6	\$ 120.6
Net cash used in investing activities	(85.4)	(52.1)
Net cash used in financing activities	(71.3)	(73.0)
Net increase (decrease) in cash and cash equivalents	\$ 35.9	\$ (4.5)

Cash Flows from Operating Activities

Net cash provided by operating activities increased by \$72.0 million to \$192.6 million for the nine months ended September 30, 2023 as compared to the corresponding prior year period. The increase primarily reflects a favorable year-over-year change in primary working capital, which is comprised of accounts receivable, inventories, and accounts payable, driven by the timing of receipts from customers and the impact of the changes in coal prices. The current year period was further impacted by an increase in deferred tax income expense relating to new regulations impacting foreign tax credit utilization. See Note 4 to our consolidated financial statements for further detail on the change in deferred tax income expense. These favorable impacts were partially offset by lower operating results.

Cash Flows from Investing Activities

Net cash used in investing activities increased \$33.3 million to \$85.4 million during the nine months ended September 30, 2023 as compared to the corresponding prior year period. The increase was primarily driven by ongoing capital expenditures related to upgrades of our assets in order to improve long-term reliability and operational performance as well as increased spending on the foundry expansion project in the current year period.

Cash Flows from Financing Activities

Net cash used in financing activities was \$71.3 million and \$73.0 million for the nine months ended September 30, 2023 and 2022, respectively. This decrease in net cash used in financing activities was primarily driven by lower net repayments of \$13.0 million on the Revolving Facility in the current year period. This decrease was offset by an increase in dividends paid of \$5.4 million as compared to the prior year period, primarily as a result of an increase in the dividend per share amount, as well as higher cash distributions made to noncontrolling interests of \$3.7 million in the current year period.

Dividends

On August 1, 2023, SunCoke's Board of Directors declared a cash dividend of \$0.10 per share of the Company's common stock. This dividend was paid on September 1, 2023, to stockholders of record on August 17, 2023.

Additionally, on November 1, 2023, SunCoke's Board of Directors declared a cash dividend of \$0.10 per share of the Company's common stock. This dividend will be paid on December 1, 2023, to stockholders of record on November 15, 2023.

Covenants

As of September 30, 2023, we were in compliance with all applicable debt covenants. We do not anticipate a violation of these covenants nor do we anticipate that any of these covenants will restrict our operations or our ability to obtain additional financing. See Note 6 to the consolidated financial statements for details on debt covenants.

Capital Requirements and Expenditures

Our operations are capital intensive, requiring significant investment to upgrade or enhance existing operations and to meet environmental and operational regulations. The level of future capital expenditures will depend on various factors, including market conditions and customer requirements, and may differ from current or anticipated levels. Material changes in capital expenditure levels may impact financial results, including but not limited to the amount of depreciation, interest expense and repair and maintenance expense.

Our capital requirements have consisted, and are expected to consist, primarily of:

- Ongoing capital expenditures required to maintain equipment reliability, the integrity and safety of our coke ovens and steam generators and to comply with environmental regulations. Ongoing capital expenditures are made to replace partially or fully depreciated assets in order to maintain the existing operating capacity of the assets and/or to extend their useful lives and also include new equipment that improves the efficiency, reliability or effectiveness of existing assets. Ongoing capital expenditures do not include normal repairs and maintenance expenses, which are expensed as incurred;
- Expansion capital expenditures to acquire and/or construct complementary assets to grow our business and to expand existing facilities as well as capital expenditures made to grow our business through new markets or enable the renewal of a coke sales agreement and/or logistics service agreement and on which we expect to earn a reasonable return; and
- Environmental remediation project expenditures required to implement design changes to ensure that our existing facilities operate in accordance with existing environmental permits.

The following table summarizes our capital expenditures:

	Nine Months Ended September 30,	
	2023	2022
	(Dollars in millions)	
Ongoing capital	\$ 73.2	\$ 52.4
Expansion capital ⁽¹⁾	11.3	3.3
Total capital expenditures ⁽²⁾	\$ 84.5	\$ 55.7

(1) Includes capital spending in connection with the foundry cokemaking growth project.

(2) Reflects actual cash payments during the periods presented for our capital requirements.

Critical Accounting Policies

There have been no significant changes to our accounting policies during the nine months ended September 30, 2023. Please refer to our Annual Report on Form 10-K filed for the year ended December 31, 2022 for a summary of these policies.

Recent Accounting Standards

There have been no new accounting standards material to SunCoke Energy that have been adopted during the nine months ended September 30, 2023.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes to the Company's exposure to market risk disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022.

Item 4. Controls and Procedures

Management's Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures, (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to ensure that information required to be disclosed in its reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure.

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

The Company carried out an evaluation, under the supervision and with the participation of management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures

as of the end of the period covered by this report. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting during the quarter ended September 30, 2023.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

The information presented in Note 7 to our consolidated financial statements within this Quarterly Report on Form 10-Q is incorporated herein by reference.

Certain legal and administrative proceedings are pending or may be brought against us arising out of our current and past operations, including matters related to commercial disputes, employment claims, personal injury claims, common law tort claims, and general environmental claims. Although the ultimate outcome of these proceedings cannot be ascertained at this time, it is reasonably possible that some of them could be resolved unfavorably to us. Our management believes that any liabilities that may arise from such matters would not likely be material in relation to our business or our consolidated financial position, results of operations or cash flows at September 30, 2023.

Item 1A. Risk Factors

There have been no material changes with respect to risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022.

Item 2. Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity Securities

On October 28, 2019, the Company's Board of Directors authorized a program to repurchase outstanding shares of the Company's common stock, \$0.01 par value per share, from time to time in open market transactions at prevailing market prices, in privately negotiated transactions, or by other means in accordance with federal securities laws, for a total aggregate cost to the Company not to exceed \$100.0 million. There have been no share repurchases since the first quarter of 2020. As of September 30, 2023, \$96.3 million remains available under the authorized repurchase program.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

While the Company divested substantially all of its remaining coal mining assets in April 2016, the Company continues to own certain logistics assets that are also regulated by Mine Safety and Health Administration. The information concerning mine safety violations and other regulatory matters that we are required to report in accordance with Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K (17 CFR 229.014) is included in Exhibit 95.1 to this Quarterly Report on Form 10-Q.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference herein to Exhibit 3.1 to the Company's Amendment No. 4 to Registration Statement on Form S-1 filed on July 6, 2011, File No. 333-173022)
3.2	Amended and Restated Bylaws of SunCoke Energy, Inc., effective as of February 23, 2023 (incorporated by reference herein to Exhibit 3.2 to the Company's Annual Report on Form 10-K, filed on February 24, 2023, File No. 001-35243)
22.1*	List of Issuers and Guarantor Subsidiaries
31.1*	Chief Executive Officer Certification Pursuant to Exchange Act Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Chief Financial Officer Certification Pursuant to Exchange Act Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Chief Executive Officer Certification Pursuant to Exchange Act Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Chief Financial Officer Certification Pursuant to Exchange Act Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
95.1*	Mine Safety Disclosures
101	The following financial statements from SunCoke Energy, Inc.'s Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2023, filed with the Securities and Exchange Commission on November 1, 2023, is formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) the Consolidated Statements of Income, (ii) the Consolidated Statements of Comprehensive Income, (iii) the Consolidated Balance Sheets, (iv) the Consolidated Statements of Cash Flows, (v) the Consolidated Statements of Equity, and (vi) the Notes to Consolidated Financial Statements.
104	The cover page from SunCoke Energy, Inc.'s Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2023 is formatted in iXBRL (Inline eXtensible Business Reporting Language) and contained in Exhibit 101.
*	Filed herewith.
**	Furnished herewith.

We are pleased to furnish this Quarterly Report on Form 10-Q to shareholders who request it by writing to:

SunCoke Energy, Inc.
Investor Relations
1011 Warrenville Road
Suite 600
Lisle, Illinois 60532

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SunCoke Energy, Inc.

Dated: November 1, 2023

By: /s/ Mark W. Marinko

Mark W. Marinko

Senior Vice President and Chief Financial Officer
(duly authorized officer)
(principal financial and accounting officer)

SunCoke Energy, Inc.
List of Issuers and Guarantor Subsidiaries

If a series of registered debt securities issued by SunCoke Energy, Inc. is guaranteed, such series will be guaranteed by one or more of the subsidiaries listed below.

Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	Designation
SunCoke Energy, Inc.	Delaware	Issuer
Ceredo Liquid Terminal LLC	Delaware	Guarantor
CMT Liquids Terminal LLC	Delaware	Guarantor
Dismal River Terminal LLC	Delaware	Guarantor
Elk River Minerals Corporation	Delaware	Guarantor
FF Farm Holdings LLC	Delaware	Guarantor
Gateway Energy & Coke Company LLC	Delaware	Guarantor
Haverhill Coke Company LLC	Delaware	Guarantor
Indiana Harbor Coke Company	Delaware	Guarantor
Indiana Harbor Coke Corporation	Indiana	Guarantor
Jewell Coal & Coke Company, Inc.	Virginia	Guarantor
Jewell Coke Acquisition Company	Virginia	Guarantor
Jewell Coke Company, L.P.	Delaware	Guarantor
Jewell Resources Corporation	Virginia	Guarantor
Kanawha River Terminals, LLC	Delaware	Guarantor
Marigold Dock, Inc.	Delaware	Guarantor
Middletown Coke Company, LLC	Delaware	Guarantor
Raven Energy, LLC	Delaware	Guarantor
Sun Coal & Coke LLC	Delaware	Guarantor
SunCoke Energy South Shore LLC	Delaware	Guarantor
SunCoke Lake Terminal LLC	Delaware	Guarantor
SunCoke Logistics LLC	Delaware	Guarantor
SunCoke Technology and Development LLC	Delaware	Guarantor

CERTIFICATION

I, Michael G. Rippey, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 of SunCoke Energy, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

/s/ Michael G. Rippey

Michael G. Rippey
Chief Executive Officer
(principal executive officer)
November 1, 2023

CERTIFICATION

I, Mark W. Marinko, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 of SunCoke Energy, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

/s/ Mark W. Marinko

Mark W. Marinko
Senior Vice President and Chief Financial Officer
(principal financial and accounting officer)
November 1, 2023

**CERTIFICATION
OF
CHIEF EXECUTIVE OFFICER
OF
SUNCOKE ENERGY, INC.
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with this Quarterly Report on Form 10-Q of SunCoke Energy, Inc. for the fiscal quarter ended September 30, 2023, I, Michael G. Rippey, Chief Executive Officer of SunCoke Energy, Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. This Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2023 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in this Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2023 fairly presents, in all material respects, the financial condition and results of operations of SunCoke Energy, Inc. for the periods presented therein.

/s/ Michael G. Rippey
Michael G. Rippey
Chief Executive Officer
(principal executive officer)
November 1, 2023

**CERTIFICATION
OF
CHIEF FINANCIAL OFFICER
OF
SUNCOKE ENERGY, INC.
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with this Quarterly Report on Form 10-Q of SunCoke Energy, Inc. for the fiscal quarter ended September 30, 2023, I, Mark W. Marinko, Senior Vice President and Chief Financial Officer of SunCoke Energy, Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. This Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2023 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in this Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2023 fairly presents, in all material respects, the financial condition and results of operations of SunCoke Energy, Inc. for the periods presented therein.

/s/ Mark W. Marinko

Mark W. Marinko
Senior Vice President and Chief Financial Officer
(principal financial and accounting officer)
November 1, 2023

SunCoke Energy, Inc.
Mine Safety Disclosures for the Quarter Ended September 30, 2023

We are committed to maintaining a safe work environment and working to ensure environmental compliance across all of our operations. The health and safety of our employees and limiting the impact to communities in which we operate are critical to our long-term success. We employ practices and conduct training to help ensure that our employees work safely. Furthermore, we utilize processes for managing, monitoring and improving safety and environmental performance.

We have consistently operated within the top quartiles for the U.S. Occupational Safety and Health Administration's recordable injury rates as measured and reported by the American Coke and Coal Chemicals Institute. We also have worked to maintain low injury rates reportable to the U.S. Department of Labor's Mine Safety and Health Administration ("MSHA") and won the Sentinels of Safety award for 2008, 2013 and 2016 from MSHA for having the mine with the most employee hours worked without experiencing a lost-time injury in that mine's category.

The following table presents the information concerning mine safety violations and other regulatory matters that we are required to report in accordance with Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act. Whenever MSHA believes that a violation of the Federal Mine Safety and Health Act of 1977 (the "Mine Act"), any health or safety standard, or any regulation has occurred, it may issue a citation which describes the violation and fixes a time within which the operator must abate the violation. In these situations, MSHA typically proposes a civil penalty, or fine, that the operator is ordered to pay. In evaluating the following table regarding mine safety, investors should take into account factors such as: (1) the number of citations and orders will vary depending on the size of a coal mine, (2) the number of citations issued will vary from inspector to inspector, mine to mine and MSHA district to district and (3) citations and orders can be contested and appealed, and during that process are often reduced in severity and amount, and are sometimes dismissed.

The mine data retrieval system maintained by MSHA may show information that is different than what is provided in the table below. Any such difference may be attributed to the need to update that information on MSHA's system or other factors. Orders and citations issued to independent contractors who work at our mine sites are not reported in the table below. All section references in the table below refer to provisions of the Mine Act.

Operating Name/MSHA Identification Number	Section 104 S&S Citations (#) (2)	Section 104(b) Orders (#) (3)	Section 104(d) Citations and Orders (#)(4)	Section 110(b) (2) Violations (#)(5)	Section 107(a) Orders (#) (6)	Total Dollar Value of MSHA Assessments Proposed \$(7)	Total Number of Mining Related Fatalities (#)	Received Notice of Pattern of Violations Under Section 104(e) (yes/no)(8)	Received Notice of Potential to Have Pattern Under Section 104(e) (yes/no) (9)	Legal Actions Pending as of Last Day of Period (#)(10) (11)	Legal Actions Initiated During Period (#)(12)	Legal Actions Resolved During Period (#)(13)
Ceredo Dock / 46-09051	—	—	—	—	—	143	—	no	no	—	—	—
Quincy Dock / 46-07736	—	—	—	—	—	—	—	no	no	—	—	—
Dismal River Terminal / B3121	—	—	—	—	—	—	—	no	no	—	—	—
Jewell Coal Corp / 44-00649	—	—	—	—	—	286	—	no	no	—	—	—
Total	—	—	—	—	—	429	—	no	no	—	—	—

- (1) The table does not include the following: (i) facilities which have been idle or closed unless they received a citation or order issued by MSHA, (ii) permitted mining sites where we have not begun operations or (iii) mines that are operated on our behalf by contractors who hold the MSHA numbers and have the MSHA liabilities.
- (2) Alleged violations of mandatory health or safety standards that could significantly and substantially contribute to the cause and effect of a coal or other mine safety or health hazard.
- (3) Alleged failures to totally abate a citation within the period of time specified in the citation.
- (4) Alleged unwarrantable failure (i.e., aggravated conduct constituting more than ordinary negligence) to comply with a mining safety standard or regulation.
- (5) Alleged flagrant violations issued.

- (6) Alleged conditions or practices which could reasonably be expected to cause death or serious physical harm before such condition or practice can be abated.
- (7) Amounts shown include assessments proposed during the quarter ended September 30, 2023 and do not necessarily relate to the citations or orders reflected in this table. Assessments for citations or orders reflected in this table may be proposed by MSHA after September 30, 2023.
- (8) Alleged pattern of violations of mandatory health or safety standards that are of such nature as could have significantly and substantially contributed to the cause and effect of coal or other mine health or safety hazards.
- (9) Alleged potential to have a pattern of violations of mandatory health or safety standards that are of such nature as could have significantly and substantially contributed to the cause and effect of coal or other mine health or safety hazards.
- (10) This number reflects legal proceedings which remain pending before the Federal Mine Safety and Health Review Commission (the “FMSHRC”) as of September 30, 2023. The pending legal actions may relate to the citations or orders issued by MSHA during the reporting period or to citations or orders issued in prior periods. The FMSHRC has jurisdiction to hear not only challenges to citations, orders, and penalties but also certain complaints by miners. The number of “pending legal actions” reported here reflects the number of contested citations, orders, penalties or complaints, which remain pending as of September 30, 2023.
- (11) The legal proceedings reflected in this column of the table are categorized as follows in accordance with the categories established in the Procedural Rules of the FMSHRC:

Mine or Operating Name/MSHA Identification Number	Contests of Citations and Orders (#)	Contests of Proposed Penalties (#)	Complaints for Compensation (#)	Complaints for Discharge, Discrimination or Interference Under Section 105 (#)	Applications for Temporary Relief (#)	Appeals of Judges’ Decisions or Orders (#)
Ceredo Dock / 46-09051	0	0	0	0	0	0
Quincy Dock / 46-07736	0	0	0	0	0	0
Dismal River Terminal / B3121	0	0	0	0	0	0
Jewell Coal Corp / 44-00649	0	0	0	0	0	0
Total	0	0	0	0	0	0

- (12) This number reflects legal proceedings initiated before the FMSHRC during the quarter ended September 30, 2023. The number of “initiated legal actions” reported here may not have remained pending as of September 30, 2023.
- (13) This number reflects legal proceedings before the FMSHRC that were resolved during the quarter ended September 30, 2023.