

SunCoke Energy, Inc.
Form DEF 14A
March 28, 2013
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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

SunCoke Energy, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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March 28, 2013

Dear Stockholder:

You are cordially invited to attend the 2013 Annual Meeting of Stockholders of SunCoke Energy, Inc. The 2013 Annual Meeting will be held on Thursday, May 9, 2013 at 9:00 a.m., local time, at the Hotel Arista, 2139 CityGate Lane, Naperville, Illinois 60563.

The following pages contain our notice of annual meeting and proxy statement. Please review this material for information concerning the business to be conducted at the 2013 Annual Meeting, including the nominees for election as directors.

We are furnishing our proxy statement and other proxy materials to our stockholders over the Internet. We also are mailing paper copies of our proxy statement and other proxy materials to stockholders who have requested them. For further details, please refer to the section entitled About the Annual Meeting beginning on page 1 of this proxy statement.

Whether or not you plan to attend the 2013 Annual Meeting, it is important that your shares be represented. Please vote via telephone, over the Internet or by proxy card or voter instruction form.

Thank you for your support of SunCoke Energy.

Sincerely,

Frederick A. Henderson

Chairman and Chief Executive Officer

SunCoke Energy, Inc. | 1011 Warrenville Road | Suite 600 | Lisle, Illinois 60532 | tel (630) 824-1000

www.suncoke.com

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Notice of Annual Meeting of Stockholders

to be held on May 9, 2013

The 2013 Annual Meeting of Stockholders of SunCoke Energy, Inc. will be held on Thursday, May 9, 2013 at 9:00 a.m., local time, at the Hotel Arista, 2139 CityGate Lane, Naperville, Illinois 60563, for the following purposes:

1. To elect three directors, Peter B. Hamilton, Karen B. Peetz and John W. Rowe, to the class of directors whose term expires in 2016;
2. To hold a non-binding advisory vote to approve our executive compensation;
3. To approve the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan;
4. To approve the SunCoke Energy, Inc. Senior Executive Incentive Plan;
5. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013; and
6. To transact such other business as may properly come before the 2013 Annual Meeting or any adjournment or postponement thereof. You may vote at the 2013 Annual Meeting if you were a stockholder of record at the close of business on March 11, 2013. To ensure that your vote is properly recorded, please vote as soon as possible, even if you plan to attend the 2013 Annual Meeting. Most stockholders have three options for submitting their vote: (1) via the telephone, (2) over the Internet or (3) by mail. You may still vote in person if you attend the 2013 Annual Meeting. For further details about voting, please refer to the section entitled About the Annual Meeting beginning on page 1 of this proxy statement.

If your shares are held in street name in a stock brokerage account or by a bank or other nominee, you must provide your broker with instructions on how to vote your shares in order for your shares to be voted on important matters presented at the 2013 Annual Meeting. If you do not instruct your broker on how to vote in the election of directors and on compensation matters, your shares will not be voted on these matters.

The approximate date of mailing of the Notice of Internet Availability of Proxy Materials to our stockholders is March 28, 2013, and the attached proxy statement, together with our 2012 Annual Report on Form 10-K, will be made available to our stockholders on that same date. We will also begin mailing paper copies of our proxy statement and other proxy materials to stockholders who have requested them on or about that date.

By order of the Board of Directors,

Denise R. Cade

Senior Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer

March 28, 2013

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ABOUT THE ANNUAL MEETING

References to the Company, SunCoke Energy, we, us and our in this proxy statement mean SunCoke Energy, Inc.

Who is soliciting my vote?

The Board of Directors of SunCoke Energy, Inc. is soliciting your vote at the 2013 Annual Meeting.

Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

Pursuant to rules adopted by the Securities and Exchange Commission, or SEC, we have elected to furnish our proxy statement and other proxy materials to stockholders on the Internet rather than mailing paper copies to each stockholder. If you received a Notice of Internet Availability of Proxy Materials, or Notice of Internet Availability, in the mail, you will not receive a paper copy of these materials unless you have requested to receive paper copies. All stockholders have the ability to access our proxy statement and other proxy materials. Instructions on how to do so or to request a printed copy may be found on the Notice of Internet Availability. In addition, stockholders may request to receive these materials in printed form by mail on an ongoing basis. The Notice of Internet Availability also will instruct you on how you may vote your shares and how you may vote over the Internet. Note that if you are a participant in the SunCoke 401(k) Plan and have shares of our common stock allocated to your Plan account, you have the right to direct the Plan trustee regarding how to vote those shares. You automatically received a paper copy of these materials in the mail.

What am I voting on?

You are voting on:

Proposal 1: Election of Peter B. Hamilton, Karen B. Peetz and John W. Rowe to the class of directors whose term expires in 2016 (*see page 5*);

Proposal 2: Advisory approval of our executive compensation (*see page 38*);

Proposal 3: Approval of the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan (*see page 39*);

Proposal 4: Approval of the SunCoke Energy, Inc. Senior Executive Incentive Plan (*see page 44*);

Proposal 5: Ratification of the appointment of Ernst & Young LLP, or E&Y, as our independent registered public accounting firm for the fiscal year ending December 31, 2013 (*see page 50*); and

Any other business properly coming before the meeting.

How does the Board of Directors recommend that I vote my shares?

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The Board of Directors' recommendations can be found with the description of each Proposal in this proxy statement. In summary, the Board of Directors recommends that you vote:

Proposal 1: **FOR** the election of each of the three nominees for director;

Proposal 2: **FOR** the advisory approval of our executive compensation;

Proposal 3: **FOR** the approval of the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan;

Proposal 4: **FOR** the approval of the SunCoke Energy, Inc. Senior Executive Incentive Plan; and

Proposal 5: **FOR** the ratification of the Audit Committee's appointment of E&Y as SunCoke Energy's independent registered public accounting firm for the fiscal year ending December 31, 2013.

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Who is entitled to vote?

Only stockholders of record at the close of business on March 11, 2013 are entitled to vote at the 2013 Annual Meeting. As of that date, there were 69,964,772 shares of our common stock outstanding. Each share of common stock is entitled to one vote. There is no cumulative voting.

How many votes must be present to hold the meeting?

Your shares are counted as present at the 2013 Annual Meeting if you attend the meeting and vote in person or if you properly return a proxy by telephone, Internet or mail. In order for us to hold our meeting, holders of a majority of our outstanding shares of common stock as of March 11, 2013 must be present in person or by proxy at the meeting. This is referred to as a quorum. Proxy cards or voter instruction forms that reflect abstentions and broker non-votes will be counted as shares present to determine whether a quorum exists to hold the 2013 Annual Meeting.

What is a broker non-vote?

Under the rules that govern brokers who have record ownership of shares that they hold in street name for their clients who are the beneficial owners of the shares, brokers have discretion to vote such shares on routine matters, such as ratifications of independent registered public accounting firms, but not on non-routine matters. Broker non-votes occur when shares held by a broker nominee for a beneficial owner are not voted on a proposal because the broker nominee has not received voting instructions from the beneficial owner and lacks discretionary authority to vote the shares. Proposals 1, 2, 3 and 4 are non-routine matters. Therefore, if your shares are held in street name and you do not provide instructions as to how your shares are to be voted on Proposals 1, 2, 3 and 4, your broker will not be able to vote your shares on these proposals. We urge you to provide instructions to your broker so that your votes may be counted on these important matters.

How are votes counted? How many votes are needed to approve each of the proposals?

For Proposal 1, you may vote **FOR** or **WITHHOLD**. For Proposals 2, 3, 4 and 5, you may vote **FOR**, **AGAINST**, or **ABSTAIN**.

For Proposal 1, the affirmative plurality of the votes properly cast on the proposal at the 2013 Annual Meeting is required to elect a nominee to the Board of Directors. A properly executed proxy marked **WITHHOLD** with respect to the election of one or more directors will not be voted with respect to the director or directors indicated.

For Proposals 2, 3, 4 and 5, the affirmative vote of a majority of the shares present in person or by proxy and entitled to vote on the applicable proposal at the 2013 Annual Meeting is required to approve the proposal. Abstentions will have the effect of a vote **AGAINST** this proposal.

Broker non-votes will have no effect on the outcome of any of the matters to be voted on.

How do I vote?

You can vote either in person at the 2013 Annual Meeting or by proxy without attending the meeting. Most stockholders have three options for submitting their votes:

- (1) via the telephone, using the toll-free number listed on your proxy card (if you are a stockholder of record) or voter instruction form (if your shares are held by a broker, bank or other nominee);
- (2) over the Internet, at the address provided on the Notice of Internet Availability or on your proxy card or voter instruction form; or

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- (3) by marking, signing, dating and mailing your proxy card or voter instruction form and returning it in the envelope provided. If you return your signed proxy card or voter instruction form but do not mark the boxes showing how you wish to vote, your shares will be voted in accordance with the recommendation of the Board of Directors for each of the proposals for which you did not indicate a vote.

If you are the registered stockholder (that is, if you hold your stock in your name), you can vote via the telephone or over the Internet by following the instructions provided on the Notice of Internet Availability or on your proxy card.

If your shares are held in street name (that is, they are held in the name of a broker, bank or other nominee), you will receive instructions with your materials that you must follow in order to have your shares voted. Please review your voter instruction form to determine whether you will be able to vote via the telephone or over the Internet.

The deadline for voting via the telephone or over the Internet for the 2013 Annual Meeting is 11:59 p.m. Eastern Time, May 8, 2013.

Even if you plan to attend the 2013 Annual Meeting, we encourage you to vote your shares by proxy. If your shares are held in street name, you must request a legal proxy from your broker, bank or other nominee and bring that proxy to the meeting to vote in person at the meeting.

Can I change or revoke my vote?

Yes. You can change or revoke your vote at any time before the polls close at the 2013 Annual Meeting by (1) re-voting via the telephone or over the Internet (only your latest telephone or Internet vote will be counted), (2) signing and dating a new proxy card and submitting it (only your latest proxy card will be counted), (3) if you are a registered stockholder, delivering timely notice of revocation to the Corporate Secretary, SunCoke Energy, Inc., 1011 Warrenville Road, Suite 600, Lisle, Illinois 60532 or (4) attending the 2013 Annual Meeting and voting in person. If your shares are held in street name, please contact your broker, bank or other nominee and comply with the broker's, bank's or other nominee's procedures if you want to change or revoke your previous voting instructions. Attending the 2013 Annual Meeting in person will not in and of itself revoke a previously submitted proxy unless you specifically request it.

Who counts the votes?

We have hired Computershare Trust Company, N.A., our transfer agent, to count the votes represented by proxies cast by telephone, the Internet and ballot. A representative of Computershare will act as the Inspector of Election.

Can other matters be decided at the 2013 Annual Meeting?

We are not aware of any other matters that will be considered at the 2013 Annual Meeting. If any other matters arise, the named proxies will vote in accordance with their best judgment.

Who can attend the meeting?

The 2013 Annual Meeting is open to all SunCoke Energy stockholders. Directions to the meeting are provided on the Notice of Internet Availability or you can contact our Investor Relations Group for directions at investorrelations@suncoke.com or (630) 824-1907. When you arrive at the Hotel Arista, signs will direct you to the meeting room. You need not attend the 2013 Annual Meeting to vote.

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If you wish to attend the 2013 Annual Meeting, please check the box on your proxy or voter instruction form, or as indicated on the Internet voting site, or press the appropriate key if voting by telephone. If your shares are held in street name and you would like to attend, please also e-mail investorrelations@suncoke.com or write to Investor Relations Group, SunCoke Energy, Inc., 1011 Warrenville Road, Suite 600, Lisle, Illinois 60532. Include a copy of your brokerage account statement or an omnibus proxy (which you can get from your broker).

At the 2013 Annual Meeting, each stockholder may be asked to present valid picture identification (for example, a driver's license or passport). If your shares are held in street name, you must bring a copy of a brokerage statement, proxy or letter from the broker, bank or other nominee confirming ownership of shares of our common stock on March 11, 2013, the record date for the 2013 Annual Meeting.

For security purposes, no cameras, recording equipment, electronic devices, large bags, backpacks, briefcases or packages will be permitted in the meeting room or adjacent areas, and other items will be subject to search.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 9, 2013

This proxy statement and our Annual Report on Form 10-K for the year ended December 31, 2012 are available at the following Internet address: <http://www.edocumentview.com/SXC>.

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PROPOSAL 1 ELECTION OF DIRECTORS

Board of Directors

Our Board of Directors currently has seven members and is divided into three classes serving staggered three-year terms. Directors for each class are elected at the annual meeting of stockholders held in the year in which the term for their class expires.

Three directors are proposed to be elected at the 2013 Annual Meeting. The terms of Peter B. Hamilton, Karen B. Peetz and John W. Rowe expire this year, and the Board of Directors has nominated all of them for a three-year term that will expire at the annual meeting in 2016 or until their respective successors are elected and qualified. Each is a current director. If any nominee is unable to serve as a director at the time of the 2013 Annual Meeting, your proxy may be voted for the election of another nominee proposed by the Board of Directors or the Board of Directors may reduce the number of directors to be elected at the 2013 Annual Meeting.

Recommendation

The Board of Directors recommends that you vote **FOR** the election of the three nominees for director.

Certain Information Regarding Directors

Below, please find information regarding the specific experience, qualifications, attributes and skills that qualify the nominees and the directors whose terms of office will continue after the 2013 Annual Meeting to serve as a director of SunCoke Energy.

Nominees to Serve in a Class Whose

Term Expires in 2016

Peter B. Hamilton

Age: 66

Committee

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Membership: Compensation (Chair)

Mr. Hamilton was elected as a director of SunCoke Energy, Inc. in June 2011. Mr. Hamilton is the former Senior Vice President and Chief Financial Officer of Brunswick Corporation (a global designer, manufacturer and marketer of recreation products), a position he held from September 2008 until his retirement in February 2013. Mr. Hamilton returned to Brunswick Corporation in September 2008 after retiring from the company in 2007. He was President of the Life Fitness division of Brunswick Corporation from 2005 to 2006 and President of the Brunswick Boat Group from 2006 to 2007. He also served as Vice Chairman of the Board of Brunswick Corporation from 2000 until his initial retirement in 2007. Mr. Hamilton has served on the Board of Directors of Spectra Energy Corp. (a natural gas infrastructure company) since 2007, where he currently chairs the Audit Committee and is a member of the Corporate Governance Committee. He joined the Board of Directors of Oshkosh Corporation (a designer, manufacturer and marketer of specialty vehicles and vehicle bodies) in 2011 and is the Chair of its Human Resources Committee and a member of its Audit Committee. Mr. Hamilton currently serves as a director of the American Arbitration Association and as a trustee of the James S. Kemper Foundation.

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Mr. Hamilton is an experienced corporate executive with a background in management, law, finance and government. Prior to joining Brunswick, Mr. Hamilton served in various positions at Cummins Inc., or Cummins, (a diesel and natural gas engine designer, manufacturer and distributor), including Chief Financial Officer. Prior to his tenure at Cummins, Mr. Hamilton was a partner in a Washington, D.C. law firm, held a number of senior positions in the federal government and was an officer in the U.S. Navy.

Karen B. Peetz

Age: 57

Committee

Membership: Audit, Governance

Ms. Peetz was elected as a director of SunCoke Energy, Inc. in January 2012. Ms. Peetz is President of The Bank of New York Mellon Corporation, or BNY Mellon (a global financial services company), and oversees that company's global client management, regional management, human resources functions and its treasury services business. She also leads BNY Mellon's strategic growth and global innovation efforts. She has served in that role since January 2013. From June 2008 until her appointment as President in January 2013, Ms. Peetz was a Vice Chairman at BNY Mellon and led its Financial Markets and Treasury Services group. From March 1998 until May 2008, Ms. Peetz served in senior management positions at BNY Mellon, including as Executive Vice President of the Corporate Trust Division from May 2003 until May 2008. Ms. Peetz is the chairperson for BNY Mellon's Women's Initiatives Network, which acts as a global resource for the professional development and advancement of women who work at BNY Mellon through chapters in 50 locations globally. She also serves on BNY Mellon's Diversity Council. Before joining BNY Mellon, Ms. Peetz spent 16 years with JPMorgan Chase (a global financial services company) in a variety of sales and business management positions. Ms. Peetz is a member of the Financial Services Roundtable and is on the Board of Directors for the Securities Industry and Financial Markets Association and the Private Export Funding Corporation. Ms. Peetz is a member and the former Chair of Pennsylvania State University's Board of Trustees. She is also the former Chair of the Board for United Way of New York City.

Ms. Peetz is an experienced executive with over a 30 year tenure in the financial services industry with global business line responsibility. As a senior-level executive at BNY Mellon, Ms. Peetz has strategic planning, business development and managerial responsibilities.

John W. Rowe

Age: 67

Committee

Membership: Compensation, Governance

In January 2012, Mr. Rowe was elected as a director of SunCoke Energy, Inc., effective April 1, 2012. On March 12, 2012, Mr. Rowe retired as Chairman, Chief Executive Officer and director of Exelon Corporation, or Exelon (an electric utility company), and as a director of Commonwealth Edison Company and PECO Energy Company, both subsidiaries of Exelon. He served as a director and Chief Executive Officer or Co-Chief Executive Officer of Exelon since its formation in October 2000. He served as Chairman and Chief Executive Officer of

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Exelon since April 2002. At various times since 2000, he also held the title of President of Exelon. He previously served as Chairman, President and Chief Executive Officer of Unicom Corporation and Commonwealth Edison Company from March 1998 until October 2000. Mr. Rowe is a director of Northern Trust Corporation (an international financial services company), where he serves as Lead Director, chair of its Corporate Governance Committee and as a member of its Compensation and Benefits and Executive Committees. Mr. Rowe also joined the Board of Directors of The Allstate Corporation (an insurance company) in 2012 and serves as a member of its Compensation and Succession Committee and its Nominating and Governance Committee. Effective December 31, 2011, Mr. Rowe retired as a director of Sunoco (a transportation fuel provider with interests in logistics) and as chair of its Corporate Responsibility Committee and as a member of its Compensation and Executive Committees. Mr. Rowe currently serves as Chairman of the Illinois Institute of Technology, President of the Wisconsin Alumni Research Foundation, Chairman of the Field Museum and a board member of the Illinois Holocaust Museum and the Morgridge Institute for Research.

Mr. Rowe, with over 28 years of experience with electric utility companies in various positions, including serving as Chief Executive Officer of Exelon, has senior management-level experience and general operations and manufacturing experience. Mr. Rowe possesses senior management-level strategic planning, business development and managerial experience, as well as health, environment and safety oversight experience. Additionally, Mr. Rowe possesses government relations, regulatory agency and legal experience by virtue of his position as Chief Executive Officer at Exelon and prior business experience and education.

Continuing Directors Term Expires in 2014

Robert J. Darnall (Lead Director)

Age: 75

Committee

Membership: Executive, Governance (Chair)

Mr. Darnall was elected as a director of SunCoke Energy, Inc. in June 2011. Following a 36-year career at Inland Steel Industries, Inc., or Inland (a carbon steel manufacturer and processor/distributor of industrial materials), Mr. Darnall retired as Chairman, President and Chief Executive Officer in late 1998 and joined Ispat International N.V., or Ispat International (a carbon steel manufacturer), as President and Chief Executive Officer of Ispat North America until early 2000. Mr. Darnall served as an independent director of United States Steel Corporation (an integrated steel producer of flat-rolled and tubular products) from 2001 until 2010, Sunoco (a petroleum refiner and chemicals manufacturer with interests in logistics) from 2000 until 2010, Cummins (a diesel and natural gas engine designer, manufacturer and distributor) from 1989 to 2010 and Pactiv Corporation (a consumer and foodservice/food packaging products producer) from 2000 to 2010. Mr. Darnall currently serves on the board of trustees of the Glenwood Academy, the Museum of Science and Industry and Rush University Medical Center.

Mr. Darnall is an experienced corporate executive with over 38 years of senior-level management experience in the steel industry and expertise in sourcing and logistics. Mr. Darnall also possesses health, environment and safety experience by virtue of his oversight experience as the former Chief Executive Officer of Inland and the head of Ispat International's North American operations, both companies having a health, environment and safety risk profile similar to that of several of SunCoke's steel industry customers.

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James E. Sweetnam

Age: 60

Committee

Membership: Audit, Compensation

Mr. Sweetnam was elected as a director of SunCoke Energy, Inc. in January 2012. Mr. Sweetnam served as President, Chief Executive Officer and a director of Dana Holding Corporation, or Dana (a motor vehicle parts supplier), from July 2009 until November 2010. From 1997 until June 2009, Mr. Sweetnam served in senior management positions at Eaton Corporation, or Eaton (a global diversified power management company), including as President of the Truck Group from 2001 until June 2009. Prior to joining Eaton, Mr. Sweetnam spent 10 years with Cummins (a diesel and natural gas engine designer, manufacturer and distributor) in a variety of senior management positions. He currently serves on the Board of Directors of LMI (a private, not-for-profit corporation that provides management consulting, research and analysis to governments and other nonprofit organizations) and is a member of its Compensation and Governance Committees. From February 2007 until its acquisition by Berkshire Hathaway Inc. in September 2011, Mr. Sweetnam served as a director of Lubrizol Corporation (a specialty chemicals company) and as a member of its Audit, Nominating and Governance and Organization and Compensation Committees.

Mr. Sweetnam is an experienced corporate executive with senior-level management experience, including service as Chief Executive Officer at Dana, with general operations, manufacturing and engineering experience and a background in international business development and management. Mr. Sweetnam also possesses health, environment and safety oversight experience by virtue of his oversight experience as a senior-level executive at Eaton.

Continuing Directors Term Expires in 2015

Frederick A. Henderson (Chairman)

Age: 54

Committee

Membership: Executive (Chair)

Mr. Henderson was elected as Chairman and Chief Executive Officer of SunCoke Energy, Inc. in December 2010. He also served as a Senior Vice President of Sunoco (a transportation fuel provider with interests in logistics) from September 2010 until our initial public offering in July 2011. In July 2012, Mr. Henderson was named Chief Executive Officer and appointed as Chairman of the board of directors of SunCoke Energy

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Partners GP, LLC, the general partner of the publicly traded master limited partnership of which we are sponsor. From February 2010 until September 2010, he was a consultant for General Motors LLC, and from March 2010 until August 2010, he was a consultant for AlixPartners LLC (a business consulting firm). He was President and Chief Executive Officer of General Motors (a global automotive company) from April 2009 until December 2009. He was President and Chief Operating Officer of General Motors from March 2008 until March 2009. He was Vice

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Chairman and Chief Financial Officer of General Motors from January 2006 until February 2008. He was Chairman of General Motors Europe from June 2004 until December 2005. Mr. Henderson is a director of Compuware Corp. (a technology performance company), where he serves as chair of its Audit Committee. Mr. Henderson also is a trustee of the Alfred P. Sloan Foundation.

Mr. Henderson, having worked for over 26 years at General Motors and over two years at SunCoke, is a highly experienced senior-level executive, with general operations, manufacturing and marketing experience, as well as senior-level strategic planning, business development, managerial and management development and compensation experience. Mr. Henderson also possesses diverse international experience (by virtue of his prior experience at General Motors, including his service as Vice President and Managing Director of General Motors do Brasil; Group Vice President and President of General Motors, Latin America, Africa and Middle East; President of General Motors Asia Pacific; and Chairman of General Motors Europe) and health, environment and safety experience (by virtue of his oversight experience at General Motors). Additionally, Mr. Henderson possesses financial expertise by virtue of his education (an MBA from Harvard Business School) and experience (including Vice Chairman and Chief Financial Officer of General Motors).

Alvin Bledsoe

Age: 65

Committee

Membership: Audit (Chair)

Mr. Bledsoe was elected as a director of SunCoke Energy, Inc. in June 2011. From 1972 until his retirement from the firm in 2005, Mr. Bledsoe served in various senior roles at PricewaterhouseCoopers LLP, or PwC (an international accounting firm). He joined the Board of Directors of Crestwood Gas Services GP LLC (the general partner of a master limited partnership in the natural gas industry), formerly Quicksilver Gas Services, in 2007 and currently chairs its Audit Committee and serves as a member of its Conflicts Committee. From May 2007 to August 2010, Mr. Bledsoe served as a member of the Archuelta County Colorado Financial Advisory Task Force.

Mr. Bledsoe is an experienced finance and public accounting executive, having spent his entire 33-year career with PwC. By virtue of his experience, Mr. Bledsoe is knowledgeable about finance, merger and acquisition transactions and major cost restructurings and possesses knowledge of the mining, utilities and energy industries. In addition, he brings relevant industry expertise, having served clients within these industry sectors and having served as the global leader for PwC's Energy, Mining and Utilities Industries Assurance and Business Advisory Services Group. While at PwC, Mr. Bledsoe also gained experience working with boards of directors by interfacing with the boards of directors of his clients.

Table of Contents**THE BOARD OF DIRECTORS AND ITS COMMITTEES**

Our Board of Directors is composed of a majority of independent directors and our Audit, Compensation and Governance Committees are each composed entirely of independent directors. Our Executive Committee is composed of one employee director and one independent director.

The following table shows the current membership of our Committees:

Name	Executive	Audit	Compensation	Governance
Frederick A. Henderson	ü*			
Robert J. Darnall	ü			ü*
Alvin Bledsoe		ü*		
Peter B. Hamilton			ü*	
Karen B. Peetz		ü		ü
John W. Rowe			ü	ü
James E. Sweetnam		ü	ü	

* Denotes Committee Chair

Meeting Attendance

The Board of Directors held six regular meetings and one special meeting in fiscal 2012. Each director who served in fiscal 2012 attended 100% of the meetings of the Board of Directors and at least 81% of the meetings of the Committees on which he or she served during the periods that he or she served in fiscal 2012.

Executive Committee

The Executive Committee is composed of Messrs. Henderson and Darnall and is chaired by Mr. Henderson. The Executive Committee exercises the powers and authority of the Board of Directors to direct the business and affairs of SunCoke Energy in intervals between meetings of the Board of Directors and to implement the policy decisions of the Board of Directors. Actions taken by the Executive Committee are reported to the Board of Directors at its next meeting.

The Board of Directors has adopted a written charter for the Executive Committee, which is available on our corporate website at www.suncoke.com.

Audit Committee

The Audit Committee is composed of Messrs. Bledsoe and Sweetnam and Ms. Peetz. It is chaired by Mr. Bledsoe. Mr. Sweetnam joined the Audit Committee, effective February 21, 2013, and replaced Mr. Hamilton on that date. The Audit Committee Report included in this proxy statement beginning on page 48 was approved by and appears under the names of those directors that constituted the Audit Committee until February 21, 2013. The Board of Directors has determined that Messrs. Bledsoe and Sweetnam and Ms. Peetz, as well as Mr. Hamilton (who was a member of the Audit Committee until February 21, 2013), are independent directors for purposes of serving on an audit committee under applicable SEC and NYSE requirements. The Board of Directors also has determined that Messrs. Bledsoe and Sweetnam and Ms. Peetz, as well as Mr. Hamilton, are financially literate and have accounting or related financial management expertise as required by the applicable rules of the NYSE and qualify as audit committee financial experts as defined by the applicable rules of the SEC.

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The Audit Committee assists the Board of Directors in (1) the appointment, evaluation and compensation of the Company's independent auditor, (2) the review and monitoring of the Company's financial statements and disclosures, (3) pre-approval of audit services, internal control-related services and permitted non-audit services, (4) oversight and monitoring of the Company's internal audit function and independent auditors and (5) monitoring compliance by the Company with legal and regulatory requirements, including the Company's Code of Business Conduct and Ethics.

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The Board of Directors has adopted a written charter for the Audit Committee, which is available on our corporate website at www.suncoke.com. The Audit Committee met eleven times in fiscal 2012.

Compensation Committee

The Compensation Committee is composed of Messrs. Hamilton, Rowe and Sweetnam and is chaired by Mr. Hamilton. The Compensation Committee is responsible for the approval, evaluation and oversight of all compensation plans, policies and programs for the executive officers and certain other employees of SunCoke Energy and its subsidiaries. The Compensation Committee also has sole authority over the appointment, evaluation and compensation of any independent compensation consultant it uses in the evaluation of executive officer compensation.

The Board of Directors has adopted a written charter for the Compensation Committee, which is available on our corporate website at www.suncoke.com. The Compensation Committee met four times in fiscal 2012.

Governance Committee

The Governance Committee is composed of Messrs. Darnall and Rowe and Ms. Peetz. It is chaired by Mr. Darnall. Ms. Peetz joined the Governance Committee, effective February 21, 2013. The Governance Committee (1) assists the Board in identifying individuals qualified to become Board members, (2) recommends to the Board director nominees to be considered by stockholders, (3) recommends Corporate Governance Guidelines to the Board, (4) leads the Board in its annual review of Board performance, (5) recommends to the Board nominees for each Board committee, and (6) reviews the form and amount of director compensation and makes recommendations to the Board regarding the Company's director compensation program.

The Board of Directors has adopted a written charter for the Governance Committee, which is available on our corporate website at www.suncoke.com. The Governance Committee met four times in fiscal 2012.

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee is or ever was an officer or employee of SunCoke Energy or any of our subsidiaries. In addition, none of our executive officers served on any compensation committee or any board of directors of another company, of which any of our directors was also an executive officer.

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CORPORATE GOVERNANCE

Director Independence

The Board of Directors, upon the recommendation of the Governance Committee, has determined that each of our non-management directors who served as a director during the fiscal year is independent under the applicable rules of the NYSE and the SEC and is free of any direct or indirect material relationship with SunCoke Energy or its management.

Board Leadership Structure

The current leadership structure of the Board of Directors includes our Chairman and Chief Executive Officer and an independent Lead Director. Pursuant to our Corporate Governance Guidelines, the Chairman of the Governance Committee acts in the role of Lead Director.

The Board of Directors believes that combining the positions of Chairman and Chief Executive Officer is the most appropriate for SunCoke Energy at this time. Having one person as Chairman and Chief Executive Officer provides unified leadership and direction to SunCoke Energy and strengthens the ability of the Chief Executive Officer to develop and implement strategic initiatives and respond efficiently in crisis situations. The Board of Directors also believes the combination of the Chairman and Chief Executive Officer positions is appropriate in light of the substantial independent oversight provided by the Board of Directors.

The Lead Director's duties are described in our Corporate Governance Guidelines and include: (1) the authority to chair those meetings of the Board of Directors at which the Chairman is not present and (2) the authority to preside at executive sessions of the independent directors. The Lead Director also provides advice and counsel, as needed, to the Chairman and Chief Executive Officer on various strategic issues and Board of Directors and Committee matters. In addition, the Lead Director leads the Board of Directors and Committee self-evaluation process and leads the independent directors in an annual evaluation of the Chief Executive Officer.

In addition to the Lead Director, the Board of Directors has a substantial majority of independent directors. The Audit, Compensation and Governance Committees are composed solely