

HARSCO CORPORATION (the “Corporation”)
MANAGEMENT DEVELOPMENT AND COMPENSATION COMMITTEE OF
THE BOARD OF DIRECTORS

CHARTER
As Amended and Restated as of October 22, 2019

I. PURPOSE

The Management Development and Compensation Committee (the “Committee”), appointed by the Board of Directors of the Corporation (the “Board”), shall:

- A. Discharge the responsibilities of the Board to the stockholders, potential stockholders and investment community with respect to the Corporation’s compensation programs and compensation of the Corporation’s executives;
- B. Produce a Compensation Committee Report on executive compensation for inclusion in the Corporation’s annual report and/or annual proxy statement, in accordance with applicable rules and regulations of the New York Stock Exchange (the “NYSE”), Securities and Exchange Commission (the “SEC”) and other regulatory bodies;
- C. Oversee the Corporation’s executive officer assessment, development and succession planning program and address other executive personnel matters as further outlined below; and
- D. Recommend the adoption and amendment of, and oversee the operation of, certain benefit plans of the Corporation.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board, each of whom is affirmatively determined by the Board to be an “independent” director under the rules of the NYSE. In determining whether a director is eligible to serve on the Committee, the Board must also consider all factors specifically relevant to determining whether the director has a relationship to the Corporation that is material to the director’s ability to be independent from management in connection with the duties of a Committee member or that would impair the director’s ability to make independent judgments about the Corporation’s executive compensation. These factors must include but are not limited to:

- (1) The source of compensation of the director, including any consulting, advisory or other compensatory fee paid by the Corporation to the director; and

(2) Whether the director is affiliated with the Corporation, a subsidiary of the Corporation or an affiliate of a subsidiary of the Corporation. Additionally, no director may serve unless he or she:

(1) Is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934,

and

(2) Is not party to any interlocking arrangement that would need to be disclosed in the Corporation’s proxy statement under Item 407(e)(4) of Regulation S-K.

Appointment and Removal

In consultation with the Chairman of the Board, the Nominating and Corporate Governance Committee shall make a recommendation to the Board for the appointment of members of the Committee and the Chairman of the Committee. Each Committee member will serve for such term as the Board may decide or until such Committee member is no longer a Board member.

Delegation

The Committee may, in its discretion, form subcommittees and delegate specific duties and responsibilities to a subcommittee or an individual Committee member, to the extent permitted by law.

III. MEETINGS

Timing

The Committee shall each year establish a schedule of meetings necessary to discharge its responsibilities. Additional meetings may be scheduled as required. The Chairman of the Committee may call meetings of the Committee. One or more members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting. The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

Quorum, Action by Committee

A quorum at any Committee meeting shall be at least a majority of all the members of the Committee. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held. Any decision or determination of the Committee reduced to writing and signed by all

the members of the Committee shall be as effective as if it had been made at a meeting duly called and held.

Agenda, Minutes and Reports

The Chairman of the Committee shall be responsible for establishing the agendas for meetings of the Committee, with assistance from the other members of the Committee or the officers of the Corporation to the extent the Chairman of the Committee deems necessary or desirable. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members, approved at a subsequent meeting of the Committee and distributed to the Board.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its purposes outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate to the Committee's responsibilities in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

Setting Compensation for Executive Officers

1. Establish and review the overall compensation philosophy of the Corporation.
2. At least annually review and approve corporate goals and objectives relevant to CEO compensation and, considering the CEO's recommendations, the other executive officers' compensation.
3. At least annually evaluate the performance of the CEO in light of such goals and objectives and, based on such evaluation, determine and approve the annual compensation and the target bonus percentage of the CEO. In determining the incentive components of CEO compensation, the Committee should consider a number of factors, including, but not limited to, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years. Such determination may be made by the Committee alone or together with the other "independent" directors as instructed by the Board. The Committee will discuss all matters relating to CEO compensation with the Board.

4. At least annually, review and recommend to the Board, or approve, the base salary, incentive compensation, stock options and other stock-based awards, and other executive benefits of the CEO and other executive officers.
5. In connection with executive compensation programs:
 - (i) Review and recommend to the Board new executive compensation programs; and
 - (ii) Review on a periodic basis the operations of the Corporation's executive compensation programs to determine whether they are achieving their intended purpose(s).
6. Establish and periodically review policies in the area of named executive officer perquisites.
7. Review and make recommendations to the Board, or approve, any contracts or other transactions with current or former executive officers of the Corporation, including any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits, consulting arrangements, employment contracts, severance or termination arrangements and loans to employees made or guaranteed by the Corporation. This includes any special or supplemental compensation and benefits for the executive officers, including supplemental retirement benefits. Any and all agreements with past or present CEOs will be submitted to the Board for approval. Under no circumstances will the Corporation either make loans or guarantee loans to the CEO or any other executive officer.
8. In evaluating and determining CEO and other executive officer compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act ("Say on Pay Vote").

Personnel Matters Regarding Executive Officer Management

9. Oversee and approve the management assessment, development and succession planning process. Review and evaluate the assessment, development and succession plans relating to the CEO and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
10. Review and recommend to the Board target bonus percentages and compensation levels for the executive officers and the division presidents.

Monitoring Incentive and Equity-Based Compensation Plans

11. Review and make recommendations to the Board of Directors with respect to the Corporation's incentive-compensation plans and equity-based compensation plans (whether or not subject to stockholder approval); oversee the activities of the individuals responsible for administering those plans; and review the overall structure and operation of the Company's compensation programs to ensure that they do not encourage employees to engage in actions creating a material risk to the Company.
12. Review and make recommendations to the Board with respect to, or approve, non-CEO compensation, including all awards of shares or share options pursuant to the Corporation's equity-based plans and policies, processes and procedures related thereto.
13. Monitor compliance by executives with the rules and guidelines of the Corporation's equity-based plans.
14. Establish and monitor compliance with stock ownership guidelines for the Corporation.
15. Oversee, in consultation with appropriate officers of the Company, regulatory compliance with respect to compensation matters, including overseeing any compensation programs intended to preserve tax deductibility, and, as may be required, establishing performance goals and determining whether performance goals have been attained.

Other Benefit Plans

16. Review and recommend to the Board, amendments to, and other related actions with respect to, the Corporation's benefit and compensation plans applicable to executive officers that significantly change the value of compensation or benefits available, or the eligibility requirements for participation. Benefit and compensation plans covered include: (i) executive officers' compensation plans and payments; (ii) non-collectively bargained Qualified Retirement Plans; (iii) supplemental retirement benefit plans including related trusts; (iv) long-term disability benefit plans; (v) Savings Plans; (vi) 1995 Executive Incentive Compensation Plan; and (vii) 2013 Equity and Incentive Compensation Plan (or successor equity plans).

Reports

17. Review and discuss with the Corporation's management the Compensation Discussion and Analysis required by SEC Regulation S-K, Item 402. Based on such review and discussion, determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Corporation's annual report and/or proxy statement for the annual meeting of stockholders.

18. Provide, over the names of the members of the Committee, the Compensation Committee Report for the Corporation's annual report and/or proxy statement for the annual meeting of stockholders, in accordance with the applicable rules and regulations of the NYSE, SEC and other applicable regulatory bodies.
19. Receive periodic reports on the Company's compensation programs as they affect all employees.
20. Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral or written report by the Chairman or any other member of the Committee designated by the Committee to make such report.

The Committee, in fulfilling its functions set forth above, may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee, including the sole authority to retain and terminate such advisers. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. The Committee is also empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Committee shall also have full access to the books, records and facilities of the Corporation.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee or receive advice from a compensation consultant, legal counsel or other adviser (other than in-house legal counsel or any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Corporation, and that is available generally to all salaried employees; or providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice) only after taking into consideration all factors relevant to that person's independence from management, including the following:

(1) The provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser;

(2) The amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;

(3) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

(4) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;

(5) Any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser; and

(6) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation.

V. ANNUAL PERFORMANCE EVALUATION

At least annually, the Committee shall review this Charter and evaluate the Committee's effectiveness in performing its responsibilities under this Charter, and discuss the results of this evaluation with the Board. The Committee shall conduct such evaluation and review in such manner as it deems appropriate. At least annually, the Committee shall also conduct an evaluation as to the effectiveness of the Committee's independent compensation consultant.