

HARSCO CORPORATION (the “Corporation”)

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

(As Amended and Restated October 24, 2016)

I. PURPOSES

The Nominating and Corporate Governance Committee (the “Committee”) shall provide assistance to the Board of Directors of the Corporation (the “Board”) in fulfilling its responsibility to the stockholders, potential stockholders and investment community by:

- A. Identifying individuals qualified to become directors, consistent with criteria approved by the Board, and recommending candidates to the Board for election to all directorships to be voted upon at each annual meeting of stockholders, or to fill any Board vacancies that may arise;
- B. Developing and recommending to the Board a set of corporate governance guidelines applicable to the Corporation and conducting an annual review of such guidelines;
- C. Overseeing the Harsco Code of Conduct, including the review of any requests for waivers;
- D. Directing and overseeing the Board’s annual review and evaluation of its performance and developing and overseeing a process for the conducting of individual director evaluations;
- E. Developing and overseeing a process for the annual selection and composition of each Board committee in accordance with the procedures set forth in Section IV;
- F. Reviewing and recommending to the Board the compensation of directors;
- G. Overseeing the delegation of risks identified by enterprise risk assessment that the Committee determines warrant ongoing review; and

- H. Otherwise taking a leadership role in shaping and overseeing the corporate governance 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 in accordance with the rules of the New York Stock Exchange (the “NYSE”).

Appointment, Rotation and Removal

In consultation with the Chairman of the Board and the Lead Director (if one has been appointed), the Committee shall make a recommendation to the Board for the appointment of members of the Committee and the Chairperson of the Committee. Each Committee member will serve at the pleasure of the Board 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, delegate specific duties and responsibilities to a subcommittee or an individual Committee member, and may call upon other Committees of the Board to provide assistance, as necessary.

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 Chairperson 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.

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 Chairperson 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 officers of the Corporation to the extent the Chairperson 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.

Board Selection, Composition, Evaluation and Compensation

1. Establish criteria for the selection of new directors to serve on the Board, subject to the approval of the Board.
2. Identify individuals believed to be qualified as candidates to serve on the Board and recommend candidates to the Board for selection by the Board for election to all directorships to be voted upon at the next annual stockholders meeting, or to fill any Board vacancies that may arise. In identifying qualified candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include, among other characteristics, strength of character, mature judgment, business experience, legal or regulatory requirements, availability, attendance, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the Board. The Committee shall also review any candidate

recommended by the stockholders of the Corporation in light of the Committee's criteria for selection of new directors. The Committee will consider all nominees in the same manner regardless of the source of the recommendation of such nominee.

3. Ensure, to the extent consistent with applicable legal requirements and the Board's fiduciary duties, that new Board nominees are drawn from a pool that includes diverse candidates, including women and minority candidates. The Committee is committed to seeking out highly qualified women and minority candidates as well as candidates with diverse backgrounds, experiences and skills as part of each Board search the Corporation undertakes.
4. Develop, implement and oversee a process to review and make recommendations to the Board regarding whether members of the Board should stand for re-election. Consider matters relating to the retirement of Board members, including term limits or age caps.
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
6. Consider questions of independence and possible conflicts of interest of members of the Board, director nominees and executive officers. For each director and director nominee that is independent, review with the Board all transactions, relationships and arrangements between the Corporation and such director or director nominee, including those set forth in Item 404(a) of Regulation S-K. Provide information regarding any such review to the management of the Corporation for inclusion in the Corporation's annual report or proxy statement for the annual meeting of stockholders in accordance with Item 407 of Regulation S-K.
7. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
8. Oversee the evaluation of, at least annually, and as circumstances otherwise dictate, the Board and the executive management of the Corporation.
9. Review and recommend to the Board the compensation of directors.

Committee Selection, Composition and Evaluation

10. In consultation with the Chairman of the Board and the Lead Director (if one has been appointed), recommend to the Board members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and, where appropriate, make recommendations to the Board regarding the removal of any member of any committee.
11. In consultation with the Chairman of the Board and the Lead Director (if one has been appointed), develop, implement and oversee a process to recommend to the Board members of the Board to serve as the Chairperson of the committees of the Board.
12. Monitor and recommend the purpose, structure and operations of the various committees of the Board and the qualifications and criteria for membership on each committee of the Board.
13. Annually, or more frequently if appropriate, direct the review of the charter, composition and performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

Corporate Governance

14. Develop and recommend to the Board of Directors a set of corporate governance guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments, as may be appropriate. The corporate governance guidelines shall be reviewed annually by the Committee, and the Committee shall make recommendations to the Board of Directors with respect to changes to the guidelines. The Committee will assist the Board and executive officers in monitoring compliance with the corporate governance guidelines.
15. Consider policies relating to meetings of the Board. This may include meeting schedules and locations, meeting attendance, meeting agendas and procedures for delivery of materials in advance of meetings.
16. Consider the delegation of risks arising out of enterprise risk assessment. The Audit Committee of the Board is responsible for the oversight of the Corporation's enterprise risk management assessment and the process for identifying and monitoring key business risks. The

Committee shall review the results of such assessment and delegate among the Board and its committees the oversight of individual risks that the Committee determines should be monitored on a regular basis.

Harsco Code of Conduct

17. Oversee the operation of, and approve any amendment to, the Harsco Code of Conduct. The Committee shall also consider any requests for waivers from the Harsco Code of Conduct. The Corporation shall disclose such waivers as required by the NYSE and the Securities and Exchange Commission (the "SEC").

Reports

18. Prepare reports on stockholder communication with the Board and the nominating process for inclusion in the Corporation's annual proxy statement, in accordance with applicable rules and regulations of the NYSE, SEC and other applicable regulatory bodies.
19. 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 Chairperson of the Committee or any other member of the Committee designated by the Committee to make such report.

The Committee, in fulfilling its functions set forth above, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the 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. In addition, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Corporation, including authority to approve the fees payable to such search firm and any other terms of retention. The Committee may also request that any officer or other employee of the Corporation, the Corporation's outside counsel or any other person meet with any members of, or consultants to, the Committee. The Committee shall also have full access to the books, records and facilities 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.