

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

CHARTER

As Amended and Restated January 24, 2006

I. PURPOSE

The Management Development and Compensation Committee (the “Committee”) shall:

- A. Discharge the responsibilities of the Board of Directors of the Corporation (the “Board”) to the shareholders, potential shareholders and investment community with respect to the Corporation’s compensation programs and compensation of the Corporation’s executives and directors;
- B. Produce an annual report on executive compensation for inclusion in the Corporation’s 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 management 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. Additionally, no director may serve unless he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, and (iii) not party to any interlocking arrangement that would need to be disclosed in the Corporation’s proxy statement under Item 402(j) of Regulation S-K.

Appointment and Removal

In consultation with 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. The Board shall elect the members and the Chairman of the Committee at the annual organizational meeting of the Board to serve until the next annual organizational meeting, until their successors shall be duly elected and qualified or until removed by the Board.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

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. Meetings of the Committee may be held telephonically.

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 full 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 and Directors

1. Establish and review the overall compensation philosophy of the Corporation.
2. Review and approve corporate goals and objectives relevant to CEO and other executive officers' compensation.
3. 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 grade level, of the CEO. Such determination may be made by the Committee alone or together with the other "independent" directors as instructed by the Board. The Committee may discuss all matters relating to CEO compensation with the full Board.
4. Review and approve the incentive compensation, stock options and other executive benefits of the CEO.
5. In connection with executive compensation programs:
 - (i) Review and recommend to the full Board, or approve, 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 senior management perquisites.
7. Review and recommend to the full Board compensation of directors.
8. Review and make recommendations to the full Board, or approve, any contracts or other transactions with current or former executive officers of

the Corporation, including consulting arrangements, employment contracts, severance or termination arrangements and loans to employees made or guaranteed by the Corporation.

Personnel Matters Regarding Executive Management

9. Oversee and approve the management succession planning process. Review and evaluate the succession plans relating to the CEO and other executive officers positions and make recommendations to the full Board with respect to the selection of individuals to occupy these positions.
10. Review and recommend to the full Board, grade 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 shareholder approval), and oversee the activities of the individuals responsible for administering those plans.

~~12. Review and make recommendations to the full Board regarding approval all equity compensation plans of the Corporation that are not otherwise subject to the approval of the Corporation's shareholders.~~

~~13.~~12. Review and make recommendations to the full Board, with respect to non-CEO compensation, including all awards of shares or share options pursuant to the Corporation's equity-based plans.

~~14.~~13. Monitor compliance by executives with the rules and guidelines of the Corporation's equity-based plans.

~~15.~~14. 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 for purposes of Section 162(m) of the Internal Revenue Code.

Other Benefit Plans

~~16.~~15. Review and monitor employee pension, profit-sharing and benefit plans.

~~17.~~16. Review and recommend to the full 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; and (vi) 1995 Executive Incentive Compensation Plan.

~~18.17.~~ With respect to any funded employee benefit plan covering employees of the Corporation subject to fiduciary responsibility provisions of the Employee Retirement Income Security Act of 1974, the Committee shall have the authority to appoint and terminate the named fiduciary or fiduciaries of the plan and shall monitor their performance, unless such fiduciaries are specified in the constituent plan document.

Reports

~~19.18.~~ Prepare an annual report on executive compensation for inclusion in the Corporation's proxy statement, in accordance with applicable rules and regulations of the NYSE, SEC and other applicable regulatory bodies.

~~20.19.~~ 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 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, has the sole authority to select, retain, terminate and/or replace, as needed, compensation and benefits consultants and other outside consultants to provide independent advice to the Committee. In that connection, in the event the Committee retains a compensation consultant, the Committee shall have the sole authority to approve such consultant's fees and other retention terms. 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.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall discuss and report to the Board annually its evaluation of the Committee's effectiveness in performing its responsibilities

under this Charter. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.