

HARSCO CORPORATION (the “Corporation”)
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER

As Amended and Restated January 27, 2004

I. PURPOSE

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 shareholders, potential shareholders 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 shareholders, or to fill any vacancies that may arise;
- B. Developing and recommending to the Board a set of corporate governance principles applicable to the Corporation;
- 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 conducting individual director evaluations;
- E. Overseeing the annual selection and composition of each Board committee in accordance with the procedures set forth in Section II; and
- F. 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 of Directors, each of whom is affirmatively determined by the Board of

Directors to be an “independent” director in accordance with the rules of the New York Stock Exchange.

Appointment, Rotation and Removal

In consultation with the Chairman of the Board, the Committee shall make a recommendation to the full 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 fully 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 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 to ensure an accurate final record, shall be 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 responsibilities 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 and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board, subject to the approval of the full 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 shareholders meeting, or to fill any 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 strength of character, mature judgment, business experience, 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 shareholders of the Corporation in light of the Committee's criteria for selection of new directors.

Review and make recommendations to the full 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.

3. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates. In that connection, 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.

4. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
5. 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.
6. Oversee the evaluation of, at least annually, and as circumstances otherwise dictate, the Board and the executive management of the Corporation.

Committee Selection, Composition and Evaluation

7. In consultation with the Chairman of the Board, 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.
8. In consultation with the Chairman of the Board, recommend to the Board members of the Board to serve as the Chairman of the committees of the Board.
9. 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.
10. 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

11. Develop and recommend to the Board of Directors a set of corporate governance principles 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 not less frequently

than annually by the Committee, and the Committee shall make recommendations to the Board of Directors with respect to changes to the guidelines.

12. Consider policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

Harsco Code of Conduct

13. 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 make all required disclosure of such waivers to both the New York Stock Exchange and the Securities and Exchange Commission.

Reports

14. 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, 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. 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.

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.