HARSCO

Investor Presentation

August 2020

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SAFE HARBOR STATEMENT

This presentation does not constitute an offer to sell, or a solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Forward-Looking Statements

The Company’s presentation contains forward-looking statements based on management’s current expectations, estimates and projections. The nature of the Company's business and the many countries in which it operates subject it to changing economic, competitive, regulatory and technological conditions, risks and uncertainties. In accordance with the "safe harbor" provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, the Company provides the following cautionary remarks regarding important factors that, among others, could cause future results to differ materially from the results contemplated by forward-looking statements, including the expectations and assumptions expressed or implied herein. Forward-looking statements contained herein could include, among other things, statements about management's confidence in and strategies for performance; expectations for new and existing products, technologies and opportunities; and expectations regarding growth, sales, cash flows, and earnings. Forward-looking statements can be identified by the use of such terms as "may," "could," "expect," "anticipate," "intend," "believe," "likely," "estimate," "outlook," "plan" or other comparable terms.

Factors that could cause actual results to differ, perhaps materially, from those implied by forward-looking statements include, but are not limited to: (1) changes in the worldwide business environment in which the Company operates, including changes in general economic conditions or changes due to the COVID-19 coronavirus pandemic and governmental and market reactions to the COVID-19 coronavirus pandemic; (2) changes in currency exchange rates, interest rates, commodity and fuel costs and capital costs; (3) changes in the performance of equity and bond markets that could affect, among other things, the valuation of the assets in the Company's pension plans and the accounting for pension assets, liabilities and expenses; (4) changes in governmental laws and regulations, including environmental, occupational health and safety, tax and import tariff standards and amounts; (5) market and competitive changes, including pricing pressures, market demand and acceptance for new products, services and technologies; (6) the Company's inability or failure to protect its intellectual property rights from infringement in one or more of the many countries in which the Company operates; (7) failure to effectively prevent, detect or recover from breaches in the Company's cybersecurity infrastructure; (8) unforeseen business disruptions in one or more of the many countries in which the Company operates due to political instability, civil disobedience, armed hostilities, public health issues or other calamities; (9) disruptions associated with labor disputes and increased operating costs associated with union organization; (10) the seasonal nature of the Company's business; (11) the Company's ability to successfully enter into new contracts and complete new acquisitions or strategic ventures in the time-frame contemplated, or at all; (12) the integration of the Company's strategic acquisitions; (13) potential severe volatility in the capital markets; (14) failure to retain key management and employees; (15) the amount and timing of repurchases of the Company's common stock, if any; (16) the outcome of any disputes with customers, contractors and subcontractors; (17) the financial condition of the Company's customers, including the ability of customers (especially those that may be highly leveraged, have inadequate liquidity or whose business is significantly impacted by the COVID-19 coronavirus pandemic) to maintain their credit availability; (18) implementation of environmental remediation matters; (19) risk and uncertainty associated with intangible assets and (20) other risk factors listed from time to time in the Company's SEC reports. A further discussion of these, along with other potential risk factors, can be found in Part I, Item 1A, "Risk Factors," of the Company's Annual Report on Form 10-K for the year ended December 31, 2019, together with those described in Item 1A, “Risk Factors,” of the Company’s Quarterly Report on Form 10-Q for the period ended June 30, 2020. The Company cautions that these factors may not be exhaustive and that many of these factors are beyond the Company's ability to control or predict. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results. The Company undertakes no duty to update forward-looking statements except as may be required by law.

Explanatory Note Regarding Estimates

This presentation includes certain estimates. These estimates reflect management’s best estimates based upon currently available information and certain assumptions we believe to be reasonable. These estimates are inherently uncertain, subject to risks and uncertainties, many of which are not within our control, have not been reviewed by our independent auditors and may be revised as a result of management’s further review. In addition, these estimates are not a comprehensive statement of our financial results, and our actual results may differ materially from these estimates due to developments that may arise between now and the time the results are final. There can be no assurance that the estimates will be realized, and our results may vary significantly from the estimates, including as a result of unexpected issues in our business and operations. Accordingly, you should not place undue reliance on such information. See “Forward-Looking Statements”.

Non-GAAP Measures

Throughout this presentation, the Company refers to certain non-GAAP measures, including without limitation, adjusted EBITDA (Earnings Before Interest Taxes Depreciation and Amortization) from continuing operations, adjusted EBITDA margin, adjusted diluted earnings per share from continuing operations and free cash flow. For a reconciliation of non-GAAP measures to GAAP results and the Company’s rationale for its usage of non-GAAP measures, see the Appendix in this presentation.

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Q2 2020 Results

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CEO PERSPECTIVE

- Businesses performed well given underlying market conditions; COVID-19 mitigation initiatives provided support
- Harsco Environmental maintained strong margins given ability to flex cost structure
- ESOL: First 100 days validate potential and integration work moving quickly to capture synergies
- Rail operations making positive progress and tracking to SCOR program objectives
- Credit amendment provides added financial flexibility
- Business likely bottomed in Q2, but recovery is slow and forward visibility limited; cost and capex discipline remain in place to support cash flow
- Harsco poised to benefit from eventual recovery

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Q2 2020 FINANCIAL SUMMARY

KEY PERFORMANCE INDICATORS

- Adjusted EBITDA of $59 million down Y/Y, but up slightly relative to Q1 2020
- Q2 result reflects aggressive cost action as well as timing of some expenditures
- Harsco Environmental and Rail results lower Y/Y due to COVID19-related weakness, as expected
- PY results exclude Clean Earth / ESOL
- GAAP EPS includes integration and debt amendment costs
- Positive free cash flow, due to lower capex and working capital

		CHANGE VS. 2019	
$ in millions except EPS; Continuing Operations	Q2 2020	$	% or bps
Revenues, as reported	447	96	27%
Operating Income - GAAP	2	(16)	(90)%
Adjusted EBITDA[1]	59	(4)	(7)%
% of Sales[1]	*13.2%*		*(480)bps*
GAAP Diluted Earnings Per Share	(0.14)	(0.10)	nmf
Adjusted Diluted Earnings Per Share[1]	0.13	(0.10)	(43)%
Free Cash Flow[2]	18	63	nmf

nmf = not meaningful.
(1) Excludes unusual items. See tables at end of presentation for GAAP to non-GAAP reconciliations.
(2) See tables at end of presentation for GAAP to non-GAAP reconciliations.

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Q2 2020 ENVIRONMENTAL

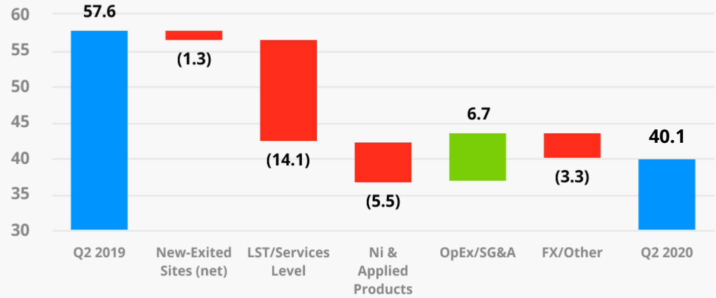
SUMMARY RESULTS

$ in millions

	Q2 2020	Q2 2019	% or bps
Revenues, as reported	204	269	(24)%
Operating Income – GAAP	14	28	(51)%
Adjusted EBITDA[1]	40	58	(30)%
Adjusted EBITDA Margin[1]	19.7%	21.4%	
Free Cash Flow (YTD)	32	(16)	nmf

ADJUSTED EBITDA BRIDGE[1]

$ in millions



- Revenues change mainly attributable to lower demand for environmental services and applied products as a result of COVID-19 and FX translation impacts
- Adjusted EBITDA change reflects the above factors partially offset by lower operational and administrative expenses
- Free cash flow totals $32M YTD, reflecting reduced capital spending and working capital improvements

nmf = not meaningful.
(1) Excludes unusual items; see tables at end of presentation for GAAP to non-GAAP reconciliations

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Q2 2020 CLEAN EARTH

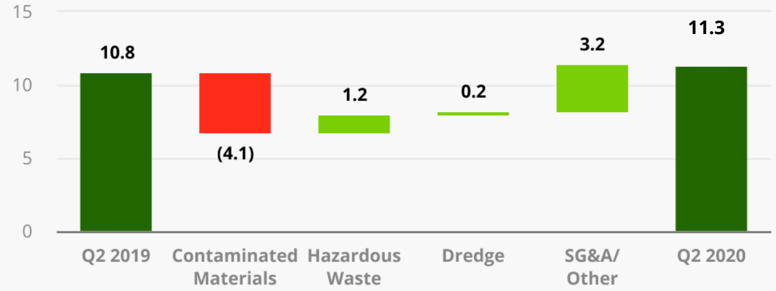
SUMMARY RESULTS

$ in millions

	Q2 2020	Q2 2019	% or bps
Revenues, as reported	162	69	134%
Operating Income – GAAP	—	4	nmf
Adjusted EBITDA[1]	11.3	10.8	5%
Adjusted EBITDA Margin[1]	7.0%	15.6%	
Free Cash Flow (YTD)	21	N/A	N/A

ADJUSTED EBITDA BRIDGE[1]

$ in millions



- Revenues increase attributable to ESOL acquisition
- Adjusted EBITDA improvement driven by the above factors, partially offset by lower hazardous and soil volumes as a result of the COVID-19 pandemic
- Free cash flow now totals $21 million YTD

nmf = not meaningful.
Note: The 2019 financial information provided above for Clean Earth is not incorporated within Harsco's consolidated results and is provided only for comparison purposes. Also, this 2019 information does not include ESOL.
(1) Excludes unusual items; see tables at end of presentation for GAAP to non-GAAP reconciliations.

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Q2 2020 Rail

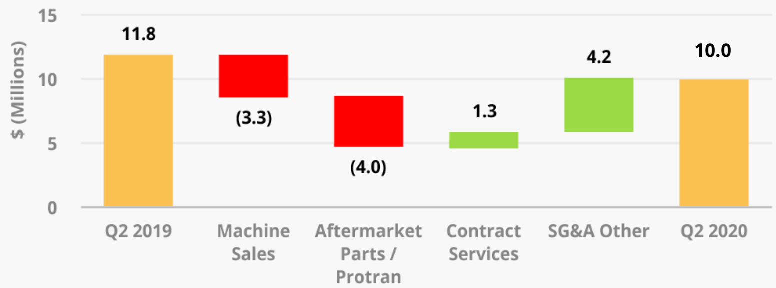
SUMMARY RESULTS

$ in millions

	Q2 2020	Q2 2019	% or bps
Revenues, as reported	82	82	—%
Operating Income – GAAP	8.6	9.4	(9)%
Adjusted EBITDA[1]	10	12	(16)%
Adjusted EBITDA Margin[1]	12.2%	14.5%	
Free Cash Flow (YTD)	(16)	(26)	37%

ADJUSTED EBITDA BRIDGE[1]

$ in millions



- Adjusted EBITDA change due to less favorable mix and lower aftermarket and technology product volumes partially offset by lower administrative expenses and higher contracting contributions.
- Backlog remains strong at $456 million; +57% year-on-year
- SCOR Program tracking well: achieved 75% of full year capacity objective in Q2

nmf = not meaningful.
(1) Excludes unusual items; see tables at end of presentation for GAAP to non-GAAP reconciliations.

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Harsco Overview

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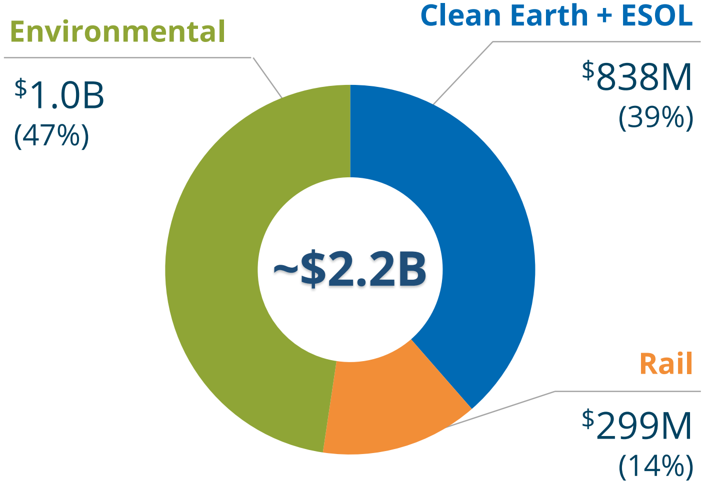
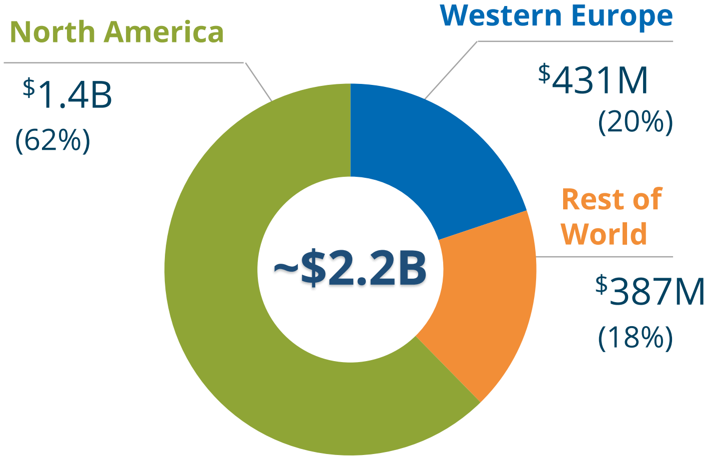
HARSCO TODAY

- Market leading provider of environmental solutions for industrial and specialty waste streams and innovative technologies, serving industries that are fundamental to global growth.
- Recent M&A accelerates Harsco's environmental strategy and transformation to single thesis company, as a leading global provider of environmental solutions
- Strategic shift towards higher-growth and less-cyclical businesses with attractive margins

FY 2019 Revenue (Proforma)[1]



2019 Revenue by Geography (Proforma)[1]



(1) 2019 metrics are pro forma for the acquisition of Clean Earth (revenue = $302M), sale of Industrial businesses and acquisition of ESOL (revenue = $536M).

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HISTORICAL PERSPECTIVE

2015 – 2017: BUILT STRONG FOUNDATION

- Harsco Environmental revitalized
- Improved and stabilized Harsco leadership team
- Implemented core business system and developed CI culture
- Strengthened balance sheet and cash flow performance
- Realized meaningful lift in profitability and ROIC

2017 - 2018: PIVOTED TO GROWTH

- Organic growth investments began in Harsco Environmental
- Built-out innovation capabilities and applied products team
- Acquired Altek Group, a supplier of innovative solutions in adjacent environmental market

2019-2020: PORTFOLIO TRANSFORMATION

- Purchased Clean Earth, providing entry into additional environmental services market
- Monetized highly cyclical energy business and Industrial assets
- Acquired Stericycle's ESOL business, further expanding the scale and geographic portfolio of hazardous waste processing facilities

ROIC-FOCUSED PORTFOLIO DEVELOPMENT

STRATEGY ALIGNED WITH CREATING SHAREHOLDER VALUE

~65% → **Environmental Service as % of revenue** → **~85%**

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MAKING A WORLD OF DIFFERENCE™

To our customers, our sites, our communities, our environment, and our people

$1.0B

2019 Revenue

~70 Customers

30+ Countries

~155 Sites

Serving **31%** of global LST[1]

(1) Excludes China, CIS, Iran, Japan, South Korea, Taiwan and Vietnam steel output.

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HARSCO ENVIRONMENTAL – A GLOBAL MARKET LEADER

Transformation Initiatives
SIGNIFICANTLY IMPROVED
Return Profile

VALUE DRIVERS

- Critical services for metal production and environmental solutions that create value from waste
- Differentiated operational expertise and technology
- Cost savings benefits to customers
- Long-term contracts and multi-decade relationships
- High renewal rates with fixed / variable pricing
- Diversity of customers, geographies and end markets

RESOURCE RECOVERY

MATERIALS MANAGEMENT & SERVICES

ENVIRONMENTAL & (ZERO WASTE) PRODUCT SOLUTIONS

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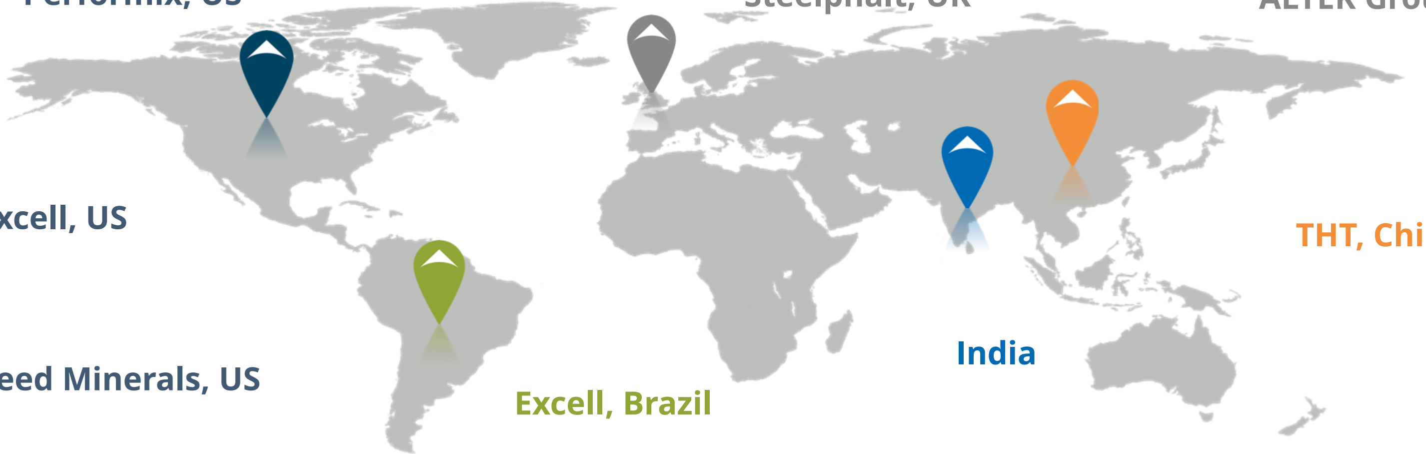
HARSCO ENVIRONMENTAL – APPLIED PRODUCTS

ADVANCED MATERIAL TECHNOLOGIES DELIVERING ZERO WASTE SOLUTIONS



ABRASIVES


FERTILIZER


ASPHALT


ROOFING GRANULES


ROAD CONSTRUCTION


METALLURGICAL ADDITIVES

SOIL CONDITIONER


CEMENT PRODUCTION


SLAG CONDITIONERS

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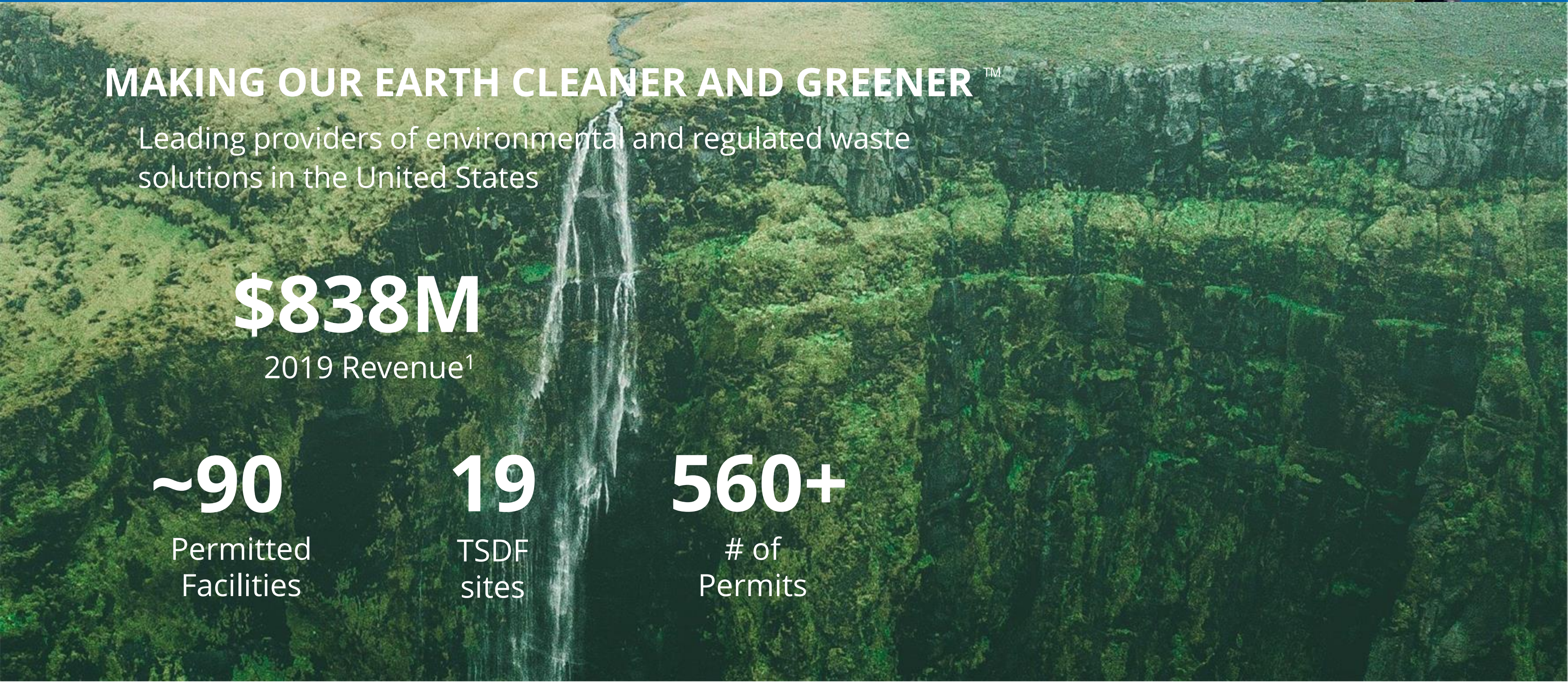

MAKING OUR EARTH CLEANER AND GREENER ™

Leading providers of environmental and regulated waste solutions in the United States

$838M

2019 Revenue[1]

~90	19	560+
Permitted Facilities	TSDF sites	# of Permits

(1) 2019 Revenue are pro forma for the acquisition of Clean Earth and acquisition of ESOL

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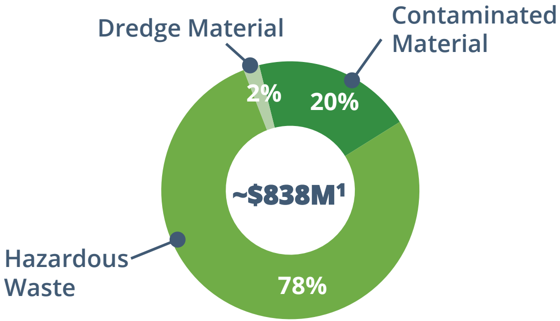
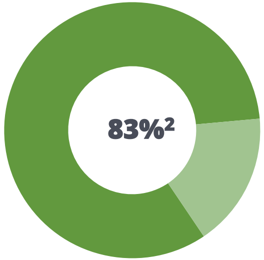
CLEAN EARTH – LESS CYCLICAL WITH ATTRACTIVE GROWTH POTENTIAL

REVENUE MIX BY LINE OF BUSINESS



HIGH CASH CONVERSION AND CAPITAL-LIGHT BUSINESS



EBITDA to FCF conversion – 83% (H2 2019)

KEY POINTS

- Environmental services with significant regulatory oversight
- Diverse customers, across Industrial, Rail and Medical markets, with recurring and long-term customer relationships
- Growth platform and resilient business model
- Management team with proven track record of financial, environmental and safety performance

WASTE STREAMS




Industrial	Retail	Healthcare	Infrastructure




(1) 2019 Revenue are pro forma for the acquisition of Clean Earth and acquisition of ESOL
(2) Cash conversion ratio calculated based on H2 2019; time period since Harsco owned Clean Earth

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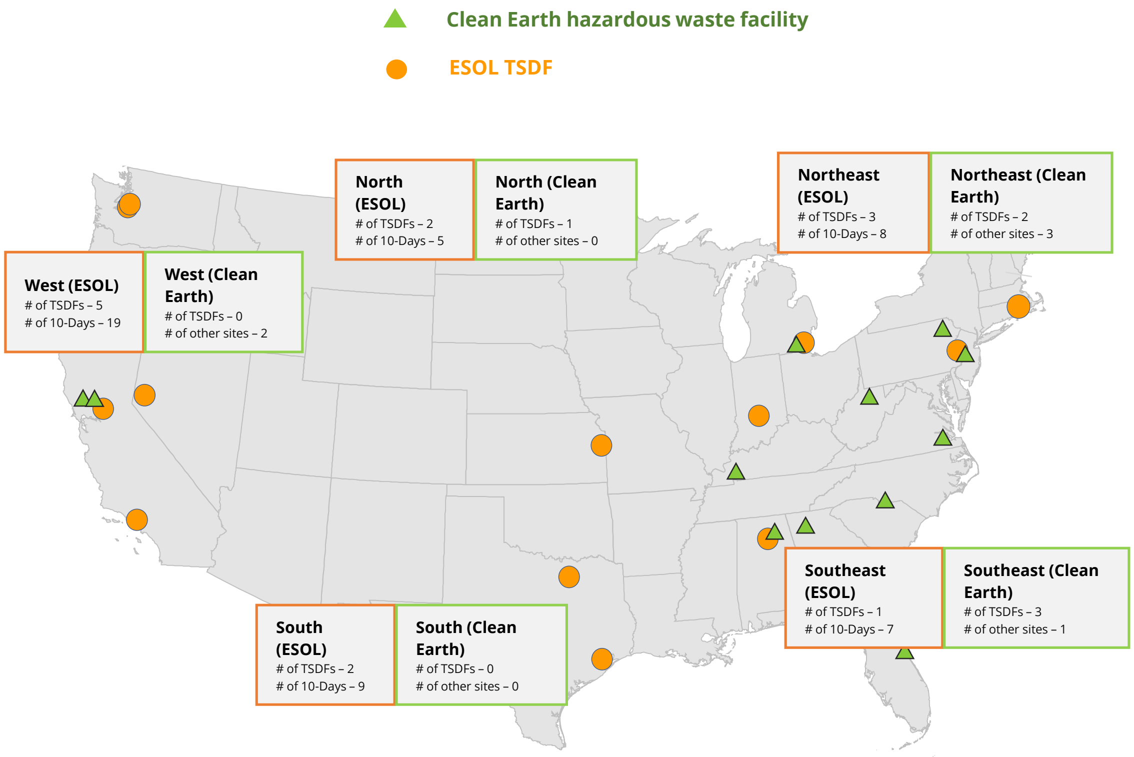
ESOL IS A LEADER IN ENVIRONMENTAL AND REGULATED WASTE MANAGEMENT

- Highly complementary assets aligned with Harsco's environmental services focus
- Expands geographic portfolio across U.S., creating leading national hazardous waste processing platform
- Clean Earth team's institutional knowledge and proven ability to optimize ESOL assets
- Expands exposure across value chain through large logistics fleet
- Meaningful opportunities for operational improvement cost synergies and revenue growth



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ESOL INTEGRATION PROGRAM ACHIEVING MAJOR MILESTONES

Integration Milestones

- Take Control Day 1
- Address Critical Path Items
- Launch Assessment Teams
- Deploy Enablers and Address Structure
- Sequence Value Actions
- Launch Value Programs
- Build Capabilities

Highlights

- Launched 30+ workstreams aimed at validating rationale, deploying foundational elements, improving processes, and creating value programs
- Implemented new organizational structure to improve business performance, enable better decision making, and drive accountability
- Conducted site-specific diagnostics and developed facility-level improvement plans across ESOL
- Launched major process-oriented initiatives to improve the customer experience
- Implemented organization-wide operations, compliance, and EH&S improvements
- Stabilized IT operating systems
- Developed long-term plans for value delivery

Integration has validated deal rationale and value creation opportunities

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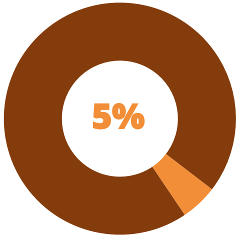
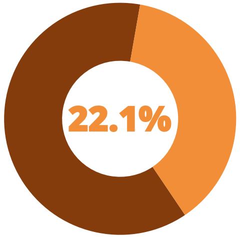
A CAPITAL-LIGHT BUSINESS WITH HIGH RETURNS

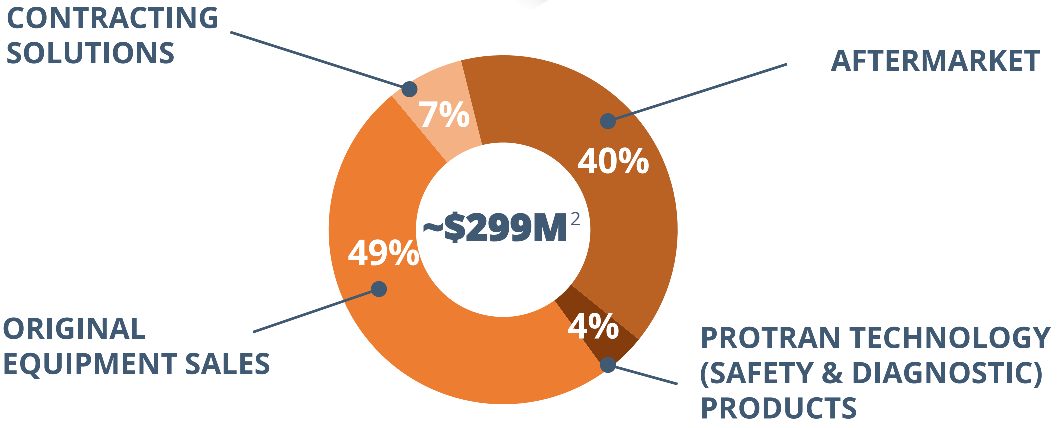


CapEx - 5% of revenue (2019)[1]



ROIC ~ 22.1% (2019)[1]

REVENUE MIX BY BUSINESS



(1) Segment ROIC for 2019 = segment net operating profit after tax (NOPAT) divided by net operating assets.

(2) Revenue breakdown from 2019.

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HARSCO RAIL – LEADER IN NORTH AMERICA RAIL MAINTENANCE EQUIPMENT WITH GLOBAL PRESENCE

HARSCO RAIL
Enabling TECHNOLOGY IN MOTION

-Original Equipment

-Aftermarket

-Protran Technology Products

-Contracting Solutions

VALUE DRIVERS

- Growing demand for increased safety and track condition awareness
- Strong backlog position; $456M at end of Q2 2020
- Large and growing aftermarket opportunity
- Breadth of products and services, that support global infrastructure and rail investments
- Innovative technology and next generation equipment solutions
- Productivity improvements for customers
- Increased rail safety

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DISCIPLINED FINANCIAL STRATEGY

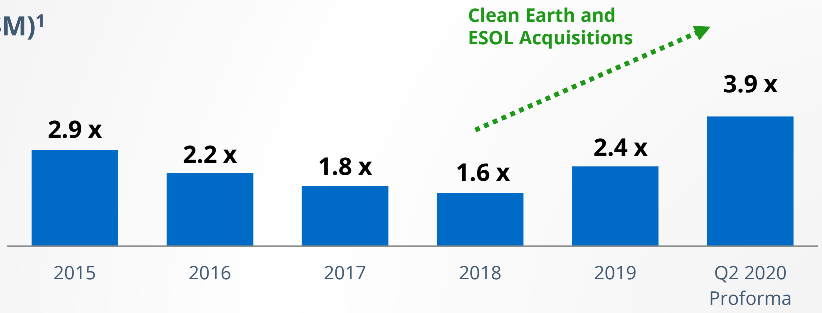
PRINCIPALS

- Maintain efficient capital structure
- Maximize strategic flexibility
- Financially driven capital allocation process

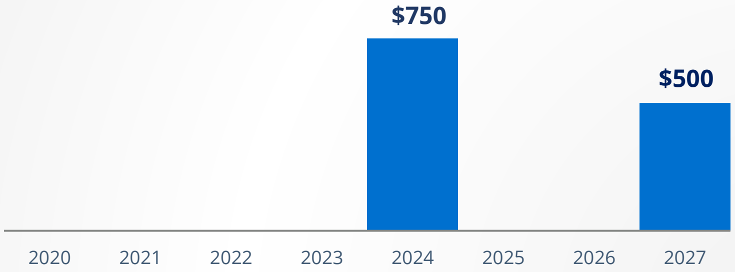
PRIORITIES

- Commitment to reduce debt and maintain strong credit profile
- Leverage ratio targets 2.0x- 2.5x
- M&A activity on hold
- $13M remaining under share repurchase authorization; also on hold

NET LEVERAGE ($M)[1]



MAJOR DEBT MATURITIES – Q2 2020[1]



(1) Net debt equals long term debt + short term borrowing + current maturities of long term debt – cash and cash equivalents. Net leverage ratio calculation in accordance with credit agreement.

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GROWTH OPPORTUNITIES – ENVIRONMENTAL

White Space at Existing Sites (average ~6 services per site relative to 40+ service offerings)

Targeted Pursuit of New Sites

New and Expanded Environmental Product Solutions

(1) Contract wins since 2016

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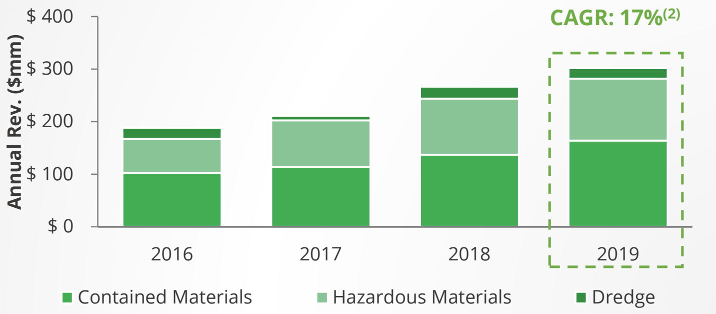
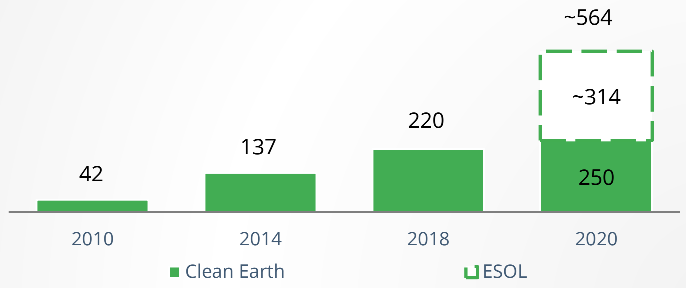
GROWTH OPPORTUNITIES – CLEAN EARTH

- Growing list of materials designated as Hazardous and Contaminated
- Market penetration through new permits and treatments
- Increased maintenance and environment dredging activity
- Permit modifications and expansions
- Geographic expansion
- Fragmented industry provides M&A potential

Historical CE Trends[1]



CE Active Permits[1]



(1) Data provided as of fiscal year end 2019 and is inclusive of acquired permits
(2) CAGR from 2016– 2019 attributable to contaminated materials, hazardous materials and dredge revenues

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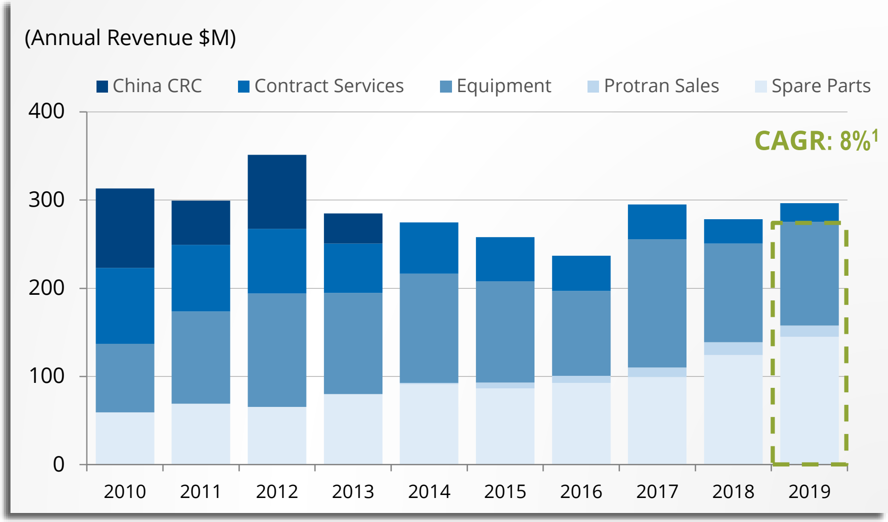
GROWTH OPPORTUNITIES – RAIL

STRONG REVENUE GROWTH IN CORE PRODUCTS

- **Equipment & Services:** Significant international opportunities; capture increased spending by Metros
- **Aftermarket Parts:** Increase penetration of large installed base; non-OEM strategy
- **Protran Technology:** Suite of collision and advance safety warning systems; measurement and diagnostic technologies to monitor track conditions and plan maintenance



(1) CAGR attributable to Spare Parts, Protran Sales and Equipment.

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INNOVATION DRIVEN GROWTH

A CULTURE GROUNDED IN SOLVING CUSTOMER NEED SUPPORTED BY BUSINESS DEVELOPMENT AND HOME-GROWN TECHNOLOGIES

- Solving environmental challenges & preserving natural resources
- Achieving productivity & cost improvements
- Strengthening safety performance
- Supporting infrastructure rail investments & performance
- Supporting energy reliability & independence

SOME OF OUR INNOVATIVE SOLUTIONS

STEAM BOXES
MOBILE SCRAP SHEAR
FALCON METAL RECOVERY

PFAS WASTEWATER TREATMENT
LIGHTBULB RECYCLING
ONCOLOGY DRUG WASTE RECYCLING

CALLISTO TRACK GEOMETRY SOLUTIONS
STONEBLOWING
TX16 PRODUCTION / SWITCH TAMPER

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OUR 2019-2020 ESG REPORT RELEASED IN JULY

In July, we released our most comprehensive ESG report to date providing a detailed look at Harsco's vision, values, governance and key focus areas anchoring our sustainability strategy including:

- Telling our environmental transformation and value creation story
- Articulating our ESG strategy and goals
- Providing more quantitative proof points on our ESG progress
- Better aligning with ESG reporting standards, including the Global Reporting Initiative and the Sustainability Accounting Standards Board

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2019-2020 HIGHLIGHTS ACROSS OUR ESG FOCUS AREAS

Innovative Solutions

- Derived **80%** of our total revenue in 2019 from **environmental solutions**, up from 62% in 2018
- Brought **22 new environmental solutions** to market in 2019
- Recycled nearly **19 million tons** of material in 2019, up from 13 million tons in 2018
- Harsco Environmental & Clean Earth named in **top 100 environmental firms** by Engineering News-Record in 2020

Thriving Environment

- Set our first enterprise energy and carbon reduction goal – targeting a **15% reduction** in the energy intensity of our operations by 2025
- Avoided **5 million metric tons** of carbon emissions in 2019 through Harsco Environmental's recycling and repurposing solutions
- Certified **18** additional sites to **ISO 14001**

Inspired People

- Recognized by **2020 Women on Boards** for having women comprise at least 20% of our Board of Directors in 2019
- Employees contributed **over 5,500 hours volunteering** with community organizations
- Over **100 individuals and teams** across Harsco were recognized in 2019 in our fifth annual **Impact Awards**

Safe Workplaces

- Implemented our **HarscoCares COVID-19 Global Principles** at all our facilities to ensure the health & safety of our people around the world through the COVID-19 crisis
- Achieved a **Total Recordable Incident Rate of 0.8** in 2019
- Certified **6** additional sites to **ISO 18001/45001**

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2019-2020 GOVERNANCE HIGHLIGHTS

Increased the **Board's ESG oversight** by expanding the Governance Committee's review of ESG strategy, initiatives and policies, including emerging ESG issues, laws and regulations

Kathy Eddy and Carolann Haznedar were recognized by WomenInc. as one of the **2019 Most Influential Corporate Board Directors**

Established **new executive leadership** oversight on environmental strategy, management and compliance

Enhanced focus on **ESG** in the 2020 **enterprise risk management** process

Released a new corporate **human rights policy** in May 2020

Continued our focus on **Global Compliance & Ethics** with increased communications and training

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DELIVERING BUSINESS VALUE ACROSS OUR ESG FOCUS AREAS

Focus area	Ambition	Goals / KPIs
Innovative Solutions	Help our customers solve their most pressing sustainability challenges.	• Derive over 90% of our annual revenue from environmental products and services • Aggressively grow our portfolio of environmental solutions • Maximize the amount of customer waste and byproduct material we recycle or repurpose
Inspired People	Support the growth and development of our employees and communities.	• Achieve 90% participation rate in annual employee engagement survey • Enhance diversity and gender representation on our Board and senior management • Contribute over 10,000 hours of employee volunteer service with community organizations
Safe Workplaces	Ensure our people return home unharmed every day.	• Achieve a Total Recordable Incident Rate (TRIR) less than 1.25 in 2020 • Demonstrate year over year improvement in our five-year safety record
Thriving Environment	Reduce our environmental impacts.	• Demonstrate year over year improvement in our five-year environmental compliance record • Reduce the energy and carbon intensity of our operations by 15% by 2025 • Quantify carbon emissions avoided from Harsco Environmental's recycling and repurposing solutions

- As part of our ESG strategy, we have identified four focus areas where we can deliver business value and positive outcomes for stakeholders:
  - Innovative Solutions
  - Inspired People
  - Safe Workplaces
  - Thriving Environment
- For each focus area, we define our ambition, goals and key performance indicators (KPIs) to track and report our progress

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POSITIONED TO DELIVER VALUE CREATION

- Capable management team with proven ability to optimize businesses
- Well-positioned businesses to deliver earnings growth
- ROIC-focused approach
- FCF and value levers to strengthen capital structure

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Appendix

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EXPERIENCED MANAGEMENT TEAM

NICHOLAS GRASBERGER
Chairman, President and Chief Executive Officer

PETER MINAN
SVP & Chief Financial Officer

RUSSELL HOCHMAN
SVP, General Counsel, Chief Compliance Officer & Corporate Secretary

RUSS MITCHELL
VP & Chief Operating Officer of Environmental

DAVID STANTON
SVP & President of Clean Earth

JESWANT GILL
SVP & President of Rail

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EXPERIENCED BOARD OF DIRECTORS

CAROLANN HAZNEDAR

- Serves on the Board of Directors of Allison Transmission
- Retired Senior Vice President, Americas for DuPont Performance Materials
- 30+ years of management experience, leading several global businesses at E. I. du Pont de Nemours and Company

DAVID C. EVERITT

- Lead Independent Director
- Former Co-Leader of Deere & Company's Agriculture and Turf Division
- Serves on the Board of Directors of Allison Transmission, Brunswick Corporation and Nutrien Ltd.

EDGAR M. PURVIS

- Retired Executive Vice President and Chief Operating Officer of Emerson Electric Company
- Former member of the executive board of the Air-Conditioning, Heating and Refrigeration Institute

F. NICHOLAS GRASBERGER

- Chairman of Board of Directors, President and Chief Executive Officer of Harsco
- Serves on the Board of Directors of Louisiana-Pacific Corporation
- Former Managing Director of Precision Polymers Division of Fenner Plc and Former Chief Financial Officer of Armstrong Holdings, Inc

JAMES F. EARL

- Retired Executive Vice President of GATX Corporation and President – GATX Rail International

KATHY G. EDDY

- Founding partner of McDonough, Eddy, Parsons & Baylous, A.C., a public accounting and financial services corporation
- Former Chair of the American Institute of Certified Public Accountants Board of Directors

MARIO LONGHI

- Former President and Chief Executive Officer of United States Steel Corporation (U.S. Steel)
- Former President and Chief Executive Officer of Gerdau Ameristeel Corporation
- Serves on the Board of Directors of ITT Corporation

PHILLIP C. WIDMAN

- Serves on the Board of Directors of Sturm, Ruger & Company, Inc. and Vectrus, Inc.
- Former Senior Vice President and CFO of Terex
- Former Executive Vice President and CFO of Philip Services Corporation

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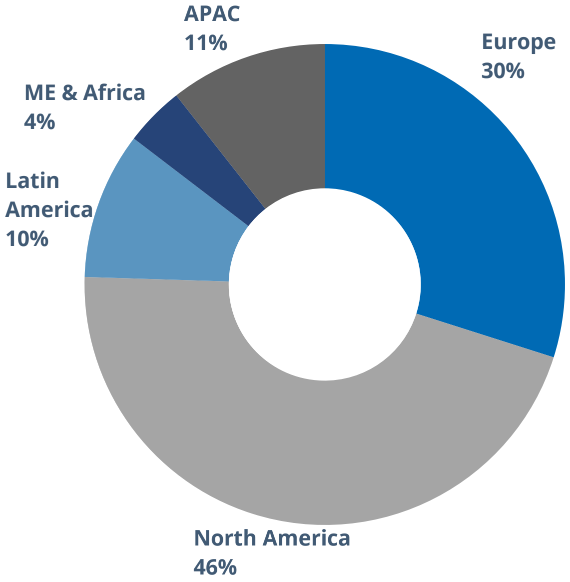
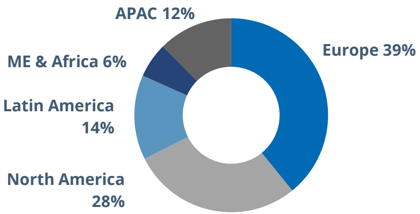
REVENUE MIX BY GEOGRAPHY[1, 2]

COMPANY

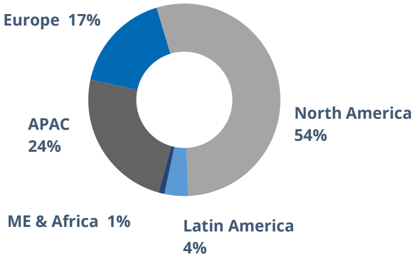


HARSCO ENVIRONMENTAL



CleanEarth

HARSCO RAIL
Enabling TECHNOLOGY IN MOTION



(1) Revenue mix by location of origin for Company, Environmental and Clean Earth. Rail revenue mix is by location of customer.

(2) Company 2019 Information, as reported.

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RECONCILIATION OF NON-GAAP MEASURES

HARSCO CORPORATION
RECONCILIATION OF ADJUSTED DILUTED EARNINGS PER SHARE FROM CONTINUING OPERATIONS TO DILUTED EARNINGS PER SHARE FROM CONTINUING OPERATIONS (LOSS) AS REPORTED (Unaudited)

	Three Months Ended June 30		
	2020	**2019**	
Diluted earnings (loss) per share from continuing operations as reported	**$ (0.14)**	$ (0.04)	
Corporate acquisition and integration costs (a)	**0.22**	0.15	
Corporate unused debt commitment and amendment fees (b)	**0.02**	0.09	
Harsco Environmental Segment provision for doubtful accounts (c)	**—**	0.07	
Harsco Rail Segment improvement initiative costs (d)	**—**	0.01	
Harsco Environmental Segment change in fair value to contingent consideration liability (e)	**—**	(0.05)	
Taxes on above unusual items (f)	**(0.05)**	(0.03)	
Adjusted diluted earnings per share from continuing operations, including acquisition amortization expense	**0.05**	0.21	(h)
Acquisition amortization expense, net of tax (g)	**0.08**	0.02	
Adjusted diluted earnings per share from continuing operations	**$ 0.13**	$ 0.23	

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RECONCILIATION OF NON-GAAP MEASURES

a. Costs at Corporate associated with supporting and executing the Company's growth strategy (Q2 2020 $17.2 million pre-tax;; Q2 2019 $12.4 million pre-tax).
b. Costs at Corporate associated with amending the Company's existing Senior Secured Credit Facilities to increase the net debt to consolidated adjusted EBITDA ratio covenant (Q2 2020 $1.4 million pre-tax) and costs at Corporate related to the unused bridge financing commitment and Term Loan B amendment (Q2 2019 $7.4 million pre-tax).
c. Harsco Environmental Segment provision for doubtful accounts related to a customer in the U.K. entering administration (Q2 $5.4 million pre-tax).
d. Costs associated with a productivity improvement initiative in the Harsco Rail Segment (Q2 2019 $1.2 million pre-tax).
e. Fair value adjustment to contingent consideration liability related to the acquisition of Altek (Q2 2019 $3.9 million pretax). The Company adjusts operating income and Diluted earnings per share from continuing operations to exclude the impact of the change in fair value to the acquisition-related contingent consideration liability for the Altek acquisition because it believes that the adjustment for this item more closely correlates the reported financial measures with the ordinary and ongoing course of the Company's operations.
f. Unusual items are tax-effected at the global effective tax rate, before discrete items, in effect at the time the unusual item is recorded, except for unusual items from countries where no tax benefit can be realized, in which case a zero percent tax rate is used.
g. Acquisition amortization expense was $8.4 million pre-tax for Q2 and $1.9 million pre-tax for Q2y.
h. Does not total due to rounding.

The Company’s management believes Adjusted diluted earnings per share from continuing operations, which is a non-GAAP financial measure, is useful to investors because it provides an overall understanding of the Company’s historical and future prospects. Exclusion of unusual items permits evaluation and comparison of results for the Company’s core business operations, and it is on this basis that management internally assesses the Company’s performance. Exclusion of acquisition-related intangible asset amortization expense, the amount of which can vary by the timing, size and nature of the Company’s acquisitions, facilitates more consistent internal comparisons of operating results over time between the Company’s newly acquired and long-held businesses, and comparisons with both acquisitive and non-acquisitive peer companies. It is important to note that such intangible assets contribute to revenue generation and that intangible asset amortization related to past acquisitions will recur in future periods until such intangible assets have been fully amortized. This measure should be considered in addition to, rather than as a substitute for, other information provided in accordance with GAAP.

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RECONCILIATION OF NON-GAAP MEASURES

HARSCO CORPORATION
RECONCILIATION OF ADJUSTED EBITDA BY SEGMENT TO OPERATING INCOME (LOSS) AS REPORTED BY SEGMENT (Unaudited)

(In thousands)	Harsco Environmental	Harsco Clean Earth (a)	Harsco Rail	Corporate	Consolidated Totals
Three Months Ended June 30, 2020:					
Operating income (loss) as reported	$ 13,563	$ (202)	$ 8,631	$ (20,124)	$ 1,868
Corporate acquisition and integration costs	—	—	—	17,176	17,176
Operating income (loss) excluding unusual items	13,563	(202)	8,631	(2,948)	19,044
Depreciation	24,663	5,138	1,257	521	$ 31,579
Amortization	1,921	6,347	83	—	8,351
Adjusted EBITDA	$ 40,147	$ 11,283	$ 9,971	$ (2,427)	$ 58,974
Revenues as reported	$ 203,991	$ 161,579	$ 81,711		$ 447,281
Adjusted EBITDA margin (%)	19.7 %	7.0 %	12.2 %		13.2 %

(a) The Company's acquisition of ESOL closed on April 6, 2020 and the Company's acquisition of Clean Earth closed on June 28, 2019.

Consolidated Adjusted EBITDA is a non-GAAP financial measure and consists of income from continuing operations adjusted to add back income tax expense; equity income of unconsolidated entities, net; net interest; defined benefit pension income (expense); unused debt commitment and amendment fees; and depreciation and amortization (excluding amortization of deferred financing costs); and excludes unusual items. Segment Adjusted EBITDA consists of operating income from continuing operations adjusted to exclude unusual items and add back depreciation and amortization (excluding amortization of deferred financing costs). The sum of the Segments' Adjusted EBITDA equals consolidated Adjusted EBITDA. The Company's management believes Adjusted EBITDA is meaningful to investors because management reviews Adjusted EBITDA in assessing and evaluating performance. However, this measure should be considered in addition to, rather than as a substitute for net income from continuing operations, operating income from continuing operations and other information provided in accordance with GAAP. The Company's method of calculating Adjusted EBITDA may differ from methods used by other companies and, as a result, Adjusted EBITDA may not be comparable to other similarly titled measures disclosed by other companies.

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RECONCILIATION OF NON-GAAP MEASURES

HARSCO CORPORATION
RECONCILIATION OF ADJUSTED EBITDA BY SEGMENT TO OPERATING INCOME (LOSS) AS REPORTED BY SEGMENT (Unaudited)

(In thousands)	Harsco Environmental	Harsco Clean Earth (a)	Harsco Rail	Corporate	Consolidated Totals
Three Months Ended June 30, 2019:					
Operating income (loss) as reported	$ 27,577	$ —	$ 9,443	$ (19,221)	$ 17,799
Corporate acquisition and integration costs	—	—	—	12,390	12,390
Harsco Environmental Segment provision for doubtful accounts	5,359	—	—	—	5,359
Harsco Environmental Segment cumulative translation adjustment liquidation	(3,879)	—	—	—	(3,879)
Harsco Rail Segment improvement initiative costs	—	—	1,152	—	1,152
Operating income (loss) excluding unusual items	29,057	—	10,595	(6,831)	32,821
Depreciation	26,680	—	1,125	718	28,523
Amortization	1,817	—	84	—	1,901
Adjusted EBITDA	$ 57,554	$ —	$ 11,804	$ (6,113)	$ 63,245
Revenues as reported	$ 269,338	$ —	$ 81,560		$ 350,898
Adjusted EBITDA margin (%)	21.4 %		14.5 %		18.0 %

(a) The Company's acquisition of ESOL closed on April 6, 2020 and the Company's acquisition of Clean Earth closed on June 28, 2019.

Consolidated Adjusted EBITDA is a non-GAAP financial measure and consists of income from continuing operations adjusted to add back income tax expense; equity income of unconsolidated entities, net; net interest; defined benefit pension income (expense); unused debt commitment and amendment fees; and depreciation and amortization (excluding amortization of deferred financing costs); and excludes unusual items. Segment Adjusted EBITDA consists of operating income from continuing operations adjusted to exclude unusual items and add back depreciation and amortization (excluding amortization of deferred financing costs). The sum of the Segments' Adjusted EBITDA equals consolidated Adjusted EBITDA. The Company's management believes Adjusted EBITDA is meaningful to investors because management reviews Adjusted EBITDA in assessing and evaluating performance. However, this measure should be considered in addition to, rather than as a substitute for net income from continuing operations, operating income from continuing operations and other information provided in accordance with GAAP. The Company's method of calculating Adjusted EBITDA may differ from methods used by other companies and, as a result, Adjusted EBITDA may not be comparable to other similarly titled measures disclosed by other companies.

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HARSCO CORPORATION
RECONCILIATION OF ADJUSTED EARNINGS BEFORE INTEREST, INCOME TAXES, AND DEPRECIATION AND AMORTIZATION TO LOSS FROM CONTINUING OPERATIONS AS REPORTED (Unaudited)

	Three Months Ended June 30	
(In thousands)	**2020**	
Loss from continuing operations	$	(9,603)
Add back (deduct):		
Equity in income of unconsolidated entities, net		(71)
Income tax benefit		(2,304)
Defined benefit pension income		(1,723)
Unused debt commitment and amendment fees		1,432
Interest expense		14,953
Interest income		(816)
Depreciation		31,579
Amortization		8,351
Unusual items:		
Corporate acquisition and integration costs		17,176
Adjusted EBITDA	$	58,974

Consolidated Adjusted EBITDA is a non-GAAP financial measure and consists of income from continuing operations adjusted to add back income tax expense; equity income of unconsolidated entities, net; net interest; defined benefit pension income (expense); unused debt commitment and amendment fees; and depreciation and amortization (excluding amortization of deferred financing costs); and excludes unusual items. Segment Adjusted EBITDA consists of operating income from continuing operations adjusted to exclude unusual items and add back depreciation and amortization (excluding amortization of deferred financing costs). The sum of the Segments' Adjusted EBITDA equals consolidated Adjusted EBITDA. The Company's management believes Adjusted EBITDA is meaningful to investors because management reviews Adjusted EBITDA in assessing and evaluating performance. However, this measure should be considered in addition to, rather than as a substitute for net income from continuing operations, operating income from continuing operations and other information provided in accordance with GAAP. The Company's method of calculating Adjusted EBITDA may differ from methods used by other companies and, as a result, Adjusted EBITDA may not be comparable to other similarly titled measures disclosed by other companies.

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RECONCILIATION OF NON-GAAP MEASURES

HARSCO CORPORATION
RECONCILIATION OF FREE CASH FLOW TO NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES (Unaudited)

	Three Months Ended June 30, 2020		Six Months Ended June 30, 2020	
(In thousands)	**2020**	**2019**	**2020**	**2019**
Net cash provided (used) by operating activities	**$ 33,057**	$ (9,466)	**$ 21,521**	$ 5,372
Less capital expenditures	**(23,319)**	(54,794)	**(51,213)**	(91,201)
Less expenditures for intangible assets	**16**	(525)	**(42)**	(525)
Plus capital expenditures for strategic ventures (a)	**225**	2,527	**1,364**	3,370
Plus total proceeds from sales of assets (b)	**1,767**	1,028	**3,952**	2,205
Plus transaction-related expenditures (c)	**5,961**	15,990	**15,940**	15,990
Plus taxes paid on sale of business	**376**	—	**$ 376**	$ —
Free cash flow	**18,083**	(45,240)	**$ (8,102)**	$ (64,789)

(a) Capital expenditures for strategic ventures represent the partner's share of capital expenditures in certain ventures consolidated in the Company's financial statements.
(b) Asset sales are a normal part of the business model, primarily for the Harsco Environmental Segment.
(c) Expenditures directly related to the Company's acquisition and divestiture transactions.

The Company's management believes that Free cash flow, which is a non-GAAP financial measure, is meaningful to investors because management reviews cash flows generated from operations less capital expenditures net of asset sales proceeds and transaction-related expenditures for planning and performance evaluation purposes. It is important to note that free cash flow does not represent the total residual cash flow available for discretionary expenditures since other non-discretionary expenditures, such as mandatory debt service requirements and settlements of foreign currency forward exchange contracts, are not deducted from this measure. This measure should be considered in addition to, rather than as a substitute for, other information provided in accordance with GAAP.

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