



# SERVING WITH INTEGRITY

The Harsco Corporation  
Code of Conduct

**HARSCO**

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# INTRODUCTION

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Harsco believes in acting with integrity at all times, and in every situation. Our stockholders, customers, suppliers, and communities deserve and expect nothing less from us.

As Harsco's businesses become increasingly complex, the right actions to take may not always be obvious. This booklet is designed to help you understand the basic Harsco principles and policies that apply to many common business circumstances. It is impossible, however, to cover every possible situation. If you do not find the answer here, we encourage you to contact the many people in the company who are ready to help.

## WHO SHOULD FOLLOW THIS CODE

The Harsco Corporation Code of Conduct outlines important principles and policies that everyone working for Harsco, or on Harsco's behalf, must follow. Therefore, adherence to this Code of Conduct is the responsibility of every Harsco director, officer, and employee, including the Chief Executive Officer (CEO), the Chief Financial Officer (CFO), and the principal accounting officer/Controller. We expect similar conduct from our suppliers, consultants, and contract representatives.

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## **WORLDWIDE APPLICATION**

Because Harsco does business all over the world, our operations are subject to the laws of many different countries, governments and agencies. Each of us is responsible for knowing and following the laws that apply where we work.

If you have any questions about the prevailing laws that apply to your activities, you should always contact Harsco's Corporate Legal department for advice.

You should be aware that U.S. regulations may apply even for business activities that are conducted outside the United States. For example, all of Harsco's worldwide operations are subject to U.S. Generally Accepted Accounting Principles (GAAP) for financial reporting and disclosure. It is important that you become familiar with the laws that apply to your responsibilities.

## **EXAMPLES CONTAINED IN THIS DOCUMENT**

Throughout this booklet, several hypothetical situations are discussed in brief "Q&A" format to help illustrate the application of this Code to workplace matters. These examples are provided only for illustrative purposes and are not meant to cover every possible circumstance, nor limit in any way the broad application of the principles discussed in this booklet.

# I. SERVING OUR MARKETS WITH INTEGRITY

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Harsco can prosper only if we serve our customers well. Our goal must always be to provide services and products that meet and exceed our customers' expectations for quality and performance.

Each director, officer and employee should endeavor to deal fairly with customers, suppliers, competitors and employees. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

## FAIR COMPETITION

Harsco vigorously supports the principles of fair competition, and we will comply with the antitrust and competition laws of every jurisdiction in which we do business.

No director, officer or employee may join with any competitor or potential competitor (whether by telephone, correspondence, at meetings or elsewhere) to discuss or control the pricing of Harsco's services or products; to allocate markets, territories, or customers; to boycott

certain customers or suppliers; to limit or otherwise control production; or to otherwise restrain trade or engage in predatory economic practices as prohibited by law. At no time may price lists, discounts, bid ranges or any other information concerning the pricing of Harsco's services or products be discussed or shared in any way with competitors. Similarly, agreements which restrict a customer's resale pricing or which require tie-in sales are strictly prohibited. Reciprocal transactions that involve "I'll buy from you only if you buy from me" consideration are also prohibited if they are conducted with an intent to coerce.

Employees should be especially mindful of these responsibilities when participating in the activities of trade associations, where contact with competitors may be unavoidable. Be wary of informal business discussions, as appearances can have serious consequences. It is Harsco's policy that employee memberships in trade associations must be approved by the applicable Division President.

**Q** The price of raw materials used by my business unit is rising, which is hurting our profitability. Can we agree with our competitor to limit production?

**A** No. This would be an illegal way to increase pricing. You can limit production on your own, but not in an agreement with your competitor.

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## **RELATIONSHIPS WITH SUPPLIERS, REPRESENTATIVES AND CONSULTANTS**

Having reliable, top-performing suppliers and representatives is important to our company's success. The selection of suppliers, representatives and consultants, and the purchase of materials and services, must always be determined solely on the basis of fair dealing and legitimate business considerations, such as price, quality, delivery, service, reputation, and other appropriate considerations.

Major suppliers, representatives, and consultants should be furnished with a copy of this Code of Conduct and encouraged to comply with its applicable provisions.

## **GIFTS, FAVORS AND ENTERTAINMENT**

Business gifts, favors, and entertainment can interfere with the conduct of a sound and objective business relationship, and therefore need to be approached with caution. The circumstances under which a gift is given may dictate whether it is

permissible. Harsco directors, officers and employees may pay for meals and refreshments for others in connection with business discussions, and also may provide reasonable entertainment and modest hospitality. Similar hospitality may be accepted. In some instances, business gifts which are neither lavish nor extravagant may be appropriate to the situation.

All such expenditures must be authorized and documented in accordance with Harsco's policy and procedure for Travel and Entertainment Expense Reporting, Business Gifts and Club Dues, which is available on the Harsco Corporate Intranet.

However, under no circumstances may an expenditure or payment be made which could reasonably be construed as an improper inducement to the recipient to corruptly perform some governmental or business act for the benefit of Harsco.

# I. SERVING OUR MARKETS WITH INTEGRITY (CONT'D.)

## CONFLICTS OF INTEREST

Every Harsco director, officer and employee has a responsibility to avoid any activity or relationship that may interfere with, or appear to interfere with, their independent judgment and objectivity on the company's behalf.

A "conflict of interest" occurs when an individual's private interest interferes in any way – or even appears to interfere – with the interests of the company as a whole. A conflict situation can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her company work objectively and effectively. Conflicts of interest also arise when a director, officer or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in the company.

The following outlines some of the basic rules that apply to directors, officers and employees regarding conflict of interest matters:

- You must not use your position of employment or other relationship with the company to influence decisions concerning business

transactions between Harsco and a company in which you or a member of your immediate family has a personal interest through ownership. The exception to this are investments in publicly held corporations when the investment results in less than a one percent ownership interest.

- You must not accept personal favors or benefits from those dealing with the company which could influence or could give the impression of influencing your business judgment.
- You must not engage in outside business activities which in any way could utilize confidential information known to you as an employee of Harsco.

While specific rules cannot be written to cover every possible conflict of interest situation, ask yourself the following question, "Am I or a member of my family gaining some improper personal benefits from this business decision or transaction?" To prevent a possible conflict of interest, your answer to this question should simply be "No." If it is not, you should not proceed with the transaction or activity.

**Q** A supplier to our company has asked me to perform some work for them after normal business hours. Would it be okay to perform the work?

**A** No. This would be inappropriate unless you first disclose it to an Ethics Point of Contact and receive approval. This relationship could result in a conflict of interest.

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## **ILLEGAL OR IMPROPER PAYMENTS**

The laws of the countries in which Harsco operates may sometimes have differing standards or practices relating to payments to government officials. Even though it may be local practice or custom to allow certain payments, it is Harsco's policy to prohibit unauthorized payments to anyone, anywhere in the world, for any reason.

## **INTERNATIONAL BRIBERY AND CORRUPTION**

Harsco's directors, officers and employees will not engage in any practices or use any procedures which might conceal or facilitate tax evasion, bribery, kickbacks or any other illegal or improper payments or receipts, or which might support even an inference of wrongdoing.

## **FOREIGN SALES**

Harsco's directors, officers and employees will adhere to the export control regulations established by the United States Government and by the other countries where we do business. These regulations may prohibit certain shipments depending upon the type of

product, the end use of the product, the end user of the product, or the country involved. Lists of prohibited shipments and products can change frequently, and it is important for anyone involved in this area of responsibility to maintain a current understanding. When in doubt, you should contact the Harsco Corporate Legal department. Penalties for violations of these regulations can be severe.

## **MANUFACTURER'S REPRESENTATIVE AND DISTRIBUTOR AGREEMENTS**

Harsco has developed a recommended format and language for both manufacturer's representative and distributor agreements which should be used whenever an agreement of this type is contemplated. Please consult with the Harsco Corporate Legal department for the appropriate format and language.



## II. INTEGRITY IN THE WORKPLACE

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Harsco strives to create a positive work environment that gives every director, officer and employee the opportunity to contribute meaningfully to our company's performance and long-term success.

It is Harsco's belief that every Harsco colleague has genuine worth and deserves to be treated with dignity and respect. In fulfilling this belief, Harsco will seek to employ a diverse workforce; encourage self-development; assist employees in improving and broadening their job skills; provide equal opportunity for all employees to succeed based upon merit; and seek to provide a safe and healthful workplace in which each individual's privacy and personal dignity are respected and protected from offensive, hostile, or intimidating behavior.

Harsco and our operating divisions maintain important policies which specify the manner in which we will carry out these commitments. Officers and employees must be aware of and must comply with all applicable policies relating to integrity in the workplace. These include, but are not limited to, the following:

- Harsco Corporation Equal Employment Opportunity and Affirmative Action Policy

- Harsco Corporation Policy Against Discriminatory Harassment
- The applicable Electronic Communications policies
- The applicable Drug and Alcohol policies
- Harsco's SafeGuard Safety Policy
- Applicable Division Safety policies

All of these policies are available on the Harsco Corporate Intranet or through your Human Resources department.

### EQUAL OPPORTUNITY EMPLOYMENT

Harsco's workforce reflects many cultures, ethnicities, languages, and lifestyles. This rich diversity is one of Harsco's great strengths, and enables us to benefit from the talents, backgrounds and perspectives of a broad range of outstanding employees. As part of our commitment to diversity, Harsco seeks to utilize recruitment sources and engage in outreach efforts that are designed to encourage minority and female applicants to seek employment with us.

It is our policy to make all employment-related decisions and provide all terms

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and conditions of employment solely on the basis of job qualifications and performance, without regard to a person's race, creed, color, religion, gender, national origin, age, non job-related disability, or any other category protected by law.

The company's commitment to equal opportunity employment is more fully set forth in the Harsco Corporation Equal Employment Opportunity and Affirmative Action Policy, which is available on the Harsco Corporate Intranet or through your Human Resources department. All employees must familiarize themselves with the commitments and requirements of this important policy.

## **DISCRIMINATORY HARASSMENT**

Harsco will not tolerate any discriminatory harassment of directors, officers or employees or those doing business with us in any form. This includes any unwelcome verbal, physical, or graphic conduct related to an individual's race, creed, color, religion, gender, national origin, sexual preference, marital status, age, or disability, or any other illegal or

inappropriate basis. Anyone who commits or condones harassment will be subject to disciplinary action up to and including termination of their employment or other relationship with the company.

Harsco's policy against discriminatory harassment explains in more detail our prohibition against this behavior and the reporting procedures which must be followed to bring such situations to the company's attention and ensure that the company has the opportunity to respond. Anyone who experiences or witnesses discriminatory harassment should immediately report the matter to either the individual designated as the Ethics Point of Contact for your location or Division, or the Ethics Point of Contact at Harsco's Corporate headquarters. The names and telephone numbers of these contact individuals are posted on your official bulletin board. Harsco will not allow any retaliation against any director, officer or employee who makes a good faith complaint or report of discriminatory harassment.

**Q** I was present when a co-worker told an offensive joke. What is the best way to respond?

**A** Don't laugh just because you are uncomfortable. Politely tell the co-worker that the joke offends you. You may want to leave the room and consider contacting your Ethics Point of Contact.

## II. INTEGRITY IN THE WORKPLACE (CONT'D.)

### HEALTH, SAFETY AND SECURITY

Providing for the health, safety and security of our employees is one of Harsco's most important responsibilities.

Harsco's SafeGuard safety program is designed to maintain a level of safety performance that promotes a positive work environment, minimizes risk to our employees, supports our relationships with our customers, and maximizes value to Harsco stockholders.

Our guiding SafeGuard safety policy is based on these basic principles:

- All injuries and occupational illnesses are preventable.
- We will strive for an injury-free workplace, are never satisfied when injuries occur, and take the required action to prevent them.
- All construction and operating exposures can be reasonably safeguarded.
- For all jobs in which there may be a significant safety hazard, Harsco management will conduct risk analyses, determine safe work practices, develop safe operating

procedures, and take necessary actions to minimize risk to workers.

- Safety is as important as cost, quality and productivity.
- Harsco's daily business decisions give safety equal consideration to other business criteria. Safety is never compromised in order to meet productivity deadlines and/or other business demands.
- Working safely is an essential element of employee performance.
- All Harsco employees have a responsibility to work safely, report injuries immediately, and participate in accident and incident investigations. Individuals are held accountable for conducting themselves in a way that their actions or inactions do not cause injury to themselves, their co-workers or the general public.
- Safety is a line management responsibility.
- All Harsco managers and supervisors are responsible and are held accountable to provide a safe and orderly working environment for their employees.

**Q** A co-worker tells you about hurting his back over the weekend while moving furniture, but mentions in confidence that he intends to report it as a work-related injury so that he can have some time off. He asks you to serve as a “witness” to confirm the story. What action should you take?

**A** False reports are not only a Code of Conduct violation, they are illegal. The discussion should be reported immediately to your supervisor.

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- Line management has a responsibility to train all employees to work safely.
  - Harsco employees are trained on jobs in which there may be a significant safety hazard. Harsco managers reinforce training by routinely observing employee work habits.

## **DRUGS AND ALCOHOL IN THE WORKPLACE**

Being under the influence of alcohol or drugs or improperly using medications diminishes an employee's ability to perform at his or her best. These behaviors can also threaten the overall safety and productivity of our operations. Because of this, Harsco strictly forbids the use of illegal drugs, drugs that impair your ability to perform your job, and alcohol in all of its workplaces. Harsco has established Drug and Alcohol policies and testing procedures to ensure that employees comply with this prohibition.

At Harsco's discretion, an employee whose job performance or behavior indicates that he or she may be unfit for

duty will not be permitted to work. In addition, employees may be requested to submit to drug or alcohol testing, pursuant to Harsco's Drug and Alcohol policies and testing procedures, when consistent with applicable law. If the use of drugs or alcohol is substantiated, Harsco may impose disciplinary action, up to and including termination of employment.

## **INAPPROPRIATE RELATIONSHIPS**

It is inappropriate for members of management at any level to have a sexual, intimate, or romantic relationship with any other member of the company when the member of management has, or appears to have, authority over the other employee as a result of their respective positions within the company. This is a violation of the Code of Conduct even if both individuals agree to the personal relationship. Disciplinary action up to and including termination of employment may be imposed.

## II. INTEGRITY IN THE WORKPLACE (CONT'D.)

### EMPLOYEE CONFIDENTIALITY AND ACCESS TO RECORDS

Harsco respects the confidentiality of your personal information. Access to personal records is limited to those specific company personnel who have appropriate authorization and a legitimate and pertinent business requirement to know. Personal employee information will not be provided to anyone outside of Harsco without proper authorization.

### COMPANY FUNDS

Each director, officer and employee is personally accountable for any company funds that have been committed to them. All invoices to customers and others must accurately reflect the services or products sold, the true price, and the terms of sale. Payment received in excess of the invoiced amount must be rejected and promptly refunded.

Before any expense report, invoice, or other payment mechanism is approved, a review should be made sufficient to establish a good faith belief that the purchases and amounts are proper,

that they accurately reflect the products sold or services rendered, and that they are in strict compliance with the purchase order or other agreement between the parties.

Loosely controlled cash or other funds could contribute to the improper use of Harsco assets. Therefore, all bank accounts containing Harsco funds shall be established and maintained in Harsco's name, and all transactions in accounts containing Harsco funds shall be clearly identified in Harsco's books and records. No funds shall be maintained in cash except those reasonably required for normal business operations.

### COMPANY RECORDS

Proper and timely completion of Harsco's business records, reports and tax returns is indispensable to discharging our various financial, legal compliance, management, and tax obligations. They must be prepared accurately, truthfully, and completely.

All financial transactions involving Harsco must be properly recorded to permit the preparation of our financial statements in conformance with U.S.

**Q** My business unit pays commissions to certain external sales representatives. Can I delay payment of these commissions in order to reduce the current expenses?

**A** No. Doing this would result in overstating earnings for the current period and would thus produce incorrect financial reports.

Generally Accepted Accounting Principles, and to maintain accountability for all of Harsco's assets. Anyone involved in creating, processing or recording this information is responsible for ensuring that all transactions are promptly, accurately and completely recorded in Harsco's books. Supporting documentation for transactions such as invoices, check requests, and travel expense reports must accurately and fully describe the actual transactions, in terms of both purpose and amount. Costs and expenses must always be charged or allocated to the proper contract or account.

No secret or unrecorded fund of Harsco cash or other assets shall be established or maintained for any purpose. Sound administrative and accounting controls are required of all Harsco operations to provide reasonable assurance that Harsco is in full compliance with its public obligations to provide full, fair, accurate, timely and understandable disclosure in reports and documents that the company files with, or submits to, the

U.S. Securities and Exchange Commission (SEC), and in other public communications made by the company. These include assurance that the company's financial and other reports are accurately and reliably prepared, and that they fully and fairly disclose all required or otherwise material information.

## RECORDS RETENTION

Certain documents are required to be retained for specified periods to support the tax and other legal responsibilities of the company. These include payroll and related records, engineering records, sales records, and shipping and receiving records, to name just a few. It is Harsco's policy to retain records only as long as they are actually required by law, governmental regulations, or are useful. Each Harsco division is responsible for the retention of records in accordance with the minimum time standards described in Harsco's Records Retention Policy, which is available on the Harsco Corporate Intranet.

**Q** In reviewing a monthly report, I came across data that does not seem to be correct. I compared it to historical data and concluded that the current report contains false data. I approached my supervisor about this and was told not to worry about it. Should I issue the report with the inaccurate information?

**A** No. All of Harsco's business records must be accurate, truthful and complete. It is not acceptable to allow false data to remain in the document, regardless of whether it was entered knowingly or unknowingly. If your supervisor is unwilling to correct the report, you must seek out an Ethics Point of Contact.

## II. INTEGRITY IN THE WORKPLACE (CONT'D.)

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### COMPANY PROPERTY

We all have an obligation to protect the company's property. Our responsibilities include ensuring that company property is properly maintained and used only to further Harsco's business objectives.

Directors, officers and employees should always first consider whether a decision to use or commit company property is in the company's best interests. Company property may not be loaned, given away or otherwise disposed of without proper authorization. Similarly, it may never be used for personal benefit. This includes company-issued credit cards and computer software.

### COMPUTER USE AND NETWORK SECURITY

The company's business computers and electronic media systems, such as e-mail, voicemail, and access to the

Internet, are entrusted to employees to assist in conducting the company's business. Harsco expects all users to conduct themselves honestly and appropriately when using these systems, and to respect the copyrights, software licensing rules, property rights, and privacy of others, just as they would in any other business dealings.

All directors, officers and employees with access to Harsco's computer resources must fully comply with Harsco's electronic mail and Internet usage policies. These policies make clear that Harsco will monitor e-mail and Internet usage and that employees cannot expect privacy with respect to communications over Harsco's computer systems.

Any personal use of the Internet or other electronic systems that interferes with the performance of any employee's work is strictly prohibited. Directors, officers and employees may

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not use or subscribe to e-mail or Internet services for which there are charges billed back to the company. In addition, as with any other business communications, directors, officers and employees may not send, view, or download content that may be reasonably considered offensive to or a harassment of another person.

The ease of sharing information through e-mail heightens the need for careful use of this system to avoid the unauthorized communication or exchange of highly sensitive information. The use of e-mail to communicate trade secrets or any confidential or sensitive information is strictly prohibited unless prior authorization has been given.

Directors, officers and employees should understand that any information entered into the company's computer system is company property, and there should be no expectation of privacy.

Harsco reserves the right to monitor e-mail communications and periodically review logs of any directors, officers and employee's company computer usage to assure that the company's resources are being used wisely and are devoted to the highest levels of productivity.

In providing access to the Internet, the company employs a variety of security schemes such as firewalls and proxies to maintain the safety and security of the company's networks. Only those Internet services and functions with documented business purposes will be enabled at the Internet firewall. Directors, officers and employees should never attempt to disable, defeat or circumvent any company security facility. These actions are subject to immediate discharge.



## II. INTEGRITY IN THE WORKPLACE (CONT'D.)

### PROPRIETARY AND CONFIDENTIAL INFORMATION

All directors, officers and employees have a duty to safeguard Harsco's proprietary and confidential information and protect it from unauthorized disclosure. This duty is not limited to the time an officer or employee is employed by Harsco, but continues after the individual has ended their employment with the company. Similarly, the time for directors is not limited to the time during which the director is retained, but extends after the director has left the Harsco Board.

- Confidential information includes all non-public information about Harsco, our customers and suppliers that might be of use to competitors or harmful to the company, our customers or suppliers if disclosed.

- Proprietary information includes copyrights and trade secrets as well as sensitive or private technical, financial and business information. Unauthorized disclosure could eliminate its value to Harsco and also give unfair advantage to others.

Access to confidential and proprietary information is strictly limited to only those having a need to know. Harsco will take all appropriate actions to protect our confidential and proprietary information from improper disclosure.

**Q** I am a newly-hired employee in the sales department. Is it appropriate to copy my sales contact list from my previous employer and take it with me?

**A** No. The contact list belongs to your former employer and is probably considered confidential.

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## INSIDER INFORMATION AND TRADING

In accordance with Harsco's policy on Insider Trading, which is available on Harsco's Corporate Intranet, no director, officer or other employee of the company who is aware of material nonpublic information relating to the company may, either directly or through family members or other persons or entities:

- buy or sell Harsco securities (other than pursuant to a pre-approved trading plan that complies with SEC Rule 10b5-1), or engage in any other action to take personal advantage of that material nonpublic information, or
- pass that information on to others outside the company, including family and friends.

In addition, it is Harsco's policy that no director, officer or employee who, in the course of working for Harsco, learns of material nonpublic information about a company with which Harsco does business, such as a customer or supplier of Harsco, may trade in that company's securities until the information becomes public or is no longer material.

**Q** We have a personal situation at home that makes it urgently necessary to pay some expenses. I'd like to sell some of my Harsco stock, but we're currently under a "blackout" period due to an impending corporate announcement. Can't I get an exemption?

**A** No. Employees should understand that even stock transactions that may seem necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are not exempt from this policy. Even the appearance of an improper transaction must be avoided to preserve Harsco's reputation for adhering to the highest standards of conduct.

## II. INTEGRITY IN THE WORKPLACE (CONT'D.)

### DETECTION AND PREVENTION OF FRAUD

It is important that any fraud be detected, reported, and most of all, prevented. Experts in fraud detection and prevention estimate that dishonest and fraudulent activity can cost businesses like ours more than one percent of their total revenues every year.

All company assets should be used for legitimate business purposes. All directors, officers and employees should protect the company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Harsco's profitability.

Certain types of behavior may indicate fraudulent activity. There are also several areas of responsibility that inherently have a higher degree of risk and exposure to fraud. These areas include the processing of cash disbursements, receiving cash, payroll processing, and the maintenance of check stocks. A common characteristic of each of these areas is that they provide access to cash, other assets, and/or the related accounting records, including source documentation. Such access increases the opportunity to obtain an unethical or unlawful benefit.

**Q** One of our co-workers seems to have taken on a much higher standard of living recently, but he refuses to discuss it. I don't want to create problems for him, but is there any reason to be suspicious?

**A** An individual living beyond their means, especially if there is a sudden increase in their standard of living, could be a sign of fraudulent activity. Also, persons experiencing personal relationship problems, drug or gambling addictions, real or perceived grievances, or financial problems may be under pressure to pursue fraudulent activity. Additionally, in order to accomplish the fraudulent activity, especially over an extended period of time, the individual may have to work at odd hours, or not take vacations so that the chance of discovery is minimized. You have a responsibility to report questionable activity that may indicate the existence of fraud.

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## REPORTING FRAUD

All Harsco directors, officers, employees, agents, and consultants should be familiar with Harsco's "Internal Control Framework," "Code of Conduct and Defalcations," and "Confidential Submission of Complaints or Concerns Relating to Accounting or Auditing Matters" policies. All of these policies are available from your Division Controller or Ethics Point of Contact, or on the Harsco Corporate Intranet. These policies provide guidance for how to report questionable activity, and procedures for handling such reports confidentially.

Harsco's policy is to take disciplinary action up to and including suspension or discharge of employees who violate these policies. In addition, disciplinary action may be taken against supervisors and other members of management who knowingly condone or permit illegal or unethical conduct within their organizations.

## CORPORATE OPPORTUNITIES

All directors, officers and employees owe a duty to the company to advance Harsco's legitimate interests when the opportunity to do so arises. All opportunities that are discovered through the use of Harsco's property, information or position belong to Harsco, and not to any individual director, officer or employee. Similarly, any copyrightable works and inventions created by Harsco employees within the scope of their employment are the sole and exclusive property of Harsco. It is improper for any director, officer or employee to use Harsco's property, information or position for personal gain, or to compete against Harsco.

### III. SERVING OUR COMMUNITIES WITH INTEGRITY

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We all represent Harsco in our respective communities. Good citizenship and community participation are encouraged throughout Harsco to help make our communities stronger. It is to everyone's benefit when our communities are healthy, prosperous and secure.

#### MEDIA RELATIONS

Harsco's continuing success depends not only on our customers' acceptance of our services and products, but also on public acceptance of our conduct. Therefore, the public is entitled to a reasonable explanation of our activities, especially concerning those activities that directly bear on the public interest.

Corporate spokespersons have been designated to respond to all public and media inquiries. These spokespersons are responsible for meeting our obligations for timely and widespread public dissemination of material news and information at the appropriate time, and for guarding against the inadvertent disclosure of confidential or competitively sensitive information. Except for these designated spokespersons, employees should never talk about company matters with the news media on their own, regardless of whether they are on or off the record. All inquiries from the media should be referred to Harsco's Corporate Communications department for handling.

**Q** A local newspaper reporter has called asking for our comment on how we view the business outlook within our market sector. The reporter said she is willing to go “off the record” if we feel uncomfortable about being quoted. Can I talk with her?

**A** No. It is best that you refer all media inquiries to the Corporate Communications department at Harsco. As a large, publicly traded corporation, we have an obligation to handle all media inquiries responsibly and forthrightly, which includes speaking to the media as “one voice” for the company.

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## INVESTOR RELATIONS

Members of the investing community (a term which includes stockholders, securities analysts, creditors and others), depend on us for providing reliable information about our business operations, performance and outlook. It is essential that we not provide "special" or favored treatment to some. Harsco's policies require that we provide all members of the public equal access to material information.

What information is material? Material information includes all information that a reasonable investor would consider important in deciding whether to buy, sell, or hold Harsco stock. Information that is likely to affect the trading price of our stock is almost always material.

The only Harsco personnel authorized to communicate with the investment community are the Chief Executive Officer (CEO), the Chief Financial Officer (CFO), or the Vice President - Investor Relations. All other officers and employees must avoid discussions with the investment community except when participating with one or more of the above three authorized individuals. Day-to-day contact with the investment community is the responsibility of the Vice President - Investor Relations. If any employee other than the CEO, CFO or the Vice President - Investor Relations is contacted by a member of the investment community, he or she should refuse comment and report the contact to the Vice President - Investor Relations at the Harsco Corporate Office.

### III. SERVING OUR COMMUNITIES WITH INTEGRITY (CONT'D.)

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#### ENVIRONMENTAL RESPONSIBILITIES

Harsco is committed to safeguarding the global environment, natural resources and human health.

Our commitment extends beyond expected compliance with environmental laws and includes the incorporation of sound environmental practices into our business decision-making processes. These include:

- **Environmental Audits**

Harsco will continually assess, through formalized auditing, the environmental impact of our operating facilities and products, and will strive to eliminate unacceptable risks to customers, employees, neighbors, and the communities in which we operate.

- **Resource Allocation**

Harsco will commit adequate resources and take appropriate actions to minimize the impact of present and past manufacturing operations on the environment.

- **Environmental Management Systems**

Each Harsco operation maintains environmental management systems in compliance with environmental laws, regulations and generally-accepted "good management practices." With a goal of continuous improvement, environmental performance is an important factor in our management review process.

- **Environmental Control Programs**

Each Harsco operation maintains air, water and waste management control programs. Preference is given to technologies, operating procedures, and treatment alternatives that reduce or eliminate facility wastes and emissions.

- **Energy Optimization**

All Harsco employees are encouraged to achieve the effective use of energy and natural resources to support our business operations. Preference is given to environmentally safe and sustainable energy sources.

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- **Waste Management**

Harsco operations are expected to dispose of hazardous and non-hazardous waste in an environmentally responsible manner. Commercial hazardous waste facilities are inspected routinely to assure that we use only those maintaining compliance with acceptable standards.

## **COOPERATING WITH GOVERNMENT INQUIRIES OR INVESTIGATIONS**

In the normal course of our business, our directors, officers and employees may come into contact with government personnel who are responsible for enforcing the law, such as officials who conduct inspections or investigations. You are encouraged to keep the following guidelines in mind when cooperating with any government inquiry or investigation:

- Dealing honestly and truthfully with government officials is required of all Harsco directors, officers and employees.
- All government investigations or inspections must be reported immediately to the Harsco Law

department or Harsco Corporate Human Resources department, as appropriate. In the event of such a contact, you should make a record of the name of the investigator, his or her title, and the agency represented. Ask to see identification if the contact is in person, and ask the purpose of the investigation or inquiry. Once the full identity of the visitor and his or her stated purpose are obtained, the Harsco Corporate Legal department/Human Resources department should be consulted at the first opportunity, preferably before any further conversation takes place.

- Immediate reporting to the Harsco Corporate Legal department is particularly critical when requests are made in the form of a summons, subpoena, an order to show cause, or other legal document requiring that an appearance be made or a response be given. The original legal document must be sent immediately to the Harsco Corporate Legal department.



### III. SERVING OUR COMMUNITIES WITH INTEGRITY (CONT'D.)

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#### UNSOLICITED IDEAS

It is Harsco's general policy not to consider unsolicited ideas or disclosures received from persons outside the company, and to proceed with caution in those unusual instances when consideration of an unsolicited idea is warranted.

An "unsolicited idea" includes any technical, business or other type of concept that relates to any aspect of Harsco's business, or to any product, process, procedure, design, invention, technique, promotion or advertising that is submitted in writing or verbally by a person or company outside of Harsco without a signed agreement reviewed by the Harsco Corporate Legal department establishing Harsco's obligations. An "unsolicited idea" also includes any such concept that is submitted by a Harsco employee who has not signed an Employee Confidentiality Agreement.

If you receive an unsolicited idea, you should immediately forward the information to your Division President. The Division President will determine whether Harsco might have any interest in evaluating the idea on an exception-to-policy basis. If a positive determination is made, there are specific procedures detailed in Harsco's Accounting and General Manual that would apply.

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## **POLITICAL ACTIVITIES AND CONTRIBUTIONS**

While international laws and practices vary regarding political activity from corporations, Harsco will never use company funds, equipment, products, facilities or other gifts or benefits to seek an illegal or improper advantage with any public official, candidate, or political organization.

From time to time, the company may communicate information on political issues that could affect our businesses. For certain employees, the company also makes available voluntary participation in the HARSCOPAC, a non-partisan political action committee that solicits contributions in support of pro-business political candidates. At no time, however, will Harsco tell employees how to vote. The decision on how you vote is up to you.

Should you wish to engage directly in the political process, please understand that you must do so on your own time, and with your own resources. You may not use company time, property, or equipment for personal political activities.

## **LOBBYING**

Lobbying activities that may be undertaken on the company's behalf are subject to stringent and explicit rules, and may also require formal disclosure. Any lobbying on behalf of the company must first be approved by the Harsco General Counsel at the Harsco Corporate Office.

## IV. DOING YOUR PART

The responsibilities that we share as Harsco directors, officers and employees for doing business with integrity require that we speak up when we should. While it is obviously impossible to anticipate every possible situation, you should bear in mind the following basic guidelines.

You should ***always speak up*** when:

- You are unsure about a situation and need advice.
- You honestly believe that someone is doing - or is about to do - something that would violate the law or these Code of Conduct standards.
- You believe that you may have been involved in misconduct.

### REPORTING CODE VIOLATIONS – WHERE TO GO FOR HELP

Questions, issues and concerns about business conduct frequently can be worked out with your immediate supervisor. If you suspect a violation of this Code of Conduct, however, you ***must*** contact the individual designated as the Ethics Point of Contact for your location, your Division, or the Harsco Corporate Office.

When reporting a potential Code of Conduct violation, you can choose to

include your name, or you can report anonymously. Anonymous reports will not be traced. Be aware, however, that reporting alleged violations anonymously can be less effective than when you include your name, as the anonymity may hinder the investigation. Nonetheless, Harsco will do its best to deal with anonymous reports.

If you are a supervisor and an employee reports a violation to you, you must encourage the employee to report the violation to an Ethics Point of Contact. If he or she refuses, you must make the disclosure yourself to the Ethics Point of Contact within 24 hours of becoming aware of the violation. Not doing so is itself a Code of Conduct violation.

The names and telephone numbers of the Ethics Points of Contact for your Division or business unit are posted on your official bulletin board.

### UNSUBSTANTIATED ALLEGATIONS

Since unsubstantiated accusation can damage reputations unfairly, it is important for anyone to exercise extreme care in making allegations. Complaints should not be frivolous and should always be as factually accurate as possible.



**My supervisor instructed me to do something that I believe might be against the law. What should I do?**



It is never acceptable to break the law, even if your manager tells you to do it. You should talk to your manager to make sure you understand the facts. If you still have concerns, you should use the Code of Conduct's reporting procedures to inform an Ethics Point of Contact.

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## **CONFIDENTIAL SUBMISSION OF COMPLAINTS OR CONCERNS RELATING TO ACCOUNTING OR AUDITING MATTERS**

Of special concern are complaints or concerns relating to Harsco's accounting, internal accounting controls, or other related matters. Several methods are available to report concerns of this type, including mail, e-mail, or direct toll-free telephone. Details on these methods are contained on your official bulletin board postings or on the Harsco Corporate Intranet. Individuals may also contact any member of the Audit Committee of Harsco's Board of Directors. All reports will be treated confidentially to the fullest extent possible. Submissions may be made anonymously and will not be traced.

## **WE WILL NOT TOLERATE RETALIATION**

Harsco will not allow any retaliation or harassment against any director, officer or employee who in good faith raises a concern or reports misconduct. An allegation raised "in good faith" does not mean that it must ultimately be proven correct, but it does require that

the individual raising the allegation honestly believes that he or she is providing truthful information.

Any individuals who engage in retaliatory or harassing conduct against someone who in good faith raises a concern or makes a report will be subject to strict disciplinary action, including the possibility of immediate discharge from employment.

## **WAIVERS**

Special circumstances may make it appropriate for Harsco to grant a waiver to a director, officer or employee for some act or activity that might otherwise be considered a violation of this Code of Conduct. Requests for waivers must be made directly to Harsco corporate management, who, if appropriate, will make a recommendation for final action to the Nominating and Governance Committee of the Harsco Board of Directors. The Nominating and Governance Committee shall direct any required public disclosure via the Harsco Corporation public website and other means as appropriate.

## V. CONCLUSION

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It is understood that specific guidelines will not cover every possible situation where the risk of improper, illegal, or unethical action exists.

If you suspect a violation of the Harsco Code of Conduct, you must contact the individual designated as the Ethics Point of Contact for your location, your Division, or the Ethics Point of Contact at Harsco's Corporate headquarters. The names and telephone numbers of these individuals are posted on your official bulletin board.





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