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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).<br><br><b>▶ Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 24pt; font-weight: bold;">2014</div><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                                                                                                                                                                                                                                                                                                 |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                                                                                                                 |
| For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u> |                                                                                                                                                                                                                                                                                                                                                 |
| A This return/report is for:                                                                             | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) _____ |
| B This return/report is:                                                                                 | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).                                                                                                       |
| C If the plan is a collectively-bargained plan, check here. ....                                         | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                        |
| D Check box if filing under:                                                                             | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                                                                                                                       |

|                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                          |            |                                                       |  |                                                                     |  |                                                                  |  |                                                             |  |  |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|------------|-------------------------------------------------------|--|---------------------------------------------------------------------|--|------------------------------------------------------------------|--|-------------------------------------------------------------|--|--|--|
| <b>Part II</b>                                                                                                                                                                                                                                                                                  | <b>Basic Plan Information—enter all requested information</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                          |            |                                                       |  |                                                                     |  |                                                                  |  |                                                             |  |  |  |
| <b>1a</b> Name of plan<br><u>HARSCO EMPLOYEES PENSION PLAN</u><br><br><br><b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><u>HARSCO CORPORATION</u><br><br><br><u>350 POPLAR CHURCH ROAD</u><br><u>CAMP HILL, PA 17011</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 50%; text-align: center;"><u>219</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>01/01/1976</u></td> </tr> <tr> <td colspan="2"><b>2b</b> Employer Identification Number (EIN)<br/><u>23-1483991</u></td> </tr> <tr> <td colspan="2"><b>2c</b> Plan Sponsor's telephone number<br/><u>717-763-7064</u></td> </tr> <tr> <td colspan="2"><b>2d</b> Business code (see instructions)<br/><u>339900</u></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table> | <b>1b</b> Three-digit plan number (PN) ▶ | <u>219</u> | <b>1c</b> Effective date of plan<br><u>01/01/1976</u> |  | <b>2b</b> Employer Identification Number (EIN)<br><u>23-1483991</u> |  | <b>2c</b> Plan Sponsor's telephone number<br><u>717-763-7064</u> |  | <b>2d</b> Business code (see instructions)<br><u>339900</u> |  |  |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                                                                                        | <u>219</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                          |            |                                                       |  |                                                                     |  |                                                                  |  |                                                             |  |  |  |
| <b>1c</b> Effective date of plan<br><u>01/01/1976</u>                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                          |            |                                                       |  |                                                                     |  |                                                                  |  |                                                             |  |  |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>23-1483991</u>                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                          |            |                                                       |  |                                                                     |  |                                                                  |  |                                                             |  |  |  |
| <b>2c</b> Plan Sponsor's telephone number<br><u>717-763-7064</u>                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                          |            |                                                       |  |                                                                     |  |                                                                  |  |                                                             |  |  |  |
| <b>2d</b> Business code (see instructions)<br><u>339900</u>                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                          |            |                                                       |  |                                                                     |  |                                                                  |  |                                                             |  |  |  |
|                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                          |            |                                                       |  |                                                                     |  |                                                                  |  |                                                             |  |  |  |

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

|                                                                                                                                                                                                                                     |                                                          |      |                                                               |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|------|---------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                                                                                                                                                    | <u>Filed with authorized/valid electronic signature.</u> |      |                                                               |
|                                                                                                                                                                                                                                     | <b>Signature of plan administrator</b>                   | Date | Enter name of individual signing as plan administrator        |
| <b>SIGN HERE</b>                                                                                                                                                                                                                    |                                                          |      |                                                               |
|                                                                                                                                                                                                                                     | <b>Signature of employer/plan sponsor</b>                | Date | Enter name of individual signing as employer or plan sponsor  |
| <b>SIGN HERE</b>                                                                                                                                                                                                                    |                                                          |      |                                                               |
|                                                                                                                                                                                                                                     | <b>Signature of DFE</b>                                  | Date | Enter name of individual signing as DFE                       |
| Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)<br><u>MARK R. HEATH</u><br><u>MCKONLY &amp; ASBURY, LLP</u><br><u>415 FALLOWFIELD ROAD</u><br><u>CAMP HILL, PA 17011</u> |                                                          |      | Preparer's telephone number (optional)<br><u>717-761-7910</u> |

|                                                                                                                                                                                                                                                                                                                                                                                                                               |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor                                                                                                                                                                                                                                                                                                                      |  | <b>3b</b> Administrator's EIN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |      |
|                                                                                                                                                                                                                                                                                                                                                                                                                               |  | <b>3c</b> Administrator's telephone number                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |      |
|                                                                                                                                                                                                                                                                                                                                                                                                                               |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><b>a</b> Sponsor's name                                                                                                                                                                                                             |  | <b>4b</b> EIN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |      |
|                                                                                                                                                                                                                                                                                                                                                                                                                               |  | <b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |      |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                       |  | <b>5</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 5364 |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                              |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
| <b>a(1)</b> Total number of active participants at the beginning of the plan year .....                                                                                                                                                                                                                                                                                                                                       |  | <b>6a(1)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 659  |
| <b>a(2)</b> Total number of active participants at the end of the plan year .....                                                                                                                                                                                                                                                                                                                                             |  | <b>6a(2)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 593  |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                           |  | <b>6b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 1813 |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                             |  | <b>6c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 2493 |
| <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> . .....                                                                                                                                                                                                                                                                                                                                                 |  | <b>6d</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 4899 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....                                                                                                                                                                                                                                                                                                                    |  | <b>6e</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 348  |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> . .....                                                                                                                                                                                                                                                                                                                                                                     |  | <b>6f</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 5247 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                               |  | <b>6g</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |      |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                                                                                                                                                                                                                                    |  | <b>6h</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 7    |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....                                                                                                                                                                                                                                                                                           |  | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |      |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>1A    3H                                                                                                                                                                                                                                                      |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                   |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                 |  | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |      |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                             |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br>(3) <input checked="" type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |  | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |      |

**Part III****Form M-1 Compliance Information (to be completed by welfare benefit plans)**

**11a** If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

**11b** Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

**11c** Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code \_\_\_\_\_

|                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                 |                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| <div>SCHEDULE SB<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration<br/><br/>Pension Benefit Guaranty Corporation</div> | <div>Single-Employer Defined Benefit Plan<br/>Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div> | <div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection</div> |
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

Round off amounts to nearest dollar.  
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

|                                                                                         |                                                      |
|-----------------------------------------------------------------------------------------|------------------------------------------------------|
| A Name of plan<br>HARSCO EMPLOYEES PENSION PLAN                                         | B Three-digit plan number (PN)<br>219                |
| C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br>HARSCO CORPORATION | D Employer Identification Number (EIN)<br>23-1483991 |

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☐ More than 500

Part I Basic Information

|                                                                                                                                                                                                    |                            |                           |                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|---------------------------|--------------------------|
| 1 Enter the valuation date: Month 01 Day 01 Year 2014                                                                                                                                              |                            |                           |                          |
| 2 Assets:                                                                                                                                                                                          |                            |                           |                          |
| a Market value                                                                                                                                                                                     | 2a                         | 216341180                 |                          |
| b Actuarial value                                                                                                                                                                                  | 2b                         | 199414504                 |                          |
| 3 Funding target/participant count breakdown                                                                                                                                                       | (1) Number of participants | (2) Vested Funding Target | (3) Total Funding Target |
| a For retired participants and beneficiaries receiving payment                                                                                                                                     | 2022                       | 101230039                 | 101230039                |
| b For terminated vested participants                                                                                                                                                               | 2683                       | 66357527                  | 66357527                 |
| c For active participants                                                                                                                                                                          | 659                        | 29149112                  | 30086545                 |
| d Total                                                                                                                                                                                            | 5364                       | 196736678                 | 197674111                |
| 4 If the plan is in at-risk status, check the box and complete lines (a) and (b)                                                                                                                   | <input type="checkbox"/>   |                           |                          |
| a Funding target disregarding prescribed at-risk assumptions                                                                                                                                       | 4a                         |                           |                          |
| b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor | 4b                         |                           |                          |
| 5 Effective interest rate                                                                                                                                                                          | 5                          | 6.46%                     |                          |
| 6 Target normal cost                                                                                                                                                                               | 6                          | 2114771                   |                          |

Statement by Enrolled Actuary  
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

|                      |                                                                                                                                                                                                                                                               |                                                                                                                                                        |
|----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| <div>SIGN HERE</div> | <div>Signature of actuary</div> <div>DAVID WEBBER, FSA, EA</div> <div>Type or print name of actuary</div> <div>TOWERS WATSON DELAWARE, INC.</div> <div>Firm name</div> <div>901 NORTH GLEBE ROAD<br/>ARLINGTON, VA 22203</div> <div>Address of the firm</div> | <div>Date</div> <div>14-06137</div> <div>Most recent enrollment number</div> <div>703-258-8000</div> <div>Telephone number (including area code)</div> |
|----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions

| Part II Beginning of Year Carryover and Prefunding Balances                                                                                           |                       |                        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
|                                                                                                                                                       | (a) Carryover balance | (b) Prefunding balance |
| 7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                                                     | 1010191               | 1517000                |
| 8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                                                  | 0                     | 0                      |
| 9 Amount remaining (line 7 minus line 8) .....                                                                                                        | 1010191               | 1517000                |
| 10 Interest on line 9 using prior year's actual return of 15.24% .....                                                                                | 153953                | 231191                 |
| 11 Prior year's excess contributions to be added to prefunding balance:                                                                               |                       |                        |
| a Present value of excess contributions (line 38a from prior year) .....                                                                              |                       | 1574893                |
| b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.65% ..... |                       | 104730                 |
| b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return .....                                                         |                       | 0                      |
| c Total available at beginning of current plan year to add to prefunding balance .....                                                                |                       | 1679623                |
| d Portion of (c) to be added to prefunding balance .....                                                                                              |                       | 1676000                |
| 12 Other reductions in balances due to elections or deemed elections .....                                                                            | 0                     | 0                      |
| 13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) .....                                                                 | 1164144               | 3424191                |

| Part III Funding Percentages                                                                                                                                        |    |          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|
| 14 Funding target attainment percentage .....                                                                                                                       | 14 | 98.55 %  |
| 15 Adjusted funding target attainment percentage .....                                                                                                              | 15 | 100.88 % |
| 16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | 16 | 98.02 %  |
| 17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                        | 17 | %        |

| Part IV Contributions and Liquidity Shortfalls                                    |                                   |                                 |                          |                                   |                                 |
|-----------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 18 Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                          | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
| Totals ►                                                                          |                                   |                                 | 18(b)                    | 18(c)                             |                                 |

|                                                                                                                               |                                                                     |         |
|-------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|---------|
| 19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year: |                                                                     |         |
| a Contributions allocated toward unpaid minimum required contributions from prior years .....                                 | 19a                                                                 |         |
| b Contributions made to avoid restrictions adjusted to valuation date .....                                                   | 19b                                                                 |         |
| c Contributions allocated toward minimum required contribution for current year adjusted to valuation date .....              | 19c                                                                 | 0       |
| 20 Quarterly contributions and liquidity shortfalls:                                                                          |                                                                     |         |
| a Did the plan have a "funding shortfall" for the prior year? .....                                                           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |         |
| b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? .....              | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |         |
| c If line 20a is "Yes," see instructions and complete the following table as applicable:                                      |                                                                     |         |
| Liquidity shortfall as of end of quarter of this plan year                                                                    |                                                                     |         |
| (1) 1st                                                                                                                       | (2) 2nd                                                             | (3) 3rd |
| 0                                                                                                                             | 0                                                                   | 0       |
| (4) 4th                                                                                                                       | 0                                                                   |         |

**Part V Assumptions Used to Determine Funding Target and Target Normal Cost**

|                                                                                                                                                                                              |                        |                        |                        |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                        |                        |                        |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>4.99 % | 2nd segment:<br>6.32 % | 3rd segment:<br>6.99 % | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code).....                                                                                                                                                  |                        |                        |                        | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                        |                        |                        | <b>22</b> 62                                        |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                        |                        |                        |                                                     |

**Part VI Miscellaneous Items**

|                                                                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                      | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ....                            | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....                                    | <b>27</b>                                                           |

**Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years**

|                                                                                                                                     |           |   |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contributions for all prior years .....                                                           | <b>28</b> |   |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... | <b>29</b> |   |
| <b>30</b> Remaining amount of unpaid minimum required contributions (line 28 minus line 29) .....                                   | <b>30</b> | 0 |

**Part VIII Minimum Required Contribution For Current Year**

|                                                                                                                                                                                      |                     |                    |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                     |                    |               |
| <b>a</b> Target normal cost (line 6).....                                                                                                                                            | <b>31a</b>          | 2114771            |               |
| <b>b</b> Excess assets, if applicable, but not greater than line 31a .....                                                                                                           | <b>31b</b>          |                    |               |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |               |
| <b>a</b> Net shortfall amortization installment.....                                                                                                                                 | 2847942             | 571186             |               |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       |                     |                    |               |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... | <b>33</b>           |                    |               |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...                                                            | <b>34</b>           | 2685957            |               |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement.....                                                                                                                | 1164144             | 1521813            | 2685957       |
| <b>36</b> Additional cash requirement (line 34 minus line 35).....                                                                                                                   | <b>36</b>           |                    |               |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....                                                   | <b>37</b>           |                    |               |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                     |                    |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       | <b>38a</b>          | 0                  |               |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                | <b>38b</b>          |                    |               |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      | <b>39</b>           | 0                  |               |
| <b>40</b> Unpaid minimum required contributions for all years .....                                                                                                                  | <b>40</b>           |                    |               |

**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)**

|                                                                                                |                                                                                                                         |  |  |
|------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|--|--|
| <b>41</b> If an election was made to use PRA 2010 funding relief for this plan:                |                                                                                                                         |  |  |
| <b>a</b> Schedule elected .....                                                                | <input type="checkbox"/> 2 plus 7 years <input type="checkbox"/> 15 years                                               |  |  |
| <b>b</b> Eligible plan year(s) for which the election in line 41a was made .....               | <input type="checkbox"/> 2008 <input type="checkbox"/> 2009 <input type="checkbox"/> 2010 <input type="checkbox"/> 2011 |  |  |
| <b>42</b> Amount of acceleration adjustment .....                                              | <b>42</b>                                                                                                               |  |  |
| <b>43</b> Excess installment acceleration amount to be carried over to future plan years ..... | <b>43</b>                                                                                                               |  |  |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2014</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

|                                                                                     |                                                             |     |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------|-----|
| <b>A</b> Name of plan<br>HARSCO EMPLOYEES PENSION PLAN                              | <b>B</b> Three-digit plan number (PN) ▶                     | 219 |
|                                                                                     |                                                             |     |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>HARSCO CORPORATION | <b>D</b> Employer Identification Number (EIN)<br>23-1483991 |     |

|               |                                                        |
|---------------|--------------------------------------------------------|
| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

**a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

**b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

TOWERS WATSON PENNSYLVANIA, INC.

23-1159360

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 11 50                         | NONE                                                                                                     | 812345                                                                        | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                 |

**(a)** Enter name and EIN or address (see instructions)

MANUFACTURERS AND TRADERS TRUST CO.

16-0538020

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 21 50                         | NONE                                                                                                     | 198116                                                                        | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                 |

**(a)** Enter name and EIN or address (see instructions)

MCKONLY & ASBURY LLP

23-1909723

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 10 50                         | NONE                                                                                                     | 18550                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                 |

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

JONES DAY

34-0319085

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 29                            |                                                                                                          | 12224                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                 |

**(a)** Enter name and EIN or address (see instructions)

HAAS PRINTING CO INC.

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 49                            |                                                                                                          | 7994                                                                          | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                 |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
|                               |                                                                                                          |                                                                               | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                    | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |

**Part II Service Providers Who Fail or Refuse to Provide Information**

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |

**Part III** **Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p style="text-align: center;"><b>SCHEDULE D</b><br/><b>(Form 5500)</b></p> <p style="text-align: center; font-size: small;">Department of the Treasury<br/>Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor<br/>Employee Benefits Security Administration</p> | <p style="text-align: center;"><b>DFE/Participating Plan Information</b></p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ <b>File as an attachment to Form 5500.</b></p> | <p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;"><b>2014</b></p> <hr/> <p style="text-align: center; font-size: small;"><b>This Form is Open to Public Inspection.</b></p> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

|                                                                                                                                      |                                                                                                       |  |
|--------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--|
| <p><b>A</b> Name of plan<br/><span style="color: blue;">HARSCO EMPLOYEES PENSION PLAN</span></p>                                     | <p><b>B</b> Three-digit plan number (PN) ▶ <span style="color: blue;">219</span></p>                  |  |
| <p><b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br/><span style="color: blue;">HARSCO CORPORATION</span></p> | <p><b>D</b> Employer Identification Number (EIN)<br/><span style="color: blue;">23-1483991</span></p> |  |

|               |                                                                                                                                                                                  |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: HARSCO PENSION AND PROFIT SHARING C

**b** Name of sponsor of entity listed in (a): HARSCO CORPORATION

|                                                                  |                                                          |                                                                                                                                                 |
|------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <span style="color: blue;">23-1483991-257</span> | <b>d</b> Entity code <span style="color: blue;">M</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">207728475</span> |
|------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

**Part II Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2014</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                                          |
| <b>A</b> Name of plan<br><u>HARSCO EMPLOYEES PENSION PLAN</u>                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> <u>219</u>                    |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>HARSCO CORPORATION</u>                                                                                                                                                                               |                                                                                                                                                                                                                                                                              | <b>D</b> Employer Identification Number (EIN)<br><u>23-1483991</u>                                       |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement                                                              |                 | (a) Beginning of Year | (b) End of Year |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. <b>Round off amounts to the nearest dollar.</b> MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions. |                                                                                            |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                                                                              |                 |                       |                 |
| <b>a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Total noninterest-bearing cash .....                                                       | <b>1a</b>       |                       |                 |
| <b>b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Receivables (less allowance for doubtful accounts):                                        |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Employer contributions.....                                                            | <b>1b(1)</b>    | 5200000               |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) Participant contributions.....                                                         | <b>1b(2)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Other.....                                                                             | <b>1b(3)</b>    | 886900                | 1149650         |
| <b>c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | General investments:                                                                       |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Interest-bearing cash (include money market accounts & certificates of deposit).....   | <b>1c(1)</b>    | 2787557               | 2309807         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) U.S. Government securities .....                                                       | <b>1c(2)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) All other .....                                                                        | <b>1c(3)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (4) Corporate stocks (other than employer securities):                                     |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) Common.....                                                                            | <b>1c(4)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (5) Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (6) Real estate (other than employer real property).....                                   | <b>1c(6)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (7) Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (8) Participant loans.....                                                                 | <b>1c(8)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (9) Value of interest in common/collective trusts .....                                    | <b>1c(9)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (10) Value of interest in pooled separate accounts .....                                   | <b>1c(10)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (11) Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   | 208110820             | 207728475       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (12) Value of interest in 103-12 investment entities.....                                  | <b>1c(12)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (13) Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (14) Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (15) Other.....                                                                            | <b>1c(15)</b>   |                       |                 |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 216985277             | 211187932       |

**Liabilities**

|                                                                           |           |        |        |
|---------------------------------------------------------------------------|-----------|--------|--------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |        |        |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 415837 | 109029 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |        |        |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |        |        |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 415837 | 109029 |

**Net Assets**

|                                                           |           |           |           |
|-----------------------------------------------------------|-----------|-----------|-----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 216569440 | 211078903 |
|-----------------------------------------------------------|-----------|-----------|-----------|

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> |            |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            |           |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 173        |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> |            |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 173       |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> |            |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            |           |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            |           |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> |            |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            |           |

|                                                                                                 |        | (a) Amount | (b) Total |
|-------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                              | 2b(6)  |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                              | 2b(7)  |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                      | 2b(8)  |            | 13962276  |
| (9) Net investment gain (loss) from 103-12 investment entities .....                            | 2b(9)  |            |           |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) ..... | 2b(10) |            |           |
| c Other income .....                                                                            | 2c     |            |           |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total .....               | 2d     |            | 13962449  |

**Expenses**

|                                                                                      |       |          |          |
|--------------------------------------------------------------------------------------|-------|----------|----------|
| e Benefit payment and payments to provide benefits:                                  |       |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers .....      | 2e(1) | 17894246 |          |
| (2) To insurance carriers for the provision of benefits .....                        | 2e(2) |          |          |
| (3) Other .....                                                                      | 2e(3) |          |          |
| (4) Total benefit payments. Add lines 2e(1) through (3) .....                        | 2e(4) |          | 17894246 |
| f Corrective distributions (see instructions) .....                                  | 2f    |          |          |
| g Certain deemed distributions of participant loans (see instructions) .....         | 2g    |          |          |
| h Interest expense .....                                                             | 2h    |          |          |
| i Administrative expenses: (1) Professional fees .....                               | 2i(1) | 823927   |          |
| (2) Contract administrator fees .....                                                | 2i(2) |          |          |
| (3) Investment advisory and management fees .....                                    | 2i(3) | 198116   |          |
| (4) Other .....                                                                      | 2i(4) | 542270   |          |
| (5) Total administrative expenses. Add lines 2i(1) through (4) .....                 | 2i(5) |          | 1564313  |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | 2j    |          | 19458559 |

**Net Income and Reconciliation**

|                                                          |       |  |          |
|----------------------------------------------------------|-------|--|----------|
| k Net income (loss). Subtract line 2j from line 2d ..... | 2k    |  | -5496110 |
| l Transfers of assets:                                   |       |  |          |
| (1) To this plan .....                                   | 2l(1) |  | 5573     |
| (2) From this plan .....                                 | 2l(2) |  |          |

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MCKONLY & ASBURY, LLP

(2) EIN: 23-1909723

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

**Part IV Compliance Questions**

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

**a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) .....

**b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) .....

|    | Yes | No | Amount |
|----|-----|----|--------|
| 4a |     | X  |        |
| 4b |     | X  |        |

|                                                                                                                                                                                                                               | Yes | No | Amount   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                          |     | X  |          |
| <b>4c</b>                                                                                                                                                                                                                     |     |    |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                |     | X  |          |
| <b>4d</b>                                                                                                                                                                                                                     |     |    |          |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 25000000 |
| <b>4e</b>                                                                                                                                                                                                                     |     |    |          |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |          |
| <b>4f</b>                                                                                                                                                                                                                     |     |    |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....                                                     |     | X  |          |
| <b>4g</b>                                                                                                                                                                                                                     |     |    |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....                                           |     | X  |          |
| <b>4h</b>                                                                                                                                                                                                                     |     |    |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |          |
| <b>4i</b>                                                                                                                                                                                                                     |     |    |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) ..... | X   |    |          |
| <b>4j</b>                                                                                                                                                                                                                     |     |    |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |          |
| <b>4k</b>                                                                                                                                                                                                                     |     |    |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan?.....                                                                                                                                             |     | X  |          |
| <b>4l</b>                                                                                                                                                                                                                     |     |    |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |          |
| <b>4m</b>                                                                                                                                                                                                                     |     |    |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                      |     | X  |          |
| <b>4n</b>                                                                                                                                                                                                                     |     |    |          |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?  
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| 5b(1) Name of plan(s) | 5b(2) EIN(s) | 5b(3) PN(s) |
|-----------------------|--------------|-------------|
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

## Part V Trust Information (optional)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2014</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

|                                                                                            |                                                                    |
|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>HARSCO EMPLOYEES PENSION PLAN</u>                              | <b>B</b> Three-digit plan number (PN) ▶<br><u>219</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>HARSCO CORPORATION</u> | <b>D</b> Employer Identification Number (EIN)<br><u>23-1483991</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

All references to distributions relate only to payments of benefits during the plan year.

|                                                                                                                                                                                                                                                                    |                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b>           |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>16-0538020</u> |                    |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |                    |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> <u>84</u> |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                                         |                                        |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                                         |                                        |                              |
| <b>5</b> If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                                         |                                        |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....                                                                                                                                                                                                                             | <b>6a</b>                               |                                        |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year.....                                                                                                                                                                                                                                                                                 | <b>6b</b>                               |                                        |                              |
| <b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) .....                                                                                                                                                                                                                          | <b>6c</b>                               |                                        |                              |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                                         |                                        |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline?.....                                                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes            | <input type="checkbox"/> No            | <input type="checkbox"/> N/A |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....                                                                                                | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No            | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input checked="" type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</b> If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers ..... | <b>16b</b> |  |

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

**Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans**

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment .... ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 65.3% Investment-Grade Debt: 32.3% High-Yield Debt: 0.0% Real Estate: 2.4% Other: 0.0%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☒ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☒ Modified duration ☐ Other (specify):

**HARSCO EMPLOYEES PENSION PLAN**

FINANCIAL STATEMENTS  
WITH SUPPLEMENTARY INFORMATION

DECEMBER 31, 2014 AND 2013



McKONLY & ASBURY

## **HARSCO EMPLOYEES PENSION PLAN**

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## MEMBERS

AMERICAN AND PENNSYLVANIA  
INSTITUTES OF CERTIFIED PUBLIC  
ACCOUNTANTS

## INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee  
Harsco Employees Pension Plan

### Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Harsco Employees Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 5 and 7, which was certified by Manufacturers and Traders Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended December 31, 2014 and 2013, that the information provided to the Plan Administrator by the trustee is complete and accurate.

HARRISBURG • LANCASTER

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#### MAILING ADDRESS

McKonly & Asbury LLP • 415 Fallowfield Road • Camp Hill, PA 17011

### **Disclaimer of Opinion**

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

### **Other Matter – Supplemental Schedules**

The supplemental schedules (1) Schedule H, line 4(i) - Schedule of Assets (Held at End of Year) and (2) Schedule H, Line 4(j) - Schedule of Reportable Transactions, as of and for the year ended December 31, 2014, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

### **Report on Form and Content in Compliance with DOL Rules and Regulations**

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink, reading "McKool & Asbury, LLP". The signature is written in a cursive, flowing style.

Camp Hill, Pennsylvania  
October 7, 2015

# HARSCO EMPLOYEES PENSION PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2014 AND 2013

*(in thousands except units and unit values)*

|                                                        |             |             | <u>2014</u>       | <u>2013</u>       |
|--------------------------------------------------------|-------------|-------------|-------------------|-------------------|
| Investments, at fair value                             |             |             |                   |                   |
| Plan interest in the Harsco Pension and Profit Sharing |             |             |                   |                   |
| Collective Investment Fund (cost \$60,404 and          |             |             |                   |                   |
| \$59,253, respectively)                                |             |             |                   |                   |
|                                                        | <u>2014</u> | <u>2013</u> |                   |                   |
| Units                                                  | 413,808     | 431,369     |                   |                   |
| Unit value (rounded)                                   | \$501.99    | \$482.44    | \$ 207,728        | \$ 208,111        |
| Money market fund                                      |             |             | <u>2,310</u>      | <u>2,787</u>      |
|                                                        |             |             | 210,038           | 210,898           |
| Receivables                                            |             |             |                   |                   |
| Employer's contributions                               |             |             | -                 | 5,200             |
| Accrued investment income                              |             |             | <u>1,150</u>      | <u>887</u>        |
|                                                        |             |             | 1,150             | 6,087             |
| Total assets                                           |             |             | 211,188           | 216,985           |
| Accrued administrative expenses                        |             |             | <u>(109)</u>      | <u>(416)</u>      |
| Net assets available for benefits                      |             |             | <u>\$ 211,079</u> | <u>\$ 216,569</u> |

The accompanying notes are an integral part of these financial statements.

## HARSCO EMPLOYEES PENSION PLAN

### STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2014 AND 2013

*(in thousands except units and unit values)*

|                                                                                                      | <u>2014</u>              | <u>2013</u>              |
|------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| Additions in net assets attributable to                                                              |                          |                          |
| Investment income                                                                                    |                          |                          |
| Net increase in plan interest in the Harsco Pension<br>and Profit Sharing Collective Investment Fund | \$ 8,005                 | \$ 24,856                |
| Dividend income                                                                                      | 5,958                    | 4,103                    |
| Employer contributions                                                                               | -                        | 5,200                    |
| Transfers from other plans                                                                           | <u>5</u>                 | <u>-</u>                 |
| Total additions                                                                                      | <u>13,968</u>            | <u>34,159</u>            |
| Deductions from net assets attributable to                                                           |                          |                          |
| Benefits paid to participants                                                                        | 17,894                   | 13,245                   |
| Administrative expenses                                                                              | <u>1,564</u>             | <u>1,902</u>             |
| Total deductions                                                                                     | <u>19,458</u>            | <u>15,147</u>            |
| Net increase (decrease) in net assets available for benefits                                         | (5,490)                  | 19,012                   |
| Net assets available for benefits, beginning of year                                                 | <u>216,569</u>           | <u>197,557</u>           |
| Net assets available for benefits, end of year                                                       | <u><u>\$ 211,079</u></u> | <u><u>\$ 216,569</u></u> |

The accompanying notes are an integral part of these financial statements.

# HARSCO EMPLOYEES PENSION PLAN

## NOTES TO FINANCIAL STATEMENTS

### 1. DESCRIPTION OF THE PLAN

The following brief description of the Harsco Employees Pension Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

#### ***General***

The Plan is a noncontributory defined benefit plan providing retirement, death and disability benefits to all eligible salaried and hourly paid supervisory, office and clerical employees of Harsco Corporation (the “Company”), as defined by the Plan, who are not otherwise covered by any other qualified pension plan to which the Company contributes on behalf of such employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Pension benefit accrual service for a select few divisions of active U.S. qualified and non-qualified salaried pension plan participants was frozen as of December 31, 2003. Since then, there have been several additional locations frozen. The most recent freeze of pension benefit accruals occurred on January 31, 2010, for the collectively bargained participants at the Moundsville location. Following that freeze, service and compensation accruals, as noted in amendments to the Plan document, have been frozen for all participants except for a few hourly union locations.

Although the Company received Board approval as of December 31, 2003, to merge all defined benefit plans maintained by the Company or its subsidiaries in its ERISA controlled group into the Harsco Employees Pension Plan, some of the plans have yet to be merged. The mergers were planned in order to reduce administrative and funding costs that otherwise would be incurred if these plans continued as separate plans. The mergers will be subject to union approval where required.

Effective January 1, 2012, the Plan document was restated to incorporate all amendments through December 31, 2011.

The Plan evaluated subsequent events for recognition or disclosure through October 5, 2015, the date the financial statements were available to be issued.

#### ***Participation***

An employee becomes a participant in the Plan on the first day of the year coinciding with or next following the date eligibility requirements are met.

#### ***Service Rules***

Employees are credited with a year of service for each Plan year during which they have at least 1,000 hours of service.

(continued)

## **HARSCO EMPLOYEES PENSION PLAN**

### **NOTES TO FINANCIAL STATEMENTS**

#### ***Pension Benefits***

Employees are entitled to annual pension benefits beginning at normal retirement age (65). The amount of the benefit is determined by length of service, date of termination, age of participant, and the division in which the employee worked. In certain divisions, the Plan permits early retirement if the participant meets the required length of service and age. As a result, participants may be eligible for early retirement at ages 55-64 and completion of ten to fifteen years of continuous service dependent upon the division's pension provisions. The amount of the monthly benefit will vary depending upon, among other things, which division the employee is in as defined in the Plan document. If the present value of the pension does not exceed \$1,000, a lump-sum payment is automatic. If employees terminate before rendering 5 years of service, they forfeit the right to 100% of their accrued benefit.

In the event of re-employment of a participant who had previously had a break in service and received from the Company a lump sum distribution, the participant may choose to repay the full amount of the distribution plus interest upon being reemployed in order to reinstate their credited service for vesting as if no break in service had occurred.

#### ***Death and Disability Benefits***

The Plan provides for death and disability benefits. In the event of death, the amount of benefit the beneficiary will receive will depend upon, among other things, the employee's status as of the date of death and whether the participant was already receiving normal retirement benefits. In the event a participant becomes totally and permanently disabled, the benefit to be received will depend upon, among other things, the employee's status at the time of disability. Disability retirement is available on the first day of any month coincident with or following the completion of 15 years of service and one year of permanent disability. Upon meeting these requirements, a participant is entitled to 100% of their accrued benefit.

#### ***Vesting***

A participant is fully vested after completion of five years of continuous service.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements follows:

#### ***Basis of Accounting***

The financial statements of the Plan are prepared on the accrual basis of accounting.

(continued)

# **HARSCO EMPLOYEES PENSION PLAN**

## **NOTES TO FINANCIAL STATEMENTS**

### ***Investment Valuation and Income Recognition***

The Plan's investments are reported at fair value. See Note 6 for a discussion of fair value measurements. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date.

### ***Funding Policy***

The Plan is funded by the Company with actuarially determined contributions. The contributions are determined using an actuarial cost method which takes into consideration the present value of benefits expected to accrue during the plan year. The Plan has complied with the minimum funding requirements established by ERISA for 2014 and 2013.

### ***Investment Fees***

Net investment returns reflect certain fees paid by the investment funds, as well as the underlying investment funds of the Harsco Pension and Profit Sharing Collective Investment Fund ("CIF"), to their affiliated investment advisors, transfer agents, and others as further described in each fund prospectus or other published documents. These fees are deducted prior to allocation of the Plan's investment earnings activity and thus are not separately identifiable as an expense.

### ***Payment of Benefits***

Benefit payments to participants are recorded when paid.

### ***Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

### ***Administrative Expenses***

Administrative costs, such as legal, accounting, actuarial, and trustee fees, as well as the Pension Benefit Guaranty Corporation ("PBGC") premium, are paid by the Plan.

### ***Reclassification***

Certain items in the 2013 financial statements have been reclassified to conform with the presentation of the 2014 financial statements.

(continued)

## HARSCO EMPLOYEES PENSION PLAN

### NOTES TO FINANCIAL STATEMENTS

#### 3. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on employees' compensation for the five consecutive years of highest earnings out of the last ten calendar years. The accumulated plan benefits for active employees at active locations are based on their service rendered and history of compensation as of December 31, 2013. The accumulated plan benefits for active employees at frozen locations are based on their credited service and history of compensation at the time the plan was frozen.

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary as of January 1, 2014 and 2013, and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuation and the determination of the present value of accumulated plan benefits as of January 1, 2014 and 2013, are as follows:

|                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|-----------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Discount rate * | 7.00% compounded annually for 2014 and 2013.                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Mortality basis | For 2014: Separate rates for non-annuitants based on RP2014 "Employee" table (male and female) without collar adjustment, with Scale MP2014 generational improvement projection; and annuitants based on RP2014 "Healthy Annuitants" table (male and female) without collar adjustment, with MP2014 generational improvement projection.<br><br>For 2013: RP2000 Combined Healthy Generational Mortality, sex distinct with no collar adjustment, projected with scale AA. |
| Retirement      | 30% at age 62 increasing to 100% at age 67 for 2014 and 2013.                                                                                                                                                                                                                                                                                                                                                                                                              |

\* Net of 0.25% for assumed expenses

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

(continued)

# HARSCO EMPLOYEES PENSION PLAN

## NOTES TO FINANCIAL STATEMENTS

The actuarial present value of accumulated plan benefits is as follows as of January 1, 2014 and 2013, (in thousands):

|                                                            | 2014              | 2013              |
|------------------------------------------------------------|-------------------|-------------------|
| Vested benefits                                            |                   |                   |
| Participants currently receiving payments                  | \$ 101,095        | \$ 93,469         |
| Other participants                                         | 96,737            | 98,835            |
|                                                            | 197,832           | 192,304           |
| Nonvested benefits                                         | 601               | 878               |
| Total actuarial present value of accumulated plan benefits | <u>\$ 198,433</u> | <u>\$ 193,182</u> |

The changes in the actuarial present value of accumulated plan benefits for the years ended January 1, 2014 and 2013, are presented below (in thousands):

|                                                                           | 2014              | 2013              |
|---------------------------------------------------------------------------|-------------------|-------------------|
| Actuarial present value of accumulated plan benefits at beginning of year | \$ 193,182        | \$ 187,333        |
| Increase attributable to                                                  |                   |                   |
| Benefits accumulated                                                      | 87                | 118               |
| Interest due to the decrease in the discount period                       | 13,073            | 13,014            |
| Benefits paid                                                             | (13,245)          | (16,181)          |
| Actuarial (gains) losses                                                  | (2,414)           | 3,228             |
| Assumption changes                                                        | 7,750             | 5,670             |
| Net increase                                                              | 5,251             | 5,849             |
| Actuarial present value of accumulated plan benefits at end of year       | <u>\$ 198,433</u> | <u>\$ 193,182</u> |

The increase in actuarial present value of accumulated plan benefits from changes in actuarial assumptions is a result of changing the mortality table used to determine the life expectancy of participants.

The computations of the actuarial present value of accumulated plan benefits were made as of January 1, 2014 and 2013. Had the valuations been performed as of December 31, there would be no material differences.

(continued)

## **HARSCO EMPLOYEES PENSION PLAN**

### **NOTES TO FINANCIAL STATEMENTS**

#### **4. PLAN TERMINATION**

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, the net assets of the Plan will be allocated in accordance with the Plan document and as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated.

- a) Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under plan provisions in effect at any time during the five years preceding plan termination.
- b) Other vested benefits insured by the Pension Benefit Guaranty Corporation (“PBGC”) (a U.S. government agency) up to the applicable limitations (discussed subsequently).
- c) All other vested benefits (that is, vested benefits not insured by PBGC).
- d) All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor’s pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan’s termination. However, there is a ceiling, which is adjusted periodically, on the amount of monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan’s net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Company and the level of benefits guaranteed by the PBGC.

#### **5. PLAN INTEREST IN THE HARSCO PENSION AND PROFIT SHARING COLLECTIVE INVESTMENT FUND (UNAUDITED)**

The Plan invests primarily in the Harsco Pension and Profit Sharing Collective Investment Fund (CIF). The CIF is a unitized pool. Each participant holds units of the pool that represent their pro-rata share of the underlying investments. On a monthly basis, the investment pool is valued and a new pool net asset value (NAV) is calculated to represent this value. All income allocations are processed on a per unit basis.

All income, realized and unrealized gains/losses, are included in/rolled into the monthly NAV.

(continued)

# HARSCO EMPLOYEES PENSION PLAN

## NOTES TO FINANCIAL STATEMENTS

The following investment information disclosed in the accompanying financial statements and supplemental schedules was obtained or derived from information that has been prepared and certified to as complete and accurate by Manufacturers and Traders Trust Company ("M&T"), the trustee of the Plan, and has not been audited by independent auditors.

The fair value of the net assets held by the CIF and the Plan's allocable portion as of December 31 are summarized as follows (dollars in thousands):

|                                                   | <u>2014</u>       | <u>2013</u>       |
|---------------------------------------------------|-------------------|-------------------|
| Assets                                            |                   |                   |
| Investments in securities at fair value           |                   |                   |
| Bonds, debentures and notes                       |                   |                   |
| U.S. Treasury notes and collateralized securities | \$ 18,687         | \$ 18,741         |
| Corporate bonds, notes and convertible debentures | 11,196            | 8,250             |
| Common stocks *                                   | 44,027            | 48,869            |
| Mutual funds - equity                             | 111,459           | 116,790           |
| Mutual funds - bonds                              | 40,568            | 33,326            |
| Cash and money market accounts                    | <u>4,644</u>      | <u>3,038</u>      |
|                                                   | 230,581           | 229,014           |
| Accrued interest and dividends receivable         | 260               | 214               |
| Due from broker for securities sold               | <u>9</u>          | <u>1,375</u>      |
| Total assets                                      | <u>230,850</u>    | <u>230,603</u>    |
| Liabilities                                       |                   |                   |
| Due to broker for securities purchased            | 2                 | 1                 |
| Income due participants                           | 1,270             | 978               |
| Accrued administrative expenses                   | <u>92</u>         | <u>116</u>        |
| Total liabilities                                 | <u>1,364</u>      | <u>1,095</u>      |
| Net assets                                        | <u>\$ 229,486</u> | <u>\$ 229,508</u> |
| Plan's allocable portion                          | <u>90.52%</u>     | <u>90.68%</u>     |

\* Includes approximately \$8,501 and \$12,614 of Harsco Corporation common stock, which represents approximately 3.70% and 5.53% of net assets for 2014 and 2013, respectively.

(continued)

# HARSCO EMPLOYEES PENSION PLAN

## NOTES TO FINANCIAL STATEMENTS

The following table presents the investments that represent 5% or more of the CIF's net assets as of December 31 (in thousands):

|                                                          | 2014      | 2013      |
|----------------------------------------------------------|-----------|-----------|
| Harsco Corporation common stock*                         | \$ 8,501  | \$ 12,614 |
| Pier Capital Commingled Small Cap Growth Fund*           | \$ 10,353 | \$ 12,353 |
| Vanguard Fixed Income Short-Term Investment Grade Fund** | \$ 11,936 | \$ -      |
| IR&M Long Government/Credit Fund LLC**                   | \$ 28,632 | \$ -      |
| JP Morgan Large Cap Growth Fund                          | \$ 13,321 | \$ 13,186 |
| Winslow Large Cap Growth Fund                            | \$ 13,131 | \$ 13,079 |
| Artisan International Investor Fund                      | \$ 13,157 | \$ 14,048 |
| Dodge and Cox International Stock Fund                   | \$ 12,936 | \$ 14,038 |

\* Represents 5% or more at December 31, 2013, only.

\*\* Represents 5% or more at December 31, 2014, only.

The CIF's investment income (including gains and losses on investments bought and sold, as well as held during the year) for each significant class of investments consists of the following for the years ended December 31 (in thousands):

|                                                                                      | 2014      | 2013       |
|--------------------------------------------------------------------------------------|-----------|------------|
| Investment income                                                                    |           |            |
| Net realized and unrealized appreciation (depreciation) in fair value of investments |           |            |
| U.S. Treasury notes and collateralized securities                                    | \$ 1,286  | \$ (3,028) |
| Corporate bonds, notes and convertible debentures                                    | 1,073     | (968)      |
| Common stocks                                                                        | (1,398)   | 12,679     |
| Mutual funds - equity                                                                | 3,711     | 23,670     |
| Mutual funds - bonds                                                                 | 4,838     | (4,459)    |
|                                                                                      | 9,510     | 27,894     |
| Interest                                                                             | 2,823     | 1,024      |
| Dividends                                                                            | 3,680     | 3,507      |
|                                                                                      | 6,503     | 4,531      |
| Less investment advisory fees                                                        | (540)     | (612)      |
| Net investment income                                                                | \$ 15,473 | \$ 31,813  |

(continued)

## HARSCO EMPLOYEES PENSION PLAN

### NOTES TO FINANCIAL STATEMENTS

Net appreciation (depreciation) includes the gains and losses on investments bought and sold as well as held during the year.

Financial instruments, which potentially subject the CIF to a concentration of credit risk, consist principally of investments. The CIF limits this risk by diversifying the CIF's investment portfolio. The degree and concentration of credit risk varies depending upon the type and diversity of investments within the portfolio.

The following are the changes in net assets for the CIF for the years ended December 31 (in thousands):

|                                   | 2014              | 2013              |
|-----------------------------------|-------------------|-------------------|
| Net investment income             | \$ 15,473         | \$ 31,813         |
| Net transfers                     | (15,495)          | (16,442)          |
| Increase (decrease) in net assets | (22)              | 15,371            |
| Net assets, beginning of year     | 229,508           | 214,137           |
| Net assets, end of year           | <u>\$ 229,486</u> | <u>\$ 229,508</u> |

## 6. FAIR VALUE MEASUREMENTS

The Plan measures its investments at fair value on a recurring basis in accordance with accounting principles generally accepted in the United States of America. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The framework that the authoritative guidance establishes for measuring fair value includes a hierarchy used to classify the inputs used in measuring fair value. The hierarchy prioritizes the inputs used in determining valuations into three levels. The level in the fair value hierarchy within which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement. The levels of the fair value hierarchy are as follows:

Level 1 – Fair value is based on unadjusted quoted prices in active markets that are accessible to the Plan for identical assets. These generally provide the most reliable evidence and are used to measure fair value whenever available.

Level 2 – Fair value is based on significant inputs, other than Level 1 inputs, that are observable either directly or indirectly for substantially the full term of the asset through corroboration with observable market data. Level 2 inputs include quoted market prices in active markets for similar assets or liabilities, quoted market prices in inactive markets for identical or similar assets, and other observable inputs.

Level 3 – Fair value would be based on significant unobservable inputs. Examples of valuation methodologies that would result in Level 3 classification include option pricing models, discounted cash flows, and similar techniques.

(continued)

# HARSCO EMPLOYEES PENSION PLAN

## NOTES TO FINANCIAL STATEMENTS

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31 (in thousands):

|                       | 2014                          |                 |             |             |
|-----------------------|-------------------------------|-----------------|-------------|-------------|
|                       | Fair Value Measurements Using |                 |             |             |
|                       | Fair Value                    | Level 1         | Level 2     | Level 3     |
| M&T money market fund | <u>\$ 2,310</u>               | <u>\$ 2,310</u> | <u>\$ -</u> | <u>\$ -</u> |
|                       |                               |                 |             |             |
|                       | 2013                          |                 |             |             |
|                       | Fair Value Measurements Using |                 |             |             |
|                       | Fair Value                    | Level 1         | Level 2     | Level 3     |
| M&T money market fund | <u>\$ 2,787</u>               | <u>\$ 2,787</u> | <u>\$ -</u> | <u>\$ -</u> |

The M&T money market fund is stated at cost, which approximates fair value.

### ***Fair Value Measurements for the CIF***

The following tables set forth by level, within the fair value hierarchy, CIF investments at fair value as of December 31 (in thousands):

| Assets at Fair Value as of December 31, 2014 |                |               |               |          |
|----------------------------------------------|----------------|---------------|---------------|----------|
|                                              | Fair Value     | Level 1       | Level 2       | Level 3  |
| Mutual funds                                 |                |               |               |          |
| Index funds                                  | \$ 20,847      | \$ -          | \$ 20,847     | \$ -     |
| Balance funds                                | 21,700         | 21,700        | -             | -        |
| Growth funds                                 | 68,912         | 55,781        | 13,131        | -        |
| Fixed income funds                           | 40,568         | 11,936        | 28,632        | -        |
| Total mutual funds                           | <u>152,027</u> | <u>89,417</u> | <u>62,610</u> | <u>-</u> |
| Common stocks                                |                |               |               |          |
| Materials                                    | 1,002          | 1,002         | -             | -        |
| Industrials                                  | 13,095         | 13,095        | -             | -        |
| Telecommunications                           | 525            | 525           | -             | -        |
| Consumer discretionary                       | 4,284          | 4,284         | -             | -        |
| Consumer staples                             | 1,810          | 1,810         | -             | -        |
| Energy                                       | 3,342          | 3,342         | -             | -        |
| Financial                                    | 9,810          | 9,810         | -             | -        |
| Healthcare                                   | 4,152          | 4,152         | -             | -        |
| Information technology                       | 5,137          | 5,137         | -             | -        |
| Utilities                                    | 870            | 870           | -             | -        |

(continued)

# HARSCO EMPLOYEES PENSION PLAN

## NOTES TO FINANCIAL STATEMENTS

| Assets at Fair Value as of December 31, 2014      |                  |                  |                  |             |
|---------------------------------------------------|------------------|------------------|------------------|-------------|
|                                                   | Fair Value       | Level 1          | Level 2          | Level 3     |
| Total common stocks                               | 44,027           | 44,027           | -                | -           |
| Corporate bonds, notes and convertible debentures | 11,196           | 11,196           | -                | -           |
| U.S. Treasury notes and collateralized securities | 18,687           | -                | 18,687           | -           |
| Money market funds                                | 4,644            | 4,644            | -                | -           |
| Total investments at fair value                   | <u>\$230,581</u> | <u>\$149,284</u> | <u>\$ 81,297</u> | <u>\$ -</u> |
| Assets at Fair Value as of December 31, 2013      |                  |                  |                  |             |
|                                                   | Fair Value       | Level 1          | Level 2          | Level 3     |
| Mutual funds                                      |                  |                  |                  |             |
| Index funds                                       | \$ 22,524        | \$ -             | \$ 22,524        | \$ -        |
| Balance funds                                     | 22,508           | 22,508           | -                | -           |
| Growth funds                                      | 71,758           | 58,679           | 13,079           | -           |
| Fixed income funds                                | 33,326           | 33,326           | -                | -           |
| Total mutual funds                                | <u>150,116</u>   | <u>114,513</u>   | <u>35,603</u>    | <u>-</u>    |
| Common stocks                                     |                  |                  |                  |             |
| Materials                                         | 892              | 892              | -                | -           |
| Industrials                                       | 17,920           | 17,920           | -                | -           |
| Consumer discretionary                            | 4,728            | 4,728            | -                | -           |
| Consumer staples                                  | 1,884            | 1,884            | -                | -           |
| Energy                                            | 4,472            | 4,472            | -                | -           |
| Financial                                         | 9,350            | 9,350            | -                | -           |
| Healthcare                                        | 4,804            | 4,804            | -                | -           |
| Information technology                            | 4,141            | 4,141            | -                | -           |
| Utilities                                         | 678              | 678              | -                | -           |
| Total common stocks                               | <u>48,869</u>    | <u>48,869</u>    | <u>-</u>         | <u>-</u>    |
| Corporate bonds, notes and convertible debentures | 8,250            | 8,250            | -                | -           |
| U.S. Treasury notes and collateralized securities | 18,741           | -                | 18,741           | -           |
| Money market funds                                | 3,038            | 3,038            | -                | -           |
| Total investments at fair value                   | <u>\$229,014</u> | <u>\$174,670</u> | <u>\$ 54,344</u> | <u>\$ -</u> |

(continued)

# **HARSCO EMPLOYEES PENSION PLAN**

## **NOTES TO FINANCIAL STATEMENTS**

Following is a description of the valuation methodologies used for CIF investments measured at fair value.

### ***Level 1 Fair Value Measurements***

Investments in interest-bearing cash are stated at cost, which approximates fair value. The fair values of money market accounts and certain mutual funds are based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stocks and corporate bonds, notes, and convertible debentures are valued at the closing price reported in the active market on which the individual securities are traded.

### ***Level 2 Fair Value Measurements***

The fair values of investments in mutual funds for which quoted net asset values in an active market are not available are valued by the investment advisor based on the current market values of the underlying assets of the mutual fund based on information reported by the investment consistent with audited financial statements of the mutual fund. Further information concerning these mutual funds may be obtained from their separate audited financial statements. Investments in U.S. Treasury notes and collateralized securities are valued based on yields currently available on comparable securities of issuers with similar credit ratings.

Plan assets are allocated among various categories of equities, fixed income, cash and cash equivalents with professional investment managers whose performance is actively monitored. The primary investment objective is long-term growth of assets in order to meet present and future benefit obligations. The Company periodically conducts an asset/liability modeling study and accordingly adjusts investments among and within asset categories to ensure the long-term investment strategy is aligned with the profile of benefit obligations.

There are no redemption restrictions or unfunded commitments on units of the CIF.

For both Plan and CIF investments, there have been no significant changes in the methodologies used during the years ended December 31, 2014 and 2013.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan's management believes the valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain investments could result in a different fair value measurement at the reporting date.

(continued)

## HARSCO EMPLOYEES PENSION PLAN

### NOTES TO FINANCIAL STATEMENTS

#### 7. INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED)

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA for 2014 and 2013. Accordingly, M&T, the trustee of the Plan, has certified to the completeness and accuracy of all investments reported in the accompanying Statement of Net Assets Available for Benefits as of December 31, 2014 and 2013, the supplemental Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2014, the related investment activity reported in the Statement of Changes in Net Assets Available for Benefits for the years ended December 31, 2014 and 2013, and the supplemental Schedule H, Line 4(j) - Schedule of Reportable Transactions for the year ended December 31, 2014.

Investments that represent five percent or more of the Plan's net assets available for benefits consist of the following as of December 31 (in thousands):

|                          | 2014              | 2013              |
|--------------------------|-------------------|-------------------|
| Plan interest in the CIF | <u>\$ 207,728</u> | <u>\$ 208,111</u> |

#### 8. TAX STATUS

The Plan obtained its latest determination letter dated January 31, 2013, in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable regulations of the IRC and believes that the Plan is qualified and the related trust is tax-exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2014, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

(continued)

## **HARSCO EMPLOYEES PENSION PLAN**

### **NOTES TO FINANCIAL STATEMENTS**

#### **9. RELATED PARTY TRANSACTIONS**

The Plan's investments are managed by M&T Investment Group, an affiliate of M&T. The Plan invests in certain funds (directly and within the CIF) owned by M&T. M&T is the trustee as defined by the Plan, and therefore, transactions in these funds qualify as party-in-interest transactions. Fees paid by the Plan for the trustee fees amounted to \$198,116 and \$196,218 for the years ended December 31, 2014 and 2013, respectively. CIF transactions in Harsco Corporation common stock also qualify as party-in-interest transactions. There were no purchases or sales of Harsco Corporation common stock in the CIF during 2014 and 2013. All other transactions which may be considered parties-in-interest transactions relate to normal plan management and administrative services, and the related payment of fees.

Certain administrative functions of the Plan are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

#### **10. RISKS AND UNCERTAINTIES**

Investments of the Plan are exposed to various risks, such as interest rate, market, and credit risk. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in values of investment securities will occur in the near term and that such changes could materially affect amounts reported in the Statement of Net Assets Available for Benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee compensation and demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

## **SUPPLEMENTARY INFORMATION**

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

Name of Plan: Harsco Employees Pension Plan

Employer Identification Number: 23-1483991

Three-digit Plan Number: 219

December 31, 2014

| <u>(a)</u> | <u>(b)</u><br><u>Identity of issue</u>                                         | <u>(c)</u><br><u>Description of Investment</u> | <u>(d)</u><br><u>Cost</u> | <u>(e)</u><br><u>Current Value</u> |
|------------|--------------------------------------------------------------------------------|------------------------------------------------|---------------------------|------------------------------------|
| *          | M&T Bank                                                                       | Wilmington Prime Money Market CL Select        | \$ 2,309,807              | \$ 2,309,807                       |
| *          | Plan interest in Harsco Pension & Profit Sharing<br>collective investment fund | Collective Investment Fund                     | \$ 60,404,203             | \$ 207,728,475                     |

\* Represents party-in-interest.

Schedule H, Line 4(j) - Schedule of Reportable Transactions

Name of Plan: Harsco Employees Pension Plan

Employer Identification Number: 23-1483991

Three-digit Plan Number: 219

Year Ended December 31, 2014

| Identity of<br>Party Involved<br>(a)  | Description of<br>Asset (b) | Number of<br>Transactions | Purchase<br>Price (c) | Selling<br>Price (d) | Lease<br>Rental (e) | Expense<br>Incurred with<br>Transactions<br>(f) | Cost of<br>Asset (g) | Current<br>Value of<br>Asset on<br>Transaction<br>Date (h) | Net Gain<br>(Loss) (i) |
|---------------------------------------|-----------------------------|---------------------------|-----------------------|----------------------|---------------------|-------------------------------------------------|----------------------|------------------------------------------------------------|------------------------|
| Category (iii) Series of Transactions |                             |                           |                       |                      |                     |                                                 |                      |                                                            |                        |
| * M&T Bank                            | Wilmington Prime            |                           |                       |                      |                     |                                                 |                      |                                                            |                        |
|                                       | Money Market                | 91                        | 23,890,383            | -                    | -                   | -                                               | 23,890,383           | 23,890,383                                                 | -                      |
|                                       | Fund                        | 85                        | -                     | 24,368,132           | -                   | -                                               | 24,368,132           | 24,368,132                                                 | -                      |
| * M&T Bank                            | Harsco Pension &            |                           |                       |                      |                     |                                                 |                      |                                                            |                        |
|                                       | Profit Sharing Collective   | 2                         | 4,966,510             | -                    | -                   | -                                               | 4,966,510            | 4,966,510                                                  | -                      |
|                                       | Investment Fund             | 10                        | -                     | 13,374,581           | -                   | -                                               | 13,260,271           | 13,374,581                                                 | 114,310                |

\*Represents party-in-interest

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# Summary of plan provisions

## Plan Provisions

### Covered Employees

#### HEPP Core

Employees covered by the primary plan, including:

Capitol Manufacturing and Taylor Wharton Gas Equipment units of the Company's Gas & Fluid Control Group Division

Patent Construction Systems Patterson-Kelley units of the Company's Infrastructure Group Division

Heckett MultiServ West unit of the Company's Mill Service Group Division

Locations: Fremont, Ohio, Bloomfield, Iowa, Jessup, Georgia, and West Jordan, Utah of the American Welding and Tank Unit of the Company's Gas & Fluid Control Group Division

SCI unit of the Company's Gas & Fluid Control Group Division

Locations: Fairmont (Minnesota), Tamper (South Carolina), Ludington, Michigan of the Harsco Track and Technologies unit of the Infrastructure Group Division

#### Appendix A

Employees covered under Appendix A of the plan, including:

Bowen-McLaughlin-York Co. Salaried Employees (BMY)

Broderick Co. Salaried Employees

Harrisburg Steel Co. Salaried Employees

Heckett Engineering Co. Salaried and Hourly Employees

Clerical and Supervisory Co. Salaried Employees

Patent Scaffolding Co. Salaried Employees

Quaker AlloyCasting Co. Salaried Employees

Taylor-Wharton Co. Salaried Employees

#### Appendix B (SCI)

Employees covered under Appendix B of the plan including:

Salaried employees of the SCI Division of the Taylor Wharton Gas Equipment group

Hourly employees of the SCI Division of the Taylor Wharton Gas Equipment group

#### Appendix C (Sherwood)

Employees covered under Appendix C of the plan, specifically the Sherwood Division of Harsco Corporation

|                               |                                                                                                                                                                                                                                                                     |
|-------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Appendix D (Tamper)           | Employees covered under Appendix D of the plan including:<br>HTT- Harsco Track and Technologies<br>Fairmont Tamper Division of Harsco Corporation<br>Hourly and salaried Ludington, Michigan employees                                                              |
| Appendix E (Harrisburg Steel) | Employees covered under Appendix E of the plan, specifically hourly employees covered under the Harrisburg Steel Hourly Employees Pension Plan who became salaried employees on or before April 20, 1992                                                            |
| Appendix F (Fairmont)         | Employees covered under Appendix F of the plan, specifically hourly paid employees covered by a collectively bargained agreement between the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America UAW and its Local 1016 |
| Appendix G (Heckett)          | Employees covered under Appendix G of the plan, specifically hourly employees of Heckett Multiserv covered by any Labor Agreement referenced in the plan document                                                                                                   |
| Appendix H (Reed)             | Employees covered under Appendix H of the plan, specifically employees of the Reed Minerals division                                                                                                                                                                |
| Appendix I (HTT UAW)          | Employees covered under Appendix I of the plan, specifically hourly paid employees covered by a collective bargaining agreement between the International Union United Automobile, Aerospace and Agricultural Implement Workers of America UAW and its Local 811    |
| Appendix J (Capitol)          | Employees covered under Appendix J of the plan, specifically members of the International Association of Machinist and Aerospace Workers AFL-CIO Local 2306                                                                                                         |
| Appendix K (Harsco Hourly)    | Employees covered under Appendix K of the plan including hourly employees of Patent Construction and closed divisions referenced in the plan document.                                                                                                              |

## Definitions

### Vesting service

|                                                                                   |                                                                                                                                |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|
| HEPP Core, App. A,<br>E (Harrisburg Steel),<br>G (Heckett)                        | Years and completed months from the later of date of hire or the January 1 in the year in which the participant attains age 18 |
| Appendix B (SCI),<br>C (Sherwood),<br>D (Tamper),<br>F (Fairmont),<br>I (HTT UAW) | One year of service for 1,000 hours in a plan year, commencing at the participant's employment date                            |

|                                            |                                                                                                                                                                                                                                                             |
|--------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Appendix H (Reed)                          | Prior to September 28, 1978, complete years as credited under the former pension plan.<br><br>Beginning September 28, 1978, one year of service for 1,000 hours in a plan year, including the short plan year from September 28, 1978 to December 31, 1978. |
| Appendix J (Capitol),<br>K (Harsco Hourly) | One year of service for 1,000 hours in a plan year, beginning at the later of date of hire or age 18                                                                                                                                                        |

**Benefit service**

|                                                 |                                                                                                                                                                                                                                                                                                                                                                                            |
|-------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| HEPP Core, App. A/ App. E<br>(Harrisburg Steel) | Continuous Service in years and completed months from date of hire, including the month of termination if termination occurs after the first day of the month. Accrual service is limited to 40 years. Benefit service is frozen as of December 31, 2003.                                                                                                                                  |
| Appendix B (SCI)                                | One year of service for 1,000 hours in a plan year, commencing at the participant's employment date. If less than 1,000 hours are worked, 1/12 <sup>th</sup> of a year for each 84 period of service during the year. Benefit service is limited to 35 years. Benefit service for salaried employees is frozen as of December 31, 2003.                                                    |
| Appendix C (Sherwood)                           | One year of service for 1,800 hours in a plan year, commencing at the participant's employment date. Accrual service is limited to 35 years. Benefit service for salaried employees is frozen at December 31, 2003. Benefit service for hourly employees is frozen at December 31, 2001.                                                                                                   |
| Appendix D (Tamper)                             | Continuous Service in years and completed months from date of hire, including the month of termination if termination occurs after the first day of the month. Benefit service for salaried employees is frozen as of December 31, 2003. Benefit service for hourly employees is frozen as of December 31, 2006.                                                                           |
| Appendix F (Fairmont)                           | Actual hours worked during a plan year divided by 1,700, rounded to the nearest tenth, subject to a maximum of 1. Benefit service for salaried employees is frozen as of December 31, 2006.                                                                                                                                                                                                |
| Appendix G (Heckett)                            | Elapsed time from the later of date of hire or the date in which the participant attains age 20½ with 6 months of service.                                                                                                                                                                                                                                                                 |
| Appendix H (Reed)                               | Prior to September 28, 1978, complete years as credited under the former pension plan. For the short plan year from September 28, 1978 to December 31, 1978, ¼ of a year of service is granted if the participant worked at least 250 hours.<br><br>Beginning January 1, 1979, one year of service for 1,000 hours in a plan year. See table for benefit service freeze dates by location. |
| Appendix I (HTT UAW)                            | One year of service for 1,800 hours in a plan year, or a fraction of a year for fewer than 1,800 hours, commencing at the participant's employment date. Benefit service is frozen at December 31, 2007.                                                                                                                                                                                   |
| Appendix J (Capitol)                            | One year of service for 1,000 hours in a plan year, beginning at the later of date of hire or age 20½.                                                                                                                                                                                                                                                                                     |

Appendix K (Harsco Hourly) One year of service for 1,000 hours in a plan year, commencing at participation. Benefit service is frozen at December 31, 2009.

### Compensation

|                                            |                                                                                                                                                                                                                                                                                                                                         |
|--------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| HEPP Core, App. A,<br>E (Harrisburg Steel) | Base salary, including commissions, tips, overtime, premium pay and non-Discretionary Incentive Compensation (incentive pay included is 100% prior to 12/31/2002 and 50% post 12/31/2002), excluding severance and value of stock options. Compensation after December 31, 2008 will not be considered in calculating pension benefits. |
| Appendix B (SCI)                           | Base salary, including commissions, tips, overtime, premium pay and non-Discretionary Incentive Compensation (incentive pay included is 100% prior to 12/31/2002 and 50% post 12/31/2002), excluding severance and value of stock options.                                                                                              |
| Appendix C (Sherwood)                      | Base salary, excluding commissions, tips, overtime, premium pay and non-Discretionary Incentive Compensation, severance and value of stock options.                                                                                                                                                                                     |
| Appendix D (Tamper)                        | Base salary, including leadman and dual operator premiums and gain sharing payments, excluding overtime, shift premiums, and bonuses.                                                                                                                                                                                                   |
| Appendix H (Reed)                          | Fixed rate of monthly pay as of January 1, excluding commissions, overtime, and bonuses. See table for compensation freeze dates by location.                                                                                                                                                                                           |

### Average compensation

|                       |                                                                                                                                                                                                                                                                                                                      |
|-----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| HEPP Core/Appendix A  | Highest 60 full consecutive months in the final 120 (or fewer) full consecutive months of employment. If the employee has completed less than 60 months of service then the average compensation for all completed calendar months. Average compensation is frozen effective December 31, 2008.                      |
| Appendix C (Sherwood) | Highest 60 full consecutive months in the final 120 (or fewer) full consecutive months of employment. If the employee has completed less than 60 months of service then the average compensation for all completed calendar months. Average compensation for hourly employees is frozen effective December 31, 2001. |
| Appendix H (Reed)     | Average of compensation during the last 5 consecutive calendar years. See table for average compensation freeze dates by location.                                                                                                                                                                                   |

### Eligibility for Benefits

|                      |                                                                                                                                                                                                                         |
|----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| HEPP Core/Appendix A | Covered employees who have attained age 20½ and completed 1,000 hours of service during 12 consecutive months become participants on the following January 1. Employees hired after December 31, 2003 are not eligible. |
|----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                               |                                                                                                                                                                                                                                                                                                                                                                      |
|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Appendix B (SCI)              | Covered employees who have completed 1,000 hours of service during 12 consecutive months become participants on the following January 1. Salaried employees hired after December 31, 2003 are not eligible.                                                                                                                                                          |
| Appendix C (Sherwood)         | Covered employees who have completed 1,000 hours of service during 12 consecutive months become participants on the following January 1. Hourly employees hired after December 31, 2001 and salaried employees hired after December 31, 2003 are not eligible.                                                                                                       |
| Appendix D (Tamper)           | Covered employees who have completed 1,000 hours of service during 12 consecutive months become participants on the first day of the following month. Salaried employees hired after December 31, 2003 and hourly employees hired after December 31, 2006 are not eligible.                                                                                          |
| Appendix E (Harrisburg Steel) | Group now closed to new participants on April 20, 1992                                                                                                                                                                                                                                                                                                               |
| Appendix F (Fairmont)         | Covered employees become participants on their date of hire. Employees hired after December 31, 2006 are not eligible.                                                                                                                                                                                                                                               |
| Appendix G (Heckett)          | Employees in a bargaining unit covered by any Labor Agreement described in the plan document who have attained age 20½ and completed 6 months of credited service during 12 consecutive months.                                                                                                                                                                      |
| Appendix H (Reed)             | Covered employees who have attained age 20½ and completed 1,000 hours of service during 12 consecutive months become participants on the following January 1. See table for eligibility freeze dates by group.                                                                                                                                                       |
| Appendix I (HTT UAW)          | Hourly-paid employees covered by a collective bargaining agreement between the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (UAW) and its Local No. 811. Such employees become participants in the plan on the first of the month following employment. Employees hired after December 31, 2007 are not eligible. |
| Appendix J (Capitol)          | Employees in a bargaining unit covered by any Labor Agreement which incorporates this plan by reference, who have attained age 20½ and completed 1,000 hours of service during 12 consecutive months. No actives are currently covered under this plan.                                                                                                              |
| Appendix K (Harsco Hourly)    | Hourly-paid employees of Patent Construction who have attained age 20½ and completed 1,000 hours of service during 12 consecutive calendar months become participants on the following January 1. Other divisions are frozen and have no active participants. Employees hired after December 31, 2009 are not eligible.                                              |

## Benefits Paid Upon the Following Events

### Monthly pension benefit

#### HEPP Core

Benefit is (i) + (ii) where:

- (i) 1.2% times average compensation times benefit service (to a maximum of 33 years)
- (ii) 1.5% times (i), times benefit service in excess of 33 years, but not over 40

The amount above cannot be less than the minimum benefit determined at December 31, 2002 of (i) + (ii) where:

- (i) 1.3% times average compensation times benefit service (to a maximum of 33 years)
- (ii) 1.5% times (i), times benefit service in excess of 33 years, but not over 40

#### Appendix A

Same as main group, subject to the minimum benefits below:

##### Minimum for Quaker Alloy Casting Co. Plan

(1.25% up \$4,200 of average compensation + 1% of the excess over \$4,200) x years of continuous service (max 33)

If the employee was a participant prior to January 1, 1976, the minimum benefit at that date is:

30% of average compensation

For this purpose, average compensation is the average of 5 highest years from January 1, 1966 to January 1, 1976 with a \$25,000 maximum salary recognized each year.

##### Minimum for Bowen-McLaughlin-York Co. Plan

If an employee was a participant on December 1, 1967, had 15 years of continuous service at that date, and retires on or after normal retirement, the applicable minimum benefit is:

10% of average compensation up to \$4,800 + 30% in excess of \$4,800.

For this purpose, average compensation is the average of 5 highest years from December 1, 1957 to December 1, 1967 with a \$25,000 maximum salary recognized each year.

#### Appendix B (SCI)

Career pay benefit, with a maximum of 35 years credited. The benefit is determined as the sum of (a) and (b) below:

##### (a) Prior to 1/1/1989

0.75% of plan year compensation +1.4% of plan year compensation in excess of the Social Security wage base

##### (b) Post 1/1/1989

1.0% of plan year compensation up to the Social Security wage base +1.4% of plan year comp. in excess of Social Security wage base

If the participant retires on or after his normal retirement date, but prior to his Social Security normal retirement date, the 1.4% above is changed to 1.39% or 1.36% for participants with a Social Security normal retirement age of 66 or 67, respectively.

|                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                               | <p>Accruals are frozen effective December 31, 2003 for salaried participants.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Appendix C (Sherwood)         | <p>0.6% up to \$6,600 of average compensation times benefit service, maximum 35 years</p> <p>+ 0.9% of average compensation in excess of \$6,600 times benefit service, maximum 35 years</p> <p>Pay and service accruals are frozen effective December 31, 2001 for hourly participants. Service accruals are frozen effective December 31, 2003 for salaried participants.</p>                                                                                                                                                                         |
| Appendix D (Tamper)           | <p>Career pay benefit of 1.25% of compensation up to \$23,100 for 1992 and \$39,600 for all years thereafter</p> <p>Accruals begin in 2001 for former Pandrol Jackson employees based upon 1.25% of compensation up to \$39,600.</p> <p>Accruals are frozen effective December 31, 2003 for salaried participants. Accruals are frozen effective December 31, 2006 for hourly participants.</p>                                                                                                                                                         |
| Appendix E (Harrisburg Steel) | <p>Total benefit from the main plan or offset total benefit with Actuarial Equivalent Harrisburg Steel benefit.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Appendix F (Fairmont)         | <p>Monthly benefit unit times benefit service maximum 40 years. See table of monthly benefit amounts. Accruals are frozen effective December 31, 2006.</p>                                                                                                                                                                                                                                                                                                                                                                                              |
| Appendix G (Heckett)          | <p>Monthly benefit unit times benefit service. See table of monthly benefit amounts.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Appendix H (Reed)             | <p>See exhibit for listing of accrual freeze dates by location.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Social Security benefit       | <p>The projected amount of the participant's Social Security benefit at age 65 assuming level earnings and a level wage base after termination. For the purpose of determining the Social Security benefit, the salary in the year prior to normal retirement is assumed to be the greater of that year's compensation or average compensation. For all other prior years, the actual earnings history will be used, where available. To the extent that prior earnings are unavailable, a 6% salary scale is used to generate historical earnings.</p> |
| Accrued pension adjustment    | <p>Determined as (a) divided by (b), not greater than 1 where:</p> <p>(a) Benefit service at date of termination in complete months</p> <p>(b) Benefit service projected to normal retirement date in complete months</p>                                                                                                                                                                                                                                                                                                                               |
| Short service percentage      | <p>Determined as (a) divided by (b), not greater than 1 where:</p> <p>(a) Benefit service projected to normal retirement date in complete months</p> <p>(b) 240</p>                                                                                                                                                                                                                                                                                                                                                                                     |

|                            |                                                                                                                                                     |
|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|
| Monthly pension benefit    | Determined as (a) times (b) times (c) where:                                                                                                        |
|                            | (a) 50% of average compensation minus 66.67% of Social Security benefit                                                                             |
|                            | (b) Accrued pension adjustment                                                                                                                      |
|                            | (c) Short service percentage                                                                                                                        |
| Appendix I (HTT UAW)       | Monthly benefit unit times benefit service. See table of monthly benefit amounts. Accruals are frozen effective December 31, 2007.                  |
| Appendix J (Capitol)       | Monthly benefit unit times benefit service. See table of monthly benefit amounts.                                                                   |
| Appendix K (Harsco Hourly) | Monthly benefit unit times benefit service maximum 40 years. See table of monthly benefit amounts. Accruals are frozen effective December 31, 2009. |

| Benefit                                          | Age | Vesting Service | Benefit Service | Description                                                                                                                                                          |
|--------------------------------------------------|-----|-----------------|-----------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Normal retirement:</b>                        |     |                 |                 |                                                                                                                                                                      |
| All except Appendix F, G, I                      | 65  |                 | 5               | Accrued benefit payable immediately                                                                                                                                  |
| Appendix F (Fairmont) and Appendix G (Heckett)   | 65  | 5               |                 | Accrued benefit payable immediately                                                                                                                                  |
| Appendix I (HTT UAW)                             | 65  |                 |                 | Accrued benefit payable immediately                                                                                                                                  |
| <b>Early retirement:</b>                         |     |                 |                 |                                                                                                                                                                      |
| HEPP Core, Appendix A, App. E (Harrisburg Steel) | 55  |                 | 15              | Benefit reduced 0.3% for each month prior to 65                                                                                                                      |
|                                                  | 55  |                 | 30              | Benefit reduced 0.3% for each month prior to 62                                                                                                                      |
| Appendix B (SCI)                                 | 50  |                 | 10              | The base portion of the benefit is reduced 0.3% for each month prior to 65. The excess portion of the benefit is reduced 2/3% for each month prior to 65.            |
| Appendix C (Sherwood)                            | 60  |                 | 15              | Benefit is actuarially reduced for payment prior to age 65.                                                                                                          |
| Appendix D (Tamper)                              | 55  |                 | 5               | Benefit reduced 2% per year from 65 to 60, and 6% per year from 60 to 55. For former Pandrol Jackson participants the benefit is reduced 6.67% per year prior to 65. |

|                                            |     |    |                                                                                                                                                                                             |
|--------------------------------------------|-----|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Appendix F (Fairmont)                      | 60  | 10 | Benefit reduced 0.25% for each month prior to 65                                                                                                                                            |
|                                            | 62  | 30 | Unreduced accrued benefit payable immediately                                                                                                                                               |
| Appendix G (Heckett)                       | 60  | 15 | Benefit reduced 0.6% for each month prior to 65                                                                                                                                             |
|                                            | 62  | 30 | Unreduced accrued benefit payable immediately (excludes Non-union location)                                                                                                                 |
| Appendix H (Reed)                          | 55  | 10 | Benefit reduced 0.3% for each month prior to 65. Prior to January 1, 1995 the early retirement reduction was 1/180th for each month from 65 to 60 and 1/360th for each month from 60 to 55. |
| Appendix I (HTT UAW)                       | 60  | 5  | Benefit reduced 0.556% for each month prior to 65                                                                                                                                           |
|                                            | 62  | 10 | Benefit reduced 0.333% for each month prior to 65                                                                                                                                           |
| Appendix J (Capitol)                       |     |    |                                                                                                                                                                                             |
| Houston                                    | 60  | 15 | Benefit reduced 0.5% for each month prior to 62                                                                                                                                             |
|                                            | 62  | 30 | Unreduced accrued benefit payable immediately                                                                                                                                               |
| Local 2306                                 | 55  | 10 | Benefit reduced 0.5% for each month prior to 65                                                                                                                                             |
| Appendix K (Harsco Hourly)                 | 60  | 15 | Benefit reduced 0.6% for each month prior to 65                                                                                                                                             |
| <b>Postponed retirement:</b>               |     |    |                                                                                                                                                                                             |
| All Groups except Appendix G, H, I, J, K   | >65 | 5  | Greater of the accrued benefit determined at the postponed retirement date and the actuarially increased normal retirement benefit, payable immediately                                     |
| Appendix G (Heckett)                       | >65 | 5  | Accrued benefit payable immediately                                                                                                                                                         |
| Appendix H (Reed),<br>Appendix I (HTT UAW) | >65 |    | Greater of the accrued benefit determined at the postponed retirement date and the actuarially increased normal retirement benefit, payable immediately                                     |
| Appendix J (Capitol)                       | >65 | 5  | Accrued benefit payable immediately                                                                                                                                                         |
| Appendix K (Harsco Hourly)                 | >65 | 5  | Accrued benefit payable immediately                                                                                                                                                         |

**Vested termination – All Groups**

5

Accrued benefit payable unreduced at age 65. If the participant is eligible for early retirement, the accrued benefit payable prior to age 65 is reduced for early commencement as indicated on the preceding page.

**Disability retirement:**

All Groups except Appendix F, G, H, I, K

15

Appendix F (Fairmont)

10

Appendices G (Heckett), H (Reed), and K (Harsco Hourly)

15

Accrued benefit payable unreduced at age 65, reduced for early commencement from age 65 to age 55 as indicated above and actuarially reduced prior to age 55. A participant qualifies for this benefit after becoming permanently disabled. Disability benefits cease at the earlier of the participant's recovery from disability or the participant's normal retirement date. The benefit payable at the participant's normal retirement date is the normal retirement benefit.

Appendix I (HTT UAW)

If not receiving Social Security disability benefits

5

\$450 per month payable until the participant begins receiving a Social Security disability benefit

If receiving Social Security disability benefits

5

Accrued benefit payable immediately, continuing until the earlier of the date the participant recovers from disability, the date the participant dies, or the participant's normal retirement date. The benefit payable at the participant's normal retirement date is the normal retirement benefit.

**Pre-retirement survivor's benefit:**

All Groups except Appendix I

5

If married, the pre-retirement survivor annuity is payable for the life of the spouse. The amount of the death benefit is 50% of the amount that would have been payable to the participant at his earliest retirement date if he elected a 50% joint and survivor annuity, reduced for early commencement, prior to his death.

Appendix I (HTT UAW)

5

If married, the pre-retirement survivor annuity is payable for the life of the spouse. The amount of the death benefit is 55% of the amount that would have been payable to the participant at his earliest retirement date if he elected a 55% joint and survivor annuity, reduced for early commencement, prior to his death.

**Maximum on benefits and pay – All Groups:**

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

### Forms of Payment

**Normal forms:**

**Single Participant**

**Married Participant**

HEPP Core/Appendix A

10 year certain and life annuity

50% joint and survivor annuity

Appendix B (SCI)

Life annuity

50% joint and survivor annuity

Appendix C (Sherwood)

Life annuity

50% joint and survivor annuity

Appendix D (Tamper)

5 year certain and life annuity

50% joint and survivor annuity

Appendix E (Harrisburg Steel)

10 year certain and life annuity

50% joint and survivor annuity

Appendix F (Fairmont)

Life annuity

50% joint and survivor annuity

Appendix G (Heckett)

Life annuity

50% joint and survivor annuity

Appendix H (Reed)

10 year certain and life annuity

50% joint and survivor annuity

Appendix I (HTT UAW)

Life annuity

55% joint and survivor annuity

Appendix J (Capitol)

Life annuity

50% joint and survivor annuity

Appendix K (Harsco Hourly)

Life annuity

50% joint and survivor annuity

**Optional forms:****Annuities**

Optional forms of payment generally available under the plan include a single life annuity, 5, 10, and 15 year certain and continuous annuities, 50%, 55%, 66 2/3%, 75%, and 100% joint and survivor annuities. Not all participants may be eligible for all optional forms of payment.

**Lump Sums**

Corporate (Core plan document), and Reed Minerals Salaried (Appendix H) participants who terminated after 2008 and Fairmont (Appendix F) participants may elect to take their entire benefit as a lump sum. Corporate (Core plan document), SCI (Appendix B) and Reed Minerals Salaried/Hourly (Appendix H) participants may elect to take their benefits accrued before December 31, 1994 as a lump sum. Central East and Newport KY (Appendix G) and Patent (Appendix K) participants may elect a lump sum if the present value is less than \$15,000 and \$7,000, respectively. If participants are not early, normal, or postponed retirement eligible as of termination, the lump sum generally must be taken within one year of termination (in all cases for Fairmont; there is no restriction for Central East/Newport KY). Central East participants may elect a lump sum with a present value greater than \$15,000 in the event of a shutdown (which must be taken within one year).

**Optional form conversion basis:****Annuities**

For all groups except HTT UAW (Appendix I): 1983 Group Annuity Mortality Table for Males, with an age setback of one year for the Participant and five years for the co-pensioner or spouse, and an annual interest rate of 6%.

For HTT UAW (Appendix I): UP 1984 Unisex Mortality Table, with an age setback of four years for the co-pensioner or spouse, and an annual interest rate of 7%.

**Lump Sums**

For PBGC basis: 1983 Group Annuity Mortality Table for Males, with an age setback of one year for the Participant and five years for the co-pensioner or spouse, and the interest rate structure specified by the PBGC to value lump sums during the calendar month of distribution.

For IRC §417(e) basis: IRC §417(e) minimum lump sum value, based on October lookback rates.

**Future Plan Changes**

No future plan changes were recognized. Towers Watson is not aware of any future plan changes which are required to be valued.

**Changes in Benefits Valued Since Prior Year**

There have been no changes in benefits valued since the prior year.

**Harsco Employees Pension Plan****Fairmont (Appendix F) - Frozen**

| Effective Date  | Benefit Level |
|-----------------|---------------|
| January 1, 1992 | \$16.00       |
| January 1, 1993 | \$17.00       |
| January 1, 1994 | \$18.00       |
| January 1, 1995 | \$19.00       |
| January 1, 1996 | \$20.00       |
| January 1, 1997 | \$21.00       |
| January 1, 1998 | \$22.00       |
| January 1, 1999 | \$23.00       |
| January 1, 2000 | \$24.00       |
| January 1, 2001 | \$25.00       |
| January 1, 2002 | \$26.00       |
| January 1, 2003 | \$26.00       |
| January 1, 2004 | \$26.00       |
| January 1, 2005 | \$26.50       |
| January 1, 2006 | \$27.00       |

**HTT UAW (Appendix I) - Frozen**

| Effective Date | Benefit Level |
|----------------|---------------|
| June 1, 1989   | \$13.00       |
| June 1, 1990   | \$13.50       |
| June 1, 1991   | \$14.00       |
| June 1, 1992   | \$15.00       |
| June 1, 1993   | \$16.00       |
| June 1, 1994   | \$18.00       |
| June 2, 1998   | \$25.00       |
| June 1, 1999   | \$26.00       |
| June 1, 2000   | \$27.00       |
| June 5, 2001   | \$28.00       |
| June 1, 2002   | \$29.00       |
| June 1, 2003   | \$30.00       |
| June 1, 2004   | \$31.00       |
| June 1, 2005   | \$32.00       |
| June 1, 2006   | \$33.00       |

**Heckett Hourly (Appendix G)**

| Location          | Code | Effective Date  | Benefit Level | Status   |
|-------------------|------|-----------------|---------------|----------|
| Central East      | CEN  | January 1, 2002 | \$38.00       | Active   |
|                   |      | May 1, 2002     | \$42.00       |          |
|                   |      | May 1, 2007     | \$43.00       |          |
| Non-Union         |      |                 |               |          |
| Kentucky          | NON  | January 1, 2002 | \$28.00       | Inactive |
| Iowa              | NON  | January 1, 2002 | \$15.00       | Inactive |
| Arkansas          | NON  | January 1, 2002 | \$15.00       | Active   |
| Alabama           |      | January 1, 2002 | \$25.00       | Inactive |
| Aliquippa         |      | January 1, 2002 | \$12.00       | Inactive |
| Baytown           |      | January 1, 2002 | \$11.00       | Inactive |
| Chicago Clerks    |      | January 1, 2002 | \$14.00       | Inactive |
| Fontana           |      | January 1, 2002 | \$9.00        | Inactive |
| Lyndora           |      | January 1, 2002 | \$25.00       | Inactive |
| Midwest Clerks    |      | January 1, 2002 | \$12.00       | Inactive |
| Riverdale         | RIV  | January 1, 2002 | \$29.25       | Inactive |
| Slippery Rock, PA |      | January 1, 2002 | \$20.00       | Inactive |
| Southside         |      | January 1, 2002 | \$12.00       | Inactive |
| Steelton          |      | January 1, 2002 | \$7.00        | Inactive |

**Capitol (Appendix J)**

| Employer/ Location | Code | Effective Date | Benefit Level | Status   |
|--------------------|------|----------------|---------------|----------|
| Houston            |      |                | \$14.00       | Inactive |
| Local 2306         |      |                | \$21.00       | Inactive |

**Harsco Hourly (Appendix K) - Frozen**

| Employer/ Location           | Code | Effective Date  | Benefit Level |
|------------------------------|------|-----------------|---------------|
| Patent Construction          |      |                 |               |
| Houston, TX                  | PSN  | January 1, 2001 | \$5.00        |
| All Other Locations          | PTN  | January 1, 2001 | \$8.00        |
| Can-Tex Industries           |      |                 |               |
| Rolla, MO                    |      | January 1, 1994 | \$9.00        |
| Reno, NV                     |      | January 1, 1994 | \$9.00        |
| Former Capitol Manufacturing |      |                 |               |
| Baltimore, MD                |      | January 1, 1994 | \$10.00       |
| Chicago, IL                  |      | January 1, 2001 | \$12.00       |
| Crowley, LA                  |      | January 1, 1994 | \$12.00       |
| New Haven, CT                |      | January 1, 1994 | \$12.00       |
| Lansing, OH                  |      | January 1, 2001 | \$12.00       |
| Fitchburg, MA                |      | January 1, 1994 | \$10.00       |
| Atlanta, GA                  |      | January 1, 1994 | \$10.00       |
| Houston, TX                  |      | January 1, 2001 | \$12.00       |
| Westerville, OH              |      | January 1, 2001 | \$12.00       |
| Patent Construction Systems  |      |                 |               |
| Beaumont, TX                 |      | January 1, 1994 | \$8.00        |
| Wallington, NJ               |      | January 1, 2001 | \$8.00        |
| Corpus Christi, TX           |      | January 1, 2001 | \$8.00        |
| SGB USA (closed)             |      |                 |               |
| All Locations                |      | January 1, 2002 | \$8.00        |
| IKG Industries (Non-Union)   |      | January 1, 2001 | \$12.00       |
| Charlotte, NC                |      |                 |               |
| Madera, CA                   |      |                 |               |
| Tulsa, OK                    |      |                 |               |
| Marlboro, NJ                 |      |                 |               |
| Texas-FRP-North              |      |                 |               |

**Reed Minerals (Appendix H) Freeze Dates by Location**

| <b>Location</b> | <b>Participation /<br/>Benefit Service<br/>Freeze Date</b> | <b>Compensation<br/>Freeze Date</b> |
|-----------------|------------------------------------------------------------|-------------------------------------|
| Salaried        | December 31, 2003                                          | December 31, 2008                   |
| Pawnee          | December 31, 2007                                          | December 31, 2007                   |
| Drakesboro      | March 31, 2008                                             | March 31, 2008                      |
| Gallipolis      | June 30, 2008                                              | June 30, 2008                       |
| Beverly         | September 30, 2008                                         | September 30, 2008                  |
| Rockdale        | July 31, 2009                                              | July 31, 2009                       |
| Hourly Nonunion | December 31, 2009                                          | December 31, 2009                   |
| Moundsville     | January 31, 2010                                           | January 31, 2010                    |

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

Name of Plan: Harsco Employees Pension Plan

Employer Identification Number: 23-1483991

Three-digit Plan Number: 219

December 31, 2014

| <u>(a)</u> | <u>(b)</u><br><u>Identity of issue</u>                                         | <u>(c)</u><br><u>Description of Investment</u> | <u>(d)</u><br><u>Cost</u> | <u>(e)</u><br><u>Current Value</u> |
|------------|--------------------------------------------------------------------------------|------------------------------------------------|---------------------------|------------------------------------|
| *          | M&T Bank                                                                       | Wilmington Prime Money Market CL Select        | \$ 2,309,807              | \$ 2,309,807                       |
| *          | Plan interest in Harsco Pension & Profit Sharing<br>collective investment fund | Collective Investment Fund                     | \$ 60,404,203             | \$ 207,728,475                     |

\* Represents party-in-interest.

**Schedule SB, Line 26 — Schedule of Active Participant Data**  
**Harsco Employees Pension Plan**  
**EIN 23-1483991 / PN 219**

|              |       | Schedule of Active Participant Data |        |        |          |          |          |          |          |          |         |
|--------------|-------|-------------------------------------|--------|--------|----------|----------|----------|----------|----------|----------|---------|
|              |       | Total Years of Credited Service     |        |        |          |          |          |          |          |          |         |
| Attained Age |       | < 1                                 | 1 to 4 | 5 to 9 | 10 to 14 | 15 to 19 | 20 to 24 | 25 to 29 | 30 to 34 | 35 to 39 | 40 & up |
| <25          | Count | 1                                   | 7      | -      | -        | -        | -        | -        | -        | -        | -       |
| 25 to 29     | Count | 3                                   | 4      | 1      | -        | -        | -        | -        | -        | -        | -       |
| 30 to 34     | Count | -                                   | 6      | 2      | 2        | -        | -        | -        | -        | -        | -       |
| 35 to 39     | Count | 1                                   | 4      | 1      | 1        | 1        | -        | -        | -        | -        | -       |
| 40 to 44     | Count | -                                   | 2      | 1      | 1        | -        | 1        | -        | -        | -        | -       |
| 45 to 49     | Count | -                                   | 5      | -      | -        | -        | -        | -        | -        | -        | -       |
| 50 to 54     | Count | 2                                   | 1      | 3      | 2        | 1        | -        | 1        | -        | -        | -       |
| 55 to 59     | Count | -                                   | -      | 4      | 3        | 1        | -        | -        | -        | 2        | 2       |
| 60 to 64     | Count | -                                   | -      | 3      | -        | -        | -        | -        | 1        | 1        | 1       |
| 65 to 69     | Count | -                                   | -      | -      | -        | 1        | -        | -        | -        | -        | 1       |
| 70 & up      | Count | -                                   | -      | -      | -        | -        | -        | -        | -        | -        | -       |

Chart 1 of 2: This chart shows all active employees participating in the plan and accruing benefits. No compensation is shown since there are ongoing benefit accruals for fewer than 1,000 participants overall, the benefits are not compensation related, and there are fewer than 20 participants per cell.

**Schedule SB, Line 26 — Schedule of Active Participant Data**  
**Harsco Employees Pension Plan**  
**EIN 23-1483991 / PN 219**

|              |                        | Schedule of Frozen Active Participant Data |        |        |          |          |          |          |          |          |         |
|--------------|------------------------|--------------------------------------------|--------|--------|----------|----------|----------|----------|----------|----------|---------|
|              |                        | Total Years of Credited Service            |        |        |          |          |          |          |          |          |         |
| Attained Age |                        | < 1                                        | 1 to 4 | 5 to 9 | 10 to 14 | 15 to 19 | 20 to 24 | 25 to 29 | 30 to 34 | 35 to 39 | 40 & up |
| <25          | Count                  | -                                          | 1      | -      | -        | -        | -        | -        | -        | -        | -       |
|              | Average Frozen Benefit |                                            |        |        |          |          |          |          |          |          |         |
| 25 to 29     | Count                  | 1                                          | 5      | -      | -        | -        | -        | -        | -        | -        | -       |
|              | Average Frozen Benefit |                                            |        |        |          |          |          |          |          |          |         |
| 30 to 34     | Count                  | 3                                          | 9      | 1      | -        | -        | -        | -        | -        | -        | -       |
|              | Average Frozen Benefit |                                            |        |        |          |          |          |          |          |          |         |
| 35 to 39     | Count                  | 2                                          | 10     | 7      | 5        | -        | -        | -        | -        | -        | -       |
|              | Average Frozen Benefit |                                            |        |        |          |          |          |          |          |          |         |
| 40 to 44     | Count                  | 2                                          | 9      | 19     | 8        | 11       | 1        | -        | -        | -        | -       |
|              | Average Frozen Benefit |                                            |        |        |          |          |          |          |          |          |         |
| 45 to 49     | Count                  | 7                                          | 12     | 19     | 14       | 21       | 9        | -        | -        | -        | -       |
|              | Average Frozen Benefit |                                            |        |        |          | 7,752    |          |          |          |          |         |
| 50 to 54     | Count                  | 2                                          | 14     | 18     | 18       | 30       | 27       | 7        | -        | -        | -       |
|              | Average Frozen Benefit |                                            |        |        |          | 7,739    | 8,555    |          |          |          |         |
| 55 to 59     | Count                  | 4                                          | 15     | 22     | 17       | 17       | 24       | 26       | 24       | -        | -       |
|              | Average Frozen Benefit |                                            |        | 4,273  |          |          | 12,075   | 9,490    | 9,665    |          |         |
| 60 to 64     | Count                  | 1                                          | 7      | 8      | 15       | 14       | 14       | 16       | 26       | 4        | -       |
|              | Average Frozen Benefit |                                            |        |        |          |          |          |          | 10,435   |          |         |
| 65 to 69     | Count                  | -                                          | 1      | 1      | 4        | 2        | 8        | 5        | 6        | 7        | -       |
|              | Average Frozen Benefit |                                            |        |        |          |          |          |          |          |          |         |
| 70 & up      | Count                  | -                                          | -      | -      | -        | 1        | -        | -        | 1        | 2        | 1       |
|              | Average Frozen Benefit |                                            |        |        |          |          |          |          |          |          |         |

Chart 2 of 2: This chart shows only active employees with completely frozen (i.e. "hard freeze") benefits under the plan.

# Statement of actuarial assumptions and methods

## Economic Assumptions

### Interest rate basis:

|                     |                 |
|---------------------|-----------------|
| Applicable month    | September       |
| Interest rate basis | 3-Segment Rates |

### Interest rates:

|                         | Reflecting<br>MAP-21/HATFA<br>Corridors | Not Reflecting<br>MAP-21/HATFA<br>Corridors |
|-------------------------|-----------------------------------------|---------------------------------------------|
| First segment rate      | 4.99%                                   | 1.37%                                       |
| Second segment rate     | 6.32%                                   | 4.05%                                       |
| Third segment rate      | 6.99%                                   | 5.06%                                       |
| Effective interest rate | 6.46%                                   | 4.31%                                       |

### Interest rates used to determine lump sums:

|              |                        |
|--------------|------------------------|
| PBGC rate    | 4.00%                  |
| §417(e) rate | Funding interest rates |

## Demographic Assumptions

|                       |                                                                                                            |
|-----------------------|------------------------------------------------------------------------------------------------------------|
| <b>Inclusion date</b> | The valuation date coincident with or next following the date on which the employee becomes a participant. |
|-----------------------|------------------------------------------------------------------------------------------------------------|

### Mortality

|                      |                                                                                                                                                                                                                                                                                              |
|----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Healthy and Disabled | Separate tables of rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2029 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2021 using Scale AA). |
| Lump sums            | For lump sums determined on the IRC §417(e) basis, the Applicable Mortality Table for the current year is used.                                                                                                                                                                              |

**Termination**

Rates varying by group and age

Representative termination rates are shown below:

| Terminations per 1,000 participants |                   |                      |
|-------------------------------------|-------------------|----------------------|
| Age                                 | Pay-Based Formula | Dollar-Based Formula |
| 20                                  | 120               | 300                  |
| 25                                  | 120               | 271                  |
| 30                                  | 120               | 241                  |
| 35                                  | 110               | 212                  |
| 40                                  | 99                | 182                  |
| 45                                  | 89                | 153                  |
| 50                                  | 78                | 123                  |
| 55                                  | 50                | 94                   |
| 60+                                 | 50                | 50                   |

Participants commence annuity benefits at age 63 and lump sums upon termination.

**Disability**

Representative rates at which participants become disabled by age and gender are shown below:

| Disablements per 1,000 participants |       |         |
|-------------------------------------|-------|---------|
| Age                                 | Males | Females |
| 30                                  | 0.71  | 0.85    |
| 35                                  | 0.99  | 1.75    |
| 40                                  | 1.62  | 3.15    |
| 45                                  | 2.70  | 4.65    |
| 50                                  | 4.93  | 6.26    |
| 55                                  | 9.14  | 8.05    |
| 60                                  | 14.70 | 11.25   |

**Retirement**

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by group and age are shown below:

| Retirements per 1,000 participants |                   |                      |
|------------------------------------|-------------------|----------------------|
| Age                                | Pay-Based Formula | Dollar-Based Formula |
| 55                                 | 50                | 0                    |
| 56                                 | 50                | 0                    |
| 57                                 | 50                | 0                    |
| 58                                 | 50                | 0                    |
| 59                                 | 50                | 0                    |
| 60                                 | 100               | 50                   |
| 61                                 | 100               | 100                  |
| 62                                 | 300               | 300                  |
| 63                                 | 150               | 250                  |
| 64                                 | 200               | 300                  |
| 65                                 | 500               | 500                  |
| 66                                 | 500               | 500                  |
| 67+                                | 1,000             | 1,000                |

**Form of payment**

|                                 |                                                                                                                                                                                                                                                                                |
|---------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| HEPP Core and Appendix H (Reed) | 10-year certain and continuous life for single participants and 31.25% of married participants, 50% J&S for 68.75% of married participants. For benefits available as a lump sum, 85% of participants are assumed to elect a lump sum and 15% are assumed to elect an annuity. |
| Appendix D (Tampere)            | 5-year certain and continuous life for single participants and 31.25% of married participants, 50% J&S for 68.75% of married participants.                                                                                                                                     |
| Appendix F (Fairmont)           | 85% of participants elect lump sum. The remaining 15% are assumed to elect an annuity.                                                                                                                                                                                         |
| Appendix I (HTT UAW)            | Life annuity for single participants and 31.25% of married participants, 55% J&S for 68.75% of married participants.                                                                                                                                                           |
| All Others                      | Life annuity for single participants and 31.25% of married participants, 50% J&S for 68.75% of married participants.                                                                                                                                                           |

**Percent married** 80%

**Spouse age** Wife two years younger than husband

**Administrative expenses** Estimated based on actual expenses during the prior year (adjusted for expected changes in current year expenses). The assumption for 2014 is \$2,052,121.

**Timing of benefit payments** Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

**Methods**

**Valuation date** First day of plan year (January 1)

**Funding target** Present value of accrued benefits

**Target normal cost** Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year

**Actuarial value of assets** Average of the fair market value of assets on the valuation date and the four immediately preceding semi-annual periods, adjusted for contributions, benefits, administrative expenses and expected earnings of 6.66% during the calendar 2013 and 6.75% during calendar year 2012 (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2013 plan year.)

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

**Benefits not valued**

All benefits described in the Plan Provisions were valued. Towers Watson has reviewed the plan provisions and, based on that review, is not aware of any significant benefits required to be valued that were not.

**Other**

The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2012 to September 2013 (with applicable MAP-21 / HATFA corridors).

The required mortality tables used to calculate the funding target and target normal cost were updated to include one additional year of projected mortality improvements.

The expense assumption used to calculate the target normal cost was updated to reflect recent plan experience.

**SCHEDULE SB, LINE 32 -- Schedule of Amortization Bases****Harsco Corporation****Harsco Employees Pension Plan****EIN 23-1483991 / PN 219****Amortization Record for 2014**

|                                                                                               | Date of First<br>Charge or<br>Credit | Initial<br>Amount | Amortization<br>Charge or<br>Credit | Remaining<br>Period | Outstanding<br>Balance<br>Beginning of<br>Year |
|-----------------------------------------------------------------------------------------------|--------------------------------------|-------------------|-------------------------------------|---------------------|------------------------------------------------|
| 1. Shortfall Amortization Bases                                                               |                                      |                   |                                     |                     |                                                |
| 2013 Shortfall                                                                                | 1/1/2013                             | 4,848,812         | 816,083                             | 6                   | 4,311,244                                      |
| 2014 Shortfall                                                                                | 1/1/2014                             | (1,463,302)       | (244,897)                           | 7                   | (1,463,302)                                    |
| Total Shortfall Amortization Installments                                                     |                                      |                   | 571,186                             |                     | 2,847,942                                      |
| 2. Waiver Amortization Bases                                                                  |                                      |                   |                                     |                     |                                                |
| Total Waiver Amortization Installments                                                        |                                      |                   | 0                                   |                     |                                                |
| 3. Total Amortization Installments                                                            |                                      |                   | 571,186                             |                     |                                                |
| 4. Total Amortization Installments reflecting<br>minimum of 0 on Total Shortfall Installments |                                      |                   | 571,186                             |                     |                                                |

**SCHEDULE SB, LINE 25 – Change in Method**

**Harsco Corporation**

**Harsco Employees Pension Plan**

**EIN 23-1483991 / PN 219**

The valuation software used to produce the actuarial information submitted on this schedule has been changed and such modification may be considered to be a method change. The percentage changes in funding target, target normal cost and plan assets due to the refinements in the software are each less than 2% (disregarding the effects of any changes that are automatically approved under final IRC §430 regulations), and the modifications to the software were designed to produce results no less accurate than the results produced by the software prior to the change. Therefore the change in funding method due to a change in valuation software receives automatic approval under IRS Announcement 2010-3.

**SCHEDULE SB, LINE 22 -- Description of Weighted Average Retirement Age**  
**Harsco Corporation**  
**Harsco Employees Pension Plan**  
**EIN 23-1483991 / PN 219**

Retirement rates varying by group and age are listed below:

| Retirements per 1,000 participants: |                          |                             |
|-------------------------------------|--------------------------|-----------------------------|
| <u>Age</u>                          | <u>Pay-Based Formula</u> | <u>Dollar-Based Formula</u> |
| 55                                  | 50                       | 0                           |
| 56                                  | 50                       | 0                           |
| 57                                  | 50                       | 0                           |
| 58                                  | 50                       | 0                           |
| 59                                  | 50                       | 0                           |
| 60                                  | 100                      | 50                          |
| 61                                  | 100                      | 100                         |
| 62                                  | 300                      | 300                         |
| 63                                  | 150                      | 250                         |
| 64                                  | 200                      | 300                         |
| 65                                  | 500                      | 500                         |
| 66                                  | 500                      | 500                         |
| 67+                                 | 1,000                    | 1,000                       |

For 1,000 theoretical participants, an expected retirement age was calculated for each group noted above, weighted in proportion to the probability that the individual would remain an active participant to each age and then retire at that age. The Plan's weighted average retirement age of 62 is the average of the expected retirement ages, weighted in proportion to the number of active participants in each group.

**Form 5500**Department of the Treasury  
Internal Revenue ServiceDepartment of Labor  
Employee Benefits Security  
Administration

Pension Benefit Guaranty Corporation

**Annual Return/Report of Employee Benefit Plan**

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

► **Complete all entries in accordance with  
the instructions to the Form 5500.**OMB Nos. 1210 - 0110  
1210 - 0089**2014****This Form is Open to  
Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2014 or fiscal plan year beginning **01/01/2014** and ending **12/31/2014**

- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the forms instr.); or ☒ a single-employer plan;
- B** This return/report is: ☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here ☐
- D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

**Part II Basic Plan Information** - enter all requested information

|                                                                                                                                                                                                                          |                                                                                                                                                                                                      |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1a</b> Name of plan<br><b>HARSCO EMPLOYEES PENSION PLAN</b>                                                                                                                                                           | <b>1b</b> Three-digit plan number (PN) ► <b>219</b>                                                                                                                                                  |
|                                                                                                                                                                                                                          | <b>1c</b> Effective date of plan<br><b>01/01/1976</b>                                                                                                                                                |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><b>HARSCO CORPORATION</b><br><br><b>350 POPLAR CHURCH ROAD</b><br><br><b>CAMP HILL PA 17011</b> | <b>2b</b> Employer Identification Number (EIN)<br><b>23-1483991</b><br><b>2c</b> Plan Sponsor's telephone number<br><b>7177637064</b><br><b>2d</b> Business code (see instructions)<br><b>339900</b> |

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

|                                                                                                                                                                                                                                        |                 |                                                                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------------------------------------------------|
| <b>SIGN HERE</b><br>                                                                                                                                | <b>10/13/15</b> | <b>UPHR Global Services</b>                                     |
| Signature of plan administrator                                                                                                                                                                                                        | Date            | Enter name of individual signing as plan administrator          |
| <b>SIGN HERE</b>                                                                                                                                                                                                                       |                 |                                                                 |
| Signature of employer/plan sponsor                                                                                                                                                                                                     | Date            | Enter name of individual signing as employer or plan sponsor    |
| <b>SIGN HERE</b>                                                                                                                                                                                                                       |                 |                                                                 |
| Signature of DFE                                                                                                                                                                                                                       | Date            | Enter name of individual signing as DFE                         |
| Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)<br><br><b>MARK R. HEATH</b><br><b>MCKONLY &amp; ASBURY, LLP</b><br><b>415 FALLOWFIELD ROAD</b><br><b>CAMP HILL PA 17011</b> |                 | Preparer's telephone number (optional)<br><br><b>7177617910</b> |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2014)  
v. 140124

**3a** Plan administrator's name and address ☒ Same as Plan Sponsor**3b** Administrator's EIN**3c** Administrator's telephone number**4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**4b** EIN**4c** PN**a** Sponsor's name**5** Total number of participants at the beginning of the plan year**5**

5364

**6** Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1), 6a(2), 6b, 6c, and 6d).**a(1)** Total number of active participants at the beginning of the plan year**6a(1)**

659

**a(2)** Total number of active participants at the end of the plan year**6a(2)**

593

**b** Retired or separated participants receiving benefits**6b**

1813

**c** Other retired or separated participants entitled to future benefits**6c**

2493

**d** Subtotal. Add lines 6a(2), 6b, and 6c**6d**

4899

**e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits**6e**

348

**f** Total. Add lines 6d and 6e**6f**

5247

**g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)**6g****h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested**6h**

7

**7** Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)**7****8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:**1A** 3H**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:**9a** Plan funding arrangement (check all that apply)

- (1) ☐ Insurance  
 (2) ☐ Code section 412(e)(3) insurance contracts  
 (3) ☒ Trust  
 (4) ☐ General assets of the sponsor

**9b** Plan benefit arrangement (check all that apply)

- (1) ☐ Insurance  
 (2) ☐ Code section 412(e)(3) insurance contracts  
 (3) ☒ Trust  
 (4) ☐ General assets of the sponsor

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)**a Pension Schedules**

- (1) ☒ **R** (Retirement Plan Information)  
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary  
 (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**

- (1) ☒ **H** (Financial Information)  
 (2) ☐ **I** (Financial Information - Small Plan)  
 (3) ☐ **A** (Insurance Information)  
 (4) ☒ **C** (Service Provider Information)  
 (5) ☒ **D** (DFE/Participating Plan Information)  
 (6) ☐ **G** (Financial Transaction Schedules)

Schedule H, Line 4(j) - Schedule of Reportable Transactions

Name of Plan: Harsco Employees Pension Plan

Employer Identification Number: 23-1483991

Three-digit Plan Number: 219

Year Ended December 31, 2014

| Identity of<br>Party Involved<br>(a)  | Description of<br>Asset (b) | Number of<br>Transactions | Purchase<br>Price (c) | Selling<br>Price (d) | Lease<br>Rental (e) | Expense<br>Incurred with<br>Transactions<br>(f) | Cost of<br>Asset (g) | Current<br>Value of<br>Asset on<br>Transaction<br>Date (h) | Net Gain<br>(Loss) (i) |
|---------------------------------------|-----------------------------|---------------------------|-----------------------|----------------------|---------------------|-------------------------------------------------|----------------------|------------------------------------------------------------|------------------------|
| Category (iii) Series of Transactions |                             |                           |                       |                      |                     |                                                 |                      |                                                            |                        |
| * M&T Bank                            | Wilmington Prime            |                           |                       |                      |                     |                                                 |                      |                                                            |                        |
|                                       | Money Market                | 91                        | 23,890,383            | -                    | -                   | -                                               | 23,890,383           | 23,890,383                                                 | -                      |
|                                       | Fund                        | 85                        | -                     | 24,368,132           | -                   | -                                               | 24,368,132           | 24,368,132                                                 | -                      |
| * M&T Bank                            | Harsco Pension &            |                           |                       |                      |                     |                                                 |                      |                                                            |                        |
|                                       | Profit Sharing Collective   | 2                         | 4,966,510             | -                    | -                   | -                                               | 4,966,510            | 4,966,510                                                  | -                      |
|                                       | Investment Fund             | 10                        | -                     | 13,374,581           | -                   | -                                               | 13,260,271           | 13,374,581                                                 | 114,310                |

\*Represents party-in-interest

|                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2014</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |

► **Round off amounts to nearest dollar.**  
 ► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

|                                                                                                                                                                                                                                                                                                                   |                                                             |     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----|
| <b>A</b> Name of plan<br>Harsco Employees Pension Plan                                                                                                                                                                                                                                                            | <b>B</b> Three-digit plan number (PN) ►                     | 219 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br>Harsco Corporation                                                                                                                                                                                                                    | <b>D</b> Employer Identification Number (EIN)<br>23-1483991 |     |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B <input type="checkbox"/> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |                                                             |     |

|                                                                                                                                                                                                                 |  |                            |                           |                          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------|---------------------------|--------------------------|
| <b>Part I Basic Information</b>                                                                                                                                                                                 |  |                            |                           |                          |
| <b>1</b> Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2014</u>                                                                                                                               |  |                            |                           |                          |
| <b>2</b> Assets:                                                                                                                                                                                                |  |                            |                           |                          |
| <b>a</b> Market value .....                                                                                                                                                                                     |  |                            | <b>2a</b>                 | 216341180                |
| <b>b</b> Actuarial value .....                                                                                                                                                                                  |  |                            | <b>2b</b>                 | 199414504                |
| <b>3</b> Funding target/participant count breakdown                                                                                                                                                             |  | (1) Number of participants | (2) Vested Funding Target | (3) Total Funding Target |
| <b>a</b> For retired participants and beneficiaries receiving payment .....                                                                                                                                     |  | 2022                       | 101230039                 | 101230039                |
| <b>b</b> For terminated vested participants .....                                                                                                                                                               |  | 2683                       | 66357527                  | 66357527                 |
| <b>c</b> For active participants .....                                                                                                                                                                          |  | 659                        | 29149112                  | 30086545                 |
| <b>d</b> Total .....                                                                                                                                                                                            |  | 5364                       | 196736678                 | 197674111                |
| <b>4</b> If the plan is in at-risk status, check the box and complete lines (a) and (b) ..... <input type="checkbox"/>                                                                                          |  |                            |                           |                          |
| <b>a</b> Funding target disregarding prescribed at-risk assumptions .....                                                                                                                                       |  |                            | <b>4a</b>                 |                          |
| <b>b</b> Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor ..... |  |                            | <b>4b</b>                 |                          |
| <b>5</b> Effective interest rate .....                                                                                                                                                                          |  |                            | <b>5</b>                  | 6.46%                    |
| <b>6</b> Target normal cost .....                                                                                                                                                                               |  |                            | <b>6</b>                  | 2114771                  |

**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

|                                                                                                                                                                          |                                      |                                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                                                                                         | David Webber<br>Signature of actuary | 09/22/2015<br>Date<br>1406137<br>Most recent enrollment number<br>703-258-8000<br>Telephone number (including area code) |
| David Webber, FSA, EA<br>Type or print name of actuary<br>Towers Watson Delaware, Inc.<br>Firm name<br>901 North Glebe Road<br>Arlington VA 22203<br>Address of the firm |                                      |                                                                                                                          |

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2014  
v. 140124

## Part II Beginning of Year Carryover and Prefunding Balances

|                                                                                                                                                                      | (a) Carryover balance | (b) Prefunding balance |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| <b>7</b> Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....                                                              | 1010191               | 1517000                |
| <b>8</b> Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                                                          | 0                     | 0                      |
| <b>9</b> Amount remaining (line 7 minus line 8).....                                                                                                                 | 1010191               | 1517000                |
| <b>10</b> Interest on line 9 using prior year's actual return of <u>15.24</u> % .....                                                                                | 153953                | 231191                 |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                                                                                       |                       |                        |
| <b>a</b> Present value of excess contributions (line 38a from prior year).....                                                                                       |                       | 1574893                |
| <b>b(1)</b> Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.63</u> % ..... |                       | 104730                 |
| <b>b(2)</b> Interest on line 38b from prior year Schedule SB, using prior year's actual return .....                                                                 |                       | 0                      |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance .....                                                                        |                       | 1679623                |
| <b>d</b> Portion of (c) to be added to prefunding balance .....                                                                                                      |                       | 1676000                |
| <b>12</b> Other reductions in balances due to elections or deemed elections .....                                                                                    | 0                     | 0                      |
| <b>13</b> Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) .....                                                                         | 1164144               | 3424191                |

|                 |                            |
|-----------------|----------------------------|
| <b>Part III</b> | <b>Funding Percentages</b> |
|-----------------|----------------------------|

|           |                                                                                                                                                                        |           |                 |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------------|
| <b>14</b> | <b>Funding target attainment percentage .....</b>                                                                                                                      | <b>14</b> | <b>98.55 %</b>  |
| <b>15</b> | <b>Adjusted funding target attainment percentage .....</b>                                                                                                             | <b>15</b> | <b>100.88 %</b> |
| <b>16</b> | <b>Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....</b> | <b>16</b> | <b>98.02%</b>   |
| <b>17</b> | <b>If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage. ....</b>                                       | <b>17</b> | <b>%</b>        |

|                |                                               |
|----------------|-----------------------------------------------|
| <b>Part IV</b> | <b>Contributions and Liquidity Shortfalls</b> |
|----------------|-----------------------------------------------|

**18** Contributions made to the plan for the plan year by employer(s) and employees:

| (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|--------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
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|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 | Totals ►                 | 18(b)                             | 0 18(c)                         |

**19** Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

|                                                                                                                         |            |   |
|-------------------------------------------------------------------------------------------------------------------------|------------|---|
| <b>a</b> Contributions allocated toward unpaid minimum required contributions from prior years.....                     | <b>19a</b> |   |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                      | <b>19b</b> |   |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date ..... | <b>19c</b> | 0 |

**20** Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ..... ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

| Frequency: Once a year or end of quarter of this plan year |         |         |         |
|------------------------------------------------------------|---------|---------|---------|
| (1) 1st                                                    | (2) 2nd | (3) 3rd | (4) 4th |
| 0                                                          | 0       | 0       | 0       |

**Part V Assumptions Used to Determine Funding Target and Target Normal Cost**

|                                                                                                                                                                                              |                       |                       |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                       |                       |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>4.99% | 2nd segment:<br>6.32% | 3rd segment:<br>6.99%                               |
|                                                                                                                                                                                              |                       |                       | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 | <b>21b</b>            |                       | 4                                                   |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              | <b>22</b>             |                       | 62                                                  |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                       |                       |                                                     |

**Part VI Miscellaneous Items**

|                                                                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                      | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ....                            | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment .....                                   | <b>27</b>                                                           |

**Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years**

|                                                                                                                                      |           |   |
|--------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contributions for all prior years .....                                                            | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a) ..... | <b>29</b> |   |
| <b>30</b> Remaining amount of unpaid minimum required contributions (line 28 minus line 29) .....                                    | <b>30</b> | 0 |

**Part VIII Minimum Required Contribution For Current Year**

|                                                                                                                                                                                      |                     |                    |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                     |                    |               |
| <b>a</b> Target normal cost (line 6) .....                                                                                                                                           | <b>31a</b>          | 2114771            |               |
| <b>b</b> Excess assets, if applicable, but not greater than line 31a .....                                                                                                           | <b>31b</b>          | 0                  |               |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance |                    |               |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 2847942             |                    | 571186        |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       |                     |                    | 0             |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... | <b>33</b>           | 0                  |               |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) .....                                                         | <b>34</b>           | 2685957            |               |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement .....                                                                                                               | 1164144             | 1521813            | 2685957       |
| <b>36</b> Additional cash requirement (line 34 minus line 35) .....                                                                                                                  | <b>36</b>           | 0                  |               |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) .....                                                  | <b>37</b>           | 0                  |               |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                     |                    |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       | <b>38a</b>          | 0                  |               |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                | <b>38b</b>          | 0                  |               |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      | <b>39</b>           | 0                  |               |
| <b>40</b> Unpaid minimum required contributions for all years .....                                                                                                                  | <b>40</b>           | 0                  |               |

**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)**

|                                                                                                |                                                                                                                         |   |  |
|------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---|--|
| <b>41</b> If an election was made to use PRA 2010 funding relief for this plan:                |                                                                                                                         |   |  |
| <b>a</b> Schedule elected .....                                                                | <input type="checkbox"/> 2 plus 7 years <input type="checkbox"/> 15 years                                               |   |  |
| <b>b</b> Eligible plan year(s) for which the election in line 41a was made .....               | <input type="checkbox"/> 2008 <input type="checkbox"/> 2009 <input type="checkbox"/> 2010 <input type="checkbox"/> 2011 |   |  |
| <b>42</b> Amount of acceleration adjustment .....                                              | <b>42</b>                                                                                                               | 0 |  |
| <b>43</b> Excess installment acceleration amount to be carried over to future plan years ..... | <b>43</b>                                                                                                               | 0 |  |