

Agreement

3985379

made this 14th day of November 2002

Between

Harsco Investment Limited (hereinafter referred to as "HIL")

and

Harsco Corporation (hereinafter referred to as "Harsco")



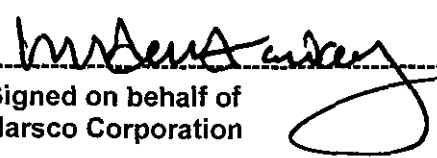
1. Background

- 1.1. HIL owes £190,000,000 ("the debt") to Harsco on inter-company loan account.
- 1.2. The parties agreed to convert £25,000,000 of the debt into 25,000,000 ordinary shares of £1.00 each.

2. Conversion

- 2.1. On the 1st day of November 2002, HIL will issue 25,000,000 ordinary shares of £1.00 each to Harsco.
- 2.2. The issue of the shares in clause 2.1 will discharge £25,000,000 of the debt due by HIL to Harsco.
- 2.3. Following the conversion in terms of this agreement the balance of the debt outstanding shall be £165,000,000.
- 2.4. Share Certificates in respect of the shares shall be issued to Harsco as soon as is practically possible.


Signed on behalf of
Harsco Investment Limited


Signed on behalf of
Harsco Corporation

