

Company No: 03985379

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

HARSCO INVESTMENT LIMITED (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), it is proposed that the resolution below be passed as an ordinary resolution of the Company (the "**Ordinary Resolution**").

ORDINARY RESOLUTION

THAT:

In accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in the Companies Act 1985 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

Statutory Statement regarding signifying agreement and date by which resolutions must be passed

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution.

The undersigned, being all of the shareholders entitled to vote on the Ordinary Resolution on 31 August 2018 (the "**Circulation Date**"), hereby irrevocably agree to the Ordinary Resolution.

Executed by:

 Michael Kolinsky
Harsco Holdings, Inc

SATURDAY



A29 *A7EKASRD* #132
15/09/2018
COMPANIES HOUSE

Notes

1. If you agree to the Ordinary Resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company using one of the following methods:
 - **Email:** by attaching a scanned copy of the signed document to an e-mail and sending it to matt.martindale@friedfrank.com. Please enter "Written Resolution circulated August 2018" in the e-mail subject box.
2. If you do not agree to the Ordinary Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Ordinary Resolution, you may not revoke your agreement.
4. Pursuant to the Companies Act 2006, unless, by the end of the date being 28 days beginning with the Circulation Date, sufficient agreement has been received for the Ordinary Resolution to pass, they will lapse. If you agree to the Ordinary Resolution, please ensure that your agreement reaches us before or during this date. The agreement of a shareholder to a written resolution proposed under the Companies Act 2006 is ineffective if signified after this date.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.