# Harsco and Clayton, Dubilier & Rice Announce Closing of Transaction to Sell Infrastructure Business Into Joint Venture That Combines Infrastructure With Brand Energy to Form New $3 Billion Company

November 26, 2013

CAMP HILL, Pa. and NEW YORK, Nov. 26, 2013 (GLOBE NEWSWIRE) -- Diversified global industrial company Harsco Corporation (NYSE:HSC) and Clayton, Dubilier & Rice ("CD&R") announced today the closing of their previously announced transaction to sell Harsco's Infrastructure division into a joint venture between Harsco and CD&R that combines the Infrastructure division with Brand Energy & Infrastructure Services, Inc. ("Brand"), which funds managed by CD&R simultaneously acquired from First Reserve.

The new, combined company will operate under the name Brand Energy & Infrastructure Services and will be a leading, single-source provider of multi-craft industrial services, forming & shoring and total access solutions to the global energy and infrastructure sectors. As previously announced, Harsco is receiving cash proceeds of approximately $300 million from the transaction and an approximate 29 percent equity interest in the joint venture.

"The close of this transaction is an important milestone for Harsco and demonstrates our commitment to creating sustainable value for our shareholders," said Patrick Decker, Harsco President and CEO. "Not only does this transaction immediately strengthen Harsco's financial profile, but we have also obtained an equity stake in a stronger combined company with an improved competitive position and significant growth opportunities. We believe our shareholders will benefit as this new larger enterprise leverages its leadership position, delivers meaningful cost and operating synergies and capitalizes on the expected market recovery."

Paul Wood will continue to serve as Chairman and Chief Executive Officer of the combined company. CD&R Partner John Krenicki, Jr., former Vice Chairman of General Electric and President and CEO of GE Energy, will serve as Lead Director. Representing Harsco on the Board will be Harsco President and CEO Patrick Decker and Stuart Graham, Harsco Board Member and Chairman of Skanska AB, one of the world's largest construction groups. Brand will retain its existing headquarters in Kennesaw, Georgia.

Financing for the transaction was led by Morgan Stanley, Citigroup Global Markets Inc., Goldman Sachs Bank USA and UBS Investment Bank, followed by, in alphabetical order, HSBC Securities (USA) Inc., ING Capital LLC, Natixis Securities Americas LLC, RBS Securities Inc., SG Americas Securities, LLC, and SunTrust Robinson Humphrey, Inc.

Lead advisor Robert W. Baird & Co. and Credit Suisse acted as financial advisors to Harsco, and Weil, Gotshal & Manges LLP acted as legal advisor to Harsco. Morgan Stanley, Citi, Goldman Sachs & Co. and UBS Investment Bank acted as financial advisors to CD&R with respect to both the Harsco Infrastructure transaction and the Brand Energy & Infrastructure Services transaction. Debevoise & Plimpton LLP acted as legal advisor to CD&R.

**About Brand Energy & Infrastructure Services**

Brand Energy and Infrastructure Services is a leading provider of specialized services to the global energy, industrial and infrastructure markets. Its range of service offerings include work access, corrosion management, atmospheric and immersion coatings, insulation services, fireproofing & refractory, mechanical services, forming & shoring and other complementary specialty services. Brand delivers its services through a network of over 370 branches on six continents, with a particular focus on the major hydrocarbon and power generation markets globally. For additional information visit www.beis.com.

**About Harsco Corporation**

Harsco Corporation's diversified businesses serve major industries that are fundamental to worldwide economic development, including steel and metals production, energy and railways. Harsco's common stock is a component of the S&P MidCap 400 Index and the Russell 1000 Index. Additional information can be found at www.harsco.com.

**About Clayton, Dubilier & Rice**

Founded in 1978, Clayton, Dubilier & Rice is a private investment firm. Since its inception, CD&R has invested in 57 businesses with an aggregate transaction value of approximately $90 billion. CD&R's industrial investments in recent years include: Wilsonart, the former Decorative Surfaces division of ITW; Hussmann International, formerly a division of Ingersoll Rand; and Atkore International, formerly Tyco International's Electrical and Metal Products business. For more information, please visit www.cdr-inc.com.

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