**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
MISTRAS GROUP, INC.**

The addressees of this email, being all of the members of the Board of Directors (the "Board") of Mistras Group, Inc. (the "Company"), approve the following action by this unanimous consent adopted through electronic transmission, as authorized by the Company's bylaws and Sections 141(f) and 232 of the Delaware General Corporation Law.

WHEREAS, the Corporate Governance Committee has conducted a review of the current Charters for of the Corporate Governance Committee; Compensation Committee; and Environmental Social and Safety Committee ("Committees"); and

WHEREAS, the Corporate Governance Committee recommends, and Board agrees with changing the minimum number of the Committees to two (2) members.

NOW THEREFORE, BE IT

RESOLVED, that the attached Committee Charters are hereby Approved.

RESOLVED, that Nicholas DeBenedictis is appointed as Chairperson of the Environmental Social and Safety Committee and shall serve until such time as his resignation or successor is appointed.

<u>GENERAL AUTHORIZATION</u>

RESOLVED, that the appropriate officers of the Company are authorized to take such action as is necessary or appropriate to implement the intent and purposes of all the foregoing resolutions.

By replying to the sender "I approve" or similar words of expression, the addressee member of the Board acknowledges that such reply shall constitute her or his approval and consent to the foregoing action by electronic transmission.