
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)
Information Required in Proxy Statement

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Mistras Group, Inc.

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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MISTRAS GROUP, INC.
195 CLARKSVILLE ROAD
PRINCETON JUNCTION, NJ 08550

Your **Vote** Counts!

MISTRAS GROUP, INC.

2023 Annual Meeting

Vote by May 21, 2023

11:59 PM ET



You invested in MISTRAS GROUP, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 22, 2023.**

Get informed before you vote

View the Annual Report, Notice & Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 08, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 22, 2023
1:00 PM EDT

Virtually at:
www.virtualshareholdermeeting.com/MG2023

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items | Board Recommends |
|---|---------------------------------------|
| 1. Election of Directors Nominees: 01) Dennis Bertolotti 04) Richard H. Glanton 07) Manuel N. Stamatakis 02) Nicholas DeBenedictis 05) Michelle J. Lohmeier 08) Sotirios J. Vahaviolos 03) James J. Forese 06) Charles P. Pizzi | <input checked="" type="radio"/> For |
| 2. To ratify the appointment by the Audit Committee of the Board of Directors of PricewaterhouseCoopers LLP as independent registered public accounting firm of Mistras Group, Inc. for the year ending December 31, 2023. | <input checked="" type="radio"/> For |
| 3. To approve, on an advisory basis, the compensation of Mistras Group, Inc.'s named executive officers. | <input checked="" type="radio"/> For |
| 4. To approve, on an advisory basis, the frequency of future advisory votes on executive compensation. | <input checked="" type="radio"/> Year |
| NOTE: Such other business as may properly come before the meeting or any adjournment thereof. | |



Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".