CHARTER OF
ENVIRONMENTAL, SOCIAL AND SAFETY COMMITTEE
OF THE BOARD OF DIRECTORS OF
MISTRAS GROUP, INC.

Purpose

The Environmental, Social and Safety Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Mistras Group, Inc. (the "**Company**") is established to oversee and promote the Company's policies, programs and practices involving environmental, social responsibility and safety matters, including climate related risk and opportunities.

Committee Membership

The Committee shall be comprised of no fewer than two (2) directors, and the Committee Chair shall be an independent director. The chair and the members of the Committee shall be appointed by and serve at the discretion of the Board, based on the recommendations of the Corporate Governance Committee.

Meetings and Procedures

The Committee will meet from time to time as determined by the Committee in conjunction with regular meetings of the Board and at such other times determined by the Committee or the chair of the Committee. The Committee will invite such members of management as the Committee determines appropriate or advisable from time to time. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee will report regularly to the Board on matters within the Committee's responsibilities and will maintain minutes of Committee meetings.

Authority and Responsibilities

The Committee will have the following duties and responsibilities:

1. Review and provide guidance and oversight to management on environmental and sustainability issues and impacts, and the integration of environmental compliance and sustainability into the Company's business, including innovation, product design, manufacturing and sourcing, and operations.

2. Review and oversee the Company's health and safety programs, policies and practices; review the Company's safety performance, including various safety metrics; and report to the Board on the Company's safety performance and significant strategies, activities, policies and programs involving health and safety.

3. Review and oversee management's social responsibility programs, policies and practices, including those involving corporate responsibility, human rights, and workplace diversity and inclusion.

4. Review the activities of the Company's community and social impact initiatives.

5. Review and make recommendations to management on reporting to various stakeholders (including employees, customers, suppliers, shareholders, governments, local communities and the general public) regarding corporate responsibility.

6. Review, provide guidance to management, and report to the Board regarding the involvement of significant corporate responsibility issues in major business decisions, to protect the Company's goodwill and human and intellectual capital.

7. Oversee the Company's management of its risks and opportunities related to climate change and direct any findings related to such matters to the Risk Committee.

8. Oversee the Company's reporting, disclosure and external communications with respect to environmental, social responsibility and safety matters in conjunction with the Board and other Board committees tasked with general responsibility for Company disclosure.

9. Advise the Company on stockholder proposals and other significant stakeholder concerns relating to environmental, social responsibility and safety matters.

10. Review and reassess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board for approval.

11. Present to the Board such information and recommendations as the Committee deems appropriate within the context of this charter, and perform such other duties and functions from time to time as the Committee determines appropriate or assigned by the Board.

12. To review each year the Company's philanthropic and educational activities, and the Company's support of charitable organizations.

13. To discharge any other responsibilities delegated by the Board from time to time.

Resources of The Committee

In performing its responsibilities, the Committee shall have the authority, in its sole discretion, to hire and obtain advice, reports or opinions from expert advisors, and to set the terms and fees for any such advisors.