**CHARTER OF THE COMPENSATION COMMITTEE**
**OF THE BOARD OF DIRECTORS OF**
**MISTRAS GROUP, INC.**

## Purpose

The Compensation Committee ("**Committee**") is a committee of the Board of Directors (the "**Board**") of Mistras Group, Inc. (the "**Company**") established for the following proposes:

- Provide oversight of the Company's compensation policies, plans and benefits programs;
- Fulfill the Board's responsibilities relating to oversight of the compensation of the Company's Chief Executive Officer ("**CEO**") and executive officers; and
- Evaluate, approve, and administer the Company's compensation plans, policies and programs, including its equity compensation plans, for the Company's CEO and executive officers.

The Committee shall seek to ensure that the Company structures its compensation plans, policies and programs to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company and to promote the success of the Company.

## Committee Membership

The Committee will consist of at least two (2) members of the Board. 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. Members of the Committee must meet the following criteria:

- The independence requirements of the New York Stock Exchange ("**NYSE**") rules (including the independence requirements for compensation committee members);
- The non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934; and

The Board shall designate one member of the Committee as its chairperson.

## Meetings and Procedures

- The Committee will set its own schedule of meetings and will meet at least quarterly, with the option of holding additional meetings at such times as it deems necessary or appropriate. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board, and shall report on its meetings to the Board and any action taken or approved by the Committee.
- 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. Specifically, at its discretion, the Committee shall have the authority to designate a committee to grant equity awards to employees other than executive officers, with the authority to grant options or stock purchase rights to such employees within guidelines established by the Committee from time to time. Such committee shall consist of a minimum of one (1) member of the Company's Board, who may be the Chief Executive Officer. If designated, the committee for equity awards will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Committee and the Board.

- Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

**Authority and Responsibilities**

To the extent deemed necessary or appropriate, the Committee shall have the following authority and responsibilities:

*Compensation for Executive Officers*

- Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate his or her performance in light thereof, and consider factors related to the performance of the Company in approving the compensation level of the CEO. The CEO may not be present during deliberations or voting on such matters.

- Review and approve the CEO's (1) annual base salary, (2) annual incentive bonus, including the specific goals and amount, (3) equity compensation, (4) any employment agreement, severance arrangement and change in control agreement/provision, (5) any signing bonus or payment of relocation costs and (6) any other benefits, compensation or arrangements. In determining, the long-term incentive component of CEO compensation, the Committee will consider, among other things, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years. The CEO may not be present during deliberations or voting on such matters.

- Review and approve items (1) through (6) in the previous bullet for other executive officers identified by the Committee.

*Incentive and Equity-Based Compensation Plans*

- Administer the Company's equity incentive plans. In its administration of the plans, the Committee may, pursuant to authority granted by the Company's equity plans to a committee, (i) grant stock options or stock purchase rights to individuals eligible for such grants and (ii) amend such stock options or stock purchase rights. The Committee shall also make recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder.

- Approve all option grants to executive officers of the Company.

- Oversee the Company's overall compensation plans and benefits programs by reviewing management reports with respect thereto on at least an annual basis. The Committee shall also make recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate.

- Authorize the repurchase of shares from terminated employees pursuant to applicable law.

*Retention of Advisors*

- Have the authority in its sole discretion to retain and obtain the advice of a compensation consultant, independent legal counsel or other adviser, provided that the Committee has taken into consideration all factors relevant to that person's or firm's independence from management, including all factors set forth in the NYSE rules and the instruction to Item 407(e)(3)(iv) of Regulation S-K, before selecting that person or firm.

- Have direct responsibility for the appointment, compensation, and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee.

*Compliance and Governance Issues*

- Prepare a report of the Committee to be included in the Company's proxy statement for each annual meeting and review and discuss the Company's compensation policies and practices and the compensation discussion and analysis with management and recommend to the Board whether to include the compensation discussion and analysis in the Company's proxy statement or annual report on Form 10-K.

- Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

- Review annually the performance of the Committee.

**Company Responsibilities**

The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) reasonable compensation to any compensation consultant, independent legal counsel or other adviser retained by the Committee or (ii) ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.