CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
MISTRAS GROUP, INC.

Purpose

The Corporate Governance Committee ("**Committee**") is a committee of the Board of Directors (the "**Board**") of Mistras Group, Inc. (the "**Company**") established to help ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate corporate governance practices and standards.

Committee Membership

- The Committee shall be comprised of no fewer than two (2) members.
- The members of the Committee shall meet the independence requirements of the New York Stock Exchange rules, as well as any independence and other requirements of the Securities and Exchange Commission and other applicable laws.
- The Committee members shall be appointed by and serve at the discretion of the Board, based on the recommendations of the Committee.
- The Lead Director shall serve as Chairman of the Committee.

Meetings and Procedures

- The Committee will set its own schedule of meetings and will meet at least twice per year, 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. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.
- 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 it deems necessary or appropriate, the Committee shall perform the following:

Board Composition, Evaluation and Nominating Activities

- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.

- Review periodically the policy and procedures for considering stockholder nominees for election to the Board.

- Recommend for approval by the Board on an annual basis desired qualifications and characteristics for Board membership and with corresponding attributes.

- Search for, identify, evaluate and recommend for the selection by the Board candidates to fill new positions or vacancies on the Board, and review any candidates recommended by stockholders.

- Evaluate the performance of individual members of the Board eligible for re-election, and recommend for the selection by the Board, the director nominees for election to the Board at the annual meeting of stockholders.

- Evaluate the independence of directors and director nominees against the independence requirements of the NYSE and SEC rules and other applicable requirements.

- Evaluate director compensation, consulting with outside consultants and/or management, when appropriate, and make recommendations to the Board regarding director compensation.

- Review any director resignation letter tendered in accordance with the Company's Director Resignation Policy, and evaluate and recommend to the Board whether such resignation should be accepted or other action taken.

Board Committees

- Review periodically the composition of each committee of the Board, the need for additional committees, or changes in mandate or dissolution of existing committees, and make recommendations to the Board accordingly.

- Recommend to the Board persons to be members and chairpersons of the various committees.

Corporate Governance Generally

- Develop and recommend to the Board a set of corporate governance guidelines and practices.

- Review annually the Company's corporate governance principles and practices, the Company's compliance with these principles and practices, and recommend changes, as appropriate.

- Oversee the Company's communications and relations with stockholders.

- Oversee the evaluation of the Company's management.

- Oversee, review, develop policies and principles for succession planning and report to Board regarding the Company's succession planning for the Board, senior management and other key employees.

- Periodically review and reassess the adequacy and scope this Charter and the Committee's established processes and procedures and recommend any proposed changes to the Board for approval.

- Oversee the Board's performance and self-evaluation process, including conducting surveys of director observations, suggestions and preferences regarding how effectively the Board operates. The Committee also will evaluate the participation of members of the Board in continuing education activities in accordance with NYSE Rules.

- Oversee compliance by the Board and its committees with applicable laws and regulations, including the NYSE and SEC rules and regulations.

- Review annually the performance of the Committee.

- Confirm that the Company Corporate Governance Guidelines are followed.

Conflicts of Interest

- Review and monitor the Company's Code of Business Conduct.

- Consider questions of possible conflicts of interest of members of the Board and of corporate officers and review actual or potential conflicts of interest or related party transactions involving members of the Board or officers of the Company, and make determinations accordingly, such as approving the transaction or conflict or taking such action as the Committee deems appropriate.

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