

Mistras Group

Director Resignation Policy

I. Directors Receiving Majority Votes Withheld in Uncontested Elections

Under the Company's By-Laws and in accordance with Delaware law, directors are elected by a plurality, meaning the directors receiving the highest number votes for their election are elected as directors, based upon for the number of directors being elected. In order to address the situation in which a nominee for the Board of Directors is elected to the Board in an uncontested election, despite receiving more votes “withheld” or “against” for his or her election than votes “for” his or her election (“Majority Withheld Vote”), the Board has adopted this policy. For purposes of this Policy, an “uncontested election” is any election of directors in which the number of nominees for election is less than or equal to the number of directors to be elected.

By accepting a nomination for election as a director of the Company in an uncontested election for directors, each nominee agrees that if he or she receives a Majority Withheld Vote in such election, the director shall promptly tender an offer of his or her resignation following certification of the shareholder vote.

The Corporate Governance Committee will consider and recommend to the Board whether to accept the resignation offer. Following the recommendation of the Corporate Governance Committee, the independent members of the Board will decide the action to take with respect to the offer of resignation within 90 days following certification of the shareholder vote. The Corporate Governance Committee and Board will evaluate any such tendered resignation, based upon the best interests of the Company and its shareholders. When deciding the action to take, the Board could accept or turn down the offer of resignation or decide to pursue additional actions such as the following:

- allow the director to remain on the Board but not be nominated for re-election to the Board at the next election of directors;
- defer acceptance of the resignation until the vacancy the resignation will create can be filled by the Board with a replacement director meeting the necessary qualifications; or
- defer acceptance of the resignation if the director can cure the underlying cause of the Majority Withheld Vote within a specified period of time (for example, if the withheld votes were due to another board directorship, by resigning from that other board).

Any director who offers his or her resignation pursuant to this policy will not participate in any discussions or actions by either the Corporate Governance Committee or the Board with respect to his or her own resignation offer, but will otherwise continue to serve as a director during this period. However, if enough members of the Corporate Governance Committee receive a Majority Withheld Vote in the same uncontested election, so that a quorum of the Corporate Governance Committee cannot be attained, then the other independent directors who received a greater number of votes “for” than “withheld” or “against” in that election will consider and decide whether to accept the resignation offer of each director who received a Majority Withheld Vote. If less than three independent directors did not receive a Majority Withheld Vote in the same election, then all

independent directors may participate in any discussions or actions with respect to accepting or turning down the resignation offers (except that no director will vote with respect to his or her own resignation offer).

Change in Director Occupation

If a director's principal occupation or business association changes substantially during his or her tenure as a director, other than as a result of retirement, that director shall tender his or her resignation for consideration by the Corporate Governance Committee. The Corporate Governance Committee, in consultation with the Chairman of the Board, will recommend to the Board the action, if any, to be taken with respect to the resignation.