

MSA Safety Incorporated

Finance Committee Charter

March 7, 2014

Purpose and Scope

The purpose and scope of the Finance Committee of the Board of Directors (the "Committee") of MSA Safety Incorporated (the "Company") is to assist the Board of Directors (the "Board") in fulfilling its responsibilities in the oversight of issues relating to the Company's capital structure, financial and treasury operations.

Composition and Meetings

- (a) The Committee shall be comprised of a minimum of three members of the Board appointed annually by the Board.
- (b) The chairperson of the Committee shall be appointed by the Board.
- (c) The Committee is expected to meet at least two times each year, with authority to convene additional meetings, as necessary. All Committee members are expected to attend each meeting, in person or via teleconference.
- (d) The Committee may request any officer or employee of the Company, outside counsel or consultants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Quorum

A majority of the total number of Committee members shall constitute a quorum for the transaction of business at any meeting. All matters shall be decided by the affirmative vote of a majority of members attending in person or via teleconference.

Authority and Responsibilities

The Committee shall review the following matters and make recommendations to the Board as appropriate:

1. Capital Structure. The Company's capital structure, cost of capital and any related risks and opportunities.

2. Dividends. The Company's quarterly dividends proposed to be paid during a calendar year as well as any special dividends or other distributions.
3. Financing Strategies and Activities. The Company's financing strategies, including liquidity and working capital policies and practices and the maintenance of adequate credit facilities, and any significant financing transactions.
4. Hedging Strategies. The Company's hedging policies and practices.
5. Benefit Plan Funding Matters. The funding of the Company's employee benefit plans.
6. Investor Relations. The Company's policies and practices relating to shareholder relations and communications.

The Committee shall report the Committee's activities to the Board in such manner and at such times as it deems appropriate and shall annually review its own performance.

Advisors

The Committee shall have authority to retain legal counsel, accounting and other advisors.

General

- (a) While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to manage or execute the Company's capital structure, financial or treasury operations, which is the responsibility of management.
- (b) The Committee shall perform any other activities consistent with this Charter, the Company's By-laws and governing laws as the Committee or the Board deem appropriate.
- (c) The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.