

**MSA Safety Incorporated**  
**Compensation Committee Charter**

October 25, 2019

**Purpose and Scope**

The purpose of the Compensation Committee of the Board of Directors (the "Committee") of MSA Safety Incorporated (the "Company") is as follows:

- (a) To develop compensation policies for the Company's Section 16 officers (and such other executives), as may be identified by the Committee, that create a direct relationship between pay levels and long-term corporate performance;
- (b) To monitor the results of such policies to assure that the compensation payable to the Company's Section 16 officers (and such other executives as may be identified by the Committee) provides overall competitive pay levels, creates proper long-term incentives to retain and attract officers and executives, creates proper incentives to enhance shareholder value, rewards superior performance and is justified by the returns available to shareholders;
- (c) To assess the risk incentivization inherent in all corporate compensation plan structures, and assure that such risks are consistent with desired long-term shareholder returns; and,
- (d) To review such other compensation matters identified by the Committee as may be appropriate.

**Composition and Meetings**

- (a) The Committee shall be comprised of a minimum of three members of the Board as appointed annually by the Board and shall be, in the business judgment of the Board, independent and qualified under standards established by applicable law and the rules of the Company's listing exchange and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal.
- (b) Each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.
- (c) The chairperson of the Committee shall be elected by the Board.
- (d) The Committee is expected to meet at least three 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.
- (e) The Committee may invite members of management, auditors, or others to attend meetings and provide pertinent information, as necessary. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials.
- (f) The Committee shall report its actions to the Board and keep written minutes of its meetings that shall be recorded and filed with the books and records of the Company.

**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 have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

- (a) Review and recommend to the independent directors of the Board for approval the annual goals and objectives, review and evaluate CEO performance, base salary level, annual incentive opportunity levels, long term incentive opportunity plans, equity-based plans, employment agreements, retention and severance arrangements and change in control agreements and any special or supplemental benefits for the Chief Executive Officer.
- (b) Review and approve, for all other Section 16 officers (and such other executives as may be appropriate) the annual base salary levels, the annual incentive opportunity levels, long-term incentive opportunity plans, equity-based plans, employment agreements, retention and severance arrangements and change in control agreements and any special or supplemental benefits.
- (c) Approve, monitor the effectiveness of and modify as appropriate, the Company's annual and long-term incentive programs, equity-based plans, employee benefit and any similar programs or plans specific to Section 16 officers.
- (d) Assess the risk incentivization inherent in all corporate compensation plan structures and assure that such risks are consistent with desired long-term shareholder returns.
- (e) Approve a Compensation Discussion & Analysis (CD&A) on executive compensation for inclusion in the Company's annual proxy statement.
- (f) Retain, terminate and pre-approve fees and assess independence for any outside consultants and attorneys to facilitate the performance of the Committee's responsibilities hereunder.
- (g) Perform any other activities consistent with this Charter, the Company's By-Laws and governing laws as the Committee or the Board deem appropriate.
- (h) Annually review and assess the performance of this Committee and its members consistent with the responsibilities set forth in this charter.
- (i) Annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.