

Independence Standards for Directors

(a) To be considered independent under the New York Stock Exchange ("NYSE") rules, the Board must affirmatively determine that a Director has no material relationship with MSA (either directly or as a partner, shareholder or officer of an organization that has a relationship with MSA). The Board has established the following guidelines to assist it in determining Director independence:

(i) An MSA Director who is an employee, or whose immediate family member is an executive officer, of MSA is not independent until three years after the end of the employment relationship.

(ii) An MSA Director who receives, or whose immediate family member receives (other than in a non-executive officer employee capacity), more than \$120,000 per year in direct compensation from MSA (other than director and committee fees and pension or other forms of deferred compensation for prior service), is not independent until three years after he or she ceases to receive more than \$120,000 per year in such compensation.

(iii) An MSA Director is not independent when:

(a) that Director is a partner of or employed by, or that Director's immediate family member is a partner of, the firm that is the present internal or external auditor of MSA.

(b) that Director's immediate family member is employed by the firm that is the present internal or external auditor of MSA and such family member personally works on MSA's audit.

(c) that Director, or that Director's immediate family member, was within the last three years (but is no longer) a partner or employee of the present internal or external auditor of MSA and personally worked on MSA's audit within that time.

(iv) An MSA Director who is employed, or whose immediate family member is employed, as an executive officer of another company where any of MSA's present executives serve on that company's compensation committee is not independent until three years after the end of such service or the employment relationship.

(v) An MSA Director who is currently an executive officer or an employee, or whose immediate family member is currently an executive officer, of a company that makes payments to or receives payments from, MSA for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million, or two percent of the other company's consolidated gross revenue, is not independent until three years after falling below such threshold.

(vi) In affirmatively determining the independence of any MSA Director who will serve on the Compensation Committee, the Board will consider all factors specifically relevant

to determining whether an MSA Director has a relationship to MSA which is material to that Director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (A) the source of compensation of such Director, including any consulting, advisory or other compensatory fee paid by MSA to such Director; and (B) whether such Director is affiliated with MSA, a subsidiary of MSA, or an affiliate of a subsidiary of MSA.

(b) In addition, the following commercial or charitable relationships will not be considered to be material relationships that would impair a Director's independence: (i) if an MSA Director is an executive officer of another company that is indebted to MSA, or to which MSA is indebted, and the total amount of either company's indebtedness to the other is less than five percent of the total consolidated assets of the company he or she serves as an executive officer; (ii) if an MSA Director is an executive officer of another company in which MSA owns a common stock interest, and the amount of the common stock interest is less than five percent of the total shareholders equity of the company he or she serves as an executive officer; and (iii) if an MSA Director serves as an executive officer of a charitable organization, and MSA's discretionary charitable contributions to the organization are less than two percent of that organization's annual revenue. (MSA's automatic matching of employee charitable contributions will not be included in the amount of MSA's contributions for this purpose.) A commercial relationship in which a Director is an executive officer of another company that owns a common stock interest in MSA will not be considered to be a material relationship which would impair a Director's independence. The Board will annually review commercial and charitable relationships of Directors.

(c) For relationships outside the safe-harbor guidelines in (b) above, the determinations of whether the relationship is material or not, and therefore whether the Director would be independent or not, shall be made by the Directors who satisfy the independence guidelines set forth in (a) and (b) above. For example, if a Director is the executive officer of a charitable organization, and MSA's discretionary charitable contributions to the organization are more than two percent of that organization's annual revenue, the independent Directors could determine, after considering all of the relevant circumstances, whether such a relationship was material or immaterial, and whether the Director should therefore be considered independent. MSA would explain in its proxy statement the basis for any Board determination that a relationship was immaterial, despite the fact that it did not meet the safe-harbor for immateriality set forth in subsection (b) above.

In addition, members of certain Board Committees, such as the Audit Committee, are subject to heightened standards of independence under Rule 10A-3 of the Exchange Act of 1934.

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