



MIRION
TECHNOLOGIES

June 29, 2021

VIA Electronic Mail to Kevin.Williams@nrc.gov and RidsRgn1MailCenter.Resource@nrc.gov

Materials Safety Licensing Branch
Division of Material Safety, State, Tribal and Rulemaking Programs
Office of Nuclear Materials Safety and Safeguards
U.S. Nuclear Regulatory Commission
Washington, DC 20555-0001

**SUBJECT: Application for Approval of Indirect Transfer of Control
Radioactive Materials License No. 06-15099-03E (Docket No. 030-36154)**

Mirion Technologies (Canberra), Inc. (the “Licensee”), on behalf of itself and its parent company Mirion Technologies, Inc. (“Mirion”), hereby requests Nuclear Regulatory Commission (“NRC”) consent to an indirect transfer of control of NRC Radioactive Materials License No. 06-15099-03E (the “License”). As described below, the indirect transfer of the License would occur as a result of a “going public” transaction involving Mirion. NRC approval is requested **by August 16, 2021, or sooner if possible.**

The Licensee is a wholly owned subsidiary of Mirion, a global provider of radiation detection, measurement, analysis and monitoring solutions for nuclear, defense, medical and research users. Mirion is headquartered in Atlanta, Georgia and employs roughly 2,500 people worldwide, with operations in 13 countries. Mirion is a portfolio company of Charterhouse Capital Partners LLP (“Charterhouse”), based in the United Kingdom. The ultimate parent company of Mirion and the Licensee is known as Mirion Technologies (TopCo), Ltd., a Jersey private company.

On June 17, 2021, Mirion announced that it will become a publicly traded company through a business combination with GS Acquisition Holdings Corp II (“GSAH”) (listed on the New York Stock Exchange as: GSAH, GSAH.U, GSAH WS), a special purpose acquisition company (“SPAC”) sponsored by an affiliate of The Goldman Sachs Group, Inc. Mirion Technologies (TopCo), Ltd. would become a subsidiary of GSAH, but it will have a distributed stockholder base like most public companies, with no single stockholder owning greater than 50% of its outstanding common stock. Upon completion of the business combination, it is expected that (depending on the amount of redemptions by SPAC public shareholders) the SPAC sponsor and its affiliates will own between approximately 10% and 20% of the outstanding voting common stock, Charterhouse will own between 11% and 30% of the outstanding voting common stock, and Mirion management will hold between 5% and 6% of the outstanding voting common stock.¹ As a result of this “going public” transaction, Mirion will move from being majority controlled by a single private owner

¹ This figure assumes no redemptions by the public stockholders of GSAH.

(Charterhouse), to a publicly-held company. At closing, the public company's name will be changed to Mirion Technologies, Inc.²

The going-public transaction will result in an indirect transfer of control of the License. The principal change is that the ultimate parent company of the Licensee will become a subsidiary of GSAH, as a publicly-traded company listed on the New York Stock Exchange with a distributed stockholder base so that no single stockholder is expected to have majority control.

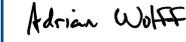
The Licensee expects the ultimate going public transaction to close in the second half of 2021, subject to closing conditions including receipt of required regulatory approvals. The Licensee therefore respectfully requests the NRC's review and its written approval of this planned indirect license transfer **by August 16, 2021, or sooner, if possible, and prompt posting of this application to the NRC website for the 30-day comment period,** to support the closing schedule.

Attachment 1 provides the license transfer application, with more information about the planned transaction as required under NUREG-1556. Attachment 2 presents a simplified pre- and post-closing organizational chart describing the transaction.

If you have any questions or comments pertaining to this transaction, please contact Mirion's counsel for nuclear regulatory matters, Daniel F. Stenger, at Hogan Lovells US LLP (202-637-5691 / Daniel.stenger@hoganlovells.com).

I declare under penalty of perjury under the laws of the United States of America that to the best of my knowledge the information contained in this license transfer application pertaining to Mirion Technologies, Inc. and its affiliated companies is true and correct.

Executed on June 29, 2021

DocuSigned by:

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Adrian Wolff
Corporate Counsel
Mirion Technologies, Inc.

Enclosures: Attachment 1, Information Required for NRC License Transfer Application
Attachment 2, Simplified Organizational Chart Describing the Transaction

cc: Daniel F. Stenger, Hogan Lovells US LLP
Adrian Wolff, Corporate Counsel for Mirion Technologies
Jochen Dreyer, Deputy Compliance Officer, Mirion Technologies
Radiation Safety Officer, Mirion Technologies (Canberra), Inc.

² The transaction will be carried out pursuant to a Business Combination Agreement, dated as of June 17, 2021, by and among GSAH, a Delaware corporation, Mirion Technologies (TopCo), Ltd., and parties affiliated with Charterhouse.

Attachment 1

Information Required for License Transfer Application

This information is submitted consistent with Chapter 5 (Change of Control) and Appendix E (Information Needed for Transfer of Control Application) of NUREG-1556, Vol. 15, Rev. 1, *Consolidated Guidance About Materials Licenses: Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses*.

- 1. Describe any planned changes in the organization, including but not limited to, transfer of stocks or assets and mergers, change in members on Board of Directors, etc. Provide the new licensee name, mailing address, and contact information, including phone numbers. Clearly identify when the amendment request is due to a name change only.***

Mirion Technologies (Canberra), Inc. (the "Licensee") holds NRC Radioactive Materials License No. 06-15099-03E (the "License"). On June 17, 2021, Mirion Technologies, Inc. ("Mirion") announced that it will become a publicly traded company through a business combination with GS Acquisition Holdings Corp II ("GSAH") (listed on the New York Stock Exchange as: GSAH, GSAH.U, GSAH WS), a special purpose acquisition company ("SPAC") sponsored by an affiliate of The Goldman Sachs Group, Inc. The Licensee's ultimate parent company, Mirion Technologies (TopCo), Ltd., would become a subsidiary of GSAH, but it will have a distributed stockholder base like most public companies, with no single stockholder owning greater than 50% of its outstanding common stock. Upon completion of the business combination, it is expected that (depending on the amount of redemptions by SPAC public shareholders) the SPAC sponsor and its affiliates will own between approximately 10% and 20% of the outstanding voting common stock, Charterhouse Capital Partners LLP ("Charterhouse") will own between 11% and 30% of the outstanding voting common stock, and Mirion management will hold between 5% and 6% of the outstanding voting common stock. As a result of this "going public" transaction, Mirion will move from being majority controlled by a single private owner (Charterhouse), to a publicly-held company. At closing, the public company's name will be formally changed to Mirion Technologies, Inc.

The "going public" transaction will result in an indirect transfer of control of the License. The Licensee will remain the holder of the License, and no changes are anticipated to occur in the Licensee's management and organization responsible for licensed activities, or in equipment, facilities, personnel and procedures. The Licensee's activities will continue to be subject to all existing requirements and conditions of the License and the applicable NRC provisions.

- 2. Describe any changes in personnel or duties. Include training and experience documentation for new personnel. If there will be a new radiation safety officer, that person must sign the applicable license attachments.***

There are no such changes in personnel or duties that relate to the licensed program.

- 3. Describe any changes in the location, facilities, equipment or procedures that relate to the licensed program. Submit a new storage diagram if the radioactive material will be stored at a new location.***

There are no such changes that relate to the licensed program as a result of the transaction.

- 4. Describe the status of the licensee's facilities, equipment, radiation safety program including any known contamination and whether decontamination will occur prior to transfer. Include the status of calibration, leak tests, area surveys, wipe tests, training, quality control, and related records.***

The status of the facilities, equipment, and radiation safety programs as they related to the License will not change in connection with the transaction. There is no known contamination. All calibrations, leak tests, area surveys, wipe tests, training, quality control, and related records are current.

- 5. If current decommissioning funding plans (DFP) will be changed as a result of the transfer, the revised DFP should be submitted. If other financial assurance documents will be changed as a result of the transfer, confirm that all financial assurance instruments associated with the license will be held by the transferee's name before the license is transferred, and as required by 10 CFR30.35(f).***

There are no such changes to the DFP associated with the transaction.

- 6. Confirm that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to NRC, as appropriate. These records include documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods and sensitivity.***

The Licensee confirms that such records will remain with the Licensee, that they are current, and that they will be current at the time of the transaction.

- 7. Confirm that both transferor and transferee agree to transferring control of the licensed material and activity, and the conditions of transfer, and that the transferee has been made aware of any open inspection items and its responsibility for possible resulting enforcement actions.***

Mirion and the Licensee confirm that they have agreed to the change in control of the License. All conditions and requirements related to the License remain unchanged. There are no known inspection items pertaining to the License.

- 8. Confirm that the transferee will abide by all constraints, conditions, requirements, representations, and commitments of the transferor or that the transferee will submit a complete description of the proposed licensed program.***

The Licensee confirms that they will abide by all such current constraints, requirements, and commitments under the License.

9. *The transferee, in the case of fuel cycle facilities, shall provide documentation showing that it is financially qualified to conduct normal operations. The information can be in the form of income statements and balance sheet forecasts.*

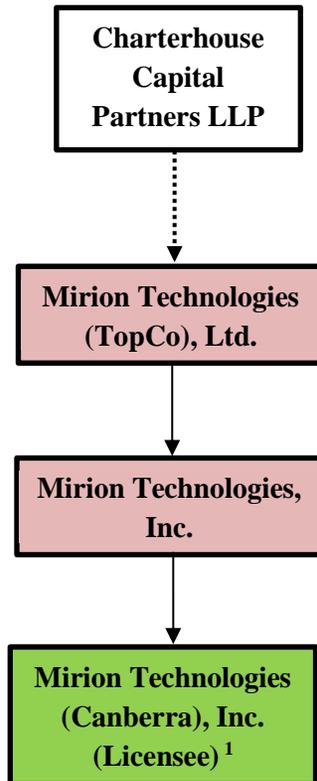
This question is not applicable for this License.

Attachment 2

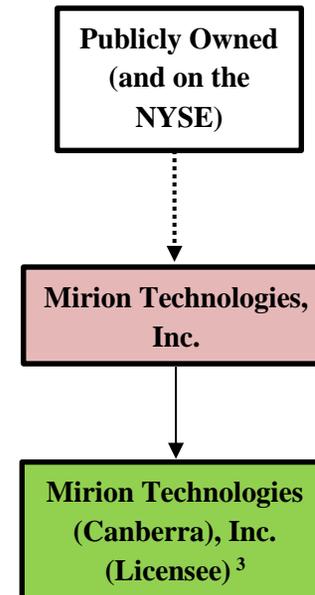
Simplified Organizational Chart Describing the Transaction

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PRE-TRANSACTION



POST-TRANSACTION



.....> Indirect ownership
——> Direct ownership

¹ Mirion Technologies, (Canberra), Inc., under Mirion Technologies, Inc. holds NRC Materials License Nos. 06-15099-03E and 06-15099-01.

² GS Acquisition Holdings Corp II will combine with Mirion Technologies, Inc. and Mirion Technologies, Inc. will become a publicly traded company.

³ Mirion Technologies (Canberra), Inc. will remain the Licensee after the transaction.