



October 15, 2026

Via Electronic Information Exchange

U.S. Nuclear Regulatory Commission
11555 Rockville Pike
Rockville, MD 20852-2738

Re: Application for Consent to the Indirect Transfer of Control of Radioactive Materials
License and Export License – ***Response Requested by November 25, 2026***

Mistras Group, Inc.
License No. 12-16559-02
NRC Docket No. 030-35114

Mail Control Number: 672251
Docket Number : 3035114
License Number : 12-16559-02
Licensee Name : Mistras Group, Inc.

Mistras Group, Inc.
Export License No. PXB200.01
NRC Docket No. 11006199

Dear Sir or Madam,

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (“AEA”), 10 CFR § 30.34(b), and 10 CFR §§ 110.50(d) and 110.51, Mistras Group, Inc. (“Mistras”) on behalf of itself and Athena Purchaser, LLC (“Parent”) (together, “Applicants”), jointly submit the enclosed application (“Application”) requesting the U.S. Nuclear Regulatory Commission (“NRC”) consent to the indirect transfers of control of the radioactive materials license and export license listed above (the “Licenses”).

As explained in the enclosed Application, the indirect transfer of control will occur as a result of a transaction in which Mistras, which is currently a publicly traded company (NYSE: MG), will become wholly owned by Parent. Under the terms of an Agreement and Plan of Merger, dated as of September 17, 2026, Athena Merger Sub, Inc. (“Acquisition Sub”), a Delaware corporation and wholly owned subsidiary of Parent, will merge with and into Mistras, and Mistras will be the surviving company under the ownership and control of Parent (the “Transaction”).

Parent is a Delaware limited liability company that was formed for purposes of the transaction and is owned by funds controlled and managed by H.I.G. Capital, LLC (“HIG”). Consistent with an indirect transfer of control, there will be no changes to the name of the licensee (or none are anticipated as of this time), nor any material changes to NRC-licensed operations, or NRC-licensed activities. Simplified organization charts depicting Mistras’ current ownership and ownership after the Transaction are attached as Exhibits A-1 and A-2 respectively to the enclosed Application.

Mistras, which is and will remain the licensee after the Transaction, is a corporation organized under Delaware law with its current corporate headquarters in Princeton Junction, New

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Jersey. Mistras possesses licensed materials and conducts licensed activities at the location identified on the Licenses. HIG is a limited liability company organized under Delaware law. HIG is a leading global alternative investment firm with \$75 billion of capital under management and with a focus on the mid-cap segment of the market. It has invested in over 400 companies over the past 30 years. HIG investment vehicles currently and have historically owned other companies that hold radioactive materials licenses. For example, funds controlled and managed by HIG currently majority own and control Pixelle Specialty Solutions LLC, which holds Commonwealth of Pennsylvania Radioactive Materials License No. 1631. HIG portfolio companies CHA Consulting and USA Debusk also each hold radioactive materials licenses,¹ and HIG funds have controlled and managed other licensees, including, from 2008 through 2018, TestAmerica Laboratories, which held NRC License No. 24-24817-01.² Accordingly the NRC should treat HIG, Parent, and Acquisition Sub as known entities.

At the close of the Transaction, Mistras will maintain its corporate identity but will be a wholly owned subsidiary of Parent and under indirect control of HIG. All NRC-licensed activities will continue to be conducted at the facilities identified on the Licenses. Operational employees will remain employees of Mistras. Prior to this Application, and unrelated to this Transaction, Mistras filed a license amendment request with the NRC on October 2, 2026, to change the Radiation Safety Officer (“RSO”) listed on the License No. 12-16559-02 and provided the qualifications for the new RSO. As set forth in that license amendment request, the new RSO is technically qualified to serve in that position and upon NRC approval, will be responsible for all NRC-licensed materials and activities. Accordingly, Mistras will remain technically and financially qualified as the licensee and will continue to fulfill all responsibilities as the licensee. Because the Transaction will result in an indirect transfer of control, no conforming amendments to the Licenses are required.

This Application follows the NRC’s guidance provided NUREG-1556, Volume 15, Rev. 1, “Consolidated Guidance About Materials License: Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials License” (June 2016), and Information Notice No. 89-25, Rev. 1, “Unauthorized Transfer of Ownership or Control of Licensed Activities” (December 7, 1994).

Applicants anticipate closing the transaction in late 2026 or early 2027, subject to approval by Mistras’ stockholders and the receipt of required regulatory approvals. ***Applicants therefore request that you consent to the indirect transfer of control as promptly as practicable and no later than November 25, 2026.***

Applicants would also appreciate the NRC including the individuals on the attached service list to all correspondence regarding the Application.

¹ CHA consulting holds Florida Radioactive Materials License No. 4848-1 and South Carolina Radioactive Materials License Nos. 934 and 967. USA Debusk holds Texas Radioactive Materials License No. L06910.

² See Letter from M.J. Ridenhower to U.S. NRC Region III (Feb. 8, 2008) (ADAMS Accession No. ML080390563), and Letter from K. Ely to U.S. NRC Region III (Nov. 9, 2018) (ADAMS Accession No. ML18319A156).

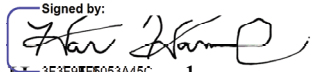
U.S. Nuclear Regulatory Commission

October 15, 2026

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If you have any additional questions, please do not hesitate to contact me at Hani.Hammad@mistrasgroup.com or by phone at (609) 716-4000.

Sincerely,

Signed by:


Hani Hammad

Chief Operating Officer

Mistras Group, Inc.

Enclosure

cc:

Administrator, USNRC Region IV

Director, Office of International Programs

U.S. Nuclear Regulatory Commission

October 15, 2026

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APPLICATION FOR CONSENT TO THE INDIRECT TRANSFER OF CONTROL OF RADIOACTIVE MATERIALS LICENSE

1.0 INTRODUCTION

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (“AEA”), 10 CFR § 30.34(b), and 10 CFR §§ 110.50(d) and 110.51, Mistras Group, Inc. (“Mistras”) on behalf of itself and Athena Purchaser, LLC (“Parent”), a Delaware limited liability company owned by funds controlled and managed by H.I.G. Capital, LLC (“HIG”) (Mistras and Parent together, “Applicants”), jointly submit this Application for Consent to the Indirect Transfer of Control of Radioactive Materials License and Export License (“Application”). The Application requests U.S. Nuclear Regulatory Commission (“NRC”) consent to the indirect transfer of control, within the meaning of 10 CFR § 30.34(b), and 10 CFR §§ 110.50(d) and 110.51, and applicable guidance, of Mistras’ Radioactive Materials License No. 12-16559-02 and Export License No. PXB200.01 (the “Licenses”).

1.1 CONSENT FOR THE TRANSACTION

The NRC’s consent is necessitated by a proposed transaction in which Athena Merger Sub, Inc. (“Acquisition Sub”), a Delaware corporation and wholly owned subsidiary of Parent, will merge with and into Mistras, and Mistras will be the surviving company under the ownership and control of Parent, and indirectly controlled and managed by HIG (the “Transaction”). The corporate organizational structure of Mistras before the Transaction is depicted in a simplified organizational chart provided in Exhibit A-1. Exhibit A-2 provides a simplified organizational chart after the Transaction. These organizational charts are “simplified” in that no unlicensed entities or subsidiaries are depicted except those with ownership rights or the ability to exercise control over licensed activities and materials.

Consistent with an indirect transfer of control, there will be no change to the name of the licensee, nor any material changes to the NRC-licensed operations or NRC-licensed activities. The indirect transfer of control will not affect the organizational or operational structure of the licensee. There are no changes anticipated in the operating organization, location, facility, equipment, or procedures associated with the licensed activities; and there are no changes anticipated in the use, possession, location, or storage of licensed materials because of the Transaction. Licensed activities will continue in their current form without interruption of any kind resulting from the indirect transfer of control.

1.2 TIMING

In addition to the consent requested in this Application, the closing of the Transaction is conditional on the filing of certain applications and notices with, and receipt of relevant consents from applicable governmental authorities, including several Agreement States concerning the transfer of control as a result of the Transaction (collectively, the “Regulatory Consents”). Applicants currently anticipate closing the transaction in late 2026 or early 2027, subject to approval by Mistras’ stockholders and the receipt of required regulatory approvals. *Applicants therefore request that you issue your consent to the transfer of control as promptly as practicable and no later than November 25, 2026.* Applicants will notify the NRC once the Applicants have obtained the Regulatory Consents and any updates to the expected timing of the closing of the Transaction.

2.0 THE PARTIES

2.1 MISTRAS GROUP, INC.

Mistras is a corporation organized under Delaware law, and its corporate headquarters is located in Princeton Junction, New Jersey. Mistras’ shares are publicly traded on the New York Stock Exchange (Symbol: MG). Mistras is managed by a Board of Directors. Mistras is a global

leader in asset integrity and laboratory testing solutions for the oil and gas, aerospace and defense, and power generation and transmission industries. Mistras holds the Licenses and provides radiographic testing and calibration services to these industries using licensed byproduct material in sealed sources, among other services. Radioactive Materials License No. 12-16559-02 authorizes Mistras to possess licensed materials and conduct licensed activities at the location identified on that license and at temporary job sites anywhere within the United States where the NRC maintains jurisdiction, including areas of exclusive Federal jurisdiction within Agreement States. Export License No. PXB200.01 authorizes Mistras to export certain materials to Canada.

2.2 ATHENA PURCHASER, LLC

Athena Purchaser, LLC (“Parent”) is a limited liability company organized under Delaware law and was formed for purposes of the Transaction and is owned by funds controlled and managed by H.I.G. Capital, LLC (“HIG”). HIG’s company headquarters is located in Miami, Florida, with major offices in New York, Boston, Chicago, Los Angeles, San Francisco, Atlanta, and Stamford, Connecticut. HIG is a leading global alternative investment firm and has invested in over 400 companies over 30 years with approximately \$75 billion in assets currently under management. HIG is principally owned and controlled by its Co-Founders and Executive Chairmen, Sami Mnaymneh and Anthony Tamer. HIG investment vehicles currently and have historically owned other companies that hold radioactive materials licenses. For example, funds controlled and managed by HIG currently majority own and control Pixelle Specialty Solutions LLC, which holds Commonwealth of Pennsylvania Radioactive Materials License No. 1631. HIG portfolio companies CHA Consulting and USA Debusk also each hold radioactive materials licenses,¹ and

¹ CHA consulting holds Florida Radioactive Materials License No. 4848-1 and South Carolina Radioactive Materials License Nos. 934 and 967. USA Debusk holds Texas Radioactive Materials License No. L06910.

HIG funds have controlled and managed other licensees, including, from 2008 through 2018, TestAmerica Laboratories, which held NRC License No. 24-24817-01.² Accordingly the NRC should treat HIG, Parent, and Acquisition Sub as known entities.

3.0 INFORMATION SUPPORTING REQUEST FOR CONSENT TO THE INDIRECT TRANSFER OF CONTROL

The information in this Application is consistent with the NRC’s guidance provided NUREG-1556, Volume 15, Rev. 1, “Consolidated Guidance About Materials License: Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials License” (June 2016), and Information Notice No. 89-25, Rev. 1, “Unauthorized Transfer of Ownership or Control of Licensed Activities” (December 7, 1994).

3.1 DESCRIPTION OF ANY PLANNED CHANGES IN THE ORGANIZATION

Provide a complete, clear description of the transaction of the change in control. Include: (1) the transferee’s identity, (2) the transferee’s technical and financial qualifications, and (3) financial assurance for decommissioning information.

3.1.1 Description of the Transaction

Under the terms of an Agreement and Plan of Merger, dated as of September 17, 2026,³ Acquisition Sub will merge with and into Mistras, and Mistras will be the surviving company under the ownership and control of Parent. Parent is a Delaware limited liability company that was formed for purposes of the Transaction and is owned by funds controlled and managed by HIG.

² See Letter from M.J. Ridenhower to U.S. NRC Region III (Feb. 8, 2008) (ADAMS Accession No. ML080390563), and Letter from K. Ely to U.S. NRC Region III (Nov. 9, 2018) (ADAMS Accession No. ML18319A156).

³ See Form 8-K, Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, of Mistras Group, Inc., dated Sept. 18, 2026, item 1.01 (“Entry into a Material Definitive Agreement”).

3.1.2 Contact Information

The NRC should contact the below individuals to facilitate communications about this Application or the Licenses:

For information about Mistras or this Application, please contact:

Eric Goodlin
Senior Vice President of HSE, Compliance, and Quality
Mistras Group, Inc.
Telephone: (724) 840-1038
Email: eric.goodlin@mistrasgroup.com

For information about HIG, Parent, or Acquisition Sub, please contact:

Andrew L. Stuyvenberg
Kirkland & Ellis LLP
Telephone: 202-389-3015
Email: drew.stuyvenberg@kirkland.com

3.1.3 Changes to Management

There are no anticipated changes to key personnel or managers having direct operational responsibility for, and control of, licensed activities as a result of the Transaction and transfer of control.

3.1.4 Technical Qualifications

Mistras is, and after the Transaction will continue to be, technically qualified to engage in licensed activities. Prior to this Application, and unrelated to this Transaction, Mistras filed a license amendment request with the NRC on October 2, 2026, to change the Radiation Safety Officer (“RSO”) listed on License No. 12-16559-02 and provided the qualifications for the new RSO. As set forth in that license amendment request, the new RSO is technically qualified to serve in that position and upon NRC approval, will be responsible for all NRC-licensed materials and activities. The equipment used to perform licensed activities will remain with Mistras. All administrative, operational, and emergency procedures will remain with Mistras and will not be

changed. Thus, there are currently no anticipated changes to personnel, facilities, equipment, or procedures for any licensed activities as a result of the transfer of control.

3.2 CHANGES IN PERSONNEL OR DUTIES

Describe any changes in personnel, particularly those requiring a license amendment, regardless of the change of control. Provide the training and experience documentation for new individuals to be listed on the agency license.

Other than the already requested change to the RSO described above, there are no other anticipated changes in personnel having direct operational responsibility for and control of licensed activities due to the Transaction, nor any other material changes to personnel responsible for radiation safety or the use of licensed materials or activities.

3.3 CHANGES IN LOCATION, FACILITIES, OR EQUIPMENT

Describe any changes to the facilities where you will use or store radioactive material. Describe any facility contamination if you are removing a place of use from the license. You must describe equipment and provide descriptions of all equipment changes.

There are currently no changes anticipated in the location of the facilities, nor anticipated changes to the location, facilities, equipment, or procedures related to the Licenses due to the Transaction. There are currently no changes anticipated in the use, possession, location, or storage of the licensed material as a result of the transfer of control.

3.4 CHANGES IN STATUS OF FACILITIES, EQUIPMENT, AND RADIATION SAFETY PROGRAM

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

There are no changes anticipated in the status of licensed facility, equipment, and the radiation safety program due to the Transaction. All licensed activities will continue to be

performed at the facilities identified on the Licenses. All licensed activities, including all leak tests, physical inventories, and ventilation measurements, will continue without interruption. All surveillance items and records will continue to be maintained in their existing state and in accordance with applicable requirements. All calibrations, leak tests, area surveys, and wipe tests are current under the applicable radiation safety program. There are no changes anticipated to the training or quality control programs as they relate to Mistras' licensed activities, and all related records will remain with Mistras.

3.5 DECOMMISSIONING FUNDING

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 the result of the transfer, confirm that all financial assurance instruments associated with the license will be held in the transferee's name before the license is transferred, and as required by regulation, the licensee must, within 30 days, submit financial instruments reflecting such changes.

Any required decommissioning funding plans will remain in place and the financial assurance documents of Mistras, if any, are not required to be changed as a result of the Transaction. Mistras will be responsible for the current status and future decommissioning and cleanup of all licensed facilities that are subject to this Application.

3.6 DECOMMISSIONING RECORDS

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

The Transaction is anticipated to have no material effect, if there is any effect at all, on decommissioning records. The Transaction is not expected to involve the physical relocation of any records and all records for the safe and effective decommissioning will remain in their current

location and continue to be held by Mistras. On the closing date, the status of the licensed facilities, including, but not limited to, the status of decontamination and decommissioning activities, will be identical to their status before the closing date.

3.7 TRANSFEROR AND TRANSFeree AGREE TO TRANSFERRING CONTROL

Confirm that both the 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.

Applicants agree to the transfers of control of the Licenses, licensed materials, and licensed activities, and the conditions of the transfer. The enclosed Exhibit B is a letter from Mistras confirming that it agrees to the indirect transfer of control. The enclosed Exhibit C is a letter from Parent confirming that it agrees to the indirect transfer of control. Parent has been made aware of all material, if any, current inspection findings under the Licenses and has access to such inspection findings. Upon closing the Transaction, Mistras (then owned by Parent) will continue to be responsible for any possible enforcement actions.

3.8 TRANSFeree'S COMMITMENT TO ABIDE BY ALL CONSTRAINTS, CONDITIONS, REQUIREMENTS, AND COMMITMENTS

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 Transaction does not create a new licensee and does not change any of Mistras' existing commitments under the Licenses. Mistras, as the licensee, will continue to abide by all constraints, conditions, requirements, representations, and commitments contained in the Licenses. Parent hereby acknowledges and confirms that it and Mistras will continue to abide by all license commitments.

3.9 FINANCIAL QUALIFICATIONS

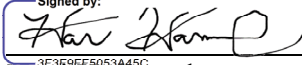
The transferee, in the case of fuel cycle facilities, shall provide documentation showing that it is financially qualified to conduct normal operations. The information can be in the form of income statements and balance sheet forecasts.

Not applicable. The licensed facility is not a fuel cycle facility.

AFFIRMATION

I, Hani Hammad, do hereby declare under penalty of perjury under the laws of the United States of America that the following is true and correct: (1) I am the Chief Operating Officer of Mistras Group, Inc., (2) I am duly authorized to execute and file this certification on behalf of Mistras Group, Inc., and (3) the statements set forth in the foregoing Application for Consent to the Indirect Transfer of Control of Radioactive Materials License and Export License regarding Mistras Group, Inc. are true and correct to the best of my information, knowledge and belief.

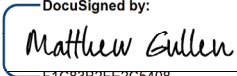
Mistras Group, Inc.

By:  Signed by:
3F369FF6053A45C...
Hani Hammad
Chief Operating Officer

AFFIRMATION

I, Matthew Gullen, do hereby declare under penalty of perjury under the laws of the United States of America that the following is true and correct: (1) I am the President and Treasurer of Athena Purchaser, LLC, (2) I am duly authorized to execute and file this certification on behalf of Athena Purchaser, LLC, and (3) the statements set forth in the foregoing Application for Consent to the Indirect Transfer of Control of Radioactive Materials License and Export License regarding Athena Purchaser, LLC and H.I.G. Capital, LLC are true and correct to the best of my information, knowledge and belief.

Athena Purchaser, LLC

By: 
 DocuSigned by: F7CB3B2FE2C5408
 Matthew Gullen
 President and Treasurer

**APPLICATION FOR CONSENT TO INDIRECT TRANSFER OF CONTROL OF
RADIOACTIVE MATERIALS LICENSE**

INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION
A- 1 and 2	Simplified Organization Chart Before and After the Transaction
B	Letter from Mistras Group, Inc. Confirming that it Will Abide by all License Commitments
C	Letter from Athena Purchaser, LLC Confirming that it Will Abide by all License Commitments

EXHIBIT A-1

**SIMPLIFIED ORGANIZATION CHART
BEFORE THE TRANSACTION**

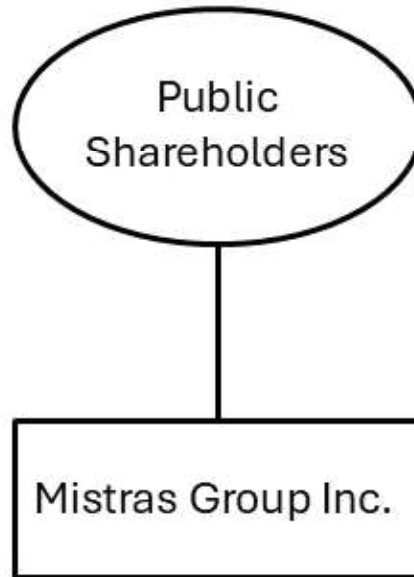


EXHIBIT A-2

**SIMPLIFIED ORGANIZATION CHART
AFTER CLOSING THE TRANSACTION**

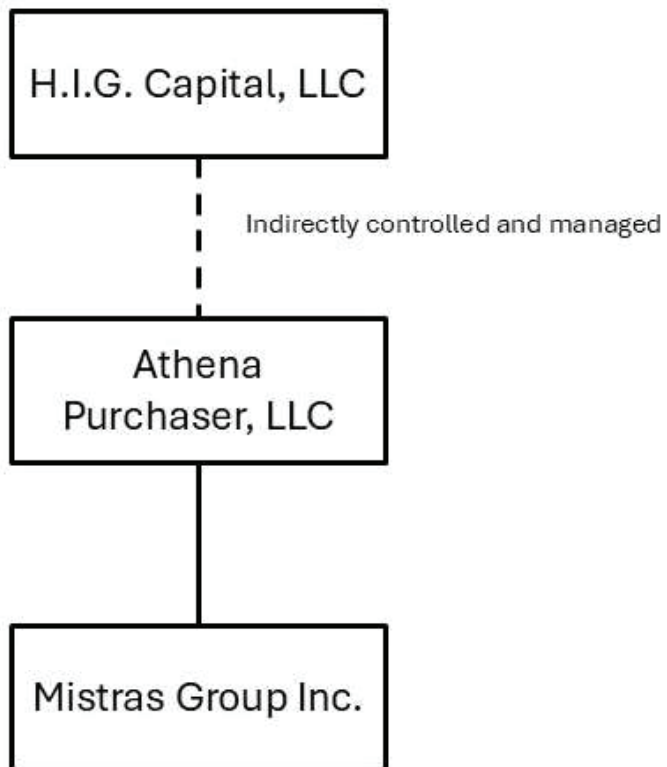


EXHIBIT B

**LETTER FROM MISTRAS GROUP, INC. CONFIRMING
THAT IT WILL ABIDE BY COMMITMENTS**



October 15, 2026

U.S. Nuclear Regulatory Commission
11555 Rockville Pike
Rockville, MD 20852-2738

Subject: Application for Consent to the Indirect Transfer of Control of Radioactive Materials License and Export License

Dear Sir or Madam:

This letter is to support the Application for Consent to the Indirect Transfer of Control of Radioactive Materials License and Export License filed with the U.S. Nuclear Regulatory Commission ("Application"). The need for the requested consent from the U.S. Nuclear Regulatory Commission ("NRC"), arises from the indirect transfer of control, within the meaning of 10 CFR § 30.34(b), and 10 CFR §§ 110.50(d) and 110.51, of License Nos. 12-16559-02 and PXB200.01 (the "Licenses") resulting from the sale of Mistras Group, Inc. ("Mistras") to Athena Purchaser, LLC ("Parent") (the "Transaction"). This Transaction will result in the indirect transfer of control of Mistras.

Mistras hereby makes the following statements and representations:

1. I am the Chief Operating Officer of Mistras, and I am authorized to submit this letter on behalf of Mistras.
2. Mistras is Delaware corporation whose shares are publicly traded.
3. After the closing of the Transaction, Mistras will become a wholly owned subsidiary of Parent. Mistras will continue to be the licensee and possess all licensed material and be responsible for all licensed activities authorized by the Licenses.
4. Prior to this Application, Mistras filed a license amendment request to change the Radiation Safety Officer ("RSO") on License No. 12-16559-02. This change is unrelated to the Transaction. Other than this already requested change to the RSO, there are no other anticipated changes in personnel responsible for radiation safety or use of licensed material possessed by Mistras as a result of the transfer of control. To the extent that other such changes are made in the future, Mistras will submit a license amendment request or notification as needed.
5. There are no planned changes to the location, facility, equipment, or procedures related to the Licenses, nor any planned changes in the use, possession, location, or storage of the licensed material as a result of the indirect transfer of control. To the

extent that changes are made in the future, Mistras will comply with license requirements and submit a license amendment request or notification as needed.

6. Mistras will remain responsible for the current status and future decommissioning and cleanup of the licensed facility that is subject to this Application.
7. Mistras will continue to abide by all constraints, license conditions, requirements, representations, and commitments identified in its existing Licenses.

Mistras would be pleased to respond to any further questions that the NRC may have with regard to this letter.

I declare under penalty of perjury that, to the best of my knowledge, the foregoing is true and correct.

Sincerely,

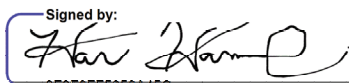
Signed by:

3F3F8FE5053A45C....
Hani Hammad
Chief Operating Officer

EXHIBIT C

**LETTER FROM ATHENA PURCHASER, LLC CONFIRMING
THAT IT WILL ABIDE BY COMMITMENTS**

October 15, 2026

U.S. Nuclear Regulatory Commission
11555 Rockville Pike
Rockville, MD 20852-2738

Subject: Application for Consent to the Indirect Transfer of Control of Radioactive Materials
License and Export License

Dear Sir or Madam:

This letter is to support the Application for Consent to the Indirect Transfer of Control of Radioactive Materials License and Export License filed with the U.S. Nuclear Regulatory Commission (“Application”). The need for the requested consent from the U.S. Nuclear Regulatory Commission (“NRC”), arises from the indirect transfer of control, within the meaning of 10 CFR § 30.34(b), and 10 CFR §§ 110.50(d) and 110.51, of License No. 12-16559-02 and Export License No. PXB200.01 (the “Licenses”) resulting from the sale of Mistras Group, Inc. (“Mistras”) to Athena Purchaser, LLC (“Parent”) (the “Transaction”). This Transaction will result in the indirect transfer of control of Mistras.

Parent hereby makes the following statements and representations:

1. I am the President and Treasurer of Parent and am authorized to submit this letter on behalf of Parent.
2. After the closing of the Transaction, Mistras will become a wholly owned subsidiary of Parent. Mistras will continue to be the licensee and possess all licensed material and be responsible for all licensed activities authorized by the Licenses.
3. Parent does not plan to make changes to personnel having direct operational responsibility for, and control of, licensed materials and activities. All Mistras personnel that have direct operational responsibility for, and control of, licensed activities will remain with Mistras. There are no planned changes in personnel who are listed on the Licenses or referred to in the supporting documentation as a result of the Transaction. There are no planned changes in personnel responsible for radiation safety or use of licensed material possessed by Mistras as a result of the Transaction. To the extent that changes are made in the future, HIG will comply work with Mistras for Mistras to submit a license amendment or notification as needed.
4. Parent does not plan to make changes to Mistras’ operational organization, location, facility, equipment, or procedures related to the Licenses. There are no planned changes in the use, possession, location, or storage of the licensed material as a result of the indirect transfer of control. To the extent that changes are made in the future, Mistras will submit a license amendment or notification as needed.

5. Parent understands that Mistras will continue to abide by all constraints, license conditions, requirements, representations, and commitments identified and attributed to Mistras in its existing Licenses.
6. Parent concurs with Mistras' request that the NRC provide its consent to a Transaction that indirectly results in the transfer of control.

Parent would be pleased to respond to any further questions that the NRC may have with regard to this letter.

I declare under penalty of perjury that, to the best of my knowledge, the foregoing is true and correct.

Sincerely,

DocuSigned by:

F1C83B2FE2C5406
Matthew Gullen
President and Treasurer



ACKNOWLEDGEMENT - RECEIPT OF CORRESPONDENCE

Name and Address of Applicant and/or Licensee

Matthew Kim
Director Radiation Safety
161 Tower Drive
Suite E
Burr Ridge, IL 60527

Date

10/23/2026

License Number(s)

12-16559-02

Mail Control Number(s)

672251

Licensing and/or Technical Reviewer or Branch

S. Collins

This is to acknowledge receipt of your: ☒ Letter and/or ☐ Application Dated: 10/22/2026

The initial processing, which included an administrative review, has been performed.

☒ Amendment ☐ Termination ☐ New License ☐ Renewal

☐ There were no administrative omissions identified during our initial review.

☐ This is to acknowledge receipt of your application for renewal of the material(s) license identified above. Your application is deemed timely filed, and accordingly, the license will not expire until final action has been taken by this office.

☐ Your application for a new NRC license did not include your taxpayer identification number. Please complete and submit NRC Form 531, Request for Taxpayer Identification Number, located at the following link: <http://www.nrc.gov/reading-rm/doc-collections/forms/nrc531.pdf>
Follow the instructions on the form for submission.

☐ The following administrative omissions have been identified:

Your application has been assigned the above listed MAIL CONTROL NUMBER. When calling to inquire about this action, please refer to this control number. Your application has been forwarded to a technical reviewer. Please note that the technical review, which is normally completed within 180 days for a renewal application (90 days for all other requests), may identify additional omissions or require additional information. If you have any questions concerning the processing of your application, our contact information is listed below:

Region IV
U. S. Nuclear Regulatory Commission
Inspection and Licensing Branch
1600 E. Lamar Boulevard
Arlington, TX 76011-4511

BETWEEN:

Accounts Receivable/Payable
and
Regional Licensing Branches

[FOR ARPB USE]
INFORMATION FROM WBL

Program Code: 04312
Status Code: Pending Amendment
Fee Category: 3O(1) 3P(1)
Exp. Date: 11/30/2034
Fee Comments: 2B exempt under 3O in 10 CFR 171.
Decom Fin Assur Req'd: N

License Fee Worksheet - License Fee Transmittal

A. REGION

1. APPLICATION ATTACHED

Applicant/Licensee: Mistras Group, Inc.
Received Date: 10/22/2026
Docket Number: 3035114
Mail Control Number: 672251
License Number: 12-16559-02
Action Type: Change of Control

2. FEE ATTACHED

Amount: N/A

Check No.: N/A

3. COMMENTS

Signed: S. Collins
Date: 10/23/2026

B. LICENSE FEE MANAGEMENT BRANCH (Check when milestone 03 is entered / /)

1. Fee Category and Amount: _____

2. Correct Fee Paid. Application may be processed for:

Amendment: _____

Renewal: _____

License: _____

3. OTHER _____

Signed: _____
Date: _____

Agency: NRC

WBL WORKSHEET

DOCKET NUMBER: 3035114	LICENSE NUMBER: 12-16559-02	STATUS: Pending Amendment
MAIL CONTROL NUMBER: 672251	RECEIPT DATE: 10/22/2026	ACTION TYPE: Change of Control
DUE DATE: 04/20/2027	INST. CODE: 16559	LICENSE REGION: ILB-West
LICENSE TYPE: 30	ENTITY TYPE: C	LICENSE GROUP: Industrial
ISSUE DATE:	ORIGINAL DATE: 01/02/1990	EXPIRATION DATE: 11/30/2034
DECOMMISSIONING CATEGORY: Group 1	LAST ISSUE DATE:	
LICENSEE NAME: Mistras Group, Inc.	DECOM FIN ASSUR REQD: N SUBM: N	
MAILING ADDRESS LINE1: 161 Tower Drive	CONT PLAN REQD: N APPRV: N	
MAILING ADDRESS LINE 2: Suite E		
CITY: Burr Ridge	STATE: IL	ZIP: 60527
CONTACT PERSON: PREFIX:	FIRST NAME: Matthew	MIDDLE INITIAL: C.
LAST NAME: Kim	SUFFIX:	
JOB TITLE: RSO	PHONE: 740-818-8933 FAX: 740-788-9189	EMAIL: matt.kim@mistrasgroup
BILLING ADDRESS LINE 1:		
BILLING ADDRESS LINE 2:		
CITY:	STATE: Illinois	ZIP:
BILLING CONTACT PERSON: FIRST NAME:	MIDDLE INITIAL:	LAST NAME:
PHONE:	EMAIL:	FAX:
PRIMARY PGM CODE: 04312	SECONDARY PGM CODE: 04310,04418,04422	
INSPECTION REGION: ILB-West	PRIORITY: 1	
RSO: PREFIX:	FIRST NAME: Matthew	MIDDLE INITIAL: C. LAST NAME Kim
SUFFIX:	RSO JOB TITLE: Director Radiation Safety	
RSO PHONE: 740-818-8933	RSO FAX: 740-788-9189	RSO EMAIL: matt.kim@mistrasgroup.com
STATES WHERE USE IS AUTHORIZED: 3	0- ALL LISTED STATES 1- SAME AS STATE IN ADDRESS 2- ALL STATES 3- NON-AGREEMENT-STATES	
AUTHORIZED STATES (USE ONLY IF ABOVE IS ZERO):		