

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MARELLI AUTOMOTIVE LIGHTING USA LLC,
et al.,¹

Debtors.

)
) Chapter 11
)

) Case No. 25-11034 (CTG)
)

) (Jointly Administered)
)
)

**CERTIFICATION OF COUNSEL REGARDING JOINT
STIPULATION BY AND AMONG THE DEBTORS AND DUMAREY
GROUP NV GRANTING LIMITED RELIEF FROM THE AUTOMATIC STAY**

1. On June 11, 2025, the above-captioned debtors and debtors in possession (the “Debtors”) filed voluntary petitions for relief under title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “Court”).²

2. The undersigned certifies that, after good-faith, arm’s-length negotiation, the Debtors and Dumarey Group NV have entered into a *Joint Stipulation by and Among the Debtors and Dumarey Group NV Granting Limited Relief from the Automatic Stay* (the “Stipulation”).

3. The undersigned further certifies that attached hereto as **Exhibit A** is a proposed order (the “Order”) approving the Stipulation, which is attached as Exhibit 1 to the Order. The Stipulation, by its terms, is not effective until entry of the Order.

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.veritaglobal.net/Marelli>. The location of Marelli Automotive Lighting USA LLC’s principal place of business and the Debtors’ service address in these chapter 11 cases is 26555 Northwestern Highway, Southfield, Michigan 48033.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the *Declaration of David Slump, Chief Executive Officer of Marelli Automotive Lighting USA LLC, in Support of First Day Motions* [Docket No. 20].



4. The Debtors provided the Office of the United States Trustee for the District of Delaware, counsel to the official committee of unsecured creditors, and counsel to the Ad Hoc Group of Senior Lenders with an opportunity to review the Stipulation and Order, and each of the foregoing parties does not object to the Stipulation and the Order.

5. The Debtors respectfully request entry of the Order authorizing the Stipulation.

[Remainder of page intentionally left blank]

Dated: October 22, 2025
Wilmington, Delaware

/s/ Laura Davis Jones

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Exhibit A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
MARELLI AUTOMOTIVE LIGHTING USA LLC,	)	Case No. 25-11034 (CTG)
<i>et al.</i> , ¹	)	
Debtors.	)	(Jointly Administered)
	)	
	)	

**ORDER APPROVING THE JOINT
STIPULATION BY AND AMONG THE DEBTORS AND DUMAREY
GROUP NV GRANTING LIMITED RELIEF FROM THE AUTOMATIC STAY**

Upon consideration of the filed *Certification of Counsel Regarding Joint Stipulation by and Among the Debtors and Dumarey Group NV Granting Limited Relief from the Automatic Stay* (the “Certification of Counsel”) and of the *Joint Stipulation by and Among the Debtors and Dumarey Group NV Granting Limited Relief from the Automatic Stay* (the “Stipulation”),² by and between the above-captioned debtors and debtors in possession (collectively, the “Debtors”), and Dumarey Group NV (“Dumarey Group” and, together with the Debtors, the “Parties”), attached to this order (this “Order”) as **Exhibit 1**; and the district court having jurisdiction under 28 U.S.C. § 1334, which was referred to this Court under 28 U.S.C. § 157 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Stipulation in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409;

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² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Stipulation.

and this Court having reviewed the Stipulation; and this Court having determined that the legal and factual bases set forth in the Stipulation establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Stipulation is approved in its entirety.
2. The Stipulation shall be effective immediately upon entry of this Order.
3. The Parties are authorized to take all actions necessary to effectuate the relief granted in this Order and to consummate and implement the terms and provisions of the Stipulation.
4. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order and the Stipulation.

Exhibit 1

Stipulation

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MARELLI AUTOMOTIVE LIGHTING USA LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 25-11034 (CTG)

(Jointly Administered)

**JOINT STIPULATION BY AND
AMONG THE DEBTORS AND DUMAREY
GROUP NV GRANTING LIMITED RELIEF FROM THE AUTOMATIC STAY**

This joint stipulation (“Stipulation”) is made and entered into by and among (a) debtor Marelli Automotive Lighting USA LLC, and the other debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”),² and (b) Dumarey Group NV (“Dumarey Group” and, together with the Debtors, the “Parties”). The Parties hereby stipulate and agree as follows:

RECITALS

WHEREAS, on June 11, 2025 (the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors’ chapter 11 cases are being jointly administered for procedural purposes. The Debtors

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://www.veritaglobal.net/Marelli>. The location of Marelli Automotive Lighting USA LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 26555 Northwestern Highway, Southfield, Michigan 48033.

2 A detailed description of the Debtors and their business, including the circumstances giving rise to the Debtors' chapter 11 cases, is set forth in the *Declaration of David Slump, Chief Executive Officer of Marelli Automotive Lighting USA, LLC, in Support of First Day Motions*, [Docket No. 20] (the "Slump Declaration") and the *Declaration of Tony Simion, Managing Director of Alvarez & Marsal North America, LLC, in Support of First Day Motions* [Docket No. 19] (the "Simion Declaration", and together with the Slump Declaration, the "First Day Declarations"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declarations.

are managing their businesses and their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code;

WHEREAS, the Debtors and Dumarey Group are party to arbitration proceedings in the International Court of Arbitration [Case No. 29677/ICA2], which commenced on July 23, 2025 (the “Arbitration”);

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, AND UPON APPROVAL BY THE BANKRUPTCY COURT OF THIS STIPULATION, IT IS SO ORDERED AS FOLLOWS:

1. The above recitals are incorporated by reference into this Stipulation with the same force and effect as if fully set forth hereinafter.

2. The automatic stay imposed by section 362 of the Bankruptcy Code is hereby modified solely to permit (a) the Arbitration to proceed and (b) Dumarey Group to prosecute its counterclaims to judgment, *provided* that nothing in this Stipulation or any order of the Court approving this Stipulation (the “Order”) shall be construed as authorizing Dumarey Group to enforce any judgment it may obtain in the Arbitration.

3. Except as otherwise expressly set forth herein, the automatic stay shall remain in full force and effect with respect to the Debtors and their estates.

4. By entering into this Stipulation, the Parties are not waiving, and will not be deemed to have waived, any available rights, counterclaims, or defenses, including at law, equity, or otherwise with respect to the Arbitration, except as otherwise expressly set forth herein.

5. Neither this Stipulation nor any negotiations and writings in connection with this Stipulation will in any way be construed as or deemed to: (a) be evidence of or an admission on behalf of any Party regarding the validity of any claim or right that such Party may have against

the other Party; (b) impair, prejudice, waive or otherwise affect the rights of the Debtors or their estates to dispute the amount of, basis for, nature, validity or priority of any claim against the Debtors; (c) impair, prejudice, waive or otherwise affect the rights of the Debtors or their estates with respect to any and all claims or causes of action which may exist against any third party; (d) be construed as an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between any Debtor and any third party under section 365 of the Bankruptcy Code; or (e) create any rights in favor of, or enhance the status or nature of any claim held by, any person.

6. Each of the Parties to this Stipulation represents and warrants it is duly authorized to enter into and be bound by this Stipulation.

7. This Stipulation was the product of arms'-length, good-faith negotiations between the Parties and any rule of construction requiring that ambiguities are to be resolved against the drafting party shall not apply in the interpretation of this Stipulation.

8. While the Parties may incur costs, fees (including attorneys' fees), expenses, or charges associated with entering into and performing under this Stipulation, the Parties and their respective counsel agree they shall not seek to recover any such fees and/or costs from the other Parties. Neither this Stipulation nor any terms contained herein shall be offered in evidence in any legal proceeding or administrative proceeding among or between the Parties, other than as may be necessary: (a) to obtain approval of and/or to enforce this Stipulation or (b) to prove that the automatic stay has been modified for the limited purpose described herein in accordance with the terms of this Stipulation.

9. This Stipulation shall not be modified, altered, amended, or vacated without written consent of the Parties hereto and prior written notice to the official committee of unsecured creditors, the Ad Hoc Group of Senior Lenders, and the Office of the United States

Trustee for the District of Delaware. Any such modification, alteration, amendment, or vacation, in whole or in part, shall be subject to the approval of the Court.

10. This Stipulation constitutes the entire agreement among the Parties with respect to the subject matter hereof, and all prior understandings or agreements, if any, are merged into this Stipulation.

11. This Stipulation is subject to the approval of the Court and shall only be effective upon entry of an Order approving this Stipulation. The Parties hereby consent to the entry of the Order and waive any right to notice or hearing on the approval of the Stipulation.

12. The Court retains jurisdiction with respect to any disputes arising from or other actions to interpret, administer, or enforce the terms and provisions of this Stipulation.

STIPULATED AND AGREED TO THIS 14th DAY OF OCTOBER 2025:

Dated: October 14, 2025

Wilmington, Delaware

/s/ Laura Davis Jones

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