

Proposed Order were due no later than **December 15, 2025, at 12:00 p.m. (prevailing Eastern Time)**).

4. The Debtors received informal comments from Mizuho Bank Ltd. (“Mizuho”) with respect to the relief requested in the Motion. Attached hereto as **Exhibit A** is a proposed form of order (the “Revised Proposed Order”), which incorporates comments from Mizuho. The Official Committee of Unsecured Creditors, the Ad Hoc Group of Senior Lenders, and Mizuho do not object to entry of the Revised Proposed Order.

5. A redline of the Revised Proposed Order is attached hereto as **Exhibit B**, showing changes made against the Proposed Order.

[Remainder of page intentionally left blank.]

Accordingly, the Debtors respectfully request entry of the Revised Proposed Order at the Court's earliest convenience.

Dated: December 16, 2025
Wilmington, Delaware

/s/ Laura Davis Jones

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and Debtors in Possession*

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Exhibit A

Revised 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)
)	
)	Re: Docket No. 1337

**ORDER (I) APPROVING THE DEBTORS' ENTRY
INTO THE NEW AR FACILITY TERM SHEET, (II) AUTHORIZING PAYMENT
OF FEES AND EXPENSES THEREUNDER, AND (III) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order"), (a) approving the Debtors' entry into and performance under the New AR Facility Term Sheet; (b) authorizing the Debtors to pay the Structuring Fee and Expense Reimbursement subject to the terms contained herein; and (c) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declarations; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 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 that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that this Court 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 Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in

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 otherwise defined herein have the meanings ascribed to them in the Motion.

the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"), if any; and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing, if any, 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 Motion is granted on a basis as set forth herein.
2. The Debtors' payment of the Structuring Fee and Expense Reimbursement in accordance with the New AR Facility Term Sheet is hereby approved.
3. The Debtors are authorized, but not directed, to enter into the New AR Facility Term Sheet for the limited purpose of paying the Structuring Fee and Expense Reimbursement thereunder, in each case on the terms and subject to the conditions set forth in the New AR Facility Term Sheet. All parties' rights regarding approval of the New AR Facility are expressly reserved.
4. The Structuring Fee and Expense Reimbursement are necessary to preserve the value of the Debtors' estates and shall each be treated as an allowed administrative expense under section 503(b) of the Bankruptcy Code.
5. Nothing contained in the Motion or this Order, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with this Order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount, validity, or priority of, or basis for, any claim against the Debtors under the Bankruptcy Code or other

applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim, or otherwise of a type specified or defined in the Motion or this Order; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver or limitation of any claims, causes of action, or other rights of the Debtors or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law.

6. Nothing in this Order authorizes the Debtors to accelerate any payments not otherwise due.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

8. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

10. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Exhibit B

Redline

**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)
)
)
) **Re: Docket No. ~~1347~~1337**

**ORDER (I) APPROVING THE DEBTORS' ENTRY
INTO THE NEW AR FACILITY TERM SHEET, (II) AUTHORIZING PAYMENT
OF FEES AND EXPENSES THEREUNDER, AND (III) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order"), (a) approving the Debtors' entry into and performance under the New AR Facility Term Sheet; (b) authorizing the Debtors to pay the Structuring Fee and Expense Reimbursement subject to the terms contained herein; and (c) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declarations; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 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 that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that this Court 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 Motion in this district is proper

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

pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"), if any; and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing, if any, 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 Motion is granted on a basis as set forth herein.

2. The Debtors' ~~entry into~~ payment of the Structuring Fee and Expense Reimbursement in accordance with the New AR Facility Term Sheet, ~~and all terms, conditions, and covenants set forth therein, are~~ is hereby approved.

3. The Debtors are authorized, but not directed, to ~~fully perform their obligations as and when they are incurred and come due under~~ enter into the New AR Facility Term Sheet, ~~including incurring and~~ for the limited purpose of paying the Structuring Fee and Expense Reimbursement thereunder, in each case on the terms and subject to the conditions set forth in the New AR Facility Term Sheet. All parties' rights regarding approval of the New AR Facility are expressly reserved.

4. The Structuring Fee and Expense Reimbursement are necessary to preserve the value of the Debtors' estates and shall each be treated as an allowed administrative expense under section 503(b) of the Bankruptcy Code.

5. Nothing contained in the Motion or this Order, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with this Order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount, validity, or priority of, or basis for, any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim, or otherwise of a type specified or defined in the Motion or this Order; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver or limitation of any claims, causes of action, or other rights of the Debtors or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law.

6. Nothing in this Order authorizes the Debtors to accelerate any payments not otherwise due.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

8. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

10. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.