

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)
)	
)	Obj. Date: January 29, 2026 at 4:00 p.m.
)	Hearing Date: TBD if objection filed

COVER SHEET FOR:
SEVENTH MONTHLY FEE APPLICATION OF GREENBERG TRAURIG
STUDIO LEGALE ASSOCIATO FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL TO
DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD
FROM DECEMBER 1, 2025 THROUGH AND INCLUDING DECEMBER 31, 2025

Name of Applicant: Greenberg Taurig Studio Legale Associato

Retention Order Entered August 26, 2025,
Nunc Pro Tunc to June 11, 2025

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Period for which compensation and Reimbursement is sought: December 1, 2025 – December 31, 2025

Amount of Compensation sought as actual, reasonable and necessary: \$343,589.22
(80% = \$274,871.38)
(20% = \$68,717.84)

Amount of pass-through charges to be paid by the Debtors: \$68,028.06

Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$656.00

This is a(n)___interim X monthly ___ final fee application.

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 is 26555 Northwestern Highway, Southfield, Michigan 48033.



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This Application does not include any hours incurred in connection with preparation of this Application.

SUMMARY OF MONTHLY FEE APPLICATIONS

Date Filed and Docket No.	Period Covered	Requested		Approved		Holdback Fees (20%)
		Fees	Expenses	Fees (80%)	Expenses (100%)	
D.I. 925, filed September 11, 2025 CNO filed October 7, 2025, D.I. 1058	June 11, 2025 through June 30, 2025	\$476,101.56	\$1,410.84 plus \$93,374.68 in pass-through charges	\$380,881.25	\$1,410.84 plus \$93,374.68 in pass-through charges	\$95,220.31
D.I. 919, filed September 12, 2025 CNO filed October 7, 2025, D.I. 1059	July 1, 2025 through July 31, 2025	\$665,841.29	\$1,059.92 plus \$130,549.59 in pass-through charges	\$532,673.03	\$1,059.92 plus \$130,549.59 in pass-through charges	\$133,168.26
D.I. 930, filed September 12, 2025 CNO filed October 7, 2025, D.I. 1060	August 1, 2025 through August 31, 2025	\$381,204.94	\$714.80 plus \$74,747.09 in pass-through charges	\$305,024.75	\$714.80 plus \$74,747.09 in pass-through charges	\$76,240.99
D.I. 1063, filed October 8, 2025 CNO filed October 30, 2025, D.I. 1193	September 1, 2025 through September 30, 2025	\$671,939.20	\$3,383.61 plus \$131,837.79 in pass-through charges	\$537,551.36	\$3,383.61 plus \$131,837.79 in pass-through charges	\$134,387.84
D.I. 1200, filed November 5, 2025 CNO filed December 1, 2025, D.I. 1238	October 1, 2025 through October 31, 2025	\$60,669.96	\$1,677.74 plus \$123,680.74 in pass-through charges	\$504,535.97	\$1,677.74 plus \$123,680.74 in pass-through charges	\$126,133.99
D.I. 1320, filed December 5, 2025 CNO filed December 31, 2025, D.I. 1483	November 1, 2025 through December 31, 2025	\$325,043.60	\$413.19 plus \$63,727.39 in pass-through charges	\$260,034.88	\$413.19 plus \$63,727.39 in pass-through charges	\$65,008.72

COMPENSATION BY INDIVIDUAL

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate in this application	Hours Billed in this application	Fees Billed in this application
Agostinelli, Riccardo	Partner	Bankruptcy & Restructuring	1992	\$1.404,00	61,3	\$86.065,20
Basilisco, Martino	Associate	EU Law	2023	\$468,00	25,8	\$12.074,40
Biscaretti di Ruffia, Bertone	Senior Associate	Litigation	2019	\$585,00	30,7	\$17.959,50
Cupolo, Cristina	Senior Associate	Bankruptcy & Restructuring	2022	\$585,00	65,3	\$38.200,50
De Leo, Mariafrancesca	Partner	Litigation	2000	\$1.404,00	4,7	\$6.598,80
Faraone, Giorgia	Trainee	Corporate	NA	\$286,65	5	\$1.433,25
Gambaro, Edoardo	Partner	EU Law	2003	\$1.404,00	19	\$26.676,00
Meloro, Dennis A.	Partner	Bankruptcy & Restructuring	2003	\$1.404,00	1,9	\$2.667,60
Migliarucci, Daniele	Partner	Bankruptcy & Restructuring	2014	\$1.404,00	62,5	\$87.750,00
Missanelli, Pietro	Senior Associate	EU Law	2016	\$585,00	27,2	\$15.912,00
Olivari, Giorgio	Counsel	Bankruptcy & Restructuring	2016	\$702,00	13	\$9.126,00
Pallavicini, Alessandro	Senior Associate	Bankruptcy & Restructuring	2019	\$585,00	32	\$18.720,00
Pandini, Giulia	Senior Associate	Litigation	2019	\$585,00	11,2	\$6.552,00
Pelizzatti, Stefano	Bunsiness Director	NA	NA	\$585,00	8,5	\$4.972,50
Pozzoli, Davide	Counsel	Litigation	2009	\$702,00	0,4	\$280,80
Ruvolo, Alessio G.	Partner	Bankruptcy & Restructuring	2001	\$1.404,00	2,9	\$4.071,60

Sigliano, Andrea	Trainee	Litigation	NA	\$286,65	15,8	\$4.529,07
Totals for Attorneys & Trainees					387,2	\$343.589,22

EXPENSE SUMMARY

Expense Category	Total Expenses
Overtime Meals	\$258.57
Local Transportation	\$397.43
TOTALS:	\$ 656.00

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Debtors.)	(Jointly Administered)
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**SEVENTH MONTHLY FEE APPLICATION OF GREENBERG TRAURIG
STUDIO LEGALE ASSOCIATO FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL TO
DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD
FROM DECEMBER 1, 2025 THROUGH AND INCLUDING DECEMBER 31, 2025**

Greenberg Traurig Studio Legale Associato (“**Greenberg Traurig**”), special counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”), hereby submits its seventh monthly application (the “**Application**”) for compensation and reimbursement of expenses for the period from December 1, 2025 through and including December 31, 2025 (the “**Application Period**”) pursuant to sections 330 and 331 of title 11 of the United States Code 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), and this Court’s *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 477] (the “**Interim Compensation 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 is 26555 Northwestern Highway, Southfield, Michigan 48033.

By this Application, Greenberg Traurig seeks a monthly interim approval and allowance of compensation in the amount of \$343,589.22 and reimbursement of actual expenses in the amount of \$656.00, plus certain charges in the aggregate amount of \$68,028.06 for an aggregate total of \$411,617.28 in accordance with the Interim Compensation Order. Greenberg Traurig hereby seeks payment of \$274,871.38 (80% of the allowed fees) and reimbursement of \$656.00 (100% of allowed expenses), plus certain charges detailed herein in the aggregate amount of \$68,028.06 (detailed in paragraph 8 below), for an aggregate total payment of \$342,899.44 for the Application Period, upon the filing of a certificate of no objection. In support of the Application, Greenberg Traurig respectfully represents as follows:

Background

1. On June 11, 2025 (the “**Petition Date**”), the Debtors commenced these cases (the “**Chapter 11 Cases**”) by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

2. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. § 1408. This matter is core within the meaning of 28 U.S.C. § 157(b)(2).

3. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-2.

4. On August 8, 2025, the Debtors filed the *Debtors’ Application for Authorization to Employ and Retain Greenberg Traurig Studio Legale Associato as Special Counsel for the Debtors Effective as of the Petition Date* [Docket No. 501].

5. On August 26, 2025, this Court entered the *Order Authorizing the Employment and Retention of Greenberg Traurig Studio Legale Associato as Special Counsel for the Debtors Effective as of the Petition Date* [Docket No. 752].

Summary of Services Rendered

6. This Application is the seventh monthly fee application filed by Greenberg Traurig in these Chapter 11 Cases. In connection with the professional services described below, by this Application, Greenberg Traurig seeks interim approval and allowance of compensation in the amount of \$343,589.22 for the Application Period and reimbursement of actual and necessary expenses in the amount of \$656.00 for the Application Period, and payment of \$274,871.38 (80% of the allowed fees) and reimbursement of \$656.00 (100% of allowed expenses), plus certain charges detailed herein in the aggregate amount of \$68,028.06, for an aggregate total payment of \$342,899.44 for the Application Period upon the filing of a certificate of no objection.

7. The majority of services rendered by Greenberg Traurig during the Application Period as special counsel to the Debtors are summarized below. Each of the following is set forth in the invoice attached hereto as **Exhibit “A”**: (i) a description of the professional or paraprofessional performing the services; (ii) the date the services were performed; (iii) a detailed description of the nature of the services and the related time expended; and (iv) a summary of the fees and hours of each professional and other timekeepers listed by project category (which applicable categories are set forth below). Specifically, Greenberg Traurig rendered the following services during the Application Period as special counsel to the Debtors:

1. Implementation of Italian-related DIP Financing post-closing obligations (including several Italian and foreign law security documents, Italian corporate approvals, legal opinions, new “Undertaking Agreements” and related notarial PoAs, registration/tax issues, and deliverables related thereto).
2. Ad hoc sessions with local directors and statutory auditors in respect of implementation of the DIP security package and progress of the restructuring process, and preparation of the relevant notes. Analysis of “exit-from-crisis” strategy, interaction with Article 56, and Q&A (new issues raised by local directors and auditors).
3. Golden Power procedure as a condition precedent to creation of the share pledges over Italian entities and change of ownership over Marelli Group; analysis and impact of the new appellate CEDACRI decision by Consiglio di Stato (which substantially reformed the

legal framework on GP), interaction of the new decision with transaction structure, set of the new strategy with sessions with Marelli, K&E, Akin Gump/GOP, preparation of the draft GP notice for creation of the Italian pledges (collecting and incorporating comments from Marelli, K&E and Akin Gump); interaction with the preparation of the group business plan and impacts on the process and relevant dialogue with the competent authorities (analysis of various possible scenarios) including Ministry for Enterprises and Made in Italy.

4. Assistance to the companies in connection with the handling of the relationship with several suppliers & vendors (including in connection with negotiation and execution of Trade Agreements and including extensive negotiation sessions with certain key Italian suppliers (including Arvedi and Marcegaglia)) and advise on various pre-litigation and litigation positions (including in connection with injunctions of payments against certain Marelli Italian subsidiaries). Management of possible selected critical vendors' escalations, and need of stay of action (inter-action with Chapter 11 recognition issues). Settlement agreements.
5. Assistance in connection with the implementation of a recovery plan for the Italian entities under Article 56 of the Italian Bankruptcy Law, including interactions with the DIP lenders and their legal and financial advisors.
6. Preparation of a memorandum on financial collateral and claw back in the context of Chapter 11 and Article 56 of the Italian Bankruptcy Law in respect of AON position; identification of practical solutions to implement Marelli strategy.
7. Assistance in respect of public grants from authorities.
8. Draft memo for UBAE bank on status of the procedure and impact on Italian business.

Summary of Expenses and Charges

8. During the Application Period, Greenberg Traurig incurred or disbursed actual and necessary costs and expenses related to these cases in the aggregate amount of \$656.00. The expenses incurred include overtime meal charges and local transportation costs. In addition, certain amounts, as disclosed in Greenberg Traurig's retention application, including a Charge pursuant to Decree No. 55 of 03/10/2014 in the amount of \$51,538.38, a Pension Fund charge of \$15,831.34, and a Duty Stamp in the amount of \$2.34 are payable by the Debtors (initially to Greenberg Traurig, and then submitted to the appropriate agency). A description of the necessary costs and expenses incurred by Greenberg Traurig and the charges is attached hereto as **Exhibit "B"**.

9. Pursuant to Local Rule 2016-1, Greenberg Traurig represents as follows with

regard to its charges for actual and necessary costs and expenses incurred during the Application Period:

- a. Copy Charges were \$.10 per page, which charge is reasonable and customary in the legal industry and represents the costs of copy material, acquisition, maintenance, storage and operation of copy machines, together with a margin for recovery of related expenditures. In addition, Greenberg Traurig often utilizes outside copier services for high volume projects, and this Application seeks the recovery of those costs, if applicable;
- b. Incoming facsimiles are not billed;
- c. Out-going facsimiles are billed at the rate of \$0.25 per page. The cost represents operator time, maintaining several dedicated facsimile telephone lines, supplies and equipment, and includes a margin for recovery of related expenditures;
- d. Toll telephone charges are not billed; and
- e. Computer assisted legal research charges are billed at actual costs.

Valuation of Services

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amounts requested herein for compensation and expense reimbursement are fair and reasonable given (a) the complexity of these cases, (b) the time expended by the attorneys and paraprofessionals at Greenberg Traurig, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

11. Greenberg Traurig hereby certifies (i) that it has reviewed the requirements of Local Rule 2016-2 and (ii) that this Application complies with such rule.

12. Greenberg Traurig has provided a copy of this Application to the Debtors, the United States Trustee, and all parties required to be given notice as set forth in Paragraph 2(a) of the Interim Compensation Order.

Sources of Payment

13. As stated above, Greenberg Traurig hereby seeks payment of \$274,871.38 (80% of the allowed fees) and reimbursement of \$656.00 (100% of allowed expenses), plus certain charges in the aggregate amount of \$68,028.06 (detailed in paragraph 8 above) for an aggregate total payment of \$342,899.44 for the Application Period upon the filing of a certificate of no objection.

Conclusion

WHEREFORE, Greenberg Traurig respectfully requests (a) that the Court approve and allow compensation in the amount of \$343,589.22 for professional services rendered (80%, or \$274,871.38, of which is to be paid upon the filing of a certificate of no objection), and reimbursement of expenses in the amount of \$656.00 (100% of which is to be paid upon the filing of a certificate of no objection) for the Application Period on an interim basis, plus certain charges in the aggregate amount of \$68,028.06; and (b) that the Court authorize and direct the Debtors to pay Greenberg Traurig the amounts due and owing hereunder in accordance with the Interim Compensation Order.

Dated: January 8, 2026

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)

222 Delaware Avenue, Suite 1600

Wilmington, Delaware 19801

Telephone: (302) 661-7000

Facsimile: (302) 661-7360

Email: Dennis.Meloro@gtlaw.com

Special Counsel for the Debtors and Debtors in Possession

**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)
)
)
)
)

VERIFICATION OF RICCARDO AGOSTINELLI

I, Riccardo Agostinelli, hereby declare the following under penalty of perjury:

I am a partner in the law firm of Greenberg Traurig Studio Legale Associato (“**Greenberg Traurig**” or the “**Firm**”), located at Galleria San Babila 4B, 20122 – Milan (Italy) (registered office: Largo Toscanini 1, 20122 – Milan (Italy)), and I have been duly admitted to practice law in Italy (Bar council of Milan). There are no disciplinary proceedings pending against me.

I have personally performed many of the legal services rendered by Greenberg Traurig as special counsel to the Debtors and am familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the Firm.

The facts set forth in the foregoing Monthly Fee Application are true and correct to the best of my knowledge, information, and belief.

I have reviewed Rule 2016-1 of the Local Rules and believe that the Monthly Fee Application for Greenberg Traurig complies with Rule 2016-1.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

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 is 26555 Northwestern Highway, Southfield, Michigan 48033.

Dated: January 8, 2026

/s/ Riccardo Agostinelli

Riccardo Agostinelli

Partner

Greenberg Traurig Studio Legale Associato

EXHIBIT A

Description of Professional Services Rendered: Proforma Marelli Jan 7th 2026

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
01/12/2025	Ruvolo, Alessio G.	2,90	Final review, drafting of supplements and sharing with Riccardo/GT Finance team of draft Opinion & analysis on the issue of the Insurance Guarantee and relevant counter-guarantee through Cash Collateral in connection with the Asti site cleaning & environmental remediation project in connection with AOM/Insurance objections. + Sending of the opinion with analysis to the Client after internal confirmation.
01/12/2025	Pallavicini, Alessandro	1,00	Email correspondence with K&E and other foreign law counsels
01/12/2025	Pallavicini, Alessandro	1,50	Marelli environmental remediation - insurance company - legal research in relation to risk of claw back for deposit guarantee required from an insurance company
01/12/2025	Pallavicini, Alessandro	2,00	Review of the draft deed of accession to the English IP charge to be entered into by the Marelli Italian entities circulated by GOP.
01/12/2025	Agostinelli, Riccardo	0,30	Internal meeting with GT Team (Cupolo & others) on DIP financing
01/12/2025	Agostinelli, Riccardo	0,40	Emails with Marelli (Rossi & others) + DIP Lenders on Golden Power
01/12/2025	Agostinelli, Riccardo	1,00	Review of AON memo + meeting with GT Team (Olivari & others)
01/12/2025	Olivari, Giorgio	1,00	Update meeting with Riccardo Agostinelli on the status of Chapter 11 and the activities to be performed with reference to the Group' s Italian branches. Review of the main documentation.
01/12/2025	Meloro, Dennis A.	0,10	Review CNO for GT fifth monthly fee application for filing.
02/12/2025	Cupolo, Cristina	3,00	Review of the Brazilian IP security workstream (1) / E-mail correspondence with K&E and local counsel (2)
02/12/2025	Pallavicini, Alessandro	2,00	Review of post closing security documents, with particular reference to the Brazilian Intellectual Property Fiduciary Transfer Agreement.
02/12/2025	Pallavicini, Alessandro	1,50	Marelli environmental remediation - insurance company - legal research in relation to risk of claw back for deposit guarantee required from an insurance company
02/12/2025	Pallavicini, Alessandro	1,00	Email correspondence with K&E and other foreign law counsels
02/12/2025	Olivari, Giorgio	2,00	Review of remarks and comments on the proposed Trade Agreement by Marelli's supplier, Cosma. Review and analysis of additional documentation related to Chapter 11
02/12/2025	Migliarucci, Daniele	2,50	Italian DIP post-closing obligations workstream: email correspondence with KE Team and Italian notary re notarial security documents and relevant tax arrangements; documents review re draft IP pledge accession deed; case management (1h); Italiana critical vendors workstream: call with vendor Imprediva re terms of TA; follow up with KE team re Marcegaglia TA; email correspondence; case management (1.5h)
03/12/2025	Biscaretti di Ruffia, Bertone	0,40	Exam of correspondence re Stat/Benacchio. Check on state of discussion/correspondence re Irisa
03/12/2025	Meloro, Dennis A.	0,30	Review CoC and proposed order on GT first interim application for filing (.2); email with GT Milan re: same (.1).
03/12/2025	Cupolo, Cristina	4,00	E-mail correspondence with Brazilian local counsel and the company (2) / review of Brazilian PoAs (1) / review of queries re Chapter 11 (1)
03/12/2025	Pallavicini, Alessandro	1,00	PoA of Marelli Europe re fiduciary lien (alienação fiduciária) over all the intellectual property assets held by Marelli Europe in the Brazilian territory
03/12/2025	Pallavicini, Alessandro	2,00	Italian Golden Power workstream - review of comments by the company to the Golden Power notification and updated of the draft.
03/12/2025	Pallavicini, Alessandro	1,50	Post closing security documents - Brazilian security (IP Fiduciary Transfer Agreement)
03/12/2025	Agostinelli, Riccardo	2,50	Review of emails and document in request of the following TAs and discussion of the relevant outstanding points: COSMA, EXIDE, FC GROUP, ASTEMO, ZANNINI, ARVEDI
03/12/2025	Agostinelli, Riccardo	1,00	Note for UBAE bank (Ch.11 + art. 56)
03/12/2025	Olivari, Giorgio	1,00	Review of the Chapter 11 documentation and Trade Agreements with creditors
03/12/2025	Migliarucci, Daniele	2,00	Italian critical vendors workstream: follow up re Zannini; follow up re Cosma Group; follow up re Arvedi; follow up re FC Group d.o.o.; follow up re Imprediva; email correspondence with Marelli, K&E and A&M Teams; review of TAs; calls; case management
04/12/2025	Gambaro, Edoardo	1,00	Call on GP
04/12/2025	Gambaro, Edoardo	1,00	Esame commenti Marelli a formulario GP
04/12/2025	Cupolo, Cristina	2,00	E-mail correspondence
04/12/2025	Meloro, Dennis A.	0,90	Drafting GT sixth monthly fee application.
04/12/2025	Pelizzatti, Stefano	2,50	Documents preparation for Court
04/12/2025	Pallavicini, Alessandro	2,50	Italian Golden Power workstream - review of comments by the company to the Golden Power notification and update of the draft.
04/12/2025	Agostinelli, Riccardo	0,40	Call with A&M (Callerio)
04/12/2025	Agostinelli, Riccardo	0,80	Review of memo for UBAE bank
04/12/2025	Agostinelli, Riccardo	0,40	Pre-call GT (Gambaro&other) on golden power
04/12/2025	Agostinelli, Riccardo	0,80	All parties call on golden power (DIP lenders + Marelli + GT + AKIN)
04/12/2025	Agostinelli, Riccardo	0,40	Review of comments on Golden Power filing
04/12/2025	Meloro, Dennis A.	0,10	Email with GT Milan re: interim fee application.

Description of Professional Services Rendered: Proforma Marelli Jan 7th 2026

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
04/12/2025	Migliarucci, Daniele	3,00	Italian Golden Power workstream: video call with Marelli, SVP and Akin teams to consider possible approaches towards golden power filing; documents review; email correspondence (1h); DIP financing Italian post closing security workstream: documents review; liaising with Italian notary public (Mr. Luigi Cecala) re notarila prophiles of Italian security; email correspondence wiht GOP and KE; case management (1h); Italian critical vendors workstream: follow up re Arvedi. Marcegaglia, FC Group d.o.o.; Zannini; Imprediva; Cosma Group; email correspondence with KE, A&M and Marelli teams; review of TAs; case management (1h)
04/12/2025	Biscaretti di Ruffia, Bertone	0,80	Exam of correspondence and of injunctive decree served by Benacchio. Phone call with Team GT. Examining formal validity of service made by Benacchio. Calculating terms for challenging the decree. Correspondence with Kirkland
04/12/2025	Missanelli, Pietro	3,00	(1.00 h) research of precedents concerning FDI commitments in the framework of filing of constitution of pledges over shares ; (1.00h) briefing with team and conference call with Marelli, Akin, Svp; (1.00h) intervention on draft filing creation of pledges
04/12/2025	Basilisco, Martino	4,30	Review and drafting of Golden Power filing form following Marelli comments (2 h). Internal meeting (0,25 h). Drafting email for client (0,5 h). Preparing materials for call (0,5 h). Call with Marelli and internal debrief (1h)
04/12/2025	Pozzoli, Davide	0,40	Analysis of correspondence between Ms. Mancini and D. Migliarucci and subsequent correspondence between the latter and the client re: outstanding debt toward Stat/Benicchio.
05/12/2025	Biscaretti di Ruffia, Bertone	0,50	Irisa: exam of K&E comments to draft letters. Correspondence with K&E and Marelli re Marelli companies involved in business with Irisa
05/12/2025	Pelizzatti, Stefano	2,00	Documents preparation for Delaware court
05/12/2025	Gambaro, Edoardo	1,50	Internal meeting on memo on GP precedents and last comments on GP form
05/12/2025	Missanelli, Pietro	3,50	(100h) research of cases concernig vetos imposed by the Governmetn; (2.50h) drafting memorandum required by client
05/12/2025	Gambaro, Edoardo	1,50	Review new Council of State ruling on GP and pledges. Review email to cliente. internal meeting.
05/12/2025	Migliarucci, Daniele	6,00	Italian Golden Power workstream: review of new ruling by Italian consiglio di stato re GP clearance for creation of Italian pledges; email correspondnce with Marelli Team and KE Team; legal analysis (3h); Italian Critical vendors workstream: calls and correspondence with Marelli and NIRA teams to unlock supplies by NIRA; follow up re FC Group; Cosma Group; Arvedi; Astemo; email correspondence with Marelli, KE and A&M teams; review of TAs; case management (3h)
05/12/2025	Agostinelli, Riccardo	0,50	Review of filing with Delaware court
05/12/2025	Agostinelli, Riccardo	1,50	Calls with GT Team (Gambaro, Missanelli, Migliarucci) on new Golden Power decision of Consiglio di Stato + follow -up emails
05/12/2025	Agostinelli, Riccardo	0,50	Internal discussion on Benacchio legal proceedings againt Marelli (Biscaretti + Migliarucci)
05/12/2025	Agostinelli, Riccardo	1,50	Review of documents on NIRA TA + calls with Marelli (Pizzi & others) + internal call (Migliarucci) + emails to Avv. Arcangeli (Counsel to NIRA) + emails to Marelli & K&E (Lieberman & other)
05/12/2025	Agostinelli, Riccardo	0,50	Calls with Alberto Pizzi and emails with Avv. Arcangeli and Marelli Team (Pizzi)
05/12/2025	Biscaretti di Ruffia, Bertone	0,50	Exam of documentation re order obtained by Benacchio. Correspondence with GT Team
05/12/2025	Cupolo, Cristina	4,30	E-mail correspondence with K&E Team and the Notary (1,30) / Review of Italian pledge (3)
05/12/2025	Basilisco, Martino	1,00	Analysis of Cedacri TAR judgment om golden power notification of pledges. internal meeting.
06/12/2025	Agostinelli, Riccardo	2,00	Exam of new decision of Consiglio di Stato and emails to Marelli (Rossi)
07/12/2025	Agostinelli, Riccardo	2,50	Set of new strategy after the decision of Consiglio si Stato on Golden power decree (CEDACRI precedent)
08/12/2025	Meloro, Dennis A.	0,10	Review updated DIP budget.
08/12/2025	Agostinelli, Riccardo	1,20	Review of emails on MAR + NIRA + SAT BERNACCHIO + VESNA
08/12/2025	Agostinelli, Riccardo	2,50	Exam of the new decision of the Consiglio di Stato and impact on change of control + discipline of share pladges (voting and amministrative rights upon default)
08/12/2025	Missanelli, Pietro	2,00	Finding and analyzings comments of authors/commentators of the case law of the Administrative Courts in relation to constitution of pledges over shares of the Italian entities
08/12/2025	Basilisco, Martino	2,00	Analysis of Council of State "share pledge notification" judgment (CEDACRI case). drafting internal note (2h).
09/12/2025	Gambaro, Edoardo	1,00	Exchange of correspondance on GP and update
09/12/2025	Cupolo, Cristina	4,30	E-mail correspondence (2) / Review of Italian security documents (2,30)
09/12/2025	Agostinelli, Riccardo	1,50	Call with Marelli (Lanci and others) and Siram Veona on Ch. 11 + local restructuring tool, and call preparation
09/12/2025	Agostinelli, Riccardo	2,00	Further analysis of Consiglio di Stato decision internal GT debate with Missanelli & Migliarucci on strategy, email from and to AKIN (Meriani and other)

Description of Professional Services Rendered: Proforma Marelli Jan 7th 2026

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
09/12/2025	Missanelli, Pietro	3,00	Analysis of the consequences of recent judgment of the Italian Supreme Administrative Court re constitution of pledges over Italian entities
09/12/2025	Migliarucci, Daniele	1,00	Follow up re Italian Golden Power workstream: review of CDS new ruling re creation of pledge over Italian strategic assets; email correspondence with Akin and GOP; case management
09/12/2025	Basilisco, Martino	2,00	Analysis of Council of State "share pledge notification" judgment (CEDACRI case). drafting internal note (2h).
10/12/2025	Gambaro, Edoardo	1,00	Exchange of correspondence on GP
10/12/2025	Cupolo, Cristina	3,30	E-mail correspondence (1,5) / review of notarial security documents (2)
10/12/2025	Agostinelli, Riccardo	0,80	Analysis of the alternative DIP security package in respect of IP and machinery (to save Tax and registration charges)
10/12/2025	Agostinelli, Riccardo	2,50	Email re new Golden power strategy and preparation of call with DIP lenders' lawyers (AKIN + GOP)
10/12/2025	Agostinelli, Riccardo	2,00	Study of new issues on ART. 56 raised by Marelli (Guarnieri, Boscarato) interaction of 56 with public grants + exit from "crisis" situation, and internal preparation meetings for all parties call
10/12/2025	Agostinelli, Riccardo	0,80	Emails with A&M (Callerio + Warren) re suppliers and strategy to approach
10/12/2025	Migliarucci, Daniele	5,00	Follow up re Italian Golden Power workstream: review of CDS new ruling re creation of pledge over Italian strategic assets; email correspondence with Akin and GOP; case management (1h); Italian critical vendors workstream: review of correspondence with Astemo; review of information note to suppliers of aftermarket division; email correspondence with A&M team; case management (2h); Italian DIP post closing obligations workstream: review of latest proposal by Akin re Italian notarial security; email correspondence with KE team and the Italian notary public; review of draft share pledge agreements by GOP; case management (2h)
10/12/2025	Meloro, Dennis A.	0,20	Review motion to enter into AR facility term sheet.
10/12/2025	Pelizzatti, Stefano	2,00	Matter management
10/12/2025	Missanelli, Pietro	3,00	Drafting memo re case law on FDI vetoes imposed by the Government
11/12/2025	Cupolo, Cristina	3,30	E-mail correspondence with local counsel / review of Italian notarial security documents
11/12/2025	Olivari, Giorgio	3,00	Update meeting with Riccardo Agostinelli + review questions by the client + researches and drafting internal memo for the conference call with the client
11/12/2025	Agostinelli, Riccardo	0,70	Review of various TAs (including ARVEDI, MARCEGAGLIA) and related emails
11/12/2025	Migliarucci, Daniele	4,00	Italian critical vendors workstream: legal session with Marelli Team, A&M and KE re TAs with Marcegaglia and Arvedi; email correspondence with the working group; case management (2h); Italian DIP post closing obligations workstream: correspondence with KE re newly proposed plan for Italian notarial security; signing deliverables; case management (2h)
11/12/2025	Pelizzatti, Stefano	2,00	Matter management
11/12/2025	Meloro, Dennis A.	0,10	Email with chambers re: interim fee application/order.
12/12/2025	Cupolo, Cristina	3,50	E-mail correspondence (1) / Review of Brazilian quota transfer agreement and related documents (2,50)
12/12/2025	Olivari, Giorgio	2,00	Update meeting with Riccardo Agostinelli on the responses for next call with the client + review and finalisation drafting of the internal memo
12/12/2025	Agostinelli, Riccardo	1,50	Preparation of memo on the ART. 56 issues raised by Marelli (GUARNIERI) + internal meeting with Olivari
12/12/2025	Agostinelli, Riccardo	0,50	Review of TA issues
12/12/2025	Migliarucci, Daniele	5,00	Italian critical vendors workstream: call with legal counsel of ChronoExpress; follow up re Marcegaglia; legal call with Arvedi Team; email correspondence with Marelli, KE and A&M; TAs review; case management (3h); Italian DIP post closing obligations workstream: correspondence with KE re newly proposed plan for Italian notarial security; legal analysis; review of latest draft of IP pledge and inventory floating charge; case management (2h)
12/12/2025	Missanelli, Pietro	2,70	Analysis of legal reviews and comments re judgment of the Council of State
12/12/2025	Biscaretti di Ruffia, Bertone	0,30	Exam of correspondence re Irisa and correspondence with Benjamin Malz
13/12/2025	Gambaro, Edoardo	1,00	Review CdS ruling and exchange of emails
14/12/2025	Agostinelli, Riccardo	0,50	Preparation of call with AKIN on golden power
14/12/2025	Agostinelli, Riccardo	1,00	Review of issues on EXIDE, ARVEDI, AMS
15/12/2025	Gambaro, Edoardo	1,00	Call on Council of State ruling
15/12/2025	Cupolo, Cristina	6,50	E-mail correspondence with Brazilian local counsel, K&E and GOP (2,30) / Drafting of legal opinion, formalities certificate and review of existing documents (4)
15/12/2025	Cupolo, Cristina	2,00	Review of IP Lists and Brazilian security documents
15/12/2025	Agostinelli, Riccardo	0,70	Call with AKIN + GOP on Consiglio di Stato
15/12/2025	Agostinelli, Riccardo	1,50	Preparation of call with Marelli on ART. 56 new issues
15/12/2025	Agostinelli, Riccardo	0,80	Call with COSMA + A&M + MARELLI on Cosma
15/12/2025	Agostinelli, Riccardo	0,30	Internal meeting with GT Team (Olivari & Others)
15/12/2025	Agostinelli, Riccardo	1,00	Call with Marelli (Boscarato + Guarnieri & others) on ART. 56 new issues

Description of Professional Services Rendered: Proforma Marelli Jan 7th 2026

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
15/12/2025	Agostinelli, Riccardo	0,70	Pre-call GT (Gambaro & other) to prepare AKIN + GOP call on new decision of Consiglio di Stato + documents review
15/12/2025	Migliarucci, Daniele	6,50	Italian Golden Power workstream: legal analysis re new decision by Consiglio di Stato re Golden Power clearance for creation of share pledges in Italy; video call with Akin and GOP team; email correspondence; case management (2h); Italian critical vendors workstream: video call with Cosma Group with Marelli, KE and A&M; follow up re Exide and Banca Ifis; follow up re Arvedi and Marcegaglia; draft TAs review; email correspondence; case management (2.5h); Italian DIP post-closing obligations workstream: Italian deliverables for creation of 90-day security (including GT opinion and director's certificates); review of revised draft security documents from GOP; email correspondence; case management (2h)
15/12/2025	Pallavicini, Alessandro	2,00	Email correspondence with K&E on the post closing security workstream
15/12/2025	Pallavicini, Alessandro	1,50	Draft of the formalities certificate to be executed by Marelli Europe
15/12/2025	Pallavicini, Alessandro	2,00	Draft of the capacity opinion covering the Brazilian quota fiduciary transfer agreement.
15/12/2025	Pallavicini, Alessandro	2,00	Discussion with company in relation to a certain "undertaking agreement" to be entered into by the Italian entities in relation to an IP security deed and non possessory pledge.
15/12/2025	Olivari, Giorgio	4,00	Call with Kirkland & Ellis and Cosma on the draft TA agreement; review of the documentation; Call with Client regarding timing and effects of proceedings under Article 56 of the Corporate Crisis Code as requested by client
15/12/2025	Biscaretti di Ruffia, Bertone	1,20	Irisa: correspondence with Benjamin Malz. Reviewing draft letter to Irisa in light of answers provided by Ladislav Kral. Correspondence with Kirkland's and Schoenherr's Teams
15/12/2025	Basilisco, Martino	1,50	Preparation of call, drafting internal note (1h) call with client. (0,5h).
16/12/2025	Cupolo, Cristina	6,50	E-mail correspondence with the company, K&E, GOP and the Italian Notary (3) / Review of notarial security documents (3,50)
16/12/2025	Agostinelli, Riccardo	0,50	Call with Marcegaglia on TA
16/12/2025	Agostinelli, Riccardo	0,50	Review of undertaking agreement re IP security
16/12/2025	Agostinelli, Riccardo	0,90	Call with SOPRA STERLA (Cantoni) and Marelli (Andreatelli) and preparation
16/12/2025	Agostinelli, Riccardo	0,40	Review of IRISA letter
16/12/2025	Agostinelli, Riccardo	0,50	Review of security package documentation
16/12/2025	Migliarucci, Daniele	6,00	Italian Golden Power workstream: legal analysis re new decision by Consiglio di Stato re Golden Power clearance for creation of share pledges in Italy; email correspondence; case management (1h); Italian critical vendors workstream: video call with Sopra Steria with Marelli, KE and A&M; video call with Marcegaglia's legal team; follow up re Arvedi; draft TAs review; email correspondence; case management (3h); Italian DIP post-closing obligations workstream: Italian deliverables for creation of 90-day security (including liaising with Marelli Italy for signature collection and approvals); review of revised draft security documents from GOP; email correspondence including with notary public Mr. Cecala; case management (2h)
16/12/2025	Missanelli, Pietro	1,00	Verification on FDI precedents re new requirements and opportunity considerations to notify the creation of pledges
16/12/2025	Pallavicini, Alessandro	1,00	Email correspondence with K&E.
17/12/2025	Agostinelli, Riccardo	1,30	Emails and internal discussion re ARVEDI and MARCEGAGLIA TA
17/12/2025	Agostinelli, Riccardo	1,00	Exam of new issues re Golden Power and notification strategy
17/12/2025	Agostinelli, Riccardo	0,70	Exam of IRISA position
17/12/2025	Cupolo, Cristina	6,00	E-mail correspondence with K&E and GOP/Akin / Review of legal opinion and CPs to be delivered in connection with the Brazilian pledge agreement (3)
17/12/2025	Biscaretti di Ruffia, Bertone	0,90	Irisa: correspondence with Marelli and K&E. Exam of contractual documents
17/12/2025	Migliarucci, Daniele	3,00	Italian critical vendors workstream: video call with Marelli, KE and A&M to review draft TA with Arvedi; calls with Arvedi's GC; email correspondence with Marelli, KE and A&M Teams; follow up re Marcegaglia
18/12/2025	Cupolo, Cristina	4,00	E-mail correspondence (2) / review of IP pledge agreement and related CPs (2)
18/12/2025	Agostinelli, Riccardo	0,50	Emails with Marelli (Rossi, Magnoni e others) on Consiglio di Stato decision
18/12/2025	Agostinelli, Riccardo	1,00	Review of IRISA litigation with GT litigation Team, and analysis of documentation
18/12/2025	Agostinelli, Riccardo	0,70	Review of ARVEDI and EXIDE issues
18/12/2025	Biscaretti di Ruffia, Bertone	7,60	Conference call with Marelli, Kirkland and Polish legal counsel (1h). Conference call with Marelli and Irisa (0,6 h). Briefings, phone calls and meetings with GT Team (2,5 h). Examining contractual documents and correspondence between Marelli and Irisa over the last months of contractual relationship (translated from Czech language) (2 h). Legal researches/analysis re possible urgent proceeding in Italy under art. 700 ICCP (validity of jurisdiction clause; territorial competence; effects/enforceability in Czech Republic of possible positive decisions; EU Reg. applicable to international notifications; need for sworn translation of documents/decisions/service documents from Italian to Czech language; possible legal action to declare voidness of possible agreement for payment in case Irisa extorts payments from Marelli to avoid damages for Marelli's final customers) (1,5 h)

Description of Professional Services Rendered: Proforma Marelli Jan 7th 2026

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
18/12/2025	Sigliano, Andrea	5,80	Irisa: 2,50 meeting with B. Biscaretti and G. Pandini (GT Team); 2,00: analysis of the documents; 1,30: research on artt. 633 and 700 italian c.p.c.
18/12/2025	Basilisco, Martino	1,50	Drafting memorandum on Italian FDI veto powers (1,5h).
18/12/2025	Pallavicini, Alessandro	2,00	Review of drafts of the IP Deed of pledge and Non-possessory deed of pledge to be attached to the undertaking agreements
18/12/2025	Migliarucci, Daniele	4,00	Italian critical vendors workstream: video call with Marelli, KE and A&M to review draft TA with Arvedi; calls with Arevedi's GC; email correspondence with Marelli, KE and A&M Teams; follow up re Exide / Banca IFIS (re periodic correspondence from Banca IFIS); follow up re Imprediva; case management (3h); Video call with Marelli and KE re potential litigation with IRISA; documents review re IRISA; email correspondence (1h)
18/12/2025	De Leo, Mariafrancesca	2,00	[ERIZA]. internal session with Bertone Biscaretti. Analysis and strategy
18/12/2025	Pandini, Giulia	5,00	[Irisa] meeting with GT Team (2.5h); reviewing documents (2h); reasearches on actions to be taken (0.5h)
19/12/2025	Gambaro, Edoardo	1,00	Call with Marelli on CdS ruling
19/12/2025	Gambaro, Edoardo	1,00	Call with Akin and GOP on CdS ruling
19/12/2025	Agostinelli, Riccardo	0,70	Preparation of call on Golden Power with Marelli (Rossi, Iasenza, Magnoni) and AKIN/GOP
19/12/2025	Agostinelli, Riccardo	1,00	Review of documents on IRISA litigation and discussion of issues with litigation Team (Biscaretti, De Leo and others)
19/12/2025	Agostinelli, Riccardo	0,40	Review of TAs Marcegaglia + ARVEDI
19/12/2025	Agostinelli, Riccardo	0,60	Call with Marelli (Rossi & other) on Golden Power
19/12/2025	Agostinelli, Riccardo	1,50	Discussion with Marelli (Boscarato) and with GT Team (Cupolo + other) of DIP financing issues: deed of undertaking (draft & relevant formalities) + presentation to the BoD of the affected companies
19/12/2025	Agostinelli, Riccardo	0,50	Call with AKIN + GOP on Golden Power
19/12/2025	Biscaretti di Ruffia, Bertone	6,00	Irisa: phone calls with Ladislav Kral (1 h). Meetings/briefings with GT Team (1,5 h). Legal researches. Drafting letter for Irisa and account of the facts relevant for the controversy with Irisa (1 h). Examining documentation sent by Irisa today (correspondence, contractual documentation; 1 h). Legal researches/analysis re enforceability of the jurisdiction/applicable law clauses given the lack of signature by Marelli's Polish entity on GPA; validity of the GPA in light of lack of Attachment II recalled by clause regarding validity; 1,5 h)
19/12/2025	Sigliano, Andrea	5,60	Irisa: 0,90: drafting and review of the letter with B. Biscaretti; 1,80: research on artt. 633, 639 and 700 italian c.p.c. (case law); 1,40: Analysis of the documents; 1,50; meeting with GT Team (M. De Leo, B. Biscaretti and G. Pandini).
19/12/2025	Missanelli, Pietro	2,00	Conference call with Client re creation of pledges over shares; conference call with Akin/GOP re creation of pledges over share
19/12/2025	Cupolo, Cristina	3,00	E-mail correspondence and call with the company (1,5) / review of notarial security documents (1,5)
19/12/2025	Basilisco, Martino	3,00	Drafting memorandum on Italian FDI veto powers (2h). Preparation of call with Akin team (30 min). Call with Akin (30 min).
19/12/2025	Migliarucci, Daniele	4,00	Italian critical vendors workstream: negotiation session with Arvedi to close down TA; calls with Arevedi's GC; email correspondence with Marelli, KE and A&M Teams; follow up re Marcegaglia draft TA; follow up re Stat-Benacchio; case management (3h); Italian DIP post closing obligations: review of draft security document by GOP; emial correspondence with KE Team and Marelli; case management (1h)
19/12/2025	Faraone, Giorgia	5,00	Drafting memo for PM on golden power rules
19/12/2025	De Leo, Mariafrancesca	2,00	[ERIZA]. internal session with Bertone Biscaretti. Analysis and strategy
19/12/2025	Pandini, Giulia	3,50	[Irisa] Various meeting with GT Team (2h); Reviewing documents (1.5h)
20/12/2025	Biscaretti di Ruffia, Bertone	1,20	Phone call with Avv. De Leo (0,2 h). Phone call with Ladislav Kral (0,3 h). Correspondence with Marelli. Reviewing/amending draft formal notice. Sending formal notice to counterparty.
20/12/2025	Gambaro, Edoardo	1,00	Review reply on GP strategy
21/12/2025	Agostinelli, Riccardo	0,70	Review of Arvedi issues+ EXIDE issues
21/12/2025	Agostinelli, Riccardo	1,00	Discussion with GT Litigation Team (De Leo) IRISA issues and docs review
22/12/2025	Gambaro, Edoardo	1,00	Exchange of emails re GP
22/12/2025	Cupolo, Cristina	2,30	E-mail correspondence
22/12/2025	Pallavicini, Alessandro	1,50	Review of a form of PoA to be attached under each undertaking agreement
22/12/2025	Agostinelli, Riccardo	0,70	Further discussion, docs analysis of IRISA litigation issues
22/12/2025	Agostinelli, Riccardo	1,50	Further issues discussion on ARVEDI + EXIDE (TA, final commercial points + execution and relevant formalities)
22/12/2025	Agostinelli, Riccardo	0,50	Review of ARVEDI + EXIDE issues
22/12/2025	Migliarucci, Daniele	6,00	Italian critical vendors workstream: further negotiation sessions with Arvedi to close down TA; several calls with Arvedi's GC; Arvedi's TA review; email correspondence; case management; follow up re Marcegaglia; email correspondence with Marelli, KE and A&M (5h); Italian Golden Power clearance workstream: review of latest version of GP notice for creation of Italian pledges; email correspondence with Marelli and KE (1h)

Description of Professional Services Rendered: Proforma Marelli Jan 7th 2026

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
22/12/2025	Sigliano, Andrea	4,40	Irisa: 1,00: microsoft meeting with GT Team, Marelli and Czech lawyers; 1,00: drafting of the e-mail for the client; 1,00: meeting with GT Team and Czech lawyers; 1,40: reorganization of the documents and correspondence with Czech lawyers.
22/12/2025	De Leo, Mariafrancesca	0,70	Call with team re marelli/Irisa legal dispute
22/12/2025	Pandini, Giulia	2,20	Attending calls with client and CZ legal team [1.20]; reviewing and discussing with GT team email to explain litigation options [1.00]
22/12/2025	Biscaretti di Ruffia, Bertone	4,40	Irisa: conf. call with Marelli (0, 9h). Phone call with team GT. Drafting and reviewing memorandum on possible litigation in Italy and Czech Republic (1, 5 h). Conf. call with Team Schoenherr and Marelli (1 h). Preparing documents and sharing documentation with Schoenherr Team. Exchange of correspondence
23/12/2025	Gambaro, Edoardo	1,50	Review and amend draft GP form
23/12/2025	Cupolo, Cristina	2,00	E-mail correspondence
23/12/2025	Pallavicini, Alessandro	2,00	Review of undertaking agreement to a non possessory deed of Pledge
23/12/2025	Missanelli, Pietro	3,50	Drafting filing FDI
23/12/2025	Agostinelli, Riccardo	0,70	Review of "UNDERTAKING AGREEMENT"
23/12/2025	Agostinelli, Riccardo	1,50	Review of new draft Golden Power filing + memo
23/12/2025	Cupolo, Cristina	2,30	Review of undertaking agreements and PoA
23/12/2025	Migliarucci, Daniele	2,00	Italian critical vendors workstream: follow up re Marcegaglia; follow up re Exide / Banca IFIS; email correspondence with Marelli, KE and A&M (1,5h); Italian Golden Power clearance workstream: review of latest version of GP notice for creation of Italian pledges; email correspondence; case management (0,5h)
23/12/2025	Basilisco, Martino	1,50	Finalizing golden power form with Marelli comments.
24/12/2025	Pallavicini, Alessandro	2,00	Review of an undertaking agreement to a deed of pledge over IP Rights
24/12/2025	Gambaro, Edoardo	2,00	Review and integration GP form + review short memo on precedents/remedies
24/12/2025	Missanelli, Pietro	3,50	Drafting FDI form
24/12/2025	Migliarucci, Daniele	2,50	Italian critical vendors workstream: follow up re Marcegaglia; follow up re Exide / Banca IFIS; email correspondence with Marelli, KE and A&M; email correspondence with Banca IFIS (1h); Italian Golden Power clearance workstream: review of latest version of GP notice for creation of Italian pledges (including latest comments from GT); email correspondence; case management (1,5h)
24/12/2025	Basilisco, Martino	3,00	Finalizing golden power form with Marelli comments and drafting email for client (1,5 h). review of memo veto rights under Italian FDI rules, drafting email for client (1,5 h).
29/12/2025	Gambaro, Edoardo	1,50	Exchange of emails on GP draft
29/12/2025	Agostinelli, Riccardo	1,50	Emails with AKIN, GOP, MARELLI on Golden Power notice and review of comments from BOSCARATO
29/12/2025	Cupolo, Cristina	2,00	E-mail correspondence with the company / Review of documents (assignment of receivables)
29/12/2025	Biscaretti di Ruffia, Bertone	2,00	Phone call with Team Schoenherr. Correspondence. Examining documents and possible evidences regarding periculum in mora (1,3 h)
30/12/2025	Gambaro, Edoardo	1,00	Exchange of email on GP
30/12/2025	Agostinelli, Riccardo	1,00	Review of issues re Golden Power and Irisa
30/12/2025	Cupolo, Cristina	1,00	E-mail correspondence
30/12/2025	Basilisco, Martino	6,00	Drafting italian version of italian fdi filing (5,5 h). review of marelli's draft letter to italian ministry on fdi filing (0,5 h).
30/12/2025	Biscaretti di Ruffia, Bertone	4,90	Examining draft of urgent application before Czech Court (1 h). Examining all comments and legal and documentation requests (0,5 h). Answering to comments/queries in light of Italian law, EU international private law, document at our hands (2 h). Amending/integrating the drafted application (1 h). Correspondence with Marelli and Radim Obert (0,2 h). Correspondence with Radim Obert (0,2 h).
30/12/2025	Pandini, Giulia	0,50	Reviewing draft application to CZ Court
31/12/2025	Meloro, Dennis A.	0,10	Draft CNO for GT November fee application.
<u>Totals</u>		<u>387,20</u>	

EXHIBIT B



Marelli Holdings Co. Ltd.
2-19-4 Miyahara-cho, Kita-ku,
Saitama City,
331-0812 SAITAMA
JAPAN

Proforma Invoice

File no : 236514.010100
Date : January 7, 2026

Proforma Invoice

Re: Marelli restructuring

For fees and expenses incurred in December 2025 for legal assistance as to Italian law matters in the context of post-filing Marelli restructuring, including (without limitation) the following:

1. Memo on AON position: guarantee and counter-guarantee (cash collateral in accordance with Law 170/2004), impact on claw-back risks for the insurance company, identification of practical solutions to implement Marelli strategy.
2. Implementation of Italian-related DIP Financing post-closing obligations (including several Italian and foreign law security documents, Italian corporate approvals, legal opinions, new "Undertaking Agreements" and related notarial PoAs, registration/tax issues, and deliverables related thereto).
3. Ad hoc sessions with local directors and statutory auditors in respect of implementation of the DIP security package and progress of the restructuring process, and preparation of the relevant notes. Analysis of "exit-from-crisis" strategy, interaction with Article 56, and Q&A (new issues raised by local directors and auditors).
4. Golden Power procedure as a CP to creation of the share pledges over Italian entities and change of ownership over Marelli Group; analysis and impact of the new appellate CEDACRI decision by Consiglio di Stato (which substantially reformed the legal framework on GP), interaction of the new decision with transaction structure, set of the new strategy with sessions with Marelli, K&E, Akin Gump/GOP, preparation of the draft GP notice for creation of the Italian pledges (collecting and incorporating comments from Marelli, K&E and Akin Gump); interaction with the preparation of the group business plan and impacts on the process and relevant dialogue with the competent authorities (analysis of various possible scenarios) including Ministry for Enterprises and Made in Italy.
5. Assistance to the companies in connection with the handling of the relationship with several suppliers & vendors (including in connection with negotiation and execution of Trade Agreements and including extensive negotiation sessions with certain key Italian suppliers (including Arvedi and Marcegaglia)) and advise on various pre-litigation and litigation positions (including in connection with injunctions of payments against certain Marelli Italian subsidiaries). Management of possible

Please wire the total amount within 14 days after invoice date. IBAN: IT15X 02008 09420 000600015847 (BIC:UNCRITMM) at UNICREDIT Private Banking. Please refer to the invoice and file number.



- selected critical vendors' escalations, and need of stay of action (inter-action with Chapter 11 recognition issues). Settlement agreements.
6. Assistance in connection with the implementation of a recovery plan for the Italian entities under Article 56 of the Italian Bankruptcy Law, including interactions with the DIP lenders and their legal and financial advisors.
 7. Assistance in respect of public grants from authorities.
 8. Memo for UBAE bank on status of the procedure and impact on Italian business.

Fees	\$	343.589,22
Charge pursuant to Decree No. 55 of 03/10/2014	\$	51.538,38
Disbursements	\$	656,00
Social Security 4%	\$	15.831,34
Subtotal	\$	411.614,94
Duty Stamp	\$	2,34

Total Current Invoice:	\$	<u>411.617,28</u>
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Exchange rate Euro to Dollar (January 7st, 2026): 1,17

Not taxable V.A.T. according to art. 7-septies of D.P.R. 633/1972.
 Not subject to withholding tax ex art. 25, comma 2, D.P.R. 600/1973
 Subject to duty stamp ex art.7, DPR 633/1972

Please wire the total amount within 14 days after invoice date. IBAN: IT15X 02008 09420 000600015847
 (BIC:UNCRITMM) at UNICREDIT Private Banking. Please refer to the invoice and file number.

Date	Disb Type	Billed Amt	Bill Tkpr	Bill Tkpr Name	Narrative	Category	People Involved
11/12/25	MILAN	\$ 15,80	201678	Migliarucci, Daniele	Globix Novembre 2025_Nota di addebito N25-004839 del 30/11/2025 + commissione 0,50_Id Corsa 11412509 del 12/11/2025	Local Transportation	
11/13/25	MILAN	\$ 28,55	201683	Cupolo, Cristina	Globix Novembre 2025_Nota di addebito N25-004839 del 30/11/2025 + commissione 0,50_Id Corsa 11419967 del 13/11/2025	Local Transportation	
11/15/25	MILAN	\$ 28,31	201683	Cupolo, Cristina	Globix Novembre 2025_Nota di addebito N25-004839 del 30/11/2025 + commissione 0,50_Id Corsa 11425377 del 15/11/2025	Local Transportation	
11/19/25	MILAN	\$ 21,76	201683	Cupolo, Cristina	Globix Novembre 2025_Nota di addebito N25-004839 del 30/11/2025 + commissione 0,50_Id Corsa 11450220 del 19/11/2025	Local Transportation	
11/20/25	MILAN	\$ 22,82	201678	Migliarucci, Daniele	Globix Novembre 2025_Nota di addebito N25-004839 del 30/11/2025 + commissione 0,50_Id Corsa 11456531 del 20/11/2025	Local Transportation	
11/21/25	MILAN	\$ 23,99	201678	Migliarucci, Daniele	Globix Novembre 2025_Nota di addebito N25-004839 del 30/11/2025 + commissione 0,50_Id Corsa 11458270 del 21/11/2025	Local Transportation	
11/21/25	MILAN	\$ 25,16	201678	Migliarucci, Daniele	Globix Novembre 2025_Nota di addebito N25-004839 del 30/11/2025 + commissione 0,50_Id Corsa 11463331 del 21/11/2025	Local Transportation	
11/26/25	MILAN	\$ 26,33	201678	Migliarucci, Daniele	Globix Novembre 2025_Nota di addebito N25-004839 del 30/11/2025 + commissione 0,50_Id Corsa 11483059 del 26/11/2025	Local Transportation	
11/26/25	MILAN	\$ 16,61	201683	Cupolo, Cristina	Globix Novembre 2025_Nota di addebito N25-004839 del 30/11/2025 + commissione 0,50_Id Corsa 11489518 del 26/11/2025	Local Transportation	
11/27/25	MILAN	\$ 20,48	201678	Migliarucci, Daniele	Globix Novembre 2025_Nota di addebito N25-004839 del 30/11/2025 + commissione 0,50_Id Corsa 11497602 del 27/11/2025	Local Transportation	
12/01/25	MILAN	\$ 49,03	201677	Agostinelli, Riccardo	Panino Giusto FT 101-2025-00737 del 01/12/25 - Rimb. Soci Dicembre	Late Meal Dinner	Agostinelli + Pallavicini
12/10/25	MILAN	\$ 28,78	201677	Agostinelli, Riccardo	Taxi del 10/12/25 - rimb. Soci	Local Transportation	
12/15/25	MILAN	\$ 61,43	201683	Cupolo, Cristina	Genuini Milano del 15/12/25 - rimb. FT Prof. Dicembre	Late Meal Dinner	Cupolo + Migliarucci
12/15/25	MILAN	\$ 47,86	201677	Agostinelli, Riccardo	B & B SRL FT 686 del 15/12/25 - rimb. Soci	Late Meal Dinner	Agostinelli
12/16/25	MILAN	\$ 83,39	201677	Agostinelli, Riccardo	Dolcevia FT MI29 del 16/12/25 - rimb. Soci	Late Meal Dinner	Agostinelli + Migliarucci
12/18/25	MILAN	\$ 45,84	201677	Agostinelli, Riccardo	Panino Giusto FT 101-2025-00854 del 18/12/25 - rimb. Soci	Late Meal Dinner	Agostinelli + Migliarucci
12/22/25	MILAN	\$ 65,31	201677	Agostinelli, Riccardo	FT Dolcevia n. MI66 del 22/12/25 - rimb. Soci Dicembre	Late Meal Dinner	Agostinelli + Migliarucci
12/23/25	MILAN	\$ 44,57	201677	Agostinelli, Riccardo	FT Dolcevia n. MI73 del 23/12/25 - rimb. Soci Dicembre	Late Meal Dinner	Agostinelli + Cupolo
		\$ 656,00					

**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)

Obj. Date: January 29, 2026 at 4:00 p.m.
Hearing Date: TBD if objection filed

NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that Greenberg Traurig Studio Legale Associato (the “**Applicant**”) has today filed the attached *Seventh Monthly Fee Application of Greenberg Traurig Studio Legale Associato for Compensation and Reimbursement of Expenses as Special Counsel for the Debtors and Debtors in Possession for the Period from December 1, 2025 Through and Including December 31, 2025* (the “**Application**”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, DE 19801 (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application, must be made in accordance with the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief*, entered August 5, 2025 [Docket No. 477] (the “**Interim Compensation Order**”) and must be filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, DE 19801, and be served upon and received by (a) the Debtors, Marelli Automotive Lighting USA LLC, 26555 Northwestern Highway, Southfield, Michigan 48033, Attn.: Marisa Iasenza (marisa.iasenza@marelli.com); (b) counsel to the Debtors, (i) Kirkland & Ellis LLP, 601

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 is 26555 Northwestern Highway, Southfield, Michigan 48033.

Lexington Avenue, New York, New York 10022, Attn.: Nicholas M. Adzima (nicholas.adzima@kirkland.com), and Evan Swager (evan.swager@kirkland.com), (ii) Kirkland & Ellis LLP, 333 West Wolf Point Plaza, Chicago, Illinois 60654, Attn.: Spencer A. Winters, P.C. (spencer.winters@kirkland.com), and (iii) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899 (Courier 19801), Attn.: Laura Davis Jones (ljones@pszilaw.com), Timothy P. Cairns (tcairns@pszilaw.com), and Edward A. Corma (ecorma@pszilaw.com); (c) the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn.: Jane Leamy (Jane.M.Leamy@usdoj.gov) and Timothy J. Fox, Jr. (timothy.fox@usdoj.gov); (d) counsel to the DIP Agent, Mayer Brown LLP, 1221 Avenue of the Americas, New York, New York 10020-1001, Attn.: Jason Elder (jason.elder@mayerbrown.com); (e) counsel to Mizuho Bank, Ltd., (i) in all capacities other than as the Prepetition Agent, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn.: Timothy Graulich (timothy.graulich@davispolk.com) and Richard J. Steinberg (richard.steinberg@davispolk.com) and (ii) in its capacity as the Prepetition Agent, Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, Delaware 19801, Attn.: Robert S. Brady (rbrady@ycst.com) and Andrew L. Magaziner (amagaziner@ycst.com); (f) counsel to the Ad Hoc Group of Senior Lenders, (i) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Ira S. Dizengoff (idizengoff@akingump.com) and Anna Kordas (akordas@akingump.com), (ii) Akin Gump Strauss Hauer & Feld LLP, 2001 K Street NW, Washington, D.C., 20006, Attn.: Scott L. Alberino (salberino@akingump.com), Kate Doorley (kdoorley@akingump.com), and Alexander F. Antypas (aantypas@akingump.com), and (iii) Cole Schotz P.C., 500 Delaware Avenue, Suite 600, Wilmington, Delaware 19801, Attn: Justin R. Alberto (jalberto@coleschotz.com) and Stacy L. Newman (snewman@coleschotz.com); (g) counsel to the Initial Tranche A Lender, (i) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Joseph Minias

(jminias@willkie.com) and Christine Thain (cthain@willkie.com), (ii) Willkie Farr & Gallagher LLP, 600 Travis Street, Houston, Texas 77002, Attn: Jennifer J. Hardy (jhardy2@willkie.com), and (iii) Bayard P.A., 600 N. King St. Suite 400, Wilmington, Delaware 19801, Attn: Ericka F. Johnson (ejohnson@bayardlaw.com) and Steven D. Adler (sadler@bayardlaw.com); (h) counsel to the Sponsors, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019-6064, Attn.: Brian S. Hermann (bhermann@paulweiss.com) and Jacob A. Adlerstein (jadlerstein@paulweiss.com); (i) co-counsel to the Committee, (i) Paul Hastings LLP, 200 Park Avenue, New York, New York 10166, Attn.: Kristopher M. Hansen (krishansen@paulhastings.com), Jonathan D. Canfield (joncanfield@paulhastings.com), Gabriel E. Sasson (gabesasson@paulhastings.com), and Marcella Leonard (marcellaleonard@paulhastings.com), and (ii) Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, Delaware 19801, Attn.: Eric J. Monzo (emonzo@morrisjames.com), Jason S. Levin (jlevin@morrisjames.com), and Siena B. Cerra (scerra@morrisjames.com); and (j) special counsel to the Debtors as to Italian law matters, Greenberg Traurig Studio Legale Associato, Galleria San Babila 4B, 20122 – Milan (Italy) (registered office: Largo Toscanini, 1, 20122 – Milan (Italy)), Attn.: Riccardo Agostinelli (riccardo.agostinelli@gtlaw.com), Daniele Migliarucci (daniele.migliarucci@gtlaw.com) and Dennis A. Meloro (dennis.meloro@gtlaw.com) by no later than **4:00 p.m. (Prevailing Eastern Time) on January 29, 2026 (the “Objection Deadline”).**

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served, and received in accordance with this notice, a hearing on the Application will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received in accordance with the Interim Compensation Order and the procedures described herein will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Compensation Order, if no objection to the Application is timely filed, served, and received by the Objection Deadline,

the Debtors will be authorized to pay 80 percent of the requested fees and 100 percent of the requested expenses and charges without further order of the Bankruptcy Court.

Dated: January 8, 2026

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)

222 Delaware Avenue, Suite 1600

Wilmington, Delaware 19801

Telephone: (302) 661-7000

Facsimile: (302) 661-7360

Email: Dennis.Meloro@gtlaw.com

Special Counsel for the Debtors and Debtors in Possession