

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**CERTIFICATION OF COUNSEL
REGARDING ORDER (I) AUTHORIZING
THE DEBTORS TO FILE UNDER SEAL THE MOTION FOR
APPROVAL OF THE KEY EMPLOYEE INCENTIVE PLAN AND THE
KEY EMPLOYEE RETENTION PLAN, AND (II) GRANTING RELATED RELIEF**

The undersigned counsel for the above-captioned debtors and debtors in possession (the “Debtors”) hereby certifies that:

1. On December 19, 2025, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Authorizing the Debtors to File Under Seal the Motion for Approval of the Key Employee Incentive Plan and the Key Employee Retention Plan, and (II) Granting Related Relief* [Docket No. 1377] (the “Motion”).
2. Pursuant to the notice of the Motion, objections to entry of an order granting the Motion were due no later than January 2, 2026 at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”). The Objection Deadline was extended to **January 23, 2026 at 5:00 p.m. (prevailing Eastern Time)** for the Office of the United States Trustee (the “U.S. Trustee”).

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.



251103426012600000000000006

3. The Debtors received informal comments from the U.S. Trustee with respect to the relief requested in the Motion. Accordingly, the Debtors have prepared updated information to file under seal and redact as reflected on Exhibit C attached hereto, which supersedes the information filed under seal and redacted in the *Motion of Debtors for Entry of an Order (I) Authorizing and Approving the Debtors' Key Employee Incentive Plan, (II) Authorizing and Approving the Debtors' Key Employee Retention Plan, and (III) Granting Related Relief* [Docket Nos. 1375 and 1376].

4. Attached hereto as Exhibit A is a proposed form of order granting the Motion (the “Proposed Order”), which incorporates comments from the U.S. Trustee and the Committee. The Ad Hoc Group of Senior Lenders, the U.S. Trustee, and the Committee do not object to entry of the Proposed Order.

5. Attached hereto as Exhibit B is a redline of the Proposed Order, showing changes from the proposed order attached to the Motion.

6. The Debtors respectfully request entry of the Proposed Order at the Court’s earliest convenience.

Dated: January 26, 2026
Wilmington, Delaware

/s/ Laura Davis Jones

PACHULSKI STANG ZIEHL & JONES LLP

Laura Davis Jones (DE Bar No. 2436)
Timothy P. Cairns (DE Bar No. 4228)
Edward A. Corma (DE Bar No. 6718)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Email: ljones@pszjlaw.com
tcairns@pszjlaw.com
ecorma@pszjlaw.com

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Nicholas M. Adzima (admitted *pro hac vice*)
Evan Swager (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com
nicholas.adzima@kirkland.com
evan.swager@kirkland.com

-and-

Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)
Spencer A. Winters, P.C. (admitted *pro hac vice*)
333 West Wolf Point Plaza
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: ross.kwasteniet@kirkland.com
spencer.winters@kirkland.com

*Co-Counsel for the Debtors
and Debtors in Possession*

*Co-Counsel for the Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)) Chapter 11
))
MARELLI AUTOMOTIVE LIGHTING USA LLC, <i>et al.</i> , ¹)	Case No. 25-11034 (CTG)
))
Debtors.)	(Jointly Administered)
))
)	Re: Docket Nos. 1375, 1376, 1377

**ORDER (I) AUTHORIZING THE
DEBTORS TO FILE UNDER SEAL
CERTAIN PORTIONS OF THE DEBTORS'
MOTION FOR ENTRY OF AN ORDER APPROVING
THE KEY EMPLOYEE INCENTIVE PLAN AND THE
KEY EMPLOYEE RETENTION PLAN AND (II) 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) authorizing the Debtors and the Professionals to redact and file under seal certain portions of the *Motion of Debtors for Entry of an Order (I) Authorizing and Approving the Debtors’ Key Employee Incentive Plan, (II) Authorizing and Approving the Debtors’ Key Employee Retention Plan, and (III) Granting Related Relief* and the *Declaration of Tony Simion in Support of the Motion of Debtors for Entry of an Order (I) Authorizing and Approving the Debtors’ Key Employee Incentive Plan, (II) Authorizing and Approving the Debtors’ Key Employee Retention Plan, and (III) Granting Related Relief* (the “Simion Declaration”) attached to the Employee Plans Motion as Exhibit C, (b) directing that the unredacted version of the Employee Plans Motion and the Simion Declaration

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.

remain under seal and confidential and not be made available to anyone other than as set forth herein without the consent of the Debtors or further order of the Court (after notice and a hearing), 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 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"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing 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 are authorized, pursuant to sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1(d), to redact the Confidential Information from the publicly filed version of the Employee Plans Motion and Simion Declaration, which shall remain under seal and confidential and shall not be made available to anyone without

the consent of the Debtors or further order from this Court (after notice and a hearing); *provided, however,* that an unredacted copy of the Employee Plans Motion and Simion Declaration shall be provided to (a) the Court, (b) the U.S. Trustee; (c) counsel for the Committee (on a confidential and professionals' eyes only basis), and (iii) any additional party, on a confidential basis, who, upon good faith review of a request, the Debtors consent to receiving the Confidential Information.

3. The Debtors and any party authorized to receive the unredacted versions of the Employee Plans Motion, Simion Declaration, and other documents that contain or reference the Confidential Information (as otherwise modified and superseded pursuant to that certain certification of counsel filed in connection with this Order) shall be authorized and directed, subject to Local Rule 9018-1(d), to redact specific references to the information set forth therein from pleadings filed on the public docket maintained in these chapter 11 cases.

4. Any party who receives the Confidential Information in accordance with this Order shall not disclose or otherwise disseminate such Confidential Information to any other person or entity, including in response to a request under the Freedom of Information Act.

5. The requirements set forth in Local Rules 9018-1 are satisfied by the contents of the Motion.

6. 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.

7. Any party may file a motion to unseal and disclose the Confidential Information upon notice and a showing of sufficient cause.

8. Notwithstanding any Bankruptcy Rule to the contrary, 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. The 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,) Chapter 11
et al.,¹) Case No. 25-11034 (CTG)
Debtors.) (Jointly Administered)
)
) **Re: Docket ~~No~~Nos. ~~10~~1375, 1376,
1377**

**ORDER (I) AUTHORIZING THE
DEBTORS TO FILE UNDER SEAL
CERTAIN PORTIONS OF THE DEBTORS'
MOTION FOR ENTRY OF AN ORDER APPROVING
THE KEY EMPLOYEE INCENTIVE PLAN AND THE
KEY EMPLOYEE RETENTION PLAN AND (II) 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) authorizing the Debtors and the Professionals to redact and file under seal certain portions of the *Motion of Debtors for Entry of an Order (I) Authorizing and Approving the Debtors’ Key Employee Incentive Plan, (II) Authorizing and Approving the Debtors’ Key Employee Retention Plan, and (III) Granting Related Relief* and the *Declaration of Tony Simion in Support of the Motion of Debtors for Entry of an Order (I) Authorizing and Approving the Debtors’ Key Employee Incentive Plan, (II) Authorizing and Approving the Debtors’ Key Employee Retention Plan, and (III) Granting Related Relief* (the “Simion Declaration”) attached to the Employee Plans Motion as Exhibit C, (b) directing that the unredacted version of the Employee Plans Motion and the

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.

Simion Declaration remain under seal and confidential and not be made available to anyone other than as set forth herein without the consent of the Debtors or further order of the Court (after notice and a hearing), 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 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"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing 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 are authorized, pursuant to sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1(d), to redact the Confidential Information from the publicly filed version of the Employee Plans Motion and

Simion Declaration, which shall remain under seal and confidential and shall not be made available to anyone without the consent of the Debtors or further order from this Court (after notice and a hearing); *provided, however,* that an unredacted copy of the Employee Plans Motion and Simion Declaration shall be provided to (a) the Court, (b) the U.S. Trustee; (c) counsel for the Committee (on a confidential and professionals' eyes only basis), and (iii) any additional party, on a confidential basis, who, upon good faith review of a request, the Debtors consent to receiving the Confidential Information.

3. The Debtors and any party authorized to receive the unredacted versions of the Employee Plans Motion, Simion Declaration, and other documents that contain or reference the Confidential Information (as otherwise modified and superseded pursuant to that certain certification of counsel filed in connection with this Order) shall be authorized and directed, subject to Local Rule 9018-1(d), to redact specific references to the information set forth therein from pleadings filed on the public docket maintained in these chapter 11 cases.

4. Any party who receives the Confidential Information in accordance with this Order shall not disclose or otherwise disseminate such Confidential Information to any other person or entity, including in response to a request under the Freedom of Information Act.

5. The requirements set forth in Local Rules 9018-1 are satisfied by the contents of the Motion.

6. 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.

7. Any party may file a motion to unseal and disclose the Confidential Information upon notice and a showing of sufficient cause.

8. Notwithstanding any Bankruptcy Rule to the contrary, 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. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Exhibit C

Updated Information¹

¹ The information contained on this **Exhibit C** supersedes the information filed under seal and redacted in the *Motion of Debtors for Entry of an Order (I) Authorizing and Approving the Debtors' Key Employee Incentive Plan, (II) Authorizing and Approving the Debtors' Key Employee Retention Plan, and (III) Granting Related Relief* [Docket Nos. 1375 and 1376].

KEIP Values				
KEIP Participant	Insider/Non-Insider	Cut-In Award	Target Award	Stretch Award
President and Chief Executive Officer	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Executive Vice President, Chief Financial Officer	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Executive Vice President, China	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Executive Vice President, Chief Purchasing Officer	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Executive Vice President, Chief Legal Officer	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Executive Vice President, Propulsion Solutions	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Executive Vice President, Electronics	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Executive Vice President, Green Technology Solutions	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Executive Vice President, Interior Experience	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Executive Vice President, Commercial and Marketing	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Executive Vice President, Automotive Lighting and Sensing	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

KEIP Values				
KEIP Participant	Insider/Non-Insider	Cut-In Award	Target Award	Stretch Award
Executive Vice President, Technology and Innovation	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Executive Vice President, Manufacturing	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Senior Vice President, Ride Dynamics	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Senior Vice President, Aftermarket	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Vice President, Chief Communications Officer	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total		\$8,126,422	\$16,252,844	\$32,505,688

Subsidiary Board Members ²			
Subsidiary Board Member Title	Cut-In Award	Target Award	Stretch Award
Director	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Manager	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]

² The “Subsidiary Board Members” represent the members of the subsidiary Debtors’ governing bodies as reflected through question 28 of the Schedules of Financial Affairs filed in these chapter 11 cases, which are available at docket nos. 504 – 671.

Subsidiary Board Members ²			
Subsidiary Board Member Title	Cut-In Award	Target Award	Stretch Award
Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Manager	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Manager	[REDACTED]	[REDACTED]	[REDACTED]
Senior Manager	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Manager	[REDACTED]	[REDACTED]	[REDACTED]
Senior Manager	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]

Subsidiary Board Members ²			
Subsidiary Board Member Title	Cut-In Award	Target Award	Stretch Award
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Manager	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Manager	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Senior Manager	[REDACTED]	[REDACTED]	[REDACTED]
Senior Manager	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Senior Manager	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Director	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]

Subsidiary Board Members ²			
Subsidiary Board Member Title	Cut-In Award	Target Award	Stretch Award
Director	[REDACTED]	[REDACTED]	[REDACTED]
Supervisor	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Senior Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]	[REDACTED]
Manager	[REDACTED]	[REDACTED]	[REDACTED]
Vice President	[REDACTED]	[REDACTED]	[REDACTED]
Total	\$2,905,215	\$5,778,354	\$8,651,494