

**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: February 27, 2026 at 4:00 p.m.
)	Hearing Date: TBD if objection filed

**COVER SHEET FOR:
 EIGHTH 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 JANUARY 1, 2026 THROUGH AND INCLUDING JANUARY 31, 2026**

Name of Applicant:	Greenberg Traurig Studio Legale Associato
	Retention Order Entered August 26, 2025, <i>Nunc Pro Tunc</i> to June 11, 2025
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Period for which compensation and Reimbursement is sought:	January 1, 2026 – January 31, 2026
Amount of Compensation sought as actual, reasonable and necessary:	\$328,849.48 (80% = \$263,079.58) (20% = \$65,769.80)
Amount of pass-through charges to be paid by the Debtors:	\$64,483.65
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$669.74

This is a(n) ___ interim 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.



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 November 30, 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

D.I. 1501, Filed January 8, 2026 CNO filed February 3, 2026, D.I. 1635	December 1, 2025 through December 31, 2025	\$343,589.22	\$656.00 plus \$68,028.06 in pass-through expenses	\$274,872.38	\$499.50 ² plus \$68,028.06 in pass-through expenses	\$68,717.84
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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	\$1,416,00	37,0	\$52.392,00
Basilisco, Martino	Associate	EU Law	2023	\$472,00	36,0	\$16.992,00
Biscaretti di Ruffia, Bertone	Senior Associate	Litigation	2019	\$590,00	11,7	\$6.903,00
Cupolo, Cristina	Senior Associate	Bankruptcy & Restructuring	2022	\$590,00	122,4	\$72.216,00
Faraone, Giorgia	Trainee	Corporate	NA	\$289,10	1,0	\$289,10
Gambaro, Edoardo	Partner	EU Law	2003	\$1,416,00	8,0	\$11.328,00
Meloro, Dennis A.	Partner	Bankruptcy & Restructuring	2003	\$1,416,00	1,2	\$1.699,20
Migliarucci, Daniele	Partner	Bankruptcy & Restructuring	2014	\$1,416,00	75,5	\$106.908,00
Missanelli, Pietro	Senior Associate	EU Law	2016	\$590,00	26,2	\$15.458,00
Naronte, Lucretia	Trainee	Bankruptcy & Restructuring	n/a	\$289,10	19,3	5.579,63
Olivari, Giorgio	Counsel	Bankruptcy & Restructuring	2016	\$708,00	26,5	\$18.762,00
Pallavicini, Alessandro	Senior Associate	Bankruptcy & Restructuring	2019	\$590,00	27,0	\$15.930,00
Pappalepore, Francesco	Senior Associate	Administrative Law	2020	\$472,00	9,0	\$4.248,00
Sigliano, Andrea	Trainee	Litigation	NA	\$289,10	0,5	\$144,55
Totals for					401,3	\$328.849,48

² Reflects a reduction of \$156.50 in requested expenses as agreed with the United States Trustee.

Attorneys & Trainees						
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EXPENSE SUMMARY

Expense Category	Total Expenses
Chamber of Commerce Milan Official Documents	\$39.83
Overtime Meals	\$490.32
Local Transportation	\$139.59
TOTALS:	\$ 656.00

By this Application, Greenberg Traurig seeks a monthly interim approval and allowance of compensation in the amount of \$328,849.48 and reimbursement of actual expenses in the amount of \$669.74, plus certain charges in the aggregate amount of \$64,483.65 for an aggregate total of \$394,002.87 in accordance with the Interim Compensation Order. Greenberg Traurig hereby seeks payment of \$263,079.58 (80% of the allowed fees) and reimbursement of \$669.74 (100% of allowed expenses), plus certain charges detailed herein in the aggregate amount of \$64,483.65 (detailed in paragraph 8 below), for an aggregate total payment of \$328,232.97 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 eighth 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 \$328,849.48 for the Application Period and reimbursement of actual and necessary expenses in the amount of \$669.74 for the Application Period, and payment of \$263,079.58 (80% of the allowed fees) and reimbursement of \$669.74 (100% of allowed expenses), plus certain charges detailed herein in the aggregate amount of \$64,483.65, for an aggregate total payment of \$328,232.97 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 powers of attorney, 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 (including attendance to meetings of board of directors), 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. Review of possible additional sources of financing, including true sale of receivables program; legal analysis and Q&As with US counsel re possible consequences of possible amendment scenarios affecting the DIP financing (including upside of secured obligations; change of borrower; transfer of collateral assets; release & retake of transaction security).
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 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.
6. Assistance to the companies (namely: Marelli Automotive Lighting Jihlava s.r.o. and Marelli Sosnowiec Poland Sp. z o.o.) in connection with the pre-litigation position with Irsa Vsetín, družstvo (including preparation of two letters of formal notice; memorandum regarding possible urgent judicial actions in Italy and in Czech Republic; assistance to Czech legal counsels in relation to two urgent petitions to be filed before the District Court in Vsetín and drafting of paragraphs regarding the violation of contracts regulated by Italian law; assistance in drafting and reviewing a settlement agreement with Irsa Vsetín, družstvo).
7. 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.
8. Assistance in respect of public grants from authorities (including in connection with "Accordi per l'Innovazione" procedures).

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 \$669.74. The expenses incurred include overtime meal charges, official document 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 \$49,327.42, a Pension Fund charge of \$15,153.87, and a Duty Stamp in the amount of \$2.36 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 \$263,079.58 (80% of the allowed fees) and reimbursement of \$669.74 (100% of allowed expenses), plus certain charges in the aggregate amount of \$64,483.65 (detailed in paragraph 8 above) for an aggregate total payment of \$328,232.94 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 \$328,849.48 for professional services rendered (80%, or \$263,079.58, of which is to be paid upon the filing of a certificate of no objection), and reimbursement of expenses in the amount of \$669.74 (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 \$64,483.65; 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: February 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

Dated: February 6, 2026

/s/ Riccardo Agostinelli

Riccardo Agostinelli

Partner

Greenberg Traurig Studio Legale Associato

EXHIBIT A

Description of Professional Services Rendered: Proforma Marelli Feb 4th 2026

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
01/01/2026	Pallavicini, Alessandro	1,00	Review of confirmation agreement relating to the deed of assignment of contract receivables, confirmation agreement relating to the deed of pledge over bank accounts, and acknowledgement and confirmation deed to undertaking agreements.
02/01/2026	Basilisco, Martino	3,00	Review, drafting and integration of Italian official version of FDI filings. analysis and collection of attachments. drafting internal note.
02/01/2026	Biscaretti di Ruffia, Bertone	2,20	Telephone call with R. Agostinelli (0.2 hours). Analysis of new version of the precautionary appeal (0.5 hours). Review of comments/input from Marelli and Czech legal team (0.3 hours). Analysis of documentation, legal analysis of possible arguments and documents to prove Marelli's rights and periculum in mora (0.6 hours). Drafting and sending notes/comments to Marelli and Czech legal team (0.6 hours).
03/01/2026	Cupolo, Cristina	1,50	Review of checklist and email correspondence with K&E
05/01/2026	Agostinelli, Riccardo	0,70	Emails with AKIN (MERIANI) and Marelli (MAGNONI & other) on golden power filing and inter-action with GT Team (Missanelli)
05/01/2026	Agostinelli, Riccardo	0,70	Emails with Marelli (Iasenza) and conversations with litigation Team on IRISA + new injunction (DICIASSETTE REAL ESTATE) + docs review
05/01/2026	Basilisco, Martino	4,00	Review, drafting and integration of Italian official version of FDI filings. analysis and collection of attachments. drafting internal note.
05/01/2026	Biscaretti di Ruffia, Bertone	5,30	Irisa: exchange of correspondence and conference call with Marelli and Czech lawyers (1,2 h). Drafting and reviewing letter of formal notice to Irisa (1 h). Exam of comments from Marelli and Czech lawyers, amending/reviewing draft, sending letter to Irisa and sharing related documents with Irisa/Czech lawyers (1 h). Drafting urgent application (paragraphs regarding Italian law) and making related legal/case law researches, sharing draft with Czech lawyers (2 h). Exchange of correspondence with Kirkland. Phone call with R. Agostinelli.
05/01/2026	Biscaretti di Ruffia, Bertone	0,50	Exam of injunctive decree and writ of execution filed to Marelli re debt of 417k Euro. Brief phone call with R. Agostinelli. Exchange of correspondence
05/01/2026	Gambaro, Edoardo	3,00	Various email exchanges with Marianna Merani (Akin Gump) on filing status (0,3). Review Italian translation of the form, new amendments and attached documentation (0,5). Review email to Marelli with attached forms (0,5). Review Marelli's comments on the texts(0,7).
05/01/2026	Missanelli, Pietro	3,50	Review / Translation of GP notice and preparation of filing package
05/01/2026	Sigliano, Andrea	0,50	Irisa: Call with Marelli's Team, czech lawyers and B. Biscaretti of GT Milan.
06/01/2026	Biscaretti di Ruffia, Bertone	0,50	Correspondence re possible agreement with Irisa and possible assistance re injunctive decree by Diciassettorealestate
06/01/2026	Biscaretti di Ruffia, Bertone	0,50	Exam of injunctive decree and writ of execution filed to Marelli re debt of 417k Euro. Drafting preliminary analysis. Correspondence with Kirkland
07/01/2026	Agostinelli, Riccardo	0,30	Review with Team of MARCEGAGLIA TA issues
07/01/2026	Agostinelli, Riccardo	0,50	Call with Marelli re MIMIT/GP (MAGNONI)
07/01/2026	Agostinelli, Riccardo	0,80	Review of issues on DIP financing: security package_ signing mechanics and discussion with Notary on mechanics (following Marelli's requests)
07/01/2026	Agostinelli, Riccardo	0,50	Review of filing with Delaware court
07/01/2026	Basilisco, Martino	4,00	Review, drafting and integration of English and Italian versions of FDI filings. analysis and collection of attachments. drafting email for client.
07/01/2026	Cupolo, Cristina	8,50	E-mail correspondence with Italian Notary, the Company and K&E on DIP post-closing obligations (Italian notarial security documents) (4) / DIP post-closing obligations: review of undertaking agreements to enter into notarial non possessory pledge and IP pledge agreement and notarial PoA to be granted by each Marelli entity in favour of GLAS(3) / DIP post-closing obligations: call with the company / DIP post-closing obligations: drafting of BoD of Marelli Europe in order to resolve upon, inter alia, the execution of the undertaking agreements and the notarial PoA in favour of GLAS (1,50)
07/01/2026	Missanelli, Pietro	1,00	Assessment of information received by Marelli re FDI
08/01/2026	Agostinelli, Riccardo	0,80	Review of GP filing and relevant attachments + coordination with Marelli Team (Magnoni)
08/01/2026	Agostinelli, Riccardo	1,00	Preparation of meeting with directors + auditors of Italian subsidiaries of 09/1/2026
08/01/2026	Agostinelli, Riccardo	0,20	Review of Delaware court application
08/01/2026	Agostinelli, Riccardo	0,40	Call with Marelli (Boscarato) on BoDs for intertaking agreement + signing + internal meeting (CUPOLO)
08/01/2026	Basilisco, Martino	4,00	Review, drafting and integration of English and Italian versions of FDI filings. analysis and collection of attachments. drafting email for client.
08/01/2026	Biscaretti di Ruffia, Bertone	2,40	Correspondence with Marelli and Czech Lawyers. Reviewing/amending settlement proposal sent by Irisa (0,5 h). Conf. call with Radim Obert (0,5 h). Analysis re possible novation in settlement agreement, applicable law, possibility of providing for Czech law application to obligations under settlement agreement (0,9 h). Reviewing/amending comments/amended text of settlement agreement (0,4 h)

Description of Professional Services Rendered: Proforma Marelli Feb 4th 2026

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
08/01/2026	Cupolo, Cristina	9,00	Golden power workstream: internal meeting on GP notice and collection of documents/annexes (1,5) / DIP post-closing obligations: e-mail correspondence with K&E / GOP and company re asset information to be included under the notarial non-possessory pledge agreement and the IP pledge agreement (3,5) / drafting of board minutes for all Italian entities in order to resolve upon, inter alia, the execution of the undertaking agreements and the notarial PoA in favour of GLAS (4)
08/01/2026	Meloro, Dennis A.	0,90	Draft December GT monthly fee application.
08/01/2026	Meloro, Dennis A.	0,10	Emails with GT Milan re: December GT fee application.
08/01/2026	Migliarucci, Daniele	6,00	DIP post closing Italian obligations: review of draft board resolution to approve underaking agreements re IP pledge and non-possessory pledge; review of draft underaking agreements and draft notarial PoA; email correspondence (2.5h); Italian Golden Power workstream: review of latest draft GP notice for creation of Italian share pledges; review of related materials (2.5h); Italian critical vendors workstream: call with Marelli and KE team to discuss about Marcegaglia's draft TA (latest comments from Marcegaglia's counsels); email correspondnce with Marelli and KE; case management (1h)
08/01/2026	Missanelli, Pietro	2,00	Review of drafting of GP filing following mark-up on the last version received from Akin/GOP; updating the draft with information provided by Marelli in relation to its affiliates (e.g. subsidies received from EU/Italy) and their representatives (e.g. contact details) acting as Notifying Parties in the framework of the GP filing
08/01/2026	Naronte, Lucrezia	6,00	Review of the transaction and related correspondence; review and revision of the documentation (2); review of the Marelli Europe Board of Directors' minutes for the meeting to be held on 9 January 2026 and replication thereof for the remaining four companies (3). Translation of the aforesaid Marelli Europe Board of Directors' minutes from Italian to English (1).
08/01/2026	Pallavicini, Alessandro	1,30	Review of updated draft of the golden power Notice re pledges.
09/01/2026	Agostinelli, Riccardo	1,80	Various call with Marelli Team (Boscarato) re Board of Dircetors. Issues raised by local auditors.
09/01/2026	Agostinelli, Riccardo	1,50	First draft of memorandum requested by local auditors
09/01/2026	Agostinelli, Riccardo	1,50	Discussion of issues re: DIP financing with GT Team (Migliarucci & Cupolo) + docs review
09/01/2026	Agostinelli, Riccardo	0,80	Board of directors on undertaking agreement
09/01/2026	Cupolo, Cristina	8,00	DIP post-closing security package: e-mail correspondence with the company / K&E and GOP (3) / Review of board resolutions for all Italian entities approving the execution of the undertaking agreements and the notarial PoA in favour of GLAS and review of corresponding English translation (4)
09/01/2026	Cupolo, Cristina	0,70	Videoconference with Italian directors in order to illustrate the execution of the undertaking agreements and notarial PoA in favour of GLAS
09/01/2026	Migliarucci, Daniele	6,00	DIP post closing Italian obligations: review of draft board resolution to approve underaking agreements re IP pledge and non-possessory pledge; review of draft underaking agreements and draft notarial PoA; follow up on tax treatment of underaking agreements and PoAs; email correspondence (2h); attendance to preparatory meeting for Italina board of directors with directors and statutory auditors (0.75h) Italian Golden Power workstream: follow up re latest draft GP notice for creation of Italian share pledges; review of related materials (1.25h); Italian critical vendors workstream: follow up re Marcegaglia's draft TA (latest comments from Marcegaglia's counsels); email correspondnce with Marelli and KE and Marcegaglia follow up with Banca Ifis re Exide TA; follow up call with Arvedi's GC re Arvedi TA; case management (2h)
09/01/2026	Pallavicini, Alessandro	1,50	English translation of Marelli Europe and Marelli eAxe Torino S.r.l. board of directors.
12/01/2026	Agostinelli, Riccardo	0,50	Review of TAX issues on DIP financing
12/01/2026	Agostinelli, Riccardo	0,50	Review of memorandum on DIP financing
12/01/2026	Agostinelli, Riccardo	0,30	Review of issues on Golden Power
12/01/2026	Agostinelli, Riccardo	0,40	Review of TA issues with MARCEGAGLIA
12/01/2026	Agostinelli, Riccardo	0,40	Call with A&M (Callerio)
12/01/2026	Basilisco, Martino	1,00	Internal meeting on golden power filings. drafting email for client regarding note to be prepared from Marely Germany on golden power filings.
12/01/2026	Cupolo, Cristina	8,30	Drafting of memo for Italian directors on the Italian non-possessory pledge agreement and IP pledge agreement (following video conference held on 9 January) and internal review (4,30) / DIP post-closing obligations: e-mail correspondence with the Company and GOP (1) / Deutsche Bank AR Facility: review of Receivables Purchase Agreement and Guaranty circulated by K&E (3)
12/01/2026	Gambaro, Edoardo	1,50	Exchange of emails, internal meeting and review further explanatory note on GP

Description of Professional Services Rendered: Proforma Marelli Feb 4th 2026

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
12/01/2026	Migliarucci, Daniele	5,50	Italian DIP post-closing obligations: review of latest draft undertaking agreements re IP pledge and non-possessory pledge and related notarial PoAs; review of GT memo to directors and statutory auditors of Italian companies; email correspondence with Marelli, KE and GOP/Akin; liaising with KPMG over tax aspects of notarial security; case management (4.5h); Italian critical vendors workstream: video call with Marcegaglia's legal counsel to discuss last issue list re draft TA; email correspondence with KE and Marelli re Marcegaglia (1h)
12/01/2026	Missanelli, Pietro	1,50	Memo for legal representatives of the German company
12/01/2026	Olivari, Giorgio	2,00	Review latest TA's draft with Cosma's markup and compare with the previous draft
12/01/2026	Pallavicini, Alessandro	2,50	Review of AR Receivables Purchase Agreement and AR Guaranty Agreement shared by K&E.
13/01/2026	Agostinelli, Riccardo	0,30	Review of TA with D.P. Group
13/01/2026	Agostinelli, Riccardo	2,50	Analys of further issues from local statutory auditors on DIP + security package; calls with Marelli (Boscarato) internal meetings (Migliarucci + Cupolo); review of documents
13/01/2026	Basilisco, Martino	3,00	Review and drafting note for Marely Germany on golden power filings.
13/01/2026	Cupolo, Cristina	8,00	DIP post-closing obligations: drafting of special PoA from Marelli eAxe Torino and review of deliverables (including formalities certificates, specimen and capacity opinion) in connection with the undertakng agreements (4) / DIP post-closing obligations: e-mail correspondence with Kirkland / Notary / Company and call with the company on the undertaking agreements and post-closing Italian security documents (4)
13/01/2026	Migliarucci, Daniele	6,00	Italian DIP post-closing obligations: call with Marelli team (including tax team) on the tax treatment of the notarial security interests; follow up call with Marelli team on selected tax aspects; review of latest versions from GOP of IP pledge and non-possessorty pledge; review of guarantee limitation language upon Q&A from statutory auditors; review of special PoA to Daniele Brondino from Marelli eAxe Torino; review of signing-closing deliverables for signing of underaking agreements (5.5h); Italian critical vendors workstream: follow up re Exide TA with Banca Ifis; email correspondence with Banca IFIS and with Marelli and A&M team (0.5h)
13/01/2026	Naronte, Lucrezia	2,30	Review of the documentation and translation of the memorandum concerning the summary further to the videoconference held on Friday 9 January 2026 at 5:00 p.m.
13/01/2026	Naronte, Lucrezia	4,00	Drafting of the Italian capacity opinion in connection with the execution of the Undertaking Agreements (2); procurement of certificates of good standing, and preparation of the formalities certificates and specimen signatures for each company (2).
13/01/2026	Pallavicini, Alessandro	1,00	Marelli eAxe Torino S.r.l. power of attorney
13/01/2026	Pallavicini, Alessandro	1,00	Review of table summary table prepared by K&E in relation to italian security work stream
13/01/2026	Pallavicini, Alessandro	1,90	Revising drafts of non-possessory pledge and IP pledge by Marelli Europe
14/01/2026	Agostinelli, Riccardo	1,50	Preparation of meeting with PIROLA (Bernardi) and meeting + oragnisation of DIP docs (limitation wording and security package)
14/01/2026	Agostinelli, Riccardo	0,30	Review of issues re STAT and BENACCHIO
14/01/2026	Agostinelli, Riccardo	0,80	Preparation of BoD meeting of all Italian subsidiaries
14/01/2026	Agostinelli, Riccardo	0,80	CDA ME + MALL + MSI + MAI + MEAXLE (all Italian subsidiaries)
14/01/2026	Agostinelli, Riccardo	0,20	Review and integration to minutes of Today's BoDs
14/01/2026	Agostinelli, Riccardo	0,80	Review of new security documents circulated by AKIN/GOP
14/01/2026	Agostinelli, Riccardo	0,80	Review of receivables purchase agreement with DEUTSCHE BANK and discussion with GT Team (Migliarucci)
14/01/2026	Basilisco, Martino	1,50	Review and drafting note for Marely Germany on golden power filings.
14/01/2026	Cupolo, Cristina	8,00	DIP post-closing obligations: review of undertaking agreements and notarial pledge agreements and related deliverables (capacity opinion + formalities certificates) (2) / DIP post-closing obligations: e-mail correspondence with the Company on the BoD minutes / Kirkland on the Italian post-closing security documents / Notary on the Italian security documents (3) / Board of directors meetings of all Italian entities approving the execution of the undertaking agreements and notarial PoA in favour of GLAS and preparation (3)
14/01/2026	Migliarucci, Daniele	7,00	Italian DIP post-closing obligations: review of latest versions of draft underaking agreements and notarial PoA re IP pledge and movable assets non-possessory pledge; video call with a newly appointed statutory auditor of Marelli Europe and its legal counsel re guarantors' limitation language; attendance to board of directors meetings for all Italian Marelli companies and related live sessions of Q&As; review of draft Brazilian pledge fiduciary agreement; email correspondence; case management (5h); Critical vendors: call with Stat/Benacchio legal counsel re payment terms & related legal actions; email correspondence with Marelli, K&E and A&M team; follow up re Marcegaglia's TA issue list with Marcegaglia's legal counsels; follow up re Cosma Group; case management (2h)
14/01/2026	Missanelli, Pietro	2,50	Drafting memo for legal representatives of German entity
14/01/2026	Naronte, Lucrezia	2,00	Incorporation of Akin's comments and drafting of revised versions of the Italian capacity opinion in connection with the execution of the Undertaking Agreements, as well as the formalities certificates for each company.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
14/01/2026	Olivari, Giorgio	3,00	Italian critical vendor workstream: review of draft TAs with several suppliers (including Zannini, Cosma Group and Marcegaglia); internal email correspondence; legal research on selected issues under Italian law; video calls; case management (1); Italian DIP post closing obligations: review of draft security arrangements from GOP; review of signing/closing deliverables (including legal opinion and closing certificates); legal research re applicable Italian law issues on Q&As from US Counsel (including corporate benefit and hardening period); consequent email correspondence; case management (2).
14/01/2026	Pallavicini, Alessandro	1,30	Email exchange correspondence with several parties.
14/01/2026	Pallavicini, Alessandro	1,00	Review of quotas FTA agreement shgared by Pinheiro re brazilian pledge.
15/01/2026	Agostinelli, Riccardo	0,30	Issues re BENACCHIO injuction
15/01/2026	Agostinelli, Riccardo	1,50	Review of DIP financing issues + preparation of meeting of 19/01 with BoD + local auditors
15/01/2026	Basilisco, Martino	0,50	Review and drafting note for Marely Germany on golden power filings.
15/01/2026	Biscaretti di Ruffia, Bertone	0,30	Exam of correspondence re pending debts towards Stat/Benacchio
15/01/2026	Cupolo, Cristina	8,30	DIP post-closing obligations: pre-signing activities (review of undertaking agreements, capacity opinion, formalities certificates to be executed by each Marelli entity, asset lists to be included under each Italian notarial security document) and signing of the Brazilian security documents entered into by the Italian entities (4) / E-mail correspondence with the Company, K&E Team and GOP (3) / Deutsche Bank AR Facility: review of Receivables Purchase Agreement and related e-mail correspondence (1,30)
15/01/2026	Migliarucci, Daniele	7,00	DB Receivables Purchase Agreement: review of draft RPA from K&A; review of related draft NY Guaranty; email correspondence with K&E Team (4h); Italian critical vendors workstream: follow up with Marcegaglia's legal counsels re draft TA; follow up with Stat/Benacchio legal counsel re next steps; email correspondence with Marelli, A&M and K&E Teams (2h); Italian Golden Power workstream: review of memo to directors of Marelli Germany and related materials; email correspondence (1h)
15/01/2026	Olivari, Giorgio	4,00	Italian critical vendor workstream: review of draft TAs with several suppliers (including Zannini, Cosma Group and Marcegaglia); internal email correspondence; legal research on selected issues under Italian law; video calls; case management (1,5); Italian DIP post closing obligations: review of draft security arrangements from GOP; review of signing/closing deliverables (including legal opinion and closing certificates); legal research re applicable Italian law issues on Q&As from US Counsel (including corporate benefit and hardening period); consequent email correspondence; case management ("2,5" hours).
15/01/2026	Pallavicini, Alessandro	1,50	Review of deed of guaranty agreeemnt and Receivables Purchase Agreement
15/01/2026	Pallavicini, Alessandro	1,50	Review of undertaking agreements and negotiation with GOP
15/01/2026	Pallavicini, Alessandro	1,50	Vairous emails with GOP, Willkie and K/E in relation to undertaking agreements
16/01/2026	Agostinelli, Riccardo	0,80	Analysis of DIP financing Issues (undertaking agreement + Brasilian pledge)
16/01/2026	Agostinelli, Riccardo	0,30	Review of issues re BENACCHIO
16/01/2026	Agostinelli, Riccardo	0,30	Review of issues re ACCIAI SPECIALI TERNI
16/01/2026	Agostinelli, Riccardo	0,80	Review of comments from AKIN/GOP on Golden Power filing
16/01/2026	Cupolo, Cristina	6,30	deliverables in connection with signing of the undertaking agreements (3,30) / DIP post-closing Italian obligations: e-mail correspondence with the company / K&E and GOP on the Italian post-closing security documents (3)
16/01/2026	Cupolo, Cristina	1,30	Review of formalities certificate and capacity opinion and e-mail correspondence in connection with the Brazilian quota pledge agreement
16/01/2026	Migliarucci, Daniele	5,50	Italian DIP post closing obligations: assistance to signing of the underaking agreements re IP Pledge and movable assets non-possessory pledges; documents review; signing/closing deliverables review (includign FCs and GT legal opinion); assistance to signing of the Brazilian pledge fiduciary agreement signing and relevant Italian deliverables (including FC and GT opinion); email correspondence; case management (4h); Italian critical vendors workstream: follow up re Zannini; follow up re Cosma; follow up re Arvedi: email correspondence with Marelli, A&M and K&E Temas; review of draft TAs; case management (1.5h)
16/01/2026	Naronte, Lucrezia	5,00	Formalities Certificates to undertaking agreements, italian capacity opinion, document study and review, corispondence (3). Formalities Certificates to the Brazil share pledge (to be granted by Marelli Europe) and the related italian capacity opinion (2).
16/01/2026	Olivari, Giorgio	4,00	Italian critical vendor workstream: review of draft TAs with several suppliers (including Zannini, Cosma Group and Marcegaglia); internal email correspondence; legal research on selected issues under Italian law; video calls; case management (1,5); Italian DIP post closing obligations: review of draft security arrangements from GOP; review of signing/closing deliverables (including legal opinion and closing certificates); legal research re applicable Italian law issues on Q&As from US Counsel (including corporate benefit and hardening period); consequent email correspondence; case management (2,5).
16/01/2026	Pallavicini, Alessandro	1,50	Italian Capacity Opinion in re relation to the Brazilian quota pledge agreement.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
16/01/2026	Pallavicini, Alessandro	1,50	Formalities certificates in relation to Marelli Europe, Marelli Suspension System, Marelli Aftermarket, and Marelli Automotive Lighting
16/01/2026	Pallavicini, Alessandro	1,50	Execution of formalities Certificate by Marelli Europe in relation to the Brazilian quota pledge agreements.
19/01/2026	Agostinelli, Riccardo	0,30	Meeting with local statutory auditors
19/01/2026	Agostinelli, Riccardo	0,50	Review of new version of AKIN/GOP on Golden Power
19/01/2026	Agostinelli, Riccardo	0,50	Review of issues re release /retake of security package, and impact on insolvency claw_back
19/01/2026	Cupolo, Cristina	6,00	DIP post-closing Italian obligations: e-mail correspondence (2) and review of post-closing security documents to be executed by the Italian entities (4)
19/01/2026	Gambaro, Edoardo	1,50	Review comments by Akin Gump on GP form
19/01/2026	Migliarucci, Daniele	3,00	Italian critical vendors workstream: follow up re Cosma Group (including review of draft TA; email correspondence with Marelli and KE); follow up re Arvedi / Acciai Speciali Terni (including review of executed TA; email correspondence with A&M and KE); case management (1h); Italian DIP post closing obligations: review of draft share pledges over Marelli Aftermarket Italy; email correspondence with KE and GOP; case management (1h); Italian Golden Power workstream: review of last comments from Akin and GOP to draft Italian GP notice; case management (1h)
19/01/2026	Missanelli, Pietro	0,50	Review comments re GP Notice provided Akin/GOP
19/01/2026	Olivari, Giorgio	3,00	Italian critical vendor workstream: review of draft TAs with several suppliers (including Zannini, Cosma Group and Marcegaglia); internal email correspondence; legal research on selected issues under Italian law; video calls; case management (1); Italian DIP post closing obligations: review of draft security arrangements from GOP; review of signing/closing deliverables (including legal opinion and closing certificates); legal research re applicable Italian law issues on Q&As from US Counsel (including corporate benefit and hardening period); consequent email correspondence; case management (2).
19/01/2026	Pallavicini, Alessandro	1,50	Organization of execution of PoAs by Marelli Europe S.p.A., Marelli Automotive Lighting Italy S.p.A., Marelli Aftermarket Italy S.p.A. and Marelli Suspension Systems Italy S.p.A.
20/01/2026	Agostinelli, Riccardo	0,30	Call with GT golden power Team (Missanelli) + docs review
20/01/2026	Agostinelli, Riccardo	0,30	Call with Marelli (Boscarato) on securities in Brasil
20/01/2026	Basilisco, Martino	3,00	Review and integration of Italian FDI filing forms in Italian translation. drafting internal note. review of comments received from Akin/GOP and client. internal meeting.
20/01/2026	Cupolo, Cristina	8,30	Q&A session with K&E: drafting and review of responses to K&E in relation to the release and retake of security (2,30) / DIP post-closing Italian obligations e-mail correspondence with K/E, GOP and the company (3) / Review of acknowledgement and confirmation deeds received from GOP (2) / review of asset information requests from GOP in order to include the relevant asset information in the Italian notarial security documents (1)
20/01/2026	Migliarucci, Daniele	5,00	Italian DIP post closing obligations: review of draft share pledges over Marelli Aftermarket Italy and draft quota pledge over Marelli Torino eAxe Srl; review of DIP Agreed Security Principles; review of existing share pledge agreements over Italian Marelli entities; review of constitutional documents (by-laws) of Italian companies; email correspondence with KE and GOP; Q&A with KE team re possible transfer of collateral assets and related release/retake security scenarios; case management
20/01/2026	Missanelli, Pietro	1,50	Review of new mkup/comments from Akin/GOP re GP notice; internal briefing with financing team; conf call with GOP
20/01/2026	Olivari, Giorgio	2,00	Italian critical vendor workstream: review of draft TAs with several suppliers (including Zannini, Cosma Group and Marcegaglia); internal email correspondence; legal research on selected issues under Italian law; video calls; case management (0,5); Italian DIP post closing obligations: review of draft security arrangements from GOP; review of signing/closing deliverables (including legal opinion and closing certificates); legal research re applicable Italian law issues on Q&As from US Counsel (including corporate benefit and hardening period); consequent email correspondence; case management (1,5).
21/01/2026	Agostinelli, Riccardo	2,50	DIP docs review re inter-action of Ch. 11/order on existing security package and solution for the "new pledge" over Italian companies. GT Team meetings (Migliarucci + Cupolo)
21/01/2026	Basilisco, Martino	2,50	Review and integration of Italian FDI filing forms in light of comments received from Akin, Marelli and internal review. drafting internal note. preparation of attachments for filing.
21/01/2026	Cupolo, Cristina	7,00	Review of new versions of the confirmation deeds (2) / DIP post-closing Italian obligations: e-mail correspondence with the company, K&E and GOP (2,30) / Drafting of responses to K&E in relation to the continuation of the security interests following any transfer / merger and internal review of answers (2,30)
21/01/2026	Faraone, Giorgia	1,00	review of the attachments to the GP/antitrust filings. More in particular, analysis and extraction of the updated excerpts from the Italian Chamber of Commerce and of the financial statements for the Italian entities. Review of the data and information provided in the excerpts and related update of the GP/antitrust documents

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
21/01/2026	Migliarucci, Daniele	5,50	Italian DIP post closing obligations: review of draft share pledges over Marelli Aftermarket Italy and draft quota pledge over Marelli Torino eAxe Srl; review of DIP Agreed Security Principles; review of existing share pledge agreements over Italian Marelli entities; review of precedente provisions in Italian share pledges re golden power constraints; email correspondence with KE to convey comments to GOP draft share pledges; case management (5h); Italian critical vendors workstream: follow up with Marelli and KE team re Marcegaglia TA (including email correspondence); follow re Zannini; case management (0.5h)
21/01/2026	Missanelli, Pietro	1,50	Verification of the completeness of documentation required for the GP filing concerning the creation of pledges over the shares and certain assets of the Italian Entities of Marelli group (e.g., share pledge agreement, IP rights pledge agreement) and alignment of the content of the GP filing with the terms set out in the relevant documents.
21/01/2026	Olivari, Giorgio	2,00	Italian critical vendor workstream: review of draft TAs with several suppliers (including Zannini, Cosma Group and Marcegaglia); internal email correspondence; legal research on selected issues under Italian law; video calls; case management (1); Italian DIP post closing obligations: review of draft security arrangements from GOP; review of signing/closing deliverables (including legal opinion and closing certificates); legal research re applicable Italian law issues on Q&As from US Counsel (including corporate benefit and hardening period); consequent email correspondence; case management (1).
22/01/2026	Agostinelli, Riccardo	0,70	Review of Golden Power filing issues
22/01/2026	Agostinelli, Riccardo	0,40	Email with Marelli (Boscarato + Magnoni)
22/01/2026	Agostinelli, Riccardo	0,50	Review of DIP financing issues (security package) change of borrower and need of acknowledgment
22/01/2026	Basilisco, Martino	2,50	Review and integration of Italian FDI filing forms in light of comments received from Akin, Marelli and internal review. drafting internal note. preparation of attachments for filing.
22/01/2026	Cupolo, Cristina	6,00	DIP post-closing Italian obligations: signing of PoA in favour of GLAS before the Italian Notary (1,30) / E-mail correspondence with K&E, the company and GOP and review of queries submitted to us by the company on the recitals of the confirmation deeds (3) / Q&A session: drafting of responses to K&E in relation to the continuation of the security following asset transfer / merger (1,30)
22/01/2026	Gambaro, Edoardo	2,00	Review final comments GP form
22/01/2026	Meloro, Dennis A.	0,10	Review debtors' second motion to extend plan exclusivity periods.
22/01/2026	Migliarucci, Daniele	4,00	Italian Golden Power workstream: review of last draft GP notice from Akin / GOP; email correspondence with KE and Marelli; case management (3h); Italian DIP post closing obligations: review of draft security confirmation agreements by GOP; email correspondence with KE and GOP; case management (1h)
22/01/2026	Missanelli, Pietro	1,70	Verifications on interventions Akin/GOP on GP Notice; call with offices for double check;
23/01/2026	Agostinelli, Riccardo	0,50	Review of DSAN documents for public grants
23/01/2026	Basilisco, Martino	4,00	Review and integration of Italian FDI filing forms in light of comments received from Akin, Marelli and internal review. drafting internal note. preparation of attachments for filing.
23/01/2026	Cupolo, Cristina	4,30	Q&A session with K&E: drafting of responses to K&E related to the potential change of the borrower under the existing credit agreements and internal review (2) / E-mail correspondence with the company, K&E and GOP (2,30)
23/01/2026	Migliarucci, Daniele	2,50	Italian Golden Power workstream: further review of GP filing last draft; email correspondence with KE and Marelli over suggested next steps; email correspondence with Akin and GOP; case management (1.5h); Italian DIP post closing obligations: Q&As with KE team re possible change of DIP borrower and related effects over security package; structural analysis; email correspondence with KE (1h)
23/01/2026	Missanelli, Pietro	2,00	Review on memo for German directors; emails to KE and Client; check documents received by Client; briefing with team
26/01/2026	Agostinelli, Riccardo	0,90	Review of DIP financing issues
26/01/2026	Agostinelli, Riccardo	0,70	Review of golden power issues
26/01/2026	Agostinelli, Riccardo	0,80	Review of administrative law issues (memo of Magnoni)
26/01/2026	Cupolo, Cristina	6,30	DIP post-closing Italian obligations: e-mail correspondence with K&E and the company (3) / drafting of responses to K&E and internal review (2) / review of confirmation deeds of the Italian security documents executed on 10 October 2025 in order to update the list of Secured Parties (1,30)
26/01/2026	Meloro, Dennis A.	0,10	Review fee examiner order.
26/01/2026	Migliarucci, Daniele	2,00	Italian critical vendors workstream: follow up re vendor Zannini (including email correspondence with Marelli and A&M); follow up re Marcegaglia (including review of draft TA and related issue list and email correspondence with Marelli and K&E) (1h); Italian DIP post closing obligations: Q&A with K&E re possible upside of the DIP financing and related consequences on Italian security arrangements; security agreements review; e-mail correspondence; case management (1h)
26/01/2026	Missanelli, Pietro	2,00	Examination of documents received from client

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
26/01/2026	Olivari, Giorgio	2,00	Italian critical vendor workstream: review of draft TAs with several suppliers (including Zannini, Cosma Group and Marcegaglia); internal email correspondence; legal research on selected issues under Italian law; video calls; case management (1); Italian DIP post closing obligations: review of draft security arrangements from GOP; review of signing/closing deliverables (including legal opinion and closing certificates); legal research re applicable Italian law issues on Q&As from US Counsel (including corporate benefit and hardening period); consequent email correspondence; case management (1).
26/01/2026	Pallavicini, Alessandro	2,50	Analysis of italian law matters - queries by K&E - specifically: (1) what would be required under local law/local law security documents in the event we upsize the DIP facilities and increase the obligations thereunder and (2) interim period: in the event that any of the transactions requiring additional local law procedures occurs, what is the status of the local law security interests during the period prior to the local law procedures being completed.
27/01/2026	Agostinelli, Riccardo	0,70	Review of issues re; TA Marcegaglia
27/01/2026	Agostinelli, Riccardo	0,50	Review of issues on ART 56
27/01/2026	Cupolo, Cristina	4,00	DIP post-closing Italian obligations: e-mail correspondence with K&E, GOP and the company (2) / Review of confirmation deeds of the Italian security documents executed on 10 October 2025 in order to update the list of Secured Parties (2)
27/01/2026	Migliarucci, Daniele	4,00	Italian public grants workstream: video call with Marelli team re possible declarations to be made to public entities in the context of "Accordi per l'innovazione" public grants grants; documents review; legal analysis; email correspondence with Marelli; case management (2h); Italian critical vendors workstream: follow up re TA with Marcegaglia, including review of TA and related issue list and correspondence with Marelli, K&A and A&M; email correspondence with Marcegaglia's legal counsels (1h); Italian DIP post-closign obligations workstream: follow up with K&E re draft Italian share pledge agreement; email correspondence with Akin and GOP; case management (1h)
27/01/2026	Missanelli, Pietro	2,00	Conf call with A. Magnoni and E. Campa; analysis of documents provided by the Client
27/01/2026	Olivari, Giorgio	2,00	Italian critical vendor workstream: review of draft TAs with several suppliers (including Zannini, Cosma Group and Marcegaglia); internal email correspondence; legal research on selected issues under Italian law; video calls; case management (1); Italian DIP post closing obligations: review of draft security arrangements from GOP; review of signing/closing deliverables (including legal opinion and closing certificates); legal research re applicable Italian law issues on Q&As from US Counsel (including corporate benefit and hardening period); consequent email correspondence; case management (1).
27/01/2026	Pappalepore, Francesco	3,60	Exam of the documents and legal support requests sent by Mr Campa on 27.01.2026, regarding participation to Innovation Agreements tender. Internal liaising and discussions with P Missanelli re public law matters
28/01/2026	Cupolo, Cristina	4,00	DIP post-closing Italian obligations: e-mail correspondence with K&E / Company and GOP re receivables assignment agreement (2) / Review of notice and acceptance of the receivables assignment agreement executed by Marelli Europe on 23 December 2025 and post-closing security deliverables (2)
28/01/2026	Migliarucci, Daniele	2,00	Italian public grants workstream: Q&A with Marelli team re possible declarations to be made to public entities in the context of "Accordi per l'innovazione" public grants grants; documents review; legal analysis; email correspondence with Marelli; case management (0.5h); Italian critical vendors workstream: follow up re TA with Marcegaglia, including review of TA and related issue list and correspondence with Marelli, K&A and A&M; email correspondence with Marcegaglia's legal counsels (1h); Italian Golden Power filing workstream: follow up with Akin team re next steps for filing; email correspondence with Marelli, K&E; case management (0.5h)
28/01/2026	Missanelli, Pietro	2,00	Verifiche su normativa sussidi Marelli
28/01/2026	Olivari, Giorgio	1,50	Italian critical vendor workstream: review of draft TAs with several suppliers (including Zannini, Cosma Group and Marcegaglia); internal email correspondence; legal research on selected issues under Italian law; video calls; case management (0,5); Italian DIP post closing obligations: review of draft security arrangements from GOP; review of signing/closing deliverables (including legal opinion and closing certificates); legal research re applicable Italian law issues on Q&As from US Counsel (including corporate benefit and hardening period); consequent email correspondence; case management (1).
28/01/2026	Pallavicini, Alessandro	1,50	Review and management of perfection formalities in relation to the deed of assignment of contract receivables by Marelli Europe.
28/01/2026	Pappalepore, Francesco	3,40	Completing exam of the documents and legal support requests sent by Mr Campa on 27.01.2026, regarding participation to Innovation Agreements tender. Legal analysis. Drafting and sending answers to client's request
29/01/2026	Basilisco, Martino	3,00	Review and drafting of italian fdi form in italian and english version. preparing attachment list

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
29/01/2026	Cupolo, Cristina	4,30	DIP post-closing Italian obligations: e-mail correspondence with K&E, Akin, GOP, the Notary and the Company on the asset information list to be attached to the non-possessory pledge agreement and IP pledge agreement (2,30) /Review of post-closing deliverables (including notices of assignment under the existing receivables assignment agreement)
29/01/2026	Migliarucci, Daniele	2,50	Italian Golden Power filing workstream: follow up with Marelli, GOP and Aking re next steps for golden power filing, email correspondence; case management (0.5h); Italian public grants workstream: review of revised declarations to join "Accordi di Innovazione" public grants' program; email correspondence with Marelli team (1h); Italian critical vendors workstream; review of latest draft TA and Issue List re Marcegaglia; email correspondence with Marelli, A&M and K&E; case management (1h)
29/01/2026	Missanelli, Pietro	2,50	Briefing with Team re administrative requirements for the application fo State subsidies
29/01/2026	Olivari, Giorgio	1,00	Italian critical vendor workstream: review of draft TAs with several suppliers (including Zannini, Cosma Group and Marcegaglia); internal email correspondence; legal research on selected issues under Italian law; video calls; case management (0,5); Italian DIP post closing obligations: review of draft security arrangements from GOP; review of signing/closing deliverables (including legal opinion and closing certificates); legal research re applicable Italian law issues on Q&As from US Counsel (including corporate benefit and hardening period); consequent email correspondence; case management (0,5).
29/01/2026	Pappalepore, Francesco	2,00	Further email exchange and discussions with GT team regarding participation to Innovation Agreements tender.
30/01/2026	Agostinelli, Riccardo	0,70	Call with Danovi re ART.56 process
30/01/2026	Agostinelli, Riccardo	0,60	Internal meeting(Migliarucci, Cupolo, Missanelli) with A&M re ART. 56 + TA with MERCEGAGLIA + golden power
30/01/2026	Cupolo, Cristina	4,30	DIP post-closing Italian obligations: e-mail correspondence with K&E / Akin, GOP, the Notary and the Company (2,30) / Review of new versions of the confirmation deeds of the Italian security documents executed on 10 October 2025 in order to update the list of Secured Parties (2) (2,30)
30/01/2026	Migliarucci, Daniele	2,00	Italian critical vendors workstream; review of latest draft TA and Issue List re Marcegaglia; all-parties video call with Marcegalia and Marelli; negotiation session; revised draft TA; email correspondence with Marelli, A&M and K&E; case management
	<u>Total</u>	401,30	

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 : February 4, 2026

Proforma Invoice

Re: Marelli restructuring

For fees and expenses incurred in January 2026 for legal assistance as to Italian law matters in the context of post-filing Marelli restructuring, including (without limitation) the following:

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 (including attendance to meetings of board of directors), 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 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.
4. Review of possible additional sources of financing, including true sale of receivables program with Deutsche Bank; legal analysis and Q&As with US counsel re possible consequences of possible amendment scenarios affecting the DIP financing (including upside of secured obligations; change of borrower; transfer of collateral assets; release & retake of transaction security).
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 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’

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- escalations, and need of stay of action (inter-action with Chapter 11 recognition issues). Settlement agreements.
6. Assistance to the companies (namely: Marelli Automotive Lighting Jihlava s.r.o. and Marelli Sosnowiec Poland Sp. z o.o.) in connection with the pre-litigation position with Irisa Vsetín, družstvo (including preparation of two letters of formal notice; memorandum regarding possible urgent judicial actions in Italy and in Czech Republic; assistance to Czech legal counsels in relation to two urgent petitions to be filed before the District Court in Vsetín and drafting of paragraphs regarding the violation of contracts regulated by Italian law; assistance in drafting and reviewing a settlement agreement with Irisa Vsetín, družstvo).
 7. 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.
 8. Assistance in respect of public grants from authorities (including in connection with “Accordi per l’Innovazione” procedures).

Fees	\$	328.849,48
Charge pursuant to Decree No. 55 of 03/10/2014	\$	49.327,42
Disbursements	\$	669,74
Social Security 4%	\$	15.153,87
Subtotal	\$	394.000,51
Duty Stamp	\$	2,36
Total Current Invoice:	\$	<u>394.002,87</u>

Exchange rate Euro to Dollar (February 4th, 2026): 1,18

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

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Date	Billed Amt	Bill Tkpr	Bill Tkpr Name	Narrative	Category	People Involved
12/09/25	\$ 30,09	201678	Migliarucci, Daniele	Taxi Fares of the month of December 2025 billed to us in January 2026	Local Transportation	Migliarucci, Daniele
12/12/25	\$ 18,29	201678	Migliarucci, Daniele	Taxi Fares of the month of December 2025 billed to us in January 2026	Local Transportation	Migliarucci, Daniele
12/13/25	\$ 33,63	201678	Migliarucci, Daniele	Taxi Fares of the month of December 2025 billed to us in January 2026	Local Transportation	Migliarucci, Daniele
12/18/25	\$ 20,65	201678	Migliarucci, Daniele	Taxi Fares of the month of December 2025 billed to us in January 2026	Local Transportation	Migliarucci, Daniele
12/24/25	\$ 20,06	201683	Cupolo, Cristina	Taxi Fares of the month of December 2025 billed to us in January 2026	Local Transportation	Cupolo, Cristina
01/06/26	\$ 16,87	201683	Cupolo, Cristina	Taxi Milano del 06/01/26	Local Transportation	Cupolo, Cristina
01/09/26	\$ 84,31	201677	Agostinelli, Riccardo	Dolcevia srl FT n. MI2 del 09/01/26	Late Meal	Agostinelli, Cupolo, Migliarucci
01/12/26	\$ 74,66	201677	Agostinelli, Riccardo	Dolcevia srl FT n. MI4 del 12/01/26	Late Meal	Agostinelli, Cupolo, Olivari
01/19/26	\$ 57,17	201677	Agostinelli, Riccardo	Panino Giusto FT 101-2026-00098 del 19/01/26	Late Meal	Agostinelli, Cupolo
01/20/26	\$ 118,53	201677	Agostinelli, Riccardo	Cocopazzo FT n. 153 del 20/01/26	Late Meal	Agostinelli, Cupolo, Migliarucci
01/21/26	\$ 39,83	201677	Agostinelli, Riccardo	Certificati di vigenza Opendotcom del 21/01/26	Chamber of commerce certificates	
01/21/26	\$ 27,90	201683	Cupolo, Cristina	Pranzo Ristorante Pezzo del 21/01/26	Late Meal	Cupolo
01/22/26	\$ 63,61	201677	Agostinelli, Riccardo	Panino Giusto FT n. 101-2026-00128 del 22/01/26	Late Meal	Agostinelli, Migliarucci
01/30/26	\$ 64,14	201677	Agostinelli, Riccardo	Panino Giusto FT n. 101-2026-00192 del 30/01/26	Late Meal	Agostinelli, Cupolo
	\$ 669,74					

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

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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: February 6, 2026

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)

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Special Counsel for the Debtors and Debtors in Possession