IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
MARELLI AUTOMOTIVE LIGHTING USA LLC, *et al.*,[1]	)	Case No. 25-11034 (CTG)
Debtors.	)	(Jointly Administered)
	)	**Hearing Date: To be determined**
	)	**Obj Deadline: December 9, 2026 at 4:00 p.m. (ET)**

MOTION OF DEBTORS FOR ENTRY OF AN ORDER (I) AUTHORIZING THE DEBTORS TO FILE UNDER SEAL CERTAIN PORTIONS OF THE DEBTORS' THIRD MOTION AMENDING THE KEY EMPLOYEE INCENTIVE PLAN ORDER AND (II) GRANTING RELATED RELIEF

The above-captioned debtors and debtors in possession (collectively, the "Debtors") state as follows in support of this motion: [2]

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Order"), (a) authorizing the Debtors to file under seal and redact certain portions of the *Third Motion of Debtors for Entry of an Order (I) Amending Key Employee Incentive Plan*

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

[2] A detailed description of the Debtors and their business, including the circumstances giving rise to the Debtors' chapter 11 cases, is set forth in the *Declaration of David Slump, Chief Executive Officer of Marelli Automotive Lighting USA, LLC, in Support of First Day Motions*, [Docket No. 20] (the "Slump Declaration") and the *Declaration of Tony Simion, Managing Director of Alvarez & Marsal North America, LLC, in Support of First Day Motions* [Docket No. 19] (the "Simion Declaration", and together with the Slump Declaration, the "First Day Declarations").

Order and (II) Granting Related Relief [Docket No. 3058] (the "Third Amended KEIP Motion")[3] and the *Declaration of Allison Hoeinghaus in Support of the Third Motion of Debtors for Entry of an Order (I) Amending the Key Employee Incentive Plan Order and (II) Granting Related Relief* (the "Hoeinghaus Declaration") attached to the Third Amended KEIP Motion as Exhibit B, (b) directing that the unredacted version of the Third Amended KEIP Motion and the Hoeinghaus 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 (as defined below) (after notice and a hearing), and (c) granting related relief.

Jurisdiction and Venue

2. The United States Bankruptcy Court for the District of Delaware (the "Court") has 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. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Debtors confirm their consent, pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

[3] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declarations or the Third Amended KEIP Motion, as applicable.

4. The statutory bases for the relief requested herein are sections 105(a) and 107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code"), rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Local Rules 9018-1(d).

Background

5. The Debtors, together with their non-Debtor affiliates (collectively, "Marelli" or the "Company") are one of the largest international automotive parts suppliers in the world and a pioneer in motorsports and in automobile manufacturing and design. With its headquarters in Saitama, Japan and over 46,000 employees located in twenty-four countries around the world, Marelli designs and produces sophisticated technologies for leading automotive manufacturers, including lighting and sensor integrations, electronic systems, software solutions, and interior design products, and collaborates with motor sports teams and other industry leaders to research and develop cutting-edge, high-performance automotive components.

6. On June 11, 2025 (the "Petition Date"), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On June 12, 2025, the Court entered an order [Docket No. 102] authorizing the procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. On June 25, 2025, the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed an official committee of unsecured creditors [Docket No. 184] (the "Committee").[4] On January 15, 2026, a fee examiner was appointed in these in these chapter 11 cases [Docket No. 1515].

[4] On July 2, 2025, the U.S. Trustee filed the *Amended Notice of Appointment of Committee of Unsecured Creditors* [Docket No. 230]. On September 10, 2025, the U.S. Trustee filed the *Second Amended Notice of Appointment of Committee of Unsecured Creditors* [Docket No. 922].

7. Contemporaneously with the filing of this motion, the Debtors filed the Third Amended KEIP Motion. The Third Amended KEIP Motion seeks authorization to amend the KEIP Order by adding the Incoming CEO to the Approved KEIP on the existing terms and conditions of the program. The Third Amended KEIP Motion and the Hoeinghaus Declaration contain the performance metrics, the engagement terms of certain key employees, details on certain commercially sensitive, non-debtor fee arrangements, and sensitive financial information pertaining to salaries of key employees (the "Confidential Information").

8. Public disclosure of the Confidential Information could cause substantial harm to the Debtors' businesses. Individual compensation information and certain terms of employment constitute commercially sensitive information that could be used by competitors in a manner adverse to the Debtors' business. Publication would also impede the Debtors efforts to communicate compensation information internally to key employees in an orderly and confidential manner. Additionally, the Confidential Information also includes the terms regarding certain commercially sensitive, non-debtor fee arrangements and other compensation terms that will unduly burden the Debtors in their ability to successfully negotiate terms with prospective executive and non-executive employees and personnel if disclosed.

9. In light of the above, the Debtors have filed minimally redacted versions of the Third Amended KEIP Motion and the Hoeinghaus Declaration on the public docket and filed unredacted copies of the Third Amended KEIP Motion and the Hoeinghaus Declaration under seal with the Court. Critically, the publicly available Third Amended KEIP Motion and Hoeinghaus Declaration disclose the total annualized cost of the Third Amended KEIP when combined with the Approved KEIP, the First Amended KEIP, and the Second Amended KEIP and the net reduction in the aggregate cost of the Approved KEIP, the First Amended KEIP, the Second

Amended KEIP, and the Third Amended KEIP so all parties-in-interest will understand the total amount sought for Court approval. The Debtors request that the Court maintain the Third Amended KEIP Motion and the Hoeinghaus Declaration under seal. The Debtors have or will provide unredacted copies of the Third Amended KEIP Motion and the Hoeinghaus Declaration to (i) the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee"), (ii) the counsel for Official Committee of Unsecured Creditors appointed in these Chapter 11 cases (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.

Basis for Relief

10. Section 105(a) of the Bankruptcy Code empowers bankruptcy courts to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a).

11. Section 107(b) of the Bankruptcy Code provides bankruptcy courts with authority to issue orders that will protect entities from potential harm that may result from the disclosure of certain confidential information. This section provides, in relevant part:

> On request of a party in interest, the bankruptcy court shall, and on the bankruptcy court's own motion, the bankruptcy court may …(1) protect an entity with respect to a trade secret or confidential research, development, or commercial information . . . .

11 U.S.C. § 107(b).

12. Bankruptcy Rule 9018 defines the procedures by which a party may move for relief under section 107(b) of the Bankruptcy Code, providing that:

> On motion or on its own, the court may, with or without notice, issue any order that justice requires to (1) protect the estate or any entity regarding a trade secret or other confidential research, development, or commercial information . . . .

Fed. R. Bankr. P. 9018. Further, Local Rule 9018-1(d) further provides, in relevant part, that "[a]ny filer seeking to file a document … under seal must file a motion requesting such relief…." Del. Bankr. L.R. 9018-1(d)(i).

13. Under section 107(b) of the Bankruptcy Code, "the court is *required* to protect a requesting interested party." *In re Orion Pictures Corp.*, 21 F.3d 24, 27 (2d Cir. 1994) (emphasis in original). Stated differently, section 107(b) of the Bankruptcy Code does not require a party seeking its protections to demonstrate "good cause." *Id.* at 28. "Courts have supervisory power over their records and files and may deny access to those records and files to prevent them from being used for an improper purpose." *In re Kaiser Aluminum Corp.*, 327 B.R. 554, 560 (D. Del. 2005). Courts are required to provide such protections "generally where open inspection may be used as a vehicle for improper purposes." *Orion Pictures*, 21 F.3d at 27. Indeed, the "authority goes not just to the protection of confidential documents, but to other confidentiality restrictions that are warranted in the interests of justice." *In re Glob. Crossing Ltd.*, 295 B.R. 720, 724 (Bankr. S.D.N.Y. 2003).

14. The Debtors submit that good cause exists for the Court to grant the relief requested herein. The Confidential Information is non-public, confidential information regarding the Third Amended KEIP.

15. ***First***, the Confidential Information is commercially sensitive information, and competitors could gain an unfair advantage if the Confidential Information were to be disclosed because the Debtors' competitors could use such information against the Debtors in future negotiations or to recruit the Debtors' critical employees by offering enhanced compensation and benefits. ***Second***, if competitors were to use the Confidential Information to recruit the Incoming CEO, this would be particularly harmful in the context of the chapter 11 cases, where the Incoming

CEO's industry expertise and leadership is critical to overseeing these chapter 11 cases and effectuating a reorganization that maximizes value for the benefit of all creditors. ***Third***, the proposed compensation of the Incoming CEO is not publicly available information, and the Debtors wish to respect the privacy of their employees. As proposed in the Third Amended KEIP Motion, the payouts for this executive are individualized based on his compensation. Public disclosure of this information would allow the participants in the Approved KEIP (the "Approved KEIP Participants", and together with the Incoming CEO, "the KEIP Participants") to see the payouts of the Incoming CEO, which could negatively impact workforce morale and lead to attrition and create material roadblocks for the Debtors' ability to successfully negotiate go-forward agreements with current and prospective employees and personnel. Further, if disclosed, this information could cause harm or distress to the KEIP Participants and other of the Debtors' employees and ultimately be detrimental to the Debtors' reorganization efforts.

16. In seeking to redact and seal the Confidential Information, the Debtors acknowledge the paramount importance of the policy of open access to courts underlying Bankruptcy Code 107(a). The Debtors have balanced the benefits and need for disclosure with the potentially significant and harmful effects on their estates and submit that if the Debtors were unable to redact and seal the Confidential Information, such disclosure would result in adverse consequences outweighing the benefits of such disclosure. Indeed, certain Confidential Information does not even pertain to the Debtors and does not have any impact on the Debtors, their estates, or their stakeholders. However, understanding the importance of disclosure in these chapter 11 cases, the remainder of the Third Amended KEIP Motion and the Hoeinghaus Declaration will remain unredacted and available for all parties in interest to review. Additionally, the Debtors will provide the unredacted Third Amended KEIP Motion and Hoeinghaus

Declaration to the Court, the U.S. Trustee, and counsel for the Committee (on a confidential and professionals' eyes-only basis). The Debtors will also review in good faith any reasonable request from parties in interest to review the Confidential Information and provide such information on a confidential basis if the Debtors determine the disclosure will not create harmful effects for their estates. Therefore, the Debtors believe that they have struck the appropriate balance, and that good cause exists to allow the redaction of limited portions of the Third Amended KEIP Motion and Hoeinghaus Declaration to preserve the confidentiality of the Confidential Information.

17. For the foregoing reasons, the Debtors respectfully request that the Court permit the Debtors to redact the Confidential Information from the publicly filed versions of the Third Amended KEIP Motion and the Hoeinghaus Declaration and to file the unredacted version of the Third Amended KEIP Motion and the Hoeinghaus Declaration under seal. The Debtors also respectfully request that the Court order all parties to redact any Confidential Information in pleadings without the need for further orders from the Court.

Notice

18. The Debtors will provide notice of this motion to: (a) the U.S. Trustee; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) Paul Hastings LLP and Morris James LLP, as co-counsel to the Committee; (d) the office of the attorney general for each of the states in which the Debtors operate; (e) United States Attorney's Office for the District of Delaware; (f) the Internal Revenue Service; (g) the United States Securities and Exchange Commission; (h) the United States Department of Justice; (i) Mayer Brown LLP, as counsel to the DIP Agent; (j) Davis Polk & Wardwell LLP, as counsel to Mizuho Bank, Ltd., in all capacities other than as Prepetition Agent; (k) Young Conaway Stargatt & Taylor, LLP, as counsel to Mizuho Bank, Ltd., in its capacity as Prepetition Agent; (l) Akin Gump Strauss Hauer

& Feld LLP and Cole Schotz P.C., as counsel to the Ad Hoc Group of Senior Lenders; (m) Paul, Weiss, Rifkind, Wharton & Garrison LLP, as counsel to the Sponsors; and (n) any party that has requested notice pursuant to Bankruptcy Rule 2002 (the "Notice Parties"). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

19. No prior request for the relief sought in this motion has been made to this or any other court.

[*Remainder of page intentionally left blank*]

WHEREFORE, the Debtors request entry of the Order, substantially in the form attached hereto as **Exhibit A**, (a) granting the relief requested herein and (b) granting such other relief as the Court deems appropriate under the circumstances.

Dated: November 25, 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

Co-Counsel for the Debtors and Debtors in Possession

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

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
MARELLI AUTOMOTIVE LIGHTING USA LLC, *et al.*,[1]	)	Case No. 25-11034 (CTG)
Debtors.	)	(Jointly Administered)
	)	**Hearing Date: To be determined**
	)	**Obj Deadline: December 9, 2026 at 4:00 p.m. (ET)**

NOTICE OF MOTION OF DEBTORS FOR ENTRY OF AN ORDER (I) AUTHORIZING THE DEBTORS TO FILE UNDER SEAL CERTAIN PORTIONS OF THE DEBTORS' THIRD MOTION AMENDING THE KEY EMPLOYEE INCENTIVE PLAN ORDER AND (II) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE that, on December 19, 2025 the above-captioned debtors and debtors in possession (collectively, the "Debtors" and together with their non-debtor affiliates, the "Company") 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] with the United States Bankruptcy Court for the District of Delaware (the "Court").

PLEASE TAKE FURTHER NOTICE that, on January 27, 2026 the Debtors filed the *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* [Docket No. 1537].

[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.

PLEASE TAKE FURTHER NOTICE that, on January 27, 2026, the Court entered the *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* [Docket No. 1540].

PLEASE TAKE FURTHER NOTICE that, on May 8, 2026, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Authorizing the Debtors to File Under Seal Certain Portions of the Debtors' Motion Amending the Key Employee Incentive Plan Order and (II) Granting Related Relief* [Docket No. 2064] with the Court.

PLEASE TAKE FURTHER NOTICE that, on May 28, 2026, the Court entered the *Order (I) Authorizing the Debtors to File Under Seal Certain Portions of the Debtors' Motion for Entry of an Order Amending the Key Employee Incentive Order and (II) Granting Related Relief* [Docket No. 2110].

PLEASE TAKE FURTHER NOTICE that, on September 1, 2026, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Authorizing the Debtors to File Under Seal Certain Portions of the Debtors' Second Motion Amending the Key Employee Incentive Plan Order and (II) Granting Related Relief* [Docket No. 2587] with the Court.

PLEASE TAKE FURTHER NOTICE that, on September 17, 2026, the Court entered the *Order (I) Authorizing the Debtors to File Under Seal Certain Portions of the Debtors' Second Motion for Entry of an Order Amending the Key Employee Incentive Order and (II) Granting Related Relief* [Docket No. 2701].

PLEASE TAKE FURTHER NOTICE that, on November 25, 2026, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Authorizing the Debtors to File Under Seal Certain*

Portions of the Debtors' Third Motion Amending the Key Employee Incentive Plan Order and (II) Granting Related Relief (the "Motion") with the Court.

PLEASE TAKE FURTHER NOTICE that any responses to the Motion must be in writing and filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Third Floor, Wilmington, Delaware 19801, and served upon the undersigned, so as to be received on or **before 4:00 p.m. (prevailing Eastern Time) on December 9, 2026**.

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon: (a) the Debtors, Marelli Automotive Lighting USA LLC, 26555 Northwestern Highway, Southfield, Michigan 48033, Attn.: John Nicholson (john.nicholson@marelli.com); (b) proposed counsel to the Debtors, Kirkland & Ellis LLP, 333 West Wolf Point Plaza, Chicago, Illinois 60654, Attn.: Spencer A. Winters, P.C. (spencer.winters@kirkland.com), and Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Nicholas M. Adzima (nicholas.adzima@kirkland.com) and Evan Swager (evan.swager@kirkland.com); (c) proposed co-counsel to the Debtors, 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@pszjlaw.com), Timothy P. Cairns (tcairns@pszjlaw.com), and Edward A. Corma (ecorma@pszjlaw.com); (d) the U.S. 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); (e) 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); (f) counsel to Mizuho Bank, Ltd., in all capacities other than as 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); (g) counsel to Mizuho Bank, Ltd., in its capacity as 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); (h) 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 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, DE 19801, Attn.: Justin R. Alberto (jalberto@coleschotz.com) and Stacy L. Newman (snewman@coleschotz.com); (i) 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 Adlerstein (jadlerstein@paulweiss.com); and (j) co-counsel to the Committee, (i) Paul Hastings LLP, 200 Park Avenue, New York, New York 10166, Attn.: Kristopher M. Hansen (krishansen@paulhastings.com), Gabriel E. Sasson (gabesasson@paulhastings.com), Daniel Ginsberg (danielginsberg@paulhastings.com), and Xue (Annie) Yu (xueyu@paulhastings.com), and (ii) Morris James LLP, 3205 Avenue North Blvd., Suite 100, Wilmington, Delaware 19803, Attn.: Eric J. Monzo (emonzo@morrisjames.com), Jason S. Levin (jlevin@morrisjames.com), and Siena B. Cerra (scerra@morrisjames.com).

PLEASE TAKE FURTHER NOTICE THAT, IF AN OBJECTION IS PROPERLY FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, A HEARING WILL BE HELD ON A DATE TO BE DETERMINED BEFORE THE HONORABLE CRAIG

T. GOLDBLATT, UNITED STATES BANKRUPTCY JUDGE FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, COURTROOM #7, THIRD FLOOR, WILMINGTON, DELAWARE 19801. ONLY OBJECTIONS MADE IN WRITING AND TIMELY FILED WILL BE CONSIDERED BY THE BANKRUPTCY COURT AT SUCH HEARING.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: November 25, 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

Co-Counsel for the Debtors and Debtors in Possession

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

Exhibit A

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
MARELLI AUTOMOTIVE LIGHTING USA LLC, *et al.*,[1]	)	Case No. 25-11034 (CTG)
Debtors.	)	(Jointly Administered)
	)	**Re: Docket No. [●]**

ORDER (I) AUTHORIZING THE DEBTORS TO FILE UNDER SEAL CERTAIN PORTIONS OF THE DEBTORS' THIRD MOTION FOR ENTRY OF AN ORDER (I) AMENDING THE KEY EMPLOYEE INCENTIVE PLAN ORDER 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 *Third Motion of Debtors for Entry of an Order (I) Amending the Key Employee Incentive Plan Order and (II) Granting Related Relief* and the *Declaration of Allison Hoeinghaus in Support of the Third Motion of Debtors for Entry of an Order (I) Amending the Key Employee Incentive Plan Order and (II) Granting Related Relief* (the "Hoeinghaus Declaration") attached to the Motion as Exhibit B, (b) directing that the unredacted version of the Motion and the Hoeinghaus 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; the Initial KEIP Motion; the First Amended KEIP

[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.

Motion; the Second Amended KEIP Motion; the Cumberland Declaration; 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 Motion and Hoeinghaus 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 Motion and Hoeinghaus 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 Motion, Hoeinghaus Declaration, and other documents that contain or reference the Confidential Information 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.