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. 2511, 2852**

ORDER APPROVING (I) THE ADEQUACY OF THE DISCLOSURE STATEMENT, (II) THE SOLICITATION AND VOTING PROCEDURES, (III) THE FORM OF BALLOT AND NOTICES IN CONNECTION THEREWITH, AND (IV) CERTAIN DATES WITH RESPECT THERETO

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"), approving (i) the adequacy of the *Disclosure Statement for the Amended Joint Plan of Reorganization of Marelli Automotive Lighting USA LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code,* [Docket No. 2852] (the "Disclosure Statement"); (ii) the Solicitation and Voting Procedures; (iii) the Ballot; (iv) the Solicitation Packages; (v) the Notices of Non-Voting Status and Opt In Forms; (vi) the Confirmation Hearing Notice; (vii) the Publication Notice; (viii) the Cover Letter; (ix) the Plan Supplement Notice; (x) the Rejection Notice; (xi) any other notices in connection therewith; and (xii) certain dates with respect thereto, including but not limited to the Solicitation Mailing Deadline, the Publication Deadline, the Plan Supplement Filing Deadline, the Voting Deadline, the Plan Objection Deadline, the Deadline to File the Voting Report, the Confirmation

[1] A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' Claims, Noticing, and Solicitation 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.

Brief and Plan Objection Reply Deadline, and the Confirmation Hearing Date, all as more fully set forth in the Motion; and upon the First Day Declarations; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, 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.

I. Approval of the Disclosure Statement.

2. The Disclosure Statement is hereby approved as providing Holders of Claims entitled to vote on the Plan with adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with section 1125(a)(1) of the Bankruptcy Code.

3. The Disclosure Statement (including all applicable exhibits attached thereto) provides Holders of Claims and Interests, and other parties in interest with sufficient notice of the

injunction, exculpation, and release provisions contained in Article VIII of the Plan, in satisfaction of the requirements of Bankruptcy Rules 2002(c)(3) and 3016(b) and (c).

II. Approval of the Procedures, Materials, and Confirmation Timeline for Soliciting Votes on and Confirming the Plan.

A. Approval of the Solicitation and Voting Procedures.

4. The Debtors are authorized to solicit, receive, and tabulate votes to accept the Plan in accordance with the Solicitation and Voting Procedures attached hereto as **Exhibit 1**, which are hereby approved in their entirety and comply with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

B. Approval of Certain Dates and Deadlines with Respect to the Plan and Disclosure Statement.

5. The following Confirmation Timeline is hereby established (subject to modification as necessary) with respect to the solicitation of votes to accept the Plan, voting on the Plan, and confirming the Plan:

Event	Date	Description
Voting Record Date	October 14, 2026	The date to determine which Holders of Claims are entitled to vote to accept or reject the Plan (the "Voting Record Date").
Solicitation Mailing Deadline	October 26, 2026	The deadline by which the Debtors must distribute the (i) Solicitation Packages, including the Ballot, to Holders of Claims entitled to vote to accept or reject the Plan and (ii) Notice of Non-Voting Status and Opt In Form (the "Solicitation Mailing Deadline").
Publication Deadline	October 26, 2026	The date by which the Debtors will submit the Confirmation Hearing Notice in a format modified for publication (such notice, the "Publication Notice," and such date, the "Publication Deadline").
Plan Supplement Filing Deadline	November 16, 2026	The date by which the Debtors shall file the Plan Supplement (the "Plan Supplement Filing Deadline").

Event	Date	Description
Voting Deadline	November 23, 2026, at 4:00 p.m., prevailing Eastern Time	The deadline by which all Ballots and Opt In Forms must be properly executed, completed, and submitted so that they are **actually received** by Kurtzman Carson Consultants LLC dba Verita Global (the "Claims, Noticing, and Solicitation Agent").
Plan Objection Deadline	November 23, 2026, at 4:00 p.m., prevailing Eastern Time	The deadline by which parties in interest may file objections to Confirmation of the Plan (the "Plan Objection Deadline").
Deadline to File Voting Report	December 3, 2026	The date by which the report tabulating the voting on the Plan (the "Voting Report") shall be filed with the Court.
Confirmation Brief and Plan Objection Reply Deadline	December 3, 2026	The deadline by which the Debtors shall file their brief in support of Confirmation of the Plan and reply to objections to Confirmation of the Plan.
Confirmation Hearing Date	December 8, 2026, at 10:00 a.m., prevailing Eastern Time, or such other date as may be scheduled by the Court	The date of the Confirmation Hearing (the "Confirmation Hearing Date").

6. The Solicitation Mailing Deadline provides sufficient time for Holders of Claims entitled to vote on the Plan to make informed decisions with respect to voting on the Plan. The Debtors may adjourn the Confirmation Hearing Date and any related dates and deadlines from time to time, without notice to the parties in interest other than announcement of such adjournment in open court and/or filing a notice of adjournment with the Court and serving such notice on the 2002 List.

C. Approval of the Form and Distribution of Solicitation Packages to Parties Entitled to Vote on the Plan.

7. The Solicitation Packages to be transmitted on or before the Solicitation Mailing Deadline, or as soon as reasonably practicable thereafter, to those Holders of Claims entitled to vote on the Plan as of the Voting Record Date, shall include the following, the form of each of which is hereby approved:

a. a copy of the Solicitation and Voting Procedures, substantially in the form attached hereto as **Exhibit 1**;

b. the form of Ballot, substantially in the form attached hereto as **Exhibit 3** together with detailed voting instructions and instructions on how to submit the Ballot;

c. the Cover Letter, substantially in the form attached hereto as **Exhibit 4**, which describes the contents of the Solicitation Package and urges Holders of Claims in the Voting Class to vote to accept the Plan;

d. the Confirmation Hearing Notice, substantially in the form attached to the Order as **Exhibit 5**;

e. the Disclosure Statement (and exhibits thereto, including the Plan);

f. this Order (without exhibits, except for the Solicitation and Voting Procedures);

g. a pre-addressed, postage pre-paid reply envelope;[3] and

h. any additional documents that the Court has ordered to be made available to Holders of Claims in the Voting Class.

8. The Debtors shall distribute Solicitation Packages to all Holders of Claims entitled to vote on the Plan on or before the Solicitation Mailing Deadline, or as soon as reasonably practicable thereafter. Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

9. The Solicitation Packages provide the Holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules.

10. The Debtors are authorized to cause the Solicitation Packages to be delivered via first-class mail and/or distributed in electronic format via email and/or hyperlink, as applicable,

[3] The Debtors will provide pre-addressed, postage pre-paid reply envelopes only to those holders who receive a Ballot directly from the Debtors.

through the Claims, Noticing, and Solicitation Agent to Holders of Claims in the Voting Class. Any party that receives materials in electronic format, but would prefer to receive materials in paper format, may contact the Claims, Noticing, and Solicitation Agent and request paper copies of the materials previously received in electronic format (to be provided at the Debtors' expense).

11. The Ballot, substantially in the form attached hereto as **Exhibit 3**, is hereby approved and complies with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

12. The Cover Letter, attached hereto as **Exhibit 4**, describing the contents of the Solicitation Packages and recommending that such parties vote in favor of the Plan, is approved.

13. The Debtors are authorized to cause the Notices of Non-Voting Status and Opt In Forms to be delivered via first-class mail and/or email, as applicable, through the Claims, Noticing, and Solicitation Agent to Holders of Claims and Interests in the Non-Voting Classes.

14. On or before the Solicitation Mailing Deadline, the Debtors (through the Claims, Noticing, and Solicitation Agent) shall provide complete Solicitation Packages (excluding the Ballot) to the U.S. Trustee (via email and first-class mail in paper format) and all parties on the 2002 List (via email) as of the Voting Record Date.

15. The Claims, Noticing, and Solicitation Agent is authorized to assist the Debtors in: (a) distributing the Solicitation Packages and Notices of Non-Voting Status and Opt In Form; (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by Holders of Claims against the Debtors; (c) receiving, tabulating, and reporting on Opt In Forms received by Holders of Claims and Interests; (d) responding to inquiries from Holders of Claims or Interests and other parties in interest relating to the approved Disclosure Statement, the Plan, the Ballot, the Solicitation Packages, the Notices of Non-Voting Status, the Opt In Form, and all other related

documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan, opting in to the Third-Party Release, and for objecting to confirmation of the Plan; (e) soliciting votes on the Plan; and (f) if necessary, contacting creditors or interest Holders regarding the Plan and/or the approved Disclosure Statement.

16. The Claims, Noticing, and Solicitation Agent is also authorized to accept Ballots and Opt In Forms via electronic online transmission through an online balloting portal on the Debtors' case website (the "E-Ballot Portal") as set forth in the Ballot and Opt In Form. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot or Opt In Form submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective. Ballots and Opt In Forms submitted via E-Ballot shall be deemed to contain an original signature.

17. All votes to accept or reject the Plan must be cast by using the appropriate Ballot. All Ballots must be properly executed, completed, and delivered according to their applicable voting instructions by: (a) first-class mail, in the return envelope provided with each Ballot; (b) overnight delivery; (c) E-Ballot through the Claims, Noticing, and Solicitation Agent's E-Ballot Portal at www.veritaglobal.net/Marelli; or (d) personal delivery, so that the Ballots are **actually received** by the Claims, Noticing, and Solicitation Agent by no later than the Voting Deadline at the return address set forth in the Ballot.

18. Opt In Forms may be submitted via (a) hard copy through first-class mail, overnight courier, or hand delivery or (b) E-Ballot through the Claims, Noticing, and Solicitation Agent's E-Ballot Portal at www.veritaglobal.net/Marelli, so that the Opt In Form is **actually received** by the Claims, Noticing, and Solicitation Agent no later than the Voting Deadline. The Debtors are

authorized to extend the Voting Deadline, upon notice to counsel to the Ad Hoc Group of Senior Lenders, in their discretion and without further order of the Court.

D. Approval of the Form of Notice to Non-Voting Classes and Opt In Form.

19. On or before the Solicitation Mailing Deadline, or as soon as reasonably practicable thereafter, the Claims, Noticing, and Solicitation Agent shall mail the Notices of Non-Voting Status and Opt In Forms, the forms of which, attached hereto as **Exhibit 2A**, **Exhibit 2B**, and **Exhibit 2C**, are hereby approved and comply with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, to those parties outlined below, who are not entitled to vote on the Plan:

Class	Status	Treatment
Class 1, Class 2, Class 3, Class 5	Unimpaired—Presumed to Accept	Holders of Claims that are presumed to accept the Plan are not entitled to vote. As such, Holders of such Claims will receive a Notice of Non-Voting Status and Opt In Form, substantially in the form attached to the Order as Exhibit 2A, in lieu of a Solicitation Package.
Class 8, Class 9, Class 10	Impaired—Deemed to Reject[4]	Holders of Claims that are deemed to reject the Plan are not entitled to vote. As such, Holders of such Claims, will receive a Notice of Non-Voting Status and Opt In Form, substantially in the form attached to the Order as Exhibit 2B, in lieu of a Solicitation Package.
N/A	Disputed Claims	Holders of Claims or Interests that are subject to a pending objection filed by the Debtors are not entitled to vote the disputed portion of their Claim or Interest. As such, Holders of such Claims will receive a Notice of Non-Voting Status and Opt In Form, substantially in the form attached to the Order as Exhibit 2C, in lieu of a Solicitation Package.

[4] To the extent a Proof of Claim is filed that is based solely on a Holder's equity Interests or the losses thereto, such Holder will be classified as a Class 8 or Class 9 claimant, as applicable, and such Claim will be treated in accordance with Class 8 or Class 9, as applicable, and not entitled to vote on the Plan.

20. The Debtors are not required to distribute Solicitation Packages, other solicitation materials, or a Notice of Non-Voting Status to: (a) Holders of Claims that have already been paid in full during the chapter 11 cases or that are otherwise paid in full in the ordinary course of business pursuant to an order previously entered by this Court; (b) any party to whom the notice of the Motion was sent but was subsequently returned as undeliverable without a forwarding address by the Voting Record Date; (c) the holders of Claims in Class 6 and Interests in Class 7; or (d) parties that received a Notice of Non-Voting Status and Opt In Form, as applicable.

E. Approval of the Confirmation Hearing Notice.

21. The Confirmation Hearing Notice, substantially in the form attached hereto as **Exhibit 5**, which shall be filed by the Debtors and served upon all known Holders of Claims or Interests and the 2002 List (regardless of whether such parties are entitled to vote on the Plan) in these chapter 11 cases by no later than the Solicitation Mailing Deadline and published in a format modified for publication one time no later than the Publication Deadline, in *The New York Times* (national edition) and the *Financial Times* (global edition), or any other such publications that the Debtors deem appropriate, constitutes adequate and sufficient notice of the hearing to consider approval of the Plan, the manner in which a copy of the Plan and Disclosure Statement can be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

F. Approval of Notice of Filing of the Plan Supplement.

22. The Debtors are authorized to send notice of the filing of the Plan Supplement to all Holders of Claims or Interests, substantially in the form attached hereto as **Exhibit 6**, on the date the Debtors file the Plan Supplement, or as soon as practicable thereafter. Notwithstanding the foregoing, the Debtors may amend the documents contained in, and exhibits to, the Plan Supplement through the Effective Date in accordance with the Plan.

G. Approval of Notices to Contract and Lease Counterparties.

23. The Debtors are authorized to mail notices of rejection of any Executory Contracts or Unexpired Leases, in the form attached hereto as **Exhibit 7**, to the applicable counterparties to Executory Contracts and Unexpired Leases that will be rejected pursuant to the Plan, within the time periods specified in the Motion. Executory Contracts and Unexpired Leases shall be deemed assumed pursuant to the terms of the Plan.

H. Non-Substantive Modifications.

24. The Debtors, consistent with the Restructuring Support Agreement, are authorized to make changes to the Plan, Disclosure Statement, Solicitation and Voting Procedures, Ballot, Solicitation Packages, Notices of Non-Voting Status and Opt In Forms, Confirmation Hearing Notice, Publication Notice, Cover Letter, Plan Supplement Notice, Rejection Notice, and any notice attached hereto, and any related documents without further order of the Court, including formatting changes, changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials (including any appendices thereto) in the Solicitation Packages before distribution. Subject to the foregoing, the Debtors are authorized to solicit, receive, and tabulate votes to accept or reject the Plan in accordance with this Order, without further order of the Court.

III. Approval of Procedures for Confirming the Plan.

A. Approval of the Procedures for Filing Objections to the Confirmation of the Plan.

25. Objections to the confirmation of the Plan will not be considered by the Court unless such objections are timely filed and properly served in accordance with this Order. Specifically, all objections to the confirmation of the Plan or requests for modifications to the Plan, if any, **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any

orders of this Court; (c) state, with particularity, the legal and factual basis for and nature of the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the notice parties so as to be **actually received** on or before the Plan Objection Deadline.

IV. Miscellaneous.

26. The Debtors' rights are reserved to modify the Plan without further order of the Court in accordance with Article X of the Plan (subject to the various consultation rights set forth therein), including the right to withdraw the Plan as to an individual Debtor at any time before the Confirmation Date.

27. The Debtors shall consult (i) the Committee on any alterations, amendments, or modifications to the Plan and the Definitive Documents that impact the treatment of Holders of General Unsecured Claims under the Plan, (ii) the Required Consenting Emergency Lenders on any alterations, amendments, or modifications to the Plan and the Definitive Documents that impact the treatment of Holders of Emergency Loan Claims under the Plan, (iii) the Required Consenting Senior Bank Lenders on any alterations, amendments, or modifications to the Plan and the Definitive Documents that impact the treatment of Holders of Senior Loan Claims under the Plan, and (iv) the Required Consenting Senior Bank Lenders on any alterations, amendments, or modifications to the Plan and the Definitive Documents that impact the treatment of General Unsecured Claims held by Consenting Senior Bank Lenders under the Plan, and provide each of the foregoing parties with advanced notice of the Filing of any document with respect to the foregoing.

28. Notwithstanding the expiration of the Challenge Period set forth in that certain *Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, and (B) Use Cash*

Collateral; (II) Granting Liens and Providing Superpriority Administrative Expense Claims; (III) Granting Adequate Protection to Certain Prepetition Secured Parties; (IV) Modifying the Automatic Stay; and (V) Granting Related Relief [Docket No. 449], as amended by that certain *Order (I) Authorizing the Debtors to Amend the DIP Credit Agreements; and (II) Granting Related Relief* [Docket No. 2218], and as extended by that certain *Order Extending the Challenge Period* [Docket No. 2567] and that certain *Notice of Extension of Challenge Period* [Docket No. 2839], to the extent that, after the date of this Order, the treatment of Holders of General Unsecured Claims is adversely impacted in such a way that would require solicitation of the Holders of General Unsecured Claims, whether through an amendment, modification, or supplement of the Plan or the filing of a different plan of reorganization, the Challenge Period shall be reinstated and extended through and including the date that is the objection deadline in respect of confirmation of such chapter 11 plan.

29. Nothing in the Motion or this Order waives or modifies the requirements of the Restructuring Support Agreement, including, without limitation, the consent and consultation rights contained in each of the foregoing documents.

30. Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date.

31. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

32. Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of Bankruptcy Rules and the Local Rules are satisfied by such notice.

33. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

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

Dated: October 20th, 2026
Wilmington, Delaware

CRAIG T. GOLDBLATT
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Solicitation and Voting Procedures

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)

SOLICITATION AND VOTING PROCEDURES

PLEASE TAKE NOTICE THAT on [●], 2026, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order [Docket No. [●]] (the "Disclosure Statement Order") (a) authorizing Marelli Automotive Lighting USA LLC and its affiliated debtors and debtors in possession (collectively, the "Debtors") to solicit acceptances for the *Amended Joint Plan of Reorganization of Marelli Automotive Lighting USA LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. [●]] (as modified, amended, or supplemented from time to time, the "Plan");[2] (b) approving the *Disclosure Statement for the Amended Joint Plan of Reorganization of Marelli Automotive Lighting USA LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. [●]] (as modified, amended, or supplemented from time to time, the "Disclosure Statement") as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the "Solicitation Packages"); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

A. The Voting Record Date.

The Court has approved **October 14, 2026** as the record date for purposes of determining which Holders of Class 4 Senior Loan Claims (the "Voting Class") are entitled to vote on the Plan (the "Voting Record Date").

B. The Voting Deadline.

The Court has approved **November 23, 2026 at 4:00 p.m. (prevailing Eastern Time)** as the voting deadline for the Plan (the "Voting Deadline"). The Debtors may extend the Voting Deadline, in their discretion, without further order of the Court. **To be counted as votes to accept or reject the Plan, all ballots (the "Ballots") must be executed, completed, and electronically submitted via (i) the Debtors' online balloting portal at www.veritaglobal.net/Marelli pursuant to the instructions set forth on the Ballot or (ii) first class mail, overnight courier, or hand delivery to Marelli Ballot Processing Center c/o KCC dba Verita, 100 N. Pacific Coast Highway, Suite 100, El Segundo, CA 90245**, so that it is **actually received** by Kurtzman Carson Consultants LLC dba Verita ("Verita" or the "Claims, Noticing, and Solicitation Agent") no later than the Voting Deadline.

[1] A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' Claims, Noticing, and Solicitation 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 not otherwise defined herein shall have the same meanings ascribed to them in the Plan, Disclosure Statement, or Disclosure Statement Order, as applicable.

C. Form, Content, and Manner of Notices.

1. The Solicitation Package.

The following materials constitute the solicitation package (the "Solicitation Package") distributed to Holders of Claims in the Voting Class:

a. these Solicitation and Voting Procedures;

b. the form of Ballot, together with detailed voting instructions, and instructions on how to submit the Ballot;

c. the cover letter, which urges Holders of Claims in each of the Voting Class to vote to accept the Plan (the "Cover Letter");

d. the notice of the Confirmation Hearing (the "Confirmation Hearing Notice");

e. the Disclosure Statement (and exhibits thereto, including the Plan);

f. the Disclosure Statement Order (without exhibits);

g. a pre-addressed, postage pre-paid reply envelope; and

h. any additional documents that the Court has ordered to be made available.

2. Distribution of the Solicitation Package.

The Debtors shall distribute the Solicitation Package by email, where available, and otherwise by first-class mail to those Holders of Claims in the Voting Class. Any party that receives the materials in electronic format but would prefer paper format may contact the Claims, Noticing, and Solicitation Agent by: (a) calling 877-606-7509 (USA or Canada) or +1 310-751-2626 (International) and asking for a member of the Solicitation Team; (b) submitting an inquiry to www.veritaglobal.net/Marelli/inquiry; (c) writing to Marelli Ballot Processing Center c/o KCC dba Verita, 100 N. Pacific Coast Highway, Suite 100, El Segundo, CA 90245; or (d) emailing MarelliInfo@veritaglobal.com and referencing "Marelli" in the subject line and requesting paper copies of the corresponding materials previously received in electronic format (to be provided at the Debtors' expense).

The Debtors shall serve, or cause to be served via email and/or first class mail, as applicable, all of the materials in the Solicitation Package (excluding the Cover Letter and the Ballot) on the U.S. Trustee and all parties who have requested service of papers in this case pursuant to Bankruptcy Rule 2002 as of the Voting Record Date. In addition, the Debtors shall serve, or cause to be served via email and/or first class mail, as applicable, the Solicitation Package to all Holders of Claims in the Voting Class by October 26, 2026 (or as soon as reasonably practical thereafter), who are entitled to vote, as described in section D below.

3. Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to Reject the Plan.

Certain Holders of Claims and Interests that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code will receive only the *Notice of Non-Voting Status for Unimpaired Claims Conclusively Presumed to Accept the Plan*, substantially in the form annexed as Exhibit 2A to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding the Ballot). Certain Holders of Claims and Interests who are not entitled to vote because they are deemed to reject the Plan under section 1126(g) of the Bankruptcy Code will receive the *Notice of Non-Voting Status to Holders of Impaired Claims and Interests Deemed to Reject the Plan*, substantially in the form annexed as Exhibit 2B to the Disclosure Statement Order. Such notice will instruct

these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding the Ballot).

4. Notices in Respect of Executory Contracts and Unexpired Leases.

Counterparties to Executory Contracts and Unexpired Leases that receive a *Rejection Notice*, substantially in the forms attached as Exhibit 7 to the Disclosure Statement Order, respectively, may file an objection to the Debtors' proposed rejection. Such objections must be filed with the Court no later than fourteen (14) days after service of the Rejection Notice.

D. Voting and Tabulation Procedures.

1. **Holders of Claims Entitled to Vote**.

Only the Holders of Claims in the following Voting Class as of the Voting Record Date shall be entitled to vote:

a. Class 4: Holders of Senior Loan Claims

2. **Establishing Claim Amounts for Voting Purposes**.

The Claim amount of Class 4 Senior Loan Claims, for voting purposes only, will be established by reference to the Debtors' applicable books and records and list of record holders maintained by the Administrative Agent (as defined in the Plan), dated as of the Voting Record Date, as evidenced by the applicable records provided by the Administrative Agent to the Debtors, which records shall be provided no later than one (1) Business Day following the Voting Record Date. In the event of any conflict between the Debtors' applicable books and records and the list of record holders maintained by the Administrative Agent, the list of record holders maintained by the Administrative Agent shall control for purposes of determining the amount of any Senior Loan Claim for voting purposes.

3. **Voting and Ballot Tabulation Procedures**.

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right to waive any of the below specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Bankruptcy Local Rules:

a. except as otherwise provided in the Solicitation and Voting Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Debtors), the Debtors shall reject such Ballot as invalid and, therefore, shall not count it in connection with Confirmation of the Plan;

b. the Debtors will file with the Court by no later than three (3) business days prior to the Confirmation Hearing Date a voting report (the "Voting Report"). The Voting Report shall, among other things, delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or damaged (collectively, in each case, the "Irregular Ballots"). The Voting Report shall indicate the Debtors' intentions with regard to each Irregular Ballot;

c. the method of delivery of Ballots to be sent to the Claims, Noticing, and Solicitation Agent is at the election and risk of each holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Claims, Noticing, and Solicitation Agent actually receives the executed Ballot;

d. an executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the Claims, Noticing, and Solicitation Agent by facsimile will not be valid;

e. no Ballot should be sent to the Debtors, the Debtors' agents (other than the Claims, Noticing, and Solicitation Agent), the Debtors' financial or legal advisors, and if so sent will not be counted;

f. if multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior received Ballot;

g. Holders must vote all of their Claims within the Voting Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the applicable Debtor may, in its discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes;

h. a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Holder of Claims must indicate such capacity when signing and, if required or requested by the Claims, Noticing, and Solicitation Agent, the Debtors, or the Court, must submit proper evidence to so act on behalf of such Holder;

i. the Debtors, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report;

j. neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;

k. unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;

l. in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected;

m. subject to any order of the Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided that any such rejections will be documented in the Voting Report;

n. the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any Ballot cast by any Entity that does not hold a Claim in the Voting Class; (iii) any unsigned Ballot or Ballot lacking an original signature; (iv) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (v) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein; and

o. after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors.

E. Amendments to the Plan and Solicitation and Voting Procedures.

The Debtors reserve the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan, Ballot, Confirmation Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package before their distribution.

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