# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **FORM 8-K**

**CURRENT REPORT** Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 22, 2021

# GARRETT MOTION INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or other jurisdiction of incorporation)

La Pièce 16, Rolle, Switzerland

(Address of principal executive offices)

1-38636 (Commission File Number)

82-4873189 (I.R.S. Employer Identification Number)

(Zip Code)

1180

Registrant's telephone number, including area code: +41 21 695 30 00

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

# Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading<br>Symbol(s) | Name of each exchange<br>on which registered |
|---------------------|----------------------|----------------------------------------------|
| None                | None                 | None                                         |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company  $\Box$ 

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.  $\Box$ 

## Item 7.01 Regulation FD Disclosure.

As previously reported, on September 20, 2020 (the "<u>Petition Date</u>"), Garrett Motion Inc. (the "<u>Company</u>") and certain of its subsidiaries (collectively, the "<u>Debtors</u>") each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the "<u>Bankruptcy Court</u>"). The Debtors' Chapter 11 cases (the "<u>Chapter 11 Cases</u>") are being jointly administered under the caption "*In re Garrett Motion Inc.*, 20-12212." As previously announced, on March 12, 2021, the Debtors filed an amended Chapter 11 plan of reorganization (as amended, the "<u>Plan</u>") and an amended disclosure statement with the Bankruptcy Court. Also as previously announced, on April 9, 2021, as contemplated by the Plan, the Company filed a supplement to the Plan (as amended, the "<u>Plan Supplement</u>") with the Bankruptcy Court. As previously announced, the Company filed amended versions of the Plan Supplement on April 20, 2021.

On April 22, 2021, the Company filed a further amended version of the Plan Supplement (the "<u>Further Amended Plan Supplement</u>"). The Further Amended Plan Supplement contains disclosure about the identity and affiliations of certain additional individuals who, as of the date of the Further Amended Plan Supplement, are expected to be designated to serve on the Company's new board of directors (the "<u>Board</u>"), including the individual expected to be appointed as chair of the Board.

The Further Amended Plan Supplement and other filings with the Bankruptcy Court related to the Chapter 11 Cases are available electronically at www.kccllc.net/garrettmotion. This website address contains third-party content and is provided for convenience only. Third-party content is the responsibility of the third party, and the Company disclaims liability for such content.

The foregoing description of the Further Amended Plan Supplement does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Further Amended Plan Supplement, which is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

A hearing to consider confirmation of the Plan is scheduled to be held before the Bankruptcy Court on April 23, 2021. The Debtors' performance and obligations under the Plan are subject to approval by the Bankruptcy Court and other customary closing conditions.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

# Cautionary Information Regarding Trading in the Company's Securities.

The Company's securityholders are cautioned that trading in the Company's securities during the pendency of the Chapter 11 Cases is highly speculative and poses substantial risks. Trading prices for the Company's securities may bear little or no relationship to the actual recovery, if any, by holders thereof in the Company's Chapter 11 Cases. Accordingly, the Company urges extreme caution with respect to existing and future investments in its securities.

### Forward-Looking Statements.

This Current Report on Form 8-K and the exhibit hereto may contain "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of fact, that address activities, events or developments that the Company or the Company's management intend, expect, project, believe or anticipate will or may occur in the future are forward-looking statements. Although the Company believes forward-looking statements are based upon reasonable assumptions, such statements involve known and unknown risks, uncertainties, and other factors, which may cause the actual results or performance of the Company to be materially different from any future results or performance expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to those described in the Company's annual report on Form 10-K for the year ended December 31, 2020, as well as the Company's other filings with the Securities and Exchange Commission, under the headings "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements." You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this document. Forward-looking statements are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by the Company's forward-looking statements.

# **Non-Solicitation**

This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

# Item 9.01 Financial Statements and Exhibits.

| Exhibit<br>No. | Description                                                                                                                                  |
|----------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1           | Plan Supplement Pursuant to the Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated April 22, 2021. |

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

# SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 23, 2021

Garrett Motion Inc.

By: <u>/s/ Jerome Maironi</u>

Jerome Maironi Senior Vice President, General Counsel and Corporate Secretary Andrew G. Dietderich Brian D. Glueckstein Alexa J. Kranzley SULLIVAN & CROMWELL LLP 125 Broad Street New York, NY 10004-2498 Telephone: (212) 558-4000 Facsimile: (212) 558-3588

Counsel to the Debtors

# UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

|                               |          | x                       |
|-------------------------------|----------|-------------------------|
| In we                         |          | : Chapter 11            |
| In re                         |          | :                       |
| GARRETT MOTION INC., et al.,1 |          | Case No. 20-12212 (MEW) |
|                               | Debtors. | Jointly Administered    |
|                               |          | :                       |
|                               |          | Х                       |

# NOTICE OF FILING OF FURTHER AMENDED PLAN SUPPLEMENT

PLEASE TAKE NOTICE that on March 12, 2021, the United States Bankruptcy Court for the Southern District of New York (the "<u>Court</u>") entered the Order (I) Approving the Disclosure Statement; (II) Establishing a Voting Record Date; (III) Approving Solicitation Packages and Solicitation Procedures; (IV) Approving the Forms of Ballots; (V) Establishing Voting and Tabulation Procedures; (VI) Establishing Notice and Objection Procedures for the Confirmation of the Plan and (VII) Approving the Rights Offering Procedures and the Rights Offering Materials (the "<u>Solicitation Procedures Order</u>"). Among other things, the Solicitation Procedures Order approved the Disclosure Statement for Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as may be amended, modified or supplemented, the "<u>Disclosure Statement</u>") filed by the above-referenced Debtors and debtors-in-possession (the "<u>Debtors</u>") as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code and authorized the Debtors to solicit votes to accept or reject the Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankrupt of reject the Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankrupt to solicit votes to accept or reject the Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankrupt of reject the Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankrupt of reject the Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankrupt of reject the Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankrupt of reject the Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankrupt of Reorganization Under Chapter 11 of the Bankrupt of Code (as may be amended, modified or supplemented, the "<u>Plan</u>").2

- <sup>1</sup> The last four digits of Garrett Motion Inc.'s tax identification number are 3189. Due to the large number of debtor entities in these Chapter 11 Cases, which are being jointly administered, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <u>http://www.kccllc.net/garrettmotion</u>. The Debtors' corporate headquarters is located at La Pièce 16, Rolle, Switzerland.
- <sup>2</sup> Capitalized terms used but not defined in this notice shall have the meaning ascribed to them in the Plan.

**PLEASE TAKE FURTHER NOTICE** that on April 9, 2021, the Debtors filed the *Notice of Filing of Plan Supplement* [D.I. 1108] containing Exhibits 1 - 9 (collectively, and as modified, amended, or supplemented from time to time, the "<u>Plan Supplement</u>").

**PLEASE TAKE FURTHER NOTICE** that on April 20, 2021, the Debtors filed the *Notice of Filing of Amended Plan Supplement* [D.I. 1145] containing revised <u>Exhibits 1</u>, <u>3</u>, <u>4</u>, <u>5</u> and <u>6</u>.

**PLEASE TAKE FURTHER NOTICE** that the Debtors hereby file this amended Plan Supplement with the Court, which contains the following revised exhibit, along with a blackline identifying the modifications to the most recently filed version attached to the exhibit as <u>Annex 1</u>:

• Exhibit 9 – Revised Draft of New Garrett Motion Inc. Board Members

PLEASE TAKE FURTHER NOTICE that the Court has set April 23, 2021 at 11:00 a.m. Eastern Time as the date and time for the hearing on confirmation of the Plan (the "<u>Confirmation Hearing</u>") and to consider any objections to the Plan. The Confirmation Hearing will be held before the Honorable Michael E. Wiles, United States Bankruptcy Court for the Southern District of New York. The hearing may be adjourned from time to time, subject to the applicable terms of the Restructuring Support Agreement, without further notice other than an announcement of the adjourned date(s) at the hearing and thereafter, at any adjourned hearing(s). In addition, the Plan may be modified, subject to the applicable terms of the Restructuring Support Agreement, without further notice prior to or as a result of the confirmation hearing and thereafter, as otherwise provided in the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that copies of the Plan, the Plan Supplement, the Disclosure Statement and the Solicitation Procedures Order, as well as other documents filed in these Chapter 11 Cases, may be obtained (i) for a nominal fee from the Court's electronic docket for the Debtors' Chapter 11 Cases at <u>https://www.ecf.sdny.uscourts.gov</u> (a PACER login and password are required and can be obtained through the PACER Service Center at <u>www.pacer.psc.uscourts.gov</u>), or (ii) free of charge by accessing the website of the Debtors' Solicitation Agent, <u>http://www.kccllc.net/garrettmotion</u>. In addition, the Debtors will, at their expense, provide paper copies of the Plan, the Plan Supplement, the Disclosure Statement or the Solicitation Procedures Order to any party submitting a request for such paper copies (i) through the Debtors' restructuring website at <u>http://www.kccllc.net/garrettmotion</u> or (ii) in writing to Garrett Motion Ballot Processing Center (c/o KCC), 222 N. Pacific Coast Highway, Suite 300 El Segundo, California 90245. Please be advised that the Solicitation Agent is authorized to answer questions about, and provide additional copies of, materials filed in these Chapter 11 Cases, but may not advise you as to whether you should contest your non-voting status or object to confirmation of the Plan. Dated: April 22, 2021 New York, New York

# /s/ Andrew G. Dietderich

Andrew G. Dietderich Brian D. Glueckstein Alexa J. Kranzley SULLIVAN & CROMWELL LLP 125 Broad Street New York, New York 10004 Telephone: (212) 558-4000 Facsimile: (212) 558-3588 Email: dietdericha@sullcrom.com gluecksteinb@sullcrom.com kranzleya@sullcrom.com

Counsel to the Debtors

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<u>Exhibit 9</u>

Revised Draft of New Garrett Motion Inc. Board Members

# Exhibit 9

#### **New Garrett Motion Inc. Board Members**

In connection with the implementation of the Plan, the New Board, as of the Effective Date, shall consist of nine (9) directors, in each case designated in accordance with the terms and conditions of the Plan Support Agreement and the Investor Rights Agreements to be entered into on the Effective Date. As of the date of this amended Plan Supplement, the Company expects the New Board to include the following nine (9) directors:

- Darius Adamczyk, designated by Honeywell, is Chairman and Chief Executive Officer of Honeywell. Before being elected Chairman in 2018 and named President and CEO in 2017, Mr. Adamczyk served as President and Chief Operating Officer. Mr. Adamczyk joined Honeywell in 2008 when Metrologic, where he was Chief Executive Officer, was acquired. Mr. Adamczyk served as President of Honeywell's Scanning and Mobility business for four years, before leading a turnaround over two years as President of Process Solutions. In 2014, Mr. Adamczyk was promoted to President and Chief Executive Officer of Honeywell Performance Materials and Technologies. Before joining Honeywell, Mr. Adamczyk held several leadership positions with Ingersoll Rand and Booz Allen Hamilton. Mr. Adamczyk began his career as an electrical engineer at General Electric in 1988. Mr. Adamczyk earned his MBA from Harvard University, a master's degree in computer engineering from Syracuse University, and a bachelor's degree in electrical and computer engineering from Michigan State University.
- Daniel A. Ninivaggi, appointed as an independent director, served as Chief Executive Officer of Icahn Automotive Group, LLC and Managing Director of Icahn Enterprises L.P. (IEP) – Automotive Segment from March 2017 through August 2019. Prior to that, Mr. Ninivaggi served as Co-Chairman and Co-CEO of Federal-Mogul Holdings Corp., an \$8 billion automotive supplier. Mr. Ninivaggi was President and Chief Executive Officer of IEP between 2010 and 2014. Mr. Ninivaggi currently serves on the board of directors of Hertz Global Holdings Inc. and Metalsa S.A. (Advisory Board), and has further served as a director of numerous public and private companies, including Navistar International Corporation, Icahn Enterprises G.P. Inc., CVR GP, LLC, XO Holdings, Tropicana Entertainment Inc., Motorola Mobility Holdings Inc., and CIT Group, Inc. Prior to joining IEP, Mr. Ninivaggi spent six years at Lear Corporation, holding various executive positions. Mr. Ninivaggi began his career at Skadden, Arps, Slate, Meagher & Flom LLP before joining Winston & Strawn LLP, where he became partner. He holds a Bachelor of Arts degree from Columbia University, an MBA from the University of Chicago Graduate School of Business, and a Juris Doctor degree (with distinction) from Stanford Law School.
- **D'aun Norman**, appointed as an independent director, retired from Ernst & Young as an audit partner in 2019, after over 30 years of assurance and advisory experience, including 16 years as a partner specializing in audits of publicly-traded global automotive suppliers and other industrial companies. Ms. Norman's key audit experiences include her work on Visteon Corporation from 2013 to 2019 following the Ford spinoff and bankruptcy

emergence; Federal-Mogul from 2006 to 2014 during its bankruptcy and upon emergence; Cooper Tire from 2008 to 2014 during merger negotiations; and Owens-Illinois from 1988 to 2016 during the leveraged buyout and exit, including transition from public to private status and the subsequent IPO. In addition, Ms. Norman served as Assurance People Leader for EY Michigan and Northwest Ohio area practice and as EY Central Region ASC 606 Revenue Recognition Adoption Leader. She is currently Chair of the Bowling Green State University Alumni Leadership Council where she has served multiple other roles. Ms. Norman has a Bachelor of Science in Business Administration, Accounting from Bowling Green State University and attended the EY Executive Education program at Kellogg School of Management, Northwestern University. She is a Certified Public Accountant.

- John Petry, designated by the Additional Investors, founded Sessa Capital IM, L.P. ("<u>Sessa Capital</u>") in 2012 and currently serves as its Managing Principal. Sessa Capital makes, on behalf of its funds and accounts, concentrated investments in value-oriented equity and debt securities, based on in-depth fundamental research. From 2010-2012, Mr. Petry served as a Principal at Columbus Hill Capital Partners, an investment fund focused on distressed investments. From 1997-2010, Mr. Petry held positions at Gotham Capital, most recently as partner, where he researched companies, invested in securities throughout the capital structure and structured investments in new fund vehicles and asset management business start-ups. Mr. Petry has over 25 years in the finance industry and public market investing, has led activist campaigns, invested in private equity businesses, and has experience with restructurings. Mr. Petry currently chairs two non-profit boards, Education Reform Now, which focuses on federal, state and local education policy and Only One, which is dedicated to ocean conservation. Mr. Petry received a B.S. in Economics from the University of Pennsylvania, Wharton School.
- **Olivier Rabiller**, who has served as Garrett's President and CEO and a member of its board of directors since the spin-off from Honeywell. Prior to the spin-off, Mr. Rabiller served as President and CEO of the Transportation Systems division at Honeywell from 2016 until the spin-off. Mr. Rabiller's global career spanned approximately 16 years at Honeywell where he also served as Vice President and General Manager of Transportation Systems for High Growth Regions, Business Development, and Aftermarket (from July 2014 to July 2016) as well as Vice President, General Manager of Transportation Systems Aftermarket (from January 2012 to July 2014). Earlier positions within Honeywell included Vice President of Sourcing for Transportation Systems; Vice President of Customer Management for Passenger Vehicles at Honeywell Turbo Technologies; Vice President, European Sales and Customer Management; and Director of Marketing and Business Development for the European region. He joined Honeywell in 2002 as Senior Program Manager and Business Development Manager for Turbo Technologies EMEA. Mr. Rabiller is a director of the Swiss-American Chamber of Commerce, a non-profit organization that facilitates business relations between Switzerland and the United States. From 2012 to 2016, Mr. Rabiller was a director of Friction Material Pacifica, Australia. He holds a Master's degree in Engineering from Ecole Centrale Nantes and an MBA from INSEAD.

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- **Robert Shanks**, appointed as an independent director, served as executive vice president and CFO at Ford Motor Company from April 2012 through December 2019, when he retired. Prior to that, Mr. Shanks was vice president and controller at Ford. He was appointed a corporate officer of Ford in July 2004, when he was elected to the position of vice president, Operations Support, Finance and Strategy, Ford of Europe and Premier Automotive Group (PAG). Prior to that, Mr. Shanks was CFO for PAG, as well as for Mazda Motor Corporation. In addition to other finance function in Taiwan's Ford Lio Ho Motor Company and business development activities in Ford's Asia-Pacific operations. Mr. Shanks has a bachelor's degree in Foreign Service from Georgetown University and a master's degree in International Management from the American Graduate School of International Management.
- Steven Silver, designated by Centerbridge, joined Centerbridge in 2006 and co-heads the firm's global private equity investing activities. He serves as a member of the firm's Management Committee and focuses on investments in the Industrials and Consumer sectors. Mr. Silver also currently serves on the Boards of Directors of American Bath Group, FreshDirect, KIK Custom Products, Inc. (and affiliated entities), Remedi SeniorCare Holding Corporation, TriMark USA, LLC and True Food Kitchen Investco LLC (and affiliated entities). Prior to joining Centerbridge, Mr. Silver was a Managing Director and Partner at Vestar Capital Partners, a private equity investment firm. Mr. Silver began his career as a Member of the Mergers & Acquisitions department of Wasserstein Perella & Co. in New York and London. He holds a B.A. degree from Yale College and an M.B.A. from Harvard Business School with high distinction and as a George F. Baker Scholar.
- Julia Steyn, appointed as an independent director, is Chief Commercial Officer at the investment firm VectoIQ. Ms. Steyn previously served as CEO of Bolt Mobility, where she currently serves as Non-Executive Chairwoman. Ms. Steyn is currently a Non-Executive Board Member of First Group PLC in London, UK, a multi-national transport group that operates transport services in the United Kingdom, Ireland, Canada and the United States. In addition, Ms. Steyn is a Senior Advisor to McKinsey focusing on the mobility space and corporate innovation, and serves as an advisor to several venture capital organizations. Ms. Steyn worked for almost a decade at General Motors where she was the founder and CEO of Maven, the shared mobility marketplace owned by General Motors. Ms. Steyn joined General Motors in 2012 as vice president, Corporate Development and Global Mergers & Acquisitions. Before joining General Motors, Ms. Steyn was vice president and co-managing director for Alcoa's Corporate Development group, and she also has worked at Goldman Sachs in key positions in London, Moscow and New York. Earlier in her career, she was a business analyst at A.T. Kearney. Ms. Steyn has a bachelor's degree from Oberlin College and an MBA with a concentration in Finance and Accounting from the University of Chicago.

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• Steven Tesoriere, designated by Oaktree, joined Oaktree in 2016. Prior to Oaktree, Mr. Tesoriere was Managing Principal and Portfolio Manager of Altai Capital Management, an investment manager he co-founded in 2009, which focused on investing in distressed debt and event-driven equities. Prior thereto, Mr. Tesoriere was with Anchorage Capital Group for six years, where he was a founding analyst. He began his career with Blackstone in the Restructuring and Reorganization Group before working at Goldman Sachs in distressed debt research. Mr. Tesoriere received a B.S. degree in Commerce with a concentration in finance from the University of Virginia's McIntire School of Commerce.

The parties who are designating directors in accordance with the terms and conditions of the Plan Support Agreement and the Investor Rights Agreement have informed the Company that Daniel Ninivaggi is expected to be appointed as the chair of the New Board.

# Annex 1 to Exhibit 9

Blackline of Draft of New Garrett Motion Inc. Board Members

# Exhibit 9 New Garrett Motion Inc. Board Members

In connection with the implementation of the Plan, the New Board, as of the Effective Date, shall consist of nine (9) directors, in each case designated in accordance with the terms and conditions of the Plan Support Agreement and the Investor Rights Agreements to be entered into on the Effective Date. As of the date of this <u>amended</u> Plan Supplement, the Company expects the New Board to include the following <u>five (5nine (9)</u> directors:

- Darius Adamczyk, designated by Honeywell, is Chairman and Chief Executive Officer of Honeywell. Before being elected Chairman in 2018 and named President and CEO in 2017, Mr. Adamczyk served as President and Chief Operating Officer. Mr. Adamczyk joined Honeywell in 2008 when Metrologic, where he was Chief Executive Officer, was acquired. Mr. Adamczyk served as President of Honeywell's Scanning and Mobility business for four years, before leading a turnaround over two years as President of Process Solutions. In 2014, Mr. Adamczyk was promoted to President and Chief Executive Officer of Honeywell Performance Materials and Technologies. Before joining Honeywell, Mr. Adamczyk held several leadership positions with Ingersoll Rand and Booz Allen Hamilton. Mr. Adamczyk began his career as an electrical engineer at General Electric in 1988. Mr. Adamczyk earned his MBA from Harvard University, a master's degree in computer engineering from Syracuse University, and a bachelor's degree in electrical and computer engineering from Michigan State University.
  - Daniel A. Ninivaggi, appointed as an independent director, served as Chief Executive Officer of Icahn Automotive Group, LLC and<br/>Managing Director of Icahn Enterprises L.P. (IEP) Automotive Segment from March 2017 through August 2019. Prior to that,<br/>Mr. Ninivaggi served as Co-Chairman and Co-CEO of Federal-Mogul Holdings Corp., an \$8 billion automotive supplier. Mr. Ninivaggi<br/>was President and Chief Executive Officer of IEP between 2010 and 2014. Mr. Ninivaggi currently serves on the board of directors of<br/>Hertz Global Holdings Inc. and Metalsa S.A. (Advisory Board), and has further served as a director of numerous public and private<br/>companies, including Navistar International Corporation, Icahn Enterprises G.P. Inc., CVR GP, LLC, XO Holdings, Tropicana<br/>Entertainment Inc., Motorola Mobility Holdings Inc., and CIT Group, Inc. Prior to joining IEP, Mr. Ninivaggi spent six years at Lear<br/>Corporation, holding various executive positions. Mr. Ninivaggi began his career at Skadden, Arps, Slate, Meagher & Flom LLP before<br/>joining Winston & Strawn LLP, where he became partner. He holds a Bachelor of Arts degree from Columbia University, an MBA from<br/>the University of Chicago Graduate School of Business, and a Juris Doctor degree (with distinction) from Stanford Law School.
  - **D'aun Norman**, appointed as an independent director, retired from Ernst & Young as an audit partner in 2019, after over 30 years of assurance and advisory experience, including 16 years as a partner specializing in audits of publicly-traded global automotive suppliers and other industrial companies. Ms. Norman's key audit experiences include her work on Visteon Corporation from 2013 to 2019 following the Ford spinoff and bankruptcy

emergence; Federal-Mogul from 2006 to 2014 during its bankruptcy and upon emergence; Cooper Tire from 2008 to 2014 during merger negotiations; and Owens-Illinois from 1988 to 2016 during the leveraged buyout and exit, including transition from public to private status and the subsequent IPO. In addition, Ms. Norman served as Assurance People Leader for EY Michigan and Northwest Ohio area practice and as EY Central Region ASC 606 Revenue Recognition Adoption Leader. She is currently Chair of the Bowling Green State University. Alumni Leadership Council where she has served multiple other roles. Ms. Norman has a Bachelor of Science in Business Administration, Accounting from Bowling Green State University and attended the EY Executive Education program at Kellogg School of Management, Northwestern University. She is a Certified Public Accountant.

- John Petry, designated by the Additional Investors, founded Sessa Capital IM, L.P. ("Sessa Capital") in 2012 and currently serves as its Managing Principal. Sessa Capital makes, on behalf of its funds and accounts, concentrated investments in value-oriented equity and debt securities, based on in-depth fundamental research. From 2010-2012, Mr. Petry served as a Principal at Columbus Hill Capital Partners, an investment fund focused on distressed investments. From 1997-2010, Mr. Petry held positions at Gotham Capital, most recently as partner, where he researched companies, invested in securities throughout the capital structure and structured investments in new fund vehicles and asset management business start-ups. Mr. Petry has over 25 years in the finance industry and public market investing, has led activist campaigns, invested in private equity businesses, and has experience with restructurings. Mr. Petry currently chairs two non-profit boards, Education Reform Now, which focuses on federal, state and local education policy and Only One, which is dedicated to ocean conservation. Mr. Petry received a B.S. in Economics from the University of Pennsylvania, Wharton School.
- **Olivier Rabiller**, who has served as Garrett's President and CEO and a member of its board of directors since the spin-off from Honeywell. Prior to the spin-off, Mr. Rabiller served as President and CEO of the Transportation Systems division at Honeywell from 2016 until the spin-off. Mr. Rabiller's global career spanned approximately 16 years at Honeywell where he also served as Vice President and General Manager of Transportation Systems for High Growth Regions, Business Development, and Aftermarket (from July 2014 to July 2016) as well as Vice President, General Manager of Transportation Systems Aftermarket (from January 2012 to July 2014). Earlier positions within Honeywell included Vice President of Sourcing for Transportation Systems; Vice President of Customer Management for Passenger Vehicles at Honeywell Turbo Technologies; Vice President, European Sales and Customer Management; and Director of Marketing and Business Development for the European region. He joined Honeywell in 2002 as Senior Program Manager and Business Development Manager for Turbo Technologies EMEA. Mr. Rabiller is a director of the Swiss-American Chamber of Commerce, a non-profit organization that facilitates business relations between Switzerland and the United States. From 2012 to 2016, Mr. Rabiller was a director of Friction Material Pacifica, Australia. He holds a Master's degree in Engineering from Ecole Centrale Nantes and an MBA from INSEAD.

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- Robert Shanks, appointed as an independent director, served as executive vice president and CFO at Ford Motor Company from April
  2012 through December 2019, when he retired. Prior to that, Mr. Shanks was vice president and controller at Ford. He was appointed a
  corporate officer of Ford in July 2004, when he was elected to the position of vice president, Operations Support, Finance and Strategy,
  Ford of Europe and Premier Automotive Group (PAG). Prior to that, Mr. Shanks was CFO for PAG, as well as for Mazda Motor
  Corporation. In addition to other finance function in Taiwan's Ford Lio Ho Motor Company and business development activities in Ford's
  Asia-Pacific operations. Mr. Shanks has a bachelor's degree in Foreign Service from Georgetown University and a master's degree in
  International Management from the American Graduate School of International Management.
- **Steven Silver**, designated by Centerbridge, joined Centerbridge in 2006 and co-heads the firm's global private equity investing activities. He serves as a member of the firm's Management Committee and focuses on investments in the Healthcare, Industrials and Consumer sectors. Mr. Silver also currently serves on the Boards of Directors of American Bath Group, FreshDirect, KIK Custom Products, Inc. (and affiliated entities), Remedi SeniorCare Holding Corporation, TriMark USA, LLC and True Food Kitchen Investco LLC (and affiliated entities). Prior to joining Centerbridge, Mr. Silver was a Managing Director and Partner at Vestar Capital Partners, a private equity investment firm. Mr. Silver began his career as a Member of the Mergers & Acquisitions department of Wasserstein Perella & Co. in New York and London. He holds a B.A. degree from Yale College and an M.B.A. from Harvard Business School with high distinction and as a George F. Baker Scholar.
- Julia Steyn, appointed as an independent director, is Chief Commercial Officer at the investment firm VectoIQ. Ms. Steyn previously served as CEO of Bolt Mobility, where she currently serves as Non-Executive Chairwoman. Ms. Steyn is currently a Non-Executive Board Member of First Group PLC in London, UK, a multi-national transport group that operates transport services in the United Kingdom, Ireland, Canada and the United States. In addition, Ms. Steyn is a Senior Advisor to McKinsey focusing on the mobility space and corporate innovation, and serves as an advisor to several venture capital organizations. Ms. Steyn worked for almost a decade at General Motors where she was the founder and CEO of Maven, the shared mobility marketplace owned by General Motors. Ms. Steyn joined General Motors in 2012 as vice president, Corporate Development and Global Mergers & Acquisitions. Before joining General Motors, Ms. Steyn was vice president and co-managing director for Alcoa's Corporate Development group, and she also has worked at Goldman Sachs in key positions in London, Moscow and New York. Earlier in her career, she was a business analyst at A.T. Kearney. Ms. Steyn has a bachelor's degree from Oberlin College and an MBA with a concentration in Finance and Accounting from the University of Chicago.
- **Steven Tesoriere**, designated by Oaktree, joined Oaktree in 2016. Prior to Oaktree, Mr. Tesoriere was Managing Principal and Portfolio Manager of Altai Capital Management, an investment manager he co-founded in 2009, which focused on investing in distressed debt and event-driven equities. Prior thereto, Mr. Tesoriere was with Anchorage Capital

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Group for six years, where he was a founding analyst. He began his career with Blackstone in the Restructuring and Reorganization Group before working at Goldman Sachs in distressed debt research. Mr. Tesoriere received a B.S. degree in Commerce with a concentration in finance from the University of Virginia's McIntire School of Commerce.

John Petry, designated by the Additional Investors, founded Sessa Capital IM, L.P. ("Sessa Capital") in 2012 and currently serves as its Managing Principal. Sessa Capital makes, on behalf of its funds and accounts, concentrated investments in value-oriented equity and debt securities, based on in-depth fundamental research. From 2010-2012, Mr. Petry served as a Principal at Columbus Hill Capital Partners, an investment fund focused on distressed investments. From 1997-2010, Mr. Petry held positions at Gotham Capital, most recently as partner, where he researched companies, invested in securities throughout the capital structure and structured investments in new fund vehicles and asset management business start-ups. Mr. Petry has over 25 years in the finance industry and public market investing, has led activist campaigns, invested in private equity businesses, and has experience with restructurings. Mr. Petry currently chairs two non-profit boards, Education Reform Now, which focuses on federal, state and local education policy and Only One, which is dedicated to ocean conservation. Mr. Petry received a B.S. in Economics from the University of Pennsylvania, Wharton School.

**Darius Adamczyk**, designated by Honeywell, is Chairman and Chief Executive Officer of Honeywell. Before being elected Chairman in 2018 and named President and CEO in 2017, Mr. Adamczyk served as President and Chief Operating Officer. Mr. Adamczyk joined Honeywell in 2008 when Metrologic, where he was Chief Executive Officer, was acquired. Mr. Adamczyk served as President of Honeywell's Scanning and Mobility business for four years, before leading a turnaround over two years as President of Process Solutions. In 2014, Mr. Adamczyk was promoted to President and Chief Executive Officer of Honeywell Performance Materials and Technologies. Before joining Honeywell, Mr. Adamczyk held several leadership positions with Ingersoll Rand and Booz Allen Hamilton. Mr. Adamczyk began his career as an electrical engineer at General Electric in 1988. Mr. Adamczyk earned his MBA from Harvard University, a master's degree in computer engineering from Syracuse University, and a bachelor's degree in electrical and computer engineering from Michigan State University.

Four (4) additional The parties who are designating directors are expected to be designated, in each case pursuant to in accordance with the terms and conditions of the Plan Support Agreement and the Investor Rights Agreements.

#### The Debtors shall disclose the identities of these additional four (4) directors when designated.

Agreement have informed the Company that Daniel Ninivaggi is expected to be appointed as the chair of the New Board.

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