

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	X	
In re	:	Chapter 11
GARRETT MOTION INC., <i>et al.</i> , ¹	:	Case No. 20-12212 (MEW)
	:	
Debtors.	:	Jointly Administered
	:	
	X	

**ORDER PURSUANT TO SECTIONS 105(a), 363(b) AND 365(a) OF THE
BANKRUPTCY CODE AUTHORIZING AND APPROVING THE DEBTORS'
ASSUMPTION OF INDEPENDENT DIRECTOR AGREEMENTS**

Upon the motion (the “Motion”)² of Garrett Motion Inc. and certain of its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) for entry of an order (this “Order”) pursuant to sections 105(a), 363(b) and 365(a) of title 11 of the United States Code (the “Bankruptcy Code”), authorizing (i) that certain Independent Director Agreement, dated as of August 7, 2020 (the “Greene Independent Director Agreement”), by and between Garrett Motion Holdings Inc. (“GMHI”) and Alexander Greene as independent director, and (ii) that certain Independent Director Agreement, dated as of August 7, 2020 (together with the Greene Independent Director Agreement, the “Independent Director Agreements”), by and between Garrett ASASCO Inc. (“ASASCO”) and Neal Goldman as independent director; and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and venue of these Chapter 11 Cases and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C.

¹ 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 <http://www.kcellc.net/garrettmotion>. The Debtors’ corporate headquarters is located at La Pièce 16, Rolle, Switzerland.

² Capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motion.



§ 157(b); and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Rules, and that, except as otherwise ordered herein, no other or further notice is necessary; and any objections (if any) to the Motion having been withdrawn, resolved or overruled on the merits; and a hearing having been held to consider the relief requested in the Motion and upon the record of the hearing and all of the proceedings had before this Court; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties-in-interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED that:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to assume the Independent Director Agreements in their entirety in accordance with section 365 of the Bankruptcy Code.
3. The Debtors are authorized to execute all documentation necessary to assume the Independent Director Agreements and to pay their obligations in accordance with the Independent Director Agreements without further order of the Court.
4. This Order shall bind the Debtors, their successors in interest and assigns, including, without limitation, any trustee.
5. The requirements set forth in Bankruptcy Rule 6004(a) are satisfied.
6. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

7. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Order.

Dated: October 26, 2020
New York, New York

s/Michael E. Wiles
The Honorable Michael E. Wiles
United States Bankruptcy Judge