

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

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

**SUPPLEMENTAL CERTIFICATE OF SERVICE**

1. I, Heather Fellows, depose and say that I am employed by Kurtzman Carson Consultants LLC (“KCC”), the claims and noticing agent for the Debtors in the above-captioned case. I submit this Supplemental Certificate in connection with the service of solicitation materials for the *Debtors’ Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (Docket No. 1018) (the “**Plan**”) and the *Disclosure Statement for Debtors’ Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (Docket No. 1019) (the “**Disclosure Statement**”). I am over the age of 18 and not a party to this action. Except as otherwise noted, I could and would testify to the following based upon my personal knowledge.

2. On September 24, 2020, the Court entered the *Order Authorizing Retention and Appointment of KCC as Claims and Noticing Agent Under 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), and S.D.N.Y. LBR 5075-1 Nunc Pro Tunc to the Petition Date and Granting Related Relief* (Docket No. 76).

3. On October 26, 2020, the Court entered the *Order Authorizing the Debtors to Employ and Retain Kurtzman Carson Consultants LLC as Administrative Advisor Effective Nunc Pro Tunc to the Petition Date* (Docket No. 288).

4. Consistent with its retention as claims and noticing agent, KCC is charged with, among other things, printing and distributing Solicitation Packages<sup>2</sup> to creditors and other interested parties pursuant to the solicitation and voting procedures within the *Order (I) Approving*

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

<sup>2</sup> Terms not otherwise defined herein shall have the same meanings ascribed to them in the Disclosure Statement Order.



*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* (Docket No. 1016) (the “**Solicitation Procedures Order**”) entered on March 12, 2021.

5. The Solicitation Package consists of the following materials (the “**Solicitation Package**”):

- a. the Solicitation Package Cover Letter (substantially in the form attached as Exhibit B to the Solicitation Procedures Order);
- b. Solicitation Procedures Order (without exhibits);
- c. *Notice of Hearing to Consider Confirmation of Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (the “**Confirmation Hearing Notice**”) (Docket No. 1023);
- d. instructions detailing how to access copies of the Disclosure Statement and Plan on the Solicitation Agent’s website and how to request hard copies of the Disclosure Statement and Plan (the “**Instructions to Website**”) (attached hereto as Exhibit A);
- e. a printed copy of the appropriate Ballot(s) and voting instructions for the voting class in which the creditor is entitled to vote:
  - i. Class 4 Ballot (Prepetition Credit Agreement Claims) (“**Class 4 Ballot**”) (substantially in the form attached as Exhibit D-1 to the Solicitation Procedures Order);
  - ii. Class 5 Master Ballot (Senior Subordinated Noteholder Claims) (“**Class 5 Master Ballot**”) (substantially in the form attached as Exhibit D-2 to the Solicitation Procedures Order); and
  - iii. Class 5 Ballot (Senior Subordinated Noteholder Claims) (“**Class 5 Ballot**”) (substantially in the form attached as Exhibit D-3 to the Solicitation Procedures Order); and
  - iv. Class 6 Ballot (Honeywell Plan Claims) (“**Class 6 Ballot**”) (substantially in the form attached as Exhibit D-4 to the Solicitation Procedures Order);
  - v. Class 11 Master Ballot (Existing Common Stock) (“**Class 11 Master Ballot**”) (substantially in the form attached as Exhibit D-5 to the Solicitation Procedures Order);

- vi. Class 11 Beneficial Holder Ballot (Existing Common Stock) (“**Class 11 Beneficial Holder Ballot**”) (substantially in the form attached as Exhibit D-6 to the Solicitation Procedures Order); and
  - vii. Class 11 Registered Holder Ballot (Existing Common Stock) (“**Class 11 Registered Holder Ballot**”) (substantially in the form attached as Exhibit D-7 to the Solicitation Procedures Order);
  - f. A pre-addressed, postage pre-paid return envelope (the “**Return Envelope**”);
  - g. if applicable, the 1145 Rights Offering Procedures (the “**1145 Rights Offering Procedures**”) (substantially in the form attached as Exhibit H-1 to the Solicitation Procedures Order);
  - h. if applicable, the Accredited Investor Rights Offering Procedures (the “**Accredited Investor Rights Offering Procedures**”) (substantially in the form attached as Exhibit H-2 to the Solicitation Procedures Order);
  - i. if applicable, the Subscription Form for 1145 Rights Offering and Accredited Investor Rights Offering (for Existing Common Stock Held Through Registrar and Transfer Agent) (the “**Subscription Form for Existing Common Stock Held Through Registrar and Transfer Agent**”) (attached hereto as Exhibit B);
  - j. if applicable, the Subscription Form for 1145 Rights Offering and Accredited Investor Rights Offering (for Existing Common Stock Held Through Nominees) (the “**Subscription Form for Existing Common Stock Held Through Nominees**”) (attached hereto as Exhibit C);
  - k. if applicable, the Master Subscription Form for 1145 Rights Offering and Accredited Investor Rights Offering (the “**Master Subscription Form**”) (attached hereto as Exhibit D);
  - l. if applicable, the Notice to Beneficial Holders (the “**Notice to Beneficial Holders**”) (attached hereto as Exhibit E).
6. The Non-Voting Package consists of the following documents:
- a. either the Notice of Non-Voting Status to Holders of Unimpaired Claims Conclusively Presumed to Accept the Plan (the “**Unimpaired Non-Voting Status Notice**”) (substantially in the form attached as Exhibit E to the Solicitation Procedures Order);
  - b. or the Notice of Non-Voting Status to Holders of Impaired Interests and Claims (the “**Impaired Non-Voting Status Notice**”) (substantially in the form attached as Exhibit F to the Solicitation Procedures Order);
  - c. Confirmation Hearing Notice; and

d. Return Envelope.

7. On March 19, 2021, links to the following documents were made available on the public access website of [www.kccllc.net/garrettmotion](http://www.kccllc.net/garrettmotion):

- a. Plan;
- b. Disclosure Statement;
- c. Solicitation Procedures Order; and
- d. Confirmation Hearing Notice.

8. On or before April 13, 2021, at my direction and under my supervision, employees of KCC caused the Solicitation Package, including a Class 11 Ballot, 1145 Rights Offering Procedures, Accredited Investor Rights Offering Procedures, Subscription Form for Existing Common Stock Held Through Registrar and Transfer Agent and Return Envelope, to be served per postal forwarding address via First Class Mail upon the service list attached hereto as **Exhibit F**.

9. On April 15, 2021, at my direction and under my supervision, employees of KCC caused the Solicitation Package, including a Class 11 Ballot, 1145 Rights Offering Procedures, Accredited Investor Rights Offering Procedures, Subscription Form for Existing Common Stock Held Through Registrar and Transfer Agent and Return Envelope, to be served per postal forwarding address via Overnight Mail upon the service list attached hereto as **Exhibit G**.

10. On or before April 13, 2021, at my direction and under my supervision, employees of KCC caused the Confirmation Hearing Notice to be served per postal forwarding address via First Class Mail to the parties on the service lists attached hereto as **Exhibit H**.

Dated: April 16, 2021

/s/ Heather Fellows

Heather Fellows

KCC

222 N Pacific Coast Highway, Suite 300

El Segundo, CA 90245

Tel. 310.823.9000

# Exhibit A

To access electronic versions of the Plan, Plan Supplement, Disclosure Statement and the Solicitation Procedures Order, as well as other documents filed in these Chapter 11 Cases please visit [www.kccllc.net/garrettmotion](http://www.kccllc.net/garrettmotion). If you would like a paper copy or a USB flash drive containing the materials, please contact the Solicitation Agent:

**Garrett Motion Ballot Processing Center**

c/o Kurtzman Carson Consultants LLC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, CA 90245

(866) 812-2297 (U.S. toll-free)

+800 3742 6170 (international toll-free)

(781) 575-4050 (U.S. Local (Toll) number)

[GarrettBallot@kccllc.com](mailto:GarrettBallot@kccllc.com)

# Exhibit B

**GARRETT MOTION INC., ET AL.**

**SUBSCRIPTION FORM  
FOR 1145 RIGHTS OFFERING AND  
ACCREDITED INVESTOR RIGHTS OFFERING**

**(FOR EXISTING COMMON STOCK HELD THROUGH REGISTRAR AND  
TRANSFER AGENT)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED OR SPECIFICALLY REFERENCED IN THE MATERIALS MAILED WITH THESE INSTRUCTIONS AND THE ATTACHED SUBSCRIPTION FORM.

**INSTRUCTIONS TO SUBSCRIPTION FORM IN CONNECTION WITH THE  
RESTRUCTURING OF GARRETT MOTION INC. AND ITS AFFILIATED DEBTORS.**

**SUBSCRIPTION EXPIRATION DEADLINE**

**The Subscription Expiration Deadline is 5:00 p.m. New York City time on April 16, 2021.**

**This Subscription Form is being provided to you with respect to the Existing Common Stock you hold on the books and records of the GMI's registrar and transfer agent only. If you also hold Existing Common Stock through a Nominee, you should complete a separate Subscription Form with respect to such Existing Common Stock and must submit such Subscription Form with respect to such 1145 Subscription Rights and/or Accredited Investor Subscription Rights.**

**Please note that your Subscription Form (with a completed IRS Form W-9 or appropriate IRS Form W-8, as applicable and, if you are exercising Accredited Investor Subscription Rights pursuant to the Accredited Investor Rights Offering, accompanying supporting documentation substantiating that you are an "accredited investor" within the meaning of Rule 501 under Regulation D of the Securities Act and a completed Investor Questionnaire) must be received by KCC LLC (the "Subscription Agent"), along with a wire transfer of your Purchase Price (but only if you are not an Equity Backstop Party, Honeywell, Centerbridge or Oaktree) to the Subscription Agent, at or prior to the Subscription Expiration Deadline. Otherwise, the subscription represented by your Subscription Form will not be recognized, and you will be deemed forever to have relinquished and waived your right to participate in the 1145 Rights Offering and/or the Accredited Investor Rights Offering, as applicable.**

**Eligible Holders who are not Equity Backstop Parties, Honeywell, Centerbridge or Oaktree should arrange for payment of the Purchase Price for their subscription to be received by the Subscription Agent by the Subscription Expiration Deadline.**

**Eligible Holders who are Equity Backstop Parties, Honeywell, Centerbridge or Oaktree must provide the Subscription Form (which shall contain the appropriate identification in Item 5) to the Subscription Agent so that the Subscription Agent will receive confirmation**

that payment does not have to be made prior to the Subscription Expiration Deadline. Eligible Holders that are Equity Backstop Parties, Honeywell, Centerbridge or Oaktree must deliver the appropriate funding to the Funding Account (as defined in the Equity Backstop Commitment Agreement) by Funding Date (as defined in the Equity Backstop Commitment Agreement) in accordance with the Equity Backstop Commitment Agreement or the Plan Support Agreement, as applicable.

No person shall be entitled to participate in the Accredited Investor Rights Offering or to subscribe for or receive any Accredited Investor Offered Shares unless such person is an “accredited investor” within the meaning of Rule 501 under Regulation D of the Securities Act and completes and submits with its Subscription Form the Investor Questionnaire (along with the documentation contemplated by the Investor Questionnaire to substantiate that such person is an “accredited investor” within the meaning of Rule 501 of the Securities Act).

The Accredited Investor Offered Shares are being distributed and issued by New GMI pursuant to the Accredited Investor Rights Offering without registration under the Securities Act in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act and Rule 506 thereunder. None of the Accredited Investor Subscription Rights or Accredited Investor Offering Shares purchased in connection with the exercise of such Accredited Investor Subscription Rights distributed pursuant to the Accredited Investor Rights Offering Procedures have been or will be registered under the Securities Act at the Subscription Expiration Deadline, nor under any national, state or local law requiring registration for offer and sale of a security.

All Accredited Investor Offered Shares subscribed for pursuant to the Accredited Investor Rights Offering will be “restricted securities” within the meaning of Rule 144 under the Securities Act, and accordingly, any person who subscribes for Accredited Investor Offered Shares will be subject to restrictions under the Securities Act on its ability to resell such Accredited Investor Offered Shares. Each person exercising Accredited Investor Subscription Rights hereunder agrees that it will not offer, sell or otherwise transfer any Accredited Investor Offered Shares other than pursuant to an effective registration statement under the Securities Act or an available exemption from registration thereunder.

The 1145 Offered Shares are being distributed and issued by New GMI pursuant to the 1145 Rights Offering without registration under the Securities Act in reliance generally upon the exemption from registration provided by section 1145 of the Bankruptcy Code. None of the 1145 Subscription Rights to subscribe for the 1145 Offered Shares in the 1145 Rights Offering or the 1145 Offered Shares purchased in connection with the exercise of such 1145 Subscription Rights distributed pursuant to the 1145 Rights Offering Procedures have been or will be registered under the Securities Act at the Subscription Expiration Deadline, nor under any national, state or local law requiring registration for offer and sale of a security.

Any 1145 Eligible Holder that subscribes for 1145 Offered Shares pursuant to the 1145 Rights Offering and that is an “underwriter” under section 1145(b) of the Bankruptcy Code will be subject to restrictions under the Securities Act on its ability to resell those

securities and will receive “restricted securities” (as defined under Rule 144 promulgated under the Securities Act).

Please consult the Plan, the Disclosure Statement, the 1145 Rights Offering Procedures and, if applicable, the Accredited Investor Offering Procedures for additional information with respect to this Subscription Form. Any terms capitalized but not defined herein shall have the meaning as set forth in the Plan, the 1145 Rights Offering Procedures or the Accredited Investor Rights Offering Procedures.

**PLEASE BE ADVISED THAT ANY ERROR IN THE INFORMATION PROVIDED ON YOUR SUBSCRIPTION FORM OR WITH RESPECT TO PAYMENT OF THE PURCHASE PRICE WHICH IS NOT CORRECTED PRIOR TO THE SUBSCRIPTION EXPIRATION DEADLINE MAY RESULT IN FORFEITURE OF SUBSCRIPTION RIGHTS.**

Any Eligible Holder who has timely exercised its Cash-Out Option may not exercise its Subscription Rights, and any Subscription Form submitted by such Eligible Holder shall be deemed null and void and of no effect. Any consideration received from any Eligible Holder that timely exercised its Cash-Out Option shall be promptly returned to such Holder.

If you have any questions, you are encouraged to please contact the Subscription Agent prior to the Subscription Expiration Deadline via email at [GarrettRO@kccllc.com](mailto:GarrettRO@kccllc.com) (with a reference to “Garrett Motion Inc.” in the subject line), or at the following applicable phone number: (866) 812-2297 (U.S. toll-free) or 781-575-4050 (U.S. Local (Toll) number).

**SUBJECT TO THE TERMS AND CONDITIONS OF THE 1145 RIGHTS OFFERING PROCEDURES AND ACCREDITED INVESTOR RIGHTS OFFERING PROCEDURES (AND THE EQUITY BACKSTOP COMMITMENT AGREEMENT IN THE CASE OF ANY EQUITY BACKSTOP PARTY AND THE PLAN SUPPORT AGREEMENT IN THE CASE OF HONEYWELL, CENTERBRIDGE OR OAKTREE), ALL SUBSCRIPTIONS SET FORTH IN THIS SUBSCRIPTION FORM ARE IRREVOCABLE.**

### **Rights Offering Instructions**

**To elect to participate in the 1145 Rights Offering or the Accredited Investor Rights Offering and to receive 1145 Offered Shares or Accredited Investor Offered Shares (collectively, “Offered Shares”), you must follow the instructions set out below. Holders intending to participate in both the 1145 Rights Offering and the Accredited Investor Rights Offering should submit only one Subscription Form.**

1. **Insert** in Item 1 of your Subscription Form the number of shares of Existing Common Stock, held by you on the books and records of the registrar and transfer agent as of the Record Date. If you have any questions about the number of shares of Existing Common Stock held by you, please contact the transfer agent.
2. **Insert** in Item 2 of your Subscription Form the number of 1145 Offered Shares which you wish to subscribe for pursuant to the 1145 Rights Offering, which must be a whole number less than or equal to the number of shares of Existing Common Stock held by you.
3. If you are an Accredited Investor Eligible Holder and you intend to participate in the Accredited Investor Rights Offering:
  - a. **Complete** the calculation in Item 3a of your Subscription Form, which calculates the Pro Rata Accredited Investor Offered Share Number, which is the number of Accredited Investor Offered Shares which you are entitled to subscribe for pursuant to the Accredited Investor Rights Offering. Such amount must be rounded down to the nearest whole share.
  - b. **Insert** in Item 3b of your Subscription Form the number of Accredited Investor Offered Shares which you wish to subscribe for pursuant to the Accredited Investor Rights Offering, which must be a whole number less than or equal to the Pro Rata Accredited Investor Offered Share Number.

**You are not entitled to participate in the Accredited Investor Rights Offering or to subscribe for or receive any Accredited Investor Offered Shares unless you are an “accredited investor” within the meaning of Rule 501 under Regulation D of the Securities Act and you complete and submit with your Subscription Form the Investor Questionnaire (along with the documentation contemplated by the Investor Questionnaire to substantiate that you are an “accredited investor” within the meaning of Rule 501 of the Securities Act).**

4. **Complete** the calculations in Items 4a and 4b of your Subscription Form to determine the aggregate Purchase Price for the Offered Shares you are electing to subscribe for.
5. **Confirm** whether you are an Equity Backstop Party, Honeywell, Centerbridge or Oaktree pursuant to the representation in Item 5 of your Subscription Form.

6. **Read** Item 6 of your Subscription Form.
7. **Read, complete and sign** the certification in Item 7 of your Subscription Form. Such execution shall indicate your acceptance and approval of the terms and conditions set forth in the 1145 Rights Offering Procedures and, if applicable, the Accredited Investor Offering Procedures.
8. **Complete** Item 8 of your Subscription Form.
9. **Provide registration information** in Item 9 to indicate the beneficial owner's name and address as you would like it to be reflected in New GMI's books and records for registration of the Offered Shares.
10. **Read, complete and sign** an IRS Form W-9 if you are a U.S. person. If you are a non-U.S. person, read, complete and sign an appropriate IRS Form W-8. These forms may be obtained from the IRS at its website: [www.irs.gov](http://www.irs.gov).
11. If you are an Accredited Investor Eligible Holder subscribing for Accredited Investor Offered Shares:
  - a. **Read, complete and sign** the Investor Questionnaire attached as Exhibit A to the Subscription Form.
  - b. **Provide** the documentation contemplated by the Investor Questionnaire to substantiate that you are an "accredited investor" within the meaning of Rule 501 of the Securities Act.
12. **Return** your signed Subscription Form (with accompanying Investor Questionnaire and IRS Form W-9 or appropriate IRS Form W-8, as applicable) pursuant to the instructions on the last page thereof.

All Subscription Forms should be delivered to the Subscription Agent as follows:

If making physical delivery of the Subscription Form:

**KCC LLC**  
**222 North Pacific Coast Highway, Suite 300**  
**El Segundo, CA 90245-5614**  
**Attention: Garret Motion Inc. Rights Offer**  
**Tel#s: +800 3742 6170 (International toll-free) or (866) 812-2297 (U.S. toll-free)**

If delivering the Subscription Form by electronic mail: [GarrettRO@kccllc.com](mailto:GarrettRO@kccllc.com)

13. **Arrange for full payment** of the aggregate Purchase Price by wire transfer of immediately available funds, calculated in accordance with Item 4 of your Subscription Form.

Unless you are an Equity Backstop Party, Honeywell, Centerbridge or Oaktree, the Purchase Price should be wired in accordance with the wire instructions provided in the Subscription Form.

If you are an Equity Backstop Party, Honeywell, Centerbridge or Oaktree you must make payment of the Purchase Price to the Funding Account by the Funding Date in accordance with the Equity Backstop Commitment Agreement.

**PLEASE BE ADVISED THAT ANY ERROR IN THE INFORMATION PROVIDED ON YOUR SUBSCRIPTION FORM OR WITH RESPECT TO PAYMENT OF THE PURCHASE PRICE WHICH IS NOT CORRECTED PRIOR TO THE SUBSCRIPTION EXPIRATION DEADLINE MAY RESULT IN FORFEITURE OF SUBSCRIPTION RIGHTS.**

**Any Eligible Holder who has timely exercised its Cash-Out Option may not exercise its Subscription Rights, and any Subscription Form submitted by such Eligible Holder shall be deemed null and void and of no effect. Any consideration received from any Eligible Holder that timely exercised its Cash-Out Option shall be promptly returned to such Holder.**

**If you have any questions, you are encouraged to please contact the Subscription Agent prior to the Subscription Expiration Deadline via email at [GarrettRO@kccllc.com](mailto:GarrettRO@kccllc.com) (with a reference to “Garrett Motion Inc.” in the subject line), or at the following applicable phone number: (866) 812-2297 (U.S. toll-free) or 781-575-4050 (U.S. Local (Toll) number).**

SUBSCRIPTION FORM IN CONNECTION WITH THE RESTRUCTURING OF GARRETT  
MOTION INC. AND ITS AFFILIATED DEBTORS

**The Subscription Expiration Deadline shall be 5:00 p.m. New York City time on April 16, 2021.**

***Exercise of Subscription Rights.*** In order to participate in the 1145 Rights Offering and the Accredited Investor Rights Offering, the Subscription Form must be received by the Subscription Agent by the Subscription Expiration Deadline. If the Subscription Agent does not receive a duly completed Subscription Form with respect to the exercise of your 1145 Subscription Rights and/or your Accredited Investor Subscription Rights, you will be deemed forever to have relinquished and waived your right to participate in the 1145 Rights Offering and/or the Accredited Investor Rights Offering.

**1145 Eligible Holders and Accredited Investor Eligible Holders that are Equity Backstop Parties, Honeywell, Centerbridge or Oaktree must deliver the appropriate funding to the Funding Account by the Funding Date in accordance with the Equity Backstop Commitment Agreement or the Plan Support Agreement, as applicable.**

To subscribe, complete Items 1 through 9 below.

**Item 1. Number of shares of Existing Common Stock.**

The undersigned, or the beneficial owner on whose behalf the undersigned is executing this form, is a beneficial owner of the following number of shares of Existing Common Stock:

*Number of shares of Existing Common Stock held as of the Record Date:*

\_\_\_\_\_

**Item 2. 1145 Subscription Rights - Number of 1145 Offered Shares Subscribed For.** The undersigned hereby elects to purchase a number of 1145 Offered Shares equal to \_\_\_\_\_ . This number must be a whole number which is **less than or equal to the number of shares of Existing Common Stock held as of the Record Date** from Item 1 above).

**Item 3. Accredited Investor Subscription Rights.**

*Important Note: You are not entitled to participate in the Accredited Investor Rights Offering or to subscribe for or receive any Accredited Investor Offered Shares unless you are an “accredited investor” within the meaning of Rule 501 under Regulation D of the Securities Act and you complete and submit with your Subscription Form and the Investor Questionnaire (along with*

*the documentation contemplated by the Investor Questionnaire to substantiate that you are an “accredited investor” within the meaning of Rule 501 of the Securities Act).*

**3a. Calculation of Pro Rata Accredited Investor Offered Share Number.** The Pro Rata Accredited Investor Offered Share Number, which is the maximum number of Accredited Investor Offered Shares for which you are entitled to subscribe is calculated as follows:

<hr/> (Insert total number of shares of Existing Common Stock from 1 above)	X	0.448951	=	<hr/> (Pro Rata Accredited Investor Offered Share Number) (Round down to the nearest whole share)
--	---	----------	---	--

**3b. Number of Accredited Investor Offered Shares Subscribed For.** The undersigned hereby elects to purchase a number of Accredited Investor Offered Shares equal to \_\_\_\_\_ . This number must be a whole number which is **less than or equal to the Pro Rata Accredited Investor Offered Share Number** from Item 3a above).

**Item 4. Purchase Price.**

**4a. Calculation of Total Number of Offered Shares.**

<hr/> (Number of 1145 Offered Shares from Item 2 above)	+	<hr/> (Number of Accredited Investor Offered Shares from Item 3b above)	=	<hr/> Total Number of Offered Shares
--	---	--	---	---

**4b. Calculation of Purchase Price.** The Purchase Price for the Offered Shares subscribed for by the undersigned is calculated as follows:

<hr/> (Sum Item 4a above)	X	\$5.25	=	<hr/> Purchase Price
------------------------------	---	--------	---	-------------------------

**Item 5. Identification of Certain Parties.**

*(This section is only for Equity Backstop Parties, Honeywell, Centerbridge and Oaktree each of whom is aware of its status as an Equity Backstop Party, Honeywell, Centerbridge or Oaktree. Please note that checking the box below if you are not an Equity Backstop Party, Honeywell, Centerbridge or Oaktree may result in forfeiture of your rights to participate in the 1145 Rights Offering and the Accredited Investor Rights Offering.)*

- I am an Equity Backstop Party identified in the Equity Backstop Commitment Agreement.
- I am Honeywell, Centerbridge or Oaktree.

**Item 6. Payment Instructions and Share Delivery Information.**

If you did not check the box in Item 5 above, payment of the Purchase Price calculated pursuant to Item 4b above shall be made by wire transfer ONLY of immediately available funds by no later than the Subscription Expiration Deadline in accordance with the following instructions.

Account Name :	Computershare Inc AAF – Garrett Rights Offering
Bank Account No.:	4426855301
ABA/Routing No.:	026009593
Bank Name:	Bank of America
Bank Address:	100 West 33 <sup>rd</sup> St. New York, NY 10001
Reference:	Funding for KCC – Garrett Offer – [Name of Participant]

Please note that the failure to include the claimant name or form number in the reference field of any domestic or international wire payment may result in the rejection of the corresponding submission. In addition, please also note that payments cannot be aggregated, and one wire should be sent per Subscription Form submission.

If you are not an Equity Backstop Party, Honeywell, Centerbridge or Oaktree and did check the box in Item 5, you must pay the Purchase Price, by wire transfer ONLY of immediately available funds, to the Funding Account pursuant to the Equity Backstop Commitment Agreement or the Plan Support Agreement, as applicable, in accordance with information set forth in the Funding Notice. The Funding Notice shall be in accordance with the Equity Backstop Commitment Agreement.

**PLEASE NOTE: NO RIGHTS OFFERING SUBMISSION WILL BE VALID UNLESS THIS SUBSCRIPTION FORM IS VALIDLY SUBMITTED ALONG WITH THE PURCHASE PRICE (SOLELY WITH RESPECT TO ELIGIBLE HOLDERS THAT ARE NOT EQUITY BACKSTOP PARTIES) TO THE SUBSCRIPTION AGENT ON OR PRIOR TO THE SUBSCRIPTION EXPIRATION DEADLINE.**

**PLEASE BE ADVISED THAT ANY ERROR IN THE INFORMATION PROVIDED ON YOUR SUBSCRIPTION FORM OR WITH RESPECT TO PAYMENT OF THE PURCHASE PRICE WHICH IS NOT CORRECTED PRIOR TO THE SUBSCRIPTION EXPIRATION DEADLINE MAY RESULT IN FORFEITURE OF SUBSCRIPTION RIGHTS.**

If you have any questions, you are encouraged to please contact the Subscription Agent prior to the Subscription Expiration Deadline via email at [GarrettRO@kccllc.com](mailto:GarrettRO@kccllc.com) (with a reference to “Garrett Motion Inc.” in the subject line), or at the following applicable phone number: (866) 812-2297 (U.S. toll-free) or 781-575-4050 (U.S. Local (Toll) number).

**Item 7. Certification.**

The undersigned hereby certifies that (i) the undersigned is the beneficial owner of the shares of Existing Common Stock indicated in Item 1a above, or the authorized signatory (the “Authorized Signatory”) of such beneficial owner acting on behalf of the beneficial owner, (ii) the undersigned, or such beneficial owner, agrees to be bound by all the terms and conditions as set forth in this Subscription Form (including the Rights Offering Instructions included herein), (iii) the undersigned, or such beneficial owner, has received a copy of the Plan, the Disclosure Statement, the 1145 Rights Offering Procedures and the Accredited Investor Rights Offering Procedures, (iv) if the beneficial owner is exercising Accredited Investor Subscription Rights, the beneficial owner is an “accredited investor” within the meaning of Rule 501 under Regulation D of the Securities Act and (v) the undersigned, or such beneficial owner, understands that the exercise of the rights under the 1145 Rights Offering and, if applicable, the Accredited Investor Rights Offering is subject to all the terms and conditions set forth in the Plan, the 1145 Rights Offering Procedures, if applicable, the Accredited Investor Rights Offering Procedures and, if applicable, the Equity Backstop Commitment Agreement.

The undersigned recognizes and understands that the 1145 Offered Shares issued to participants in the 1145 Rights Offering are being offered without registration under the Securities Act in reliance on section 1145 of the Bankruptcy Code, and may be resold, without registration under the Securities Act or other applicable federal and state securities laws, unless the beneficial owner is an “underwriter” with respect to such securities, as that term is defined in section 1145(b) of the Bankruptcy Code.

The undersigned recognizes and understands that the Accredited Investor Offered Shares issued to participants in the Accredited Investor Rights Offering are being offered without registration under the Securities Act in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act and Rule 506 thereunder, and that all Accredited Investor Offered Shares subscribed for pursuant to the Accredited Investor Rights Offering will be “restricted securities” within the meaning of Rule 144 under the Securities Act, and accordingly, any person who subscribes for Accredited Investor Offered Shares will be subject to restrictions under the Securities Act on its ability to resell such Accredited Investor Offered Shares. The beneficial owner agrees that it will not offer, sell or otherwise transfer any Accredited Investor Offered Shares other than pursuant to an effective registration statement under the Securities Act or an available exemption from registration thereunder.

**The beneficial owner (or the Authorized Signatory on behalf of such beneficial owner) acknowledges that, by executing this Subscription Form, the beneficial owner named below (x) has elected to subscribe for Offered Shares for the Purchase Price designated in Item 4b above and will be bound to pay such Purchase Price for the Offered Shares it has subscribed for and that it may be liable to the Debtor to the extent of any nonpayment.**

Date: \_\_\_\_\_

Name Beneficial Owner: \_\_\_\_\_

U.S. Federal Tax EIN/SSN: \_\_\_\_\_

If non-U.S. person, check here and attach appropriate IRS Form W- 8

If U.S. person, check here and attach IRS Form W-9

Signature: \_\_\_\_\_

Name of Signatory: \_\_\_\_\_

Title: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email: \_\_\_\_\_

**Item 8. Wire information in the event a refund is necessary.**

Account Name :	
Bank Account No.:	
ABA/Routing No.:	
SWIFT Instructions (as applicable)	
Bank Name:	
Bank Address:	
Reference:	

**Item 9. Registration Information.**

Please indicate on the lines provided below the registration name of the person in whose name the Offered Shares should be issued, as well as such person's name and address as you would like it to be reflected on the books and records of the registrar and transfer agent for registration of the Offered Shares. It is strongly recommended that the below information be typed to ensure that it is legible):

Account Name (*Maximum 35 Characters*): \_\_\_\_\_

Name (continued) (*Maximum 35 Characters*): \_\_\_\_\_

Attention (*Maximum 35 Characters*): \_\_\_\_\_

Address Line 1 (*Maximum 35 Characters*): \_\_\_\_\_

Address Line 2 (*Maximum 35 Characters*): \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

FOREIGN Country Name: \_\_\_\_\_

US Tax ID/EIN: \_\_\_\_\_ OR Check here if non-US (no TIN)

**Once completed, you must return this Subscription Form, the accompanying IRS Form W-9 or appropriate IRS Form W-8, as applicable, and, if you are exercising Accredited Investor Subscription Rights, the Investor Questionnaire and supporting documentation to substantiate that you are an "accredited investor" as defined by Rule 501 of the Securities Act, to the Subscription Agent at or before the Subscription Expiration Deadline by email or mail to the following address or email address:**

**KCC LLC**  
**222 North Pacific Coast Highway, Suite 300**  
**El Segundo, CA 90245-5614**  
**Attention: Garret Motion Inc. Rights Offer**  
**Tel#s: +800 3742 6170 (International toll-free) or (866) 812-2297 (U.S. toll-free)**

If delivering the Subscription Form by electronic mail: [GarrettRO@kccllc.com](mailto:GarrettRO@kccllc.com)

**Your completed Subscription Form should only be submitted via ONE approved method of return. Holders intending to participate in both the 1145 Rights Offering and the Accredited Investor Rights Offering should submit only ONE Subscription Form.**

## Exhibit A

### Investor Questionnaire

The information to be provided in this questionnaire (the “Questionnaire”) by the undersigned is relevant to the availability of an exemption from registration under U.S. federal and securities laws in connection with the Accredited Investor Rights Offering for Convertible Series A Preferred Stock (the “Offered Shares”) of Garrett Motion Inc. (the “Company”). Unless the context otherwise requires, capitalized terms used but not defined herein have the respective meanings assigned to them in *Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [D.I. 1018] (as may be amended, modified or supplemented in accordance with the terms thereof, the “Plan”) or the Accredited Investor Rights Offering Procedures.

The Company will rely upon the accuracy and completeness of the information provided in this Questionnaire in establishing that the issuance of the Offered Shares is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”).

This Questionnaire must be completed, signed and returned to the Company by each Accredited Investor Eligible Holder intending to exercise Accredited Investor Subscription Rights (each, an “Investor” and collectively, the “Investors”), prior to or at the Subscription Expiration Deadline.

**Accordingly, the undersigned is obligated to read this Questionnaire carefully and answer the items contained herein completely and accurately.**

**In addition to completing this Questionnaire, each Investor must submit supporting documentation to substantiate that such investor is an “accredited investor” as defined by Rule 501 of the Securities Act.** Forms of supporting documentation which may be submitted are described on the Annex to this Questionnaire.

The undersigned agrees that, if necessary, this Questionnaire may be presented to such parties as the Company deems appropriate to establish the availability, under the Securities Act or applicable state securities law, of exemption from registration in connection with the Accredited Investor Rights Offering for Offered Shares.

This Questionnaire is merely a request for information and is not an offer to sell, a solicitation of an offer to buy, or a sale of any securities.

The undersigned certifies that the undersigned is an “accredited investor” as defined in Rule 501(a) of Regulation D promulgated under the Securities Act, because the undersigned is (please check and initial by the appropriate box):

- A bank as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act whether acting in its individual or fiduciary capacity;

- A broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- An investment adviser registered pursuant to Section 203 of the Investment Advisers Act of 1940 (the “Investment Advisers Act”) or registered pursuant to the laws of a state;
- An investment adviser relying on the exemption from registering with the Commission under section 203(l) or (m) of the Investment Advisers Act.
- An insurance company as defined in Section 2(a)(13) of the Securities Act;
- An investment company registered under the Investment Company Act of 1940 (the “Investment Company Act”) or a business development company as defined in Section 2(a)(48) of that Act;
- A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958;
- A Rural Business Investment Company as defined in section 384A of the Consolidated Farm and Rural Development Act;
- A plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000 USD;
- An employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of ERISA, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 USD or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;
- A private business development company as defined in Section 202(a)(22) of the Investment Advisers Act;
- An organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership or limited liability company, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000 USD;
- A director or executive officer of the Company;

- A natural person whose individual net worth, or joint net worth with that person's spouse or spousal equivalent<sup>1</sup>, at the time of his or her purchase exceeds \$1,000,000 USD<sup>2</sup>;
- A natural person who had an individual income in excess of \$200,000 USD in each of the two most recent calendar years (2019 and 2020) or joint income with that person's spouse or spousal equivalent in excess of \$300,000 USD in each of those years and has a reasonable expectation of reaching the same income level in the current calendar year (2021);
- A trust, with total assets in excess of \$5,000,000 USD, not formed for the specific purpose of acquiring the securities offered whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D promulgated under the Securities Act;
- An entity in which all of the equity owners are accredited investors;
- An entity, of a type not listed above, not formed for the specific purpose of acquiring the securities offered, owning investments<sup>3</sup> in excess of \$5,000,000 USD;
- A natural person holding in good standing one or more professional certifications or designations or credentials from an accredited educational institution that the

---

<sup>1</sup> The term "spousal equivalent" shall mean a cohabitant occupying a relationship generally equivalent to that of a spouse.

<sup>2</sup> For the purposes of calculating net worth under section: (A) the person's primary residence shall not be included as an asset; (B) indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and (C) indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability. For the purposes of calculating joint net worth in this section, "joint net worth" can be the aggregate net worth of the investor and spouse or spousal equivalent; assets need not be held jointly to be included in the calculation. Reliance on the joint net worth standard of this section does not require that the securities be purchased jointly.

<sup>3</sup> As defined in in rule 2a51-1(b) under the Investment Company Act.

Securities and Exchange Commission (the “Commission”) has designated as qualifying an individual for accredited investor status<sup>4</sup>;

A natural person who is a “knowledgeable employee,” as defined in rule 3c-5(a)(4) under the Investment Company Act, of the Company where the Company would be an investment company, as defined in Section 3 of such Act, but for the exclusion provided by either Section 3(c)(1) or Section 3(c)(7) of such Act;

A “family office,” as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act: (i) With assets under management in excess of \$5,000,000, (ii) that is not formed for the specific purpose of acquiring the securities offered, and (iii) whose prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment; or

A “family client,” as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act, of a family office meeting the requirements of the above paragraph and whose prospective investment in the issuer is directed by such family office pursuant to clause (iii) of the above paragraph.

**IN WITNESS WHEREOF**, the undersigned has executed this Questionnaire on and as of the day of .

Name of Investor or Entity:

\_\_\_\_\_

Signature: \_\_\_\_\_

By: \_\_\_\_\_

Its: \_\_\_\_\_

State or Country of Primary Residence: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail \_\_\_\_\_

---

<sup>4</sup> The professional certifications or designations or credentials currently recognized by the Commission as satisfying the above criteria will be posted on the Commission’s website.

**Annex to Investor Questionnaire  
Supporting Documentation**

(A) In regard to whether you are an accredited investor on the basis of income, please provide any Internal Revenue Service form that reports your income for the two most recent years (including, but not limited to, Form W-2, Form 1099, Schedule K-1 to Form 1065, and Form 1040) and include a written representation that you have a reasonable expectation of reaching the income level necessary to qualify as an accredited investor during the current year;

(B) In regard to whether you are an accredited investor on the basis of net worth or total assets, please provide one or more of the following types of documentation dated within the prior three months and provide a written representation that (if applicable) all liabilities necessary to make a determination of net worth have been disclosed:

(1) With respect to assets: Bank statements, brokerage statements and other statements of securities holdings, certificates of deposit, tax assessments, and appraisal reports issued by independent third parties; and

(2) With respect to liabilities (if applicable): A consumer report from at least one of the nationwide consumer reporting agencies; or

(C) Provide a written confirmation from one of the following persons or entities that such person or entity has taken reasonable steps to verify that you are an accredited investor within the prior three months and has determined that you are an accredited investor:

(1) A registered broker-dealer;

(2) An investment adviser registered with the Securities and Exchange Commission;

(3) A licensed attorney who is in good standing under the laws of the jurisdictions in which he or she is admitted to practice law; or

(4) A certified public accountant who is duly registered and in good standing under the laws of the place of his or her residence or principal office.

# Exhibit C

**GARRETT MOTION INC., ET AL.**

**SUBSCRIPTION FORM  
FOR 1145 RIGHTS OFFERING AND  
ACCREDITED INVESTOR RIGHTS OFFERING**

**(FOR EXISTING COMMON STOCK HELD THROUGH NOMINEES)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED OR SPECIFICALLY REFERENCED IN THE MATERIALS MAILED WITH THESE INSTRUCTIONS AND THE ATTACHED SUBSCRIPTION FORM.

**INSTRUCTIONS TO SUBSCRIPTION FORM IN CONNECTION WITH THE  
RESTRUCTURING OF GARRETT MOTION INC. AND ITS AFFILIATED DEBTORS.**

**SUBSCRIPTION EXPIRATION DEADLINE**

**The Subscription Expiration Deadline is 5:00 p.m. New York City time on April 16, 2021.**

**Please note that your Subscription Form (with a completed IRS Form W-9 or appropriate IRS Form W-8, as applicable, and, if you are exercising Accredited Investor Subscription Rights pursuant to the Accredited Investor Rights Offering, accompanying supporting documentation substantiating that you are an “accredited investor” within the meaning of Rule 501 under Regulation D of the Securities Act and a completed Investor Questionnaire) must be returned to your Nominee in sufficient time for your instructions to be processed and delivered by your Nominee so that the duly completed Subscription Form (with a completed IRS Form W-9 or appropriate IRS Form W-8, as applicable, and, if you are exercising Accredited Investor Subscription Rights pursuant to the Accredited Investor Rights Offering, accompanying supporting documentation substantiating that you are an “accredited investor” within the meaning of Rule 501 under Regulation D of the Securities Act and a completed Investor Questionnaire) are received by KCC LLC (the “Subscription Agent”), along with a wire transfer of your Purchase Price (but only if you are not an Equity Backstop Party, Honeywell, Centerbridge or Oaktree) to the Subscription Agent, at or prior to the Subscription Expiration Deadline. Otherwise, the subscription represented by your Subscription Form will not be recognized, and you will be deemed forever to have relinquished and waived your right to participate in the 1145 Rights Offering and/or the Accredited Investor Rights Offering, as applicable.**

**Eligible Holders who are not Equity Backstop Parties, Honeywell, Centerbridge or Oaktree should coordinate payment of the Purchase Price through their Nominees so that payment of the Purchase Price is received by the Subscription Agent by the Subscription Expiration Deadline.**

**Eligible Holders who are Equity Backstop Parties, Honeywell, Centerbridge or Oaktree must return the Subscription Form (which shall contain the appropriate Equity Backstop Party identification in Item 5) to their Nominee for delivery to the Subscription Agent so that**

**the Subscription Agent will receive confirmation that payment does not have to be made prior to the Subscription Expiration Deadline. Eligible Holders that are Equity Backstop Parties, Honeywell, Centerbridge or Oaktree must coordinate with the Nominees to deliver the appropriate funding to the Funding Account (as defined in the Equity Backstop Commitment Agreement) by the Funding Date (as defined in the Equity Backstop Commitment Agreement) in accordance with the Equity Backstop Commitment Agreement or the Plan Support Agreement, as applicable.**

**No person shall be entitled to participate in the Accredited Investor Rights Offering or to subscribe for or receive any Accredited Investor Offered Shares unless such person is an “accredited investor” within the meaning of Rule 501 under Regulation D of the Securities Act and completes and submits with its Subscription Form the Investor Questionnaire (along with the documentation contemplated by the Investor Questionnaire to substantiate that such person is an “accredited investor” within the meaning of Rule 501 of the Securities Act).**

**The Accredited Investor Offered Shares are being distributed and issued by New GMI pursuant to the Accredited Investor Rights Offering without registration under the Securities Act in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act and Rule 506 thereunder. None of the Accredited Investor Subscription Rights or Accredited Investor Offering Shares purchased in connection with the exercise of such Accredited Investor Subscription Rights distributed pursuant to the Accredited Investor Rights Offering Procedures have been or will be registered under the Securities Act at the Subscription Expiration Deadline, nor under any national, state or local law requiring registration for offer and sale of a security.**

**All Accredited Investor Offered Shares subscribed for pursuant to the Accredited Investor Rights Offering will be “restricted securities” within the meaning of Rule 144 under the Securities Act, and accordingly, any person who subscribes for Accredited Investor Offered Shares will be subject to restrictions under the Securities Act on its ability to resell such Accredited Investor Offered Shares. Each person exercising Accredited Investor Subscription Rights hereunder agrees that it will not offer, sell or otherwise transfer any Accredited Investor Offered Shares other than pursuant to an effective registration statement under the Securities Act or an available exemption from registration thereunder.**

**The 1145 Offered Shares are being distributed and issued by New GMI pursuant to the 1145 Rights Offering without registration under the Securities Act in reliance generally upon the exemption from registration provided by section 1145 of the Bankruptcy Code. None of the 1145 Subscription Rights to subscribe for the 1145 Offered Shares in the 1145 Rights Offering or the 1145 Offered Shares purchased in connection with the exercise of such 1145 Subscription Rights distributed pursuant to the 1145 Rights Offering Procedures have been or will be registered under the Securities Act at the Subscription Expiration Deadline, nor under any national, state or local law requiring registration for offer and sale of a security.**

**Any 1145 Eligible Holder that subscribes for 1145 Offered Shares pursuant to the 1145 Rights Offering and that is an “underwriter” under section 1145(b) of the Bankruptcy Code will be subject to restrictions under the Securities Act on its ability to resell those securities**

and will receive “restricted securities” (as defined under Rule 144 promulgated under the Securities Act).

Please consult the Plan, the Disclosure Statement, the 1145 Rights Offering Procedures and, if applicable, the Accredited Investor Offering Procedures for additional information with respect to this Subscription Form. Any terms capitalized but not defined herein shall have the meaning as set forth in the Plan, the 1145 Rights Offering Procedures or the Accredited Investor Rights Offering Procedures.

**PLEASE BE ADVISED THAT ANY ERROR IN THE INFORMATION PROVIDED ON YOUR SUBSCRIPTION FORM OR WITH RESPECT TO PAYMENT OF THE PURCHASE PRICE WHICH IS NOT CORRECTED PRIOR TO THE SUBSCRIPTION EXPIRATION DEADLINE MAY RESULT IN FORFEITURE OF SUBSCRIPTION RIGHTS.**

Any Eligible Holder who has timely exercised its Cash-Out Option may not exercise its Subscription Rights, and any Subscription Form submitted by such Eligible Holder shall be deemed null and void and of no effect. Any consideration received from any Eligible Holder that timely exercised its Cash-Out Option shall be promptly returned to such Holder.

If you have any questions, you are encouraged to please contact the Subscription Agent prior to the Subscription Expiration Deadline via email at [GarrettRO@kccllc.com](mailto:GarrettRO@kccllc.com) (with a reference to “Garrett Motion Inc.” in the subject line), or at the following applicable phone number: (866) 812-2297 (US toll-free) or 781-575-4050 (US local toll).

**SUBJECT TO THE TERMS AND CONDITIONS OF THE 1145 RIGHTS OFFERING PROCEDURES AND ACCREDITED INVESTOR RIGHTS OFFERING PROCEDURES (AND THE EQUITY BACKSTOP COMMITMENT AGREEMENT IN THE CASE OF ANY EQUITY BACKSTOP PARTY AND THE PLAN SUPPORT AGREEMENT IN THE CASE OF HONEYWELL, CENTERBRIDGE OR OAKTREE), ALL SUBSCRIPTIONS SET FORTH IN THIS SUBSCRIPTION FORM ARE IRREVOCABLE.**

### **Rights Offering Instructions**

**To elect to participate in the 1145 Rights Offering or the Accredited Investor Rights Offering and to receive 1145 Offered Shares or Accredited Investor Offered Shares (collectively, “Offered Shares”), you must follow the instructions set out below. Holders intending to participate in both the 1145 Rights Offering and the Accredited Investor Rights Offering should submit only one Subscription Form.**

1. **Insert** in Item 1 of your Subscription Form the number of shares of Existing Common Stock you beneficially hold through your Nominee as of the Record Date. If you have any questions about the number of shares of Existing Common Stock held by you, please contact your Nominee.
2. **Insert** in Item 2 of your Subscription Form the number of 1145 Offered Shares which you wish to subscribe for pursuant to the 1145 Rights Offering, which must be a whole number less than or equal to the number of shares of Existing Common Stock held by you.
3. If you are an Accredited Investor Eligible Holder and you intend to participate in the Accredited Investor Rights Offering:
  - a. **Complete** the calculation in Item 3a of your Subscription Form, which calculates the Pro Rata Accredited Investor Offered Share Number, which is the number of Accredited Investor Offered Shares which you are entitled to subscribe for pursuant to the Accredited Investor Rights Offering. Such amount must be rounded down to the nearest whole share.
  - b. **Insert** in Item 3b of your Subscription Form the number of Accredited Investor Offered Shares which you wish to subscribe for pursuant to the Accredited Investor Rights Offering, which must be a whole number less than or equal to the Pro Rata Accredited Investor Offered Share Number.

**You are not entitled to participate in the Accredited Investor Rights Offering or to subscribe for or receive any Accredited Investor Offered Shares unless you are an “accredited investor” within the meaning of Rule 501 under Regulation D of the Securities Act and you complete and submit with your Subscription Form the Investor Questionnaire (along with the documentation contemplated by the Investor Questionnaire to substantiate that you are an “accredited investor” within the meaning of Rule 501 of the Securities Act).**

4. **Complete** the calculations in Items 4a and 4b of your Subscription Form to determine the aggregate Purchase Price for the Offered Shares you are electing to subscribe for.
5. **Confirm** whether you are an Equity Backstop Party, Honeywell, Centerbridge or Oaktree pursuant to the representation in Item 5 of your Subscription Form.
6. **Read** Item 6 of your Subscription Form.

7. **Read, complete and sign** the certification in Item 7 of your Subscription Form. Such execution shall indicate your acceptance and approval of the terms and conditions set forth in the 1145 Rights Offering Procedures and, if applicable, the Accredited Investor Offering Procedures.
8. **Complete** Item 8 of your Subscription Form.
9. **Provide registration information** in Item 9 to indicate the beneficial owner's name and address as you would like it to be reflected in New GMI's books and records for registration of the Offered Shares.
10. **Read, complete and sign** an IRS Form W-9 if you are a U.S. person. If you are a non-U.S. person, read, complete and sign an appropriate IRS Form W-8. These forms may be obtained from the IRS at its website: [www.irs.gov](http://www.irs.gov).
11. If you are an Accredited Investor Eligible Holder subscribing for Accredited Investor Offered Shares:
  - a. **Read, complete and sign** the Investor Questionnaire attached as Exhibit A to the Subscription Form.
  - b. **Provide** the documentation contemplated by the Investor Questionnaire to substantiate that you are an "accredited investor" within the meaning of Rule 501 of the Securities Act.
12. **Return** your signed Subscription Form (with accompanying Investor Questionnaire and IRS Form W-9 or appropriate IRS Form W-8, as applicable) to your Nominee (or otherwise follow the instructions of your Nominee) in sufficient time for your instructions to be processed and delivered by your Nominee so that the duly completed Subscription Form and Investor Questionnaire, IRS Form W-9 or W-8, as applicable, and accompanying supporting documentation are received by the Subscription Agent on or before the Subscription Expiration Deadline.
14. **Coordinate with your Nominee to arrange for full payment** of the aggregate Purchase Price by wire transfer of immediately available funds, calculated in accordance with Item 4 of your Subscription Form.

Unless you are an Equity Backstop Party, Honeywell, Centerbridge or Oaktree, the Purchase Price should be wired in accordance with the wire instructions provided in the Subscription Form.

If you are an Equity Backstop Party, Honeywell, Centerbridge or Oaktree, you must coordinate with your Nominee to make payment of the Purchase Price to the Funding Account by the Funding Date in accordance with the Equity Backstop Commitment Agreement.

**PLEASE BE ADVISED THAT ANY ERROR IN THE INFORMATION PROVIDED ON YOUR SUBSCRIPTION FORM OR WITH RESPECT TO PAYMENT OF THE PURCHASE PRICE WHICH IS NOT CORRECTED PRIOR TO THE SUBSCRIPTION EXPIRATION DEADLINE MAY RESULT IN FORFEITURE OF SUBSCRIPTION RIGHTS.**

**Any Eligible Holder who has timely exercised its Cash-Out Option may not exercise its Subscription Rights, and any Subscription Form submitted by such Eligible Holder shall be deemed null and void and of no effect. Any consideration received from any Eligible Holder that timely exercised its Cash-Out Option shall be promptly returned to such Holder.**

**If you have any questions, you are encouraged to please contact the Subscription Agent prior to the Subscription Expiration Deadline via email at [GarrettRO@kccllc.com](mailto:GarrettRO@kccllc.com) (with a reference to “Garrett Motion Inc.” in the subject line), or at the following applicable phone number: (866) 812-2297 (US toll-free) or 781-575-4050 (US local toll).**

SUBSCRIPTION FORM IN CONNECTION WITH THE RESTRUCTURING OF GARRETT  
MOTION INC. AND ITS AFFILIATED DEBTORS

**The Subscription Expiration Deadline shall be 5:00 p.m. New York City time on April 16, 2021.**

***Exercise of Subscription Rights.*** In order to participate in the 1145 Rights Offering and the Accredited Investor Rights Offering, you must leave sufficient time for your Subscription Form to reach your Nominee and be processed and delivered to the Subscription Agent by the Subscription Expiration Deadline. If the Subscription Agent does not receive a duly completed Subscription Form with respect to the exercise of your Accredited Investor Subscription Rights, you will be deemed forever to have relinquished and waived your right to participate in the Accredited Investor Rights Offering.

**1145 Eligible Holders and Accredited Investor Eligible Holders that are Equity Backstop Parties, Honeywell, Centerbridge or Oaktree, must deliver the appropriate funding to the Funding Account by the Funding Date in accordance with the Equity Backstop Commitment Agreement or the Plan Support Agreement, as applicable.**

To subscribe, complete Items 1 through 9 below.

**Item 1. Number of shares of Existing Common Stock.**

The undersigned, or the beneficial owner on whose behalf the undersigned is executing this form, is a beneficial owner of the following number of shares of Existing Common Stock:

*Number of shares of Existing Common Stock held as of the Record Date:*

\_\_\_\_\_

**Item 2. 1145 Subscription Rights - Number of 1145 Offered Shares Subscribed For.** The undersigned hereby elects to purchase a number of 1145 Offered Shares equal to \_\_\_\_\_. This number must be a whole number which is **less than or equal to the number of shares of Existing Common Stock held as of the Record Date** from Item 1 above).

**Item 3. Accredited Investor Subscription Rights.**

*Important Note:*

*You are not entitled to participate in the Accredited Investor Rights Offering or to subscribe for or receive any Accredited Investor Offered Shares unless you are an “accredited investor” within the meaning of Rule 501 under Regulation D of the Securities Act and you complete and submit with your Subscription Form the Investor Questionnaire (along with the documentation contemplated by the Investor Questionnaire to substantiate that you are an “accredited investor” within the meaning of Rule 501 of the Securities Act).*



**Item 6. Payment Instructions and Share Delivery Information.**

If you did not check the box in Item 5 above, such beneficial owners shall coordinate with their Nominees to pay to the Subscription Agent, by wire transfer ONLY of immediately available funds, the Purchase Price calculated pursuant to Item 4b above, so that payment of the Purchase Price is received by the Subscription Agent no later than the Subscription Expiration Deadline.

If you are an Equity Backstop Party, Honeywell, Centerbridge or Oaktree and did check the box in Item 5, you must coordinate with your Nominee to pay the Purchase Price, by wire transfer ONLY of immediately available funds, to the Funding Account pursuant to the Equity Backstop Commitment Agreement or the Plan Support Agreement, as applicable, in accordance with information set forth in the Funding Notice. The Funding Notice shall be in accordance with the Equity Backstop Commitment Agreement.

Please note that the failure to include the claimant name or form number in the reference field of any domestic or international wire payment may result in the rejection of the corresponding submission. In addition, please also note that payments cannot be aggregated, and one wire should be sent per Subscription Form submission.

**PLEASE NOTE: NO RIGHTS OFFERING SUBMISSION WILL BE VALID UNLESS THIS SUBSCRIPTION FORM IS VALIDLY SUBMITTED ALONG WITH THE PURCHASE PRICE (SOLELY WITH RESPECT TO ELIGIBLE HOLDERS THAT ARE NOT EQUITY BACKSTOP PARTIES) TO THE SUBSCRIPTION AGENT ON OR PRIOR TO THE SUBSCRIPTION EXPIRATION DEADLINE.**

**PLEASE BE ADVISED THAT ANY ERROR IN THE INFORMATION PROVIDED ON YOUR SUBSCRIPTION FORM OR WITH RESPECT TO PAYMENT OF THE PURCHASE PRICE WHICH IS NOT CORRECTED PRIOR TO THE SUBSCRIPTION EXPIRATION DEADLINE MAY RESULT IN FORFEITURE OF SUBSCRIPTION RIGHTS.**

**If you have any questions, you are encouraged to please contact the Subscription Agent prior to the Subscription Expiration Deadline via email at [GarrettRO@kccllc.com](mailto:GarrettRO@kccllc.com) (with a reference to “Garrett Motion Inc.” in the subject line), or at the following applicable phone number: (866) 812-2297 (US toll-free) or 781-575-4050 (US local toll).**

**Item 7. Certification.**

The undersigned hereby certifies that (i) the undersigned is the beneficial owner of the shares of Existing Common Stock indicated in Item 1a above, or the authorized signatory (the “Authorized Signatory”) of such beneficial owner acting on behalf of the beneficial owner, (ii) the undersigned, or such beneficial owner, agrees to be bound by all the terms and conditions as set forth in this Subscription Form (including the Rights Offering Instructions included herein), (iii) the undersigned, or such beneficial owner, has received a copy of the Plan, the Disclosure Statement, the 1145 Rights Offering Procedures and the Accredited Investor Rights Offering Procedures, (iv)

if the beneficial owner is exercising Accredited Investor Subscription Rights, the beneficial owner is an “accredited investor” within the meaning of Rule 501 under Regulation D of the Securities Act and (v) the undersigned, or such beneficial owner, understands that the exercise of the rights under the 1145 Rights Offering and, if applicable, the Accredited Investor Rights Offering is subject to all the terms and conditions set forth in the Plan, the 1145 Rights Offering Procedures, if applicable, the Accredited Investor Rights Offering Procedures and, if applicable, the Equity Backstop Commitment Agreement.

The undersigned recognizes and understands that the 1145 Offered Shares issued to participants in the 1145 Rights Offering are being offered without registration under the Securities Act in reliance on section 1145 of the Bankruptcy Code, and may be resold, without registration under the Securities Act or other applicable federal and state securities laws, unless the beneficial owner is an “underwriter” with respect to such securities, as that term is defined in section 1145(b) of the Bankruptcy Code.

The undersigned recognizes and understands that the Accredited Investor Offered Shares issued to participants in the Accredited Investor Rights Offering are being offered without registration under the Securities Act in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act and Rule 506 thereunder, and that all Accredited Investor Offered Shares subscribed for pursuant to the Accredited Investor Rights Offering will be “restricted securities” within the meaning of Rule 144 under the Securities Act, and accordingly, any person who subscribes for Accredited Investor Offered Shares will be subject to restrictions under the Securities Act on its ability to resell such Accredited Investor Offered Shares. The beneficial owner agrees that it will not offer, sell or otherwise transfer any Accredited Investor Offered Shares other than pursuant to an effective registration statement under the Securities Act or an available exemption from registration thereunder.

**The beneficial owner (or the Authorized Signatory on behalf of such beneficial owner) acknowledges that, by executing this Subscription Form, the beneficial owner named below (x) has elected to subscribe for Offered Shares for the Purchase Price designated in Item 4b above and will be bound to pay such Purchase Price for the Offered Shares it has subscribed for and that it may be liable to the Debtor to the extent of any nonpayment.**

Date: \_\_\_\_\_

Name of Holder: \_\_\_\_\_

U.S. Federal Tax EIN/SSN: \_\_\_\_\_

If non-U.S. person, check here and attach appropriate IRS Form W- 8

If U.S. person, check here and attach IRS Form W-9

Signature: \_\_\_\_\_

Name of Signatory: \_\_\_\_\_

Title: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email: \_\_\_\_\_

**Item 8. Registration Information.**

Notwithstanding that you hold your shares of Existing Common Stock through a Nominee, any Accredited Investor Offered Shares that you receive (and, if you are an Equity Backstop Party, any Unsubscribed Shares of 1145 Offered Shares that you receive pursuant to the Equity Backstop Commitment Agreement) must be held in a restricted book-entry account maintained with New GMI's registrar and transfer agent. Accordingly, please indicate on the lines provided below the registration name of the person receiving the 1145 Offered Shares and Accredited Investor Offered Shares, as applicable, in whose name the 1145 Offered Shares and/or Accredited Investor Offered Shares, as applicable, should be issued, as well as such person's name and address as you would like it to be reflected in the books and records of the registrar and transfer agent for registration of the applicable Offered Shares. It is strongly recommended that the below information be typed to ensure that it is legible):

Account Name (*Maximum 35 Characters*):  
\_\_\_\_\_

Name (continued) (*Maximum 35 Characters*): \_\_\_\_\_

Attention (*Maximum 35 Characters*) \_\_\_\_\_

Address Line 1 (*Maximum 35 Characters*)  
\_\_\_\_\_

Address Line 2 (*Maximum 35 Characters*): \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

FOREIGN Country Name: \_\_\_\_\_

US Tax ID/EIN: \_\_\_\_\_ OR Check here if non-US (no TIN)

**Once completed, you must return this Subscription Form, the accompanying IRS Form W-9 or appropriate IRS Form W-8, as applicable, and, if you are exercising Accredited Investor Subscription Rights, the Investor Questionnaire and supporting documentation to substantiate that you are an "accredited investor" as defined by Rule 501 of the Securities Act, only to your Nominee.**

## Exhibit A

### Investor Questionnaire

The information to be provided in this questionnaire (the “Questionnaire”) by the undersigned is relevant to the availability of an exemption from registration under U.S. federal and securities laws in connection with the Accredited Investor Rights Offering for Convertible Series A Preferred Stock (the “Offered Shares”) of Garrett Motion Inc. (the “Company”). Unless the context otherwise requires, capitalized terms used but not defined herein have the respective meanings assigned to them in *Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [D.I. 1018] (as may be amended, modified or supplemented in accordance with the terms thereof, the “Plan”) or the Accredited Investor Rights Offering Procedures.

The Company will rely upon the accuracy and completeness of the information provided in this Questionnaire in establishing that the issuance of the Offered Shares is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”).

This Questionnaire must be completed, signed and returned to the Company by each Accredited Investor Eligible Holder intending to exercise Accredited Investor Subscription Rights (each, an “Investor” and collectively, the “Investors”), prior to or at the Subscription Expiration Deadline.

**Accordingly, the undersigned is obligated to read this Questionnaire carefully and answer the items contained herein completely and accurately.**

**In addition to completing this Questionnaire, each Investor must submit supporting documentation to substantiate that such investor is an “accredited investor” as defined by Rule 501 of the Securities Act.** Forms of supporting documentation which may be submitted are described on the Annex to this Investor Questionnaire.

The undersigned agrees that, if necessary, this Questionnaire may be presented to such parties as the Company deems appropriate to establish the availability, under the Securities Act or applicable state securities law, of exemption from registration in connection with the Accredited Investor Rights Offering for Offered Shares.

This Questionnaire is merely a request for information and is not an offer to sell, a solicitation of an offer to buy, or a sale of any securities.

The undersigned certifies that the undersigned is an “accredited investor” as defined in Rule 501(a) of Regulation D promulgated under the Securities Act, because the undersigned is (please check and initial by the appropriate box):

- A bank as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act whether acting in its individual or fiduciary capacity;

- A broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- An investment adviser registered pursuant to Section 203 of the Investment Advisers Act of 1940 (the “Investment Advisers Act”) or registered pursuant to the laws of a state;
- An investment adviser relying on the exemption from registering with the Commission under section 203(l) or (m) of the Investment Advisers Act;
- An insurance company as defined in Section 2(a)(13) of the Securities Act;
- An investment company registered under the Investment Company Act of 1940 (the “Investment Company Act”) or a business development company as defined in Section 2(a)(48) of that Act;
- A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958;
- A Rural Business Investment Company as defined in section 384A of the Consolidated Farm and Rural Development Act;
- A plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000 USD;
- An employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of ERISA, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 USD or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;
- A private business development company as defined in Section 202(a)(22) of the Investment Advisers Act;
- An organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership or limited liability company, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000 USD;
- A director or executive officer of the Company;

- A natural person whose individual net worth, or joint net worth with that person's spouse or spousal equivalent<sup>1</sup>, at the time of his or her purchase exceeds \$1,000,000 USD<sup>2</sup>;
- A natural person who had an individual income in excess of \$200,000 USD in each of the two most recent calendar years (2019 and 2020) or joint income with that person's spouse or spousal equivalent in excess of \$300,000 USD in each of those years and has a reasonable expectation of reaching the same income level in the current calendar year (2021);
- A trust, with total assets in excess of \$5,000,000 USD, not formed for the specific purpose of acquiring the securities offered whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D promulgated under the Securities Act;
- An entity in which all of the equity owners are accredited investors;
- An entity, of a type not listed above, not formed for the specific purpose of acquiring the securities offered, owning investments<sup>3</sup> in excess of \$5,000,000 USD;
- A natural person holding in good standing one or more professional certifications or designations or credentials from an accredited educational institution that the

---

<sup>1</sup> The term "spousal equivalent" shall mean a cohabitant occupying a relationship generally equivalent to that of a spouse.

<sup>2</sup> For the purposes of calculating net worth under section: (A) the person's primary residence shall not be included as an asset; (B) indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and (C) indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability. For the purposes of calculating joint net worth in this section, "joint net worth" can be the aggregate net worth of the investor and spouse or spousal equivalent; assets need not be held jointly to be included in the calculation. Reliance on the joint net worth standard of this section does not require that the securities be purchased jointly.

<sup>3</sup> As defined in in rule 2a51-1(b) under the Investment Company Act.

Securities and Exchange Commission (the “Commission”) has designated as qualifying an individual for accredited investor status<sup>4</sup>;

A natural person who is a “knowledgeable employee,” as defined in rule 3c-5(a)(4) under the Investment Company Act, of the Company where the Company would be an investment company, as defined in Section 3 of such Act, but for the exclusion provided by either Section 3(c)(1) or Section 3(c)(7) of such Act;

A “family office,” as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act: (i) With assets under management in excess of \$5,000,000, (ii) that is not formed for the specific purpose of acquiring the securities offered, and (iii) whose prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment; or

A “family client,” as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act, of a family office meeting the requirements of the above paragraph and whose prospective investment in the issuer is directed by such family office pursuant to clause (iii) of the above paragraph.

**IN WITNESS WHEREOF**, the undersigned has executed this Questionnaire on and as of the day of .

Name of Investor or Entity:

\_\_\_\_\_

Signature: \_\_\_\_\_

By: \_\_\_\_\_

Its: \_\_\_\_\_

State or Country of Primary Residence: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail \_\_\_\_\_

---

<sup>4</sup> The professional certifications or designations or credentials currently recognized by the Commission as satisfying the above criteria will be posted on the Commission’s website.

**Annex to Investor Questionnaire  
Supporting Documentation**

(A) In regard to whether you are an accredited investor on the basis of income, please provide any Internal Revenue Service form that reports your income for the two most recent years (including, but not limited to, Form W-2, Form 1099, Schedule K-1 to Form 1065, and Form 1040) and include a written representation that you have a reasonable expectation of reaching the income level necessary to qualify as an accredited investor during the current year;

(B) In regard to whether you are an accredited investor on the basis of net worth or total assets, please provide one or more of the following types of documentation dated within the prior three months and provide a written representation that (if applicable) all liabilities necessary to make a determination of net worth have been disclosed:

(1) With respect to assets: Bank statements, brokerage statements and other statements of securities holdings, certificates of deposit, tax assessments, and appraisal reports issued by independent third parties; and

(2) With respect to liabilities (if applicable): A consumer report from at least one of the nationwide consumer reporting agencies; or

(C) Provide a written confirmation from one of the following persons or entities that such person or entity has taken reasonable steps to verify that the you are an accredited investor within the prior three months and has determined that you are an accredited investor:

(1) A registered broker-dealer;

(2) An investment adviser registered with the Securities and Exchange Commission;

(3) A licensed attorney who is in good standing under the laws of the jurisdictions in which he or she is admitted to practice law; or

(4) A certified public accountant who is duly registered and in good standing under the laws of the place of his or her residence or principal office.

# Exhibit D

**GARRETT MOTION INC., ET AL.**  
**MASTER SUBSCRIPTION FORM**  
**FOR 1145 RIGHTS OFFERING AND**  
**ACCREDITED INVESTOR RIGHTS OFFERING**  
**IN CONNECTION WITH THE DEBTORS’**  
**DISCLOSURE STATEMENT DATED**  
**MARCH 12, 2021**

**For use by brokers, banks, commercial banks, transfer agents, trust companies, dealers, or other agents or nominees for 1145 Eligible Holders and Accredited Investor Eligible Holders (collectively, “Eligible Holders”).**

**The Subscription Expiration Deadline is 5:00 p.m. New York City time on April 16, 2021.**

**Please note that your Master Subscription Form (with copies of the Subscription Forms ONLY for those Eligible Holders exercising Accredited Investor Subscription Rights pursuant to the Accredited Investor Rights Offering with a completed IRS Form W-9 or appropriate IRS Form W-8, as applicable and accompanying supporting documentation substantiating that such Accredited Investor Eligible Holder is an “accredited investor” within the meaning of Rule 501 under Regulation D of the U.S. Securities Act and a completed Investor Questionnaire) (“Subscription Forms”) must be received by KCC LLC (the “Subscription Agent”), along with a wire transfer of the applicable Purchase Price (but only in respect of Eligible Holders which are not Equity Backstop Parties, Honeywell, Centerbridge or Oaktree) to the Subscription Agent, at or prior to the Subscription Expiration Deadline. Otherwise, the subscription represented by the Subscription Forms will not be recognized, and you will be deemed forever to have relinquished and waived your right to participate in the 1145 Rights Offering and the Accredited Investor Rights Offering with respect to shares of Existing Common Stock held by such Eligible Holders.**

**Please leave sufficient time for the Master Subscription Form to reach the Subscription Agent and be processed.**

**Please consult the Plan, the Disclosure Statement, the 1145 Rights Offering Procedures and, if applicable, the Accredited Investor Offering Procedures for additional information with respect to this Subscription Form. Any terms capitalized but not defined herein shall have the meaning as set forth in the Plan, the 1145 Rights Offering Procedures or the Accredited Investor Rights Offering Procedures.**

**If you have any questions, please contact the Subscription Agent via email at [GarrettRO@kccllc.com](mailto:GarrettRO@kccllc.com) (with a reference to “Garrett Motion Inc. 1145 Rights Offering” in the subject line), or at the following applicable phone number: 877-499-4509 (domestic toll-free) or 917-281-4800 (international toll).**

**Item 1. Certification of Authority to Subscribe.**

The undersigned certifies that as of the Record Date it (please check the applicable box):

- Is a broker, bank or other nominee for the beneficial owners of the shares of Existing Common Stock listed in Item 2 below, and is the registered holder of such shares of Existing Common Stock, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by the broker, bank, or other nominee that is the registered holder of the shares of Existing Common Stock listed in Item 2 below.

**Item 2A. Beneficial Holder Information – 1145 Rights Offering.**

The undersigned certifies that as of the Record Date the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate schedule of the beneficial owners of shares of Existing Common Stock, as identified by their respective account numbers, that have delivered duly completed Subscription Forms to the undersigned.

**(Please complete the information requested below. Attach additional sheets if necessary)**

Customer Account Number for each Beneficial Holder	Number of shares of Existing Common Stock	Number of 1145 Offered Shares Subscribed For	Purchase Price for 1145 Offered Shares	Backstop Party Representation	Honeywell, Centerbridge or Oaktree Representation
1.					
2.					
3.					
4.					
5.					
6.					
7.					
8.					
9.					
10.					
TOTALS					

**Item 2B. Beneficial Holder Information – Accredited Investor Rights Offering.**

The undersigned certifies that as of the Record Date the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate schedule of the beneficial owners of the shares of Existing Common Stock, as identified by their respective account numbers, that (1) have delivered duly completed Subscription Forms to the undersigned, which forms are attached hereto and (2) have indicated that they intend to exercise Accredited Investor Subscription Rights.

**(Please complete the information requested below. Attach additional sheets if necessary)**

Customer Account Number for each Beneficial Holder	Number of shares of Existing Common Stock	Pro Rata Accredited Investor Offered Share Number	Number of Accredited Investor Offered Shares Subscribed For	Purchase Price for Accredited Investor Offered Shares	Backstop Party Representation	Honeywell, Centerbridge or Oaktree Representation
1.						
2.						
3.						
4.						
5.						
6.						
7.						
8.						
9.						
10.						
TOTALS						

**Item 3. Payment and Delivery Instructions**

All cash payments with respect to the exercise of 1145 Subscription Rights and Accredited Investor Subscription Rights that are being transmitted by this Master Subscription Form shall be made by wire transfer of immediately available funds in accordance with the instructions set forth below.

Account Name :	Computershare Inc AAF – Garrett Rights Offering
Bank Account No.:	4426855301
ABA/Routing No.:	026009593
Bank Name:	Bank of America
Bank Address:	100 West 33 <sup>rd</sup> St. New York, NY 10001
Reference:	Funding for KCC – Garrett Offer – [Name of Participant]

**Your completed Master Subscription Form (together with any duly completed and received Subscription Forms solely from Eligible Holders exercising Accredited Investor Subscription Rights, and accompanying IRS Form W-9, IRS Form W-8, supporting documentation substantiating that an Accredited Investor Eligible Holder is an “accredited investor” within the meaning of Rule 501 under Regulation D of the Securities Act, Investor Questionnaires, as applicable) should be emailed, mailed or delivered by you to the following address or email address:**

**KCC LLC  
222 North Pacific Coast Highway, Suite 300  
El Segundo, CA 90245-5614  
Attention: Garret Motion Inc. Rights Offer**

**Tel#s: (917) 281-4800 (International) or 877-499-4509 (Toll-Free)**

If submitting via email: GarrettRO@kccllc.com

**PLEASE NOTE: NO RIGHTS OFFERING SUBMISSION WILL BE VALID UNLESS THIS MASTER SUBSCRIPTION FORM, TOGETHER WITH THE APPLICABLE DULY COMPLETED AND EXECUTED SUBSCRIPTION FORM AND ACCOMPANYING DOCUMENTS ONLY FROM ELIGIBLE HOLDERS WHO ARE EXERCISING ACCREDITED INVESTOR SUBSCRIPTION RIGHTS, ARE VALIDLY SUBMITTED ALONG WITH THE PURCHASE PRICE (SOLELY WITH RESPECT TO ELIGIBLE HOLDERS THAT ARE NOT EQUITY BACKSTOP PARTIES, HONEYWELL, CETERBRIDGE OR OAKTREE) TO THE SUBSCRIPTION AGENT ON OR PRIOR TO THE SUBSCRIPTION EXPIRATION DEADLINE.**

**Item 4. Wire Information In Case Refund is Necessary.**

Account Name :	
Bank Account No.:	
ABA/Routing No.:	
SWIFT Instructions (as applicable)	
Bank Name:	
Bank Address:	
Reference:	

**Item 5. Additional Certification.**

The undersigned certifies that for each beneficial owner whose exercise of rights is being transmitted by this Master Subscription Form (i) it is the authorized signatory of such beneficial owner of the amount of Existing Common Stock under Item 1 of the Subscription Form, (ii) if the beneficial owner is exercising Accredited Investor Subscription Rights, such beneficial owner is entitled to participate in the Accredited Investor Rights Offering and is an “accredited investor” within the meaning of Rule 501 under Regulation D of the Securities Act, (iii) the beneficial owner has been provided with a copy of the Plan, the 1145 Rights Offering Procedures, the Accredited Investor Rights Offering Procedures, the Subscription Form and other applicable materials and (iv) true and correct copies of the Subscription Form have been received from each such beneficial owner.

Date: \_\_\_\_\_  
 Name of Nominee: \_\_\_\_\_  
 DTC Participant Number: \_\_\_\_\_  
 U.S. Federal Tax EIN/SSN (optional): \_\_\_\_\_  
 Signature: \_\_\_\_\_  
 Name: \_\_\_\_\_  
 Title: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Telephone Number: \_\_\_\_\_  
 Fax: \_\_\_\_\_  
 Email: \_\_\_\_\_

# Exhibit E

Confidential

Notice to beneficial holders of 5.125% Senior Notes  
due 2026 issued by:

Garrett LX I S.à.r.l. and Garrett Borrowing LLC

ISINs: XS1884811594 and XS1884811677

Dated: 19 March 2021

# Exhibit F

Class 11 - Existing Common Stock

Served via First Class Mail

CreditorName	CreditorNoticeName	Address	City	State	Zip	Date Served
Anthony Zanfordino		Address Redacted				4/13/2021
Church of the Apostles Anglican		Address Redacted				4/5/2021
Elizabeth A Brown		Address Redacted				4/8/2021
Eugene J Duff		Address Redacted				4/5/2021
Fidelity Investments Cust	FBO William Kwan IRA	Address Redacted				4/6/2021
Frank B Kaplan		Address Redacted				3/31/2021
Gordon C Duvall		Address Redacted				3/31/2021
John J Dwyer		Address Redacted				4/5/2021
Lawrence A Tomasino Cust	Lawrence T Tomasino	Address Redacted				4/8/2021
Patricia A Neff &	Charles M Neff JT Ten	Address Redacted				4/5/2021
Reno J White & Imogene S White TTEES	Reno J White & Imogene S White	Address Redacted				4/5/2021
Robert A Schwab		Address Redacted				4/5/2021
Violet M Robertson &	David E Robertson JT	Address Redacted				4/6/2021
William C Johnson		Address Redacted				4/6/2021
William J Moore		Address Redacted				4/2/2021

# Exhibit G

Exhibit C  
Pg 10 of 53

Class 11 - Existing Common Stock

Served via Overnight Mail

CreditorName	Address	City	State	Zip	Date Served
Melba Glenn	Address Redacted				4/15/2021
Miriam K Rothenberg	Address Redacted				4/15/2021

# Exhibit H

## Creditor Matrix

Served via First Class Mail

CreditorName	CreditorNoticeName	Address	City	State	Zip	Date Served
Avila, Miguel		47548 Halyard Drive	Plymouth	MI	48170	3/30/2021
Bahmueller Technologies Inc		10815 John Price Rd	Charlotte	NC	28273-4530	4/6/2021
Business Forecast Systems, Inc		465 Waverley Oaks Rd #318	Waltham	MA	02452-8438	4/6/2021
Deselle, August		47548 Halyard Drive	Plymouth	MI	48170	3/30/2021
Deshpande, Anirudh		47548 Halyard Drive	Plymouth	MI	48170	3/30/2021
Epic International LLC		16250 Port NW Ste 100	Houston	TX	77041-2667	3/30/2021
HPJ Precision Inc		1914 James Pl	San Jose	CA	95125-4657	3/30/2021
Interface Inc		7418 E Helm Dr	Scottsdale	AZ	85260-2487	3/30/2021
Intrepid Control Systems Inc		PO Box 4869	Troy	MI	48099-4869	3/30/2021
J2 Global Operations Limited	E/O J2 Global Communications. Inc.	700 S Flower St Ste 1500	Los Angeles	CA	90017-4202	4/7/2021
Jobvite Inc.		1300 S El Camino Real Ste 505	San Mateo	CA	94402-2962	4/13/2021
Machine Tools Supply		2752 Walnut Ave	Tustin	CA	92780-7025	3/30/2021
Trackvia Inc.		950 17th St Ste 2000	Denver	CO	80202-2801	4/6/2021
Wageworks Inc		4609 Regent Blvd Ste 100	Irving	TX	75063-2454	3/30/2021