



## **Dana Incorporated Announces Agreement to Combine with Eaton's Mobility Business, Strengthens Dana's Position as a Leading Global Powertrain Systems Provider**

June 11, 2026

- Creates a premier, global powertrain leader focused on commercial and light vehicles with approximately \$11 billion in sales and approximately \$1.7 billion adjusted EBITDA (approximately 15% adjusted EBITDA margin) on a fully synergized, pro forma 2026 estimated basis
- Values Eaton Mobility at approximately \$5.1 billion and the combined company at over \$10 billion in enterprise value
- Combined company expected to achieve \$250 million of run-rate synergies within 24 months following closing
- Financially compelling combination effected through a Reverse Morris Trust transaction resulting in Eaton shareholders owning at least 50.1% and Dana shareholders owning approximately 49.9% of the combined company at close
- Accelerates and expands Dana 2030 strategy with 2030 targets increased to \$14–\$15 billion in sales, approximately 18% adjusted EBITDA margin, and an 8%–9% adjusted free cash flow margin
- Enhances ability to deliver greater value to customers with a more comprehensive portfolio and deepened capabilities, and diversifies customer base and improves end-market mix

MAUMEE, Ohio, June 11, 2026 /PRNewswire/ -- Dana Incorporated (NYSE: DAN) today announced it has entered into a definitive agreement with Eaton Corporation plc (NYSE: ETN) to combine with Eaton's Mobility business in a transaction valued at approximately \$5.1 billion, representing approximately 8.3x estimated 2026 pro forma adjusted EBITDA before synergies, or approximately 5.9x including run-rate synergies. The transaction combines two highly complementary powertrain portfolios to create a comprehensive, differentiated leader in commercial and light vehicle markets.



The transaction is structured as a Reverse Morris Trust with Eaton shareholders owning at least 50.1% and Dana shareholders owning approximately 49.9% of the combined company at close. Under the terms of the agreement, Eaton will receive a cash distribution of approximately \$1.1 billion (subject to adjustments for cash and indebtedness).

Dana's Chairman, R. Bruce McDonald, will serve as Executive Chairman of the combined company with responsibility for integration and synergy realization, and Byron Foster will serve as Chief Executive Officer, with both assuming their roles on July 1, 2026. Timothy Kraus will continue as Chief Financial Officer, and Eaton's Erin Rowse, Senior Vice President Human Resources, Industrial, will serve as Chief Human Resources Officer at closing. The broader leadership team will include executives from both organizations. The combined company's Board of Directors will be comprised of all the members of Dana's Board of Directors and three Eaton designees.

The combination will integrate Dana's global powertrain, thermal, and sealing technologies with Eaton Mobility's commercial vehicle transmissions, engine and emissions products, and advanced electrification capabilities, creating a more comprehensive supplier serving commercial and light vehicle markets, as well as the associated aftermarket channels.

"This transaction marks an important milestone in our transformation and positions Dana as a leading, scaled provider of powertrain solutions," said Byron Foster, Dana's incoming Chief Executive Officer. "By expanding our presence in core markets with new products and complementary technologies, we are enhancing our ability to deliver greater value to customers while strengthening margins through a more balanced portfolio and meaningful synergies. Importantly, we are bringing together highly skilled and dedicated teams whose expertise will drive our future success. This combination further accelerates the execution and expands the scope of our Dana 2030 strategy by increasing scale, deepening our aftermarket capabilities, and advancing both our traditional and electrification technologies."

Paulo Ruiz, Eaton Chief Executive Officer, said, "We are pleased to have reached this agreement, which delivers significant value to Eaton and its shareholders, further aligns our existing portfolio with powerful megatrends and supports Eaton's 2030 growth strategy to lead, invest, and execute for growth. Together, Eaton Mobility and Dana will create a leading and global engineering solutions partner, well positioned to serve commercial vehicle and light vehicle markets worldwide. We are incredibly proud of the reputation and credibility that our Eaton Mobility team has built, and we are

confident that this highly complementary combination will drive meaningful value for customers, employees and shareholders alike."

"This transaction meaningfully enhances our long-term financial outlook and enables us to significantly increase our Dana 2030 targets," said Timothy Kraus, Dana's Chief Financial Officer. "Our prior targets included approximately \$10 billion in sales, 14% to 15% adjusted EBITDA margins, and a 6% adjusted free cash flow margin. With the addition of Eaton Mobility, we are now targeting \$14 to \$15 billion in sales, approximately 18% adjusted EBITDA margins, and an 8%-9% adjusted free cash flow margin by 2030. Importantly, after funding the approximately \$1.1 billion cash distribution to Eaton, we expect to maintain a strong balance sheet with approximately 1.2x net leverage on a pro forma 2026 estimated basis, supporting continued investment and disciplined capital allocation."

Following closing, Dana is expected to operate with expanded global scale, higher margins, broader customer coverage, and a more complete portfolio spanning mechanical systems and electrified power delivery solutions. The combined company strengthens OEM relationships across commercial and light vehicle markets, and related aftermarkets.

#### Transaction Details

The transaction, which has been unanimously approved by the Boards of both companies, is structured as a "Reverse Morris Trust" transaction, where Eaton will first separate its Mobility Group to Eaton shareholders through either an exchange offer (split-off) or a pro rata distribution (spin-off), at Eaton's election. Immediately thereafter, Dana will merge with a subsidiary of the Mobility Group, with Dana surviving as a wholly owned subsidiary of the Mobility Group. Upon close of the transaction, existing Eaton shareholders will own at least 50.1% of the shares of the combined company.

The transaction values Eaton Mobility at \$5.1 billion on a cash-free, debt-free basis, representing approximately 5.9x fully synergized estimated 2026 pro forma adjusted EBITDA. In connection with the transaction, Eaton is expected to receive a cash distribution of approximately \$1.1 billion (subject to adjustments for cash and indebtedness), funded through new debt raised prior to closing.

The combination creates a company with approximately \$11 billion in sales on a pro forma 2026 estimated basis. The significantly enhanced financial profile includes improved margins and free cash flow supported by cost synergies and a stronger mix of aftermarket and higher-margin product offerings.

The transaction is expected to deliver \$250 million in annual run-rate synergies within 24 months following closing, driven by reduced structural costs, purchasing scale, manufacturing optimization, and engineering efficiencies.

Following completion of the transaction, the combined company is expected to maintain a strong balance sheet with net leverage of approximately 1.2x on a fully synergized pro forma 2026 estimated basis, and Dana is expected to maintain its current credit rating.

The combined company will continue to operate under the Dana Incorporated name and retain its listing on the New York Stock Exchange.

The transaction is expected to be tax-free to Dana and Eaton shareholders for U.S. federal income tax purposes and is expected to close in the first quarter of 2027, subject to approval by Dana shareholders, receipt of regulatory approvals, and other customary closing conditions.

Eaton today issued a separate press release regarding this transaction.

#### Advisors

Goldman Sachs & Co. LLC is serving as exclusive financial advisor, Kirkland & Ellis LLP is serving as legal counsel to Dana, and Ernst and Young LLP is serving as transaction advisor. Goldman Sachs Bank USA is serving as sole underwriter of the committed financing for the transaction.

#### Dana to Host Conference Call at 8:30 a.m. Thursday, June 11

Dana will discuss this transaction in a conference call at 8:30 a.m. EDT on Thursday, June 11. The conference call can be accessed by telephone from both domestic and international locations using the information provided below:

Conference ID: 9943139

Participant Toll-Free Dial-In Number: (888) 440-5873

Participant Toll Dial-In Number: 1 (646) 960-0319

Audio streaming and slides will be available online via a link provided on the Dana investor website: [www.dana.com/investors](http://www.dana.com/investors). Phone registration will be available beginning at 8:00 a.m. EDT.

A webcast replay can be accessed via Dana's investor website following the call.

#### About Dana Incorporated

Dana Incorporated (NYSE: DAN) is a global leader in the design and manufacture of highly efficient propulsion solutions for the light- and commercial-vehicle markets. Guided by its vision to be the world's best powertrain company, Dana delivers advanced conventional and clean-energy technologies that help customers improve the performance, efficiency, and durability of their vehicles. The company supplies leading vehicle manufacturers and related aftermarkets with industry-defining drive systems, electrodynamic technologies, and thermal and sealing solutions.

Headquartered in Maumee, Ohio, USA, Dana reported sales of \$7.5 billion in 2025. With a history dating to 1904, the company employs 27,000 people in 24 countries across six continents. Learn more at [dana.com](http://dana.com)

#### Cautionary Notes on Forward-Looking Statements

This communication includes "forward-looking statements" within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995, including statements regarding the proposed transaction between Eaton Corporation plc ("Eaton"), Dana Incorporated ("Dana") and Mobility (USA) Corporation ("SpinCo"). These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "forecast," "outlook," "target," "endeavor," "seek," "predict," "intend," "strategy," "plan," "may," "could," "should," "will," "would," or the negative thereof or variations thereon or similar terminology generally intended to identify forward-looking statements. All statements, other than historical facts, including, but not limited to, statements regarding the expected timing and structure of the proposed transaction and financing of the transaction, the ability of the parties to complete the proposed transaction, the expected benefits of the proposed transaction, including future financial and operating results and strategic and synergistic benefits, the tax consequences of the proposed transaction, and the combined company's plans, objectives, expectations and intentions, legal, economic and regulatory conditions, and any assumptions underlying any of the

foregoing, are forward looking statements.

These forward-looking statements are based on Eaton and Dana's current expectations and are subject to risks and uncertainties. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include, among others, the ability to complete the proposed transaction on the timeframe or on the terms currently anticipated or at all, including due to a failure to obtain requisite stockholder and/or regulatory approvals; risks related to difficulties, inability or delays in integrating the businesses of Dana and SpinCo; the ability to realize the anticipated benefits of the proposed transaction, including estimated combined EBITDA, estimated combined revenue and estimated run-rate cost synergies; potential impact of the announcement or consummation of the proposed transaction on Eaton and Dana's stock prices; restrictions on the conduct of Eaton and Dana's respective businesses prior to closing and on each of their ability to pursue alternatives to the proposed transaction; the possibility that the proposed transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events, or unforeseen or unknown liabilities; the ability of the combined company to implement its business strategy; the inability of the combined company to retain and hire key personnel; the occurrence of any event that could give rise to termination of the proposed transaction; the risk that stockholder litigation in connection with the proposed transaction or other litigation, settlements or investigations may affect the timing or occurrence of the proposed transaction or result in significant costs of defense, indemnification and liability; risks relating to the ability to obtain financing for the transaction upon acceptable terms or at all; evolving legal, regulatory and tax regimes; changes in general economic and/or industry specific conditions; global economic repercussions related to U.S. and global inflationary pressures and potential recessionary concerns; the risks that the anticipated tax treatment of the proposed transaction is not obtained; the risk of greater than expected difficulty in separating the business of SpinCo from the other businesses of Eaton; risks related to the disruption of management time from ongoing business operations due to the pendency of the proposed transaction, or other effects of the pendency of the proposed transaction on the relationship of any of the parties to the transaction with their employees, customers, suppliers, or other counterparties; and other risk factors detailed from time to time in Eaton and Dana's reports filed with the Securities and Exchange Commission (the "SEC"), including Eaton and Dana's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other documents filed with the SEC, including documents that will be filed with the SEC in connection with the proposed transaction. The foregoing list of important factors is not exclusive.

Any forward-looking statements speak only as of the date of this communication. None of Eaton, Dana or SpinCo undertakes, and each party expressly disclaims, any obligation to update any forward-looking statements, whether as a result of new information or development, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

It should also be noted that projected financial information for the combined company is based on management's estimates, assumptions and projections and has not been prepared in conformance with the applicable accounting requirements of Regulation S-X relating to pro forma financial information, and the required pro forma adjustments have not been applied and are not reflected therein. None of this information should be considered in isolation from, or as a substitute for, the historical financial statements of Dana or SpinCo.

#### Important Information About the Transaction and Where to Find It

In connection with the proposed transaction, SpinCo may file with the SEC an information statement on Form 10 ("Form 10") or a registration statement on Form S-1/S-4 (the "Form S-1/S-4") that constitutes a prospectus with respect to the shares of common stock, par value \$0.01 per share, of SpinCo (the "SpinCo shares") to be issued to Eaton shareholders in the proposed exchange offer (the "prospectus/offer to exchange"). Eaton may also file with the SEC a tender offer statement (the "Schedule TO") with respect to the offer by Eaton to exchange all SpinCo shares for ordinary shares, par value \$0.01 per share, of Eaton that are validly tendered and not properly withdrawn prior to the expiration of the exchange offer (if any). In addition, SpinCo intends to file with the SEC a registration statement on Form S-4 (the "Form S-4") that will include a proxy statement of Dana and that also constitutes a prospectus of SpinCo with respect to the SpinCo shares to be issued in the proposed merger (the "proxy statement/prospectus"). Each of Eaton, SpinCo and Dana may also file other relevant documents with the SEC regarding the proposed transaction. This document is not a substitute for the Form 10, Form S-1/S-4, Schedule TO, Form S-4, prospectus/offer to exchange, proxy statement/prospectus or any other document that Eaton, SpinCo or Dana may file with the SEC. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENTS, THE SCHEDULE TO, THE PROSPECTUS/OFFER TO EXCHANGE, THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT EATON, DANA, SPINCO AND THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of the Form 10, Form S-1/S-4, Schedule TO, Form S-4, the prospectus/offer to exchange and the proxy statement/prospectus (if and when available) and other documents containing important information about Eaton, Dana and SpinCo and the proposed transaction, once such documents are filed with the SEC through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with, or furnished to, the SEC by Eaton and SpinCo will be available free of charge on Eaton's website at <https://www.eaton.com/us/en-us/company/investor-relations.html>. Copies of the documents filed with, or furnished to, the SEC by Dana will be available free of charge on Dana's website at <https://danaincorporated.gcs-web.com/>. The information included on, or accessible through, Eaton or Dana's website is not incorporated by reference into this communication.

#### Participants in the Solicitation

Eaton, Dana, SpinCo and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about the directors and executive officers of Eaton, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in Eaton's proxy statement for its 2026 Annual General Meeting of Shareholders, which was filed with the SEC on March 13, 2026. Information about the directors and executive officers of Dana, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in Dana's proxy statement for its 2026 Annual Meeting of Stockholders, which was filed with the SEC on March 13, 2026. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the Form S-4 and the proxy statement/prospectus and other relevant materials to be filed with the SEC regarding the proposed transaction when such materials become available. Investors should read the Form 10, Form S-1/S-4, Schedule TO, Form S-4, the prospectus/offer to exchange and the proxy statement/prospectus carefully if and when available before making any voting or investment decisions. You may obtain free copies of these documents from Eaton or Dana using the sources indicated above.

#### No Offer or Solicitation

This communication is not intended to and shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy or exchange any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act or in a transaction exempt from the registration requirements of the Securities Act.

#### Note Regarding Use of Non-GAAP Financial Measures

In addition to the financial measures presented in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"), this communication includes certain non-GAAP financial measures (collectively, the "Non-GAAP Measures"), such as adjusted EBITDA, adjusted EBITDA margin and adjusted free cash flow margin. These Non-GAAP Measures should not be used in isolation or as a substitute or alternative to results determined in accordance with U.S. GAAP. In addition, Dana's and Eaton's definitions of these Non-GAAP Measures may not be comparable to similarly titled non-GAAP financial measures reported by other companies. A reconciliation of these Non-GAAP Measures to the most directly comparable financial measures calculated and reported in accordance with U.S. GAAP can be found in Dana's filings with the SEC except for financial guidance and other forward-looking information since such a reconciliation is not practicable without unreasonable effort as Dana is unable to reasonably forecast certain amounts that are necessary for such reconciliation.

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SOURCE Dana Incorporated

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