Dana Announces Launch of Tender Offers for Any and All of its Outstanding 4.250% Senior Notes due 2030 and 4.500% Senior Notes due 2032

November 6, 2026

MAUMEE, Ohio, Nov. 6, 2026 /PRNewswire/ -- Dana Incorporated (NYSE: DAN) ("Dana" or the "Company") announced today the commencement of tender offers to purchase for cash any and all of the senior notes issued by the Company listed in the table below (collectively, the "Notes"). The tender offers (each, an "Offer" and, together, the "Offers") are being made pursuant to the Offer to Purchase, dated November 6, 2026 (the "Offer to Purchase").

Title of Security	CUSIP No. / ISIN(1)	Aggregate Principal Amount Outstanding	U.S. Treasury Reference Security(2)	Bloomberg Reference Page(2)	Fixed Spread
4.250% Senior Notes due 2030	235825AH9 / US235825AH97	$226,800,000	4.125% UST due August 31, 2030	FIT5	0 bps
4.500% Senior Notes due 2032	235825AJ5 / US235825AJ53	$198,452,000	1.875% UST due February 15, 2032	FIT6	0 bps

(1) No representation is made as to the correctness or accuracy of the CUSIP numbers or ISINs listed in this news release or printed on the Notes. Such information is provided solely for the convenience of the holders of the Notes (each, a "Holder" and, collectively, the "Holders").

(2) Reflects the consideration (the "Consideration") for each $1,000 principal amount of Notes of each series validly tendered, not validly withdrawn and accepted for purchase pursuant to the Offers will be determined in the manner described in the Offer to Purchase by reference to the applicable fixed spread specified in the table above (the "Fixed Spread") plus the yield to maturity of the applicable U.S. Treasury Reference Security specified in the table above based on the bid-side price of such U.S. Treasury Reference Security as quoted on the applicable reference page specified in the table above (the "Reference Page") at 3:00 p.m., New York City time, on November 13, 2026 (as such date and time may be extended). The Consideration does not include accrued interest from the last interest payment date of the Notes to, but not including, the Settlement Date (as defined below), which will separately be paid on Notes accepted for purchase by us.

The Offers may be amended by us in our sole discretion, subject to applicable law. The Offers will expire at 5:00 p.m., New York City time, on November 13, 2026, unless extended or terminated by us (such time and date, as the same may be extended or terminated by us in our sole discretion, subject to applicable law, the "Expiration Date"). Holders of Notes must validly tender and not validly withdraw their Notes at or prior to the Expiration Date in order to be eligible to receive the Consideration. Tendered Notes may be validly withdrawn at any time at or prior to the earlier of (i) the Expiration Date and (ii) if the applicable Offer is extended, the 10th business day after commencement of such Offer (such time and date, as the same may be extended by us in our sole discretion, the "Withdrawal Deadline"), but may not thereafter be validly withdrawn, unless otherwise required by applicable law. In addition, tendered Notes may be validly withdrawn at any time after the 60th business day after commencement of the applicable Offer if for any reason such Offer has not been consummated within 60 business days after commencement of such Offer. The Company may extend the Expiration Date without extending the Withdrawal Deadline or otherwise reinstating withdrawal rights of Holders, subject to applicable law.

The settlement date in respect of any Notes that are validly tendered and not validly withdrawn at or prior to the Expiration Date, and accepted by us for purchase in the Offers, will be promptly after the Expiration Date (the "Settlement Date") and is expected to be on or about November 17, 2026, the second business day following the Expiration Date.

Our obligation to accept for purchase, and to pay for, Notes that are validly tendered and not validly withdrawn pursuant to the Offers is subject to the satisfaction or waiver by the Company of certain conditions set forth in the Offer to Purchase. The Offers are not conditioned on any minimum amount of Notes being tendered.

To the extent any Notes remain outstanding following the consummation of the Offers, the Company currently intends to (but is not obligated to) defease all covenants (except payment of principal and interest and maintenance of office) with respect to one or both series of Notes, in which case Holders of such Notes will continue to receive interest on each scheduled interest payment date and principal on the stated maturity date but will not

benefit from any restrictive covenants removed pursuant to the defeasance, including the change of control repurchase obligations.

The Company refers Holders to the Offer to Purchase for the complete terms and conditions of the Offers. The description of the Offers above is only a summary and is qualified in its entirety by the Offer to Purchase, which may be obtained as described below.

Information Relating to the Offers

The Company has retained J.P. Morgan Securities LLC and Barclays Capital Inc. as dealer managers in connection with the Offers (the "Dealer Managers"). In such capacities, they may contact Holders regarding the Offers and may request brokers, dealers, commercial banks, trust companies and other nominees or intermediaries to forward the Offer to Purchase and related materials to beneficial owners of Notes. Questions about the Offers may be directed to J.P. Morgan Securities LLC at (866) 834-4466 (toll-free) or (212) 834-3554 (collect) or Barclays Capital Inc. at (212) 528-7581 (collect) or by email at us.lm@barclays.com.

None of the Company or its affiliates, their respective boards of directors, the Dealer Managers, the tender and information agent and the trustee with respect to any Notes is making any recommendation as to whether Holders should tender any Notes in response to the Offers, and neither the Company nor any such other person has authorized any person to make any such recommendation. Holders must make their own decision as to whether to tender any of their Notes, and, if so, the principal amount of Notes to tender.

Holders are urged to evaluate carefully all information in this news release, including the documents referred to herein, consult their own investment and tax advisors and make their own decisions whether to tender some or all of their Notes. Beneficial owners should contact their broker, dealer, commercial bank, trust company or other nominee or intermediary for assistance concerning the Offers.

The Offer to Purchase may be obtained from D.F. King & Co., free of charge, by calling (866) 796-3441 (toll-free) (bankers and brokers can call collect at (212) 257-2516) or by email at dana@dfking.com. The Offer to Purchase can also be accessed at the following website: www.dfking.com/dana.

This news release is for informational purposes only and does not constitute an offer to sell, or a solicitation of an offer to buy, any security. No offer, solicitation or sale has been or will be made in any jurisdiction in which such an offer, solicitation or sale would be unlawful. The Offers are only being made pursuant to the Offer to Purchase. Holders of the Notes are urged to carefully read the Offer to Purchase before making any decision with respect to the Offers.

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.

Forward-Looking Statements

This news release includes "forward-looking statements" within the meaning of the federal securities laws intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Such forward-looking statements can often be identified by words such as "anticipates," "expects," "believes," "intends," "plans," "predicts," "seeks," "estimates," "projects," "outlook," "may," "will," "should," "would," "could," "potential," "continue," "ongoing" and similar expressions, variations or negatives of these words. These statements represent the present expectations of the Company and its consolidated subsidiaries based on our current information and assumptions. Forward-looking statements are inherently subject to risks and uncertainties. Our plans, actions and actual results could differ materially from our present expectations due to a number of factors, including those discussed in the Offer to Purchase and in our filings with the U.S. Securities and Exchange Commission. All forward-looking statements speak only as of the date made and we undertake no obligation to publicly update or revise any forward-looking statement to reflect events or circumstances that may arise after the date of this news release.

View original content to download multimedia:https://www.prnewswire.com/news-releases/dana-announces-launch-of-tender-offers-for-any-and-all-of-its-outstanding-4-250-senior-notes-due-2030-and-4-500-senior-notes-due-2032--302932049.html

SOURCE Dana Incorporated

Craig Barber, 419.887.5166