



Shareowner Services
 P.O. Box 64945
 St. Paul, MN 55164-0945

Address Change? Mark box, sign, and indicate changes below:

TO VOTE BY INTERNET OR TELEPHONE, SEE REVERSE SIDE OF THIS PROXY CARD.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL OF THE NOMINEES FOR DIRECTOR IN PROPOSAL 1, FOR PROPOSALS 2, 3 AND 4 AND AGAINST PROPOSAL 5.

- | | | |
|---------------------------|--------------------------|--------------------------|
| 1. Election of directors: | 01 Rachel A. Gonzalez | 05 Michael J. Mack, Jr. |
| | 02 James K. Kamsickas | 06 R. Bruce McDonald |
| | 03 Virginia A. Kamsky | 07 Diarmuid B. O'Connell |
| | 04 Raymond E. Mabus, Jr. | 08 Keith E. Wandell |

Vote FOR all nominees (except as marked)

Vote WITHHELD from all nominees

(Instructions: To withhold authority to vote for any indicated nominee, write the number(s) of the nominee(s) in the box provided to the right.)

Please fold here – Do not separate

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|--|------------------------------|----------------------------------|----------------------------------|
| 2. Approval of a non-binding advisory proposal approving executive compensation. | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
| 3. Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm. | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
| 4. Approve amending the Second Restated Certificate of Incorporation to eliminate supermajority voting requirements. | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
| 5. A shareholder proposal regarding special meetings. | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |

IN THEIR DISCRETION, PROXIES ARE AUTHORIZED TO VOTE FOR THE ELECTION OF A PERSON TO THE BOARD OF DIRECTORS IF ANY NOMINEE NAMED BECOMES UNABLE TO SERVE OR FOR GOOD CAUSE WILL NOT SERVE, UPON ALL MATTERS INCIDENT TO THE CONDUCT OF THE MEETING, AND UPON SUCH OTHER BUSINESS AS MAY PROPERLY BE BROUGHT BEFORE THE MEETING. WHEN PROPERLY EXECUTED, THIS PROXY WILL BE VOTED IN THE MANNER SPECIFIED BY THE UNDERSIGNED SHAREHOLDER. IF NO INSTRUCTIONS ARE SPECIFIED, THIS PROXY WILL BE VOTED FOR PROPOSALS 1, 2, 3 AND 4 AND AGAINST PROPOSAL 5.

Date _____

Signature(s) in Box

Please sign exactly as your name(s) appears on Proxy. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy.



DANA INCORPORATED

2018 ANNUAL MEETING OF SHAREHOLDERS

**Thursday, April 26, 2018
8:30 a.m., Eastern Time**

**Dana Incorporated World Headquarters
3939 Technology Drive
Maumee, Ohio 43537**

The proxy statement and annual report to security holders are available electronically at www.dana.com/proxy.

If you plan to attend the Annual Meeting of Shareholders, you must pre-register. Please contact Dana's Shareholder Services by e-mail at InvestorRelations@dana.com or by telephone at 1-800-537-8823 providing your name, address, telephone number. In addition to ownership confirmation, you must also present government-issued photo identification showing your name, address and signature for admission. Annual meeting pre-registration requests must be received by the end of business on Wednesday, April 25, 2018.



**Dana Incorporated
3939 Technology Drive
Maumee, OH 43537**

proxy

This Proxy is Solicited on Behalf of the Board of Directors.

The undersigned appoints Douglas H. Liedberg and Robert W. Spencer, Jr., or either of them, as Proxies, each with the power to appoint his substitute, as the case may be, and authorizes them to represent and vote, as designated on the reverse side, all the shares of common stock of Dana Incorporated held of record by the undersigned on February 26, 2018, at the Annual Meeting of Shareholders to be held on April 26, 2018, and at any adjournments or postponements of the meeting. In their discretion, the Proxies are authorized to vote for the election of a person to the Board of Directors if any nominee named becomes unable to serve or for good cause will not serve, upon all matters incident to the conduct of the meeting, and upon any other business that may properly come before the meeting.

**DANA INCORPORATED
2018 ANNUAL MEETING OF SHAREHOLDERS
April 26, 2018
8:30 a.m., Eastern Time**

**Vote by Internet, Telephone or Mail
24 Hours a Day, 7 Days a Week**

Your phone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.



INTERNET/MOBILE

www.proxypush.com/dan

Use the Internet to vote your proxy until 11:59 p.m. (ET) on April 25, 2018.



PHONE

1-866-883-3382

Use a touch-tone telephone to vote your proxy until 11:59 p.m. (ET) on April 25, 2018.



MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Proxy Card.