

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 17, 2018

Dana Incorporated
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-1063
(Commission
File Number)

26-1531856
(IRS Employer
Identification Number)

3939 Technology Drive, Maumee, Ohio 43537
(Address of principal executive offices) (Zip Code)

(419) 887-3000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 7.01 Regulation FD Disclosure.

Dana Incorporated (“Dana”) issued a press release announcing its estimated financial results for its fiscal year 2017 and its outlook for fiscal year 2018. A copy of the press release is attached hereto as Exhibit 99.1.

Dana previously announced it will participate in the 2018 Deutsche Bank Global Auto Industry Conference in Detroit, Michigan on January 17, 2018. President and Chief Executive Officer James Kamsickas and Executive Vice President and Chief Financial Officer Jonathan Collins will provide a brief overview of the company and answer questions for approximately 40 minutes, beginning at 1:30 p.m. EST.

Information on accessing a live webcast will be posted to Dana’s Investor website (www.dana.com/investors) prior to the event. In addition, the audio replay will be available the next business day via the Dana Investor website. A copy of the presentation, which will be discussed at the conference, is attached hereto as Exhibit 99.2.

The information in this report is being “furnished” and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following items are furnished with this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Dana Incorporated Press Release dated January 17, 2018
99.2	Deutsche Bank Global Auto Industry Conference Presentation Slides

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DANA INCORPORATED

Date: January 17, 2018

By: /s/ Douglas H. Liedberg
Name: Douglas H. Liedberg
Title: Senior Vice President, General Counsel and Secretary

News Release



IMMEDIATE

Dana Incorporated Announces Strong Preliminary 2017 Financial Results and Guidance for 2018, Increased Outlook for 2019, \$800 Million of Sales Backlog, and Increase to Quarterly Dividend

MAUMEE, Ohio, Jan. 17, 2018 – Dana Incorporated (NYSE: DAN) today announced strong preliminary financial results for 2017 and guidance for 2018. Preliminary sales and adjusted EBITDA for 2017 are in line with the company's previous guidance. The 2018 guidance reflects significant sales, earnings, and cash flow growth. The increased outlook for 2019 represents a significant improvement from the prior targets. The company also announced that it will increase its quarterly dividend from \$0.06 to \$0.10 per share, and its board of directors has authorized the repurchase of up to \$100 million of common shares over the next two years.

Company Announces Preliminary 2017 Financial Results

- Sales of \$7.2 billion, an increase of \$1.4 billion or growth of 24 percent;
- Adjusted EBITDA of \$835 million, an increase of \$175 million; and
- Margin of 11.6 percent of sales, an expansion of 30 basis points.

Preliminary sales for the year approximated \$7.2 billion, about 24 percent higher than 2016, primarily due to strong end-market demand, acquisitions, conversion of sales backlog, and favorable currency.

Preliminary adjusted EBITDA for 2017 approximated \$835 million, or 11.6 percent of sales, a 30 basis-point improvement over 2016.

"Over the course of this past year, we made great strides in positioning Dana for long-term success. By delivering profitable organic and inorganic growth in 2017, we have established the foundation for our future as we continue to execute our enterprise strategy," said James Kamsickas, Dana president and chief executive officer.

Company Updates Sales Backlog

Dana's 2018-2020 sales backlog as of Dec. 31, 2017, has improved to \$800 million, a 7 percent increase over the prior three-year backlog. The increase in the backlog is driven by new business wins as currency and market expectations have remained stable.

Company Issues 2018 Guidance

- Sales of \$7.5 to \$7.7 billion;
- Adjusted EBITDA of \$910 to \$960 million;
- Adjusted EBITDA as a percent of sales of 12.1 to 12.5 percent;
- Diluted adjusted EPS¹ of \$2.60 to \$2.90;
- Operating cash flow of approximately 7.5 percent of sales;
- Capital spending of approximately 4.0 percent of sales; and
- Free cash flow of approximately 3.5 percent of sales.

¹ Net income and diluted EPS guidance are not provided, as discussed below in Non-GAAP Financial Information.

Strong end-market demand and new-business backlog are driving an expected 6 percent sales growth in 2018. Continued strong demand for key light-truck programs is expected into 2018, as is higher end-market demand for off-highway equipment and commercial vehicles. Increased sales from the new-business backlog are expected to add approximately \$300 million, and improved end-market demand is expected to accrete \$100 million.

Adjusted EBITDA in 2018 is expected to improve by approximately \$100 million, or 70 basis points of margin improvement. This improvement is driven primarily by higher sales levels, ongoing efficiency improvements, and acquisition synergies.

“The combination of our strong financial performance in 2017 and outlook for the future provides increased confidence in our cash flows, allowing us to increase our quarterly dividends by 67 percent,” said Jonathan Collins, executive vice president and chief financial officer of Dana. “Our new share repurchase authorization, which extends through the end of next year, will allow us to mitigate the ambient level of dilution.”

Company Updates 2019 Targets

Dana’s sales, adjusted EBITDA, and diluted adjusted EPS are expected to increase by \$700 million, \$90 million, and \$0.40, respectively, compared with the prior 2019 target ranges, due to the impact of stronger than expected end-market demand, increased sales backlog, and continued cost discipline. Adjusted EBITDA margin and free cash flow as a percentage of sales are expected to remain in line with prior target ranges at 12.8 percent and 5.0 percent.

Share Repurchase Program

Dana announced today that its board of directors approved a new share repurchase program, authorizing the purchase of up to \$100 million of common shares over the next two years. The company expects any shares repurchased to be in the open market or through privately negotiated transactions and expects to have sufficient free cash flow and liquidity during this period to support this initiative. Execution under this program is subject to prevailing market conditions, available growth opportunities, and other considerations.

Dana to Present at the 2018 Deutsche Bank Global Auto Industry Conference Today

Mr. Kamsickas and Mr. Collins will provide a brief overview of the company and answer questions for approximately 40 minutes, beginning at 1:30 p.m. EST.

Information on accessing the webcast will be posted to Dana’s Investor website, www.dana.com/investors, prior to the event.

Non-GAAP Financial Information

This release refers to adjusted EBITDA, a non-GAAP financial measure which we have defined as net income before interest, taxes, depreciation, amortization, equity grant expense, restructuring expense and other adjustments not related to our core operations (gain/loss on debt extinguishment, pension settlements, divestitures, impairment, etc.). Adjusted EBITDA is a measure of our ability to maintain and continue to invest in our operations and provide shareholder returns. We use adjusted EBITDA in assessing the effectiveness of our business strategies, evaluating and pricing potential acquisitions and as a factor in making incentive compensation decisions. In addition to its use by management, we also believe adjusted EBITDA is a measure widely used by securities analysts, investors and others to evaluate financial performance of our company relative to other Tier 1 automotive suppliers. Adjusted EBITDA should not be considered a substitute for income before income taxes, net income or other results reported in accordance with GAAP. Adjusted EBITDA may not be comparable to similarly titled measures reported by other companies.

Diluted adjusted EPS is a non-GAAP financial measure, which we have defined as adjusted net income divided by adjusted diluted shares. We define adjusted net income as net income (loss) attributable to the parent company, excluding any nonrecurring income tax items, restructuring and impairment expense, amortization expense, and other adjustments not related to our core operations (as used in adjusted EBITDA), net of any associated income tax effects. We define adjusted diluted shares as diluted shares as determined in accordance with GAAP based on adjusted net income. This measure is considered useful for purposes of providing investors, analysts, and other interested parties with an indicator of ongoing financial performance that provides enhanced comparability to EPS reported by other companies. Diluted adjusted EPS is neither intended to represent nor be an alternative measure to diluted EPS reported under GAAP.

Free cash flow is a non-GAAP financial measure, which we have defined as cash provided by (used in) operating activities, less purchases of property, plant, and equipment. We believe this measure is useful to investors in evaluating the operational cash flow of the company inclusive of the spending required to maintain the operations. Free cash flow is neither intended to represent nor be an alternative to the measure of net cash provided by (used in) operating activities reported under GAAP. Free cash flow may not be comparable to similarly titled measures reported by other companies.

We have not provided reconciliations of preliminary and projected adjusted EBITDA and diluted adjusted EPS to the most comparable GAAP measures of net income and diluted EPS. Providing net income and diluted EPS guidance is potentially misleading and not practical given the difficulty of projecting event-driven transactional and other non-core operating items that are included in net income and diluted EPS, including restructuring actions, asset impairments, and income tax valuation adjustments. Reconciliations of these non-GAAP measures with the most comparable GAAP measures for historical periods are indicative of the reconciliations that will be prepared upon completion of the periods covered by the non-GAAP guidance. Please reference the "Non-GAAP financial information" accompanying our quarterly earnings conference call presentations on our website at www.dana.com/investors for our GAAP results and the reconciliations of these measures, where used, to the comparable GAAP measures.

Forward-Looking Statements

Certain statements and projections contained in this news release are, by their nature, forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on our current expectations, estimates and projections about our industry and business, management's beliefs, and certain assumptions made by us, all of which are subject to change. Forward-looking statements can often be identified by words such as "anticipates," "expects," "intends," "plans," "predicts," "believes," "seeks," "estimates," "may," "will," "should," "would," "could," "potential," "continue," "ongoing," similar expressions, and variations or negatives of these words. These forward-looking statements are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause our actual results to differ materially and adversely from those expressed in any forward-looking statement.

Dana's Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K, and other Securities and Exchange Commission filings discuss important risk factors that could affect our business, results of operations and financial condition. The forward-looking statements in this news release speak only as of this date. Dana does not undertake any obligation to revise or update publicly any forward-looking statement for any reason.

About Dana Incorporated

Dana is a world leader in highly engineered solutions for improving the efficiency, performance, and sustainability of powered vehicles and machinery. Dana supports the passenger vehicle, commercial truck, and off-highway markets, as well as industrial and stationary equipment applications. Founded in 1904, Dana employs more than 30,000 people in 33 countries on six continents who are committed to delivering long-term value to customers. Based in Maumee, Ohio, USA, the company reported preliminary sales of \$7.2 billion in 2017. Dana is ranked among the Drucker Institute's listing of the 250 most effectively managed companies. For more information, please visit dana.com.

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Dana Incorporated
Deutsche Bank
Global Auto Industry Conference
January 17, 2018

James Kamsickas

President and Chief Executive Officer

Jonathan Collins

Executive Vice President and Chief Financial Officer



Safe Harbor Statement

Certain statements and projections contained in this presentation are, by their forward-looking nature, within the meaning of the Private Securities Litigation Reform Act of 1995, forward-looking statements. These forward-looking statements are based on our current expectations, estimates, forecasts and projections about our industry and business, management's beliefs, and certain assumptions made by us, all of which are subject to change. Forward-looking statements can often be identified by words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "may," "will," "should," "would," "could," "potential," "continue," "ongoing," similar expressions, and variations or negative variations of these words. These forward-looking statements are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause our actual results to differ materially and adversely from those expressed in any forward-looking statements. We have discussed our Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K, and other Securities and Exchange Commission filings, which discuss important risk factors that could affect our business, results of operations and financial condition. The forward-looking statements in this presentation speak only as of the date of this statement. Dana does not undertake any obligation to revise or update publicly any forward-looking statement for any reason.





Snapshot

➤ Founded in **1904**

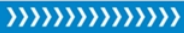
\$ 2017 preliminary sales:
\$7.2 billion

Over **100 major facilities**
33 countries on **6 continents**
With customers in **130+ countries**

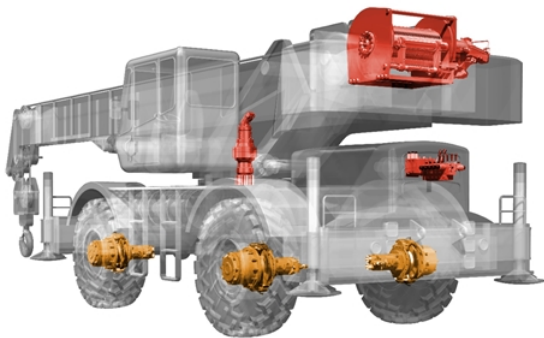
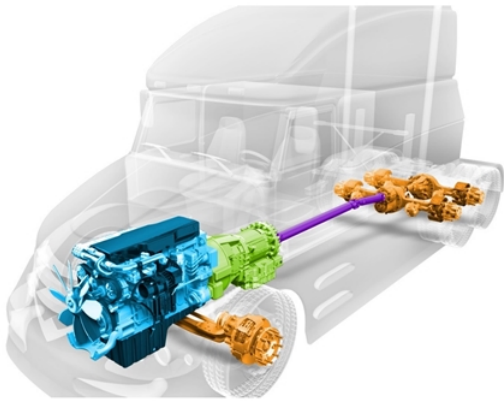
Based in
**Maumee,
Ohio, USA**


~30,000
people


16
Technical Centers



Product Overview



Engine

- Seals & Gaskets
- Battery Cooling
- Electronics Cooling
- Engine Cooling

Driveshaft

- Aluminum Driveshafts
- Steel Driveshafts
- Industrial Driveshafts
- Universal Joints
- Constant Velocity Joints

Motion

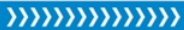
- Hydraulics Motors & Pumps
- Gearboxes
- Winches
- Valves & Electronic Controls

Transmi

- Sealing & Cooling
- Active Warm Up
- Transmissions
 - Hydrostatic
 - Hydrodynamic
 - Hydromechanical
 - Continuously Variable

Axles &

- Drive Axles
- Steer Axles
- Electric Axles
- AWD Systems
- Disconnect Systems
- Active Differential S
- Wheel Drives
- Track Drives



End Markets and Customers

Light Vehicles

51%



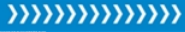
Commercial Vehicles

30%



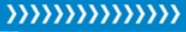
Off-Highway

19%

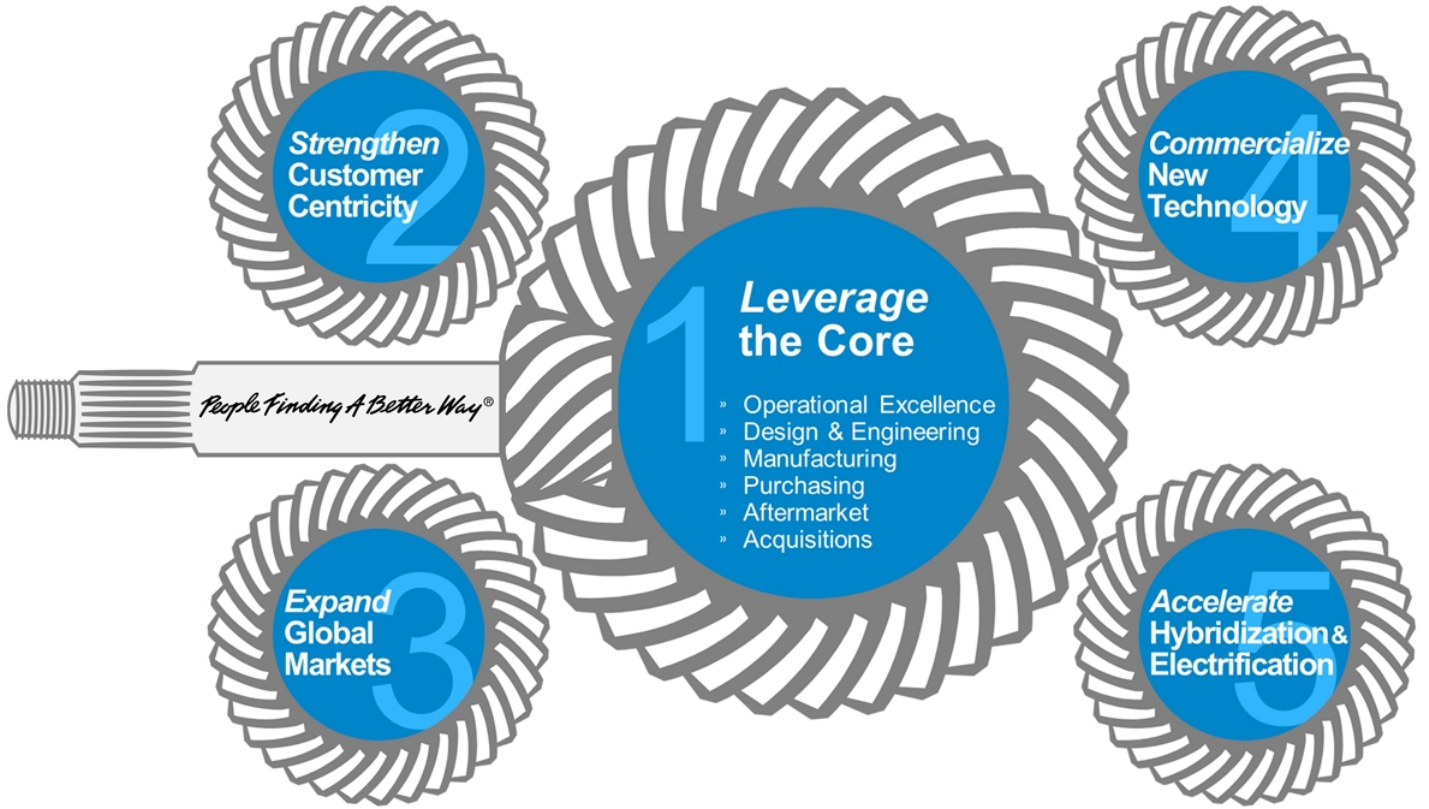


2017 Preliminary sales percentages include sales of non-consolidated DDAC joint venture

Regional Diversity



2017 Preliminary sales percentages include sales of non-consolidated DDAC joint venture



Enterprise Strategy Execution



FCA
FIAT CHRYSLER AUTOMOBILES
Innovation Supplier
of the Year

Ford
World Excellence
Award

MAN
Excellence in
Innovation

VOLVO
Supplier Excellence
Award

CATERPILLAR
Supplier Quality
Excellence
MANITOU
HANDLING YOUR WORLD
Best Supplier Award



Chongqing
Manufacturing



Yancheng
Manufacturing



SPICE



VICTOR REINZ
Sealing Products



DANA

Electric Drive



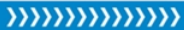
Electric Wheel & Track Drives



Batter



Enterprise Strategy Driving Growth: \$800M Backlog Through 2025



2018 Market and Business Update



North America



Economic Growth



LV New Business



Class 8 Production

- Housing starts continue to drive recovery in construction market
- Demand for key light vehicle programs remains strong
- Commercial vehicle production improving
- Class 8 customer share remains stable



South America



Brazil Economy



Brazil Truck Prod



Argentina Economy

- Brazilian end markets have stabilized, recovery may be tempered due to political uncertainty
- Heavy and medium duty truck production expected to be up 10% over last year but still below normalized levels
- Argentina expected to see 3% economic growth
- Divesting non-core, underperforming operation



Europe



Economic Growth



Construction Mining

- Eurozone economic growth expected to
- Global demand for construction and min expected to remain strong
- Brevini integration on track; will realize s
- Euro stable compared to U.S. dollar



Asia Pacific



India Economy



China Economy

- India end-market demand strengthening spending and mining
- On-highway market growth in China exp off-highway markets remain strong
- Regional light truck production expected
- Light vehicle sales in Thailand forecaste



Major Program Launches

Wrangler

Jeep



- » Launch on-track
- » Multiple variants, all feature Dana:
 - Axles and propshafts
 - Thermal heat shields, valve stem seals and axle gaskets
- » Expected to be at full run-rate in 1st half of 2018

All Wheel Drive Vehicles

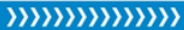


- » Global program manufactured in China and the U.S.
- » Dana will supply:
 - Disconnecting AWD Rear Drive Unit
 - Active warm up units, thermal heat shields, valve stem seals, and gaskets
- » Launching 2nd half of 2018

Ranger



- » Dana Toledo Fa
- » Dana will supply:
 - Axles and props
 - Thermal heat sh
 - coolers, valve sl
- » Production anti



All-New Ford Ranger

ALL-NEW FORD RANGER

Adventure-ready 2019 Ford Ranger brings Built Ford Tough capability, innovation to America's midsize

AVAILABLE EARLY 2019



✓ Dana® AdvanTEK® independent front and solid rear axles with optional electronic-locking rear axle



Pre-production model shown.
*Dana independent front axle available on 4WD models only.

BUILT FORD TOUGH

- ✓ Fully boxed high-strength steel frame
- ✓ Frame-mounted front and rear steel bumpers
- ✓ Double-wishbone suspension, monotube shock absorbers
- ✓ Parabolic rear leaf springs
- ✓ Designed, engineered and tested to F-150 standards
- ✓ Advanced driver-assist and connectivity technologies

ADVENTURE-READY

- ✓ Available FX4 Off-Road Package
- ✓ Powerful and versatile 2.3-liter EcoBoost® engine
- ✓ Class-exclusive 10-speed automatic transmission
- ✓ Available Terrain Management System™ and Trail Control
- ✓ Wide approach and departure angles, front and rear
- ✓ Steel front bash plate, underbody skid plates (4x4 models)
- ✓ Electronic shift-on-the-fly transfer case** (4x4 models)
- ✓ Dana® AdvanTEK® independent front and solid rear axles with optional electronic-locking rear axle



Major New Program Wins

Light Vehicle

Jeep



- » Dana will supply:
 - Front and rear axles
 - Propshafts
- » Thermal heat shields, valve stem seals, and axle gaskets

Commercial Vehicle



- » 2019 Silverado
 - Class 4 medium duty
 - Class 5 medium duty
- » Production anticipated late 2018

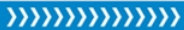
Off-Highway



LIEBHERR



- » TE14 powershift
- » Dana Smart-suite monitoring and control
- » Production anticipated late 2018



e-Propulsion Systems



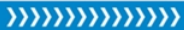
Mini-bus market: Weighing less than 8,000 kilograms
Launch: Q1 2018



Transit bus market: Weighing less than 12,000 kilograms
Launch: Q1 2019

Spicer® Integrated e-

- » For electric transit bus segment
- » Fulfilling the needs of 'zero emission'
- » Supplements front of vehicle powertrain with an integrated e-Axle
- » Optimized for weight savings
- » Production beginning this year



e-Thermal Systems

Battery Cooling



Battery Enclosure



Electronics C



- » Major supplier of Battery and Electronics Cooling
- » Partnering with over 20 customers in North America, Asia, and Europe
- » New program wins across our customer base



Digital Services Offerings



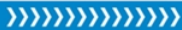
“This system helps us leverage our buying power with data...it’s kind of hard to imagine, Dana, a manufacturer, moving into this technology space, but they are...”

Daniel J. Murphy, President & CEO

IDEALEASE

SaaS Features and Functions

- » Mobile device data collection
- » Measures tire wear trends
- » Delivers predictive analytics
- » Proactively minimizes downtime
- » Establishes optimal tire replacement schedules
- » Leverages Dana’s drive expertise to solve real-world customer problems

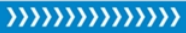




Outlook and Financials

Jonathan Collins

Executive Vice President and Chief Financial Officer



2017 Preliminary Financial Results

- Sales met prior long term financial targets two years earlier than anticipated as market recovery exceeded original expectations
- Adjusted EBITDA growth largely driven by profit conversion on market recovery and sales backlog
- Margin growth impeded by one time gains in 2016 as well as pre-synergy conversion of M&A
- Free cash flow expected near mid to upper end of previous guidance range on strong conversion of profit growth into cash

Sales

~\$7.2B

+\$1.4B vs 2016, 24% growth

Adjusted EBITDA

~\$834M

+\$175M vs 2016, 27% growth

Margin

~11.6%

+30 bps vs 2016, +80 bps vs 2015

Free Cash Flow %

~20%

More than doubled vs 2016

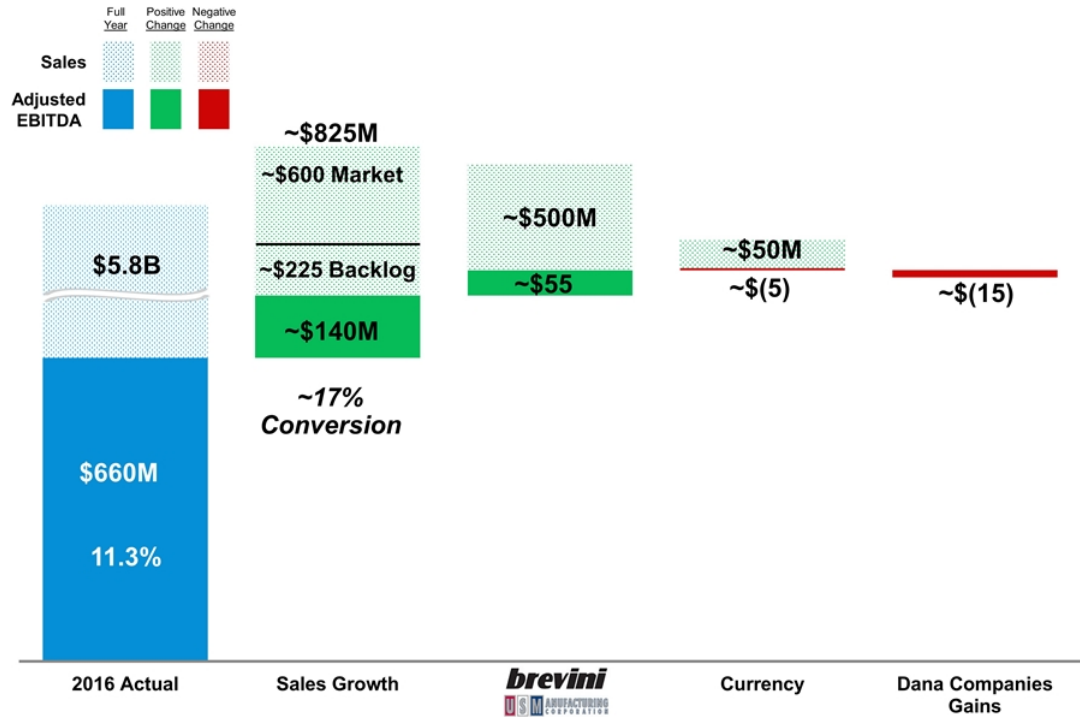
Preliminary results largely in-line with expectations

See appendix for comments regarding the presentation of non-GAAP measures



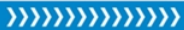
2017 Sales and Profit Growth

- Sales growth of 24% driven by strong end market demand and conversion of backlog
- Acquisitions that closed in the first quarter of 2017 increased sales while compressing margins on a pre-synergy basis
- Foreign currency translation provide a modest benefit to sales while transaction losses compressed margins
- 2016 results included gains in Dana Companies, a subsidiary that was divested at the end of that year



Delivered \$1.4B of sales and \$175M of profit

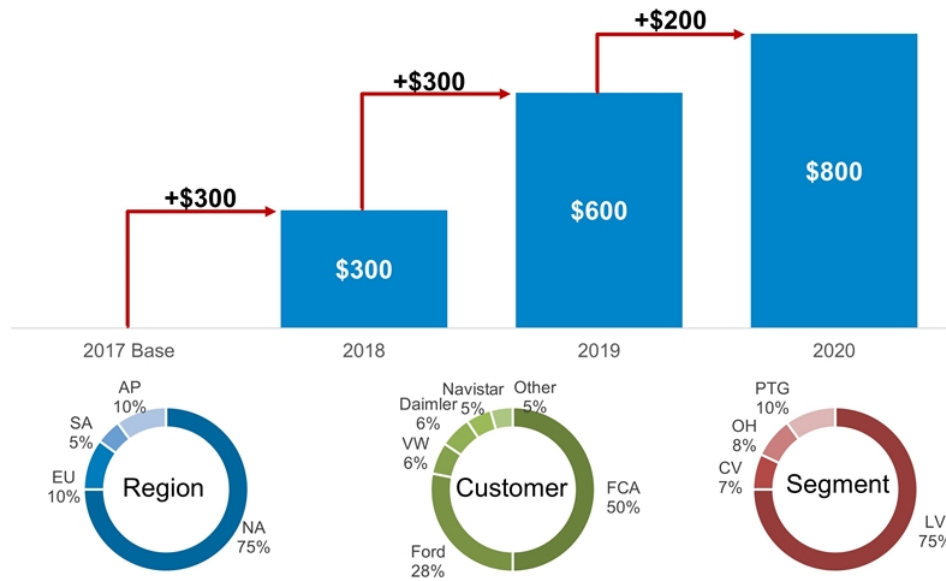
See appendix for comments regarding the presentation of non-GAAP measures



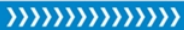
2018 – 2020 Sales Backlog: \$800 Million

- Backlog includes booked incremental new business net of any lost replacement business
- Increased by \$50M or 7% over prior three year disclosure
- Backlog increase due to new business wins as currency and market expectations remain stable

\$ in Millions



Future growth will outperform market due to booked backlog



2018 Guidance

- Sales guidance exceeds prior long term financial targets one year early largely due to pace of market recovery
- Adjusted EBITDA guidance exceeds prior 2019 targets by \$15M while margin progresses nicely towards 12.8% target
- Cash flow guidance continues to progress towards 5% target as profits grow and capital expenditures return to ambient levels
- Diluted adjusted EPS benefits by \$0.10 as a result of U.S. tax reform

Sales

~\$7.6B

+/- \$100M

+\$400M vs 2017P, 6% growth

Adjusted EBITDA

~\$935M / ~1

+/- \$25M / 20

+\$100M vs 2017P, 1

Free Cash Flow

~3.5%

+/- 30 bps

+150 bps vs 2017T

Diluted Adjuste

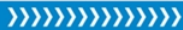
~\$2.

+/- \$0.15

+\$0.35 vs 20

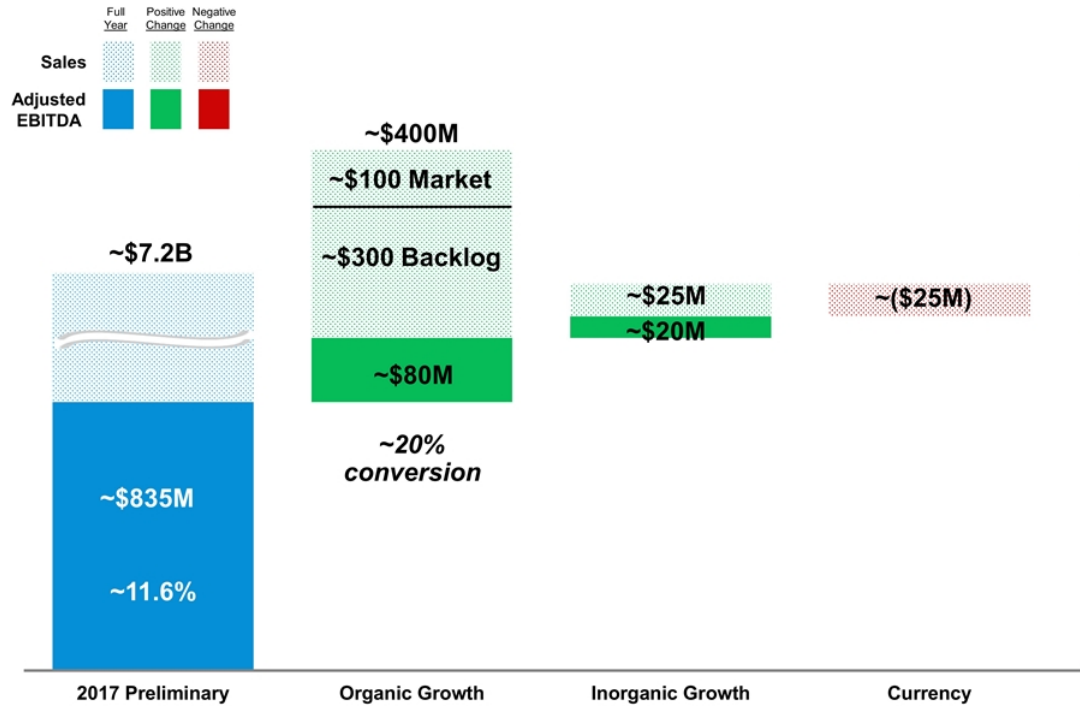
Significant improvements across all key financial

See appendix for comments regarding the presentation of non-GAAP measures



2018 Sales and Profit Growth

- Sales growth of 6% driven by conversion of backlog and stable end market demand
- Acquisitions that closed in the first quarter of 2017, net of divestiture expected in 2018, will increase sales; while expanding margins as cost synergies are realized
- Foreign currency translation expected to cause a modest headwind to sales and a negligible impact on profit



Improved conversion and M&A synergies drives +7



2019 Revised Outlook

- Sales guidance exceeds prior long term financial targets largely due to pace of market recovery
- Adjusted EBITDA outlook exceeds prior target while margin reaches 12.8% as originally expected
- Strong profit conversion and normalized capital expenditures drive continued conviction in FCF target at 5% of sales

Sales

~\$7.9B

+/- \$100M

+\$700M vs prior target

Adjusted EBITDA

>\$1B/~1

+/- \$25M / 20

+90M vs prior

Free Cash Flow

~5%

+/- 30 bps

Consistent with prior target

Diluted Adjuste

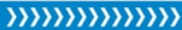
~\$3.0

+/- \$0.15

+\$0.40 vs prior

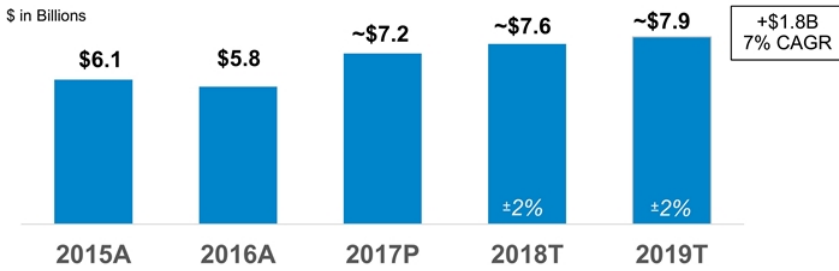
Outlook exceeds prior 2019 \$ targets and confirm

See appendix for comments regarding the presentation of non-GAAP measures

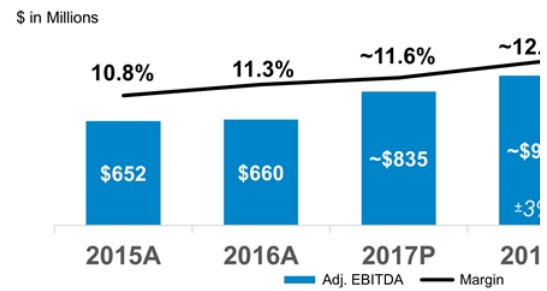


5 Year Financial Trends: Updated

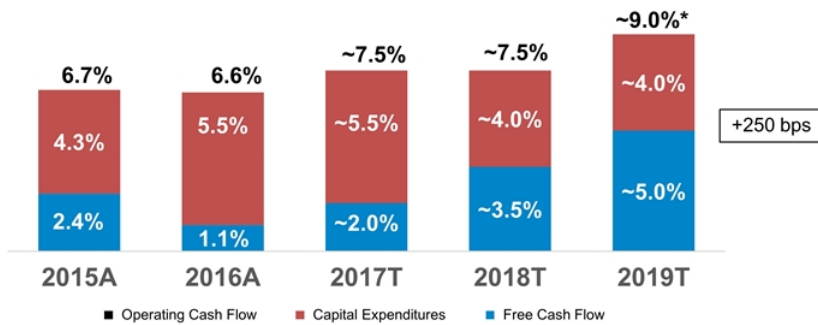
Sales



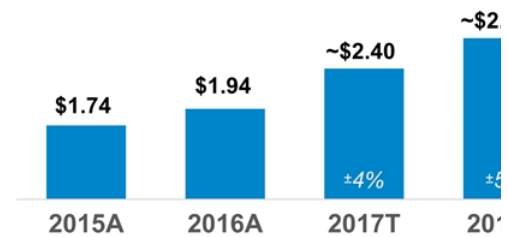
Adjusted EBITDA



Cash Flow % of Sales

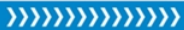


Diluted Adjusted



* Excludes voluntary pension funding associated with plan termination

See appendix for comments regarding the presentation of non-GAAP measures



Capital Allocation Priorities

- Capital expenditures expected to normalize at ~4% of sales as major program refreshes are complete (i.e. Super Duty and Wrangler)
- Disciplined M&A process continues to create options to generate attractive risk adjusted returns
- As cash flows increase, excess cash will be used to improve credit metrics
- Increase quarterly dividend by 67% from \$0.06 to \$0.10 per share to align payout ratio and yield with peer group

1 Organic Growth

- Investing to deliver backlog generates attractive returns
- Targeting consistent capital spend levels at ~4% of sales

2 Inorganic Growth

- Selectively expand product technology
- Enhance geographic presence

3 Capital Structure

- Reduce debt and pension liabilities
- Drive towards investment grade credit metrics

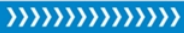
4 Cash Repatriation

- Pay competitive dividend; increase from \$0.06 to \$0.10 per share
- Ambient level of share repurchase to mitigate dilution; \$100M, 2 yr. authorization

Investing in growth and further strengthening balance sheet



Investment Highlights



Non-GAAP Financial Information

The preceding slides refer to Adjusted EBITDA, a non-GAAP financial measure which we have defined as net income before interest, tax amortization, equity grant expense, restructuring expense and other adjustments not related to our core operations (gain/loss on debt extinguishment, pension settlements, divestitures, impairment, etc.). Adjusted EBITDA is a measure of our ability to maintain and continue to invest in our operations to provide shareholder returns. We use adjusted EBITDA in assessing the effectiveness of our business strategies, evaluating and pricing our products and as a factor in making incentive compensation decisions. In addition to its use by management, we also believe adjusted EBITDA is used by securities analysts, investors and others to evaluate financial performance of our company relative to other Tier 1 automotive suppliers. Adjusted EBITDA should not be considered a substitute for income before income taxes, net income or other results reported in accordance with GAAP. Adjusted EBITDA may not be comparable to similarly titled measures reported by other companies.

Diluted adjusted EPS is a non-GAAP financial measure which we have defined as adjusted net income divided by adjusted diluted shares. Adjusted net income is defined as net income attributable to the parent company, excluding any nonrecurring income tax items, restructuring charges, amortization of intangible assets, pension expense and other adjustments not related to our core operations (as used in adjusted EBITDA), net of any associated income tax effect. Adjusted diluted shares are defined as diluted shares as determined in accordance with GAAP based on adjusted net income. This measure is consistent with the purposes of providing investors, analysts and other interested parties with an indicator of ongoing financial performance that provides enhanced comparability to EPS reported by other companies. Diluted adjusted EPS is neither intended to represent nor be an alternative measure of earnings reported under GAAP.

Free cash flow is a non-GAAP financial measure which we have defined as net cash provided by (used in) operating activities less purchases of property, plant and equipment. We believe this measure is useful to investors in evaluating the operational cash flow of the company inclusive of capital expenditures required to maintain the operations. Free cash flow is neither intended to represent nor be an alternative to the measure of net cash provided by operating activities reported under GAAP. Free cash flow may not be comparable to similarly titled measures reported by other companies.

Please reference the "Non-GAAP financial information" accompanying our quarterly earnings conference call presentations on our website at www.dana.com/investors for reconciliations of adjusted EBITDA, diluted adjusted EPS and free cash flow to the most directly comparable GAAP measures calculated and presented in accordance with GAAP. We have not provided a reconciliation of our adjusted EBITDA and diluted adjusted EPS to the most comparable GAAP measures of net income and diluted EPS. Providing net income and diluted EPS guidance is potentially misleading given the difficulty of projecting event driven transactional and other non-core operating items that are included in net income and diluted EPS, including restructuring actions, asset impairments and income tax valuation adjustments. The reconciliations of these non-GAAP measures to comparable GAAP measures for the historical periods presented on our website are indicative of the reconciliations that will be prepared for the periods covered by the non-GAAP guidance.

