

## DANA INCORPORATED

### DIRECTOR INDEPENDENCE STANDARDS

1. The Board of Directors (the “Board”) has adopted the following Director Independence Standards to assist in determining whether a director does not have material relationships with Dana Incorporated (the “Company”) and thereby qualifies as independent.
2. The majority of the members of the Board and all members of the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee shall be “independent directors” as defined in the rules of the New York Stock Exchange. All members of the Audit Committee shall also be “independent” as defined in Rule 10A-3 promulgated under the Securities Exchange Act of 1934, as amended.
3. To be considered "independent" the Board of Directors must make an affirmative determination, by a resolution of the Board as a whole, that the director being reviewed has no material relationship with the Company, either directly or indirectly (such as a partner, shareholder or executive officer of another entity that has a relationship with the Company), other than as a director. In each case, the Board broadly considers all relevant facts and circumstances.
4. A director will not be deemed to be "independent" if, within the preceding three years:
  - (a) the director was employed by the Company or any of its direct or indirect subsidiaries;
  - (b) an immediate family member of the director was employed by the Company as an executive officer;
  - (c) the director, or an immediate family member, is a current partner of a firm that is the Company's internal or external auditor or within the last three years (but no longer) a partner or employee of such a firm and personally worked on the Company's audit within that time;
  - (d) the director is a current employee of the Company's internal or external auditor;
  - (e) an immediate family member of the director is a current employee of the Company's internal or external auditor and that person participates in the firm's audit, assurance or tax compliance (but not tax planning) practice;
  - (f) a director, or an immediate family member, received more than \$100,000 annually in direct compensation from the Company, other than director and committee fees and pensions or other forms of deferred compensation, so long as such compensation is not contingent on continued service;
  - (g) a director was employed as an executive officer of another company where any of the Company's current executives serve on that company's compensation committee;
  - (h) an immediate family member of the director was employed as an executive officer of another company where any of the Company's current executives serve on that company's compensation committee;

- (i) a director was an executive officer or an employee of a company that makes payments to or receives payments from the Company for property or services in an amount that exceeds in any single fiscal year \$1,000,000 or 2% of that company's consolidated gross revenues, whichever is greater; or
- (j) an immediate family member is an executive officer of a company that makes payments to or receives payments from the Company for property or services in an amount that exceeds in any single fiscal year \$1,000,000 or 2% of that company's consolidated gross revenues, whichever is greater.

An "immediate family member" includes a director's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law and anyone (other than domestic employees) who shares such director's home; however, it does not include stepchildren who do not share a stepparent's home or the in-laws of such stepchildren.

5. The Board of Directors has determined that the following relationships are not considered to be material and would not impair a director's independence:
  - i. a director serves as an employee of an organization that has purchased property or services from the Company, or provided property or services for the Company, if (i) payments for such property or services have not exceeded the greater of \$1 million or 1% of that organization's, or the Company's, consolidated gross revenues in each of the past three fiscal years and are not expected to exceed this threshold in the current fiscal year and (ii) the director is not compensated directly or indirectly as a result of this relationship other than that the payments add to the revenue of either the organization or the Company; or
  - ii. a director's service as an executive officer of a not-for-profit organization if, within the preceding three years, the Company's charitable contributions to the organization in any single fiscal year, in the aggregate, do not exceed the greater of \$1,000,000 or 2% of that organization's latest publicly available consolidated gross revenues.
6. The mere ownership of a significant amount of stock is not in and of itself a bar to an independence determination but rather one factor to consider.
7. Whether directors meet these categorical independence tests will be reviewed and will be made public annually prior to their standing for re-election to the Board of Directors. For relationships not covered by these guidelines, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, shall be made by the directors who themselves satisfy the independence guidelines.
8. The Board shall undertake an annual review of the independence of all directors. In advance of the meeting at which this review occurs, each director shall be asked to provide the Board with full information regarding the director's (including immediate family members') business, charitable and other relationships with the Company to enable the Board to evaluate the director's independence.
9. Directors have an affirmative obligation to inform the Board of any material changes in their circumstances or relationships that may impact their designation by the Board as "independent".

This obligation includes all business, charitable and other relationships between directors (including immediate family members) and the Company and its affiliates.

10. The Company will not make any personal loans or extensions of credit to directors or executive officers.
11. To help maintain the independence of the Board, all directors are required to deal at arm's length with the Company and its subsidiaries and to disclose circumstances material to the director that might be perceived as a conflict of interest.

January 31, 2008

Amended August 1, 2016