

DANA INCORPORATED

Procedures for Fair Disclosure Pursuant to the Dana Incorporated Regulation FD Disclosure Policy

It is the policy of Dana Incorporated (Dana) to comply with the requirements of Regulation FD in all respects. The following sets forth the procedures regarding disclosures by Dana personnel to, and communications with, all external audiences, including the media, shareholders, securities markets professionals and other representatives of the investment community.

Dana is committed to providing timely and accurate dissemination of all important information in compliance with all legal and regulatory requirements. This must be accomplished on a consistent basis, and our shareholders and all parties in the investment community must have fair access to this information.

These procedures apply to the Board of Directors and every employee of Dana and its subsidiaries, and is intended to complement Dana's Regulation FD Policy and Insider Trading Policy.

Any capitalized term not defined herein will have the same meaning as set forth in Dana's Regulation FD Policy.

Procedures for Planned Disclosures

- **8-K Filing.** Use of Current Report on Form 8-K for dissemination of material is mandatory for those items required to be reported. The filing of a Form 8-K is encouraged for the dissemination of other material Dana believes may be of interest or note to its shareholders, the industry or the general public. If material Dana deems to be non-public information is to be filed during trading hours, then at least 10 minutes prior to the filing of the Form 8-K, the NYSE should be called and a copy of the filing should be sent to the NYSE.
- **Press Releases.** Material information should be released through a national service such as PR Newswire, Dow Jones, Bloomberg, Business News or Reuters with instructions to distribute the full text of the release to business and analyst wires and, in appropriate cases, to specific local news outlets. The release can be sent to select analysts and investors once confirmation of the release clearing the wire service has been received. If material Dana deems to be non-public information is to be released during trading hours, then at least ten (10) minutes prior to the issuance of a press release, the NYSE should be called and a copy of the release should be sent to the NYSE.
- **Analyst and Investor-Related Presentations hosted by Dana.** Dana sponsored presentations should be announced via a press release at least one week prior to the event, if possible. The press release should include instructions for accessing the presentation. Unless Dana decides otherwise, the presentation generally will be accessible by telephone on a listen-only basis or web cast or recorded for playback over Dana's web site (generally for a period of at least one year). If it is anticipated that any previously undisclosed material information will be included in the presentation, it must be disclosed in a Form 8-K filed prior to the meeting and/or a press release issued prior to the meeting, as set forth in the paragraphs above captioned "Press Releases" and "8-K

Filing.” Prior to the presentation, participants must have their presentation materials reviewed by the General Counsel and Senior Counsel-Securities as well as approved by the Chairman, Chief Executive Officer or Chief Financial Officer.

- **Analyst and Investor-Related Presentations Hosted by Others.** Dana’s participation in conferences sponsored by other organizations should be announced via a press release at least one week prior to the event, if possible. The press release should include instructions for accessing the presentation. Unless Dana decides otherwise (and subject to any limitations imposed by the sponsoring organization), the presentation generally will be accessible by telephone on a listen-only basis or web cast or recorded for playback over Dana’s web site (generally for a period of at least one year, if permitted by the sponsoring organization). If the sponsoring organization does not permit playback over Dana’s web site for a period of one year, unless Dana decides otherwise, Dana generally will include such playback for the period permitted by the sponsoring organization, if any, and generally will include on Dana’s web site for a period of at least one year any presentation slides utilized by Dana at such conference. If it is anticipated that any previously undisclosed material information will be included in the presentation, it must be disclosed in a Form 8-K filed prior to the meeting and/or a press release issued prior to the meeting, as set forth in the paragraphs above captioned “Press Releases” and “8-K Filing.” Prior to the presentation, participants must have their presentation materials reviewed by the General Counsel and Senior Counsel-Securities as well as approved by the Chairman, Chief Executive Officer or Chief Financial Officer.
- **Quarterly Earnings Release Conference Calls hosted by Dana.** The quarterly earnings release date should be announced no less than one week prior to the actual earnings release date by a press release which must either contain a dial-in number through which the general public and the media can have listen-only access to the related conference call or instructions for listening in to a web cast, and may also be recorded for playback over Dana’s web site (generally for a period of at least one year, unless Dana decides otherwise). The Authorized Officers shall determine how and to what extent, if any, questions will be permitted during the conference call. The press release should state how long the web cast will be available on Dana’s web site and should specify the date as of which the information is being given. The quarterly earnings release date should also be posted on Dana’s web site, on the “Investor Relations Calendar” page in the Investor Relations section. If it is anticipated that any previously undisclosed material information will be included in the presentation (as is likely in the case of an earnings release), it must be disclosed in a Form 8-K prior to the meeting, as set forth in the paragraph above captioned “8-K Filing.” The Authorized Officers shall determine how and to what extent, if any, questions will be permitted during the conference call.

Procedures for other on-going activities

- **Individual Meetings.** Authorized Persons may meet with or talk with individual analysts or investors but shall not provide information regarding future earnings expectations or assumptions, which should be declared off-limits at the outset. The focus of such discussions should be limited to broad strategy and operational direction and to more detailed information that would not be material. One-on-one meetings must be conducted carefully and at least two Dana participants, including an Authorized Person, should be present at each such meeting. Except as otherwise set forth herein, blackout, or quiet, periods begin the last fifteen (15) days of any quarter; on-site individual meetings are safest shortly after the release of quarterly earnings or other material information but

should be avoided during the last fifteen (15) days of any quarter; road trips, which can include analyst and/or investor meetings, should be avoided if at all possible in the last fifteen (15) days of any quarter. No confirmation or comment should be provided on analysts' earnings estimates, earnings models, trends or any other earnings information.

- **Analysts Reports.** Any review of an analyst's report must be made only by an Authorized Person and should be limited to historical information that is either public or not material. The reviewer should expressly disclaim any review or endorsement of any forward-looking information in the report. Dana will not review or comment on reports prepared by analysts except to correct factual historical information.
- **Web Site Disclosures.** An Authorized Person must review and approve any substantive information to be posted on Dana's web site, including the Investor Relations portion of Dana's home page. Dana's web site should state, "Press releases, archived webcasts/presentations/conference calls, and SEC filings speak only to the date they are issued, made or filed, respectively. Investors should not rely on such information as being unchanged in making investment decisions."
- **Private Placements.** Private placements are not covered by the policy or these procedures provided that all potential investors first sign a confidentiality agreement before receiving any offering materials which contain material non-public information.
- **Rumors: No Comment Policy.** Dana will not comment on market rumors in the normal course of business. When it is learned that rumors about Dana are circulating, Authorized Persons should state only that it is Dana's policy to not comment on rumors. If the source of the rumor is found to be internal, the General Counsel and Senior Counsel-Securities should be consulted to determine the appropriate response.

Procedures for non-intentional disclosures

If you believe that you or someone else may have disclosed material non-public information in violation of the policy, you should notify an Authorized Person and the Law Department immediately. If non-intentional disclosure occurs, Dana must as soon as reasonably practicable (but in no event after the later of twenty-four (24) hours or the commencement of the next day's trading on the NYSE) make broad public disclosure of the information through a press release or a filing with the SEC. In the event that a non-intentional disclosure occurs, the person making such disclosure shall immediately notify the Chairman, Chief Executive Officer or Chief Financial Officer, who in turn shall contact the Officer in Charge of Investor Relations or the Officer in Charge of Corporate Communications. The Officer in Charge of Investor Relations or the Officer in Charge of Corporate Communications shall immediately convene a meeting comprised of such officers, the General Counsel, Senior Counsel-Securities and at least one of the Chairman, Chief Executive Officer or Chief Financial Officer, to determine the best method of publicly disseminating the information unintentionally disclosed. Recommended disclosure will be approved by the Chairman or Chief Executive Officer. (If the Chairman or Chief Executive Officer is not available during the period, the Chief Financial Officer will approve.) Such disclosure may be a press release or filing with the SEC, concurrent with notice to the NYSE.

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Any variation from these procedures must be approved by the Chairman, Chief Executive Officer or Chief Financial Officer. If you have any questions regarding these procedures, please contact the General Counsel at (419) 887-5442, Senior Counsel – Securities at (419) 887-5140 or the Officer in Charge of Investor Relations at (419) 887-5166.