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

**SCHEDULE 14A
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934
(AMENDMENT NO.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

DANA INCORPORATED

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Your **Vote** Counts!

DANA INCORPORATED

2024 Annual Meeting

Vote by April 23, 2024

11:59 PM ET



DANA INCORPORATED
C/O BROADRIDGE CORPORATE ISSUER SOLUTIONS
P.O. BOX 1342
BRENTWOOD, NY 11717



V33111-P01309

You invested in DANA INCORPORATED and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on April 24, 2024.**

Get informed before you vote

View the Notice & Proxy Statement and 10K Wrap online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 10, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

April 24, 2024
8:00 a.m., Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/DAN2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends										
<p>1. Election of directors:</p> <table><tbody><tr><td>01) Ernesto M. Hernández</td><td>06) R. Bruce McDonald</td></tr><tr><td>02) Gary Hu</td><td>07) Steven D. Miller</td></tr><tr><td>03) James K. Kamsickas</td><td>08) Diarmuid B. O'Connell</td></tr><tr><td>04) Bridget E. Karlin</td><td>09) Keith E. Wandell</td></tr><tr><td>05) Michael J. Mack, Jr.</td><td></td></tr></tbody></table>	01) Ernesto M. Hernández	06) R. Bruce McDonald	02) Gary Hu	07) Steven D. Miller	03) James K. Kamsickas	08) Diarmuid B. O'Connell	04) Bridget E. Karlin	09) Keith E. Wandell	05) Michael J. Mack, Jr.		✔ For
01) Ernesto M. Hernández	06) R. Bruce McDonald										
02) Gary Hu	07) Steven D. Miller										
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04) Bridget E. Karlin	09) Keith E. Wandell										
05) Michael J. Mack, Jr.											
2. Approval of a non-binding advisory proposal approving executive compensation.	✔ For										
3. Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm.	✔ For										
4. Approval of the amendment to the Dana Incorporated 2021 Omnibus Incentive Plan.	✔ For										

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".