

**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 computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:  
\_\_\_\_\_
- (2) Aggregate number of securities to which transaction applies:  
\_\_\_\_\_
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):  
\_\_\_\_\_
- (4) Proposed maximum aggregate value of transaction:  
\_\_\_\_\_
- (5) Total fee paid:  
\_\_\_\_\_
- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:  
\_\_\_\_\_
- (2) Form, Schedule or Registration Statement No.:  
\_\_\_\_\_
- (3) Filing Party:  
\_\_\_\_\_
- (4) Date Filed:  
\_\_\_\_\_

# Your **Vote** Counts!

**DANA INCORPORATED**

2022 Annual Meeting  
Vote by April 19, 2022  
11:59 PM ET



DANA INCORPORATED  
3939 TECHNOLOGY DRIVE  
MAUMEE, OH 43537



D69154-P65133

## 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 20, 2022.**

### 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 6, 2022. 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](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto: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](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

April 20, 2022  
8:30 a.m., Eastern Time

Virtually at:  
[www.virtualshareholdermeeting.com/DAN2022](http://www.virtualshareholdermeeting.com/DAN2022)

\*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) Bridget E. Karlin</td></tr><tr><td>02) Gary Hu</td><td>07) Michael J. Mack, Jr.</td></tr><tr><td>03) Brett M. Icahn</td><td>08) R. Bruce McDonald</td></tr><tr><td>04) James K. Kamsickas</td><td>09) Diarmuid B. O'Connell</td></tr><tr><td>05) Virginia A. Kamsky</td><td>10) Keith E. Wandell</td></tr></tbody></table>	01) Ernesto M. Hernández	06) Bridget E. Karlin	02) Gary Hu	07) Michael J. Mack, Jr.	03) Brett M. Icahn	08) R. Bruce McDonald	04) James K. Kamsickas	09) Diarmuid B. O'Connell	05) Virginia A. Kamsky	10) Keith E. Wandell	✔ For
01) Ernesto M. Hernández	06) Bridget E. Karlin										
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03) Brett M. Icahn	08) R. Bruce McDonald										
04) James K. Kamsickas	09) Diarmuid B. O'Connell										
05) Virginia A. Kamsky	10) Keith E. Wandell										
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										

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".