

DANA INCORPORATED

DIRECTOR SELECTION AND RETENTION GUIDELINES

The Board of Directors (“Board”) of Dana Incorporated (“Company”) identifies individuals qualified to become members of the Board and elects candidates to fill new or vacant positions. Potential candidates for Board positions are identified through a variety of means, including individuals identified by the Nominating and Corporate Governance Committee (“Committee”), the use of search firms, recommendations of Board members, recommendations of executive officers and properly submitted shareholder recommendations. Potential candidates for nomination as director candidates must provide written information about their qualifications and participate in interviews conducted by individual Board members. Candidates are evaluated using the guidelines described below to determine their qualifications based on the information supplied by the candidates and information obtained from other sources.

The Board will consider shareholder nominations for directors that meet the notification, timeliness, consent and information requirements of the Company’s bylaws applicable to nominations that are brought before an annual meeting by a shareholder. The Board makes no distinctions in evaluating nominees for positions on the Board based on whether or not a nominee is recommended by a shareholder, provided that the procedures with respect to nominations referred to above are followed.

Criteria for assessing nominees will include a potential nominee's ability to represent the long-term interests of the Company. Minimum qualifications for a director nominee are experience in those areas that the Board determines are necessary and appropriate to meet the needs of the Company, including leadership positions in public companies, large or middle market businesses, or not-for-profit, governmental, professional or educational organizations. For those proposed director nominees who meet the minimum qualifications, the Board shall then assess the proposed nominee's specific qualifications, evaluate his or her independence (including, but not limited to, independence related to the Company, other Board members and shareholders), and consider other factors, including skills, business segment representation, geographic location, considerations of diversity, standards of integrity, memberships on other boards (with a special focus on director interlocks), and ability and willingness to commit to serving on the Board for an extended period of time and to dedicate adequate time and attention to the affairs of the Company as necessary to properly discharge his or her duties. Additionally, the Board should consider whether each nominee would be considered a "financial expert" or "financially literate" as described in applicable listing standards, legislation or Audit Committee guidelines.

Additionally, the Company’s *Corporate Governance Guidelines, Standards for Business Conduct for Members of the Board of Directors, Related-Party Transaction Policy* and the *Director Independence Standards* shall be considered prior to making a recommendation to the Board for approval of a nominee.

If a director accepts or changes employment or board position with another public company, private equity firm or non-profit organization, or if other events, circumstances or conditions occur that may interfere with the director’s ability or qualifications to serve on our

Board, the Nominating and Corporate Governance Committee shall review the matter and make a recommendation to the Board about the director's eligibility for continued Board membership.

A member will retire from the Board at the next annual shareholders' meeting immediately following the director's 73rd birthday, although a waiver of this limitation may be granted by the full Board.