DANA INCORPORATED

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purposes

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Dana Incorporated (the "Company") (a) identifies individuals qualified to become Board members, consistent with criteria approved by the Board, (b) recommends Board members to the Board for committee membership, (c) recommends to the Board the director nominees for the next annual meeting of stockholders, (d) develops and recommends to the Board corporate governance guidelines applicable to the Company, and (e) oversees the evaluation of the Board and Chief Executive Officer ("CEO").

Composition

Size. The size of the Committee shall be determined by the Board, subject to any requirements or limitations in the Company's certificate of incorporation or bylaws. The Board believes that the Committee should always have at least three members.

Qualifications. Each Committee member shall meet the independence requirements as may be applicable under the Securities and Exchange Act of 1934 (the "Exchange Act"), the rules and regulations of the Securities and Exchange Commission (the "SEC") and the requirements of the New York Stock Exchange (the "NYSE") (or the comparable rule or regulation of such other securities exchange or quotation system that has an independence requirement on which the securities of the Company are then listed). Desirable qualifications for Committee members include experience in corporate governance, business management, and operations.

Selection. The Board shall select the initial Committee members. Thereafter, the Board shall appoint Committee members, and a Committee Chair annually based on recommendations of the Committee. Each Committee member will serve at the pleasure of the Board for such annual term or until such Committee member is no longer a Board member.

Duties and Responsibilities

The Committee has the following duties and responsibilities:

1. Identify New Director Candidates. The Committee shall identify individuals qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider such factors as it deems appropriate, consistent with criteria approved by the Board and the factors in the Company's corporate governance guidelines. These factors may include judgment, skill, diversity, integrity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee shall also review the qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company in accordance with the Company's bylaws or otherwise, and review and evaluate any stockholder proposals relating to the nomination by stockholders of any candidates to the Board or the right of any stockholder to do so.

The Committee shall identify candidates to the Board that collectively reflect the diverse nature of the business environment in which the organization operates, and nominations shall be made on merit, in the context of the skills, experience, independence and knowledge which the Board requires to be effective.

2. Director Resignations. The Committee shall review and evaluate director resignations. In addition, in the event any of the directors accept or change employment or board positions with other public companies, private companies or firms or non-profit organizations, or if other events, circumstances or conditions occur that may interfere with their ability or qualifications to serve on the Board, the Committee shall review the matter and make a recommendation to the Board about their eligibility for continued Board membership.

3. Recommend Committee Members. The Committee shall recommend candidates for appointment to the Company's standing committees in accordance with the policies and principles in the committees' charters and taking into consideration such other factors as it deems appropriate including business experience and the interplay of the candidate's experience with that of the other committee members.

4. Determine and Review Independence of Committee Members and Directors. The Committee shall evaluate and determine the applicable standard of independence for members of the Company's standing committees in compliance with the Exchange Act, rules and regulations of the SEC and the listing rules of the NYSE (or the comparable rule or regulation of such other securities exchange or quotation system that has an independence requirement on which the securities of the Company are then listed). At least annually, the Committee shall review (in addition to the Board) the independence standard and any related independence issues with respect to the members of the Company's standing committees and the Board.

5. Evaluate Incumbent Directors. The Committee shall evaluate whether an incumbent director should be nominated for re-election to the Board, taking into account, among other factors, such director's tenure on the Board.

6. Develop Corporate Governance Guidelines. The Committee shall develop and recommend to the Board corporate governance guidelines applicable to the Company. At least annually, the Committee shall review those guidelines and recommend changes, as appropriate.

7. Oversee Evaluations of the Board and Management. The Committee shall oversee the evaluation of the Board and CEO in accordance with the Company's corporate governance guidelines.

8. Assist in Succession Planning. At least annually, the Committee shall report to the Board on succession planning with respect to the Chairman of the Board, the CEO, and the Lead Independent Director (if any), which shall include appropriate contingencies in case the Chairman of the Board, the CEO, and/or Lead Independent Director retires, resigns or is incapacitated. The Committee shall assist the Board in evaluating potential successors to the Chairman of the Board, CEO, and Lead Independent Director.

9. Director Education and Orientation. The Committee shall review and monitor the orientation of new Board members and the continuing education of all directors in accordance with the Company's corporate governance guidelines.

10. Regulatory Governance Requirements. The Committee shall review and monitor all applicable regulatory governance requirements and proxy advisory reports, including without limitation, any such requirements of the NYSE (or such other securities exchange or quotation system on which the securities of the Company are then listed), the SEC, and the Sarbanes-Oxley Act of 2002.

11. Review Possible Conflicts of Interest. The Committee shall consider possible conflicts of interest of Board members and management and make recommendations to prevent, minimize, or eliminate such conflicts of interest. Consistent with NYSE listing requirements (or the listing requirements of such other securities exchange or quotation system on which the securities of the Company are then listed) and the Company's Standards of Business Conduct, the Board will cause the Company to promptly disclose any waiver of the Company's conflict of interest policy for a director or executive officer.

12. Recommendations as to the Board. The Committee shall make recommendations regarding the appropriate size of the Board and the effectiveness of the Board in fulfilling its obligations to the Company and its stockholders. The Committee shall evaluate and recommend the processes and practices which the Board shall conduct its business, including (a) the structure, charter and membership of committees of the Board and (b) committee membership qualifications, appointment and removal.

13. Board Reports. At least annually, the Committee shall report its activities to the Board and in such manner and at such times as the Committee or the Board deems appropriate. This report shall include the Committee's assessment of the Board's performance and procedures.

14. Amendments to Corporate Governance Documents. The Committee shall review any amendments or modifications to the Company's corporate governance documents and recommend to the Board whether such amendments or modifications, or any other amendments or modifications, shall be made to the Company's corporate governance documents.

15. Other Delegated Duties or Responsibilities. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Meetings

The Committee will meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Any Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board shall constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, the Company's certificate of incorporation or its bylaws. The Committee Chair shall supervise the conduct of the meetings and shall

have other responsibilities which the Committee may designate from time to time. The Committee will cause to be kept adequate minutes of its meetings.

The Committee may request any officer or other employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee. Any individual whose performance is to be discussed at a Committee meeting should not attend such meeting unless specifically invited by the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence shall not destroy the quorum for the meeting.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee. The Committee shall have the sole authority to retain and terminate any search firm to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities. The Committee may also appoint a secretary, who does not need to be a director, to assist in the discharge of its responsibilities.

Annual Review

At least annually, the Committee shall (a) review this Charter with the Board and recommend any changes to the Board and (b) evaluate its performance against the requirements of this Charter and review this evaluation with the Board. The evaluation shall include the goals and objectives of the Committee for the upcoming year. The Committee shall conduct its review and evaluation in such manner as it deems appropriate.

Consistent with NYSE listing requirements (or the listing requirements of such other securities exchange or quotation system on which the securities of the Company are then listed), this Charter will be included on the Company's website and will be made available upon request sent to the Company's Secretary. The Company's annual report to stockholders will state that this Charter is available on the Company's website and will be available upon request sent to the Company's Secretary.

Amended: April 22, 2026