

# DANA INCORPORATED

## TECHNOLOGY & SUSTAINABILITY COMMITTEE CHARTER

### Purposes

The Technology & Sustainability Committee (the “Committee”) of the Board of Directors (the “Board”) of Dana Incorporated (the “Company”) is responsible for assisting the Board with its oversight relating to innovation, new technologies, sustainability and social responsibility matters. Among other things, the Committee has direct responsibility to regularly review and report to the Board on a periodic basis with regards to:

1. The strategy, implementation, and effectiveness of the Company’s research and development (R&D) activities.
2. The allocation of resources for R&D, and other potential investments in new technologies and products.
3. The emerging trends in science, technology and related regulations, and the potential impacts on the Company’s strategy and long-term R&D and product development planning.
4. The Company’s strategy and approach to technical talent management.
5. The Company’s focus and approach to sustainability and social responsibility matters, including reviewing the impacts on the Company’s business and strategy.
6. The Company’s public reporting on sustainability and social responsibility matters, and any recommendations with respect to oversight and related policies.
7. The publication of the Company’s annual Sustainability & Social Responsibility Report.
8. The oversight of the Company’s potential information security risks.

### Composition

**Size.** The size of the Committee will be determined by the Board, but it must always have at least three members.

**Qualifications.** Each Committee member shall meet the independence criteria of the rules of the New York Stock Exchange, Inc. (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.

**Appointment and Removal.** The Board will appoint Committee members annually based on recommendations of the Nominating and Corporate Governance Committee. The Committee will select a Committee Chair from among its members. 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 duties and responsibilities of the Committee shall include the following:

1. Board Reports. The Committee will report its activities to the Board at least annually in such manner and at such times as the Committee or the Board deems appropriate.
2. Other Delegated Duties or Responsibilities. The Committee will perform any other duties or responsibilities consistent with this Charter, the Company's by-laws and governing law and those 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 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.

### **Resources and Authority**

The Committee shall have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding, in such amounts as the Committee deems necessary, to compensate any consultants, independent legal counsel or any other advisors (collectively, "Advisors") retained by the Committee. The Committee will have the sole authority to: (i) retain and terminate Advisors to assist in carrying out its responsibilities, and (ii) approve the fees and other retention terms of such Advisors. 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 will (a) review this Charter with the Board and recommend any changes to the Board and (b) evaluate its own performance against the requirements of this Charter and report the results of this evaluation to the Board. The evaluation will include the establishment of the goals and objectives of the Committee for the upcoming year. The Committee will conduct its review and evaluation in such manner as it deems appropriate.

Consistent with NYSE listing requirements (or the comparable rule or regulation 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 proxy statement or 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.

**Approved: July 27, 2020**

**Revised: April 26, 2023**