

DANA INCORPORATED

Regulation FD Disclosure Policy

The Securities and Exchange Commission (SEC) has adopted Regulation FD to ensure that all market participants - analysts and investors - have equal access to market moving, material news. The rule prohibits selective disclosure of non-public material information, by persons authorized to speak on behalf of a company, to analysts, professional investors and any other holder of a company's securities who the company could expect might trade on that information.

Regulation FD provides that, whenever:

- (1) an issuer, or person acting on its behalf,
- (2) discloses material nonpublic information, to certain enumerated persons (in general, securities market professionals or holders of the issuer's securities who may trade on the basis of the information),
- (3) the issuer must make public disclosure of that same information:
 - (a) simultaneously (for intentional disclosures), or
 - (b) promptly (for non-intentional disclosures).

STATEMENT OF POLICY

It is the policy of Dana Incorporated (Dana) to comply with the requirements of Regulation FD in all respects. This policy describes the policies of Dana regarding disclosures by Dana personnel to, and communications with, all external audiences, including the media, shareholders, securities markets professionals and other representatives of the investment community.

Dana is committed to providing timely and accurate dissemination of all important information in compliance with all legal and regulatory requirements. This must be accomplished on a consistent basis, and our shareholders and all parties in the investment community must have fair access to this information.

This policy applies to the Board of Directors and every employee of Dana and its subsidiaries, and is intended to complement Dana's Insider Trading Policy.

Applicability

The types of communications which this policy covers are any communications between Dana personnel and its shareholders and members of the investment community, including but not limited to (1) press releases, (2) annual reports to shareholders, (3) reports and other materials furnished to the SEC, the New York Stock Exchange (NYSE) or other regulatory authorities that make such information generally available, (4) oral disclosures made via telephone conference calls or other media, (5) communications made during investor conferences, (6) speeches to industry groups, (7) speeches and/or presentations to civic and other community groups, (8) communications made in the course of private meetings or calls with securities markets professionals, stockholders, media or other external

audiences, (9) communications made at employee owner meetings, and (10) Internet communications generally available to the public (such as bulletin boards or chat rooms).

This policy does not apply to internal communications (except for employee shareholder meeting communications or similar communications made to employees as shareholders or for reasons other than performance of their jobs), communications subject to a confidentiality agreement, communications with regulatory agencies and external communications with rating agencies for the purpose of developing a credit rating.

Disclosure of information

All material non-public information concerning Dana must be kept absolutely confidential, except as otherwise permitted by this policy. Information may be disclosed to third party advisors (such as attorneys, accountants, public relations consultants, and investment bankers) in connection with their representation of Dana. In such cases, if the recipient does not otherwise owe Dana a duty of trust and confidence, the recipient should expressly agree in writing to maintain the information in confidence.

Information is “material” if there is a substantial likelihood that a reasonable investor would consider the information important in making an investment decision or if the information would be viewed by a reasonable investor as having significantly altered the total mix of information available. Dana will generally deem the following types of information material and any disclosure of such information may be made only in compliance with this policy:

- earnings information, including confirmation of or guidance on individual and consensus earnings estimates or confirmations of the assumptions underlying those estimates, any component of earnings, trends, and any other forecasts of financial information;
- pending or potential mergers, acquisitions, tender offers, joint ventures or changes in assets;
- important new products or developments concerning customers or suppliers;
- changes in the strategies or objectives of Dana for operations, lines of business, or subsidiaries;
- changes in control of Dana or changes in executive management;
- changes in auditors or notification from an auditor that Dana may no longer rely on an earlier audit report;
- events regarding Dana’s securities, such as defaults on senior securities, calls of securities for redemption, repurchase plans, conversions, stock splits or changes in dividends, changes to the rights of security holders and public or private sales of securities; and
- events reportable on a current report on Form 8-K.

This list is not meant to cover all situations. The SEC has warned that earnings guidance is particularly likely to be material, even if it just confirms an analyst’s estimate, and that this includes indirect guidance or guidance as to particular components of earnings. Expressing comfort (or discomfort) in any fashion (whether orally or by means of non-verbal cues or communication) with any analyst’s estimates or

providing information about revenues, particular expenses, trends or other matters affecting earnings therefore are covered by this policy. All analysts with whom private meetings are held should be made aware that Dana has a formal policy of not commenting privately on earnings guidance (including guidance on components of earnings), trends or projected financial performance. Earnings guidance (including guidance on components of earnings), trends and projected financial performance, including outlook information, provided in a public announcement is effective as of the date given and will not be updated until Dana has publicly announced an update. Authorized Persons (discussed below) shall be clear when communicating with Dana's shareholders and the investment community that any such communications regarding Dana's financial performance are only as of the date of the most recent public announcement on such matter and shall not constitute an update or confirmation. If there is any question about the materiality of certain information, please contact the Chief Financial Officer, General Counsel or Officer in Charge of Investor Relations.

Authorized Persons

The Chairman, Chief Executive Officer, Chief Financial Officer, Officer in Charge of Investor Relations, General Counsel, Senior Counsel-Securities and the Officer in Charge of Corporate Communications (Authorized Persons) are the only persons authorized to communicate with Dana's shareholders and the investment community. Any Authorized Person may, with the approval of another Authorized Person, select a designee from time to time for purposes of this policy. Such designee shall be so designated only for the event specified by the Authorized Person. It is the responsibility of the Officer in Charge of Investor Relations to educate the designee on the requirements of this policy. The Officer in Charge of Investor Relations and/or the Officer in Charge of Corporate Communications will coordinate all disclosures and communications to external audiences, including SEC filings, press releases, written statements, speeches and presentations, and will coordinate with Dana's advisors, counsel, other key officers and other relevant persons in developing disclosures and communications. Alternatively, the General Counsel or Senior Counsel-Securities may coordinate SEC filings. The Chairman, Chief Executive Officer or Chief Financial Officer must approve, and the General Counsel and Senior Counsel-Securities must review, any written or electronic communication or disclosure, including scripts, slides and other presentation materials prior to release.

Employees must refer all media, investor, Internet or other inquiries, questions and approaches for information from third parties to the Officer in Charge of Corporate Communications or the Officer in Charge of Investor Relations. Employees must not attempt to respond or engage in a dialogue with persons making these inquiries.

Officers may have discussions with local media to support local marketing efforts or civic and community groups, but those discussions must not include material, non-public information. Any such discussions should be coordinated with the Officer in Charge of Corporate Communications or the Officer in Charge of Investor Relations.

Forecasts or prospective information

Dana, as a general rule, will not comment on earnings estimates, trends or provide earnings guidance to selected analysts or investors. Any forecasts, comments regarding earnings or trends must be made publicly in compliance with this policy. To the extent that Dana publishes forecasts, trends or other prospective information, the disclosure must be accompanied by the safe harbor language for forward-looking statements approved by Dana's Law Department. For speaking engagements that may cover any forward-looking information, the Dana representative must make a safe harbor statement during

his or her speech and include the safe harbor language for forward-looking statements approved by Dana's Law Department in any printed materials.

Procedures for Fair Disclosure Pursuant to Regulation FD Disclosure Policy

The Chairman, Chief Executive Officer, Chief Financial Officer and General Counsel will adopt written procedures to establish disclosure guidelines to be followed in conjunction with this policy.

* * *

Any variation from this policy must be approved by the Chairman, Chief Executive Officer or Chief Financial Officer. If you have any questions regarding this policy, please contact the General Counsel at (419) 887-5442, Senior Counsel – Securities at (419) 887-5140 or the Officer in Charge of Investor Relations at (419) 887-5166.

Approved by Audit Committee on June 17, 2008

Approved and Adopted by the Board of Directors on June 18, 2008

Amended and Adopted by Board of Directors on May 4, 2011

Amended and Adopted by Board of Directors on August 1, 2016