



Shareowner Services  
P.O. Box 64945  
St. Paul, MN 55164-0945

Address Change? Mark box, sign, and indicate changes below: ☐

☐

TO VOTE BY INTERNET OR  
TELEPHONE, SEE REVERSE SIDE  
OF THIS PROXY CARD.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL OF THE NOMINEES FOR DIRECTOR IN  
PROPOSAL 1, FOR PROPOSALS 2 AND 3 AND AGAINST PROPOSAL 4.**

- |                           |                          |                          |
|---------------------------|--------------------------|--------------------------|
| 1. Election of Directors: | 01 Rachel A. Gonzalez    | 05 Michael J. Mack, Jr.  |
|                           | 02 James K. Kamsickas    | 06 R. Bruce McDonald     |
|                           | 03 Virginia A. Kamsky    | 07 Diarmuid B. O'Connell |
|                           | 04 Raymond E. Mabus, Jr. | 08 Keith E. Wandell      |

☐ Vote FOR  
all nominees  
(except as marked)

☐ Vote WITHHELD  
from all nominees

(Instructions: To withhold authority to vote for any indicated nominee,  
write the number(s) of the nominee(s) in the box provided to the right.)



Please fold here – Do not separate



- |                                                                                                                        |                              |                                  |                                  |
|------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------|----------------------------------|
| 2. Approval of a non-binding advisory proposal approving executive compensation.                                       | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
| 3. Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm. | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
| 4. A shareholder proposal regarding the ownership threshold for calling special meetings.                              | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |

**IN THEIR DISCRETION, PROXIES ARE AUTHORIZED TO VOTE FOR THE ELECTION OF A PERSON TO THE BOARD OF DIRECTORS IF ANY NOMINEE NAMED BECOMES UNABLE TO SERVE OR FOR GOOD CAUSE WILL NOT SERVE, UPON ALL MATTERS INCIDENT TO THE CONDUCT OF THE MEETING, AND UPON SUCH OTHER BUSINESS AS MAY PROPERLY BE BROUGHT BEFORE THE MEETING. WHEN PROPERLY EXECUTED, THIS PROXY WILL BE VOTED IN THE MANNER SPECIFIED BY THE UNDERSIGNED SHAREHOLDER. IF NO INSTRUCTIONS ARE SPECIFIED, THIS PROXY WILL BE VOTED FOR PROPOSALS 1, 2 AND 3 AND AGAINST PROPOSAL 4.**

Date \_\_\_\_\_

Signature(s) in Box

Please sign exactly as your name(s) appears on Proxy. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide the full name of the corporation and title of authorized officer signing the Proxy.



## DANA INCORPORATED

### 2019 ANNUAL MEETING OF SHAREHOLDERS

Wednesday, May 1, 2019  
8:30 a.m. Eastern Time

Dana Incorporated World Headquarters  
3939 Technology Drive  
Maumee, Ohio 43537

The proxy statement and annual report to security holders  
are available electronically at [www.dana.com/proxy](http://www.dana.com/proxy).

**If you plan to attend the Annual Meeting of Shareholders, you must pre-register.** Please contact Dana's Shareholder Services by e-mail at [InvestorRelations@dana.com](mailto:InvestorRelations@dana.com) or by telephone at 1-800-537-8823 providing your name, address, and telephone number. In addition to ownership confirmation, you must also present government-issued photo identification showing your name, address and signature for admission. Annual meeting pre-registration requests must be received by the end of business on Tuesday, April 30, 2019.



Dana Incorporated  
3939 Technology Drive  
Maumee, OH 43537

**proxy**

#### **This Proxy is Solicited on Behalf of the Board of Directors.**

The undersigned appoints Douglas H. Liedberg and Robert W. Spencer, Jr., or either of them, as Proxies, each with the power to appoint his substitute, as the case may be, and authorizes them to represent and vote, as designated on the reverse side, all the shares of common stock of Dana Incorporated held of record by the undersigned on March 4, 2019, at the Annual Meeting of Shareholders to be held on May 1, 2019, and at any adjournments or postponements of the meeting. In their discretion, the Proxies are authorized to vote for the election of a person to the Board of Directors if any nominee named becomes unable to serve or for good cause will not serve, upon all matters incident to the conduct of the meeting, and upon any other business that may properly come before the meeting.

**DANA INCORPORATED**  
**2019 ANNUAL MEETING OF SHAREHOLDERS**  
**May 1, 2019**  
**8:30 a.m., Eastern Time**

### **Vote by Internet, Telephone or Mail** **24 Hours a Day, 7 Days a Week**

Your phone or Internet vote authorizes the named proxies to vote your shares  
in the same manner as if you marked, signed and returned your proxy card.



#### **INTERNET/MOBILE**

[www.proxypush.com/dan](http://www.proxypush.com/dan)

Use the Internet to vote your proxy  
until 11:59 p.m. (CT) on  
April 30, 2019.



#### **PHONE**

**1-866-883-3382**

Use a touch-tone telephone to  
vote your proxy until 11:59 p.m. (CT)  
on April 30, 2019.



#### **MAIL**

Mark, sign and date your proxy  
card and return it in the  
postage-paid envelope provided.

**If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Proxy Card.**