



KeyBanc Capital Markets 2014 Industrial, Automotive & Transportation Conference

May 28, 2014

Honesty & Integrity

Good Corporate Citizen

Open Communication

Continuous Improvement

Safe Harbor Statement



Certain statements and projections contained in this presentation are, by their nature, forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on our current expectations, estimates and projections about our industry and business, management's beliefs, and certain assumptions made by us, all of which are subject to change. Forward-looking statements can often be identified by words such as "anticipates," "expects," "intends," "plans," "predicts," "believes," "seeks," "estimates," "may," "will," "should," "would," "could," "potential," "continue," "ongoing," similar expressions, and variations or negatives of these words. These forward-looking statements are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause our actual results to differ materially and adversely from those expressed in any forward-looking statement. Dana's Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K, and other Securities and Exchange Commission filings discuss important risk factors that could affect our business, results of operations and financial condition. The forward-looking statements in this presentation speak only as of this date. Dana does not undertake any obligation to revise or update publicly any forward-looking statement for any reason.



Dana is the global **technology** leader in efficient **power** conveyance and **energy** management **solutions** that enable our **customers** to achieve their **sustainability** objectives

- ▶ Founded in 1904
- ▶ Facilities in 26 countries
- ▶ Serving customers in 125 countries
- ▶ 2013 sales \$6.8 billion
- ▶ 2013 Adjusted EBITDA margin 11.0%



Applying Dana's Expertise



End Markets



Business Segments



**Light Vehicle
Driveline**



**Commercial Vehicle
Driveline**



**Off-Highway
Driveline**



**Power
Technologies**

Competencies And Technologies

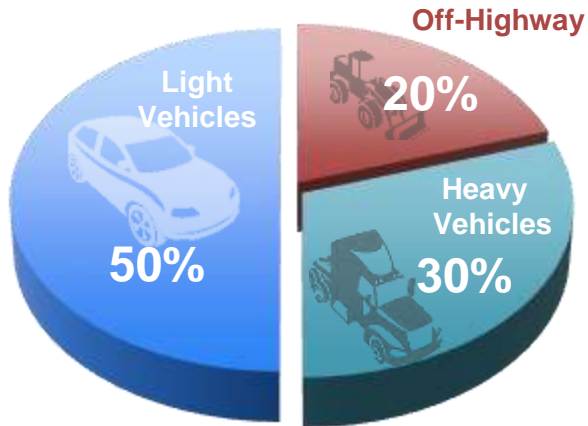


2013 Sales Breakdown

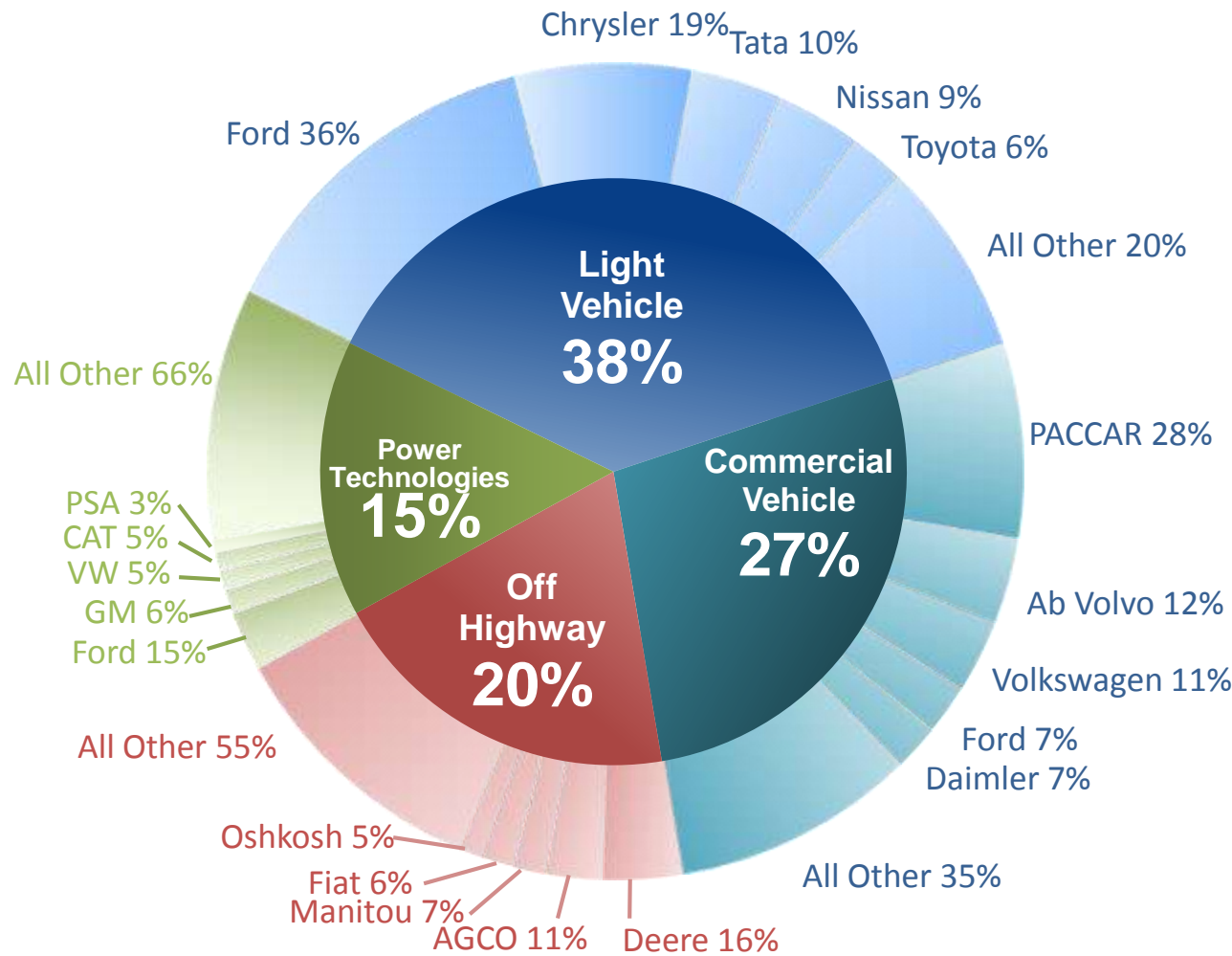
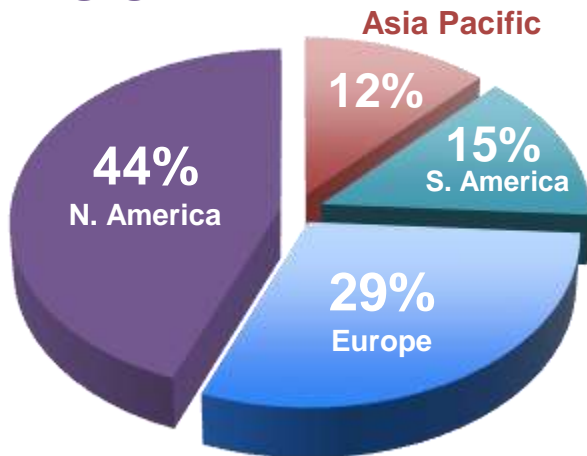


Business Unit and Customer

MARKET



REGION



Product Technologies Fueling Growth



Key Products for Near-Term Growth



Key Products for Future Growth



2014

2016

2020

2014 Market Considerations – Dana Impact



| LVD | CVD | OH | PT |
|-----|-----|----|----|
| ↔ | ↑ | ↔ | ↑ |

End-market demand improving in NA and EU; Asia remains weak

- ▶ Continued strength in full frame light trucks
- ▶ Improving NA commercial vehicle demand
- ▶ LV & CV markets in Brazil slowing
- ▶ Reduced automotive production in Venezuela - OE production expected to restart Q3
- ▶ Construction market improving in NA & EU; Brazil softening
- ▶ Mining market stable, albeit at low levels



| LVD | CVD | OH | PT |
|-----|-----|----|----|
| ↓ | ↓ | ↓ | ↓ |

Currency

- ▶ Continued volatility in emerging countries
- ▶ Venezuela beginning to release foreign currency
- ▶ Euro, S. America, India, Thailand S. Africa most impactful to Dana

2014 Market Growth Offset by Currency



| LVD | CVD | OH | PT |
|-----|-----|----|----|
| ↔ | ↔ | ↔ | ↑ |

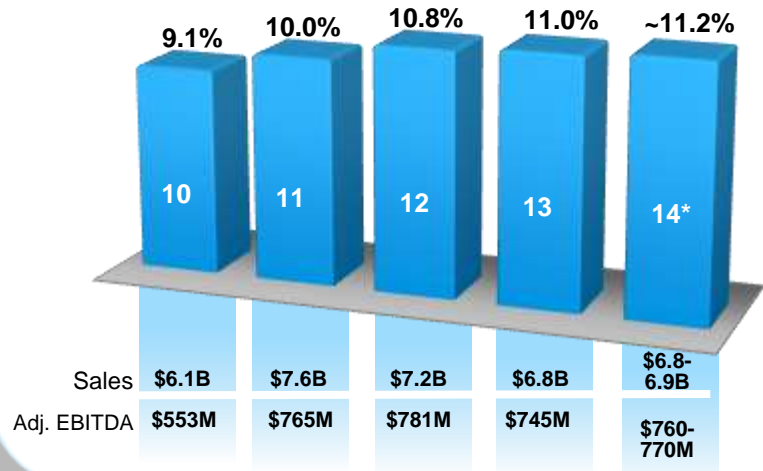


| LVD | CVD | OH | PT |
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Delivering Value

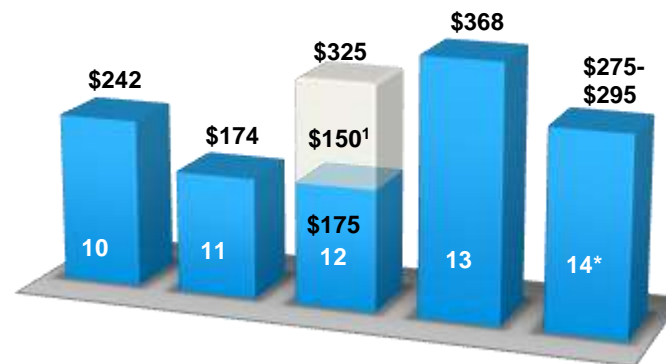


Adjusted EBITDA Margin



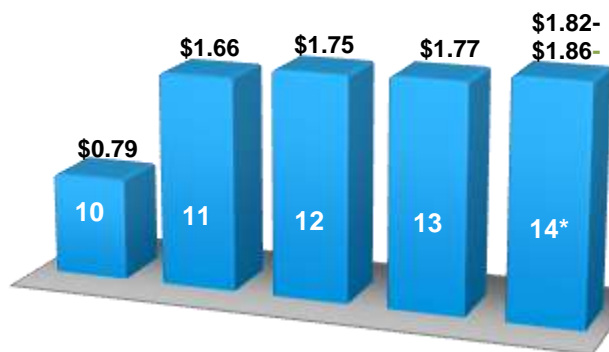
Free Cash Flow

\$ in Millions



¹ \$150 M Voluntary pension contribution

Diluted Adjusted EPS



Balance Sheet March 2014

\$ in Millions (ex Leverage)

| | |
|-------------|----------|
| Total Cash: | \$1,260 |
| Net Debt: | \$ (340) |
| Leverage: | 0.45x |
| Liquidity: | \$1,540 |

Share Repurchase Summary

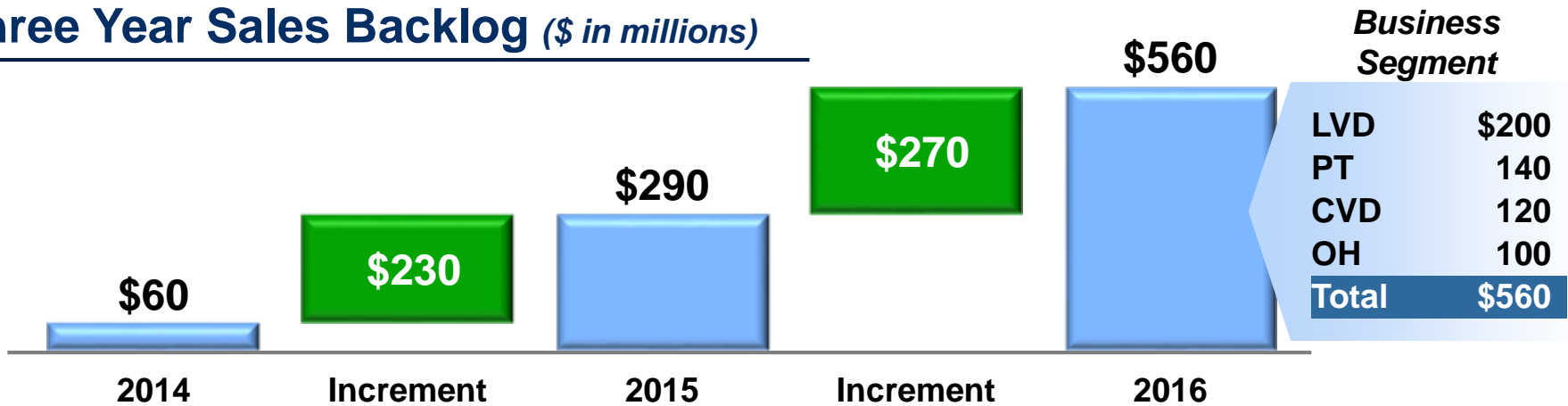
as of March 2014

| | |
|--|---------|
| Shares Repurchased (incl. Series A shares) | 42 M |
| Series B Pref. Shares Outstanding | 2.1 M |
| Remaining Authorization | \$107 M |

Forward View: Sales Backlog



Three Year Sales Backlog (\$ in millions)



- ▶ Sales backlog representing top-line growth in excess of market demand
- ▶ Incremental backlog number is additive to prior year sales

Includes:

- ▶ New sales won over the last few years adjusted for current volume expectations
- ▶ Net of any lost sales

Excludes:

- ▶ Replacement business wins
- ▶ Future currency changes
- ▶ Future market changes



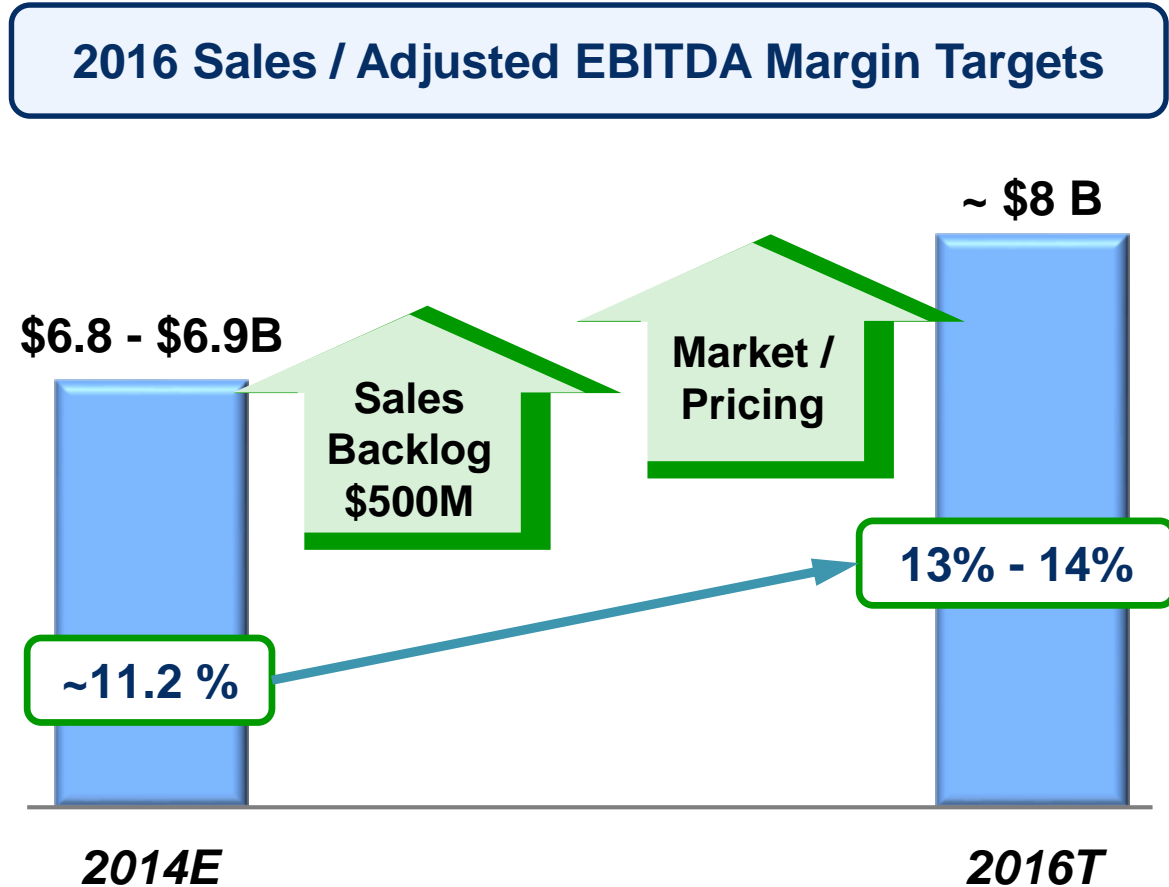
2016 Sales and Margin Targets



+\$1 Billion in Expected Sales Growth Fueled by Sales Backlog and Market Factors

2016 Adjusted EBITDA Margin Target Exit Rate of 13% - 14% Reflects:

- ▶ *Sales backlog at higher returns based on technology and capability*
- ▶ *Leveraging of existing capacity and infrastructure*
- ▶ *Continued manufacturing and materials efficiencies*



- ▶ **Continued margin expansion**
 - ▶ In light of end-market demand
 - ▶ Driven by operating efficiencies, product rationalization, innovation
- ▶ **Strong cash flow generation**
 - ▶ Strong balance sheet providing flexibility for continued business investment and shareholder value initiatives
- ▶ **New business coming on-line in 2015 and 2016**
 - ▶ Further driving margin expansion and operating leverage
- ▶ **Pursuing and investing in technology and innovation**





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Appendix

Non-GAAP Financial Information



The preceding slides refer to Adjusted EBITDA, which we've defined to be earnings from continuing and discontinued operations before interest, taxes, depreciation, amortization, non-cash equity grant expense, restructuring expense and other nonrecurring items (gain/loss on debt extinguishment or divestitures, impairment, etc.). The most significant impact on Dana's ongoing results of operations as a result of applying fresh start accounting following our emergence from bankruptcy was higher depreciation and amortization. By using adjusted EBITDA, a performance measure which excludes depreciation and amortization, the comparability of results is enhanced. Management also believes that adjusted EBITDA is an important measure since the financial covenants in our debt agreements are based, in part, on adjusted EBITDA. Adjusted EBITDA should not be considered a substitute for income (loss) before income taxes, net income (loss) or other results reported in accordance with GAAP. Adjusted EBITDA may not be comparable to similarly titled measures reported by other companies.

Diluted adjusted EPS is a non-GAAP financial measure which we have defined as adjusted net income divided by adjusted diluted shares. We define adjusted net income as net income (loss) attributable to the parent company excluding restructuring expense, amortization expense and nonrecurring items (as used in adjusted EBITDA), net of any associated income tax effects. We define adjusted diluted shares as diluted shares as determined in accordance with GAAP based on adjusted net income. This measure is considered useful for purposes of providing investors, analysts and other interested parties with an indicator of ongoing financial performance that provides enhanced comparability to EPS reported by other companies. Diluted adjusted EPS is neither intended to represent nor be an alternative measure to diluted EPS reported under GAAP.

Free cash flow is a non-GAAP financial measure which we have defined as cash provided by (used in) operating activities excluding any bankruptcy claim-related payments, less purchases of property, plant and equipment. We believe this measure is useful to investors in evaluating the operational cash flow of the company inclusive of the spending required to maintain the operations. Free cash flow is neither intended to represent nor be an alternative to the measure of net cash provided by (used in) operating activities reported under GAAP. Free cash flow may not be comparable to similarly titled measures reported by other companies.

Please reference the "Non-GAAP financial information" accompanying our quarterly earnings conference call presentations on our website at www.dana.com/investors for our GAAP results and the reconciliations of these measures, where used, to the comparable GAAP measures.