



Standards of Business Conduct

Our Global Commitment to Integrity



A Message from Bruce McDonald

Dear Colleagues,

Throughout our history we have had a clear vision and values that identify who we are and what we stand for as an organization. In addition, our Standards of Business Conduct set forth the methods by which we conduct our operations. It covers a range of subjects, from respect in the workplace and use of corporate assets to gifts and conflicts of interest, as well as protection of confidential information. It applies to all employees globally and sets the expectation that our Standards must be followed in all job-related activities, regardless of location or business pressures.

I ask that you read these Standards carefully and follow them, along with our policies and the law. If you have any questions, this document includes links and information about other resources that are available. Dana leaders have additional responsibilities to lead by example and to help others understand and meet their ethics and compliance responsibilities. Remember that open communication and feedback are key to our success. If you have any questions or concerns, it is important that you speak up.

We are truly fortunate to have outstanding employees throughout our organization. I know I can count on each of you to use good judgment. Working together, we will not only continue to grow, but we will also be proud of how we achieve our success. Thank you for your continued support and hard work.

My personal best,

Bruce McDonald
Chairman and Chief Executive Officer



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An Introduction to Our Standards

In This Section:

A Shared Commitment

Understanding Your Responsibilities

Asking Questions and Reporting Concerns



A Shared Commitment

For well over a century, we have been working together to build solutions that support nearly every vehicle and engine manufacturer in the world. We have earned a reputation for not only delivering high-tech, high-quality products, but also conducting business honestly and with integrity.

Our Standards of Business Conduct are also referred to as our Code of Conduct. They provide an overview of the laws, regulations, and policies that apply to our business. They also outline what is expected of each of us, no matter where we work or what job we perform.

By knowing and complying with our Standards of Business Conduct, we help preserve what we have built and maintain the trust of our customers for the next hundred years and beyond.

Who must follow our Standards?

Our Standards apply:

- To all employees of Dana, as well as our directors. We also expect that anyone acting on our behalf – including contractors, consultants, and other third parties – will observe the same high standards of business conduct and fulfill their contractual obligations.
- Everywhere we conduct business. If you believe there is ever a conflict between the requirements of our Standards and a local law, custom, or practice, you should raise your concern with your supervisor or an appropriate company leader to determine the best course of action.

What if someone violates our Standards?

We believe that when one person violates our Standards, it affects us all. That is why violations of the law, regulations, policies, or our Standards may result in disciplinary action, which may include termination of employment.

Some violations may have additional consequences, such as fines or civil or criminal consequences for both the person involved and for Dana.

Never Forget ...

You are Dana. Our reputation and our future success are directly tied to you and the decisions you make on the job every day.

Understanding Your Responsibilities

As an employee, you have a responsibility to:

- **Conduct business legally and ethically.** Know and comply with our Standards, as well as the laws, regulations, and policies that apply to your location and your role at Dana.
- **Ask for guidance.** Reach out to people who can help you any time you are unsure of the proper course of action. The best place to start is often your supervisor. You may also contact another supervisor or your department head, the Dana Law Department, your Human Resources Department, or the Internal Audit Department.
- **Share your concerns if you suspect misconduct.** It might seem easier to “look the other way,” but doing nothing is an action that can have serious consequences for you and for our company.
- **Never compromise.** Do not let the pressure to succeed make you do things you know are wrong. Do not follow the orders of anyone – at any level of the company – if doing so would violate our Standards.

If you are a supervisor, you have some additional responsibilities:

- **Set the tone.** Show your team – through your words and actions – that you respect and follow our Standards. Set clear expectations and help employees understand their responsibilities.

Be Alert

Comments like these can signal an action that is inconsistent with our Standards:

- “Well, maybe just this once.”
- “No one will ever know the difference.”
- “Everybody does it.”
- “No one will get hurt.”
- “What’s in it for me?”
- “I don’t care how you do it; just get it done.”
- “You don’t want to know.”

- **Listen and offer guidance.** Create the kind of workplace where employees feel comfortable coming forward with questions and concerns. Support employees when they raise issues and assist them in making ethical decisions.
- **Take action.** If you see, suspect, or learn of misconduct, address it through the appropriate channels. Never retaliate, or allow others to retaliate, against those who raise concerns.

Understanding Your Responsibilities

Make good choices.

Our Standards are a helpful resource, but they cannot address every question that arises or every ethical dilemma you face. Sometimes a decision tree can help you determine the right thing to do.

Not sure? Ask yourself:



If you can answer “yes” to all four questions, it is probably safe to move forward. But a “no” or “I am not sure” to any of them should prompt you to stop and reconsider. Keep in mind, it is always appropriate – under any circumstances – to reach out to someone at Dana for guidance.

Ethics and Compliance Helpline

Accessible via:

Telephone: See posters in your facility for phone numbers and calling instructions, or



Online: Visit mydana.ethicspoint.com



Asking Questions and Reporting Concerns

It takes years of good work to earn trust, but only one incident to destroy it. If you see or suspect that someone has violated the law, regulations, policies, or our Standards, please come forward. There are many resources available to assist you with questions or problems.

Start with your immediate supervisor.

Your supervisor is in the best position to listen and understand the issue you are facing and advise on appropriate next steps.

If you are uncomfortable speaking with your supervisor – or if you have spoken to your supervisor and you are not sure that your supervisor has responded to your concern, contact the [Ethics and Compliance Helpline](#).

Accessible by telephone or online, the Helpline allows you (anonymously, where permitted by law) to ask questions or share your concerns 24 hours a day, seven days a week, with an independent, third-party interview specialist or via a web form.

You may also contact any of the following resources directly for assistance:

- Another supervisor or your department head
- The Dana Law Department
- The Human Resources Department
- The Internal Audit Department

These three departments constitute the Office of Business Conduct and will investigate your concerns.

In addition, you may raise concerns about questionable accounting or auditing matters to the Audit Committee of the Dana Board of Directors on a confidential and anonymous basis by submitting your written concerns in a sealed envelope marked “Confidential” and addressed to:

Dana Incorporated Audit Committee Chairman
3939 Technology Drive
Maumee, OH USA 43537

After you report ...

Regardless of who you contact, you can be confident that you are doing the right thing and that your concern will be handled promptly, with sensitivity and discretion.

We investigate reports of misconduct thoroughly, disclosing information only to those who need to know in order to resolve the issue. We expect those involved to cooperate fully and honestly in the process. Whenever possible, Dana will inform individuals who report concerns about the status of the investigation and the outcome of their report.

Any information provided through the [Ethics and Compliance Helpline](#) or through any other reporting channel will be treated confidentially to the extent permitted by law.

No retaliation.

It takes courage to come forward and share your concerns. That is why Dana prohibits retaliation against anyone who makes a good-faith report or assists in an investigation into misconduct.

Reports of suspected retaliation will be investigated and, if substantiated, retaliators will be disciplined.

Asking Questions and Reporting Concerns

Making Ethical Decisions

Q: *Three months ago, I called the Ethics and Compliance Helpline anonymously. I was concerned that my supervisor was giving preferential treatment to some employees on my team. I understand that there was an investigation and some action was taken.*

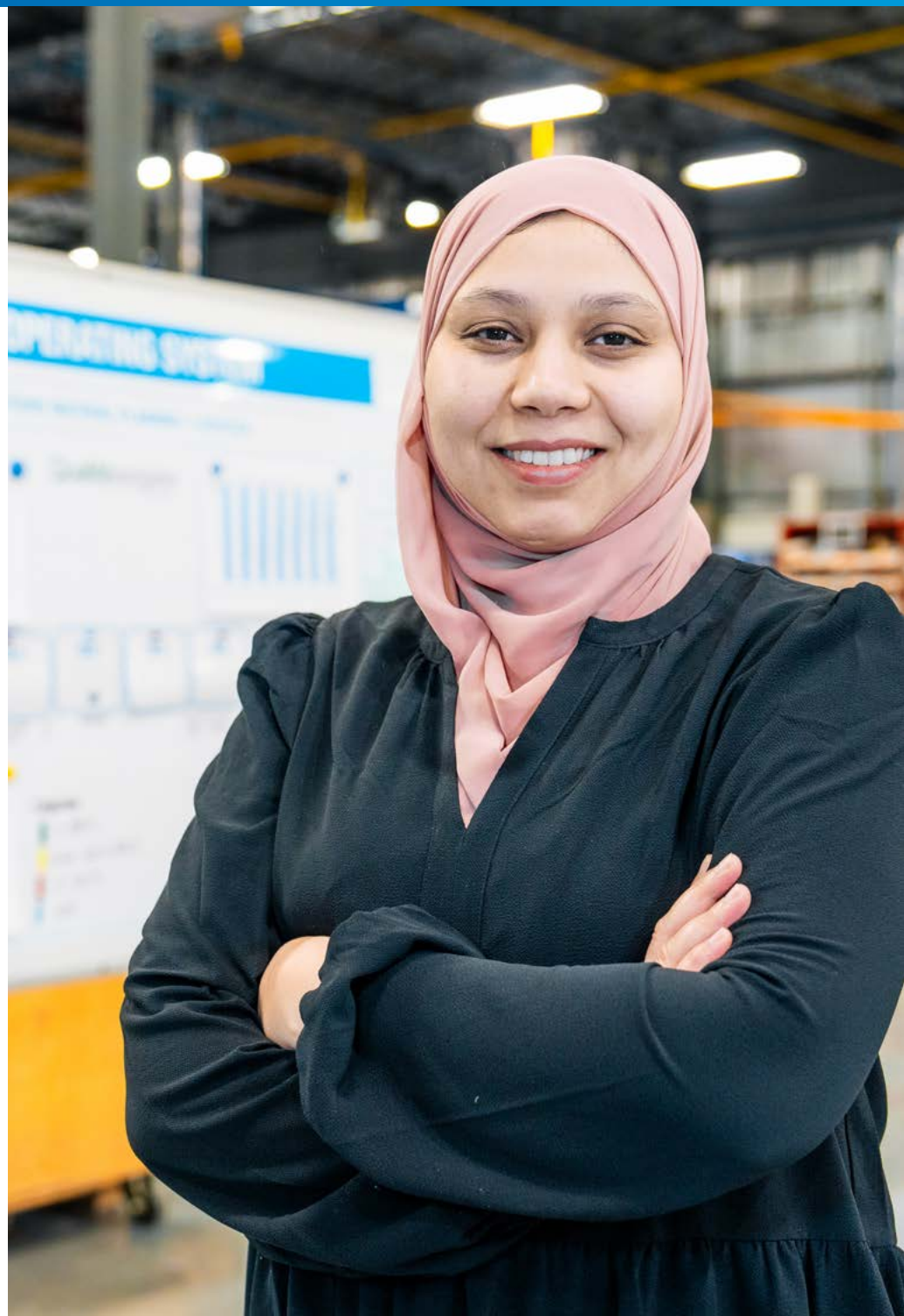
Since then, my boss and others have stopped speaking to me and copying me on important emails. I am worried this will affect my performance. I feel that my coworkers know I made the report and are retaliating. Is it retaliation? What should I do?

A: *This could be a case of retaliation. Contact the Human Resources Department or use any of the other resources listed in our Standards. A thorough investigation will take place to find out what has led to your coworkers' behavior. If the investigation determines that they are retaliating because of your report, appropriate action will be taken.*

“Good Faith” Means ...

You are coming forward honestly with information you believe to be true, even if, after investigation, it turns out you were mistaken.

It also means that you are reporting a legitimate work-related concern and not unfairly accusing someone or addressing a personal quarrel or rivalry.



Our People

In This Section:

Health and Safety

Respect in the Workplace

Harassment

Protecting Private Information



Health and Safety

Nothing is more important than a safe work environment. We are committed to addressing all safety risks to prevent accidents, injuries, and job-related illnesses. We maintain the highest safety standards and comply with all applicable laws, policies, and job safety procedures.

Your Responsibilities

- Remember that health and safety are everyone's responsibility.
- Follow all health and safety procedures, complete all required health and safety training, and stay alert to what is going on around you at all times.
- Speak up when others ignore or bypass health and safety standards.
- Operate machinery only when:
 - You have been properly trained on how to use it.
 - All required safety guards and mechanisms are in place.
- Tell your supervisor about unsafe conditions, personal injuries, or damaged property.

Four More Ways to Promote Safety

1. Do not tolerate violence, threats, or sabotage. Immediately report any concerns about your safety or the safety of others.
2. Do not work under the influence of alcohol, illegal drugs, or other controlled substances. Be at your very best, every day.
3. Do not carry unauthorized weapons on company property.
4. Know the emergency response plan for your job location. Be sure you are familiar with the location of emergency exits, assembly points, and first aid kits.

Health and Safety

Making Ethical Decisions



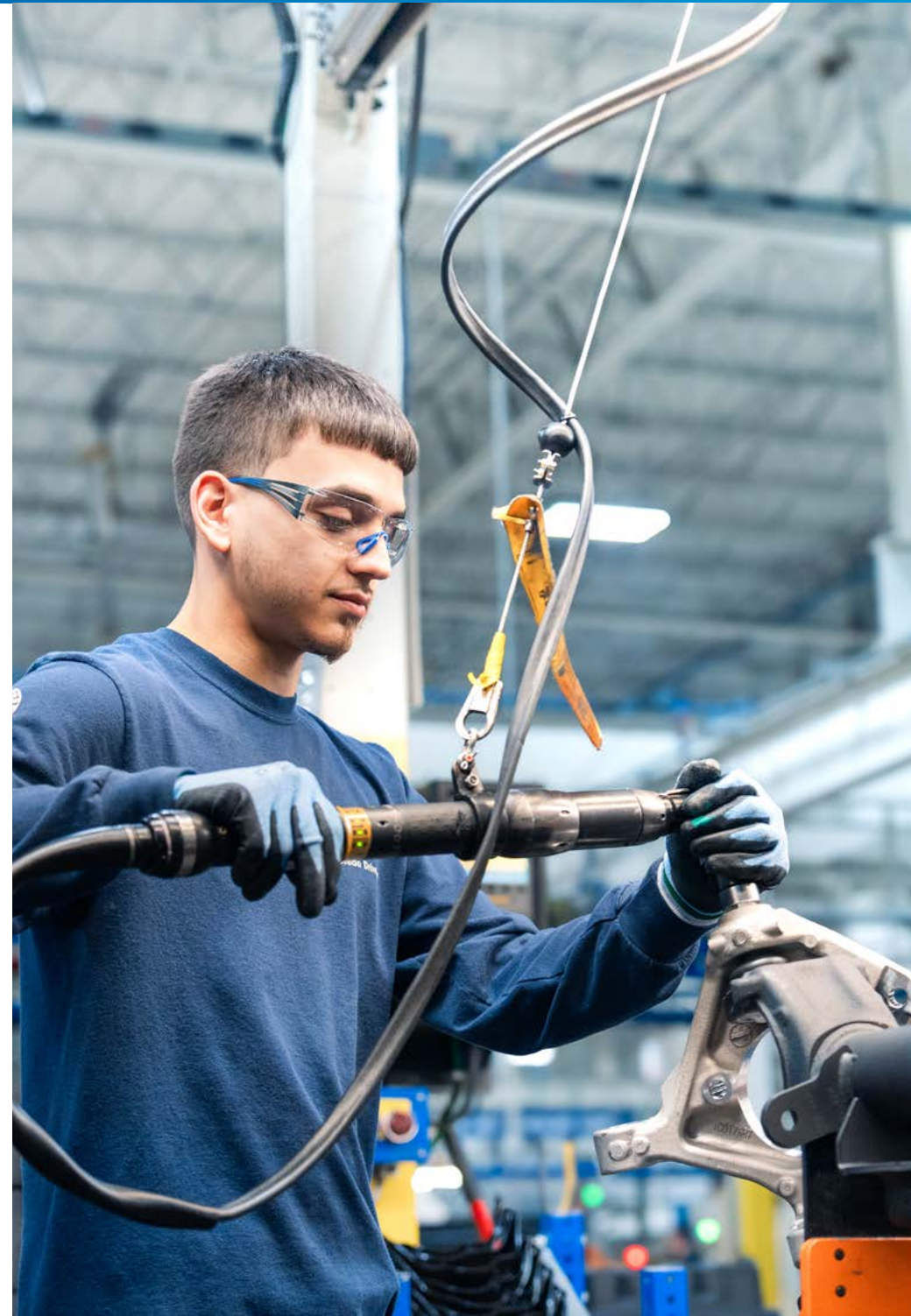
Q: *I have noticed some coworkers do not wear safety glasses, even though I was told they are required. Who can I speak to? I am new here and do not want to be considered a troublemaker.*

A: *Each of us has an obligation to wear personal protective equipment whenever it is required, so your concerns are understandable. Discuss the issue with your supervisor. There may be a legitimate reason for this – some reason that you do not know – but bringing the practice to light is the right thing to do. And sharing your concerns does not make you a troublemaker; it makes you someone who is concerned about keeping your coworkers injury-free.*

For More Information



[Health and Safety Policy](#)



Respect in the Workplace

We believe that a diverse workforce – one that includes a wide variety of skills, backgrounds, and perspectives – is critical to our success. We work together as a team, foster an inclusive workplace, and value the unique contributions of others.

Your Responsibilities

- Treat others – coworkers, customers, and everyone you interact with on behalf of Dana – with respect and dignity.
- Help create a positive work environment where everyone can contribute and fully utilize their talents.
- Be open to new ideas. Listen to better understand and learn from different points of view.
- If you are responsible for recruiting, hiring, promoting, or other employment-related practices, make decisions based on an individual's qualifications, without regard to any characteristic protected by law.
- If you feel you are a victim of discrimination, or suspect that someone else is, raise your concerns.

Equal Opportunity

Dana prohibits discrimination based on race, color, religion, sex (including pregnancy, child birth, or related medical conditions), national origin, age, disability, sexual orientation, gender identity, veteran status, or any other characteristic protected by law. We comply with all applicable employment, labor, and immigration requirements.

Making Ethical Decisions



Q: *A group of coworkers sends emails containing jokes and comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?*

A: *You should first ask them to stop. If they do not, or if you are uncomfortable talking directly to them, you can report your concerns to your supervisor or your Human Resources Department. You can also contact the Ethics and Compliance Helpline. Sending these kinds of emails violates our Standards and our policies. By doing nothing, you are condoning behavior that can be seen as discriminatory and can seriously erode the team environment we have all worked hard to create.*

For More Information



Equal Employment Opportunity Policy (U.S. only)

Harassment

All employees have the right to feel safe at work and to carry out their job responsibilities in a workplace free from harassment and other inappropriate conduct. Dana prohibits all forms of harassment, including sexual harassment, abusive conduct, and bullying.

Your Responsibilities

- Be professional and respectful in your interactions with others.
- Be able to recognize harassment when you see it. Harassment is intimidating, hostile, or offensive conduct that interferes with someone's ability to work. It can be:
 - Physical, such as unwelcome sexual advances or blocking someone's path.
 - Verbal, such as degrading jokes, threats, slurs, or name-calling.
 - Visual, such as stares, threatening gestures, or the display of pictures of a sexual nature.
- Do not be afraid to do the right thing. Report all forms of harassment and other inappropriate conduct.

Making Ethical Decisions



Q: *While attending a conference, a coworker repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked him to stop, but he would not. We were not at work and it was after work hours, so I was not sure what I should do. What should I have done?*

A: *This type of conduct is not acceptable, neither during working hours nor any work-related situations, including business trips. Since you have already tried a direct approach and asked him to stop, you should notify your immediate supervisor, your Human Resources Department, or the Ethics and Compliance Helpline.*

For More Information



Harassment-free Workplace Policy



Protecting Private Information

People trust us to handle their personal information with care – to use it appropriately and only for legitimate business purposes. We comply with applicable data privacy laws and regulations when collecting, storing, using, sharing, transferring, and disposing of their personal information.

Your Responsibilities

- Follow our policies and the law to keep the personal information – of coworkers, customers, suppliers, and other third parties – safe and secure.
- Do not share personal information with anyone – inside or outside of Dana – who does not have a business need to know it.
- If you see or suspect that personal information has been breached or used in a way that violates our policies, report it immediately.

“Personal Information” Means ...

Anything that can be used to identify someone, directly or indirectly, including:

- Name
- Address
- Phone number
- Photo
- Birth date
- Performance history
- Educational background
- Driver's license number
- Banking or payroll information
- Government-issued identification number
- Medical condition or history



Protecting Private Information

Making Ethical Decisions



Q: *I found a report on the photocopier containing payroll information. I do not want to get anyone into trouble, but I do not think it is right that this kind of information is left for all to see. What should I do?*

A: *You should return the report to your Human Resources Department right away and report your discovery and actions to your supervisor. Protecting confidentiality and privacy is the responsibility of every employee. Whoever left the papers in the copier will be counseled on his or her duty to protect the confidentiality of employee data.*

For More Information



[Global Privacy Policy](#)

[Data Subject Rights Policy](#)

Employees working in the European Union must also refer to the Employee Privacy Notice which will prevail over other policies in case of conflict or inconsistency.



Our Customers and Business Partners

In This Section:

Quality Focused

Fair Dealing and Supplier Relations

Conflicts of Interest

Gifts and Entertainment

Gathering Competitive Information



Quality Focused

Our customers trust us to deliver components, systems, and solutions that perform the way they are supposed to perform. Throughout the design, manufacture, and distribution of our products, each of us has a duty to protect the safety of those who use or are affected by our products and to preserve our reputation for quality.

Your Responsibilities

- Do your part to ensure our products meet or exceed our own internal standards, as well as the standards set by laws, regulations, and our industry.
- Follow the processes and policies outlined in our quality management system, including those that relate to product safety and field action processes.
- Hold our supply chain responsible for product safety and quality. Monitor the work of suppliers and be alert for any activities that could compromise the integrity of our products.
- Do not take shortcuts or make exceptions. Never ship a product if you know it fails to meet customer-approved specifications or our high standards.

Making Ethical Decisions



Q: *There is a test that my team routinely performs but, after working here for five years, I have never seen a failure associated with it. In order to speed up our process, could we consider eliminating the test?*

A: *Discuss the test with your supervisor, but never make any decision to change a standard practice or procedure without the proper approval. Required change-management protocols must always be followed; however, suggestions for improving efficiency are always welcome. Just be sure that your suggestions are evaluated through the proper channels.*

For More Information



Quality Focused Site



Fair Dealing and Supplier Relations

We value the work and support of our suppliers and other business partners. These partnerships are key to our success. We form business relationships based on what is fair, what is legal, and what will best serve our customers.

Your Responsibilities

- Never take advantage of suppliers or business partners through manipulation, concealment, misuse of confidential information, misrepresentation of facts, or any other unfair dealing or practice.
- If you work with suppliers and business partners:
 - Make sourcing selections based on best value, quality, service, and price, not personal relationships or friendships. Promptly disclose any situation that may appear to involve a conflict of interest.
 - Ensure they know about – and intend to comply with – our Supplier's Guide to Business Conduct.
 - Monitor their work to ensure they are meeting their contractual obligations. Insist on honest accounting of time and materials.
 - Be alert to – and report – any signs that a supplier or business partner is violating applicable law or regulations.
- Protect the confidential and proprietary information entrusted to us by our suppliers and business partners.

Making Ethical Decisions



- Q:** *I regularly handle technical drawings and prints that are provided to Dana by our customers. I have been asked by my supervisor to send a copy of a customer's drawings and prints to a sub-supplier. Is this OK?*
- A:** *You are right to be concerned about the proper handling of another company's confidential information. In this case, it is possible that Dana already has permission from the customer to distribute its information to lower tier suppliers in order for Dana to develop its customer quotation or for other valid purposes. However, you should always validate that our company is allowed to disseminate non-Dana technical data or other sensitive information before doing so.*

For More Information



[Supplier's Guide to Business Conduct](#)

Conflicts of Interest

We avoid situations where our personal interests or activities could affect our ability to make objective business decisions on behalf of Dana. We recognize that any actual, potential, or even perceived conflict of interest can erode trust and damage our good name.

Your Responsibilities

- Be able to recognize a conflict when you see one. It is not possible to list every situation that could present a conflict, but there are certain situations where conflicts are more common. A conflict can occur when you or a member of your immediate family:
 - Works for a competitor or a company that conducts (or wants to conduct) business with us.
 - Has more than 1% ownership in a company that competes for or conducts business with us.

“Immediate Family Member” Means ...

For the purposes of our Conflicts of Interest Policy, your spouse, children, parents, and brothers and sisters (and their spouses, including in-laws).



A conflict can also arise when you:

- Take for yourself an opportunity that you discover through your work at Dana.
 - Use Dana’s confidential or proprietary information, property, or name – or your position – for personal gain.
 - Accept a role as director, advisory member, or officer that interferes with your obligations to Dana.
- Disclose potential conflicts. If you believe that you have a potential conflict of interest, or if you suspect that another employee has one, be proactive. Disclose the situation to your supervisor, your Human Resources Department or the [Office of Business Conduct](#). Depending on the circumstances, some conflicts may be resolved if they are proactively disclosed and handled properly.

Conflicts of Interest

Making Ethical Decisions



Q: *My supervisor's brother works in sales for a company that is quoting to supply us parts, and I overheard him talking about how to write up his bid. Would this be a conflict of interest?*

A: *Yes. The selection of a supplier is important for Dana and should be done based on metrics from the purchasing team. You should report what you heard to the Office of Business Conduct.*

For More Information



[Conflicts of Interest Policy](#)



Gifts and Entertainment

Under certain circumstances, gifts and entertainment can enhance business relationships and build goodwill. That said, we must be careful to maintain appropriate boundaries to ensure that nothing given or received suggests a conflict of interest or the appearance of something improper.

Your Responsibilities

- Follow our policies and seek guidance if you have questions about what is appropriate to give or accept.
- Make sure that any offers of gifts or entertainment:
 - Are lawful and comply with the policies of both the giver and recipient.
 - Are modest in value and infrequently offered; gifts valued at amounts greater than that allowed in Dana's policy on gifts and entertainment require advance approval.
 - Would not embarrass Dana or harm our reputation.
 - Could not be construed as a bribe.
 - Are never solicited.
 - Do not take the form of cash or a cash equivalent (such as gift cards or gift certificates).

- Be aware that the rules for what you can give to, or accept from, a government official are very strict – make sure you have approval before offering anything of value to a government official.
- Obtain approvals where required, and record anything given or received in our company books and records.

Making Ethical Decisions



Q: *I received a gift from a potential supplier who recently submitted a quotation to work on a project. I know I cannot accept it, but what should I do?*

A: *The best approach is to return the gift and politely explain our policy. If a quotation process is open, we cannot accept any gifts of any value. If the quotation process is closed and the gift is of nominal value and perishable, such as flowers or cookies, place it in a break room where everyone can enjoy it. Reach out to the supplier to explain our policy and report the matter to your supervisor or the Office of Business Conduct.*

For More Information



Gifts and Entertainment Policy

Travel, Business Expense, and Credit Card Policy

Special attention must be paid to any activities involving government officials, as described in our Anti-Corruption Policy.

Gathering Competitive Information

Gathering information about our competitors is an accepted business practice, but doing it irresponsibly, unethically, or illegally is not. We obtain competitive information only through legal means.

Your Responsibilities

- Seek competitive information through public sources, never through deception, misrepresentation, or fraud.
- Do not use a competitor's confidential or proprietary information. If someone provides you with information that you believe may be confidential, contact the Dana Law Department.
- Never ask current or former employees of customers to share confidential business information.

Making Ethical Decisions



- Q:** *We recently hired a new employee who previously worked for one of our suppliers. She says she has confidential pricing information from her previous job that can be useful to us. Is it OK for me to look at the information and use it to our advantage?*
- A:** *No, it is not. We need to respect the confidential information of our business partners, third parties, and suppliers just as we expect them to respect our confidential information. Explain to the new employee that we cannot use the information and ask her to destroy it.*



Our Company

In This Section:

Accurate Recordkeeping and Financial Reporting

Confidential Information

Protecting Inside Information

Use of Company Assets

Cybersecurity

Speaking on Behalf of the Company



Accurate Recordkeeping and Financial Reporting

We have a responsibility to record transactions honestly and to maintain books and business records that are accurate and complete. Accurate information helps us meet our obligations to regulators and build the trust of investors, customers, and business partners.

Your Responsibilities

- Comply with recordkeeping and records management policies, as well as our internal accounting and financial controls. Company accounting and financial records must meet generally accepted accounting principles and all other applicable regulatory or industry standards.
- Remember: Financial integrity is not the responsibility of one department; it is the responsibility of every employee. Make sure information you record is full, fair, accurate, timely, and understandable, and reflects the true nature of the transaction.
- Only sign documents and records that you believe are truthful and honest and that you are authorized to sign.

- To meet our obligation to cooperate with audits, investigations, and legal document requests:
 - Respond fully with all information requested.
 - Do not edit, modify, or delete requested information.
 - Follow our records retention policy to ensure proper retention, management, and disposal of information.

Four More Ways to Promote Financial Integrity

1. Never falsify or mischaracterize any record, account, book, or transaction.
2. Do not establish any undisclosed, unrecorded, or off-the-record accounts for any purpose.
3. Take care to record entries in the proper accounting period and the proper account or department.
4. Report incidents of fraud, dishonesty, or suspicious activity to senior management.

Accurate Recordkeeping and Financial Reporting

Making Ethical Decisions



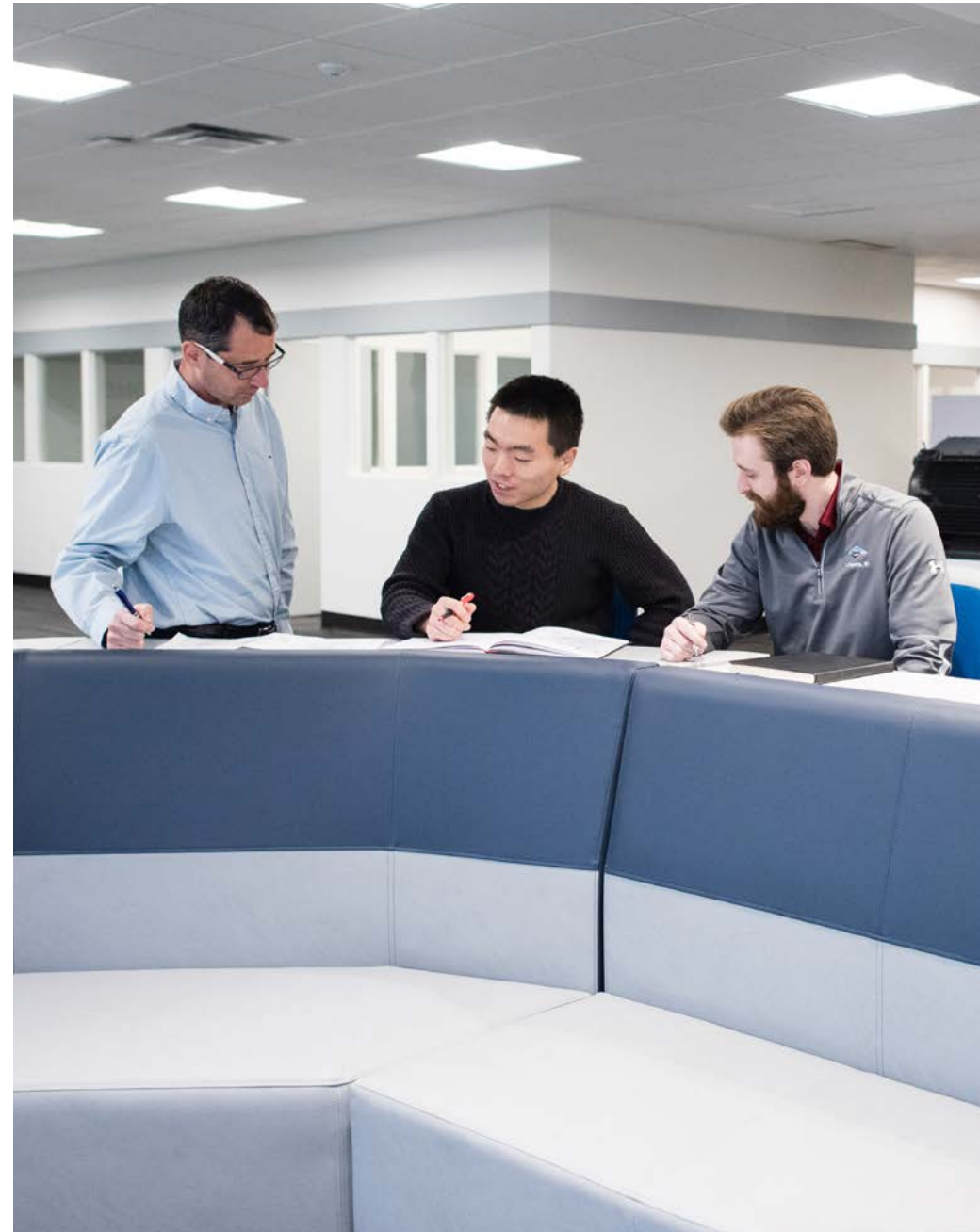
Q: *My supervisor asked me to record an entry that will result in a possible misstatement of the value of an asset on our books. Should I do what she asks?*

A: *No. You may not ever knowingly misstate the value of an asset. Doing so would be a misrepresentation. It could be fraud. Discuss your concern with your supervisor, but, if you are not comfortable doing so, seek immediate help using any of the other resources listed in this resource.*

For More Information



[Global Finance Policies](#)



Confidential Information

We understand the value of confidential business information and our responsibility to protect it. We use and manage it in accordance with our policies and safeguard it from unauthorized disclosure.

Your Responsibilities

- Properly label confidential information to indicate how it should be handled, distributed, and destroyed.
- Share confidential information only with those who are authorized and need it to do their jobs. Make sure third parties have the right legal protections (such as a non-disclosure agreement) in place before you share it.
- Never discuss confidential information in public places (such as elevators, in visitor or common areas, or when using mobile phones) where others might be able to overhear what is being said.
- Immediately report any theft, loss, or unauthorized disclosure of confidential information.
- Be aware that your responsibility to protect confidential information does not end if you should leave Dana.

“Confidential Business Information” Means ...

Any information that is proprietary, not publicly known, or subject to restrictions about how it can be shared. It includes:

- Passwords and other login information
- **Personal information**
- Pricing and cost information
- Supplier names, lists, and agreement terms
- Intellectual property, including inventions, patents, and copyrights
- Marketing data, business plans, and strategic plans
- Unpublished financial information including budgets and forecasts

Confidential Information

Making Ethical Decisions



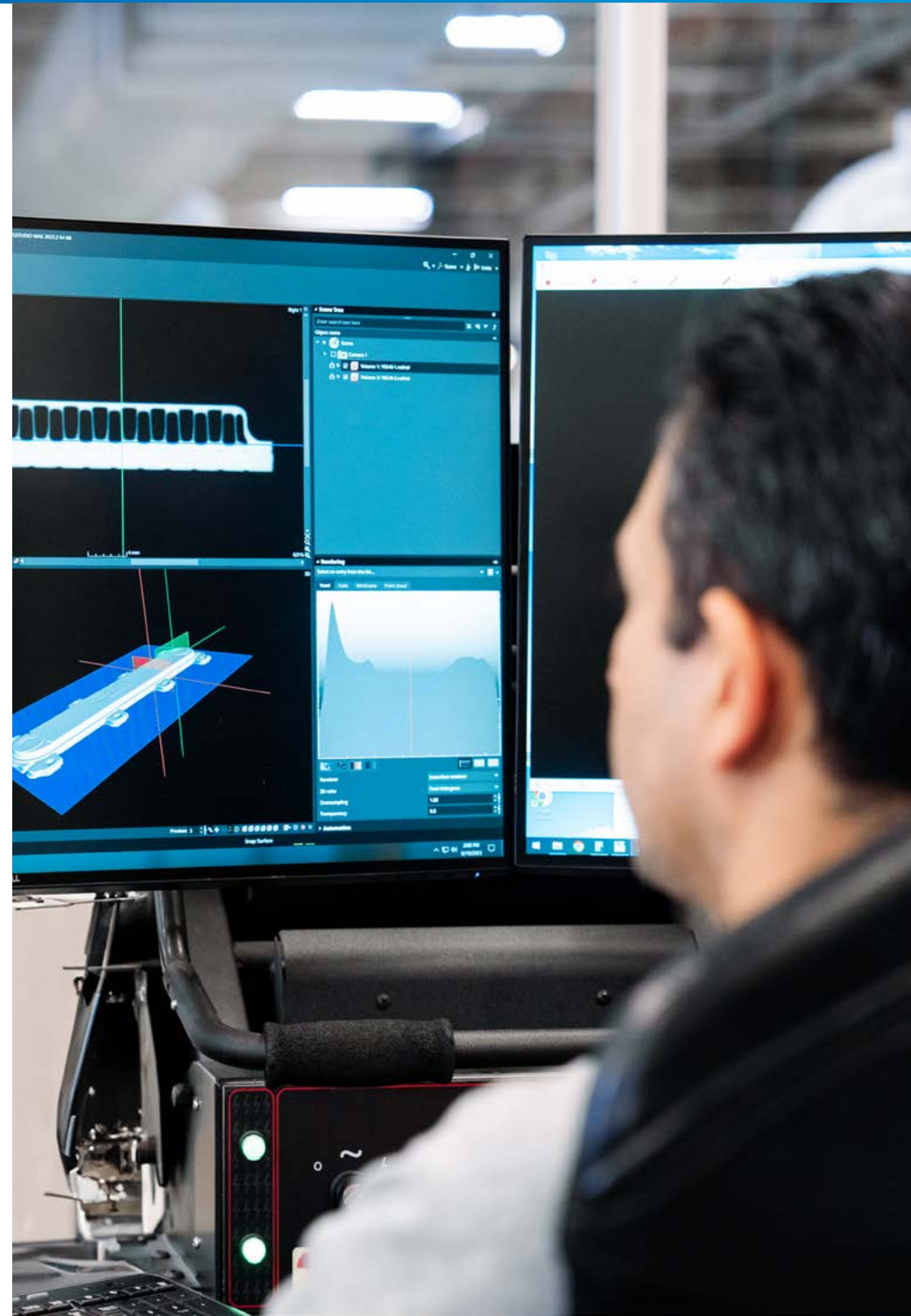
Q: *I am a manufacturing supervisor at one of our plants. A supplier has asked to come to our plant to better understand our manufacturing processes. I know this supplier also sells goods to Dana competitors. Can I allow the supplier to visit?*

A: *You can allow the supplier to visit if you believe the visit will be beneficial to Dana. However, you should be sure that the supplier has signed a confidentiality agreement that prohibits the supplier from disclosing confidential Dana information, such as our proprietary manufacturing processes and other information that gives us a competitive advantage. In addition, in some cases you should take other precautions such as prohibiting photography, restricting the visit to certain areas of the plant, and asking that any documents or other materials be returned to Dana at the conclusion of the visit.*

For More Information



- [Use of Information Technology Systems Policy](#)
- [Corporate Information Security Governance Policy](#)
- [Asset Management Cybersecurity Policy](#)



Protecting Inside Information

In the course of our work, we may become aware of “inside information” about Dana or other publicly traded companies. We do not use this information for personal gain or share it with others, because doing so would not only be unfair to other investors, but is also illegal.

Your Responsibilities

- Make sure you know and protect the kind of information considered inside information. Never buy or sell any stocks, bonds, options, or other securities of any public company, including Dana, based on inside information.
- Do not tip others, such as friends and family, so that they can take advantage of the information. This, too, is illegal.
- Contact the [Office of Business Conduct](#) if you have any questions about what constitutes “inside information.”

Making Ethical Decisions



- Q:** *Through my work at Dana, I found out that a competitor is likely to merge with another company. Since this information is not about Dana, can I use this information to buy some shares of stock in the company?*
- A:** *No. Trading in the securities of another company based on information you learned about while working at Dana could violate insider trading laws and subject you to serious penalties.*

For More Information



Insider Trading Policy

“Inside Information” Means ...

Information that has not been released to the public that a reasonable investor would find useful in determining whether to buy, sell, or hold a stock or other security. Examples include nonpublic information about:

- Mergers or acquisitions
- New products or projects
- Pending lawsuits
- Changes in executive leadership
- Projected financial earnings or losses

Use of Company Assets

Our company assets are critical resources that drive productivity and preserve our competitive advantage in the marketplace. We are good stewards of these assets and do our part to protect them from loss, damage, theft, waste, and improper use.

Your Responsibilities

- Protect company assets as if they were your own.
- Do not lend, sell, or give away our assets unless you are authorized to do so.
- Report any machinery or equipment that is damaged, unsafe, or in need of repair.
- Remember that company assets are provided for company business. Occasional, personal use of resources such as email, internet access, and phones are permitted as long as your use:
 - Does not interfere with your work responsibilities or those of your coworkers.
 - Does not violate the law or our policies.

- Secure your office, workstation, and equipment by locking items or completely shutting down systems.
- Be aware that anything you create, send, receive, download, or store on company property or systems belongs to Dana and can be reviewed at any time, to the extent permitted by applicable law, to ensure safety and security. You should have no expectation of privacy when using our systems.

“Company Assets” Means ...

- Physical assets such as buildings, equipment, vehicles, tools, materials, furniture, and supplies
- Electronic assets such as phones, computers, hardware, software, email, voicemail, and internet access
- Information assets such as confidential information, intellectual property, data, databases, reports, files, plans, and records
- Financial assets such as bank accounts, company credit cards, checks, and invoices

Use of Company Assets

Making Ethical Decisions

Q: *I have an online business that I operate from home, usually on the weekends. On days when I finish lunch early, can I use my company computer to process orders from the previous day?*

A: *No. Our policies prohibit you from operating an outside business on our information systems. You must run your home business only at home, using your own computer and systems.*

For More Information

[Use of Information Technology Systems Policy](#)

[Corporate Information Security Governance Policy](#)

[Social Media Policy](#)

[Asset Management Cybersecurity Policy](#)



Cybersecurity

Our company relies on networks, databases, and the information they contain to successfully operate our business. We understand the critical importance of safeguarding our electronic assets and protecting data from both accidental and intentional breaches.

Your Responsibilities

- Follow all company policies and procedures that are designed to protect our computers, networks, programs, and data from attack, damage, or unauthorized access.
- Protect your usernames and passwords. Do not share them with anyone.
- Install security software as directed by Dana, and do not interfere with security updates.
- Be alert to phishing scams or other attempts to uncover sensitive personal or corporate information.
- Do not open suspicious links in emails, even if you think you know the source.
- Do not download or install unauthorized software, applications, games, hardware, or storage devices on your company computer.

- Do not access our networks through unauthorized applications or devices.
- When traveling, take care to protect your mobile devices, laptops, flash drives, or any other devices that might contain company information.

Making Ethical Decisions



Q: *During my morning commute on the bus, I check emails, type up reports and take business calls to get an early start on my work. Is there any problem with this?*

A: *Possibly. You should exercise caution when doing business in public places where others could be listening or looking over your shoulder.*

For More Information



Use of Information Technology Systems Policy
Corporate Information Security Governance Policy

Speaking on Behalf of the Company

We recognize the importance of speaking with one clear and consistent voice when providing information to the public and the media, so we designate certain employees to speak publicly on behalf of the company.

Your Responsibilities

- Unless you are authorized to do so, never give the impression that you are speaking on behalf of Dana in any communication that may become public.
- Refer:
 - Inquiries from the media, including financial, industry, and trade outlets, to Corporate Communications.
 - Inquiries from investors and analysts to Investor Relations.
 - Inquiries from regulatory agencies or regulators to the Law Department. If you are asked by Dana to participate in an investigation, cooperate fully with appropriate authorities.

- Use social media in a way that is consistent with our values, our policies, and the law:
 - Make it clear that opinions you express about our company are your own. Do not misrepresent that you are speaking on behalf of the company.
 - Do not post any content that is discriminatory or would constitute a threat, intimidation, harassment, or bullying.
 - Take care not to disclose confidential business information about our company, customers, or business partners.



Speaking on Behalf of the Company

Making Ethical Decisions

Q: *Someone posted a claim on an online social network about Dana that I know is false. I think it is important that we correct the misinformation. Is it acceptable if I go ahead and post a response?*

A: *No. While it may be tempting to correct the information and engage with the source of the misinformation, you should instead contact Corporate Communications and let them take the necessary steps.*

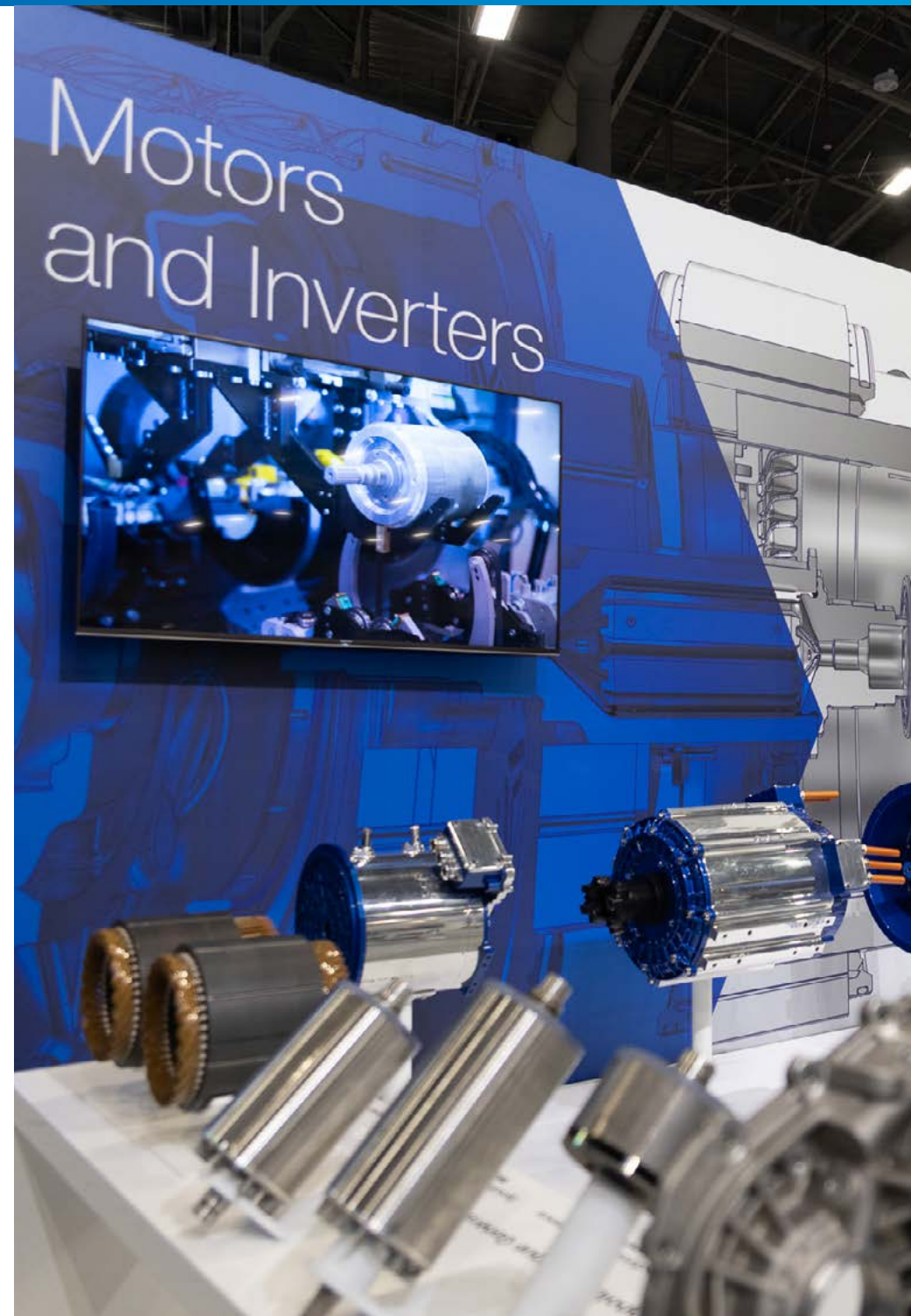
For More Information

Global Communications Policy

Use of Information Technology Systems Policy

Social Media Policy

Note that nothing in our Standards or in any of our policies is intended to limit or interfere with the right to engage in activities protected under Section 7 of the U.S. National Labor Relations Act, such as discussions related to wages, hours, working conditions, health hazards, and safety issues.



Our World

In This Section:

Our Commitment to Service

Human Rights

Fair Competition

Anti-bribery, Anti-corruption

International Trade

Political Activities and Contributions

Sustainability and Social Responsibility



Our Commitment to Service

Dana is more than a company. We are active members of the communities where we live and work. Being a part of a community means understanding our unique responsibility to help it be the best it can be. We encourage every employee to join our efforts and make a positive impact.

Your Responsibilities

- Remember, you have a choice of whether or not to get involved. While Dana does sponsor community activities, you should not feel pressured to participate or donate.
- If you volunteer to support a charitable organization or cause, do not allow your participation to interfere with your work responsibilities.
- Do not make a contribution to any charity (either directly or indirectly) on Dana's behalf, unless you are specifically authorized to do so.
- When representing Dana, be a good ambassador for our company. Always behave ethically and professionally.
- Never pressure business partners or coworkers to support your favorite charities or causes.

Making Ethical Decisions



- Q:** *Several of my coworkers, including my supervisor, are joining in on a company-sponsored activity after work. I would like to help, but I have family obligations that cannot be changed. Will it reflect badly on me if I cannot participate?*
- A:** *No. Any community service activities we sponsor at Dana are strictly voluntary. Your family obligations are also important, so do not feel badly about not participating. Look for future opportunities to get involved.*



Human Rights

Respect for basic human rights and dignity runs through every aspect of Dana's business. It is a part of who we are and how we conduct business. We are committed to following the laws that ensure fairness and dignity in employment and prohibit abusive employment practices.

Your Responsibilities

- Know and comply with human rights laws in the countries where we operate as they relate to fair employment practices and the prohibition of:
 - Child labor.
 - Forced or compulsory labor.
 - Employment discrimination.
 - Human trafficking.
 - Sourcing of minerals from banned countries (also known as “conflict minerals”).

- Speak up if you see or suspect a human rights violation in Dana's operations or in those of a business partner.
- Remember that respect for human dignity begins with our daily interactions with one another and our business partners. Always promote diversity, inclusion, and accommodation for disabilities to protect the rights and dignity of everyone with whom we do business.

Four More Ways We Promote Human Rights

We follow applicable laws in the countries where we operate related to:

1. Safe work conditions
2. Fair wages and benefits
3. Working hours and overtime
4. Freedom of association or collective bargaining

Human Rights

Making Ethical Decisions

Q: *While doing some research on potential new suppliers, I came across a news story alleging human rights abuses by one of the companies on my list. This story is quite old, and this supplier is under new leadership, but should I take this information into consideration?*

A: *Yes. It does not matter how much time has passed or who may be leading this company today. We need to make sure we do not work with any suppliers who engage in human rights abuses. Speak up about your concerns right away so that this may be investigated.*

For More Information

[Human Rights and Corporate Social Responsibility Policy](#)
[Conflict Minerals Corporate Policy Statement](#)



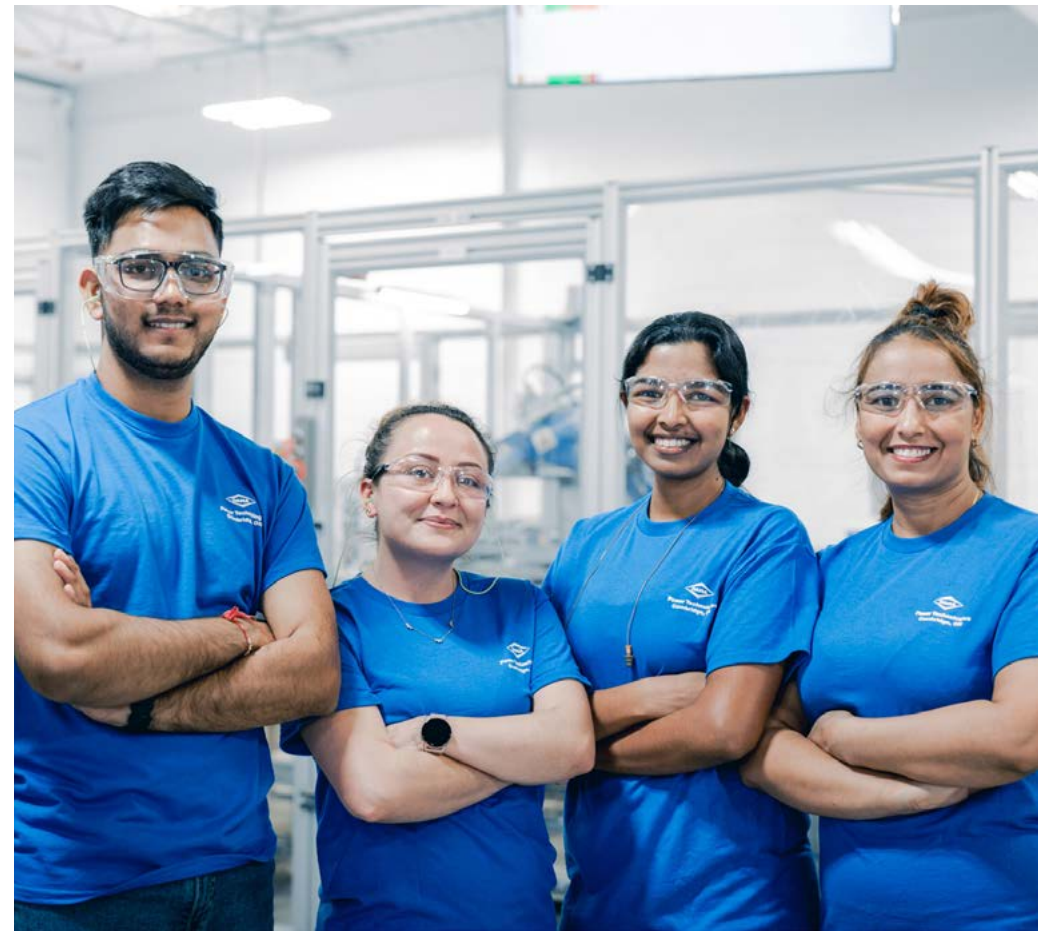
Fair Competition

We believe in a competitive marketplace. We compete vigorously, but fairly, and comply with competition, antitrust, and anti-monopoly laws designed to promote full, fair, and open competition.

Your Responsibilities

- Compete fairly for business, based on the quality of our products and services.
 - Never enter into any kind of agreement – whether formal or informal – to limit competition when it comes to price, credit terms, discounts, service, delivery, production capacity, product quality, or costs.
- Participate fairly in the competitive bidding process. If you are involved in proposals, bid preparations, or contract negotiations, be certain that information given to prospective customers and suppliers is accurate.
- Market fairly. In talking with customers – whether in person or through our advertising, marketing, or sales materials – provide only truthful information about our products. Do not make false or illegal claims about our competitors.

- Negotiate honestly and comply with applicable legal requirements, with special attention paid to contracts involving government contracts.
- Consult with the Dana Law Department as early as possible for transactions that might involve fair competition issues.
- Make sure you understand the level of your authority to enter into an agreement on behalf of Dana. Do not sign a contract or make a promise until appropriate authorizations have been obtained.



Fair Competition

Making Ethical Decisions



Q: *I will be attending a trade association meeting, and I know the meeting will also be attended by representatives of competitor companies. I am not sure what I can and cannot discuss. What should I do?*

A: *You are right to be concerned, but the situation can be managed. Trade association meetings are an excellent way to stay informed and connected, but since they bring together competitors, they can also lead to antitrust violations. Before the meeting, review the agenda and prospective attendees. Think about what topics may come up. If a discussion begins that may involve inappropriate topics, stop the conversation, break away, and promptly inform the Dana Law Department.*

For More Information



[Global Antitrust and Competition Law Policy](#)

[Authority Approval and Delegation of Authority Policy](#)



Anti-bribery, Anti-corruption

We work honestly and with integrity and never offer or accept anything of value in exchange for a business, financial, or commercial advantage. We avoid even the appearance of something improper.

Your Responsibilities

- Do not give or accept bribes, kickbacks, or any other kind of improper payment. A bribe can be something other than cash.
- Do not pay facilitation payments (small payments to low-level government officials to speed up or take care of routine government actions, like processing paperwork or issuing licenses or permits). If a facilitation payment is requested, report the request to the Office of Business Conduct via the [Ethics and Compliance Helpline](#).
- Choose partners who share our high standards and monitor their actions to make sure they comply with our policies and the law – we can be held responsible for the actions of third parties doing business on our behalf.
- Use extra care with government officials (including elected officials and employees of government agencies and government-controlled companies or entities). Be aware that stricter rules and serious consequences apply to acts of bribery involving government officials.

- Maintain books and records in sufficient detail so the nature of anything given or received is clear (and clearly not a bribe).
- Refer any questions about compliance with anti-bribery and anti-corruption laws to your supervisor or the [Office of Business Conduct](#).

Be Aware

A bribe can be cash, but it can also be:

- A gift
- A favor
- Unearned commissions or refunds
- A donation
- A loan
- A job offer



Anti-bribery, Anti-corruption

Making Ethical Decisions

Q: *One of my customers asked me if there might be a position in my department for his daughter. He said he would be very appreciative of anything I could do to help and patted his wallet. What should I do?*

A: *Patting his wallet is a gesture that suggests something improper. Talk to your supervisor or other company resource about the conversation. You can provide your customer with information about any available job openings and allow his daughter to apply – as any other job candidates would do – but anything beyond that would be inappropriate.*

For More Information

[Anti-Corruption Policy](#)

[Anti-Corruption Manual](#)



International Trade

We have the privilege of serving customers and conducting trade around the world. To make sure that we do so ethically and responsibly, we follow the laws that apply to our business, no matter where in the world we operate.

Your Responsibilities

- Know the laws that affect you. For imports and exports, follow U.S. law, customs duties and restrictions, and the trade laws of the countries where you are doing business.
- Know who is involved in every transaction and how payments will be made.
- Document imports and exports accurately. Be aware of any special requirements, and always include proper labeling, documentation, licensing, approvals, final destination, and use.
- Watch for money laundering, or the act of hiding funds earned through criminal activity (like drug trafficking or terrorist activities) by running them through a legitimate business like ours.

- If someone asks you to participate in a boycott or asks about our position on a boycott, contact the Dana Law Department immediately.
- If you have any questions or concerns about trade laws or possible violations, contact the Dana Law Department.

Signs of Money Laundering

- Paying invoices in cash
- Paying in a different currency
- Requesting delivery to a different country
- Payments from an uninvolved party
- Paying above amount due
- Unusual fund transfers

If you see these signs or anything else unusual, report your concerns immediately.

International Trade

Making Ethical Decisions



Q: *A supplier has asked that we send payments to a new address outside the country of business. I am suspicious that there might be something illegal or inappropriate going on.*

A: *You are right to be suspicious. This may be an effort to launder money or to avoid legal requirements. Contact the Dana Law Department immediately and, in the meantime, do not change the address until you are instructed to do so. If possible, do not have any further discussions with the supplier about the request.*

For More Information



Transactions with Sanctioned Countries Policy

U.S. Export and Foreign Trade Controls Policy (U.S. only)



Political Activities and Contributions

Dana strives to have a positive impact on our world, and we encourage our employees to do the same. Whether you actively support a cause or a candidate, we support your right to contribute as an individual, using your own time and resources, and always following the law.

Your Responsibilities

- If you make a political statement, make it on your own behalf – not on behalf of Dana.
- Never do political work on company time, distribute political literature during work hours, or use company assets or funds to support your personal political activities.
- Do not solicit contributions during work hours.
- Unless you are authorized, never make political contributions on behalf of the company. Laws related to political contributions differ from country to country. That is why all political contributions outside of the United States must be approved in advance by the Chief Compliance Officer.
- Never pressure others to contribute to, support, or oppose any cause, political candidate, or party.
- Never engage in any political advocacy or lobbying activities on behalf of the company unless you are authorized to do so.

Making Ethical Decisions



- Q:** *I went to a fundraising dinner for a candidate for a local government office. This candidate takes positions favorable to Dana's interests, so can I claim the dinner on my expense report?*
- A:** *No. If you did this, it would be considered a political contribution from Dana, which would violate our policies. While you are free to attend political fundraising events as an individual, you must not use Dana assets or funds or give the impression that you are representing Dana. If you think your involvement might create a conflict of interest or appear inappropriate, discuss it with your supervisor.*

For More Information



Political Contributions Policy

How Dana Participates

A variety of laws and regulations restrict Dana's involvement in political activities and contributions. While we follow the law carefully, we do express our position on relevant policy issues to government leaders, when appropriate.

Sustainability and Social Responsibility

We understand the impact that our business can have on our world and recognize our responsibility to protect it and preserve our resources. We rely on every Dana employee to be good stewards of our environment and promote sustainability.

Your Responsibilities

- Know the environmental laws and regulations that apply where you work and follow them carefully.
- Follow Dana's procedures for storing, handling, and disposing of waste, including chemicals and hazardous materials.
- If you work with suppliers or source materials, communicate our commitment to the environment and promote sustainable practices.
- Follow the processes established by your facility's environmental management system.
- Use our resources responsibly, like recycling or reusing materials and conserving paper and water.
- Speak up if you have any suggestions about reducing our environmental impact or if you are aware of any activity (either by a Dana employee or one of our business partners) that could harm the environment.

How We Build a Better World

We are committed to protecting the environment by:

- Consuming our natural resources efficiently
- Preventing pollution
- Complying with all environmental laws and regulations
- Committing to reduce our total annual greenhouse gas emissions by more than 50% before the end of 2035



Sustainability and Social Responsibility

Making Ethical Decisions



Q: *When driving around the back of our plant recently, I parked near our shipping and receiving area. I noticed that some incoming barrels of oil that we use in our manufacturing process that are stored outside appear to have been hit by a forklift. The barrels were not leaking so I did not report it. Should I have done so?*

A: *Yes. While we have coworkers whose job it is to make sure we are managing our activities properly, each of us should keep our eyes open to conditions that may cause a problem. You should make sure the plant Environmental, Health, and Safety expert or the Human Resources Department is aware of what you observed. Notification could allow corrective action to be taken before a situation becomes serious.*



For More Information



[Sustainability Report](#)

Additional Resources

If you have a question, or if you know or suspect that there has been a violation of our Standards, our policies, or applicable law, you have an obligation to speak up. You have several options. In most cases, your immediate supervisor should be your first point of contact and is likely to be in the best position to understand your concern and take the appropriate action.

You may also contact any of the following resources directly for assistance:

- Another supervisor or your department head
- The Dana Law Department
- The Human Resources Department
- The Internal Audit Department

These three departments constitute the Office of Business Conduct and will investigate your concerns.



If you are uncomfortable speaking with these resources – or if you have raised a concern but are not sure it has been addressed – contact:

Ethics and Compliance Helpline

Accessible via:

Telephone: See posters in your facility for phone numbers and calling instructions or

Online: Visit mydana.ethicspoint.com



Accessible by telephone or online, the Helpline allows you (anonymously, where permitted by law), to ask questions or share your concerns 24 hours a day, seven days a week, with an independent, third-party interview specialist or via a web form.

Requests for copies of our policies should be made to sustainability@dana.com.