

**DANA CORPORATION**  
**GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**Purpose.** The Governance and Nominating Committee shall make recommendations to the Board regarding Board governance matters and assist the Board in its evaluation of Board and Board committee activities, shall seek qualified individuals to serve as directors of Dana and recommend nominees to the Board, and shall assist the Board in its oversight of Dana's management succession planning. When the Board is not in session, and when convened by and for that purpose by the Chairman of the Board, the Committee shall serve as an "executive committee" of the Board and shall have the full authority of the Board except as restricted by Virginia law.

**Organization.** The Committee shall have at least three members, including the Committee Chairman, who are appointed by the Board. All members shall be non-management directors and shall meet such independence requirements as may be applicable under the Securities Exchange Act of 1934, as amended (Exchange Act), the rules and regulations of the Securities and Exchange Commission (SEC), and the requirements of New York Stock Exchange (NYSE). The Committee shall meet and take action in accordance with the procedures set out in Dana's By-Laws.

**Responsibilities.** The Committee shall have the following responsibilities:

**Directors and Board Matters**

- To recommend to the Board policies and procedures addressing:
  - Criteria for director selection and retention,
  - Director duties and responsibilities,
  - Director access to management and the independent auditors,
  - Director orientation and continuing education, and
  - Annual performance evaluation of the Board and its committees;
- To regularly review and make recommendations to the Board with respect to cash, non-cash and equity-based compensation for the directors;
- To establish procedures for identifying and evaluating persons qualified to become directors, including candidates recommended by shareholders, consistent with criteria approved by the Board, and to actively seek individuals qualified to become directors;
- To recommend to the Board nominees for election as directors at annual shareholders' meetings and to fill any Board vacancies;
- To make recommendations to the Board regarding the number and structure of the Board committees and the members and chairmen of the committees, subject to applicable legal requirements;
- To review and make recommendations to the Board with respect to the *Directors' Code of Conduct*, which constitutes the code of conduct for directors required by the rules of the NYSE; and

- To review and make recommendations to the Board with respect to Dana's *Standards of Business Conduct*, which constitutes the code of conduct for officers and employees required by the NYSE and contains the code of ethics for the Chief Executive Officer (CEO) and senior financial officers required by the SEC.

### **Officers**

- To recommend to the Board nominees for appointment as officers of Dana in accordance with Dana's By-Laws; and
- To recommend to the Board guidelines for the selection of the CEO and succession planning with respect to the CEO and other senior executives.

### **General**

- To review the performance of this Committee and the adequacy of this Charter annually and to recommend any proposed changes to the Board;
- To review the adequacy of the Board policies and procedures annually and to recommend any proposed changes to the Board; and
- To report its activities regularly to the Board.

**Outside Advisors.** The Committee may, at Dana's expense and without Board approval, retain legal, accounting and other outside advisors to assist it in performing its functions. The Committee has sole authority to approve the advisors' fees and other terms of engagement and to terminate the advisors.

**Funding.** Dana shall provide appropriate funding, as determined by the Committee, for the payment of compensation to any outside advisors retained by the Committee.

Adopted April 20, 2004