



Dana Holding Corporation



DAN NYSE

Auto / Truck / Motorcycle Parts

Market Capitalization USD:

\$1,543.42 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year. 
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Roger J. Wood

Age: 49

CEO Since: 2011

	2009	2010	2011
Base Salary	\$1,298,077	\$848,485	\$671,032
Discretionary Bonus	\$500,000	\$1,010,000	\$1,250,000
Annual Cash Incentive	\$0	\$1,382,973	\$1,147,125
Benefits and Perquisites	\$790,412	\$607,927	\$69,700
TOTAL ANNUAL COMPENSATION	\$2,588,489	\$3,849,385	\$3,137,857
Increase in Post-Retirement Benefits	\$0	\$0	\$17,041
Stock Option Awards	\$0	\$1,340,237	\$1,266,667
Stock Awards	\$0	\$1,333,328	\$6,243,667
TOTAL COMPENSATION	\$2,588,489	\$6,522,950	\$10,665,232
Median of Other Named Executive Officers Total Compensation	\$1,795,899	\$2,665,688	\$2,642,872
Value Realized on Exercise of Stock Option	\$0	\$12,395,935	\$0
Value Realized on Vesting of Stock	\$1,254,995	\$3,004,000	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$1,254,995	\$15,399,935	\$0

Proxy Date: 15 Mar 2012

Annual Meeting Date: 24 Apr 2012

Equity Reserves: 9.29%

Stock Option Run Rate: 1.58%

Dana Holding Corporation

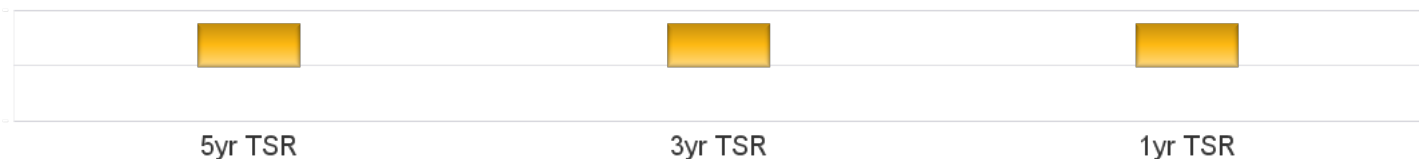
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ DAN



Peer Comparisons (TRBC) =Auto / Truck / Motorcycle Parts

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DAN	Dana Holding Corporation	\$2,588,489	\$6,522,950	\$10,665,232	\$1,543,416,483
LEA	Lear Corporation	\$9,464,890	\$9,091,583		\$4,456,014,677
TRW	TRW Automotive Holdings Corp.	\$22,752,714	\$22,562,466		\$4,049,275,149
LKQX	LKQ Corporation	\$2,774,322	\$3,081,047		\$3,537,763,296
GNTX	Gentex Corporation	\$1,062,354	\$1,259,975		\$3,441,999,973
VC	Visteon Corporation	\$3,281,713	\$26,918,489		\$2,217,197,863
TEN	Tenneco Inc.	\$2,021,349	\$5,348,822		\$1,541,907,313

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Eaton Corporation, TRW Automotive Holdings, Navistar International Corp, Cummins Inc., Parker-Hannifin Corp, Lear Corp, Federal-Mogul Corp, Oshkosh Corp, Tenneco Inc, Meritor Inc, BorgWarner Inc, Manitowoc Co, Joy Global Inc, Exide Technologies and Timken Co.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Keith E. Wandell	Chairman	62	Male	4	Outside
Joseph C. Muscari	Member	65	Male	2	Outside
Mark A. Schulz	Member	59	Male	4	Outside
Steven B. Schwarzwaelder	Member	55	Male	1	Outside