



## CORPORATE POLICY

Subject	Department		Number
Anti-Corruption	Dana Worldwide		
	Responsible Officer: Chief Compliance Officer	Date of Last Revision: March 2020	Approved By: Executive Leadership Team

### 1.0 Statement of Policy

- 1.1 As a company with sales and manufacturing operations throughout the world, Dana interacts regularly with government officials. The United States Foreign Corrupt Practices Act (“FCPA”) bars employees and representatives of U.S. companies and their subsidiaries from providing or offering anything of value to a non-US. government official to improperly influence that official. Similar laws are on the books in several other countries in which Dana operates.
- 1.2 It is the Company’s policy to prohibit bribery in any form. As set out in the Standards of Business Conduct, no Dana employee or representative may pay bribes or make other improper payments to any third party, including a government official. These obligations apply to Dana’s officers, directors, and employees, as well as any person who works for a Dana company of any nationality and in any location. Compliance with this policy is mandatory. Failure to comply with these laws may create substantial exposure for the Company and its employees, including criminal prosecution, heavy fines, imprisonment of individuals, civil penalties, debarment, and serious damage to the Company’s reputation.
- 1.3 The FCPA also requires companies and their subsidiaries to keep accurate books and records, and to maintain an adequate system of internal controls. Failure to comply with these provisions can also subject Dana and its employees to significant penalties, and can subject Dana employees to discipline.
- 1.4 This Policy Statement elaborates on the compliance obligations of the Company and its personnel. In particular, the Company, its personnel, and third parties working on the Company’s behalf, shall comply with all applicable anti-corruption laws, including the US FCPA and the UK Bribery Act. Those laws generally prohibit giving a financial or other advantage, or anything else of value, to a government official in order to:
- 1.4.1 influence any act or decision of the official in his or her official capacity;
  - 1.4.2 induce the official to do or omit to do any act in violation of his or her lawful duty;
  - 1.4.3 induce the official to use his or her influence to affect a government decision; or
  - 1.4.4 secure any other improper advantage.

“Government official” is defined broadly. It includes officials and employees of any national, regional or local government or agency; officials and employees of government-owned or - controlled companies; officials of political parties and candidates for public office; officials and employees of public international organizations; and anyone acting on behalf of any of the foregoing organizations.

- 1.5 Dana policy also prohibits the Company, its subsidiaries and employees from using another company or individual, such as a consultant or distributor, to engage in any of the foregoing activities. All third-party representatives that interact with foreign governments on Dana’s behalf are required to be reviewed and approved by the Law Department.
- 1.6 Dana and all of its subsidiaries, both foreign and domestic, must ensure that its books and records are accurate, and that an adequate system of controls are in place to help prevent and detect corrupt payments and other financial irregularities.
- 1.7 Dana is also subject to anti-corruption laws that prohibit commercial bribery—that is, bribery of customers, competitors, suppliers, and other actors in the marketplace. Dana policy prohibits commercial bribery, and Dana people must strictly comply with those laws.
- 1.8 No business shall be transacted by Dana or any Dana subsidiary that does not comply with these requirements.

## **2.0 Scope**

- 2.1 This Policy is to be observed by the Company, all of its subsidiaries, and all of its branches worldwide. “Subsidiaries” of the Company, for this purpose, include all entities that are majority- owned or managerially controlled, directly or indirectly, by the Company.

## **3.0 Compliance**

- 3.1 Business Units of the Company are responsible, with the support of the regional managers, for the application and implementation of this Policy within their respective operations. Each Business Unit of the Company shall also implement the supplementary policies and procedures set out in the Anti-Corruption Compliance Manual. The Law Department and the Office of Business Conduct shall support this policy by providing training and counseling to the Business Units. Completion of training programs shall be mandatory for those personnel to whom the training is deployed.
- 3.2 A failure by any employee of the Company or any individual acting on the Company’s behalf to comply with this Policy should be reported immediately to the Law Department and promptly corrected. Violations of this Policy, the FCPA, the UK Bribery Act, or other anti-corruption laws, or failure to report violations of this Policy, may result in disciplinary action including dismissal, demotion, or reprimand. Additionally, individuals may face criminal or civil liability as a result of violating the FCPA or other anti-corruption laws.

3.3 If you have any questions concerning this Policy or the application of applicable anti-corruption laws, please raise them with your supervisor or contact your Dana legal counsel or the Dana Ethics and Compliance Helpline. You may also submit a concern anonymously at [mydana.ethicspoint.com](http://mydana.ethicspoint.com). If you are aware of any violation of this policy, you must report the matter in accordance with Dana's policy on Internal Investigations. No adverse action will be taken against a Dana person for raising a concern about compliance with this policy if that concern is raised in good faith.

Version	Issue/Revision Date	Description	Approved By
0.0	August 2011	Initial Release	Chief Compliance Officer
1.0	August 2016	Revision	Executive Leadership Team
2.0	March 2020	Updated to include third party due diligence requirements	Joseph Heckendorn

