



## CORPORATE POLICY

Subject	Department	Number
Internal Investigations of Business Conduct, Ethics and Legal Compliance Concerns	Dana Worldwide	
	Responsible Officer: Chief Compliance Officer	Date of Last Revision: March 2020

### 1.0 Statement of Policy

1.1 The purpose of this Policy is to assure consistency in Dana's internal investigation and reporting of concerns and complaints about alleged violations of Dana's *Standards of Business Conduct*, other Dana policies, and other ethics or legal compliance matters, including but not limited to theft, fraud, conflicts of interest and accounting irregularities. This policy is intended to operate in conjunction with the Dana Holding Corporation Audit Committee *Complaint Procedures for Accounting and Audit-Related Matters*.

### 2.0 Administration

2.1 This Policy will be administered by Dana's Chief Compliance Officer (the "CCO") along with the Director of Internal Audit. The CCO will utilize members of the Office of Business Conduct, Director of Internal Audit and/or other appropriate inside and outside persons as the Investigation Team for matters reviewed under this Policy. The CCO will coordinate with other members of senior management, including the CFO, as necessary and appropriate.

### 3.0 Obligation to Report and Receipt of Concerns

3.1 Any Dana employee who has knowledge of or a concern or complaint about an alleged violation of Dana's *Standards of Business Conduct*, other Dana policies, or any other ethics or legal compliance matter must communicate the matter to the Office of Business Conduct, the CCO or Director of Internal Audit or appropriate local management. For purposes of clarity:

3.1.1 Matters involving local labor matters should not be reported to the Office of Business Conduct unless the matter involves an alleged violation of applicable labor law.

3.1.2. Local management teams at all global manufacturing, assembly, warehouse, distribution, tech centers, and office locations must report to the Office of Business Conduct any matter involving a violation of Dana's Corporate policies found on Dana's SharePoint site, or applicable law, including but not limited to, theft, sexual harassment or misuse of company property.

- 3.2 The Office of Business Conduct will coordinate the investigation of all reports of alleged violations of Dana's *Standards of Business Conduct* or any other ethics or legal compliance matter which arise from any of the following means, among others: Helpline calls or e-mails, letters, calls or e-mails from employees or third parties to the Office of Business Conduct or members of Accounting, Corporate Communications, Human Resources, Internal Audit, Investor Relations, Law or Tax Departments; referrals from the Internal Audit staff or Dana's independent auditors; and contacts from regulatory or law enforcement representatives.

#### **4.0 Investigation Process**

- 4.1 Preliminary Evaluation. Upon receipt of a report, the CCO through the Investigation Team will evaluate the matter and determine, using their best judgment and the following guidelines, whether the matter is appropriate for handling at a facility level or may warrant a corporate level investigation.

The following matters will generally be handled at a facility level:

- 4.1.1 Personal grievances of employees (which will be referred to the applicable human resources representative); and
- 4.1.2 Routine safety matters (which will also be referred to appropriate business unit or corporate functional personnel for support as appropriate).

The following matters may warrant a corporate level investigation:

- 4.1.3 Alleged violations of law or of the *Standards of Business Conduct* raised by an employee, vendor, customer, government regulatory body or anonymously;
- 4.1.4 Internal or external audit findings indicating a possibility of wrongdoing; and
- 4.1.5 Contacts from government regulatory bodies alleging possible wrongdoing.

If the Investigation Team determines that a corporate level investigation is not warranted, the matter will be handled at a facility level as provided above and the Office of Business Conduct will maintain a record of the initial report.

- 4.2 Corporate Level Investigations. If the Investigation Team concludes that there is a reason for a corporate level investigation, then it will determine how to investigate the matter and notify the CCO of the investigation approach when necessary.

The CCO and/or the Investigation Team will conduct the investigation, inform other persons who need to know about the investigation as provided below, maintain a file for the matter, report the progress and results of the investigation to those persons and provide guidance on appropriate corrective actions and/or disciplinary measures.

- 4.3 Internal Notifications. The CCO, Director of Internal Audit and/or Investigation Team will inform other persons of the internal investigation as follows:

- 4.3.1 The Chief Executive Officer (CEO) will be notified as soon as practical once

the CCO or the CFO believes, in its reasonable judgment, that the matter is one requiring the attention of the CEO.

- 4.3.2 The Chief Financial Officer (CFO) or its designee will be notified as soon as practical of any new matter that involves i) the likelihood of a significant fraud, ii) theft of any significant amount including, at a minimum, theft in excess of \$100,000, iii) an employee who has a significant role in Dana's internal controls over financial reporting or a significant leadership role in the company, iv) potential criminal sanctions and/or material civil litigation exposure to the company, or v) any other matter reasonably likely to be deemed significant ("Significant Matters").
- 4.3.3 Dana's Disclosure Committee and independent auditors will be informed by the Director of Internal Audit when there is a possibility that disclosure of the matter may be necessary to comply with U.S. securities laws or the rules of the Securities and Exchange Commission, Public Company Accounting Oversight Board, New York Stock Exchange or other applicable regulatory or self-regulatory organizations.
- 4.3.4 Business Unit Management will be informed about matters relating to their operations when i) there is significant credible evidence that a violation of the *Standards of Business Conduct*, other company policy or legal or regulatory requirements has occurred, or ii) key operations personnel are alleged to be involved.
- 4.3.5 Dana's Director of Risk Management will be informed by a member of the Investigation Team when the matter requires notice to Dana's insurance carriers under applicable liability, crime guard, D&O or other insurance policies, or there is a potential for the investigation to trigger a claim for insurance coverage under these policies.
- 4.4 Oversight and Review. Members of the Investigation Team, as well as other appropriate individuals identified from time to time, will meet at a minimum quarterly to review all Significant Matters including status of investigation, disciplinary and other corrective action, and possible process and controls improvements, and will provide appropriate updates to the CCO and senior management as necessary.
- 4.5 Use of Outside Counsel or Experts. The CCO or its designee may engage outside counsel and other experts, either in an advisory capacity or directly in an investigative role, whenever the CCO determines that it is appropriate due to a need for specialized expertise in the investigation or other factors such as the geographic location, involvement of senior Dana management or the possibility of criminal penalties or material civil litigation. All outside counsel and experts will report to and communicate solely with the CCO and/or its designee(s), unless the CCO instructs them to report directly to the Audit Committee of the Board of Directors.
- 4.6 Recordkeeping. The Office of Business Conduct will maintain a record of the concern or complaint, the investigation, the outcome of the investigation, and any corrective action and/or disciplinary actions taken. Information for each matter will be retained for a period of three years following the conclusion of the corporate investigation.

## **5.0 Disclosure to Government Regulatory Officials**

- 5.1 Dana's policy is that the company will voluntarily cooperate with the appropriate authorities in the event of a legal or regulatory violation. During the course of a corporate investigation, the General Counsel, with the advice of outside counsel and in consultation with management, will determine when sufficient evidence exists to trigger this requirement.

## **6.0 Communication to Employees and Corrective Actions**

- 6.1 The CCO, along with other senior management, will determine, during the course of each investigation or at its conclusion, whether to release information to Dana employees about the issues which are the cause of the investigation in order to help deter future misconduct, and, if so, what information to release, the particular audience and the form of the communication. In making this determination, the CCO will take into account such factors as the need for anonymity of the individuals and operations involved, the likelihood of other instances of misconduct, and the possibility of admissions against interest that could be used in corollary litigation. Each matter will be evaluated on a case-by-case basis. Other appropriate corrective actions or process improvements identified during the course of an investigation will be addressed on a case-by-case basis and will be documented in the investigation file.

## **7.0 Protection for Whistleblowers**

- 7.1 No adverse action will be taken against any Dana employee as a result of raising a concern or complaint, in good faith, about alleged violations of Dana's *Standards of Business Conduct*, other Dana corporate policy, or other ethics or legal compliance matters.

## **8.0 Concerns and Complaints Regarding the CEO, the General Counsel, the CCO, the Office of Business Conduct, and the Director of Internal Audit**

- 8.1 In the event that a concern or complaint is received regarding the CEO and unless the concern or complaint is found to be unfounded based on a good faith preliminary review by the CCO, the matter will be reported to the Chairman of the Audit Committee of the Board of Directors who will determine the scope and protocol of an investigation of the matter.
- 8.2 In the event that a concern or complaint is received regarding the General Counsel, the CCO, the Office of Business Conduct or the Director of Internal Audit, it will be directed to the CEO or its designee for review. Unless the concern or complaint is unfounded based on a good faith preliminary review, the CEO or its designee will oversee and determine the scope and protocol of an investigation of the matter.

<b>Version</b>	<b>Issue/ Revision Date</b>	<b>Description</b>	<b>Approved By</b>
1.0	April 2010	Initial Release	
2.0	August 2015	Revision	
3.0	October 2016	Revision	
4.0	March 2020	Revision to job title "Director of Internal Audit"	Chief Compliance Officer