



Do the Right Thing

Dana Petroleum Our Code of Conduct

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Safety Respect Integrity



A Message From Our CEO

Dear Colleagues,

Dana Petroleum is a company underpinned by three core values: safety, respect and integrity.

We are committed to conducting all our business to the very highest ethical standards. That is why our Code of Conduct is such an important resource. It offers high level guidance in relation to issues, situations and topics that we can all face at work.

Our Code keeps us accountable to each other, ensuring that we all uphold the highest standards of professional conduct. It helps us to Do the Right Thing in every situation. You will find links to our policies and procedures alongside detailed information about how and where to report any breach in laws, regulations or policies.

Please ensure you read this document and keep it close at hand as we all strive to work together in the best interests of the Company.

Jongweon Choi
Chief Executive Officer



Do the Right Thing



A Message From the Head of the Ethics & Compliance Committee

Dear Colleagues,

Dana is committed to conducting its day-to-day activities in a fair, open and transparent manner. Safety comes first and it is one of our core values alongside respect and integrity.

This Code of Conduct underpins how we do business.

Dana's Ethics & Compliance Committee has overall responsibility for ensuring that we act in accordance with a number of compliance related topics including anti-bribery and corruption, data protection, gifts and hospitality, conflicts of interest and speaking up.

However, it is important that we all play our part. That is why I ask everyone who works for us to use the Code of Conduct when making day-to-day business decisions to help them "Do the Right Thing". If you see something that does not look right, you should speak up and report your concerns. Dana does not and will not take action against any individual who, in good faith, raises their concerns.

I hope you find this Code of Conduct useful, however, if you are ever in any doubt as to whether a particular decision you are making is in line with our principles, please do not hesitate to contact the Ethics & Compliance Committee.

Stewart Cunningham
Head of Ethics & Compliance Committee

Our Values

The values below of safety, respect and integrity are those values which are a core part of how we do business. We should all strive to adhere to them when carrying out our day-to-day activities.



Honouring Our Code of Conduct

Acting With Integrity

Being a part of the Dana Petroleum (“Dana”) team means building a company we can all be proud of. Each Dana employee, director, officer, secondee and contractor (“employee”) is expected to act with integrity in every action and interaction and to make decisions that reflect our values and everything we stand for as a Company. That is at the heart of how Dana conducts itself as a business.

When making decisions on a day-to-day basis, the right thing to do may be clear. However, that may not always be the case and you may find that you require additional support in a given situation.

Our Code of Conduct (“Code”) provides the guidance we need. It is a vital resource that will help us:

- ✓ Comply with applicable laws, regulations and Company policies.
- ✓ Promote integrity and the highest standards of ethical conduct.
- ✓ Address common ethical situations we encounter in our work.
- ✓ Avoid even the appearance of anything improper in connection with Dana’s business activities.

Complying With Laws and Regulations

Dana is committed to compliance with all laws, rules and regulations that apply to our business. It is impossible to anticipate every question or situation that may arise so, in addition to the Code, Dana also has other resources that can be of help. These additional resources are listed throughout the Code. As always, we rely on employees to use good judgement and seek help when needed.

Since we operate in multiple countries, it is important to be aware of different laws and customs that may apply. While we respect the convention of our suppliers, business partners and colleagues throughout the world, all employees must, at a minimum, comply with the standards and principles in this Code.

There may be instances where the local law in your location of work has requirements that are different to those set out in this Code. In those instances, the requirements of local law will take precedence over the terms of this Code.

However, if you are in any doubt, you should seek guidance from the Ethics & Compliance Committee.



Honouring Our Code of Conduct

Who Must Follow This Code

All employees of Dana are required to read, understand and follow our Code.

Suppliers, vendors and other third parties (“business partners”) that serve as an extension of Dana are also expected to follow the spirit of our Code.

If you supervise our business partners, you are responsible for communicating our standards and ensuring they are understood. If a business partner fails to meet our ethics and compliance expectations or their contractual obligations, it may result in the termination of their contract.

Accountability and Discipline

Breaching our Code, our policies or the law, or encouraging others to do so, exposes our Company to liability and puts our reputation at risk. If you see or suspect a breach, [report it](#).

Anyone who breaches our Code may be subject to disciplinary action. Breaches of laws or regulations may also result in legal proceedings and penalties including, in some circumstances, criminal prosecution.



Honouring Our Code of Conduct

Understanding Our Responsibilities

Each of us has an obligation to act with integrity, even when this means making difficult choices. Meeting this obligation is what helps us succeed and grow.

Employee Responsibilities

Every employee has a responsibility to:

- ✓ Act professionally, honestly and ethically when conducting business on behalf of Dana.
- ✓ Know and understand the information in our Code and Company policies, paying particular attention to the topics that apply to their specific job responsibilities.
- ✓ Complete all required employee training on time and stay up to date on current standards and expectations.
- ✓ Report concerns about possible breaches of our Code, our policies or the law to a manager, or the Ethics & Compliance Committee.
- ✓ Cooperate and tell the truth when responding to an investigation or audit, and never alter or destroy records in response to an investigation or when an investigation is anticipated.

Additional Responsibilities of Managers

Dana managers are expected to:

- ✓ Lead by example. As a manager, you are expected to be a positive role model and maintain high standards of ethical business conduct at all times.
- ✓ Help create a work environment that values mutual respect and open communication.
- ✓ Be a resource for others. Communicate often with employees and business partners about how the Code and other policies apply to their daily work.
- ✓ Be proactive. Look for opportunities to discuss and address ethical dilemmas and challenging situations with others.
- ✓ Respond quickly and effectively when a concern is brought to your attention. Make sure concerns are treated seriously and with respect for everyone involved.

Remember: No reason, including the desire to meet business goals, should ever be an excuse for breaching our Code, our policies or the law.



Think about it?

I am a manager, and I am not clear on what actions to take if someone comes to me with an accusation. What if it involves a senior manager?

No matter who the allegation involves, you must report it. Dana provides several options for reporting concerns. If for any reason you are uncomfortable making a report to a particular person, you may report it to the Ethics & Compliance Committee.



Honouring Our Code of Conduct

Speaking Up – the Integrity Hotline

Dana is committed to conducting our business fairly, honestly and openly in accordance with this Code. We encourage “speaking up” or reporting any behaviours which would conflict with our Code. You can either speak to your manager, contact the Ethics & Compliance Committee or use our dedicated, independent phone line.

Go online: danapetroleum.ethicspoint.com

or

Use the Mobile QR Code:



Dana will make every reasonable attempt to ensure that your concerns are addressed appropriately and in a confidential manner. We encourage all employees to speak up at the earliest opportunity before the matter may escalate into something more serious.

Our Non-retaliation Policy

We will not tolerate any retaliation against any employee who, in good faith, asks a question, reports conduct that may be inconsistent with our Code, our policies or the law, or assists in an investigation of suspected wrongdoing.

Reporting “in good faith” means making a genuine attempt to provide honest, complete and accurate information, even if it later proves to be unsubstantiated or mistaken.

What to Expect When You Use the Integrity Hotline

- » The Integrity Hotline phone line and web portal are available 24 hours a day, 7 days a week. Operated by an independent third-party provider, your concerns will be documented in detail and forwarded to the Ethics & Compliance Committee for further investigation.
- » When you contact the Integrity Hotline, you may choose to remain anonymous where permitted by local law. All reports received will be treated equally, whether they are submitted anonymously or not.
- » After you make a report, you will receive details that will allow you to follow up on your concern. Following up is especially important if you have submitted a report anonymously, as we may need additional information to conduct an effective investigation. These details will also enable you to track the resolution of the case; however, please note that out of respect for privacy, Dana will not be able to inform you about individual disciplinary actions.
- » Any report you make will be kept confidential by all individuals involved with reviewing and, if necessary, investigating it.

Remember, an issue cannot be addressed unless it is brought to someone’s attention.



Honouring Our Code of Conduct



Think about it?

I believe someone has misused the Integrity Hotline, made an anonymous call and falsely accused someone of wrongdoing. What should I do?

Report your concern immediately. Experience has shown that the Integrity Hotline is rarely used for malicious purposes, but it is important to know that we will follow up on reports, and anyone who uses the Integrity Hotline in bad faith to spread falsehoods or threaten others, or with the intent to damage another person's reputation, may be subject to disciplinary action.



Protecting and Respecting Each Other

Health and Safety

Safety comes first and is one of our core values. As a Company exploring for and producing oil and gas, Dana's business activities have an impact on society and the environment. Our HSSE standards are an integral part of managing risk in Dana. Reporting risks and hazards is not just the right thing to do, it is a requirement, because a failure to speak up about an incident, or to participate in an investigation into an incident, can have serious repercussions for you, for our Company and for every employee on the job, every day.

Each of us is responsible for acting in a way that protects ourselves and others. No matter what job you do or where you do it, we count on you to actively promote a safe and healthy workplace, and report any situations that may pose a health, safety or security risk. Do your part to keep everyone at Dana safe.

Alcohol and Drugs

While at work or on Dana business:

- » Always be fit to carry out your work duties safely and without any limitations due to the use or after effects of substance consumption.
- » Do not use, possess or be under the influence of illegal drugs or any substance that could interfere with a safe and effective work environment.
- » Screening and testing for substances may take place in line with local legislation and procedures when this action is justified for health and safety reasons following reasonable concern, post incident or as part of a supportive programme for recovery from substance dependency.



Protecting and Respecting Each Other



Do the Right Thing

- » Follow the health and safety rules and practices that apply to your job.
- » Maintain a neat, safe working environment by keeping workstations, worksites and walkways free of obstacles, wires and other potential hazards.
- » Notify your manager immediately about any unsafe equipment, or any situation that could pose a threat to health or safety. As an employee, you have the right and the responsibility to stop the job if you feel anyone's safety is at risk.
- » Cooperate with any investigations into incidents.



Think about it?

A subcontractor breaches one of our HSSE standards. Are subcontractors expected to follow the same health and safety policies and procedures as employees?

Absolutely. Managers are responsible for ensuring that subcontractors and other business partners at work on Dana premises understand and comply with all applicable laws and regulations, as well as with additional requirements our Company may have.



Watch Out For

- » Unsafe practices or work conditions.
- » Carelessness in enforcing security standards, such as facility entry procedures and password protocols.



Protecting and Respecting Each Other

Diversity, Equality and Inclusion

Dana's vision is to create a diverse and inclusive culture across all of our operating units, where people are welcomed without prejudice, regardless of their background or personal circumstances.

We believe that by consistently doing the right thing our business, and most importantly our people, will thrive.

Dana helps bring together employees with a wide variety of backgrounds, skills and cultures. We recognise that combining such a wealth of talent and resources creates diverse and dynamic teams that consistently drive our results.

We are committed to ensuring that everyone in our workplace – employees, job applicants and business partners feel welcomed and valued and are given opportunities to grow, contribute and develop with us. To uphold that commitment, we support laws prohibiting discrimination and provide equal opportunity for employment, income and advancement in all our departments and worksites.

If you are responsible for making employment decisions on behalf of Dana, base your decision-making on qualifications, demonstrated skills and achievements and never on personal traits or characteristics protected by our policies or the law.



Do the Right Thing

- » Treat others respectfully and professionally.
- » Do not discriminate against others on the basis of any other characteristic protected by law or Company policy.



Watch Out For

- » Comments, jokes or materials, including emails, which others might consider offensive.
- » Unconscious bias when making any people-related decisions. If you supervise others, base any decisions on their performance. Use objective, quantifiable standards and avoid introducing unrelated considerations into your decisions.



Protecting and Respecting Each Other



Think about it?

One of my colleagues sends emails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

You should notify your manager or a member of the HR Team. Sending these kinds of jokes goes against our values, our policies that relate to email usage and our standards on diversity, harassment and discrimination. By doing nothing you are condoning discrimination and tolerating beliefs that can seriously erode the team environment we have all worked to create.



Protecting and Respecting Each Other

A Harassment-free Workplace

We all have the right to work in an environment that is free from intimidation, harassment, bullying and abusive conduct. Verbal or physical conduct by any employee that harasses another will not be tolerated.

You should consider how your behaviour can make others feel and consider things from their perspective.

If you see, suspect, or feel you have been the victim of harassment (including sexual harassment), report it immediately to your manager or a member of the HR Team.



Do the Right Thing

- » Promote a positive attitude – support policies designed to build a safe, ethical and respectful workplace.
- » Help each other – speak out when a colleague's conduct makes others uncomfortable.
- » Be professional – do not visit inappropriate internet sites or display sexually explicit or offensive pictures.
- » **Speak up.** Report all incidents of harassment that may compromise our ability to work together and be productive.



Watch Out For

- » Threatening remarks, obscene phone calls, stalking or any other form of harassment.
- » Sexual harassment or other unwelcome verbal or physical conduct of a sexual nature.
- » The display of sexually explicit or offensive pictures or other materials.
- » Sexual or offensive jokes or comments.
- » Verbal abuse, threats or taunting.



Think about it?

I frequently hear a colleague making inappropriate comments to another colleague about their appearance. These comments clearly make my colleague uncomfortable, but it is none of my business. It is up to my colleague to speak up about it, right?

No. It is up to each of us to help maintain a work environment where people feel welcomed, valued and included. Since you are aware of this situation, you have a responsibility to speak up about it. If you feel you can, speak to your colleague and ask that this behaviour stop. If you feel you cannot or the comments continue, talk to your manager or a member of the HR Team.



Safeguarding Assets and Information

Physical and Electronic Assets

Dana entrusts employees with assets (both tangible and intangible) that enable us to operate. Physical assets include Dana facilities, materials and equipment. Electronic assets include computer and communication systems, software and hardware. Files and records are also Dana assets and we have a responsibility to ensure their confidentiality, security and integrity.

Each of us is personally responsible for using these assets with care and protecting them from fraud, waste and abuse. Your personal use of Dana assets is discouraged, but where permitted, should be kept to a minimum and have no adverse effect on productivity and the work environment. Be aware that any information you create, share or download onto Company systems belongs to Dana and we have the right to review and monitor system use at any time, without notifying you, to the extent permitted by law. This can help Dana defend against cyber attacks and malicious activity.

All employees should ensure that Dana's assets are not damaged, misused or lost. In the event that you lose any piece of Dana's equipment you must immediately report this to the Tech Centre.



Do the Right Thing

- » Use Company assets to carry out your job responsibilities, never for activities that are improper or illegal.
- » Observe good physical security practices, especially those related to badging in and out of our facilities and worksites.
- » Be a good steward of our electronic resources and systems, and practice good cyber security.
- » Do not share passwords or allow other people, including friends and family, to use Dana assets.
- » Only use software that has been properly licensed. The copying or use of unlicensed or “pirated” software on Company computers or other equipment to conduct Company business is prohibited. If you have any questions about whether or not a particular use of software is licensed, contact the Tech Centre.
- » Lock your workstation when you step away and log off our systems when you complete your work for the day.
- » Beware of phishing attempts and use caution in opening email attachments from unknown senders or clicking on suspicious links.



Safeguarding Assets and Information



Watch Out For

- » Requests to borrow or use Dana equipment without approval.
- » Excessive use of Dana resources for personal purposes.
- » Unknown individuals without proper credentials entering our facilities.



Safeguarding Assets and Information

Confidential Information

One of the most important and valuable assets Dana has is the confidential information that we hold. Dana relies on employees to be vigilant and protect confidential information and intellectual property. This means keeping information secure, limiting access to those who have a need to know in order to do their job and using it only for authorised purposes.

Do your part to safeguard confidential information. Unauthorised disclosure of confidential information could have serious consequences for Dana and may even, in some instances, break the law. Be aware that this obligation continues even after your employment at Dana ends.



Intellectual Property

Examples of intellectual property (IP) include:

- » Business and marketing plans
- » Company initiatives (existing, planned, proposed or developing)
- » Customer lists
- » Trade secrets and discoveries
- » Methods, know-how and techniques
- » Innovations and designs
- » Systems, software and technology
- » Patents, trademarks and copyrights
- » Geological data, maps, models, interpretations and forecasts

The creation and protection of our intellectual property rights are critical to our business. Contact the Legal Team if you receive questions regarding:

- » The scope of Dana's intellectual property rights
- » How Dana's rights apply to another company's products
- » How a third party's intellectual property rights apply to Dana's intellectual property rights or products

Safeguarding Assets and Information



Do the Right Thing

- » Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- » Use and disclose confidential information only for legitimate business purposes.
- » Promptly disclose to Company management any inventions or other IP that you create while you are employed by Dana.
- » Protect our intellectual property and confidential information by sharing it only with authorised parties.
- » Only store or communicate Company information using Dana information systems.



Watch Out For

- » Discussions of Dana confidential information in places where others might be able to overhear for example in public places and when using your phone.
- » Sending confidential information to unattended devices or printers.

Protecting the Confidential Information of Third Parties

Our business partners place their trust in us. We must protect their confidential information just as we protect our own. Make sure you understand the expectations of business partners regarding the protection, use and disclosure of the confidential information they provide to us.



Do the Right Thing

- » Limit any access to third-party confidential information to those who have a need to know in order to do their job, and only for authorised purposes.
- » Immediately report any loss or theft of confidential information to your manager or the Ethics & Compliance Committee.



Watch Out For

- » Requests by business partners for confidential information about other business partners if there is no associated business requirement or authorisation.
- » Unintentional exposure of confidential information about our business partners in public settings or through unsecure networks.



Safeguarding Assets and Information

Data Privacy

We respect the personal information of others. We follow all applicable laws and regulations in collecting, accessing, using, storing, sharing and disposing of sensitive information. We recognise that there may be different policies applicable depending on which Dana office you work in. For example, medical data in respect of employees in The Netherlands is subject to the terms of a specific policy.

Make sure you know the kind of information that is considered personal information. It includes anything that could be used to identify someone, either directly or indirectly, such as a name, email address, phone number or credit card number. Only use personal information and share it with others outside of Dana for legitimate business purposes.



Safeguarding Assets and Information

Speaking on Behalf of Dana

Communication and engagement play an essential role in the conduct of our business. Dana is committed to maintaining honest, professional and lawful communications with our teams, partners and external organisations (including the media). We must speak with an accurate, authoritative and consistent voice. That's why only trained and authorised employees are allowed to speak externally on behalf of Dana.

Any communication with the media or other external bodies should always be referred to the Head of Communications and Stakeholder Relations who is responsible for managing the Company's external reputation.

Social Media

Every communication about our Company affects our reputation and our brand, so we take care online. Never post anything that would be considered harassing or discriminatory, and never breach confidential information about our Company, our employees or our business partners.

If you participate in internet discussion groups, chat rooms, bulletin boards, blogs, social media sites or other electronic communications, even under an alias, never give the impression that you are speaking on behalf of Dana. If you believe a false statement about our Company has been posted, do not respond, even if your intent is to "set the record straight". Your posting might be misinterpreted, start false rumors or may be inaccurate or misleading. Instead, please contact the Head of Communications and Stakeholder Relations.



Watch Out For

- » Giving public speeches or writing articles for professional journals or other public communications that relate to Dana without appropriate management approval.
- » The temptation to use your title or affiliation outside of your work for Dana without it being clear that the use is for identification only.
- » Invitations to speak "off the record" to journalists who ask you for information about Dana or our business partners.
- » If you are in any doubt, please contact the Head of Communications and Stakeholder Relations.



Conducting Business Responsibly

Accurate Recordkeeping

The accuracy and completeness of our business records are essential to making informed decisions and supporting business partners, co-venturers, regulators, our shareholders and others. Our books and records must accurately and fairly reflect our transactions in sufficient detail and in accordance with our accounting practises and policies.

Some employees have special responsibilities in this area, but all of us contribute to the process of recording business results or maintaining records. Ensure that any information you record is accurate, timely, complete and maintained in a manner that is consistent with our internal controls, disclosure controls and legal obligations.



Do the Right Thing

- » Create business records that accurately reflect the truth of the underlying event or transaction. Be guided by the principles of transparency and truthfulness.
- » Write carefully in all business communications. Write as though someday the records you create may become public documents.



Watch Out For

- » Records that are not clear and complete or that obscure the true nature of any action.
- » Undisclosed or unrecorded funds, assets or liabilities.
- » Improper destruction of documents.



Think about it?

At the end of the last quarter reporting period I noticed a supplier was overpaying on invoices due but the overpayment was going to a different account. I spoke with my manager who asked me not to raise my concerns with the Ethics & Compliance Committee as the supplier is very important and there are legitimate reasons for the overpayments. I agreed not to raise it, but now I wonder if I did the right thing.

You should have refused the manager's request and reported what had happened under the Company's integrity policy.



Conducting Business Responsibly

Suppliers and Third Parties

Dana evaluates and engages with their suppliers on an objective basis grounded in fairness. When selecting suppliers we assess their ability to satisfy our business and technical needs and requirements. Dana's Suppliers Corner sets out the details of how third parties can become a supplier to Dana, our commitment to the supply chain and UK industry and what we expect in return from our suppliers.

Do your part to hold our business partners to our high standards and ensure they operate ethically, in compliance with the law and in a way that is consistent with our Code, our policies and our values.



Conducting Business Responsibly

Conflicts of Interest

It is critical that Dana conducts all business activities in a transparent manner to maintain our reputation as a responsible business. A conflict of interest can occur whenever an employee has an interest or activity that may impair or inappropriately influence their ability to make an objective decision on behalf of Dana. Conflicts of interest may be actual, potential or even just a matter of perception. A conflict of interest is not in itself a sign of wrongdoing. It is simply a risk which requires to be recognised, assessed and when necessary mitigated.

Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict, because the perception of a conflict can undermine the trust others place in us and damage our reputation. Conflict of interest situations are not always clear-cut, so if you are in any doubt fully disclose them to the Ethics & Compliance Committee so they may be properly evaluated, monitored and managed.



Potential Conflicts of Interest

Be alert to situations, including the following, which are common examples of potential conflicts of interest:

Corporate opportunities

If you learn about a business opportunity because of your job, it belongs to Dana first. This means that you should not take that opportunity for yourself unless you get approval from the Ethics & Compliance Committee.

Friends and relatives

On occasion, it is possible that you may find yourself in a situation where you are working with a close friend or relative who works for a supplier, business partner, competitor or even our Company. Since it is impossible to anticipate every scenario that could create a potential conflict, you should disclose your situation to the Ethics & Compliance Committee to determine if any precautions need to be taken.

Outside employment

To ensure that there are no conflicts and that potential issues are addressed, always disclose and discuss outside employment or side businesses with the Ethics & Compliance Committee. If approved, make sure the outside activity does not interfere or compete with your work at Dana. Working for a competitor or business partner may raise conflicts that will need to be resolved.

Personal investments

A conflict can occur if you have a significant ownership or other financial interest in a competitor, business partner or supplier. Make sure you know what is permitted and what is not by our policies and seek help with any questions.

Outside interests

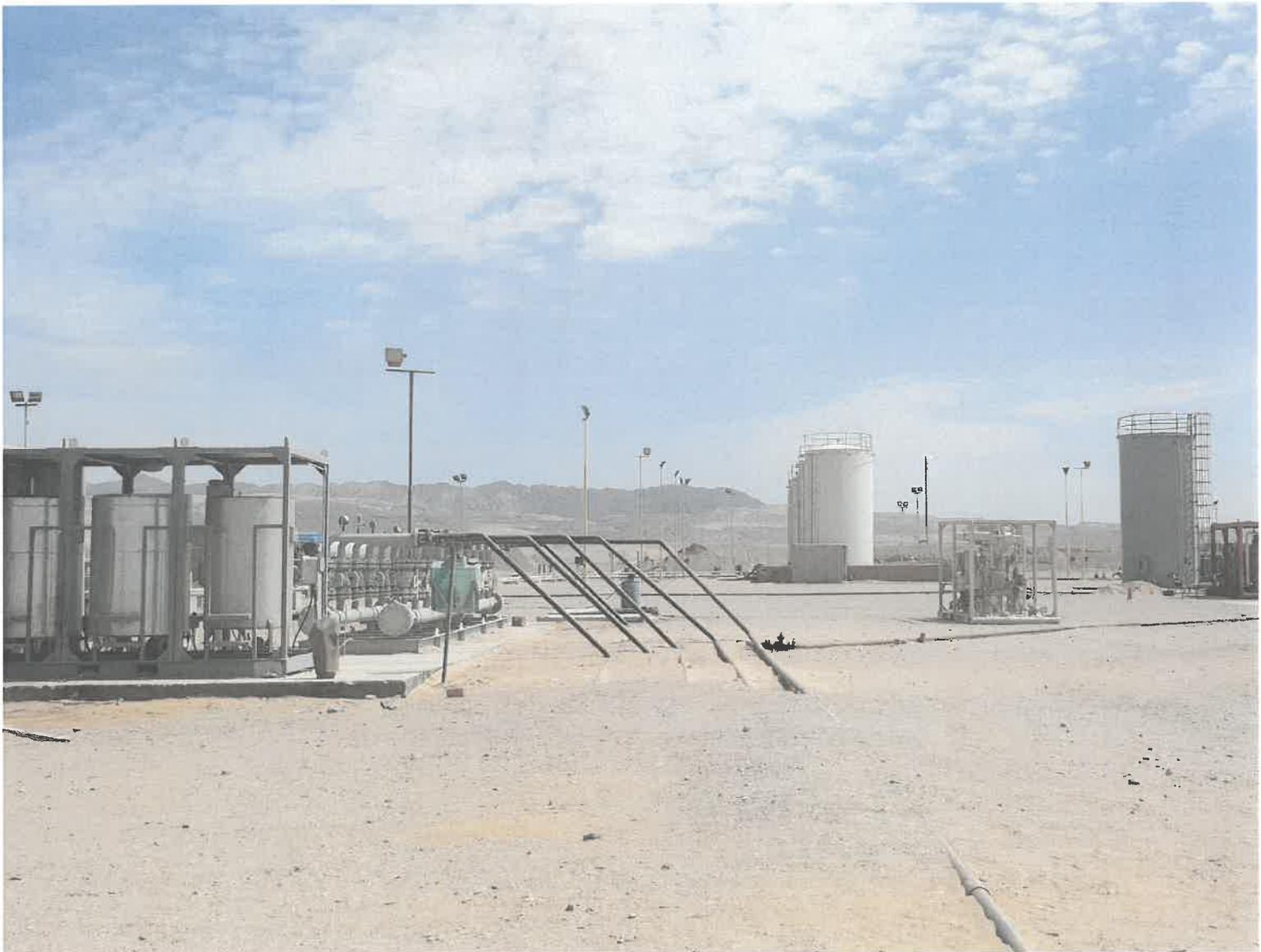
Unless Company management specifically asks you to do so, you should not accept a seat on the board of directors or advisory board of any of our competitors, business partners or suppliers, especially if your current job gives you the ability to influence our relationship with them.

Conducting Business Responsibly



Do the Right Thing

- » Always make business decisions in the best interest of Dana.
- » Avoid conflict of interest situations whenever possible.
- » Think ahead and proactively address situations that may put your interests or those of a family member in conflict with Dana.
- » Discuss with the Ethics & Compliance Committee full details of any situation that could be perceived as a potential conflict of interest.



Conducting Business Responsibly

Gifts and Entertainment

A modest gift may be a thoughtful “thank you”, or a meal may offer an opportunity to discuss business. If not handled carefully, however, the exchange of gifts and entertainment could be improper or create a conflict of interest. This is especially true if an offer is extended frequently, or if the value of a gift or offer is large enough that someone may think it is being offered in an attempt to influence a business decision.

Only offer and accept gifts and entertainment that comply with our policies and make sure that anything you give or receive is accurately reported in our Gifts and Hospitality Register.

Government Officials

Be aware that the rules for what we may give to or accept from government officials are stricter. Do not offer anything of value to a government official without obtaining approval, in advance, from the Ethics & Compliance Committee. And remember: we do not accept or provide gifts, favours or entertainment to anyone, even if it complies with our policies, if the intent is to improperly influence a decision.



Conducting Business Responsibly



Do the Right Thing

- » Only provide and accept gifts and entertainment that are reasonable complements to business relationships.
- » Never offer gifts to or accept them from a business partner with whom you are involved in contract negotiations.
- » Make sure anything given or received complies with the Company policies of both the giver and the recipient.
- » Never give or accept cash or cash equivalents.
- » Do not request or solicit personal gifts, favours, entertainment or services.
- » Raise a concern whenever you suspect that a colleague or business partner may be improperly attempting to influence a decision of a customer or government official.



Watch Out For

- » Situations that could embarrass you or our Company (e.g., entertainment at sexually oriented establishments).
- » Gifts, favours or entertainment that may be reasonable for a privately owned company but not for a government official or agency.



Think about it?

When travelling, I received a gift from a business partner that I believed was excessive. What should I do?

You need to let the Ethics & Compliance Committee know as soon as possible. We may need to return the gift with a letter explaining our policy. If a gift is perishable or impractical to return, another option may be to distribute it to employees or donate it to charity, with a letter of explanation to the donor.



Following the Law

Anti-bribery and Corruption

Dana is committed to complying with all applicable anti-bribery and corruption laws and conducting our business in a fair, honest and open manner. We believe that all forms of bribery and other corrupt practices are an inappropriate way to conduct business regardless of local customs.

Our position is clear: we do not tolerate, permit or engage in bribery, corruption or improper payments of any kind in our business activities for any reason. This applies equally to any person or company representing our Company. Our partners must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions. Never ask them to do something that we are prohibited from doing ourselves.

Key Definitions

- » **Bribery** means giving or receiving anything of value (or offering to do so) in order to obtain a business, financial or commercial advantage.
- » **Corruption** is the abuse of an entrusted power for private gain.
- » **Facilitation payments** are typically small payments to a low-level government official that are intended to encourage them to perform their responsibilities.
- » **Government officials** include government employees, political parties, candidates for office, employees of public organisations and government-owned entities.



Do the Right Thing

- » Understand the standards set forth under anti-bribery laws which apply to your role at Dana.
- » Never give anything of value inconsistent with local laws and regulations to any government official. If you are not sure of the local laws, the safest course of action is to not give anything of value.
- » Exercise due diligence and carefully monitor third parties acting on our behalf, particularly when dealing in countries with high corruption rates and in situations where “red flags” would indicate further screening is necessary.
- » Accurately and completely record all payments to third parties.



Watch Out For

- » Apparent violations of anti-bribery laws by our business partners.
- » Business partners who do not wish to have all terms of their engagement with Dana clearly documented in writing.



Think about it?

I work with a foreign agent in connection with our operations in another country. I suspect that some of the money we pay this agent goes towards making payments or bribes to government officials. What should I do?

This should be reported to the Ethics & Compliance Committee for investigation. If there is bribery and we fail to act, both you and Dana could be liable. Investigating these kinds of situations can be culturally difficult in some countries, but anyone conducting business with us should understand the necessity of these measures. It is important and appropriate to remind them of this policy.

Following the Law

Tax Evasion

We comply with all applicable tax laws and regulations and do not facilitate tax evasion by others. Dishonest non-compliance with tax rules is serious and can expose Dana to reputational harm or even criminal liability.

Be alert and do not ignore dishonest conduct. If you are contacted by a taxation authority for information, or if you see, suspect or become aware of tax evasion, contact the Ethics & Compliance Committee.



Watch Out For

- » Intentional attempts to not pay the correct amount of taxes owed.
- » Intentional attempts to not report income or capital gains.
- » Requests (from employees, contractors or business partners working on our behalf) to transmit invoices or payments in an unusual way.

Anti-money Laundering

Money laundering is a global problem with far-reaching and serious consequences. It is defined as the process of moving funds made from illegal or illicit activities through a legal business to make them appear legitimate. Involvement in such activities undermines our integrity, damages our reputation and can expose Dana and the individuals involved to severe sanctions. We are committed to conducting business in a way that prevents money laundering and complies with all anti-money laundering, financial crimes and anti-terrorism laws wherever we operate.

Be alert to money-laundering “red flags”. Report any suspicious financial transactions and activities to the Ethics & Compliance Committee and, if required, to appropriate government agencies.



Watch Out For

- » Attempts to pay in cash or in a different currency than shown on the invoice.
- » Requests to ship to a country that differs from where payment originated.
- » Avoidance of recordkeeping requirements.
- » Payments made by someone who is not a party to the transaction.
- » Unusual changes to a customer’s normal pattern of transactions.



Making a Difference

Sustainability and Environmental Stewardship

We recognise our environmental and societal responsibilities. It is important to understand the role that you play in each area of ESG policy.

Environmental

We all have a role to play in reducing carbon emissions and getting to net zero. While as a business we are setting Company level targets, consider the choices you make and the environmental impact.

Social

We all have a role in generating value to society through our activities but we also need to recognise that our actions can affect the social and economic environment in which we operate. We can all make a positive impact by understanding the effect our actions have on those around us and on the wider community.

Governance

Good governance goes beyond having the right policies and procedures in place. It is an attitude about how a business should be run. From completing training on time to actively understanding how regulations affect your work, good governance is the responsibility of everyone.



Do the Right Thing

- » **Protect** the environment. Actively seek out opportunities to reduce energy consumption, GHG emissions and waste. Think before you print. Understand our recycling and energy-saving measures and make suggestions where you think we can improve.
- » **Play** an active part in our charity committee and sports and social committee activities. Understand and comply with our people policies and lead by example in your work.
- » **Refer** to policies and procedures to ensure good governance.
- » **Contact** the Ethics & Compliance Committee if you have any questions about compliance with environmental, health and safety laws and policies.



Making a Difference

Connecting to Our Communities

Corporate social responsibility is an integral part of Dana's culture. We believe in making a positive difference in people's lives and engaging responsibly in charitable activities to make a positive impact in the communities where we live and work. As a Company, we contribute funds, time and talent to support local causes. We encourage (but do not require) you to participate in the initiatives we support.

Dana also encourages you to make a difference on a personal level, supporting charitable causes that are important to you. Be sure your activities are lawful and consistent with our policies and that you are participating on your own time and at your own expense. Never pressure your colleagues to participate and unless you receive approval in advance, please do not use Dana funds, assets or the Dana name to further your personal volunteer activities.



Human Rights and Modern Slavery

We conduct our business in a manner that respects the human rights and dignity of all, and we support international efforts to promote and protect human rights.

We are committed to combatting all forms of Modern Slavery. In order to do so, we carry out a risk assessment to assess any risks of Modern Slavery within the Dana business and supply chain. Each of us can help support efforts to eliminate abuses such as child labour, slavery, human trafficking and forced labour.



Do the Right Thing

- » Report any suspicion or evidence of human rights abuses in our operations or in the operations of our suppliers.
- » Remember that respect for human dignity begins with our daily interactions with one another, our business partners and our suppliers. It includes promoting diversity and doing our part to protect the rights and dignity of everyone with whom we do business.



Think about it?

When I was visiting a new supplier, I noticed employees working there who seemed underage. When I asked about it, I did not get a clear answer. What are my next steps?

You did the right thing first to be on the lookout for human rights abuses and second to raise the issue with our supplier. The next step is to report the incident to your manager or the Ethics & Compliance Committee. We are committed to human rights and to the elimination of human rights abuses including child labour.

Making a Difference

Political Activities

Dana does not make any political contributions to political candidates or parties. You may engage in political activities and debate outside normal business hours as long as these are kept separate from your role at Dana. You should always make it clear when engaging in any political activities or debate that the views you represent are yours and not those of Dana. You are also free to stand for political office.

Make sure, in engaging in political activities, that you do not use Company funds, time or the Dana name for any political purpose without proper authorisation.



Do the Right Thing

- » Make it clear that your political views and activities are your own. You do not represent Dana.
- » Do not use our resources or facilities to support your personal political activities.
- » Follow all election laws, rules and regulations as they relate to Company contributions or expenditures.



Watch Out For

- » **Lobbying.** Interactions with government officials or regulators that could be seen as lobbying must be discussed in advance and coordinated with the Ethics & Compliance Committee.
- » **Pressure.** Never apply direct or indirect pressure on another employee to contribute to, support or oppose any political candidate or party.
- » **Improper influence.** Avoid even the appearance of making political or charitable contributions in order to gain favour or in an attempt to exert improper influence.
- » **Conflicts of interest.** Holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties at Dana.



Think about it?

I will be attending a fundraiser for a candidate running for local election. Is it OK to mention my position at Dana as long as I do not use any Company funds or resources?

No. It would be improper to associate our name in any way with your personal political activities.

