

## DANA HOLDING CORPORATION

### DIRECTOR SELECTION AND RETENTION GUIDELINES

The Board of Directors (“Board”) of Dana Holding Corporation (“Company”) identifies individuals qualified to become members of the Board and elects candidates to fill new or vacant positions. Potential candidates for Board positions are identified through a variety of means, including individuals identified by the Nominating and Corporate Governance Committee (“Committee”), the use of search firms, recommendations of Board members, recommendations of executive officers and properly submitted shareholder recommendations. Potential candidates for nomination as director candidates must provide written information about their qualifications and participate in interviews conducted by individual Board members. Candidates are evaluated using the guidelines described below to determine their qualifications based on the information supplied by the candidates and information obtained from other sources.

The Board will consider shareholder nominations for directors that meet the notification, timeliness, consent and information requirements of the Company’s bylaws applicable to nominations that are brought before an annual meeting by a shareholder. The Board makes no distinctions in evaluating nominees for positions on the Board based on whether or not a nominee is recommended by a shareholder, provided that the procedures with respect to nominations referred to above are followed.

Criteria for assessing nominees will include a potential nominee's ability to represent the long-term interests of the Company. Minimum qualifications for a director nominee are experience in those areas that the Board determines are necessary and appropriate to meet the needs of the Company, including leadership positions in public companies, large or middle market businesses, or not-for-profit, governmental, professional or educational organizations. For those proposed director nominees who meet the minimum qualifications, the Board shall then assess the proposed nominee's specific qualifications, evaluate his or her independence (including, but not limited to, independence related to the Company, other Board members and shareholders), and consider other factors, including skills, business segment representation, geographic location, considerations of diversity, standards of integrity, memberships on other boards (with a special focus on director interlocks), and ability and willingness to commit to serving on the Board for an extended period of time and to dedicate adequate time and attention to the affairs of the Company as necessary to properly discharge his or her duties. Additionally, the Board should consider whether each nominee would be considered a "financial expert" or "financially literate" as described in applicable listing standards, legislation or Audit Committee guidelines.

Additionally, the Company’s *Corporate Governance Guidelines, Standards for Business Conduct for Members of the Board of Directors, Related-Party Transaction Policy* and the *Director Independence Standards* shall be considered prior to making a recommendation to the Board for approval of a nominee.

Director nominees and members shall promptly inform the Chairman of the Board and Nominating and Corporate Governance Committee whenever they change or accept employment

or board positions with other public companies, private equity firms or non-profit organizations or become involved in any legal or administrative proceedings. They shall also inform the Chairman of the Board and Nominating and Corporate Governance Committee if any other events, circumstances or conditions occur that may reasonably be expected to interfere with their ability to perform as a member of the Board or any committee or impact the Board's assessment of whether they meet applicable legal and regulatory requirements for Board or committee service. In such event, the Nominating and Corporate Governance Committee (or in the case of a member of the Nominating and Corporate Governance Committee, the entire Board) shall review the matter and consider the director's eligibility for Board and/or committee membership.

A member will retire from the Board at the next annual shareholders' meeting immediately following the director's 73rd birthday, although a waiver of this limitation may be granted by the full Board.

**APPROVED BY THE BOARD OF DIRECTORS**

**June 18, 2008**