

# DANA HOLDING CORPORATION

## AUDIT COMMITTEE POLICY

### GUIDELINES FOR HIRING EMPLOYEES OR FORMER EMPLOYEES OF INDEPENDENT AUDITORS

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Dana Holding Corporation (the “Company”) is committed to having the Company comply with all applicable securities laws and regulations, including the Sarbanes-Oxley Act of 2002, accounting standards, accounting controls, audit practices, and the listing requirements of the New York Stock Exchange (or the comparable rules or regulations of such other securities exchange or quotation system on which the securities of the Company are then listed). Pursuant to the charter of the Committee, the Committee is responsible for establishing guidelines (the “Guidelines”) for the hiring of employees or former employees of the Company’s independent auditors (the “Auditors”).

#### **GUIDELINES**

The Committee establishes the following guidelines for hiring employees or former employees of the Auditors.

**1. Definitions.** The following terms used herein shall have the following meanings:

**“Audit Engagement Team”** means all partners, principals, stockholders and professional employees participating in an audit, review, or attestation engagement of the Company, including audit partners and all persons who consult with others on the audit engagement team during the audit, review, or attestation engagement regarding technical or industry-specific issues, transactions, or events.

**“Financial Reporting Oversight Role”** means a role in which an individual is in a position to, or does, exercise influence over the contents of the financial statements or related information (such as management’s discussion and analysis) to be filed with the Securities and Exchange Commission (“SEC”), or influence over anyone who prepares financial statements or related information, such as when the individual is a member of the board of directors or similar management or governing body, chief executive officer, president, chief financial officer, chief operating officer, general counsel, chief accounting officer, controller, director of internal audit, director of financial reporting, treasurer, or any equivalent position.

**2. Restriction on Hiring.** The Company shall not hire any employee or former employee of the Auditors for a position with the Company in a Financial Reporting Oversight Role, if such employee or former employee was the lead or concurring partner, or any other member of the Audit Engagement Team who provided more than ten hours of audit, review, or attestation services for the Company during the one (1) year period preceding the date that audit procedures commenced for the fiscal period that included the date of initial employment of the Audit Engagement Team member by the Company. Further, the Company will not hire or employ any individual either currently or previously employed by the Auditors if the

employment of that individual is likely to negatively impact the determination of independence of the Auditors as set forth in any applicable statute, regulation or rule.

**3. Approval of Hires.** A current or former partner, principal, stockholder or other professional employee of the Auditors may only be hired by the Company with the prior approval of the Company's Chief Financial Officer (the "CFO").

**4. Report to the Audit Committee.** The CFO shall promptly report to the Chief Executive Officer of the Company and the Chairman of the Committee any hiring of a current or former partner, principal, stockholder or other professional employee of the Auditors, and shall report annually to the Committee such hiring, if any.

**5. Exemptions.** These Guidelines shall not be applicable to (i) individuals employed by the Company as a result of a business combination between an entity that is also an audit client of the Auditors and the Company, provided employment was not in contemplation of the business combination and the Committee is aware of the prior employment relationship, or (ii) individuals employed by the Company due to an emergency or other unusual circumstance, provided that the Committee determines that the relationship is in the interest of the Company's stockholders.

**6. Effectiveness.** These Guidelines are effective for employment relations with the Company that commence on or after the date hereof.

January 31, 2008