
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-K
CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): February 5, 2026

DAUCH CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-14303
(Commission
File Number)

38-3161171
(IRS Employer
Identification No.)

**One Dauch Drive
Detroit, Michigan 48211-1198**
(Address of principal executive offices) (Zip Code)

(313) 758-2000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Exchange Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of exchange on which registered</u>
Common Stock, par value \$0.01 per share	DCH	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 5, 2026, the Board of Directors (the “Board”) of Dauch Corporation (“Dauch”) appointed Fiona MacAulay and Simon Mackenzie Smith as independent directors of the Board.

Ms. MacAulay will serve as a Class I director and will serve until Dauch’s 2027 annual general meeting of shareholders when Ms. MacAulay is expected to stand for re-election by a vote of Dauch’s shareholders. Ms. MacAulay was also appointed to the Compensation Committee and the Nominating/Corporate Governance Committee, effective April 29, 2026.

Mr. Smith will serve as a Class II director and will serve until Dauch’s 2028 annual general meeting of shareholders when Mr. Smith is expected to stand for re-election by a vote of Dauch’s shareholders. Mr. Smith was also appointed to the Audit Committee and the Technology Committee, effective April 29, 2026.

Both Ms. MacAulay and Mr. Smith are eligible to participate in Dauch’s compensation arrangements for non-employee directors, as described in Dauch’s definitive proxy statement for its 2025 annual meeting of stockholders, filed with the SEC on March 20, 2025.

On February 5, 2026, the Board of Dauch appointed Markus Bannert as Vice President, Metal Forming. Mr. Bannert, age 52, served as Chief Executive Officer of GKN Automotive since 2019. Prior to joining GKN Automotive, Mr. Bannert was the CEO of Hell GmbH’s Hella Lightning division. Mr. Bannert started his career in finance and held incrementally senior roles in finance, operations, program management and general management in Germany, the USA and Mexico. Mr. Bannert holds a degree in Business and Administration from the Verwaltungs- und Wirtschaftsakademie in Bochum, Germany.

Mr. Bannert’s annual base salary will be €800,000. He will be entitled to participate in Dauch’s annual bonus program with an annual target bonus opportunity of 75% of his base salary and a target long-term incentive opportunity of 150% of base salary.

In connection with the appointment to his new position, on February 5, 2026, Mr. Bannert was also granted a performance equity incentive award with a target amount of 90,909 Dauch shares under the Dauch Corporation 2026 Inducement Omnibus Equity Incentive Plan. A copy of the press release announcing this grant is attached hereto as Exhibit 99.1 to this Current Report and incorporated herein by reference.

Item 8.01 Other Events.

On February 5, 2026, Dauch issued a press release announcing the appointment of Ms. MacAulay and Mr. Smith to the Board. A copy of this press release is attached as Exhibit 99.2 to this Current Report and incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated February 9, 2026, announcing the granting of an Employee Inducement Award to Mr. Bannert.
99.2	Press Release, dated February 5, 2026, announcing the appointment of Ms. MacAulay and Mr. Smith to the Board.
104	Cover Page Interactive Data File (formatted in Inline XBRL)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, hereunto duly authorized.

DAUCH CORPORATION

Date: February 10, 2026

By: /s/ Christopher J. May

Christopher J. May

Executive Vice President & Chief Financial Officer

Dauch Corporation Announces Employee Inducement Award under NYSE Rule 303A.08

DETROIT, MI, February 9, 2026 – Dauch Corporation (Dauch), (NYSE: DCH) today announced effective February 5, 2026, in connection with the business combination with Dowlais Group plc and his appointment as an executive officer of Dauch Corporation (the “Company”), Markus Bannert was granted an award of performance stock units covering a target of 90,909 shares of the Company’s common stock (for which up to 272,727 shares may be earned (the “Inducement Grant”).

The Inducement Grant will vest based on continued employment and the highest average share price achieved over a 20-day trading period during the measurement period ending March 31, 2029 (the "Performance Period"). If the average price of (measured every trading day based on the 20 trading-day average) remains above \$12.00 over a 20 trading-day period, 100% of the target award would be considered earned, with the payout increasing incrementally by \$1.00 and 20%, respectively, up to a maximum of \$22.00 and corresponding payout percentage of 300%. Subject to Mr. Bannert's continued employment with the Company, 50% of the award will vest at the end of the Performance Period and the remaining 50% will vest at the one-year anniversary of that date.

The Inducement Grant was approved by the Compensation Committee of the Company's Board of Directors and granted under the Dauch Corporation 2026 Inducement Omnibus Equity Incentive Plan as an employment inducement award pursuant to New York Stock Exchange Rule 303A.08.

About Dauch

Dauch Corporation is a premier Driveline and Metal Forming supplier serving the global automotive industry with a powertrain-agnostic product portfolio that supports electric, hybrid, and internal combustion vehicles. The company is headquartered in Detroit, MI, with operations that span 24 countries and more than 175 locations. Visit www.dauch.com to learn more.

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Dauch Corporation Expands Board of Directors

DETROIT, MI, February 5, 2026 – Dauch Corporation (Dauch), (NYSE: DCH) today announced it has named Simon Mackenzie Smith and Fiona MacAulay to its Board of Directors.

“I am pleased to welcome Simon and Fiona to the Dauch Board of Directors,” said David C. Dauch, Chairman and Chief Executive Officer. “They bring extensive experience across multiple industries and jurisdictions, including deep understanding of the European market at a transformational time for our company following our recent acquisition of Dowlais Group plc and its subsidiaries, GKN Automotive and GKN Powder Metallurgy.”

Simon Mackenzie Smith has a wealth of experience in corporate finance and M&A, with an investment banking career spanning over 35 years. Mackenzie Smith has advised on some of the UK’s largest mergers and acquisitions including Royal Dutch Shell plc’s \$52 billion takeover of BG Group Plc in 2016. Before retiring in 2021, he was chair of Corporate and Investment Banking UK and Ireland at Bank of America Merrill Lynch. Mackenzie Smith is the prior chair of Dowlais Group plc and currently serves as the chair of TORM plc.

Fiona MacAulay has over 35 years of global experience in the oil, gas and resources sector across small, mid and large cap companies. She has held senior executive board roles, including Chief Executive Officer of Echo Energy PLC and Chief Operating Officer of Rockhopper Exploration PLC. In December 2018, MacAulay transitioned from executive roles to a portfolio of non-executive and advisory positions within the resources and industrials sector.

Both Simon Mackenzie Smith and Fiona MacAulay were former members of the Dowlais Group plc board.

Full director bios are available at www.dauch.com.

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