

CHARTER OF THE NON-EXECUTIVE CHAIRMAN OF THE BOARD OF DIRECTORS

OF VISTEON CORPORATION

Background: The Board of Directors (the “Board”) of Visteon Corporation (the “Corporation”) may appoint an independent director to serve as the non-executive Chairman of the Board of Directors (the “Chairman”), who shall serve in a presiding capacity, coordinate the activities of the Board, and perform the duties and responsibilities set forth below and such other duties and responsibilities as the Board may determine from time to time.

Responsibilities: The specific responsibilities of the Chairman are:

- To preside at all meetings of shareholders;
- To convene and preside at all meetings of the Board, including executive sessions of the independent Directors;
- Develop, with the assistance of the Chief Executive Officer of the Corporation (the “CEO”), the agenda for all Board meetings;
- Collaborate with the CEO, Committee Chairs, and other Directors to establish meeting schedules, agendas, and materials in order to ensure that all Directors can perform their duties responsibly and that there is sufficient time for discussion of all agenda items;
- Advise the CEO on the quantity, quality, and timeliness of information delivered by management to the Board and provide input so that Directors can effectively and responsibly perform their duties;
- Counsel the CEO on issues of interest or concern to Directors and encourage all Directors to engage the CEO with their interests and concerns;
- Serve as a liaison on Board-related issues between Directors and the CEO and management although Directors maintain the right to communicate directly with the CEO or any member of management on any matter;
- Assist the Board and Corporation officers in assuring compliance with and implementation of the Corporation’s Corporate Governance Guidelines. Work in conjunction with the Corporate Governance and Nominating Committee to recommend revisions, as appropriate, to the Corporate Governance Guidelines;
- Make recommendations to the Board concerning the retention of counsel and consultants who report directly to the Board on board matters (as opposed to Committee counsel or consultants);
- Work with the Chair of each Committee during the annual review of Committee charters and work with the Chair of the Corporate Governance and Nominating Committee with respect to Committee assignments and the recruitment and selection of new Board members;
- Represent the Board in shareholder engagement meetings and similar activities with other stakeholders, serve as a focal point for shareholder communications addressed to Directors, and advise the CEO of the timing and substance of such communications; in each case as approved by the Board;
- Convene special meetings of the Corporation’s shareholders consistent with the terms of

- the Corporation's Bylaws from time to time in effect; and
- Help set the tone for the highest standards of ethics and integrity.

Selection and Term of the Chairman: Unless the Board selects an executive Chairman, the Board will select one independent director to serve as the Chairman at the Board meeting held in connection with the Corporation's annual stockholders meeting. The Chairman shall serve for a term of one year, or until the next annual stockholder meeting, whichever is earlier.

Absence of Chairman: If the Chairman is not present at any meeting of the Board, a majority of the Directors present may select an independent Director to act as Chairman for the purpose and duration of such meeting.

Adopted September 13, 2012