

**CHARTER OF THE CORPORATE GOVERNANCE
AND NOMINATING COMMITTEE OF THE
BOARD OF DIRECTORS OF VISTEON CORPORATION**

1. Purpose and Function. The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Visteon Corporation (the “Corporation”) is to assist the Board in monitoring and developing the Corporation’s corporate governance practices and procedures, identifying qualified individuals to become directors, determining the composition of the Board and its committees, and overseeing risks related to the Corporation’s corporate governance structure, practices and procedures.
2. Duties and Responsibilities. The Committee shall have the following duties and responsibilities:

Governance:

- (a) Develop and recommend to the Board such corporate governance guidelines as may be deemed necessary by the Committee to ensure that the Corporation effectively protects and enhances shareholder value and to review those guidelines annually and make recommendations to the Board regarding any changes thereto;
- (b) Monitor the practices of the Board and senior management to ensure compliance with the Corporation’s corporate governance guidelines and principles;
- (c) Evaluate and review the performance of the Board as a whole in order to increase the overall effectiveness of the Board, and report the results of its evaluation to the Board annually;
- (d) Review the Board’s committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as committee members and committee chairmen annually;
- (e) Recommend ways in which the Board could improve its performance, including but not limited to establishment of and changes to continuing education programs for the Corporation’s directors;
- (f) Design, with input from management, an appropriate orientation program for new directors;
- (g) Review and recommend to the Board compensation for the outside directors;
- (h) Review and approve potential conflicts of interest involving a director, the Chief Executive Officer or other executive officer that are not subject to the purview of the Audit Committee of the Board under that committee’s charter;

- (i) Review on a periodic basis, and as necessary when specific issues arise, relations with the Corporation's shareholders and advise the Board on policies to further effective communications with such shareholders, which policies may include meetings between directors and significant shareholders from time to time and other communication opportunities; establish and implement a policy on shareholder proposals; and make recommendations to the Board that address shareholder views, including those expressed as shareholder proposals; and
- (j) Review and monitor the worldwide performance of the Corporation as it affects the environment, safety and health of its shareholders, employees, communities and customers and the Corporation's policies and programs related thereto, including the political, charitable and environmental contributions of the Corporation.

Nominating:

- (k) Develop criteria for Board membership;
- (l) Evaluate the qualifications of candidates and incumbents for election as a director of the Corporation. The Committee shall seek candidates who would assist the Board in furthering the interests of the Corporation and its shareholders. In seeking candidates, the Committee may consider factors such as the nominee's knowledge, judgment, foresight, personal character, experience and achievements, and diversity of background and expertise, as compared to the Board as a whole;
- (m) Review the performance of incumbent directors upon the expiration of their terms;
- (n) Identify, screen and review individuals qualified to serve as directors, consistent with qualifications or criteria approved by the Board;
- (o) Recommend candidates for election to the Board following the review of the performance of incumbent directors, including nominees to stand for election as directors at an annual or special meeting of shareholders;
- (p) Consider the nomination by any shareholder of a candidate for election as a director of the Corporation, provided that the shareholder has submitted a written request and related information to the Secretary of the Corporation on behalf of the candidate, together with the written consent of such person to serve as a director;
- (q) Nominate candidates to fill any vacancies on the Board (including a vacancy created by an increase in the size of the Board);
- (r) Make recommendations regarding the size of the Board and membership of the Board committees;

- (s) Review disclosures concerning, and recommend modifications as appropriate to, the Corporation's policies and procedures for identifying and reviewing director candidates, including: (i) the qualifications or criteria for nominees; and (ii) policies and procedures relating to consideration of nominee candidates recommended by shareholders;
- (t) Review and make a recommendation to the Board regarding whether a director who has resigned in accordance with the Corporation's director retirement policy should stand for re-election to the Board; and
- (u) Review and evaluate an incumbent director's offer to resign in accordance with the Corporation's resignation policy in the event such director does not receive more votes cast "for" than votes cast "against" his or her election. The Committee shall make a recommendation to the Board regarding the tendered resignation within 14 days following certification of the vote by the inspector of elections or as otherwise provided in the Corporation's Bylaws.

Other:

- (v) Review periodically this Committee charter and make recommendations to the Board regarding any changes thereto; and
- (w) Take such other actions as the Committee from time to time may determine are necessary to fulfill its duties or are otherwise required by applicable law, the Corporation's charter or Bylaws or the Board.

The duties and responsibilities set forth above are meant to serve as guidelines, with the understanding that the Committee may diverge from the specific enumerated duties as necessary or appropriate in light of the circumstances. In carrying out its duties and responsibilities, the Committee's policies and procedures should remain flexible, so that it is in a position to best react or respond to changing circumstances or conditions.

3. Composition. The Committee shall be composed of three or more non-employee directors, as determined from time to time by resolution of the Board, based on recommendations from the Corporate Governance and Nominating Committee of the Board. Each member of the Committee must meet the independent director standards as set forth in applicable law, stock exchange rules and independence standards of the Corporation. The Chairman of the Committee will be designated by the Board. However, if the Board does not so designate a Chairman, the members of the Committee may do so by majority vote. The Board may remove any member from the Committee at any time with or without cause.
4. Meetings. The Committee shall determine the number and timing of meetings necessary to carry out its duties and responsibilities. A majority of the members of the Committee shall constitute a quorum. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information to the Committee. The Committee shall maintain minutes of its meetings,

provide a report of its meetings to the Board, and maintain any other records relating to the meetings that are deemed necessary by the Committee.

5. Performance Evaluation. The Committee shall review its performance on an annual basis.
6. Delegation. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee.
7. Resources and Authority of Committee. The Committee is authorized to confer with Corporation management and other employees to the extent it may deem it necessary or appropriate to fulfill its duties. The Committee shall have the authority, in its sole discretion, to retain, obtain the advice and assistance of and terminate outside counsel, consultants (including any search firm) and such other advisors as it deems necessary to fulfill its duties and responsibilities under this charter. The Committee shall set the compensation and other retention terms, and oversee the work, of its outside counsel and other advisors. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its consultants, outside counsel and any other advisors.
8. Amendment. This charter may be amended or modified only by the Board.

Adopted October 22, 2015