

CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF VISTEON CORPORATION

1. Purpose. The purpose of the Audit Committee (the “Committee”) shall be to assist the Board of Directors (the “Board”) in its oversight of the integrity of the Corporation’s financial statements, the Corporation’s compliance with legal and regulatory requirements, the independent auditors’ qualifications and independence, and the performance of the Corporation’s internal audit function and its independent auditors.
2. Composition. The Committee shall be composed of three or more directors, as determined from time-to-time by the Board, based on recommendations from the Corporate Governance and Nominating Committee of the Board, and at least one member must be an “audit committee financial expert” as defined by SEC rules. 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.

Each member of the Committee must:

- (i) be financially literate (or become so within a reasonable time after his or her appointment to the Committee);
 - (ii) meet the independence standards as set forth in relevant law (including Section 10A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules promulgated thereunder) and the stock exchange rules and independence standards of the Corporation; and
 - (iii) not serve on the audit committees of more than two other public companies *unless* the Board has determined that such simultaneous service would not impair the ability of such director to effectively serve on the Committee.
3. 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.
4. Duties and Responsibilities. The Committee shall have the following duties and responsibilities:
 - (a) The Committee shall have the sole authority and responsibility to select, oversee evaluate and, if necessary, replace the independent auditor and to approve all audit, review and attest engagement fees and terms, including annually reviewing and selecting the independent auditor, and each such auditor shall report directly

to the Committee. At each annual meeting of shareholders, the Committee shall make a recommendation to the shareholders whether to ratify the appointment of the independent auditor. The Committee (or a designated member of the Committee in the case of clause (i)) shall either (i) pre-approve each engagement of the Corporation's independent auditor to perform audit services and permitted non-audit services for the Corporation or (ii) establish a detailed pre-approval policy and procedure pursuant to which management of the Corporation may engage the Corporation's independent auditor to perform services in accordance with Section 10A of the Exchange Act and the rules and regulations promulgated thereunder; *provided* that the Corporation may engage the independent auditor without such pre-approval to perform *de minimus* services in accordance with Section 10A of the Exchange Act and the rules and regulations promulgated thereunder;

- (b) Obtain and review at least annually a formal written report from the independent auditor describing: the auditing firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control, or peer reviews of the firm, or, within the preceding five years, by any inquiry or investigation by any governmental or professional authorities relating to any audit conducted by the firm. The Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. Also, in order to assess auditor independence, the Committee will undertake the following:
- receive from the independent auditors, at least annually, a formal written statement delineating all relationships between the auditors and the Corporation consistent with applicable rules and regulations, including those of the Public Company Accounting Oversight Board;
 - review, and discuss with the Board, if necessary, and the independent auditors, on a periodic basis, any disclosed relationships or services that may impact the objectivity and independence of the auditors;
 - recommend, if necessary, that the Board take certain action to satisfy itself of the independent auditors' independence; and
 - review and evaluate the qualifications, performance and independence of the lead partner of the independent auditors' firm and ensure that the lead audit partner and other audit partners responsible for the audit have been and will be rotated in accordance with the requirements of the Exchange Act;
- (c) Consider periodically whether the Corporation shall rotate the independent auditor;
- (d) Review and discuss with management and the independent auditor the annual audited financial statements, quarterly financial statements and the Corporation's disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations," including judgments regarding the quality (not just

the acceptability) of accounting principles and policies, the reasonableness of significant judgments and the clarity of the disclosures in the financial statements, to be included in the Corporation's annual report on Form 10-K and quarterly report on Form 10-Q;

- (e) Review and resolve disagreements between management and the independent auditor concerning financial reporting;
- (f) Consider and approve, if appropriate, the initial selection of and major changes to auditing and accounting principles and practices proposed by management. Discuss with the independent auditors any (i) significant changes in auditing standards or audit scope impacting the audit, (ii) significant alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (iii) other material written communications between the auditors and management;
- (g) Establish regular systems of reporting to the Committee by finance management, the independent auditors and the internal auditors regarding any significant judgments made in management's preparation of the financial statements, including the effects of alternative GAAP methods, and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Corporation's financial statements, and any significant issues encountered during the course of the review or audit;
- (h) Review and approve, if appropriate, the annual audit plan of the Corporation's internal auditors and independent auditors, including the scope of audit activities, and monitor such plan's progress and results during the year;
- (i) Oversee the adequacy and effectiveness of the accounting and internal control policies and procedures, including the corporation's systems to manage business risk and legal and ethical compliance issues, through inquiry and discussions with the internal auditors, independent auditors and management of the Corporation, including the Disclosure Committee, as appropriate, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Corporation's internal control policies and procedures and any special audit steps adopted in light of any significant control deficiencies or material weaknesses, and any fraud involving management or other employees with a significant role in such internal control policies and procedures;
- (j) The Committee shall establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding accounting, internal controls or auditing matters;

- (k) To review and approve the functions of the Corporation's internal audit department, including its purpose, organization, responsibilities, budget and performance; and to review the scope, performance and results of such department's internal audit plans, including any reports to management and management's response to those reports; and to review and approve the hiring or dismissal of the General Auditor or other head of the internal audit department;
- (l) Review, with the General Counsel, (i) any legal matter, including any related party or unusual transactions, that could have a significant impact on the financial statements and (ii) the Corporation's compliance with applicable laws and regulations and to review and oversee any policies, procedures and programs designed to promote such compliance;
- (m) Discuss with management and the independent auditor, as appropriate, earnings press releases and financial information (including the use of pro forma or non-GAAP information) and financial information and earnings guidance provided to analysts and to rating agencies prior to the issuance or disclosure thereof;
- (n) Discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response;
- (o) Discuss with management and the internal auditor the Corporation's related risk assessment and risk management policies, including the Corporation's major financial risk exposure and steps taken by management to monitor and mitigate such exposure;
- (p) Provide and approve the report of the Committee to be included as part of the Corporation's annual report on Form 10-K or annual proxy statement, as applicable, in accordance with applicable law, rules and regulations;
- (q) Set clear policies for the hiring of employees or former employees of the Corporation's independent auditor;
- (r) Meet separately, on a periodic basis, with each of management, the internal auditors and the independent auditors (however, the Committee shall meet regularly without such persons present);
- (s) Review and recommend for approval to the Board an annual compliance plan with respect to the Corporation's Ethics Policy, and amendments to such policy as necessary;
- (t) Review with the Chief Executive Officer and Chief Financial Officer certifications under Sections 302 and 906 of the Sarbanes-Oxley Act;
- (u) Review all related party transactions, as defined in Item 404 of Regulation S-K under the Exchange Act, for potential conflict of interest situations, and all such transactions shall be approved by the Committee prior to consummation;

- (v) Discuss with management and the independent auditor, as appropriate, any correspondence with regulators and governmental agencies and any employee complaints or reports that raise material issues regarding the Corporation's financial statements, accounting policies or internal controls;
- (w) Review periodically this Committee charter and make recommendations to the Board regarding any changes thereto; and
- (x) 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 to 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.

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 the 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 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 the independent auditor and the Committee's consultants, outside counsel and any other advisors and for ordinary administrative expenses of the Committee in carrying out its duties.
8. Amendment. This charter may be amended or modified only by the Board.

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While the Committee has the duties and responsibilities set forth in this charter, the Committee is not responsible for planning or conducting the audit or for determining whether the Corporation's financial statements are complete and accurate and are in accordance with GAAP and applicable rules and regulations. The members of the Committee are not employees of the Corporation and are not responsible for conducting the audit or performing other accounting

procedures. To fulfill its obligations under this charter, the Committee relies on: (i) management for the preparation and accuracy of the Corporation's financial statements; (ii) both management and the Corporation's internal audit department for establishing effective internal controls and procedures to ensure the Corporation's compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and (iii) the Corporation's independent auditors for an unbiased, diligent audit or review, as applicable, of the Corporation's financial statements and the effectiveness of the Corporation's internal controls.

Adopted October 22, 2015