

**CHARTER OF THE FINANCE AND  
CORPORATE STRATEGY COMMITTEE OF THE  
BOARD OF DIRECTORS OF VISTEON CORPORATION**

1. Purpose. The purpose of the Finance and Corporate Strategy Committee (the “Committee”) of the Board of Directors (the “Board”) of Visteon Corporation (the “Corporation”) is to consider and make recommendations to the Board regarding issues impacting the financial structure and strategic direction of the Corporation, including, but not limited to, revisions to the Corporation’s capital structure, mergers, acquisition and divestiture activities as well as changes to the scope and mix of business.
2. 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.
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) Review, at least annually, the Corporation’s strategic plans and financial strategies and make recommendations to the Board in respect thereof. Review and evaluate the Corporation’s performance relative to such plans and strategies at each Committee meeting and work with management to address shortfalls;
  - b) Review, at least quarterly, the Corporation’s performance and prospects and work with management to address performance shortfalls and opportunities;
  - c) Review and make recommendations to the Board regarding the Corporation’s cash flow, capital expenditures and financing requirements;

- d) Review and make recommendations to the Board regarding the Corporation's scope and mix of business, divestitures, acquisition and merger opportunities and the purchase or sale of business assets;
- e) Review the Corporation's policies with respect to financial risk assessment and management including investment strategies and guidelines;
- f) Annually review the scope, cost and basic terms of the Corporation's insured risk management programs including general liability, D&O, property and other insurance policies;
- g) Receive and review reports of the Investment Committee of the Corporation's pension fund and employee savings plans;
- h) Review tax planning strategy and initiatives;
- i) Review the Corporation's foreign exchange management and exposure;
- j) Review and make recommendations on financing for mergers, acquisitions and other major financial transactions requiring the Board's approval;
- k) Evaluate any bona fide proposal from a party (other than the Corporation) that could reasonably be expected to result in a major acquisition, disposition, divestiture, sale, merger or similar major transaction for recommendation to the full Board;
- l) Consider and recommend to the Board stock sales, repurchase or split, as appropriate, and any changes in dividend policy;
- m) Review periodically this Committee charter and make recommendations to the Board regarding any changes thereto; and
- n) 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 its consultants, outside counsel and any other advisors.
8. Amendment. This charter may be amended or modified only by the Board.

Adopted July 25, 2012