

CHARTER OF THE ORGANIZATION AND COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF VISTEON CORPORATION

1. Purpose. The purpose of the Organization and Compensation Committee (the “Committee”) is to evaluate and review the performance of the executive personnel of the Corporation and to develop and make recommendations to the Board of Directors (the “Board”) with respect to executive compensation policies and plans, executive staffing and succession planning, organizational development, and equal opportunity and diversity policies, so as to ensure that senior management is rewarded appropriately for its contributions to the interests of the Corporation and its shareholders, and that the Corporation maintains the necessary processes to ensure the continuing development of organizational leadership.
2. Composition. The Committee shall be composed of three or more 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. At least two members of the Committee must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as amended. 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. However, the Committee shall meet regularly without such members present, and in all cases the Chief Executive Officer and any other such officers shall not be present at meetings (or portions thereof) at which their compensation is determined. The Committee shall maintain minutes of its meetings and records relating to its meetings and provide a report of its meetings to the Board.
4. Functions. In such manner as the Committee determines is appropriate to fulfill its purposes, the Committee shall:
 - (a) Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, and either as a committee or together with the other independent directors (as directed by the Board), evaluate, determine and approve the Chief Executive Officer’s compensation level based on this evaluation. The evaluation of the performance of the Chief Executive Officer will be based on criteria such as performance of the business, accomplishment of strategic objectives, development of management, communication, interaction with the Board and positioning of the Corporation. The Committee shall report to

the Board on the performance of the Chief Executive Officer. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee may consider the Corporation's performance and relative stockholder return, the value of similar incentive awards given to chief executive officers at comparable companies and the awards given to the Corporation's Chief Executive Officer in past years. In evaluating and determining the Chief Executive Officer's compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.

- (b) Review and approve annually the Corporation's executive compensation structure and policies, including the establishment and adjustment of base salaries of officers, annual and long-term incentive targets for officers and incentive payments to officers consistent with the achievement of such targets, and report on such compensation to shareholders as required by the Securities and Exchange Commission or other appropriate regulatory agencies. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote;
- (c) Review and discuss with management the Corporation's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Corporation's annual report on Form 10-K and proxy statement and produce the compensation committee report on executive officer compensation required to be included in the Corporation's proxy statement or annual report on Form 10-K;
- (d) Review and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the Chief Executive Officer and all other officers of the Corporation and any employee at the level of Senior Director or above, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans;
- (e) Review and approve annually the corporate financial and business goals and target awards pursuant to the Corporation's incentive plans, and approve the payment of cash performance bonuses to employees, in the aggregate, and individually for employees at the level of Senior Director or above, consistent with achievement of such goals and targets;
- (f) Approve, in advance of issuance (except where subject to a prior delegation by the Board or the Committee), the grant of stock, stock options and other stock-based awards pursuant to the Corporation's incentive plans, and the terms thereof, including the vesting schedule, performance goals, exercisability and term, to the Corporation's employees, including officers. The information provided to the Committee shall include the identity of all proposed grantees, their title, aggregate amount of prior grants, and the proposed current grant expressed in terms of dollar value and the proposed number of shares;

- (g) Review and recommend to the Board incentive plans, equity-based plans, and tax qualified retirement and investment plans and amendments thereto, with the exception of certain amendments which are delegated to specified officers of the Corporation under the terms of the plans;
- (h) Review the Corporation's incentive compensation arrangements to determine whether they encourage excessive risk-taking; review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk;
- (i) Review other compensation and benefit programs, plans and guidelines, including plans and policies pertaining to perquisites, to determine whether they are appropriate, properly coordinated and achieve their intended purpose(s), and approve any appropriate modifications or new plans, programs or policies;
- (j) Annually review with the CEO the Corporation's executive succession plan for each senior management position and the Chief Executive Officer's assessment of senior management with respect thereto, and review and make recommendations to the Board concerning the Corporation's executive succession plan, including long-range plans for development and selection of key managers and plans for emergency succession in case of unexpected disability or departure of a member of senior management;
- (k) Review and make recommendations to the Board regarding organizational and leadership development plans and programs, including those programs that are designed to promote equal opportunity and diversity and to identify, attract and retain high potential employees;
- (l) Perform such other functions as may be assigned to the Committee under the terms of the Corporation's employee benefit and executive compensation plans;
- (m) Review and recommend to the Board for approval the frequency with which the Corporation will conduct Say on Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Corporation's proxy statement;
- (n) Review and approve the potential service of the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer on the board of directors (or similar governing body) of another for-profit company prior to such officer accepting any such directorship;
- (o) Review and evaluate the current state of best practices with the objective of determining whether adjustments should be made to the current organizational and compensation practices of the Corporation. In evaluating the Corporation's organizational and compensation practices, the Committee will consider such information that it deems appropriate, in its discretion;

- (p) Determine the terms of any stock ownership guidelines for the Chief Executive Officer and other senior officers and monitor compliance with such guidelines;
 - (q) Review periodically this Committee charter and make recommendations to the Board regarding any changes thereto; and
 - (r) 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.
5. Other Authority. 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 may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser (an "Adviser"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser retained by the compensation committee. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to an Adviser retained by the Committee.
6. Adviser Independence Assessment. The Committee may select an Adviser (other than in-house legal counsel of the Corporation) only after taking into consideration, all factors relevant to that person's independence from management of the Corporation, including the following: (A) the provision of other services to the Corporation by the person that employs the Adviser; (B) the amount of fees received from the Corporation by the person that employs the Adviser, as a percentage of the total revenue of the person that employs the Adviser; (C) the policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest; (D) any business or personal relationship of the Adviser with a member of the Committee; (E) any stock of the Corporation owned by the Adviser; and (F) any business or personal relationship of the Adviser or the person employing the Adviser with an executive officer of the Corporation.
7. Performance Evaluation. The Committee shall review its performance on an annual basis.
8. Delegation. Except with respect to officers' compensation or as otherwise prohibited by applicable law, the Committee may delegate such of its responsibilities as it deems appropriate to a subcommittee of the Committee, a management committee or to named employees or officers of the Corporation.
9. Amendment. This charter may be amended or modified only by the Board.

Adopted February 27, 2013