

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

1. Purpose. The Organization and Compensation Committee's purpose 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 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 Organization and Compensation Committee shall be comprised of two or more directors as determined from time to time by resolution of the Board of Directors, all of whom shall be independent under the Rules of the New York Stock Exchange and relevant law. Vacancies shall be filled by election by the Board of Directors, and any member of the Organization and Compensation Committee may be removed by the Board of the Directors. The Chairman of the Organization and Compensation Committee shall be designated by the Board of Directors, *provided* that if the Board of Directors does not so designate a Chairman, the members of the Organization and Compensation Committee, by majority vote, may designate a Chairman.

3. Meetings. The Organization and Compensation Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities. The Organization and Compensation Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Organization and Compensation Committee shall maintain minutes of its meetings and records relating to those meetings and provide a report of its meetings to the Board of Directors.

4. Functions. The Organization and Compensation Committee shall perform the following functions:
 - (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 of Directors), determine and approve the Chief Executive Officer's compensation level based on this evaluation.

 - (b) Annually review and approve the Corporation's executive compensation structure and policies, including the establishment and adjustment of base salaries of executive officers, annual and long-term incentive targets for executive officers and incentive payments to executive 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;

- (c) Prepare any report on executive compensation required by the rules and regulations of the Securities and Exchange Commission;
- (d) Approve the terms of any offer of employment to any person who would be an executive officer of the Corporation;
- (e) Annually determine 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, consistent with achievement of such goals and targets;
- (f) Approve 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;
- (g) Review and recommend to the Board of Directors 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 and approve management proposals regarding other compensation and benefit programs, plans and guidelines;
- (i) Annually review and advise the Board of Directors 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 senior executive;
- (j) Review 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;
- (k) Report periodically to the Board of Directors on significant results of the foregoing activities;
- (l) Perform such other functions as may be allocated to the Organization and Compensation Committee under the terms of the Corporation's employee benefit and executive compensation plans; and
- (m) Review the performance of this Committee on an annual basis.

5. Other Authority. The Organization and Compensation Committee is authorized to confer with Corporation management, other employees and retain outside consultants to the extent it may deem necessary or appropriate to fulfill its duties. This includes sole authority to retain, approve the fees and other retention terms of, and terminate any compensation consultant engaged to assist in the evaluation of director, Chief Executive Officer or other executive compensation.

6. Redelegation. 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 management committee or to named employees or officers of the Corporation.

February 9, 2005