

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

1. Purpose and Function. The purpose and function of the Corporate Governance and Nominating Committee (the "Committee") is:

Governance:

- (a) Develop and recommend to the Board of Directors such corporate and Board governance principles as may be deemed necessary by the Committee to ensure that the Corporation effectively protects and enhances shareholder value, and to review those principles at least once a year;
- (b) Monitor the practices of the Board of Directors and senior management to ensure compliance with the Corporation's corporate governance principles;
- (c) Evaluate and review the performance of the Board of Directors as a whole in order to increase the overall effectiveness of the Board of Directors, and report the results of its evaluation to the Board of Directors annually;
- (d) Recommend ways in which the Board of Directors could improve its performance; and
- (e) Review and recommend to the Board of Directors compensation for the outside directors.

Nominating:

- (a) Develop criteria for Board of Director's membership;
- (b) Evaluate the qualifications of candidates and incumbents for election as a director of the Corporation;
- (c) Review the performance of incumbent directors upon the expiration of their terms;
- (d) Recommend candidates for election to the Board of Directors following the review of the performance of incumbent directors, including nominees to stand for election as directors at an annual or special meeting of stockholders;
- (e) Consider the nomination by any stockholder of a candidate for election as a director of the Corporation, *provided* that the stockholder 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;

- (f) Nominate candidates to fill any vacancies in the Board of Directors; and
 - (g) Make recommendations regarding the size of the Board of Directors.
2. Composition. The Committee shall be comprised of two or more directors, or some other number to be determined from time to time by resolution of the Board of Directors. Each member of the Committee must meet the independent director standards as set forth in relevant law and the rules of the New York Stock Exchange. The Chairman of the Governance and Nominating Committee will be designated by the Board of Directors. However, if the Board of Directors does not so designate a Chairman, the members of the Committee may do so by majority vote.
 3. Meetings. The Committee shall determine the number and timing of meetings necessary to carry out its duties and responsibilities. The 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 Committee shall maintain minutes of its meetings, provide a report of its meetings to the Board of Directors, and maintain any other records relating to the meetings that are deemed necessary by the Committee.
 4. Performance Evaluation. The Committee shall review its performance on an annual basis.
 5. Delegation to Subcommittee. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee.
 6. Resources and Authority of Committee. The Committee is authorized to confer with Corporation management and other employees to the extent it may deem necessary or appropriate to fulfill its duties. The Governance and Nominating Committee shall have sole authority to select and retain a consultant or search firm, to terminate any consultant or search firm retained by it, and to approve the consultant or search firm's fees and other retention terms.

February 11, 2004