

VISTEON CORPORATION
CORPORATE RESPONSIBILITY COMMITTEE

CHARTER

1. Purpose. The purpose of the Corporate Responsibility Committee (the "Committee") is to review and oversee the Corporation's policies, practices and performance with respect to corporate citizenship and public policy considerations affecting the Corporation's relationship and reputation with its key stakeholders, including its shareholders, employees, communities and customers.
2. Composition. The Committee shall be comprised of three or more non-employee directors, or some other number to be determined from time to time by resolution of the Board of Directors (upon recommendation of the Corporate Governance and Nominating Committee). The Chairman of the Committee will be designated by the Board of Directors, except that, 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. Duties and Responsibilities. In furtherance of its purpose, the Committee shall:
 - (a) Understand Visteon's business activities that relate most directly to matters of public policy and corporate citizenship, including environmental stewardship, corporate giving, community involvement, and government relations.
 - (b) Review and develop recommendations to management to assist it in formulating and adopting policies, programs, practices and strategies concerning such corporate citizenship and public policy matters;
 - (c) Review and assess the adequacy of this Charter on an annual basis; and
 - (d) Review the Committee's performance on an annual basis.

The duties and responsibilities set forth above are meant to serve as guidelines, with the understanding that the Committee may diverge from the specific duties as enumerated as necessary or appropriate to the circumstances.

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 Committee shall have the authority to select and retain a consultant or outside advisor, to terminate any consultant or outside advisor retained by it, and to approve the consultant or outside advisor's fees and other retention terms.

December 10, 2003