UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

FORM 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2023

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ___________ to ___________

Commission file number 001-15827

VISTEON CORPORATION

(Exact name of registrant as specified in its charter)

State of Delaware	**38-3519512**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One Village Center Drive, Van Buren Township, Michigan	**48111**
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code: (800)-VISTEON

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, Par Value $.01 Per Share	VC	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ✓ No__

Indicate by check mark whether the registrant: has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ✓ No __

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ✓ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ✓

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ✓ No ☐

As of April 20, 2023, the registrant had outstanding 28,349,493 shares of common stock.

Exhibit index located on page number 34.

Visteon Corporation and Subsidiaries

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Part I
Financial Information

Item 1. Condensed Consolidated Financial Statements

VISTEON CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In millions except per share amounts)
(Unaudited)

	Three Months Ended March 31,	
	2023	**2022**
Net sales	$ 967	$ 818
Cost of sales	(857)	(742)
Gross margin	110	76
Selling, general and administrative expenses	(52)	(44)
Restructuring and impairment	(1)	(7)
Interest expense	(5)	(3)
Interest income	2	1
Equity in net income (loss) of non-consolidated affiliates	(5)	3
Other income, net	3	5
Income (loss) before income taxes	52	31
Provision for income taxes	(14)	(8)
Net income (loss)	38	23
Less: Net (income) loss attributable to non-controlling interests	(4)	(1)
Net income (loss) attributable to Visteon Corporation	$ 34	$ 22
Comprehensive income (loss)	$ 53	$ 27
Less: Comprehensive (income) loss attributable to non-controlling interests	(3)	(1)
Comprehensive income (loss) attributable to Visteon Corporation	$ 50	$ 26
Basic earnings (loss) per share attributable to Visteon Corporation	$ 1.21	$ 0.79
Diluted earnings (loss) per share attributable to Visteon Corporation	$ 1.18	$ 0.77

See accompanying notes to the condensed consolidated financial statements.

VISTEON CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions)

	(Unaudited) March 31, 2023	December 31, 2022
ASSETS		
Cash and equivalents	$ 484	$ 520
Restricted cash	3	3
Accounts receivable, net	695	672
Inventories, net	358	348
Other current assets	124	167
Total current assets	1,664	1,710
Property and equipment, net	365	364
Intangible assets, net	95	99
Right-of-use assets	127	124
Investments in non-consolidated affiliates	44	49
Other non-current assets	110	104
Total assets	$ 2,405	$ 2,450
LIABILITIES AND EQUITY		
Short-term debt	$ 21	$ 13
Accounts payable	605	657
Accrued employee liabilities	77	90
Current lease liability	30	29
Other current liabilities	231	246
Total current liabilities	964	1,035
Long-term debt, net	331	336
Employee benefits	112	115
Non-current lease liability	99	99
Deferred tax liabilities	28	27
Other non-current liabilities	64	64
Stockholders' equity:		
Preferred stock (par value $0.01, 50 million shares authorized, none outstanding as of March 31, 2023 and December 31, 2022)	—	—
Common stock (par value $0.01, 250 million shares authorized, 55 million shares issued, 28.3 and 28.2 million shares outstanding as of March 31, 2023 and December 31, 2022, respectively)	1	1
Additional paid-in capital	1,334	1,352
Retained earnings	1,822	1,788
Accumulated other comprehensive loss	(197)	(213)
Treasury stock	(2,240)	(2,253)
Total Visteon Corporation stockholders' equity	720	675
Non-controlling interests	87	99
Total equity	807	774
Total liabilities and equity	$ 2,405	$ 2,450

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See accompanying notes to the condensed consolidated financial statements.

VISTEON CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Three Months Ended March 31,	
	2023	**2022**
Operating Activities		
Net income (loss)	$ 38	$ 23
Adjustments to reconcile net income (loss) to net cash provided from (used by) operating activities:		
Depreciation and amortization	29	27
Non-cash stock-based compensation	8	5
Equity in net loss (income) of non-consolidated affiliates, net of dividends remitted	5	(3)
Impairments	—	4
Other non-cash items	(2)	1
Changes in assets and liabilities:		
Accounts receivable	(13)	6
Inventories	(5)	(71)
Accounts payable	(59)	25
Other assets and other liabilities	(20)	(38)
Net cash used by operating activities	(19)	(21)
Investing Activities		
Capital expenditures, including intangibles	(21)	(21)
Contributions to equity method investments	—	(1)
Other	1	1
Net cash used by investing activities	(20)	(21)
Financing Activities		
Short-term debt, net	3	(4)
Dividends paid to non-controlling interests	(8)	—
Net cash used by financing activities	(5)	(4)
Effect of exchange rate changes on cash	8	(4)
Net decrease in cash, equivalents, and restricted cash	(36)	(50)
Cash, equivalents, and restricted cash at beginning of the period	523	455
Cash, equivalents, and restricted cash at end of the period	$ 487	$ 405

See accompanying notes to the condensed consolidated financial statements.

VISTEON CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(In millions)
(Unaudited)

	Total Visteon Corporation Stockholders' Equity							
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total Visteon Corporation Stockholders' Equity	Non-Controlling Interests	Total Equity
December 31, 2022	$ 1	$ 1,352	$ 1,788	$ (213)	$ (2,253)	$ 675	$ 99	$ 774
Net income (loss)	—	—	34	—	—	34	4	38
Other comprehensive income (loss)	—	—	—	16	—	16	(1)	15
Stock-based compensation, net	—	(18)	—	—	13	(5)	—	(5)
Dividends to non-controlling interests	—	—	—	—	—	—	(15)	(15)
March 31, 2023	$ 1	$ 1,334	$ 1,822	$ (197)	$ (2,240)	$ 720	$ 87	$ 807

	Total Visteon Corporation Stockholders' Equity							
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total Visteon Corporation Stockholders' Equity	Non-Controlling Interests	Total Equity
December 31, 2021	$ 1	$ 1,349	$ 1,664	$ (229)	$ (2,269)	$ 516	$ 100	$ 616
Net income (loss)	—	—	22	—	—	22	1	23
Other comprehensive income (loss)	—	—	—	4	—	4	—	4
Stock-based compensation, net	—	(10)	—	—	9	(1)	—	(1)
March 31, 2022	$ 1	$ 1,339	$ 1,686	$ (225)	$ (2,260)	$ 541	$ 101	$ 642

See accompanying notes to the condensed consolidated financial statements.

VISTEON CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1. Summary of Significant Accounting Policies

Basis of Presentation - Interim Financial Statements

The condensed consolidated financial statements of Visteon Corporation and Subsidiaries (the "Company" or "Visteon") have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with the rules and regulations of the United States Securities and Exchange Commission ("SEC") have been condensed or omitted pursuant to such rules and regulations. These interim condensed consolidated financial statements include all adjustments (consisting of normal recurring adjustments, except as otherwise disclosed) that management believes are necessary for a fair presentation of the results of operations, financial position, stockholders' equity, and cash flows of the Company for the interim periods presented. Interim results are not necessarily indicative of full-year results.

Use of Estimates: The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect amounts reported herein. Considerable judgment is involved in making these determinations and the use of different estimates or assumptions could result in significantly different results. Management believes its assumptions and estimates are reasonable and appropriate. However, actual results could differ from those reported herein. Events and changes in circumstances arising after March 31, 2023, including those resulting from the impacts of COVID-19 and the subsequent semiconductor supply shortage, as further described in Note 14, "Commitments and Contingencies", will be reflected in management's estimates in future periods.

Segment: The Company's reportable segment is Electronics. The Electronics segment provides vehicle cockpit electronics products to customers, including digital instrument clusters, domain controllers with integrated advanced driver assistance systems ("ADAS"), displays, Android-based infotainment systems , and battery management systems. As the Company has one reportable segment, net sales, total assets, depreciation, amortization and capital expenditures are equal to consolidated results.

Allowance for Doubtful Accounts: The Company establishes an allowance for doubtful accounts for accounts receivable based on the current expected credit loss impairment model ("CECL"). The Company applies a historical loss rate based on historic write-offs by region to aging categories. The historical loss rate is adjusted for current conditions and reasonable and supportable forecasts of future losses, as necessary. The Company may also record a specific reserve for individual accounts when the Company becomes aware of specific customer circumstances, such as in the case of a bankruptcy filing or deterioration in the customer's operating results or financial position. The allowance for doubtful accounts was $6 million and $5 million as of March 31, 2023 and December 31, 2022, respectively.

NOTE 2. Non-Consolidated Affiliates

Investments in Affiliates

The Company's investments in non-consolidated equity method affiliates include the following:

(In millions)	March 31, 2023	December 31, 2022
Yanfeng Visteon Investment Co., Ltd. ("YFVIC") (50%)	$ 19	$ 25
Limited partnerships	13	13
Other	12	11
Total investments in non-consolidated affiliates	$ 44	$ 49

Variable Interest Entities

The Company evaluates whether joint ventures in which it has invested are Variable Interest Entities ("VIE") at the start of each new venture and when a reconsideration event has occurred. The Company consolidates a VIE if it is determined to be the primary beneficiary of the VIE having both the power to direct the activities of the VIE that most significantly impact the entity's economic performance and the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE.

The Company determined that YFVIC is a VIE. The Company holds a variable interest in YFVIC primarily related to its ownership interests and subordinated financial support. The Company and Yangfeng Automotive Trim Systems Co. Ltd. ("YF") each own 50% of YFVIC and neither entity has the power to control the operations of YFVIC; therefore, the Company is not the primary beneficiary of YFVIC and does not consolidate the joint venture.

The Company's investments in YFVIC consists of the following:

(In millions)	March 31, 2023	December 31, 2022
Payables due to YFVIC	$ 15	$ 38
Exposure to loss in YFVIC:		
Investment in YFVIC	$ 19	$ 25
Receivables due from YFVIC	18	48
Maximum exposure to loss in YFVIC	$ 37	$ 73

Equity Investments

In 2018, the Company committed to make a $15 million investment in two entities principally focused on the automotive sector pursuant to limited partnership agreements. As a limited partner in each entity, the Company will periodically make capital contributions toward this total commitment amount. Through March 31, 2023, the Company had contributed approximately $11 million to these entities. These investments are classified as equity method investments.

NOTE 3. Restructuring and Impairments

Given the economically-sensitive and highly competitive nature of the automotive electronics industry, the Company continues to closely monitor current market factors and industry trends, taking action as necessary which may include restructuring actions. However, there can be no assurance that any such actions will be sufficient to fully offset the impact of adverse factors on the Company or its results of operations, financial position and cash flows.

During the three months ended March 31, 2023 and 2022, the Company recorded $1 million and $3 million of restructuring expense primarily related to employee severance, respectively.

Current restructuring actions include the following:

- During 2022, the Company approved a restructuring plan, primarily impacting Europe, in order to improve efficiencies and rationalize the Company's footprint, including liquidation of operations in Russia. As of March 31, 2023, $1 million remains accrued related to these actions.
- During 2021, the Company approved various restructuring programs impacting engineering, administrative, and manufacturing functions to improve efficiency and rationalize the Company's footprint. As of March 31, 2023, $2 million remains accrued related to these programs.
- During 2020, the Company approved various restructuring programs impacting engineering, administrative, and manufacturing functions to improve efficiency and rationalize the Company's footprint. During the first quarter of 2023, the Company recorded $1 million of costs for cash severance and termination costs related to these programs. As of March 31, 2023, $3 million remains accrued related to these programs.
- During prior periods the Company approved various restructuring programs to improve efficiencies which do not relate to the programs described above. As of March 31, 2023, $2 million remains accrued related to these previously announced actions.
- As of March 31, 2023, the Company retained restructuring reserves as part of the Company's divestiture of the majority of its global Interiors business (the "Interiors Divestiture") of $1 million associated with completed programs for the fundamental reorganization of operations at facilities in Brazil and France.

Restructuring Reserves

The Company's restructuring reserves and related activity are summarized below.

(In millions)		
December 31, 2022	$	11
Change in estimate		1
Payments		(3)
March 31, 2023	$	9

Impairments

The Company evaluates its long-lived assets for impairment whenever events or circumstances indicate the value of these long-lived asset groups are not recoverable.

During the first quarter of 2022, due to the current geopolitical situation in Eastern Europe, the Company elected to close the Russian facility resulting in a non-cash impairment charge of $4 million to fully impair property and equipment and reduce inventory to its net realizable value.

NOTE 4. Inventories

Inventories, net consist of the following components:

(In millions)		**March 31, 2023**		**December 31, 2022**
Raw materials	$	288	$	291
Work-in-process		36		26
Finished products		34		31
	$	358	$	348

NOTE 5. Goodwill and Other Intangible Assets

Intangible assets, net are comprised of the following:

(In millions)	Estimated Weighted Average Useful Life (years)	March 31, 2023 Gross Intangibles	March 31, 2023 Accumulated Amortization	March 31, 2023 Net Intangibles	December 31, 2022 Gross Intangibles	December 31, 2022 Accumulated Amortization	December 31, 2022 Net Intangibles
Definite-Lived:							
Developed technology	10	$ 40	$ (39)	$ 1	$ 40	$ (39)	$ 1
Customer related	10	89	(81)	8	88	(77)	11
Capitalized software development	5	50	(17)	33	50	(16)	34
Other	32	17	(10)	7	17	(9)	8
Subtotal		196	(147)	49	195	(141)	54
Indefinite-Lived:							
Goodwill		46	—	46	45	—	45
Total		$ 242	$ (147)	$ 95	$ 240	$ (141)	$ 99

Capitalized software development consists of software development costs intended for integration into customer products.

NOTE 6. Other Assets

Other current assets are comprised of the following components:

(In millions)	March 31, 2023	December 31, 2022
Recoverable taxes	$ 41	$ 55
Contractually reimbursable engineering costs	35	35
Prepaid assets and deposits	25	18
Joint venture receivables	18	49
China bank notes	1	6
Other	4	4
	$ 124	$ 167

The Company receives bank notes from certain customers in China to settle trade accounts receivable. The collection of such bank notes are included in operating cash flows based on the substance of the underlying transactions which are operating in nature. The Company redeemed $93 million and $46 million of China bank notes during the three months ended March 31, 2023 and 2022, respectively. Remaining amounts outstanding at third-party institutions related to sold bank notes will mature by September 30, 2023.

Other non-current assets are comprised of the following components:

(In millions)	March 31, 2023	December 31, 2022
Deferred tax assets	$ 43	$ 42
Contractually reimbursable engineering costs	26	25
Recoverable taxes	11	11
Other	30	26
	$ 110	$ 104

Current and non-current contractually reimbursable engineering costs are related to pre-production design and development costs incurred pursuant to long-term supply arrangements that are contractually guaranteed for reimbursement by customers. The Company expects to receive cash reimbursement payments of $27 million during the remainder of 2023, $27 million in 2024, $6 million in 2025, $1 million in 2026, and less than $1 million in 2027 and beyond.

NOTE 7. Other Liabilities

Other current liabilities are summarized as follows:

(In millions)	March 31, 2023	December 31, 2022
Deferred income	$ 64	$ 55
Non-income taxes payable	33	35
Product warranty and recall accruals	32	31
Income taxes payable	18	22
Joint venture payables	15	39
Royalty reserves	13	14
Dividends payable	8	1
Restructuring reserves	5	6
Other	43	43
	$ 231	$ 246

Other non-current liabilities are summarized as follows:

(In millions)	March 31, 2023	December 31, 2022
Product warranty and recall accruals	$ 22	$ 20
Deferred income	12	14
Income tax reserves	7	7
Restructuring reserves	4	5
Other	19	18
	$ 64	$ 64

NOTE 8. Debt

The Company’s debt consists of the following:

(In millions)	March 31, 2023		December 31, 2022	
Short-Term Debt:				
Current portion of long-term debt	$	18	$	13
Short-term borrowings		3		—
	$	21	$	13
Long-Term Debt:				
Term debt facility, net	$	331	$	336

As of December 31, 2021, the Company's credit agreement ("Credit Agreement") includes a $350 million Term Facility maturing March 24, 2024 and a $400 million Revolving Credit Facility.

On July 19, 2022, the Company entered into a new amendment to the Credit Agreement to, among other things, extend the maturity dates of both facilities. The amended Revolving Credit Facility and Term Facility mature on July 19, 2027. The amendment changed the method the Term Loan and Revolving Credit Facility accrue interest from a LIBOR-based rate to a Secured Overnight Financing Rate ("SOFR") based rate.

Short-Term Debt

Terms of the amended credit facility require a quarterly principal payment equal to 1.25% of the original term debt balance. The first required payment is due during the second quarter 2023.

As of March 31, 2023, the Company has $3 million in other short-term borrowings, primarily at the Company's subsidiaries. The Company's subsidiaries have access to $146 million of capacity under short-term credit facilities.

Long-Term Debt

The Company has no outstanding borrowings on the Revolving Credit Facility as of March 31, 2023 and December 31, 2022.

Interest on the Term Facility and Revolving Credit Facility accrue interest at a rate equal to a SOFR-based rate plus an applicable margin of between 1% and 1.75% determined by the Company's total gross leverage ratio.

The Credit Agreement requires compliance with customary affirmative and negative covenants and contains customary events of default. The Revolving Credit Facility also requires that the Company maintain a total net leverage ratio no greater than 3.50:1.00. During any period when the Company’s corporate and family ratings meet investment grade ratings, certain of the negative covenants are suspended.

The Revolving Credit Facility also provides $75 million availability for the issuance of letters of credit and a maximum of $20 million for swing line borrowings. Any amount of the facility utilized for letters of credit or swing line loans outstanding will reduce the amount available under the existing Revolving Credit Facility. The Company may request increases in the limits under the Credit Agreement and may request the addition of one or more term loan facilities. Outstanding borrowings may be prepaid without penalty (other than borrowings made for the purpose of reducing the effective interest rate margin or weighted average yield of the loans). There are mandatory prepayments of principle in connection with: (i) excess cash flow sweeps above certain leverage thresholds, (ii) certain asset sales or other dispositions, (iii) certain refinancing of indebtedness and (iv) over-advances under the Revolving Credit Facility. There are no excess cash flow sweeps required at the Company’s current leverage level.

All obligations under the Credit Agreement and obligations with respect to certain cash management services and swap transaction agreements between the Company and its lenders are unconditionally guaranteed by certain of the Company’s subsidiaries. Under the terms of the Credit Agreement, any amounts outstanding are secured by a first-priority perfected lien on substantially all property of the Company and the subsidiaries party to the security agreement, subject to certain limitations.

Other

The Company has a $5 million letter of credit facility, whereby the Company is required to maintain a cash collateral account equal to 103% (110% for non-U.S. dollar denominated letters) of the aggregate stated amount of issued letters of credit and must reimburse any amounts drawn under issued letters of credit. The Company had $2 million of outstanding letters of credit issued under this facility secured by restricted cash, as of March 31, 2023 and December 31, 2022. Additionally, the Company had $3 million of locally issued bank guarantees and letters of credit as of March 31, 2023 and December 31, 2022, to support various tax appeals, customs arrangements and other obligations at its local affiliates.

NOTE 9. Employee Benefit Plans

The Company's net periodic benefit costs for all defined benefit plans for the three month periods ended March 31, 2023 and 2022 were as follows:

	U.S. Plans		Non-U.S. Plans	
(In millions)	2023	2022	2023	2022
Costs Recognized in Income:				
Pension service cost:				
Service cost	$ —	$ —	$ —	$ —
Pension financing benefits (cost):				
Interest cost	$ (8)	$ (5)	$ 2	$ (2)
Expected return on plan assets	10	10	(2)	2
Amortization of gains and other	1	—	—	—
Total pension financing benefits:	3	5	—	—
Net pension benefit (cost)	$ 3	$ 5	$ —	$ —

Pension financing benefits are classified as Other income, net on the Company's condensed consolidated statements of comprehensive income.

During the three months ended March 31, 2023, cash contributions to the Company's defined benefit plans were $1 million related to its non-U.S. plans. The Company estimates that total cash contributions to its non-U.S. defined benefit pension plans during 2023 will be $5 million.

NOTE 10. Income Taxes

During the three month period ended March 31, 2023, the Company recorded a provision for income tax of $14 million which reflects income tax expense in countries where the Company is profitable, accrued withholding taxes, and the inability to record a tax benefit for pretax losses and/or recognize expense for pretax income in certain jurisdictions, including the United States ("U.S."), due to valuation allowances. Pretax losses in jurisdictions where valuation allowances are maintained and no income tax benefits are recognized totaled $11 million and $10 million for the three month periods ended March 31, 2023 and March 31, 2022, respectively, resulting in an increase in the Company's effective tax rate in those years.

The Company's provision for income taxes in interim periods is computed by applying an estimated annual effective tax rate against income before income taxes, excluding equity in net income of non-consolidated affiliates for the period. Effective tax rates vary from period to period as separate calculations are performed for those countries where the Company's operations are profitable and whose results continue to be tax-effected and for those countries where full deferred tax valuation allowances exist and are maintained.

The need to maintain valuation allowances against deferred tax assets in the U.S. and other affected countries will cause variability in the Company’s quarterly and annual effective tax rates. Full valuation allowances against deferred tax assets in the U.S. and applicable foreign countries will be maintained until sufficient positive evidence exists to reduce or eliminate them. The Company evaluates its deferred income taxes quarterly to determine if valuation allowances are required or should be adjusted. Based on the Company’s current assessment, it is possible that sufficient positive evidence may be available to release all, or a portion, of its U.S. valuation allowance within the next year. Release of all, or a portion, of the valuation allowance would result in the recognition of certain deferred tax assets and a decrease to income tax expense for the period the release is recorded.

During the first quarter of 2023, there were no material changes in unrecognized tax benefits. The long-term portion of uncertain income tax positions (including interest) of $7 million is included in other non-current liabilities on the condensed consolidated balance sheet, while $5 million is reflected as a reduction of deferred tax assets included in Other non-current assets on the condensed consolidated balance sheet. Outstanding income tax refund claims related primarily to India and Brazil jurisdictions, total $6 million as of March 31, 2023, and are included in other non-current assets on the condensed consolidated balance sheets.

NOTE 11. Stockholders’ Equity and Non-controlling Interests

Non-Controlling Interests

The Company's non-controlling interests are as follows:

(In millions)	March 31, 2023	December 31, 2022
Shanghai Visteon Automotive Electronics, Co., Ltd.	$ 48	$ 45
Yanfeng Visteon Automotive Electronics Co., Ltd.	22	37
Changchun Visteon FAWAY Automotive Electronics, Co., Ltd.	15	15
Other	2	2
	$ 87	$ 99

Accumulated Other Comprehensive Income (Loss)

Changes in Accumulated other comprehensive income (loss) (“AOCI”) and reclassifications out of AOCI by component include:

	Three Months Ended March 31,	
(In millions)	2023	2022
Changes in AOCI:		
Beginning balance	$ (213)	$ (229)
Other comprehensive income (loss) before reclassification, net of tax	15	4
Amounts reclassified from AOCI	1	—
Ending balance	$ (197)	$ (225)
Changes in AOCI by Component:		
Foreign currency translation adjustments		
Beginning balance	$ (210)	$ (149)
Other comprehensive income (loss) before reclassification, net of tax (a)	21	(7)
Ending balance	(189)	(156)
Net investment hedge		
Beginning balance	12	4
Other comprehensive income (loss) before reclassification, net of tax (a)	(1)	8
Amounts reclassified from AOCI	—	(2)
Ending balance	11	10
Benefit plans		
Beginning balance	(25)	(81)
Other comprehensive income (loss) before reclassification, net of tax (b)	—	—
Amounts reclassified from AOCI	(1)	1
Ending balance	(26)	(80)
Unrealized hedging gain (loss)		
Beginning balance	10	(3)
Other comprehensive income (loss) before reclassification, net of tax (c)	(5)	3
Amounts reclassified from AOCI	2	1
Ending balance	7	1
Total AOCI	$ (197)	$ (225)

(a) There were no income tax effects for either period due to the valuation allowance.
(b) Net tax expense was less than $1 million related to benefit plans for the three months ended March 31, 2023 and 2022, respectively.
(c) There were no income tax effects related to unrealized hedging gain (loss) for either period due to the valuation allowance.

Share Repurchase Program

On March 2, 2023 the Company's board of directors authorized $300 million of share repurchase of its shares of common stock through December 31, 2026. As of March 31, 2023, the Company has repurchased no shares under this program.

NOTE 12. Earnings Per Share

Basic earnings per share is calculated by dividing net income attributable to Visteon by the weighted average number of shares of common stock outstanding. Diluted earnings per share is calculated by dividing net income by the weighted average number of common and potentially dilutive common shares outstanding. Performance based share units are considered contingently issuable shares and are included in the computation of diluted earnings per share based on the number of shares that would be issuable if the reporting date were the end of the contingency period and if the result would be dilutive.

The table below provides details underlying the calculations of basic and diluted earnings per share:

	Three Months Ended March 31,	
(In millions, except per share amounts)	**2023**	**2022**
Numerator:		
Net income (loss) attributable to Visteon	$ 34	$ 22
Denominator:		
Average common stock outstanding - basic	28.2	28.0
Dilutive effect of performance based share units and other	0.5	0.4
Diluted shares	28.7	28.4
Basic and Diluted Per Share Data:		
Basic earnings (loss) per share attributable to Visteon	$ 1.21	$ 0.79
Diluted earnings (loss) per share attributable to Visteon:	$ 1.18	$ 0.77

NOTE 13. Fair Value Measurements and Financial Instruments

Fair Value Measurements

The Company uses a three-level fair value hierarchy that categorizes assets and liabilities measured at fair value based on the observability of the inputs utilized in the valuation. The fair value hierarchy gives the highest priority to the quoted prices in active markets for identical assets and liabilities and lowest priority to unobservable inputs.

- Level 1 – Financial assets and liabilities whose values are based on unadjusted quoted market prices for identical assets and liabilities in an active market that the Company has the ability to access.
- Level 2 – Financial assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable for substantially the full term of the asset or liability.
- Level 3 – Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

Items Measured at Fair Value on a Recurring Basis

The Company is exposed to various market risks including, but not limited to, changes in foreign currency exchange rates and market interest rates. The Company manages these risks, in part, through the use of derivative financial instruments. The use of derivative financial instruments creates exposure to credit loss in the event of nonperformance by the counterparty to the derivative financial instruments. The Company limits this exposure by entering into agreements including master netting arrangements directly with a variety of major highly rated financial institutions that are expected to fully satisfy their obligations under the contracts. Additionally, the Company's ability to utilize derivatives to manage risks is dependent on credit and market conditions. The Company presents its derivative positions and any related material collateral under master netting arrangements that provide for the net settlement of contracts, by counterparty, in the event of default or termination.

Derivative financial instruments are measured at fair value on a recurring basis under an income approach using industry-standard models that consider various assumptions, including time value, volatility factors, current market and contractual prices for the underlying, and non-performance risk. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument or may derived from observable data. Accordingly, the Company's currency instruments are classified as Level 2, "Other Observable Inputs" in the fair value hierarchy.

The Company presents its derivative positions and any related material collateral under master netting arrangements that provide for the net settlement of contracts, by counterparty, in the event of default or termination. Derivative financial instruments are included in the Company's condensed consolidated balance sheets. There is no cash collateral on any of these derivatives.

Cross Currency Swaps: The Company has executed cross-currency swap transactions intended to mitigate the variability of the U.S. dollar value of its investment in certain of its non-U.S. entities. These swaps are designated as net investment hedges and the Company has elected to assess hedge effectiveness under the spot method. Accordingly, changes in the fair value of the swaps are recorded as a cumulative translation adjustment in AOCI in the Consolidated Balance Sheet.

During 2022, the Company terminated existing cross currency swaps and received $9 million upon settlement. Subsequently, the Company executed new cross-currency swap transactions. As of March 31, 2023, the Company had cross-currency swaps with aggregate notional amounts of $200 million intended to mitigate the variability of U.S. dollar value investment in certain of its non-U.S. entities. These swaps are designated as net investment hedges. There was no ineffectiveness associated with such derivatives as of March 31, 2023, and the fair value of these derivatives is a non-current liability of $9 million. As of March 31, 2023, a gain of approximately $3 million is expected to be reclassified out of accumulated other comprehensive income into earnings within the next 12 months.

As of December 31, 2022, the fair value of these derivatives is a non-current liability of $8 million.

Interest Rate Swaps: The Company utilizes interest rate swap instruments to manage its exposure and to mitigate the impact of interest rate variability. The swaps are designated as cash flow hedges, accordingly, the effective portion of the changes in fair value is recognized in accumulated other comprehensive income. Subsequently, the accumulated gains and losses recorded in equity are reclassified to income in the period during which the hedged exposure impacts earnings.

During 2022, the Company terminated existing interest rate swaps and received less than $1 million upon settlement. Subsequently, the Company executed new interest rate swap instruments. As of March 31, 2023, the Company had interest rate swaps with aggregate notional amounts of $250 million. The fair value of these derivatives is an non-current asset of $8 million as of March 31, 2023. As of March 31, 2023, a loss of approximately $5 million is expected to be reclassified out of accumulated other comprehensive income into earnings within the next twelve months.

As of December 31, 2022, the fair value of these derivatives is an non-current asset of $10 million.

Financial Statement Presentation

Gains and losses on derivative financial instruments for the three months ended March 31, 2023 and 2022 are as follows:

	Recorded Income (Loss) into AOCI, net of tax		Reclassified from AOCI into Income (Loss)		Recorded in (Income) Loss	
(In millions)	2023	2022	2023	2022	2023	2022
Three months ended March 31,						
Foreign currency risk - Cost of sales:						
Foreign currency derivative	$ —	$ —	$ —	$ —	$ —	$ 3
Interest rate risk - Interest expense, net:						
Interest rate swap	(5)	3	(2)	(1)	—	—
Net investment hedges	(1)	8	—	2	—	—
	$ (6)	$ 11	$ (2)	$ 1	$ —	$ 3

Items Not Carried at Fair Value

The Company's fair value of debt was $342 million and $336 million as of March 31, 2023 and December 31, 2022, respectively. Fair value estimates were based on the current rates offered to the Company for debt of the same remaining maturities. Accordingly, the Company's debt fair value disclosures are classified as Level 2 in the fair value hierarchy.

Concentrations of Credit Risk

Financial instruments including cash equivalents, derivative contracts, and accounts receivable, expose the Company to counterparty credit risk for non-performance. The Company’s counterparties for cash equivalents and derivative contracts are banks and financial institutions that meet the Company’s credit rating requirements. The Company’s counterparties for derivative contracts are substantial investment and commercial banks with significant experience using such derivatives. The Company manages its credit risk pursuant to written policies that specify minimum counterparty credit profile and by limiting the concentration of credit exposure amongst its multiple counterparties.

The Company's credit risk with any single customer does not exceed ten percent of total accounts receivable except for Ford and Nissan/Renault and their affiliates. Ford represents 14% and 16% of the Company's balance as of March 31, 2023 and December 31, 2022, respectively. Nissan/Renault represents 13% and 10% of the Company's balance as of March 31, 2023 and December 31, 2022, respectively.

NOTE 14. Commitments and Contingencies

Litigation and Claims

In 2003, the Local Development Finance Authority of the Charter Township of Van Buren, Michigan issued approximately $28 million in bonds finally maturing in 2032, the proceeds of which were used at least in part to assist in the development of the Company’s U.S. headquarters located in the Township. During January 2010, the Company and the Township entered into a settlement agreement (the “Settlement Agreement”) that, among other things, reduced the taxable value of the headquarters property to current market value. The Settlement Agreement also provided that the Company would negotiate in good faith with the Township, pursuant to the terms of the Settlement Agreement, in the event that property tax payments were inadequate to permit the Township to meet its payment obligations with respect to the bonds. In October 2019, the Township notified the Company that the Township had incurred a shortfall under the bonds of less than $1 million and requested that the Company meet to discuss payment. The parties met in November 2019 but no agreement was reached. On December 9, 2019, the Township commenced litigation against the Company in Michigan’s Wayne County Circuit Court claiming damages of $28 million related to what the Township alleges to be the current shortfall and projected future shortfalls under the bonds. The Company disputes the factual and legal assertions made by the Township and intends to defend the matter vigorously. The Company is not able to estimate the possible loss or range of loss in connection with this matter.

In November 2013, the Company and Halla Visteon Climate Control Corporation (“HVCC”), jointly filed an Initial Notice of Voluntary Self-Disclosure statement with the U.S. Treasury Department’s Office of Foreign Assets Control (“OFAC”) regarding certain sales of automotive HVAC components by a minority-owned, Chinese joint venture of HVCC into Iran. The Company updated that notice in December 2013, and subsequently filed a voluntary self-disclosure regarding these sales with OFAC in March 2014. In May 2014, the Company voluntarily filed a supplementary self-disclosure identifying additional sales of automotive HVAC components by the Chinese joint venture, as well as similar sales involving an HVCC subsidiary in China, totaling $12 million, and filed a final voluntary-self disclosure with OFAC on October 17, 2014. OFAC is currently reviewing the results of the Company’s investigation. Following that review, OFAC may conclude that the disclosed sales resulted in violations of U.S. economic sanctions laws and warrant the imposition of civil penalties, such as fines, limitations on the Company's ability to export products from the United States, and/or referral for further investigation by the U.S. Department of Justice. Any such fines or restrictions may be material to the Company’s financial results in the period in which they are imposed, but the Company is not able to estimate the possible loss or range of loss in connection with this matter. Additionally, disclosure of this conduct and any fines or other action relating to this conduct could harm the Company’s reputation and have a material adverse effect on its business, operating results and financial condition. The Company cannot predict when OFAC will conclude its own review of voluntary self-disclosures or whether it may impose any of the potential penalties described above.

The Company's operations in Brazil are subject to highly complex labor, tax, customs and other laws. While the Company believes that it is in compliance with such laws, it is periodically engaged in litigation regarding the application of these laws. The Company maintained accruals of $8 million for claims aggregating $55 million in Brazil as of March 31, 2023. The amounts accrued represent claims that are deemed probable of loss and are reasonably estimable based on the Company's assessment of the claims and prior experience with similar matters.

The adverse impacts of the COVID-19 pandemic led to a significant reduction in vehicle production in the first half of 2020, which was followed by increased consumer demand and vehicle production schedules in the second half of 2020, particularly in the fourth quarter. Because semiconductor suppliers have been unable to rapidly reallocate production to serve the automotive industry, the surge in demand has led to a worldwide semiconductor supply shortage. The Company's semiconductor suppliers, along with most automotive component supply companies that use semiconductors, have been unable to fully meet the vehicle production demands of our customers due to events which are outside the Company's control, including but not limited to, the COVID-19 pandemic, the global semiconductor shortage, a fire at a semiconductor fabrication facility in Japan, significant weather events impacting semiconductor supplier facilities in the southern United States, and other extraordinary events. The Company is working closely with suppliers and customers to attempt to minimize potential adverse impacts of these events. Certain customers have communicated that they expect the Company to absorb some of the financial impact of their reduced production and are reserving their rights to claim damages arising from supply shortages, however, the Company believes it has a number of legal defenses to such claims and intends to defend any such claims vigorously. The Company has also notified semiconductor suppliers that it will seek compensation from them for failure to deliver sufficient quantities. The Company is not able to estimate the possible loss or range of loss in connection with this matter at this time.

While the Company believes its accruals for litigation and claims are adequate, the final amounts required to resolve such matters could differ materially from recorded estimates and the Company's results of operations and cash flows could be materially affected.

Guarantees and Commitments

As part of 2015 divestitures involving the Company's former climate and interiors businesses, the Company continues to provide lease guarantees to divested Climate and Interiors entities. As of March 31, 2023, the Company has approximately $2 million and $2 million of outstanding guarantees for each of the divested Climate and Interiors entities, respectively. The guarantees represent the maximum potential amount that the Company could be required to pay under the guarantees in the event of default by the guaranteed parties. The guarantees will generally cease upon expiration of current lease agreement which expire in 2026 and 2024 for the Climate and Interiors entities, respectively.

Product Warranty and Recall

Amounts accrued for product warranty and recall claims are based on management’s best estimates of the amounts that will ultimately be required to settle such items. The Company’s estimates for product warranty and recall obligations are developed with support from its sales, engineering, quality and legal functions and include due consideration of contractual arrangements, past experience, current claims and related information, production changes, industry and regulatory developments, and various other considerations. The Company can provide no assurances that it will not experience material claims in the future or that it will not incur significant costs to defend or settle such claims beyond the amounts accrued or beyond what the Company may recover from its suppliers.

The following table provides a rollforward of changes in the product warranty and recall claims liability:

(In millions)	Three Months Ended March 31, 2023	2022
Beginning balance	$ 51	$ 50
Provisions	5	4
Changes in estimates	(1)	2
Currency/other	1	—
Settlements	(2)	(5)
Ending balance	$ 54	$ 51

Other Contingent Matters

Various legal actions, governmental investigations and proceedings and claims are pending or may be instituted or asserted in the future against the Company, including those arising out of alleged defects in the Company's products; governmental regulations relating to safety; employment-related matters; customer, supplier and other contractual relationships; intellectual property rights; product warranties; product recalls; product liability claims; and environmental matters. Some of the foregoing matters may involve compensatory, punitive or antitrust or other treble damage claims in very large amounts, or demands for recall campaigns, environmental remediation programs, sanctions, or other relief which, if granted, would require very large expenditures. The Company enters into agreements that contain indemnification provisions in the normal course of business for which the risks are considered nominal and impracticable to estimate.

Contingencies are subject to many uncertainties, and the outcome of individual litigated matters is not predictable with assurance. Reserves have been established by the Company for matters discussed in the immediately foregoing paragraphs where losses are deemed probable and reasonably estimable. It is possible, however, that some of the matters discussed in the foregoing paragraphs could be decided unfavorably to the Company and could require the Company to pay damages or make other expenditures in amounts, or a range of amounts, that cannot be estimated as of March 31, 2023 and that are in excess of established reserves. The Company does not reasonably expect, except as otherwise described herein, based on its analysis, that any adverse outcome from such matters would have a material effect on the Company's financial condition, results of operations or cash flows, although such an outcome is possible.

NOTE 15. Revenue Recognition and Geographical Information

Financial Information by Geographic Region

Disaggregated net sales by geographical market and product lines is as follows:

(In millions)	Three Months Ended March 31, 2023	2022
Geographical Markets		
Europe	$ 346	$ 283
Americas	276	239
China Domestic	128	142
China Export	83	48
Other Asia-Pacific	177	134
Eliminations	(43)	(28)
	$ 967	$ 818

Disaggregated revenue by product lines is as follows:

(In millions)	Three Months Ended March 31, 2023	2022
Product Lines		
Instrument clusters	$ 474	$ 390
Infotainment	134	110
Cockpit domain controller	113	82
Information displays	97	133
Body and security	59	33
Telematics	18	17
Other	72	53
	$ 967	$ 818

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management’s Discussion and Analysis (“MD&A”) is intended to help the reader understand the results of operations, financial condition, and cash flows of Visteon Corporation (“Visteon” or the “Company”). MD&A is provided as a supplement to, and should be read in conjunction with, the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022 filed with the Securities and Exchange Commission on February 16, 2023 and the financial statements and accompanying notes to the financial statements included elsewhere herein.

Executive Summary

Strategic Priorities

Visteon is a global automotive technology company serving the mobility industry, dedicated to creating more enjoyable, connected, and safe driving experiences. Our platforms leverage proven, scalable hardware and software solutions that enable the digital, electric and autonomous evolution of our global automotive customers. The automotive mobility market is expected to grow faster than underlying vehicle production volumes as the vehicle shifts from analog to digital and towards device and cloud connected, electric vehicles, and vehicles with more advanced safety features.

The Company has laid out the following strategic priorities:

- *Technology Innovation* - The Company is an established global leader in cockpit electronics and is positioned to provide solutions as the industry transitions to the next generation automotive cockpit experience. The cockpit is becoming fully digital, connected, automated, learning, and voice enabled. Visteon's broad portfolio of cockpit electronics technology, the industry's first wireless battery management system, and the development of safety technology integrated into its domain controllers positions Visteon to support these macro trends in the automotive industry.

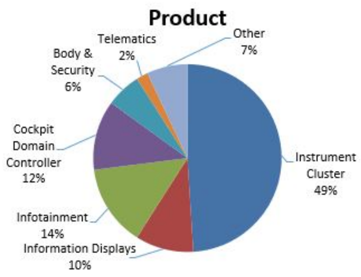
- *Long-Term Growth* - The Company has continued to win business at a rate that exceeds current sales levels by demonstrating product quality, technical and development capability, new product innovation, reliability, timeliness, product design, manufacturing capability, and flexibility, as well as overall customer service.

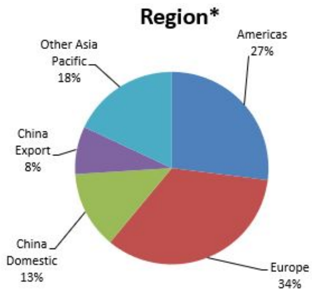
- *Enhance Shareholder Returns While Maintaining a Strong Balance Sheet* - The Company has continued to maintain a strong balance sheet to withstand near-term industry volatility while providing a foundation for future growth and shareholder returns. The Company has also returned approximately $3.3 billion to shareholders since 2015. In March 2023, the Company announced a $300 million share repurchase program maturing at the end of 2026.

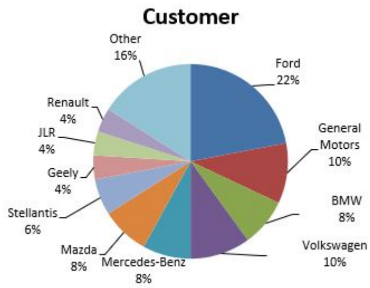
Financial Results

The pie charts below highlight the net sales breakdown for Visteon for the three months ended March 31, 2023.

<u>Three Months Ended March 31, 2023</u>







**Regional net sales are based on the geographic region where sales originate and not where customer is located (excludes inter-regional eliminations).*

Global Automotive Market Conditions and Production Levels

Industry vehicle volumes have increased in 2022 and are forecasted to modestly increase in 2023. However, industry production volumes remain well below recent industry production levels that peaked in 2017. For the last few years, the industry has been negatively impacted by the COVID-19 pandemic, worldwide semiconductor and other supply related shortages, and increased geopolitical challenges. In 2023, we anticipate semiconductor supply will improve while risks related to vehicle affordability, economic uncertainty, and potential geopolitical challenges create ongoing uncertainties. The magnitude of the impact on the financial statements, results of operations, and cash flows will depend on the evolution of the semiconductor supply shortage, plant production schedules, supply chain impacts, and global economic impacts.

Results of Operations - Three Months Ended March 31, 2023 and 2022

The Company's consolidated results of operations for the three months ended March 31, 2023 and 2022 were as follows:

	Three Months Ended March 31,		
(In millions)	2023	2022	Change
Net sales	$ 967	$ 818	$ 149
Cost of sales	(857)	(742)	(115)
Gross margin	110	76	34
Selling, general and administrative expenses	(52)	(44)	(8)
Restructuring and impairment	(1)	(7)	6
Interest expense, net	(3)	(2)	(1)
Equity in net income of non-consolidated affiliates	(5)	3	(8)
Other income, net	3	5	(2)
Provision for income taxes	(14)	(8)	(6)
Net income (loss)	38	23	15
Less: Net (income) loss attributable to non-controlling interests	(4)	(1)	(3)
Net income (loss) attributable to Visteon Corporation	$ 34	$ 22	$ 12
Adjusted EBITDA*	$ 99	$ 71	$ 28

** Adjusted EBITDA is a Non-GAAP financial measure, as further discussed below.*

Net Sales, Cost of Sales and Gross Margin

(In millions)	Net Sales	Cost of Sales	Gross Margin
Three months ended March 31, 2022	$ 818	$ (742)	$ 76
Volume, mix, and net new business	180	(137)	43
Currency	(31)	20	(11)
Customer pricing	15	—	15
Engineering costs, net *	—	(11)	(11)
Cost performance, design changes and other	(15)	13	(2)
Three months ended March 31, 2023	$ 967	$ (857)	$ 110

**Excludes the impact of currency.*

Net sales for the three months ended March 31, 2023 totaled $967 million, representing an increase of $149 million compared with the same period of 2022. Volumes and net new business increased net sales by $180 million due to increases in customer production and continued market outperformance as a result of recent product launches. Unfavorable currency decreased net sales by $31 million, primarily attributable to the euro, Chinese renminbi, and Japanese yen. Net sales increased due to an incremental $15 million of customer pricing, including recoveries, when compared to the same period in 2022. Other cost performance, primarily related to design changes, reduced sales by $15 million.

Cost of sales increased by $115 million for the three months ended March 31, 2023 compared with the same period in 2022. Volume, mix and net new business increased cost of sales by $137 million. Foreign currency decreased cost of sales by $20 million, primarily attributable to the euro, Chinese renminbi, and Japanese yen. Net engineering costs, excluding currency, increased cost of sales by $11 million. Favorable cost performance, design changes and other decreased cost of sales by $13 million primarily due to reduced supply chain and material cost impacts associated with the worldwide semiconductor supply shortage.

A summary of net engineering costs is shown below:

(In millions)	Three Months Ended March 31, 2023	2022
Gross engineering costs	$ (83)	$ (81)
Engineering recoveries	27	33
Engineering costs, net	$ (56)	$ (48)

Gross engineering costs relate to forward model program development and advanced engineering activities and exclude contractually reimbursable engineering costs. Net engineering costs of $56 million for the three months ended March 31, 2023, including the impacts of currency, were $8 million higher than the same period of 2022. This increase is primarily related to the timing of engineering recoveries.

Selling, General and Administrative Expenses

Selling, general, and administrative expenses were $52 million and $44 million, during the three months ended March 31, 2023 and 2022, respectively. The increase is primarily due to increased personnel costs, information technology, marketing expenses, and travel, partially offset by foreign currency.

Restructuring and impairment

During the three months ended March 31, 2023 and 2022, the Company recorded $1 million and $3 million of restructuring expense primarily related to employee severance, respectively.

Due to the current geopolitical situation in Eastern Europe the Company elected to close the Russian facility resulting in a 2022 non-cash impairment charge of $4 million to fully impair property and equipment and reduce inventory to its net realizable value.

Interest Expense, Net

Interest expense, net, for the three months ended March 31, 2023 and 2022 was $3 million and $2 million, respectively. Interest expense for these periods is primarily related to the Company's term debt facility.

Equity in Net Income of Non-Consolidated Affiliates

Equity in net income of non-consolidated affiliates was a loss of $5 million and income of $3 million for the three months ended March 31, 2023 and 2022, respectively. The decrease in income is primarily due to various operational and non-operational charges incurred at an affiliate.

Other Income, Net

Other income, net of $3 million and $5 million for the three-month periods ending March 31, 2023 and 2022 is primarily due to net pension financing benefits.

Income Taxes

The Company's provision for income taxes of $14 million for the three months ended March 31, 2023 represents an increase of $6 million compared with $8 million in the same period of 2022. The increase in tax expense is primarily attributable to the overall increase in net income, including changes in the mix of earnings and differing tax rates between jurisdictions as well as withholding taxes.

Adjusted EBITDA

The Company defines Adjusted EBITDA as net income attributable to the Company adjusted to eliminate the impact of depreciation and amortization, non-cash stock-based compensation expense, provision for income taxes, net interest expense, net income attributable to non-controlling interests, restructuring and impairment expense, equity in net income of non-consolidated affiliates, and other gains and losses not reflective of the Company's ongoing operations.

Adjusted EBITDA is presented as a supplemental measure of the Company's financial performance that management believes is useful to investors because the excluded items may vary significantly in timing or amounts and/or may obscure trends useful in evaluating and comparing the Company's operating activities across reporting periods. Not all companies use identical calculations and, accordingly, the Company's presentation of Adjusted EBITDA may not be comparable to other similarly titled measures of other companies. Adjusted EBITDA is not a recognized term under U.S. GAAP and does not purport to be a substitute for net income as an indicator of operating performance or cash flows from operating activities as a measure of liquidity. Adjusted EBITDA has limitations as an analytical tool and is not intended to be a measure of cash flow available for management's discretionary use, as it does not consider certain cash requirements such as interest payments, tax payments, and debt service requirements. The Company uses Adjusted EBITDA as a factor in incentive compensation decisions and to evaluate the effectiveness of the Company's business strategies. In addition, the Company's credit agreements use measures similar to Adjusted EBITDA to measure compliance with certain covenants.

The reconciliation of net income (loss) attributable to Visteon to Adjusted EBITDA for the three months ended March 31, 2023 and 2022, is as follows:

	Three Months Ended March 31,		
(In millions)	2023	2022	Change
Net income (loss) attributable to Visteon Corporation	$ 34	$ 22	$ 12
Depreciation and amortization	29	27	2
Provision for income taxes	14	8	6
Non-cash, stock-based compensation expense	8	5	3
Interest expense, net	3	2	1
Net income (loss) attributable to non-controlling interests	4	1	3
Restructuring and impairment expense	1	7	(6)
Equity in net income of non-consolidated affiliates	5	(3)	8
Other	1	2	(1)
Adjusted EBITDA	$ 99	$ 71	$ 28

Adjusted EBITDA was $99 million for the three months ended March 31, 2023, representing an increase of $28 million when compared to $71 million for the same period of 2022. Favorable volumes and mix increased Adjusted EBITDA by $43 million. Foreign currency decreased Adjusted EBITDA by $9 million, primarily attributable to the euro, Chinese renminbi, and Japanese yen. Net engineering costs, excluding currency, decreased Adjusted EBITDA by $10 million. Customer pricing increased Adjusted EBITDA by $15 million primarily due to customer recoveries. Other cost performance, primarily related to design changes, reduced Adjusted EBITDA by $13 million.

Liquidity

The Company's primary sources of liquidity are cash flows from operations, existing cash balances, and borrowings under available credit facilities. The Company's intra-year needs are normally impacted by seasonal effects in the industry, such as mid-year shutdowns, the ramp-up of new model production, and year-end shutdowns at key customers.

A substantial portion of the Company's cash flows from operations are generated by operations located outside of the United States. Accordingly, the Company utilizes a combination of cash repatriation strategies, including dividends and distributions, royalties, and other intercompany arrangements to provide the funds necessary to meet obligations globally. The Company's ability to access funds from its subsidiaries is subject to, among other things, customary regulatory and statutory requirements and contractual arrangements including joint venture agreements and local credit facilities. Moreover, repatriation efforts may be modified by the Company according to prevailing circumstances.

Access to additional capital through the debt or equity markets is influenced by the Company's credit ratings. As of March 31, 2023, the Company's corporate credit rating is BB- by Standard & Poor's and Ba3 by Moody's. See Note 8, "Debt" for a comprehensive discussion of the Company's debt facilities. Incremental funding requirements of the Company's consolidated foreign entities are primarily accommodated by intercompany cash pooling structures. Affiliate working capital lines, which may be utilized by the Company's local subsidiaries and consolidated joint ventures, had availability of $146 million and the Company had $400 million of available credit under the revolving credit facility, as of March 31, 2023.

Cash Balances

As of March 31, 2023, the Company had total cash and cash equivalents of $487 million, including $3 million of restricted cash. Cash balances totaling $322 million were located in jurisdictions outside of the United States, of which approximately $80 million is considered permanently reinvested for funding ongoing operations outside of the U.S. If such permanently reinvested funds were repatriated to the U.S., no U.S. federal taxes would be imposed on the distribution of such foreign earnings due to U.S. tax reform enacted in December 2017. However, the Company would be required to accrue additional tax expense, primarily related to foreign withholding taxes.

Other Items Affecting Liquidity

During the three months ended March 31, 2023, cash contributions to the Company's defined benefit plans were $1 million related to its non-U.S. plans. The Company estimates that total cash contributions to its non-U.S. defined benefit pension plans during 2023 will be $5 million.

During the three months ended March 31, 2023, the Company paid $3 million related to restructuring activities. Additional discussion regarding the Company's restructuring activities is included in Note 3, "Restructuring and Impairments." The Company estimates that total cash restructuring payments during the next twelve months will be approximately $5 million.

The Company committed to make a $15 million investment in two funds managed by venture capital firms principally focused on the automotive sector pursuant to limited partnership agreements. As of March 31, 2023, the Company contributed $11 million toward the aggregate investment commitments. As a limited partner in each entity, the Company will periodically make capital contributions toward this total commitment amount.

The Company may be required to make significant cash outlays related to its unrecognized tax benefits, including interest and penalties. As of March 31, 2023, the Company had unrecognized tax benefits, including interest and penalties, that would be expected to result in a cash outlay of $7 million. Given the number of years, jurisdictions and positions subject to examination, the Company is unable to estimate the period of cash settlement, if any, with the respective taxing authorities.

Cash Flows

Operating Activities

The Company used $19 million of cash from operating activities during the three months ended March 31, 2023 representing decreased usage of $2 million as compared to prior year. The decrease in cash from operations is primarily attributable to increased working capital outflows of $37 million as compared to prior year, primarily due to an increased imbalance between accounts receivables and payables driven by the timing of customer recovery negotiations which occurred during the three months ended March 31, 2023. These working capital decreases were partially offset by an increase in Adjusted EBITDA.

Investing Activities

Net cash used by investing activities during the three months ended March 31, 2023 totaled $20 million, representing a $1 million decrease as compared to $21 million use of cash used by investing activities during the same period in 2022. This decrease is attributable to the non-recurrence of an equity method contribution made in the first quarter of 2022.

Financing Activities

Cash used by financing activities during the three months ended March 31, 2023 was $5 million, representing a $1 million increase as compared to $4 million use of cash used by financing activities during the same period in 2022. This decrease is primarily attributable to a dividend paid to non-controlling interests of $8 million and offset by new subsidiary borrowings of $3 million during the three months ended March 31, 2023. During the three months ended March 31, 2022, subsidiary borrowings decreased $4 million due to being cash settled.

Debt and Capital Structure

See Note 8, “Debt” to the condensed consolidated financial statements included in Item 1.

Significant Accounting Policies and Critical Accounting Estimates

See Note 1, “Summary of Significant Accounting Policies” to the accompanying condensed consolidated financial statements in Item 1.

Fair Value Measurements

See Note 13, “Fair Value Measurements and Financial Instruments” to the condensed consolidated financial statements included in Item 1.

Recent Accounting Pronouncements

See Note 1, “Summary of Significant Accounting Policies” to the accompanying condensed consolidated financial statements in Item 1.

Forward-Looking Statements

Certain statements contained or incorporated in this Quarterly Report on Form 10-Q which are not statements of historical fact constitute “Forward-Looking Statements” within the meaning of the Private Securities Litigation Reform Act of 1995 (the “Reform Act”). Forward-looking statements give current expectations or forecasts of future events. Words such as “anticipate”, “expect”, “intend”, “plan”, “believe”, “seek”, “estimate” and other words and terms of similar meaning in connection with discussions of future operating or financial performance signify forward-looking statements. These statements reflect the Company’s current views with respect to future events and are based on assumptions and estimates, which are subject to risks and uncertainties. Accordingly, undue reliance should not be placed on these forward-looking statements. Also, these forward-looking statements represent the Company’s estimates and assumptions only as of the date of this report. The Company does not intend to update any of these forward-looking statements to reflect circumstances or events that occur after the statement is made and qualifies all of its forward-looking statements by these cautionary statements.

You should understand that various factors, in addition to those discussed elsewhere in this document, could affect the Company's future results and could cause results to differ materially from those expressed in such forward-looking statements, including:

- Significant or prolonged shortage of critical components from Visteon's suppliers including, but not limited to semiconductors and those components from suppliers who are sole or primary sources.
- Continued and future impacts related to the conflict between Russia and the Ukraine including supply chain disruptions, reduction in customer demand, and the imposition of sanctions on Russia.
- Continued and future impacts of the coronavirus ("COVID-19") pandemic on Visteon's financial condition and business operations including global supply chain disruptions, market downturns, reduced consumer demand, and new government actions or restrictions.
- Failure of the Company's joint venture partners to comply with contractual obligations or to exert influence or pressure in China.
- Significant changes in the competitive environment in the major markets where Visteon procures materials, components, or supplies or where its products are manufactured, distributed, or sold.
- Visteon's ability to satisfy its future capital and liquidity requirements; Visteon's ability to access the credit and capital markets at the times and in the amounts needed and on terms acceptable to Visteon; Visteon's ability to comply with covenants applicable to it; and the continuation of acceptable supplier payment terms.
- Visteon's ability to access funds generated by its foreign subsidiaries and joint ventures on a timely and cost-effective basis.
- Changes in the operations (including products, product planning, and part sourcing), financial condition, results of operations, or market share of Visteon's customers.
- Changes in vehicle production volume of Visteon's customers in the markets where it operates.
- Increases in commodity costs and the Company's ability to offset or recover these costs or disruptions in the supply of commodities, including resins, copper, fuel, and natural gas.
- Visteon's ability to generate cost savings to offset or exceed agreed-upon price reductions or price reductions to win additional business and, in general, improve its operating performance; to achieve the benefits of its restructuring actions; and to recover engineering and tooling costs and capital investments.
- Visteon's ability to compete favorably with automotive parts suppliers with lower cost structures and greater ability to rationalize operations; and to exit non-performing businesses on satisfactory terms, particularly due to limited flexibility under existing labor agreements.
- Restrictions in labor contracts with unions that restrict Visteon's ability to close plants, divest unprofitable, noncompetitive businesses, change local work rules and practices at a number of facilities, and implement cost-saving measures.
- The costs and timing of facility closures or dispositions, business or product realignments, or similar restructuring actions, including potential asset impairment or other charges related to the implementation of these actions or other adverse industry conditions and contingent liabilities.
- Legal and administrative proceedings, investigations, and claims, including shareholder class actions, inquiries by regulatory agencies, product liability, warranty, employee-related, environmental and safety claims, and any recalls of products manufactured or sold by Visteon.
- Changes in economic conditions, currency exchange rates, interest rates and fuel prices, changes in foreign laws, regulations or trade policies, or political stability in foreign countries where Visteon procures materials, components, or supplies or where its products are manufactured, distributed, or sold.
- Shortages of materials or interruptions in transportation systems, labor strikes, work stoppages, or other interruptions to or difficulties in the employment of labor in the major markets where Visteon purchases materials, components, or supplies to manufacture its products or where its products are manufactured, distributed, or sold.
- Visteon's ability to satisfy its pension and other postretirement employee benefit obligations, and to retire outstanding debt and satisfy other contractual commitments, all at the levels and times planned by management.

- Changes in laws, regulations, policies or other activities of governments, agencies and similar organizations, domestic and foreign, that may tax or otherwise increase the cost of, or otherwise affect, the manufacture, licensing, distribution, sale, ownership, or use of Visteon's products or assets.
- Possible terrorist attacks or acts of war, which could exacerbate other risks such as slowed vehicle production, interruptions in the transportation system, changes in fuel prices, and disruptions of supply.
- The cyclical and seasonal nature of the automotive industry.
- Visteon's ability to comply with environmental, safety, and other regulations applicable to it and any increase in the requirements, responsibilities, and associated expenses and expenditures of these regulations.
- Disruptions in information technology systems including, but not limited to, system failure, cyber-attack, malicious computer software (malware including ransomware), unauthorized physical or electronic access, or other natural or man-made incidents or disasters.
- Visteon's ability to protect its intellectual property rights and to respond to changes in technology and technological risks and to claims by others that Visteon infringes their intellectual property rights.
- Visteon's ability to quickly and adequately remediate control deficiencies in its internal control over financial reporting.
- Other factors, risks and uncertainties detailed from time to time in Visteon's Securities and Exchange Commission filings.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The primary market risks to which the Company is exposed include changes in foreign currency exchange rates, interest rates and certain commodity prices. The Company manages these risks through the use of derivative instruments and various operating actions including fixed price contracts with suppliers and cost sourcing arrangements with customers. The Company's use of derivative instruments is limited to mitigation of market risks. Derivative instruments are not used for speculative or trading purposes, as per clearly defined risk management policies. Additionally, the Company's use of derivative instruments creates exposure to credit loss in the event of nonperformance by the counterparty to the derivative financial instruments. The Company limits this exposure by entering into agreements directly with a variety of highly rated financial institutions that are expected to fully satisfy their obligations under the contracts. Additionally, the Company's ability to utilize derivatives to manage market risk is dependent on credit conditions and market conditions given the current economic environment.

Foreign Currency Risk

The Company’s net cash inflows and outflows exposed to the risk of changes in foreign currency exchange rates arise from the sale of products in countries other than the manufacturing source, foreign currency denominated supplier payments, debt and other payables, subsidiary dividends, investments in subsidiaries, and anticipated foreign currency denominated transaction proceeds. Where possible, the Company utilizes derivative financial instruments to manage foreign currency exchange rate risks. Forward and option contracts may be utilized to reduce the impact to the Company's cash flow from adverse movements in exchange rates. Foreign currency exposures are reviewed periodically, and any natural offsets are considered prior to entering into a derivative financial instrument. The Company’s primary hedged foreign currency exposures include the euro and Brazilian real. Where possible, the Company utilizes a strategy of partial coverage for transactions in these currencies. The Company's policy requires that hedge transactions relate to a specific portion of the exposure not to exceed the aggregate amount of the underlying transaction.

In addition to the transactional exposure described above, the Company's operating results are impacted by the translation of its foreign operating income into U.S. dollars. The Company does not enter into foreign exchange contracts to mitigate this exposure.

The hypothetical pre-tax gain or loss in fair value from a 10% favorable or adverse change in quoted currency exchange rates would be $22 million and $21 million for currency derivative financial instruments as of March 31, 2023 and December 31, 2022, respectively. These estimated changes assume a parallel shift in all currency exchange rates and include the gain or loss on financial instruments used to hedge investments in subsidiaries. Because exchange rates typically do not all move in the same direction, the estimate may overstate the impact of changing exchange rates on the net fair value of the Company's financial derivatives. It is also important to note that gains and losses indicated in the sensitivity analysis would generally be offset by gains and losses on the underlying exposures being hedged.

Interest Rate Risk

See Note 13, "Fair Value Measurements and Financial Instruments" to the condensed consolidated financial statements included in Item 1 for additional information.

Commodity Risk

The Company's exposures to market risk from changes in the price of production material are managed primarily through negotiations with suppliers and customers, although there can be no assurance that the Company will recover all such costs. The Company continues to evaluate derivatives available in the marketplace and may decide to utilize derivatives in the future to manage select commodity risks if an acceptable hedging instrument is identified for the Company's exposure level at that time, as well as the effectiveness of the financial hedge among other factors.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in periodic reports filed with the SEC under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to the Company’s management, including its Chief Executive Officer and Senior Vice President and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As of March 31, 2023, an evaluation was performed under the supervision and with the participation of the Company’s management, including its Chief Executive Officer and Senior Vice President and Chief Financial Officer, of the effectiveness of the design and operation of disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and Senior Vice President and Chief Financial Officer concluded that the Company’s disclosure controls and procedures were effective as of March 31, 2023.

Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the three months ended March 31, 2023 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II
Other Information

Item 1. Legal Proceedings

See the information above under Note 14, "Commitments and Contingencies," to the condensed consolidated financial statements which is incorporated herein by reference.

Item 1A. Risk Factors

For information regarding factors that could affect the Company's results of operations, financial condition and liquidity, see the risk factors discussed in Part I, "Item 1A. Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC on February 16, 2023. See also, "Forward-Looking Statements" included in Part I, Item 2 of this Quarterly Report on Form 10-Q.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

There were no purchases made by or on behalf of the Company, or an affiliated purchaser, of shares of the Company’s common stock during the first quarter of 2023.

Item 6. Exhibits

The exhibits listed on the "Exhibit Index" on Page 34 hereof are filed with this report or incorporated by reference as set forth therein.

Exhibit Index

Exhibit No.	Description
31.1	Rule 13a-14(a) Certification of Chief Executive Officer dated April 27, 2023.
31.2	Rule 13a-14(a) Certification of Senior Vice President, Chief Financial Officer dated April 27, 2023.
32.1	Section 1350 Certification of Chief Executive Officer dated April 27, 2023.
32.2	Section 1350 Certification of Senior Vice President, Chief Financial Officer dated April 27, 2023.
101.INS	XBRL Instance Document.**
101.SCH	XBRL Taxonomy Extension Schema Document.**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.**

* Indicates that exhibit is a management contract or compensatory plan or arrangement.

** Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files as Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

In lieu of filing certain instruments with respect to long-term debt of the kind described in Item 601(b)(4) of Regulation S-K, Visteon agrees to furnish a copy of such instruments to the Securities and Exchange Commission upon request.

Signatures

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, Visteon Corporation has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

VISTEON CORPORATION

By: /s/ Abigail S. Fleming

Abigail S. Fleming

Vice President and Chief Accounting Officer

Date: April 27, 2023

Exhibit 31.1

CERTIFICATION PURSUANT TO EXCHANGE ACT RULE 13a-14(a)

I, Sachin S. Lawande, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Visteon Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 27, 2023

/s/ Sachin S. Lawande
Sachin S. Lawande
President and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION PURSUANT TO EXCHANGE ACT RULE 13a-14(a)

I, Jerome J. Rouquet, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Visteon Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f))for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 27, 2023

/s/ Jerome J. Rouquet
Jerome J. Rouquet
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SS.1350
AND EXCHANGE ACT RULE 13a-14(b)

Solely for the purposes of complying with 18 U.S.C. ss.1350 and Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), I, the undersigned President and Chief Executive Officer of Visteon Corporation (the "Company"), hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2023 (the "Report") fully complies with the requirements of Section 13(a) of the Exchange Act and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

_/s/Sachin S. Lawande___
Sachin S. Lawande

April 27, 2023

EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SS.1350
AND EXCHANGE ACT RULE 13a-14(b)

Solely for the purposes of complying with 18 U.S.C. ss.1350 and Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), I, the undersigned Senior Vice President and Chief Financial Officer of Visteon Corporation (the "Company"), hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2023 (the "Report") fully complies with the requirements of Section 13(a) of the Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

_/s/Jerome J. Rouquet
Jerome J. Rouquet

April 27, 2023