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

FORM 10-K

(Mark One)

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2024

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 $0.01 per share	VC	The NASDAQ Stock Market LLC

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Yes ☐ No ☑

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, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☑

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

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

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates of the registrant on June 30, 2024 (the last business day of the most recently completed second fiscal quarter) was approximately $3.0 billion.

As of February 7, 2025, the registrant had outstanding 27,080,483 shares of common stock.

Document Incorporated by Reference

Document	Where Incorporated
2025 Proxy Statement	Part III (Items 10, 11, 12, 13 and 14)

Visteon Corporation and Subsidiaries

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Part I

Item 1. Business

Description of Business

Visteon Corporation (the "Company" or "Visteon") is a global automotive technology company serving the mobility industry, dedicated to creating more enjoyable, connected, and safe driving experiences. The Company's platforms leverage proven, scalable hardware and software solutions that enable the digital, electric, and autonomous evolution of the Company's global automotive customers, including BMW, Ford, Geely, General Motors, Honda, Jaguar/Land Rover, Mahindra, Mazda, Mercedes-Benz, Mitsubishi, Nissan, Renault, Stellantis, Tata, Toyota, and Volkswagen. Visteon products align with key industry trends and include digital instrument clusters, cockpit domain controllers, advanced displays, Android-based infotainment systems, and battery management systems. Visteon is headquartered in Van Buren Township, Michigan, and has an international network of manufacturing operations, technical centers, and joint venture operations dedicated to the design, development, manufacture, and support of its product offerings and its global customers. The Company's manufacturing and engineering footprint is primarily located in Brazil, Bulgaria, China, India, Japan, Mexico, Portugal, Slovakia, Thailand, and Tunisia.

The Company's Industry

The Company operates in the automotive industry which is cyclical and highly sensitive to general economic conditions. The Company believes that future success in the automotive industry is, in part, dependent on alignment with customers to support their efforts to effectively meet the challenges associated with the following significant trends and developments in the global automotive industry:

- *Electronic content and connectivity* - Digital and portable technologies have dramatically influenced the lifestyle of today's consumers, who expect products that enable such a lifestyle. The vehicle cockpit is transforming into a fully digital and connected environment with multi-display systems incorporating larger, curved, and more complex displays and the consolidation of discrete electronic control units into a multi-core domain controller. Consumer demand for improved vehicle performance and functionality is driving increased electronic content of vehicles.

- *Electric and hybrid vehicles* - The trend towards electrification continues, driven primarily by government incentives and regulatory requirements. Battery electric vehicles can have increased digital content with all-digital cockpit electronics and require a battery management system and high-voltage power electronics. Other powertrains, such as hybrid, plug-in hybrids, and range extenders, have also increased in popularity and can require some of the same products as full electric vehicles.

- *Government Regulations* - Governments continue to focus regulatory efforts on safer and cleaner transportation. These requirements have increased demand for electronic components that can reduce weight, expedite assembly, enhance fuel economy, improve emissions, increase safety, and enhance vehicle performance. Accordingly, Original Equipment Manufacturers ("OEMs") are working to improve occupant and pedestrian safety by incorporating more safety-oriented technology in their vehicles. Additionally, in-vehicle connectivity has increased the need for robust cybersecurity systems to protect data, applications, and associated infrastructure. Security features are evolving with advances in sensors and suppliers must enable the security/safety initiatives of their customers including the development of such new advances.

- *Advanced driver assistance systems and autonomous driving* - The industry continues to advance toward semi-autonomous and autonomous vehicles. The Society of Automotive Engineers has defined five levels of autonomy ranging from levels one and two with driver-assist functions whereby the driver is responsible for monitoring the environment, to level five with full autonomy under all conditions. Levels one and two are already popular in the market. Levels three and above utilize a combination of sensors, radars, cameras and LiDARs, requiring sensor fusion and machine learning technologies, as the system assumes the role of monitoring the environment. Level three includes features such as highway pilot and parking assist technology, for which an increased market penetration rate is expected over the medium term.

- *Vehicle standardization* - OEMs continue to standardize vehicle platforms on a global basis, resulting in a lower number of individual vehicle platforms, design cost savings, and further scale of economies through the production of a greater number of models from each platform. Having operations in the geographic markets where OEMs produce global platforms enables suppliers to meet OEMs' needs more economically and efficiently, thus making global coverage a source of significant competitive advantage for suppliers with a global footprint. Additionally, OEMs are looking to suppliers for increased collaboration to lower costs, reduce risks, and decrease overall time to market. Suppliers that can provide fully engineered systems and pre-assembled combinations of component parts are positioned to leverage the trend toward system sourcing. As vehicles become more connected and cockpits more digitized, suppliers that can deliver modular hardware architectures, “open” software architectures, and a software platform approach will be poised to help OEMs achieve greater reuse of validated hardware circuitry, design scalability, and faster development cycles.

The Company's Segment

The Company reports operating and financial results in a single segment based on the consolidated information used by management in evaluating the financial performance of our business and allocating resources. This single segment reflects the Company’s core business: Electronics. The Electronics segment provides vehicle cockpit electronics products to customers, including digital instrument clusters, cockpit domain controllers, advanced 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.

The Company’s Products

The Company designs and manufactures innovative automotive electronics and connected car solutions further described below:

Instrument Clusters

The Company offers a full line of instrument clusters, from standard analog gauge clusters to high-resolution, all-digital, fully reconfigurable, 2-D and 3-D display-based devices. The Company uses a platform approach to accelerate development and manage multiple vehicle variants. These clusters can use a wide range of display technologies, graphic capabilities, decorative elements, and free-form and curved displays. Premium clusters support complex graphics and feature embedded functionality such as driver monitoring, camera inputs, and ambient lighting.

Information Displays

The Company offers a range of information displays for various applications within the cockpit, incorporating a sleek profile, high perception quality displays and touch sensors designed to deliver high performance for the automotive market. These displays can integrate a range of user interface technologies and graphics management capabilities, such as active privacy, TrueColor™ enhancement, local dimming, cameras, optics, haptic feedback, and light effects. The Company offers a new generation of large, curved, complex multi-display modules with optical performance designed to be competitive with mobile devices. The Company's microZone™ display technology offers high contrast and brightness and a wide color gamut that enables automotive displays to cost-effectively achieve life-like imaging capability on par with consumer mobile devices, without sacrificing reliability or life span. The Company also developed the first bendable glass multi-display cockpit in the automotive industry.

Infotainment

The Company offers a range of infotainment and connected car solutions, including scalable Android infotainment for seamless connectivity including integration with Android Auto and Apple CarPlay technology for wireless smartphone projection. The company offers a display audio and embedded infotainment platform that is based on Android automotive operating system, enabling third-party developers to create apps easily through a software development kit and software simulation of the target hardware system. Additionally, Visteon offers an onboard artificial intelligence (“AI”)-based voice assistant with natural language understanding.

SmartCore Cockpit Domain Controller

The Company offers SmartCore™, an automotive-grade, integrated domain controller approach, which can independently operate the infotainment system, instrument cluster, head-up display, rear-seat displays, and other features on a single, multi-core chip to improve efficiency, create a unified experience across products, and reduce power consumption and cost. The SmartCore domain controller includes: SmartCore Runtime, middleware enabling communication between domains and apps to be shown on any display; and SmartCore Studio, a PC-based configuration tool to generate hypervisor configurations. The SmartCore domain controller seamlessly connects the human machine interaction ("HMI") across an increasing number of display domains, such as surround view and in-cabin sensing of driver drowsiness, attentiveness, and facial recognition. The latest generation of SmartCore utilizes high performance computing technology and integrates processing of multiple camera inputs to deliver a set of advance driver assistance features. The latest generation of SmartCore is offered with a suite of connected services including an over the air ("OTA") update solution and an automotive App Store.

Battery Management Systems ("BMS")

The Company offers configurable battery management systems that support both wired and wireless battery sensing and control. Visteon's wireless BMS reliably and securely replaces wired communication between battery modules to improve the lifetime enterprise cost, battery weight, and packaging efficiency, and facilitates second-life battery repurposing. By providing a platform approach that can support multiple charging protocols and flexible battery pack architectures, Visteon provides a robust design-to-production strategy that enables advanced features that are fast-to-market.

High-Voltage Power Electronics

The Company offers integrated and scalable power electronics units that support conversion of grid-to-battery pack electric current. Visteon's integrated power electronics solutions combine a bi-directional on-board charging module with a DC-to-DC converter to ensure a systems approach that maximizes power conversion efficiency. Visteon's solution is scalable to support between 400-volt to 800-volt systems with higher rate battery charging speeds. Visteon's design provides a solution that allows for fast-charging and high-efficiency in a packaging that reduces weight and space to improve overall system cost.

The Company's Customers

The Company's ultimate customers are global vehicle manufacturers including BMW, Ford, Geely, General Motors, Honda, Jaguar/Land Rover, Mahindra, Mazda, Mercedes-Benz, Mitsubishi, Nissan, Renault, Stellantis, Tata, Toyota, and Volkswagen.

The following is a summary of customers representing greater than 10 percent of the Company's annual net sales:

	Percentage of Total Net Sales		
	December 31,		
	2024	2023	2022
Ford	23 %	22 %	22 %
General Motors	15 %	12 %	9 %

The Company typically supplies products to OEM customers through purchase orders, which are usually governed by general terms and conditions established by each OEM. Although the terms and conditions vary from customer to customer, they typically contemplate a relationship under which customers place orders for their requirements of specific components supplied for particular vehicles but are not required to purchase any minimum quantities. Individual purchase orders can be cancelled for cause, non-performance, and, in most cases, insolvency or certain change in control events. Additionally, many of Visteon's OEM customers have the option to terminate contracts for convenience; this option permits the OEM customers to impose pressure on pricing during the life of the vehicle program or issue purchase orders for less than the duration of the vehicle program. This has the potential to reduce the Company's profit margin and increases the risk of loss of future sales under those purchase contracts.

The Company manufactures and ships based on customer release schedules, normally provided on a weekly basis, which can vary based on OEM automotive production or dealer inventory levels. Although customer programs typically extend to future periods and although there is an expectation that the Company will supply certain levels of OEM production in those future periods, customer agreements (including the applicable terms and conditions) do not necessarily constitute firm orders.

The price related to these products is typically initially negotiated on an annual basis over the vehicle platform's life cycle. To the extent there are subsequent contractual price reductions, these reductions are intended to reflect the Company's ability to reduce cost through such factors as manufacturing productivity enhancements, material cost reductions, and design-related cost improvements. Certain products may be excluded from such reductions or experience price increases due to shortages of material or other increases in supply chain or other related costs. The Company has an aggressive cost control program that focuses on reducing its total costs intended to offset customer price reductions or negotiating recoveries for increases. However, there can be no assurance that the Company's cost reduction or recovery efforts will be sufficient to fully offset such price changes.

The terms and conditions generally require a warranty on products sold. In most cases, the warranty period is the same as the warranty offered by the OEM to the ultimate customer. The Company may also be required to share in all or part of recall costs if the OEM recalls vehicles for defects attributable to Visteon products.

The Company’s Competition

The automotive sector remains highly competitive resulting from the ongoing industry consolidation. OEMs rigorously evaluate suppliers on the basis of financial viability, product quality, price competitiveness, technical expertise, development capability, new product innovation, reliability and timeliness of delivery, product design, manufacturing capability, flexibility, customer service, and overall management. The Company's primary independent competitors include, but are not limited to, Alpine Electronics, Aptiv PLC, Continental AG, Denso Corporation, Forvia, Harman International Industries, Incorporated (a subsidiary of Samsung Electronics Co. Ltd.), Hitachi Ltd., Hyundai Mobis, Innolux Corporation, LG Electronics, Marelli Holdings Co., Ltd., Nippon Seiki, Panasonic Corporation, Preh GmbH, Robert Bosch GmbH, and Vitesco Technologies.

The Company’s Business Seasonality and Cyclicality

The Company’s business is moderately seasonal because its largest North American customers typically cease production for approximately two weeks in July for model year changeovers and approximately one week in December during the winter holidays. Customers in Europe historically shut down vehicle production during a portion of August and one week in December. In China, customers typically shut down approximately one week in early October and one week in January or February. Additionally, third-quarter automotive production is traditionally lower as new vehicle models enter production.

Corporate Sustainability and Social Responsibility

Attract and Retain

The Company’s ability to sustain and grow its business requires the recruitment, retention, and development of a highly skilled and diverse workforce. The Company’s Chief People Officer, reporting directly to Chief Executive Officer ("CEO"), oversees its global talent processes to attract, develop, and retain its employees. To attract the best talent, the Company offers market competitive compensation and benefits around the globe, annual and long-term incentive programs, and health and wellness benefits. The Company also provides a variety of resources to help its employees grow in their current roles and build new skills. Hundreds of online courses are available in the Company’s learning management system and individual development plans are encouraged for all of our employees. The Company continues to build tools to be used by leaders to develop employees in their current role and create new opportunities within the organization to learn and grow. Because retention of the employee base is significant to its business strategy, executive management discusses it with the board of directors (the "Board of Directors" or "Board") on a regular basis.

Workforce

Visteon’s strength comes from a workforce of approximately 10,000 employees operating in approximately 18 countries globally. The Company's workforce is globally distributed with 27% of employees located in the Americas, 30% in Europe, 13% in China, and 30% in the remaining Asia Pacific region. Visteon believes that all employees are leaders and expects leaders to drive operational and financial results and build strong teams.

Many of the Company’s employees are members of industrial trade unions and confederations within their respective countries. Often these organizations operate under collectively bargained contracts that are not specific to any one employer. The Company constantly works to establish and maintain positive, cooperative relations with its unions and work representatives around the world.

Culture

A strong culture requires an environment where the contributions of all employees are encouraged and valued. As a global organization, the Company embraces human differences and harnesses the power of its employees’ varied backgrounds, cultures, and experiences because it is the right thing to do for its people and it creates a competitive business advantage. As of December 31, 2024, the percentage of Visteon's global workforce represented by females was approximately 38%.

The Company encourages many forms of communication such as global town hall employee meetings, informal small-group employee discussions, and an open-door policy so all employees have direct access to senior leadership and have the opportunity to ask questions, make suggestions, and provide input. As stated in one of the Company's four core beliefs and values, “We treat each other with respect and embrace our differences.”

Workplace Safety

The Company requires protective equipment, enforces comprehensive safety policies and procedures, and encourages its employees and leaders to continually look for ways to improve workplace safety. It has implemented and maintains a health and safety management system that is certified to the OHSAS 18001 or ISO 45001 standard.

Regulation

Visteon operates in a constantly evolving global regulatory environment and is subject to numerous and varying regulatory requirements for its product performance and material content. Visteon strives to identify potential regulatory and quality risks early in the design and development process and proactively manage them throughout the product lifecycle through the use of routine assessments, protocols, standards, performance measures, and audits. New regulations and changes to existing regulations are managed in collaboration with the OEM customers and implemented through Visteon's global systems and procedures designed to ensure compliance with existing laws and regulations.

Visteon works collaboratively with a number of stakeholder groups including government agencies, customers, and suppliers to proactively engage in federal, state, and international public policy processes.

Environmental, Health, Safety, and Legal Matters

Visteon is involved in various lawsuits, claims and proceedings related to the operation of its businesses, including those pertaining to product liability, environmental, safety and health, intellectual property, employment, commercial and contractual matters, tax, and various other matters. Although the outcome of such lawsuits, claims and proceedings cannot be predicted with certainty and some may be disposed of unfavorably to Visteon, it is management's opinion that none of these will have a material adverse effect on Visteon's financial position, results of operations, or cash flows. Costs related to such matters were not material to the periods presented. Further details are provided in Part II, Item 8 of this Annual Report on Form 10-K in Note 19, "Commitments and Contingencies," of the notes to consolidated financial statements.

Board Oversight of Environmental, Social, and Governance Practices

The Company and its Board of Directors believe positive and responsible business practices strengthen the Company, increase its connection with the stockholders, and help it to better serve its customers and the communities in which it operates. The Company's commitment to social responsibility extends to a variety of areas including the environment, anti-corruption and trade compliance, responsible sourcing, human rights, labor practices, and worker health and safety. In light of the continued importance of these matters, the Board of Directors and management have developed a multi-year roadmap to enhance the Company's sustainability and social responsibility programs and disclosures, including assessment of the potential risks associated with climate change. This roadmap includes near-term environmental targets for 2025 aimed at reducing energy consumption, solid waste, water and the reduction of scope 1 and scope 2 CO_2 emissions through the use of renewable energy. The Company's longer term greenhouse gas ("GHG") emission reduction target for 2030 which includes scope 3 CO_2 emissions, has been validated by the Science Based Targets initiative ("SBTi") and the Company is working to be carbon neutral by 2040. Management provides regular reports and presentations to the Corporate Sustainability and Governance Committee regarding progress toward achieving these targets. The full Board of Directors has oversight of the Company's environmental and social initiatives as part of its regular strategic reviews of the Company's operations, products and technologies.

The Company's Product Research and Development

The Company's research and development efforts are intended to maintain leadership positions in core products and provide the Company with a competitive edge as it seeks additional business with new and existing customers. The Company also works with technology development partners, including customers, to develop technological capabilities and new products and applications.

The Company's Intellectual Property

The Company owns significant intellectual property, including a number of patents, copyrights, proprietary tools and technologies, trade secrets, and numerous licensing arrangements. Although the Company's intellectual property plays an important role in maintaining its competitive position, no single patent, copyright, proprietary tool or technology, trade secret or license, or group of related patents, copyrights, proprietary tools or technologies, trade secrets or licenses is of such value to the

Company that its business would be materially affected by the expiration or termination thereof. The Company's general policy is to apply for patents on an ongoing basis, in appropriate countries, on its patentable developments that are considered to have commercial significance. The Company also views its name and mark as significant to its business as a whole. In addition, the Company holds rights in a number of other trade names and marks applicable to certain of its businesses and products that it views as important to such businesses and products.

The Company's International Operations

Financial information about sales and net property by major geographic region can be found in Note 20, "Segment Information and Revenue Recognition" to the Company's consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

The Company's Raw Materials and Suppliers

Raw materials used by the Company in the manufacture of its products include electronics components, resins, and precious metals. While generally the supply of the materials used are available from numerous sources, semiconductor suppliers and silicon wafer production is concentrated. In general, the Company does not carry inventories of raw materials in excess of those reasonably required to meet production, shipping schedules, and customer safety stock requirements. The Company monitors its supply base and endeavors to work with suppliers and customers to mitigate the impact of potential material shortages and supply disruptions.

The automotive supply industry is subject to inflationary pressures with respect to raw materials, labor, and associated freight costs, which can place operational and financial burdens on the entire supply chain. Accordingly, the Company continues to take actions with its customers and suppliers to mitigate the impact of these inflationary pressures in the future. Actions to mitigate inflationary pressures with customers include collaboration on alternative product designs and material specifications, contractual price escalation clauses, and negotiated customer recoveries. Actions to mitigate inflationary pressures with suppliers include aggregation of purchase requirements to achieve optimal volume benefits, negotiation of cost reductions, and identification of more cost competitive suppliers. While these actions are designed to offset the impact of inflationary pressures, the Company cannot provide assurance that it will be successful in fully offsetting increased costs resulting from inflationary pressures.

The Company's Website and Access to Available Information

The Company's current and periodic reports filed with the United States Securities and Exchange Commission ("SEC"), including amendments to those reports, may be obtained through its internet website at www.visteon.com free of charge as soon as reasonably practicable after the Company files these reports with the SEC. A copy of the Company's code of business conduct and ethics for directors, officers and employees of Visteon and its subsidiaries, entitled "Ethics and Integrity Policy," the Corporate Governance Guidelines adopted by the Company's Board of Directors and the charters of each committee of the Board of Directors are also available on the Company's website. A printed copy of the Company's Ethics and Integrity Policy may be requested by contacting the Company's Investor Relations department in writing at One Village Center Drive, Van Buren Township, MI 48111; by phone (734) 710-7893; or via email at investor@visteon.com. The Company's website and the information contained therein or connected thereto are not intended to be incorporated by reference into this Annual Report on Form 10-K.

Item 1A. Risk Factors

Set forth below are some of the most significant risks and uncertainties facing the Company. Additional risks and uncertainties, including those not presently known or that the Company believes to be immaterial, also may adversely affect the Company. Should any such risks and uncertainties develop into actual events, these developments could have material adverse effects on the Company's business, operating results, financial condition, cash flow and/or the value of the Company's securities. This information should be considered in connection with the description of the Company's business, Management's Discussion & Analysis, and the Company's financial statements and accompanying notes.

Operations Related Risk Factors

The Company could be negatively impacted by shortages in deliveries from its supply base, other supplier distress, or suppliers demanding price increases

In an effort to manage and reduce the costs of purchased goods and services, the Company, like many automotive suppliers and automakers, has been consolidating its supply base. As a result, the Company is dependent on single or limited sources of supply for certain components used in the manufacture of its products including semiconductor chips, which are integral components of new vehicles and are embedded in multiple vehicle systems, including cockpit electronics. As a result of the semiconductor shortages in recent years, the Company continues to work closely with its suppliers and customers to minimize any potential adverse impacts of the semiconductor supply shortage and monitor the availability of semiconductor microchips and other component parts and raw materials, customer vehicle production schedules, and any other supply chain inefficiencies that may arise, due to this or any other issue. If shortages of semiconductors or other critical components from other suppliers develop, continue longer than anticipated, or worsen, it could impact the Company's ability to meet its production schedules for some of its key products or to ship such products to its customers in a timely fashion. Furthermore, unfavorable economic or industry conditions could result in financial distress within the Company's supply base, thereby increasing the risk of supply disruption.

Such disruptions could be caused by any one of a myriad of potential problems, such as closures of one of the Company’s or its suppliers’ plants or critical manufacturing lines due to strikes, manufacturing quality issues, mechanical breakdowns, electrical outages, fires, explosions, or political upheaval, as well as logistical complications due to weather, global climate change, volcanic eruptions, or other natural or nuclear disasters, mechanical failures, delayed customs processing, the spread of an infectious disease, virus or other widespread illness and more. Additionally, as the Company grows in best cost countries, the risk for such disruptions is heightened. Similarly, a potential quality issue could force the Company to halt deliveries while it validates the products. Even where products are ready to be shipped, or have been shipped, delays may arise before they reach the customer. The Company’s customers may halt or delay production if one of their other suppliers fails to deliver necessary components. This may cause the Company’s customers to suspend their orders or instruct us to suspend delivery of the Company's products, which may adversely affect the Company's financial performance.

If the Company were to fail to make timely deliveries in accordance with contractual obligations, the Company generally must absorb its own costs for identifying and solving the “root cause” problem as well as expeditiously producing replacement components or products. Generally, the Company must also absorb the costs associated with “catching up,” such as overtime and premium freight. Additionally, if the Company is the cause for a customer being forced to halt production the customer may seek to recoup all of its losses and expenses from the Company. Certain customers have communicated that they expect such reimbursement and are reserving their rights to claim damages arising from supply shortages. Should the Company be unsuccessful in its defense of such claims and any potential claims these losses and expenses could be significant, and may include consequential losses such as lost profits. Any supply-chain disruption, however small, could cause the complete shutdown of an assembly line of one of the Company’s customers, and any such shutdown could lead to material claims for compensation.

The Company has experienced and may in the future experience supplier price increases that could negatively affect its operations and profitability. The price increases are often driven by raw material pricing and availability, component or part availability, manufacturing capacity, industry allocations, logistics capacity, natural disasters or pandemics, the effects of climate change, inflation, sudden increases in border tariffs, and significant changes in the financial or business condition of its suppliers

The Company’s substantial international operations make it vulnerable to risks associated with doing business in foreign countries

The Company has manufacturing and distribution facilities in many foreign locations. International operations are subject to certain risks inherent in doing business abroad, including, but not limited to:

- changes to international trade agreements;
- local economic conditions, expropriation and nationalization, foreign exchange rate fluctuations, and currency controls;
- withholding, border, and other taxes on remittances and other payments by subsidiaries;
- investment restrictions or requirements;
- export and import restrictions, including increases in border tariffs;
- the ability to effectively enforce intellectual property rights;
- new or additional governmental sanctions on doing business with or in certain countries or with certain persons; and
- increases in working capital requirements related to long supply chains.

Additionally, the Company’s global operations may also be adversely affected by political events, domestic or international terrorist events, and hostilities or complications due to natural or other disasters. These or any further political or governmental developments or health concerns in Mexico, China, or other countries in which the Company operates or where its suppliers are located could result in social, economic, and labor instability. These uncertainties could have a material adverse effect on the continuity of the Company's business, results of operations, and financial condition.

Existing free trade laws and regulations, such as the United States-Mexico-Canada Agreement, provide certain beneficial duties and tariffs for qualifying imports and exports, subject to compliance with the applicable classification and other requirements. Changes in laws or policies governing the terms of trade, and in particular increased trade restrictions, tariffs or taxes on imports from countries where the Company manufactures products, such as Mexico and China, could have a material adverse effect on its business and financial results. For example, in February 2025, the U.S. government imposed or threatened to impose new tariffs on imported products from Mexico, Canada and China and reciprocal tariffs globally. The impact of these tariffs is subject to a number of factors, including the effective date and duration of such tariffs, changes in the amount, scope and nature of the tariffs in the future, any retaliatory responses to such actions that the target countries may take and any mitigating actions that may become available. Despite recent trade negotiations between the U.S. and the Mexican, Canadian and Chinese governments, given the uncertainty regarding the scope and duration of any new tariffs, as well as the potential for additional tariffs or trade barriers by the U.S., Mexico, Canada, China or other countries, the Company can provide no assurance that any strategies it implements to mitigate the impact of such tariffs or other trade actions will be successful. Management continues to monitor the volatile geopolitical environment to identify, quantify and assess proposed or threatened duties, taxes or other business restrictions which could adversely affect our business and financial results.

In addition, U.S. trade legislation continues to evolve related to barriers on the use of various products and technology from around the world including but not limited to the (i) Uyghur Forced Labor Prevention Act and (ii) Securing the Information and Communications Technology and Services Supply Chain: Connected Vehicles). The Company can provide no assurance that any strategies we implement to mitigate the impact of any trade actions will be successful.

The Company has invested significantly and is expected to continue to invest in joint ventures with other parties to conduct business in China and elsewhere in Asia. These investments may include manufacturing operations, technical centers, and research and development activities, to support anticipated growth in the region. If the Company is not able to strengthen existing relationships, secure additional customers, and develop market-relevant electrification, advanced driver assistance, and semi-autonomous and autonomous vehicle technologies, it may fail to realize expected rates of return on these investments.

In addition, failure of the Company's joint venture partners to comply with contractual commitments or to exert influence or pressure in China may impact the Company's operations, financial condition and cash flow. The Company cannot predict the outcome of future interactions and it is possible that any future disputes and/or changes to the contractual obligations with the joint venture partner could have a material impact on the Company's business, operating results, financial condition, and cash flow.

The Company's ability to effectively operate could be hindered if it fails to attract and retain key personnel

The Company's ability to operate its business and implement its strategies effectively depends, in part, on the efforts of its executive officers and other key employees. In addition, the Company's future success will depend on, among other factors, the ability to attract and retain qualified personnel, particularly engineers and other employees with critical expertise and skills that support key customers and products or in emerging regions. The loss of the services of any key employees, and particularly the Company's Chief Executive Officer, or the failure to attract or retain other qualified personnel could have a material adverse effect on the Company's business, ability to secure future programs, operating results, financial condition, and cash flow.

Work stoppages and similar events could significantly disrupt the Company's business

Because the automotive industry relies heavily on just-in-time delivery of components during the assembly and manufacture of vehicles, a work stoppage at one or more of the Company's manufacturing and assembly facilities could have material adverse effects on the business. Similarly, if one or more of the Company's customers were to experience a work stoppage, that customer would likely halt or limit purchases of the Company's products, which could result in the shutdown of the related manufacturing facilities. A significant disruption in the supply of a key component due to a work stoppage at any of the Company's suppliers or sub-suppliers, or reduced orders from the Company's customers as a result of work stoppages, could have a material adverse effect on the Company's business, operating results, financial condition, and cash flow.

Industry and Competition Related Risk Factors

The Company may not realize sales represented by awarded business

The Company estimates awarded business using certain assumptions, including projected future sales volumes based on data from OEM customers and industry benchmarks. The OEM customers do not generally guarantee production volumes. In addition, awarded business may include business under arrangements that OEM customers have the right to terminate, at any time, without penalty. Therefore, the Company's actual sales volumes, and thus the ultimate amount of revenue that it derives from such sales, are not guaranteed. If actual production orders from its customers are not consistent with the projections used by the Company in calculating the amount of its awarded business, the Company could realize substantially less revenue over the life of these projects than the projected estimate.

The Company must continue to develop, introduce, and achieve market acceptance of new and enhanced products in order to grow its sales in the future

The growth of the Company's business will be dependent on the demand for innovative automotive electronics products, including but not limited to electrification, advanced driver assistance, semi-autonomous and autonomous vehicle technologies. In order to increase sales in current markets and gain entry into new markets, the Company must innovate to maintain and improve existing products, including software, while successfully developing and introducing distinctive new and enhanced products that anticipate changing customer and consumer preferences and capitalize upon emerging software technologies. Artificial Intelligence ("A.I") will continue to play an increasing role in the Company's products generating opportunities but also risk that the Company's products may be developed more cheaply with A.I. solutions or that competitor's A.I. offerings may be preferred over the Company's product offerings. In addition, the Company may experience difficulties that delay or prevent the development, introduction, or market acceptance of its new or enhanced products. Furthermore, the new technologies, including A.I., have also attracted increased competition from outside the traditional automotive industry, and any of these competitors may develop and introduce technologies that gain greater customer or consumer acceptance, which could have a material adverse effect on the future growth of the Company.

The automotive industry is cyclical and significant declines in the production levels of the Company's major customers could reduce the Company's sales and harm its profitability

Demand for the Company's products is directly related to the automotive vehicle production of the Company's major customers. Automotive sales and production are cyclical and can be affected by general economic or industry conditions, labor relations issues, fuel prices, regulatory requirements, government initiatives, trade agreements, the cost and availability of credit, and other factors. Due to overall global economic conditions, including semiconductor shortages and supply chain disruptions, the automotive industry experienced constrained production schedules in recent years. Such shortages and constrained production schedules had and may in the future have a material adverse effect on the Company's business, profitability, financial condition and results of operations.

The discontinuation or loss of business, or lack of commercial success, with respect to a particular product for which the Company is a significant supplier could reduce the Company's sales and harm its profitability

Although the Company has purchase orders from many of its customers, these purchase orders generally provide for the supply of a customer's annual requirements for a particular vehicle model and assembly plant, or in some cases, for the supply of a customer's requirements for the life of a particular vehicle model, rather than for the purchase of a specific quantity of products. In addition, certain customers have communicated an intent to manufacture components internally that are currently produced by outside suppliers, such as the Company. If the Company's OEM customers successfully insource products currently manufactured by the Company the discontinuation or loss of business for products which the Company is a significant supplier could reduce the Company's sales and harm the Company's profitability.

Price pressures from customers may adversely affect the Company's business

Downward pricing pressures by automotive OEMs, while characteristic of the automotive industry, are increasing. Virtually all automakers have implemented aggressive price-reduction initiatives and objectives each year with their suppliers, and such actions are expected to continue in the future. In addition, estimating such amounts is subject to risk and uncertainties because any price reductions are a result of negotiations and other factors. Accordingly, suppliers must be able to reduce their operating costs in order to maintain profitability. Price reductions have impacted the Company's sales and profit margins and are expected to continue to do so in the future. If the Company is unable to offset customer price reductions in the future through improved operating efficiencies, new manufacturing processes, sourcing alternatives, and other cost-reduction initiatives, the Company's business, operating results, financial condition, and cash flow could be adversely affected.

The Company is highly dependent on Ford Motor Company and decreases in this customer's vehicle production volumes would adversely affect the Company

Ford and General Motors are the Company's largest customers as a percentage of sales. Accordingly, any change in Ford or General Motors's vehicle production volumes may have a significant impact on the Company's sales volume and profitability. See Note 18, "Financial Instruments" in Part II, Item 8 of this Annual Report on Form 10-K for more information.

The Company's pension expense and funding levels of pension plans could materially deteriorate, or the Company may be unable to generate sufficient excess cash flow to meet increased pension benefit obligations

The Company's assumptions used to calculate pension obligations as of the annual measurement date directly impact the expense to be recognized in future periods. While the Company's management believes that these assumptions are appropriate, significant differences in actual experience or significant changes in these assumptions may materially affect the Company's pension obligations and future expense. For more information on sensitivities to changing assumptions, please see "Critical Accounting Estimates" in Item 7 and Note 12, "Employee Benefit Plans" in Part II, Item 8 of this Annual Report on Form 10-K.

Product Related Risk Factors

The Company's inability to effectively manage the timing, quality, and costs of new program launches could adversely affect its financial performance

In connection with the award of new business, the Company often obligates itself to deliver new products and services that are subject to its customers' timing, performance, and quality standards. Additionally, as a Tier 1 supplier, the Company must effectively coordinate the activities of numerous suppliers in order to launch programs successfully. Given the complexity of new program launches, especially involving new and innovative technologies, the Company may experience difficulties managing timeliness and detecting undiscovered software errors, bugs, and other defects in its products which may injure the Company's reputation. In addition, new program launches require a significant ramp up of costs; however, the sales related to these new programs generally are dependent upon the timing and success of the introduction of new vehicles by the Company's customers. The Company's inability to effectively manage the timing, quality, and costs of these new program launches could have a material adverse effect on its business, operating results, financial condition, and cash flow.

Warranty claims, product liability claims, and product recalls could adversely affect the Company

The Company faces the inherent business risk of exposure to warranty and product liability claims in the event that its products fail to perform as expected or such failure results, or is alleged to result, in bodily injury or property damage (or both). In addition, if any of the Company's supplied products are defective or are alleged to be defective, the Company may be required to participate in a recall campaign. The introduction of new and complex technologies, such as A.I. features, can increase these and other safety risks, including exposing users to harmful, inaccurate or other negative content and experiences. The Company's products contain increasingly significant amounts of software and a successful cyberattack on such products could cause materially adverse effects on the Company's business, operating results, financial condition, cash flow, and reputation. In addition, as the Company expands its electrification product offering, including its battery management systems, such products will present a different warranty and product liability risk profile. As suppliers become more integrally involved in the vehicle design process and assume more of the vehicle assembly functions, automakers are increasingly expecting them to warrant their products and are increasingly looking to suppliers for contributions when faced with product liability claims or recalls. A successful warranty or product liability claim against the Company, or a requirement that the Company participate in a product recall campaign, could have materially adverse effects on the Company's business, operating results, financial condition, and cash flow.

Developments or assertions by or against the Company relating to intellectual property rights could materially impact its business

The Company owns significant intellectual property, including a number of patents, trademarks, copyrights, and trade secrets and is involved in numerous licensing arrangements. The Company's intellectual property plays an important role in maintaining its competitive position in a number of the markets served. The Company may directly or through a supplied component utilize intellectual property in its products that requires a license from a third-party. While the Company believes that such licenses generally can be obtained by the Company, or supplier if a supplied component, we may not be able to obtain the necessary licenses on commercially acceptable terms or at all. Failure by the Company or its suppliers to obtain the right to use third-party intellectual property could preclude the Company from selling certain products, and developments or assertions by or against the Company relating to intellectual property rights, could have materially adverse effects on the Company's business, operating results, financial condition, and cash flow.

The Company also derives significant revenue from countries outside the U.S. (including China) and significant intellectual property assets are licensed to joint ventures and customers in foreign jurisdictions. If a material intellectual property theft or forced transfer were to occur, it could materially and adversely affect the Company's business, operating results, financial condition, and cash flow. In addition, the Company has continued to see an increase in patent claims related to connectivity-enabled products where other patent-holding companies are seeking royalties and often enter into litigation based on patent infringement allegations. Significant technological developments by others also could materially and adversely affect the Company's business, operating results, financial condition, and cash flow.

Advances in A.I. technology may generate developments against which existing intellectual property laws may not adequately protect and which may also give rise to a proliferation of infringement which we may not be able to address effectively.

Privacy and security concerns (including cybersecurity) relating to the Company's current or future products and services could have a material adverse impact on our business, damage its reputation and deter current and potential users from using them

The Company's products and services contain digital technology designed to support connected vehicles, and for some products may also collect and store sensitive end-user data (that may include personally identifiable information). Despite the security and risk-prevention measures the Company has implemented, including related to cybersecurity, our products or services could be breached, damaged, taken over, or otherwise interrupted by a system failure, cyberattack, malicious computer software (including malware or ransomware), unauthorized physical or electronic access, or other natural or man-made incidents or disasters. Failure of the Company's products or services to effectively protect against these vulnerabilities can damage its reputation and adversely affect its operating results.

Further, through our products or services, the Company may gain access to sensitive, confidential, or personal data or information that is subject to privacy and security laws, regulations, and customer-imposed controls. Concerns about the Company's practices with regard to the collection, use, disclosure, or security of personal information or other privacy related matters, even if unfounded, could damage its reputation and adversely affect its operating results.

Regulatory authorities around the world are considering a number of legislative and regulatory proposals concerning cybersecurity and data protection. In addition, the interpretation and application of consumer and data protection laws in the U.S., Europe, and elsewhere are often uncertain and in flux. Complying with these various laws could cause the Company to incur substantial costs.

Tax Related Risk Factors

The Company's expected annual effective tax rate could be volatile and could materially change as a result of changes in mix of earnings and other factors, including changes in tax laws and tax audits

We are subject to income taxes in the U.S. and various international jurisdictions. Changes in tax rates or tax laws by U.S. and international jurisdictions and tax audits could adversely impact Visteon's financial results. The Company is in a position whereby losses incurred in certain tax jurisdictions generally provide no current financial statement benefit. In addition, certain jurisdictions have statutory rates greater than or less than the U.S. statutory rate. As such, changes in the mix and source of earnings between jurisdictions, including changes in tax rates in those jurisdictions, could have a significant impact on the Company's overall effective tax rate in future periods. Additionally, in the ordinary course of business, we are subject to examinations by various tax authorities. Tax authorities in various jurisdictions could also open new examinations and expand existing examinations for which the outcomes cannot be predicted with certainty. Furthermore, changes in U.S. or foreign tax laws and regulations, or their interpretation and application, could also have a significant impact on the Company's overall effective rate in future periods. For example, the Organization for Economic Cooperation and Development ("OECD"), the European Union, and several other countries, including those where our Company operates, have introduced a 15% global minimum tax on a country-by-country basis, with many jurisdictions committing to an effective enactment date of January 1, 2024. Although it is uncertain if the U.S. will adopt Pillar Two, many jurisdictions are updating their tax laws based on this framework. As we evaluate the impact of these legislative changes with the release of additional guidance, uncertainty remains about the timing and interpretation by tax authorities in affected regions. While the estimated impact on our 2024 effective tax rate is not material, these changes could negatively affect our effective tax rate, tax liabilities, and cash taxes in future years.

The Company may not be able to fully utilize its U.S. net operating losses and other tax attributes

The Company has net operating losses ("NOLs") and other tax attributes which could be limited if there is a subsequent change of ownership. If the Company were to have a change of ownership within the meaning of IRC Sections 382 and 383, its NOLs and other tax attributes could be limited to an amount equal to its market capitalization at the time of the ownership change multiplied by the federal long-term tax exempt-rate. The Company cannot provide any assurance that such an ownership change will not occur, in which case the availability of the Company's NOLs and other tax attributes could be significantly limited or possibly eliminated. Certain tax benefit preservation provisions of its corporate documents could delay or prevent a change of control, even if that change would be beneficial to stockholders.

Market Related Risk Factors

The Company is subject to significant foreign currency risks and foreign exchange exposure

As a result of Visteon's global presence, a significant portion of the Company's revenues and expenses are denominated in currencies other than the U.S. dollar. The Company is therefore subject to foreign currency risks and foreign exchange exposure. The Company's primary exposures are to the Brazilian real, British pound, Bulgarian Lev, Chinese renminbi, euro, Indian rupee, Japanese yen, Korean won, Mexican peso, and Thai bhat. Volatility in certain exchange rates could adversely impact Visteon's financial results and comparability of results from period to period.

General Risk Factors

A disruption to the Company's infrastructure of information technology systems, or those of our customers, supplies, sub-suppliers, partners, service providers or other contract parties, including because of cyberattack, could adversely affect its business and financial performance

The Company relies on the accuracy, capacity, and security of its infrastructure and information technology systems to conduct its business. The Company's systems have in the past and could in the future be breached, damaged, taken over, or otherwise interrupted by a system failure, cyberattack, malicious computer software (including malware or ransomware), unauthorized physical or electronic access, or other natural or man-made incidents or disasters. For example, on July 3, 2023, the Company experienced a disruption of certain IT services and assets at its third-party data center provider that resulted in some IT services experiencing interruptions and loss of data and on December 15, 2024 several servers at a single plant in China were encrypted but the Company's response plans including back-up restoration negated any material impact to the Company. These types of events have occurred with more frequency within our industry and are expected to continue (and possibly increase) moving forward. Any of these events could result in, amongst other things, the following to the Company or its customers, suppliers, sub-suppliers, or other contract parties: (i) a business disruption, including plant operations, (ii) theft of intellectual property, including trade secrets, or (iii) unauthorized access to personal information, including employee or end consumer personal information. Although the Company has placed a high priority on cybersecurity and continues to enhance (through investments) our controls, processes and practices designed to protect our operational systems and products from a breach, the Company's actions may not be quick enough to fully protect our operational systems and products against all vulnerabilities, including technologies developed to bypass our security measures. In addition, the company's employees or customers may accidentally provide their access credentials or other sensitive information to bad actors who could gain access to our secure systems and networks. Nothing ensures that the Company's actions or investments to improve its systems, products, processes and risk management framework or remediate vulnerabilities will be sufficient or deployed quickly enough to prevent or limit the impact of any breach. Undetected or unrecognized breaches also create a risk to the Company since it takes time to first discover the breach and then patch the vulnerability. The Company also cannot anticipate all the various methods of attacks and have defenses prepared in advance against these types of attacks, and it cannot predict the extent, frequency or impact these attacks may have. To the extent a breach occurs as noted above, or data is lost, destroyed, or inappropriately used or disclosed, such disruptions could lead to legal claims against the Company and adversely affect the Company's competitive position, reputation, relationships with customers, financial condition, operating results, and cash flows and/or subject us to regulatory actions, including those contemplated by data privacy laws and regulations. Moreover, the Company may be required to incur significant costs to protect against the damage caused by these disruptions or security breaches in the future. The Company is also dependent on the security measures implemented by our customers, suppliers, and other third-party service providers to protect their own systems, infrastructures, and products. A breach that impacts any of these third-parties' systems could result in unauthorized access to the Company's or its customers' or suppliers' sensitive data or the Company's own information technology systems. It could also cause the Company to be non-compliant with applicable laws, subject us to legal claims, disrupt our operations, damage our reputation, or cause a loss of confidence in our products or services, any of which could adversely affect our financial condition, operating results, or cash flow. In addition, if the content, analyses, or recommendations that A.I. programs assist in producing are or are alleged to be deficient, inaccurate, or biased, then the Company's business, financial condition, and results of operations and our reputation may be adversely affected.

The Company is involved from time to time in legal proceedings and commercial or contractual disputes, which could have an adverse effect on the Company

The Company is involved in legal proceedings and commercial or contractual disputes that, from time to time, are significant. These are typically claims that arise in the normal course of business including, without limitation, commercial or contractual disputes (including disputes with suppliers), intellectual property matters, personal injury claims, and employment matters. Adverse results of such proceedings and claims may have a material adverse impact on the Company’s profitability and financial position.

Climate change, climate change regulations, and greenhouse gas effects could adversely impact the Company’s operations and markets

Increased attention to climate change and its association with greenhouse gas emissions, expectations for companies to establish short and long-term emissions reduction targets, and changes in consumer preferences may result in increased costs, reduced profits, risks associated with new regulatory requirements, and the potential for increased litigation and governmental investigations. The U.S. federal government, certain U.S. states, and certain other countries and regions have adopted or are considering legislation or regulation imposing overall caps or taxes on greenhouse gas emissions from certain sectors including automotive. Failure to comply with any legislation or regulation could result in substantial fines, criminal sanctions, or operational changes. Moreover, even without such legislation or regulation, increased awareness of, or any adverse publicity regarding, the effects of greenhouse gases could harm the Company’s reputation or reduce customer demand for its products and services. Automakers have also started implementing climate-related initiatives and objectives each year with their suppliers, and such actions are expected to continue in the future. If the Company is unable to meet these new requirements in the future through improved operating efficiencies, new manufacturing processes, sourcing alternatives, and other sustainability initiatives, the Company’s business could be adversely affected.

Additionally, as severe weather events become increasingly common, operations of the Company, its customers, and/or suppliers may be disrupted, which could result in increased operational costs or reduced demand for products and services. Natural disasters could cause disruption to the Company’s ability to serve its customers and communities in times of need and extended periods of disruption could have an adverse effect on its results of operations.

Item 1B. Unresolved Staff Comments

None

Item 1C. Cybersecurity

Governance

Responsibility for assessing cybersecurity risk includes, but is not limited to, input from our Board of Directors, including the Audit Committee of the Board (the “Audit Committee”), senior management and the Crisis Management Team (a taskforce comprised of representatives from primary corporate and operational functions). These groups devote significant resources to cybersecurity and the risk management processes to adapt to the changing cybersecurity landscape and respond to emerging threats in a timely and effective manner. Visteon’s internal cyber and information security team oversees and works collaboratively with various information security service providers using the National Institute of Standards and Technology ("NIST") framework to regularly assess the threat landscape and support a layered cybersecurity strategy based on prevention, detection and mitigation.

The Company’s Chief Information Officer is responsible for developing and implementing our information security program and reporting on cybersecurity matters to the Audit Committee and to the full Board. Our Chief Information Officer has over two decades of experience leading cybersecurity oversight. Visteon’s internal cyber and information security team has multiple years of experience and/or are security certified (e.g., CISSP, CRISC).

Risk Management, Strategy and Testing

The Audit Committee and the full Board actively participate in discussions with management and amongst themselves regarding cybersecurity risks. The Audit Committee is updated quarterly on the Company’s cybersecurity status including discussion of management’s actions to identify and detect threats, as well as planned actions in the event of a response or recovery situation. The Audit Committee’s review also includes review of recent enhancements to the Company’s defenses and management’s progress on its cybersecurity strategic roadmap. In addition, at least two times per year, the full Board reviews key performance indicators, test results and related remediation, and recent threats and how the Company is managing those threats.

The Company’s cybersecurity risk management program incorporates external guidance and expertise through the use of third-party service providers to assist in the identification, assessment and management of risks specific to cybersecurity threats, including vendors providing threat intelligence, risk mitigation, dark web monitoring, external scanning and scoring, threat and reputation monitoring, forensics, cyber-insurance, advisory services and legal counsel. Visteon engages a managed security service provider to augment its cyber and information security team and to provide additional monitoring capabilities. Visteon’s cyber and information security team reviews enterprise risk management-level cybersecurity risks regularly, and key cybersecurity risks are incorporated into the annual corporate-wide Enterprise Risk Management assessment. In addition, we have a set of Company-wide policies and procedures concerning cybersecurity matters, which include an Information Security manual as well as other policies that directly or indirectly relate to cybersecurity, such as policies related to encryption standards, antivirus protection, remote access, access control, confidential information and the use of the internet, social media, email and wireless devices. The Company has also obtained Trusted Information Security Assessment Exchange (TISAX) certification labels at multiple global locations.

The Company periodically performs simulations and tabletop exercises at a management level and incorporates external resources and advisors as needed. All employees are required to periodically complete cybersecurity training and have access to more frequent cybersecurity training through online modules.

The company regularly tests defenses by performing simulations and drills at both a technical level (including through red team/blue team exercises) and by reviewing its operational policies and procedures with third-party experts. At the management level, our cyber and information security team regularly monitors alerts and meets to discuss threat levels, trends and remediation. Our cyber and information security team conducts regular reviews of third-party hosted applications with a specific focus on any sensitive data shared with third parties. Internal audit works with internal business owners of the hosted applications to document user access reviews annually and receive from the vendor a System and Organization Controls (“SOC”) report. If a third-party vendor is not able to provide a SOC report, the Company takes additional steps to assess their cybersecurity preparedness and assess our relationship on that basis.

The Company has certain products it manufactures that are more susceptible to cybersecurity threats and for those products the Company has additional specific cybersecurity risk assessments and management processes in place that aligns our internal policies, standards and development practices with customer requirements and industry standards, including the International Organization for Standardization ("ISO") 21434 control framework specific to road vehicle cybersecurity engineering. Visteon’s product level cybersecurity management is led by a separate team within the engineering department with the leader of that team reporting at least twice per year to the Technology Committee of the Board on the risks and processes related to product level cybersecurity threats.

Visteon faces a number of cybersecurity risks in connection with its business. Although such risks have not, to date, materially affected the Company or the results of operations or financial condition, the Company has from time-to-time experienced threats to and breaches of its data and systems, including malware attacks. Despite the extensive approach Visteon takes to cybersecurity, the Company may not be successful in preventing or mitigating a cybersecurity incident that could have a material adverse effect on the Company or its stakeholders. See Item 1A. “Risk Factors” for a discussion of cybersecurity risks.

Item 2. Properties

The Company's principal executive offices are located in Van Buren Township, Michigan. At December 31, 2024, the Company and its consolidated subsidiaries owned or leased:

- 32 corporate offices, technical and engineering centers and customer service centers in 15 countries around the world, all of which were leased.

- 13 manufacturing and/or assembly facilities in Brazil, China, India, Japan, Mexico, Portugal, Slovakia, Tunisia, and Thailand, of which 10 were leased and 3 were owned.

In addition, the Company's non-consolidated affiliates operate 6 manufacturing and/or assembly locations, primarily in the Asia Pacific region. The Company considers its facilities to be adequate for its current uses.

Item 3. Legal Proceedings

From time to time, the Company is involved in various legal matters and proceedings arising in the ordinary course of business. While the Company incurs costs, including but not limited to, attorneys' fees, the Company does not currently expect any of these matters or proceedings to have a material effect on its results of operations, financial position or cash flows. Certain legal proceedings in which the Company is involved are discussed in Note 19, "Commitments and Contingencies" to the Company's consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K, "Financial Statements and Supplementary Data" and should be considered an integral part of Part I, Item 3, "Legal Proceedings."

Item 4. Mine Safety Disclosures

None

Item 4A. Information about Our Executive Officers

The following table shows information about the executive officers of the Company as of February 1, 2025:

Name	Age	Position
Sachin S. Lawande	57	Director, President and Chief Executive Officer
Jerome J. Rouquet	57	Senior Vice President and Chief Financial Officer
Colleen E. Myers	49	Vice President and Chief Accounting Officer
Brett D. Pynnonen	56	Senior Vice President and Chief Legal Officer
Joao Paulo Ribeiro	55	Senior Vice President, Operation, Supply Chain, and Procurement
Qais M. Sharif	62	Senior Vice President, and General Manager of the Americas
Kristin E. Trecker	59	Senior Vice President and Chief People Officer
Robert R. Vallance	64	Senior Vice President, Product Lines, China, and APAC Supplier Strategy

Sachin S. Lawande has been Visteon's Chief Executive Officer, President, and a director of the Company since June 29, 2015. Before joining Visteon, Mr. Lawande served as Executive Vice President and President, Infotainment Division of Harman International Industries, Inc., an automotive supplier, from July 2013 to June 2015. From July 2011 to June 2013, he served as Executive Vice President and President of Harman's Lifestyle Division, and from July 2010 to June 2011 as Executive Vice President and Co-President, Automotive Division. Prior to that he served as Harman's Executive Vice President and Chief Technology Officer since February 2009. Mr. Lawande joined Harman International in 2006, following senior roles at QNX Software Systems and 3Com Corporation. He also serves on the board of directors of Cognex Corporation, a leading worldwide provider of machine vision products that are widely used in automotive, consumer electronics, life sciences, and logistics industries. Within the last five years, he also served on the board of directors of DXC Technology Company.

Jerome J. Rouquet has been Visteon's Senior Vice President and Chief Financial Officer since February 2020 (after joining the Company as Senior Vice President, Finance in January 2020). Prior to that, he held leadership roles of increasing responsibility at Federal-Mogul, LLC (a global automotive supplier), including Senior Vice President and Chief Financial Officer from January 2016 to September 2018, Chief Accounting Officer and Controller from July 2010 to January 2016, and Finance Director from March 1999 to July 2010. Following the acquisition of Federal-Mogul by Tenneco, Inc., he most recently served as Senior Vice President Finance, Motorparts from October 2018 to December 2019. From 1990 to 1996, Mr. Rouquet served in various roles at Imaje SA, from Logistics Manager to Financial Controller.

Colleen E. Myers has been Visteon's Vice President and Chief Accounting Officer since January 2024. Prior to the appointment, she was Assistant Controller since May 2021 and Senior Manager, Reporting and Consolidations since joining the Company in June 2015. Prior to joining Visteon she worked at Masco Corporation holding supervisory positions of increasing responsibility in financial reporting and internal audit. Ms. Myers is a certified public accountant.

Brett D. Pynnonen has been Visteon's Senior Vice President and Chief Legal Officer since December 2016. Prior to that, he was Vice President and General Counsel since joining the Company in March 2016. Before joining Visteon, he was Senior Vice President, General Counsel and Corporate Secretary of Federal-Mogul Holdings Corporation, a global automotive supplier, from November 2007 to March 2016. Prior to that, he was General Counsel and Secretary of Covansys Corporation, a technology services company, and an attorney at the law firm of Butzel Long.

Joao Paulo Ribeiro has been Visteon's Senior Vice President, Operation, Supply Chain, and Procurement since November 2021. Prior to that he was Vice President, Manufacturing and Supply Chain since March 2020, Vice President, Manufacturing Operations since March 2014, and Managing Director, European Operations from October 2010 to March 2014. During his career with Visteon and Ford Motor Company, he has held management positions of increasing responsibility in manufacturing and operations.

Qais Sharif has been Visteon's Senior Vice President and General Manager of the Americas since November 2023. Prior to that he was, Vice President and General Manager of the Americas since December 2021, Vice President Displays Product Line since November 2019 and Vice President, Product Management Driver Information and Displays since joining the Company in August 2016. Prior to joining Visteon, Mr. Sharif was Vice President, Information Technology and Mobile USA Sales and Marketing at LG Display Company, an automotive supplier, and Global Vice President of Sales at TE Connectivity, a consumer electronics company.

Kristin E. Trecker has been Visteon’s Senior Vice President and Chief People Officer since joining the Company in May 2018. Before joining Visteon, she served as Executive Vice President and Chief Human Resources Officer (“CHRO”) for Integer Holdings Corp. (formerly Greatbatch, Inc.), a medical device contract development and manufacturer, from November 2015 to May 2017, and as Senior Vice President and CHRO of MTS Systems Corp., a global engineering firm, from February 2012 to October 2015. Prior to that Ms. Trecker spent 16 years with Lawson Software, Inc. in roles of increasing responsibility, ranging from Director of Compensation and Benefits to Senior Vice President of Human Resources.

Robert R. Vallance has been Visteon’s Senior Vice President, Product Lines, China and APAC Supplier Strategy since January 2025, prior to that he was Senior Vice President of Global Customer Business Groups, New Technology Product Lines, and General Manager APAC Region since January 2022 and Senior Vice President, Customer Business Groups since December 2016. He also served as Vice President, Customer Business Groups upon rejoining the Company in July 2014. From February 2008 to June 2014, he served as Vice President, Electronics Business Group of Johnson Controls, Inc., an automotive supplier. Prior to that, he spent 23 years at Ford Motor Company and Visteon in product development, program and commercial management, strategy and planning, product marketing, and manufacturing.

Part II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company's common stock, $0.01 par value per share, trades on the Nasdaq Global Select Market under the symbol "VC". As of February 7, 2025, the Company had 2,550 shareholders of record.

No dividends were paid by the Company on its common stock during the years ended December 31, 2024 and 2023. The Company’s Board evaluates the Company’s dividend policy based on all relevant factors. The Company’s credit agreements limit the amount of cash payments for dividends that may be made. Additionally, the ability of the Company’s subsidiaries to transfer dividends is subject to various restrictions, including regulatory requirements and governmental restraints.

No sales of the Company’s common stock were made by or on behalf of the Company or an affiliated purchaser during the fourth quarter of 2024.

On March 2, 2023 the Company's board of directors authorized a share repurchase program of $300 million of common stock through December 31, 2026. Under this program, the Company will repurchase shares at the prevailing market prices pursuant to specified share price and daily volume limits. As of December 31, 2024, the Company has $131 million of authorized purchases of common stock remaining.

The following table summarizes information relating to purchases made by or on behalf of the Company, or an affiliated purchaser, of shares of the Company’s common stock during the fourth quarter of 2024.

Period	Total Number of Shares (or Units) Purchased (1)	Average Price Paid per Share (or Unit)	Total Number of Shares (or units) Purchased as Part of Publicly Announced Plans or Programs (2)	Approximate Dollar Value of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (in millions)
October 1 to October 31, 2024	—	$ —	—	$ 174
November 1 to November 31, 2024	21,604	$ 92.74	21,604	$ 172
December 1 to December 31, 2024	455,601	$ 91.00	455,601	$ 131
Total	477,205	$ 91.08	477,205	$ 131

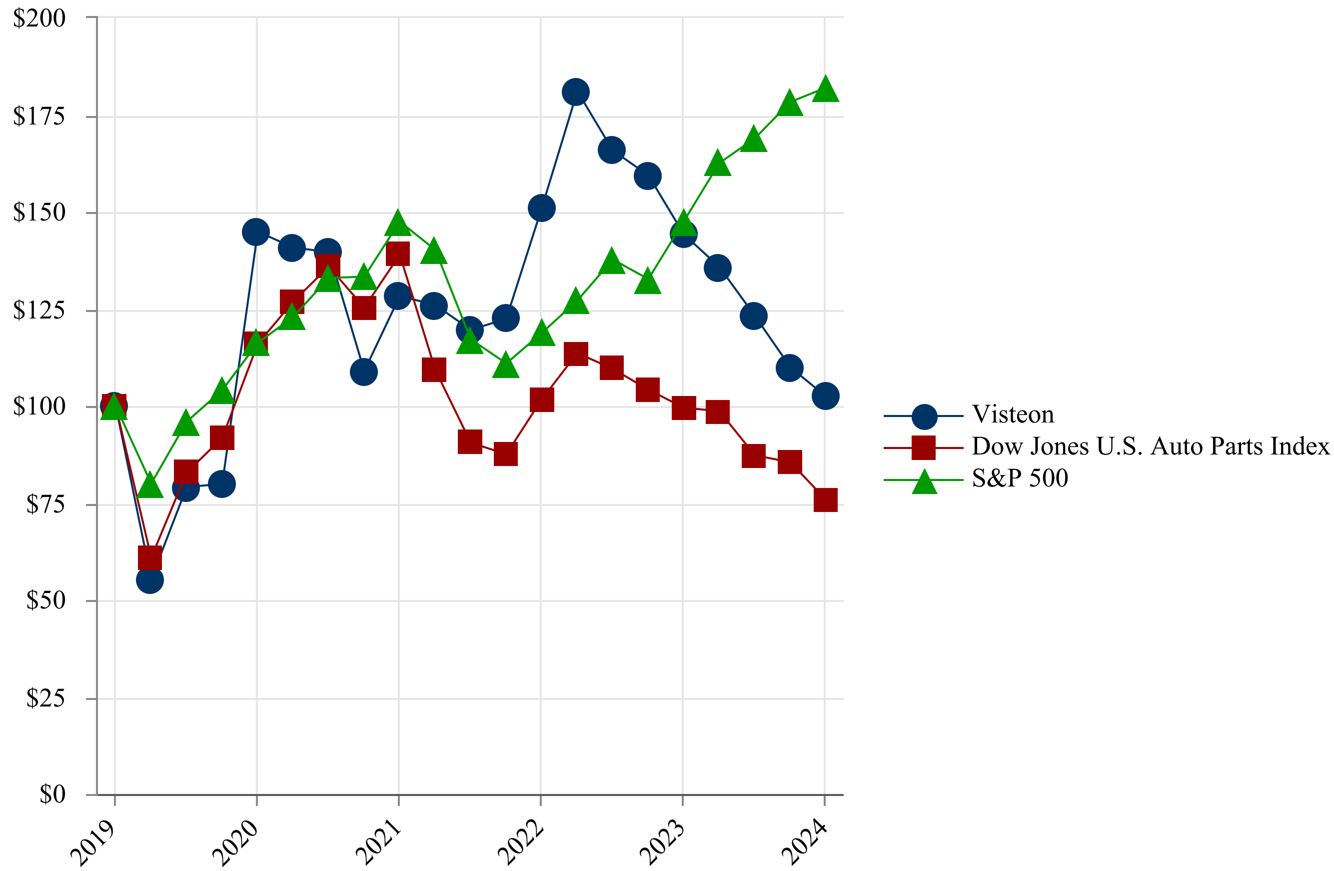
(1) The Company does not include shares surrendered to pay taxes incurred upon exercises of stock options for purposes of this Item 5 of Part II of this Annual Report on Form 10-K.

(2) The Inflation Reduction Act of 2022, which was enacted into law on August 16, 2022, imposed a nondeductible 1% excise tax on the net value of certain stock repurchases made after December 31, 2022. All dollar amounts presented exclude such excise taxes, as applicable.

The following information in Item 5 is not deemed to be “soliciting material” or be “filed” with the SEC or subject to Regulation 14A or 14C under the Securities Exchange Act of 1934, as amended (“Exchange Act”) or to the liabilities of Section 18 of the Exchange Act, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except to the extent the Company specifically incorporates it by reference into such a filing.

Performance Graph

The following graph compares the cumulative total stockholder return from December 31, 2019 through December 31, 2024, for Visteon's existing common stock, the S&P 500 Index and the Dow Jones U.S. Auto Parts Index. The graph below assumes that $100 was invested on December 31, 2019 in each of the Company's common stock, the stocks comprising the S&P 500 Index and the stocks comprising the Dow Jones U.S. Auto Parts Index, and that all dividends have been reinvested.



	December 31, 2019	December 31, 2020	December 31, 2021	December 31, 2022	December 31, 2023	December 31, 2024
Visteon Corporation	$100.00	$144.96	$128.35	$151.09	$144.24	$102.46
Dow Jones U.S. Auto Parts Index	$100.00	$116.02	$139.01	$101.74	$99.55	$75.85
S&P 500	$100.00	$116.26	$147.52	$118.84	$147.64	$182.05

The above comparisons are required by the SEC and are not intended to forecast or be indicative of possible future performance of the Company's common stock or the referenced indices.

Item 6. [Reserved]

Item 7. 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 the Company. MD&A is provided as a supplement to, and should be read in conjunction with, the Company's consolidated financial statements and related notes appearing in Item 8 of this Annual Report on Form 10-K "Financial Statements and Supplementary Data". For discussion related to changes in financial condition and the results of operations for fiscal year 2023-related items, refer to Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for fiscal year 2023, which was filed with the Securities and Exchange Commission on February 20, 2024.

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. The Company's platforms leverage proven, scalable hardware and software solutions that enable the digital, electric, and autonomous evolution of its 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:

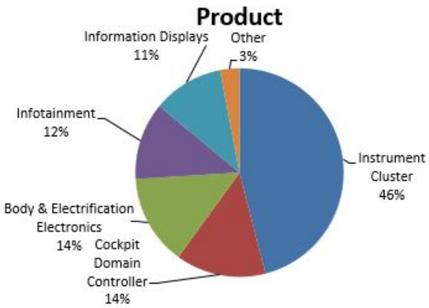
- *Technology Innovation* - The Company is an established global leader in cockpit electronics and is positioned to provide solutions as the industry transitions to the next generation automotive cockpit experience. The cockpit is becoming fully digital, connected, automated, learning and voice enabled. Visteon's broad portfolio of digital cockpit and electrification electronics positions Visteon to support these macro trends in the automotive industry.

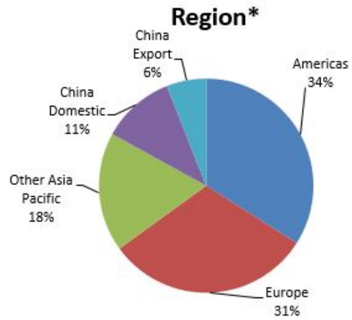
- *Long-Term Growth* - The Company has continued to win business at a rate that exceeds current sales levels by demonstrating product quality, technical and development capability, new product innovation, reliability, timeliness, product design, manufacturing capability, and flexibility, as well as overall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

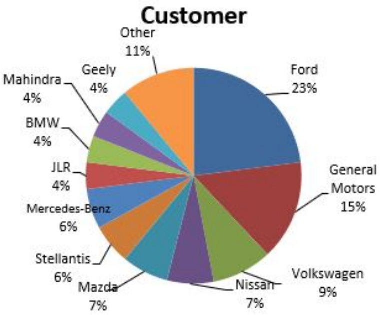
- *Balanced Capital Allocation with a Strong Balance Sheet* - The Company continues to maintain a strong balance sheet to withstand near-term industry volatility and support a balanced capital allocation framework. The Company is primarily focused on allocating capital to high-returning organic initiatives that increase internal capabilities, pursuing attractive inorganic opportunities, and returning capital to shareholders. In March 2023, the Company announced a $300 million share repurchase program maturing at the end of 2026. The Company has repurchased $169 million of Company common stock under this program. During the year ended December 31, 2024, Visteon spent a net cash outlay of $55 million on inorganic growth, to acquire an advanced design and R&D services firm and a software firm.

Financial Results

The pie charts below highlight the sales breakdown for Visteon for the year ended December 31, 2024.







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

Global Automotive Market Conditions and Production Levels

Industry vehicle volumes were approximately 89 million units in 2024, a modest decline compared to 2023 as the worldwide semiconductor and other supply related shortages began to ease, offset by mixed industry dynamics that reduced light vehicle production in Europe and North America. North America production levels were slightly lower as vehicle affordability affected consumer demand, partially offset by OEMs rebuilding inventories. Production levels in Europe were lower, with a weak macroeconomic environment and the expiration of government incentives on electric vehicles weighing on production. In China, domestic OEMs continued to gain market share amid intense price competition in a weak domestic market. Looking forward, vehicle production is expected to decline slightly in 2025, with Visteon's customer production expected to decline mid-single digits, and ongoing risks related to vehicle affordability, economic uncertainty, potential geopolitical challenges, and customer market share changes. The magnitude of the impact on the financial statements, results of operations, and cash flows will be dependent on plant production schedules, supply chain impacts, global economic impacts, and electric vehicle adoption.

Company Highlights

Visteon continued to focus on execution throughout 2024, building a foundation of sustainable growth, margin expansion, and cash flow generation. Visteon reported sales of $3,866 million, a year-over-year decrease of 2%, representing continued out-performance compared to customer production despite significant headwinds in the China market and lower supply chain recoveries from customers. Net Income attributable to Visteon of $274 million declined compared to the prior year primarily due to a larger deferred tax valuation allowance release in 2023 as compared to 2024. Adjusted EBITDA* was $474 million, a 9% increase compared to prior year due to strong commercial and cost discipline. Visteon continued to build the foundation for sustainable growth launching 95 new products during 2024. Visteon's next-generation products continue to be featured on its customer's key vehicles and platforms. Additionally, Visteon was awarded $6.1 billion in new business wins with strong representation in all product categories. Wins included clusters wins of approximately $1.1 billion, driven primarily by digital clusters, multiple SmartCore™ and infotainment wins with lifetime revenue in excess of $1.5 billion, multiple large multi-display wins bringing total displays wins to $2.6 billion for the year, and $0.7 billion of electrification wins highlighted by a power electronics win for an on-board charger and DC-DC converter.

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

Results of Operations

Year ended December 31, 2024 Compared to Year ended December 31, 2023

The Company's consolidated results of operations for the years ended December 31, 2024 and 2023 were as follows:

	Year Ended December 31,		
(In millions)	2024	2023	Change
Net sales	$ 3,866	$ 3,954	$ (88)
Cost of sales	(3,335)	(3,467)	132
Gross margin	531	487	44
Selling, general and administrative expenses	(207)	(207)	—
Restructuring and impairment	(32)	(5)	(27)
Interest income (expense), net	2	(7)	9
Equity in net (loss) income of non-consolidated affiliates	(3)	(10)	7
Other income (expense), net	7	(1)	8
Income (loss) before income taxes	298	257	41
Benefit from (provision for) income taxes	(14)	248	(262)
Net income (loss)	284	505	(221)
Less: Net (income) loss attributable to non-controlling interests	(10)	(19)	9
Net income (loss) attributable to Visteon Corporation	$ 274	$ 486	$ (212)
Adjusted EBITDA	$ 474	$ 434	$ 40

In 2024, the Company determined that additional U.S. deferred income tax assets were more likely than not to be realized resulting in a $49 million non-cash tax benefit to Net income attributable to Visteon Corporation or $1.76 per diluted share. 2023 includes a non-cash tax benefit to Net income attributable to Visteon Corporation of $313 million, or $11.10 per diluted share in the fourth quarter, and $10.98 per diluted share for the full year, related to a reduction in the valuation allowance against the U.S. deferred tax assets.

Net Sales and Cost of Sales

(In millions)	Net Sales	Cost of Sales	Gross Margin
December 31, 2023	$ 3,954	$ (3,467)	$ 487
Volume, mix, and net new business	125	(104)	21
Customer pricing, net	(142)	—	(142)
Currency	(30)	17	(13)
Engineering costs, net	—	16	16
Cost performance, design changes, and other	(41)	203	162
December 31, 2024	$ 3,866	$ (3,335)	$ 531

Net sales for the year ended December 31, 2024 totaled $3,866 million, which represents an decrease of $88 million compared with 2023. Volumes and net new business increased net sales by $125 million due to continued market outperformance as a result of recent product launches and sales volumes in the America's, partially offset by lower sales in China due to market dynamics. Customer pricing decreased net sales by $142 million as a result of lower customer recoveries due to improving supply chain dynamics and annual price reductions. Unfavorable currency decreased net sales by $30 million, primarily attributable to the Chinese renminbi, Japanese yen, and Brazilian real, partially offset by the euro. Other cost performance, design changes and other decreased net sales by $41 million. primarily due to the non-recurrence of certain prior period one time commercial items.

Cost of sales decreased $132 million for the year ended December 31, 2024, when compared with 2023. Volume, mix and net new business increased cost of sales by $104 million. Net engineering costs, excluding currency, decreased cost of sales by $16 million as a result of favorable timing of engineering recoveries. Foreign currency decreased cost of sales by $17 million, primarily attributable to the Mexican peso and Japanese yen, partially offset by the Brazilian real. Cost performance, design

changes and other decreased cost of sales by $203 million primarily due to lower recoveries from improving supply chain dynamics and manufacturing efficiencies.
A summary of net engineering costs is shown below:

(In millions)	Year Ended December 31, 2024	2023
Gross engineering costs	$ (334)	$ (330)
Engineering recoveries	143	120
Engineering costs, net	$ (191)	$ (210)

Gross engineering costs relate to forward model program development and advanced engineering activities and exclude contractually reimbursable engineering costs. Gross engineering costs of $334 million for the year ended December 31, 2024, where $4 million higher than the same period of 2023, and included the the acquisition of a German R&D services firm. Net engineering costs of $191 million for the year ended December 31, 2024, including the impacts of currency, were $19 million lower than the same period of 2023. This decrease is primarily related to favorable timing of recoveries during 2024 compared to the prior period.

Selling, General, and Administrative Expenses

Selling, general, and administrative expenses were $207 million, or 5.4% of net sales, and $207 million, or 5.2% of net sales, for the years ended December 31, 2024 and 2023, respectively. Expenses remained unchanged during 2024 due to decreased amortization expense offset by increased employee expenses.

Restructuring and Impairment

The Company recorded $32 million and $5 million of net restructuring expense for the years ended December 31, 2024 and 2023, respectively. The increase is due to a 2024 global restructuring plan announced in September 2024 aimed at improving efficiency and further rationalize the Company’s footprint.

Interest Expense, Net

Net interest income for the year ended December 31, 2024, was $2 million, compared to interest expense of $7 million in the same period 2023. The increase in interest income during 2024 reflects increased cash balances.

Equity in Net Income of Non-Consolidated Affiliates

Equity in net loss of non-consolidated affiliates was $3 million and $10 million for the years ended December 31, 2024 and 2023, respectively. The loss in each year is due to operating losses at an affiliate.

Other Income, Net

Other income, net consists of the following:

(In millions)	Year Ended December 31, 2024	2023
Pension financing benefits, net	$ 11	$ 11
Pension settlement	(4)	—
Township settlement	—	(12)
	$ 7	$ (1)

Income Taxes

The Company's provision for income taxes was $14 million for year ended December 31, 2024, reflecting a $262 million increase compared to the $248 million benefit from income taxes in 2023. In the fourth quarter of 2023, the Company released $313 million from its deferred tax valuation allowance related to U.S. federal and certain state deferred tax assets. In 2024, the Company determined that additional U.S. deferred income tax assets were more likely than not to be realized resulting in a $49 million non-cash tax benefit.

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. generally accepted accounting principles ("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 Adjusted EBITDA to net income attributable to Visteon for the years ended December 31, 2024 and 2023 is as follows:

	Year Ended December 31,		
(In millions)	**2024**	**2023**	**Change**
Net income (loss) attributable to Visteon Corporation	$ 274	$ 486	$ (212)
Depreciation and amortization	96	104	(8)
Restructuring, net	32	5	27
Provision for (benefit from) income tax	14	(248)	262
Non-cash, stock-based compensation expense	41	34	7
Interest (income) expense, net	(2)	7	(9)
Net income (loss) attributable to non-controlling interests	10	19	(9)
Equity in net loss (income) of non-consolidated affiliates	3	10	(7)
Other, net	6	17	(11)
Adjusted EBITDA	$ 474	$ 434	$ 40

In 2024, the Company determined that additional U.S. deferred income tax assets were more likely than not to be realized resulting in a $49 million non-cash tax benefit to Net income attributable to Visteon Corporation or $1.76 per diluted share. 2023 includes a non-cash tax benefit to Net income attributable to Visteon Corporation of $313 million, or $11.10 per diluted share in the fourth quarter, and $10.98 per diluted share for the full year, related to a reduction in the valuation allowance against the U.S. deferred tax assets.

Adjusted EBITDA was $474 million for the year ended December 31, 2024, representing an increase of $40 million when compared to 2023. Favorable volumes and mix, and the ongoing benefits of cost and commercial discipline increased Adjusted EBITDA by $37 million. Foreign currency decreased Adjusted EBITDA by $12 million, primarily attributable to the Brazilian real and Japanese yen, partially offset by the Mexican peso. Net engineering costs, excluding currency, increased Adjusted EBITDA by $15 million from favorable timing of recoveries.

Liquidity

Overview

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 U.S. 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 December 31, 2024, the Company's corporate credit rating is BB by Standard & Poor's. See Note 11, "Debt" in the Company's consolidated financial statements included in Item 8 of this Annual Report on Form 10-K 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 and intercompany load agreements. Affiliate working capital lines had availability of $150 million and the Company had $400 million of available credit under the revolving credit facility as of December 31, 2024.

Cash Balances

As of December 31, 2024, the Company had total cash and equivalents of $626 million, including $3 million of restricted cash. Cash balances totaling $489 million were located in jurisdictions outside of the United States, of which approximately $65 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 year ended December 31, 2024, cash contributions to the Company's U.S and non-U.S. employee retirement plans were approximately $26 million. Additionally, the Company expects to make contributions to its US and non-US defined benefit pension plans of $4 million and $8 million, respectively, during 2025.

During the year ended December 31, 2024, the Company paid $10 million related to restructuring activities. Additional discussion regarding the Company's restructuring activities is provided in Note 4, "Restructuring and Impairments" in the Company's consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

The Company has committed to make investments totaling $20 million in multiple entities principally focused on the automotive sector pursuant to limited partnership agreements. As of December 31, 2024, the Company has contributed $13 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.

On March 2, 2023 the Company's board of directors authorized a share repurchase program of $300 million of common stock through December 31, 2026. Under this program, the Company will repurchase shares at the prevailing market prices pursuant to specified share price and daily volume limits. During the year ended December 31, 2024, the Company has purchased 647,755 shares at an average price of $97.97 related to this program totaling $63 million.

Purchase Obligations

As of December 31, 2024, the Company has contractual purchase obligations of approximately $41 million through 2029.

Leases

The Company has operating leases primarily for corporate offices, technical and engineering centers, vehicles, and certain equipment with future lease obligations ranging from 2025 to 2035. Additional discussion regarding the Company's leasing activities is provided in Note 9, "Leases" in the Company's consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

Taxes

The Company may be required to make significant cash outlays related to its unrecognized tax benefits, including interest and penalties. As of December 31, 2024, the Company had unrecognized tax benefits, including interest and penalties, that would be expected to result in a cash outlay of $15 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. For further information related to the Company's unrecognized tax benefits, see Note 14, "Income Taxes," to the consolidated financial statements included in this Report.

Cash Flows

Operating Activities

The Company generated $427 million of cash from operating activities during the year ended December 31, 2024, as compared to $267 million during 2023 representing a $160 million increase.

The increase in cash from operations in 2024 when compared to the prior period is primarily attributable to higher Adjusted EBITDA of $40 million and improved working capital inflow of $95 million, primarily related to accounts receivable and accounts payable.

Investing Activities

Net cash used by investing activities was $189 million and $123 million during the years ended December 31, 2024 and 2023, respectively. The $66 million increase in cash used by investing activities compared to the prior year is primarily due to increased capital expenditures of $12 million and the acquisition of businesses, net of cash acquired, of $55 million.

Financing Activities

Net cash used by financing activities was $100 million and $156 million for during the years ended December 31, 2024 and 2023, respectively. This $56 million decrease compared to the prior year is primarily attributable to lower repurchases of common stock of $43 million and decreased dividends paid to non-controlling interest of $17 million.

Debt and Capital Structure

See "Liquidity" above and also see Note 11, "Debt" and Note 15, "Stockholders' Equity and Non-controlling Interests" to the Company's consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for further information.

Fair Value Measurements

See Note 17, "Fair Value Measurements" to the Company's consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for additional information.

Critical Accounting Estimates

The Company’s significant accounting policies have been disclosed in the consolidated financial statements and accompanying notes under Note 1, “Summary of Significant Accounting Policies” to the Company's consolidated financial statements included in Item 8 of this Annual Report on Form 10-K. Certain policies relate to estimates that involve matters that are highly uncertain at the time the accounting estimate is made and different estimates or changes to an estimate could have a material impact on the reported financial position, changes in financial condition or results of operations. Such critical estimates are discussed below. For these, materially different amounts could be reported under varied conditions and assumptions. Other items in the Company's consolidated financial statements require estimation; however, in the Company's opinion, they are not as critical as those discussed below.

Business Combinations

We allocate the fair value of purchase consideration to the assets acquired, liabilities assumed, and any noncontrolling interest based on their fair values at the acquisition date. When determining the fair values, we make significant estimates and assumptions, especially concerning intangible assets. Critical estimates when valuing intangible assets include expected future cash flows based on consideration of revenue and revenue growth rates and margins, customer attrition rates, future changes in technology and brand awareness, loyalty and position, and discount rates. Any purchase consideration in excess of the fair values of the net assets acquired is recorded as goodwill.

Amounts recorded in a business combination may change during the measurement period, which is a period not to exceed one year from the date of acquisition, as additional information about conditions existing at the acquisition date becomes available.

Acquisition costs are expensed as incurred.

Revenue Recognition

Revenue is measured based on the transaction price and the quantity of parts specified in a contract with a customer. Discrete price adjustments may occur during the vehicle production period in order for the Company to remain competitive with market prices or based on changes in product specifications. Some of these price adjustments are non-routine in nature and require estimation. In the event the Company concludes that a portion of the revenue for a given part may vary from the purchase order, the Company records consideration at the most likely amount to which the Company expects to be entitled based on historical experience and input from customer negotiations. See Note 1, "Summary of Significant Accounting Policies" in the Company's consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for additional information.

Product Warranty and Recall

The Company accrues for warranty obligations for products sold based on management estimates, with support from the Company's sales, engineering, quality, and legal functions, of the amount that eventually will be required to settle such obligations. This accrual is based on several factors including contractual arrangements, past experience, current claims, production changes, industry developments, and various other considerations. The Company accrues for product recall claims related to potential financial participation in customer actions to provide remedies as a result of actual or threatened regulatory or court actions or the Company's determination of the potential for such actions. The Company's accrual for recall claims is based on specific facts and circumstances underlying individual claims with support from the Company's engineering, quality, and legal functions. Amounts accrued are based upon management's best estimate of the amount that will ultimately be required to settle such claims. See Note 19, "Commitments and Contingencies" in the Company's consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for additional information.

Restructuring

The Company accrues costs in connection with its restructuring of the engineering, administration, and manufacturing organizations. These accruals include estimates primarily related to employee headcount, local statutory benefits, and other employee termination costs. Actual costs may vary from these estimates. These accruals are reviewed on a quarterly basis and changes to restructuring actions are recognized when identified. See Note 4, "Restructuring and Impairments" in the Company's consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for additional information.

Pension Plans

Certain Company employees participate in defined benefit pension plans or retirement/termination indemnity plans. The Company has approximately $97 million in unfunded net pension liabilities as of December 31, 2024, of which approximately $80 million and $17 million are attributable to U.S. and non-U.S. pension plans, respectively. The determination of the Company's obligations and expense for its pension plans is dependent on assumptions set by the Company used by actuaries in calculating such amounts. Assumptions, including the discount rate, expected long-term rate of return on plan assets, and rate of increase in compensation, are described in Note 12, "Employee Benefit Plans" to the Company's consolidated financial statements included in Item 8 of this Annual Report on Form 10-K, which are incorporated herein by reference.

Actual results that differ from assumptions used are accumulated and amortized over future periods and, accordingly, generally affect recognized expense in future periods. Therefore, assumptions used to calculate benefit obligations as of the annual measurement date directly impact the expense to be recognized in future periods. The primary assumptions affecting the Company's accounting for employee benefits, as of December 31, 2024, are as follows:

Expected long-term rate of return on plan assets

The expected long-term rate of return is used to calculate net periodic pension cost. The required use of the expected long-term rate of return on plan assets may result in recognized returns that are greater or less than the actual returns on those plan assets in any given year. Over time the expected long-term rate of return on plan assets is designed to approximate actual returns. The expected long-term rate of return for pension assets has been estimated based on various inputs, including historical returns for the different asset classes held by the Company's trusts and its asset allocation, as well as inputs from internal and external sources regarding expected capital market returns, inflation, and other variables.

	U.S. Plans		Non-U.S. Plans	
	2024	**2023**	**2024**	**2023**
Expected Rate of Return	7.23%	6.87%	2.00% - 9.60%	2.00% - 9.45%
Long-Term Rates of Return	7.06%	7.23%	2.00% - 10.60%	2.00% - 9.60%
Actual Rates of Return	3.79%	3.22%	(3.33)%	4.78%

The Company has set the long-term rates of return assumptions for its 2025 pension expense which range from 2.00% to 10.60% outside the U.S. and 7.06% in the U.S.

Discount rate

The Company uses the spot rate method to estimate the service and interest components of net periodic benefit cost for pension benefits for its U.S. and certain non-U.S. plans. The Company has elected to utilize an approach that discounts individual expected cash flows underlying interest and service costs using the applicable spot rates derived from the yield curve used to determine the benefit obligation to the relevant projected cash flows. The discount rate assumption is based on market rates for a hypothetical portfolio of high-quality corporate bonds rated Aa or better with maturities closely matched to the timing of projected benefit payments for each plan at its annual measurement date.

	U.S. Plans		Non-U.S. Plans	
	2024	**2023**	**2024**	**2023**
Weighted Average Discount Rates	5.09%	5.40%	5.06%	5.33%
Discount Rates	5.09%	5.40%	1.75 - 10.65%	1.20% - 11.50%

While the Company believes that these assumptions are appropriate, significant differences in actual experience or significant changes in these assumptions may materially affect the Company's pension benefit obligations and its future expense. The following table illustrates the sensitivity to a change in certain assumptions for Company sponsored U.S. and non-U.S. pension plans on its 2024 funded status and 2025 pretax pension expense.

	Impact on U.S. 2025 Pretax Pension Expense	**Impact on U.S. Plan 2024 Funded Status**	**Impact on Non-U.S. 2025 Pretax Pension Expense**	**Impact on Non-U.S. Plan 2024 Funded Status**
25 basis point decrease in discount rate (a)(b)	Less than -$1 million	-$13 million	Less than -$1 million	-$6 million
25 basis point increase in discount rate (a)(b)	Less than +$1 million	+$13 million	Less than +$1 million	+$5 million
25 basis point decrease in expected return on assets (a)	Less than +$1 million		Less than +$1 million	
25 basis point increase in expected return on assets (a)	Less than -$1 million		Less than -$1 million	

(a) Assumes all other assumptions are held constant.

(b) Excludes impact of assets used to hedge discount rate volatility.

Income Taxes

The Company's income tax expense, deferred tax assets, deferred tax liabilities, and liabilities for uncertain tax benefits reflect management’s best estimate of current and future taxes to be paid. The Company is subject to income taxes in the United States and numerous foreign jurisdictions. Significant judgments and estimates are required in the determination of consolidated income tax expense.

Deferred income taxes arise from temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, which will result in taxable or deductible amounts in the future. In evaluating the Company's ability to realize a benefit with respect to the deferred tax assets in the jurisdiction from which they arise, the Company considers all available positive and negative evidence, including historical and projected future taxable income, the expected timing of the reversals of existing temporary differences, the expected utilization of existing tax attribute carryforwards (e.g., net operating losses and foreign tax credits), and tax planning strategies.

In developing the Company's estimates of future taxable income, the Company considers both the historical operating results adjusted for certain nonrecurring transactions, as well as the Company's actual forecasted state, federal, and foreign pretax operating income. These estimates, and the relative weights placed thereon, require the use of significant judgment and are consistent with the plans and estimates the Company is using to manage the underlying businesses.

If, based upon the weight of available evidence, it is more likely than not the deferred tax assets will not be realized, a valuation allowance is recorded.

Prior to the year ended December 31, 2023, the Company recorded a full valuation allowance against the U.S. deferred tax assets primarily due to historical cumulative losses.

For the year ended December 31, 2023, the Company evaluated both positive and negative evidence when considering if it was more likely than not that US deferred tax assets would be realized. The Company concluded that the positive evidence, which included the Company (1) being in a substantive three-year U.S. cumulative income position, (2) reporting U.S. income for 10 of the past 12 quarters, and (3) forecasting U.S. book and taxable income for the year ending December 31, 2024, outweighed the negative evidence (the Company’s history of losses).

More specifically, the Company’s forecast of future taxable income using its objective and verifiable earnings history, indicated that it was more likely than not that the Company would be able to realize a benefit for a substantial portion of its U.S. deferred tax assets, resulting in a partial release of its valuation allowance related to its U.S. deferred tax assets. The deferred tax assets not expected to be realized based on the Company’s projections relate primarily to the Company’s existing foreign tax credit carryforwards, as the Company has been and is expected to continue to generate excess credits in the near term, resulting in an inability to use all of its existing credits prior to their expiration dates; certain U.S. federal net operating loss carryforwards that were not expected to provide an incremental cash savings (i.e., they would only displace credits and deductions the Company would have otherwise had available to it); and State operating loss carryforwards with a limited carryforward. The Company recorded a $313 million income tax benefit related to the partial release of its U.S. valuation allowance as of December 31, 2023.

In evaluating the realizability of its U.S. deferred tax assets as of December 31, 2024, the Company considered all positive and negative evidence to determine whether the deferred tax assets are more likely than not to be realized. This assessment resulted in a $49 million income tax benefit, further reducing the U.S. valuation allowance. The change in evidence for assessing the realization of U.S. deferred taxes was primarily due to the Company's actual U.S. taxable income in 2024 exceeding the previous year’s projections, along with projections indicating continued U.S. taxable income in 2025.

The Company’s results of operations are heavily dependent upon customer orders. The potential impact of government actions, such as enforcement of tariffs, has not yet been included in the company’s projections but could have a significant impact on the realization of its deferred tax assets. Given the inherent uncertainty in estimating future events, including projected taxable income, any improvement or deterioration in the Company’s future operating performance could lead to significant changes in the Company's valuation allowance assessments. Factors influencing the remaining valuation allowance include variations in forecasted sales volumes, which depend on customer orders, potential changes in U.S. tax law (such as the capitalization of research and development costs), and the amount of future foreign tax credits generated (since these credits are utilized before the foreign tax credit carryforwards). Additionally, the complexity of determining U.S. taxable income and related foreign tax credit utilization, considering the Company's global structure, the nature of its deferred tax assets, and the timing of carryforward expiration of some tax attributes, makes it challenging to fully assess the impact on the remaining valuation allowance if meaningful changes occur.

See Note 13, "Income Taxes" in the Company's consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for additional information.

Recent Accounting Pronouncements

See Note 1, “Summary of Significant Accounting Policies” to the Company's consolidated financial statements under Item 8 of this Annual Report on Form 10-K for a discussion of recent accounting pronouncements.

Forward-Looking Statements

Certain statements contained or incorporated in this Annual Report on Form 10-K 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 including those discussed in Item 1A under the heading “Risk Factors” and elsewhere in this Annual Report on Form 10-K. 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 Annual Report on Form 10-K. 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:

- Uncertainties in U.S. policy regarding trade agreements, tariffs or other internation trade policies and any response to such actions by foreign countries.
- 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.
- Failure of the Company’s joint venture partners to comply with contractual obligations or to exert undue influence 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 customer and supplier payment terms.
- Visteon's ability to avoid or continue to operate during a strike, or partial work stoppage or slow down at any of Visteon's principal customers
- 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, 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, tariffs, regulations, policies or other activities of governments, agencies and similar organizations, domestic and foreign, that may tax or otherwise increase the cost of, prohibit, 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 7A. Quantitative and Qualitative Disclosures About Market Risk

The primary market risks to which the Company is exposed include changes in currency exchange rates, interest rates and certain commodity prices. The Company manages these risks through operating actions including fixed price contracts with suppliers and cost sourcing arrangements with customers and through various derivative instruments. The Company's use of derivative instruments is strictly intended for hedging purposes to mitigate market risks pursuant to written risk management policies. Accordingly, derivative instruments are not used for speculative or trading purposes. The Company's use of derivative instruments creates exposure to credit loss in the event of non-performance by the counter-party to the derivative financial instruments. The Company limits this exposure by entering into agreements directly with a variety of major financial institutions with high credit standards and 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, market conditions, and prevailing 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. The Company may utilize 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.

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 currency exchange rate contracts to mitigate this exposure.

The hypothetical pretax gain or loss in fair value from a 10% favorable or adverse change in quoted currency exchange rates would be approximately $20 million and $21 million for foreign currency derivative financial instruments as of December 31, 2024 and 2023, 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 18, "Financial Instruments" to the Company's consolidated financial statements included in Item 8 of this Annual Report on Form 10-K 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 8. Financial Statements and Supplementary Data

Visteon Corporation and Subsidiaries

Index to Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm

To the stockholders and the Board of Directors of Visteon Corporation

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Visteon Corporation and subsidiaries (the "Company") as of December 31, 2024 and 2023, the related consolidated statements of operations, comprehensive income, cash flows, and changes in equity, for each of the three years in the period ended December 31, 2024, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

As described in Management's Report on Internal Control over Financial Reporting, management excluded from its assessment the internal control over financial reporting at the German Acquisition, which was acquired on August 29, 2024, and the other Acquisition which was acquired on December 3, 2024. These acquisitions constitute less than 3% of total assets and less than 1% of total revenues of the Company's consolidated financial statement amounts as of and for the year ended December 31, 2024. Accordingly, our audit did not include the internal control over financial reporting at the German Acquisition or the other Acquisition.

Basis for Opinions

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue Recognition - Non-routine price adjustments - Refer to Note 1 to the financial statements

Critical Audit Matter Description

The Company's revenue is measured based on the transaction price and the quantity of parts specified in a contract with a customer. Discrete price adjustments may occur during the vehicle production period in order for the Company to remain competitive with market prices or based on changes in product specifications. Some of these price adjustments are non-routine in nature and require estimation. In the event the Company concludes that a portion of the revenue for a given part may vary from the purchase order, the Company records consideration at the most likely amount to which the Company expects to be entitled based on historical experience and input from customer negotiations.

Auditing non-routine price adjustments requires auditor judgment to evaluate the evidence available from customer negotiations.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to non-routine price adjustments including the following, among others:

- We tested the effectiveness of controls over non-routine price adjustments.
- We tested a sample of non-routine price adjustments recorded and compared such adjustments to underlying supporting documentation.
- We inspected pricing-related communications between the Company and its customers.
- We evaluated management's process for estimating non-routine price adjustments by comparing current year adjustments to accruals established in prior periods.
- We made inquiries of Company executives responsible for customer relationships regarding customer negotiations and non-routine price adjustments.

Income Taxes - U.S. net deferred tax asset valuation allowance - Refer to Note 1 and Note 14 to the financial statements

Critical Audit Matter Description

The Company records a valuation allowance to reduce deferred tax assets when it is more likely than not that such assets will not be realized. In determining the need for a valuation allowance, all available positive and negative evidence, including historical and projected financial performance, is considered along with any other pertinent information.

As of December 31, 2024, after considering all positive and negative evidence, including improvement in the Company's U.S. profitability beyond the projections utilized in estimating the realizability of its U.S. deferred tax assets in 2023, the Company concluded that additional U.S. deferred income tax assets were more likely than not to be realized resulting in a $49 million non-cash benefit (the tax benefit) to income tax expense in 2024. In determining the amount of the U.S. valuation allowance to release, the Company applied the incremental economic benefit approach.

Auditing the tax benefit required a high degree of auditor judgment and an increased extent of effort, including the need to involve our income tax specialists, due to the complexity in applying the incremental economic benefit approach.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the Company’s tax benefit included the following, among others:

- We tested the effectiveness of controls over management’s application of the incremental economic benefit approach to determine the amount of the tax benefit.
- With the assistance of our income tax specialists, we tested the application of the incremental economic benefit approach including the underlying data and assumptions used by management.
- We tested the completeness and accuracy of management’s calculation of the tax benefit.

/s/ Deloitte & Touche LLP

Detroit, Michigan
February 18, 2025

We have served as the Company's auditor since 2022.

VISTEON CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per share amounts)

	Year Ended December 31,		
	2024	**2023**	**2022**
Net sales	$ 3,866	$ 3,954	$ 3,756
Cost of sales	(3,335)	(3,467)	(3,388)
Gross margin	531	487	368
Selling, general and administrative expenses	(207)	(207)	(188)
Restructuring and impairment, net	(32)	(5)	(14)
Interest expense	(15)	(17)	(14)
Interest income	17	10	4
Equity in net (loss) income of non-consolidated affiliates	(3)	(10)	(1)
Other income (loss), net	7	(1)	20
Income (loss) before income taxes	298	257	175
Benefit from (provision for) income taxes	(14)	248	(45)
Net income (loss)	284	505	130
Less: Net (income) loss attributable to non-controlling interests	(10)	(19)	(6)
Net income (loss) attributable to Visteon Corporation	$ 274	$ 486	$ 124
Basic earnings (loss) per share attributable to Visteon Corporation	$ 9.93	$ 17.30	$ 4.41
Diluted earnings (loss) per share attributable to Visteon Corporation	$ 9.82	$ 17.05	$ 4.35

See accompanying notes to the consolidated financial statements.

VISTEON CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

	Year Ended December 31,		
	2024	**2023**	**2022**
Net income (loss)	$ 284	$ 505	$ 130
Foreign currency translation adjustments *(a)*	(68)	15	(66)
Net investment hedge *(a)*	13	(7)	8
Benefit plans, net of tax *(a)*	10	(51)	56
Unrealized hedging gains (losses), net of tax *(a)*	(1)	(1)	13
Other comprehensive income (loss), net of tax	(46)	(44)	11
Comprehensive income	238	461	141
Comprehensive income attributable to non-controlling interests	16	16	1
Comprehensive income attributable to Visteon Corporation	$ 222	$ 445	$ 140

(a) These amounts are net of income tax effects.

See accompanying notes to the consolidated financial statements.

VISTEON CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In millions)

	December 31,	
	2024	**2023**
ASSETS		
Cash and equivalents	$ 623	$ 515
Restricted cash	3	3
Accounts receivable, net	578	666
Inventories, net	283	298
Other current assets	109	134
Total current assets	1,596	1,616
Property and equipment, net	452	418
Intangible assets, net	152	90
Right-of-use assets	100	109
Investments in non-consolidated affiliates	27	35
Deferred tax assets	441	384
Other non-current assets	94	75
Total assets	$ 2,862	$ 2,727
LIABILITIES AND EQUITY		
Short-term debt	$ 18	$ 18
Accounts payable	505	551
Accrued employee liabilities	107	99
Current lease liability	29	30
Other current liabilities	257	233
Total current liabilities	916	931
Long-term debt, net	301	318
Employee benefits	127	160
Non-current lease liability	78	79
Deferred tax liabilities	43	31
Other non-current liabilities	87	85
Stockholders' equity:		
Preferred stock (par value $0.01, 50 million shares authorized, none outstanding as of December 31, 2024 and 2023)	—	—
Common stock (par value $0.01, 250 million shares authorized, 55 million shares issued, 27.2 and 27.7 million shares outstanding as of December 31, 2024 and December 31, 2023, respectively)	1	1
Additional paid-in capital	1,376	1,356
Retained earnings	2,548	2,274
Accumulated other comprehensive loss	(306)	(254)
Treasury stock	(2,390)	(2,339)
Total Visteon Corporation stockholders' equity	1,229	1,038
Non-controlling interests	81	85
Total equity	1,310	1,123
Total liabilities and equity	$ 2,862	$ 2,727

See accompanying notes to the consolidated financial statements.

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

	Year Ended December 31,		
	2024	2023	2022
Operating Activities			
Net income	$ 284	$ 505	$ 130
Adjustments to reconcile net income (loss) to net cash provided from operating activities:			
Depreciation and amortization	96	104	108
Non-cash stock-based compensation	41	34	26
Equity in net income of non-consolidated affiliates, net of dividends remitted	8	15	4
Impairments	—	—	5
U.S. deferred tax benefit	(49)	(313)	—
Other non-cash items	9	(6)	(1)
Changes in assets and liabilities:			
Accounts receivable	61	13	(156)
Inventories	1	52	(105)
Accounts payable	(32)	(130)	146
Other assets and other liabilities	8	(7)	10
Net cash provided from operating activities	427	267	167
Investing Activities			
Capital expenditures, including intangibles	(137)	(125)	(81)
Acquisition of businesses, net of cash acquired	(55)	—	—
Net investment hedge transactions	—	—	12
Loan provided to non-consolidated affiliate	(5)	—	—
Loan repayment from non-consolidated affiliate	5	—	—
Other, net	3	2	1
Net cash used by investing activities	(189)	(123)	(68)
Financing Activities			
Borrowings on term debt facility	—	—	350
Payments on term debt facility	—	—	(350)
Short-term debt, net	—	—	(4)
Principal repayment of term debt facility	(18)	(13)	—
Dividends paid to non-controlling interests	(12)	(29)	(2)
Repurchase of common stock	(63)	(106)	—
Stock based compensation tax withholding payments	(7)	(16)	—
Proceeds from the exercise of stock options	—	8	—
Other	—	—	(3)
Net cash used by financing activities	(100)	(156)	(9)
Effect of exchange rate changes on cash	(30)	7	(22)
Net increase (decrease) in cash, equivalents, and restricted cash	108	(5)	68
Cash, equivalents, and restricted cash at beginning of the period	518	523	455
Cash, equivalents, and restricted cash at end of the period	$ 626	$ 518	$ 523
Supplemental Disclosures:			
Cash paid for interest	$ 14	$ 16	$ 14
Cash paid for income taxes, net of refunds	$ 73	$ 68	$ 29

See accompanying notes to the consolidated financial statements.

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

	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	—	—	124	—	—	124	6	130
Other comprehensive income (loss)	—	—	—	16	—	16	(5)	11
Stock-based compensation, net	—	3	—	—	16	19	—	19
Cash dividends	—	—	—	—	—	—	(2)	(2)
December 31, 2022	$ 1	$ 1,352	$ 1,788	$ (213)	$ (2,253)	$ 675	$ 99	$ 774
Net income	—	—	486	—	—	486	19	505
Other comprehensive income (loss)	—	—	—	(41)	—	(41)	(3)	(44)
Stock-based compensation, net	—	4	—	—	21	25	—	25
Shares repurchase	—	—	—	—	(107)	(107)	—	(107)
Cash dividends	—	—	—	—	—	—	(30)	(30)
December 31, 2023	$ 1	$ 1,356	$ 2,274	$ (254)	$ (2,339)	$ 1,038	$ 85	$ 1,123
Net income	—	—	274	—	—	274	10	284
Other comprehensive income (loss)	—	—	—	(52)	—	(52)	6	(46)
Stock-based compensation, net	—	20	—	—	12	32	—	32
Shares repurchase	—	—	—	—	(63)	(63)	—	(63)
Dividends payable	—	—	—	—	—	—	(7)	(7)
Cash dividends	—	—	—	—	—	—	(12)	(12)
Acquisition of non-controlling interest	—	—	—	—	—	—	(1)	(1)
December 31, 2024	$ 1	$ 1,376	$ 2,548	$ (306)	$ (2,390)	$ 1,229	$ 81	$ 1,310

See accompanying notes to the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. Summary of Significant Accounting Policies

Basis of Presentation: Visteon Corporation (the "Company" or "Visteon") financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("U.S. GAAP") on a going concern basis, which contemplates the continuity of operations, realization of assets, and satisfaction of liabilities in the normal course of business.

Principles of Consolidation: The consolidated financial statements include the accounts of the Company and subsidiaries over which it exerts control. Investments in affiliates over which the Company does not exercise control, but does have the ability to exercise significant influence over operating and financial policies, are accounted for using the equity method.

The Company determines whether the joint venture in which it has invested is a Variable Interest Entity (“VIE”) at the start of each new venture and when a reconsideration event has occurred. An enterprise must consolidate a VIE if it is determined to be the primary beneficiary of the VIE. The primary beneficiary has 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.

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 December 31, 2024 will be reflected in management's estimates for future periods.

Foreign Currency: We translate the assets and liabilities of foreign subsidiaries to United States (U.S.) dollars at end-of-period exchange rates. We translate the income statement elements of foreign subsidiaries to U.S. dollars at average-period exchange rates. We report the effect of translation for foreign subsidiaries that use the local currency as their functional currency as a separate component of stockholders' equity. Gains and losses resulting from the remeasurement of assets and liabilities in a currency other than the functional currency of a subsidiary are reported in current period income. We also report any gains and losses arising from transactions denominated in a currency other than the functional currency of a subsidiary in current period income. Net transaction gains and losses decreased net income by $2 million, decreased net income by $2 million, and increased net income by $5 million for the years ended December 31, 2024, 2023, and 2022, respectively.

Revenue Recognition: The Company generates revenue from the production of automotive vehicle cockpit electronics parts sold to Original Equipment Manufacturers ("OEMs"), or Tier 1 suppliers at the direction of the OEM, under long-term supply agreements supporting new vehicle production. Such agreements may also require related production for service parts subsequent to initial vehicle production periods.

The Company’s contracts with customers consist of various governing documents (such as long-term supply agreements, master purchase agreements, purchase orders and customer release order) which do not reach the level of a performance obligation of the Company until the Company receives either a purchase order and/or a customer release for a specific number of parts at a specified price, at which point the collective group of documents represent an enforceable contract. While the long-term supply agreements generally range from three to five years, customers make no commitments to volumes, and pricing or specifications can change prior to or during production. The Company recognizes revenue when control of the parts produced are transferred to the customer according to the terms of the contract, which is usually when the parts are shipped or delivered to the customer’s premises. Customers are generally invoiced upon shipment or delivery and payment generally occurs within 45 to 90 days and do not include significant financing components. Customers in China are often invoiced one month after shipment or delivery. Customer returns, when they occur, relate to quality rework issues and are not connected to any repurchase obligation of the Company. As of December 31, 2024, all unfulfilled performance obligations are expected to be fulfilled within the next twelve months.

Revenue is measured based on the transaction price and the quantity of parts specified in a contract with a customer. Discrete price adjustments may occur during the vehicle production period in order for the Company to remain competitive with market prices or based on changes in product specifications. Some of these price adjustments are non-routine in nature and require estimation. In the event the Company concludes that a portion of the revenue for a given part may vary from the purchase order, the Company records consideration at the most likely amount to which the Company expects to be entitled based on historical experience and input from customer negotiations. The Company records pricing accruals as adjustments to Net sales and Accounts receivable, net, within the Consolidated Statements of Operations and Consolidated Balance Sheets, respectively. In addition, the Company periodically negotiates cost recoveries with its customers. Recoveries are recorded as adjustments to Net sales when agreements with customers become contractual. The Company adjusts its pricing reserves at the earlier of when the most likely amount of consideration changes or when the consideration becomes fixed. In 2024, revenue recognized related to performance obligations satisfied in previous periods represented less than 1% of consolidated net sales.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction that are collected by the Company from a customer are excluded from revenue. Shipping and handling costs associated with outbound freight after control of the parts has transferred to a customer are accounted for as a fulfillment cost and are included in Cost of sales.

Restructuring Expense: Restructuring expense includes costs directly associated with exit or disposal activities. Such costs include employee severance and termination benefits, special termination benefits, contract termination fees and penalties, and other exit or disposal costs. In general, the Company records involuntary employee-related exit and disposal costs when there is a substantive plan for employee severance and related costs are probable and estimable. For one-time termination benefits (i.e., no substantive plan) and employee retention costs, expense is recorded when the employees are entitled to receive such benefits and the amount can be reasonably estimated. Contract termination fees and penalties and other exit and disposal costs are generally recorded when incurred.

Debt Issuance Costs: The costs related to issuance or modification of long-term debt are deferred and amortized into interest expense over the life of each respective debt issue. Deferred amounts associated with debt extinguished prior to maturity are expensed upon extinguishment.

Other Costs within Cost of Sales: Repair and maintenance costs, certain pre-production costs, and research and development expenses are expensed as incurred. Pre-production costs expensed represent engineering and development costs that are not contractually guaranteed for reimbursement by the customer. Research and development expenses include salary and related employee benefits, contractor fees, information technology, occupancy, telecommunications, depreciation, forward model program development, and advanced engineering activities. Research and development expenses were $191 million, $210 million, and $196 million in 2024, 2023 and 2022, respectively, which includes recoveries from customers of $143 million, $120 million and $145 million, respectively.

Net Earnings (Loss) Per Share Attributable to Visteon: Basic earnings (loss) per share is calculated by dividing net income (loss) attributable to Visteon by the average number of shares of common stock outstanding. Diluted earnings (loss) per share is computed by dividing net income (loss) attributable to Visteon by the average number of common and potential dilutive common shares outstanding after deducting undistributed income allocated to participating securities. Performance based share units are considered contingently issuable shares and are included in the computation of diluted earnings per share if their conditions have been satisfied as if the reporting date was the end of the contingency period.

Cash and Equivalents: The Company considers all highly liquid investments purchased with an original maturity of three months or less, including short-term time deposits, commercial paper, repurchase agreements, and money market funds to be cash and cash equivalents. As of December 31, 2024, the Company's cash balances are invested in a diversified portfolio of cash and highly liquid cash equivalents including money market funds and time deposits with highly rated banking institutions with maturities less than three months. The cost of such funds approximates fair value based on the nature of the investment.

Restricted Cash: Restricted cash represents amounts designated for uses other than current operations and includes $2 million related to a Letter of Credit Facility, and $1 million related to cash collateral for other corporate purposes as of December 31, 2024 and 2023.

Accounts Receivable: Accounts receivable are stated at the invoiced amount, less an allowance for doubtful accounts for estimated amounts not expected to be collected, and do not bear interest.

The Company receives bank notes from certain customers in China to settle trade accounts receivable. The collection on such bank notes are included in operating cash flows based on the substance of the underlying transactions, which are operating in nature. The Company may hold such bank notes until maturity, exchange them with suppliers to settle liabilities, or sell them to third-party financial institutions in exchange for cash. The Company has entered into arrangements with financial institutions to sell certain bank notes, generally maturing within nine months. Bank notes are sold with recourse but qualify as a sale as all rights to the notes have passed to the financial institution. The Company redeemed $159 million of China bank notes during the year ended December 31, 2024. Remaining amounts outstanding at third-party institutions related to sold bank notes will mature by June 30, 2025.

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 will be 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 related to accounts receivable and related activity are summarized below:

	December 31,		
(In millions)	2024	2023	2022
Balance at beginning of year	$ 7	$ 5	$ 4
Provision	3	2	1
Balance at end of year	$ 10	$ 7	$ 5

Provision for estimated uncollectible accounts receivable are included in Selling, general and administrative expenses in the Company's Consolidated Statements of Operations.

Inventories: Inventories are stated at the lower of cost, determined on a first-in, first-out ("FIFO") basis, or net realizable value. Cost includes the cost of materials, direct labor, in-bound freight and the applicable share of manufacturing overhead. The cost of inventories is reduced for excess and obsolete inventories based on management's review of on-hand inventories compared to historical and estimated future sales and usage.

Product Tooling: Product tooling includes molds, dies, and other tools used in production of a specific part or parts of the same basic design owned either by the Company or its customers. Company owned tooling is capitalized and depreciated over the shorter of the expected useful life of the tooling or the term of the supply arrangement, generally not exceeding six years. The Company had receivables of $29 million and $22 million as of December 31, 2024 and 2023, respectively, related to product tools which will not be owned by the Company and for which there is a contractual agreement for reimbursement from the customer.

Contractually Reimbursable Engineering Costs: Engineering, testing, and other costs incurred in the design and development of production parts are expensed as incurred, unless the cost reimbursement is contractually guaranteed in a customer contract, in which case costs are capitalized and subsequently reduced upon lump sum or piece price recoveries.

Property and Equipment: Property and equipment is stated at cost, or if impaired at fair value as of the impairment date. Property and equipment is depreciated using the straight-line method of depreciation over the related asset's estimated useful life.

Asset impairment charges are recorded for assets held-in-use when events and circumstances indicate that such assets may not be recoverable and the undiscounted net cash flows estimated to be generated by those assets are less than their carrying amounts. If estimated future undiscounted cash flows are not sufficient to recover the carrying value of the assets, an impairment charge is recorded for the amount by which the carrying value of the assets exceeds fair value. Fair value is determined using appraisals, management estimates, or discounted cash flow calculations. For further detail on asset impairments see Note 4, "Restructuring and Impairments."

Leases: The Company determines if an arrangement is a lease at contract inception. Right-of-use ("ROU") assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent its obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of the Company's leases do not provide an implicit rate, the Company estimates the incremental borrowing rate to discount the lease payments based on information available at lease commencement. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options. Lease expense is recognized on a straight-line basis over the lease term. The

Company has lease agreements containing lease and non-lease components which are accounted for as a single lease component.

Goodwill: The Company performs either a qualitative or quantitative assessment of goodwill for impairment on an annual basis. Goodwill impairment is tested annually on October 1 and when occasions warrant a review. Goodwill impairment testing is performed at the reporting unit level. The qualitative assessment considers several factors at the reporting unit level including the excess of fair value over carrying value as of the last quantitative impairment test, the length of time since the last fair value measurement, the current carrying value, market and industry metrics, actual performance compared to forecast performance, and the Company's current outlook on the business. If the qualitative assessment indicates it is more likely than not that goodwill is impaired, the reporting unit is quantitatively tested for impairment. To quantitatively test goodwill for impairment, the fair value of the reporting unit is determined and compared to the carrying value. An impairment charge is recognized for the amount by which the reporting unit's carrying value exceeds its fair value.

Intangible Assets: Definite-lived intangible assets are amortized over their estimated useful lives, and tested for impairment in accordance with the methodology discussed above under "Property and Equipment."

Government Incentives: The Company receives certain incentives from governments primarily related to research and development programs. The Company records incentives in accordance with their purpose as a reduction of expense or an offset to the related property and equipment. The benefit is recorded when all conditions related to the incentive have been met or are expected to be met and there is reasonable assurance of their receipt. The Company recorded incentive benefits of $2 million and less than $1 million for the years ended December 31, 2024 and 2023, respectively, and deferred income of $3 million and $1 million as of December 31, 2024 and 2023, 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 consideration of contractual arrangements, past experience, current claims and related information, production changes, industry and regulatory developments and various other considerations. For further detail on warranty obligations see Note 19, "Commitments and Contingencies."

Income Taxes: Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company records a valuation allowance to reduce deferred tax assets when it is more likely than not that such assets will not be realized. This assessment requires significant judgment, and must be done on a jurisdiction-by-jurisdiction basis. The Company monitors the realizability of its deferred tax assets taking into account all relevant factors at each reporting period. In determining the need for a valuation allowance, all available positive and negative evidence, including historical and projected financial performance, is considered along with any other pertinent information. The Company valuation allowance assessment is based on its best estimate of future results considering all available information.

The Company operates in multiple jurisdictions throughout the world and the income tax returns of its subsidiaries in various tax jurisdictions are subject to periodic examination by respective tax authorities. The Company regularly assesses the status of these examinations and the potential for adverse and/or favorable outcomes to determine the adequacy of its provision for income taxes. The Company believes that it has adequately provided for tax adjustments that it believes are more likely than not to be realized as a result of any ongoing or future examination. Accounting estimates associated with uncertain tax positions requires the Company to make judgments regarding the sustainability of each uncertain tax position based on its technical merits. If the Company determines it is more likely than not a tax position will be sustained based on its technical merits, the Company records the largest amount that is greater than 50% likely of being realized upon ultimate settlement. These estimates are updated at each reporting date based on the facts, circumstances and information available. Due to the complexity of these uncertainties, the ultimate resolution may result in a payment that is materially different from the Company's current estimate of the liabilities recorded. Accrued interest and penalties related to unrecognized tax benefits are classified as income tax expense.

Value Added Taxes: The Company reports value added taxes collected from customers and remitted to government authorities, on a net basis within Cost of sales.

Financial Instruments: The Company uses derivative financial instruments, including forward contracts, swaps, and options to manage exposures to changes in currency exchange rates and interest rates. The Company's policy specifically prohibits the use of derivatives for speculative or trading purposes.

Accounting Pronouncements Not Yet Adopted

In August 2023, the FASB issued ASU 2023-05, "Joint Venture Formation (Subtopic 805-60) - Recognition and initial measurement." to provide decision-useful information to investors and other allocators of capital (collectively, investors) in a joint venture’s financial statements and to create consistency in presentation. The amendments in this ASU are effective for fiscal years beginning after January 1, 2025 and interim periods within those fiscal years. The Company is currently evaluating the impacts of the provisions of ASU 2023-05.

In October 2023, the FASB issued ASU 2023-06, "Disclosure Improvements (Release No. 33-10532)." The amendments in this update modify the disclosure or presentation requirements of a variety of topics in the codification. Certain of the amendments represent clarifications to or technical corrections of the current requirements. The amendments in this ASU are effective for the interim period June 30, 2027. The Company is currently evaluating the impacts of the provisions of ASU 2023-06.

In December 2023, the FASB issued ASU No. 2023-09 (“ASU 2023-09”), Income Taxes (Topic 740): Improvement to Income Tax Disclosures to enhance the transparency and decision usefulness of income tax disclosures. ASU 2023-09 is effective for annual periods beginning after December 15, 2024 on a prospective basis and early adoption is permitted. The Company is currently evaluating the potential effect of this accounting standard update on its consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU No. 2024-03 (“ASU 2024-03”), Disaggregation of Income Statement Expenses (DISE) which requires disaggregated disclosure of income statement expenses for public business entities. The standard requires public business entities to disclose disaggregated information about specific natural expense categories underlying certain income statement expense line items that are considered relevant. The FASB also issued ASU No. 2025-01 (“ASU 2025-01”), Clarifying the Effective Date, which clarifies the adoption date of ASU 2024-03 as annual reporting periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027 The Company is currently evaluating the potential effect of this accounting standard update on its consolidated financial statements and related disclosures.

Recently adopted accounting pronouncements

In November 2023, the FASB issued ASU No. 2023-07, Improvements to Reportable Segment Disclosures (Topic 280). This ASU updates reportable segment disclosure requirements by requiring disclosures of significant reportable segment expenses that are regularly provided to the Chief Operating Decision Maker (“CODM”) and included within each reported measure of a segment's profit or loss. This ASU also requires disclosure of the title and position of the individual identified as the CODM and an explanation of how the CODM uses the reported measures of a segment’s profit or loss in assessing segment performance and deciding how to allocate resources. The Company adopted this ASU retrospectively on December 31, 2024. Refer to Note 20, "Segment Information and Revenue Recognition" inclusion of the new required disclosures.

NOTE 2. Business Acquisition

On August 29, 2024, Visteon acquired all equity shares of a German advanced design and R&D services company for cash of $55 million ("German Acquisition") not including contingent consideration of up to $13 million to be paid over a period not to exceed three years if certain financial and operational milestones are achieved. The German Acquisition is expected to expand and strengthen the Company's technology service offerings.

As of December 31, 2024, the German Acquisition purchase price was allocated to the assets and liabilities assumed as follows:

(In millions)		
Cash	$	55
Fair value of contingent consideration		8
Total fair value of consideration	$	63
Assets acquired:		
Cash	$	3
Accounts receivable		5
Intangible assets		36
Other non-current assets		2
	$	46
Liabilities assumed:		
Deferred tax liability	$	11
Other liabilities		8
	$	19
Goodwill	$	36

The German Acquisition was accounted for as a business combination, assets acquired and liabilities assumed were initially recorded at estimated fair values based on management's estimates at the date of acquisition based on available information, reasonable and supportable assumptions and, when necessary, a third-party utilized by the Company to assist with certain fair value estimates. The purchase price was allocated on a preliminary basis as of August 29, 2024, certain adjustments were made as of December 31, 2024 based on updated information provided by management, such adjustments resulted in an increase in goodwill of $1 million. The purchase price allocation is subject to change during the measurement period and may be subsequently adjusted to reflect final valuation results. The measurement period is not to exceed one year from the acquisition date during which the Company may adjust estimated or provisional amounts recorded if new information is obtained about facts and circumstances that existed as of the acquisition date that, if known, would have resulted in revised estimated values of those assets or liabilities as of that date. Measurement period adjustments are recorded in the period identified. Any adjustments to amounts recorded in purchase accounting that do not qualify as measurement period adjustments are included in earnings in the period identified. As of December 31, 2024 the final purchase price allocation has not been completed.

Fair values for intangible assets were based on the income approach including excess earnings and relief from royalty methods. The Company recorded intangible assets including a tradename of $2 million and customer-related assets totaling $34 million. These definite-lived intangible assets are being amortized using the straight-line method over their estimated useful lives of 10 years for tradename and 15 years for customer-related assets. The fair value of contingent consideration was measured using a Monte Carlo simulation which is a financial model that utilizes the probabilities of various outcomes.

Goodwill arising from the Acquisition is deductible for tax purposes.

These fair value measurements are classified within level 3 of the fair value hierarchy. Certain preliminary purchase price allocations may be subsequently adjusted to reflect final valuation results.

The pro forma effects of the German Acquisition do not materially impact the Company's reported results for any period presented, and as a result no unaudited pro forma disclosures are included herein.

The Company incurred $1 million in costs related to the Acquisition which are classified as Other income (expense).

The Company acquired an additional business in the fourth quarter of 2024 for cash consideration of $3 million which was allocated to Goodwill as of December 31, 2024.

NOTE 3. Non-Consolidated Affiliates

A summary of the Company's investments in non-consolidated equity method affiliates is provided below:

(In millions)	December 31, 2024	December 31, 2023
Yanfeng Visteon Investment Co., Ltd. ("YFVIC") (50%)	$ —	$ 8
Limited partnerships	15	15
Others	12	12
Total investments in non-consolidated affiliates	$ 27	$ 35

Investments in Affiliates

Due to losses reported in the aggregate by our non-consolidated affiliates, the Company recorded a reduction in our investments in non-consolidated affiliates of $3 million, $10 million, and $1 million for the year ended December 31, 2024, 2023, and 2022, respectively.

The Company monitors its investments in affiliates for indicators of other-than-temporary declines in value on an ongoing basis. If the Company determines that an other-than-temporary decline in value has occurred, an impairment loss will be recorded, measured as the difference between the carrying value and the fair value of the investment. As of December 31, 2024, the Company determined that no such indicators were present.

Non-Consolidated Affiliate Transactions

The Company has committed to make a $20 million investment in multiple 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 December 31, 2024, the Company had contributed approximately $13 million to these entities. These investments are classified as equity method investments.

In 2022, the Company made an investment in a private limited company focused on technology development for the automotive industry of $1 million. There have been no further contributions as of December 31, 2024.

A $6 million dividend was declared and paid by a non-consolidated affiliate during 2024.

Variable Interest Entities

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.

A summary of transactions with affiliates is shown below:

(In millions)	Year Ended December 31, 2024	Year Ended December 31, 2023
Billings to affiliates (a)	$ 50	$ 45
Purchases from affiliates (b)	$ 25	$ 62

(a) Primarily relates to parts production and engineering reimbursement

(b) Primarily relates to engineering services as well as selling, general and administrative expenses

A summary of the Company's investments in YFVIC is provided below:

(In millions)	December 31, 2024	December 31, 2023
Payables due to YFVIC	$ 22	$ 24
Exposure to loss in YFVIC		
Investment in YFVIC	$ —	$ 8
Receivables due from YFVIC	13	19
Maximum exposure to loss in YFVIC	$ 13	$ 27

During 2024, the Company's share of YFVIC reported losses were greater than the carrying value of this investment. Based on the equity method of accounting, losses exceeding the investment balance were not recorded and are monitored as suspended losses. As of December 31, 2024, the total suspended loss attributable to YFVIC was $3 million, for which the Company has no contractual obligation to fund.

During the second quarter of 2024, the Company loaned YFVIC $5 million to provide financial support. During the fourth quarter of 2024, YFVIC repaid the loan to the Company in full.

During the fourth quarter of 2022 the Company incurred approximately $19 million of charges related to program management costs and other charges associated with a joint venture. This charge is recorded within Cost of sales.

The Company recorded a $9 million settlement charge related to a one-time contract dispute with a joint venture partner during the second quarter 2022. This charge is recorded within Cost of sales.

NOTE 4. Restructuring and Impairments

During the year ended December 31, 2024, 2023, and 2022, the Company recorded $32 million, $5 million, and $9 million, respectively, of net restructuring expense primarily related to employee severance.

Current restructuring actions include the following:

- During September of 2024, the Company approved a global restructuring program impacting manufacturing and engineering facilities, as well as administrative functions to improve efficiency and further rationalize the Company’s footprint. During the year ended December 31, 2024, the Company recorded approximately $27 million of employee severance, retention and termination costs related to this program. As of December 31, 2024, $22 million remains accrued for the program and all payments are expected to be made in 2025.

- During the year ended December 31, 2024, the Company approved and recorded $5 million of net restructuring expense related to various other global programs to improve efficiencies and rationalize the Company's footprint. As of December 31, 2024, $2 million remains accrued related to this action.

- During prior periods the Company approved various restructuring programs to improve efficiencies across the organization. As of December 31, 2024, $1 million remains accrued related to these programs.

- As of December 31, 2024, the Company retained restructuring reserves as part of the Company's divestiture of the majority of its global Interiors business (the "Interiors Divestiture") and legacy operations of $3 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. The Company anticipates that the activities associated with the current restructuring reserve balance will be substantially complete by the end of 2026. The Company's condensed consolidated restructuring reserves are shown as Other liabilities as detailed in Note 10, "Other Liabilities"..

(In millions)		
December 31, 2021	$	18
Expense		6
Change in estimates		3
Payments		(15)
Foreign currency		(1)
December 31, 2022	$	11
Expense		6
Change in estimates		(1)
Payments		(8)
Foreign currency		—
December 31, 2023	$	8
Expense		32
Payments		(10)
Foreign currency		(2)
December 31, 2024	$	28

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.

In 2022, due to the geopolitical situation in Eastern Europe the Company elected to close the Russian facility resulting in a non-cash impairment charge of $5 million to fully impair property and equipment and reduce inventory to its net realizable value. Additionally, as a result of the closure, during the fourth quarter of 2022, the Company recorded expense of approximately $3 million related to foreign currency translation amounts recorded in accumulated other comprehensive loss.

NOTE 5. Inventories

Inventories, net consist of the following components:

	December 31,	
(In millions)	2024	2023
Raw materials	$ 199	$ 229
Work-in-process	31	32
Finished products	53	37
	$ 283	$ 298

NOTE 6. Other Assets

Other current assets are comprised of the following components:

(In millions)	December 31, 2024	December 31, 2023
Recoverable taxes	$ 47	$ 51
Prepaid assets and deposits	23	24
Contractually reimbursable engineering costs	20	33
Joint venture receivables	13	19
Contractual payments	1	3
Other	5	4
	$ 109	$ 134

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

(In millions)	December 31, 2024	December 31, 2023
Contractual payments	$ 25	$ 22
Contractually reimbursable engineering costs	21	21
Derivative financial instruments	8	1
Recoverable taxes	6	10
Other	34	21
	$ 94	$ 75

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 payments of approximately $20 million in 2025, $17 million in 2026, $1 million in 2027, $1 million in 2028 and $2 million in 2029 and beyond.

NOTE 7. Property and Equipment

Property and equipment, net consists of the following:

(In millions)	Estimated Useful Life (years)	December 31, 2024	December 31, 2023
Land		$ 8	$ 9
Buildings and improvements	40	100	95
Machinery, equipment and other	3-15	809	772
Product tooling	3-5	91	86
Construction in progress		91	83
Total property and equipment		1,099	1,045
Accumulated depreciation and amortization		(647)	(627)
Property and equipment, net		$ 452	$ 418

Depreciation and product tooling amortization expenses are summarized as follows:

(In millions)	Year Ended December 31, 2024	2023	2022
Depreciation	$ 76	$ 77	$ 83
Amortization	7	7	7
	$ 83	$ 84	$ 90

The net book value of capitalized internal use software costs was approximately $7 million and $8 million as of December 31, 2024 and 2023. respectively. Related amortization expense was approximately $5 million, $3 million and $5 million for the years ended 2024, 2023 and 2022, respectively.

Amortization expense related to internal use software expected for the future annual periods are as follows:

(In millions)	
2025	$ 3
2026	2
2027	1
2028	1

NOTE 8. Intangible Assets

Intangible assets consisted of the following:

			December 31, 2024			December 31, 2023		
(In millions)	Estimated Useful Life	Estimated Weighted Average Remaining Useful Life (years)	Gross Intangibles	Accumulated Amortization	Net Intangibles	Gross Intangibles	Accumulated Amortization	Net Intangibles
Definite-Lived:								
Developed technology	10-12 years	3	$ 33	$ (33)	$ —	$ 40	$ (39)	$ 1
Customer related	8-16 years	15	43	(9)	34	86	(83)	3
Capitalized software development	5 years	3	55	(31)	24	52	(24)	28
Tradename	10 years	10	2	—	2	—	—	—
Other	2-32 years	11	26	(15)	11	26	(12)	14
Subtotal			159	(88)	71	204	(158)	46
Indefinite-Lived:								
Goodwill			81	—	81	44	—	44
Total			$ 240	$ (88)	$ 152	$ 248	$ (158)	$ 90

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

Goodwill as of December 31, 2024 consisted of the following:

(In millions)	
December 31, 2021	$ 50
Foreign currency	(5)
December 31, 2022	$ 45
Foreign currency	(1)
December 31, 2023	$ 44
Additions	39
Foreign currency	(2)
December 31, 2024	$ 81

The Company recorded amortization expense of approximately $12 million, $19 million, and $18 million for the years ended December 31, 2024, 2023, and 2022, respectively, related to definite-lived intangible assets.

The Company currently estimates annual amortization expense to be as follows:

(In millions)		
2025	$	15
2026		13
2027		9
2028		4
2029		4

NOTE 9. Leases

The Company has operating leases primarily for corporate offices, technical and engineering centers, plants, vehicles, and certain equipment. As of December 31, 2024 and 2023 the Company had $6 million and $7 million of net assets recorded under finance leasing arrangements, respectively.

Certain of the Company's lease agreements include rental payments adjusted periodically primarily for inflation. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants. The Company subleases certain real estate to third parties primarily in the U.S., Germany, and Brazil.

For the years ended December 31, 2024 and 2023, the weighted average remaining lease term and discount rate for operating leases were 5 years and 4.9% and 4 years and 4.14%, respectively. For the years ended December 31, 2024 and 2023, the weighted average remaining lease term and discount rate for financing leases were 38 years and 4.65% and 40 years and 4.54%, respectively.

The components of lease expense are as follows:

	Year Ended December 31,					
(In millions)	2024		2023		2022	
Operating lease expense (includes immaterial variable lease costs)		(38)	$	(38)	$	(36)
Short-term lease expense		(2)		(2)		(1)
Sublease income		2		2		2
Total lease expense	$	(38)	$	(38)	$	(35)

Other information related to leases is as follows:

	Year Ended December 31,					
(In millions)	2024		2023		2022	
Cash flows used for operating leases		36	$	36	$	33
Right-of-use assets obtained in exchange for lease obligations		29	$	11	$	17

Future minimum lease payments under non-cancellable leases are as follows:

(In millions)		
2025	$	33
2026		28
2027		17
2028		12
2029		8
2030 and thereafter		34
Total future minimum lease payments		132
Less imputed interest		(25)
Total lease liabilities	$	107

NOTE 10. Other Liabilities

Other current liabilities are summarized as follows:

(In millions)	December 31, 2024	December 31, 2023
Product warranty and recall	$ 49	$ 48
Deferred income	48	57
Non-income taxes payable	33	25
Income taxes payable	25	25
Joint venture payables	22	25
Royalty reserves	19	16
Restructuring reserves	19	5
Dividends payable	10	2
Other	32	30
	$ 257	$ 233

Other non-current liabilities are summarized as follows:

(In millions)	December 31, 2024	December 31, 2023
Product warranty and recall accruals	$ 31	$ 23
Income tax reserves	15	12
Deferred income	12	12
Restructuring reserves	9	3
Contingent payments	2	7
Derivative financial instruments	1	9
Other	17	19
	$ 87	$ 85

NOTE 11. Debt

The Company's short and long-term debt consists of the following:

(In millions)	Weighted Average Interest Rate 2024	Weighted Average Interest Rate 2023	Carrying Value 2024	Carrying Value 2023
Short-Term Debt:				
Current portion of long-term debt	6.39%	6.53%	$ 18	$ 18
Long-Term Debt:				
Term facility, net	6.39%	6.53%	$ 301	$ 318

On July 19, 2022 the Company entered into an amended and restated Credit Agreement which included a $350 million Term Facility and a $400 million Revolving Credit Facility. The amendment, among other things, changed the Credit Agreement from a LIBOR-based rate to a Secured Overnight Financing Rate ("SOFR") based rate and extended the Credit Agreement maturity date to July 19, 2027.

On June 28, 2023, the Company amended the existing Credit Agreement to, among other things, amend certain affirmative and negative covenants.

The Company has deferred costs of $2 million and $1 million related to these amendments to the Credit Agreement, which are recorded in Other non-current assets and Long-term debt, net, respectively. The deferred costs will be amortized over the term of the Credit Agreement.

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 was paid during the second quarter of 2023.

As of December 31, 2024, the Company has no other short-term borrowings, including at the Company's subsidiaries. The Company's subsidiaries have access to $150 million of capacity under short-term credit facilities.

Long-Term Debt

The Company has no outstanding borrowings on the Revolving Credit Facility as of December 31, 2024 and 2023.

Interest on the Term Facility loans and Revolving Credit Facility accrue interest at a rate equal to a SOFR-based rate plus an applicable margin of between 1.00% and 1.75%, as determined by the Company's total gross leverage ratio. The Company can benefit from a 5 basis point decrease to the applicable margin due to a sustainability-linked pricing provision based on the Company's annual performance on reducing GHG emissions.

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 principal in connection with: (i) certain asset sales or other dispositions, (ii) certain refinancing of indebtedness and (iii) over-advances under the Revolving Credit Facility.

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.

The principal maturities of long-term debt as of December 31, 2024 are as follows:

(In millions)		
2025	$	18
2026		18
2027		283

Other

The Company has a $6 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 cash, as of December 31, 2024 and 2023. Additionally, the Company had $4 million and $2 million of locally issued bank guarantees and letters of credit as of December 31, 2024 and 2023, respectively, to support various tax appeals, customs arrangements and other obligations at its local affiliates.

NOTE 12. Employee Benefit Plans

Defined Benefit Plans

The Company sponsors pay related benefit plans for employees in the U.S., U.K., Germany, Brazil, France, Mexico, Japan, and Canada. Employees in the U.S. and UK are no longer accruing benefits under the Company's defined benefit plans as these plans were frozen. The Company’s defined benefit plans are partially funded with the exception of certain supplemental benefit plans for executives and certain non-U.S. plans, primarily in Germany, which are unfunded.

The Company's expense for all defined benefit pension plans, is as follows:

	U.S. Plans			Non-U.S. Plans		
	Year Ended December 31,			Year Ended December 31,		
(In millions, except percentages)	2024	2023	2022	2024	2023	2022
Costs Recognized in Income:						
Pension service cost:						
Service cost	$ —	$ —	$ —	$ (1)	$ (1)	$ (1)
Pension financing benefit (cost):						
Interest cost	(31)	(32)	(20)	(9)	(10)	(6)
Expected return on plan assets	41	41	39	10	10	9
Amortization of losses and other	—	1	(1)	—	1	(1)
Settlements	(4)	—	—	—	—	—
Restructuring related pension cost:						
Special termination benefits	—	—	—	(1)	(1)	—
Net pension income (expense)	$ 6	$ 10	$ 18	$ (1)	$ (1)	$ 1
Weighted Average Assumptions:						
Discount rate	5.16%	5.51%	2.93%	5.07%	5.30 %	2.31%
Compensation increase	NA	NA	N/A	2.89%	2.69 %	2.30%
Long-term return on assets	7.23%	6.87%	6.23%	4.79%	4.60 %	3.70%

The Company's total accumulated benefit obligations for all defined benefit plans was $723 million and $818 million as of December 31, 2024 and 2023, respectively. The benefit plan obligations for employee retirement plans with accumulated benefit obligations in excess of plan assets were as follows:

	Year Ended December 31,	
(In millions)	2024	2023
Accumulated benefit obligation	$ 594	$ 671
Projected benefit obligation	$ 596	$ 674
Fair value of plan assets	$ 486	$ 529

Assumptions used by the Company in determining its defined benefit pension obligations as of December 31, 2024 and 2023 are summarized in the following table:

Weighted Average Assumptions	U.S. Plans		Non-U.S. Plans	
	Year Ended December 31,		Year Ended December 31,	
	2024	2023	2024	2023
Discount rate	5.65 %	5.16 %	5.82 %	5.07 %
Rate of increase in compensation	NA	NA	2.58 %	2.89 %
Cash balance interest crediting rate	4.15 %	4.28 %	1.60 %	1.25 %

The Company's obligation for all defined benefit pension plans, is as follows:

	U.S. Plans		Non-U.S. Plans	
	Year Ended December 31,		Year Ended December 31,	
(In millions)	2024	2023	2024	2023
Change in Benefit Obligation:				
Benefit obligation — beginning	$ 622	$ 603	$ 201	$ 178
Service cost	—	—	1	1
Interest cost	31	32	9	10
Actuarial loss (gain)	(25)	27	(19)	10
Settlements	(40)	—	(1)	(1)
Special termination benefits	—	—	(1)	1
Foreign exchange translation	—	—	(11)	10
Benefits paid and other	(36)	(40)	(5)	(8)
Benefit obligation — ending	$ 552	$ 622	$ 174	$ 201
Change in Plan Assets:				
Plan assets — beginning	$ 509	$ 532	$ 172	$ 157
Actual return on plan assets	19	17	(6)	8
Sponsor contributions	19	—	7	7
Settlements	(40)	—	(1)	(1)
Foreign exchange translation	—	—	(8)	9
Benefits paid and other	(35)	(40)	(7)	(8)
Plan assets — ending	$ 472	$ 509	$ 157	$ 172
Total funded status at end of period	$ (80)	$ (113)	$ (17)	$ (29)
Balance Sheet Classification:				
Other non-current assets	—	$ —	$ 12	$ 3
Accrued employee liabilities	—	—	(1)	(1)
Employee benefits	(80)	(113)	(28)	(31)
Accumulated other comprehensive loss:				
Actuarial loss	57	65	27	32
Tax effects/other	(9)	(11)	(9)	(10)
	$ 48	$ 54	$ 18	$ 22

During the year ended December 31, 2024, the Company offered terminate vested participants of the U.S. defined benefit plans a discretionary lump sum distribution option. The amount of participant lump sum distributions amounted to $38 million.

Components of the net change in AOCI related to all defined benefit pension plans, exclusive of amounts attributable to non-controlling interests on the Company's Consolidated Statements of Changes in Equity for the years ended December 31, 2024 and 2023, are as follows:

	U.S. Plans		Non-U.S. Plans	
	Year Ended December 31,		Year Ended December 31,	
(In millions)	2024	2023	2024	2023
Actuarial (gain) loss	$ (4)	$ 50	$ (4)	$ 13
Deferred taxes	2	(11)	2	(4)
Currency/other	—	—	(1)	2
Reclassification to net income	—	1	—	1
Settlements	(4)	—	(1)	(1)
	$ (6)	$ 40	$ (4)	$ 11

Actuarial loss for the year ended December 31, 2024 is primarily related to a decrease in discount rates partially offset by an increase in return on assets. Actuarial gains and losses are amortized using the 10% corridor approach representing 10% times the greater of plan assets or the projected benefit obligation. Generally, the expected return is determined using a market-related value of assets where gains (losses) are recognized in a systematic manner over five years. For less significant plans, fair value is used.

Benefit payments, which reflect expected future service, are expected to be paid by the Company plans as follows:

(In millions)	U.S. Plans	Non-U.S. Plans
2025	$ 39	$ 8
2026	40	7
2027	40	8
2028	41	10
2029	41	10
Years 2030 - 2034	210	55

During the year ended December 31, 2024, cash contributions to the Company's defined benefit plans were $19 million related to its U.S. plans and $7 million related to its non-U.S. plans. Additionally, the Company expects to make contributions to its US and non-US defined benefit pension plans of $4 million and $8 million, respectively during 2025.

Substantially all of the Company’s defined benefit pension plan assets are managed by external investment managers and held in trust by third-party custodians. The selection and oversight of these external service providers is the responsibility of the investment committees of the Company and their advisers. The selection of specific securities is at the discretion of the investment manager and is subject to the provisions set forth by written investment management agreements and related policy guidelines regarding permissible investments, risk management practices, and the use of derivative securities. Derivative securities may be used by investment managers as efficient substitutes for traditional securities, to reduce portfolio risks, or to hedge identifiable economic exposures. The use of derivative securities to engage in unrelated speculation is expressly prohibited.

The primary objective of the pension funds is to pay the plans’ benefit and expense obligations when due. Given the long-term nature of these plan obligations and their sensitivity to interest rates, the investment strategy is intended to improve the funded status of its U.S. and non-U.S. plans over time while maintaining a prudent level of risk. Risk is managed primarily by diversifying each plan’s target asset allocation across equity, fixed income securities, and alternative investment strategies, and then maintaining the allocation within a specified range of its target. In addition, diversification across various investment subcategories within each plan is also maintained within specified ranges.

The Company’s retirement plan asset allocation as of December 31, 2024 and 2023 and target allocation for 2025 are as follows:

	Target Allocation		Percentage of Plan Assets			
	U.S.	Non-U.S.	U.S.		Non-U.S.	
	2025	2025	2024	2023	2024	2023
Equity securities	38 %	13 %	37 %	30 %	14 %	10 %
Fixed income	28 %	65 %	12 %	17 %	64 %	65 %
Alternative strategies	33 %	— %	48 %	51 %	8 %	11 %
Cash	1 %	2 %	3 %	2 %	3 %	3 %
Other	— %	20 %	— %	— %	11 %	11 %
	100 %	100 %	100 %	100 %	100 %	100 %

The expected long-term rate of return for defined benefit pension plan assets was selected based on various inputs, including returns projected by various external sources for the different asset classes held by and to be held by the Company’s trusts and its targeted asset allocation. These projections incorporate both historical returns and forward-looking views regarding capital market returns, inflation, and other variables. Pension plan assets are valued at fair value using various inputs and valuation techniques. A description of the inputs and valuation techniques used to measure the fair value for each class of plan assets is included in Note 17, "Fair Value Measurements."

Discount Rate for Estimated Service and Interest Cost

The Company uses the spot rate method to estimate the service and interest components of net periodic benefit cost for pension benefits for its U.S. and certain non-U.S. plans. The Company has elected to utilize an approach that discounts individual expected cash flows underlying interest and service costs using the applicable spot rates derived from the yield curve used to determine the benefit obligation to the relevant projected cash flows. The discount rate assumption is based on market rates for a hypothetical portfolio of high-quality corporate bonds rated Aa or better with maturities closely matched to the timing of projected benefit payments for each plan at its annual measurement date. The Company used discount rates ranging from 2% to 11% to determine its pension and other benefit obligations as of December 31, 2024.

Defined Contribution Plans

Most U.S. salaried employees and certain non-U.S. employees are eligible to participate in defined contribution plans by contributing a portion of their compensation which is partially matched by the Company. Matching contributions for the U.S. defined contribution plan are 100% on the first 6% of pay contributed. The expense related to all defined contribution plans was approximately $6 million in 2024, $6 million in 2023, and $3 million in 2022.

NOTE 13. Stock-Based Compensation

At the Company’s annual meeting of shareholders in June 2020, the shareholders approved the Visteon Corporation 2020 Incentive Plan (the “2020 Incentive Plan”), replacing the 2010 stock incentive plan and providing for an additional grant of up to 1.5 million shares. During the year ended December 31, 2024, the Company registered to provide an additional 1.3 million shares to the 2020 Incentive Plan. Pursuant to the 2020 Incentive Plan, the Company may grant shares of common stock for restricted stock awards (“RSAs”), restricted stock units (“RSUs”), non-qualified stock options ("Stock Options"), stock appreciation rights (“SARs”), performance-based share units ("PSUs"), and other stock-based awards. The Company's stock-based compensation instruments are accounted for as equity awards or liability awards based on settlement intention as follows:

- For equity settled stock-based compensation instruments, compensation cost is measured based on grant date fair value of the award and is recognized over the applicable service period. For equity settled stock-based compensation instruments, the delivery of Company shares may be on a gross settlement basis or a net settlement basis. The Company's policy is to deliver such shares using treasury shares or issuing new shares.
- Cash settled stock-based compensation instruments are subject to liability accounting. At the end of each reporting period, the vested portion of the obligation for cash settled stock-based compensation instruments is adjusted to fair value based on the period-ending market prices of the Company's common stock. Related compensation expense is recognized based on changes to the fair value over the applicable service period.

Generally, the Company's stock-based compensation instruments are subject to graded vesting and recognized on an accelerated basis. The settlement intention of the awards is at the discretion of the Organization and Compensation Committee of the Company's Board of Directors. These stock-based compensation awards generally provide for accelerated vesting upon a change-in-control, as defined in the 2020 Incentive Plan, which requires a double-trigger (which would require that the executive's employment terminate without "cause" or for "good reason" following a change in control). Accordingly, the Company may be required to accelerate recognition of related expenses in future periods in connection with the change-in-control events and subsequent changes in employee responsibilities, if any.

The total recognized and unrecognized stock-based compensation expense is as follows:

(In millions)	Year Ended December 31, 2024	2023	2022	Unrecognized Stock-Based Compensation Expense December 31, 2024
Performance based share units	$ 11	$ 9	$ 7	$ 15
Restricted stock units	31	27	20	24
Stock options	—	—	—	—
Total stock-based compensation expense	$ 42	$ 36	$ 27	$ 39

Performance Based Share Units

The number of PSUs that will vest, ranging from 0% to 200% of the target award, is based on the Company's achievement of a pre-established relative total shareholder return goal compared to its peer group of companies over a three-year period.

A summary of PSU activity is provided below:

	PSUs (In thousands)	Weighted Average Grant Date Fair Value
Non-vested as of December 31, 2021	168	$ 112.24
Granted	98	164.24
Vested	(86)	115.70
Forfeited	(8)	141.76
Non-vested as of December 31, 2022	172	128.28
Granted	131	230.65
Vested	(137)	84.52
Forfeited	(7)	185.07
Non-vested as of December 31, 2023	159	184.67
Granted	98	140.39
Vested	(47)	148.85
Forfeited	(2)	175.48
Non-vested as of December 31, 2024	208	$ 171.36

The grant date fair value for PSUs was determined using the Monte Carlo valuation model. Unrecognized compensation expense as of December 31, 2024 for PSUs to be settled in shares of the Company's common stock was $15 million and will be recognized over the remaining vesting period of approximately 1.8 years. The Company made cash settlement payments of less than $1 million for PSUs settled in cash during each of the years ended December 31, 2024, 2023, and 2022. Unrecognized compensation expense as of December 31, 2024 was less than $1 million for the non-vested portion of these awards and will be recognized over the remaining vesting period of approximately 1.9 years.

The Monte Carlo valuation model requires management to make various assumptions including the expected volatility, risk-free interest rate, and dividend yield. Volatility is based on the Company’s stock history using daily stock prices over a period commensurate with the expected life of the award. The risk-free rate was based on the U.S. Treasury yield curve in relation to the contractual life of the stock-based compensation instrument. The dividend yield was based on historical patterns and future expectations for Company dividends.

Weighted average assumptions used to estimate the fair value of PSUs granted during the years ended as of December 31, 2024 and 2023 are as follows:

	Year Ended December 31,	
	2024	2023
Expected volatility	41.71 %	51.72 %
Risk-free rate	4.27 %	4.56 %
Expected dividend yield	— %	— %

Restricted Stock Units

The grant date fair value of RSUs is measured as the market closing price of the Company's common stock on the date of grant. These awards generally vest in one-third increments on the grant date anniversary over a three-year vesting period.

	Share-Settled RSUs for the Year Ended December 31,		
	2024	2023	2022
Granted	309,000	221,000	276,000
Weighted average grant date fair value	$110.33	$159.95	$114.17

Unrecognized compensation expense as of December 31, 2024 was $22 million for non-vested share-settled RSUs and will be recognized over the remaining vesting period of approximately 1.5 years.

	Cash-Settled RSUs for the Year Ended December 31,		
	2024	2023	2022
Granted	23,000	15,000	17,000
Weighted average grant date fair value	$89.54	$125.30	$130.47

The Company made cash settlement payments of $1 million during the year ended December 31, 2024, $1 million during the year ended December 31, 2023, and less than $1 million for the years ended December 31, 2022. Unrecognized compensation expense as of December 31, 2024 was $2 million for non-vested cash settled RSUs and will be recognized on a weighted average basis over the remaining vesting period of approximately 1.7 years.

A summary of RSU activity is provided below:

	RSUs	Weighted Average Grant Date Fair Value
	(In thousands)	
Unissued shares as of December 31, 2021	285	$ 97.68
Granted	293	115.13
Vested	(171)	91.48
Forfeited	(52)	107.10
Unissued shares as of December 31, 2022	355	113.41
Granted	236	157.81
Vested	(161)	107.89
Forfeited	(45)	136.95
Unissued shares as of December 31, 2023	385	139.35
Granted	331	108.92
Vested	(178)	134.06
Forfeited	(45)	126.62
Unissued shares as of December 31, 2024	493	$ 121.26

Beginning in the third quarter 2020, non-employee director RSU awards were granted under the terms and conditions of the 2020 Incentive Plan, and these awards vest approximately one year from the date of grant. Activity related to non-employee director grants under the 2020 Incentive Plan is included in RSU table above.

Additionally, as of December 31, 2024, the Company has approximately 95,000 outstanding RSU's awarded at a weighted average grant date fair value of $100.52 under the Non-Employee Director Stock Unit Plan which vest within one year or less but are not settled until the participant terminates board service. Total RSU's outstanding as of December 31, 2024 is approximately 588,000 inclusive of the table above.

Stock Options and Stock Appreciation Rights

Stock Options and SARs are recorded with an exercise price equal to the average of the high and low market price of the Company's common stock on the date of grant. The grant date fair value of these awards is measured using the Black-Scholes option pricing model. Stock Options and SARs generally vest in one-third increments on the grant date anniversary over a three-year vesting period and have an expiration date 7 or 10 years from the date of grant.

The Company received payments of less than $1 million, $6 million, and $2 million related to the exercise of Stock Options with total intrinsic value of options exercised of less than $1 million, $4 million, and $3 million during the years ended December 31, 2024, 2023, and 2022, respectively. There is no remaining unrecognized compensation expense for Stock Options as of December 31, 2024.

The Black-Scholes option pricing model requires management to make various assumptions including the expected term, risk-free interest rate, dividend yield, and expected volatility. The expected term represents the period of time that granted awards are expected to be outstanding and is estimated based on considerations including the vesting period, contractual term, and anticipated employee exercise patterns. The risk-free rate is based on the U.S. Treasury yield curve in relation to the contractual life of the stock-based compensation instrument. The dividend yield is based on historical patterns and future expectations for Company dividends. Volatility is based on the Company’s stock history using daily stock prices over a period commensurate with the expected life of the award.

No stock options or SARs were granted in 2024, 2023 or 2022. There are no SARs outstanding as of the years ended December 31, 2024, 2023 or 2022.

A summary of Stock Options activity is provided below:

	Stock Options	**Weighted Average Exercise Price**
	(In thousands)	
December 31, 2021	312	$ 85.56
Exercised	(51)	75.05
December 31, 2022	261	87.62
Exercised	(71)	91.44
December 31, 2023	190	86.21
Exercised	(2)	66.98
December 31, 2024	188	$ 86.42
Exercisable at December 31, 2024	188	$ 86.42

	Stock Options		
Exercise Price	**Number Outstanding**	**Weighted Average Remaining Life**	**Weighted Average Exercise Price**
	(In thousands)	(In years)	
$60.01 - $80.00	76	2.3	$ 66.98
$80.01 - $100.00	64	1.3	$ 80.97
$100.01 - $130.00	48	0.3	$ 124.35
	188		

NOTE 14. Income Taxes

Income Tax Provision

Details of the Company's income tax provision for (benefit from) continuing operations are provided in the table below:

(In millions)	Year Ended December 31, 2024	2023	2022
Income (Loss) Before Income Taxes: *(a)*			
U.S.	$ 32	$ 8	$ 50
Non-U.S.	269	259	126
Total income (loss) before income taxes	$ 301	$ 267	$ 176
Current Tax Provision (Benefit):			
Non-U.S.	$ 77	$ 73	$ 45
U.S. state and local	1	—	1
Total current tax provision (benefit)	78	73	46
Deferred Tax Provision (Benefit):			
U.S. federal	$ (40)	$ (300)	$ —
Non-U.S	(15)	(8)	(1)
U.S. state and local	(9)	(13)	—
Total deferred tax provision (benefit)	(64)	(321)	(1)
Provision for (benefit from) income taxes	$ 14	$ (248)	$ 45

(a) Income (loss) before income taxes excludes equity in net income from non-consolidated affiliates.

The provision for (benefit from) income taxes resulted in an effective tax rate of approximately 5%, -93%, and 26% for the years ended December 31, 2024, 2023 and 2022, respectively.

The table below provides a reconciliation of income tax based on the U.S. statutory tax rate of 21% to the final provision for (benefit from) income taxes.

(In millions)	Year Ended December 31, 2024	Effective rate	2023 (a)	Effective rate	2022 (a)	Effective rate
Tax provision (benefit) at U.S. statutory rate of 21%	$ 63	21 %	$ 56	21 %	$ 37	21 %
Foreign rate differential	18	6 %	20	8 %	7	4 %
U.S. tax on foreign operations	(24)	(8)%	24	9 %	15	9 %
Non-U.S withholding taxes	15	5 %	17	6 %	9	5 %
Tax holidays and incentives in foreign operations	(15)	(5)%	(22)	(8)%	(14)	(8)%
Foreign derived intangible income deduction	(14)	(5)%	(4)	(2)%	—	— %
State and local income taxes	(4)	(1)%	(3)	(1)%	(2)	(1)%
Tax reserve adjustments	1	— %	3	1 %	3	2 %
Change in valuation allowance	(25)	(8)%	(377)	(141)%	(61)	(35)%
Impact of U.S. tax amendments	—	— %	39	15 %	44	25 %
Research credits	(3)	(1)%	(3)	(1)%	(1)	(1)%
Other	2	1 %	2	— %	8	5 %
Provision for (benefit from) income taxes	$ 14	5 %	$ (248)	(93)%	$ 45	26 %

(a) 2022 and 2023 amounts updated for consistency with current year presentation.

The Company's tax rate is affected by the tax laws and rates in the U.S. and other countries where it operates. It also depends on the amount of income earned in each jurisdiction and the extent of losses or income for which no tax benefit or expense was recognized due to a valuation allowance.

The U.S. tax on earnings includes the impact of income taxes on foreign source income, such as foreign branch earnings, net of applicable foreign tax credits in various categories (general, foreign branch, global intangible low-tax income (GILTI) and passive). It also considers the estimated impact of unrecognized currency gains and losses in branch operations under final regulations of Internal Revenue Code Section 987. The Company's benefit from foreign derived intangible income (FDII) depends on its annual U.S. taxable income, which is influenced by U.S. tax regulations requiring the capitalization of research and development costs in the current period which also impacts the GILTI calculation. U.S. tax amendments primarily involve adjusting prior year tax returns to deduct foreign taxes before expiration, while the foreign rate differential reflects tax expense on foreign earnings taxed at rates higher than the U.S. statutory rate.

The Company’s effective tax rate is also impacted by net changes to valuation allowances, where the Company has determined that it is more-likely-than-not that certain deferred tax assets would not be realized. For the years ended December 31, 2024, 2023, and 2022, the Company recorded net benefits related to valuation allowances of $25 million, $377 million, and $61 million, respectively (discussed in further detail below).

Deferred income taxes represent temporary differences in the recognition of certain items for financial reporting and income tax purposes. A summary of the components of deferred income tax assets and liabilities are as follows:

	December 31,	
(In millions)	2024	2023
Deferred Tax Assets:		
Net operating losses and credit carryforwards	$ 884	$ 944
Employee benefit plans	26	39
Lease liability	36	38
Fixed assets and intangibles	15	16
Warranty	16	15
Inventory	12	12
Restructuring	5	2
Capitalized expenditures	152	107
Deferred income	8	6
Other	84	73
Gross deferred tax assets	1,238	1,252
Valuation allowance	(702)	(754)
Total deferred tax assets	$ 536	$ 498
Deferred Tax Liabilities:		
Outside basis investment differences, including withholding tax	$ 62	$ 66
Right-of-use assets	34	37
Fixed assets and intangibles	23	14
All other	19	28
Total deferred tax liabilities	138	145
Net deferred tax assets	$ 398	$ 353
Consolidated Balance Sheet Classification:		
Other non-current assets	$ 441	$ 384
Deferred tax liabilities non-current	43	31
Net deferred tax assets	$ 398	$ 353

As of December 31, 2024, the Company had available pretax non-U.S. net operating loss carryforwards and capital loss carryforwards of $1.2 billion and $16 million, respectively, $275 million of which expire at various dates from 2025 through 2043, and $1 billion of which have an indefinite life.

The Company had available pretax U.S. federal net operating loss carryforwards of $1 billion at December 31, 2024, which have remaining carryforward periods ranging from 5 years to 10 years. U.S. foreign tax credit carryforwards are $294 million million at December 31, 2024, which have remaining carryforward periods ranging from 1 to 10 years. U.S. research tax credit carryforwards are $29 million at December 31, 2024. These credits will begin to expire in 2031. The Company had available post-apportionment tax-effected U.S. state operating loss carryforwards of $31 million at December 31, 2024, $27 million which will expire at various dates between 2025 and 2044, and $4 million of which have an indefinite life.

In connection with the Company's emergence from bankruptcy and resulting change in ownership on the Effective Date, an annual limitation was imposed on the utilization of U.S. net operating losses, U.S. credit carryforwards and certain U.S. built-in losses (collectively referred to as “tax attributes”) under Internal Revenue Code (“IRC”) Sections 382 and 383. The collective limitation is approximately $121 million per year on tax attributes in existence at the date of change in ownership.

As of December 31, 2024 and 2023, the valuation allowance with respect to the Company's deferred tax assets was $702 million and $754 million, respectively, a net decrease of $52 million.

The Company provides a valuation allowance for its deferred tax assets when it is more likely than not that some portion, or all, of its deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income of the appropriate character in the respective jurisdiction. The Company considers all available positive and negative evidence and makes certain assumptions in evaluating the realizability of its deferred tax assets.

The Company historically provided a valuation allowance against its U.S. net deferred tax assets prior to 2023. However, as the Company continued to improve its earnings, the Company concluded that the positive evidence, which included its forecast of future taxable income using its objective and verifiable earnings history, outweighed the negative evidence (the Company’s history of losses) indicating that it was more likely than not that the Company would be able to realize a benefit for a substantial portion of its U.S. deferred tax assets, resulting in a $313 million partial release of its valuation allowance related to its U.S. deferred tax assets as of December 31, 2023.

As of December 31, 2024, after considering all positive and negative evidence, including improvement in the Company’s U.S. profitability beyond the projections utilized in estimating the realizability of its U.S. deferred tax assets in 2023, the Company concluded that additional U.S. deferred income tax assets were more likely than not to be realized resulting in a $49 million non-cash benefit to income tax expense in 2024. The deferred tax assets not expected to be realized based on the Company’s projections relate primarily to the Company’s existing foreign tax credit carryforwards, as the Company has been and is expected to continue to generate excess credits in the near term, resulting in an inability to use all of its existing credits prior to their expiration dates; certain U.S. federal net operating loss carryforwards that were not expected to provide an incremental cash savings (i.e., they would only displace credits and deductions the Company would have otherwise had available to it); and State operating loss carryforwards with a limited carryforward. Accordingly, the Company continues to maintain a U.S. valuation allowance of $386 million as of December 31, 2024.

During the third quarter of 2024, the Company reassessed the future utilization of its deferred tax assets in Germany primarily as a result of the Company's German Acquisition which will be combined with the Company's existing German consolidated tax group. The increase in projected taxable income resulted in the Company recording a $7 million income tax benefit.

As of December 31, 2024, valuation allowances totaling $316 million relate to deferred tax assets in certain foreign jurisdictions, primarily Germany and France.

The Company will continue to evaluate the available positive and negative evidence in subsequent periods and adjust its remaining valuation allowances to the amount it determines to be more likely than not to be realized. If operating results improve or deteriorate on a sustained basis, the Company’s conclusions regarding the need for a valuation allowance could change, resulting in either the reversal or initial recognition of a valuation allowance in the future, which could have a significant impact on income tax expense in the period recognized and subsequent periods.

The Company has recorded the taxes associated with the foreign earnings it intends to repatriate in the future. The amount the Company expects to repatriate is based upon a variety of factors including current year earnings of the foreign affiliates, foreign investment needs, and the cash flow needs of the Company. As of December 31, 2024 and 2023, the Company has recorded withholding tax liabilities of $27 million and $28 million, respectively related to these earnings. These earnings are expected to be non-taxable upon repatriation to the U.S., as they will largely be considered previously taxed income under the one-time transition tax or GILTI, or they will be offset by a 100% dividend received deduction. The Company has not provided for deferred tax liabilities for foreign withholding or other taxes on the remainder of undistributed earnings because such earnings are considered to be permanently reinvested. It is not practicable to determine the amount of deferred tax liability on such earnings as the actual tax liability, if any, is dependent on circumstances existing when remittance occurs.

The Company is subject to the OECD's Pillar Two rules, mandating a minimum effective tax rate of 15% on global income. Although it is uncertain if the U.S. will adopt Pillar Two, the Company operates in several jurisdictions that have enacted these rules, with others in the process of doing so. The Company has assessed its potential exposure to top-up taxes and found the impact on its 2024 effective tax rate to be immaterial. The Company will continue to monitor the implementation of these rules and may need to adjust its estimates and tax strategies to ensure compliance.

Unrecognized Tax Benefits

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	Year Ended December 31,	
(In millions)	2024	2023
Beginning balance	$ 25	$ 18
Tax positions related to current period		
Additions	2	8
Tax positions related to prior periods		
Reductions	(7)	(1)
Ending balance	$ 20	$ 25

Gross unrecognized tax benefits at December 31, 2024 and 2023 were $20 million and $25 million, respectively. Of these amounts, approximately $20 million and $18 million respectively, represent the amount of unrecognized benefits that, if recognized, would impact the effective tax rate. The Company records interest and penalties related to uncertain tax positions as a component of income tax expense and related amounts accrued as of December 31, 2024 and 2023 were $3 million and $2 million, respectively.

With few exceptions, the Company is no longer subject to U.S. federal tax examinations for years before 2016, or state, local or non-U.S. income tax examinations for years before 2003, although U.S. net operating losses carried forward into open tax years technically remain open to adjustment. Although it is not possible to predict the timing of the resolution of all ongoing tax audits with accuracy, it is reasonably possible that certain tax proceedings in the U.S., Europe, Asia and Mexico could conclude within the next twelve months and result in an increase or decrease in the balance of gross unrecognized tax benefits. Given the number of years, jurisdictions and positions subject to examination, the Company is unable to estimate the full range of possible adjustments to the balance of unrecognized tax benefits. The long-term portion of uncertain income tax positions (including interest) in the amount of $15 million is included in Other non-current liabilities on the consolidated balance sheet, and $7 million is reflected as a reduction of deferred tax assets included in Other non-current assets. Outstanding income tax refund claims related primarily to India and Brazil jurisdictions total $4 million as of December 31, 2024, and are included in other non-current assets on the balance sheets.

Other Tax Matters

In January 2023, the Company received a decision by the Indian Tax Authority (“ITA”) that tax applies to certain IT-related services fees paid to the U.S. which spans several years. Until this matter is resolved, the Company will likely need to remit taxes on the services in question for which payments could be significant in the aggregate. The Company believes the ITA’s decision is without merit, and intends to defend its position vigorously, and expects to recoup any taxes paid. If this matter is adversely resolved, the Company would record additional tax expense, which would include any taxes ultimately paid.

NOTE 15. Stockholders’ Equity and Non-controlling Interests

Treasury Stock

As of December 31, 2024 and 2023, respectively, the Company held 27,860,349 and 27,354,274 shares of common stock in treasury which may be used for satisfying obligations under employee incentive compensation arrangements. The Company values shares of common stock held in treasury at cost.

Non-Controlling Interests

Non-controlling interests in Visteon Corporation are as follows:

(In millions)	December 31, 2024	December 31, 2023
Shanghai Visteon Automotive Electronics Co., Ltd.	$ 55	$ 51
Yanfeng Visteon Automotive Electronics Co., Ltd.	13	18
Changchun Visteon FAWAY Automotive Electronics Co., Ltd.	12	14
Other	1	2
	$ 81	$ 85

During the year ended December 31, 2024, the Company paid approximately $1 million to buy all of the shares of a minority joint venture partner in Tunisia.

Accumulated Other Comprehensive Income (Loss)

Changes in AOCI and reclassifications out of AOCI by component includes:

	Year Ended December 31,	
(In millions)	2024	2023
Changes in AOCI:		
Beginning balance	$ (254)	$ (213)
Other comprehensive income (loss) before reclassification, net of tax	(64)	(51)
Amounts reclassified from AOCI	12	10
Ending balance	$ (306)	$ (254)
Changes in AOCI by component:		
Foreign currency translation adjustments		
Beginning balance	$ (192)	$ (210)
Other comprehensive income (loss) before reclassification	(74)	18
Amounts reclassified from AOCI	—	—
Ending balance	(266)	(192)
Net investment hedge		
Beginning balance	5	12
Other comprehensive income (loss) before reclassification	13	(7)
Amounts reclassified from AOCI	—	—
Ending balance	18	5
Benefit plans		
Beginning balance	(76)	(25)
Other comprehensive income (loss) before reclassification, net of tax	10	(49)
Amounts reclassified from AOCI	—	(2)
Ending balance	(66)	(76)
Unrealized hedging gain (loss)		
Beginning balance	9	10
Other comprehensive income (loss) before reclassification, net of tax	(13)	(13)
Amounts reclassified from AOCI	12	12
Ending balance	8	9
AOCI ending balance	$ (306)	$ (254)

Share Repurchase Program

On March 2, 2023 the Company's board of directors authorized a share repurchase program of $300 million of common stock through December 31, 2026. Under this program, the Company will repurchase shares at the prevailing market prices pursuant to specified share price and daily volume limits. During the year ended December 31, 2024, the Company has purchased 647,755 shares at an average price of $97.97 related to this program. As of December 31, 2024, the Company has $131 million of authorized purchases of common stock remaining. Excise taxes incurred due to purchases under the program totaled less than $1 million for the year ended December 31, 2024.

NOTE 16. Earnings Per Share

A summary of information used to compute basic and diluted earnings per share attributable to Visteon is as follows:

(In millions, except per share amounts)	Year Ended December 31, 2024	2023	2022
Numerator:			
Net income (loss) attributable to Visteon	$ 274	$ 486	$ 124
Denominator:			
Average common stock outstanding - basic	27.6	28.1	28.1
Dilutive effect of performance-based share units and other	0.3	0.4	0.4
Diluted shares	27.9	28.5	28.5
Basic and Diluted Per Share Data:			
Basic earnings (loss) per share attributable to Visteon:	$ 9.93	$ 17.30	$ 4.41
Diluted earnings (loss) per share attributable to Visteon:	$ 9.82	$ 17.05	$ 4.35

NOTE 17. Fair Value Measurements

Fair Value Hierarchy

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.

Assets which are valued at net asset value per share ("NAV"), or its equivalent, as a practical expedient are reported outside the fair value hierarchy but are included in the total assets for reporting and reconciliation purposes.

The fair value hierarchy for assets and liabilities measured at fair value on a recurring basis are as follows:

	December 31, 2024				
(In millions)	Level 1	Level 2	Level 3	NAV	Total
Asset Category:					
Retirement plan assets	$ 121	$ 56	$ 18	$ 434	$ 629
Interest rate swaps	$ —	$ 8	$ —	$ —	$ 8
Liability Category:					
Cross currency swaps	$ —	$ 1	$ —	$ —	$ 1

	December 31, 2023				
(In millions)	Level 1	Level 2	Level 3	NAV	Total
Asset Category:					
Retirement plan assets	$ 93	$ 112	$ 19	$ 457	$ 681
Interest rate swaps	$ —	$ 7	—		$ 7
Liability Category:					
Cross currency swaps	$ —	$ 15	$ —	$ —	$ 15

Cross currency swaps and interest rate swaps are valued 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, can be derived from observable data, or are supported by observable levels at which transactions are executed in the marketplace. The carrying amounts of all other non-retirement plan financial instruments approximate their fair values due to their relatively short-term maturities.

Retirement plan assets pertain to a diverse set of securities and investment vehicles held by the Company's defined benefit pension plans. These assets possess varying fair value measurement attributes such that certain portions are categorized within each level of the fair value hierarchy as based upon the level of observability of the inputs utilized in the valuation of the particular asset. The Company may, as a practical expedient, estimate the fair value of certain investments using NAV of the investment as of the reporting date. This practical expedient generally deals with investments that permit an investor to redeem its investment directly with, or receive distributions from, the investee at times specified in the investee's governing documents. Examples of these investments (often referred to as alternative investments) may include ownership interests in real assets, certain credit strategies, and hedging and diversifying strategies. They are commonly in the form of limited partnership interests. The Company uses NAV as a practical expedient when valuing investments in alternative asset classes and funds which are a limited partnership or similar investment vehicle.

Derivative financial instruments

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 derivative instruments are classified as Level 2, "Other Observable Inputs" in the fair value hierarchy.

Retirement Plan Assets

Retirement plan assets consist of the following:

- Cash and cash equivalents, are immediately available or are highly liquid and not subject to significant market risk. Assets comprised of cash, short-term sovereign debt, or high credit-quality money market securities and instruments held directly by the plan are categorized as Level 1. Assets in a short-term investment fund ("STIF") are categorized as Level 2. Cash and cash equivalent assets denominated in currencies other than the U.S. dollar are reflected in U.S. dollar terms at the exchange rate prevailing at the balance sheet dates.

- Treasury and government securities consist of debt securities issued by the U.S. and non-U.S. sovereign governments and agencies, thereof. Assets with a high degree of liquidity and frequent trading activity are categorized as Level 1 while others are valued by independent valuation firms that employ standard methodologies associated with valuing fixed-income securities and are categorized as Level 2.

- Corporate debt securities consist of fixed income securities issued by corporations. Assets with a high degree of liquidity and frequent trading activity are categorized as Level 2 while others are valued by independent valuation firms that employ standard methodologies associated with valuing fixed-income securities and are categorized as Level 2.

- Bond funds are comprised of corporate and municipal bonds. These securities are generally priced by independent pricing services. The spreads are sourced from broker/dealers, trade prices and the new issue market. As the significant inputs used to price corporate bonds are observable market inputs, the fair values of corporate bonds are included in the Level 2 fair value hierarchy.

- Common and preferred stocks consist of shares of equity securities. These are directly-held assets that are generally publicly traded in regulated markets that provide readily available market prices and are categorized as Level 1.

- Common trust funds are comprised of shares or units in commingled funds that are not publicly traded. The underlying assets in these funds, including equities and fixed income securities, are generally publicly traded in regulated markets that provide readily available market prices. The entire balance of an investment in a common trust fund that does not have a readily observable market prices as available on a third-party information source, notwithstanding whether the investment has daily liquidity, is categorized as Level 2; or the fund is considered as an alternative strategy (including hedge and diversifying strategies) for which valuation is established by NAV as a practical expedient.

- Liability Driven Investments ("LDI") utilizes certain funds that invest in instruments and securities, interest-rate swaps and other financial derivative instruments intended to hedge a portion of the changes in pension liabilities associated with changes in the actuarial discount rate as applied to the plan's liabilities. The valuation methodology of the funds that invest in fixed income derivative instruments, the assets contained in this category utilize standard pricing models associated with fixed income derivative instruments and are categorized as Level 2.

- Repurchase agreements represent the plans' short-term borrowing to hedge against interest rate and inflation risks. The plans have an obligation to return the cash after the term of the agreements. Due to the short-term nature of the agreements, the outstanding balance of the obligation approximates fair value. These borrowings are categorized as Level 2.

- Other investment funds include funds that hold various short-term, real-estate related, and fixed income assets and are categorized as Level 1, Level 2, and NAV, consistent with the valuation techniques of investment funds described above.

- Limited partnerships and hedge funds represent investment vehicles with underlying exposures in alternative credit, hedge and diversifying strategies (including hedge fund of funds), real assets, and certain equity exposures. The underlying assets in these funds may include securities transacted in active markets as well as other assets that have values less readily observable and may require valuation techniques that require inputs that are not readily observable. Investment in these funds may be subject to a specific notice period prior to the intended transaction date. In addition, transactions in these funds may require longer settlement terms than traditional mutual funds. These assets are valued based on their respective NAV as a practical expedient to estimate fair value due to the absence of readily available market prices.

- Insurance contracts are reported at cash surrender value and have significant unobservable inputs and are categorized as Level 3.

The fair values of the Company's U.S. retirement plan assets are as follows:

(In millions)	December 31, 2024			
Asset Category	Level 1	Level 2	NAV	Total
Common trust funds	$ —	$ —	$ 310	$ 310
LDI	—	56	—	56
Limited partnerships and hedge funds	—	—	89	89
Cash and cash equivalents	—	17	—	17
Total	$ —	$ 73	$ 399	$ 472

(In millions)	December 31, 2023			
Asset Category	Level 1	Level 2	NAV	Total
Common trust funds	$ —	$ —	$ 308	$ 308
LDI	—	88	—	88
Limited partnerships and hedge funds	—	—	105	105
Cash and cash equivalents	—	8	—	8
Total	$ —	$ 96	$ 413	$ 509

The fair values of the Company's Non-U.S. retirement plan assets are as follows:

(In millions)	December 31, 2024				
Asset Category	Level 1	Level 2	Level 3	NAV	Total
Treasury and government securities	$ 114	$ 10	$ —	$ —	$ 124
Insurance contracts	—	—	18	—	18
Bond funds	—	16	—	—	16
Limited partnerships	—	—	—	12	12
Corporate debt securities	—	6	—	—	6
Common and preferred stock	3	—	—	—	3
Common trust funds	—	—	—	—	—
Cash and cash equivalents	1	—	—	—	1
Repurchase agreements	—	(67)	—	—	(67)
Other investment funds	3	18	—	23	44
Total	$ 121	$ (17)	$ 18	$ 35	$ 157

(In millions)	December 31, 2023				
Asset Category	Level 1	Level 2	Level 3	NAV	Total
Treasury and government securities	$ 85	$ 10	$ —	$ —	$ 95
Bond funds	—	24	—	—	24
Insurance contracts	—	—	19	—	19
Limited partnerships	—	—	—	11	11
Corporate debt securities	—	9	—	—	9
Common and preferred stock	3	—	—	—	3
Common trust funds	—	1	—	—	1
Cash and cash equivalents	1	—	—	—	1
Repurchase agreements	—	(41)	—	—	(41)
Other investment funds	4	13	—	33	50
Total	$ 93	$ 16	$ 19	$ 44	$ 172

Items Measured at Fair Value on a Non-recurring Basis

The Company measures certain assets and liabilities at fair value on a non-recurring basis, which are not included in the table above. As these non-recurring fair value measurements are generally determined using unobservable inputs, these fair value measurements are classified within Level 3 of the fair value hierarchy.

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.

No impairment charges were recorded for the years ended December 31, 2024 and 2023.

In 2022, due to the geopolitical situation in Eastern Europe, the Company closed the Russian facility resulting in a non-cash impairment charge of $5 million to fully impair property and equipment and reduce inventory to its net realizable value.

Fair Value of Debt

The fair value of debt was $319 million and $328 million as of December 31, 2024 and 2023, respectively. Fair value estimates were based on quoted market prices or current rates for the same or similar issues or on the current rates offered to the Company for debt of the same remaining maturities. Accordingly, the Company's debt is classified as Level 1 "Market Prices" and Level 2 "Other Observable Inputs" in the fair value hierarchy.

NOTE 18. Financial Instruments

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. There is no cash collateral on any of these derivatives.

Foreign Currency Exchange Rate Risk

The maximum length of time over which the Company hedges forecasted transactions related to variable interest payments is the term of the underlying debt.

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.

As of December 31, 2024 and 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 December 31, 2024 and 2023. The fair value of these derivatives is a non-current liability of $1 millions and $15 million as of December 31, 2024 and 2023, respectively. As of December 31, 2024, a loss of approximately $3 million is expected to be reclassified out of accumulated other comprehensive income into earnings within the next 12 months.

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.

As of December 31, 2024 and 2023 the Company had interest rate swaps with aggregate notional amounts of $250 million. The fair value of these derivatives is a non-current asset of $8 million and $7 million as of December 31, 2024 and 2023, respectively. As of December 31, 2024, a gain of approximately $7 million is expected to be reclassified out of accumulated other comprehensive income into earnings within the next 12 months.

Financial Statement Presentation

Gains and losses on derivative financial instruments for the years ended December 31, 2024 and 2023 are as follows:

	Amount of Gain (Loss)			
	Recorded Income (Loss) in AOCI, net of tax		Reclassified from AOCI into Income (Loss)	
(In millions)	2024	2023	2024	2023
Interest rate risk - Interest expense, net:				
Net investment hedges	13	(7)	—	—
Interest rate swap	(13)	(13)	(12)	(12)
	$ —	$ (20)	$ (12)	$ (12)

Concentrations of Credit Risk

The following is a summary of the percentage of net sales and accounts receivable from the Company's customers with a percentage of net sales greater than 10 percent:

	Percentage of Total Net Sales			Percentage of Total Accounts Receivable	
	December 31,			December 31,	
	2024	2023	2022	2024	2023
Ford	23 %	22 %	22 %	12 %	16 %
General Motors	15 %	12 %	9 %	13 %	15 %

NOTE 19. 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 and also provided that the Company would negotiate in good faith with the Township if the property tax payments were inadequate to permit the Township to meet its payment obligations with respect to the bonds. On December 9, 2019, the Township commenced litigation against the Company in Michigan’s Wayne County Circuit Court. On June 27, 2023, Visteon and the Township entered into a Settlement and Mutual Release Agreement pursuant to which Visteon, without admitting wrongdoing, will pay the Township $12 million. Payment was made in two equal installments, the first on July 3, 2023 and the second on July 1, 2024. The litigation commenced in Michigan’s Wayne County Circuit Court and has been dismissed with prejudice.

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. As of December 31, 2024, the Company maintained accruals of approximately $6 million for claims aggregating approximately $42 million in Brazil. 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.

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.

Product Warranty and Recall

Amounts accrued for product warranty and recall provisions 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. These estimates do not include amounts which may ultimately be recovered from the Company's suppliers. The Company can provide no assurances that it will not experience material obligations in the future or that it will not incur significant costs to defend or settle such obligations beyond the amounts accrued or beyond what the Company may recover from its suppliers.

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

	Year Ended December 31,	
(In millions)	2024	2023
Beginning balance	$ 71	$ 51
Provisions	33	32
Change in estimates	2	4
Currency/other	(4)	1
Settlements	(22)	(17)
Ending balance	$ 80	$ 71

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; customs classifications; governmental regulations relating to safety; employment-related matters; customer, supplier and other contractual relationships; intellectual property rights; product warranties; product recalls; tax matters, including the ITA tax matter described in Note 14, "Income Taxes"; 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 paragraph where losses are deemed probable and reasonably estimable. It is possible, however, that some of the matters discussed in the foregoing paragraph 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 December 31, 2024 and that are in excess of established reserves. Based on its analysis, the Company does not reasonably expect, except as otherwise described herein, 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 20. Segment Information and Revenue Recognition

The Company manages the business activities on a consolidated basis and operates in one reportable segment. The Company's reportable segment is Electronics. The Electronics segment provides vehicle cockpit electronics products to customers, including instrument clusters, information displays, infotainment systems, audio systems, telematics solutions, battery monitoring systems, and head-up displays. As the Company has one reportable segment, net sales, total assets, depreciation, amortization and capital expenditures are equal to consolidated results.

Financial results for the Company's reportable segment have been prepared using a management approach, which is consistent with the basis and manner in which financial information is evaluated by the Company's Chief Operating Decision Maker ("CODM") in allocating resources and in assessing performance. The Company's CODM is the Chief Executive Officer. The measurement of segment profit or loss that the CODM uses to evaluates the performance of the Company's segment is net income attributable to Visteon Corporation. Financial forecasts and budget to actual results used by the CODM to assess performance and allocate resources, as well as those used for strategic decisions related to headcount and capital expenditures are reviewed on a consolidated basis. The CODM considers the impact of the significant segment expenses in the table below on net income when deciding whether to reinvest profits, propose dividends or share repurchase, or pursue strategic mergers and acquisitions.

A summary of segment revenue, segment net income (loss) attributable to Visteon Corporation, and significant segment expense for the years ended December 31, 2024, 2023 and 2022 is as follows:

	Year Ended December 31,		
	2024	**2023**	**2022**
Net sales	3,866	3,954	3,756
Significant expenses:			
Other cost of sales	3,039	3,153	3,089
Other selling, general and administrative	175	173	157
Gross engineering costs	334	330	341
Engineering recoveries	(143)	(120)	(145)
Depreciation and amortization	96	104	108
Non-cash stock-based compensation	41	34	26
Restructuring and impairment	32	5	14
Interest expense	15	17	14
Interest income	(17)	(10)	(4)
Equity in net loss of non-consolidated affiliates	3	10	1
Other (income) loss, net	(7)	1	(20)
Provision for (benefit from) income taxes	14	(248)	45
Net income (loss)	284	505	130
Less: Net (income) loss attributable to non-controlling interests	(10)	(19)	(6)
Net income (loss) attributable to Visteon Corporation	$ 274	$ 486	$ 124

Other cost of sales excludes depreciation and amortization, non-cash stock-based compensation, and engineering recoveries which are presented individually above.

Other selling, general and administrative excludes depreciation and amortization and non-cash stock-based compensation which are presented individually above.

Financial Information by Geographic Region

Financial information about net sales and net tangible long-lived assets by country are as follows:

	Net Sales *(a)*			Tangible Long-Lived Assets, Net *(b)*	
	Year Ended December 31,			December 31,	
(In millions)	2024	2023	2022	2024	2023
United States	$ 1,100	$ 882	$ 875	$ 113	$ 105
Mexico	94	109	96	57	54
Total North America	1,194	991	971	170	159
Portugal	875	840	867	122	105
Slovakia	192	352	347	22	29
Tunisia	159	106	69	43	37
Other Europe	8	—	14	24	28
Total Europe	1,234	1,298	1,297	211	199
China Domestic	450	614	625		
China Export	260	336	245		
Total China	710	950	870	65	67
Japan	331	353	330	25	29
India	291	246	227	63	59
Other Asia-Pacific	96	92	68	10	6
Total Other Asia-Pacific	718	691	625	98	94
South America	150	173	143	8	8
Eliminations	(140)	(149)	(150)		
	$ 3,866	$ 3,954	$ 3,756	$ 552	$ 527

(a) Company sales based on geographic region where sale originates and not where customer is located.

(b) Tangible long-lived assets include property, plant, and equipment and right-of-use assets.

Disaggregated revenue by product lines is as follows:

	Year Ended December 31,		
(In millions)	2024	2023	2022
Product Lines			
Instrument clusters	$ 1,764	$ 1,949	$ 1,782
Cockpit domain controller	524	536	473
Infotainment	480	499	498
Information displays	409	367	490
Body and electrification electronics	525	314	225
Other	164	289	288
	$ 3,866	$ 3,954	$ 3,756

NOTE 21. Other Income, Net

	Year Ended December 31,		
(In millions)	2024	2023	2022
Pension financing benefits, net	$ 11	$ 11	$ 20
Pension settlement	(4)	—	—
Township settlement	—	(12)	—
	$ 7	$ (1)	$ 20

Pension financing benefits, net include return on assets net of interest costs and other amortization.

The Company incurred settlement losses of $4 million related to an early buyout of individuals in the U.S. defined benefit plan.

During the year ended December 31, 2023, the Company recorded a charge of $12 million in regards to the Charter Township of Van Buren, Michigan settlement. See Note 19 "Commitments and Contingencies" for more information.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. 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 Exchange Act 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 Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

At December 31, 2024, an evaluation was performed under the supervision and with the participation of the Company's management, including its Chief Executive and Financial Officers, of the effectiveness of the design and operation of disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of December 31, 2024.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined under Rule 13a-15(f) of the Exchange Act. Under the supervision and with the participation of the principal executive and financial officers of the Company, an evaluation of the effectiveness of internal control over financial reporting was conducted based on the framework in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations ("the COSO 2013 Framework") of the Treadway Commission.

Based on the evaluation performed under the COSO 2013 Framework as of December 31, 2024, management has concluded that the Company's internal control over financial reporting is effective. Additionally, Deloitte & Touche LLP, an independent registered public accounting firm, has audited the effectiveness of the Company's internal control over financial reporting as of December 31, 2024, as stated in their report which is included herein.

In accordance with guidance issued by the SEC, companies are permitted to exclude acquisitions from their final assessment of internal control over financial reporting for the first fiscal year in which the acquisition occurred. Management's evaluation of internal control over financial reporting excluded the internal control activities of the German Acquisition, which we acquired on August 29, 2024, and the other Acquisition, which we acquired on December 3, 2024. These acquisitions constitute less than 3% of total assets and less than 1% of total revenues of the Company's consolidated financial statement amounts as of and for the year ended December 31, 2024. These acquisitions are discussed in Note 2, "Business Acquisitions" of the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data. The Company will include the Acquisitions in our assessment of the effectiveness of internal control over financial reporting by year end 2025.

Item 9B. Other Information

The Company's directors and officers (as defined in Exchange Act Rule 16a-1(f)) may from time to time enter into plans or other arrangements for the purchase or sale of the Company's shares that are intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or may represent a non-Rule 10b5-1 trading arrangement under the Exchange Act. During the quarter ended December 31, 2024, no such plans or other arrangements were adopted or terminated.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

Except as set forth herein, the information required by Item 10 regarding the Company's directors is incorporated by reference from the information under the captions “Item - Election of Directors,” “Corporate Governance,” and “2025 Stockholder Proposals and Nominations” in its 2025 Proxy Statement, which will be filed with the SEC pursuant to Regulation 14A within 120 days after the end of the Company’s 2024 fiscal year. The information required by Item 10 regarding the Company's executive officers appears as Item 4A under Part I of this Annual Report on Form 10-K.

The Company has a code of ethics, as such phrase is defined in Item 406 of Regulation S-K, that applies to all directors, officers and employees of the Company and its subsidiaries, including the Chief Executive Officer, the Chief Financial Officer and the Chief Accounting Officer. The code, entitled “Ethics and Integrity Policy,” is available on the Company's website at www.visteon.com. The Company intends to notify investors of any amendment to or waiver of the provisions of the code of ethics applicable to its Chief Executive Officer, Chief Financial Officer, or Chief Accounting Officer at the same location on the Company’s website.

The Company has an insider trading policy governing the purchase, sale, and other disposition of its securities by all directors, officers, and employees as well as by the Company. We believe this policy is reasonably designed to promote compliance with insider trading laws, rules, and regulations and listing standards applicable to the Company. A copy of our insider trading policy is filed as Exhibit 19 to this Annual Report on Form 10-K.

Item 11. Executive Compensation

The information required by Item 11 is incorporated by reference from the information under the captions “Compensation Committee Report,” “Executive Compensation” and “Director Compensation” in its 2025 Proxy Statement, which will be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of the Company’s 2024 fiscal year.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by Item 12 is incorporated by reference from the information under the caption "Security Ownership of Certain Beneficial Owners and Management" in its 2025 Proxy Statement, which will be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of the Company's 2024 fiscal year.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by Item 13 is incorporated by reference from the information under the captions "Corporate Governance - Director Independence" and "Transactions with Related Persons" in its 2025 Proxy Statement, which will be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of the Company's 2024 fiscal year.

Item 14. Principal Accountant Fees and Services

The information required by Item 14 is incorporated by reference from the information under the captions "Audit Fees" and "Audit Committee Pre-Approval Process and Policies" in its 2025 Proxy Statement, which will be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of the Company's 2024 fiscal year.

Part IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this Annual Report on Form 10-K:

1. *Financial Statements*

See "Index to Consolidated Financial Statements" in Part II, Item 8 of this Annual Report on Form 10-K hereof.

2. *Financial Statement Schedules*

Schedule II — Valuation and Qualifying Accounts

All other financial statement schedules are omitted because they are not required or applicable under instructions contained in Regulation S-X or because the information called for is shown in the financial statements and notes thereto.

3. *Exhibits*

The exhibits listed on the "Exhibit Index" on page 90 hereof are filed with this Annual Report on Form 10-K or incorporated by reference as set forth herein.

Item 16. Form 10-K Summary

None.

VISTEON CORPORATION AND SUBSIDIARIES

SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS

(In millions)	Balance at Beginning of Period	(Benefits)/ Charges to Income	Other(a)	Balance at End of Period
Year Ended December 31, 2024:				
Valuation allowance for deferred taxes	754	(25)	(27)	702
Year Ended December 31, 2023:				
Valuation allowance for deferred taxes	1,120	(377)	11	754
Year Ended December 31, 2022:				
Valuation allowance for deferred taxes	1,207	(61)	(26)	1,120

(a) Deferred taxes valuation allowance - represents adjustments recorded through other comprehensive income, exchange, expiration of tax attribute carryforwards, and various tax return true-up adjustments, all of which impact deferred taxes and the related valuation allowances. In 2024, the $27 million other decrease in the valuation allowance for deferred taxes is primarily related to exchange. In 2023, the $11 million other increase in the valuation allowance for deferred taxes is comprised of $13 million related to exchange, offset by a decrease of $2 million primarily related to other comprehensive income. In 2022, the $26 million other decrease in the valuation allowance for deferred taxes is comprised of $15 million related to exchange and $11 million primarily related to other comprehensive income.

Exhibit Index

Exhibit No.	Description
3.1	Third Amended and Restated Certificate of Incorporation of Visteon Corporation (incorporated by reference to Appendix D to the Definitive Proxy Statement on Schedule 14A of Visteon Corporation filed on April 30, 2021).
3.2	Amended and Restated Bylaws of Visteon Corporation, as amended through June 9, 2016 (incorporated by reference to Exhibit 3.2.a to the Current Report on Form 8-K of Visteon Corporation filed on June 10, 2016).
4.1	Form of Common Stock Certificate of Visteon Corporation (incorporated by reference to Exhibit 4.4 to the Current Report on Form 8-K of Visteon Corporation filed on October 1, 2010 (File No. 001-15827)).
4.2	Description of Visteon Corporation Securities Registered Under Section 12 of the Exchange Act of 1934 (incorporated by reference to the Annual Report on Form 10-K of Visteon Corporation filed on February 17, 2022).
10.1	Amended and Restated Employment Agreement, dated October 22,2020, between Visteon Corporation and Sachin Lawande (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Visteon Corporation filed on October 26, 2020).*
10.1.1	Amendment to Employment Agreement, effective as of February 19, 2024, by and between Visteon Corporation and Sachin Lawande (incorporated by reference to Exhibit 10.1. to the Current Report on Form 8-K of Visteon Corporation filed on February 20, 2024).*
10.2	Credit Agreement, dated as of April 9, 2014, among Visteon Corporation, each lender from time to time party thereto, each L/C Issuer from time to time party thereto and Citibank, N.A. as Administrative Agent (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Visteon Corporation filed on April 14, 2014).
10.2.1	Amendment No. 1, dated as of March 25, 2015, to Credit Agreement, dated as of April 9, 2014, by and among Visteon Corporation, each lender from time to time party thereto and Citibank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Visteon Corporation filed on March 27, 2015).
10.2.2	Amendment No. 2 to Credit Agreement, dated as of March 24, 2017, by and among Visteon Corporation, the guarantors party thereto, each lender party thereto and Citibank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Visteon Corporation filed on March 27, 2017).
10.2.3	Amendment No. 3 to Credit Agreement, dated as of November 14, 2017, by and among Visteon Corporation, the guarantors party thereto, each lender party thereto and Citibank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Visteon Corporation filed on November 17, 2017).
10.2.4	Amendment No. 4 to Credit Agreement, dated as of May 30, 2018, by and among Visteon Corporation, the guarantors party thereto, each lender party thereto and Citibank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Visteon Corporation filed on June 1, 2018).
10.2.5	Amendment No. 5 to Credit Agreement, dated as of December 19, 2019, by and among Visteon Corporation, the guarantors party thereto, each lender party thereto and Citibank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Visteon Corporation filed on December 20, 2019).
10.2.6	Amendment No. 6 to Credit Agreement, dated as of July 19, 2022, by and among Visteon Corporation, the guarantors party thereto, each lender party thereto and Citibank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Visteon Corporation filed on July 22, 2022).
10.3	Visteon Corporation 2020 Incentive Plan, (incorporated by reference to Appendix C to the Definitive Proxy Statement on Schedule 14A of Visteon Corporation filed on April 23, 2020).*
10.3.1	Form of Performance Stock Unit Grant Agreement (2024) under the Visteon Corporation 2020 Incentive Plan.*
10.3.2	Form of Restricted Stock Unit Grant Agreement (2024) under the Visteon Corporation 2020 Incentive Plan.*

Exhibit No.	Description
10.4	Form of Non-Employee Director Restricted Stock Unit Grant Agreement under the Visteon Corporation 2020 Incentive Plan (incorporated by reference to Exhibit 10.4 to the Annual Report on Form 10-K of Visteon Corporation filed on February 18, 2021)*.
10.5	Visteon Corporation Amended and Restated Deferred Compensation Plan for Non-Employee Directors (incorporated by reference to Exhibit 10.11 to the Registration Statement on Form S-1 of Visteon Corporation filed on October 22, 2010 (File No. 333-107104)).*
10.6	Visteon Corporation 2010 Supplemental Executive Retirement Plan, as amended and restated (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of Visteon Corporation filed on November 3, 2011 (File No. 001-15827)).*
10.6.1	Amendment, dated as of September 13, 2012, to the Visteon Corporation 2010 Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Visteon Corporation filed on September 18, 2012).*
10.6.2	Amendment, dated as of February 3, 2017, to the Visteon Corporation 2010 Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q of Visteon Corporation filed on April 27, 2017 (File No. 001-15827)).*
10.6.3	Amendment, dated as of October 18, 2023, to the Visteon Corporation 2010 Supplemental Executive Retirement Plan. (incorporated by reference to Exhibit 10.6.3 to the Annual Report on 10-K of Visteon Corporation filed on February 20, 2024) *
10.7	Visteon Corporation 2011 Savings Parity Plan (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of Visteon Corporation filed on November 3, 2011 (File No. 001-15827)).*
10.7.1	Amendment, dated as of September 13, 2012, to the Visteon Corporation 2011 Savings Parity Plan, as amended through September 13, 2012 (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Visteon Corporation filed on September 18, 2012).*
10.8	Visteon Executive Severance Plan, as amended and restated effective January 1, 2021 (incorporated by reference to the Annual Report on Form 10-K of Visteon Corporation filed on February 17, 2022).*
10.9	Form of Change in Control Agreement between Visteon Corporation and executive officers of Visteon Corporation (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Visteon Corporation filed on October 31, 2012).*
10.9.1	Schedule identifying substantially identical agreements to Officer Change in Control Agreement constituting Exhibit 10.9 hereto entered into by Visteon Corporation with Ms. Trecker and Messrs. Pynnonen, Ribeiro, Rouquet, Sharif and Vallance.*
14.1	Visteon Corporation - Ethics and Integrity Policy (code of business conduct and ethics) (incorporated by reference to Exhibit 14.1 to the Annual Report on Form 10-K of Visteon Corporation filed on February 22, 2018).
19.1	Visteon Corporation Policy Regarding Purchases and Sales of Company Securities
21.1	Subsidiaries of Visteon Corporation.
23.1	Consent of Independent Registered Public Accounting Firm, Deloitte & Touche LLP.
24.1	Powers of Attorney relating to execution of this Annual Report on Form 10-K.
31.1	Rule 13a-14(a) Certification of Chief Executive Officer dated February 18, 2025.
31.2	Rule 13a-14(a) Certification of Chief Financial Officer dated February 18, 2025.
32.1	Section 1350 Certification of Chief Executive Officer dated February 18, 2025.
32.2	Section 1350 Certification of Chief Financial Officer dated February 18, 2025.
97	Visteon Corporation Amended and Restated Compensation Recovery Policy (incorporated by reference to Exhibit 97 to the Annual Report on 10-K of Visteon Corporation filed on February 20, 2024).*
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.**

Exhibit No.	Description
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 Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

VISTEON CORPORATION

By: /s/ COLLEEN E. MYERS

Colleen E. Myers

Vice President and Chief Accounting Officer

Date: February 18, 2025

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the registrant and in the capacities and the dates indicated.

Signature	Title
/s/ SACHIN LAWANDE Sachin Lawande	Director, President and Chief Executive Officer (Principal Executive Officer)
/s/ JEROME J. ROUQUET Jerome J. Rouquet	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ COLLEEN E. MYERS Colleen E. Myers	Vice President and Chief Accounting Officer (Principal Accounting Officer)
/s/ JAMES J. BARRESE* James J. Barrese	Director
/s/ NAOMI M. BERGMAN* Naomi M. Bergman	Director
/s/ JEFFREY D. JONES* Jeffrey D. Jones	Director
/s/ BUNSEI KURE* Bunsei Kure	Director
/s/ JOANNE M. MAGUIRE* Joanne M. Maguire	Director
/s/ ROBERT J. MANZO* Robert J. Manzo	Director
/s/ FRANCIS M. SCRICCO* Francis M. Scricco	Director
/s/ DAVID L. TREADWELL* David L. Treadwell	Director

*By: /s/ BRETT PYNNONEN
Brett Pynnonen
Attorney-in-Fact