

# VISHAY INTERTECHNOLOGY, INC.

## AUDIT COMMITTEE CHARTER

This Audit Committee Charter (the “Charter”) has been adopted by the Board of Directors (the Board”) of Vishay Intertechnology, Inc. (the “Company”) effective as of August 15, 2013.

### **I. Purpose, Authority and General Principles**

1. The purpose of the Company’s Audit Committee (the “Committee”) is to oversee the accounting and financial reporting processes of the Company and the audits of financial statements of the Company and to assist the Board in its oversight of:

- the integrity of the Company’s financial statements;
- the Company’s compliance with legal and regulatory requirements;
- the independence and qualifications of the Company’s independent auditor;
- the Company’s system of disclosure controls and procedures and internal controls over financial reporting;
- the performance of the Company’s internal audit function and independent auditor; and
- the Company’s compliance with its ethics program.

2. The Committee shall also fulfill such other responsibilities as are prescribed by the United States securities laws, the rules and regulations of the Securities and Exchange Commission (the “SEC”) and the rules of the New York Stock Exchange (the “NYSE”).

In discharging its responsibilities, the Committee shall:

- provide oversight over and serve as a check and balance on the Company’s financial reporting system;
- provide an independent review of the Company’s financial reporting process, internal controls and independent auditor;
- provide an independent forum in which the Company’s independent auditor and other interested parties can candidly discuss concerns; and
- help to ensure that management properly develops and adheres to a sound system of internal controls, that procedures are in place to objectively assess management's practices and internal controls, and that the independent auditor, through its own review, objectively assesses the Company's financial reporting practices.

3. The Committee has the authority to conduct investigations into any matters within its scope of responsibility and obtain advice and assistance from outside legal, accounting or other advisers as necessary to perform its duties and responsibilities. In carrying out its duties and responsibilities, the Committee shall also have the authority to meet with and seek any information it requires from employees, officers, directors or external parties. The Committee shall be entitled to rely in good faith on the integrity of those persons and organizations within and outside the Company from which it receives information, and upon the accuracy of the financial and other information provided by such persons or organizations.

4. The Committee shall have full access to all Company books, records, facilities, personnel and outside professionals.

5. The Company shall provide appropriate funding as determined by the Committee for payment of:

- the compensation to any independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services;
- compensation of independent counsel and other advisors; and
- the ordinary administrative expenses of the Committee that is necessary or appropriate in carrying out its duties.

6. The Committee has the authority and responsibilities set out in this Charter. However, it is not the function or responsibility of the Committee to prepare the Company's financial statements, apply appropriate accounting or financial reporting principles, institute internal controls or procedures or conduct audits of the Company's financial statements. These are the responsibilities of management and the Company's independent auditor.

## **II. Membership and Organization**

1. The Committee shall consist of at least three directors, as determined annually by the Board.

2. Members of the Committee shall be appointed by the Board, taking into consideration the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Committee with or without cause at any time.

3. Each member of the Committee shall (i) be an independent non-executive director that is free of any material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company), as affirmatively determined by the Board; and (ii) satisfy the applicable requirements of (a) the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, and (b) the NYSE, or such other exchange on which the Company's securities are traded.

4. The members of the Committee shall also meet the financial expertise requirements of the rules and regulations of the SEC, NYSE and the rules of any other exchange on which the Company's

securities are traded. At least one member of the Committee shall be an audit committee financial expert, as that term is defined in Item 407(d)(5) of SEC Regulation S-K.

5. No member of the Committee may simultaneously serve on more than three public company audit committees (including the Committee), unless the Board determines that this simultaneous service does not impair the ability of the member to effectively serve on the Committee and such determination is disclosed in the Company's annual proxy statement.

6. Upon the recommendation of the Nominating and Governance Committee, the Board shall appoint a Chairman of the Committee. The chairman shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas, making regular reports to the Board, and maintaining regular liaison with the Chief Executive Officer, Chief Financial Officer, the lead partner of the Company's independent auditor on the Company's account and the leader of internal audit.

### **III. Meetings, Administration and Procedures**

1. The Committee shall meet at least quarterly with authority to convene additional meetings as circumstances require. The chairman of the Committee may call a meeting of the Committee upon due notice to each other member at least twenty-four hours prior to the meeting and any member of the Committee may do so upon due notice at least forty-eight hours prior to the meeting.

2. The chairman of the Committee will approve the agenda for the Committee's meetings and any member may suggest items for consideration. Briefing materials will be provided to the Committee as far in advance of meetings as practicable. The Committee shall ask members of management or others to attend its meetings and conferences (or portions thereof) and to provide information as appropriate.

3. A majority of the members shall constitute a quorum. If a quorum is present, a majority of the members present shall decide any question brought before the Committee.

4. The Committee shall cause to be prepared and filed with the records of the Company minutes of each of its meetings.

5. The Committee shall report to the Board regularly regarding its proceedings, in particular with respect to:

- any matters that may significantly impact the financial condition of the Company;
- the quality and integrity of the Company's financial statements;
- the Company's compliance with legal and regulatory requirements;
- the performance and independence of the Company's independent auditor;
- the performance of the internal audit function; and
- the Company's compliance with its ethics program.

6. The Committee shall maintain free and open communication with the Company's independent auditor, the leader of internal audit and management.

#### **IV. Responsibilities**

##### **A. The Independent Auditor**

1. The Committee shall be directly responsible for the appointment, compensation, retention, oversight and termination of the work of any independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review (including the review of quarterly financial statements) or attest services for the Company. The Committee will consider the auditor's global capabilities, technical expertise, knowledge of the Company's global operations and industry, responsiveness to the Company's needs, and other applicable factors as determined by the Committee. Although the Committee has the sole authority to appoint the independent auditor, the Committee will continue the longstanding practice of recommending to the Board that the Company ask its stockholders at their annual meeting to ratify the Committee's appointment of independent auditor.

2. The independent auditor shall report directly to the Committee, and the Committee shall periodically meet with the independent auditor separately, not in the presence of management.

3. The Committee shall either (i) approve, in advance, the engagement of the independent auditor to perform any audit or permissible non-audit service or (ii) establish pre-approval policies and procedures for such services in accordance with Rule 2-01(c)(7) of Regulation S-X. The Company currently has in effect an Audit and Non-Audit Services Approval Policy, dated October 20, 2010. This policy may be amended by the Committee from time to time. The Committee shall not approve the engagement of the independent auditor to render any of the non-audit services which are prohibited by Rule 2-01(c)(4) of Regulation S-X.

4. The Committee shall review annually all relationships between the independent auditor and the Company, and shall discuss any disclosed relationships or services that may affect the objectivity and independence of the independent auditor and the senior members of the independent auditor team.

5. The Committee shall annually obtain from the independent auditor a formal written statement describing the independent auditor's communications with the Committee concerning independence as set forth in Item 407(d)(3)(i)(C) of Regulation S-K.

6. The Committee shall consider whether the independent auditor's provision of permissible non-audit services to the Company, if any, is compatible with the auditor's independence and shall take all other appropriate actions to satisfy itself as to the auditor's independence.

7. The Committee shall annually obtain from the independent auditor a formal written statement of the fees billed for audit services, audit-related services, tax services and all other services rendered by the independent auditor for the most recent fiscal year, as well as the nature of the services comprising the fees disclosed under each category other than audit fees, the percentage of hours expended on the audit engagement that were attributed to persons other than the auditor's full-time, permanent employees (if greater than 50%) and the percentage of services under each category (other than audit fees) that were approved by the Committee after the provision of services under the "de minimis" safe harbor of Rule 2-01(c)(7) of Regulation S-X.

8. The Committee shall obtain and review annually a formal written report from the independent auditor describing (i) the auditor's internal quality-control procedures; (ii) any material

issues raised within the preceding five years by the auditor's internal quality-control reviews, by peer reviews of the auditor, by any governmental or professional authorities (including the PCAOB), or by any other inquiry or investigation relating to any audit conducted by the auditor; (iii) any steps taken by the auditor to address any findings in the foregoing reviews; and (iv) all relationships between the auditor and the Company addressing the matters set forth in PCAOB Rule 3526.

9. The Committee shall confirm, in consultation with the independent auditor, that the lead audit and reviewing partners assigned by the independent auditor have been rotated in compliance with Rule 2-01(c)(6) of Regulation S-X. The Committee shall present its conclusions to the full Board.

10. Taking into account all of the foregoing and the work of the independent auditor throughout the year, the Committee shall annually perform an evaluation of the auditor's qualifications, performance and independence and shall present its conclusions with respect thereto to the full Board. The evaluation shall include the review and evaluation of the lead partner of the independent auditor responsible for the Company's account. In making its evaluation, the Committee shall solicit and take into account the opinions of the Company's management and the leader of internal audit.

- The Committee shall also consider whether, in order to assure continuing auditor independence, there shall be regular rotation of the independent auditor itself.
- The Committee shall set clear hiring policies for employees and former employees of the independent auditor. These policies shall address:
  - the length of time following participation in an audit of the Company prior to which employees of the independent auditor may not be employed by the Company;
  - the length of time following participation in an audit of the Company prior to which employees of the independent auditor may not be named a Company executive officer, which, in the case of the Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Controller or any person serving in an equivalent position shall not be less than one year prior to the initiation of the audit for the current year;
  - procedures for approval of all executive-band hires from the independent auditor; and
  - reporting to the Committee concerning the Company's hiring from the independent auditor.

#### B. The Audit Process

1. The Committee shall understand the scope of the internal and independent auditors' procedures, ensuring that the procedures address key areas of risk and that there is appropriate coordination, and that reports are obtained with respect to significant findings and recommendations, together with management's response.

2. The Committee's oversight of the Company's relationship with the independent auditor shall include (i) discussions with the auditors concerning the planning and staffing of the audit and the nature and rigor of the audit process, (ii) receipt and review of audit reports and (iii) consideration of the auditor's access to the Committee and the Board.

3. The Committee shall obtain from the independent auditor, timely in accordance with Rule 2-07 of Regulation S-X, reports regarding:

- critical accounting policies and procedures to be used in an audit;
- all alternative treatments within GAAP for policies and practices related to material items that have been discussed with management, including the ramifications of the use of the alternative disclosures and treatments and the treatment preferred by the independent auditor; and
- other material written communications between the independent auditor and management, such as any management letters provided by the auditors and any Company response to such letters and any schedules of unadjusted differences.

4. The Committee shall discuss with the independent auditor such matters as are required to be discussed by applicable law or PCAOB standards, including, without limitation: overall audit strategy, timing of the audit, and significant risks identified and any changes thereto; the firm's responsibility under the standards of the PCAOB; going concern; significant unusual transactions; new accounting pronouncements; corrected misstatements; significant deficiencies and material weaknesses in internal control over financial reporting; other information in documents containing audited financial statements; management's Section 302 disclosures about changes in internal control; additional information included in management's report on internal control; fraud and illegal acts; information relevant to the audit; significant issues discussed with management in connection with the auditor's retention; management's consultations with other accountants; and AICPA ethics ruling regarding third-party service providers.

5. The Committee shall be responsible for resolution of any disagreements between management and the independent auditor regarding financial reporting.

6. The Committee shall review any significant difficulties reported by the independent auditor in conducting the audit, including any restrictions on the scope of work or access to required information. In this regard, the Committee shall discuss with the independent auditor:

- accounting adjustments that were identified or proposed by the independent auditor and were not implemented;
- communications between the audit team and the auditor's national office relating to auditing or accounting issues presented by the engagement;
- any "management letter" issued or proposed to be issued by the independent auditor to the Company and any other material written communications between the independent auditor and management; and
- any issues identified or difficulties encountered by the independent auditor with management's response to each such communication or letter.

7. The Committee shall obtain assurances from the independent auditor that in the course of conducting its audit the independent auditor has not detected or otherwise become aware of information indicating that an illegal act, whether or not perceived to have a material effect on the Company's financial statements, has or may have occurred, or, if the independent auditor has detected or become aware of such information, the steps that the independent auditor is taking to comply with the provisions of Section 10A(b) of the Securities Exchange Act of 1934 in respect thereof.

### C. Financial Reporting Processes/Accounting Policies and Internal Control Structure

1. The Committee shall review and discuss with management and/or the independent auditor, as appropriate:

- major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection, application or disclosure of accounting principles, policies and practices;
- major issues as to the adequacy of the Company's internal controls;
- analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
- the effects on the Company's financial statements of regulatory and accounting initiatives;
- any material off-balance sheet transactions, arrangements and obligations, including contingent obligations;
- any other relationships of the Company with unconsolidated entities that may have a current or future material effect on the Company or its financial statements;
- the Company's finance function, including its budget, organization, and quality of personnel; and
- The Company's fraud prevention and detection controls and procedures.

2. The Committee shall discuss with the independent auditor, internal audit function, and management, the extent to which changes or improvements in financial or accounting practices have been implemented.

3. The Committee shall review with management and the independent auditor communications between the Company and any government agencies or other regulators that may have a material impact on the Company's financial statements or the Company's disclosure obligations.

4. The Committee shall discuss with management and/or the Company's counsel any legal matters, including the status of pending litigation, that may have a material impact on the Company's financial statements or the Company's disclosure obligations.

5. The Committee shall review and discuss: (i) the Company's earnings press releases and (ii) financial information and earnings guidance provided to analysts and ratings agencies. Such discussions may be on general terms (i.e., discussion of the types of information to be disclosed and the type of presentation to be made). The Committee need not discuss in advance each instance in which the Company may provide earnings guidance.

6. The Committee shall review and discuss with management and the independent auditor any significant related party transactions and the appropriate disclosure treatment, it being understood that the substance of such transactions will be reviewed by the Company's Nominating and Corporate

Governance Committee.

7. The Committee shall evaluate whether senior management is setting the appropriate “control culture” by communicating the importance of internal control and management of risk.

8. The Committee shall periodically meet separately with the Chief Financial Officer and other members of management.

9. The Committee shall review and discuss with management, the Company’s internal auditors and the independent auditor:

- the integrity of the Company’s financial reporting processes (both internal and external);
- the quality, adequacy and effectiveness of the Company’s disclosure controls and procedures, the Company’s internal control over financial reporting, and IT security; and
- any special audit steps adopted in light of material control deficiencies.

10. The Committee shall receive and review any disclosure from the Company’s Chief Executive Officer or Chief Financial Officer made in connection with their certification of the Company’s quarterly and annual reports filed with the SEC, of:

- all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial data; and
- any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal controls.

D. SEC Reporting

1. The Committee shall review and discuss with management and the independent auditor the annual audited financial statements of the Company prior to the filing of the Company’s annual report on Form 10-K and the Company’s quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Based upon such review, the Committee shall recommend that the Company’s audited financial statements be included in the Company’s annual report on Form 10-K.

2. The Committee shall review and approve the Audit Committee Report required by the SEC’s proxy rules to be included in the Company’s annual proxy statement.

3. The Committee shall review and evaluate any internal control report required to be prepared and filed with the SEC in accordance with Section 404 of the Sarbanes-Oxley Act and applicable SEC regulations, as well as any related attestation report of the Company’s independent auditor, and the Committee, and the Committee shall discuss such report(s) with management and/or the independent auditor, as appropriate.



#### E. Internal Audit

1. The Committee shall review with the independent auditor the organization, responsibilities, effectiveness, activities, plans, results, budget and staffing of the Company's internal audit function. Additionally, the Committee shall approve the annual internal audit plan and any recommended changes in the planned scope of internal audit work.

2. The Committee shall review significant reports, including the results of internal audits, prepared by the internal audit department, and management's response thereto and, the Committee shall ensure that such reports and responses are appropriately acted upon.

3. The Committee shall review with management the appointment, compensation and performance of the leader of the internal audit.

4. The Committee shall periodically meet separately with the leader of internal audit, not in the presence of management.

5. The Committee shall annually review and recommend changes, if any, to the internal audit charter.

6. The Committee shall review, with the internal audit director, any significant difficulties, disagreements with management, or scope restrictions encountered in the course of internal audits.

#### F. Corporate Compliance

1. The Committee shall review matters related to the corporate compliance activities of the Company that could have a significant impact on the financial statements of the Company, including the review of reports from the Corporate Ethics Director.

2. The Committee shall oversee and review the Company's code of business conduct and ethics and the Company's system to monitor compliance with and enforce this code.

3. The Committee shall review and discuss the Company's guidelines and policies with respect to risk assessment and risk management, including the Company's major financial risk exposures (including risk relating to compensation structure) and the steps being taken by management to monitor and control such exposures.

4. The Committee shall consider the risks of management's ability to override the Company's internal controls.

#### G. Other Responsibilities

1. The Committee shall conduct an annual assessment of the Committee's own performance, both of individual members and collectively, to be presented to the Board.

2. The Committee shall review and assess the adequacy of this Charter on an annual basis and shall submit any proposed amendments to the Board for approval.

3. The Committee shall perform any other activities consistent with this Charter, the Company's bylaws, and governing laws that the Board or Committee determines are necessary or appropriate.

## **V. Complaints**

1. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submissions by employees of concerns regarding questionable accounting, internal control or auditing matters.

2. At a minimum, the foregoing shall provide for:

- notification to employees regarding the availability of the procedures;
- mechanisms for receiving, processing and retaining submissions;
- actions, including investigations, that may be undertaken in response to submissions; and
- enforcement of the Company's policy prohibiting retaliation against persons making submissions.