



**VISHAY INTERTECHNOLOGY, INC.
RELATED PARTY TRANSACTIONS POLICY**

I. INTRODUCTION

The Board of Directors recognizes that related party transactions may present actual, potential or perceived conflicts of interest and may raise questions as to whether such transactions are consistent with the best interests of the Company and its stockholders. Accordingly, the Board of Directors has adopted this policy, to assure that all such related party transactions are in, or are not inconsistent with, the best interests of the Company and its stockholders.

II. DEFINITIONS

The capitalized terms used in this policy are defined as follows:

- (a) “Committee” means the Nominating and Corporate Governance Committee of the Company’s Board of Directors.
- (b) “Director” means any person serving as a member of the Company’s Board of Directors and any nominee for election to the Company’s Board of Directors.
- (c) “Executive Officer” means any executive officer of the Company (as such term is defined under the rules and regulations under the Securities Exchange Act of 1934, as amended (“Exchange Act”)) of the Company.
- (d) “Family Member” of a person means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such person, and any person (other than a tenant or employee) sharing the household of that person. Family Member also includes any other family member who might control or influence a person, or who might be controlled or influenced by a person because of the family relationship.
- (e) “Related Charity” means any charitable or non-profit organization for which a Director or Executive Officer, or any Family Member of a Director or Executive Officer, serves as a director or trustee, or is otherwise affiliated.
- (f) “Related Party” means:
 - 1. A Director or Executive Officer;
 - 2. A Family Member;
 - 3. Any person who was in either of the following categories at the time of a transaction (or became a Related Party in one of these categories with respect to an ongoing transaction: (i) a security holder who owns of record or beneficially more than 5% of any class of the Company’s securities; or (ii) any Family Member of a more than 5% security holder;
 - 4. Any non-Vishay corporation or organization in which a Director or Executive Officer, or a Family Member of a Director or Executive Officer, is a director or executive officer or partner or is, directly or indirectly, the beneficial owner of 5% or more of any class of equity securities;

5. Any trust or other estate in which a Director or Executive Officer or a Family Member of a Director or Executive Officer has a substantial beneficial interest or serves as trustee in a similar capacity;
6. Any corporation or organization for which a Director or Executive Officer, or a Family Member of a Director or Executive Officer can directly or indirectly significantly influence the management or operating policies to the extent that such entity might be prevented from fully pursuing its own separate interest; or
7. Any entity for which a Director or Executive Officer, or a Family Member of a Director or Executive Officer has control.

(g) “Related Party Transaction” means any relationship, arrangement or transaction between the Company and any Related Party that requires disclosure under Item 404 of Regulation S-K under the Exchange Act, other than:

1. transactions available to all Vishay employees generally or to Vishay employees in the same category; or
2. transactions involving executive or director compensation approved or recommended by the Company’s Compensation Committee.

(h) “Reporting Officer” means the Corporate Secretary of the Company.

III. APPROVAL PROCEDURES

The Company will not engage in any Related Party Transaction except in accordance with the following procedures:

1. Prior to entering into the Related Party Transaction, written notice of the proposed transaction must be provided to the Reporting Officer by the Related Party or by the responsible management personnel.
2. Notice of the proposed Related Party Transaction must include the material facts of the proposed Related Party Transaction, including: (i) identification of the Related Party and the Related Party's relationship to the Company; (ii) the interest of the Related Party in the transaction; (iii) the material terms of the transaction; (iv) any benefits to the Company from the transaction; (v) if applicable, the availability of other sources of comparable products or services; (vi) an assessment of whether the transaction would be on terms comparable to the terms available to an unrelated third party; and (vii) any other facts or circumstances deemed relevant by the person providing the notice.
3. Unless the Reporting Officer determines, on the basis of the exclusions listed in Section II(g) above, that the proposed transaction is not a Related Party Transaction, the Reporting Officer will notify Committee Chair of the proposed transaction, and the transaction will be referred to the Committee for consideration at the next scheduled Committee meeting.
4. If the Committee Chair determines that it is not practicable or desirable to defer consideration of the proposed transaction until the next scheduled Committee meeting, the Committee Chair will, if practicable and desirable, convene a special meeting of the Committee to consider the transaction or will take action on the transaction pursuant to delegated authority of the Committee to act between Committee meetings.

5. In determining whether to approve the proposed transaction, the Committee or the Committee Chair, as the case may be, will consider all available relevant facts and circumstances, including the information furnished in the notice of the transaction, as provided above.
6. The Committee or the Committee Chair, as the case may be, will approve a Related Party Transaction only if it determines in good faith that (i) the transaction is in, or is not inconsistent with, the best interests of the Company and its stockholders and (ii) is not in violation of: (a) any applicable law or regulation; or (b) any other policy or procedure of the Company.
7. The Committee Chair will report to the Committee at the next Committee meeting any approval made under this policy pursuant to delegated authority.

IV. RATIFICATION PROCEDURES

To the extent practicable, management will monitor on a quarterly basis amounts paid or payable to, or received or receivable from, Related Parties.

In the event management becomes aware of a Related Party Transaction that has not been previously approved or previously ratified under this policy, it will promptly notify a Reporting Officer of the transaction in accordance with such notification procedures as provided in Part III above, and the Reporting Officer will thereupon notify the Committee Chair of the transaction.

1. If the transaction is pending, the transaction will be referred for action by the Committee or the Committee Chair in accordance with the procedures set forth in Part III above.
2. If the transaction is ongoing, the Committee Chair will, if practicable and desirable, convene a special meeting of the Committee to consider the transaction or will take action on the transaction pursuant to delegated authority of the Committee to act between Committee meetings. The Committee or the Committee Chair, as the case may be, will evaluate the transaction in accordance with the procedures set forth in Part III above. Based on its evaluation, the Committee or the Committee Chair will ratify the transaction or direct that the Company terminate the transaction or will ratify the transaction subject to any changes or modifications that it deems appropriate (taking into consideration the Company's contractual obligations).
3. If the transaction has been completed, the transaction will be submitted for evaluation by the Committee or the Committee Chair as provided in Part III above. Based upon its evaluation, the Committee or the Committee Chair will ratify the transaction, direct that the Company rescind the transaction (taking into consideration the Company's contractual obligations) and/or direct that the Company take any other action which it deems appropriate in the circumstances.

V. REVIEW OF ONGOING TRANSACTIONS

The Committee will undertake an annual review of ongoing Related Party Transactions in accordance with the following procedures:

1. In advance of the Committee's first meeting of each fiscal year, management will furnish to the Committee information concerning all ongoing Related Party Transactions previously approved, and ratified Related Party Transactions that remain ongoing. Such information will include the matters set forth in the notification provisions of Part III above, together with any matters transpiring with regard to the Related Party Transactions since they were last considered by the Committee.
2. The Committee will review the status of each ongoing Related Party Transaction based on all relevant facts and circumstances under the criteria for evaluating Related Party Transactions set forth in Part III above.
3. The Committee will then determine whether to continue the respective transactions or whether to direct that such transactions be terminated or continued with modification (taking into consideration the Company's contractual obligations).

VI. CHARITABLE CONTRIBUTIONS

The Company will not make contributions to a Related Charity, except in accordance with the following procedures:

1. All charitable contributions by the Company to a "Related Charity" must be approved by the Committee in the manner set forth in Part III above for Related Party Transactions, with such changes as are set forth in this Part VI.
2. Notice of a proposed contribution to a Related Charity will include: (i) identification of the involved Director, Executive Officer, or Family Member of a Director or Executive Officer and his/her relationship to the charity; (ii) the material terms of the proposed contribution; and (iii) any other facts or circumstances deemed relevant by the person providing the notice.
3. The Reporting Officer will notify the Committee Chair and refer to the Committee all proposed contributions to the Related Charity.

The foregoing provisions will not apply to (i) charitable contributions to a Related Charity not exceeding \$25,000 in any 12-month period and (ii) non-discretionary contributions made pursuant to the Company's matching contribution program.

VII. GENERAL

The following provisions will apply generally to the implementation of this policy:

1. As used in this policy, the term "Company" is to be broadly construed to include the Company's subsidiaries, except as provided in the following sentence. The term "Company" as it appears in the definitions of "Committee," "Director," "Executive Officer," and "Corporate Secretary" are to be interpreted with respect to Vishay Intertechnology, Inc. only.
2. No Reporting Officer or member of the Committee will participate in any review, consideration or approval of any transaction involving such Reporting Officer, member, or any Family Member of such Reporting Officer or member, or any entity with which such Reporting Officer or member is affiliated.

3. In the event that the Committee determines that any person has engaged in a willful violation of this policy, that Committee may recommend to the Board of Directors that the Company take such disciplinary action as the Committee deems appropriate.