

# VISHAY INTERTECHNOLOGY, INC.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE POLICY REGARDING QUALIFICATIONS OF DIRECTORS

August 6, 2014

The Nominating and Corporate Governance Committee believes that members of the Company's Board of Directors must possess certain basic personal and professional qualities in order to properly discharge their fiduciary duties to securityholders, provide effective oversight of the management of the Company and monitor the Company's adherence to principles of sound corporate governance. It is therefore the policy of the Committee that all persons nominated to serve as a director of the Company should possess the minimum qualifications described in this policy. These are only threshold criteria, however, and the Committee will also consider the contributions that a candidate can be expected to make to the collective functioning of the Board based upon the totality of the candidate's credentials, experience and expertise, the composition of the board at the time, and other relevant circumstances.

1. *Integrity.* All candidates must be individuals of high personal integrity and ethical character, and who value and appreciate these qualities in others.
2. *Absence of Conflicts of Interest.* Candidates should not have any interests that would impair his or her ability to (i) exercise independent judgment, or (ii) otherwise discharge the fiduciary duties owed as a director to the Company and its securityholders.
3. *Fair and Equal Representation.* Candidates must be able to represent fairly and equally all securityholders of the Company without favoring or advancing any particular securityholder or other constituency of the Company. Furthermore, in the service of those interests, candidates shall have due and fair regard for the Company's employees, customers, suppliers, communities, and other interest holders.
4. *Retirement Policy.* Nomination of the candidates must not violate the Board's retirement policy for directors.
5. *Achievement.* Candidates must have demonstrated achievement in one or more fields of business, professional, governmental, communal, scientific or educational endeavor.
6. *Oversight.* Candidates are expected to have sound judgment, borne of management or policy-making experience (which may be as an advisor or consultant) that demonstrates an ability to function effectively in an oversight role.
7. *Talent and Expertise.* Candidates must encompass a range and diversity of talent, skill, experience, background and expertise appropriate for a public company of the size and operational scope of the Company.

8. *Business Understanding.* Candidates must have basic understanding of the business, objectives and strategies of the Company and sufficient business, professional or financial background for a basic understanding of the Company's results of operations and financial condition. Further, candidates must have a general appreciation regarding major issues facing public companies of a size and operational scope similar to the Company. These include:

- contemporary governance concerns;
- regulatory obligations of a public issuer;
- strategic business planning;
- competition in a global economy; and
- basic concepts of corporate finance.

9. *Available Time.* Candidates must have, and be prepared to devote, adequate time to the Board and its committees. It is expected that each candidate will be available to attend meetings of the Board and any committees on which the candidate will serve, as well as the Company's annual meeting of securityholders, in light of their other business and professional commitments, including their service on the boards of other companies.

10. *Limited Exceptions.* Under exceptional and limited circumstances, the Committee may approve the candidacy of a nominee who does not satisfy all of these requirements, except that the Committee will not waive the qualifications of integrity and the absence of materially conflicting interests. Such an exception may also be made for a holder of substantial voting power of the Company (or the holder's representative).

11. *Additional Qualifications.* In approving candidates for election as director, the Committee will also ensure that:

- at least a majority of the directors serving at any time on the Board are independent, as defined under the rules of the principal stock market on which the Company's common shares are listed for trading;
- at least three of the directors satisfy the financial literacy requirements required for service on the audit committee under the rules of the principal stock market on which the Company's common shares are listed for trading;
- at least one of the directors qualifies as an audit committee financial expert under the rules of the Securities and Exchange Commission;
- at least some of the independent directors have experience as a senior executive officer of a public or substantial private company; and
- at least some of the independent directors have familiarity with an industry or industries in which the Company conducts a substantial portion of its business or in related industries.

11. *Diversity.* The Committee will seek to promote through the nominations process an appropriate diversity on the Board of professional background, experience, expertise, and perspective.