

# VISHAY INTERTECHNOLOGY, INC.

## PROCEDURES FOR SECURITYHOLDERS' SUBMISSION OF NOMINATING RECOMMENDATIONS

August 6, 2014

1. *Securityholders Entitled to Make Submissions.* The Nominating and Corporate Governance Committee ("NCGC") of the Company's Board of Directors will accept for consideration submissions from securityholders of recommendations of candidates for director. Acceptance of a recommendation for consideration does not imply that the Committee will nominate the recommended candidate.

2. *Manner and Address for Submission.* All securityholder nominating recommendations must be in writing, addressed to the NCGC care of the Company's corporate secretary at the Company's principal headquarters, 63 Lancaster Avenue, Malvern, Pennsylvania, 19355. Submissions must be made by mail, courier or personal delivery. E-mailed submissions will not be considered.

3. *Information Concerning the Recommending Securityholders.* A nominating recommendation must be accompanied by the following information concerning each recommending securityholder:

- The name and address, including telephone number, of the recommending securityholder;
- The number and class of the Company's shares owned by the recommending securityholder and the time period for which such shares have been held;
- If the recommending securityholder is not a securityholder of record, a statement from the record holder of the shares (usually a broker or bank) verifying the holdings of the securityholder and a statement from the recommending securityholder of the length of time that the shares have been held. (Alternatively, the securityholder may furnish a current Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 filed with the Securities and Exchange Commission ("SEC") reflecting the holdings of the securityholder, together with a statement of the length of time that the shares have been held); and
- A statement from the securityholder as to whether the securityholder has a good faith intention to continue to hold the reported shares through the date of the Company's next annual meeting of securityholders.

4. *Information Concerning the Proposed Nominee.* A nominating recommendation must be accompanied by the following information concerning the proposed nominee:

- the information required by Item 401 of SEC Regulation S-K (generally providing for disclosure of the name, address, any arrangements or understanding regarding nomination and five year business experience of the proposed nominee, as well as information regarding certain types of legal proceedings within the past five years involving the nominee);

- the information required by Item 403 of SEC Regulation S-K (generally providing for disclosure regarding the proposed nominee's ownership of securities of the Company); and
- the information required by Item 404 of SEC Regulation S-K (generally providing for disclosure of transactions between the Company and the proposed nominee valued in excess of \$120,000 and certain other types of business relationships with the Company).

5. *Relationships Between the Proposed Nominee and the Recommending Securityholder.* The nominating recommendation must describe all relationships between the proposed nominee and the recommending securityholder and any agreements or understandings between the recommending securityholder and the nominee regarding the nomination.

6. *Other Relationships of the Proposed Nominee.* The nominating recommendation shall describe all relationships between the proposed nominee and any of the Company's competitors, customers, suppliers, labor unions or other persons with special interests regarding the Company.

7. *Qualifications of the Proposed Nominee.* The recommending securityholder must furnish a statement supporting its view that the proposed nominee possesses the minimum qualifications prescribed by the NCGC for nominees, briefly describing the contributions that the nominee would be expected to make to the board and to the governance of the Company.

8. *Ability to Represent All Securityholders.* The recommending securityholder must state whether, in the view of the securityholder, the nominee, if elected, would represent all securityholders fairly and equally and not serve for the purpose of advancing or favoring any particular securityholder or other constituency of the Company.

9. *Consent to be interviewed by the Committee and, if nominated and elected, to serve.* The nominating recommendation must be accompanied by the consent of the proposed nominee to be interviewed by the Committee, if the Committee chooses to do so in its discretion (and the recommending securityholder must furnish the nominee's contact information for this purpose), and, if nominated and elected, to serve as a director of the Company.

10. *Timing for Submission.* A securityholder (or group of securityholders) wishing to submit a nominating recommendation for an annual meeting of securityholders must ensure that it is received by the Company, as provided above, not later than 120 calendar days prior to the first anniversary of the date of the proxy statement for the prior annual meeting of securityholders. In the event that the date of the annual meeting of securityholders for the current year is more than 30 days following the first anniversary date of the annual meeting of securityholders for the prior year, the submission of a recommendation will be considered timely if it is submitted a reasonable time in advance of the mailing of the Company's proxy statement for the annual meeting of securityholders for the current year.

11. *Securityholder Groups.* If a recommendation is submitted by a group of two or more securityholders, the information regarding recommending securityholders must be submitted with respect to each securityholder in the group.