



FINANCIAL RESULTS

Q4 2018

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NOTES ON FORWARD-LOOKING STATEMENTS

Comments in this presentation other than statements of historical fact may constitute forward-looking statements. Words such as “believe,” “estimate,” “will be,” “will,” “would,” “expect,” “anticipate,” “plan,” “project,” “intend,” “could,” “should” or other similar words or expressions often identify forward-looking statements. Such statements are based on current expectations only, and are subject to certain risks, uncertainties and assumptions, many of which are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results, performance or achievements may vary materially from those anticipated, estimated or projected. Factors that could cause actual results to materially differ are described in our filings with the U.S. Securities and Exchange Commission, including our annual reports on Form 10-K and quarterly reports on Form 10-Q, specifically in the sections titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors.” The Company undertakes no obligation to update any forward-looking statements.

NON-GAAP FINANCIAL MEASURES

Management uses measures which are not recognized in accordance with U.S. generally accepted accounting principles (“GAAP”) to evaluate its business, and may refer to such measures in this presentation. These measures are considered “non-GAAP financial measures” under the U.S. Securities and Exchange Commission rules. These non-GAAP financial measures are intended to supplement our GAAP measures of performance and liquidity. These non-GAAP measures may include: adjusted net earnings, adjusted gross margin, adjusted operating margin, adjusted earnings per share, free cash, cash available to enhance stockholder value, EBITDA, Adjusted EBITDA, EBITDA margin, breakeven point, contribution margin, and various measures and metrics “excluding VPG”.

“**Adjusted net earnings**” is net earnings (loss) determined in accordance with GAAP, adjusted for various items that Management believes are not indicative of the intrinsic operating performance of the Company, such as restructuring and severance costs, asset write-downs, impairment of goodwill, and other significant charges or credits that are important to understanding our intrinsic operations. The measurement is used by Management to evaluate our performance, and also is a key performance metric for executive compensation. Reconciling items to arrive at adjusted net earnings are more fully described in the Company’s annual report on Form 10-K and its quarterly reports on Forms 10-Q.

“**Adjusted gross margin**” is gross margin determined in accordance with GAAP (net revenue less costs of products sold and certain other period costs), adjusted to exclude items that Management believes are not indicative of the intrinsic operating performance of the Company, such as losses on purchase commitments and unusual inventory write-downs. It may be expressed in dollars or as a percentage of net revenue. The measurement is used by Management to evaluate the performance of our business segments, as well as the business as a whole. Reconciling items to arrive at adjusted gross margin are also considered in the calculation of adjusted operating margin and adjusted net earnings. Such reconciling items are more fully described in the Company’s annual report on Form 10-K and its quarterly reports on Forms 10-Q.

“**Adjusted operating margin**” is operating income determined in accordance with GAAP, adjusted for items that Management believes are not indicative of the intrinsic operating performance of the Company. It may be expressed in dollars or as a percentage of net revenue. The measurement is used by Management to evaluate our performance. Reconciling items to arrive at adjusted gross margin are also considered in the calculation of adjusted operating margin; and reconciling items to arrive at adjusted operating margin are also considered in the calculation of adjusted net earnings. Such reconciling items are more fully described in the Company’s annual report on Form 10-K and its quarterly reports on Forms 10-Q.

“**Adjusted earnings per share**” is “adjusted net earnings” divided by the weighted average diluted shares outstanding for a period, adjusted for the effect of reconciling items, if applicable, on the diluted weighted average shares outstanding. For example, some potential common shares which are anti-dilutive to the computation of GAAP earnings per share may be dilutive after considering reconciling items.

“**Free cash**” is cash generated from operations in excess of our capital expenditure needs and net of proceeds from the sale of assets. Management uses this measure to evaluate our ability to fund acquisitions, repay debt, and otherwise enhance stockholder value through stock buy-backs or dividends.

“**Cash available to enhance stockholder value**” is “free cash” less cash paid for acquisitions (including acquisition-related restructuring) and less debt principal payments. While internal growth and targeted acquisitions also enhance stockholder value through the generation of “free cash”, Management uses this measure to evaluate our ability to fund further enhancements to stockholder value, such as stock buy-backs or dividends.

“**EBITDA**” is earnings before interest income and expense, provision for income taxes, depreciation expense, and amortization expense. Management believes that EBITDA provides additional information with respect to a company’s performance and ability to meet its future capital expenditures and working capital requirements, particularly when evaluating acquisition targets.

“**Adjusted EBITDA**” is EBITDA adjusted for relevant reconciling items used to calculate adjusted net earnings (described above). Adjusted EBITDA is substantially similar to, but not identical to, a measure used in the calculation of financial ratios required for covenant compliance under Vishay’s revolving credit facility.

“**EBITDA Margin**” is “adjusted EBITDA” divided by net revenues.

“**Breakeven point**” represents the quantity of output where total revenues and total operating costs are equal (in other words, where the operating income is zero). Management uses this measurement in evaluating our cost structure.

“**Contribution margin**,” sometimes referred to as “variable margin,” is calculated as net revenue less costs that vary with respect to quantity produced (or another output-related driver). It may be expressed in dollars or as a percentage of net revenue. Management uses this measure to determine the amount of profit to be expected for any increase in revenues in excess of the break-even point.

Measurements “excluding VPG” reflect the historical businesses which are still part of Vishay today. The Company spun-off VPG on July 6, 2010. While VPG does not qualify as a “discontinued operation” under GAAP, Management believes that certain evaluations “excluding VPG” are meaningful, particularly when evaluating growth and other performance metrics. Historical VPG data is reported as a separate operating segment in Vishay’s annual report on Form 10-K and its quarterly reports on Forms 10-Q during the periods it was included in Vishay’s consolidated financial statements: This discrete data is the basis to calculate any measurements “excluding VPG”. These measures do not have uniform definitions and accordingly, these measures, as calculated by Vishay, may not be comparable to similarly titled measures used by other companies. Such measures should not be viewed as alternatives to GAAP measures of performance or liquidity. However, Management believes such measures are meaningful to an evaluation of our business, as described above.



HIGHLIGHTS Q4 2018

- Revenues Q4: \$776 million; year 2018: \$3,035 million.
- Gross margin Q4: 28.3%; year 2018: 29.3%.
- Operating margin Q4: 15.4%; year 2018: 16.0%.
- EPS Q4: \$0.69; adjusted EPS Q4: \$0.58.
- EPS year 2018: \$2.24; adjusted EPS Year 2018: \$2.12.
- Free Cash¹ Year 2018 of \$84 million.
- Guidance Q1: Revenues \$730 to \$770 million and gross margins of 28% - 29%, based on Q4 x-rates.

- Distribution:
 - Inventory turns worldwide of 2.9.
 - Point of Sales worldwide for Q4 2018 increased by 7% year over year.

1) CASH FLOWS FROM OPERATIONS LESS CAPITAL EXPENDITURES PLUS PROCEEDS FROM SALE OF PROPERTY AND EQUIPMENT




CASH REPATRIATION 2018 & RELATED FOREIGN TAX

- During 2018 repatriated a gross amount of \$881 million to the US.
- Paid \$157 million in related foreign taxes significantly impacting cash flow from operations.
- Received \$724 million net of tax in the US and
 - Paid down “revolver” to zero;
 - Paid down intercompany debts;
 - Paid \$15 million US transition tax;
 - Paid \$376 million to repurchase \$249 million principal amount of converts due 2040-2042.
- Approx. \$300 million of additional earnings available offshore for repatriation with taxes accrued—timing under evaluation.



DEBT RESTRUCTURING IN 2018

In 2018, reduced amount outstanding of the **converts due 2040-2042 to \$37 million** from \$575 million principal amount.

- In June placed \$600 million converts due 2025 & used all net proceeds to repurchase \$289 million principal amount of converts due 2040 and 2042.
 - In Q4 repurchased further \$249 million principal amount of converts due 2040-2042 using cash.
 - Board authorization for additional convert repurchases.
- 
- Effective tax rate for 2018 lowered and future effective tax rate increases due to these converts avoided.
 - Average conversion price significantly increased (= lower EPS sharecount) .
 - Cash interest only slightly increased.



CONVERTIBLE DEBT INSTRUMENTS 2017 - 2018

- Principal amount outstanding of all converts outstanding went from \$575 million in 2017 to \$637 million at year end 2018.
- Cash interest went from \$12.9 million to \$14.3 million annually.
- Average conversion price increased from \$13.70 to \$30.65.
- Replacement debt instrument, more tax-efficient.

Convertible Debentures		Principal Amount in million	Annual Cash Interest ¹ in million	Conversion Price	Average Conversion Price
December 31, 2017	Convertible Debentures, due 2040 -2042	\$575	\$13	\$11.02 - \$17.75	
	Convertible Debentures, due 2040 to 2042	\$575	\$13		\$13.70
December 31, 2018	Convertible Notes, due 2025	\$600	\$14	\$31.49	
	Convertible Debentures, due 2040 -2042	\$37	\$1	\$10.85 - \$17.48	
	Convertible Debt Instruments, due 2025 to 2042	\$637	\$14		\$30.65
1) Annual cash interest for all converts	2.25%				



CASH FLOW IMPACTED BY CASH REPATRIATION

in millions	Q4 2018	Year 2018	Year 2017
Depreciation	\$38	\$150	\$149
Amortization	\$2	\$12	\$14
U.S. transition tax Repatriation taxes		(\$15) (\$157)	
Cash from operations	\$150	\$259	\$369
CapEx	\$104	\$230	\$170
Free Cash *	\$93	\$84	\$200

* Cash flows from operations less capital expenditures plus proceeds from sale of property and equipment

YEAR 2018 INCLUDES ABOUT \$172 MILLION OF CASH TAXES RELATED TO CASH REPATRIATION AND US TAX REFORM.



SHARECOUNT FOR EPS CALCULATION

	in million
Total shares outstanding	145
Related to RSUs etc.	< 1

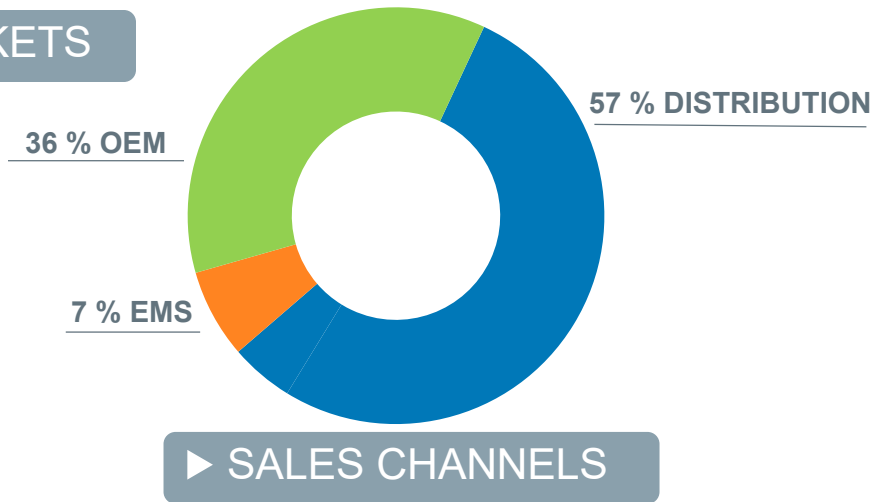
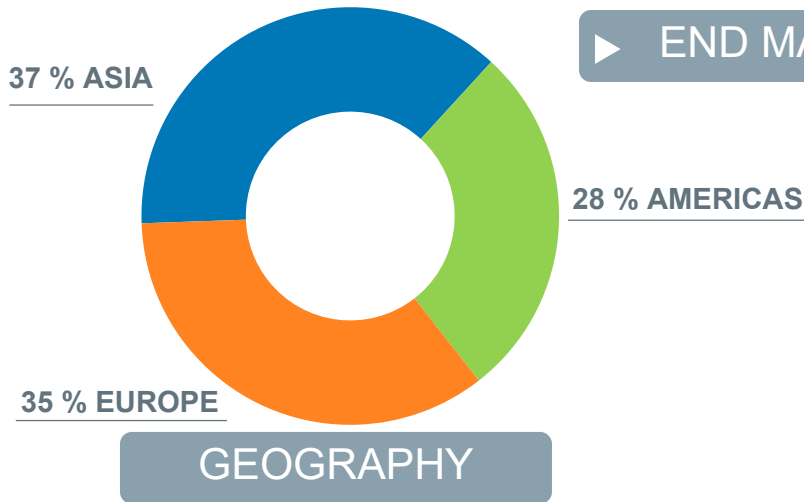
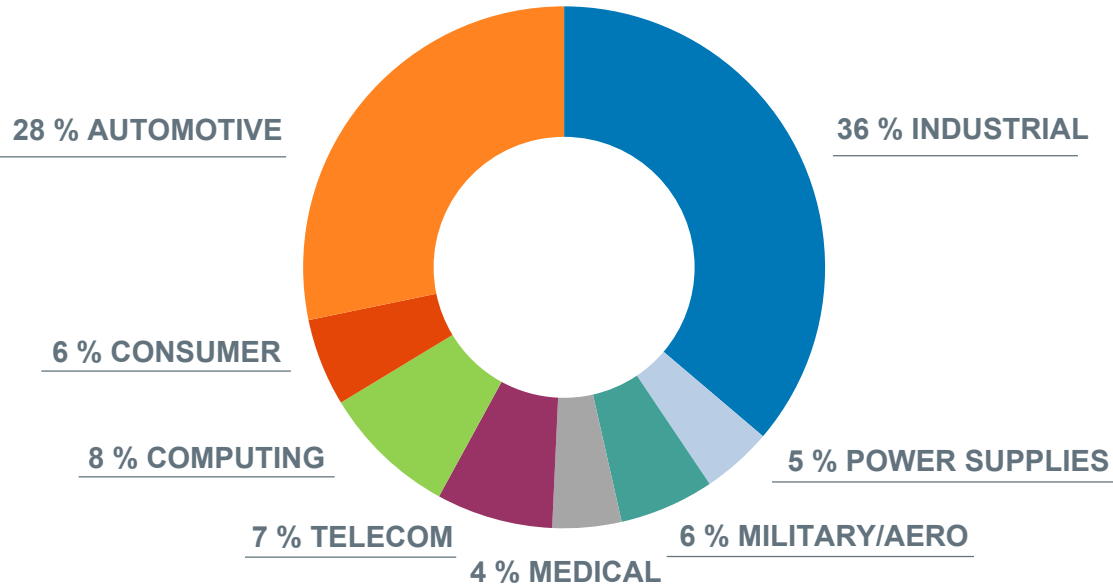
Average Stock Price	Projected Diluted Shares
<\$21.00	145
\$21.00 - \$31.00	146
\$32.00	147
\$33.00	147
\$34.00	148
\$35.00	148

The table above summarizes the approximate number of shares for diluted EPS calculation.

See Item 7.01 of current report on Form 8-K filed with the Securities and Exchange Commission on February 5, 2019 for additional important information about the parameters which impact the computation of shares expected to be used in the diluted EPS computation.



SALES SPLIT Q4 2018





APPENDIX



QUARTERLY FINANCIAL RESULTS

in millions, except per share amounts	Q4 2018	Q3 2018	Q4 2017
Net revenues	\$776	\$781	\$673
Gross profit	\$220	\$236	\$177
	28.3%	30.3%	26.3%
Operating income (loss)	\$120	\$138	\$76
	15.4%	17.7%	11.3%
Net earnings (loss) attributable to Vishay stockholders	\$102	\$78	(\$178)
Weighted average shares outstanding for EPS	148	153	144
EPS	\$0.69	\$0.51	(\$1.23)
EBITDA	\$147	\$175	\$114
	18.9%	22.4%	16.9%



ADJUSTED QUARTERLY FINANCIAL RESULTS

in millions, except per share amounts	Q4 2018	Q3 2018	Q4 2017
Net revenues	\$776	\$781	\$673
Gross profit	\$220 28.3%	\$236 30.3%	\$177 26.3%
Adjusted operating income	\$120 15.4%	\$138 17.7%	\$82 12.2%
Adjusted net earnings attributable to Vishay stockholders	\$86	\$92	\$60
Weighted average shares outstanding for adjusted EPS	148	153	161
Adjusted EPS	\$0.58	\$0.60	\$0.37
Adjusted EBITDA	\$156 20.1%	\$175 22.4%	\$119 17.7%



RECONCILIATION OF GAAP TO ADJUSTED

in millions	Q4 2018	Q3 2018	Q4 2017*
GAAP NET EARNINGS (loss) attributable to Vishay stockholders	\$102	\$78	(\$178)
<u>Reconciling items affecting operating income</u>			
Restructuring and severance costs	-	-	\$6
<u>Reconciling items affecting other income (expense)</u>			
Loss on early extinguishment of debt	\$9	-	-
Loss (gain) on disposal of equity affiliate	-	-	(\$1)
<u>Reconciling items affecting tax expense (benefit)</u>			
Enactment of TCJA	-	\$14	\$235
Effects of cash repatriation program	(\$3)	\$1	(\$3)
Change in deferred taxes due to early extinguishment of debt	(\$21)	-	-
Effects of changes in uncertain tax positions	-	-	\$2
Tax effects of pre-tax items above	(\$2)	-	(\$2)
ADJUSTED NET EARNINGS attributable to Vishay stockholders	\$86	\$92	\$60

*Recast for the retrospective adoption of ASUs 2014-09 and 2017-07



LIQUIDITY, CASH AND LONG TERM DEBT

in millions	Q4 2018	Q3 2018	Q4 2017
Total liquidity	\$1,400	\$1,699	\$1,781
Cash and cash equivalents, and short term investments	\$764	\$1,063	\$1,295
Unused capacity on credit facility	\$636	\$636	\$486
Long term debt incl. current portion	\$495	\$589	\$370



LONG TERM DEBT

as of December 31, 2018

in millions	Outstanding Debt	Comments	Interest
Long term incl. current portion	\$495		
Revolving Debt up to \$640 million	-	Available through December 10, 2020	LIBOR plus 1.50%
Convertible Notes, due 2025	\$495	\$600 million principal amount; debt discount of \$105 million amortized to income statement as additional non-cash interest	Cash coupon 2.25% of principal or \$13.5 million annually; GAAP interest expense (incl. amortization of discount) based on 5.5% of net carrying amount
Convertible Debentures, due 2040-2042	\$14	\$37 million principal amount; debt discount of \$22 million amortized to income statement as additional non-cash interest	Cash coupon 2.25% of principal or \$0.8 million annually; GAAP interest expense (incl. amortization of discount) based on 8.00%, 8.375% resp. 7.50% of net carrying amount
Deferred Financing Costs	(\$15)		



BOOK-TO-BILL DETAIL

	Q4 2018	Q3 2018	Q2 2018	Q1 2018	Q4 2017
Book-to-bill VISHAY	0.94	0.95	1.17	1.22	1.28
Book-to-bill distribution	0.90	0.80	1.23	1.28	1.40
Book-to-bill OEMs	0.98	1.15	1.08	1.16	1.13
Book-to-bill semiconductors	0.91	0.87	1.06	1.26	1.41
Book-to-bill passive components	0.96	1.02	1.29	1.18	1.15
Book-to-bill Americas	0.76	1.06	1.29	1.25	1.14
Book-to-bill Asia	0.90	0.69	1.09	1.22	1.40
Book-to-bill Europe	1.11	1.16	1.18	1.23	1.23



OPERATIONAL METRICS

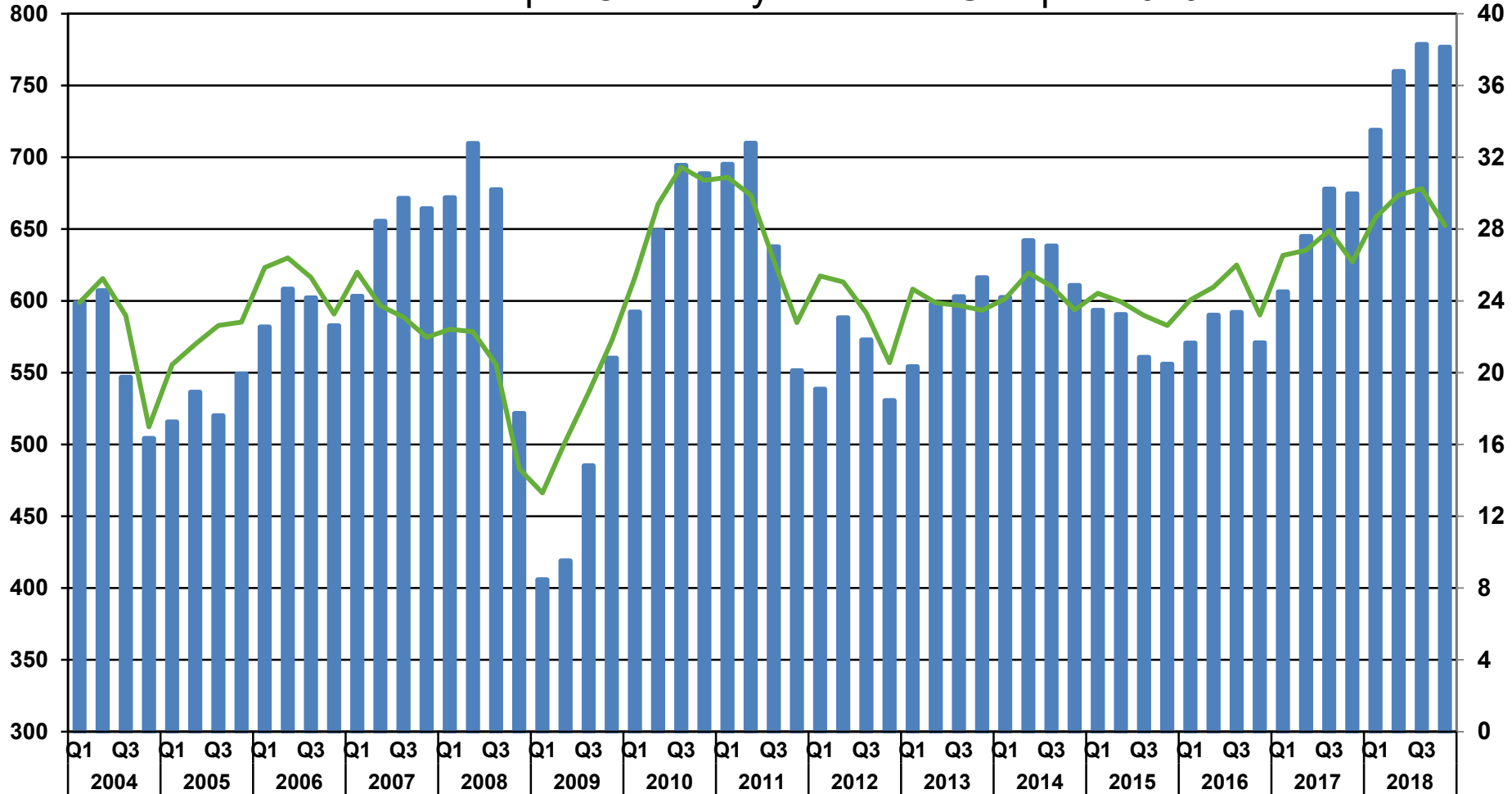
	Q4 2018	Q3 2018	Q2 2018	Q1 2018	Q4 2017
Change in ASP vs. prior year total Vishay	1.4	0.5	0.7	(0.9)	(2.3)
Change in ASP vs. prior year semis	1.4	0.7	1.0	(0.9)	(2.7)
Change in ASP vs. prior year passives	1.4	0.2	0.3	(0.9)	(1.9)
FX effect on revenues vs. previous quarter	(\$5)	(\$7)	(\$7)	\$10	\$1
Backlog at quarter end	\$1,497	\$1,560	\$1,595	\$1,499	\$1,320
Backlog in months	5.8	6.0	6.3	6.3	5.9



VISHAY REVENUES AND GROSS MARGIN % QUARTERLY

\$ in millions

excl. Spin-Off Vishay Precision Group in 2010



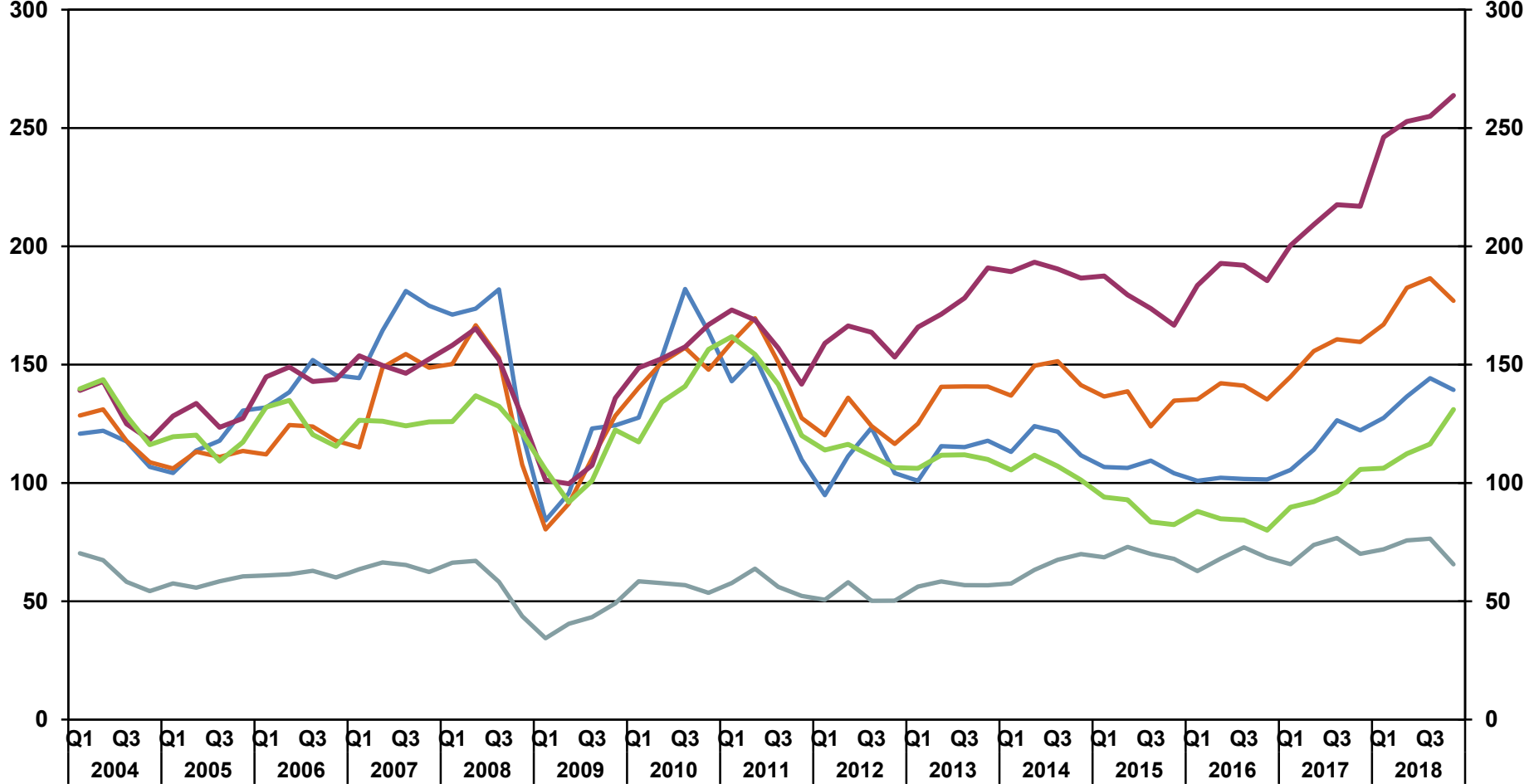
SALES GM %



VISHAY REVENUES QUARTERLY BY PRODUCT SEGMENT

\$ in millions

\$ in millions

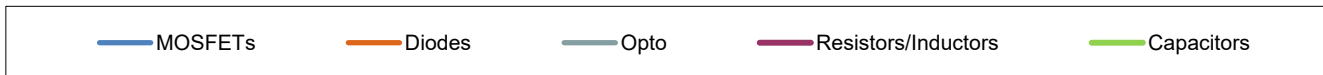
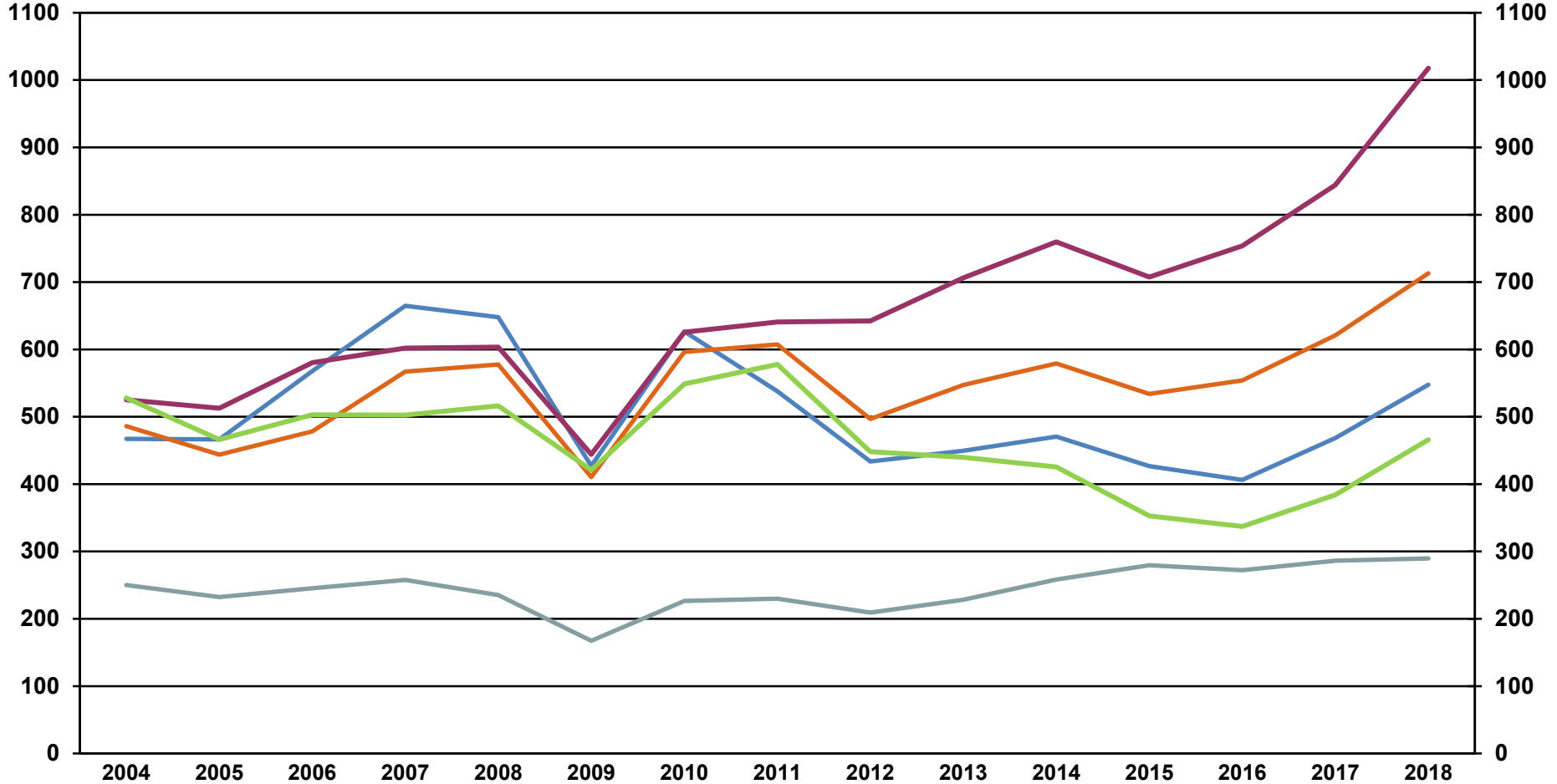




VISHAY REVENUES YEARLY BY PRODUCT SEGMENT

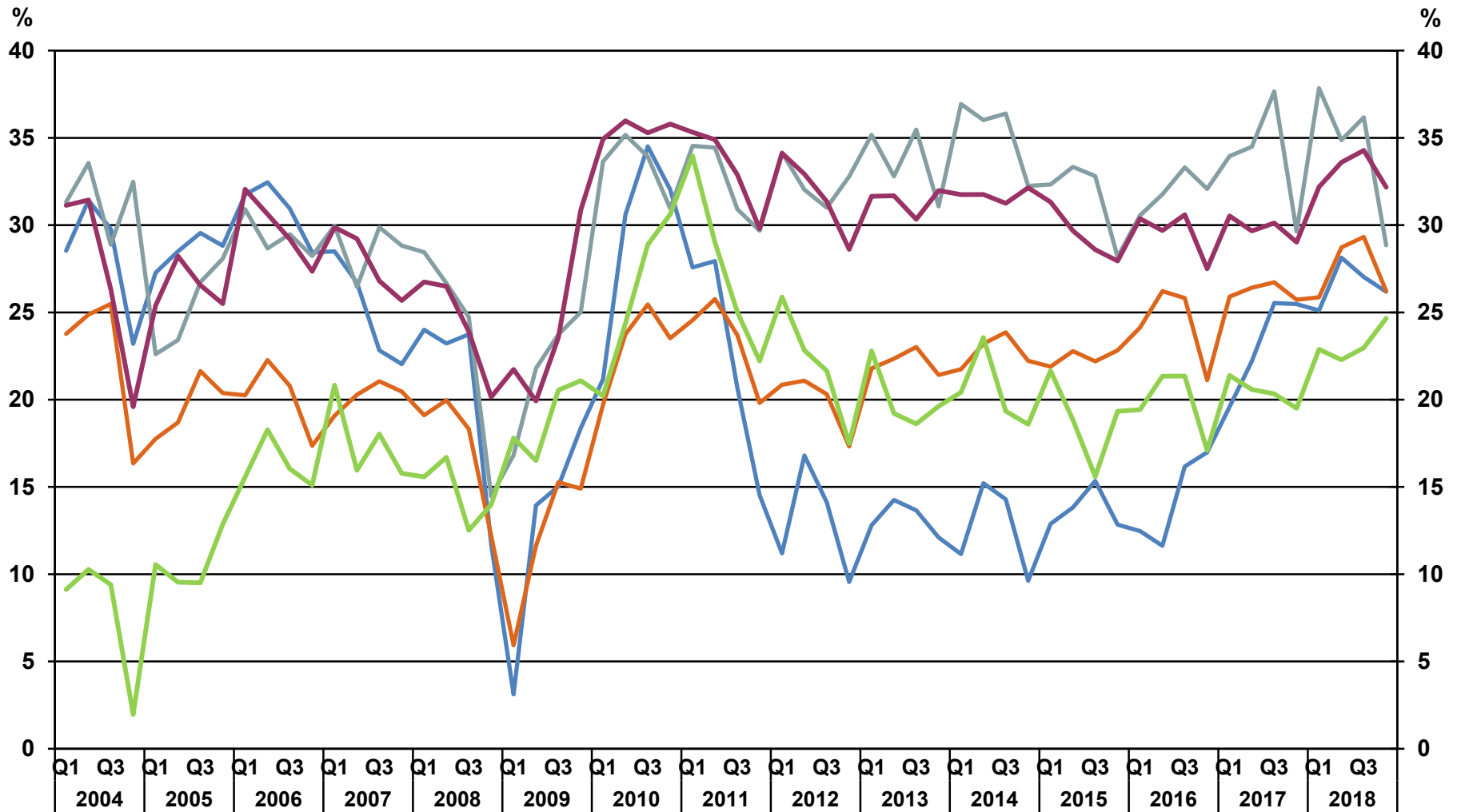
\$ in millions

\$ in millions





VISHAY GROSS MARGINS QUARTERLY BY PRODUCT SEGMENT





VISHAY GROSS MARGINS YEARLY BY PRODUCT SEGMENT

