UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended July 4, 2026

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _______ **to** _______

Commission File Number 011-07416

Vishay Intertechnology, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**38-1686453**
(State or Other Jurisdiction of Incorporation)	(I.R.S. Employer Identification Number)
63 Lancaster Avenue **Malvern, Pennsylvania 19355-2143**	**610-644-1300**
(Address of Principal Executive Offices)	(Registrant's Area Code and Telephone Number)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of exchange on which registered
Common stock, par value $0.10 per share	VSH	New York Stock Exchange LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files.)
☒Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☐
Emerging growth company ☐	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
☐ Yes ☒ No

As of August 3, 2026 the registrant had 141,282,019 shares of its common stock and 12,097,148 shares of its Class B common stock outstanding.

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VISHAY INTERTECHNOLOGY, INC.
FORM 10-Q
July 4, 2026
CONTENTS

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

VISHAY INTERTECHNOLOGY, INC.
Consolidated Condensed Balance Sheets
(Unaudited - In thousands)

	July 4, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	**$ 1,297,309**	$ 514,966
Short-term investments	**5,263**	265
Accounts receivable, net	**393,373**	381,802
Inventories:		
Finished goods	**184,960**	182,444
Work in process	**360,965**	331,347
Raw materials	**261,186**	245,412
Total inventories	**807,111**	759,203
Prepaid expenses and other current assets	**221,811**	231,004
Total current assets	**2,724,867**	1,887,240
Property and equipment, at cost:		
Land	**85,711**	86,399
Buildings and improvements	**841,294**	839,856
Machinery and equipment	**3,505,644**	3,477,884
Construction in progress	**558,131**	464,475
Allowance for depreciation	**(3,241,135)**	(3,195,455)
Property and equipment, net	**1,749,645**	1,673,159
Right of use assets	**122,630**	119,746
Deferred income taxes	**190,381**	183,016
Goodwill	**180,027**	180,390
Other intangible assets, net	**71,266**	78,487
Other assets	**117,550**	112,122
Total assets	**$ 5,156,366**	$ 4,234,160

Continues on following page.

VISHAY INTERTECHNOLOGY, INC.
Consolidated Condensed Balance Sheets (continued)
(Unaudited - In thousands)

	July 4, 2026	December 31, 2025
Liabilities and equity		
Current liabilities:		
Trade accounts payable	$ **237,482**	$ 214,984
Payroll and related expenses	**179,479**	164,114
Lease liabilities	**28,241**	26,546
Other accrued expenses	**310,238**	300,031
Income taxes	**18,757**	14,751
Current portion of long-term debt	**737,744**	-
Total current liabilities	**1,511,941**	720,426
Long-term debt less current portion	**234,543**	950,893
Deferred income taxes	**97,488**	96,818
Long-term lease liabilities	**96,583**	95,799
Other liabilities	**136,668**	109,228
Accrued pension and other postretirement costs	**166,246**	172,723
Total liabilities	**2,243,469**	2,145,887
Stockholders' equity:		
Common stock, par value $0.10 per share: authorized - 300,000,000 shares; 141,281,885 and 123,498,190 shares issued	**14,129**	12,351
Class B convertible common stock, par value $0.10 per share: authorized - 40,000,000 shares; 12,097,148 shares issued	**1,210**	1,210
Capital in excess of par value	**1,945,629**	1,101,086
Retained earnings	**900,268**	892,232
Accumulated other comprehensive income	**51,661**	81,394
Total equity	**$ 2,912,897**	$ 2,088,273
Total liabilities and equity	**$ 5,156,366**	$ 4,234,160

See accompanying notes.

VISHAY INTERTECHNOLOGY, INC.
Consolidated Condensed Statements of Operations
(Unaudited - In thousands, except per share amounts)

	Fiscal quarters ended	
	July 4, 2026	**June 28, 2025**
Net revenues	**$ 888,575**	$ 762,250
Costs of products sold	**681,193**	613,567
Gross profit	**207,382**	148,683
Selling, general, and administrative expenses	**153,856**	126,565
Operating income	**53,526**	22,118
Other income (expense):		
Interest expense	**(10,333)**	(10,588)
Other	**(794)**	747
Total other income (expense)	**(11,127)**	(9,841)
Income before taxes	**42,399**	12,277
Income tax expense	**14,275**	10,273
Net earnings	**$ 28,124**	$ 2,004
Basic earnings per share	**$ 0.21**	$ 0.01
Diluted earnings per share	**$ 0.19**	$ 0.01
Weighted average shares outstanding - basic	**136,824**	135,702
Weighted average shares outstanding - diluted	**147,901**	136,167
Cash dividends per share	**$ 0.10**	$ 0.10

See accompanying notes.

VISHAY INTERTECHNOLOGY, INC.
Consolidated Statements of Comprehensive Income
(Unaudited - In thousands)

	Fiscal quarters ended	
	July 4, 2026	**June 28, 2025**
Net earnings	**$ 28,124**	$ 2,004
Other comprehensive income (loss), net of tax		
Pension and other post-retirement actuarial items	**328**	138
Foreign currency translation adjustment	**(15,688)**	68,575
Other comprehensive income (loss)	**(15,360)**	68,713
Comprehensive income	**$ 12,764**	$ 70,717

See accompanying notes.

VISHAY INTERTECHNOLOGY, INC.
Consolidated Condensed Statements of Operations
(Unaudited - In thousands, except per share amounts)

	Six fiscal months ended	
	July 4, 2026	**June 28, 2025**
Net revenues	**$ 1,727,817**	$ 1,477,486
Costs of products sold	**1,343,823**	1,193,249
Gross profit	**383,994**	284,237
Selling, general, and administrative expenses	**308,344**	261,304
Operating income	**75,650**	22,933
Other income (expense):		
Interest expense	**(20,306)**	(19,378)
Other	**(93)**	4,494
Total other income (expense)	**(20,399)**	(14,884)
Income before taxes	**55,251**	8,049
Income tax expense	**19,963**	10,137
Net earnings (loss)	**$ 35,288**	$ (2,088)
Basic earnings (loss) per share	**$ 0.26**	$ (0.02)
Diluted earnings (loss) per share	**$ 0.25**	$ (0.02)
Weighted average shares outstanding - basic	**136,428**	135,750
Weighted average shares outstanding - diluted	**142,680**	135,750
Cash dividends per share	**$ 0.20**	$ 0.20

See accompanying notes.

VISHAY INTERTECHNOLOGY, INC.
Consolidated Statements of Comprehensive Income
(Unaudited - In thousands)

	Six fiscal months ended	
	July 4, 2026	**June 28, 2025**
Net earnings (loss)	**$ 35,288**	$ (2,088)
Other comprehensive income (loss), net of tax		
Pension and other post-retirement actuarial items	**667**	440
Foreign currency translation adjustment	**(30,400)**	99,477
Other comprehensive income (loss)	**(29,733)**	99,917
Comprehensive income	**$ 5,555**	$ 97,829

See accompanying notes.

VISHAY INTERTECHNOLOGY, INC.
Consolidated Condensed Statements of Cash Flows
(Unaudited - In thousands)

	Six fiscal months ended	
	July 4, 2026	**June 28, 2025**
Operating activities		
Net earnings (loss)	**$ 35,288**	$ (2,088)
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:		
Depreciation and amortization	**114,328**	109,743
Loss on disposal of property and equipment	**24**	73
Inventory write-offs for obsolescence	**21,883**	17,456
Deferred income taxes	**(6,069)**	(6,034)
Stock compensation expense	**20,056**	11,736
Other	**79**	(3,606)
Change in U.S. transition liability	**-**	(47,027)
Change in repatriation tax liability	**(2,000)**	(9,375)
Net change in operating assets and liabilities	**(14,561)**	(63,571)
Net cash provided by operating activities	**169,028**	7,307
Investing activities		
Capital expenditures	**(205,862)**	(126,167)
Proceeds from sale of property and equipment	**221**	494
Purchase of short-term investments	**(5,260)**	(28,481)
Maturity of short-term investments	**262**	39,400
Other investing activities	**(381)**	(661)
Net cash used in investing activities	**(211,020)**	(115,415)
Financing activities		
Proceeds from follow-on public offering, net of underwriting discounts and issuance costs	**830,250**	-
Principal payments on long-term debt	**-**	(41,911)
Net proceeds from revolving credit facility	**19,000**	49,000
Dividends paid to common stockholders	**(24,805)**	(24,700)
Dividends paid to Class B common stockholders	**(2,419)**	(2,419)
Repurchase of common stock	**-**	(12,538)
Cash withholding taxes paid when shares withheld for vested equity awards	**(4,013)**	(3,957)
Other financing activities	**10,000**	10,078
Net cash provided by (used in) financing activities	**828,013**	(26,447)
Effect of exchange rate changes on cash and cash equivalents	**(3,678)**	18,129
Net increase (decrease) in cash and cash equivalents	**782,343**	(116,426)
Cash and cash equivalents at beginning of period	**514,966**	590,286
Cash and cash equivalents at end of period	**$ 1,297,309**	$ 473,860

See accompanying notes.

VISHAY INTERTECHNOLOGY, INC.
Consolidated Condensed Statements of Equity
(Unaudited - In thousands, except share and per share amounts)

	Common Stock	Class B Convertible Common Stock	Capital in Excess of Par Value	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Equity
Balance at December 31, 2024	$ 13,361	$ 1,210	$ 1,306,245	$ 955,500	$ (212,062)	$ (35,292)	$ 2,028,962
Net earnings (loss)	-	-	-	(4,092)	-	-	(4,092)
Other comprehensive income	-	-	-	-	-	31,204	31,204
Issuance of stock and related tax withholdings for vested restricted stock units (506,430 shares)	50	-	(3,943)	-	-	-	(3,893)
Dividends declared ($0.10 per share)	-	-	13	(13,575)	-	-	(13,562)
Stock compensation expense	-	-	6,051	-	-	-	6,051
Repurchase of common stock held in treasury (728,560 shares)	-	-	-	-	(12,538)	-	(12,538)
Balance at March 29, 2025	$ 13,411	$ 1,210	$ 1,308,366	$ 937,833	$ (224,600)	$ (4,088)	$ 2,032,132
Net earnings	-	-	-	2,004	-	-	2,004
Other comprehensive income	-	-	-	-	-	68,713	68,713
Issuance of stock and related tax withholdings for vested restricted stock units (35,366 shares)	4	-	(68)	-	-	-	(64)
Dividends declared ($0.10 per share)	-	-	13	(13,570)	-	-	(13,557)
Stock compensation expense	-	-	5,685	-	-	-	5,685
Other	-	-	70	-	8	-	78
Balance at June 28, 2025	$ 13,415	$ 1,210	$ 1,314,066	$ 926,267	$ (224,592)	$ 64,625	$ 2,094,991
Balance at December 31, 2025	$ 12,351	$ 1,210	$ 1,101,086	$ 892,232	$ -	$ 81,394	$ 2,088,273
Net earnings	-	-	-	7,164	-	-	7,164
Other comprehensive income (loss)	-	-	-	-	-	(14,373)	(14,373)
Issuance of stock and related tax withholdings for vested restricted stock units (509,897 shares)	51	-	(3,912)	-	-	-	(3,861)
Dividends declared ($0.10 per share)	-	-	14	(13,625)	-	-	(13,611)
Stock compensation expense	-	-	12,273	-	-	-	12,273
Balance at April 4, 2026	$ 12,402	$ 1,210	$ 1,109,461	$ 885,771	$ -	$ 67,021	$ 2,075,865
Net earnings	**-**	**-**	**-**	**28,124**	**-**	**-**	**28,124**
Other comprehensive income (loss)	**-**	**-**	**-**	**-**	**-**	**(15,360)**	**(15,360)**
Issuance of stock from follow-on public offering, net of underwriting discounts and issuance costs (17,250,000 shares)	**1,725**	**-**	**828,525**	**-**	**-**	**-**	**830,250**
Issuance of stock and related tax withholdings for vested restricted stock units (23,798 shares)	**2**	**-**	**(154)**	**-**	**-**	**-**	**(152)**
Dividends declared ($0.10 per share)	**-**	**-**	**14**	**(13,627)**	**-**	**-**	**(13,613)**
Stock compensation expense	**-**	**-**	**7,783**	**-**	**-**	**-**	**7,783**
Balance at July 4, 2026	**$ 14,129**	**$ 1,210**	**$ 1,945,629**	**$ 900,268**	**$ -**	**$ 51,661**	**$ 2,912,897**

See accompanying notes.

(dollars in thousands, except per share amounts)

Note 1 – Basis of Presentation

The accompanying unaudited consolidated condensed financial statements of Vishay Intertechnology, Inc. ("Vishay" or the "Company") have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnotes necessary for presentation of financial position, results of operations, and cash flows required by accounting principles generally accepted in the United States ("GAAP") for complete financial statements. The information furnished reflects all normal recurring adjustments which are, in the opinion of management, necessary for a fair summary of the financial position, results of operations, and cash flows for the interim periods presented. The financial statements should be read in conjunction with the consolidated financial statements filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2025. The results of operations for the fiscal quarter and six fiscal months ended July 4, 2026 are not necessarily indicative of the results to be expected for the full year.

The Company reports interim financial information for 13-week periods beginning on a Sunday and ending on a Saturday, except for the first fiscal quarter, which always begins on January 1, and the fourth fiscal quarter, which always ends on December 31. The four fiscal quarters in 2026 end on April 4, 2026, July 4, 2026, October 3, 2026, and December 31, 2026, respectively. The four fiscal quarters in 2025 ended on March 29, 2025, June 28, 2025, September 27, 2025, and December 31, 2025, respectively.

Accounts Receivable

The Company sells certain of its non-U.S. accounts receivable on a non-recourse basis to third-party financial institutions. These transactions are recognized as sales of receivables because effective control over, and risk related to, the receivables is transferred to the buyers. The Company had $140,873 and $62,175 outstanding on its revolving accounts receivable securitization program as of July 4, 2026 and December 31, 2025, respectively. The cash proceeds are presented as cash provided by operating activities in the consolidated condensed statement of cash flows. After the sale of the accounts receivable, the Company collects payment from the customers and remits it to the third-party financial institutions.

Recently Adopted Accounting Guidance

In July 2025, the FASB issued ASU No. 2025-05, *Measurement of Credit Losses for Accounts Receivable and Contract Assets*. The ASU allows entities to elect a practical expedient that assumes the current conditions as of the balance sheet date do not change the remaining life of the asset when developing reasonable and supportable forecasts as part of estimating expected credit losses. The Company adopted the ASU effective January 1, 2026. The Company elected the practical expedient made available by the ASU. The adoption of the ASU did not impact the Company's financial position, results of operations, or cash flows.

In September 2025, the FASB issued ASU No. 2025-06, *Targeted Improvements to the Accounting for Internal-Use Software*. The ASU requires entities to capitalize software costs when management has authorized and committed to funding the software project and it is probable that the project will be completed and the software will be used to perform the function intended. The Company prospectively adopted the ASU effective January 1, 2026. The adoption of the ASU did not impact the Company's financial position, results of operations, or cash flows.

Reclassifications

Certain prior period amounts have been reclassified to conform to the current financial statement presentation.

Note 2 – Restructuring and Related Activities

In September 2024, the Company announced the implementation of restructuring actions designed to optimize the Company's manufacturing footprint and streamline business decision making.

The following table summarizes activity to date related to this program:

Expense recorded in 2024	$	40,614
Utilized		(8,734)
Foreign currency translation		(1,292)
Balance at December 31, 2024	$	30,588
Utilized		(15,268)
Foreign currency translation		2,106
Balance at December 31, 2025	$	17,426
Utilized		**(8,871)**
Foreign currency translation		**(7)**
Balance at July 4, 2026	**$**	**8,548**

Severance payment terms vary by country, but are generally paid in a lump sum at cessation of employment. Some payments are made over an extended period. Substantially all of the liability is current and is included in other accrued expenses in the accompanying consolidated condensed balance sheets.

(dollars in thousands, except per share amounts)

Note 3 – Income Taxes

The provision for income taxes consists of provisions for federal, state, and foreign income taxes. The effective tax rates for the periods ended July 4, 2026 and June 28, 2025 reflect the Company's expected tax rate on reported income before income tax and tax adjustments. The Company operates in a global environment with significant operations in various jurisdictions outside the United States. Accordingly, the consolidated income tax rate is a composite rate reflecting the Company's earnings and the applicable tax rates in the various jurisdictions where the Company operates.

During the six fiscal months ended July 4, 2026, the liabilities for unrecognized tax benefits increased $261 on a net basis, primarily accruals for the current period, partially offset by settlements and expiration of statutes.

Note 4 – Long-Term Debt

Long-term debt consists of the following:

	July 4, 2026	December 31, 2025
Credit facility	**$ 238,000**	$ 219,000
Convertible senior notes, due 2030	**750,000**	750,000
Deferred financing costs	**(15,713)**	(18,107)
	972,287	950,893
Less current portion	**(737,744)**	-
	$ 234,543	$ 950,893

The following table summarizes some key facts and terms regarding the outstanding convertible senior notes as of July 4, 2026:

	2030 Notes
Issuance date	September 12, 2023
Maturity date	September 15, 2030
Principal amount as of July 4, 2026	$ 750,000
Cash coupon rate (per annum)	2.25%
Conversion rate (per $1 principal amount)	33.1609
Effective conversion price (per share)	$ 30.16
130% of the current effective conversion price (per share)	$ 39.21

Holders of the convertible senior notes due 2030 (the "2030 Notes") may convert all or a portion of their 2030 Notes at their option prior to March 15, 2030, only under the following circumstances:

- The last reported sale price of the common stock for at least the 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding fiscal quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- During the five business day period after any five consecutive trading day period (the "Measurement Period") in which the trading price of the 2030 Notes for each trading day of the Measurement Period was less than 98% of the product of the last reported sale price of the common stock and the conversion rate in effect on each such trading day;
- If the Company calls any or all of the 2030 Notes for redemption, at any time prior to the close of business on the scheduled trading day prior to the redemption date; or
- Upon the occurrence of specified corporate events.

Pursuant to the indenture governing the 2030 Notes, Vishay will satisfy its conversion obligations by paying $1 cash per $1 principal amount of converted notes and settle any additional amounts due in cash and/or common stock, at the Company's election.

As of July 4, 2026, the first condition above had been met and, therefore, the 2030 Notes became eligible for conversion at the option of the holders beginning on July 6, 2026 and ending at the close of business on October 3, 2026. Vishay has the ability to finance a certain amount of any converted 2030 Notes with borrowings from its long-term revolving credit facility. The principal amount of 2030 Notes and associated deferred financing costs are classified as current liabilities on the July 4, 2026 consolidated condensed balance sheet.

Any determination regarding the convertibility of the 2030 Notes during future periods will be made in accordance with the terms of the indenture governing the 2030 Notes.

In the third fiscal quarter of 2026, the Company used a portion of the net proceeds from the public offering of its common stock, completed on July 1, 2026, to fully repay the outstanding balance on its revolving credit facility.

Deferred financing costs are recognized as non-cash interest expense. Non-cash interest expense was $1,195 and $2,390 for the fiscal quarter and six fiscal months ended July 4, 2026, respectively, and $1,195 and $2,418 for the fiscal quarter and six fiscal months ended June 28, 2025.

(dollars in thousands, except per share amounts)

Note 5 – Stockholders' Equity

On July 1, 2026, the Company completed an underwritten public offering of 17.25 million shares of its common stock at a price to the public of $50.00 per share for proceeds of $830,250, net of underwriting discounts and issuance costs.

The following table summarizes activity pursuant to the Company's Stockholder Return Policy:

	Fiscal quarters ended		Six fiscal months ended	
	July 4, 2026	June 28, 2025	July 4, 2026	June 28, 2025
Dividends paid to stockholders	**$ 13,613**	$ 13,557	**$ 27,224**	$ 27,119
Stock repurchases	**-**	-	**-**	12,538
Total	**$ 13,613**	$ 13,557	**$ 27,224**	$ 39,657

There were no shares of common stock held as treasury stock as of July 4, 2026 and December 31, 2025.

Note 6 – Revenue Recognition

In the second fiscal quarter of 2026, the Company received tariff refunds from the U.S. government, of which $30,008 will be passed through to customers. The tariff refunds received are recognized as a reduction of costs of products sold and tariff refunds to be passed through to customers are recorded as a reduction of net revenues within the Consolidated Condensed Statements of Operations for the fiscal quarter and six fiscal months ended July 4, 2026. The tariff refunds received and tariff refunds to be passed through to customers have not been allocated to reportable business segments, customer types, regions, or end markets.

Sales returns and allowances accrual activity is shown below:

	Fiscal quarters ended		Six fiscal months ended	
	July 4, 2026	June 28, 2025	July 4, 2026	June 28, 2025
Beginning balance	**$ 32,738**	$ 38,438	**$ 41,249**	$ 43,445
Sales allowances	**23,190**	27,890	**45,387**	48,076
Credits issued	**(18,678)**	(23,110)	**(49,252)**	(48,699)
Foreign currency	**(104)**	776	**(238)**	1,172
Ending balance	**$ 37,146**	$ 43,994	**$ 37,146**	$ 43,994

See disaggregated revenue information in Note 10.

Note 7 – Accumulated Other Comprehensive Income (Loss)

The cumulative balance of each component of other comprehensive income (loss) and the income tax effects allocated to each component are as follows:

	Pension and other post-retirement actuarial items	Currency translation adjustment	Total
Balance at January 1, 2026	$ (2,137)	$ 83,531	**$ 81,394**
Other comprehensive income (loss) before reclassifications	-	(30,400)	**$ (30,400)**
Tax effect	-	-	**$ -**
Other comprehensive income (loss) before reclassifications, net of tax	-	(30,400)	**$ (30,400)**
Amounts reclassified out of AOCI	731	-	**$ 731**
Tax effect	(64)	-	**$ (64)**
Amounts reclassified out of AOCI, net of tax	667	-	**$ 667**
Net other comprehensive income (loss)	$ 667	$ (30,400)	**$ (29,733)**
Balance at July 4, 2026	**$ (1,470)**	**$ 53,131**	**$ 51,661**

Reclassifications of pension and other post-retirement actuarial items out of AOCI are included in the computation of net periodic benefit cost. See Note 8 for further information.

(dollars in thousands, except per share amounts)

Note 8 – Pensions and Other Postretirement Benefits

The service cost component of net periodic pension cost is classified in costs of products sold or selling, general, and administrative expenses on the consolidated condensed statements of operations based on the respective employee's function. The other components of net periodic pension cost are classified as other expense on the consolidated condensed statements of operations.

Defined Benefit Pension Plans

The following table shows the components of the net periodic pension cost for the second fiscal quarters of 2026 and 2025 for the Company’s defined benefit pension plans:

	Fiscal quarter ended July 4, 2026		Fiscal quarter ended June 28, 2025	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Net service cost	$ -	$ 741	$ -	$ 765
Interest cost	352	1,730	380	1,582
Expected return on plan assets	-	(630)	-	(560)
Amortization of prior service cost	-	78	-	36
Amortization of losses	1	378	1	258
Curtailment and settlement losses	-	18	-	24
Net periodic benefit cost	$ 353	$ 2,315	$ 381	$ 2,105

The following table shows the components of the net periodic pension cost for the six fiscal months ended July 4, 2026 and June 28, 2025 for the Company's defined benefit pension plans:

	Six fiscal months ended July 4, 2026		Six fiscal months ended June 28, 2025	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Net service cost	$ -	$ 1,496	$ -	$ 1,494
Interest cost	704	3,478	760	3,070
Expected return on plan assets	-	(1,268)	-	(1,100)
Amortization of prior service cost	-	158	-	70
Amortization of losses	2	758	2	500
Curtailment and settlement losses	-	36	-	47
Net periodic benefit cost	$ 706	$ 4,658	$ 762	$ 4,081

(dollars in thousands, except per share amounts)

Other Postretirement Benefits

The following table shows the components of the net periodic benefit cost for the second fiscal quarters of 2026 and 2025 for the Company's other postretirement benefit plans:

	Fiscal quarter ended July 4, 2026		**Fiscal quarter ended June 28, 2025**	
	U.S. Plans	**Non-U.S. Plans**	**U.S. Plans**	**Non-U.S. Plans**
Service cost	**$ -**	**$ 52**	$ 5	$ 60
Interest cost	**26**	**62**	50	60
Amortization of losses (gains)	**(117)**	**5**	(52)	15
Net periodic benefit cost	**$ (91)**	**$ 119**	$ 3	$ 135

The following table shows the components of the net periodic pension cost for the six fiscal months ended July 4, 2026 and June 28, 2025 for the Company's other postretirement benefit plans:

	Six fiscal months ended July 4, 2026		**Six fiscal months ended June 28, 2025**	
	U.S. Plans	**Non-U.S. Plans**	**U.S. Plans**	**Non-U.S. Plans**
Service cost	**$ -**	**$ 105**	$ 10	$ 115
Interest cost	**52**	**125**	101	116
Amortization of losses (gains)	**(234)**	**11**	(104)	29
Net periodic benefit cost	**$ (182)**	**$ 241**	$ 7	$ 260

(dollars in thousands, except per share amounts)

Note 9 – Stock-Based Compensation

The following table summarizes stock-based compensation expense recognized:

	Fiscal quarters ended		Six fiscal months ended	
	July 4, 2026	**June 28, 2025**	**July 4, 2026**	**June 28, 2025**
Restricted stock units ("RSUs")	**$ 7,783**	$ 5,685	**$ 19,980**	$ 11,653
Phantom stock units	**-**	-	**76**	83
Total	**$ 7,783**	$ 5,685	**$ 20,056**	$ 11,736

The following table summarizes unrecognized compensation cost and the weighted average remaining amortization periods at July 4, 2026 *(amortization periods in years)*:

	Unrecognized Compensation Cost	Weighted Average Remaining Amortization Periods
Restricted stock units	**$ 67,888**	**1.9**
Phantom stock units	**-**	**n/a**
Total	**$ 67,888**	

Restricted Stock Units

RSU activity as of July 4, 2026 and changes during the six fiscal months then ended are presented below *(number of RSUs in thousands)*:

	Number of RSUs	Weighted Average Grant-date Fair Value per Unit
Outstanding:		
January 1, 2026	**3,485**	**$ 18.00**
Granted	**1,846**	**33.31**
Vested*	**(763)**	**19.76**
Cancelled or forfeited	**(171)**	**24.40**
Outstanding at July 4, 2026	**4,397**	**$ 23.87**
Expected to vest at July 4, 2026	**5,872**	

***** The number of RSUs vested includes shares that the Company withheld on behalf of employees to satisfy the statutory tax withholding requirements.

The number of performance-based RSUs that are scheduled to vest increases ratably based on the achievement of defined performance and market criteria between the established target and maximum levels. RSUs with performance-based and market-based vesting criteria are expected to vest as follows *(number of RSUs in thousands)*:

Vesting Date	Expected to Vest	Not Expected to Vest	Total
January 1, 2027	877	-	877
January 1, 2028	1,484	-	1,484
January 1, 2029	1,535	-	1,535
March 1, 2029	-	175	175

Phantom Stock Units

The following table summarizes the Company's phantom stock units activity *(number of phantom stock units in thousands)*:

	Number of units	Grant-date Fair Value per Unit
Outstanding:		
January 1, 2026	**136**	
Granted	**5**	**$ 15.29**
Dividend equivalents issued	**1**	
Outstanding at July 4, 2026	**142**	

(dollars in thousands, except per share amounts)

Note 10 – Segment Information

The following tables set forth reportable business segment information:

	MOSFETs	Diodes	Optoelectronic Components	Resistors	Inductors	Capacitors	Corporate/ Other	Total
Fiscal quarter ended July 4, 2026:								
Net revenues	**$ 188,926**	**$ 186,965**	**$ 70,076**	**$ 215,028**	**$ 104,189**	**$ 153,399**	**$ (30,008)**	**$ 888,575**
Cost of products sold (excluding depreciation)	**$ 148,666**	**$ 129,512**	**$ 50,262**	**$ 156,530**	**$ 67,788**	**$ 109,279**	**$ (30,008)**	**$ 632,029**
Depreciation expense in costs of products sold	**14,121**	**11,750**	**3,835**	**11,013**	**4,025**	**4,420**	**-**	**49,164**
Total costs of products sold	**$ 162,787**	**$ 141,262**	**$ 54,097**	**$ 167,543**	**$ 71,813**	**$ 113,699**	**$ (30,008)**	**$ 681,193**
Gross profit	**$ 26,139**	**$ 45,703**	**$ 15,979**	**$ 47,485**	**$ 32,376**	**$ 39,700**	**$ -**	**$ 207,382**
Segment operating expenses	**$ 23,587**	**$ 9,008**	**$ 6,460**	**$ 10,757**	**$ 4,129**	**$ 6,891**	**$ -**	**$ 60,832**
Segment operating income	**$ 2,552**	**$ 36,695**	**$ 9,519**	**$ 36,728**	**$ 28,247**	**$ 32,809**	**$ -**	**$ 146,550**
Total depreciation expense	**$ 14,926**	**$ 12,101**	**$ 3,945**	**$ 11,190**	**$ 4,117**	**$ 4,469**	**$ 2,097**	**$ 52,845**
Capital expenditures	**77,696**	**4,835**	**787**	**4,052**	**1,977**	**4,791**	**1,063**	**95,201**
Total assets as of July 4, 2026:	**$ 1,298,043**	**$ 712,059**	**$ 351,750**	**$ 907,412**	**$ 309,329**	**$ 510,983**	**$ 1,066,790**	**$ 5,156,366**
Fiscal quarter ended June 28, 2025:								
Net revenues	$ 148,633	$ 147,942	$ 54,119	$ 194,769	$ 95,675	$ 121,112		$ 762,250
Cost of products sold (excluding depreciation)	$ 125,546	$ 106,770	$ 37,596	$ 139,330	$ 64,594	$ 90,643		$ 564,479
Depreciation expense in cost of products sold	13,708	11,634	3,965	11,109	4,245	4,427		49,088
Total cost of products sold	$ 139,254	$ 118,404	$ 41,561	$ 150,439	$ 68,839	$ 95,070		$ 613,567
Gross profit	$ 9,379	$ 29,538	$ 12,558	$ 44,330	$ 26,836	$ 26,042		$ 148,683
Segment operating expenses	$ 23,859	$ 7,353	$ 5,743	$ 9,421	$ 3,887	$ 6,357		$ 56,620
Segment operating income (loss)	$ (14,480)	$ 22,185	$ 6,815	$ 34,909	$ 22,949	$ 19,685		$ 92,063
Total depreciation expense	$ 14,342	$ 11,917	$ 4,081	$ 11,308	$ 4,291	$ 4,472	$ 2,268	$ 52,679
Capital expenditures	46,002	3,809	4,043	5,644	1,021	3,024	1,055	64,598
Total assets as of June 28, 2025:	$ 1,123,514	$ 725,548	$ 360,008	$ 967,976	$ 328,726	$ 462,490	$ 253,393	$ 4,221,655

(dollars in thousands, except per share amounts)

	MOSFETs	Diodes	Optoelectronic Components	Resistors	Inductors	Capacitors	Corporate/ Other	Total
Six fiscal months ended July 4, 2026:								
Net revenues	**$ 362,917**	**$ 350,634**	**$ 128,951**	**$ 418,771**	**$ 196,414**	**$ 300,138**	**$ (30,008)**	**$ 1,727,817**
Cost of products sold (excluding depreciation)	**$ 286,720**	**$ 246,471**	**$ 94,333**	**$ 304,404**	**$ 126,575**	**$ 215,081**	**$ (30,008)**	**$ 1,243,576**
Depreciation expense in costs of products sold	**27,681**	**23,629**	**7,692**	**22,086**	**8,105**	**11,054**	**-**	**100,247**
Total costs of products sold	**$ 314,401**	**$ 270,100**	**$ 102,025**	**$ 326,490**	**$ 134,680**	**$ 226,135**	**$ (30,008)**	**$ 1,343,823**
Gross profit	**$ 48,516**	**$ 80,534**	**$ 26,926**	**$ 92,281**	**$ 61,734**	**$ 74,003**	**$ -**	**$ 383,994**
Segment operating expenses	**$ 44,657**	**$ 17,909**	**$ 12,683**	**$ 21,400**	**$ 8,189**	**$ 13,812**	**$ -**	**$ 118,650**
Segment operating income	**$ 3,859**	**$ 62,625**	**$ 14,243**	**$ 70,881**	**$ 53,545**	**$ 60,191**	$ **-**	**$ 265,344**
Total depreciation expense	**$ 29,270**	**$ 24,431**	**$ 7,921**	**$ 22,454**	**$ 8,231**	**$ 11,153**	**$ 4,361**	**$ 107,821**
Capital expenditures	**172,378**	**9,096**	**840**	**6,386**	**2,950**	**12,619**	**1,593**	**205,862**
Six fiscal months ended June 28, 2025:								
Net revenues	$ 290,746	$ 288,905	$ 105,287	$ 374,269	$ 179,796	$ 238,483		$ 1,477,486
Cost of products sold (excluding depreciation)	$ 243,053	$ 208,599	$ 74,254	$ 267,802	$ 126,876	$ 176,597		$ 1,097,181
Depreciation expense in cost of products sold	26,708	22,746	7,775	21,783	8,487	8,569		96,068
Total cost of products sold	$ 269,761	$ 231,345	$ 82,029	$ 289,585	$ 135,363	$ 185,166		$ 1,193,249
Gross profit	$ 20,985	$ 57,560	$ 23,258	$ 84,684	$ 44,433	$ 53,317		$ 284,237
Segment operating expenses	$ 44,204	$ 14,178	$ 11,024	$ 18,624	$ 7,582	$ 13,058		$ 108,670
Segment operating income (loss)	$ (23,219)	$ 43,382	$ 12,234	$ 66,060	$ 36,851	$ 40,259		$ 175,567
Total depreciation expense	$ 27,914	$ 23,400	$ 7,998	$ 22,172	$ 8,574	$ 8,656	$ 4,483	$ 103,197
Capital expenditures	92,305	8,138	4,755	8,691	1,605	8,999	1,674	126,167

(dollars in thousands, except per share amounts)

	Fiscal quarters ended		Six fiscal months ended	
	July 4, 2026	**June 28, 2025**	**July 4, 2026**	**June 28, 2025**
Reconciliation:				
Segment Operating Income	**$ 146,550**	$ 92,063	**$ 265,344**	$ 175,567
Unallocated Selling, General, and Administrative Expenses	**(93,024)**	(69,945)	**(189,694)**	(152,634)
Consolidated Operating Income	**$ 53,526**	$ 22,118	**$ 75,650**	$ 22,933
Unallocated Other Income (Expense)	**(11,127)**	(9,841)	**(20,399)**	(14,884)
Consolidated Income Before Taxes	**$ 42,399**	$ 12,277	**$ 55,251**	$ 8,049

The Company has a broad line of products that it sells to OEMs, EMS companies, and independent distributors. The distribution of sales by customer type is shown below:

	Fiscal quarters ended		Six fiscal months ended	
	July 4, 2026	**June 28, 2025**	**July 4, 2026**	**June 28, 2025**
Distributors	**$ 534,045**	$ 430,159	**$ 995,892**	$ 818,652
OEMs	**323,794**	277,255	**642,327**	555,601
EMS companies	**60,744**	54,836	**119,606**	103,233
Tariff refunds passed through to customers	**(30,008)**	-	**(30,008)**	-
Total Revenue	**$ 888,575**	762,250	**$ 1,727,817**	1,477,486

Net revenues were attributable to customers in the following regions:

	Fiscal quarters ended		Six fiscal months ended	
	July 4, 2026	**June 28, 2025**	**July 4, 2026**	**June 28, 2025**
Asia	**$ 377,115**	$ 317,479	**$ 712,254**	$ 602,058
Europe	**305,042**	256,489	**601,858**	511,820
Americas	**236,426**	188,282	**443,713**	363,608
Tariff refunds passed through to customers	**(30,008)**	-	**(30,008)**	-
Total Revenue	**$ 888,575**	$ 762,250	**$ 1,727,817**	$ 1,477,486

The Company generates substantially all of its revenue from product sales to end customers in the industrial, automotive, military and aerospace, healthcare, power supplies, telecommunications, consumer products, and computing end markets. Sales by end market are presented below:

	Fiscal quarters ended		Six fiscal months ended	
	July 4, 2026	**June 28, 2025**	**July 4, 2026**	**June 28, 2025**
Industrial	**$ 347,290**	$ 267,028	**$ 646,193**	$ 511,954
Automotive	**294,424**	267,423	**578,715**	524,535
Military and Aerospace	**92,882**	80,488	**182,055**	156,805
Healthcare	**43,452**	37,899	**84,044**	74,431
Other*	**140,535**	109,412	**266,818**	209,761
Tariff refunds passed through to customers	**(30,008)**	-	**(30,008)**	-
Total Revenue	**$ 888,575**	$ 762,250	**$ 1,727,817**	$ 1,477,486

*Power supplies, telecommunications, consumer products, and computing.

Note 11 – Earnings Per Share

The following table sets forth the computation of basic and diluted earnings (loss) per share *(shares in thousands)*:

	Fiscal quarters ended		Six fiscal months ended	
	July 4, 2026	**June 28, 2025**	**July 4, 2026**	**June 28, 2025**
Numerator:				
Net earnings (loss)	**$ 28,124**	$ 2,004	**$ 35,288**	$ (2,088)
Denominator:				
Denominator for basic earnings (loss) per share:				
Weighted average shares	**136,682**	135,569	**136,287**	135,617
Outstanding phantom stock units	**142**	133	**141**	133
Adjusted weighted average shares - basic	**136,824**	135,702	**136,428**	135,750
Effect of dilutive securities:				
Restricted stock units	**4,115**	465	**2,771**	-
Convertible senior notes due 2030	**6,962**	-	**3,481**	-
Dilutive potential common shares	**11,077**	465	**6,252**	-
Denominator for diluted earnings (loss) per share:				
Adjusted weighted average shares - diluted	**147,901**	136,167	**142,680**	135,750
Basic earnings (loss) per share	**$ 0.21**	$ 0.01	**$ 0.26**	$ (0.02)
Diluted earnings (loss) per share	**$ 0.19**	$ 0.01	**$ 0.25**	$ (0.02)

Diluted earnings (loss) per share for the periods presented do not reflect the following weighted average potential common shares that would have an antidilutive effect or have unsatisfied performance conditions *(in thousands)*:

	Fiscal quarters ended		Six fiscal months ended	
	July 4, 2026	**June 28, 2025**	**July 4, 2026**	**June 28, 2025**
Restricted stock units	**540**	1,295	**437**	3,099

If the average market price of Vishay common stock is less than the effective conversion price of the convertible senior notes due 2030, no shares are included in the diluted earnings (loss) per share computation for the convertible senior notes due 2030. Pursuant to the indenture governing the convertible senior notes due 2030, Vishay will satisfy its conversion obligations by paying $1 cash per $1 principal amount of converted notes and settle any additional amounts due in cash and/or common stock. Similarly, the convertible senior notes due 2025 were considered, but not included, in the diluted earnings per share computation for any period presented or any period they were outstanding.

In connection with the issuance of the convertible senior notes due 2030, the Company entered into capped call transactions, which were not included in the calculation of diluted earnings per share as their effect would have been anti-dilutive. The capped calls are intended to reduce the potential dilution to the Company's common stock in the event that at the time of conversion of the convertible senior notes due 2030 the Company's common stock price exceeds the conversion price of the convertible senior notes due 2030.

(dollars in thousands, except per share amounts)

Note 12 – Fair Value Measurements

The following table provides the financial assets and liabilities carried at fair value measured on a recurring basis:

	Total Fair Value	Level 1	Level 2	Level 3
July 4, 2026				
Assets:				
Assets held in rabbi trusts	**$ 58,897**	$ 23,311	$ 35,586	$ -
Available for sale securities	**$ 4,562**	4,562	-	-
	$ 63,459	**$ 27,873**	**$ 35,586**	**$ -**
Liability:				
Acquisitions contingent consideration	**$ 4,674**	$ -	$ -	$ 4,674
December 31, 2025				
Assets:				
Assets held in rabbi trusts	$ 55,442	$ 22,749	$ 32,693	$ -
Available for sale securities	$ 4,660	4,660	-	-
	$ 60,102	$ 27,409	$ 32,693	$ -
Liability:				
Acquisitions contingent consideration	$ 2,938	$ -	$ -	$ 2,938

There have been no changes in the classification of any financial instruments within the fair value hierarchy in the periods presented.

The Company maintains non-qualified trusts, referred to as “rabbi” trusts, to fund payments under deferred compensation and non-qualified pension plans. Rabbi trust assets consist primarily of marketable securities, classified as available-for-sale and company-owned life insurance assets. The marketable securities held in the rabbi trusts are valued using quoted market prices on the last business day of the period. The company-owned life insurance assets are valued in consultation with the Company’s insurance brokers using the value of underlying assets of the insurance contracts. The fair value measurement of the marketable securities held in the rabbi trust is considered a Level 1 measurement and the measurement of the company-owned life insurance assets is considered a Level 2 measurement within the fair value hierarchy.

The Company holds investments in debt securities that are intended to fund a portion of its pension and other postretirement benefit obligations outside of the United States. The investments are valued based on quoted market prices on the last business day of the period. The fair value measurement of the investments is considered a Level 1 measurement within the fair value hierarchy.

The Company may be required to make certain contingent consideration payments related to acquisitions. The fair value of these contingent payments is determined by estimating the net present value of the expected cash flows based on the probability of expected payments. The fair value measurement of the contingent consideration payments is considered a Level 3 measurement within the fair value hierarchy.

The fair value of the long-term debt, excluding deferred financing costs, at July 4, 2026 and December 31, 2025 is approximately $1,527,000 and $896,100, respectively, compared to its carrying value, excluding deferred financing costs, of $988,000 and $969,000, respectively. The Company estimates the fair value of its long-term debt using a combination of quoted market prices for similar financing arrangements and expected future payments discounted at risk-adjusted rates, which are considered Level 2 inputs.

At July 4, 2026 and December 31, 2025, the Company’s short-term investments were comprised of time deposits with financial institutions that have maturities that exceed 90 days from the date of acquisition; however they all mature within one year from the respective balance sheet dates. The Company's short-term investments are accounted for as held-to-maturity debt instruments, at amortized cost, which approximates their fair value. The investments are funded with excess cash not expected to be needed for operations prior to maturity; therefore, the Company believes it has the intent and ability to hold the short-term investments until maturity. At each reporting date, the Company performs an evaluation to determine if any unrealized losses are other-than-temporary. No other-than-temporary impairments have been recognized on these securities, and there are no unrecognized holding gains or losses for these securities during the periods presented. There have been no transfers to or from the held-to-maturity classification. All decreases in the account balance are due to returns of principal at the securities’ maturity dates. Interest on the securities is recognized as interest income when earned.

At July 4, 2026 and December 31, 2025, the Company’s cash and cash equivalents were comprised of demand deposits, time deposits with maturities of three months or less when purchased, and money market funds. The Company estimates the fair value of its cash, cash equivalents, and short-term investments using Level 2 inputs. Based on the current interest rates for similar investments with comparable credit risk and time to maturity, the fair value of the Company's cash, cash equivalents, and held-to-maturity short-term investments approximate the carrying amounts reported in the consolidated condensed balance sheets.

The Company’s financial instruments also include accounts receivable and accounts payable. The carrying amounts for these financial instruments reported in the consolidated condensed balance sheets approximate their fair values.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Management's Discussion and Analysis ("MD&A") is intended to provide an understanding of Vishay's financial condition, results of operations and cash flows by focusing on changes in certain key measures from period to period. The MD&A should be read in conjunction with our Consolidated Condensed Financial Statements and accompanying Notes included in Item 1. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those discussed in our Annual Report on Form 10-K, particularly in Item 1A. "Risk Factors," filed with the Securities and Exchange Commission on February 13, 2026.

Overview

Vishay Intertechnology, Inc. ("Vishay," "we," "us," or "our") manufactures one of the world's largest portfolios of discrete semiconductors and passive electronic components that are essential to innovative designs in the automotive, industrial, computing, consumer, telecommunications, military, aerospace, and healthcare markets.

We operate in six segments based on product functionality: MOSFETs, Diodes, Optoelectronic Components, Resistors, Inductors, and Capacitors.

Our goal is to enhance stockholder value by growing our business and improving earnings per share. Since 1985, we have pursued a business strategy of growth through focused research and development and acquisitions. We plan to continue to grow our business through intensified internal growth supplemented by opportunistic acquisitions, while maintaining a prudent capital structure. As we advance our Think Customer First organizational culture in 2026, we are focused on maintaining capacity readiness to fulfill rising demand, growing existing customer relationships, attracting new customer relationships, driving innovation, delivering new products and solutions, and expanding production in low cost countries to support our regional competitiveness. We continue to evaluate our manufacturing footprint for ways to improve efficiency and profitability while maintaining capacity readiness.

We are focused on realizing the full value of our broad product portfolio, becoming a customer-first company, and capitalizing on the mega trends of e-mobility, sustainability, and connectivity to drive top line growth, expand margins, and optimize stockholder returns. We are using eight strategic levers to achieve these goals. Our elevated capital expenditure levels over the past three years have positioned us with increased capacity in an effort to ensure our customers of reliable supply as they scale production and to supply more part numbers to them. We are committed to completing our capacity expansion projects, but have modulated and will continue to modulate spending in response to order flow, timing of customer demand and qualification, changes in lead times for equipment, and increases in subcontractor capacity. For 2026, we plan to spend between $400 million to $440 million for capital expenditures, approximately half of which will be invested in our 12-inch wafer fab we are building in Itzehoe, Germany.

On July 1, 2026, we completed an underwritten public offering of 17.25 million shares of our common stock at a price to the public of $50.00 per share for proceeds of $830.25 million, net of underwriting discounts and issuance costs. We intend to use the net proceeds from the sale of our common stock in this offering to accelerate our growth initiatives and for general corporate purposes, including to reduce borrowings under our revolving credit facility.

In addition to enhancing stockholder value through growing our business, we continue to follow our Stockholder Return Policy, which calls for us to return at least 70% of free cash flow, net of scheduled principal payments of long-term debt, on an annual basis. See further discussion in "Stockholder Return Policy" below.

Our business and operating results have been and will continue to be impacted by worldwide economic conditions. Our revenues are dependent on end markets that are impacted by consumer and industrial demand, and our operating results can be adversely affected by reduced demand in those global markets. In this volatile economic environment, we continue to closely monitor our fixed costs, capital expenditure plans, inventory, and capital resources to respond to changing conditions and to ensure we have the management, business processes, and resources to meet our future needs. We believe we can react quickly and professionally to changes in demand to minimize manufacturing inefficiencies and excess inventory build in periods of decline and maximize opportunities in periods of growth. We believe we have sufficient liquidity to withstand temporary disruptions in the economic environment.

We utilize several financial metrics, including net revenues, gross profit margin, operating margin, segment operating income, segment operating margin, end-of-period backlog, book-to-bill ratio, inventory turnover, change in average selling prices, net cash and short-term investments (debt), and free cash generation to evaluate the performance and assess the future direction of our business. See further discussion in "Financial Metrics" and "Financial Condition, Liquidity, and Capital Resources" below. Nearly all key financial metrics increased versus the prior fiscal quarter and prior year periods. Net revenues increased versus the prior fiscal quarter and the prior year periods primarily due to higher sales volume. Margins were positively impacted by higher sales volume and associated manufacturing efficiencies, which offset higher metals and materials costs. The order level remained at a high level and backlog continued to increase.

Net revenues for the fiscal quarter ended July 4, 2026 were $888.6 million, compared to $839.2 million and $762.3 million for the fiscal quarters ended April 4, 2026 and June 28, 2025, respectively. Net earnings for the fiscal quarter ended July 4, 2026 were $28.1 million, or $0.19 per diluted share, compared to net earnings of $7.2 million, or $0.05 per diluted share for the fiscal quarter ended April 4, 2026, and net earnings of $2.0 million, or $0.01 per diluted share for the fiscal quarter ended June 28, 2025.

Net revenues for the six fiscal months ended July 4, 2026 were $1,727.8 million, compared to $1,477.5 million for the six fiscal months ended June 28, 2025. Net earnings for the six fiscal months ended July 4, 2026 were $35.3 million, or $0.25 per diluted share, compared to a net loss of $(2.1) million, or $(0.02) per share for the six fiscal months ended June 28, 2025.

Measures such as adjusted net earnings (loss), free cash, and segment operating income are considered non-GAAP measures. We define adjusted net earnings (loss) as net earnings (loss) determined in accordance with GAAP adjusted for various items that management believes are not indicative of the intrinsic operating performance of our business. We define free cash as the cash flows generated from continuing operations less capital expenditures plus net proceeds from the sale of property and equipment. We define segment operating income as operating income excluding selling, general, and administrative costs of our global operations, sales and marketing, information systems, finance, and administrative groups, as well as restructuring and severance costs, goodwill impairments, and other items affecting comparability. The reconciliations of adjusted net earnings (loss), adjusted net earnings (loss) per share, and free cash are below. Note 10 to our consolidated condensed financial statements includes the reconciliation for segment operating income. These non-GAAP measures should not be viewed as alternatives to GAAP measures of performance or liquidity. Non-GAAP measures such as adjusted net earnings (loss), adjusted net earnings (loss) per share, free cash, and segment operating income do not have uniform definitions. These measures, as calculated by Vishay, may not be comparable to similarly titled measures used by other companies. Management believes that adjusted net earnings (loss) and adjusted net earnings (loss) per share are meaningful because they provide insight with respect to our intrinsic operating results. Management believes that free cash is a meaningful measure of our ability to fund acquisitions, repay debt, and otherwise enhance stockholder value through stock repurchases or dividends. We utilize the free cash metric in defining our Stockholder Return Policy. Management uses segment operating income, along with segment gross profit, to make decisions, allocate resources, and assess performance of its operating segments.

Net earnings (loss) attributable to Vishay stockholders include items affecting comparability. The items affecting comparability are *(in thousands, except per share amounts)*:

	Fiscal quarters ended			**Six fiscal months ended**	
	July 4, 2026	**April 4, 2026**	**June 28, 2025**	**July 4, 2026**	**June 28, 2025**
Net earnings (loss)	**$ 28,124**	$ 7,164	$ 2,004	**$ 35,288**	$ (2,088)
Reconciling items affecting net revenues:					
Tariff refunds passed through to customers	**30,008**	-	-	**30,008**	-
Other reconciling items affecting gross profit:					
Tariff refunds received from U.S. government	**(30,008)**	-	-	**(30,008)**	-
Other reconciling items affecting operating income:					
Favorable resolution of contingency	**-**	-	(11,293)	**-**	(11,293)
Adjusted net earnings (loss)	**$ 28,124**	$ 7,164	$ (9,289)	**$ 35,288**	$ (13,381)
Adjusted weighted average diluted shares outstanding	**147,901**	137,471	135,702	**142,680**	135,750
Adjusted earnings (loss) per diluted share	**$ 0.19**	$ 0.05	$ (0.07)	**$ 0.25**	$ (0.10)

Although the term "free cash" is not defined in GAAP, each of the elements used to calculate free cash for the year-to-date period is presented as a line item on the face of our consolidated condensed statement of cash flows prepared in accordance with GAAP and the quarterly amounts are derived from the year-to-date GAAP statements as of the beginning and end of the respective quarter. Free cash results are as follows (*in thousands*):

	Fiscal quarters ended			**Six fiscal months ended**	
	July 4, 2026	**April 4, 2026**	**June 28, 2025**	**July 4, 2026**	**June 28, 2025**
Net cash provided by (used in) continuing operating activities	**$ 105,359**	$ 63,669	$ (8,791)	**$ 169,028**	$ 7,307
Proceeds from sale of property and equipment	**155**	66	215	**221**	494
Less: Capital expenditures	**(95,201)**	(110,661)	(64,598)	**(205,862)**	(126,167)
Free cash	**$ 10,313**	$ (46,926)	$ (73,174)	**$ (36,613)**	$ (118,366)

Our accelerated investments to expand capacity have positioned us to be able to better serve our customers and capture the early stages of upturns in end market demand. The long-term outlook for our business remains strong.

Recent Developments

On July 1, 2026, we completed an underwritten public offering of 17.25 million shares of our common stock at a price to the public of $50.00 per share for proceeds of $830.25 million, net of underwriting discounts and issuance costs. We intend to use the net proceeds from the sale of our common stock in this offering to accelerate our growth initiatives and for general corporate purposes, including to reduce borrowings under our revolving credit facility. These growth initiatives may include investments in capacity expansion, manufacturing optimization, technology innovation research and development, and other strategic priorities intended to support long-term growth. Pending these uses, we may invest the net proceeds in short-term, investment-grade instruments. We may also use a portion of the net proceeds to acquire or invest in businesses, products and/or technologies that are complementary to our own, although we have no current plans, commitments, or agreements with respect to any acquisitions. In the third fiscal quarter of 2026, we reduced the outstanding balance of the revolving credit facility to zero using the proceeds of the offering.

On February 20, 2026, the United States Supreme Court issued a ruling striking down certain tariffs previously imposed under the International Emergency Economic Powers Act ("IEEPA"). Following the Supreme Court's decision, the U.S. administration announced its intention to invoke other laws to collect tariffs and announced new tariffs on imports from all countries, in addition to any existing non-IEEPA tariffs. There remains substantial uncertainty regarding the duration of existing and newly announced tariffs, potential changes or pauses to such tariffs, tariff levels, and whether further additional tariffs or other retaliatory actions may be imposed, modified, or suspended, and the impacts of such actions on our business. We continue to monitor and evaluate these developments and assess their potential impact on our business, financial condition, and results of operations.

In the fiscal quarter ended July 4, 2026, we received refunds of IEEPA tariffs from the U.S. government, of which $30.0 million will be passed through to customers. The tariff refunds received were recognized as a reduction of costs of products sold. Tariff refunds to be passed through to customers are recorded as a reduction of net revenues. Interest on tariff refunds was recorded as interest income and was not material.

Stockholder Return Policy

In 2022, our Board of Directors adopted a Stockholder Return Policy, which calls for us to return at least 70% of free cash flow, net of scheduled principal payments of long-term debt, on an annual basis. We intend to return such amounts to stockholders directly, in the form of dividends, or indirectly, in the form of stock repurchases. The policy sets forth our intention, but does not obligate us to acquire any shares of common stock or declare any dividends, and the policy may be terminated or suspended at any time at our discretion, in accordance with applicable laws and regulations. For 2026, we expect to maintain our dividend and opportunistically repurchase shares in line with this policy. We did not repurchase any shares of common stock in the second fiscal quarter of 2026. We expect to be in compliance with our Stockholder Return Policy without repurchasing any common stock in 2026.

Financial Metrics

We utilize several financial metrics to evaluate the performance and assess the future direction of our business. These key financial measures and metrics include net revenues, gross profit margin, operating margin, segment operating income, segment operating margin, end-of-period backlog, and the book-to-bill ratio. We also monitor changes in inventory turnover and our or publicly available average selling prices (“ASP”).

Gross profit margin is computed as gross profit as a percentage of net revenues. Gross profit is generally net revenues less costs of products sold, but also deducts certain other period costs, particularly losses on purchase commitments and inventory write-downs. Losses on purchase commitments and inventory write-downs have the impact of reducing gross profit margin in the period of the charge, but result in improved gross profit margins in subsequent periods by reducing costs of products sold as inventory is used. We also regularly evaluate gross profit by segment to assist in the analysis of consolidated gross profit. Gross profit margin and gross profit margin by segment are clearly a function of net revenues, but also reflect our cost management programs and our ability to contain fixed costs.

Operating margin is computed as gross profit less operating expenses, expressed as a percentage of net revenues. Operating margin is clearly a function of net revenues, but also reflects our cost management programs and our ability to contain fixed costs.

Our chief operating decision maker makes decisions, allocates resources, and evaluates business segment performance based on segment gross profit and segment operating income. Only dedicated, direct selling, general, and administrative ("SG&A") expenses of the segments are included in the calculation of segment operating income. We do not allocate certain SG&A expenses that are managed at the regional or corporate global level to our segments. Accordingly, segment operating income does not include these SG&A expenses that are not directly traceable to the segments. Segment operating income also would not include income or costs not routinely used in the management of the segments in periods when those items are present, such as tariff refunds received from the U.S. government, tariff refunds passed through to customers, restructuring and severance costs, goodwill impairment charges, and other items affecting comparability. Segment operating income is clearly a function of net revenues, but also reflects our cost management programs and our ability to contain fixed costs. Segment operating margin is segment operating income expressed as a percentage of net revenues.

End-of-period backlog is one indicator of future revenues. We include in our backlog only open orders that we expect to ship in the next twelve months. If demand falls below customers’ forecasts, or if customers do not control their inventory effectively, they may cancel or reschedule the shipments that are included in our backlog, in many instances without the payment of any penalty. Therefore, the backlog is not necessarily indicative of the results to be expected for future periods.

An important indicator of demand in our industry is the book-to-bill ratio, which is the ratio of the amount of product ordered during a period as compared with the product that we ship during that period. A book-to-bill ratio that is greater than one indicates that our backlog is building and that we are likely to see increasing revenues in future periods. Conversely, a book-to-bill ratio that is less than one is an indicator of declining demand and may foretell declining revenues.

We focus on our inventory turnover as a measure of how well we are managing our inventory. We define inventory turnover for a financial reporting period as our costs of products sold for the four fiscal quarters ending on the last day of the reporting period divided by our average inventory (computed using each fiscal quarter-end balance) for this same period. A higher level of inventory turnover reflects more efficient use of our capital.

Pricing in our industry can be volatile. Using our and publicly available data, we analyze trends and changes in average selling prices to evaluate likely future pricing. The erosion of average selling prices of established products is typical for semiconductor products. We attempt to offset this deterioration with ongoing cost reduction activities and new product introductions. Our specialty passive components are more resistant to average selling price erosion. All pricing is subject to governing market conditions and is independently set by us.

The quarter-to-quarter trends in these financial metrics can also be an important indicator of the likely direction of our business. The following table shows net revenues, gross profit margin, operating margin, end-of-period backlog, book-to-bill ratio, inventory turnover, and changes in ASP for our business as a whole during the five fiscal quarters beginning with the second fiscal quarter of 2025 through the second fiscal quarter of 2026 *(dollars in thousands)*:

	2nd Quarter 2025	3rd Quarter 2025	4th Quarter 2025	1st Quarter 2026	2nd Quarter 2026
Net revenues[(1)]	$ 762,250	$ 790,640	$ 800,922	$ 839,242	$ 888,575
Gross profit margin[(2)]	19.5%	19.5%	19.6%	21.0%	23.3%
Operating margin[(2)]	2.9%	2.4%	1.8%	2.6%	6.0%
End-of-period backlog	$ 1,174,900	$ 1,152,700	$ 1,314,100	$ 1,592,300	$ 1,877,300
Book-to-bill ratio	1.02	0.97	1.20	1.34	1.32
Inventory turnover	3.3	3.3	3.4	3.4	3.5
Change in ASP vs. prior quarter	0.0%	(0.3)%	(0.3)%	(1.1)%	2.1%

(1) Net revenues for the second fiscal quarter of 2026 have been reduced by $30.0 million for tariff refunds passed through to customers, with no impact on gross profit.
(2) Gross profit margin and operating margin for the second fiscal quarter of 2026 also include $30.0 million tariff refunds received from the U.S. government, with no impact on gross profit. Operating margin for the second fiscal quarter of 2025 includes an $11.3 million gain recognized upon the favorable resolution of a contingency.

See "Financial Metrics by Segment" below for net revenues, book-to-bill ratio, and gross profit margin broken out by segment.

Revenues increased versus the prior fiscal quarter and prior year quarter. The increases versus the prior fiscal quarter and prior year quarter are primarily due to higher sales volume and improved pricing conditions. Order levels remain high and backlog increased versus the prior fiscal quarter and prior year quarter. We continue to increase capacity for critical product lines. Average selling prices increased versus the prior fiscal quarter.

Gross profit margin increased versus the prior fiscal quarter and prior year quarter. The increases are primarily due to higher sales volume, associated manufacturing efficiencies, and higher average selling prices, which offset higher metals and materials costs and unfavorable foreign exchange impacts.

Financial Metrics by Segment

The following table shows net revenues, book-to-bill ratio, gross profit margin, and segment operating margin broken out by segment for the five fiscal quarters beginning with the second fiscal quarter of 2025 through the second fiscal quarter of 2026 *(dollars in thousands)*:

	2nd Quarter 2025	3rd Quarter 2025	4th Quarter 2025	1st Quarter 2026	2nd Quarter 2026
MOSFETs					
Net revenues	$ 148,633	$ 167,133	$ 172,584	$ 173,991	$ 188,926
Book-to-bill ratio	1.00	0.86	1.48	1.57	1.08
Gross profit margin	6.3%	10.1%	13.8%	12.9%	13.8%
Segment operating margin	(9.7)%	(3.8)%	(0.5)%	0.8%	1.4%
Diodes					
Net revenues	$ 147,942	$ 149,628	$ 154,224	$ 163,669	$ 186,965
Book-to-bill ratio	0.93	1.07	1.09	1.35	1.36
Gross profit margin	20.0%	20.3%	20.3%	21.3%	24.4%
Segment operating margin	15.0%	15.2%	15.3%	15.8%	19.6%
Optoelectronic Components					
Net revenues	$ 54,119	$ 55,590	$ 55,674	$ 58,875	$ 70,076
Book-to-bill ratio	1.05	0.93	1.12	1.48	1.33
Gross profit margin	23.2%	22.9%	15.0%	18.6%	22.8%
Segment operating margin	12.6%	12.9%	4.5%	8.0%	13.6%
Resistors					
Net revenues	$ 194,769	$ 195,707	$ 189,367	$ 203,743	$ 215,028
Book-to-bill ratio	0.91	0.92	1.05	1.26	1.43
Gross profit margin	22.8%	20.1%	19.4%	22.0%	22.1%
Segment operating margin	17.9%	15.3%	14.3%	16.8%	17.1%
Inductors					
Net revenues	$ 95,675	$ 91,990	$ 92,588	$ 92,225	$ 104,189
Book-to-bill ratio	0.91	0.99	1.07	1.31	1.42
Gross profit margin	28.0%	30.7%	29.8%	31.8%	31.1%
Segment operating margin	24.0%	26.6%	25.4%	27.4%	27.1%
Capacitors					
Net revenues	$ 121,112	$ 130,592	$ 136,485	$ 146,739	$ 153,399
Book-to-bill ratio	1.40	1.07	1.30	1.13	1.35
Gross profit margin	21.5%	20.1%	21.3%	23.4%	25.9%
Segment operating margin	16.3%	15.2%	16.6%	18.7%	21.4%

Results of Operations

Statements of operations' captions as a percentage of net revenues and the effective tax rates were as follows:

	Fiscal quarters ended			Six fiscal months ended	
	July 4, 2026	April 4, 2026	June 28, 2025	July 4, 2026	June 28, 2025
Cost of products sold	76.7%	79.0%	80.5%	77.8%	80.8%
Gross profit	23.3%	21.0%	19.5%	22.2%	19.2%
Selling, general & administrative expenses	17.3%	18.4%	16.6%	17.8%	17.7%
Operating income	6.0%	2.6%	2.9%	4.4%	1.6%
Income before taxes	4.8%	1.5%	1.6%	3.2%	0.5%
Net earnings (loss)	3.2%	0.9%	0.3%	2.0%	(0.1)%
Effective tax rate	33.7%	44.3%	83.7%	36.1%	125.9%

Net Revenues

Net revenues were as follows *(dollars in thousands)*:

	Fiscal quarters ended			Six fiscal months ended	
	July 4, 2026	April 4, 2026	June 28, 2025	July 4, 2026	June 28, 2025
Net revenues(1)	$ 888,575	$ 839,242	$ 762,250	$ 1,727,817	$ 1,477,486

(1) Net revenues for the second fiscal quarter of 2026 have been reduced by $30.0 million of tariff refunds passed through to customers.

The change in net revenues versus the comparable prior periods was as follows *(dollars in thousands)*:

	Fiscal quarter ended July 4, 2026		Six fiscal months ended July 4, 2026	
	Change in net revenues	% change	Change in net revenues	% change
April 4, 2026	$ 49,333	5.9%	n/a	n/a
June 28, 2025	$ 126,325	16.6%	$ 250,331	16.9%

Changes in net revenues were attributable to the following:

	vs. Prior Quarter	vs. Prior Year Quarter	vs. Prior Year-to-Date
Change attributable to:			
Increase in volume	7.4%	17.5%	16.0%
Increase in average selling prices	2.1%	1.6%	0.5%
Foreign currency effects	(0.3)%	0.9%	2.4%
Tariff refunds passed through to customers	(3.6)%	(3.9)%	(2.0)%
Other	0.3%	0.5%	0.0%
Net change	5.9%	16.6%	16.9%

We continued to see improving market conditions in the second fiscal quarter of 2026, resulting in revenue growth driven primarily by higher sales volume and improved pricing conditions. This represents an improvement from most of 2025 when we experienced distribution customers digesting high channel inventories. The long-term prospects of our business remain favorable. We continue to increase manufacturing capacities for critical product lines.

Gross Profit Margins

Gross profit margins for the fiscal quarter ended July 4, 2026 were 23.3%, versus 21.0% and 19.5% for the comparable prior fiscal quarter and prior year quarter, respectively. Gross profit margins for the six fiscal months ended July 4, 2026 were 22.2%, versus 19.2% for the comparable prior year period. Gross profit margin increased versus the prior fiscal quarter and prior year quarter primarily due to higher sales volume, associated manufacturing efficiencies, and higher average selling prices, which offset higher metals and materials costs and unfavorable foreign exchange impacts.

Segments

Analysis of revenues and margins for our segments is provided below.

MOSFETs

Net revenues, gross profit margins, and segment operating margins of the MOSFETs segment were as follows *(dollars in thousands):*

	Fiscal quarters ended			Six fiscal months ended	
	July 4, 2026	April 4, 2026	June 28, 2025	July 4, 2026	June 28, 2025
Net revenues	$ 188,926	$ 173,991	$ 148,633	$ 362,917	$ 290,746
Gross profit margin	13.8%	12.9%	6.3%	13.4%	7.2%
Segment operating margin	1.4%	0.8%	(9.7)%	1.1%	(8.0)%

The change in net revenues versus the comparable prior periods was as follows *(dollars in thousands)*:

	Fiscal quarter ended July 4, 2026		Six fiscal months ended July 4, 2026	
	Change in net revenues	% change	Change in net revenues	% change
April 4, 2026	$ 14,935	8.6%	n/a	n/a
June 28, 2025	$ 40,293	27.1%	$ 72,171	24.8%

Changes in MOSFETs segment net revenues were attributable to the following:

	vs. Prior Quarter	vs. Prior Year Quarter	vs. Prior Year-to-Date
Change attributable to:			
Increase in volume	7.8%	26.3%	26.5%
Change in average selling prices	1.0%	0.1%	(2.5)%
Foreign currency effects	(0.1)%	0.5%	1.4%
Other	(0.1)%	0.2%	(0.6)%
Net change	8.6%	27.1%	24.8%

Net revenues of the MOSFETs segment increased versus the prior fiscal quarter and prior year periods. The increase versus the prior fiscal quarter is primarily due to increased sales to distribution customers, industrial end market end market customers, and customers in all regions. The increases versus the prior year periods are primarily due to increased sales to OEM and distribution customers, industrial and automotive end market customers, and customers in all regions.

Gross profit margin increased versus the prior fiscal quarter and prior year periods. The increase versus the prior fiscal quarter is primarily due to higher sales volume and higher average selling prices. The increase versus the prior year periods is primarily due to higher sales volume.

Segment operating margin increased versus the prior fiscal quarter and prior year periods. The increases are primarily due to changes in gross profit and decreased segment SG&A expenses associated with the Newport wafer fab.

Average selling prices increased versus the prior fiscal quarter and prior year quarter, but decreased versus the prior year-to-date period.

We continue to invest to expand mid- and long-term manufacturing capacity for strategic product lines. We plan to use the Newport wafer fab, acquired in 2024, to further develop and scale our SiC MOSFETs and diodes capabilities. We are also committed to building a 12-inch wafer fab in Itzehoe, Germany. These are long-term investments which were not expected to generate significant income or cash flows in the near-term, but should greatly enhance the long-term position of our MOSFETs business.

Diodes

Net revenues, gross profit margins, and segment operating margins of the Diodes segment were as follows *(dollars in thousands):*

	Fiscal quarters ended			Six fiscal months ended	
	July 4, 2026	**April 4, 2026**	**June 28, 2025**	**July 4, 2026**	**June 28, 2025**
Net revenues	$ 186,965	$ 163,669	$ 147,942	$ 350,634	$ 288,905
Gross profit margin	24.4%	21.3%	20.0%	23.0%	19.9%
Segment operating margin	19.6%	15.8%	15.0%	17.9%	15.0%

The change in net revenues versus the comparable prior periods was as follows *(dollars in thousands)*:

	Fiscal quarter ended July 4, 2026		Six fiscal months ended July 4, 2026	
	Change in net revenues	**% change**	**Change in net revenues**	**% change**
April 4, 2026	$ 23,296	14.2%	n/a	n/a
June 28, 2025	$ 39,023	26.4%	$ 61,729	21.4%

Changes in Diodes segment net revenues were attributable to the following:

	vs. Prior Quarter	**vs. Prior Year Quarter**	**vs. Prior Year-to-Date**
Change attributable to:			
Increase in volume	8.4%	20.1%	17.3%
Increase in average selling prices	5.5%	4.7%	1.9%
Foreign currency effects	(0.2)%	0.8%	1.9%
Other	0.5%	0.8%	0.3%
Net change	14.2%	26.4%	21.4%

Net revenues of the Diodes segment increased versus the prior fiscal quarter and prior year periods. The increases versus the prior fiscal quarter and prior year periods are primarily due to increased sales to distribution customers, industrial and automotive end markets customers, and customers in all regions. Increased sales to OEM customers also contributed to the increase versus the prior year periods.

Gross profit margin increased versus the prior fiscal quarter and prior year periods. The increases versus the prior fiscal quarter and prior year periods were primarily due to higher sales volume and higher average selling prices.

Segment operating margin increased versus the prior fiscal quarter and prior year periods. The increases are primarily due to changes in gross profit.

Average selling prices increased versus the prior fiscal quarter and prior year periods.

Optoelectronic Components

Net revenues, gross profit margins, and segment operating margins of the Optoelectronic Components segment were as follows *(dollars in thousands):*

	Fiscal quarters ended			Six fiscal months ended	
	July 4, 2026	April 4, 2026	June 28, 2025	July 4, 2026	June 28, 2025
Net revenues	$ 70,076	$ 58,875	$ 54,119	$ 128,951	$ 105,287
Gross profit margin	22.8%	18.6%	23.2%	20.9%	22.1%
Segment operating margin	13.6%	8.0%	12.6%	11.0%	11.6%

The change in net revenues versus the comparable prior periods was as follows *(dollars in thousands)*:

	Fiscal quarter ended July 4, 2026		Six fiscal months ended July 4, 2026	
	Change in net revenues	% change	Change in net revenues	% change
April 4, 2026	$ 11,201	19.0%	n/a	n/a
June 28, 2025	$ 15,957	29.5%	$ 23,664	22.5%

Changes in Optoelectronic Components segment net revenues were attributable to the following:

	vs. Prior Quarter	vs. Prior Year Quarter	vs. Prior Year-to-Date
Change attributable to:			
Increase in volume	15.3%	23.8%	18.1%
Increase in average selling prices	3.2%	2.6%	0.4%
Foreign currency effects	(0.4)%	1.6%	3.5%
Other	0.9%	1.5%	0.5%
Net change	19.0%	29.5%	22.5%

Net revenues of the Optoelectronic Components segment increased versus the prior fiscal quarter and prior year periods. The increases versus the prior fiscal quarter and prior year periods are primarily due to increased sales to customers in nearly all sales channels, end markets, and regions, most significantly distribution customers and industrial end market customers.

Gross profit margin increased versus the prior fiscal quarter, but decreased versus the prior year periods. The increase versus the prior fiscal quarter is primarily due to higher sales volume and higher average selling prices. The decreases versus the prior year periods are primarily due to higher metals prices and fixed overhead costs, partially offset by higher sales volume and higher average selling prices.

Segment operating margin increased versus the prior fiscal quarter and prior year quarter, but decreased versus the prior year-to-date period. The changes are primarily due to changes in gross profit.

Average selling prices increased versus the prior fiscal quarter and prior year periods.

Resistors

Net revenues, gross profit margins, and segment operating margins of the Resistors segment were as follows *(dollars in thousands):*

	Fiscal quarters ended			Six fiscal months ended	
	July 4, 2026	**April 4, 2026**	**June 28, 2025**	**July 4, 2026**	**June 28, 2025**
Net revenues	$ 215,028	$ 203,743	$ 194,769	$ 418,771	$ 374,269
Gross profit margin	22.1%	22.0%	22.8%	22.0%	22.6%
Segment operating margin	17.1%	16.8%	17.9%	16.9%	17.7%

The change in net revenues versus the comparable prior periods was as follows *(dollars in thousands)*:

	Fiscal quarter ended July 4, 2026		Six fiscal months ended July 4, 2026	
	Change in net revenues	**% change**	**Change in net revenues**	**% change**
April 4, 2026	$ 11,285	5.5%	n/a	n/a
June 28, 2025	$ 20,259	10.4%	$ 44,502	11.9%

Changes in Resistors segment net revenues were attributable to the following:

	vs. Prior Quarter	**vs. Prior Year Quarter**	**vs. Prior Year-to-Date**
Change attributable to:			
Increase in volume	4.8%	6.2%	6.3%
Increase in average selling prices	1.0%	2.9%	2.6%
Foreign currency effects	(0.3)%	1.2%	2.8%
Other	0.0%	0.1%	0.2%
Net change	5.5%	10.4%	11.9%

Net revenues of the Resistors segment increased versus the prior fiscal quarter and prior year periods. The increases versus the prior fiscal quarter and prior year periods are primarily due to increased sales to distribution customers, industrial end market customers, and customers in all regions.

Gross profit margin increased slightly versus the prior fiscal quarter, but decreased versus the prior year periods. The increase versus the prior fiscal quarter is primarily due to higher sales volume and higher average selling prices, partially offset by higher metals costs. The decreases versus the prior year periods are primarily due to higher metals costs, unfavorable product mix, and unfavorable foreign exchange impacts, partially offset by higher sales volume and higher average selling prices.

Segment operating margin increased versus the prior fiscal quarter, but decreased versus the prior year periods. The changes are primarily due to changes in gross profit.

Average selling prices increased versus the prior fiscal quarter and prior year periods.

We are increasing critical manufacturing capacities for certain product lines. We continue to broaden our business with targeted acquisitions of specialty resistors businesses.

Inductors

Net revenues, gross profit margins, and segment operating margins of the Inductors segment were as follows *(dollars in thousands):*

	Fiscal quarters ended			Six fiscal months ended	
	July 4, 2026	**April 4, 2026**	**June 28, 2025**	**July 4, 2026**	**June 28, 2025**
Net revenues	$ 104,189	$ 92,225	$ 95,675	$ 196,414	$ 179,796
Gross profit margin	31.1%	31.8%	28.0%	31.4%	24.7%
Segment operating margin	27.1%	27.4%	24.0%	27.3%	20.5%

The change in net revenues versus the comparable prior periods was as follows *(dollars in thousands)*:

	Fiscal quarter ended July 4, 2026		Six fiscal months ended July 4, 2026	
	Change in net revenues	**% change**	**Change in net revenues**	**% change**
April 4, 2026	$ 11,964	13.0%	n/a	n/a
June 28, 2025	$ 8,514	8.9%	$ 16,618	9.2%

Changes in Inductors segment net revenues were attributable to the following:

	vs. Prior Quarter	**vs. Prior Year Quarter**	**vs. Prior Year-to-Date**
Change attributable to:			
Increase in volume	11.4%	13.2%	11.2%
Change in average selling prices	1.5%	(4.2)%	(2.8)%
Foreign currency effects	(0.1)%	0.4%	1.1%
Other	0.2%	(0.5)%	(0.3)%
Net change	13.0%	8.9%	9.2%

Net revenues of the Inductors segment increased versus the prior fiscal quarter and prior year periods. The increase versus the prior fiscal quarter is primarily due to increased sales to customers in nearly all sales channels, end markets, and regions, most significantly distribution customers and customers in the Americas region. The increases versus the prior year periods are primarily due to increased sales to distribution customers, military and aerospace and healthcare end market customers, and customers in the Americas and Asia regions.

Gross profit margin decreased versus the prior fiscal quarter, but increased versus the prior year periods. The decrease versus the prior fiscal quarter is primarily due to higher material and labor costs, partially offset by higher sales volume and higher average selling prices. The increases versus the prior year periods are primarily due to higher sales volume, materials price savings, lower logistics costs, and higher yield, partially offset by lower average selling prices.

Segment operating margin decreased versus the prior fiscal quarter, but increased versus the prior year periods. The changes are primarily due to changes in gross profit.

Average selling prices increased versus the prior fiscal quarter, but decreased versus the prior year periods.

We expect long-term growth in this segment, and are continuously expanding manufacturing capacity for certain product lines and evaluating acquisition opportunities, particularly of specialty businesses.

Capacitors

Net revenues, gross profit margins, and segment operating margins of the Capacitors segment were as follows *(dollars in thousands):*

	Fiscal quarters ended			Six fiscal months ended	
	July 4, 2026	April 4, 2026	June 28, 2025	July 4, 2026	June 28, 2025
Net revenues	$ 153,399	$ 146,739	$ 121,112	$ 300,138	$ 238,483
Gross profit margin	25.9%	23.4%	21.5%	24.7%	22.4%
Segment operating margin	21.4%	18.7%	16.3%	20.1%	16.9%

The change in net revenues versus the comparable prior periods was as follows *(dollars in thousands)*:

	Fiscal quarter ended July 4, 2026		Six fiscal months ended July 4, 2026	
	Change in net revenues	% change	Change in net revenues	% change
April 4, 2026	$ 6,660	4.5%	n/a	n/a
June 28, 2025	$ 32,287	26.7%	$ 61,655	25.9%

Changes in Capacitors segment net revenues were attributable to the following:

	vs. Prior Quarter	vs. Prior Year Quarter	vs. Prior Year-to-Date
Change attributable to:			
Increase in volume	3.6%	22.6%	19.6%
Increase in average selling prices	0.9%	1.9%	1.9%
Foreign currency effects	(0.5)%	1.5%	4.0%
Other	0.5%	0.7%	0.4%
Net change	4.5%	26.7%	25.9%

Net revenues of the Capacitors segment increased versus the prior fiscal quarter and prior year periods. The increase versus the prior fiscal quarter is primarily due to increased sales to distribution customers, industrial end market customers, and customers in the Asia region. The increases versus the prior year periods are primarily due to increased sales to customers in nearly all sales channels, end markets, and regions, most significantly distribution end market customers, industrial and military and aerospace end market customers, and customers in the Asia and Americas regions.

Gross profit margin increased versus the prior fiscal quarter and prior year periods. The increase versus the prior fiscal quarter is primarily due to higher sales volume and higher average selling prices, partially offset by higher metals costs. The increases versus the prior year periods are primarily due to higher sales volume and higher average selling prices.

Segment operating margin increased versus the prior fiscal quarter and prior year periods. The increases are primarily due to changes in gross profit.

Average selling prices increased versus the prior fiscal quarter and prior year periods.

A large portion of expected growth of our Capacitors segment is in high voltage high power film capacitors used for smart-grid infrastructure projects.

Selling, General, and Administrative Expenses

Selling, general, and administrative expenses are summarized as follows *(dollars in thousands):*

	Fiscal quarters ended			Six fiscal months ended	
	July 4, 2026	**April 4, 2026**	**June 28, 2025**	**July 4, 2026**	**June 28, 2025**
Total SG&A expenses	$ 153,856	$ 154,488	$ 126,565	$ 308,344	$ 261,304
as a percentage of revenues	17.3%	18.4%	16.6%	17.8%	17.7%

We are incurring additional SG&A costs associated with our strategic initiatives. The sequential decrease in SG&A expenses is primarily due to uneven attribution of stock-based compensation expense. SG&A expenses increased versus the prior year periods due to higher stock-based compensation expense, general cost inflation, and a one-time gain recognized in the prior year periods.

Other Income (Expense)

Interest expense for the fiscal quarter ended July 4, 2026 increased $0.3 million versus the fiscal quarter ended April 4, 2026 and decreased $(0.3) million versus the fiscal quarter ended June 28, 2025. Interest expense for the six fiscal months ended July 4, 2026 increased $0.9 million versus the six fiscal months ended June 28, 2025. The increase versus the prior year-to-date period is due to higher average outstanding balances on our revolving credit facility.

In the third fiscal quarter of 2026, we reduced the outstanding balance of the revolving credit facility to zero using a portion of the net proceeds from the sale of our common stock. We expect interest expense in the third fiscal quarter to be approximately $7 million.

The following tables analyze the components of the line "Other" on the consolidated condensed statements of operations *(in thousands):*

	Fiscal quarters ended		
	July 4, 2026	**April 4, 2026**	**Change**
Foreign exchange gain (loss)	$ (3,555)	$ (586)	$ (2,969)
Interest income	4,088	3,038	1,050
Other components of net periodic pension expense	(1,903)	(1,919)	16
Investment income	568	170	398
Other	8	(2)	10
	$ (794)	$ 701	$ (1,495)

	Fiscal quarters ended		
	July 4, 2026	**June 28, 2025**	**Change**
Foreign exchange gain (loss)	(3,555)	$ (1,673)	$ (1,882)
Interest income	4,088	4,023	65
Other components of net period pension expense	(1,903)	(1,794)	(109)
Investment income	568	179	389
Other	8	12	(4)
	(794)	747	$ (1,541)

	Six fiscal months ended		
	July 4, 2026	**June 28, 2025**	**Change**
Foreign exchange gain (loss)	$ (4,141)	$ (344)	$ (3,797)
Interest income	7,126	7,900	(774)
Other components of net periodic pension cost	(3,822)	(3,491)	(331)
Investment income	738	440	298
Other	6	(11)	17
	$ (93)	$ 4,494	$ (4,587)

Income Taxes

For the fiscal quarter ended July 4, 2026, our effective tax rate was 33.7%, as compared to 44.3% and 83.7% for the fiscal quarters ended April 4, 2026 and June 28, 2025, respectively. For the six fiscal months ended July 4, 2026, our effective tax rate was 36.1%, as compared to 125.9% for the six fiscal months ended June 28, 2025. We expect that our effective tax rate will be higher than the U.S. statutory rate, excluding unusual transactions, even at higher levels of pre-tax income.

We continue to evaluate the applicability of Pillar Two to our group, the timing of enactment and effective dates by jurisdiction, and the potential impacts on our effective tax rate, cash taxes, and related income tax disclosures.

We operate in a global environment with significant operations in various locations outside the United States. Accordingly, the consolidated income tax rate is a composite rate reflecting our earnings and the applicable tax rates in the various locations where we operate. Part of our historical strategy has been to achieve cost savings through the transfer and expansion of manufacturing operations to countries where we can take advantage of lower labor costs and available tax and other government-sponsored incentives.

Additional information about income taxes is included in Note 3 to our consolidated condensed financial statements.

Financial Condition, Liquidity, and Capital Resources

Our financial condition as of July 4, 2026 is adequate to meet our capital expenditure and other growth plans. We have historically been a strong generator of operating cash flows. The cash generated from operations is used to fund our capital expenditure plans, and cash in excess of our capital expenditure needs is available to fund our acquisition strategy, fund our Stockholder Return Policy, and to reduce debt levels.

Management uses a non-GAAP measure, "free cash," to evaluate our ability to fund acquisitions, repay debt, and otherwise enhance stockholder value through stock repurchases or dividends. See "Overview" above for "free cash" definition and reconciliation to GAAP.

Cash flows provided by operating activities were $169.0 million for the six fiscal months ended July 4, 2026, as compared to cash flows provided by operations of $7.3 million for the six fiscal months ended June 28, 2025.

In order to manage our working capital and operating cash needs, we monitor our cash conversion cycle. The following table presents the components of our cash conversion cycle during the five fiscal quarters beginning with the second fiscal quarter of 2025 through the second fiscal quarter of 2026:

	Fiscal quarters ended				
	2nd Quarter 2025	**3rd Quarter 2025**	**4th Quarter 2025**	**1st Quarter 2026**	**2nd Quarter 2026**
Days sales outstanding ("DSO")[a]	53	53	48	41	38
Days inventory outstanding ("DIO")[b]	109	108	107	106	102
Days payable outstanding ("DPO")[c]	(32)	(31)	(30)	(31)	(30)
Cash conversion cycle	130	130	125	116	110

a) DSO measures the average collection period of our receivables. DSO is calculated by dividing the average accounts receivable by the average net revenue per day for the respective fiscal quarter.
b) DIO measures the average number of days from procurement to sale of our product. DIO is calculated by dividing the average inventory by average cost of goods sold per day for the respective fiscal quarter.
c) DPO measures the average number of days our payables remain outstanding before payment. DPO is calculated by dividing the average accounts payable by the average cost of goods sold per day for the respective fiscal quarter.

The cash conversion cycle improved to 110 days in the second fiscal quarter of 2026, reflecting increased revenues and cost of products sold, our sale of an additional net $15.5 million trade receivables, and disciplined working capital management.

Cash paid for property and equipment for the six fiscal months ended July 4, 2026 was $205.9 million, as compared to $126.2 million for the six fiscal months ended June 28, 2025. To be well positioned to service our customers and to fully participate in growing markets, we have increased and expect to maintain a relatively high level of capital expenditures for expansion in the mid-term. Our elevated capital expenditure levels over the past three years have positioned us with increased capacity to assure our customers of reliable supply as they scale production and to supply more part numbers to them. We are committed to completing our capacity expansion projects, but have modulated and will continue to modulate spending in response to order flow, timing of customer demand and qualification, changes in lead times for equipment, and increases in subcontractor capacity. For 2026, we plan to spend between $400 million to $440 million for capital expenditures, approximately half of which will be invested in our 12-inch wafer fab we are building in Itzehoe, Germany.

Free cash flow for the six fiscal months ended July 4, 2026 increased versus the six fiscal months ended June 28, 2025. Free cash flow for the six fiscal months ended July 4, 2026 was positively impacted by increased net earnings, as well as tariff refunds received from the U.S. government and additional net cash inflows related to our account receivable securitization programs. We expect that free cash flow will be negatively impacted by the expected high level of capital expenditures for expansion after which we expect to generate increasingly higher levels of free cash. There is no assurance, however, that we will be able to continue to generate cash flows from operations and free cash at our historical levels, or at all, going forward if the economic environment worsens.

In 2022, our Board of Directors adopted a Stockholder Return Policy that will remain in effect until such time as the Board votes to amend or rescind the policy. See “Stockholder Return Policy” above for additional information.

On July 1, 2026, we completed an underwritten public offering of 17.25 million shares of our common stock at a price to the public of $50.00 per share for proceeds of $830.25 million, net of underwriting discounts and issuance costs. We intend to use the net proceeds from the sale of our common stock in this offering to accelerate our growth initiatives and for general corporate purposes, including to reduce borrowings under our revolving credit facility.

The following table summarizes the components of net cash and short-term investments (debt) at July 4, 2026 and December 31, 2025 *(in thousands)*:

	July 4, 2026	**December 31, 2025**
Credit facility	**$ 238,000**	$ 219,000
Convertible senior notes, due 2030	**750,000**	750,000
Deferred financing costs	**(15,713)**	(18,107)
Total debt	**972,287**	950,893
Cash and cash equivalents	**1,297,309**	514,966
Short-term investments	**5,263**	265
Net cash and short-term investments (debt)	**$ 330,285**	$ (435,662)

"Net cash and short-term investments (debt)" does not have a uniform definition and is not recognized in accordance with GAAP. This measure should not be viewed as an alternative to GAAP measures of performance or liquidity. However, management believes that an analysis of "net cash and short-term investments (debt)" assists investors in understanding aspects of our cash and debt management. The measure, as calculated by us, may not be comparable to similarly titled measures used by other companies.

We invest a portion of our excess cash in highly liquid, high-quality instruments with maturities greater than 90 days, but less than 1 year, which we classify as short-term investments on our consolidated condensed balance sheets. As these investments were funded using a portion of excess cash and represent a significant aspect of our cash management strategy, we include the investments in the calculation of net cash and short-term investments (debt). Following the completion of our public offering on July 1, 2026, we have increased excess cash available to invest in such instruments.

The interest rates on our short-term investments vary by location. Transactions related to these investments are classified as investing activities on our consolidated condensed statements of cash flows.

Our business is geographically diverse and our cash is generated by our subsidiaries around the world. Cash dividends to stockholders, share repurchases, and principal and interest payments on our debt instruments need to be paid by the U.S. parent company, Vishay Intertechnology, Inc. We continue to allocate capital responsibly between our business, our lenders, and our stockholders. The capital allocated to our business is further allocated between our subsidiaries to meet local operating cash needs, to fund capital expenditures as part of our growth plan, and to meet corporate funding needs while also aiming to minimize our tax expense.

As of July 4, 2026, $804.9 million of our cash and cash equivalents and short-term investments were held by our U.S. subsidiaries. The cash generated from the public offering of our common stock completed on July 1, 2026, was held in the U.S. as of July 4, 2026, and will be deployed to execute our global strategic priorities. As of July 4, 2026, we have approximately $560.4 million of earnings that are deemed not indefinitely reinvested, primarily in Germany and Israel. Based on the expected timing of future repatriations, we estimate that the tax liability to repatriate these unremitted earnings will be approximately $80.8 million, which has been accrued, but will only be paid upon repatriation of the unremitted earnings. Repatriating these unremitted earnings earlier than currently planned may not be possible and would incur additional tax expense. We also have amounts of unremitted foreign earnings, which continue to be reinvested indefinitely, that we have not accrued for the incremental foreign income taxes and withholding taxes payable to foreign jurisdictions that would be incurred to repatriate these amounts. Certain of these subsidiaries are located in countries with restrictive regulations and high tax rates for repatriating cash. Due to the uncertainties associated with the ability, timing, and method to repatriate these unremitted earnings and other complexities associated with its hypothetical calculation, determination of the amount of tax expense that would be incurred to repatriate the unremitted earnings is not practicable, but could be significant. Our undrawn credit facility provides us with adequate operating liquidity in the United States.

Upon successful completion of our growth plan, we expect to generate increasingly higher levels of free cash that will be sufficient to meet our long-term financing needs related to normal operating requirements, regular dividend payments, and share repurchases pursuant to our Stockholder Return Policy, while allowing us to manage our repatriation and financing activities to minimize tax and interest expense.

We maintain a $750 million revolving credit agreement with a consortium of banks led by JPMorgan Chase Bank, N.A., that matures on May 8, 2028. The maximum amount available on the revolving credit facility is restricted by the financial covenants described below. The credit facility also provides us the ability to request up to $300 million of incremental facilities, subject to the satisfaction of certain conditions, which could take the form of additional revolving commitments, incremental “term loan A” or “term loan B” facilities, or incremental equivalent debt.

Pursuant to the credit facility, the financial maintenance covenants include (a) an interest coverage ratio of not less than 3.25 to 1; and (b) a net leverage ratio of not more than 3.25 to 1 (and a pro forma ratio of 3.00 to 1 on the date of incurrence of additional debt). Net leverage ratio reduces the measure of outstanding debt by up to $250 million of unrestricted cash.

The credit facility limits or restricts us from, among other things, incurring indebtedness, incurring liens on its respective assets, making investments and acquisitions (assuming our pro forma net leverage ratio is greater than 2.75 to 1.00), making asset sales, and paying cash dividends and making other restricted payments (assuming our pro forma net leverage ratio is greater than 2.50 to 1.00).

We were in compliance with all financial covenants under the credit facility at July 4, 2026. Our interest coverage ratio and net leverage ratio were 10.70 to 1 and 2.10 to 1, respectively. We expect to continue to be in compliance with these covenants based on current projections. The usable capacity on the credit facility is approximately $423 million as of July 4, 2026.

If we are not in compliance with all of the required financial covenants, the credit facility could be terminated by the lenders, and any amounts then outstanding pursuant to the credit facility could become immediately payable. Additionally, our convertible senior notes due 2030 (the "2030 Notes") have cross-default provisions that could accelerate repayment in the event the indebtedness under the credit facility is accelerated.

Borrowings under the credit facility bear interest at variable reference rates plus an interest margin. The applicable interest margin is based on our total leverage ratio. We also pay a commitment fee, also based on our total leverage ratio, on undrawn amounts. U.S. dollar borrowings under the credit facility are based on SOFR (including a customary spread adjustment). Borrowings in foreign currencies bear interest at currency-specific reference rates plus an interest margin. Based on our current total leverage ratio of 2.77 to 1, any new U.S. dollar borrowings will bear interest at SOFR plus 2.10% (including the applicable credit spread), and the undrawn commitment fee is 0.35% per annum.

The borrowings under the credit facility are secured by a lien on substantially all assets, including accounts receivable, inventory, machinery and equipment, and general intangibles (but excluding real estate, intellectual property registered or licensed solely for use in, or arising solely under the laws of, any country other than the United States, assets located solely outside of the United States and deposit and securities accounts), of Vishay and certain significant subsidiaries located in the United States, and pledges of stock in certain subsidiaries; and are guaranteed by certain significant subsidiaries.

We had $219 million outstanding on our revolving credit facility at December 31, 2025 and $238 million outstanding at July 4, 2026. We borrowed $384 million and repaid $365 million on the revolving credit facility during the six fiscal months ended July 4, 2026. The average outstanding balance on our revolving credit facility calculated at fiscal month-ends was $273 million and the highest amount outstanding at a fiscal month end was $319 million during the six fiscal months ended July 4, 2026. In the third fiscal quarter of 2026, we used a portion of the net proceeds from the public offering of our common stock completed on July 1, 2026, to fully repay the outstanding balance on our revolving credit facility. We expect, at least initially, to fund certain future obligations required to be paid by the U.S. parent company by borrowing under our credit facility. We also expect to continue to use the credit facility from time-to-time to meet certain short-term financing needs. Additional acquisition activity, convertible debt repurchases, or conversion of our convertible debt instruments, may require additional borrowing under our credit facility or may otherwise require us to incur additional debt. No principal payments on our debt are due until 2028.

The 2030 Notes were not convertible during the second fiscal quarter of 2026. The 2030 Notes became eligible for conversion at the option of the holders beginning on July 6, 2026 and will remain eligible for conversion throughout the third fiscal quarter of 2026. Pursuant to the indenture governing the 2030 Notes, we will satisfy our conversion obligations by paying $1,000 cash per $1,000 principal amount of converted notes and settle any additional amounts due in cash and/or common stock, at our election. We have the ability to finance a certain amount of any converted 2030 Notes with borrowings from our long-term revolving credit facility. The principal amount of 2030 Notes and associated deferred financing costs are classified as current liabilities on the consolidated condensed balance sheet.

Safe Harbor Statement

From time to time, information provided by us, including but not limited to statements in this report, or other statements made by or on our behalf, may contain "forward-looking" information within the meaning of the Private Securities Litigation Reform Act of 1995. 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. Among the factors that could cause actual results to materially differ include: general business and economic conditions; delays or difficulties in implementing our cost reduction strategies; delays or difficulties in expanding our manufacturing capacities; manufacturing or supply chain interruptions or changes in customer demand (including due to political, economic, and health instability and military conflicts and hostilities); an inability to attract and retain highly qualified personnel; changes in foreign currency exchange rates; uncertainty related to the effects of changes in foreign currency exchange rates; competition and technological changes in our industries; difficulties in new product development; difficulties in identifying suitable acquisition candidates, consummating a transaction on terms which we consider acceptable, and integration and performance of acquired businesses; changes in applicable domestic and foreign tax regulations and uncertainty regarding the same; changes in U.S. and foreign trade regulations and tariffs and uncertainty regarding the same; volatility in prices for metals and materials; changes in applicable accounting standards and other factors affecting our operations, markets, capacity to meet demand, products, services, and prices that are set forth in our filings with the SEC, including our annual reports on Form 10-K and our quarterly reports on Form 10-Q. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Our 2025 Annual Report on Form 10-K listed various important factors that could cause actual results to differ materially from projected and historic results. We note these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995. Readers can find them in Part I, Item 1A, of that filing under the heading "Risk Factors." You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider any such list to be a complete set of all potential risks or uncertainties.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk," of our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on February 13, 2026, describes our exposure to market risks. There have been no material changes to our market risks since December 31, 2025.

Item 4. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

An evaluation was performed under the supervision and with the participation of our management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and Rule 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report to ensure that information required to be disclosed in reports that we file or submit under the Exchange Act are: (1) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms; and (2) accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

Item 3 of Part I of our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on February 13, 2026 describes certain of our legal proceedings. There have been no material developments to the legal proceedings previously disclosed.

Item 1A. Risk Factors

There have been no material changes to the risk factors we previously disclosed under Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on February 13, 2026.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Not applicable.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the fiscal quarter ended July 4, 2026, the individuals listed below serving as directors (as defined in Rule 16a-1(f) of the Exchange Act) of the Company adopted trading arrangements for the sale of the Company's securities as described in Item 408 of Regulation S-K of the Securities Act. The material terms of the plans which are intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) of the Exchange Act ("Rule 10b5-1 Plan"), are as follows:

Raanan Zilberman, Director, adopted a Rule 10b5-1 Plan on June 8, 2026. Under this plan, an aggregate of 24,084 shares of common stock, net of any portion of such shares which are surrendered to the Company or sold to cover withholding taxes, may be sold before the plan expires on September 30, 2027.

Ruta Zandman, Director, adopted a Rule 10b5-1 Plan on June 11, 2026. Under this plan, an aggregate of 78,507 shares of common stock, net of any portion of such shares which are surrendered to the Company or sold to cover withholding taxes, may be sold before the plan expires on January 30, 2027.

Dr. Renee B. Booth, Director, adopted a Rule 10b5-1 Plan on June 12, 2026. Under this plan, an aggregate of 8,255 shares of common stock, net of any portion of such shares which are surrendered to the Company or sold to cover withholding taxes, may be sold before the plan expires on September 13, 2027.

Dr. Abraham Ludomirski, Director, adopted a Rule 10b5-1 Plan on June 12, 2026. Under this plan, an aggregate of 10,000 shares of common stock, net of any portion of such shares which are surrendered to the Company or sold to cover withholding taxes, may be sold before the plan expires on June 1, 2027.

Dr. Michiko Kurahashi, Director, adopted a Rule 10b5-1 Plan on June 16, 2026. Under this plan, an aggregate of 4,000 shares of common stock, net of any portion of such shares which are surrendered to the Company or sold to cover withholding taxes, may be sold before the plan expires on June 19, 2027.

Item 6. Exhibits

10.1	Amendment No. 1 to the Vishay Intertechnology, Inc. 2023 Long-Term Incentive Plan. Incorporated by reference to Annex A to our definitive proxy statement, dated April 8, 2026, for our 2026 Annual Meeting of Stockholders.
31.1	Certification pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - Joel Smejkal, Chief Executive Officer.
31.2	Certification pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - David E. McConnell, Chief Financial Officer.
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – Joel Smejkal, Chief Executive Officer.
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – David E. McConnell, Chief Financial Officer.
101	Interactive Data File (Quarterly Report on Form 10-Q, for the quarterly period ended July 4, 2026, furnished in iXBRL (Inline eXtensible Business Reporting Language)).
104	Cover Page Interactive Data File (formatted as Inline eXtensible Business Reporting Language and contained in Exhibit 101)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VISHAY INTERTECHNOLOGY, INC.

/s/ David E. McConnell
David E. McConnell
Executive Vice President and Chief Financial Officer
(as a duly authorized officer and principal financial officer)

/s/ David L. Tomlinson
David L. Tomlinson
Senior Vice President - Chief Accounting Officer
(as a duly authorized officer and principal accounting officer)

Date: August 5, 2026

Exhibit 31.1

CERTIFICATIONS

I, Joel Smejkal, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Vishay Intertechnology, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2026

/s/ Joel Smejkal
Joel Smejkal
Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, David E. McConnell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Vishay Intertechnology, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2026

/s/ David E. McConnell
David E. McConnell
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Vishay Intertechnology, Inc. (the "Company") on Form 10-Q for the fiscal quarter ended July 4, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joel Smejkal, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Joel Smejkal
Joel Smejkal
Chief Executive Officer
August 5, 2026

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Vishay Intertechnology, Inc. (the "Company") on Form 10-Q for the fiscal quarter ended July 4, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David E. McConnell, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David E. McConnell
David E. McConnell
Chief Financial Officer
August 5, 2026