

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 **September 27, 2025**

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

(State or Other Jurisdiction of Incorporation)

38-1686453

(I.R.S. Employer Identification Number)

**63 Lancaster Avenue
Malvern, Pennsylvania 19355-2143**

(Address of Principal Executive Offices)

610-644-1300

(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 November 3, 2025 the registrant had 123,491,247 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
September 27, 2025
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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

VISHAY INTERTECHNOLOGY, INC.

Consolidated Condensed Balance Sheets

(Unaudited - In thousands)

	<u>September 27, 2025</u>	<u>December 31, 2024</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 443,858	\$ 590,286
Short-term investments	266	16,130
Accounts receivable, net	463,602	401,901
Inventories:		
Finished goods	186,507	175,176
Work in process	331,136	296,393
Raw materials	242,277	217,812
Total inventories	<u>759,920</u>	<u>689,381</u>
Prepaid expenses and other current assets	<u>227,294</u>	217,809
Total current assets	<u>1,894,940</u>	<u>1,915,507</u>
Property and equipment, at cost:		
Land	86,449	84,124
Buildings and improvements	826,406	766,058
Machinery and equipment	3,455,844	3,259,213
Construction in progress	428,897	367,564
Allowance for depreciation	<u>(3,165,034)</u>	<u>(2,931,221)</u>
Property and equipment, net	<u>1,632,562</u>	<u>1,545,738</u>
Right of use assets	119,582	117,953
Deferred income taxes	177,621	159,769
Goodwill	180,378	179,005
Other intangible assets, net	81,896	87,223
Other assets	<u>108,997</u>	<u>105,501</u>
Total assets	<u>\$ 4,195,976</u>	<u>\$ 4,110,696</u>

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

	September 27, 2025	December 31, 2024
Liabilities and equity		
Current liabilities:		
Trade accounts payable	\$ 213,186	\$ 216,313
Payroll and related expenses	179,492	137,101
Lease liabilities	26,323	25,901
Other accrued expenses	274,366	264,471
Income taxes	17,309	64,562
Total current liabilities	<u>710,676</u>	<u>708,348</u>
Long-term debt less current portion	919,698	905,019
Deferred income taxes	94,476	96,363
Long-term lease liabilities	96,036	94,218
Other liabilities	105,630	104,086
Accrued pension and other postretirement costs	186,396	173,700
Total liabilities	<u>2,112,912</u>	<u>2,081,734</u>
Equity:		
Common stock	13,416	13,361
Class B convertible common stock	1,210	1,210
Capital in excess of par value	1,319,934	1,306,245
Retained earnings	904,818	955,500
Treasury stock (at cost)	(224,590)	(212,062)
Accumulated other comprehensive income (loss)	68,276	(35,292)
Total equity	<u>2,083,064</u>	<u>2,028,962</u>
Total liabilities and equity	<u>\$ 4,195,976</u>	<u>\$ 4,110,696</u>

See accompanying notes.

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

	Fiscal quarters ended	
	September	September
	27, 2025	28, 2024
Net revenues	\$ 790,640	\$ 735,353
Costs of products sold	<u>636,781</u>	<u>584,470</u>
Gross profit	153,859	150,883
Selling, general, and administrative expenses	134,712	128,545
Restructuring and severance costs	<u>-</u>	<u>40,614</u>
Operating income (loss)	19,147	(18,276)
Other income (expense):		
Interest expense	(9,525)	(6,596)
Other	<u>2,265</u>	<u>803</u>
Total other income (expense)	<u>(7,260)</u>	<u>(5,793)</u>
Income (loss) before taxes	11,887	(24,069)
Income tax expense (benefit)	<u>19,763</u>	<u>(5,076)</u>
Net loss	(7,876)	(18,993)
Less: net earnings attributable to noncontrolling interests	-	306
Net loss attributable to Vishay stockholders	<u>\$ (7,876)</u>	<u>\$ (19,299)</u>
Basic loss per share attributable to Vishay stockholders	\$ (0.06)	\$ (0.14)
Diluted loss per share attributable to Vishay stockholders	\$ (0.06)	\$ (0.14)
Weighted average shares outstanding - basic	135,720	136,793
Weighted average shares outstanding - diluted	135,720	136,793
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	
	September	September
	27, 2025	28, 2024
Net loss	\$ (7,876)	\$ (18,993)
Other comprehensive income, net of tax		
Pension and other post-retirement actuarial items	231	511
Foreign currency translation adjustment	<u>3,420</u>	<u>31,266</u>
Other comprehensive income	<u>3,651</u>	<u>31,777</u>
Comprehensive income (loss)	<u>(4,225)</u>	<u>12,784</u>
Less: comprehensive income attributable to noncontrolling interests	-	306
Comprehensive income (loss) attributable to Vishay stockholders	<u>\$ (4,225)</u>	<u>\$ 12,478</u>

See accompanying notes.

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

	Nine fiscal months ended	
	September	September
	27, 2025	28, 2024
Net revenues	\$ 2,268,126	\$ 2,222,871
Costs of products sold	1,830,030	1,738,711
Gross profit	438,096	484,160
Selling, general, and administrative expenses	396,016	381,234
Restructuring and severance costs	-	40,614
Operating income	42,080	62,312
Other income (expense):		
Interest expense	(28,903)	(19,749)
Other	6,759	13,901
Total other income (expense)	(22,144)	(5,848)
Income before taxes	19,936	56,464
Income tax expense	29,900	20,134
Net earnings (loss)	(9,964)	36,330
Less: net earnings attributable to noncontrolling interests	-	1,172
Net earnings (loss) attributable to Vishay stockholders	\$ (9,964)	\$ 35,158
Basic earnings (loss) per share attributable to Vishay stockholders	\$ (0.07)	\$ 0.26
Diluted earnings (loss) per share attributable to Vishay stockholders	\$ (0.07)	\$ 0.25
Weighted average shares outstanding - basic	135,739	137,281
Weighted average shares outstanding - diluted	135,739	138,039
Cash dividends per share	\$ 0.30	\$ 0.30

See accompanying notes.

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

	Nine fiscal months ended	
	September	September
	27, 2025	28, 2024
Net earnings (loss)	\$ (9,964)	\$ 36,330
Other comprehensive income, net of tax		
Pension and other post-retirement actuarial items	671	(1,297)
Foreign currency translation adjustment	<u>102,897</u>	<u>5,768</u>
Other comprehensive income	<u>103,568</u>	4,471
Comprehensive income	<u>93,604</u>	40,801
Less: comprehensive income attributable to noncontrolling interests	-	1,172
Comprehensive income attributable to Vishay stockholders	<u>\$ 93,604</u>	<u>\$ 39,629</u>

See accompanying notes.

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

	Nine fiscal months ended	
	September	September
	27, 2025	28, 2024
Operating activities		
Net earnings (loss)	\$ (9,964)	\$ 36,330
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:		
Depreciation and amortization	167,036	155,272
(Gain) loss on disposal of property and equipment	56	(1,168)
Inventory write-offs for obsolescence	25,614	27,163
Deferred income taxes	(7,461)	(13,667)
Stock compensation expense	17,635	14,928
Other	(2,189)	14,506
Change in U.S. transition tax liability	(47,027)	(37,622)
Change in repatriation tax liability	(9,375)	(15,000)
Net change in operating assets and liabilities, net of effects of businesses acquired	(99,379)	(74,696)
Net cash provided by operating activities	<u>34,946</u>	<u>106,046</u>
Investing activities		
Capital expenditures	(178,491)	(175,175)
Proceeds from sale of property and equipment	854	1,397
Purchase of businesses, net of cash acquired	-	(200,185)
Purchase of short-term investments	(28,575)	(101,263)
Maturity of short-term investments	45,111	123,561
Other investing activities	(2,336)	(1,220)
Net cash used in investing activities	<u>(163,437)</u>	<u>(352,885)</u>
Financing activities		
Principal payments on long-term debt	(41,911)	-
Net proceeds from revolving credit facility	53,000	-
Debt issuance and amendment costs	-	(1,062)
Dividends paid to common stockholders	(37,050)	(37,467)
Dividends paid to Class B common stockholders	(3,629)	(3,629)
Repurchase of common stock held in treasury	(12,538)	(37,784)
Cash withholding taxes paid when shares withheld for vested equity awards	(4,000)	(4,092)
Other financing activities	10,080	-
Net cash used in financing activities	<u>(36,048)</u>	<u>(84,034)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>18,111</u>	<u>1,925</u>
Net decrease in cash and cash equivalents	<u>(146,428)</u>	<u>(328,948)</u>
Cash and cash equivalents at beginning of period	<u>590,286</u>	<u>972,719</u>
Cash and cash equivalents at end of period	<u>\$ 443,858</u>	<u>\$ 643,771</u>

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 Vishay Stockholders' Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2023	\$ 13,319	\$ 1,210	\$ 1,291,499	\$ 1,041,372	\$ (161,656)	\$ 10,337	\$ 2,196,081	\$ 4,725	\$ 2,200,806
Net earnings	-	-	-	30,924	-	-	30,924	519	31,443
Other comprehensive income (loss)	-	-	-	-	-	(20,022)	(20,022)	-	(20,022)
Issuance of stock and related tax withholdings for vested restricted stock units (371,055 shares)	38	-	(4,091)	-	-	-	(4,053)	-	(4,053)
Dividends declared (\$0.10 per share)	-	-	13	(13,765)	-	-	(13,752)	-	(13,752)
Stock compensation expense	-	-	5,344	-	-	-	5,344	-	5,344
Repurchase of common stock held in treasury (565,420 shares)	-	-	-	-	(12,538)	-	(12,538)	-	(12,538)
Balance at March 30, 2024	\$ 13,357	\$ 1,210	\$ 1,292,765	\$ 1,058,531	\$ (174,194)	\$ (9,685)	\$ 2,181,984	\$ 5,244	\$ 2,187,228
Net earnings	-	-	-	23,533	-	-	23,533	347	23,880
Other comprehensive income (loss)	-	-	-	-	-	(7,284)	(7,284)	-	(7,284)
Issuance of stock and related tax withholdings for vested restricted stock units (19,809 shares)	1	-	(6)	-	-	-	(5)	-	(5)
Dividends declared (\$0.10 per share)	-	-	13	(13,713)	-	-	(13,700)	-	(13,700)
Stock compensation expense	-	-	3,949	-	-	-	3,949	-	3,949
Repurchase of common stock held in treasury (554,587 shares)	-	-	-	-	(12,622)	-	(12,622)	-	(12,622)
Balance at June 29, 2024	\$ 13,358	\$ 1,210	\$ 1,296,721	\$ 1,068,351	\$ (186,816)	\$ (16,969)	\$ 2,175,855	\$ 5,591	\$ 2,181,446
Net earnings (loss)	-	-	-	(19,299)	-	-	(19,299)	306	(18,993)
Other comprehensive income	-	-	-	-	-	31,777	31,777	-	31,777
Issuance of stock and related tax withholdings for vested restricted stock units (4,149 shares)	-	-	(34)	-	-	-	(34)	-	(34)
Dividends declared (\$0.10 per share)	-	-	13	(13,657)	-	-	(13,644)	-	(13,644)
Stock compensation expense	-	-	5,635	-	-	-	5,635	-	5,635
Repurchase of common stock held in treasury (577,325 shares)	-	-	-	-	(12,624)	-	(12,624)	-	(12,624)
Balance at September 28, 2024	\$ 13,358	\$ 1,210	\$ 1,302,335	\$ 1,035,395	\$ (199,440)	\$ 14,808	\$ 2,167,666	\$ 5,897	\$ 2,173,563

Continues on following page.

VISHAY INTERTECHNOLOGY, INC.

Consolidated Condensed Statements of Equity (continued)

(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 Vishay Stockholders' Equity	Noncontrolling Interests	Total Equity
Balance at									
December 31, 2024	\$ 13,361	\$ 1,210	\$ 1,306,245	\$ 955,500	\$ (212,062)	\$ (35,292)	\$ 2,028,962	\$ -	\$ 2,028,962
Net earnings (loss)	-	-	-	(4,092)	-	-	(4,092)	-	(4,092)
Other									
comprehensive income	-	-	-	-	-	31,204	31,204	-	31,204
Issuance of stock and related tax withholdings for vested restricted stock units (506,430 shares)	50	-	(3,943)	-	-	-	(3,893)	-	(3,893)
Dividends declared (\$0.10 per share)	-	-	13	(13,575)	-	-	(13,562)	-	(13,562)
Stock compensation expense	-	-	6,051	-	-	-	6,051	-	6,051
Repurchase of common stock held in treasury (728,560 shares)	-	-	-	-	(12,538)	-	(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	\$ -	\$ 2,032,132
Net earnings	-	-	-	2,004	-	-	2,004	-	2,004
Other									
comprehensive income	-	-	-	-	-	68,713	68,713	-	68,713
Issuance of stock and related tax withholdings for vested restricted stock units (35,366 shares)	4	-	(68)	-	-	-	(64)	-	(64)
Dividends declared (\$0.10 per share)	-	-	13	(13,570)	-	-	(13,557)	-	(13,557)
Stock compensation expense	-	-	5,685	-	-	-	5,685	-	5,685
Other	-	-	70	-	8	-	78	-	78
Balance at June 28, 2025	\$ 13,415	\$ 1,210	\$ 1,314,066	\$ 926,267	\$ (224,592)	\$ 64,625	\$ 2,094,991	\$ -	\$ 2,094,991
Net earnings (loss)	-	-	-	(7,876)	-	-	(7,876)	-	(7,876)
Other									
comprehensive income	-	-	-	-	-	3,651	3,651	-	3,651
Issuance of stock and related tax withholdings for vested restricted stock units (4,453 shares)	1	-	(44)	-	-	-	(43)	-	(43)
Dividends declared (\$0.10 per share)	-	-	13	(13,573)	-	-	(13,560)	-	(13,560)
Stock compensation expense	-	-	5,899	-	-	-	5,899	-	5,899
Other	-	-	-	-	2	-	2	-	2
Balance at September 27, 2025	\$ 13,416	\$ 1,210	\$ 1,319,934	\$ 904,818	\$ (224,590)	\$ 68,276	\$ 2,083,064	\$ -	\$ 2,083,064

See accompanying notes.

NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(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, 2024. The results of operations for the fiscal quarter and nine fiscal months ended September 27, 2025 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 2025 end on March 29, 2025, June 28, 2025, September 27, 2025, and December 31, 2025, respectively. The four fiscal quarters in 2024 ended on March 30, 2024, June 29, 2024, September 28, 2024, and December 31, 2024, respectively.

Selling, General, and Administrative Expenses

Selling, general, and administrative expenses for the nine fiscal months ended September 27, 2025 include an \$11,293 benefit recognized in the second fiscal quarter of 2025 upon the favorable resolution of a contingency.

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	<u>\$ 30,588</u>
Utilized	<u>(11,978)</u>
Foreign currency translation	<u>1,741</u>
Balance at September 27, 2025	<u><u>\$ 20,351</u></u>

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 sheet.

NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)

Note 3 – Leases

The net right of use assets and lease liabilities recognized on the consolidated condensed balance sheets for the Company's operating leases were as follows:

	September 27, 2025	December 31, 2024
Right of use assets		
<i>Operating Leases</i>		
Buildings and improvements	\$ 114,128	\$ 112,528
Machinery and equipment	5,454	5,425
Total	<u>\$ 119,582</u>	<u>\$ 117,953</u>
Current lease liabilities		
<i>Operating Leases</i>		
Buildings and improvements	\$ 23,351	\$ 22,993
Machinery and equipment	2,972	2,908
Total	<u>\$ 26,323</u>	<u>\$ 25,901</u>
Long-term lease liabilities		
<i>Operating Leases</i>		
Buildings and improvements	\$ 93,632	\$ 91,772
Machinery and equipment	2,404	2,446
Total	<u>\$ 96,036</u>	<u>\$ 94,218</u>
Total lease liabilities	<u>\$ 122,359</u>	<u>\$ 120,119</u>

Lease expense is classified in the statements of operations based on asset use. Total lease cost recognized on the consolidated condensed statements of operations is as follows:

	Fiscal quarters ended		Nine fiscal months ended	
	September 27, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Lease expense				
Operating lease expense	\$ 7,334	\$ 7,553	\$ 21,418	\$ 22,312
Short-term lease expense	543	262	1,496	738
Variable lease expense	96	120	489	482
Total lease expense	<u>\$ 7,973</u>	<u>\$ 7,935</u>	<u>\$ 23,403</u>	<u>\$ 23,532</u>

The Company paid \$21,824 and \$22,618 for its operating leases in the nine fiscal months ended September 27, 2025 and September 28, 2024, respectively, which are included in operating cash flows on the consolidated condensed statements of cash flows. The weighted-average remaining lease term for the Company's operating leases is 8.6 years and the weighted-average discount rate is 6.7% as of September 27, 2025.

The undiscounted future lease payments for the Company's operating lease liabilities are as follows:

	September 27, 2025
2025 (excluding the nine fiscal months ended September 27, 2025)	\$ 7,070
2026	25,917
2027	23,066
2028	17,979
2029	15,466
Thereafter	71,431

The undiscounted future lease payments presented in the table above include payments through the term of the lease, which may include periods beyond the noncancellable term. The difference between the total payments above and the lease liability balance is due to the discount rate used to calculate lease liabilities.

NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)

Note 4 – 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 September 27, 2025 and September 28, 2024 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.

In December 2021, the Organization for Economic Co-operation and Development (“OECD”) issued model rules for a new global minimum tax (“Pillar Two”). Various jurisdictions around the world have passed legislation to enact Pillar Two and certain Pillar Two rules are in effect for 2025. The United States has not adopted Pillar Two. The Company does not anticipate a material increase in income tax expense for 2025 due to Pillar Two and the Company is continuing to monitor Pillar Two developments and the potential future impact on its operations and income tax expense.

On July 4, 2025, H.R. 1 (“the Act”), a tax reconciliation act, was enacted into law in the United States. The Act did not change the U.S. federal tax rate and most of the provisions of the Act are effective for tax years beginning after December 31, 2025. The Company has recorded no change to the deferred U.S. taxes directly related to the Act. The Act allows the deduction in tax year 2025, or in tax years 2025 and 2026, of previously capitalized research and development costs. The Company anticipates that these additional tax deductions will preclude the utilization of a U.S. foreign tax credit (“FTC”) that is due to expire in 2028. As an indirect result of this change in tax law, the Company recorded a valuation allowance of \$9,420 on the deferred tax asset related to this FTC.

In the third fiscal quarter of 2025, the Federal Republic of Germany enacted tax legislation decreasing the federal tax rate beginning in 2028 by 1% per year for five years. The Company recorded deferred tax expense of \$4,237 to reduce the carrying amount of deferred tax assets in Germany based on these new rates.

The Company repatriated \$75,000 of accumulated earnings to the United States in the second fiscal quarter of 2025 and paid withholding taxes, in Israel, of \$9,375. The withholding tax expense for the repatriation was recorded in prior years.

During the nine fiscal months ended September 27, 2025, the liabilities for unrecognized tax benefits decreased \$682 on a net basis, primarily due to statute expirations, settlements, and payments, partially offset by accruals and foreign currency adjustments for the current period.

Note 5 – Long-Term Debt

Long-term debt consists of the following:

	September 27, 2025	December 31, 2024
Credit facility	\$ 189,000	\$ 136,000
Convertible senior notes, due 2025	-	41,911
Convertible senior notes, due 2030	750,000	750,000
Deferred financing costs	(19,302)	(22,892)
	919,698	905,019
Less current portion	-	-
	\$ 919,698	\$ 905,019

The following table summarizes some key facts and terms regarding the outstanding convertible senior notes due 2030 as of September 27, 2025:

	2030 Notes
Issuance date	September 12, 2023
Maturity date	September 15, 2030
Principal amount as of September 27, 2025	\$ 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

The convertible senior notes due 2025 matured on June 15, 2025. Upon maturity, \$41,911 aggregate principal amount of the convertible senior notes due 2025 were settled in cash, funded by borrowings on the revolving credit facility. No shares were issued to settle the convertible senior notes due 2025.

Deferred financing costs are recognized as non-cash interest expense. Non-cash interest expense was \$1,195 and \$3,613 for the fiscal quarter and nine fiscal months ended September 27, 2025, respectively, and \$1,249 and \$3,675 for the fiscal quarter and nine fiscal months ended September 28, 2024.

NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
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Note 6 – Stockholders' Equity

In 2022, the Company's 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. The Stockholder Return Policy calls for the Company to return a prescribed amount of cash flows on an annual basis. The Company intends to return such amounts directly, in the form of dividends, or indirectly, in the form of stock repurchases.

The following table summarizes activity pursuant to this policy:

	Fiscal quarters ended		Nine fiscal months ended	
	September 27, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Dividends paid to stockholders	\$ 13,560	\$ 13,644	\$ 40,679	\$ 41,096
Stock repurchases	-	12,624	12,538	37,784
Total	\$ 13,560	\$ 26,268	\$ 53,217	\$ 78,880

The repurchased shares are being held as treasury stock. The number of shares of common stock being held as treasury stock was 10,662,155 and 9,933,595 as of September 27, 2025 and December 31, 2024, respectively.

Note 7 – Revenue Recognition

Sales returns and allowances accrual activity is shown below:

	Fiscal quarters ended		Nine fiscal months ended	
	September 27, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Beginning balance	\$ 43,994	\$ 44,493	\$ 43,445	\$ 47,760
Sales allowances	18,688	21,969	66,764	68,200
Credits issued	(22,493)	(24,448)	(71,192)	(73,635)
Foreign currency	(384)	456	788	145
Ending balance	\$ 39,805	\$ 42,470	\$ 39,805	\$ 42,470

Note 8 – 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, 2025	\$ (10,956)	\$ (24,336)	\$ (35,292)
Other comprehensive income (loss) before reclassifications	-	102,897	\$ 102,897
Tax effect	-	-	\$ -
Other comprehensive income before reclassifications, net of tax	-	102,897	\$ 102,897
Amounts reclassified out of AOCI	832	-	\$ 832
Tax effect	(161)	-	\$ (161)
Amounts reclassified out of AOCI, net of tax	671	-	\$ 671
Net other comprehensive income (loss)	\$ 671	\$ 102,897	\$ 103,568
Balance at September 27, 2025	\$ (10,285)	\$ 78,561	\$ 68,276

Reclassifications of pension and other post-retirement actuarial items out of AOCI are included in the computation of net periodic benefit cost. See Note 9 for further information.

NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)

Note 9 – Pensions and Other Postretirement Benefits

The Company maintains various retirement benefit plans. 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 third fiscal quarters of 2025 and 2024 for the Company's defined benefit pension plans:

	Fiscal quarter ended September 27, 2025		Fiscal quarter ended September 28, 2024	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Net service cost	\$ -	\$ 776	\$ -	\$ 783
Interest cost	380	1,623	381	1,688
Expected return on plan assets	-	(566)	-	(586)
Amortization of prior service cost	2	37	16	57
Amortization of losses (gains)	-	262	(108)	463
Curtailement and settlement losses	-	24	-	102
Net periodic benefit cost	<u>\$ 382</u>	<u>\$ 2,156</u>	<u>\$ 289</u>	<u>\$ 2,507</u>

The following table shows the components of the net periodic pension cost for the nine fiscal months ended September 27, 2025 and September 28, 2024 for the Company's defined benefit pension plans:

	Nine fiscal months ended September 27, 2025		Nine fiscal months ended September 28, 2024	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Net service cost	\$ -	\$ 2,270	\$ -	\$ 2,349
Interest cost	1,140	4,693	1,144	5,038
Expected return on plan assets	-	(1,666)	-	(1,764)
Amortization of prior service cost	4	107	49	171
Amortization of losses (gains)	-	762	(325)	1,373
Curtailement and settlement losses	-	71	-	308
Net periodic benefit cost	<u>\$ 1,144</u>	<u>\$ 6,237</u>	<u>\$ 868</u>	<u>\$ 7,475</u>

NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)

Other Postretirement Benefits

The following table shows the components of the net periodic benefit cost for the third fiscal quarters of 2025 and 2024 for the Company's other postretirement benefit plans:

	Fiscal quarter ended September 27, 2025		Fiscal quarter ended September 28, 2024	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Service cost	\$ 4	\$ 61	\$ 6	\$ 61
Interest cost	51	62	53	62
Amortization of losses (gains)	(52)	15	(60)	21
Net periodic benefit cost	<u>\$ 3</u>	<u>\$ 138</u>	<u>\$ (1)</u>	<u>\$ 144</u>

The following table shows the components of the net periodic pension cost for the nine fiscal months ended September 27, 2025 and September 28, 2024 for the Company's other postretirement benefit plans:

	Nine fiscal months ended September 27, 2025		Nine fiscal months ended September 28, 2024	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Service cost	\$ 14	\$ 176	\$ 16	\$ 181
Interest cost	152	178	158	184
Amortization of losses (gains)	(156)	44	(180)	62
Net periodic benefit cost	<u>\$ 10</u>	<u>\$ 398</u>	<u>\$ (6)</u>	<u>\$ 427</u>

NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)

Note 10 – Stock-Based Compensation

The following table summarizes stock-based compensation expense recognized:

	Fiscal quarters ended		Nine fiscal months ended	
	September	September	September	September
	27, 2025	28, 2024	27, 2025	28, 2024
Restricted stock units ("RSUs")	\$ 5,899	\$ 5,635	\$ 17,552	14,810
Phantom stock units	-	-	83	118
Total	\$ 5,899	\$ 5,635	\$ 17,635	14,928

The following table summarizes unrecognized compensation cost and the weighted average remaining amortization periods at September 27, 2025 (*amortization periods in years*):

	Unrecognized Compensation Cost	Weighted Average Remaining Amortization Periods
Restricted stock units	\$ 32,559	2.0
Phantom stock units	-	n/a
Total	\$ 32,559	

NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)

Restricted Stock Units

RSU activity under the Company's stock incentive programs as of September 27, 2025 and changes during the nine fiscal months then ended are presented below (number of RSUs in thousands):

	<u>Number of RSUs</u>	<u>Weighted Average Grant-date Fair Value per Unit</u>
Outstanding:		
January 1, 2025	2,628	\$ 21.37
Granted*	1,889	15.11
Vested**	(772)	21.78
Cancelled or forfeited	(203)	19.89
Outstanding at September 27, 2025	<u>3,542</u>	<u>\$ 18.03</u>
Expected to vest at September 27, 2025	<u>2,571</u>	

* Employees in certain countries are granted equity-linked awards that will be settled in cash and are accounted for as liability awards. The liability awards are not material. The number of RSUs granted excludes these awards.

** 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):

<u>Vesting Date</u>	<u>Expected to Vest</u>	<u>Not Expected to Vest</u>	<u>Total</u>
January 1, 2026	-	137	137
January 1, 2027	-	533	533
January 1, 2028	569	301	870
March 1, 2029	175	-	175

Phantom Stock Units

Phantom stock unit activity as of September 27, 2025 and changes during the nine fiscal months then ended are presented below (number of phantom stock units in thousands):

	<u>Number of units</u>	<u>Grant-date Fair Value per Unit</u>
Outstanding:		
January 1, 2025	128	
Granted	5	\$ 16.69
Dividend equivalents issued	3	
Outstanding at September 27, 2025	<u>136</u>	

NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
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Note 11 – Segment Information

The following tables set forth business segment information:

	<u>MOSFETs</u>	<u>Diodes</u>	<u>Optoelectronic Components</u>	<u>Resistors</u>	<u>Inductors</u>	<u>Capacitors</u>	<u>Corporate/ Other</u>	<u>Total</u>
<u>Fiscal quarter ended September 27, 2025:</u>								
Net revenues	\$ 167,133	\$149,628	\$ 55,590	\$ 195,707	\$ 91,990	\$ 130,592	\$ -	\$ 790,640
Cost of products sold (excluding depreciation)	\$ 136,338	\$107,150	\$ 38,855	\$ 145,064	\$ 59,469	\$ 99,697	\$ -	\$ 586,573
Depreciation expense in costs of products sold	13,985	12,088	4,023	11,260	4,240	4,612	-	50,208
Total costs of products sold	\$ 150,323	\$119,238	\$ 42,878	\$ 156,324	\$ 63,709	\$ 104,309	\$ -	\$ 636,781
Gross profit	\$ 16,810	\$ 30,390	\$ 12,712	\$ 39,383	\$ 28,281	\$ 26,283	\$ -	\$ 153,859
Segment operating expenses	\$ 23,207	\$ 7,616	\$ 5,518	\$ 9,506	\$ 3,802	\$ 6,407	\$ -	\$ 56,056
Segment operating income (loss)	\$ (6,397)	\$ 22,774	\$ 7,194	\$ 29,877	\$ 24,479	\$ 19,876	\$ -	\$ 97,803
Total depreciation expense	\$ 14,691	\$ 12,377	\$ 4,142	\$ 11,463	\$ 4,294	\$ 4,656	\$ 2,385	\$ 54,008
Capital expenditures	32,225	7,796	2,292	3,876	738	4,754	643	52,324
Total assets as of September 27, 2025:	\$1,145,176	\$715,379	\$ 357,933	\$ 946,334	\$ 319,553	\$ 457,475	\$ 254,126	\$4,195,976
<u>Fiscal quarter ended September 28, 2024:</u>								
Net revenues	\$ 147,134	\$145,183	\$ 63,227	\$ 180,889	\$ 90,253	\$ 108,667	\$ -	\$ 735,353
Cost of products sold (excluding depreciation)	\$ 117,080	\$104,400	\$ 47,752	\$ 129,691	\$ 58,516	\$ 79,964	\$ -	\$ 537,403
Depreciation expense in cost of products sold	12,876	11,538	3,927	10,547	4,371	3,808	-	47,067
Total cost of products sold	\$ 129,956	\$115,938	\$ 51,679	\$ 140,238	\$ 62,887	\$ 83,772	\$ -	\$ 584,470
Gross profit	\$ 17,178	\$ 29,245	\$ 11,548	\$ 40,651	\$ 27,366	\$ 24,895	\$ -	\$ 150,883
Segment operating expenses	\$ 21,443	\$ 6,497	\$ 5,395	\$ 8,346	\$ 3,717	\$ 5,978	\$ -	\$ 51,376
Segment operating income (loss)	\$ (4,265)	\$ 22,748	\$ 6,153	\$ 32,305	\$ 23,649	\$ 18,917	\$ -	\$ 99,507
Total depreciation expense	\$ 13,446	\$ 11,811	\$ 4,042	\$ 10,742	\$ 4,388	\$ 3,852	\$ 2,223	\$ 50,504
Capital expenditures	33,375	7,989	1,566	8,021	2,314	4,923	1,339	59,527
Total assets as of September 28, 2024:	\$1,082,808	\$745,232	\$ 354,035	\$1,007,259	\$ 345,603	\$ 442,753	\$ 242,668	\$4,220,358

NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)

	<u>MOSFETs</u>	<u>Diodes</u>	<u>Optoelectronic Components</u>	<u>Resistors</u>	<u>Inductors</u>	<u>Capacitors</u>	<u>Corporate/ Other</u>	<u>Total</u>
<u>Nine fiscal months ended</u>								
<u>September 27, 2025:</u>								
Net revenues	\$ 457,879	\$438,533	\$ 160,877	\$ 569,976	\$ 271,786	\$ 369,075	\$ -	\$2,268,126
Cost of products sold (excluding depreciation)	\$ 379,391	\$315,749	\$ 113,109	\$ 412,866	\$ 186,345	\$ 276,294	\$ -	\$1,683,754
Depreciation expense in costs of products sold	<u>40,693</u>	<u>34,834</u>	<u>11,798</u>	<u>33,043</u>	<u>12,727</u>	<u>13,181</u>	<u>-</u>	<u>146,276</u>
Total costs of products sold	<u>\$ 420,084</u>	<u>\$350,583</u>	<u>\$ 124,907</u>	<u>\$ 445,909</u>	<u>\$ 199,072</u>	<u>\$ 289,475</u>	<u>\$ -</u>	<u>\$1,830,030</u>
Gross profit	\$ 37,795	\$ 87,950	\$ 35,970	\$ 124,067	\$ 72,714	\$ 79,600	\$ -	\$ 438,096
Segment operating expenses	\$ 67,411	\$ 21,794	\$ 16,542	\$ 28,130	\$ 11,384	\$ 19,465	\$ -	\$ 164,726
Segment operating income (loss)	\$ (29,616)	\$ 66,156	\$ 19,428	\$ 95,937	\$ 61,330	\$ 60,135	\$ -	\$ 273,370
Total depreciation expense	\$ 42,605	\$ 35,777	\$ 12,140	\$ 33,635	\$ 12,868	\$ 13,312	\$ 6,868	\$ 157,205
Capital expenditures	124,530	15,934	7,047	12,567	2,343	13,753	2,317	178,491
<u>Nine fiscal months ended</u>								
<u>September 28, 2024:</u>								
Net revenues	\$ 455,360	\$440,578	\$ 165,436	\$ 548,583	\$ 272,965	\$ 339,949	\$ -	\$2,222,871
Cost of products sold (excluding depreciation)	\$ 354,781	\$313,868	\$ 121,116	\$ 389,481	\$ 177,883	\$ 244,939	\$ -	\$1,602,068
Depreciation expense in cost of products sold	<u>36,359</u>	<u>34,096</u>	<u>11,566</u>	<u>30,798</u>	<u>12,645</u>	<u>11,179</u>	<u>-</u>	<u>136,643</u>
Total cost of products sold	<u>\$ 391,140</u>	<u>\$347,964</u>	<u>\$ 132,682</u>	<u>\$ 420,279</u>	<u>\$ 190,528</u>	<u>\$ 256,118</u>	<u>\$ -</u>	<u>\$1,738,711</u>
Gross profit	\$ 64,220	\$ 92,614	\$ 32,754	\$ 128,304	\$ 82,437	\$ 83,831	\$ -	\$ 484,160
Segment operating expenses	\$ 58,604	\$ 19,441	\$ 16,415	\$ 24,967	\$ 11,060	\$ 17,419	\$ -	\$ 147,906
Segment operating income	\$ 5,616	\$ 73,173	\$ 16,339	\$ 103,337	\$ 71,377	\$ 66,412	\$ -	\$ 336,254
Total depreciation expense	\$ 37,757	\$ 34,988	\$ 11,865	\$ 31,327	\$ 12,705	\$ 11,334	\$ 6,669	\$ 146,645
Capital expenditures	99,508	25,232	3,991	26,609	5,777	10,627	3,431	175,175
					<u>Fiscal quarters ended</u>		<u>Nine fiscal months ended</u>	
					<u>September</u>	<u>September</u>	<u>September</u>	<u>September</u>
					<u>27, 2025</u>	<u>28, 2024</u>	<u>27, 2025</u>	<u>28, 2024</u>
Reconciliation:								
Segment Operating Income	\$ 97,803	\$ 99,507	\$ 273,370	\$ 336,254				
Restructuring and Severance Costs	-	(40,614)	-	(40,614)				
Unallocated Selling, General, and Administrative Expenses	(78,656)	(77,169)	(231,290)	(233,328)				
Consolidated Operating Income (Loss)	\$ 19,147	\$ (18,276)	\$ 42,080	\$ 62,312				
Unallocated Other Income (Expense)	(7,260)	(5,793)	(22,144)	(5,848)				
Consolidated Income (Loss) Before Taxes	\$ 11,887	\$ (24,069)	\$ 19,936	\$ 56,464				

NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)

The Company has a broad line of products that it sells to original equipment manufacturers ("OEMs"), electronic manufacturing services ("EMS") companies, and independent distributors. The distribution of sales by channel is shown below:

	Fiscal quarters ended		Nine fiscal months ended	
	September 27, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Distributors	\$ 445,597	\$ 406,468	\$ 1,264,249	\$ 1,200,456
OEMs	294,146	278,801	849,747	871,739
EMS companies	50,897	50,084	154,130	150,676
Total Revenue	<u>\$ 790,640</u>	<u>\$ 735,353</u>	<u>\$ 2,268,126</u>	<u>\$ 2,222,871</u>

Net revenues were attributable to customers in the following regions:

	Fiscal quarters ended		Nine fiscal months ended	
	September 27, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Asia	\$ 340,255	\$ 289,577	\$ 942,313	\$ 857,073
Europe	258,763	256,296	770,583	793,183
Americas	191,622	189,480	555,230	572,615
Total Revenue	<u>\$ 790,640</u>	<u>\$ 735,353</u>	<u>\$ 2,268,126</u>	<u>\$ 2,222,871</u>

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

	Fiscal quarters ended		Nine fiscal months ended	
	September 27, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Industrial	\$ 271,880	\$ 243,610	\$ 783,834	\$ 753,872
Automotive	286,606	279,597	811,141	834,998
Military and Aerospace	79,139	81,264	235,944	245,189
Medical	38,794	37,010	113,225	110,855
Other	114,221	93,872	323,982	277,957
Total Revenue	<u>\$ 790,640</u>	<u>\$ 735,353</u>	<u>\$ 2,268,126</u>	<u>\$ 2,222,871</u>

NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)

Note 12 – Earnings Per Share

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

	Fiscal quarters ended		Nine fiscal months ended	
	September	September	September	September
	27, 2025	28, 2024	27, 2025	28, 2024
Numerator:				
Net earnings (loss) attributable to Vishay stockholders	\$ (7,876)	\$ (19,299)	\$ (9,964)	\$ 35,158
Denominator:				
Denominator for basic earnings (loss) per share:				
Weighted average shares	135,586	136,667	135,606	137,155
Outstanding phantom stock units	134	126	133	126
Adjusted weighted average shares	135,720	136,793	135,739	137,281
Effect of dilutive securities:				
Restricted stock units	-	-	-	758
Dilutive potential common shares	-	-	-	758
Denominator for diluted earnings (loss) per share:				
Adjusted weighted average shares - diluted	135,720	136,793	135,739	138,039
Basic earnings (loss) per share attributable to Vishay stockholders	\$ (0.06)	\$ (0.14)	\$ (0.07)	\$ 0.26
Diluted earnings (loss) per share attributable to Vishay stockholders	\$ (0.06)	\$ (0.14)	\$ (0.07)	\$ 0.25

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		Nine fiscal months ended	
	September	September	September	September
	27, 2025	28, 2024	27, 2025	28, 2024
Restricted stock units	3,542	2,646	3,246	243

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 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.

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.

NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
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Note 13 – Fair Value Measurements

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

	<u>Total Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
September 27, 2025				
<u>Assets:</u>				
Assets held in rabbi trusts	\$ 54,825	\$ 22,582	\$ 32,243	\$ -
Available for sale securities	\$ 4,635	4,635	-	-
	<u>\$ 59,460</u>	<u>\$ 27,217</u>	<u>\$ 32,243</u>	<u>\$ -</u>
<u>Liability:</u>				
Acquisitions contingent consideration	\$ 3,522	\$ -	\$ -	\$ 3,522
December 31, 2024				
<u>Assets:</u>				
Assets held in rabbi trusts	\$ 53,508	\$ 24,518	\$ 28,990	\$ -
Available for sale securities	\$ 4,043	4,043	-	-
	<u>\$ 57,551</u>	<u>\$ 28,561</u>	<u>\$ 28,990</u>	<u>\$ -</u>
<u>Liability:</u>				
Acquisitions contingent consideration	\$ 3,801	\$ -	\$ -	\$ 3,801

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 the derivative liabilities and deferred financing costs, at September 27, 2025 and December 31, 2024 is approximately \$874,800 and \$850,600, respectively, compared to its carrying value, excluding the deferred financing costs, of \$939,000 and \$927,911, 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.

NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)

At September 27, 2025 and December 31, 2024, 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 September 27, 2025 and December 31, 2024, 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 enters into forward contracts with highly-rated financial institutions to mitigate the foreign currency risk associated with intercompany loans denominated in a currency other than the legal entity's functional currency. The notional amount of the forward contract was \$25,000 as of September 27, 2025. The Company has not designated the forward contract as a hedge for accounting purposes, and as such the change in the fair value of the contract is recognized in the consolidated condensed statements of operations as a component of other income (expense). The Company estimates the fair value of the forward contract based on applicable and commonly used pricing models using current market information and is considered a Level 2 measurement within the fair value hierarchy. Due to the timing of the forward contract, the value of the forward contract was immaterial as of September 27, 2025. The Company does not utilize derivatives or other financial instruments for trading or other speculative purposes.

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 14, 2025.

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 medical 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. We have developed go-to-market strategies and are investing in and expanding the key product lines for growth that we have identified. In addition, we are strategically expanding our outsourced production of commodity products to subcontractors. At the same time, we are enhancing our channel management while investing in internal resources by adding customer-facing engineers and filling gaps in technology and market coverage. Taken together, each of these initiatives supports our Think Customer First organizational culture.

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. Despite the industry recovery being slower than expected, we remain committed to our long-term plan of increasing our capacity to assure our customers of reliable volume as they scale. While we plan to advance our capacity expansion projects, we have and will continue to modulate spending in response to order flow and the timing of customer demand and qualification. The decreased lead time for equipment and the increased subcontractor capacity are also variables that allow us to adjust our capacity spending. For 2025, we plan to spend between \$300 million to \$350 million for capital expenditures, at least 70% of which will be invested in capacity expansion projects for high growth products lines, including our wafer fab expansions.

In addition to enhancing stockholder value through growing our business, 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. 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. The Company implemented restructuring programs in the third fiscal quarter of 2024 designed to optimize the Company's manufacturing footprint and streamline business decision making. We believe we have significant liquidity to withstand temporary disruptions in the economic environment.

We utilize several financial metrics, including net revenues, gross profit margin, operating margin, 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. The key financial metrics were mixed versus the prior fiscal quarter and the prior year period. Net revenues increased versus the prior fiscal quarter and the prior year period, but margins were flat versus the prior fiscal quarter and lower versus the prior year period. Margins were negatively impacted by lower average selling prices, higher metals and other input costs, and tariffs.

Net revenues for the fiscal quarter ended September 27, 2025 were \$790.6 million, compared to \$762.3 million and \$735.4 million for the fiscal quarters ended June 28, 2025 and September 28, 2024, respectively. The net loss attributable to Vishay stockholders for the fiscal quarter ended September 27, 2025 was \$(7.9) million, or \$(0.06) per share, compared to net earnings of \$2.0 million, or \$0.01 per diluted share for the fiscal quarter ended June 28, 2025, and a net loss of \$(19.3) million, or \$(0.14) per share for the fiscal quarter ended September 28, 2024.

Net revenues for the nine fiscal months ended September 27, 2025 were \$2,268.1 million, compared to \$2,222.9 million for the nine fiscal months ended September 28, 2024. The net loss attributable to Vishay stockholders for the nine fiscal months ended September 27, 2025 was \$(10.0) million, or \$(0.07) per share, compared to net earnings of \$35.2 million, or \$0.25 per diluted share for the nine fiscal months ended September 28, 2024.

We define adjusted net earnings 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. The reconciliations below include certain financial measures which are not recognized in accordance with GAAP, including adjusted net earnings, adjusted earnings per share, and free cash. 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, adjusted earnings per share, and free cash 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 and adjusted earnings 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.

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			Nine fiscal months ended	
	September 27, 2025	June 28, 2025	September 28, 2024	September 27, 2025	September 28, 2024
GAAP net earnings (loss) attributable to Vishay stockholders	\$ (7,876)	\$ 2,004	\$ (19,299)	\$ (9,964)	\$ 35,158
Reconciling items affecting operating income (loss):					
Favorable resolution of contingency	\$ -	\$ (11,293)	\$ -	\$ (11,293)	\$ -
Restructuring and severance costs	-	-	40,614	-	40,614
Reconciling items affecting tax expense (benefit):					
Changes in tax laws and regulations	\$ 13,657	\$ -	\$ -	\$ 13,657	\$ -
Tax effect of pre-tax items above	-	-	(10,299)	-	(10,299)
Adjusted net earnings (loss)	<u>\$ 5,781</u>	<u>\$ (9,289)</u>	<u>\$ 11,016</u>	<u>\$ (7,600)</u>	<u>\$ 65,473</u>
Adjusted weighted average diluted shares outstanding	136,582	135,702	137,558	135,740	138,039
Adjusted earnings (loss) per diluted share	\$ 0.04	\$ (0.07)	\$ 0.08	\$ (0.06)	\$ 0.47

The following table reconciles gross profit by segment to consolidated gross profit (*in thousands*).

	Fiscal quarters ended			Nine fiscal months ended	
	September 27, 2025	June 28, 2025	September 28, 2024	September 27, 2025	September 28, 2024
MOSFETs	\$ 16,810	\$ 9,379	\$ 17,178	\$ 37,795	\$ 64,220
Diodes	30,390	29,538	29,245	87,950	92,614
Optoelectronic Components	12,712	12,558	11,548	35,970	32,754
Resistors	39,383	44,330	40,651	124,067	128,304
Inductors	28,281	26,836	27,366	72,714	82,437
Capacitors	26,283	26,042	24,895	79,600	83,831
Gross profit	<u>\$ 153,859</u>	<u>\$ 148,683</u>	<u>\$ 150,883</u>	<u>\$ 438,096</u>	<u>\$ 484,160</u>

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			Nine fiscal months ended	
	September 27, 2025	June 28, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Net cash provided by (used in) continuing operating activities	\$ 27,639	\$ (8,791)	\$ 50,565	\$ 34,946	\$ 106,046
Proceeds from sale of property and equipment	360	215	132	854	1,397
Less: Capital expenditures	(52,324)	(64,598)	(59,527)	(178,491)	(175,175)
Free cash	<u>\$ (24,325)</u>	<u>\$ (73,174)</u>	<u>\$ (8,830)</u>	<u>\$ (142,691)</u>	<u>\$ (67,732)</u>

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 of our business remains strong, although our results are weaker than our prior year results.

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. We expect negative free cash flow for the fiscal year ending December 31, 2025 due to our capacity expansion plans. As a result, we expect to maintain our dividend and opportunistically repurchase shares based on U.S. available liquidity in line with this policy. We did not repurchase any shares of common stock in the third fiscal quarter. We expect to be in compliance with our Stockholder Return Policy without repurchasing any additional shares in 2025.

Tariff Impact

Tariffs have impacted our current period results and will impact our future results. The tariff rates and application are currently unsettled and any potential demand distraction is not able to be estimated at this time. Historically, we have charged tariff adders to customers to offset increased costs. The gross profit impact of the tariffs and tariff adders is approximately zero, but they negatively impact gross profit margin. The net impact of tariffs on gross profit margin in the third fiscal quarter was (50) basis points.

Recent Developments

The announcement of the U.S. tariffs and recent geopolitical events resulted in significant stock market volatility and uncertainty in the markets for our products. A sustained decrease in share price or prolonged deterioration in the general economy could represent indicators of impairment of our goodwill or other long-lived assets.

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 excludes these SG&A expenses that are not directly traceable to the segments. Segment operating income would also exclude costs not routinely used in the management of the segments in periods when those items are present, such as 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 third fiscal quarter of 2024 through the third fiscal quarter of 2025 (*dollars in thousands*):

	3rd Quarter 2024	4th Quarter 2024	1st Quarter 2025	2nd Quarter 2025	3rd Quarter 2025
Net revenues	\$ 735,353	\$ 714,716	\$ 715,236	\$ 762,250	\$ 790,640
Gross profit margin	20.5%	19.9%	19.0%	19.5%	19.5%
Operating margin ⁽¹⁾	(2.5)%	(7.9)%	0.1%	2.9%	2.4%
End-of-period backlog	\$ 1,075,800	\$ 1,051,500	\$ 1,124,300	\$ 1,174,900	\$ 1,152,700
Book-to-bill ratio	0.88	1.01	1.08	1.02	0.97
Inventory turnover	3.4	3.3	3.3	3.3	3.3
Change in ASP vs. prior quarter	(1.0)%	(0.6)%	(1.3)%	0.0%	(0.3)%

(1) Operating margin for the second fiscal quarter of 2025 includes an \$11.3 million gain recognized upon the favorable resolution of a contingency (see Note 1 to our consolidated condensed financial statements). Operating margin for the fourth fiscal quarter of 2024 includes \$66.5 million of goodwill impairment charges. Operating margin for the third fiscal quarter of 2024 includes \$40.6 million of restructuring and severance expenses (see Note 2 to our consolidated condensed financial statements).

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 favorable foreign currency impacts. The book-to-bill ratio decreased slightly versus the prior fiscal quarter. Backlog was relatively flat versus the prior fiscal quarter and increased versus the prior year quarter. We continue to increase capacity for critical product lines. Average selling prices, including tariff adders, decreased versus the prior fiscal quarter and prior year quarter.

Gross profit margin in the third fiscal quarter was negatively impacted by higher tariffs and metals prices and unfavorable foreign currency fluctuations. Gross profit margin was flat versus the prior fiscal quarter, but decreased versus the prior year quarter. The decrease versus the prior year quarter is primarily due to lower average selling prices, impact of tariffs, and higher metals prices.

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 third fiscal quarter of 2024 through the third fiscal quarter of 2025 (*dollars in thousands*):

	<u>3rd Quarter 2024</u>	<u>4th Quarter 2024</u>	<u>1st Quarter 2025</u>	<u>2nd Quarter 2025</u>	<u>3rd Quarter 2025</u>
<u><i>MOSFETs</i></u>					
Net revenues	\$ 147,134	\$ 146,619	\$ 142,113	\$ 148,633	\$ 167,133
Book-to-bill ratio	0.84	0.98	1.32	1.00	0.86
Gross profit margin	11.7%	15.6%	8.2%	6.3%	10.1%
Segment operating margin	(2.9)%	0.8%	(6.1)%	(9.7)%	(3.8)%
<u><i>Diodes</i></u>					
Net revenues	\$ 145,183	\$ 141,397	\$ 140,963	\$ 147,942	\$ 149,628
Book-to-bill ratio	0.74	1.00	0.99	0.93	1.07
Gross profit margin	20.1%	20.2%	19.9%	20.0%	20.3%
Segment operating margin	15.7%	16.1%	15.0%	15.0%	15.2%
<u><i>Optoelectronic Components</i></u>					
Net revenues	\$ 63,227	\$ 46,932	\$ 51,168	\$ 54,119	\$ 55,590
Book-to-bill ratio	0.77	1.00	0.90	1.05	0.93
Gross profit margin	18.3%	11.7%	20.9%	23.2%	22.9%
Segment operating margin	9.7%	1.1%	10.6%	12.6%	12.9%
<u><i>Resistors</i></u>					
Net revenues	\$ 180,889	\$ 177,031	\$ 179,500	\$ 194,769	\$ 195,707
Book-to-bill ratio	0.95	0.91	1.00	0.91	0.92
Gross profit margin	22.5%	17.3%	22.5%	22.8%	20.1%
Segment operating margin	17.9%	12.7%	17.4%	17.9%	15.3%
<u><i>Inductors</i></u>					
Net revenues	\$ 90,253	\$ 83,390	\$ 84,121	\$ 95,675	\$ 91,990
Book-to-bill ratio	0.83	1.01	1.02	0.91	0.99
Gross profit margin	30.3%	29.6%	20.9%	28.0%	30.7%
Segment operating margin	26.2%	25.0%	16.5%	24.0%	26.6%
<u><i>Capacitors</i></u>					
Net revenues	\$ 108,667	\$ 119,347	\$ 117,371	\$ 121,112	\$ 130,592
Book-to-bill ratio	1.10	1.21	1.13	1.40	1.07
Gross profit margin	22.9%	25.1%	23.2%	21.5%	20.1%
Segment operating margin	17.4%	20.0%	17.5%	16.3%	15.2%

Results of Operations

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

	Fiscal quarters ended			Nine fiscal months ended	
	September 27, 2025	June 28, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Cost of products sold	80.5%	80.5%	79.5%	80.7%	78.2%
Gross profit	19.5%	19.5%	20.5%	19.3%	21.8%
Selling, general & administrative expenses	17.0%	16.6%	17.5%	17.5%	17.2%
Operating income (loss)	2.4%	2.9%	(2.5)%	1.9%	2.8%
Income (loss) before taxes and noncontrolling interest	1.5%	1.6%	(3.3)%	0.9%	2.5%
Net earnings (loss) attributable to Vishay stockholders	(1.0)%	0.3%	(2.6)%	(0.4)%	1.6%
Effective tax rate	166.3%	83.7%	21.1%	150.0%	35.7%

Net Revenues

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

	Fiscal quarters ended			Nine fiscal months ended	
	September 27, 2025	June 28, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Net revenues	\$ 790,640	\$ 762,250	\$ 735,353	\$ 2,268,126	\$ 2,222,871

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

	Fiscal quarter ended September 27, 2025		Nine fiscal months ended September 27, 2025	
	Change in net revenues	% change	Change in net revenues	% change
June 28, 2025	\$ 28,390	3.7%	n/a	n/a
September 28, 2024	\$ 55,287	7.5%	\$ 45,255	2.0%

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	3.1%	7.4%	3.1%
Decrease in average selling prices	(0.3)%	(1.8)%	(2.2)%
Foreign currency effects	1.0%	2.0%	0.8%
Acquisitions	0.0%	0.1%	0.4%
Other	(0.1)%	(0.2)%	(0.1)%
Net change	<u>3.7%</u>	<u>7.5%</u>	<u>2.0%</u>

There are indications that the channel inventory that has overhung the market is normalizing and the prolonged period of excess inventory digestion is ending. The long-term prospects for our business remain favorable, and we continue to increase manufacturing capacities for critical product lines. The increase in net revenues versus the prior fiscal quarter and prior year periods are primarily due to sales volume and favorable foreign currency impacts.

Gross Profit Margins

Gross profit margins for the fiscal quarter ended September 27, 2025 were 19.5%, versus 19.5% and 20.5%, for the comparable prior quarter and prior year quarter, respectively. Gross profit margins for the nine fiscal months ended September 27, 2025 were 19.3%, versus 21.8% for the comparable prior year period. Gross profit margin in the third fiscal quarter was negatively impacted by higher tariffs and metals prices and unfavorable foreign currency fluctuations. Gross profit margin was flat versus the prior fiscal quarter, but decreased versus the prior year quarter. The decrease versus the prior year quarter is primarily due to lower average selling prices, impact of tariffs, and higher metals prices.

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			Nine fiscal months ended	
	September 27, 2025	June 28, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Net revenues	\$ 167,133	\$ 148,633	\$ 147,134	\$ 457,879	\$ 455,360
Gross profit margin	10.1%	6.3%	11.7%	8.3%	14.1%
Segment operating margin	(3.8)%	(9.7)%	(2.9)%	(6.5)%	1.2%

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

	Fiscal quarter ended September 27, 2025		Nine fiscal months ended September 27, 2025	
	Change in net revenues	% change	Change in net revenues	% change
June 28, 2025	\$ 18,500	12.4%	n/a	n/a
September 28, 2024	\$ 19,999	13.6%	\$ 2,519	0.6%

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	12.8%	21.6%	6.9%
Decrease in average selling prices	(0.9)%	(7.3)%	(6.6)%
Foreign currency effects	0.5%	1.0%	0.4%
Acquisition	0.0%	0.0%	0.4%
Other	0.0%	(1.7)%	(0.5)%
Net change	<u>12.4%</u>	<u>13.6%</u>	<u>0.6%</u>

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 and OEM customers, automotive and computing end market customers, and customers in the Asia region. The increases versus the prior year periods are primarily due to increased sales to distribution customers, computing end market customers, and customers in the Asia region.

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 increased sales volume and lower variable costs, partially offset by lower average selling prices. The decreases versus the prior year periods are primarily due to lower average selling prices. Costs associated with the Newport wafer fab also contributed to the decrease versus the prior year-to-date period.

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 decreased versus the prior fiscal quarter and the prior year periods.

Diodes

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

	Fiscal quarters ended			Nine fiscal months ended	
	September 27, 2025	June 28, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Net revenues	\$ 149,628	\$ 147,942	\$ 145,183	\$ 438,533	\$ 440,578
Gross profit margin	20.3%	20.0%	20.1%	20.1%	21.0%
Segment operating margin	15.2%	15.0%	15.7%	15.1%	16.6%

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

	Fiscal quarter ended September 27, 2025		Nine fiscal months ended September 27, 2025	
	Change in net revenues	% change	Change in net revenues	% change
June 28, 2025	\$ 1,686	1.1%	n/a	n/a
September 28, 2024	\$ 4,445	3.1%	\$ (2,045)	(0.5)%

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	0.5%	4.2%	3.4%
Change in average selling prices	0.3%	(2.2)%	(4.2)%
Foreign currency effects	0.7%	1.5%	0.6%
Other	(0.4)%	(0.4)%	(0.3)%
Net change	<u>1.1%</u>	<u>3.1%</u>	<u>(0.5)%</u>

Net revenues of the Diodes segment increased versus the prior fiscal quarter and prior year quarter, but decreased versus the prior year-to-date period. The increase versus the prior fiscal quarter is primarily due to increased sales to OEM customers, automotive end market customers, and customers in the Europe and Americas regions. The increase versus the prior year quarter is primarily due to increased sales to distribution and OEM customers, industrial and telecommunications end market customers, and customers in the Europe region. The decrease versus the prior year-to-date period is primarily due to decreased sales to OEM customers, automotive end market customers, and customers in the Americas region, partially offset by increased sales to distribution customers, industrial end market customers, and customers in the Europe region.

Gross profit margin increased slightly versus the prior fiscal quarter and prior year quarter, but decreased versus the prior year-to-date period. The increases versus the prior fiscal quarter and prior year quarter are primarily due to higher sales volume and lower variable costs. The decrease versus the prior year-to-date period is primarily due to lower average selling prices, partially offset by higher sales volume and lower variable costs.

Segment operating margin increased slightly 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, but decreased versus 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			Nine fiscal months ended	
	September 27, 2025	June 28, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Net revenues	\$ 55,590	\$ 54,119	\$ 63,227	\$ 160,877	\$ 165,436
Gross profit margin	22.9%	23.2%	18.3%	22.4%	19.8%
Segment operating margin	12.9%	12.6%	9.7%	12.1%	9.9%

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

	Fiscal quarter ended September 27, 2025		Nine fiscal months ended September 27, 2025	
	Change in net revenues	% change	Change in net revenues	% change
June 28, 2025	\$ 1,471	2.7%	n/a	n/a
September 28, 2024	\$ (7,637)	(12.1)%	(4,559)	(2.8)%

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:			
Change in volume	2.0%	(13.3)%	(3.5)%
Decrease in average selling prices	(0.7)%	(1.0)%	(0.6)%
Foreign currency effects	1.5%	2.5%	1.3%
Other	(0.1)%	(0.3)%	0.0%
Net change	<u>2.7%</u>	<u>(12.1)%</u>	<u>(2.8)%</u>

Net revenues of the Optoelectronic Components segment increased versus the prior fiscal quarter, but decreased versus the prior year periods. The increase versus the prior fiscal quarter is primarily due to increased sales to distribution customers and automotive and industrial end market customers. The decrease versus the prior year quarter is primarily due to decreased sales to distribution and OEM customers, medical, industrial, and telecommunications end market customers, and customers in the Asia region. The decrease versus the prior year-to-date period is primarily due to decreased sales to OEM and distribution customers, medical end market customers, and customers in all regions, slightly offset by increased sales to industrial end market customers.

Gross 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 lower average selling prices and higher fixed costs. The increase versus the prior year quarter is primarily due to lower fixed and variable costs, partially offset by lower sales volume. The increase versus the prior year-to-date period is primarily due to lower fixed and variable costs and less inventory obsolescence.

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 decreased 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			Nine fiscal months ended	
	September 27, 2025	June 28, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Net revenues	\$ 195,707	\$ 194,769	\$ 180,889	\$ 569,976	\$ 548,583
Gross profit margin	20.1%	22.8%	22.5%	21.8%	23.4%
Segment operating margin	15.3%	17.9%	17.9%	16.8%	18.8%

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

	Fiscal quarter ended September 27, 2025		Nine fiscal months ended September 27, 2025	
	Change in net revenues	% change	Change in net revenues	% change
June 28, 2025	\$ 938	0.5%	n/a	n/a
September 28, 2024	\$ 14,818	8.2%	\$ 21,393	3.9%

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:			
Change in volume	(1.8)%	5.9%	3.4%
Change in average selling prices	1.0%	(0.2)%	(1.0)%
Foreign currency effects	1.3%	2.5%	1.0%
Acquisition	0.0%	0.0%	0.5%
Net change	<u>0.5%</u>	<u>8.2%</u>	<u>3.9%</u>

Net revenues of the Resistors 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 OEM customers, automotive and computing end market customers, and customers in the Europe region, partially offset by decreased sales to distribution customers. The increase versus the prior year quarter is primarily due to increased sales to distribution and OEM customers, industrial and automotive end market customers, and customers in all regions. The increase versus the prior year-to-date period is primarily due to increased sales to distribution customers, industrial, military and aerospace, and automotive end market customers, and customers in the Asia and Americas regions.

Gross profit margin decreased versus the prior fiscal quarter and prior year periods. The decrease versus the prior fiscal quarter is primarily due to lower sales volume and higher materials costs. The decreases versus the prior year periods are primarily due to lower average selling prices and higher materials costs, partially offset by higher sales volume.

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

Average selling prices, including tariff adders, increased versus the prior fiscal quarter and decreased versus the 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			Nine fiscal months ended	
	September 27, 2025	June 28, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Net revenues	\$ 91,990	\$ 95,675	\$ 90,253	\$ 271,786	\$ 272,965
Gross profit margin	30.7%	28.0%	30.3%	26.8%	30.2%
Segment operating margin	26.6%	24.0%	26.2%	22.6%	26.1%

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

	Fiscal quarter ended September 27, 2025		Nine fiscal months ended September 27, 2025	
	Change in net revenues	% change	Change in net revenues	% change
June 28, 2025	\$ (3,685)	(3.9)%	n/a	n/a
September 28, 2024	\$ 1,737	1.9%	\$ (1,179)	(0.4)%

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:			
Decrease in volume	(2.0)%	(1.2)%	(2.0)%
Change in average selling prices	(2.4)%	2.0%	1.2%
Foreign currency effects	0.5%	1.1%	0.5%
Other	0.0%	0.0%	(0.1)%
Net change	<u>(3.9)%</u>	<u>1.9%</u>	<u>(0.4)%</u>

Net revenues of the Inductors segment decreased versus the prior fiscal quarter and prior year-to-date period, but increased versus the prior year quarter. The decrease versus the prior fiscal quarter is primarily due to decreased sales to distribution customers, industrial and automotive end market customers, and customers in the Europe and Asia regions. The increase versus the prior year quarter is primarily due to increased sales to distribution customers, medical and industrial end market customers, and customers in the Asia region. The decrease versus the prior year-to-date period is primarily due to decreased sales to OEM customers, automotive and military and aerospace end market customers, and customers in the Americas and Europe regions, partially offset by increased sales to distribution customers, industrial and medical end market customers, and customers in the Asia region.

Gross profit margin increased versus the prior fiscal quarter and prior year quarter, but decreased versus the prior year-to-date period. The increase versus the prior fiscal quarter is primarily due to lower materials prices. The increase versus the prior year quarter is primarily due to higher average selling prices. The decrease versus the prior year-to-date period is primarily due to lower sales volume and higher variable and fixed costs.

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, including tariff adders, decreased versus the prior fiscal quarter, but increased 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			Nine fiscal months ended	
	September 27, 2025	June 28, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Net revenues	\$ 130,592	\$ 121,112	\$ 108,667	\$ 369,075	\$ 339,949
Gross profit margin	20.1%	21.5%	22.9%	21.6%	24.7%
Segment operating margin	15.2%	16.3%	17.4%	16.3%	19.5%

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

	Fiscal quarter ended September 27, 2025		Nine fiscal months ended September 27, 2025	
	Change in net revenues	% change	Change in net revenues	% change
June 28, 2025	\$ 9,480	7.8%	n/a	n/a
September 28, 2024	\$ 21,925	20.2%	\$ 29,126	8.6%

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	6.7%	14.3%	4.5%
Change in average selling prices	(0.5)%	1.2%	1.0%
Foreign currency effects	1.7%	3.6%	1.3%
Acquisitions	0.0%	0.9%	1.3%
Other	(0.1)%	0.2%	0.5%
Net change	<u>7.8%</u>	<u>20.2%</u>	<u>8.6%</u>

Net revenues of the Capacitors 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 the Asia and Europe regions.

Gross profit margin decreased versus the prior fiscal quarter and prior year periods. The decrease versus the prior fiscal quarter is primarily due to lower average selling prices, higher material costs, and negative foreign currency impacts. The decreases versus the prior year periods are primarily due to higher material and fixed costs and negative foreign currency impacts.

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

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

Selling, General, and Administrative Expenses

Selling, general, and administrative (“SG&A”) expenses are summarized as follows (*dollars in thousands*):

	Fiscal quarters ended			Nine fiscal months ended	
	September 27, 2025	June 28, 2025	September 28, 2024	September 27, 2025	September 28, 2024
Total SG&A expenses	\$ 134,712	\$ 126,545	\$ 128,545	\$ 396,016	\$ 381,234
as a percentage of revenues	17.0%	16.6%	17.5%	17.5%	17.2%

The sequential increase in SG&A expenses is primarily attributable to the \$11.3 million gain recognized upon the favorable resolution of a contingency in the second fiscal quarter of 2025. Excluding the one-time benefit, the sequential decrease is primarily attributable to general cost containment activities. SG&A expenses increased versus the prior year periods due to higher stock-based compensation expense and general cost inflation.

Other Income (Expense)

Interest expense for the fiscal quarter ended September 27, 2025 decreased \$1.1 million versus the fiscal quarter ended June 28, 2025 and increased \$2.9 million versus the fiscal quarter ended September 28, 2024. Interest expense for the nine fiscal months ended September 27, 2025 increased by \$9.2 million versus the nine fiscal months ended September 28, 2024. The changes versus the prior fiscal quarter and the prior year periods are due to changes in the average outstanding balances on our revolving credit facility and interest expense on the convertible senior notes due 2025 that matured in June 2025.

We enter into forward contracts with highly-rated financial institutions to mitigate the foreign currency risk associated with intercompany loans denominated in a currency other than the legal entity's functional currency. The notional amount of the forward contract was \$25 million as of September 27, 2025. We have not designated the forward contract as a hedge for accounting purposes, and as such the change in the fair value of the contract is recognized in the consolidated condensed statements of operations as a component of other income (expense). Due to the timing of the forward contract, the value of the forward contract was immaterial as of September 27, 2025.

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

	Fiscal quarters ended		
	September 27, 2025	September 28, 2024	Change
Foreign exchange gain (loss)	\$ (45)	\$ (3,727)	\$ 3,682
Interest income	2,710	5,230	(2,520)
Other components of net periodic pension expense	(1,838)	(2,089)	251
Investment income (expense)	467	1,385	(918)
Other	971	4	967
	<u>\$ 2,265</u>	<u>\$ 803</u>	<u>\$ 1,462</u>

	Fiscal quarters ended		
	September 27, 2025	June 28, 2025	Change
Foreign exchange gain (loss)	\$ (45)	\$ (1,673)	\$ 1,628
Interest income	2,710	4,023	(1,313)
Other components of net periodic pension expense	(1,838)	(1,794)	(44)
Investment income (expense)	467	179	288
Other	971	12	959
	<u>\$ 2,265</u>	<u>\$ 747</u>	<u>\$ 1,518</u>

	Nine fiscal months ended		
	September 27, 2025	September 28, 2024	Change
Foreign exchange gain (loss)	\$ (389)	\$ (1,814)	\$ 1,425
Interest income	10,610	20,946	(10,336)
Other components of net periodic pension expense	(5,329)	(6,218)	889
Investment income (expense)	907	871	36
Other	960	116	844
	<u>\$ 6,759</u>	<u>\$ 13,901</u>	<u>\$ (7,142)</u>

Income Taxes

For the fiscal quarter ended September 27, 2025, our effective tax rate was 166.3%, as compared to 83.7% and 21.1% for the fiscal quarters ended June 28, 2025 and September 28, 2024, respectively. For the nine fiscal months ended September 27, 2025, our effective tax rate was 150.0%, as compared to 35.7% for the nine fiscal months ended September 28, 2024. Our current effective tax rate is not indicative of expected future tax rates due to relatively small items having a disproportionate impact on the current effective tax rate. When pre-tax earnings increase, we expect that our effective tax rate will be higher than the U.S. statutory rate, excluding unusual transactions.

During the nine fiscal months ended September 27, 2025, the liabilities for unrecognized tax benefits decreased \$0.7 million on a net basis, primarily due to statute expirations, settlements, and payments, partially offset by accruals and foreign currency adjustments for the current period.

On July 4, 2025, H.R. 1 (“the Act”), a tax reconciliation act, was enacted into law in the United States. The Act did not change the U.S. federal tax rate and most of the provisions of the Act are effective for tax years beginning after December 31, 2025. We have recorded no change to the deferred U.S. taxes directly related to the Act. The Act allows the deduction in tax year 2025, or in tax years 2025 and 2026, of previously capitalized research and development costs. We anticipate that these additional tax deductions will preclude the utilization of a U.S. foreign tax credit (“FTC”) that is due to expire in 2028. As an indirect result of this change in tax law, we have recorded a valuation allowance of \$9.4 million on the deferred tax asset related to this FTC. The Act made significant change of foreign GILTI income, now called net CFC tested income. We anticipate that these changes will negatively impact our effective tax rate in the future.

In the third fiscal quarter of 2025, the Federal Republic of Germany enacted tax legislation decreasing the federal tax rate beginning in 2028 by 1% per year for five years. We have recorded deferred tax expense of \$4.2 million to reduce the carrying amount of deferred tax assets in Germany based on these new rates.

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 4 to our consolidated condensed financial statements.

Financial Condition, Liquidity, and Capital Resources

Our financial condition as of September 27, 2025 continued to be strong. 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 \$34.9 million for the nine fiscal months ended September 27, 2025, as compared to cash flows provided by operations of \$106.0 million for the nine fiscal months ended September 28, 2024.

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 third fiscal quarter of 2024 through the third fiscal quarter of 2025:

	Fiscal quarters ended				
	3rd Quarter 2024	4th Quarter 2024	1st Quarter 2025	2nd Quarter 2025	3rd Quarter 2025
Days sales outstanding ("DSO") ^(a)	53	53	53	53	53
Days inventory outstanding ("DIO") ^(b)	106	109	110	109	108
Days payable outstanding ("DPO") ^(c)	(32)	(34)	(34)	(32)	(31)
Cash conversion cycle	127	128	129	130	130

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.

Cash paid for property and equipment for the nine fiscal months ended September 27, 2025 was \$178.5 million, as compared to \$175.2 million for the nine fiscal months ended September 28, 2024. 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. We remain committed to our long-term plan of increasing Vishay's capacity, to assure our customers of reliable volume as they scale. While we plan to advance our capacity expansion projects, we have and will continue to modulate spending in response to order flow and the timing of customer demand and qualifications. The decreased lead time for equipment and the increased subcontractor capacity are also variables that allow us to adjust our capacity spending. For 2025, we plan to spend between \$300 million to \$350 million for capital expenditures, at least 70% of which will be invested in capacity expansion projects for high growth product lines, including our wafer fab expansions.

Free cash flow for the nine fiscal months ended September 27, 2025 decreased versus the nine fiscal months ended September 28, 2024 primarily due to decreased net earnings. 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.

The following table summarizes the components of net cash and short-term investments (debt) at September 27, 2025 and December 31, 2024 (*in thousands*):

	September 27, 2025	December 31, 2024
Credit facility	\$ 189,000	\$ 136,000
Convertible senior notes, due 2025	-	41,911
Convertible senior notes, due 2030	750,000	750,000
Deferred financing costs	(19,302)	(22,892)
Total debt	919,698	905,019
Cash and cash equivalents	443,858	590,286

Short-term investments	<u>266</u>	<u>16,130</u>
Net cash and short-term investments (debt)	<u>\$ (475,574)</u>	<u>(298,603)</u>

"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).

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.

We repatriated \$75 million of accumulated earnings to the United States in the second fiscal quarter of 2025 and paid withholding taxes, in Israel, of \$9.4 million. As of September 27, 2025, \$21.1 million of our cash and cash equivalents and short-term investments were held by our U.S. subsidiaries. As of September 27, 2025, we are in a net borrowing position in the U.S. and we expect to continue to be at least throughout 2025, primarily due to Newport expansion funding requirements. As of September 27, 2025, we have approximately \$491.1 million of German and Israeli earnings that are deemed not indefinitely reinvested. Based on the expected timing of future repatriations, we estimate that the tax liability to repatriate these unremitted earnings will be approximately \$75.3 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 held by subsidiaries in countries other than Israel and Germany, 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, share repurchases pursuant to our Stockholder Return Policy, while allowing us to manage our repatriation and financing activities to minimize tax and interest expense. During the current period of intensified capital expenditures to achieve our growth plans, we are considering a combination of additional and alternative sources of financing and our cash on hand to fund a portion of the capital expenditures that would conserve cash for future acquisitions while enabling us to minimize tax 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 September 27, 2025. Our interest coverage ratio and net leverage ratio were 9.76 to 1 and 2.34 to 1, respectively. We expect to continue to be in compliance with these covenants based on current projections. Based on our current EBITDA and outstanding revolver balance, the usable capacity on the credit facility is approximately \$280 million.

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 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 3.14 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 \$136 million outstanding on our revolving credit facility at December 31, 2024 and \$189 million outstanding at September 27, 2025. We borrowed \$601 million and repaid \$548 million on the revolving credit facility during the nine fiscal months ended September 27, 2025. The average outstanding balance on our revolving credit facility calculated at fiscal month-ends was \$218 million and the highest amount outstanding at a fiscal month end was \$309 million during the nine fiscal months ended September 27, 2025. 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 convertible senior notes due 2030 are not currently convertible. Pursuant to the indenture governing the convertible senior notes due 2030, we will cash-settle the principal amount of \$1,000 per note and settle any additional amounts in cash or shares of our common stock. We intend to finance the principal amount of any converted notes using borrowings under our credit facility. No conversions have occurred to date.

The convertible senior notes due 2025 matured on June 15, 2025. Pursuant to the indenture governing the convertible senior notes due 2025 and the amendments thereto incorporated in the Supplemental Indenture dated December 23, 2020, we cash-settled the \$41.9 million aggregate principal amount outstanding as of June 15, 2025. The settlement was funded using borrowings under our credit facility. No shares were issued to settle the convertible senior notes due 2025.

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; 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 2024 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, 2024, filed with the SEC on February 14, 2025, describes our exposure to market risks. There have been no material changes to our market risks since December 31, 2024.

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, 2024, filed with the SEC on February 14, 2025 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, 2024, filed with the SEC on February 14, 2025.

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

None of our directors or executive officers adopted or terminated a Rule 10b5-1 trading arrangement or adopted or terminated a non-Rule 10b5-1 trading arrangement (as defined by Item 408(c) of Regulation S-K) during the fiscal quarter ended September 27, 2025.

On November 3, 2025, Vishay Israel (a wholly owned subsidiary of the Company) and Mr. Marc Zandman (Executive Chair of the Company's Board of Directors and the Company's Chief Business Development Officer) entered into an amendment to Mr. Zandman's employment agreement. The amendment aligns the annual cash incentive and equity award provisions of Mr. Zandman's employment agreement with those contained in other executive officers' employment agreements. As a result, beginning in 2026: (i) Mr. Zandman's annual cash bonus will no longer be based solely on a fixed percentage of the Company's adjusted net earnings, will instead be determined by the Compensation Committee of the Board of Directors (the "Compensation Committee") based on the achievement of corporate and individual performance goals it establishes, and will have a target amount equal to 120% of his base salary; (ii) the size and other terms of Mr. Zandman's annual equity awards will no longer be guaranteed and will instead be determined in the discretion of the Compensation Committee; (iii) upon a change in control, if the surviving company will assume or continue Mr. Zandman's annual equity awards, the vesting of those awards will no longer accelerate automatically; and (iv) the accelerated vesting of Mr. Zandman's equity awards that would occur upon certain separation events (such as his retirement or involuntary termination) will now be conditioned on his execution of a release of claims. The foregoing summary is qualified in its entirety by reference to the amendment, which is filed as Exhibit 10.2 to this Quarterly Report on Form 10-Q.

Item 6. Exhibits

- | | |
|------|---|
| 10.1 | Second Amendment to the Amended and Restated Agreement, dated as of October 31, 2025, among Vishay Intertechnology, Inc. and JPMorgan Chase Bank, N.A., as administrative agent, and the lenders and other parties thereto. |
| 10.2 | Amendment to Employment Agreement, dated November 3, between Vishay Israel Ltd. (a wholly owned subsidiary of Vishay Intertechnology, Inc.) and Marc Zandman. |
| 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 September 27, 2025, 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: November 5, 2025

SECOND AMENDMENT dated as of October 31, 2025 (this "Amendment"), to the Amended and Restated Credit Agreement dated as of May 8, 2023 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time prior to the date hereof, the "Existing Credit Agreement"), among VISHAY INTERTECHNOLOGY, INC., (the "Borrower"), the LENDERS party thereto and JPMORGAN CHASE BANK, N.A., as Administrative Agent (in such capacity, the "Administrative Agent").

Capitalized terms used but not otherwise defined herein (including in the preamble and recitals hereto) have the meanings assigned to them in the Existing Credit Agreement.

WHEREAS, the Borrower has requested that certain modifications be made to the Existing Credit Agreement in the manner set forth below and the Administrative Agent and each of the Lenders and Issuing Banks party hereto, which Lenders and Issuing Banks constitute the Required Lenders under the Existing Credit Agreement, are willing to agree to the amendments set forth herein, in each case, on the terms and subject to the conditions set forth herein.

NOW THEREFORE, in consideration of the mutual agreements herein contained and other good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, and intending to be legally bound, the parties hereto hereby agree as follows:

SECTION 1 Amendments to the Existing Credit Agreement. Effective as of the Second Amendment Effective Date (as defined below), the Existing Credit Agreement is hereby amended as follows:

(a) Section 1.01 of the Existing Credit Agreement is hereby amended by adding the below definition of "Receivables Sale":

“Receivables Sale” means a sale of Securitization Assets to an unaffiliated third party on terms that constitute a “true sale” for legal and accounting purposes.”;

(b) Section 1.01 of the Existing Credit Agreement is hereby amended by replacing the definition of "Securitization Assets" with the following:

“Securitization Assets” means any accounts receivable owed to a Foreign Subsidiary (whether now existing or arising or acquired in the future) arising in the ordinary course of business from the sale of goods or services, all collateral securing such accounts receivable, all contracts and contract rights and all guarantees or other obligations in respect of such accounts receivable, all proceeds of such accounts receivable and other assets (including contract rights) that are of the type customarily transferred in connection with securitizations or sale of accounts receivable and that are sold, transferred or otherwise conveyed by such Foreign Subsidiary pursuant to a Receivables Sale or to a Securitization Vehicle in connection with a Securitization permitted by Section 6.05.”;

(c) Section 6.02(a)(xv) of the Existing Credit Agreement is hereby amended to read as follows:

“(xv) (i) Liens on assets of any Foreign Subsidiary, or (ii) the assignment or sale of income or revenue (including accounts receivable or royalties), or rights in respect thereof, of any Foreign Subsidiary to the extent permitted under Section 6.05;”

(d) Section 6.05(q) of the Existing Credit Agreement is hereby amended to read as follows:

“(q) any Foreign Subsidiary may sell Securitization Assets to one or more Securitization Vehicles in Securitizations or pursuant to a Receivables Sale; provided that (i) each such Securitization or Receivables Sale is effected on market terms, (ii) the aggregate amount of Third Party Interests in respect of all such Securitizations together with the outstanding balance of receivables sold pursuant to a Receivables Sale shall not exceed, at any time outstanding, the greater of (x) \$150,000,000 and (y) 10.00% of Consolidated Tangible Net Worth as of the last day of the fiscal quarter, if any, of the Borrower most recently ended for which financial statements shall have been delivered pursuant to Section 5.01(a) or 5.01(b), (iii) in the case of a Securitization, the aggregate amount of the Sellers’ Retained Interests in such Securitizations does not exceed an amount at any time outstanding that is customary for similar transactions and (iv) in the case of a Securitization, the proceeds to each such Securitization Vehicle from the issuance of Third Party Interests are applied substantially simultaneously with the receipt thereof to the purchase from such Foreign Subsidiary of Securitization Assets,”

SECTION 2 Representations and Warranties. The Borrower represents and warrants to the Administrative Agent and to each of the Lenders, as of the Second Amendment Effective Date, that:

(a) this Amendment to be entered into by each Loan Party are within such Loan Party’s corporate or other organizational powers and have been duly authorized by all necessary corporate or other organizational and, if required, stockholder or other equityholder action of each Loan Party. This Amendment has been duly executed and delivered by the Borrower and each of the other Loan Parties and constitutes a legal, valid and binding obligation of the Borrower and each Loan Party enforceable against it in accordance with its terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium or other laws affecting creditors’ rights generally and to general principles of equity, regardless of whether considered in a proceeding in equity or at law;

(b) at the time of and immediately after giving effect to this Amendment, the representations and warranties of each Loan Party set forth in the Loan Documents are true and correct (i) in the case of the representations and warranties qualified as to materiality, in all respects and (ii) otherwise, in all material respects, in each case on and as of the Second Amendment Effective Date, except in the case of any such representation and warranty that expressly relates to a prior date, in which case such representation and warranty is so true and correct in all material respects (or in all respects, as applicable) on and as of such prior date; and

(c) at the time of and as of the Second Amendment Effective Date, after giving effect to this Amendment, no Default has occurred and is continuing.

SECTION 3 Effectiveness. This Amendment shall become effective on the first date on which the Administrative Agent (or its counsel) shall have received duly executed counterparts (which may include telecopy, emailed .pdf or any other electronic means as set forth in Section 7 of this Amendment) hereof that, when taken together, bear the authorized signatures of the Administrative Agent, the Borrower, the other Loan Parties and Lenders constituting the Required Lenders (such date, the “Second Amendment Effective Date”).

The Administrative Agent shall notify the Borrower and the Lenders of the Second Amendment Effective Date, and such notice shall be conclusive and binding.

SECTION 4 Effect of Amendment; No Novation.

(a) Except as expressly set forth herein, this Amendment shall not by implication or otherwise limit, impair, constitute a waiver of, or otherwise affect the rights and remedies of the Administrative Agent or the Lenders under the Existing Credit Agreement, the Security Documents or any other Loan Document, and shall not alter, modify, amend or in any way affect any of the terms, conditions, obligations, covenants or agreements contained in the Existing Credit Agreement, the Security Documents or any other Loan Document, all of which shall continue in full force and effect in accordance with the provisions thereof. Nothing herein shall be deemed to entitle any Loan Party to a consent to, or a waiver, amendment, modification or other change of, any of the terms, conditions, obligations, covenants or agreements contained in the Existing Credit Agreement, as amended hereby, the Security Documents or any other Loan Document in similar or different circumstances.

(b) On and after the Second Amendment Effective Date, each reference in the Existing Credit Agreement to “this Agreement”, “hereunder”, “hereof”, “herein”, or words of like import, as used in the Existing Credit Agreement, shall refer to the Existing Credit Agreement as amended hereby, and the term “Credit Agreement”, as used in any Loan Document, shall mean the Existing Credit Agreement as amended hereby. This Amendment shall constitute a “Loan Document” for all purposes of the Existing Credit Agreement and the other Loan Documents.

(c) This Amendment shall not extinguish the obligations for the payment of money outstanding under the Existing Credit Agreement or discharge or release any Guarantee thereof. Nothing herein contained shall be construed as a substitution or novation of the Secured Obligations (as defined in the Collateral Agreement) outstanding under the Existing Credit Agreement or the Security Documents, which shall remain in full force and effect. Nothing expressed or implied in this Amendment or any other document contemplated hereby shall be construed as a release or other discharge of the Borrower under the Existing Credit Agreement or any Loan Party under any Loan Document (as defined in the Existing Credit Agreement) from any of its obligations and liabilities thereunder.

SECTION 5 Reaffirmation. Each of the Borrower and the entities party hereto as “Subsidiary Loan Parties” (the “Subsidiary Loan Parties” together with the Borrower, the “Reaffirming Loan Parties”) hereby acknowledges that it expects to receive substantial direct and indirect benefits as a result of this Amendment and the transactions contemplated hereby. Each Reaffirming Loan Party hereby further (i) confirms its guarantees, pledges and grants of security interests, as applicable, under each of the Loan Documents to which it is party and (ii) agrees that, notwithstanding the effectiveness of this Amendment and the transactions contemplated hereby, its guarantees, pledges and grants of security interests, as applicable, under each of the Loan Documents to which it is party shall continue to be in full force and effect and shall accrue to the benefit of the Secured Parties (and shall be determined after giving effect to this Amendment).

SECTION 6 Governing Law; Jurisdiction; Consent to Service of Process; Jury Trial Waiver. THE PROVISIONS CONCERNING (A) GOVERNING LAW, JURISDICTION AND CONSENT TO SERVICE OF PROCESS SET FORTH IN SECTION 9.09 OF THE EXISTING CREDIT AGREEMENT AND (B) JURY TRIAL WAIVER SET FORTH IN SECTION 9.10 OF EXISTING CREDIT AGREEMENT SHALL APPLY TO THIS AMENDMENT AND ARE INCORPORATED HEREIN BY THIS REFERENCE, *MUTATIS MUTANDIS*.

SECTION 7 Counterparts. This Amendment may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. The words “execution”, “signed”, “signature”, “delivery”, and words of like import in or relating to this Amendment and/or any document to be signed in connection with this Amendment and the transactions contemplated hereby shall be deemed to include Electronic Signatures (as defined below), deliveries or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature, physical delivery thereof or the use of a paper-based recordkeeping system, as the case may be. “Electronic Signatures” means any electronic symbol or process attached to, or associated with, any contract or other record and adopted by a person with the intent to sign, authenticate or accept such contract or record.

SECTION 8 Severability. Any provision of this Amendment held to be invalid, illegal or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such invalidity, illegality or unenforceability without affecting the validity, legality and enforceability of the remaining provisions hereof; and the invalidity of a particular provision in a particular jurisdiction shall not invalidate such provision in any other jurisdiction.

SECTION 9 Headings. Section headings used herein are for convenience of reference only, are not part of this Amendment and are not to affect the construction of, or to be taken into consideration in interpreting, this Amendment.

[Signature pages to follow.]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

BORROWER: VISHAY INTERTECHNOLOGY, INC.

By: /s/ David L. Tomlinson
Name: David L. Tomlinson
Title: Sr. Vice President - Chief Accounting Officer

SUBSIDIARY LOAN
PARTIES:

VISHAY GSI, INC.
SILICONIX INCORPORATED
VISHAY BCCOMPONENTS HOLDINGS LTD.
VISHAY SPRAGUE, INC.
VISHAY AMERICAS, INC.
VISHAY HIREL SYSTEMS LLC
VISHAY SILICONIX, LLC
SILICONIX SEMICONDUCTOR, LLC
MAXPOWER SEMICONDUCTOR, INC.

By: /s/ David L. Tomlinson
Name: David L. Tomlinson
Title: Senior Vice President, Finance & Assistant Secretary

VISHAY DALE ELECTRONICS, LLC

By: /s/ David L. Tomlinson
Name: David L. Tomlinson
Title: Authorized Signatory

JPMORGAN CHASE BANK, N.A., individually and as Administrative Agent and a Lender

By: /s/ Christine Lathrop
Name: Christine Lathrop
Title: Executive Director

LENDER SIGNATURE PAGE TO THE
SECOND AMENDMENT TO THE AMENDED
AND RESTATED CREDIT AGREEMENT
OF VISHAY INTERTECHNOLOGY, INC.

Comerica Bank

By: /s/ _____
Name:
Title:

LENDER SIGNATURE PAGE TO THE
SECOND AMENDMENT TO THE AMENDED
AND RESTATED CREDIT AGREEMENT
OF VISHAY INTERTECHNOLOGY, INC.

HSBC Bank USA, N.A.

By: /s/ _____
Name:
Title:

LENDER SIGNATURE PAGE TO THE
SECOND AMENDMENT TO THE AMENDED
AND RESTATED CREDIT AGREEMENT
OF VISHAY INTERTECHNOLOGY, INC.

Santander Bank, N.A.

By: /s/ _____
Name:
Title:

Amendment to Employment Agreement of Marc Zandman

Amendment to Employment Agreement (this “Amendment”) made on November 3, 2025 by and between VISHAY ISRAEL LTD., a corporation organized under the laws of the State of Israel (“Vishay Israel”) and a wholly-owned subsidiary of Vishay Intertechnology, Inc., a Delaware corporation (“Vishay”) and MARC ZANDMAN (“Executive”).

WHEREAS, Executive has been employed by Vishay Israel pursuant to an Employment Agreement made between the Parties as of January 1, 2004 and amended as of August 8, 2010, August 30, 2011, February 23, 2021 and July 14, 2022 (the “Employment Agreement”);

WHEREAS, Section 8.5 of the Employment Agreement provides that Vishay Israel and Executive may amend the Employment Agreement by mutual agreement in writing; and

WHEREAS, Vishay Israel and Executive desire to amend the Employment Agreement to align its provisions regarding annual cash bonuses and equity awards with those contained in other executive officers’ employment agreements.

NOW THEREFORE, in consideration of the premises and the mutual benefits to be derived herefrom and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Effective January 1, 2026, Section 4.2 of the Employment Agreement is hereby restated as follows:

4.2 **Bonus.** For each fiscal year ending both during the Term and prior to the time that notice of termination is given by either party, Executive shall be eligible to earn an annual performance bonus (“**Bonus**”) payable in cash, with a target opportunity at least equal to 120% of his Base Salary. The actual amount of Bonus payable to Executive for any year shall be determined by the Compensation Committee of the Board of Directors and shall be based upon the achievement of corporate and/or individual performance goals to be established by that Compensation Committee in its sole discretion.

2. Effective January 1, 2026, Section 4.5 of the Employment Agreement is hereby restated as follows:

4.5 Annual Equity Grant.

(a) On or about each March 1st occurring both during the Term and prior to the time that notice of termination is given by either party, Executive will be eligible to receive an annual equity award under the Vishay Intertechnology 2023 Long-Term Incentive Plan or a successor plan or arrangement (the “**Stock Incentive Program**”). The size and, except as otherwise specified herein, all other terms of each year’s equity award will be determined by the Compensation Committee in its discretion.

(b) If Executive's service ceases due to resignation by Executive for any reason after Executive attains age 62 (unless Cause then exists), Executive's death or Disability (as defined below in Section 5.4), termination by Vishay Israel without Cause, or resignation by Executive with Good Reason, then subject in each case (other than death) to Executive's execution and delivery to Vishay of a release of claims in a form prescribed by Vishay and to such release becoming irrevocable within 60 days following the cessation of Executive's service, any equity awards granted pursuant to this Section 4.5 that are outstanding immediately prior to such cessation will be treated as follows: (i) any service-based vesting criteria applicable to such equity awards will be deemed satisfied; and (ii) any performance-based vesting criteria applicable to such equity awards will remain in effect.

(c) Upon a Change in Control (as defined in the Stock Incentive Program), to the extent Executive's then outstanding equity awards granted pursuant to this Section 4.5 are not assumed or continued by the surviving company, such awards will then vest (with any performance-based vesting criteria deemed satisfied at the target level or, if greater, at the level of actual performance achieved through the date of such Change in Control, as determined by the Compensation Committee).

3. Except as set forth in this Amendment, all other terms and conditions of the Employment Agreement shall remain unchanged and in full force and effect.

4. This Amendment may be executed in multiple counterparts, each of which shall be deemed an original agreement and all of which shall constitute one and the same agreement. The counterparts of this Amendment may be executed and delivered by facsimile or other electronic signature (including portable document format) by any of the Parties and the receiving Parties may rely on the receipt of such document so executed and delivered electronically or by facsimile as if the original had been received.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed on the date first above written.

VISHAY ISRAEL LTD.

By: /s/ Gil Weisler
Name: Gil Weisler
Title: Vice President

By: /s/ Tanya Volkov
Name: Tanya Volkov
Title: Vice President

MARC ZANDMAN
/s/ Marc Zandman

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: November 5, 2025

/s/ Joel Smejkal

Joel Smejkal

Chief Executive Officer

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: November 5, 2025

/s/ David E. McConnell

David E. McConnell
Chief Financial Officer

**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 September 27, 2025 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

November 5, 2025

**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 September 27, 2025 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
November 5, 2025