



COMPENSATION COMMITTEE CHARTER

The Compensation Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Vishay Intertechnology, Inc. (the “Company”).

Composition and Qualifications

The Committee shall consist of at least three directors, all of whom, in the judgment of the Board, shall be:

- independent in accordance with the rules and regulations of the New York Stock Exchange (“NYSE”);
- independent in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”);
- independent in accordance with the Company’s Corporate Governance Principles;
- qualify as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”); and
- qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. Appointment to the Committee shall be made on an annual basis by the full Board taking into consideration the recommendation of the Nominating and Corporate Governance Committee of the Board. Members of the Committee may be removed by the Board, with or without cause at any time. The Chair of the Committee shall be designated by the Board, provided that if the Board does not designate a Chair, the members of the Committee by a majority vote of the full Committee membership, may designate a Chair. Each member of the Committee shall serve for such term or terms as the Board may determine or until his earlier resignation, removal or death.

Purpose

The purpose of the Committee is to discharge the responsibilities delegated by the Board relating to the review, determination and execution of the Company’s compensation philosophy, and the compensation of the Company’s chief executive officer (“CEO”) and members of the executive management team.

Responsibilities and Duties

In furtherance of this purpose, the Committee shall have the following authority and responsibilities, consistent with and subject to applicable law and rules and regulations promulgated by the NYSE, SEC or any other applicable regulatory authority:

- in consultation with management, establishing and overseeing the development and implementation of the executive compensation programs and related compensation and benefit programs, policies and practices;
- reviewing and approving annual goals and objectives for the CEO and the other executive officers of the Company (collectively, “Executive Officers”);
- evaluating the performance of the Executive Officers with respect to the approved annual goals

and objectives;

- determining and approving the compensation of the Executive Officers based on such performance evaluations, consistent with existing contractual requirements;
- in determining the long-term incentive component of the CEO and each Executive Officer's compensation, the Committee shall consider: the Company's performance and stockholder return relative to comparable companies; the value of similar incentive awards to executive officers at comparable companies; the awards granted to the CEO and Executive Officers in previous years; and such other factors as the Committee deems relevant;
- periodically and, as and when appropriate, approving employment agreements, severance agreements or plans provided to the Executive Officers;
- annually reviewing and approving the Company's peer companies and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements, and compensation practices;
- overseeing the design and implementation of the Company's equity and other incentive compensation plans, and recommend to the Board adoption of and/or changes to such plans as the Committee deems appropriate, subject to any required stockholder approval;
- administering the Company's equity and other incentive compensation plans, including the review and grant of equity awards to executive officers;
- periodically reviewing and recommending to the Board, the compensation and benefits for non-employee directors;
- reviewing, at least annually, (a) the relationship between the Company's risk management and its compensation policies and practices, and (b) the structure of incentive compensation arrangements, to confirm that such policies and practices do not encourage unnecessary risk taking; and reviewing and discussing, together with the Board, the relationship between risk management policies and practices, corporate strategy and senior executive compensation;
- review and discuss with management, the Company's Compensation, Discussion and Analysis ("CD&A") and recommending to the Board that the CD&A be included in the Company's annual report and proxy statement;
- prepare the report to stockholders required by the rules of the SEC to be included in the Company's annual proxy statement;
- overseeing the Company's submissions to stockholders on executive compensation matters and plans, including stockholder votes on executive compensation and the frequency and results of such votes, and engagement with proxy advisory firms on executive compensation matters;
- annually assessing whether there are any potential conflicts of interest raised by the work of the compensation consultants, who are involved in determining or recommending executive or director compensation;
- reviewing and assessing the adequacy of the Committee's charter and recommending any changes to the full Board; and
- conducting an annual performance evaluation of the Committee.

Meetings

The Committee shall meet at least twice a year and at such other times as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee shall maintain minutes of its meetings and

records relating to those meetings. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion, subject to applicable law and the rules and regulations of the NYSE.

Committee Advisers

The Committee, in its sole discretion, shall have the authority to retain or obtain the advice of a compensation consultant, legal counsel or other advisor (“Committee Consultant”) provided that the Committee shall be: (i) directly responsible for the appointment, compensation and oversight of the work of the Committee Consultant, and (ii) entitled to appropriate funding from the Company, as determined by the Committee, to pay reasonable compensation to Committee Consultant. The Committee shall assess all factors relevant to the Committee Consultant’s independence, both before retaining such advisor and on an annual basis, including the factors specified by the applicable rules and regulations of the NYSE.