



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Nominating and Corporate Governance 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 New York Stock Exchange (“NYSE”) Listing Standards. Members of the Committee shall be elected by the Board, based on the recommendation of the Committee, and 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 shall be to assist the Board in identifying qualified individuals to become Board members, in determining the composition of the Board and its committees, in monitoring a process to assess Board effectiveness, in developing and implementing the Company’s corporate governance principles and practices, in overseeing risks arising from related party transactions and overseeing the Company’s positions on corporate social responsibilities, diversity and public issues which affect investors and other key stakeholders.

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, the Securities and Exchange Commission or any other applicable regulatory authority:

- considering and making recommendations concerning appropriate size and needs of the Board;
- developing and recommending to the Board the criteria (qualifications, skills, experience, background and diversity of expertise, perspectives, races, ethnicities, national origins and genders) for Board membership, including those set forth in the Company’s Corporate Governance Principles and the Committee Policy Regarding Qualifications of Directors, as they may be amended from time to time;
- identifying and evaluating candidates for selection as director nominees, consistent with the criteria set forth in the Company’s Corporate Governance Principles and the Committee Policy Regarding Qualifications of Directors, for approval by the Board and election by the stockholders, and assessing the independence of those director nominees;

- reviewing potential Board candidates recommended by stockholders or other third parties using the Board’s criteria for selecting director nominees;
- formulating a policy for the consideration of nominees recommended by stockholders for election to the Board and the procedures under which nominees can be submitted;
- considering questions and making recommendations to the Board regarding determinations of independence of the members of the Board;
- reviewing the Board’s committee structure and recommending to the Board for its approval, the directors to serve as members of each committee, and as committee chairs. The Committee shall review and recommend slates annually and shall recommend additional committee members to fill vacancies as needed;
- developing and recommending to the Board for its approval, a set of corporate governance principles; the Committee shall review the Corporate Governance Principles and the Committee Policy Regarding Qualifications of Directors on an annual basis, or more frequently if appropriate, and recommend changes as necessary;
- developing and recommending to the Board for its approval an annual self-evaluation process of the Board and its committees, and overseeing and assessing annually the adequacy of such process;
- preparing an annual performance evaluation of the Committee and annually evaluate the adequacy of its charter;
- reviewing and making recommendations to the Board with respect to any proposal recommended by management or properly presented by a stockholder for inclusion in the Company’s annual proxy statement;
- monitoring directors’ compliance with the Company’s stock ownership guidelines;
- considering questions of possible conflicts of interest of Board members and of senior executives;
- reviewing and approving or ratifying any transaction involving the Company and a related person, (as defined in Item 404 of Regulation S-K) in accordance with the Company’s Related Party Transactions Policy, and providing a summary of such transactions, including their terms, structure and business purpose, and the Committee’s approval decision to the Board;
- reviewing periodically with the Chief Executive Officer (“CEO”), the succession plans relating to positions held by corporate officers, including the CEO, and to make recommendations to the Board with respect to the selection of individuals to occupy these positions;
- developing and recommending to the Board for its approval, a code of ethics applicable to senior financial officers; and reviewing the code periodically, and recommending any changes as necessary;
- developing and recommending to the Board for its approval, a code of ethics and business conduct applicable to all employees and the Board; and reviewing the code periodically, and recommending any changes as necessary;
- maintaining an informed status on Company issues related to corporate social responsibility, diversity, sustainability, philanthropy, including considering the impact of Company’s procedures and processes on employees, stockholders, citizens and communities; and
- maintaining an informed status on the Company’s issues related to public policy.

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, provided that such subcommittees are composed entirely of independent directors. The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion.

The Committee shall have sole authority to approve related fees and retention terms.