

REFINITIV

DELTA REPORT

10-Q

VSH WI - VISHAY INTERTECHNOLOGY IN

10-Q - MARCH 30, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 1321

■ CHANGES	176
■ DELETIONS	454
■ ADDITIONS	691

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 30, 2023** **March 30, 2024**

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 6, 2023 May 6, 2024 the registrant had 126,238,599 125,140,058 shares of its common stock (excluding treasury shares) and 12,097,148 shares of its Class B common stock outstanding.

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VISHAY INTERTECHNOLOGY, INC.
FORM 10-Q
September MARCH 30, 2023 2024
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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

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

	September 30, 2023 (Unaudited)	December 31, 2022	March 30, 2024 (Unaudited)	December 31, 2023
Assets				
Current assets:				
Cash and cash equivalents	\$ 1,095,119	\$ 610,825	\$ 796,541	\$ 972,719
Short-term investments	78,994	305,272	37,418	35,808
Accounts receivable, net	442,646	416,178	411,203	426,674
Inventories:				
Finished goods	165,936	156,234	166,684	167,083
Work in process	271,107	261,345	280,536	267,339
Raw materials	206,499	201,300	218,623	213,098
Total inventories	643,542	618,879	665,843	647,520
Prepaid expenses and other current assets	179,825	170,056	232,135	214,443
Total current assets	2,440,126	2,121,210	2,143,140	2,297,164
Property and equipment, at cost:				
Land	76,139	75,907	84,302	77,006
Buildings and improvements	692,037	658,829	744,328	719,387
Machinery and equipment	2,973,943	2,857,636	3,171,593	3,053,868
Construction in progress	226,460	243,038	300,714	290,593
Allowance for depreciation	(2,788,393)	(2,704,951)	(2,857,344)	(2,846,208)
Property and equipment, net	1,180,186	1,130,459	1,443,593	1,294,646
Right of use assets	127,992	131,193	129,346	126,829
Deferred income taxes	128,109	104,667	135,786	137,394
Goodwill	200,895	201,432	238,890	201,416

Other intangible assets, net	72,126	77,896	73,444	72,333
Other assets	91,773	98,796	99,865	110,141
Total assets	\$ 4,241,207	\$ 3,865,653	\$ 4,264,064	\$ 4,239,923

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

	September 30, 2023 (Unaudited)	December 31, 2022	March 30, 2024 (Unaudited)	December 31, 2023
Liabilities and equity				
Current liabilities:				
Trade accounts payable	\$ 207,440	\$ 189,099	\$ 197,513	\$ 191,002
Payroll and related expenses	162,113	166,079	153,280	161,940
Lease liabilities	26,097	25,319	27,760	26,485
Other accrued expenses	238,565	261,606	258,773	239,350
Income taxes	82,734	84,155	72,018	73,098
Total current liabilities	<u>716,949</u>	<u>726,258</u>	<u>709,344</u>	<u>691,875</u>
Long-term debt less current portion	817,257	500,937	819,407	818,188
U.S. transition tax payable	47,027	83,010	47,027	47,027
Deferred income taxes	138,628	117,183	118,389	95,776
Long-term lease liabilities	103,223	108,493	103,594	102,830
Other liabilities	92,896	92,530	88,719	87,918
Accrued pension and other postretirement costs	182,704	187,092	190,356	195,503
Total liabilities	<u>2,098,684</u>	<u>1,815,503</u>	<u>2,076,836</u>	<u>2,039,117</u>
Equity:				
Vishay stockholders' equity				
Common stock	13,318	13,291	13,357	13,319
Class B convertible common stock	1,210	1,210	1,210	1,210
Capital in excess of par value	1,286,568	1,352,321	1,292,765	1,291,499
Retained earnings	1,003,700	773,228	1,058,531	1,041,372
Treasury stock (at cost)	(140,633)	(82,972)	(174,194)	(161,656)
Accumulated other comprehensive income (loss)	(25,883)	(10,827)	(9,685)	10,337
Total Vishay stockholders' equity	<u>2,138,280</u>	<u>2,046,251</u>	<u>2,181,984</u>	<u>2,196,081</u>
Noncontrolling interests	4,243	3,899	5,244	4,725
Total equity	<u>2,142,523</u>	<u>2,050,150</u>	<u>2,187,228</u>	<u>2,200,806</u>
Total liabilities and equity	<u>\$ 4,241,207</u>	<u>\$ 3,865,653</u>	<u>\$ 4,264,064</u>	<u>\$ 4,239,923</u>

See accompanying notes.

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

	Fiscal quarters ended		Fiscal quarters ended	
	September 30, 2023	October 1, 2022	March 30, 2024	April 1, 2023
Net revenues	\$ 853,653	\$ 924,798	\$ 746,279	\$ 871,046
Costs of products sold	616,010	635,260	575,872	592,333
Gross profit	237,643	289,538	170,407	278,713
Selling, general, and administrative expenses	122,513	106,436	127,736	120,145
Operating income	115,130	183,102	42,671	158,568
Other income (expense):				
Interest expense	(7,153)	(4,110)	(6,496)	(5,120)
Loss on early extinguishment of debt	(18,874)	-		
Other	7,409	2,137	8,087	3,329
Total other income (expense)	(18,618)	(1,973)	1,591	(1,791)
Income before taxes	96,512	181,129	44,262	156,777
Income tax expense	30,557	40,566	12,819	44,588
Net earnings	65,955	140,563	31,443	112,189
Less: net earnings attributable to noncontrolling interests	426	502	519	408
Net earnings attributable to Vishay stockholders	\$ 65,529	\$ 140,061	\$ 30,924	\$ 111,781
Basic earnings per share attributable to Vishay stockholders	\$ 0.47	\$ 0.98	\$ 0.22	\$ 0.79
Diluted earnings per share attributable to Vishay stockholders	\$ 0.47	\$ 0.98	\$ 0.22	\$ 0.79
Weighted average shares outstanding - basic	139,083	142,887	137,726	140,636
Weighted average shares outstanding - diluted	140,001	143,447	138,476	141,251
Cash dividends per share	\$ 0.10	\$ 0.10	\$ 0.10	\$ 0.10

See accompanying notes.

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

	Fiscal quarters ended		Fiscal quarters ended	
	September 30, 2023	October 1, 2022	March 30, 2024	April 1, 2023
Net earnings	\$ 65,955	\$ 140,563	\$ 31,443	\$ 112,189

Other comprehensive income (loss), net of tax				
Pension and other post-retirement actuarial items	363	1,321	(2,196)	136
Foreign currency translation adjustment	(38,901)	(50,070)	(17,826)	19,723
Other comprehensive income (loss)	(38,538)	(48,749)	(20,022)	19,859
Comprehensive income	27,417	91,814	11,421	132,048
Less: comprehensive income attributable to noncontrolling interests	426	502	519	408
Comprehensive income attributable to Vishay stockholders	\$ 26,991	\$ 91,312	\$ 10,902	\$ 131,640

See accompanying notes.

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VISHAY INTERTECHNOLOGY, INC.

Consolidated Condensed Statements of Operations

(Unaudited - In thousands, except per share amounts)

	Nine fiscal months ended	
	September 30, 2023	October 1, 2022
Net revenues	\$ 2,616,809	\$ 2,642,103
Costs of products sold	1,842,980	1,832,234
Gross profit	773,829	809,869
Selling, general, and administrative expenses	365,515	329,691
Operating income	408,314	480,178
Other income (expense):		
Interest expense	(18,677)	(12,639)
Loss on early extinguishment of debt	(18,874)	-
Other	15,995	(2,234)
Total other income (expense)	(21,556)	(14,873)
Income before taxes	386,758	465,305
Income tax expense	113,199	108,023
Net earnings	273,559	357,282
Less: net earnings attributable to noncontrolling interests	1,211	1,260
Net earnings attributable to Vishay stockholders	\$ 272,348	\$ 356,022
Basic earnings per share attributable to Vishay stockholders	\$ 1.95	\$ 2.47

Diluted earnings per share attributable to Vishay stockholders	\$ 1.94	\$ 2.46
Weighted average shares outstanding - basic	139,828	143,983
Weighted average shares outstanding - diluted	140,577	144,470
Cash dividends per share	\$ 0.30	\$ 0.30

See accompanying notes.

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VISHAY INTERTECHNOLOGY, INC.

Consolidated Statements of Comprehensive Income
(Unaudited - In thousands)

	Nine fiscal months ended	
	September 30, 2023	October 1, 2022
Net earnings	\$ 273,559	\$ 357,282
Other comprehensive income (loss), net of tax		
Pension and other post-retirement actuarial items	647	4,245
Foreign currency translation adjustment	(15,703)	(113,086)
Other comprehensive income (loss)	(15,056)	(108,841)
Comprehensive income	258,503	248,441
Less: comprehensive income attributable to noncontrolling interests	1,211	1,260
Comprehensive income attributable to Vishay stockholders	\$ 257,292	\$ 247,181

See accompanying notes.

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VISHAY INTERTECHNOLOGY, INC.

Consolidated Condensed Statements of Cash Flows
(Unaudited - In thousands)

	Nine fiscal months ended		Three fiscal months ended	
	September 30, 2023	October 1, 2022	March 30, 2024	April 1, 2023
Operating activities				
Net earnings	\$ 273,559	\$ 357,282	\$ 31,443	\$ 112,189
Adjustments to reconcile net earnings to net cash provided by operating activities:				

Depreciation and amortization	133,910	121,301	49,527	43,301
(Gain) loss on disposal of property and equipment	(495)	(372)		
Gain on disposal of property and equipment			(625)	(64)
Inventory write-offs for obsolescence	27,469	18,197	8,179	8,986
Deferred income taxes	20,654	8,843	4,376	7,329
Stock compensation expense	11,610	5,717	5,344	2,965
Loss on early extinguishment of debt	18,874	-		
Other	7,574	(1,445)	426	(2,696)
Change in U.S. transition tax liability	(27,670)	(14,757)		
Change in repatriation tax liability	-	(25,201)		
Net change in operating assets and liabilities	(106,050)	(151,773)	(18,459)	(42,117)
Net cash provided by operating activities	359,435	317,792	80,211	129,893
Investing activities				
Capital expenditures	(184,079)	(172,175)	(53,084)	(45,574)
Proceeds from sale of property and equipment	1,034	472	751	326
Purchase of business, net of cash acquired	(5,003)	-	(168,616)	-
Purchase of short-term investments	(82,166)	(182,079)	(19,232)	(41)
Maturity of short-term investments	308,021	132,892	17,611	121,768
Other investing activities	(1,219)	(199)	(1,219)	(892)
Net cash provided by (used in) investing activities	36,588	(221,089)	(223,789)	75,587
Financing activities				
Proceeds from long-term borrowings	750,000	-		
Repurchase of convertible senior notes due 2025	(386,745)	-		
Net payments on revolving credit facility	(42,000)	-		
Debt issuance costs	(26,547)	-		
Cash paid for capped call	(94,200)	-		
Net proceeds on revolving credit facility			-	65,000
Dividends paid to common stockholders	(38,207)	(39,433)	(12,542)	(12,810)
Dividends paid to Class B common stockholders	(3,629)	(3,629)	(1,210)	(1,210)
Repurchase of common stock held in treasury	(57,661)	(54,671)	(12,538)	(20,173)
Distributions to noncontrolling interests	(867)	(741)		
Cash withholding taxes paid when shares withheld for vested equity awards	(3,994)	(2,123)	(4,053)	(3,653)
Net cash provided by (used in) financing activities	96,150	(100,597)	(30,343)	27,154
Effect of exchange rate changes on cash and cash equivalents	(7,879)	(35,222)	(2,257)	4,075
Net increase (decrease) in cash and cash equivalents	484,294	(39,116)	(176,178)	236,709
Cash and cash equivalents at beginning of period	610,825	774,108	972,719	610,825
Cash and cash equivalents at end of period	\$ 1,095,119	\$ 734,992	\$ 796,541	\$ 847,534

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 (Accumulated Deficit)	Treasury Stock	Other Comprehensive Income (Loss)	Accumulated Other Comprehensive Income (Loss)	Total Vishay Stockholders' Equity	Noncontrolling Interests
Balance at December 31, 2021	\$ 13,271	\$ 1,210	\$ 1,347,830	\$ 401,694	\$ -	\$ (20,252)	\$ 1,743,753	\$ 2,967	
Net earnings	-	-	-	103,573	-	-	-	103,573	377
Other comprehensive income (loss)	-	-	-	-	-	(11,925)	(11,925)	-	
Issuance of stock and related tax withholdings for vested restricted stock units (189,731 shares)	19	-	(2,142)	-	-	-	-	(2,123)	-
Dividends declared (\$0.10 per share)	-	-	22	(14,491)	-	-	-	(14,469)	-
Stock compensation expense	-	-	3,842	-	-	-	-	3,842	-
Repurchase of common stock held in treasury (513,227 shares)	-	-	-	-	(9,873)	-	-	(9,873)	-
Balance at April 2, 2022	\$ 13,290	\$ 1,210	\$ 1,349,552	\$ 490,776	\$ (9,873)	\$ (32,177)	\$ 1,812,778	\$ 3,344	
Net earnings	-	-	-	112,388	-	-	-	112,388	381
Other comprehensive income	-	-	-	-	-	(48,167)	(48,167)	-	
Distributions to noncontrolling interests	-	-	-	-	-	-	-	-	(733)
Issuance of stock and related tax withholdings for vested restricted stock units (11,308 shares)	1	-	(1)	-	-	-	-	-	-
Dividends declared (\$0.10 per share)	-	-	22	(14,361)	-	-	-	(14,339)	-

Stock compensation expense	-	-	1,047	-	-	-	-	1,047	-
Repurchase of common stock held in treasury (1,400,039 shares)	-	-	-	-	(26,288)	-	-	(26,288)	-
Balance at July 2, 2022	\$ 13,291	\$ 1,210	\$ 1,350,620	\$ 588,803	\$ (36,161)	\$ (80,344)	\$ 1,837,419	\$ 2,992	
Net earnings	-	-	-	140,061	-	-	140,061	-	502
Other comprehensive income (loss)	-	-	-	-	-	(48,749)	(48,749)	-	
Distributions to noncontrolling interests	-	-	-	-	-	-	-	-	(8)
Dividends declared (\$0.10 per share)	-	-	22	(14,276)	-	-	-	(14,254)	-
Stock compensation expense	-	-	828	-	-	-	-	828	-
Repurchase of common stock held in treasury (978,338 shares)	-	-	-	-	(18,510)	-	-	(18,510)	-
Balance at October 1, 2022	\$ 13,291	\$ 1,210	\$ 1,351,470	\$ 714,588	\$ (54,671)	\$ (129,093)	\$ 1,896,795	\$ 3,486	

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VISHAY INTERTECHNOLOGY, INC.

Consolidated Condensed Statements of Equity (continued)

(Unaudited - In thousands, except share and per share amounts)

	Class B Convertible Common Stock	Capital in Excess of Par Value	Retained Earnings (Accumulated Deficit)	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Vishay Stockholders' Equity	Total Noncontrolling Interests	Total Equity	
Balance at December 31, 2022	\$ 13,291	\$ 1,210	\$ 1,352,321	\$ 773,228	\$ (82,972)	\$ (10,827)	\$ 2,046,251	\$ 3,899	\$ 2,050,140
Net earnings	-	-	-	111,781	-	-	111,781	408	112,189
Other comprehensive income (loss)	-	-	-	-	-	19,859	19,859	-	19,859

Issuance of stock and related tax withholdings for vested restricted stock units (254,513 shares)	25	-	(3,678)	-	-	-	(3,653)	-	(3,653)
Dividends declared (\$0.10 per share)	-	-	14	(14,034)	-	-	(14,020)	-	(14,020)
Stock compensation expense	-	-	2,965	-	-	-	2,965	-	2,965
Repurchase of common stock held in treasury (916,221 shares)	-	-	-	-	(20,173)	-	(20,173)	-	(20,173)
Balance at April 1, 2023	\$ 13,316	1,210	1,351,622	870,975	(103,145)	9,032	2,143,010	4,307	2,147,307
Balance at December 31, 2023									
Net earnings	-	-	-	95,038	-	-	95,038	377	95,415
Other comprehensive income (loss)	-	-	-	-	-	3,623	3,623	-	3,623
Distributions to noncontrolling interests	-	-	-	-	-	-	-	(867)	(867)
Issuance of stock and related tax withholdings for vested restricted stock units and phantom stock units (371,055 shares)									
Dividends declared (\$0.10 per share)	-	-	14	(13,951)	-	-	(13,937)	-	(13,937)
Stock compensation expense	-	-	3,117	-	-	-	3,117	-	3,117
Repurchase of common stock held in treasury (847,202 shares)	-	-	-	-	(20,226)	-	(20,226)	-	(20,226)
Balance at July 1, 2023	\$ 13,316	1,210	1,354,753	952,062	(123,371)	12,655	2,210,625	3,817	2,214,432

Net earnings	-	-	65,529	-	-	65,529	426	65	
Other comprehensive income (loss)	-	-	-	(38,538)	(38,538)	-	-	(38	
Issuance of stock and related tax withholdings for vested restricted stock units									
(21,617 shares)	2	-	(343)	-	-	(341)	-	-	
Dividends declared (\$0.10 per share)	-	-	12	(13,891)	-	(13,879)	-	(13	
Stock compensation expense	-	-	5,528	-	-	5,528	-	5	
Repurchase of common stock held in treasury (630,446 shares)	-	-	-	(17,262)	-	(17,262)	-	(17	
Capped call transactions, net of tax	-	-	(73,382)	-	-	(73,382)	-	(73	
Balance at September 30, 2023	\$ 13,318	1,210	1,286,568	1,003,700	(140,633)	(25,883)	2,138,280	4,243	2,142
Repurchase of common stock held in treasury (565,420 shares)									
Balance at March 30, 2024									

See accompanying notes.

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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, 2022 December 31, 2023. The results of operations for the fiscal quarter and nine three fiscal months ended September 30, 2023 March 30, 2024 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 2024 end on March 30, 2024, June 29, 2024, September 28, 2024, and December 31, 2024, respectively. The four fiscal quarters in 2023 ended on April 1, 2023, July 1, 2023, September 30, 2023, and December 31, 2023, respectively. The four fiscal quarters in 2022 ended on April 2, 2022, July 2, 2022, October 1, 2022, and December 31, 2022, respectively.

Reclassifications

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

Note 2 – Acquisition Activities

As part of its growth strategy, the Company seeks to expand through targeted acquisitions of other manufacturers of electronic components. These acquisition targets include businesses that have established positions in major markets, reputations for product quality and reliability, and product lines with which the Company has substantial marketing and technical expertise. It also includes certain businesses that possess technologies which the Company expects to further develop and commercialize.

MaxPower Semiconductor, Inc. Newport wafer fab

On October 28, 2022 March 5, 2024, Vishay acquired Nexperia's wafer fabrication facility and operations located in Newport, South Wales, U.K. for \$177,366 in cash, net of cash acquired and subject to customary post-closing adjustments. The transaction included contingent payments of up to \$15,000, held in escrow pending receipt of an export license. The wafer fabrication facility is located on 28 acres and is an automotive-certified, 200mm semiconductor wafer fab with capacity to produce more than 30,000 wafers per month. See Note 13 for further discussion on the fair value measurement of the contingent consideration liability.

The transaction was funded by Vishay with cash on-hand. To effect the transaction, Vishay acquired a 100% interest in the legal entity Neptune 6 Limited, and its wholly-owned operating subsidiary, Nexperia Newport Limited, which owns and operates the Newport facility. Neptune 6 Limited was renamed "Vishay UK Holdings Limited," and Nexperia Newport Limited was renamed "Vishay Newport Limited."

Based on an estimate of fair values, the Company allocated the purchase price of the acquisition as follows:

Net working deficit (excluding cash and cash equivalents)	\$ (339)
Property and equipment	153,597
Customer relationships	4,000
Other, net	1,315
Deferred taxes, net	(18,908)
Total identified assets and liabilities	139,665
 Purchase price, net of cash acquired	 177,366
 Goodwill	 <u>\$ 37,701</u>

The acquired assets and liabilities are included in the MOSFETs segment. There were no other material changes to goodwill or segment assets since December 31, 2023. The weighted average useful lives for customer relationships is 3 years. The goodwill associated with this transaction is not deductible for income tax purposes. The preliminary purchase price allocation is pending finalization of appraisals for property and equipment and intangible assets and finalization of a working capital adjustment. There can be no assurance that the estimated amounts recorded represent the final purchase price allocation.

The Company recognized \$2,984 of acquisition costs classified as a component of selling, general, and administrative expenses. These costs were recognized in the third and fourth fiscal quarters of 2023 and first fiscal quarter of 2024.

The results and operations of this acquisition have been included in the MOSFETs segment since March 5, 2024. The inclusion of this acquisition did not have material impact on the MOSFETs segment's or the Company's consolidated results.

MaxPower Semiconductor, Inc.

In October 2022, the Company acquired all of the outstanding equity interests of MaxPower Semiconductor, Inc. ("MaxPower"), a San Jose, California-based fabless power semiconductor provider dedicated to delivering innovative and cost-effective technologies that optimize power management solutions. The acquisition of MaxPower will enhance the Company's current and future silicon carbide ("SiC") offerings for fast-growing markets such as electric vehicles.

The Company paid cash of \$50,000, net of cash acquired, at closing. Related to the transaction Vishay may also be required to make certain included possible contingent payments of up to \$57,500, which would be payable upon the achievement of certain technology milestones, upon favorable resolution of certain technology licensing matters with a third party, and upon the disposition of MaxPower's investment in an equity affiliate. As of March 30, 2024, the contingent payments upon favorable resolution of certain technology licensing matters with a third party and upon the disposition of MaxPower's investment in an equity affiliate have been resolved. The purchase price for U.S. GAAP purposes includes the fair value, as Company's estimate of the acquisition date, of certain future maximum possible contingent payments to non-employee equity holders of MaxPower. The estimated fair value of this contingent consideration as of the acquisition date was \$6,851. The contingent consideration liability is included in other accrued expenses and other liabilities in the accompanying balance sheet and is remeasured each reporting period, with changes reported as selling, general, and administrative expenses on the consolidated condensed statement of operations. \$17,500. See Note 13 for further discussion on the fair value measurement.

Based on an estimate of their fair values, the Company allocated \$18,600 measurement of the purchase price to definite-lived intangible assets. After allocating the purchase price to the assets acquired and liabilities assumed based on an estimation of their fair values at the date of acquisition, the Company recorded goodwill of \$34,246 related to this acquisition. The goodwill related to this acquisition is included in the MOSFETs reporting unit for goodwill impairment testing. contingent consideration liability.

The results and operations of this acquisition have been included in the MOSFETs segment since October 28, 2022.

Centerline Technologies, LLC

On June 30, 2023, the Company acquired substantially all of the assets of Centerline Technologies, LLC ("Centerline"), a Massachusetts-based, privately held manufacturer of ceramic components used in many custom parts manufactured by certain of Vishay's Resistors businesses, for \$5,003. Based on an estimate of fair values, the Company allocated \$1,500 of the purchase price to definite-lived intangible assets. After allocating the purchase price to the assets acquired and liabilities assumed based on an estimation of their fair values at the date of acquisition, the Company recorded goodwill of \$2,213 related to this acquisition. The acquired business will be vertically integrated into the Company's Resistors segment, and the goodwill related to this acquisition is included in the Resistors reporting unit for goodwill impairment testing. The results and operations of this acquisition have been included in the Resistors segment since June 30, 2023.

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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:

	<i>September 30, 2023</i>	<i>December 31, 2022</i>	<i>March 30, 2024</i>	<i>December 31, 2023</i>
<i>Right of use assets</i>				

Operating Leases					
<i>Buildings and improvements</i>	\$ 122,781	\$ 126,933	\$ 120,508	\$ 121,578	
<i>Machinery and equipment</i>	5,211	4,260	8,838	5,251	
Total	\$ 127,992	\$ 131,193	\$ 129,346	\$ 126,829	
Current lease liabilities					
<i>Operating Leases</i>					
<i>Buildings and improvements</i>	\$ 23,405	\$ 22,926	\$ 23,561	\$ 23,647	
<i>Machinery and equipment</i>	2,692	2,393	4,199	2,838	
Total	\$ 26,097	\$ 25,319	\$ 27,760	\$ 26,485	
Long-term lease liabilities					
<i>Operating Leases</i>					
<i>Buildings and improvements</i>	\$ 100,789	\$ 106,693	\$ 99,028	\$ 100,489	
<i>Machinery and equipment</i>	2,434	1,800	4,566	2,341	
Total	\$ 103,223	\$ 108,493	\$ 103,594	\$ 102,830	
Total lease liabilities	\$ 129,320	\$ 133,812	\$ 131,354	\$ 129,315	

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		Fiscal quarters ended	
	September 30, 2023	October 1, 2022	September 30, 2023	October 1, 2022	March	April 1, 2024
					30, 2024	
Lease expense						
<i>Operating lease expense</i>	\$ 7,035	\$ 6,258	\$ 20,803	\$ 19,014	\$ 7,293	\$ 6,881
<i>Short-term lease expense</i>	248	212	756	752	256	256
<i>Variable lease expense</i>	101	119	412	219	214	152
Total lease expense	\$ 7,384	\$ 6,589	\$ 21,971	\$ 19,985	\$ 7,763	\$ 7,289

The Company paid \$20,912 \$7,540 and \$18,062 \$7,199 for its operating leases in the nine three fiscal months ended September 30, 2023 March 30, 2024 and October 1, 2022 April 1, 2023, 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 9.49.0 years and the weighted-average discount rate is 6.2% 6.4% as of September 30, 2023 March 30, 2024.

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

	September 30, 2023	March 30, 2024
2023 (excluding the nine fiscal months ended September 30, 2023)	\$ 6,872	
2024	26,705	
2024 (excluding the three fiscal months ended March 30, 2024)		\$ 21,801
2025	23,627	26,426
2026	19,195	22,372
2027	17,485	18,373
2028		15,685
Thereafter	79,852	70,159

The undiscounted future lease payments presented in the table above include payments through the term of the lease, which may include periods beyond the noncancelable 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 30, 2023** **March 30, 2024** and **October 1, 2022** **April 1, 2023** 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, or are in the process of passing, legislation to enact Pillar Two and certain Pillar Two rules take effect in 2024 and 2025 in those jurisdictions. The United States has not adopted Pillar Two. The Company is continuing to monitor the impacts of Pillar Two on its operations and does not anticipate a material increase in income tax expense associated with jurisdictions that have implemented an income inclusion rule. The Company is continuing to monitor and assess the impacts of Pillar Two rules set to take effect in 2025, such as the under-taxed profits rule.

During the **nine** **three** fiscal months ended **September 30, 2023** **March 30, 2024**, the liabilities for unrecognized tax benefits decreased by **\$4,483** on a net basis, primarily due to decreases for settlements, partially offset by increases for current accruals and interest. **did not materially change.**

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

Note 5 – Long-Term Debt

Long-term debt consists of the following:

	<u>September 30, 2023</u>	<u>December 31, 2022</u>	<u>March 30, 2024</u>	<u>December 31, 2023</u>
Credit facility	\$ -	\$ 42,000	\$ -	\$ -
Convertible senior notes, due 2025	95,102	465,344	95,102	95,102
Convertible senior notes, due 2030	750,000	-	750,000	750,000
Deferred financing costs	<u>(27,845)</u>	<u>(6,407)</u>	<u>(25,695)</u>	<u>(26,914)</u>
	<u>817,257</u>	<u>500,937</u>	<u>819,407</u>	<u>818,188</u>
Less current portion	-	-	-	-
	<u>\$ 817,257</u>	<u>\$ 500,937</u>	<u>\$ 819,407</u>	<u>\$ 818,188</u>

Credit Facility

The Company maintains a credit facility with a consortium of banks led by JPMorgan Chase Bank, N.A., as administrative agent, and the lenders, which was scheduled to mature on June 5, 2024 (the "Previous Credit Facility"). On May 8, 2023, the Company entered into an Amendment and Restatement Agreement, which provides an aggregate commitment of \$750,000 of revolving loans available until May 8, 2028 (the "Amended and Restated Credit Facility"). The maturity date of the Amended and Restated Credit Facility will accelerate if within ninety-one days prior to the maturity of the Company's convertible senior notes due 2025, the outstanding principal amount of such notes exceeds a defined liquidity measure as set forth in the Amended and Restated Credit Facility.

U.S. Dollar borrowings under the Amended and Restated Credit Facility bear interest at the Secured Overnight Financing Rate ("SOFR") plus a credit spread and an interest margin. The Amended and Restated Credit Facility also allows for borrowings in euro, British sterling, and Japanese yen, subject to a \$250,000 limit. Borrowings in foreign currency bear interest at a local reference rate plus an interest margin. The applicable interest margin is based on Vishay's total leverage ratio. Based on Vishay's current total leverage ratio, borrowings bear interest at SOFR plus 1.60%, including the applicable credit spread. Vishay also pays a commitment fee, also based on its total leverage ratio, on undrawn amounts. The undrawn commitment fee, based on Vishay's current total leverage ratio, is 0.25% per annum.

Similar to the Previous Credit Facility, the Amended and Restated Credit Facility requires the maintenance of financial covenant ratios. For compliance purposes, pursuant to the Amended and Restated Credit Facility, the leverage ratio is computed on a net basis, reducing the measure of outstanding debt by up to \$250,000 of unrestricted cash. The Company must maintain a net leverage ratio of at least 3.25 to 1.00. Permitted investments and restricted payments are also subject to a pro forma net leverage ratio (2.75 to 1.00 and 2.50 to 1.00, respectively).

Other terms and conditions of the Amended and Restated Credit Facility are substantially similar to the Previous Credit Facility.

Convertible Debt Instruments

Convertible Senior Notes due 2030

In September 2023, the Company issued \$750,000 aggregate principal amount of 2.25% convertible senior notes due 2030 (the "2030 Notes") to qualified institutional buyers pursuant to an exemption from registration provided by Rule 144A under the Securities Act. The Company used the net proceeds from this offering to repurchase \$370,242 principal amount of its outstanding 2.25% convertible senior notes due 2025 (the "2025 Notes") (as further described below), to reduce the outstanding balance of its Amended and Restated Credit Facility, to enter into capped call transactions (as further described below), and for other general corporate purposes.

The 2030 Notes bear interest at a rate of 2.25% per year payable semi-annually in arrears on March 15 and September 15 of each year, beginning March 15, 2024. The 2030 Notes mature on September 15, 2030, unless earlier repurchased or converted.

The 2030 Notes are convertible into shares of Vishay common stock at an initial conversion rate of 33.1609 shares of common stock per \$1 principal amount of the notes, subject to adjustment. This initial conversion price represents a premium of 20% to the closing price of Vishay's common stock on September 7, 2023, which was \$25.13 per share. This represents an initial effective conversion price of approximately \$30.16 per share. The conversion rate of the 2030 Notes is not adjusted for quarterly cash dividends equal to or less than \$0.10 per share of common stock. Pursuant to the indenture governing the 2030 Notes, the Company is required to satisfy its conversion obligations by paying cash equal to the principal amount of notes and settle any additional value in cash and/or shares at its discretion. Vishay must provide additional shares upon conversion if there is a "fundamental change" in the business as defined in the indenture governing the notes.

The Company may not redeem the 2030 Notes prior to September 20, 2027. The Company may redeem for cash all or part of the 2030 Notes, at its option, on or after September 20, 2027, if the sale price of Vishay's common stock has been at least 130% of the conversion price for a specified period at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest. If the Company elects to redeem fewer than all of the outstanding 2030 Notes, at least \$100,000 aggregate principal amount of 2030 Notes must be outstanding and not subject to redemption.

Prior to March 15, 2030, the holders of the 2030 Notes may convert their notes only under the following conditions: (1) the sale price of Vishay common stock reaches 130% of the applicable conversion price for a specified period during any fiscal quarter commencing after the fiscal quarter ending on December 31, 2023; (2) the trading price of the notes falls below 98% of the product of the last reported sale price of Vishay's common stock and the conversion rate for a specified period; (3) the Company calls any or all of the 2030 Notes for redemption; or (4) upon the occurrence of specified corporate transactions.

Capped Call Transactions

In September 2023, in connection with the pricing and initial purchasers' exercise in full of their option to purchase additional 2030 Notes, the Company entered into separate base and additional privately negotiated capped call transactions with an affiliate of an initial purchaser and certain other financial institutions. The capped call will initially cover, subject to customary anti-dilution adjustments, the aggregate number of shares of the Company's common stock that initially underlie the 2030 Notes. The Company used \$94,200 of the net proceeds from the 2030 Notes to pay the cost of the capped call transactions. The cap price of the capped call will initially be \$43.98 per share, which represents a premium of approximately 75% over the last reported sale price of the Company's common stock on September 7, 2023, and is subject to certain adjustments under the terms of the capped call.

The capped call transactions are separate transactions entered into by the Company with each of the capped call counterparties, are not part of the terms of the 2030 Notes, and do not affect any holder's rights under the 2030 Notes. Holders of the 2030 Notes do not have any rights with respect to the capped call. The capped call is classified within stockholders' equity on the consolidated condensed balance sheet.

Convertible Senior Notes due 2025

The Company used \$386,745 of the net proceeds from the offering of the 2030 Notes to repurchase \$370,242 principal amount of its outstanding 2025 Notes. As a result, the Company recognized a loss on early extinguishment of the 2025 Notes of \$18,874, including the write-off of a portion of unamortized debt issuance costs.

Prior to December 15, 2024, the holders of the convertible senior notes due 2025 may convert their notes only under the following circumstances: (1) the sale price of Vishay common stock reaches 130% of the conversion price for a specified period; (2) the trading price of the notes falls below 98% of the product of the sale price of Vishay's common stock and the conversion rate for a specified period; or (3) upon the occurrence of specified corporate transactions. The convertible senior notes due 2025 are not currently convertible.

Upon conversion of the convertible senior notes due 2025, Vishay will satisfy its conversion obligations by paying \$1 cash per \$1 principal amount of converted notes and settle any additional amounts due in common stock.

The quarterly cash dividend program of the Company results in adjustments to the conversion rate and effective conversion price for the convertible senior notes due 2025 effective as of the ex-dividend date of each cash dividend. The conversion rate and effective conversion price for the convertible senior notes due 2025 is adjusted for quarterly cash dividends to the extent such dividends exceed \$0.085 per share of common stock.

The following table summarizes some key facts and terms regarding the outstanding convertible senior notes as of **September 30, 2023** **March 30, 2024**:

	2025 Notes	2030 Notes	2025 Notes	2030 Notes
Issuance date	June 12, 2018	September 12, 2023	June 12, 2018	September 12, 2023
Maturity date	June 15, 2025	September 15, 2030	June 15, 2025	September 15, 2030
Principal amount as of September 30, 2023	\$ 95,102	\$ 750,000	\$ 95,102	\$ 750,000
Principal amount as of March 30, 2024			\$ 95,102	\$ 750,000
Cash coupon rate (per annum)	2.25%	2.25%	2.25%	2.25%
Conversion rate (per \$1 principal amount)	32.1062	33.1609	32.1476	33.1609
Effective conversion price (per share)	\$ 31.15	\$ 30.16	\$ 31.11	\$ 30.16
130% of the current effective conversion price (per share)	\$ 40.50	\$ 39.21	\$ 40.44	\$ 39.21

Deferred financing costs are recognized as non-cash interest expense. Non-cash interest expense was \$1,213 and \$818 for the fiscal quarters ended **March 30, 2024** and **April 1, 2023**, respectively.

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		Fiscal quarters ended	
	September 30, 2023	October 1, 2022	September 30, 2023	October 1, 2022	March 30, 2024	April 1, 2023
Dividends paid to stockholders	\$ 13,879	\$ 14,254	\$ 41,836	\$ 43,062	\$ 13,752	\$ 14,020
Stock repurchases	17,262	18,510	57,661	54,671	12,538	20,173
Total	<u>\$ 31,141</u>	<u>\$ 32,764</u>	<u>\$ 99,497</u>	<u>\$ 97,733</u>	<u>\$ 26,290</u>	<u>\$ 34,193</u>

The repurchased shares are being held as treasury stock. The number of shares of common stock being held as treasury stock was 6,634,442 8,101,301 and 4,240,573 7,535,881 as of September 30, 2023 March 30, 2024 and December 31, 2022 December 31, 2023, respectively.

Note 7 – Revenue Recognition

Sales returns and allowances accrual activity is shown below:

	Fiscal quarters ended		Nine fiscal months ended		Fiscal quarters ended	
	September 30, 2023	October 1, 2022	September 30, 2023	October 1, 2022	March 30, 2024	April 1, 2023
Beginning balance	\$ 49,350	\$ 40,775	\$ 46,979	\$ 39,759	\$ 47,760	\$ 46,979
Sales allowances	27,554	33,015	79,688	79,432	25,276	25,837
Credits issued	(31,034)	(32,202)	(81,162)	(76,497)	(24,084)	(33,275)
Foreign currency	(696)	(849)	(331)	(1,955)	(204)	(1,261)
Ending balance	<u>\$ 45,174</u>	<u>\$ 40,739</u>	<u>\$ 45,174</u>	<u>\$ 40,739</u>	<u>\$ 48,748</u>	<u>\$ 38,280</u>

See disaggregated revenue information in Note 11.

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	Pension and other post-retirement actuarial items	Currency translation adjustment	Total
Balance at January 1, 2023	\$ (7,598)	\$ (3,229)	\$ (10,827)			
Balance at January 1, 2024				\$ (14,599)	\$ 24,936	\$ 10,337
Other comprehensive income (loss) before reclassifications	-	(15,703)	\$ (15,703)		(2,574)	(17,826)
Tax effect	-	-	\$ -		-	\$ -

Other comprehensive income before reclassifications, net of tax	-	(15,703)	\$ (15,703)	(2,574)	(17,826)	\$ (20,400)
Amounts reclassified out of AOCI	1,017	-	\$ 1,017	488	-	\$ 488
Tax effect	(370)	-	\$ (370)	(110)	-	\$ (110)
Amounts reclassified out of AOCI, net of tax	647	-	\$ 647	378	-	\$ 378
Net other comprehensive income (loss)	\$ 647	\$ (15,703)	\$ (15,056)	\$ (2,196)	\$ (17,826)	\$ (20,022)
Balance at September 30, 2023	\$ (6,951)	\$ (18,932)	\$ (25,883)			
Balance at March 30, 2024				\$ (16,795)	\$ 7,110	\$ (9,685)

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.

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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** **first** fiscal quarters of **2023** **2024** and **2022** **2023** for the Company's defined benefit pension plans:

	Fiscal quarter ended				March 30, 2024	Fiscal quarter ended		
	September 30, 2023		October 1, 2022			Non-U.S. Plans	U.S. Plans	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans		U.S. Plans	Non-U.S. Plans	
Net service cost	\$ -	\$ 717	\$ -	\$ 1,010	\$ -	\$ 790	\$ -	\$ 724
Interest cost	499	1,708	280	768	381	1,686	499	1,695
Expected return on plan assets	-	(568)	-	(418)	-	(596)	-	(570)
Amortization of prior service cost	36	56	36	50	16	57	36	55
Amortization of losses (gains)	(30)	575	427	1,140	(108)	457	(30)	86
Curtailment and settlement losses	-	102	-	257	-	105	-	107
Net periodic benefit cost	\$ 505	\$ 2,590	\$ 743	\$ 2,807	\$ 289	\$ 2,499	\$ 505	\$ 2,097

The following table shows the components of the net periodic pension cost for the nine fiscal months ended September 30, 2023 and October 1, 2022 for the Company's defined benefit pension plans:

	Nine fiscal months ended					Nine fiscal months ended				
	September 30, 2023					October 1, 2022				
	U.S. Plans		Non-U.S. Plans			U.S. Plans		Non-U.S. Plans		
Net service cost	\$ -	\$ 2,164	\$ -	\$ 3,195						
Interest cost	1,498	5,114	841	2,433						

Expected return on plan assets	-	(1,708)	-	(1,318)
Amortization of prior service cost	108	167	108	159
Amortization of losses (gains)	(90)	748	1,280	3,616
Curtailment and settlement losses	-	315	-	801
Net periodic benefit cost	<u>\$ 1,516</u>	<u>\$ 6,800</u>	<u>\$ 2,229</u>	<u>\$ 8,886</u>

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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** first fiscal quarters of **2023** **2024** and **2022** **2023** for the Company's other postretirement benefit plans:

	Fiscal quarter ended September 30, 2023		Fiscal quarter ended October 1, 2022	
	U.S. Plans		Non-U.S. Plans	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Service cost	\$ 5	\$ 34	\$ 10	\$ 57
Interest cost	56	32	45	13
Amortization of losses (gains)	(80)	3	86	20
Net periodic benefit cost	<u>\$ (19)</u>	<u>\$ 69</u>	<u>\$ 141</u>	<u>\$ 90</u>

The following table shows the components of the net periodic pension cost for the nine fiscal months ended September 30, 2023 and October 1, 2022 for the Company's other postretirement benefit plans:

	Nine fiscal months ended September 30, 2023		Nine fiscal months ended October 1, 2022		Fiscal quarter ended March 30, 2024		Fiscal quarter ended April 1, 2023	
	U.S. Plans		Non-U.S. Plans		Non-U.S. Plans		Non-U.S. Plans	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans	U.S. Plans	U.S. Plans	U.S. Plans	U.S. Plans
Service cost	\$ 16	\$ 102	\$ 29	\$ 180	\$ 5	\$ 60	\$ 5	\$ 34
Interest cost	168	94	134	42	53	61	56	31
Amortization of losses (gains)	(241)	10	257	64	(60)	21	(80)	3
Net periodic benefit cost	<u>\$ (57)</u>	<u>\$ 206</u>	<u>\$ 420</u>	<u>\$ 286</u>	<u>\$ (2)</u>	<u>\$ 142</u>	<u>\$ (19)</u>	<u>\$ 68</u>

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

Note 10 – Stock-Based Compensation

2023 Long-Term Incentive Plan

The Company implemented the Vishay Intertechnology, Inc. 2023 Long-Term Incentive Plan (the "2023 Plan") after receiving stockholder approval at its 2023 Annual Meeting of Stockholders on May 23, 2023. The 2023 Plan allows the Company to grant up to 6,000,000 shares (subject to certain

adjustments described in the 2023 Plan) of stock options, stock appreciation rights, restricted stock, restricted stock units, other stock-based awards, phantom stock units, and other cash-based awards to employees, directors, consultants, and other service providers of the Company and its affiliates. Such instruments are available for grant until March 24, 2033. The Company has granted approximately 740,000 time-vested restricted stock units to employees pursuant to the 2023 Plan.

2007 Stock Incentive Program

Under the Company's 2007 Stock Incentive Program (the "2007 Program"), as amended and restated, certain executive officers and board members of the Company were granted restricted stock units. No further awards will be granted pursuant to the 2007 Program. Pursuant to the terms of the 2023 Plan, any shares of common stock that are subject to outstanding awards granted pursuant to the 2007 Program that subsequently cease to be subject to such awards as a result of the termination, expiration, cancellation, or forfeiture of such awards and any shares of common stock withheld in settlement of tax withholding obligations associated with outstanding awards granted pursuant to the 2007 Program may become available for issuance under the 2023 Plan. A total of 1,294,546 shares of common stock were subject to awards granted pursuant to the 2007 Program as of May 23, 2023.

The following table summarizes stock-based compensation expense recognized:

	Fiscal quarters ended		Nine fiscal months ended		Fiscal quarters ended	
	September 30, 2023	October 1, 2022	September 30, 2023	October 1, 2022	March 30, 2024	April 1, 2023
Restricted stock units	\$ 5,528	\$ 828	\$ 11,503	5,495		
Restricted stock units ("RSUs")					\$ 5,226	\$ 2,858
Phantom stock units	-	-	107	222	118	107
Total	\$ 5,528	\$ 828	\$ 11,610	5,717	\$ 5,344	\$ 2,965

The following table summarizes unrecognized compensation cost and the weighted average remaining amortization periods at **September 30, 2023** **March 30, 2024** (amortization periods in years):

	Weighted Average		Weighted Average	
	Unrecognized Compensation Cost	Remaining Amortization Periods	Unrecognized Compensation Cost	Remaining Amortization Periods
Restricted stock units	\$ 19,929	1.6	\$ 19,166	1.9
Phantom stock units	-	n/a	-	n/a
Total	\$ 19,929		\$ 19,166	

The Company currently expects all performance-based RSUs to vest and all of the associated unrecognized compensation cost for performance-based RSUs presented in the table above to be recognized.

Restricted Stock Units

RSU activity under the Company's stock incentive programs as of **September 30, 2023** **March 30, 2024** and changes during the **ninethree** fiscal months then ended are presented below (number of RSUs in thousands):

	Number of RSUs	Weighted Average Grant-date Fair Value per Unit
Outstanding:		
January 1, 2023	894	\$ 19.73
Granted*	1,159	24.35
Vested**	(342)	18.86
Cancelled or forfeited	(1)	24.83
Outstanding at September 30, 2023	<u><u>1,710</u></u>	<u><u>\$ 23.03</u></u>
Expected to vest at September 30, 2023	<u><u>1,759</u></u>	

	Number of RSUs	Weighted Average Grant-date Fair Value per Unit
Outstanding:		
January 1, 2024	1,717	\$ 23.03
Granted	544	18.09
Vested*	(559)	23.07
Cancelled or forfeited	(26)	23.96
Outstanding at March 30, 2024	<u><u>1,676</u></u>	<u><u>\$ 21.40</u></u>
Expected to vest at March 30, 2024	<u><u>1,415</u></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.

In addition to RSUs that vest based upon satisfaction of service or performance conditions, in 2023, the Company granted RSUs that vest based upon achievement of market conditions to certain executive officers. For RSUs with market conditions, the Company estimates the grant date fair value using a Monte Carlo valuation model and recognizes the expense for the awards over the period in which the condition is assessed regardless of whether the market condition is ultimately achieved. The number of performance-based RSUs that are scheduled to vest increases ratably based on the achievement of defined performance and market criteria between the established target and maximum levels. RSUs with performance-based and market-based vesting criteria are expected to vest as follows (number of RSUs in thousands):

Vesting Date	Expected to Vest	Not Expected to Vest		Expected to Vest	Expected to Vest	Total
		Expected to Vest	Total			
January 1, 2024	165	-	165			
January 1, 2025	168	-	168	168	-	168
January 1, 2026	221	-	221			
January 1, 2027				140	94	234

Phantom Stock Units

The following table summarizes the Company's phantom stock unit units activity as of September 30, 2023 and changes during the nine fiscal months then ended are presented below (number of phantom stock units in thousands):

	Number of units	Grant-date Fair Value per Unit
Outstanding:		
January 1, 2023	226	
Granted	5	\$ 21.48
Dividend equivalents issued	2	
Redeemed for common stock*	(113)	
Outstanding at September 30, 2023	<u><u>120</u></u>	

*The number of phantom stock units redeemed for common stock includes shares that the Company withheld on behalf of employees to satisfy the statutory tax withholding requirements.

	Number of units	Grant-date Fair Value per Unit
Outstanding:		
January 1, 2024	120	
Granted	5	\$ 23.51
Dividend equivalents issued	1	
Outstanding at March 30, 2024	<u><u>126</u></u>	

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

Note 11 – Segment Information

The following tables set forth business segment information:

	MOSFETs	Diodes	Optoelectronic Components	Resistors	Inductors	Capacitors	Corporate / Other*	Total
<u><u>Fiscal quarter ended September 30, 2023:</u></u>								
Net revenues	\$ 205,027	\$ 176,788	\$ 64,441	\$ 199,877	\$ 89,947	\$ 117,573	\$ -	\$ 853,653
<u><u>Segment Operating Income</u></u>								
Income	\$ 52,755	\$ 41,552	\$ 13,087	\$ 41,849	\$ 25,078	\$ 20,533	\$ -	\$ 194,854
<u><u>Fiscal quarter ended October 1, 2022:</u></u>								
Net revenues	\$ 225,186	\$ 209,012	\$ 73,447	\$ 207,437	\$ 83,503	\$ 126,213	\$ -	\$ 924,798
<u><u>Segment Operating Income</u></u>								
Income	\$ 71,867	\$ 51,368	\$ 22,021	\$ 61,621	\$ 22,585	\$ 25,310	\$ -	\$ 254,772

	<u>MOSFETs</u>	<u>Diodes</u>	<u>Optoelectronic Components</u>	<u>Resistors</u>	<u>Inductors</u>	<u>Capacitors</u>	<u>Total</u>
<u>Fiscal quarter ended March 30, 2024:</u>							
Net revenues	\$ 153,173	\$ 149,130	\$ 49,199	\$ 188,196	\$ 88,651	\$ 117,930	\$ 746,279
Segment operating income	\$ 8,047	\$ 26,011	\$ 1,493	\$ 38,173	\$ 23,181	\$ 26,529	\$ 123,434
<u>Fiscal quarter ended April 1, 2023:</u>							
Net revenues	\$ 198,181	\$ 175,693	\$ 60,403	\$ 223,140	\$ 80,338	\$ 133,291	\$ 871,046
Segment operating income	\$ 58,017	\$ 42,686	\$ 17,300	\$ 66,699	\$ 20,979	\$ 32,996	\$ 238,677

<u>Nine fiscal months ended September 30, 2023:</u>							
Net revenues	\$ 610,596	\$ 527,216	\$ 189,293	\$ 645,450	\$ 259,524	\$ 384,730	\$ - \$ 2,616,809
Segment Operating Income	\$ 167,544	\$ 119,348	\$ 41,136	\$ 165,911	\$ 73,642	\$ 81,706	\$ - \$ 649,287
<u>Nine fiscal months ended October 1, 2022:</u>							
Net revenues	\$ 556,255	\$ 583,429	\$ 232,399	\$ 627,645	\$ 255,888	\$ 386,487	\$ - \$ 2,642,103
Segment Operating Income	\$ 164,993	\$ 140,307	\$ 72,575	\$ 183,414	\$ 71,698	\$ 80,330	\$ (6,661) \$ 706,656

*Amounts reported in Corporate/Other above represent unallocated costs directly related to the COVID-19 pandemic, which are reported as costs of products sold on the consolidated condensed statement of operations.

	Nine fiscal months ended				Fiscal qu
	Fiscal quarters ended	September	October	September	ended
	September	October	September	October	March
	September	October	September	October	March
Reconciliation:					
Segment Operating Income	\$ 194,854	\$ 254,772	\$ 649,287	\$ 706,656	\$ 123,434
Impact of the COVID-19 Pandemic on Selling, General, and Administrative Expenses	-	-	-	(546)	
Unallocated Selling, General, and Administrative Expenses	(79,724)	(71,670)	(240,973)	(225,932)	(80,763)
Consolidated Operating Income	\$ 115,130	\$ 183,102	\$ 408,314	\$ 480,178	\$ 42,671
Unallocated Other Income (Expense)	(18,618)	(1,973)	(21,556)	(14,873)	1,591
Consolidated Income Before Taxes	\$ 96,512	\$ 181,129	\$ 386,758	\$ 465,305	\$ 44,262

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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 OEMs, EMS companies, and independent distributors. The distribution of sales by customer type is shown below:

	Fiscal quarters ended		Nine fiscal months ended		Fiscal quarters ended	
	September 30, 2023	October 1, 2022	September 30, 2023	October 1, 2022	March 30, 2024	April 1, 2023
	\$ 438,126	\$ 536,289	\$ 1,396,021	\$ 1,549,872	\$ 382,480	\$ 470,788
Distributors	\$ 358,791	322,260	1,044,039	908,384	313,827	340,428
OEMs	56,736	66,249	176,749	183,847	49,972	59,830
EMS companies	\$ 853,653	\$ 924,798	\$ 2,616,809	\$ 2,642,103	\$ 746,279	\$ 871,046
Total Revenue						

Net revenues were attributable to customers in the following regions:

	Fiscal quarters ended		Nine fiscal months ended		Fiscal quarters ended	
	September 30, 2023	October 1, 2022	September 30, 2023	October 1, 2022	March 30, 2024	April 1, 2023
	\$ 323,750	\$ 352,160	\$ 957,706	\$ 1,040,942	\$ 284,007	\$ 310,429
Asia	\$ 315,264	296,779	968,286	862,728	271,734	326,561
Europe	214,639	275,859	690,817	738,433	190,538	234,056
Americas	\$ 853,653	\$ 924,798	\$ 2,616,809	\$ 2,642,103	\$ 746,279	\$ 871,046
Total Revenue						

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

	Nine fiscal months ended				Fiscal quarters ended	
	Fiscal quarters ended		September 30, 2023		March 30, 2024	April 1, 2023
	September 30, 2023	October 1, 2022	September 30, 2023	October 1, 2022	March 30, 2024	April 1, 2023
Industrial	\$ 297,506	\$ 362,380	\$ 951,422	\$ 1,050,704	\$ 248,128	\$ 325,960
Automotive	316,043	286,331	910,775	799,504	287,302	284,499
Computing	40,816	52,206	125,068	177,172		
Military and Aerospace	67,623	56,861	198,489	159,062	83,356	62,125
Consumer Products	42,155	50,235	130,305	132,090		
Power Supplies	38,897	50,822	127,684	132,248		
Medical	34,447	33,675	116,688	99,139	34,389	42,103
Telecommunications	16,166	32,288	56,378	92,184		
Other*					93,104	156,359
Total Revenue	\$ 853,653	\$ 924,798	\$ 2,616,809	\$ 2,642,103	\$ 746,279	\$ 871,046

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

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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 per share attributable to Vishay stockholders (shares in thousands):

	Nine fiscal months ended				Fiscal quarters ended	
	Fiscal quarters ended		September 30, 2023		March 30, 2024	April 1, 2023
	September 30, 2023	October 1, 2022	September 30, 2023	October 1, 2022	March 30, 2024	April 1, 2023

Numerator:							
Net earnings attributable to Vishay stockholders	\$ 65,529	\$ 140,061	\$ 272,348	\$ 356,022	\$ 30,924	\$ 111,781	
Denominator:							
Denominator for basic earnings per share:							
Weighted average shares	138,964	142,663	139,696	143,760	137,601	140,496	
Outstanding phantom stock units	119	224	132	223	125	140	
Adjusted weighted average shares	139,083	142,887	139,828	143,983			
Adjusted weighted average shares - basic					137,726	140,636	
Effect of dilutive securities:							
Restricted stock units	918	560	749	487	750	615	
Dilutive potential common shares	918	560	749	487	750	615	
Denominator for diluted earnings per share:							
Adjusted weighted average shares - diluted	140,001	143,447	140,577	144,470	138,476	141,251	
Basic earnings per share attributable to Vishay stockholders	\$ 0.47	\$ 0.98	\$ 1.95	\$ 2.47	\$ 0.22	\$ 0.79	
Diluted earnings per share attributable to Vishay stockholders	\$ 0.47	\$ 0.98	\$ 1.94	\$ 2.46	\$ 0.22	\$ 0.79	

Diluted earnings 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 30, 2023	October 1, 2022	September 30, 2023	October 1, 2022
Restricted stock units	3	168	107	278
Fiscal quarters ended				
	March 30, 2024		April 1, 2023	
Restricted stock units			127	

If the average market price of Vishay common stock is less than the effective conversion prices of the convertible senior notes due 2025 and due 2030, respectively, no shares are included in the diluted earnings per share computation for the convertible senior notes due 2025 and due 2030. Upon Vishay exercising its existing right to legally amend the indenture governing the convertible senior notes due 2025, Vishay will satisfy its conversion obligations by paying \$1 cash per \$1 principal amount of converted notes and settle any additional amounts due in common stock. 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. Accordingly, the convertible senior notes due 2025 and due 2030 are not anti-dilutive when the average market price of Vishay common stock is less than the respective effective conversion prices of the convertible senior notes due 2025 and due 2030.

In connection with the issuance of the convertible senior notes due 2030, the Company entered into capped call transactions, (see Note 5), 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.

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

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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:

	Total Fair Value	Level 1	Level 2	Level 3	Total Fair Value	Level 1	Level 2	Level 3
September 30, 2023								
March 30, 2024								
Assets:								
Assets held in rabbi trusts	\$ 46,240	\$ 22,250	\$ 23,990	\$ -	\$ 51,061	\$ 23,448	\$ 27,613	\$ -
Available for sale securities	\$ 3,674	3,674	-	-	\$ 4,023	4,023	-	-
	\$ 49,914	\$ 25,924	\$ 23,990	\$ -	\$ 55,084	\$ 27,471	\$ 27,613	\$ -
Liability:								
MaxPower acquisition contingent consideration	\$ 6,955	\$ -	\$ -	\$ -	\$ 6,955	\$ -	\$ -	\$ -
Acquisitions contingent consideration					\$ 15,938	\$ -	\$ -	\$ 15,938
December 31, 2022								
December 31, 2023								
Assets:								
Assets held in rabbi trusts	\$ 50,173	\$ 27,168	\$ 23,005	\$ -	\$ 50,378	\$ 24,343	\$ 26,035	\$ -
Available for sale securities	\$ 3,677	3,677	-	-	\$ 4,115	4,115	-	-
Precious metals	\$ 1,252	1,252	-	-	\$ 54,493	\$ 28,458	\$ 26,035	\$ -
	\$ 55,102	\$ 32,097	\$ 23,005	\$ -	\$ 54,493	\$ 28,458	\$ 26,035	\$ -
Liability:								
MaxPower acquisition contingent consideration	\$ 6,870	\$ -	\$ -	\$ -	\$ 6,870	\$ -	\$ -	\$ -
Acquisitions contingent consideration					\$ 938	\$ -	\$ -	\$ 938

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

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

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

From time to time, the Company purchases precious metals bullion in excess of its immediate manufacturing needs to mitigate the risk of supply shortages or volatile price fluctuations. The metals are valued based on quoted market prices on the last business day of the period. The fair value measurement of the metals is considered a Level 1 measurement within the fair value hierarchy. The inventory of precious metals bullion in excess of its immediate manufacturing needs was not material at September 30, 2023.

The Company may be required to make certain contingent payments to non-employee equity holders of MaxPower pursuant to the acquisition agreement, which would will be payable upon the achievement of certain technology milestones, upon favorable resolution of milestones. The Company may be required to make certain technology licensing matters with a third party, and contingent payments upon the disposition receipt of MaxPower's investment in an equity affiliate, export license pursuant to the Newport wafer fab acquisition agreement. The fair value of these contingent consideration 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 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 30, 2023** **March 30, 2024** and **December 31, 2022** **December 31, 2023** is approximately **\$831,400** **\$816,900** and **\$491,100**, **\$836,200**, respectively, compared to its carrying value, excluding the deferred financing costs, of \$845,102 and **\$507,344**, **\$845,102**, 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.

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NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(dollars in thousands, except per share amounts)

At **September 30, 2023** **March 30, 2024** and **December 31, 2022** **December 31, 2023**, 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 30, 2023** **March 30, 2024** and **December 31, 2022** **December 31, 2023**, the Company's cash and cash equivalents were comprised of demand deposits, time deposits with maturities of three months or less when purchased, and money market funds. The Company estimates the fair value of its cash, cash equivalents, and short-term investments using Level 2 inputs. Based on the current interest rates for similar investments with comparable credit risk and time to maturity, the fair value of the Company's cash, cash equivalents, and held-to-maturity short-term investments approximate the carrying amounts reported in the consolidated condensed balance sheets.

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

Note 14 - Subsequent Events

On November 8, 2023, Vishay and Nexperia BV announced that they have entered into an agreement whereby Vishay will acquire Nexperia's wafer fabrication facility and operations located in Newport, South Wales, U.K. for approximately \$177,000 in cash, subject to customary post-closing adjustments.

To effect the transaction, Vishay will acquire a 100% interest in the legal entity Neptune 6 Limited, and its wholly-owned operating subsidiary, Nexperia Newport Limited, which owns and operates the Newport facility.

The closing of the transaction is subject to U.K. government review, the purchase rights of a third party, and customary closing conditions, and is expected to occur in the first quarter of 2024.

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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 22, 2023** **February 16, 2024**.*

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.

We are focused on enhancing 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. To drive growth and optimize stockholder value, we plan to capitalize on the mega trends of **electrification, data storage, e-mobility, sustainability, and wireless communications by connectivity** through initiatives. We are developing go-to-market strategies and investing in and expanding the **thirty** key product lines for growth that we have **identified, increasing identified**. To increase our **internal capacity, internally by investing** we plan to invest approximately **\$350 million** **\$435 million** in 2024, as part of our plan to invest approximately **\$1.4 billion** in total capital expenditures for the period 2023 - 2025 and **approximately \$1.2 billion over \$2.6 billion** in total capital expenditures for the **next three years** primarily for capital expansion projects outside of China and externally by **outsourcing period 2023 - 2028**. In addition, we are **strategically expanding our outsourced production of commodity products to subcontractors, 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, promoting the full breadth coverage**. Taken together, each of these initiatives supports our **portfolio through solution selling, and instituting a Think Customer First organizational culture**.

On November 8, 2023 **March 5, 2024**, we and Nexperia BV announced that we have entered into an agreement whereby we will acquire completed the acquisition of Nexperia's wafer fabrication facility and operations located in Newport, South Wales, U.K. for approximately **\$177 million** **\$177.4 million** in cash, **net of cash acquired** and subject to customary post-closing adjustments. The **closing of the transaction** **wafer fabrication facility is subject to U.K. government review, the purchase rights of a third party, and customary closing conditions**, located on 28 acres and is **expected** an automotive-certified, 200mm semiconductor wafer fab with capacity to **occur** **produce more than 30,000 wafers per month**. We plan to position the facility as a manufacturing excellence center and use it as the home for MaxPower to further develop and scale our SIC MOSFETs and diodes capabilities. We expect the facility to initially generate a net loss while we invest in the first quarter of 2024, new equipment and qualify new products.

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 Value" **Return Policy**" below.

On September 12, 2023, we issued \$750 million convertible senior notes due 2030. We used the net proceeds from the issuance of these notes to repurchase \$370.2 million principal amount of convertible senior notes due 2025, \$94.2 million to enter into capped call transactions intended to mitigate the dilution risk of convertible senior notes due 2030 by synthetically increasing the conversion price of the notes to approximately \$43.98 per share, to repay amounts outstanding on our amended and restated credit facility, and for other general corporate purposes. We recognized a loss of \$18.9 million due to the early extinguishment of the repurchased convertible senior notes due 2025.

On May 8, 2023, we amended and restated our \$750 million revolving credit agreement, which replaced our credit agreement that was scheduled to mature in June 2024. The amendment and restatement extended the maturity date of the revolving credit agreement until May 8, 2028, replaced the previous total leverage ratio used for financial covenant compliance measurement with a net leverage ratio, and replaced the LIBOR-based interest rate and related LIBOR-based mechanics applicable to U.S. dollar borrowings under the revolving credit agreement with an interest rate based on the Secured Overnight Financing Rate ("SOFR") (including a customary spread adjustment) and related SOFR-based mechanics. The maturity date of the amended and restated facility will accelerate if within ninety-one days prior to the maturity of our convertible senior notes due 2025, the outstanding principal amount of such notes exceeds a defined liquidity measure as set forth in the Amended and Restated Credit Facility. Other terms and conditions are substantially unchanged.

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 **will believe we can** react quickly and professionally to changes in demand to minimize manufacturing inefficiencies and excess inventory build in periods of decline and maximize opportunities in periods of growth. We believe we have 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 decreased in the **third** **first** fiscal quarter of **2023** **2024** primarily due to the negative impacts of an on-going distributor inventory correction that resulted in lower orders. Gross profit was negatively impacted by Net revenues and margins decreased versus the prior periods primarily due to lower sales volume.

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Net revenues for the fiscal quarter ended **September 30, 2023** **March 30, 2024** were **\$853.7 million** **\$746.3 million**, compared to **\$892.1 million** **\$785.2 million** and **\$924.8 million** **\$871.0 million** for the fiscal quarters ended **July 1, 2023** **December 31, 2023** and **October 1, 2022** **April 1, 2023**, respectively. The net earnings attributable to Vishay stockholders for the fiscal quarter ended **September 30, 2023** **March 30, 2024** were **\$65.5 million** **\$30.9 million**, or **\$0.47** **\$0.22** per diluted share, compared to **\$95.0 million** **\$51.5 million**, or **\$0.68** **\$0.37** per diluted share for the fiscal quarter ended **July 1, 2023** **December 31, 2023**, and **\$140.1 million** **\$111.8 million**, or **\$0.98** **\$0.79** per diluted share for the fiscal quarter ended **October 1, 2022** **April 1, 2023**.

Net revenues for the nine fiscal months ended **September 30, 2023** were **\$2,616.8 million**, compared to **\$2,642.1 million** for the nine fiscal months ended **October 1, 2022**. The net earnings attributable to Vishay stockholders for the nine fiscal months ended **September 30, 2023** were **\$272.3 million**, or **\$1.94** per diluted share, compared to **\$356.0 million**, or **\$2.46** per diluted share for the nine fiscal months ended **October 1, 2022**.

We define adjusted net earnings as net earnings 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.

The Net earnings attributable to Vishay stockholders for the fiscal quarters ended **March 30, 2024**, **December 31, 2023**, and **April 1, 2023** include no items affecting comparability are (in thousands, except per share amounts): comparability.

	Fiscal quarters ended			Nine fiscal months ended	
	September 30, 2023	July 1, 2023	October 1, 2022	September 30, 2023	October 1, 2022
GAAP net earnings attributable to Vishay stockholders	\$ 65,529	\$ 95,038	\$ 140,061	\$ 272,348	\$ 356,022
<u>Reconciling items affecting gross income:</u>					
Impact of COVID-19 pandemic	\$ -	\$ -	\$ -	\$ -	\$ 6,661
<u>Other reconciling items affecting operating income:</u>					
Impact of COVID-19 pandemic	\$ -	\$ -	\$ -	\$ -	\$ 546
<u>Reconciling items affecting other income (expense):</u>					
Loss on early extinguishment of debt	\$ 18,874	\$ -	\$ -	\$ 18,874	\$ -
<u>Reconciling items affecting tax expense:</u>					
Effects of changes in uncertain tax positions	\$ -	\$ -	\$ (5,941)	\$ -	\$ (5,941)
Tax effects of pre-tax items above	(498)		-		(498)
Adjusted net earnings	<u>\$ 83,905</u>	<u>\$ 95,038</u>	<u>\$ 134,120</u>	<u>\$ 290,724</u>	<u>\$ 355,486</u>
Adjusted weighted average diluted shares outstanding	140,001	140,478	143,447	140,577	144,470

Adjusted earnings per diluted share	\$ 0.60	\$ 0.68	\$ 0.93	\$ 2.07	\$ 2.46
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The following table reconciles gross profit by segment to consolidated gross profit (*in thousands*). Direct costs of the COVID-19 pandemic are not allocated to the segments as the chief operating decision maker's evaluation of segment performance does not include these costs.

	Fiscal quarters ended			Nine fiscal months ended		Fiscal quarters ended		
	September 30, 2023	July 1, 2023	October 1, 2022	September 30, 2023	October 1, 2022	March 30, 2024	December 31, 2023	April 1, 2023
MOSFETs	\$ 68,665	\$ 71,954	\$ 83,121	\$ 213,477	\$ 197,305	\$ 25,473	\$ 45,909	\$ 72,858
Diodes	47,194	40,877	56,339	136,200	155,495	32,370	39,421	48,129
Optoelectronic Components	18,140	15,609	25,959	55,689	84,820	7,001	6,537	21,940
Resistors	49,156	64,634	68,461	187,826	204,015	46,471	50,602	74,036
Inductors	28,493	30,808	25,692	83,024	80,231	26,787	29,390	23,723
Capacitors	25,995	33,591	29,966	97,613	94,664	32,305	28,805	38,027
Unallocated gross profit (loss)	-	-	-	-	(6,661)			
Gross profit	\$ 237,643	\$ 257,473	\$ 289,538	\$ 773,829	\$ 809,869	\$ 170,407	\$ 200,664	\$ 278,713

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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		October 1,	September	October 1,
	30, 2023	July 1, 2023	2022	30, 2023	2022
Net cash provided by continuing operating activities	\$ 122,303	\$ 107,239	\$ 209,480	\$ 359,435	\$ 317,792
Proceeds from sale of property and equipment	21	687	95	1,034	472
Less: Capital expenditures	(66,829)	(71,676)	(76,475)	(184,079)	(172,175)
Free cash	\$ 55,495	\$ 36,250	\$ 133,100	\$ 176,390	\$ 146,089

Orders are lower due to a

	Fiscal quarters ended		
	March 30,		December
	2024	31, 2023	April 1, 2023
Net cash provided by continuing operating activities	\$ 80,211	\$ 6,268	\$ 129,893
Proceeds from sale of property and equipment	751	122	326
Less: Capital expenditures	(53,084)	(145,331)	(45,574)
Free cash	\$ 27,878	\$ (138,941)	\$ 84,645

Our results have been negatively impacted by the distributor inventory correction that began in the fourth fiscal quarter of 2022 and continues in 2023, continued through the first fiscal quarter of 2024. Our results for the first fiscal quarters ended September 30, 2023 and July 1, 2023 quarter of 2024 remain strong, although weaker than our October 1, 2022 results.

Our free cash results were significantly impacted by the installment payments of the U.S. transition tax of \$27.7 million and \$14.8 million in the second fiscal quarters of 2023 and 2022, respectively, and \$25.2 million of payments of foreign, withholding, and claw-back cash taxes on foreign earnings in Israel for the net \$81.2 million that was repatriated to the U.S. in the second prior fiscal quarter of 2022 and prior year quarter results.

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Stockholder Value Return Policy

We are focused on enhancing stockholder value by growing our business and improving earnings per share. Over the next few years, we expect to experience higher internal growth rates than over the last decade. This expectation is based upon accelerated electrification, such as factory automation, electrical vehicles, and 5G infrastructures. To meet this expected increase in demand and to fully participate in growing markets, we intend to increase our capital expenditures for expansion outside of China in the mid-term. The increased capital expenditures will be primarily used to increase manufacturing capacity for the thirty key product lines for growth that we identified. The most significant expansion projects include building a 12-inch wafer fab in Itzehoe, Germany adjacent to our existing 8-inch fab, expanding our Inductors manufacturing, and expanding our GaAs fab in Heilbronn, Germany.

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 following table summarizes activity pursuant to this policy (*in thousands*):

	Fiscal quarters ended		Nine fiscal months ended		Fiscal quarters ended	
	September	October 1, 30, 2023	September	October 1, 30, 2023	March	April 1, 30, 2024
		2022		2022	2023	2023
Dividends paid to stockholders	\$ 13,879	\$ 14,254	\$ 41,836	\$ 43,062	\$ 13,752	\$ 14,020
Stock repurchases	17,262	18,510	57,661	54,671	12,538	20,173
Total	\$ 31,141	\$ 32,764	\$ 99,497	\$ 97,733	\$ 26,290	\$ 34,193

During the fourth quarters of 2022 and 2021, we have determined that substantially all unremitted foreign earnings in Israel and Germany and Germany, respectively, Israel are no longer indefinitely reinvested. The changes in these indefinite reinvestment assertions will provide greater access to our worldwide cash balances to fund our growth plan and our Stockholder Return Policy, but also increased negatively impact our effective tax rate.

The structure of our Stockholder Return Policy enables us to allocate capital responsibly among our business, our lenders, and our stockholders. We will continue to invest in growth initiatives including key product line expansions, targeted R&D, and synergistic acquisitions.

We have paid dividends each quarter since the first quarter of 2014, and the Stockholder Return Policy will remain in effect until such time as the Board votes to amend or rescind the policy. Implementation of the Stockholder Return Policy is subject to future declarations of dividends by the Board of Directors, market and business conditions, legal requirements, and other factors. 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.

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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 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 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, the direct impact of the COVID-19 pandemic, 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.

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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 first fiscal quarter of 20222023 through the third first fiscal quarter of 20232024 (dollars in thousands):

	3rd Quarter 2022	4th Quarter 2022	1st Quarter 2023	2nd Quarter 2023	3rd Quarter 2023	1st Quarter 2023	2nd Quarter 2023	3rd Quarter 2023	4th Quarter 2023
Net revenues	\$ 924,798	\$ 855,298	\$ 871,046	\$ 892,110	\$ 853,653	\$ 871,046	\$ 892,110	\$ 853,653	\$ 785,236
Gross profit margin	31.3%	29.1%	32.0%	28.9%	27.8%	32.0%	28.9%	27.8%	25.6%
Operating margin	19.8%	15.8%	18.2%	15.1%	13.5%	18.2%	15.1%	13.5%	9.9%
End-of-period backlog	\$ 2,261,400	\$ 2,292,700	\$ 2,169,400	\$ 1,895,100	\$ 1,552,400	\$ 2,169,400	\$ 1,895,100	\$ 1,552,400	\$ 1,381,800

Book-to-bill ratio	0.88	0.94	0.84	0.69	0.63	0.84	0.69	0.63	0.75
Inventory turnover	4.1	3.9	3.7	3.9	3.7	3.7	3.9	3.7	3.6
Change in ASP vs. prior quarter	0.0%	0.6%	1.2%	(0.7)%	(0.8)%	1.2%	(0.7)%	(0.8)%	(0.7)%

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

Revenues decreased versus the prior fiscal quarter and the **third** **first** fiscal quarter of **2022** **2023** primarily due to lower sales volume and lower average selling prices. The book-to-bill ratio increased slightly versus the prior fiscal quarter, but orders and backlog were continued to be negatively impacted by the distributor inventory correction that continued in the **third** **first** fiscal quarter of **2023** **2024**. We continue to increase manufacturing capacity for critical product lines. Average selling prices decreased versus the prior fiscal quarter and prior year quarter.

Gross profit margin decreased versus the prior fiscal quarter and the **third** **first** fiscal quarter of **2022**. The decrease versus the prior fiscal quarter is primarily due to lower sales volume, and decreased average selling prices. The decrease versus the **third** **fiscal quarter of 2022** is primarily due to lower sales volume, cost inflation, and manufacturing inefficiencies, partially offset by higher average selling prices, and positive foreign currency impacts. **the impact of the Newport acquisition. Cost inflation also contributed to the decrease versus the prior year quarter.**

The book-to-bill ratio in the **third** **first** fiscal quarter of **2023** decreased **2024** increased to **0.63** **0.82** versus **0.69** **0.75** in the **second** **fourth** fiscal quarter of **2023**. **The book-to-bill ratio continues to be negatively impacted by the distributor inventory correction that continued in the **third** **fiscal quarter of 2023**.**

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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** **first** fiscal quarter of **2022** **2023** through the **third** **first** fiscal quarter of **2023** **2024** (dollars in thousands):

	3rd Quarter 2022	4th Quarter 2022	1st Quarter 2023	2nd Quarter 2023	3rd Quarter 2023	1st Quarter 2023	2nd Quarter 2023	3rd Quarter 2023	4th Quarter 2023	1st Quarter 2024
MOSFETs										
Net revenues	\$ 225,186	\$ 206,005	\$ 198,181	\$ 207,388	\$ 205,027	\$ 198,181	\$ 207,388	\$ 205,027	\$ 168,158	\$ 153,173
Book-to-bill ratio	0.78	1.15	0.95	0.68	0.50	0.95	0.68	0.50	0.62	0.68
Gross profit margin	36.9%	37.5%	36.8%	34.7%	33.5%	36.8%	34.7%	33.5%	27.3%	16.6%
Segment operating margin	31.9%	30.9%	29.3%	27.4%	25.7%	29.3%	27.4%	25.7%	16.8%	5.3%
Diodes										
Net revenues	\$ 209,012	\$ 181,791	\$ 175,693	\$ 174,735	\$ 176,788	\$ 175,693	\$ 174,735	\$ 176,788	\$ 163,324	\$ 149,130
Book-to-bill ratio	0.79	0.88	0.71	0.54	0.58	0.71	0.54	0.58	0.61	0.72
Gross profit margin	27.0%	23.4%	27.4%	23.4%	26.7%	27.4%	23.4%	26.7%	24.1%	21.7%

Segment operating margin	24.6 %	19.9 %	24.3 %	20.1 %	23.5 %	24.3 %	20.1 %	23.5 %	20.9 %	17.4 %
Optoelectronic Components										
Net revenues	\$ 73,447	\$ 63,985	\$ 60,403	\$ 64,449	\$ 64,441	\$ 60,403	\$ 64,449	\$ 64,441	\$ 53,853	\$ 49,199
Book-to-bill ratio	0.57	0.78	0.72	0.70	0.57	0.72	0.70	0.57	0.59	0.89
Gross profit margin	35.3 %	28.1 %	36.3 %	24.2 %	28.1 %	36.3 %	24.2 %	28.1 %	12.1 %	14.2 %
Segment operating margin	30.0 %	20.1 %	28.6 %	16.7 %	20.3 %	28.6 %	16.7 %	20.3 %	3.4 %	3.0 %
Resistors										
Net revenues	\$ 207,437	\$ 205,161	\$ 223,140	\$ 222,433	\$ 199,877	\$ 223,140	\$ 222,433	\$ 199,877	\$ 198,022	\$ 188,196
Book-to-bill ratio	1.08	0.85	0.88	0.74	0.65	0.88	0.74	0.65	0.82	0.79
Gross profit margin	33.0 %	28.3 %	33.2 %	29.1 %	24.6 %	33.2 %	29.1 %	24.6 %	25.6 %	24.7 %
Segment operating margin	29.7 %	25.3 %	29.9 %	25.8 %	20.9 %	29.9 %	25.8 %	20.9 %	22.0 %	20.3 %
Inductors										
Net revenues	\$ 83,503	\$ 75,198	\$ 80,338	\$ 89,239	\$ 89,947	\$ 80,338	\$ 89,239	\$ 89,947	\$ 87,868	\$ 88,651
Book-to-bill ratio	1.02	0.83	1.04	0.84	0.85	1.04	0.84	0.85	0.91	0.96
Gross profit margin	30.8 %	32.1 %	29.5 %	34.5 %	31.7 %	29.5 %	34.5 %	31.7 %	33.4 %	30.2 %
Segment operating margin	27.0 %	28.9 %	26.1 %	30.9 %	27.9 %	26.1 %	30.9 %	27.9 %	29.6 %	26.1 %
Capacitors										
Net revenues	\$ 126,213	\$ 123,158	\$ 133,291	\$ 133,866	\$ 117,573	\$ 133,291	\$ 133,866	\$ 117,573	\$ 114,011	\$ 117,930
Book-to-bill ratio	0.95	0.99	0.70	0.70	0.75	0.70	0.70	0.75	0.95	1.03
Gross profit margin	23.7 %	23.7 %	28.5 %	25.1 %	22.1 %	28.5 %	25.1 %	22.1 %	25.3 %	27.4 %
Segment operating margin	20.1 %	19.9 %	24.8 %	21.0 %	17.5 %	24.8 %	21.0 %	17.5 %	20.4 %	22.5 %

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Results of Operations

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

	Nine fiscal months ended					Fiscal quarters ended		
	Fiscal quarters ended		Nine fiscal months ended			Fiscal quarters ended		
	September 30, 2023	July 1, 2023	October 1, 2022	September 30, 2023	October 1, 2022	March 30, 2024	December 31, 2023	April 1, 2023
Cost of products sold	72.2%	71.1%	68.7%	70.4%	69.3%	77.2%	74.4%	68.0%
Gross profit	27.8%	28.9%	31.3%	29.6%	30.7%	22.8%	25.6%	32.0%
Selling, general & administrative expenses	14.4%	13.8%	11.5%	14.0%	12.5%	17.1%	15.6%	13.8%
Operating income	13.5%	15.1%	19.8%	15.6%	18.2%	5.7%	9.9%	18.2%
Income before taxes and noncontrolling interest	11.3%	15.0%	19.6%	14.8%	17.6%	5.9%	10.3%	18.0%
Net earnings attributable to Vishay stockholders	7.7%	10.7%	15.1%	10.4%	13.5%	4.1%	6.6%	12.8%
Effective tax rate	31.7%	28.5%	22.4%	29.3%	23.2%	29.0%	35.6%	28.4%

Net Revenues

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

	Fiscal quarters ended			Nine fiscal months ended		
	September 30, 2023		July 1, 2023	October 1, 2022	September 30, 2023	October 1, 2022
	\$ 853,653	\$ 892,110	\$ 924,798	\$ 2,616,809	\$ 2,642,103	
Net revenues						
Net revenues						
	Fiscal quarters ended			Nine fiscal months ended		
	December 31, 2023		March 30, 2024	2023	2024	April 1, 2023
	\$ 746,279	\$ 785,236	\$ 746,279	\$ 785,236	\$ 871,046	
Net revenues						

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

	Fiscal quarter ended September 30, 2023		Nine fiscal months ended September 30, 2023		
			Change in net revenues	% change	Change in net revenues
	July 1, 2023	\$ (38,457)	(4.3)%	n/a	n/a
	October 1, 2022	\$ (71,145)	(7.7)%	\$ (25,294)	(1.0)%
	Fiscal quarter ended March 30, 2024		Nine fiscal months ended September 30, 2023		
			Change in net revenues	% change	
	December 31, 2023	\$ (38,957)	(5.0)%		

Changes in net revenues were attributable to the following:

Change attributable to:	vs. Prior Quarter	vs. Prior Year-to-Date	vs. Prior Year Quarter	
			vs. Prior Year Quarter	vs. Prior Year Quarter
Decrease in volume	(3.2)%	(10.7)%	(3.8)%	(3.4)% (12.2)%
Change in average selling prices	(0.8)%	0.9%	2.3%	
Decrease in average selling prices				(2.5)% (3.6)%
Foreign currency effects	0.0%	2.1%	0.4%	0.3% 0.3%
Acquisition	0.0%	0.5%	0.3%	0.4% 0.4%
Other	(0.3)%	(0.5)%	(0.2)%	0.2% 0.8%
Net change	(4.3)%	(7.7)%	(1.0)%	(5.0)% (14.3)%

Despite the distributor inventory correction that we are experiencing, continue to experience, the long-term prospects for our business remain favorable, and we continue to increase manufacturing capacities for critical product lines. The decreases decrease in net revenues versus the prior fiscal quarter and prior year quarter are primarily due to decreased sales volume-driven with increased volume and average selling prices and positive foreign currency impacts partially offsetting the sales volume decrease in the prior year periods. prices.

Gross Profit Margins

Gross profit margins for the fiscal quarter ended September 30, 2023 March 30, 2024 were 27.8% 22.8%, versus 28.9% 25.6% and 31.3%, 32.0% for the comparable prior fiscal quarter and prior year period, respectively. Gross profit margins for margin decreased versus the nine prior fiscal months ended September 30, 2023 were 29.6%, versus 30.7% for quarter and the comparable prior year period. The decreases are quarter primarily due to lower sales volume-driven with increased volume, decreased average selling prices, and positive foreign currency impacts partially offsetting the sales volume impact of the Newport acquisition. Cost inflation also contributed to the decrease and cost inflation in versus the prior year periods. quarter.

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Segments

Analysis of revenues and margins for our segments is provided below. Direct costs of the COVID-19 pandemic are not allocated to the segments.

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		Fiscal quarters ended		
	September 30, 2023	July 1, 2023	October 1, 2022	September 30, 2023	October 1, 2022	March 30, 2024	December 31, 2023	April 1, 2023
	\$ 205,027	\$ 207,388	\$ 225,186	\$ 610,596	\$ 556,255	\$ 153,173	\$ 168,158	\$ 198,181
Net revenues	33.5%	34.7%	36.9%	35.0%	35.5%	16.6%	27.3%	36.8%
Gross profit margin	25.7%	27.4%	31.9%	27.4%	29.7%	5.3%	16.8%	29.3%
Segment operating margin								

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

	Fiscal quarter ended September 30, 2023		Nine fiscal months ended September 30, 2023	
	Change in net revenues		Change in net revenues	
		% change		% change
July 1, 2023	\$ (2,361)	(1.1)%	n/a	n/a
October 1, 2022	\$ (20,159)	(9.0)%	\$ 54,341	9.8 %

	Fiscal quarter ended March 30, 2024	
	Change in net revenues	
		% change
December 31, 2023		(14,985) (8.9)%
April 1, 2023		(45,008) (22.7)%

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

Change attributable to:	vs. Prior Quarter	vs. Prior Year Quarter	vs. Prior Year-to- Date	vs. Prior Quarter	vs. Prior Year Quarter
Change in volume	1.1 %	(12.1)%	4.0 %		
Change in average selling prices	(2.0)%	(0.3)%	3.6 %		
Decrease in volume				(3.9)%	(17.2)%
Decrease in average selling prices				(7.5)%	(10.2)%
Foreign currency effects	0.0 %	1.2 %	0.3 %	0.2 %	0.2 %
Acquisition	0.0 %	1.9 %	1.2 %	1.9 %	1.6 %
Other	(0.2)%	0.3 %	0.7 %	0.4 %	2.9 %
Net change	(1.1)%	(9.0)%	9.8 %	(8.9)%	(22.7)%

The MOSFET segment net revenues of the MOSFETs segment decreased slightly versus the prior fiscal quarter and decreased significantly versus the prior year quarter, but increased significantly versus the prior year-to-date period. The decrease versus the prior fiscal quarter is due to decreased sales to distribution customers and customers in the Europe and Americas regions. The decrease versus the prior year quarter is primarily due to decreased sales to distribution and EMS customers, computing end market distributor customers and customers in all regions, particularly regions. An increase in sales to automotive end market customers partially offset the Americas region. The increase versus the prior year-to-date period is primarily due to increased sales to automotive, power supply, and industrial end market customers and customers in the Europe and Americas regions, partially offset by decreased sales to computing and telecommunications end market customers.

fiscal quarter.

Gross profit margin decreased versus the prior fiscal quarter and the prior year periods. The decrease versus the prior fiscal quarter is primarily due to decreased average selling prices and unfavorable product mix. The decrease versus the prior year quarter is due to lower average selling prices, costs associated with Newport wafer fab acquired in March 2024, and lower sales volume, unfavorable product mix, higher utilities and material prices, increased depreciation, and higher personnel costs. Gross profit increased versus the prior year-to-date period due to higher volume, but gross profit margin decreased slightly due to increased costs. volume.

The segment operating margin decreased versus the prior fiscal quarter and the prior year periods. The fluctuations are primarily due to gross profit fluctuations. Increased segment SG&A expenses as a percentage of sales also impacted all comparison periods.

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

quarter.

We continue to invest to expand mid- and long-term manufacturing capacity for strategic product lines. We have begun building a 12-inch wafer fab in Itzehoe, Germany adjacent to our existing 8-inch wafer fab, which we expect will increase our in-house wafer capacity by approximately 70% within 3-4 years and allow us to balance our in-house and foundry wafer supply.

We acquired leading edge silicon and silicon carbide MOSFETs products with our acquisition of MaxPower in the fourth fiscal quarter of 2022.

We plan to use the Newport wafer fabrication facility acquired in the first fiscal quarter of 2024 as the home for MaxPower to further develop and scale our SiC MOSFETs and diodes capabilities.

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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			Fiscal quarters ended		
	September 30, 2023	July 1, 2023	October 1, 2022	September 30, 2023	October 1, 2022				
							March 30, 2024	December 31, 2023	April 1, 2023
Net revenues	\$ 176,788	\$ 174,735	\$ 209,012	\$ 527,216	\$ 583,429		\$ 149,130	\$ 163,324	\$ 175,693
Gross profit margin	26.7%	23.4%	27.0%	25.8%	26.7%		21.7%	24.1%	27.4%
Segment operating margin	23.5%	20.1%	24.6%	22.6%	24.0%		17.4%	20.9%	24.3%

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

	Fiscal quarter ended March 30, 2024			Nine fiscal months ended September 30, 2023		
	Change in net revenues		% change	Change in net revenues		% change
	December 31, 2023	\$ (14,194)	(8.7)%	April 1, 2023	\$ (26,563)	(15.1)%
Fiscal quarter ended September 30, 2023						
	Change in net revenues	% change		Change in net revenues	% change	
July 1, 2023	\$ 2,053	1.2%		n/a	n/a	
October 1, 2022	\$ (32,224)	(15.4)%		\$ (56,213)	(9.6)%	

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

	vs. Prior Quarter	vs. Prior Year Quarter	vs. Prior Year-to- Date	vs. Prior Quarter	vs. Prior Year Quarter

Change attributable to:						
Change in volume		1.3%	(16.7)%	(11.3)%		
Increase in average selling prices		0.1%	0.2%	1.8%		
Decrease in volume					(7.9)%	(11.7)%
Decrease in average selling prices					(1.3)%	(4.5)%
Foreign currency effects		(0.1)%	1.4%	0.2%	0.2%	0.1%
Other		(0.1)%	(0.3)%	(0.3)%	0.3%	1.0%
Net change		1.2%	(15.4)%	(9.6)%	(8.7)%	(15.1)%

Net revenues of the Diodes 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 automotive end market customers and customers in the Americas and Asia regions. The decrease versus the prior year quarter is primarily due to decreased sales to customers in all regions, particularly the Americas region, and all end market customers except for automotive end market customers. The decrease versus the prior year quarter is partially attributable to the prior year quarter including increased volume as operations and sales resumed following extended government-mandated shut-downs of our manufacturing facilities in the People's Republic of China. The decrease versus the prior year-to-date period is primarily due to decreased sales to distribution and EMS customers, power supply end market customers, and customers in the Americas and Asia regions.

Gross profit margin increased versus the prior fiscal quarter, but decreased versus the prior year periods. The increase versus the prior fiscal quarter is primarily due to higher sales volume, decreased material costs, and manufacturing efficiencies. The decrease versus the prior year quarter is primarily due to lower sales volume, partially offset by decreased metal prices. The decrease versus the prior year-to-date period is primarily due to lower sales volume, manufacturing inefficiencies, and higher material and labor costs, partially offset by increased average selling prices.

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

Average selling prices increased versus the prior fiscal quarter and the prior year periods. The decreases are primarily due to decreased sales to distribution customers and industrial and automotive end market customers in all regions.

Gross profit margin decreased versus the prior fiscal quarter and the prior year quarter. The increases are primarily due to lower sales volume and decreased average selling prices.

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

Average selling prices decreased versus the prior fiscal quarter and prior year quarter.

We plan to use the Newport wafer fabrication facility acquired in the first fiscal quarter of 2024 as the home for MaxPower to further develop and scale our SiC MOSFETs and diodes capabilities.

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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		Fiscal quarters ended		
	September 30, 2023	July 1, 2023	October 1, 2022	September 30, 2023	October 1, 2022	March 30, 2024	December 31, 2023	April 1, 2023
Net revenues	\$ 64,441	\$ 64,449	\$ 73,447	\$ 189,293	\$ 232,399	\$ 49,199	\$ 53,853	\$ 60,403
Gross profit margin	28.1%	24.2%	35.3%	29.4%	36.5%	14.2%	12.1%	36.3%
Segment operating margin	20.3%	16.7%	30.0%	21.7%	31.2%	3.0%	3.4%	28.6%

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

	Fiscal quarter ended September 30, 2023		Nine fiscal months ended September 30, 2023	
	Change in net revenues		Change in net revenues	
	July 1, 2023	\$ (8)	0.0 %	n/a
October 1, 2022	\$ (9,006)	(12.3)%	(43,106)	(18.5)%
Fiscal quarter ended March 30, 2024				
Change in net revenues		% change		
December 31, 2023	\$ (4,654)	(8.6)%		
April 1, 2023	\$ (11,204)	(18.5)%		

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

Change attributable to:	vs. Prior Quarter	vs. Prior Year Quarter	vs. Prior Year- to- Date		vs. Prior Quarter	vs. Prior Year Quarter
			Prior Year- to- Date	vs. Prior Year Quarter		
Change in volume		0.5%	(15.0)%	(19.7)%		
Change in average selling prices		(0.3)%	(0.2)%	0.7%		
Decrease in volume					(5.7)%	(17.4)%
Decrease in average selling prices					(3.1)%	(2.3)%
Foreign currency effects	0.0%	2.9%	0.6%	0.4%	0.5%	
Other	(0.2)%	0.0%	(0.1)%	(0.2)%	0.7%	
Net change	0.0%	(12.3)%	(18.5)%	(8.6)%	(18.5)%	

Net revenues of the our Optoelectronic Components segment were flat decreased versus the prior fiscal quarter but decreased significantly versus and the prior year periods quarter. Sales to EMS customers, automotive and industrial end market customers, and customers in the Europe and Americas regions increased The decrease versus the prior fiscal quarter but were offset by is primarily due to decreased sales to distribution customers and industrial end market customers in the all regions, particularly Asia, region. partially offset by increased sales to EMS customers and automotive and consumer product end market customers. The decrease versus the prior year quarter is due to decreased sales to distribution customers, customers in all regions, particularly the Americas region, distribution customers, and all end market customers other than automotive and telecommunications end market customers. The decrease versus the prior year-to-date period is primarily due to decreased sales to distribution customers and customers in all regions, partially offset by increased sales to automotive end market customers.

Gross profit margin increased versus the prior fiscal quarter, but decreased versus the prior year periods quarter. The increase versus the prior fiscal quarter is primarily due to favorable product mix, manufacturing efficiencies, the positive impact of increased inventory and lower utility accelerated depreciation costs due to government subsidies that negatively impacted the prior fiscal quarter. The decrease versus the prior year quarter is primarily due to lower sales volume, manufacturing inefficiencies, and higher material, subcontractor service, and utility costs. The decrease versus the prior year-to-date period is primarily due to lower sales volume, manufacturing inefficiencies, and higher material and labor costs, partially offset by increased decreased average selling prices. prices, and manufacturing inefficiencies.

The segment operating margin increased decreased versus the prior fiscal quarter but decreased versus and the prior year periods quarter. The fluctuations decreases are primarily due to gross profit fluctuations decreases.

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

We are now using our recently modernized and expanded wafer fab in Heilbronn, Germany.

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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			Fiscal quarters ended		
	September 30, 2023	July 1, 2023	October 1, 2022	September 30, 2023	October 1, 2022		March 30, 2024	December 31, 2023	April 1, 2023
Net revenues	\$ 199,877	\$ 222,433	\$ 207,437	\$ 645,450	\$ 627,645		\$ 188,196	\$ 198,022	\$ 223,140
Gross profit margin	24.6%	29.1%	33.0%	29.1%	32.5%		24.7%	25.6%	33.2%
Segment operating margin	20.9%	25.8%	29.7%	25.7%	29.2%		20.3%	22.0%	29.9%

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

	Fiscal quarter ended September 30, 2023			Nine fiscal months ended September 30, 2023		
	Change in net revenues		% change	Change in net revenues		% change
	July 1, 2023	\$ (22,556)	(10.1)%	n/a	n/a	n/a
October 1, 2022	\$ (7,560)	(3.6)%	\$ 17,805	2.8 %		
Fiscal quarter ended March 30, 2024						
	Change in net revenues		% change			
	December 31, 2023	\$ (9,826)	(5.0)%			
	April 1, 2023	\$ (34,944)	(15.7)%			

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

Change attributable to:	vs. Prior Quarter	vs. Prior Year Quarter	vs. Prior Year-to-Date	vs. Prior Quarter		vs. Prior Year Quarter	
				vs. Prior Quarter	vs. Prior Year Quarter	vs. Prior Year-to-Date	vs. Prior Quarter
Change in volume				(8.2)%	(6.7)%	0.5%	
Change in average selling prices				(1.1)%	1.2%	2.0%	
Decrease in volume							(5.7)% (15.6)%
Decrease in average selling prices							(0.4)% (0.8)%
Foreign currency effects				0.0%	3.0%	0.6%	0.5% 0.4%
Other				(0.8)%	(1.1)%	(0.3)%	0.6% 0.3%
Net change				(10.1)%	(3.6)%	2.8%	(5.0)% (15.7)%

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

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

The gross profit margin decreased versus the prior fiscal quarter and the prior year periods. The decrease versus the prior fiscal quarter is primarily due to lower volume, decreased average selling prices, manufacturing inefficiencies, and higher labor costs. The decrease versus the prior year quarter is primarily due to decreased volume, higher labor and utility costs, and manufacturing inefficiencies, partially offset by increased average selling prices. The decrease versus the prior year-to-date period is primarily due to higher labor and material costs and manufacturing inefficiencies, partially offset by higher sales volume and increased average selling prices. manufacturing inefficiencies.

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

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

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

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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		Fiscal quarters ended		
	September 30, 2023	July 1, 2023	October 1, 2022	September 30, 2023	October 1, 2022			
						March 30, 2024	December 31, 2023	April 1, 2023
Net revenues	\$ 89,947	\$ 89,239	\$ 83,503	\$ 259,524	\$ 255,888	\$ 88,651	\$ 87,868	\$ 80,338
Gross profit margin	31.7%	34.5%	30.8%	32.0%	31.4%	30.2%	33.4%	29.5%
Segment operating margin	27.9%	30.9%	27.0%	28.4%	28.0%	26.1%	29.6%	26.1%

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

	Fiscal quarter ended September 30, 2023			Nine fiscal months ended September 30, 2023		
	Change in net revenues		% change	Change in net revenues		% change
	July 1, 2023	\$ 708	0.8%	n/a	n/a	n/a
	October 1, 2022	\$ 6,444	7.7%	\$ 3,636	n/a	1.4%
Fiscal quarter ended March 30, 2024						
Change in net revenues						
December 31, 2023		\$ 783	0.9%			

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

	vs. Prior Quarter	vs. Prior Year Quarter	vs. Prior Year- to- Date	vs. Prior Quarter	vs. Prior Year Quarter
Change attributable to:					
Change in volume	0.8%	4.0%	(0.9)%		
Change in average selling prices	0.0%	2.2%	2.0%		
				2.7%	11.8%
Increase in volume					
Decrease in average selling prices				(1.9)%	(1.3)%
Foreign currency effects	0.0%	1.2%	0.3%	0.2%	0.2%
Other	0.0%	0.3%	0.0%	(0.1)%	(0.4)%
Net change	0.8%	7.7%	1.4%	0.9%	10.3%

Net revenues of the **Inductors segment** increased slightly versus the prior fiscal quarter and prior year-to-date period and increased significantly versus the prior year quarter. The increase versus the prior fiscal quarter is primarily due to increased sales to **EMS** customers, automotive and power supply military and aerospace end market customers and customers in the Europe and Americas regions, partially offset by decreased sales to distribution customers, industrial end market customers, and customers in the Asia region. The increase versus the prior year quarter is primarily due to increased sales to **EMS** customers, medical, automotive and aerospace military and military aerospace end market customers and customers in all regions, particularly the Americas region, partially offset by decreased sales to distribution customers and industrial and telecommunications end market customers. The increase versus the prior year-to-date period is primarily due to increased sales to **EMS** customers, medical, automotive, and aerospace and military end market customers, and customers in the Americas region, partially offset by decreased sales to distribution customers and industrial and telecommunications end market customers, and customers in the Asia region.

The gross profit margin decreased versus the prior fiscal quarter, but increased versus the prior year **periods**. **quarter**. The decrease versus the prior fiscal quarter is primarily due to decreased average selling prices and higher labor costs and manufacturing inefficiencies. The increase versus the prior year quarter is primarily due to higher sales volume and increased average selling prices, partially offset by higher labor costs and manufacturing inefficiencies. The increase versus the prior year-to-date period is primarily due to increased average selling prices, lower metals prices, and positive foreign currency impacts, partially offset by lower sales volume, higher labor and materials costs, manufacturing inefficiencies, and start-up costs of a new manufacturing facility.

The segment operating margin decreased versus the prior fiscal quarter, but increased was flat versus the prior year **periods**. **quarter**. The fluctuations are primarily due to gross profit fluctuations. Cost inflation negatively impacted the segment operating margin versus the prior year quarter.

Average selling prices were flat decreased slightly versus the prior fiscal quarter but increased versus the and prior year **periods**. **quarter**.

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. We have greatly increased our manufacturing capacity for power inductors in the past year.

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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		Fiscal quarters ended
	September 30, 2023	July 1, 2023	October 1, 2022	September 30, 2023	October 1, 2022	

							March 30, 2024	December 31, 2023	April 1, 2023
Net revenues	\$ 117,573	\$ 133,866	\$ 126,213	\$ 384,730	\$ 386,487		\$ 117,930	\$ 114,011	\$ 133,291
Gross profit margin	22.1%	25.1%	23.7%	25.4%	24.5%		27.4%	25.3%	28.5%
Segment operating margin	17.5%	21.0%	20.1%	21.2%	20.8%		22.5%	20.4%	24.8%

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

	Fiscal quarter ended September 30, 2023				Nine fiscal months ended September 30, 2023			
	Change in net revenues		% change		Change in net revenues		% change	
	July 1, 2023	\$ (16,293)	(12.2)%	n/a	October 1, 2022	\$ (8,640)	(6.8)%	(0.5)%
Fiscal quarter ended March 30, 2024								
Change in net revenues						% change		
			December 31, 2023	\$ 3,919			3.4 %	
			April 1, 2023	\$ (15,361)			(11.5)%	

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

Change attributable to:	vs. Prior Quarter	vs. Prior Year Quarter		vs. Prior Year-to- Date	vs. Prior Quarter		vs. Prior Year Quarter
		Year	Quarter		Quarter	Year	
Decrease in volume				(12.2)%	(12.1)%	(3.2)%	
Change in volume						4.0%	(12.0)%
Change in average selling prices		(0.6)%	3.3%	2.4%	(0.8)%	0.4%	
Foreign currency effects		0.0%	3.1%	0.4%	0.5%	0.4%	
Other	0.6%	(1.1)%	(0.1)%	(0.1)%	(0.3)%	(0.3)%	
Net change	(12.2)%	(6.8)%	(0.5)%	3.4%	3.4%	(11.5)%	

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

The gross profit margin decreased increased versus the prior fiscal quarter, and but decreased versus the prior year quarter, but increased versus the prior year-to-date period quarter. The decrease increase versus the prior fiscal quarter is primarily due to lower higher sales volume, manufacturing efficiencies, and manufacturing inefficiencies, partially offset by favorable product mix and lower metals prices sales mix. The decrease versus the prior year quarter is primarily due to lower sales volume, manufacturing inefficiencies, higher labor wage and metals tantalum costs, partially offset by increased average selling prices. The increase versus the prior year-to-date period is primarily due to increased average selling prices, favorable product mix, and positive foreign currency impact, partially offset by lower sales volume, manufacturing inefficiencies, higher labor and material costs, and negative impact from decreased inventory mix.

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

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

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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		Fiscal quarters ended		
	September 30, 2023	July 1, 2023	October 1, 2022	September 30, 2023	October 1, 2022	March 30, 2024	December 31, 2023	April 1, 2023
Total SG&A expenses	\$ 122,513	\$ 122,857	\$ 106,436	\$ 365,515	\$ 329,691	\$ 127,736	\$ 122,834	\$ 120,145
as a percentage of revenues	14.4%	13.8%	11.5%	14.0%	12.5%	17.1%	15.6%	13.8%

The sequential increase in SG&A expenses is primarily attributable to uneven attribution of stock-based compensation expense and cost inflation. SG&A expenses increased versus the prior year periods as expected. The increases are quarter due to higher stock-based compensation expense and general inflation and higher compensation costs, including the implementation of the 2023 Long-Term Incentive Plan in the second fiscal quarter of 2023. cost inflation.

Other Income (Expense)

Interest expense for the fiscal quarter ended September 30, 2023 increased \$0.7 million March 30, 2024 was flat versus the fiscal quarter ended July 1, 2023 December 31, 2023 and increased \$3.0 million by \$1.4 million versus the fiscal quarter ended October 1, 2022 April 1, 2023. Interest expense for the nine fiscal months ended September 30, 2023 increased by \$6.0 million The increase versus the nine prior year fiscal months ended October 1, 2022. The increases are quarter is due to higher interest rates and higher average balances outstanding on the revolving credit facility prior to September 2023 when it was paid down to \$0. issuance of the convertible senior notes due 2030 in the third fiscal quarter of 2023.

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

	Fiscal quarters ended			Fiscal quarters ended		
	September 30, 2023	October 1, 2022	Change	March		Change
				30, 2024	31, 2023	
Foreign exchange gain (loss)	\$ 1,407	\$ 4,462	\$ (3,055)	\$ 1,293	\$ (443)	\$ 1,736
Interest income	9,183	1,836	7,347	9,053	9,934	(881)
Other components of net periodic pension expense	(2,389)	(2,704)	315			
Other components of other periodic pension cost				(2,073)	(2,547)	474
Investment income (expense)	(1,419)	(1,462)	43	(366)	2,215	(2,581)
Other	627	5	622	180	109	71
	\$ 7,409	\$ 2,137	\$ 5,272	\$ 8,087	\$ 9,268	\$ (1,181)

	Fiscal quarters ended		
	September 30, 2023	July 1, 2023	Change
Foreign exchange gain (loss)	\$ 1,407	\$ 1,203	\$ 204
Interest income	9,183	6,292	2,891
Other components of net periodic pension expense	(2,389)	(1,906)	(483)
Investment income (expense)	(1,419)	(193)	(1,226)

Other	627	(139)	766
	\$ 7,409	\$ 5,257	\$ 2,152

	Nine fiscal months ended			Fiscal quarters ended		
	September 30, 2023	October 1, 2022	Change	March 30, 2024	April 1, 2023	Change
Foreign exchange gain (loss)	\$ 1,120	\$ 10,695	\$ (9,575)	\$ 1,293	\$ (1,490)	\$ 2,783
Interest income	21,419	3,186	18,233	9,053	5,944	3,109
Other components of net periodic pension expense	(6,183)	(8,417)	2,234			
Other components of other periodic pension cost				(2,073)	(1,888)	(185)
Investment income (expense)	(868)	(7,436)	6,568	(366)	744	(1,110)
Other	507	(262)	769	180	19	161
	\$ 15,995	\$ (2,234)	\$ 18,229	\$ 8,087	\$ 3,329	\$ 4,758

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Income Taxes

For the fiscal quarter ended **September 30, 2023** **March 30, 2024**, our effective tax rate was **31.7%** **29.0%**, as compared to **28.5%** **35.6%** and **22.4%** **28.4%** for the fiscal quarters ended **July 1, 2023** **December 31, 2023** and **October 1, 2022** **April 1, 2023**, respectively. For the nine fiscal months ended **September 30, 2023**, our effective tax rate was 29.3%, as compared to 23.2% for the nine fiscal months ended **October 1, 2022**. We expect that our effective tax rate will be higher than the U.S. statutory rate, excluding unusual transactions.

During the **nine** **three** fiscal months ended **September 30, 2023** **March 30, 2024**, the liabilities for unrecognized tax benefits **decreased** by \$4.5 million **on a net basis**, primarily due to decreases for settlements, partially offset by increases for current accruals and interest. **did not materially change**.

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.

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Financial Condition, Liquidity, and Capital Resources

Our financial condition as of **September 30, 2023** **March 30, 2024** continued to be strong. Cash and short-term investments exceed our long-term debt balances, and 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**, and to pay dividends and repurchase stock. **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 **\$359.4 million** **\$80.2 million** for the **nine** **three** fiscal months ended **September 30, 2023** **March 30, 2024**, as compared to cash flows provided by operations of **\$317.8 million** **\$129.9 million** for the **nine** **three** fiscal months ended **October 1, 2022** **April 1, 2023**.

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 first fiscal quarter of 2023 through the first fiscal quarter of 2024:

	Fiscal quarters ended			Fiscal quarters ended				
	September 30, 2023	July 1, 2023	October 1, 2022	1st Quarter 2023	2nd Quarter 2023	3rd Quarter 2023	4th Quarter 2023	1st Quarter 2024
Days sales outstanding ("DSO") ^(a)	48	46	42	45	46	48	50	51
Days inventory outstanding ("DIO") ^(b)	96	94	90					
Days inventory outstanding ^(b)				98	94	96	101	104
Days payable outstanding ("DPO") ^(c)	(33)	(32)	(33)	(32)	(32)	(33)	(31)	(31)
Cash conversion cycle	111	108	99	111	108	111	120	124

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** three fiscal months ended **September 30, 2023** **March 30, 2024** was **\$184.1 million** **\$53.1 million**, as compared to **\$172.2 million** **\$45.6 million** for the **nine** three fiscal months ended **October 1, 2022** **April 1, 2023**. To be well positioned to service our customers and to fully participate in growing markets, we **intend** have increased and expect to **increase our** **maintain** a relatively high level of capital expenditures for expansion in the mid-term. **We expect** **To increase our internal capacity, we plan to invest approximately \$350 million** **\$435 million** in 2024, as part of our plan to invest approximately \$1.4 billion in total capital expenditures for the period 2023 to 2025 and approximately \$1.2 billion over \$2.6 billion for the **next three years** primarily for capital expansion projects outside of China. period 2023 to 2028.

Free cash flow for the **nine** three fiscal months ended **September 30, 2023** increased **March 30, 2024** decreased versus the **nine** three fiscal months ended **October 1, 2022** **April 1, 2023** primarily due to a smaller increase in working capital. decreased net earnings. We expect our business that free cash flow will be negatively impacted by the expected high level of capital expenditures for expansion in 2023 - 2025 after which we expect to continue to be a reliable generator 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 Value"Return Policy" above for additional information.

The following table summarizes the components of net cash and short-term investments (debt) at **September 30, 2023** **March 30, 2024** and **December 31, 2022** **December 31, 2023** (in thousands):

	September 30, 2023	December 31, 2022	March 30, 2024	December 31, 2023
Credit facility	\$ -	\$ 42,000	\$ -	\$ -
Convertible senior notes, due 2025	95,102	465,344	95,102	95,102
Convertible senior notes, due 2030	750,000	-	750,000	750,000
Deferred financing costs	(27,845)	(6,407)	(25,695)	(26,914)
Total debt	817,257	500,937	819,407	818,188
 Cash and cash equivalents	 1,095,119	 610,825	 796,541	 972,719
Short-term investments	78,994	305,272	37,418	35,808
Net cash and short-term investments (debt)	\$ 356,856	\$ 415,160	\$ 14,552	\$ 190,339

"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 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).

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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. We aligned the maturity dates of our cash equivalents and short-term investments in preparation of a planned cash repatriation that resulted in a decrease in our short-term investment balance.

As of September 30, 2023 March 30, 2024, 94% 89% of our cash and cash equivalents and short-term investments were held in countries outside of the United States. 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. A U.S.-domiciled subsidiary was the acquiring entity of Nexperia's wafer fabrication facility and operations in Newport, South Wales, U.K. Our U.S. subsidiaries also have cash operating needs. The recent distribution of earnings from Israel and Germany to the United States was used to fund the Nexperia transaction and will also be used in part, to fund our Stockholder Return Policy. We expect that cash on-hand and cash flows from operations will be sufficient to meet our longer-term financing needs related to normal operating requirements, regular dividend payments, share repurchases pursuant to our Stockholder Return Policy, and our research and development and capital expenditure plans. Our substantially undrawn credit facility provides us with significant operating liquidity in the United States.

On May 8, 2023, we amended and restated our We maintain a \$750 million revolving credit agreement which replaced our credit agreement that was scheduled to mature in June 2024. The amendment and restatement extended the maturity date of the revolving credit agreement until 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.

We had \$42 million outstanding on our revolving credit facility at December 31, 2022 and no amount outstanding at September 30, 2023. We borrowed \$501 million and repaid \$543 million on the revolving credit facility during the nine fiscal months ended September 30, 2023. The average outstanding balance on our revolving credit facility calculated at fiscal month-ends was \$124.4 million and the highest amount outstanding on our revolving credit facility at a fiscal month end was \$185 million during the nine fiscal months ended September 30, 2023 December 31, 2023 and March 30, 2024. We used \$185 million of the net proceeds from the convertible senior notes due 2030 expect to repay amounts outstanding on use the revolving credit facility in the third fiscal quarter of 2023.

The amendment and restatement of the facility replaced the leverage ratio used for compliance measurement with a net leverage ratio, reducing the measure of outstanding debt by up from time-to-time to \$250 million of unrestricted cash. Measurements prior to the amendment and restatement were based on a total leverage ratio. meet short-term financing needs.

Pursuant to the amended and restated credit facility, the financial maintenance covenants include (a) an interest coverage ratio of not less than 2.00 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 computation of these ratios is prescribed in Article VI of the Credit Agreement between Vishay Intertechnology, Inc. and JPMorgan Chase Bank, N.A., which was filed with the SEC as Exhibit 10.1 to our current report on Form 8-K filed May 8, 2023.

The revolving 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 30, 2023 March 30, 2024. Our interest coverage ratio and net leverage ratio were 20.55 11.78 to 1 and 0.80 0.99 to 1, respectively. We expect to continue to be in compliance with these covenants based on current projections.

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 2025 and due 2030 have cross-default provisions that could accelerate repayment in the event the indebtedness under the credit facility is accelerated. The maturity date of the **amended and restated credit facility** will accelerate if within ninety-one days prior to the maturity of our convertible senior notes due 2025, the outstanding principal amount of such notes exceeds a defined liquidity measure as set forth in the **Amended and Restated Credit Facility**. The repurchase of \$370.2 million principal amount of convertible senior notes due 2025 in the **third fiscal quarter of 2023** reduces the risk that the maturity date of the **amended and restated credit facility** will accelerate.

Prior to the amendment and restatement, borrowings

Borrowings under the credit facility bore **bear** interest at **LIBOR** **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. **The amended and restated credit facility replaced the LIBOR-based interest rate and related LIBOR-based mechanics applicable to U.S. dollar borrowings under the revolving credit agreement with an interest rate facility** are based on SOFR (including a customary spread adjustment) and related SOFR-based mechanics. Borrowings in foreign **currency** **currencies** bear interest at **a local currency-specific reference rate** **rates** plus an interest margin. Based on our current total leverage ratio of **1.14** **1.41** to 1, any new **U.S. dollar** borrowings will bear interest at SOFR plus 1.60% (including the applicable credit spread), and the undrawn commitment fee is 0.25% 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 expect, at least initially, to fund certain future obligations required to be paid by the U.S. parent company by borrowing under our **revolving 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 before 2025.

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On September 12, 2023, we issued \$750 million convertible senior notes due 2030. We used the net proceeds from the issuance of these notes to repurchase \$370.2 million principal amount of **The** convertible senior notes due 2025 to pay \$94.2 million to enter into capped call transactions intended to mitigate the dilution risk of convertible senior notes due 2030 by synthetically increasing the conversion price of the notes to approximately \$43.98 per share, to repay amounts outstanding on our **amended and restated credit facility**, and for other general corporate purposes.

Prior to six months before the maturity date, our convertible senior notes due 2030 are convertible by the holders under certain circumstances. The **convertible senior notes due 2030 are not convertible as of September 30, 2023 and will not be contingently convertible before the first fiscal quarter of 2024.** **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 senior notes due 2030 using borrowings under our credit facility.**

The transactions effectively refinanced the majority of the convertible senior notes due 2025 for five additional years at the same coupon interest rate, reduced future interest expense due to the paydown of the revolving credit facility, and enhanced our U.S. liquidity position to execute our growth initiatives.

The remaining convertible senior notes due 2025 are not currently convertible. 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 will cash-settle the principal amount of \$1,000 per note and settle any additional amounts in 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.

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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 because of COVID-19 or otherwise (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 2022 2023 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, 2022 December 31, 2023, filed with the SEC on February 22, 2023 February 16, 2024, describes our exposure to market risks. There have been no material changes to our market risks since December 31, 2022 December 31, 2023.

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.

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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, 2022 December 31, 2023, filed with the SEC on February 22, 2023 February 16, 2024 describes certain of our legal proceedings. Except as described below, there There have been no material developments to the legal proceedings previously disclosed.

Environmental Matters

Vishay is involved in environmental remediation programs at various sites currently or formerly owned by Vishay and its subsidiaries both within and outside of the U.S., in addition to involvement as a potentially responsible party ("PRP") at Superfund sites. Certain obligations as a PRP have arisen in connection with business acquisitions. The remediation programs are on-going and the ultimate cost of site cleanup is difficult to predict given the uncertainties regarding the extent of the required cleanup, the interpretation of applicable laws and regulations, and alternative cleanup methods. See also Note 13 to our consolidated financial statements.

Vishay GSI, Inc. ("VGSI"), a wholly owned subsidiary of the Company, was served in August 2023 with a complaint brought by the Hicksville Water District against multiple defendants. The matter, *Hicksville Water District v. Aisy Manufacturing, Inc.*, is pending in the Supreme Court of the State of New York, County of Nassau. As with two other previously reported cases pending in the United States District Court for the Eastern District of New York, the newest case contains claims for recovery of response costs under the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), and alleges that a predecessor's manufacturing operations in Hicksville, New York (the "Site"), between 1960 and 1993, impacted groundwater beneath and downgradient of the Site. The groundwater beneath and downgradient of the Site is part of the New Cassel/Hicksville Groundwater Contamination Site, which was added to the National Priorities List pursuant to CERCLA on September 15, 2011. VGSI is vigorously contesting plaintiff's claims and will aggressively prosecute its affirmative claims.

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, 2022 December 31, 2023, filed with the SEC on February 22, 2023, except for the following: February 16, 2024.

Conversion of our outstanding 2025 Notes and 2030 Notes may dilute the ownership interest of our existing stockholders, including holders who had previously converted their notes.

The conversion of some or all of the our outstanding 2025 Notes or 2030 Notes may dilute the ownership interests of our existing stockholders. Any sales in the public market of the common stock issuable upon such conversion could adversely affect prevailing market prices of our common stock.

We may not have the ability to raise the funds necessary to settle conversions of our outstanding 2025 Notes and 2030 Notes in cash or to repurchase the notes upon a fundamental change or on a repurchase date, as applicable, and our current debt contains, and our future debt may contain, limitations on our ability to pay cash upon conversion or repurchase of the 2025 Notes or 2030 Notes.

Holders of our outstanding 2025 Notes and 2030 Notes have the right to require us to repurchase all or a portion of their 2025 Notes or 2030 Notes, as the case may be, upon the occurrence of a fundamental change at a fundamental change repurchase price equal to 100% of the principal amount of the 2025 Notes or 2030 Notes, as the case may be, to be repurchased, plus accrued and unpaid interest, if any. In addition, upon conversion of the 2030 Notes, we will be required to make cash payments for each \$1,000 in principal amount of 2030 Notes converted of at least the lesser of \$1,000 and the sum of the daily conversion values as described in the indenture governing the 2030 Notes. Our outstanding 2025 Notes contain similar provisions concerning the holders' rights to require us to repurchase their 2025 Notes upon a fundamental change and to pay cash to settle conversions of their 2025 Notes. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of the 2030 Notes or the 2025 Notes surrendered therefor or notes being converted. In addition, our ability to repurchase the 2025 Notes or the 2030 Notes or to pay cash upon conversions of the 2025 Notes or 2030 Notes may be limited by law, by regulatory authority or by agreements governing our existing and future indebtedness, as described below.

For example, our senior secured credit facility in effect from time to time may prohibit us from making any cash payments on the conversion or repurchase of the 2025 Notes or the 2030 Notes, as the case may be, upon a fundamental change repurchase if, after giving effect to such conversion or repurchase (and any additional indebtedness incurred in connection with such conversion or a repurchase), we would not be in pro forma compliance with the applicable financial covenants under that facility. Any new credit facility into which we may enter may have similar restrictions unless certain conditions are met. Our failure to make cash payments upon the conversion or repurchase of the 2025 Notes or the 2030 Notes, as the case may be, as required under the terms of the applicable indenture governing such notes would permit holders of the 2025 Notes or the 2030 Notes, as the case may be, to accelerate our obligations under the 2025 Notes or the 2030 Notes, as the case may be.

Our failure to repurchase the 2025 Notes or 2030 Notes at a time when the repurchase is required by the applicable indenture or to pay any cash payable on future conversions of the 2025 Notes or the 2030 Notes as required by the applicable indenture would constitute a default under such

indenture. A default under such indenture or the fundamental change itself could also lead to a default under agreements governing our existing and future indebtedness, including our senior secured credit facility. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the notes or make cash payments upon conversions thereof.

The conditional conversion feature of our outstanding 2025 Notes and 2030 Notes, if triggered, may adversely affect our financial condition and operating results.

In the event the conditional conversion feature of the 2025 Notes or 2030 Notes is triggered, holders of such notes will be entitled to convert the notes at any time during specified periods at their option. If one or more holders elect to convert their notes, we would be required to settle any converted principal through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

Certain provisions in the indentures governing the 2025 Notes and 2030 Notes could delay or prevent an otherwise beneficial takeover or takeover attempt of us.

Certain provisions in the 2025 Notes and 2030 Notes and the applicable indenture could make it more difficult or more expensive for a third party to acquire us. For example, if a takeover would constitute a fundamental change, holders of the notes will have the right to require us to repurchase their notes in cash. In addition, if a takeover constitutes a make-whole fundamental change, we may be required to increase the conversion rate for holders who convert their notes in connection with such takeover. In either case, and in other cases, our obligations under the notes and the applicable indenture could increase the cost of acquiring us or otherwise discourage a third party from acquiring us or removing incumbent management, including in a transaction that holders of the notes or holders of our common stock may view as favorable.

The capped call transactions may affect the market price of our common stock.

In connection with the pricing of, and the initial purchasers' exercise in full of their option to purchase additional, 2030 Notes, we entered into capped call transactions with the option counterparties. The capped call transactions are expected generally to reduce potential dilution to our common stock upon conversion of any 2030 Notes and to offset any cash payments made in excess of the principal amount of converted 2030 Notes, as the case may be, with such reduction and/or offset subject to a cap.

In connection with establishing their initial hedges of the capped call transactions, we expect the option counterparties or their respective affiliates to have purchased shares of our common stock and/or entered into various derivative transactions with respect to our common stock concurrently with or shortly after the pricing of the 2030 Notes. In addition, the option counterparties and/or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock or other securities of ours in secondary market transactions following the pricing of the 2030 Notes and prior to the maturity of the 2030 Notes (and are likely to do so on each exercise date for the capped call transactions or following any termination of any portion of the capped call transactions in connection with any repurchase, redemption or early conversion of the 2030 Notes). This activity could cause or avoid an increase or decrease in the market price of our common stock.

In addition, if any such capped call transactions fail to become effective, the option counterparties or their respective affiliates may unwind their hedge positions with respect to our common stock, which could adversely affect the value of our common stock.

We do not make any representation or prediction as to the direction or magnitude of any potential effect that the transactions described above may have on the price of our common stock. In addition, we do not make any representation that the option counterparties will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

We are subject to counterparty risk with respect to the capped call transactions.

The option counterparties are financial institutions, and we will be subject to the risk that any or all of them might default under the capped call transactions. Our exposure to the credit risk of the option counterparties will not be secured by any collateral. Past global economic conditions have resulted in the actual or perceived failure or financial difficulties of many financial institutions. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under the capped call

transactions with such option counterparty. Our exposure will depend on many factors but, generally, an increase in our exposure will be correlated to an increase in the market price and in the volatility of our common stock. In addition, upon a default by an option counterparty, we may suffer more dilution than we currently anticipate with respect to our common stock. We can provide no assurance as to the financial stability or viability of the option counterparties.

Item 2. Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity Securities

In September 2023, the Company issued \$750 million principal amount of 2.25% senior convertible notes due 2030 to qualified institutional buyers pursuant to an exemption from registration provided by Rule 144A under the Securities Act. The Company used the net proceeds from this offering to repurchase \$370.2 million principal amount of its outstanding convertible senior notes due 2025 for approximately \$386.7 million. The notes that Vishay repurchased had been convertible for 11,887,063 shares of Vishay common stock, assuming physical settlement.

Vishay offered and sold the convertible notes to the initial purchasers in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act. The initial purchasers initially offered the convertible notes to "qualified institutional buyers" pursuant to an exemption from registration provided by Rule 144A under the Securities Act. Vishay relied on this exemption from registration based in part on representations made by the initial purchasers.

The convertible notes and common stock issuable upon conversion of the convertible notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

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As a result of the principal obligations under the convertible notes upon conversion being payable in cash and any additional value being payable in cash, shares of Vishay common stock, or a combination thereof, at the Company's option, as described in Note 6 to the consolidated condensed financial statements included Item 1, the number of shares of common stock issuable upon conversion of the convertible notes may constitute less than 1% of the number of shares of common stock outstanding.

The following table provides information regarding repurchases of our common stock during the fiscal quarter ended **September 30, 2023** **March 30, 2024**:

Period	Total Number of Shares Purchased	Average Price Paid per Share (including commission)	Total Number of Shares Purchased		Total Dollar Amount Purchased Under the Program	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
			as Part of Publicly Announced Plans or Programs	Under the Program		
July 2 - 29	194,485	\$ 29.14	194,485	\$ 5,667,698		1,714,785
July 30 - August 27	221,383	\$ 27.27	221,383	\$ 6,036,603		1,493,402
August 28 - September 30	214,578	\$ 25.90	214,578	\$ 5,557,853		1,278,824
Total	630,446	\$ 27.38	630,446	\$ 17,262,154		1,278,824

Period	Total Number of Shares Purchased	Average Price Paid per Share (including commission)	Total Number of Shares Purchased		Total Dollar Amount Purchased Under the Program	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
			as Part of Publicly Announced Plans or Programs	Under the Program		

January 1 - 27	215,084	\$ 22.61	215,084	\$ 4,863,117	2,662,301
January 28 - February 24	272,076	\$ 22.02	272,076	\$ 5,991,984	2,390,225
February 25 - March 30	78,260	\$ 21.51	78,260	\$ 1,683,025	2,311,965
Total	565,420	\$ 22.17	565,420	\$ 12,538,126	2,311,965

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 cash dividends, and/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 direction, in accordance with applicable laws and regulations.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During

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 in Item 408(c) of Regulation S-K) during the fiscal quarter ended September 30, 2023, the individual listed below serving as a director and officer (as defined in Rule 16a-1(f) of the Exchange Act) of the Company adopted a trading arrangement for the sale of the Company's securities as described in Item 408 of Regulation S-K of the Securities Act. The material terms of the plan which are intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) of the Exchange Act ("Rule 10b5-1 Plan"), are as follows: March 30, 2024.

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- Marc Zandman, Executive Chair of the Board of Directors and Chief Business Development Officer of the Company, adopted a Rule 10b5-1 Plan on September 14, 2023. Under this plan, up to 69,743 shares of Vishay common stock may be sold from January 15, 2024 until the plan expires on June 30, 2024.

Item 6. Exhibits

- [4.1 10.1](#) [Indenture, Amendment to Employment Agreement, dated as of September 12, 2023 February 27, 2024, by and between Vishay Dale Electronics LLC \(a wholly owned subsidiary of Vishay Intertechnology, Inc.\), Vishay Intertechnology, Inc., and HSBC Bank USA, National Association, as Trustee.](#) [Joel Smejkal, Incorporated by reference to Exhibit 4.1 in 10.1 to our current report on Form 8-K, filed September 12, 2023 February 29, 2024.](#)
- [4.2 10.2](#) [Form Amendment to Employment Agreement, dated February 27, 2024, between Vishay Israel Ltd. \(a wholly owned subsidiary of Global Note, representing Vishay Intertechnology, Inc.'s 2.25% Senior Convertible Notes due 2030 \(included as Exhibit A to the Indenture filed as Exhibit 4.1\)\), Vishay Intertechnology, Inc., and Jeff Webster.](#) [Incorporated by reference to Exhibit 4.2 in 10.2 to our current report on Form 8-K, filed September 12, 2023 February 29, 2024.](#)
- [10.1 10.3](#) [Form of Base Capped Call Confirmation, Employment Agreement, dated February 27, 2024, between Vishay Intertechnology, Inc., and David E. McConnell.](#) [Incorporated by reference to Exhibit 10.1 in 10.3 to our current report on Form 8-K, filed September 12, 2023 February 29, 2024.](#)
- [10.2 10.4](#) [Form Amendment to Employment Agreement, dated February 27, 2024, between Siliconix incorporated \(a wholly owned subsidiary of Additional Capped Call Confirmation, Vishay Intertechnology, Inc.\), Vishay Intertechnology, Inc., and Roy Shoshani.](#) [Incorporated by reference to Exhibit 10.2 in 10.4 to our current report on Form 8-K, filed September 12, 2023 February 29, 2024.](#)

<u>10.5</u>	<u>Employment Agreement, dated February 27, 2024, between Vishay Intertechnology, Inc., and Michael O'Sullivan. Incorporated by reference to Exhibit 10.5 to our current report on Form 8-K, filed February 29, 2024.</u>
<u>10.6</u>	<u>Amendment to Employment Agreement, dated February 27, 2024, between Vishay Intertechnology, Inc., and Peter Henrici. Incorporated by reference to Exhibit 10.6 to our current report on Form 8-K, filed February 29, 2024.</u>
<u>10.7</u>	<u>Form of Executive Officer Restricted Stock Unit Agreement.</u>
<u>10.8</u>	<u>Form of Performance-Based Restricted Stock Unit Agreement.</u>
<u>31.1</u>	<u>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.</u>
<u>31.2</u>	<u>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 - Lori Lipcaman, David E. McConnell, Chief Financial Officer.</u>
<u>32.1</u>	<u>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.</u>
<u>32.2</u>	<u>Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – Lori Lipcaman, David E. McConnell, Chief Financial Officer.</u>
101	Interactive Data File (Quarterly Report on Form 10-Q, for the quarterly period ended <u>September 30, 2023</u> <u>March 30, 2024</u> , 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)

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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/ Lori Lipcaman David E. McConnell
Lori Lipcaman David E. McConnell
Executive Vice President and Chief Financial Officer
(as a duly authorized officer and principal financial and 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 8, 2023May 8, 2024

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Exhibit 31.1

CERTIFICATIONS

I, Joel Smejkal, certify that:

- I have reviewed this quarterly report on Form 10-Q of Vishay Intertechnology, Inc.;
- 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;
- 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 8, 2023** **May 8, 2024**

/s/ Joel Smejkal

Joel Smejkal

Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, **Lori Lipcaman**, **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 8, 2023 May 8, 2024

/s/ Lori Lipcaman David E. McConnell

Lori Lipcaman David E. McConnell

Chief Financial Officer

Exhibit 32.1

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

In connection with the Quarterly Report of Vishay Intertechnology, Inc. (the "Company") on Form 10-Q for the fiscal quarter ended September 30, 2023 March 30, 2024 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 May 8, 2024

Exhibit 32.1

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

In connection with the Quarterly Report of Vishay Intertechnology, Inc. (the "Company") on Form 10-Q for the fiscal quarter ended September 30, 2023 March 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Lori Lipcaman, 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/ Lori Lipcaman David E. McConnell

VISHAY INTERTECHNOLOGY, INC. 2023 LONG-TERM INCENTIVE PLAN

NOTICE OF GRANT

(Time-Based Restricted Stock Units)

Vishay Intertechnology, Inc., a Delaware corporation, pursuant to its 2023 Long-Term Incentive Plan, hereby grants to the individual listed below (the "Participant") this award of Restricted Stock Units. The Restricted Stock Units described in this Notice of Grant of Restricted Stock Units (the "Notice") are subject to the terms and conditions set forth in the Award Agreement attached hereto as Exhibit A (the "Agreement") and the Plan, each of which is incorporated herein by reference. Unless otherwise defined herein, capitalized terms used in this Notice and the Agreement will have the meanings defined in the Plan.

Participant:	
Grant Date:	
Total Number of Restricted Stock Units:	

By signing below, the Participant agrees to be bound by the terms and conditions of the Plan, the Agreement and this Notice. This document may be executed, including by electronic means, in multiple counterparts, each of which will be deemed an original, and all of which together will be deemed a single instrument.

VISHAY INTERTECHNOLOGY, INC.

Sign: _____

Name: _____

Title: _____

Date: _____

PARTICIPANT

Sign: _____

Name: _____

Date: _____

EXHIBIT A

(Time-Based Restricted Stock Units)

AWARD AGREEMENT
UNDER THE

VISHAY INTERTECHNOLOGY, INC. 2023 LONG-TERM INCENTIVE PLAN

1. Award of Restricted Stock Units. Effective as of the Grant Date set forth in the Notice, the Company has granted to the Participant the number of Restricted Stock Units set forth in the Notice (this "Award"), subject to the restrictions and on the terms and conditions set forth in the Notice, the Plan and this Agreement. Each Restricted Stock Unit subject hereto represents the right to receive one Share at the times and subject to the conditions set forth herein.

2. Vesting of Restricted Stock Units.

(a) Subject to the continued service of the Participant through the applicable vesting date, one-third of the Restricted Stock Units subject to this Award will vest on January 1st of each of the first, second and third calendar year beginning after the Grant Date (each, a "Scheduled Vesting Date"). In addition, the Restricted Stock Units subject to this Award may vest on an accelerated basis, to the extent described in the Plan or in the Participant's employment agreement with the Company or an Affiliate of the Company (the "Employment Agreement"). Section 16(b)(i) of the Plan will not apply to this Award.

(b) Solely for purposes of this Agreement, service with the Company will be deemed to include service with an Affiliate of the Company (for only so long as such entity remains an Affiliate of the Company).

(c) Upon the cessation of the Participant's service with the Company for any reason, any then unvested portion of this Award (determined after giving effect to any acceleration of vesting occurring upon such termination) will be forfeited automatically.

3. Settlement of Restricted Stock Units.

(a) One Share will be delivered with respect to each Restricted Stock Unit subject hereto within 60 days following the vesting of that Restricted Stock Unit, subject to the requirements of the Plan and this Agreement.

(b) The foregoing notwithstanding, if the Employment Agreement contains a retirement feature (i.e., a provision that would cause a Restricted Stock Unit to vest upon resignation from employment after the attainment of a specified age) and the Participant could attain the requisite retirement age earlier than the calendar year immediately preceding the Scheduled Vesting Date applicable to that Restricted Stock Unit, then the settlement of that Restricted Stock Unit will be governed by this Section 3(b) instead of Section 3(a), above. In that case, subject to the requirements of the Plan and the remainder of this Agreement, one Share will be delivered in respect of a vested Restricted Stock Unit within 60 days following the earlier of (x) the Scheduled Vesting Date applicable to that Restricted Stock Unit, or (y) the Participant's separation from service (within the meaning of Treas. Reg. § 1.409A-1(h) or any successor regulation).

(c) The Restricted Stock Units subject hereto constitute unfunded and unsecured obligations of the Company. The Participant shall not have any rights of a stockholder of the Company with respect to the Shares underlying these Restricted Stock Units unless and until the Restricted Stock Units become vested and are settled by the issuance of Shares.

4. Section 409A. 1

(a) The Award is intended to comply with or be exempt from Section 409A and should be interpreted accordingly. Nonetheless, the Company does not guarantee the tax treatment of the Award.

(b) Notwithstanding any other provision of this Agreement:

(i) to the extent provided in Prop. Treas. Reg. § 1.409A-1(b)(4)(ii), Treas. Reg. § 1.409A-2(b)(7)(ii) or any successor provision, the Company may delay settlement of this Award if it reasonably determines that such settlement would violate federal securities laws or any other applicable law; and

(ii) no Shares will be delivered in connection with the Award, unless and until the Participant has complied with all applicable provisions of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"). If the delivery of Shares in connection with the Award is delayed pursuant to the preceding sentence, the delivery shall occur on the first day that the Participant has complied with all applicable provisions of the HSR Act; *provided*, however, that if the Participant has not complied with all applicable provisions of the HSR Act by the latest day that such Shares could be delivered without triggering an additional tax under Section 409A, such Shares and all rights of the Participant under this Agreement will be immediately and automatically forfeited.

(c) Notwithstanding any other provision of this Agreement, to the extent this Award constitutes nonqualified deferred compensation subject to Section 409A:

(i) to the extent compliance with the requirements of Treas. Reg. §1.409A-3(i)(2) (or any successor provision) is necessary to avoid the application of an additional tax under Section 409A to the issuance of Shares to the Participant, any issuance of Shares to the Participant that would otherwise be made upon the Participant's separation from service will be deferred and delivered to the Participant immediately after the earlier of (A) the six-month period following that separation from service, or (B) the Participant's death;

- (ii) the Company may unilaterally accelerate payment hereunder in connection with a termination of this arrangement conducted in a manner intended to satisfy the requirements of Treas. Reg. § 1.409A-3(j)(4)(ix);
- (iii) if settlement of this Award is conditioned on the effectiveness of a release of claims and the period the Participant is afforded to consider that release spans two calendar years, settlement will occur in the second calendar year; and
- (iv) the settlement of this Award may otherwise be accelerated or deferred only in a manner intended to comply with the requirements of Section 409A.

(d) Each payment in any series of installments payments hereunder will be treated as a separate payment for purposes of Section 409A.

5. Non-Transferability of Restricted Stock Units. This Award is subject to restrictions on transfer as set forth in Section 20 of the Plan.

6. No Continuation of Service. Neither the Plan nor this Agreement will confer upon the Participant any right to continue in the employment or service of the Company or any of its Affiliates, or limit in any respect the right of the Company or its Affiliates to discharge the Participant at any time, with or without Cause.

7. The Plan. The Participant has received a copy of the Plan, has read the Plan and is familiar with its terms, and hereby accepts the Award subject to the terms and provisions of the Plan. Pursuant to the Plan, the Committee is authorized to interpret the Plan, and to prescribe administrative rules, guidelines and practices governing the Plan as it deems appropriate. The Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Committee with respect to questions arising under the Plan, the Notice or this Agreement.

8. Clawback Provisions. In consideration for the grant of the Award, the Participant agrees to be subject to (a) any compensation, clawback, recoupment or similar policies of the Company or its Affiliates covering the Participant that may be in effect from time to time, whether adopted before or after the Grant Date, and (b) to such other clawbacks as may be required by Applicable Law (a) and (b) together, the "Clawback Provisions"). The Participant understands that the Clawback Provisions are not limited in their application to the Award, or to amounts received in connection with the Award.

9. Other Company Policies. The Participant agrees, in consideration for the grant of the Award, to be subject to any policies of the Company and its Affiliates regarding stock ownership, securities trading and hedging or pledging of securities that may be in effect from time to time.

10. Entire Agreement. The Notice and this Agreement, together with the Plan, represent the entire agreement between the parties with respect to the subject matter hereof and supersede any prior agreement, written or otherwise, relating to the subject matter hereof.

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11. Acknowledgment of Non-Reliance. Except for those representations and warranties expressly set forth in this Agreement, the Participant hereby disclaims reliance on any and all representations, warranties, or statements of any nature or kind, express or implied, including, but not limited to, the accuracy or completeness of such representations, warranties, or statements.

12. Amendment. This Agreement may only be amended by a writing signed by each of the parties hereto; provided that the Company may amend this Agreement without the Participant's consent, if the amendment does not materially impair the Participant's rights hereunder.

13. Choice of Law. This Agreement, the interpretation and enforcement thereof and all claims arising out of or relating to this Agreement or the transactions contemplated by this Agreement, whether sounding in tort, contract or otherwise, shall be governed solely and exclusively by, and construed in accordance with, the laws and judicial decisions of the State of Delaware without giving effect to any choice or conflict of law provision or rule that would cause the application of the laws and judicial decisions of any jurisdiction other than the State of Delaware.

14. Forum Selection. All actions and proceedings arising out of or relating to this Agreement, or the transactions contemplated by this Agreement, shall be heard and determined solely and exclusively in the Delaware Court of Chancery and any state appellate court therefrom within the State of Delaware (unless the Delaware Court of Chancery shall decline to accept jurisdiction over a particular matter, in which case, exclusively in any state or federal court within the State of Delaware).

15. Waiver of Jury Trial. Each party hereby waives its right to a jury trial of any and all claims or cause of actions based upon or arising out of this Agreement or the transactions contemplated by this Agreement. Each party hereby acknowledges and agrees that the waiver contained in this Section 15 is made knowingly and voluntarily.

16. Headings. The headings in this Agreement are for convenience only. They form no part of the Agreement and will not affect its interpretation.

17. Tax Withholding. The Participant acknowledges that the issuance of Shares hereunder will give rise to taxable income which may be subject to required withholding. In accordance with Section 21 of the Plan, the obligations of the Company hereunder are conditioned on the Participant timely paying, or otherwise making arrangements satisfactory to the Company regarding the timely satisfaction of, any such required withholding.

18. Electronic Delivery of Documents. The Participant authorizes the Company and its Affiliates to deliver electronically any prospectuses or other documentation related to this Award and any other compensation or benefit plan or arrangement in effect from time to time (including, without limitation, periodic reports, proxy statements or other documents that are required to be delivered to participants in such arrangements pursuant to federal or state laws, rules or regulations). For this purpose, electronic delivery will include, without limitation, delivery by means of e-mail or e-mail notification that such documentation is available on the Company's intranet site or the website of a third-party administrator designated by the Company. Upon written request, the Company will provide to the Participant a paper copy of any document also delivered to the Participant electronically. The authorization described in this paragraph may be revoked by the Participant at any time by written notice to the Company.

19. Further Assurances. The Participant agrees, upon demand of the Company, to do all acts and execute, deliver and perform all additional documents, instruments and agreements which may be reasonably required by the Company to implement the provisions and purposes of this Agreement and the Plan.

¹ This award is drafted pursuant to US law, including without limitation the 409A section and the tax withholding section. Awards to foreign grantees will be modified as appropriate.

VISHAY INTERTECHNOLOGY, INC. 2023 LONG-TERM INCENTIVE PLAN

NOTICE OF GRANT

(Performance-Based Restricted Stock Units)

Vishay Intertechnology, Inc., a Delaware corporation, pursuant to its 2023 Long-Term Incentive Plan, hereby grants to the individual listed below (the "Participant") this award of Performance-Based Restricted Stock Units. The Performance-Based Restricted Stock Units described in this Notice of Grant (the "PRSUs") are subject to the terms and conditions set forth in the Award Agreement attached hereto as Exhibit A (the "Agreement") and the Plan, each of which is incorporated herein by reference. Unless otherwise defined herein, capitalized terms used in this Notice of Grant (this "Notice") and the Agreement will have the meanings defined in the Plan.

Participant:	
Grant Date:	
Target Number of PRSUs ("Target Units"):	

By signing below, the Participant agrees to be bound by the terms and conditions of the Plan, the Agreement and this Notice. This document may be executed, including by electronic means, in multiple counterparts, each of which will be deemed an original, and all of which together will be deemed a single instrument.

VISHAY INTERTECHNOLOGY, INC.

Sign: _____

Name: _____

Title: _____

Date: _____

PARTICIPANT

Sign: _____

Name: _____

Date: _____

EXHIBIT A
(Performance-Based Restricted Stock Units)

AWARD AGREEMENT
UNDER THE
VISHAY INTERTECHNOLOGY, INC. 2023 LONG-TERM INCENTIVE PLAN

1. Award of PRSUs. Effective as of the Grant Date set forth in the Notice, the Company has granted the PRSUs to the Participant, subject to the restrictions and on the terms and conditions set forth in the Notice, the Plan and this Agreement. Each PRSU represents the right to receive one Share at the time, subject to the conditions and subject to the adjustments set forth herein.

2. Vesting. The vesting of this Award will be determined based on the total shareholder return ("TSR") of the Company relative to the TSR of the S&P Midcap 400 Index (the "Index") for the three-year period commencing on January 1, ____ and ending on December 31, ____ (or, if applicable under Section 2(e) below, ending on the date of a Change in Control (which, for purposes of this Agreement, will have the meaning defined in the employment agreement between the Participant and the Company or an Affiliate of the Company (the "Employment Agreement"))(the "Performance Period").

(a) The Award will vest and become non-forfeitable with respect to a number of PRSUs on the last day of the Performance Period as determined in accordance with the table below; provided that, unless otherwise provided in the Employment Agreement, the vesting of any PRSUs will also require the Participant's continuous service with the Company through the last day of the Performance Period:

Performance Level	TSR of the Company for the Performance Period	% of the Target Units Vesting
Below Threshold	>20 percentage points below the TSR of the Index for the Performance Period	0%
Threshold	20% percentage points below the TSR of the Index for the Performance Period	50%
Target	Equal to the TSR of the Index for the Performance Period	100%
Stretch	20 percentage points greater than the TSR of the Index for the Performance Period	150%
Maximum	40 or more percentage points greater than the TSR of the Index for the Performance Period	200%

(b) If the TSR of the Company for the Performance Period is above the Threshold and below the Maximum performance level, but is not precisely equal to a performance level shown in the table above, the number of PRSUs that vest will be determined based upon linear interpolation between the next higher and lower performance levels shown in the table above. Notwithstanding the foregoing, if the TSR of the Company for the Performance Period is negative, the number of PRSUs vesting will not exceed 100% of the Target Units.

(c) For purposes of this Agreement, in calculating TSR for each of the Company and the Index: (i) dividends will be deemed reinvested, (ii) opening stock values will be determined based on the average of the closing prices for the twenty trading days immediately preceding the Performance Period, and (iii) ending stock values will be determined based on the average of the closing prices for the last twenty trading days of the Performance Period.

(d) All determinations relevant to the administration of this Award (including, without limitation, the calculation of TSR and the number of PRSUs vesting) will be made by the Committee, whose determinations will be final and binding on all parties.

(e) Section 16(b)(i) of the Plan will not apply to this Award. Instead, if a Change in Control occurs prior to December 31, ____, [the relevant provisions of Section [4.3] of the Employment Agreement will apply.]1[Section 4.5 of the Employment Agreement will be applied as follows: the PRSUs will then vest at the Target performance level, or if greater, at the level determined based on the TSR of the Company and the Index as measured through the date of such Change in Control.]2

(f) Any PRSUs that do not vest at the end of the Performance Period will be immediately and automatically forfeited.

(g) Solely for purposes of this Agreement, service with the Company will be deemed to include service with an Affiliate of the Company (for only so long as such entity remains an Affiliate of the Company).

(h) Unless otherwise provided in an Employment Agreement or determined by the Committee, if Participant's service with the Company ceases prior to the end of the Performance Period, this Award will be immediately and automatically forfeited, and Participant will have no further interest herein.

¹**Note to Draft:** Include for grantees other than Mr. Zandman.

²**Note to Draft:** Include for Mr. Zandman.

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3. Settlement of PRSUs.

(a) Within 60 days following the end of the Performance Period, the Company shall issue to the Participant a number of Shares equal to the number of PRSUs that have vested, as determined in accordance with Section 2 hereof.

(b) The PRSUs constitute unfunded and unsecured obligations of the Company. The Participant shall not have any rights of a stockholder of the Company with respect to the Shares underlying the PRSUs unless and until the PRSUs become vested and are settled by the issuance of Shares.

4. Section 409A.

(a) The Award is intended to be exempt from Section 409A and should be interpreted accordingly. Nonetheless, the Company does not guarantee the tax treatment of the Award.

(b) Notwithstanding any other provision of this Agreement:

(i) to the extent provided in Prop. Treas. Reg. § 1.409A-1(b)(4)(ii) or any successor provision, the Company may delay settlement of this Award if it reasonably determines that such settlement would violate federal securities laws or any other applicable law; and

(ii) no Shares will be delivered in connection with the Award, unless and until the Participant has complied with all applicable provisions of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"). If the delivery of Shares in connection with the Award is delayed pursuant to the preceding sentence, the delivery shall occur on the first day that the Participant has complied with all applicable provisions of the HSR Act; provided, however, that if the Participant has not complied with all applicable provisions of the HSR Act by the latest day that such Shares could be delivered without triggering an additional tax under Section 409A, such Shares and all rights of the Participant under this Agreement will be immediately and automatically forfeited.

5. Non-Transferability of PRSUs. This Award is subject to restrictions on transfer as set forth in Section 20 of the Plan.

6. No Continuation of Service. Neither the Plan nor this Agreement will confer upon the Participant any right to continue in the employment or service of the Company or any of its Affiliates, or limit in any respect the right of the Company or its Affiliates to discharge the Participant at any time, with or without Cause.

7. The Plan. The Participant has received a copy of the Plan, has read the Plan and is familiar with its terms, and hereby accepts the Award subject to the terms and provisions of the Plan. Pursuant to the Plan, the Committee is authorized to interpret the Plan, and to prescribe administrative rules, guidelines and practices governing the Plan as it deems appropriate. The Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Committee with respect to questions arising under the Plan, the Notice or this Agreement.

8. Clawback Provisions. In consideration for the grant of the Award, the Participant agrees to be subject to (a) any compensation, clawback, recoupment or similar policies of the Company or its Affiliates covering the Participant that may be in effect from time to time, whether adopted before or after the Grant Date, and (b) to such other clawbacks as may be required by Applicable Law ((a) and (b) together, the "Clawback Provisions"). The Participant understands that the Clawback Provisions are not limited in their application to the Award, or to amounts received in connection with the Award.

9. Other Company Policies. The Participant agrees, in consideration for the grant of the Award, to be subject to any policies of the Company and its Affiliates regarding stock ownership, securities trading and hedging or pledging of securities that may be in effect from time to time.

10. Entire Agreement. The Notice and this Agreement, together with the Plan, represent the entire agreement between the parties with respect to the subject matter hereof and supersede any prior agreement, written or otherwise, relating to the subject matter hereof.

11. Acknowledgment of Non-Reliance. Except for those representations and warranties expressly set forth in this Agreement, the Participant hereby disclaims reliance on any and all representations, warranties, or statements of any nature or kind, express or implied, including, but not limited to, the accuracy or completeness of such representations, warranties, or statements.

12. Amendment. This Agreement may only be amended by a writing signed by each of the parties hereto; provided that the Company may amend this Agreement without the Participant's consent, if the amendment does not materially impair the Participant's rights hereunder.

13. Choice of Law. This Agreement, the interpretation and enforcement thereof and all claims arising out of or relating to this Agreement or the transactions contemplated by this Agreement, whether sounding in tort, contract or otherwise, shall be governed solely and exclusively by, and construed in accordance with, the laws and judicial decisions of the State of Delaware without giving effect to any choice or conflict of law provision or rule that would cause the application of the laws and judicial decisions of any jurisdiction other than the State of Delaware.

14. Forum Selection. All actions and proceedings arising out of or relating to this Agreement, or the transactions contemplated by this Agreement, shall be heard and determined solely and exclusively in the Delaware Court of Chancery and any state appellate court therefrom within the State of Delaware (unless the Delaware Court of Chancery shall decline to accept jurisdiction over a particular matter, in which case, exclusively in any state or federal court within the State of Delaware).

15. Waiver of Jury Trial. Each party hereby waives its right to a jury trial of any and all claims or cause of actions based upon or arising out of this Agreement or the transactions contemplated by this Agreement. Each party hereby acknowledges and agrees that the waiver contained in this Section 15 is made knowingly and voluntarily.

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16. Headings. The headings in this Agreement are for convenience only. They form no part of the Agreement and will not affect its interpretation.

17. Tax Withholding. The Participant acknowledges that the issuance of Shares hereunder will give rise to taxable income which may be subject to required withholding. In accordance with Section 21 of the Plan, the obligations of the Company hereunder are conditioned on the Participant timely paying, or otherwise making arrangements satisfactory to the Company regarding the timely satisfaction of, any such required withholding.

18. Electronic Delivery of Documents. The Participant authorizes the Company and its Affiliates to deliver electronically any prospectuses or other documentation related to this Award and any other compensation or benefit plan or arrangement in effect from time to time (including, without limitation, periodic reports, proxy statements or other documents that are required to be delivered to participants in such arrangements pursuant to federal or state laws, rules or regulations). For this purpose, electronic delivery will include, without limitation, delivery by means of e-mail or e-mail notification that such documentation is available on the Company's intranet site or the website of a third-party administrator designated by the Company. Upon written request, the Company will provide to the Participant a paper copy of any document also delivered to the Participant electronically. The authorization described in this paragraph may be revoked by the Participant at any time by written notice to the Company.

19. Further Assurances. The Participant agrees, upon demand of the Company, to do all acts and execute, deliver and perform all additional documents, instruments and agreements which may be reasonably required by the Company to implement the provisions and purposes of this Agreement and the Plan.

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DISCLAIMER

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