

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

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VISHAY INTERTECHNOLOGY, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE (STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	3670 (PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)	381686453 (I.R.S. EMPLOYER IDENTIFICATION NUMBER)
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63 LINCOLN HIGHWAY
MALVERN, PENNSYLVANIA 19355-2121
(610) 644-1300
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

AVI D. EDEN
C/O VISHAY INTERTECHNOLOGY, INC.
63 LINCOLN HIGHWAY
MALVERN, PENNSYLVANIA 19355-2121
(610) 644-1300
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF AGENT FOR SERVICE)

COPY TO:
ABBE L. DIENSTAG, ESQ.
KRAMER LEVIN NAFTALIS & FRANKEL LLP
919 THIRD AVENUE
NEW YORK, NEW YORK 10022
(212) 715-9100

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: AS PROMPTLY AS
PRACTICABLE AFTER THIS REGISTRATION STATEMENT BECOMES EFFECTIVE AND UPON
CONSUMMATION OF THE TRANSACTIONS DESCRIBED IN THE ENCLOSED PROSPECTUS.

If the securities being registered on this Form are being offered in
connection with the formation of a holding company and there is compliance with
General Instruction G, check the following box. []

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, check the following box and
list the Securities Act registration statement number of the earlier effective
registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. []

If any of the securities being registered on this Form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, check the following box: []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(2)	PROPOSED MAXIMUM AMOUNT OF REGISTRATION FEE(3)
Common Stock, par value \$0.10 per share.....	8,784,438	Not Applicable	\$178,734,032	\$44,684

(1) Represents the estimated maximum number of shares of Vishay common stock
issuable upon consummation of the offer and the merger of a subsidiary of
Vishay Intertechnology, Inc. with Siliconix incorporated.

(2) Estimated solely for the purpose of calculating the registration fee
pursuant to Rule 457 promulgated under the Securities Act of 1933, as
amended, based on the product of (i) \$30.52, the average of the high and low
sales prices of Siliconix common stock as reported on the Nasdaq National

Market on May 18, 2001, and (ii) 5,856,292, the expected maximum number of shares of Siliconix common stock to be acquired in the offer and the merger.

(3) 0.025% of the Proposed Maximum Aggregate Offering Price.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SECTION 8(a), MAY DETERMINE.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND WE ARE NOT SOLICITING OFFERS TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

OFFER OF
 VISHAY TEMIC SEMICONDUCTOR ACQUISITION HOLDINGS CORP.
 TO EXCHANGE
 1.5 SHARES OF COMMON STOCK
 OF
 VISHAY INTERTECHNOLOGY, INC.
 FOR
 EACH OUTSTANDING SHARE
 OF COMMON STOCK
 OF
 SILICONIX INCORPORATED

THE EXCHANGE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON FRIDAY, JUNE 22, 2001, UNLESS EXTENDED.

Vishay Intertechnology, Inc., through its wholly-owned subsidiary Vishay TEMIC Semiconductor Acquisition Holdings Corp., hereby offers, upon the terms and subject to the conditions set forth in this document and in the enclosed letter of transmittal, to exchange 1.5 shares of Vishay common stock for each outstanding share of common stock of Siliconix incorporated which is validly tendered and not properly withdrawn on or prior to the expiration date of the offer.

Vishay, through Vishay TEMIC, currently owns approximately 80.4% of the outstanding shares of Siliconix common stock. This offer is conditioned on the tender of at least a majority of the outstanding Siliconix shares that Vishay does not already own. We will not waive this condition in the offer.

Our obligation to exchange shares of Vishay common stock for shares of Siliconix common stock is also subject to the other conditions listed under "Conditions of the Offer."

If this offer is consummated, we will own more than 90% of the outstanding common stock of Siliconix. As soon as possible after consummation of the offer, we currently intend to effect a short-form merger of Siliconix with a subsidiary of Vishay, although we are not required to do so. If such a merger takes place and you have not validly tendered your shares of Siliconix common stock in the offer, your shares will be exchanged for the same consideration per Siliconix share you own that you would have received, without interest, if you had tendered your shares in the offer, unless you properly perfect your appraisal rights under Delaware law. See "Purpose of the Offer; The Merger; Appraisal Rights."

Vishay's common stock is listed on the New York Stock Exchange under the symbol "VSH." Siliconix's common stock is quoted on the Nasdaq National Market under the symbol "SILI."

SEE "RISK FACTORS" BEGINNING ON PAGE 10 FOR A DISCUSSION OF ISSUES THAT YOU SHOULD CONSIDER WITH RESPECT TO THE OFFER AND THE MERGER.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the Vishay common stock to be issued in the offer and the merger or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is May 25, 2001.

THIS DOCUMENT INCORPORATES IMPORTANT BUSINESS AND FINANCIAL INFORMATION ABOUT VISHAY AND SILICONIX FROM DOCUMENTS FILED WITH THE SEC THAT HAVE NOT BEEN INCLUDED IN OR DELIVERED WITH THIS DOCUMENT. THIS INFORMATION IS AVAILABLE AT A WEB SITE MAINTAINED BY THE SEC AT WWW.SEC.GOV, AS WELL AS FROM OTHER SOURCES. SEE "WHERE YOU CAN FIND MORE INFORMATION" BEGINNING ON PAGE 1.

YOU ALSO MAY REQUEST COPIES OF THESE DOCUMENTS FROM US, WITHOUT CHARGE, UPON WRITTEN OR ORAL REQUEST TO OUR INFORMATION AGENT, MACKENZIE PARTNERS, INC., 156 FIFTH AVENUE, NEW YORK, NEW YORK 10010, COLLECT AT 212-929-5500 OR TOLL-FREE AT 800-322-2885.

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WHERE YOU CAN FIND MORE INFORMATION

Vishay and Siliconix file annual, quarterly and special reports, proxy statements and other information with the SEC under the Securities Exchange Act of 1934. You may read and copy this information at the Public Reference Room of the SEC, 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

You may also obtain copies of this information by mail from the Public Reference Room of the SEC.

The SEC also maintains a web site that contains reports, proxy statements and other information about issuers, like Vishay and Siliconix, who file electronically with the SEC. The address of that site is www.sec.gov.

You can also inspect reports, proxy statements and other information about Vishay at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

Vishay filed a registration statement on Form S-4 to register with the SEC the Vishay common stock to be issued pursuant to the offer and the merger. This prospectus is a part of that registration statement. As allowed by SEC rules, this prospectus does not contain all the information you can find in the registration statement or the exhibits to the registration statement. We also filed with the SEC a statement on Schedule T0 pursuant to Rule 14d-3 under the Exchange Act to furnish certain information about the offer and the merger. You may obtain copies of the Form S-4 and the Schedule T0 (and any amendments to those documents) in the manner described above.

Siliconix is required to file with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9 regarding the offer within ten business days from the commencement date of the offer and to disseminate this statement to Siliconix stockholders. You may obtain a copy of the Schedule 14D-9 after it is filed (and any amendments to that document) in the manner described above.

The SEC allows us to "incorporate by reference" information into this prospectus, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except for any information superseded by information contained directly in this prospectus. This prospectus incorporates by reference the documents set forth below that Vishay and Siliconix have previously filed with the SEC. These documents contain important information about Vishay and Siliconix and their finances.

VISHAY SEC FILINGS (FILE NO. 001-07416)	PERIOD
Annual Report on Form 10-K.....	Year ended December 31, 2000
Quarterly Report on Form 10-Q.....	Quarterly period ended March 31, 2001
The description of Vishay common stock as set forth in its Registration Statement on Form S-3 (file no. 333-34178).....	Filed on April 6, 2000
SILICONIX SEC FILINGS (FILE NO. 000-03698)	PERIOD
Annual Report on Forms 10-K and 10-K/A.....	Year ended December 31, 2000
Quarterly Report on Form 10-Q.....	Quarterly period ended March 31, 2001

All documents filed by Vishay and Siliconix with the SEC from the date of this prospectus to the date that Siliconix shares are accepted for exchange pursuant to our offer (or the date that our offer is terminated) shall also be deemed to be incorporated herein by reference.

Vishay has supplied all information contained or incorporated by reference in this document relating to Vishay and Vishay TEMIC. We have obtained the information contained in this document relating to Siliconix from Siliconix or from publicly available sources.

Documents incorporated by reference are available from us without charge upon request to our information agent, MacKenzie Partners, Inc., 156 Fifth Avenue, New York, New York 10010, collect at

212-929-5500 or toll-free at 800-322-2885. Exhibits to these documents will only be furnished if they are specifically incorporated by reference in this document. If you request any incorporated documents from us, we will mail them to you by first class mail, or another equally prompt means, within one business day after we receive your request.

WE HAVE NOT AUTHORIZED ANYONE TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION ABOUT OUR OFFER THAT IS DIFFERENT FROM, OR IN ADDITION TO, THAT CONTAINED IN THIS PROSPECTUS OR IN ANY OF THE MATERIALS THAT WE HAVE INCORPORATED BY REFERENCE INTO THIS PROSPECTUS. THEREFORE, IF ANYONE DOES GIVE YOU INFORMATION OF THIS SORT, YOU SHOULD NOT RELY ON IT. IF YOU ARE IN A JURISDICTION WHERE OFFERS TO EXCHANGE OR SELL, OR SOLICITATIONS OF OFFERS TO EXCHANGE OR PURCHASE, THE SECURITIES OFFERED BY THIS DOCUMENT ARE UNLAWFUL, OR IF YOU ARE A PERSON TO WHOM IT IS UNLAWFUL TO DIRECT THESE TYPES OF ACTIVITIES, THEN THE OFFER PRESENTED IN THIS DOCUMENT DOES NOT EXTEND TO YOU. THE INFORMATION CONTAINED IN THIS DOCUMENT SPEAKS ONLY AS OF THE DATE OF THIS DOCUMENT UNLESS THE INFORMATION SPECIFICALLY INDICATES THAT ANOTHER DATE APPLIES.

QUESTIONS AND ANSWERS ABOUT THE OFFER

Q. WHY IS VISHAY MAKING THIS OFFER?

A. Vishay, through Vishay TEMIC, currently owns approximately 80.4% of the outstanding Siliconix common stock. Our purpose in making the offer is to acquire all of the Siliconix shares that we do not already own. Our offer is conditioned on there being tendered a majority of the publicly held Siliconix shares. If that condition is satisfied and if the offer is consummated, we will own more than 90% of the Siliconix shares. As soon as practicable after the conclusion of the offer, we currently intend to effect a short-form merger of Siliconix with a subsidiary of Vishay, with the surviving company being a wholly-owned subsidiary of Vishay.

Q. WHAT WILL I RECEIVE IN EXCHANGE FOR MY SILICONIX SHARES IN THE OFFER?

A. You will be entitled to receive 1.5 shares of Vishay common stock in exchange for each share of Siliconix common stock that you validly tender in the offer. No fractional shares of Vishay common stock will be issued in the offer. Instead, any stockholder entitled to receive a fractional Vishay share will get cash in an amount equal to the fraction multiplied by the closing price of a Vishay share on the NYSE on the day the offer expires.

Q. IF I DECIDE NOT TO TENDER, HOW WILL THE OFFER AFFECT MY SILICONIX SHARES?

A. If you decide not to tender your shares in the offer and the offer is consummated and the short-form merger takes place, you will receive in the merger the same consideration per Siliconix share you own that you would have received, without interest, if you had tendered your shares in the offer, unless you properly perfect your appraisal rights under Delaware law. Although it is our current intention to effect the short-form merger, we are not required to do so. We would not effect the short-form merger if prevented from doing so by a court or, if in our judgment, it was advisable not to do so in order to settle litigation or avoid litigation risks. See "Purpose of the Offer; The Merger; Appraisal Rights" beginning on page 39.

Q. HOW LONG WILL IT TAKE TO COMPLETE THE OFFER AND THE MERGER?

A. We hope to complete the offer following its scheduled expiration on June 22, 2001. However, we may extend the offer if the conditions to the offer have not been satisfied at the scheduled expiration date or if we are required to extend by the rules of the SEC. We currently intend to complete the merger shortly after the consummation of the offer.

Q. HAS THE SILICONIX BOARD MADE A RECOMMENDATION CONCERNING THE OFFER?

A. No. The Siliconix board has not yet made any recommendation. Under the rules of the SEC, Siliconix is required to disseminate its response to the offer no later than ten business days from the date the offer is commenced.

Vishay and a special committee of the Siliconix board have been in discussions concerning an earlier proposal by Vishay to acquire the Siliconix shares that it does not already own. See the next question and answer below. The special committee indicated to Vishay that it was unable to favorably recommend to Siliconix's stockholders Vishay's earlier proposal to acquire Siliconix shares for \$28.82 per share in cash. The special committee has not yet expressed a view to Vishay on this offer.

Q. WHY HAS THE SILICONIX BOARD FORMED A SPECIAL COMMITTEE IN CONNECTION WITH VISHAY'S PROPOSAL TO ACQUIRE ALL OF SILICONIX?

A. Vishay owns approximately 80.4% of Siliconix's outstanding common stock. Four members of Siliconix's board of directors are employees or consultants of Vishay. King Owyang, Siliconix's president and chief executive officer, holds options to purchase 102,500 shares of Vishay common stock. Because of these significant conflicts of interest, after the board of directors of Siliconix was advised that Vishay had an interest in acquiring the shares of Siliconix that it did not already own, the Siliconix board established a special committee consisting of directors who were not then affiliated

with Siliconix or Vishay, other than as Siliconix directors, and who held no management positions with Siliconix. The special committee retained its own counsel and investment advisor and was authorized to negotiate with Vishay concerning Vishay's initial proposal, to evaluate the proposal and to make a recommendation to the Siliconix stockholders. See "Background of the Offer" on page 24. You should be aware, however, that members of the special committee have had prior business relationships with Vishay.

To find out more information about the conflicts of interest that exist between Vishay, the Siliconix board of directors and the special committee, please refer to "Interests of Certain Persons" on page 46.

Q. HAS THERE BEEN ANY OBJECTION BY SILICONIX STOCKHOLDERS TO VISHAY'S PROPOSAL TO ACQUIRE THE PUBLICLY HELD SHARES OF SILICONIX?

A. Yes. A number of class action lawsuits were filed in Delaware and California after Vishay announced its initial proposal to acquire the publicly held shares of Siliconix. These lawsuits allege, among other things, a breach of fiduciary duty by Vishay, Siliconix and certain members of the boards of directors of Vishay and Siliconix and the existence of conflicts of interest of members of the special committee. See "Certain Litigation" on page 27 for a more detailed discussion of these lawsuits. It is a condition to the offer that there be no litigation relating to the offer or the merger at the time shares are accepted for exchange, but we can waive this condition.

Q. WHAT PERCENTAGE OF VISHAY COMMON STOCK WILL SILICONIX STOCKHOLDERS OWN AFTER THE OFFER AND THE MERGER?

A. Immediately after consummation of the offer and the merger, we anticipate that the former public stockholders of Siliconix will hold approximately 6.4% of the outstanding shares of Vishay, including for this purpose Vishay's Class B common stock. This assumes 122,396,709 shares of Vishay common stock and 15,518,546 shares of Vishay Class B common stock outstanding before giving effect to the consummation of the offer and the merger, that approximately 8,784,438 shares of Vishay common stock will be issued in the offer and the merger and that no stockholders exercise appraisal rights.

The holders of Vishay common stock are entitled to one vote for each share held, while the holders of Class B common stock are entitled to 10 votes for each share held. The former public stockholders of Siliconix, who are receiving common stock, will hold approximately 3.2% of the outstanding voting power of Vishay immediately following the offer and the merger. See "Risk Factors -- The holders of Class B common stock have voting control of Vishay" on page 14.

Q. WHAT ARE THE MOST SIGNIFICANT CONDITIONS TO THE OFFER?

A. The offer is subject to several conditions, including:

- at least a majority of the outstanding Siliconix common stock not held by Vishay or its subsidiaries having been validly tendered and not properly withdrawn;
- the registration statement of which this prospectus is a part having been declared effective by the SEC;
- the shares of Vishay common stock to be issued in the offer having been approved for listing on the NYSE;
- the tax opinion of Kramer Levin Naftalis & Frankel LLP, filed as an exhibit to the registration statement, not having been withdrawn;
- there not having occurred any other event that would reasonably be expected to have a material adverse effect on Siliconix;
- the absence of certain legal impediments to the offer or the merger; and
- the absence of certain litigation or other legal action by or before any court or governmental authority.

The minimum condition, the registration statement effectiveness condition and the listing condition will not be waived in this offer. These conditions and other conditions to the offer are discussed in this prospectus under "Conditions of the Offer" beginning on page 41.

Q. HOW DO I PARTICIPATE IN YOUR OFFER?

A. To tender your shares, you should do the following:

- If you hold shares in your own name, complete and sign the enclosed letter of transmittal and return it with your share certificates to American Stock Transfer & Trust Company, the exchange agent for the offer, at the appropriate address specified on the back cover page of this prospectus before the expiration date of the offer.
- If you hold your shares in "street name" through a broker or other nominee, instruct your nominee to tender your shares before the expiration date.

Alternatively, you may comply with the guaranteed delivery procedures set forth in "Guaranteed Delivery" beginning on page 36. For more information on the timing of the offer, extensions of the offer period and your rights to withdraw your shares from the offer before the expiration date, please refer to "The Offer" beginning on page 33.

Q. WILL I BE TAXED ON THE VISHAY COMMON STOCK THAT I RECEIVE?

A. Your receipt of the Vishay common stock will generally be tax-free for United States federal income tax purposes. However, you may be subject to taxes for any cash received in lieu of a fraction of a share of Vishay common stock.

Q. WILL I HAVE TO PAY ANY FEES OR COMMISSIONS?

A. If you are the record owner of your Siliconix shares and you tender your shares directly to the exchange agent, you will not have to pay brokerage fees or incur similar expenses. If you own your shares through a broker or other nominee, and your broker tenders the shares on your behalf, your broker may charge you a fee for doing so. You should consult your broker or other nominee to determine whether any charges will apply.

Q. DO THE STATEMENTS ON THE COVER PAGE REGARDING THIS PROSPECTUS BEING SUBJECT TO CHANGE AND THE REGISTRATION STATEMENT FILED WITH THE SEC NOT YET BEING EFFECTIVE MEAN THAT THE OFFER HAS NOT COMMENCED?

A. No. Effectiveness of the registration statement is not necessary for the offer to commence. Last year, the SEC changed its rules to permit exchange offers to begin before the related registration statement has become effective, and we are taking advantage of the rule changes. We cannot, however, accept for exchange any shares tendered in the offer until the registration statement is declared effective by the SEC and the other conditions to our offer have been satisfied or, where permissible, waived.

Q. ARE VISHAY'S BUSINESS, PROSPECTS AND FINANCIAL CONDITION RELEVANT TO MY DECISION TO TENDER MY SHARES IN THE OFFER?

A. Yes. Shares of Siliconix accepted in the offer will be exchanged for Vishay common stock and so you should consider Vishay's business, prospects and financial condition before you decide to tender your shares in the offer. In considering Vishay's business, prospects and financial condition, you should review the documents incorporated by reference in this prospectus because they contain detailed business, financial and other information about us.

Q. WHERE CAN I FIND OUT MORE INFORMATION ABOUT VISHAY AND SILICONIX?

A. You can find out information about Vishay and Siliconix from various sources described under "Where You Can Find More Information" beginning on page 1.

Q. WHO CAN I CALL WITH QUESTIONS ABOUT THE OFFER?

A. You can contact our information agent, MacKenzie Partners, Inc., collect at 212-929-5500 or toll-free at 800-322-2885.

SUMMARY

This summary highlights selected information from this document and does not contain all of the information that is important to you. To better understand the offer and the short-form merger and for a more complete description of the legal terms of the offer and the merger, you should read carefully this entire document and the documents to which you have been referred. See "Where You Can Find More Information" beginning on page 1.

INTRODUCTION

We propose to acquire all the shares of common stock of Siliconix that we do not own. Currently, Vishay owns approximately 80.4% of Siliconix's outstanding shares. We are offering to exchange 1.5 shares of Vishay common stock for each outstanding share of Siliconix common stock validly tendered and not properly withdrawn in the offer. We will not accept any Siliconix shares for exchange in the offer unless the shares tendered constitute at least a majority of the publicly held shares. There are also other conditions to the offer.

We currently intend to merge Siliconix with a wholly-owned subsidiary of Vishay promptly after the consummation of the offer, by way of a short-form merger under Delaware law. Each share of Siliconix common stock which has not been exchanged or accepted for exchange in the offer would be converted in the merger into the same consideration per Siliconix share as is exchanged in the offer.

INFORMATION ABOUT VISHAY AND SILICONIX

VISHAY INTERTECHNOLOGY, INC.
63 Lincoln Highway
Malvern, Pennsylvania 19355
(610) 644-1300

Vishay, a Fortune 1000 Company, is the largest U.S. and European manufacturer of passive electronic components (resistors, capacitors, and inductors) and a leading producer of discrete semiconductor components (diodes, transistors and optoelectronic products). All of these components are vital to the operation of electronic circuits and can be found in computers, telephones, TVs, automobiles, household appliances, medical equipment, satellites and military and aerospace equipment. With headquarters in Malvern, Pennsylvania, Vishay employs over 20,000 people in over 66 facilities in the U.S., Mexico, Germany, Austria, the United Kingdom, France, Portugal, the Czech Republic, Israel, Japan, Taiwan (R.O.C.), China, and the Philippines. See Schedule I for certain information regarding the directors and executive officers of Vishay.

Vishay reviews acquisition opportunities in the ordinary course of business, some of which may be material and some of which are currently under investigation, discussion or negotiation. There can be no assurance that any of such acquisitions will be consummated.

SILICONIX INCORPORATED
2201 Laurelwood Road
Santa Clara, California 95054
(908) 958-8000

Siliconix designs, markets and manufactures power and analog semiconductor products. Siliconix focuses on technologies and products for the communications, computer and automotive markets; additionally, many of its products are also used in instrumentation and industrial applications.

THE OFFER (PAGE 33)

EXCHANGE OF SILICONIX SHARES; DELIVERY OF VISHAY COMMON STOCK

Upon the terms and subject to the conditions of the offer, we will accept for exchange, and will exchange, Siliconix shares validly tendered and not properly withdrawn as promptly as practicable after the expiration date of our offer.

TIMING OF THE OFFER

Our offer is currently scheduled to expire on Friday, June 22, 2001; however, we may extend our offer from time to time as necessary until all the conditions to the offer have been satisfied or, where permissible, waived. For further details, see "Extension, Termination and Amendment" on page 33.

EXTENSION, TERMINATION AND AMENDMENT

We reserve the right, in our sole discretion, at any time or from time to time to extend the period of time during which our offer remains open, and we can do so by giving oral or written notice of such extension to the exchange agent. If we decide to extend our offer, we will make an announcement to that effect no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date. We are not making any assurance that we will exercise our right to extend our offer, although we currently intend to do so until all conditions have been satisfied or, where permissible, waived. During any such extension, all Siliconix shares previously tendered and not withdrawn will remain subject to the offer, subject to your right to withdraw your Siliconix shares prior to the expiration date of the offer.

We reserve the right to increase or decrease the exchange ratio or to make any other changes in the terms and conditions of the offer. However, in no event will we consummate the offer unless the registration statement has been declared effective, the Vishay shares issuable in the offer have been listed on the NYSE and at least a majority of the publicly held shares of Siliconix have been validly tendered for exchange and not properly withdrawn.

Any increase or decrease in the exchange ratio or extension, termination, other amendment or delay of the offer will be made by giving written or oral notice to the exchange agent. We will follow any extension, termination, amendment or delay, as promptly as practicable, with a public announcement. In the case of an extension, any such announcement will be issued no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date. Subject to applicable law (including Rules 14d-4(c) and 14d-6(d) under the Exchange Act, which require that any material change in the information published, sent or given to stockholders in connection with the offer be promptly sent to stockholders in a manner reasonably designed to inform stockholders of such change) and without limiting the manner in which we may choose to make any public announcement, we assume no obligation to publish, advertise or otherwise communicate any such public announcement other than by making a release to the Dow Jones News Service.

WITHDRAWAL RIGHTS

Siliconix shares tendered pursuant to the offer may be withdrawn at any time prior to the expiration date of the offer.

PROCEDURE FOR TENDERING SHARES

The method of tendering your shares in the offer will depend on whether the shares are held in certificate or book-entry form.

- If your shares are held in certificate form, you must deliver the certificates, a properly completed and duly executed letter of transmittal, or a manually executed facsimile of that document, and any other required documents to the exchange agent at one of its addresses set forth on the back cover

of this prospectus. In the circumstances detailed in the letter of transmittal, the signatures on the letter of transmittal must be guaranteed.

- If your Siliconix shares are held in book-entry form, the shares must be tendered in accordance with the procedures for book-entry tender, and the exchange agent must receive a so-called "agent's message" and a confirmation of receipt of the tender. The procedures for book-entry transfer are described under "Procedure for Tendering Shares" on page 35.

In all cases, deliveries must be made prior to the expiration of the offer.

If your shares are not currently available and you cannot now comply with the preceding requirements, you can still participate in the offer by complying with the guaranteed delivery procedures set forth under "Guaranteed Delivery" beginning on page 36.

APPRAISAL RIGHTS

Under Delaware law, you will not have any appraisal rights in connection with the offer. However, appraisal rights are available in connection with the short-form merger. For a detailed discussion of these appraisal rights, see "Purpose of the Offer; The Merger; Appraisal Rights" beginning on page 39.

ACCOUNTING TREATMENT

The merger will be accounted for at historical costs, with the exception of the Siliconix minority interest acquired in the offer, and the merger which will be accounted for under the purchase method of accounting in accordance with United States generally accepted accounting principles. Accordingly, the cost to acquire the Siliconix minority interest in excess of its carrying value will be allocated on a pro rata basis to the assets acquired and liabilities assumed based on their fair values, with any excess being allocated to goodwill and amortized over its estimated useful life.

The acquisition of the Siliconix common stock would not be considered material to Vishay and, accordingly, Vishay is not required to include pro forma financial information in this prospectus, except as provided in "Comparative Per Share Prices" on page 22.

RISK FACTORS (PAGE 10)

In deciding whether to tender your shares pursuant to the offer, you should read carefully this prospectus and the documents to which we refer you. You should carefully take into account the following risk factors:

- the market value of Vishay common stock at the time you tender may be different than at the time you receive your Vishay shares in the offer and the merger; the exchange ratio for the offer will not be adjusted based upon changes in the market price of Vishay stock;
- the price of Vishay common stock could depend upon factors different than those affecting the price of Siliconix common stock; the price of Vishay common stock could decline following the offer;
- there are risks associated with integrating Siliconix into Vishay, including the risk that the anticipated benefits of the business combination may not be fully realized; and
- there are general risks associated with Vishay's business, including competition, its ability to respond to technological change and the current softness in the electronic component industry.

See "Risk Factors" beginning on page 10 for a more complete discussion of these and other risk factors.

OTHER FACTORS TO CONSIDER BEFORE TENDERING YOUR SHARES (PAGE 30)

In addition to the risk factors, there are a variety of other factors that you should consider in determining whether to tender your shares in the offer. Among these are the anticipated competitive advantages that a fully combined entity could have and the larger trading volume and analyst coverage of the Vishay common stock over the Siliconix common stock. You should also consider Siliconix's positive historical business performance, its historical stock price in relation to its earnings and Siliconix's other business strengths and innovative traditions from which you will benefit only indirectly as a stockholder of Vishay. See "Other Factors to Consider Before Tendering Your Shares" on page 30 and "Relationships with Siliconix" on page 43.

RISK FACTORS

In deciding whether to tender your shares pursuant to the offer, you should read carefully this prospectus and the documents to which we refer you. You should also carefully consider the following factors:

RISKS RELATED TO THE OFFER AND THE MERGER

THE NUMBER OF VISHAY SHARES THAT YOU RECEIVE IN THE OFFER WILL BE BASED UPON A FIXED EXCHANGE RATIO. THE VALUE OF THE VISHAY SHARES AT THE TIME YOU RECEIVE THEM COULD BE LESS THAN AT THE TIME YOU TENDER YOUR SILICONIX SHARES.

In the offer, each Siliconix share will be exchanged for 1.5 Vishay shares. This is a fixed exchange ratio. The offer does not provide for an adjustment in the exchange ratio even if there is a decrease in the market price of the Vishay common stock between the date of this prospectus and the expiration date of the offer. The market price of the Vishay common stock will likely be different on the date of the expiration of the offer than it is today because of changes in the business, operations or prospects of Vishay, market reactions to this offer, possible other Vishay acquisitions, general market and economic conditions and other factors. Tendering stockholders of Siliconix are urged to obtain current market quotations for the Vishay common stock and the Siliconix common stock. See "Conditions of the Offer" beginning on page 41 and "Comparative Per Share Prices" on page 22.

BENEFITS OF THE COMBINATION MAY NOT BE REALIZED.

If we consummate the offer and the contemplated short-form merger, we will integrate two separate companies whose operations have until now been integrated in only limited ways. The successful combination of Vishay and Siliconix will require, among other things, integration of Vishay's and Siliconix's sales and marketing programs, their information and software systems, their employee retention, hiring and training programs, and their research and development efforts. The consolidation of business functions, the integration of departments, systems and procedures, and relocation of staff may present management challenges. We may not be able to fully integrate the operations of Siliconix with our operations without encountering difficulties. The integration may not be completed as rapidly as we expect or achieve anticipated benefits. Also, management's attention may be diverted by the integration effort, which could adversely affect the combined company's businesses.

WE MAY INCUR INTEGRATION AND RESTRUCTURING COSTS.

If the offer and the merger are consummated, we may incur significant charges as a result of rationalizing and integrating operations. These costs may include severance and related employee benefit costs and other restructuring costs among others.

THE TRADING PRICE OF VISHAY COMMON STOCK MAY BE AFFECTED BY FACTORS DIFFERENT FROM THOSE AFFECTING THE PRICE OF SILICONIX COMMON STOCK. THE PRICE OF VISHAY COMMON STOCK COULD DECLINE FOLLOWING THE OFFER.

Upon consummation of the offer and the merger, holders of Siliconix common stock will become holders of Vishay common stock. Vishay's business differs from that of Siliconix, and Vishay's results of operations and business, as well as the trading price of Vishay common stock, may be affected by factors different from those affecting Siliconix's results of operations and business and the price of Siliconix common stock. The price of Vishay common stock may decrease after shares are accepted for exchange in the offer or after the merger is consummated.

OFFICERS AND DIRECTORS OF SILICONIX HAVE POTENTIAL CONFLICTS OF INTEREST IN THE OFFER.

Under the SEC rules, Siliconix will be required to file with the SEC and disseminate to Siliconix stockholders its response to Vishay's offer not later than ten business days from the commencement date of the offer. In evaluating the Siliconix recommendation, you should be aware that there exist conflicts of

interest among members of the Siliconix board. Not only does Vishay own approximately 80.4% of the outstanding Siliconix stock, but four of the seven members of the Siliconix board have affiliations with Vishay and King Owyang, president and chief executive officer of Siliconix, holds options to purchase Vishay stock. For this reason, the board of Siliconix designated a special committee of its directors to consider, evaluate and make a recommendation concerning Vishay's initial proposal to acquire all of Siliconix. Members of the special committee have no present relationships with Vishay, but in the past, they have had significant ties to Vishay. See "Interests of Certain Persons" on page 46.

RISKS RELATED TO VISHAY'S BUSINESS GENERALLY

THE CURRENT SOFTNESS IN THE ELECTRONIC COMPONENT INDUSTRY MAY CONTINUE AND MAY BECOME MORE PRONOUNCED.

Vishay and others in the electronic and semiconductor component industry have recently experienced softness in product demand, resulting in order cancellations and deferrals. This softness is primarily attributable to a slowing of growth in the personal computer and cell phone product markets. This slowdown may continue and may become more pronounced. In the past, adverse economic trends that resulted in a slowdown in demand for electronic components materially and adversely impacted Vishay's results of operations. A decrease in the current demand for Vishay's products or an increase in supply due to the expansion of production capacity by Vishay's competitors could cause a significant drop in average sales prices, which could, in turn, cause a reduction in Vishay's gross margins and operating profits. Vishay's published first quarter 2001 operating results and those of its competitors can be viewed as being reflective of these industry trends. Although both Vishay and Siliconix operate in the electronic components industry, their businesses differ and the effects of the current slowdown on their operations and prospects may not be the same.

TO REMAIN SUCCESSFUL, VISHAY MUST CONTINUE TO INNOVATE.

Vishay's future operating results are dependent on its ability to continually develop, introduce and market new and innovative products, to modify existing products to respond to technological change and to customize certain products to meet customer requirements. There are numerous risks inherent in this process, including the risks that Vishay will be unable to anticipate the direction of technological change or that Vishay will be unable to develop and market new products and applications in a timely fashion to satisfy customer demands. If this occurs, Vishay could lose customers and experience adverse effects on its financial condition, results of operation and prospects. Siliconix has had a history of successful product innovation, including in the past year.

IN THE PAST VISHAY HAS GROWN THROUGH ACQUISITIONS BUT THIS MAY NOT CONTINUE.

Vishay's long-term historical growth in revenues and net earnings has resulted in large part from its strategy of expansion through acquisitions. However, we cannot assure you that Vishay will identify or succeed in consummating transactions with suitable acquisition candidates in the future. From time to time, when Vishay is in the process of pursuing a strategic acquisition, Vishay or the acquisition target may feel compelled in order to comply with applicable law or for other reasons to announce the potential acquisition or Vishay's desire to enter into a certain market prior to the parties' entering into formal agreements. If an acquisition is announced and then not consummated, Vishay's credibility in the financial markets could suffer.

If Vishay were to undertake a substantial acquisition for cash, the acquisition would likely need to be financed in part through bank borrowings or the issuance of public or private debt. This would decrease Vishay's ratio of earnings to fixed charges and adversely affect other leverage criteria. We cannot assure you that the necessary acquisition financing would be available to Vishay when required on acceptable terms. If Vishay were to undertake an acquisition for equity, the acquisition may have a dilutive effect on the interests of the holders of Vishay common stock.

VISHAY'S RESULTS ARE SENSITIVE TO RAW MATERIAL AVAILABILITY, QUALITY AND COST.

Many of Vishay's products require the use of raw materials which are produced in only a limited number of regions around the world or are available from only a limited number of suppliers. Vishay's results of operations may be adversely affected if Vishay has difficulty obtaining these raw materials, the quality of available raw materials deteriorates or there are significant price increases for these raw materials.

Vishay is a major consumer of the world's annual production of tantalum, a material used in the manufacture of tantalum capacitors. There are currently three major suppliers that process tantalum ore into capacitor grade tantalum powder. Vishay believes that in the long term there exist sufficient tantalum ore reserves and a sufficient number of tantalum processors to satisfy demand. However, in the short term, there may be shortages of tantalum powder which could lead to increased prices that Vishay may not be able to pass on to its customers.

Palladium, which is used to produce multi-layer ceramic capacitors, is currently found primarily in South Africa and Russia. Palladium is a commodity product that is subject to price volatility. The price of palladium fluctuated in the range of approximately \$201 to \$970 per troy ounce during the three years ended December 31, 2000. Since that time, the price of palladium has been as high as \$1,110 per troy ounce. Vishay believes that there may be a short-term shortage of palladium, which may affect the cost of palladium and Vishay's ability to increase production of multi-layer ceramic capacitors to meet demand. Vishay may be unable to pass on the increased palladium costs to its customers, which would have an adverse effect on the margins of those products using this metal.

VISHAY FACES INTENSE COMPETITION IN ITS BUSINESS.

Vishay's business is highly competitive worldwide, with low transportation costs and few import barriers. Vishay competes principally on the basis of product quality and reliability, availability, customer service, technological innovation, timely delivery and price. The electronics components industry has become increasingly concentrated and globalize in recent years and Vishay's major competitors, some of which are larger than Vishay, have significant financial resources and technological capabilities.

VISHAY'S BACKLOG IS SUBJECT TO CUSTOMER CANCELLATION.

Many of the orders that comprise Vishay's backlog may be canceled by customers without penalty. Customers may on occasion double and triple order components from multiple sources to ensure timely delivery when backlog is particularly long. Customers often cancel orders when business is weak and inventories are excessive, a phenomenon that Vishay has experienced in the current economic slowdown. Therefore, Vishay cannot be certain the amount of its backlog has not been overstated. Vishay's results of operations could be adversely impacted if customers were to cancel a material portion of orders in Vishay's backlog and this produced a significant decrease in demand for Vishay's products.

VISHAY MAY NOT HAVE ADEQUATE FACILITIES TO SATISFY FUTURE INCREASES IN DEMAND FOR ITS PRODUCTS.

Vishay is subject to the vicissitudes of the business cycle and in periods of a rising economy may experience intense demand for its products. During such periods, Vishay may have difficulty expanding its manufacturing to satisfy demand. Factors which could limit such expansion include delays in procurement of manufacturing equipment, shortages of skilled personnel and capacity constraints at Vishay's facilities. If Vishay is unable to meet its customers' requirements and its competitors sufficiently expand production, Vishay could lose customers and/or market share. This could have an adverse effect on Vishay's financial condition, results of operation and prospects.

FUTURE CHANGES IN VISHAY'S ENVIRONMENTAL LIABILITY AND COMPLIANCE OBLIGATIONS MAY HARM VISHAY'S ABILITY TO OPERATE OR INCREASE COSTS.

Vishay's manufacturing operations are subject to environmental laws and regulations governing air emissions, wastewater discharges, the handling, disposal and remediation of hazardous substances and certain chemicals used and generated in Vishay's manufacturing processes, and employee health and safety. More stringent environmental regulations may be enacted in the future, and Vishay cannot presently determine the modifications, if any, in Vishay's operations that any such future regulations might require, or the cost of compliance with these regulations. In order to resolve liabilities at various sites, Vishay has entered into various administrative orders and consent decrees, some of which may, under certain conditions, be reopened or subject to renegotiation.

RISKS RELATED TO VISHAY'S OPERATIONS OUTSIDE THE UNITED STATES

VISHAY DERIVES A SUBSTANTIAL AMOUNT OF ITS REVENUES FROM OUTSIDE THE UNITED STATES.

Approximately 56% of Vishay's revenues during 2000 were derived from sales to customers outside the United States. Vishay's operating results could be adversely affected by currency exchange rate fluctuations, regional inflation, changes in monetary policy and tariffs, changes in local laws and regulations in foreign jurisdictions, international trade restrictions, intergovernmental disputes, local laws that increase labor costs and reduction or cancellation of government grants, tax benefits or other incentives.

VISHAY OBTAINS SUBSTANTIAL BENEFITS BY OPERATING IN ISRAEL, BUT THESE BENEFITS MAY NOT CONTINUE.

Vishay has increased its operations in Israel over the past several years. The low tax rates in Israel applicable to earnings of Vishay's operations in that country, compared to the rates in the U.S., have had the effect of increasing Vishay's net earnings. In addition, Vishay has taken advantage of certain incentive programs in Israel, which take the form of grants designed to increase employment in Israel. Any significant increase in the Israeli tax rates or reduction or elimination of the Israeli grant programs that have benefited Vishay could have an adverse impact on Vishay's results of operations. See Note 1 to the Consolidated Financial Statements in Vishay's 2000 Annual Report on Form 10-K incorporated by reference in this prospectus for a description of Vishay's accounting policy for grants received by certain subsidiaries from governments outside the United States.

VISHAY ATTEMPTS TO IMPROVE PROFITABILITY BY OPERATING IN COUNTRIES IN WHICH LABOR COSTS ARE LOW, BUT THE SHIFT OF OPERATIONS TO THESE REGIONS MAY ENTAIL CONSIDERABLE EXPENSE.

Vishay's strategy is aimed at achieving significant production cost savings through the transfer and expansion of manufacturing operations to and in countries with lower production costs, such as Israel, Mexico, Portugal, the Czech Republic, Taiwan and the People's Republic of China. In this process, Vishay may experience under-utilization of certain plants and factories in high labor cost regions and capacity constraints in plants and factories located in low labor cost regions. This may result initially in production inefficiencies and higher costs. Such costs include those associated with compensation in connection with work force reductions and plant closings in the higher labor cost regions, and start-up expenses, manufacturing and construction delays, and increased depreciation costs in connection with the initiation or expansion of production in lower labor cost regions. For example, during 1998, restructuring costs were particularly high as a result of Vishay's accelerated effort to streamline operations in response to the continued weakness in the international electronic components market at the time.

As Vishay implements transfers of certain of its operations it may experience strikes or other types of labor unrest as a result of lay-offs or termination of Vishay's employees in high labor cost countries.

RISKS RELATED TO VISHAY'S CAPITAL STRUCTURE

THE HOLDERS OF CLASS B COMMON STOCK HAVE VOTING CONTROL OF VISHAY.

Vishay has two classes of common stock: common stock and Class B common stock. The holders of common stock are entitled to one vote for each share held, while the holders of Class B common stock are entitled to 10 votes for each share held. Currently, the holders of the Class B common stock hold 54.1% of the voting power of Vishay. As a result, the holders of Class B common stock are able to cause the election of the entire board of directors of Vishay. The holders of the Class B common stock may also be able to approve other action as stockholders without obtaining the votes of other stockholders of Vishay.

THE EXISTENCE OF THE CLASS B COMMON STOCK MAY DEPRIVE OTHER STOCKHOLDERS OF A PREMIUM VALUE FOR THEIR SHARES IN A TAKEOVER.

The effective control of Vishay by holders of the Class B common stock may make Vishay less attractive as a target for a takeover proposal. It may also render more difficult or discourage a merger proposal or proxy contest for the removal of the incumbent directors, even if such actions were favored by all stockholders of Vishay other than the holders of the Class B common stock. Accordingly, this may deprive the holders of common stock of an opportunity they might otherwise have to sell their shares at a premium over the prevailing market price in connection with a merger or acquisition of Vishay with or by another company.

FORWARD LOOKING INFORMATION

Certain statements contained in or incorporated by reference into this document are "forward looking statements." These forward looking statements generally can be identified by use of statements that include phrases such as "believe," "expect," "anticipate," "intend," "plan," "foresee," "likely," "will" or other similar words or phrases. Similarly, statements that describe our objectives, plans or goals are or may be forward looking statements. All forward looking statements involve risks and uncertainties. In particular, any statements regarding the benefits of the offer and the merger, as well as expectations with respect to future business performance, operating efficiencies and cost savings, are subject to known and unknown risks, uncertainties and contingencies, many of which are beyond the control of Vishay and Siliconix, which may cause actual results, performance or achievements to differ materially from anticipated results, performance or achievements. Factors that might affect such forward looking statements include, among other things:

- the ability to fully integrate Siliconix into Vishay's operations,
- overall economic and business conditions,
- the demand for Vishay's and Siliconix's goods and services,
- competitive factors in the industries in which Vishay and Siliconix compete,
- changes in government regulation,
- changes in tax requirements, including tax rate changes, new tax laws and revised tax law interpretations,
- developments in and results of litigation, including the stockholder actions commenced after announcement of Vishay's initial proposal to acquire the publicly held shares of Siliconix,
- interest rate fluctuations, foreign currency rate fluctuations and other capital market conditions,
- economic and political conditions in international markets, including governmental changes and restrictions on the ability to transfer capital across borders,
- the timing, impact and other uncertainties of pending and future acquisitions by Vishay; and
- the ability to achieve anticipated synergies and other cost savings in connection with such future acquisitions.

These factors and the risk factors described in the previous section are not necessarily all of the important factors that could cause actual results, performance or achievements to differ materially from those expressed in any of our forward looking statements. Other unknown or unpredictable factors also could have material adverse effects on our future results, performance or achievements. The forward looking statements included in this document are made only as of the date of this document, and we do not have any obligation to publicly update any forward looking statements to reflect subsequent events or circumstances. We cannot assure you that projected results or events will be achieved or will occur.

SELECTED FINANCIAL DATA OF VISHAY AND SILICONIX

The following information is being provided to assist you in analyzing the financial aspects of the offer and the merger. The information for Vishay for the three months ended March 31, 2001 and 2000 was derived from the unaudited Consolidated Financial Statements included in Vishay's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2001. The data presented for Vishay for the three months ended March 31, 2001 and 2000 are unaudited but, in the opinion of Vishay's management, include all adjustments, consisting of normal recurring adjustments, necessary for the fair presentation of such data. Vishay's results for the three months ended March 31, 2001 are not necessarily indicative of the results to be expected for the fiscal year ending December 31, 2001. The information for Vishay for each of the five years in the period ended December 31, 2000 was derived from the audited Consolidated Financial Statements included in Vishay's Annual Reports on Form 10-K. You should be aware that Vishay's financial statements reflect its ownership interest in Siliconix.

The information for Siliconix for the three months ended March 31, 2001 and 2000 was derived from the unaudited Consolidated Financial Statements included in Siliconix's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2001. The data presented for Siliconix for the three months ended March 31, 2001 and 2000 are unaudited but, in the opinion of Siliconix's management, include all adjustments, consisting of normal recurring adjustments, necessary for the fair presentation of such data. Siliconix's results for the three months ended March 31, 2001 are not necessarily indicative of the results to be expected for the fiscal year ending December 31, 2001. The information for Siliconix for each of the five years in the period ended December 31, 2000 was derived from the audited Consolidated Financial Statements included in Siliconix's Annual Reports on Form 10-K.

The information should be read in conjunction with the historical financial statements and related notes contained in the annual, quarterly and other reports filed by Vishay and Siliconix with the SEC. See "Where You Can Find More Information" on page 1.

SELECTED HISTORICAL FINANCIAL DATA OF VISHAY

	(UNAUDITED) AS OF AND FOR THE THREE MONTHS ENDED MARCH 31,		AS OF AND FOR THE YEAR ENDED DECEMBER 31,				
	2001	2000	2000	1999(1)	1998(2)	1997(3)	1996(4)
	(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)						
INCOME STATEMENT DATA:							
Net sales.....	\$ 558.5	\$ 538.9	\$2,465.1	\$1,760.1	\$1,572.7	\$1,125.2	\$1,098.0
Interest expense.....	2.9	12.5	25.2	53.3	49.0	18.8	17.4
Earnings before income taxes and minority interest.....	119.5	103.9	690.2	134.7	42.6	89.6	70.8
Income taxes.....	26.9	23.5	148.2	36.9	30.6	34.2	17.7
Minority interest.....	2.5	6.2	24.2	14.5	3.8	2.1	0.5
Net earnings.....	90.1	74.3	517.9	83.2	8.2	53.3	52.6
Basic earnings per share(5)...	0.65	0.57	3.83	0.66	0.07	0.42	0.41
Diluted earnings per share(5).....	0.65	0.56	3.77	0.65	0.07	0.42	0.41
Weighted average shares outstanding -- basic(5)....	137.7	130.0	135.3	126.7	126.7	126.7	126.6
Weighted average shares outstanding -- diluted(5)...	138.9	132.7	137.5	128.2	126.8	126.9	126.7
BALANCE SHEET DATA:							
Total assets.....	\$2,933.0		\$2,783.7	\$2,323.8	\$2,462.7	\$1,719.6	\$1,558.5
Long-term debt.....	253.0		140.5	656.9	814.8	347.5	229.9
Working capital.....	1,230.4		1,057.2	604.2	650.5	455.1	434.2
Stockholders' equity.....	1,902.9		1,833.9	1,013.6	1,002.5	959.6	945.2

(1) The sale of Nicolitch, S.A. and a tax rate change in Germany reduced net earnings by \$14,562,000 (\$0.11 per share).

(2) Includes the results from March 1, 1998 of TEMIC Semiconductor GmbH and special charges after taxes of \$55,335,000 (\$0.44 per share).

(3) Includes the results from July 1, 1997 of Lite-On Power Semiconductor Corporation and special charges after taxes of \$27,692,000 (\$0.22 per share).

(4) Includes restructuring expenses of \$38,030,000 (\$0.21 per share).

(5) Adjusted to reflect a three-for-two stock split distributed on June 9, 2000, a five-for-four stock split distributed on June 22, 1999 and 5% stock dividends paid on June 11, 1998, June 9, 1997 and June 7, 1996.

SELECTED HISTORICAL FINANCIAL DATA OF SILICONIX

	(UNAUDITED) AS OF AND FOR THE THREE MONTHS ENDED		AS OF AND FOR THE YEAR ENDED DECEMBER 31,				
	MARCH 31, 2001	APRIL 2, 2000	2000	1999	1998	1997	1996
	(IN MILLIONS, EXCEPT PER SHARE)						
INCOME STATEMENT DATA:							
Net sales.....	\$ 88.1	\$114.5	\$473.1	\$383.3	\$282.3	\$321.6	\$268.9
Operating income.....	12.5	35.0	137.2	92.2	5.4(1)	44.0	31.9
Net income.....	10.2	26.7	107.6	66.1	.74	33.0	26.0
Net income (basic and diluted)(2)....	0.34	0.90	3.60	2.21	0.02	1.10	0.87
Shares used to compute basic and diluted net income per share(2)....	29.9	29.9	29.9	29.9	29.9	29.9	29.9
BALANCE SHEET DATA:							
Total assets.....	\$459.2		\$503.9	\$346.7	\$317.3	\$281.5	\$238.7
Working capital.....	203.7		190.1	96.9	53.7	50.2	38.2
Total long-term debt, including related party.....	1.9		1.8	1.7	51.8	38.5	39.4
Stockholders' equity.....	334.1		323.8	216.3	150.1	149.6	116.6

(1) Included in operating income for 1998 is a restructuring charge of \$19,751,000 relating to the acquisition on March 2, 1998 of the approximately 80.4% interest in Siliconix by Vishay TEMIC.

(2) Net income per share and average shares outstanding have been adjusted to give effect to the three-for-one split of Siliconix's common stock effected on February 29, 2000.

RECENT DEVELOPMENTS

On April 2, 2001, Vishay announced a proposal to acquire General Semiconductor, Inc., which is listed on the New York Stock Exchange under the symbol "SEM." Under the proposal, Vishay would exchange one share of Vishay common stock for every two shares of General Semiconductor. Vishay made its proposal to General Semiconductor through a letter which was sent by Vishay to General Semiconductor's President and Chief Executive Officer, Ronald A. Ostertag. General Semiconductor has rejected publicly the Vishay proposal.

On April 25, 2001, Siliconix filed a patent infringement lawsuit against General Semiconductor. The suit was filed in the United States District Court for the Northern District of California and alleged that certain General Semiconductor products infringe two patents held by Siliconix.

COMPARATIVE PER SHARE INFORMATION

The following table presents the Vishay and Siliconix historical and pro forma combined and Siliconix pro forma equivalent per share data as of and for the three months ended March 31, 2001 and as of and for the twelve months ended December 31, 2000. The information presented should be read in conjunction with the historical financial statements and related notes thereto of Vishay and Siliconix and the selected historical financial data including the notes thereto, each incorporated in or included elsewhere in this prospectus. Comparative pro forma data have been included for comparative purposes only and do not purport to be indicative of (i) the results of operations or financial position which actually would have been obtained if the offer and the merger had been completed at the beginning of the period or as of the date indicated or (ii) the results of operations or financial position which may be obtained in the future.

	VISHAY HISTORICAL PER SHARE DATA	SILICONIX HISTORICAL PER SHARE DATA	VISHAY AND SILICONIX UNAUDITED PRO FORMA COMBINED PER SHARE DATA(1)(2)	SILICONIX EQUIVALENT UNAUDITED PRO FORMA PER SHARE DATA(1)
	-----	-----	-----	-----
THREE MONTHS ENDED MARCH 31, 2001 (UNAUDITED)				
Income from continuing operations per share of common stock:				
Basic.....	\$ 0.65	\$ 0.34	\$ 0.62	\$ 0.93
Diluted.....	0.65	0.34	0.61	0.92
Cash dividends per share of common stock.....	N/A	N/A	N/A	N/A
Book value per share of common stock(3).....	13.80	11.18	12.98	19.47
YEAR ENDED DECEMBER 31, 2000				
Income from continuing operations per share of common stock:				
Basic.....	\$ 3.83	\$ 3.60	\$ 3.66	\$ 5.49
Diluted.....	3.77	3.60	3.61	5.42
Cash dividends per share of common stock.....	N/A	N/A	N/A	
Book value per share of common stock(3).....	13.30	10.84	12.57	18.86

(1) The unaudited pro forma combined income and book value per share of common stock are based on Siliconix stockholders receiving 1.5 shares of Vishay common stock for each share of Siliconix common stock. The Siliconix equivalent unaudited pro forma per share data are calculated by multiplying the unaudited pro forma combined per share data by 1.5.

(2) Reflects the historical operations of Vishay and Siliconix adjusted to reflect the impact of purchase accounting by Vishay and the issuance of Vishay common stock in the offer and the merger (assumed to be 8,784,438 shares of Vishay common stock).

(3) Book value per share of common stock is computed by dividing stockholders' equity by the number of shares of common stock outstanding as of March 31, 2001 and December 31, 2000, respectively. Pro forma book value per share is computed by dividing pro forma stockholders' equity by the pro forma number of shares of common stock outstanding as of March 31, 2001 and December 31, 2000, respectively.

COMPARATIVE MARKET VALUE

The following table sets forth:

- the closing prices per share and aggregate market value of Vishay common stock and of Siliconix common stock on the New York Stock Exchange and on the Nasdaq National Market, respectively, on February 21, 2001, the last trading day prior to the public announcement of Vishay's initial cash offer, and on May 24, 2001, the last trading day prior to the public announcement of this proposed offer; and
- the equivalent price per share and equivalent market value of Siliconix common stock, based on the exchange ratio.

	VISHAY HISTORICAL	SILICONIX HISTORICAL	SILICONIX EQUIVALENT(1)
	-----	-----	-----
On February 21, 2001			
Closing price per share of common stock.....	\$17.75	\$26.13	\$26.63
Market value of common stock(2).....	\$2,448,605,861	\$780,739,315	\$795,678,835
On May 24, 2001			
Closing price per share of common stock.....	\$25.81	\$32.85	\$38.72
Market value of common stock(2).....	\$3,559,592,731	\$981,526,464	\$1,156,916,429

(1) The Siliconix equivalent data corresponds to an exchange ratio of 1.5 shares of Vishay common stock for each share of Siliconix common stock.

(2) Market value based on 137,949,626 shares of Vishay common stock (including class B common stock on an as-converted basis) and 29,879,040 shares of Siliconix common stock outstanding as of February 21, 2001, and 137,915,255 shares of Vishay common stock (including class B common stock on an as-converted basis) and 29,879,040 shares of Siliconix common stock outstanding as of May 24, 2001, excluding shares held in treasury or by subsidiaries.

The market prices of shares of Vishay common stock and Siliconix common stock are subject to fluctuation. You are urged to obtain current market quotations. See the risk factor entitled "The number of Vishay shares that you receive in the offer will be based upon a fixed exchange ratio. The value of the Vishay shares at the time you receive them could be less than at the time you tender your Siliconix shares" on page 10.

COMPARATIVE PER SHARE PRICES

VISHAY

Vishay common stock is listed on the New York Stock Exchange under the symbol "VSH." The following table sets forth the high and low sales prices per share of Vishay common stock, as reported on the New York Stock Exchange for the quarterly periods presented below. The prices for the Vishay common stock have been adjusted to reflect a three-for-two stock split distributed on June 9, 2000, a five-for-four stock split distributed on June 22, 1999 and a 5% stock dividend paid on June 11, 1998.

	VISHAY COMMON STOCK	
	HIGH	LOW
1999:		
First Quarter.....	\$ 8.27	\$ 5.90
Second Quarter.....	14.04	7.80
Third Quarter.....	17.50	12.04
Fourth Quarter.....	21.33	14.17
2000:		
First Quarter.....	\$40.88	\$18.58
Second Quarter.....	62.63	35.00
Third Quarter.....	44.75	26.00
Fourth Quarter.....	31.75	13.88
2001:		
First Quarter.....	\$22.75	\$13.75
Second Quarter (through May 24, 2001).....	27.75	17.15

See "Comparative Market Value" on page 21 for recent Vishay common stock price information. Stockholders are urged to obtain current market quotations. See also the risk factor entitled "The number of Vishay shares that you receive in the offer will be based upon a fixed exchange ratio. The value of the Vishay shares at the time you receive them could be less than at the time you tender your Siliconix shares" on page 10.

Vishay has not declared any cash dividends on its common stock and has no present intention of doing so. In addition, Vishay has entered into a credit agreement that restricts the payment of cash dividends.

SILICONIX

Siliconix common stock is quoted on the Nasdaq National Market under the symbol "SILI". The prices per share reflected in the table below represent the range of low and high sales prices of Siliconix's common stock as reported on the Nasdaq National Market for the quarters presented below. The prices for the Siliconix common stock reflect the three-for-one stock split effected on February 29, 2000.

	SILICONIX COMMON STOCK	
	HIGH	LOW
1999:		
First Quarter.....	\$ 8.08	\$ 6.58
Second Quarter.....	14.17	6.38
Third Quarter.....	17.36	12.17
Fourth Quarter.....	48.33	15.08
2000:		
First Quarter.....	\$144.50	\$39.38
Second Quarter.....	95.75	51.50
Third Quarter.....	72.19	44.25
Fourth Quarter.....	46.50	19.69
2001:		
First Quarter.....	\$ 33.00	\$20.00
Second Quarter (through May 24, 2001).....	33.80	28.19

See "Comparative Market Value" on page 21 for recent Siliconix common stock price information. Stockholders are urged to obtain current market quotations. See also the risk factor entitled "The number of Vishay shares that you receive in the offer will be based upon a fixed exchange ratio. The value of the Vishay shares at the time you receive them could be less than at the time you tender your Siliconix shares" on page 10.

Siliconix has not declared any cash dividends on its common stock and has no present intention to do so.

BACKGROUND OF THE OFFER

The following discussion presents background information concerning the offer and the short-form merger. Certain information on the actions of Siliconix's management, the special committee of the Siliconix board of directors and of the Siliconix board of directors, and the advisors to Siliconix and its board and the special committee of the board has been obtained from Siliconix.

EVENTS LEADING TO THE OFFER

Vishay, through Vishay TEMIC, owns approximately 80.4% of the outstanding shares of Siliconix common stock. Vishay acquired its interest in Siliconix from a division of the microelectronics consortium of Daimler-Benz AG, a German corporation, on March 2, 1998. In the transaction, Vishay acquired approximately 8,008,000 of Siliconix's shares (pre-split) and TEMIC Semiconductor GmbH, a producer of discrete active electronic components, for a combined purchase price of \$549,889,000 in cash. The acquisition agreement allocated approximately \$234,667,000 of the combined purchase price to the acquisition of the Siliconix stock.

Upon consummation of the sale by Daimler-Benz to Vishay of the controlling interest in Siliconix, the three representatives of Daimler-Benz on Siliconix's board of directors resigned and three designees of Vishay, each of whom was a Vishay employee, were appointed to the board in their place.

On February 16, 2000, the stockholders of Siliconix approved a three-for-one split of Siliconix common stock which was effected on February 29, 2000, as a result of which the number of shares held by Vishay TEMIC was increased to approximately 24,022,748, although its percentage interest remained unchanged.

Since Vishay TEMIC's acquisition of its interest in Siliconix, Siliconix's products have been marketed by Vishay's worldwide sales organization under the Siliconix brand name, and Siliconix's results of operations and other financial information have been consolidated in Vishay's financial statements.

On June 16, 2000, Siliconix's chief financial officer resigned, and William Clancy, Vishay's controller, became the acting chief accounting officer of Siliconix.

Vishay has from time to time considered increasing the size of its interest in Siliconix in a manner that would allow all other stockholders an equal opportunity to dispose of their shares. On occasion, representatives of Vishay have informally mentioned the possibility of such an offer to members of the board of Siliconix. With the recent slowing of growth in the technology sector and the accompanying pressure on the stock price of Siliconix, Vishay felt that stockholders might react favorably to an acquisition proposal by Vishay in which Vishay would acquire their shares at a premium to current market prices. Accordingly, at its meeting on February 19, 2001, Vishay's board of directors authorized its management to contact Siliconix's board of directors to discuss a possible tender offer for any and all shares not already owned by Vishay.

On February 22, 2001, Vishay sent a letter to Siliconix's board of directors proposing to purchase the shares through a tender offer at a price of \$28.82 per share in cash. Simultaneously with the letter, Vishay

issued a press release disclosing the offer and its material terms to the public. The following is the text of Vishay's letter to the Siliconix board:

February 22, 2001

Mr. Glyndwr Smith
Chairman of the Board of Directors
Siliconix incorporated
2201 Laurelwood Road
Santa Clara, California 95054
Attention: Board of Directors

Gentlemen:

We are proposing to purchase any and all outstanding shares of common stock of Siliconix incorporated not already owned by Vishay Intertechnology, Inc. at a price of \$28.82 per share in cash. The purchase would be made through a tender offer, subject to customary conditions, in accordance with the rules of the Securities and Exchange Commission.

Alternatively, we could offer to exchange the Siliconix shares for shares of common stock of Vishay. Depending upon whether such exchange would be tax-free to the Siliconix stockholders, we would expect that the value per share of Siliconix in the exchange would be somewhat less than the cash price.

If we hold at least 90 percent of the outstanding Siliconix shares following completion of our offer, we may effect a "short-form" merger of Siliconix with a Vishay subsidiary under Delaware law. If such a merger takes place promptly after the offer, the consideration given to stockholders in the merger would be the same as the consideration received by tendering stockholders in the offer.

We are not requesting that you enter into any agreement with respect to the offer or pay any sort of break-up or similar fee in the event that the offer is not consummated, including because of a higher offer from a subsequent bidder. Our offer would not foreclose any other person from making a higher offer for the shares that we do not already own.

We recognize that a majority of the board of directors of Siliconix is either affiliated with Vishay or serves with Siliconix management. We request the opportunity to discuss our offer with a special committee of independent, non-management Siliconix directors who are unaffiliated with Vishay. We only expect to proceed with our offer if the special committee, after consultations with its financial and legal advisors, concludes that the offer is fair to Siliconix stockholders. In addition, we could also determine not to proceed with the offer if in our sole judgment changes in economic, business or market conditions make the offer unadvisable.

Please call me at (610) 644-1300 at your earliest convenience to discuss this matter. We look forward to hearing from you.

Sincerely,

Avi D. Eden
Vice Chairman

On February 26, 2001, Siliconix's board of directors met by conference call to consider Vishay's proposal and to designate a special committee responsible for evaluating and negotiating the proposal. At that meeting, the board increased the authorized number of directors of Siliconix from six to eight and appointed Timothy V. Talbert to fill one of two newly-created vacancies on the board. The board of directors also established the special committee and named Mr. Talbert and another Siliconix director, Mark B. Segall, as the committee's two members. Neither Mr. Talbert nor Mr. Segall has any current

interest in or affiliation with Siliconix or Vishay, other than as directors of Siliconix and the ownership for over ten years of 2,014 shares of Vishay stock by Mr. Talbert and his wife in individual retirement accounts. However, both Messrs. Talbert and Segall have had material relationships with Vishay in the past. The Siliconix board did not name any other members of the full board to the special committee because, of its five other members, three (Lori Lipcaman, Everett Arndt and Glyndwr Smith) are management employees of Vishay, one (Michael Rosenberg) is a consultant to Vishay, and the fifth (King Owyang) is the president and chief executive officer of Siliconix and holds options to purchase 102,500 shares of Vishay common stock. See "Interests of Certain Persons" on page 46.

The Siliconix board of directors authorized and directed the special committee to assess Vishay's February 22, 2001 proposal. The full board also authorized the special committee to consider possible alternatives to the Vishay proposal. The board further authorized the special committee to communicate and, as the committee considered appropriate, negotiate directly with Vishay concerning the terms and conditions of Vishay's proposal. The special committee was also authorized to hire an investment banking firm and a law firm to provide the committee with financial and legal advice in performing these tasks.

On February 27, 2001, Siliconix sent a letter to Vishay acknowledging its receipt of the offer as well to inform Vishay of the formation of the special committee, which Siliconix announced to the public through the issuance of a press release on March 1, 2000. The following is the text of Siliconix's letter to Vishay:

February 27, 2001

Avi Eden, Esq.
Vice Chairman
Vishay Intertechnology, Inc.
63 Lincoln Highway
Malvern, PA 19355

Dear Mr. Eden:

The Siliconix Board of Directors has received your letter of February 22, 2001, in which you disclosed a proposal by Vishay Intertechnology, Inc. to purchase all of the shares of Siliconix incorporated that it does not already own for \$28.82 in cash or, alternatively, for an undetermined number of shares of Vishay stock for each share of Siliconix stock.

The Siliconix Board has appointed a special committee of independent, non-management Siliconix directors who are unaffiliated with Vishay. This committee will evaluate your offer thoroughly and objectively and will advise the Siliconix Board accordingly. We will communicate our position to you thereafter.

Sincerely,

Glyndwr Smith
Chairman, Siliconix incorporated

The Siliconix special committee subsequently engaged the investment banking firm of Lehman Brothers Inc. as its financial advisor and the law firm of Heller Ehrman White & McAuliffe LLP as its legal counsel.

Over the next several weeks the special committee met on various occasions with its financial and legal advisors to discuss the Vishay proposal, the business and prospects of Siliconix and trends in the electronic components industry generally. Lehman Brothers conducted various financial diligence investigations of Siliconix during this period and Heller Ehrman conducted various legal investigations.

On April 5, 2001, the members of the special committee, together with their financial and legal advisors, met in New York City with representatives of Vishay and its legal advisor. The parties discussed the cash price that had been proposed by Vishay as well as structuring issues and other non-price terms of the Vishay offer. The special committee and its financial advisor expressed the view that, despite the slow economy, the state of the semiconductor industry and the depressed stock market, they believed that \$28.82 was not a fair price for the Siliconix shares. The parties agreed to resume their discussion after Lehman Brothers had completed its valuation work on Siliconix and the special committee had had an opportunity to review that work.

Lehman Brothers continued its work during the following weeks and communicated with the special committee to convey the results of its valuation analysis.

On May 2, 2001, the members of the special committee, together with their financial and legal advisors, again met in New York City with representatives of Vishay and its legal advisor. The special committee and its financial advisor reiterated their view that the \$28.82 per share price that had been proposed by Vishay was inadequate. Vishay's representatives indicated that Vishay was prepared to offer a higher price but only in a transaction in which the consideration consisted primarily or exclusively of Vishay common stock. The parties then discussed this proposal, including a possible exchange ratio, possible adjustments to the exchange ratio depending on the price levels of Vishay stock, structuring issues and other non-cash terms of the offer. Although no agreement was reached on these issues, Lehman Brothers was directed to commence a diligence analysis of Vishay in order to form a view as to the value of Vishay stock as consideration in the offer.

Following the May 2, meeting counsel for Vishay and the special committee exchanged drafts of and comments upon a form of merger agreement between Vishay and Siliconix.

Thereafter, as a result of movements in the stock market and Vishay's perception of a continuing deterioration in the electronic components market generally and in the space in which Siliconix operates in particular, Vishay formed a view that it was prepared to offer to acquire the publicly held stock of Siliconix in a stock-for-stock exchange offer without a merger agreement and without the advance approval of the special committee or favorable recommendation of the Siliconix board.

On May 23, 2001, Vishay informed the special committee that it was considering making an exchange offer for Siliconix stock at the ratio of 1.5 shares of Vishay common stock for each share of Siliconix common stock without first obtaining the special committee's approval. On May 24, 2001, the board of directors of Vishay met and determined to proceed with the offer.

On May 25, 2001, Vishay placed an advertisement in the Wall Street Journal and issued a press release announcing the commencement of the offer.

CERTAIN LITIGATION

In February and March 2001, several purported class action complaints were filed in the Court of Chancery in and for New Castle County, Delaware and the Superior Court of the State of California against Vishay, Siliconix and the directors of Siliconix in connection with Vishay's announced proposal to purchase all issued and outstanding shares of Siliconix common stock not already owned by Vishay. The California class actions also name as defendants the directors of Vishay. The class actions, filed on behalf of all non-Vishay Siliconix stockholders, allege, among other things, that Vishay's \$28.82 per share cash proposal was unfair and a breach of fiduciary duty. The actions seek injunctive relief, damages and other relief.

Vishay has not yet responded to the complaints in the Delaware actions. On April 9, 2001, Vishay and those defendants that have been served moved for a stay of the California actions. That motion is presently returnable on June 22, 2001.

One of the Delaware class actions brought on behalf of all minority stockholders of Siliconix was filed on March 8, 2001 by Raymond L. Fitzgerald, allegedly a beneficial owner of over 137,000 shares of

Siliconix common stock. This action claims that Vishay, Siliconix and six of the seven Siliconix directors breached their fiduciary duties to deal fairly with, and to pay a fair price to, the minority stockholders of Siliconix. This suit also contains derivative claims against Vishay on behalf of Siliconix alleging self-dealing and waste because Vishay purportedly usurped Siliconix's intellectual property and inventions, appropriated Siliconix's separate corporate identity and obtained a below-market loan from Siliconix.

Mr. Fitzgerald makes claims relating to, among other things, (i) the alleged unfair price and timing of the transaction proposed in Vishay's February 22, 2001 letter to the Siliconix board, (ii) the alleged unfair process employed by Vishay in pursuing the proposed transaction, including, in particular, the formation of, according to Mr. Fitzgerald, a sham and unempowered special committee by the Siliconix board of directors in an effort to mislead minority stockholders of Siliconix, (iii) alleged conflicts of interest of the special committee, (iv) alleged materially misleading statements or omissions made by Vishay and Siliconix with respect to the proposed transaction, and (v) Vishay's purported pattern over the years of enriching itself at the expense of Siliconix and its minority stockholders.

Mr. Fitzgerald has alleged that the special committee is not independent because, among other things, one of its two members, Mr. Mark Segall, should not be considered "unaffiliated" with Vishay. The complaint notes that until 1999, Mr. Segall was a partner with the law firm of Kramer Levin Naftalis & Frankel LLP during which time he represented Vishay as its corporate counsel and participated in the transaction in which Vishay first acquired its interest in Siliconix, and that Mr. Segall is listed as Vishay's representative, attorney or required recipient of any notice on certain of Vishay's SEC filings and corporate documents. The complaint also alleges that Mr. Segall acted as a representative of Vishay after his departure from Kramer Levin. Mr. Fitzgerald has alleged that the special committee has been given no real bargaining power in the proposed transaction.

On May 2, 2001, Mr. Fitzgerald filed a request for admissions requesting certain admissions or denials relating to relationships between Mr. Timothy V. Talbert, Mr. Segall and Vishay. On May 11, 2001, Mr. Fitzgerald filed a motion to consolidate, and requested that he be named the lead plaintiff in the lawsuits in Delaware that have been filed in connection with the proposed transaction. On May 22, 2001, the Court of Chancery consolidated the Delaware actions under the caption "In re Siliconix Incorporated Shareholders Litigation." Mr. Fitzgerald's motion to be named lead plaintiff is opposed by other plaintiffs in the Delaware actions. On May 24, 2001, plaintiff Griffin Portfolio Management Corp. also moved to be appointed as lead plaintiff. These motions are pending before the court.

Copies of various complaints filed in connection with the transaction proposed in Vishay's February 22, 2001 letter to the Siliconix board, including the ones filed by Mr. Fitzgerald and Griffin Portfolio Management Corp., are attached as exhibits to the registration statement. See also "Interests of Certain Persons" on page 46.

REASONS OF VISHAY FOR THE OFFER

At meetings of Vishay's board of directors held on February 19, 2001 and on May 24, 2001, Vishay's directors determined that the acquisition of the Siliconix shares that Vishay does not own was in keeping with its corporate strategy of complementing its internal growth with acquisitions that are likely to benefit from cost reductions and synergies when combined with Vishay's existing operations.

In reaching its decision to make the offer, Vishay's board of directors considered the following material factors, among others:

- the expectation that Siliconix's business could be further integrated with the business of Vishay, which would enhance prospects for both companies;
- the belief of Vishay's management that there are opportunities for reduction of Siliconix corporate costs, possible elimination of facilities of the combined company and potential cost reductions for purchased materials and services;
- the recent softening of the market for electronic components, as evidenced by first quarter results across the industry, and the particular need in this environment to focus on cost-cutting, operational efficiencies and product synergies;
- the prospects that the current downturn in the electronic component industry would extend into the third quarter of 2001, and possibly beyond, and that, as the 80.4% owner of Siliconix, Vishay stands to be most affected by a falling off in the operating results of Siliconix;
- stockholder allegations made from time to time, which Vishay believes are unfounded but which nonetheless have diverted management attention, that Vishay has used its position as controlling stockholder of Siliconix to usurp rights and opportunities of Siliconix to the detriment of Siliconix's minority stockholders; and
- Vishay's history of long-term growth through acquisitions, including its substantial experience integrating acquired businesses with existing operations and thereby achieving synergies and cost savings.

OTHER FACTORS TO CONSIDER BEFORE TENDERING YOUR SHARES

In determining whether or not to tender your Siliconix shares in the offer, you should consider the following factors, in addition to the risk factors and other factors identified in this document. See "Risk Factors" beginning on page 10:

Vishay Business Considerations

- Combining the business and operations of Vishay and Siliconix should result in operational efficiencies and cost savings that Vishay believes could not be achieved by Siliconix on a standalone basis. Vishay believes that these efficiencies and savings could be realized in administrative, human resources, information technology, purchasing, research and development, strategic planning and other corporate functions without impairing Siliconix's core operations.
- Vishay should have broader access to capital markets and greater borrowing capacity than Siliconix, which could be used to finance acquisitions and capital expansion at Siliconix that may be foreclosed to Siliconix as an independent public company that is majority-owned by Vishay.
- Because of the greater breadth of Vishay's operations and product lines, Vishay should experience less volatility in revenues and earnings than Siliconix, which has a much narrower product and operational base.

Vishay Stock and Market Considerations

- Stockholders of Vishay have an ownership interest in a larger and more diversified company than Siliconix.
- Vishay is actively covered by a number of members of the analyst community. Siliconix has no independent analyst coverage.
- The market for Siliconix stock is relatively illiquid compared to the market in Vishay stock, with the average daily trading volume for Vishay stock being over twenty times as great as the average daily volume for Siliconix stock.
- Because Vishay owns approximately 80.4% of the outstanding Siliconix stock, a sale of Siliconix in which stockholders would realize an acquisition premium is unlikely and cannot occur without the consent of Vishay.

Siliconix Business Considerations

- Siliconix has already acted to cut costs and reduce operating expenses in order to maintain profitability in the current adverse economic environment.
- Siliconix owns a valuable and extensive portfolio of intellectual property, and has a long tradition of innovative product development. Siliconix introduced 119 new products in 2000 alone.
- Siliconix had its best year ever in 2000, with record earnings of \$107.6 million.

Siliconix Stock and Market Considerations

- Siliconix has traded as high as \$88.06 in the last 52 weeks, and has already recovered from its 52 week low of \$16.94.
- Siliconix stock price and operating performance can be expected to rebound further with improvements in the United States and world economy and when the inventory corrections in Siliconix's major markets have run their course.
- Historically, Siliconix has recovered from adverse economic conditions ahead of corresponding improvements in Vishay's business generally.

- As a Vishay stockholder, your interest in the performance and prospects of Siliconix will be indirect and in proportion to your relative holdings of Vishay stock. Accordingly, you may not realize the same financial benefit of future appreciation in the enterprise value of Siliconix that you would if you remained a Siliconix stockholder.
- Siliconix stock has often traded historically at higher price to earnings multiples than the stock of Vishay.
- Because Vishay owns approximately 80.4% of the outstanding Siliconix stock, there can be no effective "market check" on the Vishay offer. It is highly unlikely that any third party would bid for Siliconix in these circumstances.

Certain Allegations Against Vishay

- It is alleged in the current litigation described in "Certain Litigation" beginning on page 27, that Vishay has usurped for itself patented technology actually developed by employees of Siliconix.
- It has further been alleged that Vishay has caused Siliconix to lend funds to Vishay at rates that are below the rates that Siliconix could obtain from third party borrowers under similar circumstances.
- It has further been alleged that Vishay has usurped for itself the corporate identity of Siliconix by causing the name Vishay to appear prominently at Siliconix's headquarters, on the business cards of Siliconix employees and in other contexts in which Siliconix is mentioned.
- In the past, there have been claims that Vishay obtains products for resale from Siliconix at below market transfer prices.
- There have also been claims that by awarding Vishay stock options to Siliconix employees and management, Vishay incentivizes these Siliconix personnel to act in the interests of Vishay rather than Siliconix.

Vishay denies these claims and allegations.

FINANCIAL FORECASTS

As part of its business planning cycles, the management of each of Siliconix and Vishay from time to time have prepared internal financial forecasts regarding its anticipated future operations. In the course of the discussions described in "Background of the Offer," Vishay and Siliconix provided these internal forecasts to each other and to Siliconix's special committee's financial advisor.

The internal financial forecasts regarding Siliconix prepared by Siliconix's management reflected the following forecasted information (in thousands, except per share amounts):

CALENDAR YEAR -----	SALES -----	EBITDA -----	NET INCOME -----	EPS -----
2001.....	\$325,000	\$ 78,700	\$ 29,000	\$0.99
2002.....	460,000	159,600	92,500	3.10
2003.....	545,000	184,200	111,600	3.74
2004.....	630,000	209,500	130,900	4.38
2005.....	720,000	234,100	151,400	5.07

The internal financial forecasts regarding Vishay prepared by Vishay's management reflected the following forecasted information, exclusive of restructuring charges (in thousands, except per share amounts):

CALENDAR YEAR -----	SALES -----	EBITDA -----	NET INCOME -----	EPS -----
2001.....	\$1,880,000	\$437,000	\$215,000	\$1.55
2002.....	1,927,000	399,000	181,000	1.30

The above forecasts of Siliconix and Vishay were prepared for internal budgeting and planning purposes only and not with a view to public disclosure or compliance with published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants regarding projections or forecasts. While presented with numerical specificity, the forecasts are based upon a variety of assumptions relating to the business of Siliconix and Vishay and are inherently subject to significant uncertainties and contingencies that are beyond the control of the management of Siliconix and Vishay. These include the impact of general economic and business conditions, the competitive environment in which each operates and other factors. See "Forward Looking Information" on page 15. Accordingly, actual results may differ materially from those forecasted.

The inclusion of the forecasts herein should not be regarded as a representation by Siliconix or Vishay or any other person that such forecasts are or will prove to be correct. By including the projections of Siliconix in this document, Vishay does not adopt those projections. As a matter of course, neither Siliconix nor Vishay makes public projections or forecasts of its anticipated financial position or results of operations. Except to the extent required under applicable securities laws, neither Siliconix nor Vishay intends to make publicly available any update or other revisions to any of the forecasts to reflect circumstances existing after the date of preparation of such forecasts.

THE OFFER

We are offering to exchange 1.5 shares of Vishay common stock for each outstanding share of Siliconix common stock which is validly tendered and not properly withdrawn on or prior to the expiration date of the offer, subject to the terms and conditions described in this prospectus and the related letter of transmittal.

The term "expiration date" means 12:00 midnight, New York City time, on Friday, June 22, 2001, unless we extend the period of time for which the offer is open, in which case the term "expiration date" means the latest time and date on which the offer, as so extended, expires.

You will not receive any fractional shares of Vishay common stock in the offer or the merger. In lieu of any fractional share, you will receive cash equal to the product of such fractional share, after combining all fractional shares to which you would otherwise be entitled, and the closing price of Vishay common stock as reported on the NYSE on the expiration date of the offer.

If you are the record owner of your shares and you tender your shares directly to the exchange agent, you will not be obligated to pay any charges or expenses of the exchange agent or any brokerage commissions. If you own your shares through a broker or other nominee, and your broker tenders the shares on your behalf, your broker may charge you a fee for doing so. You should consult your broker or nominee to determine whether any charges will apply.

Our obligation to exchange Vishay shares for Siliconix shares in the offer is subject to several conditions referred to below under "Conditions of the Offer."

TIMING OF THE OFFER

Our offer is scheduled to expire at 12:00 midnight, New York City time, on Friday, June 22, 2001. For more information, see the discussion under "Extension, Termination and Amendment" below.

EXTENSION, TERMINATION AND AMENDMENT

We expressly reserve the right, in our sole discretion, at any time or from time to time to extend the period of time during which our offer remains open, and we can do so by giving oral or written notice of such extension to the exchange agent. If we decide to extend our offer, we will make an announcement to that effect no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date. We are not making any assurance that we will exercise our right to extend our offer, although we currently intend to do so until all conditions have been satisfied or, where permissible, waived. During any such extension, all Siliconix shares previously tendered and not withdrawn will remain subject to the offer, subject to your right to withdraw your Siliconix shares prior to the expiration date.

Subject to the SEC's applicable rules and regulations, we also reserve the right, in our sole discretion, at any time or from time to time, to delay our acceptance for exchange or our exchange of any Siliconix shares pursuant to our offer, regardless of whether we previously accepted Siliconix shares for exchange, or to terminate our offer and not accept for exchange or exchange any Siliconix shares not previously accepted for exchange or exchanged, upon the failure of any of the conditions of the offer to be satisfied or, where permissible, waived, or otherwise to amend the offer in any respect (except as described below), by giving oral or written notice of such delay, termination or amendment to the exchange agent and by making a public announcement. We will follow any extension, delay, termination or amendment, as promptly as practicable, with a public announcement. In the case of an extension, any such announcement will be issued no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date. Subject to applicable law (including Rules 14d-4(c) and 14d-6(d) under the Exchange Act, which require that any material change in the information published, sent or given to the stockholders in connection with the offer be promptly sent to stockholders in a manner reasonably designed to inform stockholders of such change) and without limiting the manner in which we may choose to make any public announcement, we assume no obligation to publish, advertise or otherwise communicate any such public announcement other than by making a release to the Dow Jones News Service.

We expressly reserve the right, at any time and from time to time, to modify the terms and conditions of the offer, except that the minimum condition, the registration statement effectiveness condition and the listing condition may not be modified or waived.

If we make a material change in the terms of the offer or the information concerning the offer, or if we waive a material condition of the offer, we will extend the offer to the extent required under the Exchange Act. If, prior to the expiration date, we change the consideration offered to you, that change will apply to all holders whose Siliconix shares are accepted for exchange pursuant to the offer. If at the time notice of that change is first published, sent or given to you, the offer is scheduled to expire at any time earlier than the tenth business day from and including the date that the notice is first so published, sent or given, we will extend the offer until the expiration of that ten business-day period. For purposes of the offer, a "business day" means any day other than a Saturday, Sunday or federal holiday and consists of the time period from 12:01 a.m. through 12:00 midnight, New York City time.

EXCHANGE OF SILICONIX SHARES; DELIVERY OF VISHAY COMMON STOCK

Upon the terms and subject to the conditions of the offer (including, if the offer is extended or amended, the terms and conditions of the extension or amendment), we will accept for exchange Siliconix shares validly tendered and not properly withdrawn as promptly as permitted to do so under applicable law and will exchange Vishay common stock for the shares of Siliconix common stock promptly thereafter. In all cases, exchange of Siliconix shares tendered and accepted for exchange pursuant to the offer will be made only after timely receipt by the exchange agent of certificates for those Siliconix shares (or a timely confirmation of a book-entry transfer of those Siliconix shares in the exchange agent's account at The Depository Trust Company), a properly completed and duly executed letter of transmittal (or a manually signed facsimile of that document), and any other required documents, or you must comply with the guaranteed delivery procedures set forth in "Guaranteed Delivery" beginning on page 36.

For purposes of the offer, we will be deemed to have accepted for exchange Siliconix shares validly tendered and not properly withdrawn when, as and if we notify the exchange agent of our acceptance of the tenders of those Siliconix shares pursuant to the offer. The exchange agent will deliver shares of Vishay common stock in exchange for Siliconix shares pursuant to the offer and cash instead of a fraction of a share of Vishay common stock (as specified in this document) as soon as practicable after receipt of our notice. The exchange agent will act as agent for tendering stockholders for the purpose of receiving Vishay common stock and cash to be paid instead of a fraction of a share of Vishay common stock and transmitting such stock and cash to you. You will not receive any interest on any cash that we pay you, even if there is a delay in making the exchange.

If we do not accept any tendered Siliconix shares for exchange pursuant to the terms and conditions of the offer for any reason, or if certificates are submitted for more Siliconix shares than are tendered, we will return certificates for such unexchanged Siliconix shares without expense to the tendering stockholder. In the case of Siliconix shares tendered by book-entry transfer of such Siliconix shares into the exchange agent's account at DTC pursuant to the procedures set forth below under the discussion entitled "Procedure for Tendering Shares," those Siliconix shares will be credited to an account maintained within DTC, as soon as practicable following expiration or termination of the offer.

If we increase the consideration offered to Siliconix stockholders in the offer prior to the expiration date, such increased consideration will be given to all stockholders whose Siliconix shares are tendered pursuant to the offer, whether or not such Siliconix shares were tendered or accepted for exchange prior to such increase in consideration.

CASH INSTEAD OF FRACTIONAL SHARES OF VISHAY COMMON STOCK

We will not issue certificates representing a fraction of a share of Vishay common stock pursuant to the offer or the merger. Instead, each tendering stockholder who would otherwise be entitled to a fraction of a share of Vishay common stock, after combining all fractional shares to which such stockholder would otherwise be entitled, will receive cash in an amount equal to the product obtained by multiplying (i) the

fraction of a share of Vishay common stock to which the holder would otherwise be entitled by (ii) the closing price of Vishay common stock as reported on the NYSE on the expiration date of the offer.

PROCEDURE FOR TENDERING SHARES

For you to validly tender Siliconix shares pursuant to our offer, (a) a properly completed and duly executed letter of transmittal (or manually executed facsimile of that document), along with any required signature guarantees, or an agent's message in connection with a book-entry transfer, and any other required documents, must be transmitted to and received by the exchange agent at one of its addresses set forth on the back cover of this prospectus, and certificates for tendered Siliconix shares must be received by the exchange agent at such address or those Siliconix shares must be tendered pursuant to the procedures for book-entry tender set forth below (and a book-entry confirmation of receipt of such tender received), in each case before the expiration date, or (b) you must comply with the guaranteed delivery procedures set forth below.

The term "agent's message" means a message, transmitted by DTC to, and received by, the exchange agent and forming a part of a book-entry confirmation, which states that DTC has received an express acknowledgment from the participant in DTC tendering the Siliconix shares which are the subject of the book-entry confirmation, that the participant has received and agrees to be bound by the terms of the letter of transmittal and that we may enforce that agreement against the participant.

The exchange agent will establish an account with respect to the Siliconix shares at DTC for purposes of the offer within two business days after the date of this prospectus, and any financial institution that is a participant in DTC may make book-entry delivery of the Siliconix shares by causing DTC to transfer such Siliconix shares into the exchange agent's account in accordance with DTC's procedure for the transfer. However, although delivery of Siliconix shares may be effected through book-entry at DTC, the letter of transmittal (or a manually signed facsimile thereof), with any required signature guarantees, or an agent's message in connection with a book-entry transfer, and any other required documents, must, in any case, be transmitted to and received by the exchange agent at one of its addresses set forth on the back cover of this prospectus prior to the expiration date of the offer, or the guaranteed delivery procedures described below must be followed.

Signatures on all letters of transmittal must be guaranteed by an eligible institution, except in cases in which Siliconix shares are tendered either by a registered holder of Siliconix shares who has not completed the box entitled "Special Issuance Instructions" or the box entitled "Special Delivery Instructions" on the letter of transmittal or for the account of an eligible institution. By "eligible institution," we mean a bank, broker, dealer, credit union, savings association or other entity which is a member in good standing of a recognized Medallion Program approved by the Securities Transfer Association Inc., including the Securities Transfer Agent's Medallion Program (STAMP), the Stock Exchange Medallion Program (SEMP) and the New York Stock Exchange Medallion Signature Program (MSP) or any other "eligible guarantor institution," as that term is defined in Rule 17Ad-15 under the Exchange Act.

If the certificates for Siliconix shares are registered in the name of a person other than the person who signs the letter of transmittal, or if certificates for unexchanged Siliconix shares are to be issued to a person other than the registered holder(s), the certificates must be endorsed or accompanied by appropriate stock powers, in either case signed exactly as the name or names of the registered owner or owners appear on the certificates, with the signature(s) on the certificates or stock powers guaranteed in the manner we have described above.

THE METHOD OF DELIVERY OF SILICONIX SHARE CERTIFICATES AND ALL OTHER REQUIRED DOCUMENTS, INCLUDING DELIVERY THROUGH DTC, IS AT YOUR OPTION AND RISK, AND THE DELIVERY WILL BE DEEMED MADE ONLY WHEN ACTUALLY RECEIVED BY THE EXCHANGE AGENT. IF DELIVERY IS BY MAIL, WE RECOMMEND REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED. IN ALL CASES, YOU SHOULD ALLOW SUFFICIENT TIME TO ENSURE TIMELY DELIVERY.

TO PREVENT BACKUP FEDERAL INCOME TAX WITHHOLDING WITH RESPECT TO CASH IN LIEU OF A FRACTION OF A SHARE OF VISHAY COMMON STOCK RECEIVED PURSUANT TO THE OFFER, YOU MUST PROVIDE THE EXCHANGE AGENT WITH

YOUR CORRECT TAXPAYER IDENTIFICATION NUMBER AND CERTIFY THAT YOU ARE NOT SUBJECT TO BACKUP WITHHOLDING OF FEDERAL INCOME TAX BY COMPLETING THE SUBSTITUTE FORM W-9 INCLUDED IN THE LETTER OF TRANSMITTAL. SOME STOCKHOLDERS (INCLUDING, AMONG OTHERS, ALL CORPORATIONS AND SOME FOREIGN INDIVIDUALS) ARE NOT SUBJECT TO BACKUP WITHHOLDING. IN ORDER FOR A FOREIGN INDIVIDUAL TO QUALIFY AS AN EXEMPT RECIPIENT, THE STOCKHOLDER MUST SUBMIT A FORM W-8BEN, SIGNED UNDER PENALTIES OF PERJURY, ATTESTING TO THAT INDIVIDUAL'S EXEMPT STATUS. ADDITIONAL INFORMATION REGARDING BACKUP WITHHOLDING IS PROVIDED IN THE LETTER OF TRANSMITTAL.

WITHDRAWAL RIGHTS

Siliconix shares tendered pursuant to the offer may be withdrawn at any time prior to the applicable expiration date and, unless we have previously accepted them pursuant to the offer, may also be withdrawn at any time after July 23, 2001.

For your withdrawal to be effective, the exchange agent must receive from you a written, telex or facsimile transmission notice of withdrawal at one of its addresses set forth on the back cover of this prospectus, and your notice must include your name, address, social security number, the certificate number(s) and the number of Siliconix shares to be withdrawn as well as the name of the registered holder, if it is different from that of the person who tendered those Siliconix shares. If Siliconix shares have been tendered pursuant to the procedures for book-entry tender discussed under "Procedure for Tendering Shares," any notice of withdrawal must specify the name and number of the account at DTC to be credited with the withdrawn Siliconix shares and must otherwise comply with DTC's procedures. If certificates have been delivered or otherwise identified to the exchange agent, the name of the registered holder and the serial numbers of the particular certificates evidencing the Siliconix shares withdrawn must also be furnished to the exchange agent, as stated above, prior to the physical release of the certificates. We will decide all questions as to the form and validity (including time of receipt) of any notice of withdrawal, in our sole discretion, and our decision shall be final and binding.

An eligible institution must guarantee all signatures on the notice of withdrawal unless the Siliconix shares have been tendered for the account of an eligible institution.

Neither we, the exchange agent, the information agent nor any other person will be under any duty to give notification of any defects or irregularities in any notice of withdrawal or will incur any liability for failure to give any notification. Any Siliconix shares properly withdrawn will be deemed not to have been validly tendered for purposes of our offer. However, you may retender withdrawn Siliconix shares by following one of the procedures discussed under "Procedure for Tendering Shares" or "Guaranteed Delivery" at any time prior to the expiration date.

GUARANTEED DELIVERY

If you wish to tender Siliconix shares pursuant to the offer and your certificates are not immediately available or you cannot deliver the certificates and all other required documents to the exchange agent prior to the expiration date or cannot complete the procedure for book-entry transfer on a timely basis, your Siliconix shares may nevertheless be tendered, so long as all of the following conditions are satisfied:

- you make your tender by or through an eligible institution;
- a properly completed and duly executed notice of guaranteed delivery, substantially in the form made available by us, is received by the exchange agent as provided below on or prior to the expiration date; and
- the certificates for all tendered Siliconix shares (or a confirmation of a book-entry transfer of such securities into the exchange agent's account at DTC as described above), in proper form for transfer, together with a properly completed and duly executed letter of transmittal (or a manually signed facsimile thereof), with any required signature guarantees (or, in the case of a book-entry transfer, an agent's message) and all other documents required by the letter of transmittal are received by the exchange agent within three Nasdaq National Market trading days after the date of execution of such notice of guaranteed delivery.

You may deliver the notice of guaranteed delivery by hand or transmit it by facsimile transmission or mail to the exchange agent and you must include a guarantee by an eligible institution in the form set forth in that notice.

In all cases, we will exchange Siliconix shares tendered and accepted for exchange pursuant to our offer only after timely receipt by the exchange agent of certificates for Siliconix shares (or timely confirmation of a book-entry transfer of those Siliconix shares into the exchange agent's account at DTC as described above), a properly completed and duly executed letter(s) of transmittal (or a manually signed facsimile(s) thereof), or an agent's message in connection with a book-entry transfer, and any other required documents.

EFFECT OF TENDER

By executing a letter of transmittal as set forth above, you irrevocably appoint our designees as your attorneys-in-fact and proxies, each with full power of substitution, to the full extent of your rights with respect to your Siliconix shares tendered and accepted for exchange by us and with respect to any and all other Siliconix shares and other securities issued or issuable in respect of the Siliconix shares on or after May 25, 2001. That appointment is effective, and voting rights will be affected, when and only to the extent that we deposit shares of Vishay common stock for Siliconix shares that you have tendered with the exchange agent. All such proxies shall be considered coupled with an interest in the tendered Siliconix shares and therefore shall not be revocable. Upon the effectiveness of such appointment, all prior proxies that you have given will be revoked, and you may not give any subsequent proxies (and, if given, they will not be deemed effective). Our designees will, with respect to the Siliconix shares for which the appointment is effective, be empowered, among other things, to exercise all of your voting and other rights as they, in their sole discretion, deem proper at any annual, special or adjourned meeting of Siliconix's stockholders or otherwise. We reserve the right to require that, in order for Siliconix shares to be deemed validly tendered, immediately upon our exchange of those Siliconix shares, we must be able to exercise full voting rights with respect to such Siliconix shares.

We will determine questions as to the validity, form, eligibility (including time of receipt) and acceptance for exchange of any tender of Siliconix shares, in our sole discretion, and our determination shall be final and binding. We reserve the absolute right to reject any and all tenders of Siliconix shares that we determine are not in proper form or the acceptance of or exchange for which may, in the opinion of our counsel, be unlawful. No tender of Siliconix shares will be deemed to have been validly made until all defects and irregularities in tenders of Siliconix shares have been cured or waived. Neither we, the exchange agent, the information agent nor any other person will be under any duty to give notification of any defects or irregularities in the tender of any Siliconix shares or will incur any liability for failure to give any such notification. Our interpretation of the terms and conditions of our offer (including the letter of transmittal and instructions thereto) will be final and binding.

The tender of Siliconix shares pursuant to any of the procedures described above will constitute a binding agreement between us and you upon the terms and subject to the conditions of the offer.

MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES

The following discussion is a summary of the material U.S. federal income tax consequences of the exchange of Siliconix common stock for Vishay common stock in the offer and, if consummated, merger. The discussion which follows is based on the U.S. Internal Revenue Code of 1986, as amended, treasury regulations promulgated thereunder, administrative rulings and pronouncements and judicial decisions as of the date hereof, all of which are subject to change, possibly with retroactive effect. Any such change could alter the tax consequences discussed in this document. The discussion below is also based on representations made by Vishay and Vishay TEMIC. If any of these representations is inaccurate, the tax consequences of the offer and merger could differ from those described in this document.

The discussion below is for general information only and, except where specifically noted, does not address the effects of any state, local or non-U.S. tax laws. In addition, the discussion below relates to

persons who hold Siliconix common stock and will hold Vishay common stock as capital assets. The tax treatment of a Siliconix stockholder may vary depending upon such stockholder's particular situation, and certain stockholders may be subject to special rules not discussed below, including for example, partners of partnerships that hold Siliconix common stock or will hold Vishay common stock, insurance companies, tax-exempt organizations, financial institutions, broker-dealers and individuals who received Siliconix common stock pursuant to the exercise of employee stock options or otherwise as compensation. In addition, this discussion does not address the tax consequences to any Siliconix stockholder who is a not a U.S. Holder or who exercises appraisal rights.

As used in this section, a "U.S. Holder" means a beneficial owner of Siliconix common stock who exchanges Siliconix common stock for Vishay common stock and who is, for U.S. federal income tax purposes:

- a citizen or resident of the U.S.;
- a corporation, partnership or other entity, other than a trust, created or organized in or under the laws of the U.S. or any political subdivision thereof;
- an estate whose income is subject to U.S. federal income tax regardless of its source; or
- a trust:
 1. if, in general, a court within the U.S. is able to exercise primary supervision over its administration and one or more U.S. persons have authority to control all of its substantial decisions, or
 2. that has a valid election in effect under applicable U.S. treasury regulations to be treated as a U.S. person.

In the opinion of Kramer Levin Naftalis & Frankel LLP, based upon representations made by Vishay and Vishay TEMIC and on certain assumptions set forth in such opinion and as further qualified therein, (i) the exchange of Siliconix common stock for Vishay common stock in the offer and, if consummated, merger will constitute a reorganization within the meaning of Section 368(a) of the U.S. Internal Revenue Code and (ii) Vishay, Vishay TEMIC and Siliconix will each be a party to the reorganization. As a result:

- Siliconix stockholders will not recognize any income, gain or loss on the exchange of Siliconix common stock for Vishay common stock in the offer and/or merger (except for cash received in lieu of fractional shares);
- the tax basis to a Siliconix stockholder of the Vishay common stock received in exchange for Siliconix common stock pursuant to the offer and/or merger, including any fractional share interest in Vishay common stock for which cash is received, will equal such Siliconix stockholder's tax basis in the Siliconix common stock surrendered in exchange therefor;
- the holding period of a Siliconix stockholder for the Vishay common stock received pursuant to the offer and/or merger, including any fractional share interest in Vishay common stock for which cash is received, will include the holding period of the Siliconix common stock surrendered in exchange therefor;
- a Siliconix stockholder who receives cash in lieu of a fractional share of Vishay common stock pursuant to the offer and/or merger will be treated as having received such cash in redemption of such fractional share interest and generally will recognize capital gain or loss on such deemed exchange in an amount equal to the difference between the amount of cash received and the basis of the Siliconix stock allocable to such fractional share; and
- no income, gain or loss will be recognized by Vishay, Vishay TEMIC or Siliconix as a result of the transfer to Siliconix stockholders of the Vishay common stock provided by Vishay to Vishay TEMIC pursuant to the offer and merger.

PURPOSE OF THE OFFER; THE MERGER; APPRAISAL RIGHTS

We are making the offer in order to acquire all of the outstanding shares of Siliconix common stock that we do not own. Our offer is conditioned on, among other things, the tender of at least a majority of the outstanding publicly held Siliconix shares. If that condition is satisfied and if the offer is consummated, we will own more than 90% of the outstanding common stock of Siliconix. Under Delaware law, this would allow us to effect a "short-form" merger of Siliconix with the subsidiary of Vishay holding the Siliconix shares without stockholder approval. We currently intend, as soon as practicable after consummation of the offer, to effect such a short-form merger, with the surviving company becoming a wholly-owned subsidiary of Vishay. To effect the merger, Vishay TEMIC would contribute all of the shares of Siliconix common stock to a wholly-owned subsidiary of Vishay TEMIC and that subsidiary would merge with and into Siliconix.

If the short-form merger takes place and you have not validly tendered your Siliconix shares in the offer, your shares will be exchanged for the same consideration per Siliconix share you own that you would have received, without interest, if you had tendered your shares in the offer, unless you properly perfect your appraisal rights under Delaware law.

Although we currently intend to effect the short-form merger following consummation of the offer, we are not required to do so and there are circumstances in which we may determine not to effect the merger. These circumstances include if a court prevented us from effecting the merger or if we deemed it advisable not to effect the merger in order to settle litigation or avoid litigation risk. If we determine not to effect the short-form merger following consummation of the offer, we could still do so at a later time. In that case, the value of the per share consideration received by stockholders in the merger could be less than or greater than the value of the consideration received in the offer.

If we were to consummate the offer but not effect the short-form merger, the liquidity of and market for the remaining publicly held Siliconix shares, and the rights of the holders of those shares could be adversely affected. The Siliconix common stock is currently listed on the Nasdaq National Market System. Depending upon the number of Siliconix shares purchased in the offer, the Siliconix common stock may no longer meet the requirements for continued listing and may be delisted from the Nasdaq National Market System. It is possible that the Siliconix common stock would continue to trade in the over-the-counter market and that price quotations would be reported by other sources. The extent of the public market for the Siliconix stock and the availability of such quotations would, however, depend upon the number of holders of the Siliconix stock remaining at such time, the interests in maintaining a market in the Siliconix stock on the part of securities firms, the possible termination of registration of the Siliconix stock under the Exchange Act, as described below, and other factors.

The Siliconix common stock is currently registered under the Exchange Act. This registration may be terminated upon application of Siliconix to the SEC if there are fewer than 300 holders of record of the Siliconix stock. The termination of the registration of the Siliconix common stock under the Exchange Act would substantially reduce the information required to be furnished by Siliconix to its stockholders and to the SEC. It would also make certain of the provisions of the Exchange Act, such as the short-swing profit recovery provisions of Section 16(b), the requirement of furnishing a proxy statement in connection with stockholders' meetings, the related requirement of an annual report to stockholders, and the requirements of Rule 13e-3 with respect to going private transactions, no longer applicable.

The shares of Siliconix common stock are currently "margin securities" under the regulations of the Board of Governors of the Federal Reserve System. This has the effect, among other things, of allowing brokers to extend credit on the Siliconix common stock as collateral. Depending on factors similar to those described above regarding listing and market quotations, it is possible the Siliconix stock would no longer constitute "margin securities" for purposes of the Federal Reserve Board's margin regulations. If registration of the Siliconix common stock under the Exchange Act were terminated, the Siliconix stock would no longer be "margin securities."

APPRAISAL RIGHTS

Under Delaware law, Siliconix stockholders do not have appraisal rights in connection with the offer. The following summarizes provisions of Delaware law regarding appraisal rights that would be applicable in the event of a short-form merger. This discussion is qualified in its entirety by reference to Section 262 of the Delaware General Corporation Law, which contains the Delaware appraisal statute. A copy of this provision is attached to this document as Annex A. If you fail to take any action required by Delaware law, your rights to an appraisal will be waived or terminated.

Notification of Merger's Effectiveness

Either before the effective time of the merger or within ten days thereafter, Siliconix will send notice of the effectiveness of the merger and the availability of appraisal rights to each Siliconix stockholder (other than Vishay or its subsidiaries).

Electing Appraisal Rights

To exercise appraisal rights, the record holder of Siliconix common stock must within 20 days after the date of mailing of such notice deliver a written demand for appraisal to Siliconix. This demand must reasonably inform Siliconix of the identity of the holder of record and that the stockholder demands appraisal of his, her or its shares of Siliconix common stock.

A demand for appraisal must be delivered to: Corporate Secretary, Siliconix incorporated, 2201 Laurelwood Road, Santa Clara, California 95054.

Only Record Holders May Demand Appraisal Rights

Only a record holder of Siliconix common stock is entitled to demand appraisal rights. The demand must be executed by or for the record holder, fully and correctly, as the holder's name appears on the holder's stock certificates.

- If the Siliconix common stock is owned of record in a fiduciary capacity, such as by a trustee, guardian or custodian, the demand should be executed in that capacity.
- If the Siliconix common stock is owned of record by more than one person, as in a joint tenancy or tenancy in common, the demand should be executed by or for all owners.
- An authorized agent, including one of two or more joint owners, may execute the demand for appraisal for a holder of record. The agent must identify the owner or owners of record and expressly disclose the fact that, in executing the demand, the agent is acting as agent for the owner or owners of record.
- A holder of record, such as a broker, who holds common stock as nominee for beneficial owners, may exercise a holder's right of appraisal with respect to common stock held for all or less than all of such beneficial owners. In that case, the written demand should set forth the number of shares of common stock covered by the demand. If no number of shares of common stock is expressly mentioned, the demand will be presumed to cover all shares of common stock standing in the name of the record holder.

Court Petition Must Be Filed

Within 120 days after the effective time of the merger, the surviving corporation in the merger or any stockholder who has satisfied the foregoing conditions may file a petition in the Delaware Court of Chancery demanding a determination of the fair value of the Siliconix common stock. Stockholders seeking to exercise appraisal rights should initiate all necessary action to perfect its rights within the time periods prescribed by Delaware law.

Appraisal Proceeding by Delaware Court

If a petition for an appraisal is timely filed, after a hearing on the petition, the Delaware Court of Chancery will determine which of the stockholders are entitled to appraisal rights. The court will appraise the common stock owned by the stockholders and determine its fair value. In determining fair value, the court may consider a number of factors including market values of Siliconix's stock, asset values and other generally accepted valuation considerations, but will exclude any element of value arising from the accomplishment and expectation of the merger. The court will also determine the amount of interest, if any, to be paid upon the value of the common stock to the stockholders entitled to appraisal.

The value determined by the court for Siliconix common stock could be more than, less than, or the same as the merger consideration, but the form of the consideration payable as a result of the appraisal proceeding would be cash. The court may also order that all or a portion of any stockholder's expenses incurred in connection with an appraisal proceeding, including reasonable attorney's fees and expenses and reasonable fees and expenses of experts utilized in the appraisal proceeding, be charged against the value of all common stock entitled to appraisal.

Effect of Appraisal Demand on Voting and Right to Dividends

Any stockholder who has duly demanded an appraisal in compliance with Delaware law will not, after the effective time of the merger, be entitled to vote the shares subject to the demand for any purpose. The shares subject to the demand will not be entitled to dividends or other distributions, other than those payable or deemed to be payable to stockholders of record as of a date prior to the effective time.

Loss, Waiver or Withdrawal of Appraisal Rights

Holders of Siliconix common stock lose the right to appraisal if no petition for appraisal is filed within 120 days after the effective time of the merger. A stockholder will also lose the right to an appraisal by delivering to the surviving corporation a written withdrawal of such stockholder's demand for an appraisal. In addition, any attempt to withdraw that is made more than 60 days after the effective time requires the written approval of the surviving corporation. If appraisal rights are not perfected or a demand for appraisal rights is timely withdrawn, a stockholder will be entitled to receive the consideration otherwise payable pursuant to the merger, without interest. The number of shares of Vishay common stock, and cash in lieu of a fraction of a share of Vishay common stock, delivered to such stockholder will be based on the same exchange ratio utilized in the offer and the merger, regardless of the market price of Vishay shares at the time of delivery.

Dismissal of Appraisal Proceeding

If an appraisal proceeding is timely instituted, such proceeding may not be dismissed as to any stockholder who has perfected a right of appraisal without the approval of the court.

CONDITIONS OF THE OFFER

The offer is subject to a number of conditions, which are described below:

Minimum Condition

There must be validly tendered and not properly withdrawn prior to the expiration of the offer a number of Siliconix shares which constitutes at least a majority of the total number of outstanding Siliconix shares of common stock (excluding those shares held by Vishay or its subsidiaries) on a fully diluted basis as of the date that we accept the Siliconix shares pursuant to the offer. Based on information available to Vishay, the number of Siliconix shares needed to satisfy the minimum condition as of the date of this document is 2,928,147.

Registration Statement Effectiveness Condition

The registration statement on Form S-4 of which this prospectus is a part must have become effective under the Securities Act and not be the subject of any stop order or proceedings seeking a stop order.

Listing Condition

The Vishay common stock issuable in the offer must have been approved for listing on the New York Stock Exchange, subject to official notice of issuance.

Other Conditions of the Offer

The offer is also subject to the conditions that, at the time of the expiration date of the offer, none of the following shall have occurred and be continuing which, in our good faith judgment, regardless of the circumstances, makes it inadvisable to proceed with the offer:

1. there shall be in effect an injunction, order, decree, judgment or ruling by a governmental authority of competent jurisdiction or a statute, rule, regulation or order shall have been promulgated or shall have been enacted by a governmental authority of competent jurisdiction which in any such case (i) restrains or prohibits the making or consummation of the offer or the consummation of the merger, (ii) prohibits or restricts our or any of our subsidiaries' or affiliates' ownership or operation of any portion of Siliconix's business or assets, or which would substantially deprive us and/or our affiliates or subsidiaries of the benefit of ownership of Siliconix's business or assets, or compels us (or any of our affiliates or subsidiaries) to dispose of or hold separate any portion of Siliconix's business or assets or which would substantially deprive us and/or our affiliates or subsidiaries of the benefit of ownership of Siliconix's business or assets, (iii) imposes material limitations on our ability to acquire, hold or exercise full rights of ownership of the Siliconix shares, including, the right to vote Siliconix shares, or (iv) imposes any material limitations on our ability and/or our affiliate's or subsidiaries' ability to control in any material respect the business and operations of Siliconix; or

2. there shall have been instituted, pending or threatened any litigation or other legal action by or before any court or other governmental authority seeking to restrain or prohibit the making or consummation of the offer or the consummation of the merger or to impose any other restriction, prohibition or limitation referred to in the above paragraph 1 or to impose any liability on Vishay, Siliconix or their affiliates in respect thereof; or

3. there shall have occurred (i) any general suspension of, or limitation on prices for, trading in the Siliconix common stock on Nasdaq or the trading of the Vishay common stock on the NYSE, (ii) a declaration of a banking moratorium or any general suspension of payments in respect of banks in the United States or (iii) in the case of any of the foregoing existing at the time of the commencement of our offer, a material acceleration or worsening thereof; or

4. The tax opinion of Kramer Levin Naftalis & Frankel LLP to the effect that the offer and merger will be treated as a tax free reorganization for U.S. federal income tax purposes filed as an exhibit to the registration statement shall be withdrawn; or

5. any change, development, effect or circumstance shall have occurred or be threatened that would reasonably be expected to have a material adverse effect on Siliconix; or

6. Siliconix shall have filed for bankruptcy or another person shall have filed a bankruptcy petition against Siliconix which is not dismissed within two business days;

The conditions to the offer are for our sole benefit and may be waived by us, in whole or in part at any time and from time to time, in our sole discretion, other than the minimum condition, the registration statement effectiveness condition or the listing condition described above. Our failure to exercise any of the foregoing rights shall not be deemed a waiver of any right and each right shall be deemed an ongoing right which may be asserted at any time and from time to time.

CERTAIN LEGAL MATTERS AND REGULATORY APPROVALS

General. Except as set forth herein, we are not aware of any license or regulatory permit that appear to be material to the business of Siliconix and its subsidiaries, taken as a whole, that might be materially adversely affected by our acquisition of Siliconix shares, or of any filing approval or other action by or with any governmental entity or administrative or regulatory agency that would be required for our acquisition or ownership of Siliconix shares. Should any such approval or other action be required, we presently contemplate that such approval or other action will be sought. While, except as otherwise described in this prospectus, we do not presently intend to delay the acceptance for payment of, or payment for, shares tendered pursuant to the offer pending the outcome of any such matter, there can be no assurance that any such approval or other action, if needed, would be obtained or would be obtained without substantial conditions or that failure to obtain any such approval or other action might not result in consequences adverse to Siliconix's business or that certain parts of Siliconix's business might not have to be disposed of, or other substantial conditions complied with, in the event that such approvals were not obtained or such other actions were not taken or in order to obtain any such approval or other action. We intend to make all required filings under the Exchange Act.

State Takeover Laws. A number of states have adopted takeover laws and regulations which purport, to varying degrees, to be applicable to attempts to acquire securities of corporations which are incorporated in such states or which have substantial assets, stockholders, principal executive offices or principal places of business therein. We have not attempted to comply with any state takeover statutes in connection with the offer. We reserve the right to challenge the validity or applicability of any state law allegedly applicable to the offer, and nothing in this prospectus nor any action taken in connection herewith is intended as a waiver of that right. In the event that it is asserted that one or more takeover statutes apply to the offer, and it is not determined by an appropriate court that such statute or statutes do not apply or are invalid as applied to the offer, as applicable, we may be required to file certain documents with, or receive approvals from, the relevant state authorities, and we might be unable to accept for payment or purchase shares tendered pursuant to the offer or be delayed in continuing or consummating the offer. In such case, we may not be obligated to accept for purchase, or pay for, any shares tendered. See "Other Conditions of the Offer" above.

Siliconix is incorporated under the laws of the State of Delaware. In general, Section 203 of the DGCL prevents an "interested stockholder" (including a person who owns or has the right to acquire 15% or more of a corporation's outstanding voting stock) from engaging in a "business combination" (defined to include mergers and certain other actions) with a Delaware corporation for a period of three years following the time such person becomes an interested stockholder unless, among other exceptions, the "business combination" is approved by the board of directors of such corporation prior to such time. Vishay has held its interest in Siliconix for more than three years, so that Section 203 of the DGCL should not apply to this offer or the merger.

Non-U.S. Approvals. We are unaware of any requirement for the filing of information with, or the obtaining of the approval or consent of, governmental authorities in any non-U.S. jurisdiction that is applicable to the offer or the merger.

CERTAIN EFFECTS OF THE OFFER

Effects on the Market. We intend to cause the delisting of the Siliconix shares from Nasdaq following consummation of the offer and the short-form merger. See "Purpose of the Offer; The Merger; Appraisal Rights" for a discussion of the possibility that the Siliconix common stock could be delisted from Nasdaq if the offer is consummated but the merger is not effected.

Exchange Act Registration. The shares of Siliconix common stock are currently registered under the Exchange Act. If the offer and the merger are consummated, we will terminate registration of the Siliconix shares under the Exchange Act. See "Purpose of the Offer; The Merger; Appraisal Rights" for a discussion of the possibility that the Siliconix common stock could be deregistered under the Exchange Act if the offer is consummated but the merger is not effected.

Financing of the Offer. The securities required to consummate the offer come from Vishay's authorized but unissued shares. Vishay's fees and expenses in connection with the offer are estimated to be approximately \$300,000, including the SEC filing fee and the fees of the information agent, the exchange agent, the financial printer, counsel auditors, and other professionals. We will obtain all of such funds from Vishay's available capital resources.

Going Private Transactions. The SEC has adopted Rule 13e-3 under the Exchange Act which is applicable to certain "going private" transactions and which may under certain circumstances be applicable to the purchase of Siliconix shares pursuant to an offer in which Vishay seeks to acquire the remaining shares not held by Vishay or its subsidiaries. Rule 13e-3 requires, among other things, that certain financial information concerning the target and certain information relating to the fairness of the proposed transaction and the consideration offered to minority stockholders in such transaction be filed with the SEC and disclosed to stockholders prior to consummation of the transaction. We believe that Rule 13e-3 will not be applicable to the offer and the merger pursuant to Rule 13e-3(g)(2) under the Exchange Act, because the stockholders of Siliconix will be receiving common stock of Vishay that is registered under the Exchange Act and listed on the NYSE.

Plans for Siliconix. Siliconix's products are currently marketed through Vishay's worldwide distribution system. Following the consummation of the offer and the merger, we expect to initiate a review of Siliconix and its assets, corporate structure, capitalization, operations, properties, policies, management and personnel. As a result of this review, we may determine to make changes in the business of Siliconix to better organize, integrate and coordinate the activities of Siliconix and Vishay. We may in the future also consider transactions such as the disposition or acquisition of material assets, alliances, joint ventures, other forms of co-operation with third parties or other extraordinary transactions affecting Siliconix or its operations.

RELATIONSHIPS WITH SILICONIX

In considering whether to tender your shares in the offer, you should be aware of certain transactions between Vishay and Siliconix since the end of 1997 in addition to those referred to above in "Background of the Offer."

At December 31, 1997, Siliconix owed \$34,570,000 to Daimler-Benz Capital, Inc., then an affiliated company. After the acquisition of approximately 80.4% of Siliconix's outstanding common stock by Vishay in March 1998, this indebtedness was assigned to Vishay. It bore interest at a floating rate equal to Vishay's cost of funds, approximately 6.25% per annum, and was paid in full in 1999.

Effective May 1998, Siliconix signed a revolving intercompany promissory note payable to Vishay establishing a \$35,000,000 revolving credit facility. Under the note, Siliconix may borrow up to \$35,000,000 from time to time from Vishay for general corporate purposes. Amounts borrowed bore interest at a floating rate equal to Vishay's cost of funds, approximately 6.25% per annum. The maximum amount outstanding under this note was \$14,300,000, which amount was paid in full in 1999. There is currently no amount outstanding under the note.

Effective May 1998, Siliconix borrowed \$16,000,000 from Vishay. The purpose of this loan was to enable Siliconix Technology C.V., an affiliated limited partnership, to purchase 40% of the outstanding equity interest in Shanghai Simconix Co. Ltd. from the Shanghai Institute of Metallurgy. Shanghai Simconix is a joint venture between Siliconix and the Shanghai Institute of Metallurgy that performs assembly and test services for Siliconix in Shanghai, China. This indebtedness bore interest at a floating rate equal to Vishay's cost of funds, approximately 6.25% per annum. This indebtedness was paid in full in 1999.

Effective December 1999, Vishay signed a revolving intercompany promissory note payable to Siliconix establishing a \$75,000,000 revolving credit facility. Under the note, Vishay may borrow up to \$75,000,000 from time to time from Siliconix for general corporate purposes. Amounts borrowed bear interest at a floating rate equal to Siliconix's cost of funds, currently 7.5% per annum. We believe that this

is a higher rate of return for Siliconix than Siliconix could obtain from most traditional short-term investments. The maximum amount outstanding under this note was \$37,000,000, which was paid in full in 2000.

Except as set forth in this prospectus, neither we nor, to the best of our knowledge, any of our directors, executive officers or other affiliates (a) has any contract, arrangement, understanding or relationship with any other person with respect to any securities of Siliconix, including, but not limited to, any contract, arrangement, understanding or relationship concerning the transfer or the voting of any securities of Siliconix, joint ventures, loan or option arrangements, puts or calls, guaranties of loans, guaranties against loss, or the giving or withholding of proxies, (b) has engaged in contacts, negotiations or transactions with Siliconix or its affiliates concerning a merger, consolidation, acquisition, tender offer or other acquisition of securities, election of directors or a sale or other transfer of a material amount of assets or (c) has had any other transaction with Siliconix or any of its executive officers, directors or affiliates that would require disclosure under the rules and regulations of the SEC applicable to the offer. Except for the shares of Siliconix common stock that we own as disclosed in this prospectus, neither we nor any of our affiliates beneficially own any Siliconix shares or have effected any transaction in the shares within the past 60 days.

ACCOUNTING TREATMENT

The merger will be accounted for at historical costs, with the exception of the Siliconix minority interest which will be accounted for under the purchase method of accounting in accordance with United States generally accepted accounting principles. Accordingly, the cost to acquire the Siliconix minority interest in excess of its carrying value will be allocated on a pro rata basis to the assets acquired and liabilities assumed based on their fair values, with any excess being allocated to goodwill and amortized over its estimated useful life. A final determination of the intangible asset lives and required purchase accounting adjustments, including the allocation of the purchase price to the assets acquired and liabilities assumed based on their respective fair values, has not yet been made.

The acquisition of the Siliconix common stock would not be considered material to Vishay and, accordingly, Vishay is not required to include pro forma financial information in this prospectus.

FEES AND EXPENSES

We have retained Mackenzie Partners, Inc. as information agent in connection with the offer. The information agent may contact holders of Siliconix shares by mail, telephone, telex, telegraph and personal interview and may request brokers, dealers and other nominee stockholders to forward material relating to the offer to beneficial owners of Siliconix shares. We will pay the information agent customary fees for these services in addition to reimbursing the information agent for its reasonable out-of-pocket expenses. We have agreed to indemnify the information agent against certain liabilities and expenses in connection with the offer, including certain liabilities under the U.S. federal securities laws.

In addition, we have retained American Stock Transfer & Trust Company as the exchange agent. We will pay the exchange agent reasonable and customary fees for its services in connection with the offer, will reimburse the exchange agent for its reasonable out-of-pocket expenses and will indemnify the exchange agent against certain liabilities and expenses, including certain liabilities under the U.S. federal securities laws.

Except as set forth above, we will not pay any fees or commissions to any broker, dealer or other person for soliciting tenders of Siliconix shares pursuant to the offer. We will reimburse brokers, dealers, commercial banks and trust companies and other nominees, upon request, for customary clerical and mailing expenses incurred by them in forwarding offering materials to their customers.

INTERESTS OF CERTAIN PERSONS

In considering whether to tender your shares in the offer, you should be aware of interests of certain persons as described below in connection with the offer and the merger.

RELATIONSHIPS OF DIRECTORS AND EXECUTIVE OFFICERS OF SILICONIX WITH VISHAY

Each of Mr. Everett Arndt, Ms. Lori Lipcaman and Mr. Glyndwr Smith, directors of Siliconix, are management employees of Vishay and Michael Rosenberg, also a director of Siliconix, has been an independent consultant to Vishay since 1992.

Until 1999, Mr. Mark Segall, a director of Siliconix and member of the special committee, was a partner with the law firm of Kramer Levin Naftalis & Frankel LLP during which time he represented Vishay as its corporate counsel and represented Vishay in the transaction in which it first acquired its interest in Siliconix. In addition, Mr. Segall was listed as Vishay's representative, attorney or required recipient of any notice on various of Vishay's SEC filings and corporate documents.

Mr. Timothy V. Talbert, a director of Siliconix and member of the special committee, was employed by Manufacturers Bank during the mid-1980s. During his tenure with the bank, Mr. Talbert provided many banking services to Vishay and served as relationship manager for Vishay. Also while with the bank, Mr. Talbert helped arrange financing for one of Vishay's acquisitions and worked personally with Dr. Felix Zandman, the chief executive officer of Vishay, in connection with such acquisition. Mr. Talbert and his wife has held 2,014 shares of Vishay stock in individual retirement accounts for over ten years.

Siliconix does not maintain a stock option plan or stock purchase plan of its own. Certain Siliconix executive officers have received options to purchase Vishay common stock under Vishay's 1998 Stock Option Plan or other plans. King Owyang, the president and chief executive officer of Siliconix, owns options to purchase 102,500 shares of Vishay common stock.

The cost savings and possible financial improvements resulting from a combination of Siliconix and Vishay could benefit Siliconix's management, who might receive increased compensation, and the directors of Siliconix affiliated with Vishay, by virtue of the benefits of the transaction to Vishay.

COMPARISON OF RIGHTS OF HOLDERS OF SILICONIX COMMON STOCK
AND HOLDERS OF VISHAY COMMON STOCK

Because Siliconix and Vishay are both organized under the laws of the State of Delaware, the differences in the rights of a Siliconix stockholder and the rights of a Vishay stockholder arise solely from differences in the organizational documents of Siliconix and Vishay, rather than from differences of law. The following summary highlights material differences between the current rights of holders of Vishay common stock and holders of Siliconix common stock. This summary does not purport to be a complete discussion of the certificates of incorporation and by-laws of Siliconix and Vishay and is qualified in its entirety by reference to these documents. Copies of each company's certificate of incorporation and by-laws have been filed with the SEC and will be sent to holders of Siliconix common stock upon request. See "Where You Can Find More Information" on page 1.

SILICONIX

VISHAY

BOARD OF DIRECTORS

Size of Board

The by-laws of Siliconix provide that the number of directors shall be eight.

The by-laws of Vishay provide that the number of directors shall be not less than three nor more than fifteen, except that, where all the shares of stock of the corporation are owned beneficially and of record by less than three stockholders, the number of directors may be less than three but not less than the number of such stockholders. Subject to the foregoing limitation, the number of directors may be fixed from time to time by action of the stockholders or of the directors, or, if the number is not fixed, the number shall be three. The number of directors may be increased or decreased by action of the stockholders or the directors.

Quorum

The by-laws of Siliconix provide that, except as otherwise provided by applicable law, the certificate of incorporation or the by-laws, a majority of the directors shall constitute a quorum.

The by-laws of Vishay provide that a majority of the whole Board shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the directors in office shall constitute a quorum, provided that such majority shall constitute at least one-third of the whole board.

Removal of Directors

The by-laws of Siliconix provide that, at a special meeting of stockholders, the board of directors or any individual director may be removed from office, with or without cause, and a new director or directors elected by a vote of stockholders holding a majority of the outstanding shares entitled to vote at an election of directors.

The by-laws of Vishay provide that any or all of the directors may be removed for cause or without cause by the stockholders. Directors may be removed for cause by the board of directors.

SILICONIX

VISHAY

Filling of Board Vacancies

The by-laws of Siliconix provide that, except as otherwise provided in the certificate of incorporation, vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, and each director so elected shall hold office for the unexpired portion of the term of the director whose place shall be vacant and until his successor shall have been duly elected and qualified.

The by-laws of Vishay provide that vacancies may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining director.

STOCKHOLDERS MEETINGS-----
Calling a Special Meeting

The by-laws of Siliconix provide that special meetings of stockholders may be called, for any purpose or purposes at any time, by the president, the board of directors or any holder or holders of shares entitled to cast no less than 10% of the votes at such meeting.

The by-laws of Vishay provide that special meetings of stockholders may be called by the directors or by any officer instructed by the directors to call the meeting.

Quorum Requirements

The by-laws of Siliconix provide that, except as otherwise provided by applicable law, the certificate of incorporation or the by-laws, the presence, in person or by proxy, of the holders of a majority of the outstanding stock entitled to vote shall constitute a quorum at all meetings of stockholders. Any shares, the voting of which at any meeting has been enjoined, or which for any reason cannot be voted at such meeting, shall not be counted to determine a quorum at such meeting.

The by-laws of Vishay provide that, except as otherwise provided by applicable law or the by-laws, the holders of a majority of the outstanding shares of stock entitled to vote shall constitute a quorum at a meeting of stockholders.

Certain Voting Requirements

The by-laws of Siliconix provide that, except as otherwise provided by applicable law, the certificate of incorporation or the by-laws, all action taken by a majority of the voting power represented at any meeting at which a quorum is present shall be valid and binding upon the corporation.

The by-laws of Vishay provide that in the election of directors, a plurality of votes shall elect. Any other action shall be authorized by a majority of the votes cast except as otherwise provided by the certificate of incorporation or applicable law.

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VISHAY

Stockholder Action by Written Consent

The by-laws of Siliconix provide that, unless otherwise provided in the certificate of incorporation, any action required by statute to be taken at any annual or special meeting of the stockholders, or any action which may be taken at any annual or special meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

Under the certificate of incorporation and the by-laws of Vishay, any action required to be taken, or any action which may be taken, at any meeting of stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

AMENDMENTS TO ORGANIZATIONAL DOCUMENTS

Certificate of Incorporation

The certificate of incorporation of Siliconix provides that the corporation reserves the right to amend, alter, change or repeal any provision contained in the certificate of incorporation, in the manner prescribed by applicable law, and all rights conferred upon stockholders by the certificate of incorporation are granted subject to that reservation.

The certificate of incorporation of Vishay provides that any provisions therein may be amended, altered or repealed and any other provisions authorized under applicable law may be added or inserted as allowed by such law, and all rights conferred upon stockholders by the certificate of incorporation are granted subject to such provision.

By-laws

The by-laws of Siliconix provide that such by-laws may be repealed, altered or amended or new by-laws adopted by the stockholders. The certificate of incorporation and by-laws of Siliconix provide that the board of directors shall also have the authority to repeal, alter or amend the by-laws, subject to the power of the stockholders to change or repeal the by-laws.

The by-laws of Vishay provide that the power to amend, alter and repeal such by-laws and to adopt new by-laws shall be vested in the board of directors; provided, that the board of directors may delegate such power, in whole or in part, to the stockholders; and provided, further, that any by-law, other than an initial by-law, which provides for the election of directors by classes for staggered terms shall be adopted by the stockholders.

SILICONIX

VISHAY

 CERTAIN ARRANGEMENTS WITH CREDITORS

The certificate of incorporation of Siliconix does not contain a comparable provision.

The certificate of incorporation of Vishay provides that whenever a compromise or arrangement is proposed between Vishay and its creditors or any class of them and/or between Vishay and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of Vishay or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for Vishay under the provisions of Section 291 of the General Corporation Law of the State of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for Vishay under the provisions of Section 279 of the General Corporation Law of the State of Delaware order a meeting of the creditors or class of creditors, and/or the stockholders or class of stockholders of Vishay, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of Vishay, as the case may be, agree to any compromise or arrangement and to any reorganization of Vishay as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of Vishay, as the case may be, and also on Vishay.

 CAPITALIZATION

Authorized Stock

The certificate of incorporation of Siliconix authorizes the issuance of 100,000,000 shares of common stock, par value \$0.01. At May 10, 2001, 29,879,040 shares of Siliconix common stock were outstanding. Siliconix common stock is traded on the Nasdaq National Market.

The aggregate number of shares of capital stock which Vishay has authority to issue is 171,000,000 shares: 150,000,000 shares of common stock, par value \$.10 per share, and 20,000,000 shares of Class B common stock, par value \$.10 per share, and 1,000,000 shares of preferred stock, par value \$1.00 per share. No shares of preferred stock have been issued. At May 10, 2001, there were 122,396,709 shares of common stock and 15,518,546 shares of Class B common stock outstanding.

SILICONIX
-----VISHAY

After any required payment on shares of preferred stock, holders of common stock and Class B common stock are entitled to receive, and share ratably, on a per share basis, all dividends and other distributions declared by the board of directors of Vishay. In the event of a stock dividend or stock split, holders of common stock will receive shares of common stock and holders of Class B common stock will receive shares of Class B common stock. Neither the common stock nor the Class B common stock may be split, divided or combined unless the other is split, divided or combined equally.

Every holder of common stock are entitled to one vote for each share of common stock held, and every holder of Class B common stock are entitled to 10 votes for each share of Class B common stock held. The common stock and the Class B common stock vote together as one class on all matters subject to stockholder approval, except as set forth in the following sentence. The approval of the holders of a majority of the outstanding shares of common stock and of Class B common stock, each voting separately as a class, is required to authorize issuances of additional shares of Class B common stock other than in connection with stock splits and stock dividends.

Shares of Class B common stock are convertible into shares of common stock on a one-to-one basis at any time at the option of the holder thereof. The Class B common stock is not transferable except to the holder's spouse, certain of such holder's relatives, certain trusts established for the benefit of the holder, such holder's spouse or relatives, corporations and partnerships beneficially owned and controlled by the holder, such holder's spouse or relatives, charitable organizations and the holder's estate. Upon any transfer made in violation of those restrictions, shares of Class B common stock will be automatically converted into shares of common stock on a one-for-one basis. Shares of Class B common stock will also be deemed automatically converted into shares of common stock if the number of outstanding shares of Class B common stock falls below 300,000 shares (as adjusted for stock splits or stock dividends).

The common stock is listed on the New York Stock Exchange. There is no public market for shares of Company's Class B common stock. No shares of preferred stock are currently outstanding.

LEGAL MATTERS

The validity of the Vishay common stock to be delivered to Siliconix stockholders in connection with the offer and the merger will be passed upon by Kramer Levin Naftalis & Frankel LLP, counsel to Vishay.

Certain legal matters in connection with the federal income tax consequences of the offer and the merger will be passed upon for Vishay by Kramer Levin Naftalis & Frankel LLP.

EXPERTS

The consolidated financial statements of Vishay Intertechnology, Inc. appearing in Vishay's Annual Report (Form 10-K) for the year ended December 31, 2000, have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon included therein and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The consolidated financial statements of Siliconix incorporated appearing in Siliconix's Annual Report (Form 10-K) for the year ended December 31, 2000, have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon included therein and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

MISCELLANEOUS

The offer is being made solely by this prospectus and the related letter of transmittal and is being made to holders of all outstanding Siliconix shares (other than Vishay and its subsidiaries). We are not aware of any jurisdiction where the making of the offer is prohibited by any administrative or judicial action pursuant to any valid state statute. If we become aware of any valid state statute prohibiting the making of the offer or the acceptance of shares pursuant thereto, we will make a good faith effort to comply with any such state statute. If, after such good faith effort, we cannot comply with any such state statute, the offer will not be made to (nor will tenders be accepted from or on behalf of) the holders of shares in such state. In any jurisdiction where the securities, blue sky or other laws require the offer to be made by a licensed broker or dealer, the offer shall be deemed to be made on our behalf by one or more registered brokers or dealers licensed under the laws of such jurisdiction.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION ON BEHALF OF VISHAY, VISHAY TEMIC OR SILICONIX NOT CONTAINED IN THIS PROSPECTUS OR IN THE LETTER OF TRANSMITTAL, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED.

SCHEDULE I

CERTAIN INFORMATION CONCERNING THE
DIRECTORS AND EXECUTIVE OFFICERS OF VISHAY

The following table sets forth the name, current business address, present principal occupation or employment, and material occupations, positions, offices or employment for the past five years of each director and executive officer of Vishay. Unless otherwise indicated, positions held shown in the following table are positions with Vishay. Except as set forth below, each such person is a citizen of the United States of America. None of the listed persons, during the past five years, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting activities subject to, federal or state securities laws or finding any violation of such laws. Except as otherwise noted, the current business address for each person listed below is c/o Vishay Intertechnology, Inc., 63 Lincoln Highway, Malvern, Pennsylvania 19355-2121.

NAME AND POSITION HELD	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT, FIVE-YEAR EMPLOYMENT HISTORY AND ADDRESS
Felix Zandman..... Chairman of the Board, Chief Executive Officer and Director	Dr. Zandman, a founder of Vishay, has been the Chief Executive Officer and a Director of Vishay since its inception. Dr. Zandman had been President of Vishay from its inception until March 1998, when Dr. Gerald Paul was appointed President of Vishay. Dr. Zandman has been Chairman of the Board since March 1989.
Avi D. Eden..... Vice-Chairman of the Board, Executive Vice President, General Counsel and Director	Mr. Eden has been a Director and General Counsel of Vishay since June 1988, and has been Vice Chairman of the Board and Executive Vice President of Vishay since August 1996.
Gerald Paul..... President, Chief Operating Officer and Director	Dr. Paul has served as a Director of Vishay since May 1993 and has been Chief Operating Officer of Vishay since August 1996. In March 1998, Dr. Paul was appointed President of Vishay. He was President of Vishay Electronic Components, Europe from January 1994 to August 1996. Dr. Paul has been Managing Director of Draloric Electronic GmbH, an affiliate of Vishay, since January 1991. Dr. Paul has been employed by Draloric since February 1978.
Richard N. Grubb..... Executive Vice President, Treasurer, Chief Financial Officer and Director	Mr. Grubb has been Executive Vice President of the Company since August 1996, and a Director, Treasurer and Chief Financial Officer of the Company since May 1994. He was Vice President of the Company from May 1994 to August 1996. Mr. Grubb has been associated with the Company in various capacities since 1972.
Robert A. Freece..... Senior Vice President and Director	Mr. Freece has been a Director of Vishay since 1972 and Senior Vice President since May 1994. He was a Vice President of Vishay from 1972 until 1994.
William J. Spires..... Vice President and Secretary	Mr. Spires has been a Vice President and Secretary of Vishay since 1981. Mr. Spires has been Vice President -- Industrial Relations since 1980 and has been employed by Vishay since 1970.

PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT,
FIVE-YEAR EMPLOYMENT HISTORY AND ADDRESS

NAME AND POSITION HELD

NAME AND POSITION HELD	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT, FIVE-YEAR EMPLOYMENT HISTORY AND ADDRESS
Eliyahu Hurvitz..... Director	Mr. Hurvitz has been President and Chief Executive Officer of Teva Pharmaceuticals Industries Ltd. for more than five years. He has been a Director of Vishay since 1994. Mr. Hurvitz's business address is c/o TEVA Pharmaceutical Industries, Ltd., 5 Basel Street, Box 3190, Petah Tiqa 49131 Israel.
Edward B. Shils..... Director	Mr. Shils is a consultant. He is a Director -- Wharton Entrepreneurial Center and George W. Taylor Professor Emeritus of Entrepreneurial Studies, The Wharton School, University of Pennsylvania. He has been a Director of Vishay since 1981. Mr. Shils' business address is Suite 2030 -- First Union Building, 123 South Broad Street, Philadelphia, PA 19109.
Ziv Shoshani..... Director	Mr. Shoshani has been Executive Vice President -- Specialty Products Division since 2000, including responsibility for oversight of the Measurements Group Division. Prior to that, Mr. Shoshani served in various capacities including Senior Vice President Precision Resistors, Worldwide Foil Resistors Manager, Plant Manager -- Holon, Israel, and Quality Control Manager -- Holon. Employed by the Company since 1995. Mr. Shoshani was elected as a Director in May 2001.
Luella B. Slaner..... Director	Ms. Slaner has been an investor for more than the past five years. She has been a Director of Vishay since 1989. Ms. Slaner's address is 5 Barker Lane, Scarsdale, NY 10583.
Mark I. Solomon..... Director	Mr. Solomon has been the chairman of CMS Companies for more than the past five years. He has been a Director of Vishay since 1993. Mr. Solomon's business address is c/o CMS Companies, 1926 Arch Street, Philadelphia, PA 19103-1484.
Jean-Claude Tine.....	Mr. Tine has been an investor for more than the past five years. He has been a Director of Vishay since 1988. Mr. Tine's address is 6, Round Point des Champs Elysees, 75008 Paris, France.
Marc Zandman.....	Mr. Zandman has been Vice President Corporate Marketing since January 2001. He was President, Vishay Israel Limited since 1998. Prior to that, Mr. Zandman served in various capacities including Executive Vice President of Vishay Israel Limited from 1997 to 1998 and Vice President from 1996 to 1997. He has been employed by the Company since 1984 and was elected a Director in May 2001.
Ruta Zandman.....	Mrs. Zandman has been employed by Vishay as a Public Relations Associate in the Investor Relations Department since 1993. She was elected a Director in May 2001.

SCHEDULE II

CERTAIN INFORMATION CONCERNING THE
DIRECTORS AND EXECUTIVE OFFICERS OF VISHAY TEMIC SEMICONDUCTOR ACQUISITION
HOLDINGS CORP.

The following table sets forth the name, current business address, present principal occupation or employment, and material occupations, positions, offices or employment for the past five years of each director and executive officer of Vishay TEMIC. Unless otherwise indicated, positions held shown in the following table are positions with Vishay TEMIC. Except as set forth below, each such person is a citizen of the United States of America. None of the listed persons, during the past five years, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting activities subject to, federal or state securities laws or finding any violation of such laws. The current business address for each person listed below is c/o Vishay Intertechnology, Inc., 63 Lincoln Highway, Malvern, Pennsylvania 19355-2121.

NAME AND POSITION HELD -----	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND FIVE-YEAR EMPLOYMENT HISTORY -----
Felix Zandman President and Director	*
Avi D. Eden Vice President and Director	*
Richard N. Grubb Vice President, Chief Financial Officer and Director	*
William J. Spires Vice President and Secretary	*
William M. Clancy Assistant Secretary	Mr. Clancy has been the Corporate Controller of Vishay Intertechnology Inc. for more than the past five years.

* See Schedule I.

ANNEX A

SECTION 262 OF GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

SEC. 262 APPRAISAL RIGHTS.

(a) Any stockholder of a corporation of this State who holds shares of stock on the date of the making of a demand pursuant to subsection (d) of this section with respect to such shares, who continuously holds such shares through the effective date of the merger or consolidation, who has otherwise complied with subsection (d) of this section and who has neither voted in favor of the merger or consolidation nor consented thereto in writing pursuant to sec. 228 of this title shall be entitled to an appraisal by the Court of Chancery of the fair value of the stockholder's shares of stock under the circumstances described in subsections (b) and (c) of this section. As used in this section, the word "stockholder" means a holder of record of stock in a stock corporation and also a member of record of a nonstock corporation; the words "stock" and "share" mean and include what is ordinarily meant by those words and also membership or membership interest of a member of a nonstock corporation; and the words "depository receipt" mean a receipt or other instrument issued by a depository representing an interest in one or more shares, or fractions thereof, solely of stock of a corporation, which stock is deposited with the depository.

(b) Appraisal rights shall be available for the shares of any class or series of stock of a constituent corporation in a merger or consolidation to be effected pursuant to sec. 251 (other than a merger effected pursuant to sec. 251(g) of this title), sec. 252, sec. 254, sec. 257, sec. 258, sec. 263 or sec. 264 of this title:

(1) Provided, however, that no appraisal rights under this section shall be available for the shares of any class or series of stock, which stock, or depository receipts in respect thereof, at the record date fixed to determine the stockholders entitled to receive notice of and to vote at the meeting of stockholders to act upon the agreement of merger or consolidation, were either (i) listed on a national securities exchange or designated as a national market system security on an interdealer quotation system by the National Association of Securities Dealers, Inc. or (ii) held of record by more than 2,000 holders; and further provided that no appraisal rights shall be available for any shares of stock of the constituent corporation surviving a merger if the merger did not require for its approval the vote of the stockholders of the surviving corporation as provided in subsection (f) of sec. 251 of this title.

(2) Notwithstanding paragraph (1) of this subsection, appraisal rights under this section shall be available for the shares of any class or series of stock of a constituent corporation if the holders thereof are required by the terms of an agreement of merger or consolidation pursuant to sec. sec. 251, 252, 254, 257, 258, 263 and 264 of this title to accept for such stock anything except:

a. Shares of stock of the corporation surviving or resulting from such merger or consolidation, or depository receipts in respect thereof;

b. Shares of stock of any other corporation, or depository receipts in respect thereof, which shares of stock (or depository receipts in respect thereof) or depository receipts at the effective date of the merger or consolidation will be either listed on a national securities exchange or designated as a national market system security on an interdealer quotation system by the National Association of Securities Dealers, Inc. or held of record by more than 2,000 holders;

c. Cash in lieu of fractional shares or fractional depository receipts described in the foregoing subparagraphs a. and b. of this paragraph; or

d. Any combination of the shares of stock, depository receipts and cash in lieu of fractional shares or fractional depository receipts described in the foregoing subparagraphs a., b. and c. of this paragraph.

(3) In the event all of the stock of a subsidiary Delaware corporation party to a merger effected under sec. 253 of this title is not owned by the parent corporation immediately prior to the merger, appraisal rights shall be available for the shares of the subsidiary Delaware corporation.

(c) Any corporation may provide in its certificate of incorporation that appraisal rights under this section shall be available for the shares of any class or series of its stock as a result of an amendment to its certificate of incorporation, any merger or consolidation in which the corporation is a constituent corporation or the sale of all or substantially all of the assets of the corporation. If the certificate of incorporation contains such a provision, the procedures of this section, including those set forth in subsections (d) and (e) of this section, shall apply as nearly as is practicable.

(d) Appraisal rights shall be perfected as follows:

(1) If a proposed merger or consolidation for which appraisal rights are provided under this section is to be submitted for approval at a meeting of stockholders, the corporation, not less than 20 days prior to the meeting, shall notify each of its stockholders who was such on the record date for such meeting with respect to shares for which appraisal rights are available pursuant to subsections (b) or (c) hereof that appraisal rights are available for any or all of the shares of the constituent corporations, and shall include in such notice a copy of this section. Each stockholder electing to demand the appraisal of his shares shall deliver to the corporation, before the taking of the vote on the merger or consolidation, a written demand for appraisal of his shares. Such demand will be sufficient if it reasonably informs the corporation of the identity of the stockholder and that the stockholder intends thereby to demand the appraisal of his shares. A proxy or vote against the merger or consolidation shall not constitute such a demand. A stockholder electing to take such action must do so by a separate written demand as herein provided. Within 10 days after the effective date of such merger or consolidation, the surviving or resulting corporation shall notify each stockholder of each constituent corporation who has complied with this subsection and has not voted in favor of or consented to the merger or consolidation of the date that the merger or consolidation has become effective; or

(2) If the merger or consolidation was approved pursuant to sec. 228 or sec. 253 of this title, each constituent corporation, either before the effective date of the merger or consolidation or within ten days thereafter, shall notify each of the holders of any class or series of stock of such constituent corporation who are entitled to appraisal rights of the approval of the merger or consolidation and that appraisal rights are available for any or all shares of such class or series of stock of such constituent corporation, and shall include in such notice a copy of this section; provided that, if the notice is given on or after the effective date of the merger or consolidation, such notice shall be given by the surviving or resulting corporation to all such holders of any class or series of stock of a constituent corporation that are entitled to appraisal rights. Such notice may, and, if given on or after the effective date of the merger or consolidation, shall, also notify such stockholders of the effective date of the merger or consolidation. Any stockholder entitled to appraisal rights may, within 20 days after the date of mailing of such notice, demand in writing from the surviving or resulting corporation the appraisal of such holder's shares. Such demand will be sufficient if it reasonably informs the corporation of the identity of the stockholder and that the stockholder intends thereby to demand the appraisal of such holder's shares. If such notice did not notify stockholders of the effective date of the merger or consolidation, either (i) each such constituent corporation shall send a second notice before the effective date of the merger or consolidation notifying each of the holders of any class or series of stock of such constituent corporation that are entitled to appraisal rights of the effective date of the merger or consolidation or (ii) the surviving or resulting corporation shall send such a second notice to all such holders on or within 10 days after such effective date; provided, however, that if such second notice is sent more than 20 days following the sending of the first notice, such second notice need only to be sent to each stockholder who is entitled to appraisal rights and who has demanded appraisal of such holder's shares in accordance with this subsection. An affidavit of the secretary or assistant secretary or of the transfer agent of the corporation that is required to give either notice that such notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated

therein. For purposes of determining the stockholders entitled to receive either notice, each constituent corporation may fix, in advance, a record date that shall be not more than 10 days prior to the date the notice is given, provided, that if the notice is given on or after the effective date of the merger or consolidation, the record date shall be such effective date. If no record date is fixed and the notice is given prior to the effective date, the record date shall be the close of business on the next day preceding the day on which the notice is given.

(e) Within 120 days after the effective date of the merger or consolidation, the surviving or resulting corporation or any stockholder who has complied with subsections (a) and (d) hereof and who is otherwise entitled to appraisal rights, may file a petition in the Court of Chancery demanding a determination of the value of the stock of all such stockholders. Notwithstanding the foregoing, at any time within 60 days after the effective date of the merger or consolidation, any stockholder shall have the right to withdraw his demand for appraisal and to accept the terms offered upon the merger or consolidation. Within 120 days after the effective date of the merger or consolidation, any stockholder who has complied with the requirements of subsections (a) and (d) hereof, upon written request, shall be entitled to receive from the corporation surviving the merger or resulting from the consolidation a statement setting forth the aggregate number of shares not voted in favor of the merger or consolidation and with respect to which demands for appraisal have been received and the aggregate number of holders of such shares. Such written statement shall be mailed to the stockholder within 10 days after his written request for such a statement is received by the surviving or resulting corporation or within 10 days after expiration of the period for delivery of demands for appraisal under subsection (d) hereof, whichever is later.

(f) Upon the filing of any such petition by a stockholder, service of a copy thereof shall be made upon the surviving or resulting corporation, which shall within 20 days after such service file in the office of the Register in Chancery in which the petition was filed a duly verified list containing the names and addresses of all stockholders who have demanded payment for their shares and with whom agreements as to the value of their shares have not been reached by the surviving or resulting corporation. If the petition shall be filed by the surviving or resulting corporation, the petition shall be accompanied by such a duly verified list. The Register in Chancery, if so ordered by the Court, shall give notice of the time and place fixed for the hearing of such petition by registered or certified mail to the surviving or resulting corporation and to the stockholders shown on the list at the addresses therein stated. Such notice shall also be given by 1 or more publications at least 1 week before the day of the hearing, in a newspaper of general circulation published in the City of Wilmington, Delaware or such publication as the Court deems advisable. The forms of the notices by mail and by publication shall be approved by the Court, and the costs thereof shall be borne by the surviving or resulting corporation.

(g) At the hearing on such petition, the Court shall determine the stockholders who have complied with this section and who have become entitled to appraisal rights. The Court may require the stockholders who have demanded an appraisal for their shares and who hold stock represented by certificates to submit their certificates of stock to the Register in Chancery for notation thereon of the pendency of the appraisal proceedings; and if any stockholder fails to comply with such direction, the Court may dismiss the proceedings as to such stockholder.

(h) After determining the stockholders entitled to an appraisal, the Court shall appraise the shares, determining their fair value exclusive of any element of value arising from the accomplishment or expectation of the merger or consolidation, together with a fair rate of interest, if any, to be paid upon the amount determined to be the fair value. In determining such fair value, the Court shall take into account all relevant factors. In determining the fair rate of interest, the Court may consider all relevant factors, including the rate of interest which the surviving or resulting corporation would have had to pay to borrow money during the pendency of the proceeding. Upon application by the surviving or resulting corporation or by any stockholder entitled to participate in the appraisal proceeding, the Court may, in its discretion, permit discovery or other pretrial proceedings and may proceed to trial upon the appraisal prior to the final determination of the stockholder entitled to an appraisal. Any stockholder whose name appears on the list filed by the surviving or resulting corporation pursuant to subsection (f) of this section and who has

submitted his certificates of stock to the Register in Chancery, if such is required, may participate fully in all proceedings until it is finally determined that he is not entitled to appraisal rights under this section.

(i) The Court shall direct the payment of the fair value of the shares, together with interest, if any, by the surviving or resulting corporation to the stockholders entitled thereto. Interest may be simple or compound, as the Court may direct. Payment shall be so made to each such stockholder, in the case of holders of uncertificated stock forthwith, and the case of holders of shares represented by certificates upon the surrender to the corporation of the certificates representing such stock. The Court's decree may be enforced as other decrees in the Court of Chancery may be enforced, whether such surviving or resulting corporation be a corporation of this State or of any state.

(j) The costs of the proceeding may be determined by the Court and taxed upon the parties as the Court deems equitable in the circumstances. Upon application of a stockholder, the Court may order all or a portion of the expenses incurred by any stockholder in connection with the appraisal proceeding, including, without limitation, reasonable attorney's fees and the fees and expenses of experts, to be charged pro rata against the value of all the shares entitled to an appraisal.

(k) From and after the effective date of the merger or consolidation, no stockholder who has demanded his appraisal rights as provided in subsection (d) of this section shall be entitled to vote such stock for any purpose or to receive payment of dividends or other distributions on the stock (except dividends or other distributions payable to stockholders of record at a date which is prior to the effective date of the merger or consolidation); provided, however, that if no petition for an appraisal shall be filed within the time provided in subsection (e) of this section, or if such stockholder shall deliver to the surviving or resulting corporation a written withdrawal of his demand for an appraisal and an acceptance of the merger or consolidation, either within 60 days after the effective date of the merger or consolidation as provided in subsection (e) of this section or thereafter with the written approval of the corporation, then the right of such stockholder to an appraisal shall cease. Notwithstanding the foregoing, no appraisal proceeding in the Court of Chancery shall be dismissed as to any stockholder without the approval of the Court, and such approval may be conditioned upon such terms as the Court deems just.

(l) The shares of the surviving or resulting corporation to which the shares of such objecting stockholders would have been converted had they assented to the merger or consolidation shall have the status of authorized and unissued shares of the surviving or resulting corporation.

The Exchange Agent for the offer is:

AMERICAN STOCK TRANSFER & TRUST COMPANY

By Mail:
59 Maiden Lane
New York, NY 10038

By Overnight Delivery:
59 Maiden Lane
New York, NY 10038

By Hand Delivery:
59 Maiden Lane
New York, NY 10038

Facsimile Transmission (for eligible institutions only):
(718) 234-5001

Confirm Receipt of Facsimile by Telephone Only:
(718) 921-8100

Questions and requests for assistance may be directed to the information agent at the address and telephone numbers listed below. Additional copies of this prospectus, the letter of transmittal and other tender offer materials may be obtained from the information agent as set forth below, and will be furnished promptly at our expense. Facsimile copies of the letter of transmittal, properly completed and duly executed, will be accepted. The letter of transmittal, certificates for shares and any other required documents should be sent or delivered by each stockholder of Siliconix or the stockholder's broker, dealer, commercial bank, trust company or other nominee to the exchange agent at one of its addresses set forth above. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the offer.

The Information Agent for the offer is:

[MACKENZIE PARTNERS, INC. LOGO]

156 Fifth Avenue
New York, NY 10010
call collect at
212-929-5500
or call toll free at
800-322-2885

PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 20. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation and certain other persons serving at the request of the corporation in related capacities against amounts paid and expenses incurred in connection with an action or proceeding to which he is or is threatened to be made a party by reason of such position, if such person shall have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal proceeding, if such person had no reasonable cause to believe his conduct was unlawful; provided that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the adjudicating court determines that such indemnification is proper under the circumstances.

Vishay's certificate of incorporation provides that every person who is or was a director, officer, employee or agent of the corporation shall be indemnified by the corporation against all judgments, payments in settlement, fines, penalties, and other reasonable costs and expenses resulting from any action, proceeding, investigation or claim which is brought or threatened by or in the right of Vishay or by anyone else by reason of such person being or having been a director, officer, employee or agent of Vishay or any act or omission of such person in such capacity. Such indemnification shall be available either if such person is wholly successful in defending such action or if, in the judgment of a court or the Board of Directors or in the opinion of independent legal counsel, such person acted in good faith in what he reasonably believed to be in the best interests of the corporation and was not adjudged liable to the corporation, and, in any criminal action, had no reasonable cause to believe that his action was unlawful. In the case of a derivative action, such indemnification shall not be made other than in respect of a court approved settlement or if, in the opinion of independent counsel, the person satisfied the standard of conduct specified in the prior sentence, the action was without substantial merit, the settlement was in the best interest of Vishay and the payment is permissible under applicable law. Directors may authorize the advancement of reasonable costs and expenses in connection with any such action to the extent permitted under Delaware law.

The Vishay certificate of incorporation further provides that no director shall have any personal liability to Vishay or to its stockholders for any monetary damages for breach of fiduciary duty, to the extent permitted under the Delaware General Corporation Law.

Vishay maintains \$55 million of insurance to reimburse the directors and officers of Vishay and its subsidiaries, for charges and expenses incurred by them for wrongful acts claimed against them by reason of their being or having been directors or officers of Vishay or any of its subsidiaries. Such insurance specifically excludes reimbursement of any director or officer for any charge or expense incurred in connection with various designated matters, including libel or slander, illegally obtained personal profits, profits recovered by Vishay pursuant to Section 16(b) of the Exchange Act and deliberate dishonesty.

The following documents are exhibits to the Registration Statement:

ITEM 21. EXHIBITS

EXHIBIT NUMBER - - - - -	DESCRIPTION OF DOCUMENT - - - - -
5.1	Opinion of Kramer Levin Naftalis & Frankel LLP regarding the validity of the Vishay common stock registered hereunder.
8.1	Tax Opinion of Kramer Levin Naftalis & Frankel LLP.
23.1	Consent of Ernst & Young LLP, independent auditors of Vishay.
23.2	Consent of Ernst & Young LLP, independent auditors of Siliconix.
23.3	Consent of Kramer Levin Naftalis & Frankel LLP (contained in Exhibits 5.1 and 8.1).

EXHIBIT
NUMBER

DESCRIPTION OF DOCUMENT

- 24.1 Power of Attorney (contained on the signature page hereto).
- 99.1 Letter of Transmittal.
- 99.2 Form of Notice of Guaranteed Delivery.
- 99.3 Form of Letter from Vishay TEMIC to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- 99.4 Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees to Clients.
- 99.5 Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- 99.6 Summary Advertisement as published in The Wall Street Journal on May 25, 2001.
- 99.7 Request from Vishay TEMIC for stockholder list of Siliconix incorporated.
- 99.8 Complaint titled Robert C. Dickenson v. Vishay Intertechnology Inc., Vishay TEMIC Semiconductor Acquisition Holding Corp., Siliconix incorporated, King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
- 99.9 Complaint titled Moshe Miller v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc., filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
- 99.10 Complaint titled Mathew Delaney v. Vishay Intertechnology, Inc., Vishay TEMIC Semiconductor Acquisition Holding Corp., Siliconix incorporated, King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
- 99.11 Complaint titled Steven Goldstein v. Siliconix incorporated, Vishay Intertechnology, Inc., Michael A. Rosenberg, Mark B. Segall, King Owyang, Everett Arndt, Lori Lipcaman and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
- 99.12 Complaint titled Goldplate Investment Partners v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc., filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
- 99.13 Complaint titled Barry Feldman v. Michael Rosenberg, Mark B. Segall, King Owyang, Everett Arndt, Lori Lipcaman, Glyndwr Smith, Vishay Intertechnology, Inc., and Siliconix incorporated, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
- 99.14 Complaint titled Robert Mullin v. Vishay Intertechnology, Inc., Vishay TEMIC Semiconductor Acquisition Holding Corp., Siliconix Holding incorporated, King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
- 99.15 Complaint titled Mohammed Yassin V. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc., filed on February 26, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
- 99.16 Copy of complaint titled Griffin Portfolio Management Corp. v. Siliconix incorporated, Vishay Intertechnology, Inc., Michael Rosenberg, Mark B. Segall, King Owyang Ph.D., Everett Arndt, Lori Lipcaman and Glyndwr Smith, filed on February 27, 2001 in the Chancery Court of the State of Delaware, County of New Castle.

EXHIBIT NUMBER -----	DESCRIPTION OF DOCUMENT -----
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- 99.17 Complaint titled Jonathan Rex v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Vishay Intertechnology, Inc., Felix Zandman, Avi Eden, Gerald Paul, Richard N. Grubb, Robert A. Freece, Eliyahu Hurvitz, Edward B. Shils, Luella B. Slaner, Mark I. Solomon, Jean-Claude-Tine and Does 1 through 100, Inclusive, filed on February 23, 2001 in the State Court of the State of California, County of Santa Clara.
- 99.18 Complaint filed Crandon Capital Partners v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc. and Does 1 through 100, Inclusive, filed on February 27, 2001 in the State Court of the State of California, County of Santa Clara.
- 99.19 Complaint titled Raymond L. Fitzgerald v. Vishay Intertechnology, Inc., Everett Arndt, Lori Lipcaman, King Owyang, Michael Rosenberg, Mark Segall, Glyndwr Smith and Siliconix incorporated, filed on March 8, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
- 99.20 Press release of Vishay announcing commencement of the offer, dated May 25, 2001.

ITEM 22. UNDERTAKINGS

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the maximum aggregate offering price may be reflected in the form of a prospectus filed with the SEC pursuant to Rule 424(b) under the Securities Act, if in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

(2) That, for the purposes of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The Registrant undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

The Registrant undertakes that prior to any public offering of the securities registered hereunder through use of a prospectus which is a part of this registration statement, by any person or party who is

deemed to be an underwriter within the meaning of Rule 145(c), such offering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.

The Registrant undertakes that every prospectus: (i) that is filed pursuant to the paragraph immediately preceding, or (ii) that purports to meet the requirements of Section 10(a)(3) of the Securities Act and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned Registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11 or 13 of this form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

The undersigned Registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Malvern, State of Pennsylvania, on the 25th day of May, 2001.

VISHAY INTERTECHNOLOGY, INC.

By: /s/ FELIX ZANDMAN

Felix Zandman
Director, Chairman of the Board and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned constitutes and appoints Felix Zandman and Avi D. Eden, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign this registration statement (including all pre-effective and post-effective amendments thereto and all registration statements filed pursuant to Rule 426(b) which incorporate this registration statement by reference), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on May 25, 2001 in the capacities indicated below.

SIGNATURE

TITLE

By: /s/ FELIX ZANDMAN

Felix Zandman

Director, Chairman of the Board and
Chief Executive Officer
(Principal Executive Officer)

By: /s/ AVI D. EDEN

Avi D. Eden

Director, Vice-Chairman of the Board,
Executive Vice President
and General Counsel

By: /s/ GERALD PAUL

Gerald Paul

Director, President and
Chief Operating Officer

By: /s/ RICHARD N. GRUBB

Richard N. Grubb

Director, Executive Vice President,
Treasurer and Chief Financial Officer
(Principal Financial and Accounting Officer)

By: /s/ ROBERT A. FREECE

Robert A. Freece

Director and
Senior Vice President

SIGNATURE

TITLE

By: /s/ ELIYAHU HURVITZ

Eliyahu Hurvitz

Director

By: /s/ EDWARD B. SHILS

Edward B. Shils

Director

By: /s/ ZVI SHOSHANI

Zvi Shoshani

Director

By: /s/ LUELLA B. SLANER

Luella B. Slaner

Director

By: /s/ MARK I. SOLOMON

Mark I. Solomon

Director

By: /s/ JEAN-CLAUDE TINE

Jean-Claude Tine

Director

By: /s/ MARC ZANDMAN

Marc Zandman

Director

By: /s/ RUTA ZANDMAN

Ruta Zandman

Director

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION OF DOCUMENT
5.1	Opinion of Kramer Levin Naftalis & Frankel LLP regarding the validity of the Vishay common stock registered hereunder
8.1	Tax Opinion of Kramer Levin Naftalis & Frankel LLP
23.1	Consent of Ernst & Young LLP, independent auditors of Vishay
23.2	Consent of Ernst & Young LLP, independent auditors of Siliconix
23.3	Consent of Kramer Levin Naftalis & Frankel LLP (contained in Exhibits 5.1 and 8.1).
24.1	Power of Attorney (contained on the signature page hereto)
99.1	Letter of Transmittal
99.2	Form of Notice of Guaranteed Delivery
99.3	Form of Letter from Vishay TEMIC to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
99.4	Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees to Clients
99.5	Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9
99.6	Summary Advertisement as published in The Wall Street Journal on May 25, 2001.
99.7	Request from Vishay TEMIC for stockholder list of Siliconix incorporated
99.8	Complaint titled Robert C. Dickenson v. Vishay Intertechnology Inc., Vishay TEMIC Semiconductor Acquisition Holding Corp., Siliconix incorporated, King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
99.9	Complaint titled Moshe Miller v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc., filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
99.10	Complaint titled Mathew Delaney v. Vishay Intertechnology, Inc., Vishay TEMIC Semiconductor Acquisition Holding Corp., Siliconix incorporated, King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
99.11	Complaint titled Steven Goldstein v. Siliconix incorporated, Vishay Intertechnology, Inc., Michael A. Rosenberg, Mark B. Segall, King Owyang Ph.D., Everett Arndt, Lori Lipcaman and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
99.12	Complaint titled Goldplate Investment Partners v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc., filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
99.13	Complaint titled Barry Feldman v. Michael Rosenberg, Mark B. Segall, King Owyang, Everett Arndt, Lori Lipcaman, Glyndwr Smith, Vishay Intertechnology, Inc., and Siliconix incorporated, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
99.14	Complaint titled Robert Mullin v. Vishay Intertechnology, Inc., Vishay TEMIC Semiconductor Acquisition Holding Corp., Siliconix incorporated, King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg and Glyndwr Smith, filed on February 23, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
99.15	Complaint titled Mohammed Yassin V. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc., filed on February 26, 2001 in the Chancery Court of the State of Delaware, County of New Castle.

EXHIBIT
NUMBER

DESCRIPTION OF DOCUMENT

-
- 99.16 Copy of complaint titled Griffin Portfolio Management Corp. v. Siliconix incorporated, Vishay Intertechnology, Inc., Michael Rosenberg, Mark B. Segall, King Owyang Ph.D., Everett Arndt, Lori Lipcaman and Glyndwr Smith, filed on February 27, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
- 99.17 Complaint titled Jonathan Rex v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Vishay Intertechnology, Inc., Felix Zandman, Avi Eden, Gerald Paul, Richard N. Grubb, Robert A. Freece, Eliyahu Hurvitz, Edward B. Shils, Luella B. Slaner, Mark I. Solomon, Jean-Claude-Tine and Does 1 through 100, Inclusive, filed on February 23, 2001 in the State Court of the State of California, County of Santa Clara.
- 99.18 Complaint filed Crandon Capital Partners v. King Owyang, Everett Arndt, Lori Lipcaman, Michael Rosenberg, Mark Segall, Glyndwr Smith, Siliconix incorporated and Vishay Intertechnology, Inc. and Does 1 through 100, Inclusive, filed on February 27, 2001 in the State Court of the State of California, County of Santa Clara.
- 99.19 Complaint titled Raymond L. Fitzgerald v. Vishay Intertechnology, Inc., Everett Arndt, Lori Lipcaman, King Owyang, Michael Rosenberg, Mark Segall, Glyndwr Smith and Siliconix incorporated, filed on March 8, 2001 in the Chancery Court of the State of Delaware, County of New Castle.
- 99.20 Press release of Vishay announcing commencement of the offer, dated May 25, 2001.

KRAMER LEVIN NAFTALIS & FRANKEL LLP

919 THIRD AVENUE

NEW YORK, N.Y. 10022 - 3852

May 25, 2001

47, Avenue Hoche
75008 Paris
France

TEL (212) 715-9100
FAX (212) 715-8000

Vishay Intertechnology, Inc.
63 Lincoln Highway
Malvern, PA 19355

Ladies and Gentlemen:

We have acted as counsel to Vishay Intertechnology, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-4 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), relating to the issuance by the Company of up to 8,784,438 shares of common stock, par value \$0.10 per share in connection with the offering described in the Registration Statement (the "Shares"). The Company will offer, through Vishay TEMIC Semiconductor Acquisition Holdings Corp., a wholly-owned subsidiary of the Company, to exchange (the "Exchange Offer") the Shares for all of the outstanding shares of common stock, par value \$0.01 per share, of Siliconix incorporated that the Company and its subsidiaries do not own (the "Siliconix Common Shares").

We have examined the Registration Statement. We also have examined the originals, or duplicates or certified or conformed copies, of such records, agreements, instruments and other documents and have made such other and further investigations as we have deemed relevant and necessary in connection with the opinions expressed herein. As to questions of fact material to this opinion, we have relied upon the certificates of public officials and of officers and representatives of the Company.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies, and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualifications and limitations stated herein, we are of the opinion that (1) when the Board of Directors of the Company has taken all necessary corporate action to authorize and approve the issuance of the Shares and (2) upon delivery of the Siliconix Common Shares in exchange for the Shares in accordance with the Exchange Offer, the Shares will be validly issued, fully paid and nonassessable.

We are members of the Bar of the State of New York, and we do not express any opinion herein concerning any law other than the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing) and the federal law of the United States.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus included in the Registration Statement.

Very truly yours,

Kramer Levin Naftalis & Frankel LLP

KRAMER LEVIN NAFTALIS & FRANKEL LLP

919 THIRD AVENUE

NEW YORK, N.Y. 10022 - 3852

47, Avenue Hoche
75008 Paris
France

TEL (212) 715-9100
FAX (212) 715-8000

May 25, 2001

Vishay Intertechnology, Inc.
63 Lincoln Highway
Malvern, Pennsylvania 19355-2121

Ladies and Gentlemen:

We have acted as tax advisors to Vishay TEMIC Semiconductor Acquisition Holdings Corp., a Delaware corporation ("Acquiror"), a direct wholly owned subsidiary of Vishay Intertechnology, Inc., a Delaware corporation ("Parent"), in connection with the exchange offer (the "Offer") described in the prospectus included on Form S-4 filed by Parent with the Securities and Exchange Commission (the "Prospectus"). The Offer is an offer by Acquiror to exchange common stock of Parent ("Parent Common Stock") for all of the issued and outstanding shares of Siliconix Incorporated, a Delaware corporation (the "Company," and such shares, the "Company Common Stock"), other than Company Common Stock held by Acquiror. Following the Offer, Acquiror intends to contribute all of its shares of Company Common Stock to a direct wholly owned subsidiary of Acquiror ("Merger Sub"), and merge Merger Sub with and into the Company (the "Merger," and together with the Offer, the "Transaction"). All capitalized terms, unless otherwise defined, have the meanings assigned to them in the Prospectus.

For purposes of the opinion set forth below, we have reviewed and relied upon (i) the Prospectus, and (ii) such other documents, records, and instruments as we have deemed necessary or appropriate in order to enable us to render our opinion. In rendering our opinion, we have assumed the absence of material changes in facts or law between the date hereof and the consummation of the Offer (the "Closing Time") and the closing of the Merger, if consummated (the "Effective Time"). In addition, in rendering our opinion we have relied upon certain written statements and representations made to us by the Parent and Acquiror ("Certified Representations") dated the date hereof, and we have assumed that such statements and representations will be complete and accurate as of the Closing Time and as of the Effective Time. In addition, we have relied upon certain statements, representations and covenants contained in the Prospectus, which we have neither investigated nor verified. We have assumed that all such statements and representations are true, correct, complete and not breached, and that no

Vishay Intertechnology, Inc.

May 25, 2001

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actions that are inconsistent with such statements and representations will be taken. We have also assumed that all representations made in the Certified Representations "to the best knowledge of" any persons will be true, correct, and complete as if made without such qualification.

In addition, we have assumed that (i) the Offer will be conducted as described in the Prospectus (including satisfaction of all covenants and conditions to the obligations of Parent and Acquiror without amendment or waiver thereof in any respect prior to the consummation of the Offer), (ii) the Merger, if consummated, will qualify as a statutory merger under the laws of the State of Delaware; (iii) each of the Company, Parent and Acquiror will comply with all reporting obligations with respect to the Transaction required under the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury regulations promulgated thereunder (the "Regulations"); and (iv) the documents and instruments referred to in the Prospectus are valid and binding in accordance with their terms. Any inaccuracy in, or breach of, any of the aforementioned statements, representations, and assumptions, could adversely affect our opinion. No ruling has been (or will be) sought from the Internal Revenue Service (the "Service") by the Company, Parent, Acquiror or, we understand, any other party as to the United States federal income tax consequences of any aspect of the Offer and Merger. The opinion expressed herein is not binding on the Service or any court, and there can be no assurance that the Service or a court of competent jurisdiction will not disagree with such opinion.

In rendering our opinion, we have considered applicable provisions of the Code, the Regulations, pertinent judicial authorities, rulings of the Service and such other authorities as we considered relevant. It should be noted that such laws, Code, Regulations, judicial decisions and administrative interpretations are subject to change at any time and, in some circumstances with retroactive effect. A material change in any of the authorities upon which our opinion is based could adversely affect our opinion.

Based upon and subject to the foregoing as well as the limitations set forth below, it is our opinion, under presently applicable United States federal income tax law, that the exchange of Company Common Stock for Parent Common Stock in the Offer and, if consummated, the Merger will constitute a reorganization within the meaning of Section 368(a) of the Code, and that each of Acquiror, Parent and the Company will be a party to the reorganization within the meaning of Section 368(b) of the Code. In addition, the statements contained in the section of the Prospectus entitled "THE OFFER -- Material U.S. Federal Income Tax Consequences" constitute our opinion as to the material United States federal income tax consequences of the exchange of Company Common Stock for Parent Common Stock in the Offer and Merger.

No opinion is expressed as to any matter not specifically addressed above. Also, no opinion is expressed as to the tax consequences of any of the transactions under any state, local or non-U.S. tax law. Furthermore, our opinion is based on current United States federal income tax law and administrative interpretations, and we do not undertake to advise you as to any changes after the date hereof in federal income tax law or administrative interpretations that may affect our opinion unless we are specifically asked to do so.

Vishay Intertechnology, Inc.

May 25, 2001

Page 3

We hereby consent to the filing of this opinion as an exhibit to the aforementioned Prospectus and to the reference to this firm under the caption "THE OFFER -- Material U.S. Federal Income Tax Consequences" in the Prospectus. The giving of this consent, however, does not constitute an admission that we are "experts" within the meaning of Section 11 of the Securities Act of 1933, as amended, or within the category of persons whose consent is required by Section 7 of such Act.

This opinion is being delivered to you as contemplated by the terms of the Offer and for the purpose of being included as an exhibit to the Registration Statement of which the Prospectus is a part and, except as set forth above, may not be circulated, quoted or otherwise referred to for any other purpose without our written consent.

Very truly yours,

Kramer Levin Naftalis & Frankel LLP

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-4) and related Prospectus of Vishay Intertechnology, Inc. for the offer to exchange shares of Vishay common stock for shares of Siliconix common stock and to the incorporation by reference therein of our report dated February 5, 2001 (except for Note 17 as to which the date is March 8, 2001), with respect to the consolidated financial statements of Vishay Intertechnology, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2000, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Philadelphia, Pennsylvania
May 24, 2001

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-4) and related Prospectus of Vishay Intertechnology, Inc. for the offer to exchange shares of Vishay common stock for shares of Siliconix common stock and to the incorporation by reference therein of our report dated January 19, 2001, with respect to the consolidated financial statements of Siliconix incorporated included in its Annual Report (Form 10-K) for the year ended December 31, 2000, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
San Jose, California
May 24, 2001

LETTER OF TRANSMITTAL
TO TENDER OUTSTANDING SHARES OF COMMON STOCK
OF
SILICONIX INCORPORATED
TO
VISHAY TEMIC SEMICONDUCTOR ACQUISITION HOLDINGS CORP.

IN EXCHANGE FOR
1.5 SHARES OF COMMON STOCK OF
VISHAY INTERTECHNOLOGY, INC.

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT,
NEW YORK CITY TIME, ON FRIDAY, JUNE 22, 2001, UNLESS THE OFFER IS EXTENDED.

The Exchange Agent for the Offer is:

AMERICAN STOCK TRANSFER & TRUST COMPANY

By Mail:
Reorganization Department
59 Maiden Lane
New York, NY 10038

By Overnight Delivery:
Reorganization Department
59 Maiden Lane
New York, NY 10038

By Hand Delivery:
Reorganization Department
59 Maiden Lane
New York, NY 10038

Facsimile Transmission (for eligible institutions only):

(718)-234-5001

Confirm Receipt of Facsimile by Telephone Only:

(718) 921-8100

DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET
FORTH ABOVE OR TRANSMISSION OF INSTRUCTIONS VIA FACSIMILE TO A NUMBER OTHER THAN
AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY TO THE EXCHANGE AGENT.
YOU MUST SIGN THIS LETTER OF TRANSMITTAL WHERE INDICATED BELOW AND COMPLETE THE
SUBSTITUTE W-9 FORM PROVIDED BELOW.

NOTE: SIGNATURES MUST BE PROVIDED BELOW.
PLEASE READ THE INSTRUCTIONS SET FORTH IN THIS
LETTER OF TRANSMITTAL CAREFULLY.

[] CHECK HERE IF SHARES ARE BEING DELIVERED BY BOOK-ENTRY TRANSFER MADE TO THE
ACCOUNT MAINTAINED BY THE EXCHANGE AGENT WITH THE BOOK-ENTRY TRANSFER
FACILITY AND COMPLETE THE FOLLOWING:

Name of Tendering Institution

DTC Participant Number

Transaction Code Number

[] CHECK HERE IF SHARES ARE BEING DELIVERED PURSUANT TO A NOTICE OF GUARANTEED
DELIVERY PREVIOUSLY SENT TO THE EXCHANGE AGENT AND COMPLETE THE FOLLOWING:

Name(s) of Registered Holder(s):

Window Ticket Number (if any) or DTC Participant Number:

Date of Execution of Notice of Guaranteed Delivery:

Name of Institution that Guaranteed Delivery:

Ladies and Gentlemen:

The undersigned hereby delivers to Vishay TEMIC the above-described shares of Common Stock, pursuant to Vishay TEMIC's offer to exchange 1.5 Vishay Common Shares for each outstanding Siliconix Share, upon the terms and subject to the conditions set forth in the Prospectus and this Letter of Transmittal.

Upon the terms and subject to the conditions of the Offer (and if the Offer is extended or amended, the terms of any such extension or amendment), subject to, and effective upon, acceptance of the Siliconix Shares tendered herewith in accordance with the terms of the Offer, the undersigned hereby sells, assigns and transfers to Vishay TEMIC, all right, title and interest in and to all of the Siliconix Shares that are being tendered hereby (and any and all other Siliconix Shares or other securities issued or issuable in respect thereof on or after May 25, 2001 (collectively, "Distributions")) and irrevocably constitutes and appoints the Exchange Agent the true and lawful agent and attorney-in-fact of the undersigned with respect to such Siliconix Shares (and all Distributions), with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest), to (i) deliver certificates for such Siliconix Shares (and any and all Distributions), or transfer ownership of such Siliconix Shares (and any and all Distributions) on the account books maintained by the Book-Entry Transfer Facility, together, in any such case, with all accompanying evidences of transfer and authenticity, to, or upon the order of Vishay TEMIC, (ii) present such Siliconix Shares (and any and all Distributions) for transfer on the books of Siliconix, and (iii) receive all benefits and otherwise exercise all rights of beneficial ownership of such Siliconix Shares (and any and all Distributions), all in accordance with the terms of the Offer.

By executing this Letter of Transmittal, the undersigned hereby irrevocably appoints the designees of Vishay TEMIC, and each of them, as the attorneys-in-fact and proxies of the undersigned, each with full power of substitution and resubstitution, to vote at any annual or special meeting of Siliconix's stockholders or any adjournment or postponement thereof or otherwise in such manner as each such attorney-in-fact and proxy or his substitute shall in his sole discretion deem proper, to execute any written consent concerning any matter as each such attorney-in-fact and proxy or his substitute shall in his sole discretion deem proper with respect to, and to otherwise act as each such attorney-in-fact and proxy or his substitute shall in his sole discretion deem proper with respect to, all of the Siliconix Shares (and any and all Distributions) tendered hereby and accepted for exchange by Vishay TEMIC. This appointment will be effective if and when, and only to the extent that, Vishay TEMIC accepts such Siliconix Shares for exchange pursuant to the Offer. This power of attorney and proxy are irrevocable and are granted in consideration of the acceptance for exchange of such Siliconix Shares in accordance with the terms of the Offer. Such acceptance for exchange shall, without further action, revoke any prior powers of attorney and proxies granted by the undersigned at any time with respect to such Siliconix Shares (and any and all Distributions), and no subsequent powers of attorney, proxies, consents or revocations may be given by the undersigned with respect thereto (and, if given, will not be deemed effective). Vishay TEMIC reserves the right to require that, in order for Siliconix Shares (or other Distributions) to be deemed validly tendered, immediately upon Vishay TEMIC's acceptance for exchange of such Siliconix Shares, Vishay TEMIC or its designee must be able to exercise full voting, consent and other rights with respect to such Siliconix Shares (and any and all Distributions), including voting at any meeting of Siliconix's stockholders.

The undersigned hereby represents and warrants that the undersigned has full power and authority to tender, sell, assign and transfer the Siliconix Shares tendered hereby and all Distributions, that the undersigned owns the Siliconix Shares tendered hereby, and that when the same are accepted for exchange by Vishay TEMIC, Vishay TEMIC will acquire good, marketable and unencumbered title thereto and to all Distributions, free and clear of all liens, restrictions, charges and encumbrances and the same will not be subject to any adverse claims. The undersigned will, upon request, execute and deliver any additional documents deemed by the Exchange Agent or Vishay TEMIC to be necessary or desirable to complete the sale, assignment and transfer of the Siliconix Shares tendered hereby and all Distributions. In addition, the undersigned shall remit and transfer promptly to the Exchange Agent for the account of Vishay TEMIC all Distributions in respect of the Siliconix Shares tendered hereby, accompanied by appropriate documentation of transfer, and, pending such remittance and transfer or appropriate assurance thereof, Vishay TEMIC shall be entitled to all rights and privileges as owner of each such Distribution and may choose not to exchange the Siliconix Shares tendered hereby or may reduce from the total consideration due, the amount or value of such Distribution as determined by Vishay TEMIC in its sole discretion.

The undersigned represents and warrants that the undersigned has read and agrees to all the terms and conditions of the Offer. All authority herein conferred or agreed to be conferred shall survive the death or incapacity of the undersigned, and any obligation of the undersigned hereunder shall be binding upon the heirs, executors, administrators, personal representatives, trustees in bankruptcy, successors and assigns of the undersigned. Except as stated in the Prospectus, this tender is irrevocable.

The undersigned understands that the valid tender of Siliconix Shares pursuant to any one of the procedures described in the Prospectus under "The Offer -- Procedure for Tendering Shares" and in the Instructions hereto will constitute a binding agreement between the undersigned and Vishay TEMIC upon the terms and subject to the conditions of the Offer (and if the Offer is extended or amended, the terms or conditions of any such extension or amendment). The undersigned recognizes that under certain circumstances set forth in the Prospectus, Vishay TEMIC may not be required to accept for exchange any of the Siliconix Shares tendered hereby.

The undersigned understands that no fraction of a Vishay Common Share will be issued. Instead, each tendering stockholder who would otherwise be entitled to a fraction of a Vishay Common Share, after combining all fractional shares to which such stockholder would otherwise be entitled, will receive cash in an amount equal to the product obtained by multiplying (i) the fraction of a Vishay Common Share to which the holder would otherwise be entitled by (ii) the closing price of Vishay Common Shares as reported on the NYSE on the expiration date of the Offer.

Unless otherwise indicated under "Special Issuance Instructions," please issue the Vishay Common Shares, issue any check for cash in lieu of a fraction of a Vishay Common Share and issue any certificates for Siliconix Shares not tendered or not accepted for exchange (and any accompanying documents, as appropriate), in the name(s) of the registered holder(s) appearing above under "Description of Shares Tendered." Similarly, unless otherwise indicated under "Special Delivery Instructions," please deliver documentation evidencing the Vishay Common Shares, deliver any check for cash in lieu of a fraction of a Vishay Common Share and return any certificates for Siliconix Shares not tendered or not accepted for exchange (and any accompanying documents, as appropriate) to the address of the registered holder(s) appearing above under "Description of Shares Tendered." In the event that the box entitled "Special Issuance Instructions" and/or the box entitled "Special Delivery Instructions" are completed, please issue the Vishay Common Shares (and the documentation evidencing same), any check for cash in lieu of a fraction of a Vishay Common Share and any certificates for Siliconix Shares not tendered or not accepted for exchange (and any accompanying documents, as appropriate), in the name of, and/or deliver said documentation and check and return such certificates to, the person or persons so indicated. Unless otherwise indicated herein in the box entitled "Special Issuance Instructions," please credit any Siliconix Shares tendered herewith by book-entry transfer that are not accepted for exchange by crediting the account at the Book-Entry Transfer Facility designated above. The undersigned recognizes that Vishay TEMIC has no obligation, pursuant to the "Special Issuance Instructions," to transfer any Siliconix Shares from the name of the registered holder thereof if Vishay TEMIC does not accept for exchange any or all of the Siliconix Shares so tendered.

[] CHECK HERE IF SPECIAL ISSUANCE INSTRUCTIONS APPLY

SPECIAL ISSUANCE INSTRUCTIONS
(SEE INSTRUCTIONS 1, 5, 6 AND 7)

To be completed ONLY (i) if the Vishay Common Shares delivered in the Offer, and any check for cash in lieu of a fraction of a Vishay Common Share, are to be issued in the name of someone other than the undersigned, (ii) if certificates for the Siliconix Shares not tendered or not accepted for exchange are to be issued in the name of someone other than the undersigned or (iii) if Siliconix shares tendered hereby and delivered by book-entry transfer that are not accepted for exchange are to be returned by credit to an account maintained at a Book-Entry Transfer Facility other than the account indicated above.

Name -----

(PLEASE PRINT)

Address -----

(ZIP CODE)

Taxpayer Identification or

Social Security Number -----

(SEE SUBSTITUTE FORM W-9)

Credit the shares tendered by book-entry transfer that are not accepted for exchange to DTC to the account set forth below:

(ACCOUNT NUMBER)

[] CHECK HERE IF SPECIAL DELIVERY INSTRUCTIONS APPLY

SPECIAL DELIVERY INSTRUCTIONS
(SEE INSTRUCTIONS 1, 5, 6 AND 7)

To be completed ONLY if (i) documentation evidencing Vishay Common Shares delivered in the Offer and any check for cash in lieu of a fraction of a Vishay Common Share and (ii) certificates for the Siliconix Shares not tendered or not accepted for exchange are to be sent to someone other than the undersigned or to the undersigned at an address other than that shown under "Description of Shares Tendered."

Name -----

(PLEASE PRINT)

Address -----

(ZIP CODE)

Taxpayer Identification or

Social Security Number -----

(SEE SUBSTITUTE FORM W-9)

IMPORTANT: STOCKHOLDERS SIGN HERE
(PLEASE COMPLETE SUBSTITUTE FORM W-9 BELOW)

SIGNATURE(S) OF STOCKHOLDER(S)

Dated -----, 2001

Name(s) -----

(PLEASE PRINT)

Capacity (full title) -----
(SEE INSTRUCTION 5)

Address -----
(INCLUDE ZIP CODE)

Area Code and Telephone No. -----

Taxpayer Identification
or
Social Security Number -----
(SEE SUBSTITUTE FORM W-9)

(Must be signed by registered holder(s) exactly as name(s) appear(s) on Siliconix Share certificate(s) or on a security position listing or by person(s) authorized to become registered holder(s) by certificates and documents transmitted herewith. If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, please set forth full title and see Instruction 5.)

GUARANTEE OF SIGNATURE(S)

Name of Firm ----- (IF REQUIRED; SEE INSTRUCTIONS 2 AND 5) FOR USE BY
Address ----- ELIGIBLE INSTITUTIONS ONLY. PLACE MEDALLION GUARANTEE IN
----- SPACE BELOW:
(INCLUDE ZIP CODE)

Authorized Signature -----

Name(s) -----

Area Code and Telephone Number -----

Dated -----, 2001

INSTRUCTIONS FORMING PART OF THE TERMS AND CONDITIONS OF THE OFFER

1. DELIVERY OF LETTER OF TRANSMITTAL AND SHARES; GUARANTEED DELIVERY PROCEDURES. This Letter of Transmittal is to be completed by stockholders of Siliconix either (i) if Siliconix Share certificates are to be forwarded to the Exchange Agent or (ii) unless an Agent's Message is utilized, if delivery of Siliconix Shares is to be made by book-entry transfer pursuant to the procedures set forth herein and in the Prospectus under "The Offer -- Procedure for Tendering Shares."

For a stockholder to validly tender Siliconix Shares pursuant to the Offer, either (a) a properly completed and duly executed Letter of Transmittal (or a manually signed facsimile thereof), together with any required signature guarantees or an Agent's Message (in connection with book-entry transfer) and any other required documents, must be received by the Exchange Agent at one of its addresses set forth herein prior to the expiration date and either (i) certificates for tendered Siliconix Shares must be received by the Exchange Agent at one of such addresses prior to the expiration date or (ii) Siliconix Shares must be delivered pursuant to the procedures for book-entry transfer set forth herein and in the Prospectus under "The Offer -- Procedure for Tendering Shares" and a book-entry confirmation must be received by the Exchange Agent prior to the expiration date or (b) the tendering stockholder must comply with the guaranteed delivery procedures set forth herein and in the Prospectus under "The Offer -- Guaranteed Delivery."

Stockholders whose certificates for Siliconix Shares are not immediately available or who cannot deliver their certificates and all other required documents to the Exchange Agent prior to the expiration date or who cannot comply with the book-entry transfer procedures on a timely basis may tender their Siliconix Shares by properly completing and duly executing the Notice of Guaranteed Delivery pursuant to the guaranteed delivery procedure set forth herein and in the Prospectus under "The Offer -- Guaranteed Delivery."

Pursuant to such guaranteed delivery procedures, (i) such tender must be made by or through an Eligible Institution, (ii) a properly completed and duly executed Notice of Guaranteed Delivery, substantially in the form provided by Vishay TEMIC, must be received by the Exchange Agent prior to the expiration date and (iii) the certificates for all tendered Siliconix Shares, in proper form for transfer (or a book-entry confirmation with respect to all tendered Siliconix Shares), together with a properly completed and duly executed Letter of Transmittal (or a properly completed and manually signed facsimile thereof), with any required signature guarantees, or, in the case of a book-entry transfer, an Agent's Message, and any other required documents must be received by the Exchange Agent within three (3) Nasdaq National Market trading days after the date of execution of such Notice of Guaranteed Delivery.

The term "Agent's Message" means a message, transmitted by the Book-Entry Transfer Facility to, and received by, the Exchange Agent and forming a part of a book-entry confirmation, which states that the Book-Entry Transfer Facility has received an express acknowledgment from the participant in the Book-Entry Transfer Facility tendering the Siliconix Shares, that such participant has received and agrees to be bound by the terms of the Letter of Transmittal and that Vishay TEMIC may enforce such agreement against the participant.

THE METHOD OF DELIVERY OF THE SILICONIX SHARES, THIS LETTER OF TRANSMITTAL, THE CERTIFICATE(S) REPRESENTING SILICONIX SHARES AND ALL OTHER REQUIRED DOCUMENTS, INCLUDING DELIVERY THROUGH THE BOOK-ENTRY TRANSFER FACILITY, IS AT THE OPTION AND SOLE RISK OF THE TENDERING STOCKHOLDER. THE DELIVERY WILL BE DEEMED MADE ONLY WHEN ACTUALLY RECEIVED BY THE EXCHANGE AGENT (INCLUDING, IN THE CASE OF A BOOK-ENTRY TRANSFER, BY BOOK-ENTRY CONFIRMATION). IF DELIVERY IS BY MAIL, REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED, IS RECOMMENDED. IN ALL CASES, SUFFICIENT TIME SHOULD BE ALLOWED TO ENSURE TIMELY DELIVERY.

No alternative, conditional or contingent tenders will be accepted, and no fractional Vishay Common Shares will be issued. All tendering stockholders, by executing this Letter of Transmittal (or a manually signed facsimile thereof), waive any right to receive any notice of acceptance of their Siliconix Shares for exchange.

2. GUARANTEE OF SIGNATURES. No signature guarantee is required on this Letter of Transmittal (i) if this Letter of Transmittal is signed by the registered holder(s) of Siliconix Shares (which term, for purposes of this document, shall include any participant in the Book-Entry Transfer Facility whose name appears on a security position listing as the owner of Siliconix Shares) tendered herewith, unless such holder(s) has completed either the box entitled "Special Issuance Instructions" or the box entitled "Special Delivery Instructions," or (ii) if such Siliconix Shares are

tendered for the account of a firm which is a bank, broker, dealer, credit union, savings association or other entity which is a member in good standing of a recognized Medallion Program approved by the Securities Transfer Association Inc., including the Securities Transfer Agent's Medallion Program (STAMP), the Stock Exchange Medallion Program (SEMP) and the New York Stock Exchange Medallion Signature Program (MSP) or any other "eligible guarantor institution" (as defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended) (each of the foregoing, an "Eligible Institution"). In all other cases, all signatures on this Letter of Transmittal must be guaranteed by an Eligible Institution. See Instruction 5 of this Letter of Transmittal.

3. INADEQUATE SPACE. If the space provided herein under "Description of Shares Tendered" is inadequate, the number of Siliconix Shares tendered and the share certificate numbers with respect to such Siliconix Shares should be listed on a separate signed schedule attached hereto.

4. PARTIAL TENDERS (NOT APPLICABLE TO STOCKHOLDERS WHO TENDER BY BOOK-ENTRY TRANSFER). If fewer than all the Siliconix Shares evidenced by any Siliconix Share certificate delivered to the Exchange Agent herewith are to be tendered hereby, fill in the number of Siliconix Shares that are to be tendered in the box entitled "Total Number of Shares Tendered." In any such case, new certificate(s) for the remainder of the Siliconix Shares that were evidenced by the old certificates will be sent to the registered holder, unless otherwise provided in the appropriate box on this Letter of Transmittal, as soon as practicable after the expiration date or the termination of the Offer. All Siliconix Shares represented by certificates delivered to the Exchange Agent will be deemed to have been tendered unless otherwise indicated.

5. SIGNATURES ON LETTER OF TRANSMITTAL; STOCK POWERS AND ENDORSEMENTS. If this Letter of Transmittal is signed by the registered holder(s) of the Siliconix Shares tendered hereby, the signature(s) must correspond with the name(s) as written on the face of the certificate(s) without alteration, enlargement or any change whatsoever.

If any of the Siliconix Shares tendered hereby are held of record by two or more joint owners, all such owners must sign this Letter of Transmittal.

If any of the tendered Siliconix Shares are registered in different names on several certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of certificates.

If this Letter of Transmittal or any share certificate or stock power is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, such person should so indicate when signing, and proper evidence satisfactory to Vishay TEMIC of the authority of such person so to act must be submitted.

If this Letter of Transmittal is signed by the registered holder(s) of the Siliconix Shares listed and transmitted hereby, no endorsements of share certificates or separate stock powers are required unless payment or certificates for Siliconix Shares not tendered or not accepted for exchange are to be issued in the name of a person other than the registered holder(s). Signatures on any such share certificates or stock powers must be guaranteed by an Eligible Institution.

If this Letter of Transmittal is signed by a person other than the registered holder(s) of the Siliconix Shares evidenced by certificates listed and transmitted hereby, the share certificates must be endorsed or accompanied by appropriate stock powers, in either case signed exactly as the name(s) of the registered holder(s) appear(s) on the share certificates. Signature(s) on any such share certificates or stock powers must be guaranteed by an Eligible Institution.

6. STOCK TRANSFER TAXES. The amount of any required stock transfer taxes (whether imposed on the registered holder(s) or any other person) due as a result of exchange of shares in the Offer will be deducted from the overall consideration unless evidence satisfactory to Vishay TEMIC of the payment of such taxes, or exemption therefrom, is submitted.

7. SPECIAL ISSUANCE AND DELIVERY INSTRUCTIONS. If the Vishay Common Shares delivered in the Offer (or the documentation evidencing same), any check for cash in lieu of a fraction of a Vishay Common Share and certificates for Siliconix Shares not accepted for exchange or not tendered are to be issued in the name of and/or delivered to a person other than the signer of this Letter of Transmittal, or to an address other than that shown above, the appropriate boxes on this Letter of Transmittal should be completed. Any stockholder(s) delivering Siliconix Shares by book-entry transfer may request that Siliconix Shares not purchased be credited to such account maintained at the Book-Entry Transfer Facility as such stockholder(s) may designate in the box entitled "Special Issuance Instructions." If no such instructions are given, any such Siliconix Shares not purchased will be returned by crediting the account at the Book-Entry Transfer Facility designated above as the account from which such Siliconix Shares were delivered.

8. REQUESTS FOR ASSISTANCE OR ADDITIONAL COPIES. Questions and requests for assistance or additional copies of the Prospectus, this Letter of Transmittal, the Notice of Guaranteed Delivery and the Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 may be directed to the Information Agent at its address and phone number set forth below, or from your broker, dealer, commercial bank, trust company or other nominee.

9. WAIVER OF CONDITIONS. Vishay TEMIC reserves the absolute right in its sole discretion to waive the conditions to the Offer and to make any change in the terms or the conditions to the Offer, except as set forth in the Prospectus.

10. SUBSTITUTE FORM W-9. The tendering stockholder is required to provide the Exchange Agent with a correct Taxpayer Identification Number ("TIN"), generally the stockholder's U.S. social security number, individual Taxpayer Identification Number, or federal employer identification number, on the Substitute Form W-9 which is provided below, and to certify whether the stockholder is subject to backup withholding of United States federal income tax. If a tendering stockholder is subject to federal backup withholding, the stockholder must cross out item (2) of the "Certification" box of the Substitute Form W-9. Failure to provide the information on the Substitute Form W-9 may subject the tendering stockholder to a \$50 penalty imposed by the Internal Revenue Service ("IRS") and a 31% federal backup withholding tax on the payment of cash in lieu of fractional shares. If the tendering stockholder has not been issued a TIN and has applied for a number or intends to apply for a number in the near future, the stockholder should write "Applied For" in the space provided for the TIN in Part 1, check the box in Part III, and sign and date the Substitute Form W-9. If "Applied For" is written in Part I and the Exchange Agent is not provided with a TIN, the Exchange Agent will retain 31% of all reportable payments unless a TIN is provided within 60 days of the Exchange Agent's receipt of the substitute Form W-9, if the TIN is not provided such amounts shall be remitted to the IRS as backup withholding and 31% of all reportable payments made thereafter will be withheld and remitted to the IRS until a TIN is provided to the IRS.

11. LOST, DESTROYED OR STOLEN SHARE CERTIFICATES. If any certificate(s) representing Siliconix Shares has been lost, destroyed or stolen, the stockholder should promptly contact Siliconix for instruction on the steps that must be taken in order to replace the share certificate(s). This Letter of Transmittal and related documents cannot be processed until the procedures for replacing lost, destroyed or stolen share certificates have been followed.

IMPORTANT:

THIS LETTER OF TRANSMITTAL (OR A MANUALLY SIGNED FACSIMILE HEREOF) TOGETHER WITH ANY REQUIRED SIGNATURE GUARANTEES, OR, IN THE CASE OF A BOOK-ENTRY TRANSFER, AN AGENT'S MESSAGE, AND ANY OTHER REQUIRED DOCUMENTS, MUST BE RECEIVED BY THE EXCHANGE AGENT PRIOR TO THE EXPIRATION DATE AND EITHER CERTIFICATES FOR TENDERED SILICONIX SHARES MUST BE RECEIVED BY THE EXCHANGE AGENT OR SILICONIX SHARES MUST BE DELIVERED PURSUANT TO THE PROCEDURES FOR BOOK-ENTRY TRANSFER, IN EACH CASE PRIOR TO THE EXPIRATION DATE, OR THE TENDERING STOCKHOLDER MUST COMPLY WITH THE PROCEDURES FOR GUARANTEED DELIVERY.

IMPORTANT TAX INFORMATION

Under United States federal income tax law, a stockholder whose tendered Siliconix Shares are accepted for payment is required to provide the Exchange Agent (as payer) with such stockholder's correct U.S. social security number, individual taxpayer identification number, or federal employer identification number (each, a Taxpayer

Identification Number or a "TIN") on Substitute Form W-9 provided below. If such stockholder is an individual, the TIN is such person's U.S. social security number. The TIN of a resident alien who does not have and is not eligible to obtain a social security number is such person's IRS individual taxpayer identification number. If a tendering stockholder is subject to federal backup withholding, the stockholder must cross out item (2) in Part II of the Certification box on the Substitute Form W-9. If the Exchange Agent is not provided with the correct TIN, the stockholder may be subject to a \$50 penalty imposed by the IRS. In addition, any payment of cash in lieu of fractional shares that is made to such stockholder may be subject to federal backup withholding.

Certain stockholders (including, among others, all corporations and certain non-United States individuals) are not subject to federal backup withholding. In order for a non-United States individual to qualify as an exempt recipient, that stockholder must submit to the Exchange Agent a properly completed IRS Form W-8BEN, signed under penalties of perjury, attesting to that individual's exempt status. Such forms may be obtained from the Exchange Agent. Exempt stockholders, other than non-United States individuals, should furnish their TIN, write "EXEMPT" on the face of the Substitute Form W-9 below, and sign, date and return the Substitute Form W-9 to the Exchange Agent. See the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 for additional instructions.

If federal backup withholding applies, the Exchange Agent is required to withhold 31% of any payment of cash in lieu of a fractional share made to the stockholder. Federal backup withholding is not an additional tax. Rather, the tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If withholding results in an overpayment of taxes, a refund may be obtained from the IRS.

PURPOSE OF SUBSTITUTE FORM W-9

To prevent federal backup withholding on any cash payment in lieu of a fractional share that is made to a stockholder with respect to Siliconix Shares acquired pursuant to the Offer, the stockholder is required to notify the Exchange Agent of such stockholder's correct TIN by completing the Substitute Form W-9 below certifying that the TIN provided on such form is correct (or that such stockholder is awaiting a TIN) and that (i) such holder is exempt from federal backup withholding, (ii) such holder has not been notified by the IRS that such holder is subject to federal backup withholding as a result of a failure to report all interest or dividends, or (iii) the IRS has notified such holder that such holder is no longer subject to federal backup withholding (see Part II of Substitute Form W-9).

WHAT NUMBER TO GIVE THE EXCHANGE AGENT

The stockholder is required to give the Exchange Agent the TIN of the record owner of the Siliconix Shares. If the Siliconix Shares are in more than one name or are not in the name of the actual owner, consult the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 for additional guidelines on which number to report. If the tendering stockholder has not been issued a TIN and has applied for a number or intends to apply for a number in the near future, such stockholder should write "Applied For" in the space provided for in the TIN in Part I, check the box in Part III, and sign and date the Substitute Form W-9. If "Applied For" is written in Part I, the Exchange Agent will retain 31% of cash paid in lieu of a fraction of a Vishay Common Share. If a TIN is provided within 60 days of the Exchange Agent's receipt of the substitute Form W-9, then the Exchange Agent shall pay over such retained amounts to the tendering stockholder. If such TIN is not provided within such 60 day period, then the Exchange Agent shall remit the cash to the IRS.

TAXPAYER IDENTIFICATION NO. -- FOR ALL ACCOUNTS

SUBSTITUTE
FORM W-9
DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE

PART I: ENTER YOUR TAXPAYER IDENTIFICATION NUMBER IN THE
APPROPRIATE BOX AT RIGHT

Social Security Number

OR

PAYER'S REQUEST FOR
TAXPAYER IDENTIFICATION
NUMBER ("TIN")

Employer Identification
Number

For Payees exempt from backup withholding, see the enclosed Guidelines of Taxpayer Identification Number on Substitute Form W-9 and complete as instructed under "Important Tax Information" above. For most individuals and sole proprietors, this is your Social Security Number. For other entities, it is your Employer Identification Number. If you do not have a number, see "Obtaining a Number" in the enclosed guidelines. Note: if the account is in more than one name, see the chart in the enclosed guidelines to determine what number to enter.

PART II: CERTIFICATION. Under penalty of perjury, I certify that:

PART III:
Awaiting TIN
[]

- (1) the number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me);
- (2) I am not subject to backup withholding either because (a) I am exempt from backup withholding, (b) I have not been notified by the Internal Revenue Service ("IRS") that I am subject to backup withholding as a result of a failure to report all interest and dividends or (c) I have been notified by the IRS that I am no longer subject to backup withholding; and
- (3) any information provided on this form is true, correct and complete.

CERTIFICATION INSTRUCTIONS. You must cross out item (2) in part II above if you have been notified by the IRS that you are subject to backup withholding because of under-reporting interest or dividends on your tax return. However, if after being notified by the IRS that you were subject to backup withholding you received another notification from the IRS stating that you are not longer subject to backup withholding, do not cross out such item (2).

Signature ----- Date -----

NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING OF 31% OF ANY CASH PAYMENTS MADE TO YOU PURSUANT TO THE OFFER. PLEASE REVIEW ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.

YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU CHECKED
THE BOX IN PART III OF SUBSTITUTE FORM W-9.

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER. I certify under penalties of perjury that a Taxpayer Identification Number has not been issued to me, and either (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide a Taxpayer Identification Number within sixty (60) days, 31% of all reportable payments made to me including 31% of cash in lieu of a fraction of a Vishay Common Share retained by the Exchange Agent will be withheld and remitted to the IRS until I provide a number.

Signature -----

Date -----

Name (Please Print)

Any questions or requests for assistance or additional copies of the Prospectus, this Letter of Transmittal and other tender offer materials may be directed to the Information Agent at the telephone number and location listed below. Holders of Siliconix Shares may also contact their broker, dealer, commercial bank or trust company or other nominee for assistance concerning the offer.

The Information Agent for the Offer is:

[MACKENZIE PARTNERS, INC. LOGO]

156 Fifth Avenue
New York, NY 10010
Tel: (212) 929-5500 (call collect)
(800) 322-2885 (toll free)
Fax: (212) 929-0308
(212) 929-0061

NOTICE OF GUARANTEED DELIVERY
FOR TENDER OF SHARES OF COMMON STOCK
OF
SILICONIX INCORPORATED
TO
VISHAY TEMIC SEMICONDUCTOR ACQUISITION HOLDINGS CORP.,
A WHOLLY-OWNED SUBSIDIARY OF
VISHAY INTERTECHNOLOGY, INC.
IN EXCHANGE FOR
1.5 SHARES OF COMMON STOCK OF
VISHAY INTERTECHNOLOGY, INC.
(NOT TO BE USED FOR SIGNATURE GUARANTEES)

As set forth under "The Offer -- Guaranteed Delivery" in the Prospectus, dated May 25, 2001 (the "Prospectus"), this Notice of Guaranteed Delivery, or a form substantially equivalent hereto, must be used to accept the Offer (as defined herein) if certificates representing shares of common stock, par value \$0.01 per share (the "Siliconix Shares"), of Siliconix incorporated, a Delaware corporation, are not immediately available, if the procedure for book-entry transfer cannot be completed prior to the expiration date (as described in the Prospectus) or if time will not permit all required documents to reach American Stock Transfer & Trust Company (the "Exchange Agent") prior to the expiration date. This form may be delivered by hand, transmitted by facsimile transmission or mailed to the Exchange Agent as described in the Prospectus.

The Exchange Agent for the Offer is:

AMERICAN STOCK TRANSFER & TRUST COMPANY

By Mail:
Reorganization Department
59 Maiden Lane
New York, NY 10038

By Overnight Delivery:
Reorganization Department
59 Maiden Lane
New York, NY 10038

By Hand Delivery:
Reorganization Department
59 Maiden Lane
New York, NY 10038

Facsimile Transmission (for eligible institutions only):

(718) 234-5001

Confirm Receipt of Facsimile by Telephone Only:

(718) 921-8100

DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE OR TRANSMISSION OF INSTRUCTIONS VIA FACSIMILE TO A NUMBER OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY.

THIS FORM IS NOT TO BE USED TO GUARANTEE SIGNATURES. IF A SIGNATURE ON A LETTER OF TRANSMITTAL IS REQUIRED TO BE GUARANTEED BY AN "ELIGIBLE INSTITUTION" UNDER THE INSTRUCTIONS THERETO, SUCH SIGNATURE GUARANTEE MUST APPEAR IN THE APPLICABLE SPACE PROVIDED IN THE SIGNATURE BOX ON THE LETTER OF TRANSMITTAL.

Ladies and Gentlemen:

The undersigned hereby tenders to Vishay TEMIC Semiconductor Acquisition Holdings Corp., a Delaware corporation and a wholly-owned subsidiary of Vishay Intertechnology, Inc., a Delaware corporation, upon the terms and subject to the conditions set forth in the Prospectus and the related Letter of Transmittal, receipt of which is hereby acknowledged, the number of Siliconix Shares set forth below, pursuant to the guaranteed delivery procedures set forth in the Prospectus.

Dated:

- - - - -

Signature(s) of Record Holder(s)
or Authorized Signatory:

- - - - -

Name(s) of Record Holder(s):

- - - - -

Address(es):

- - - - -

Area Code and Telephone Number(s):

- - - - -

Certificate Numbers (If Available):

- - - - -

Number of Shares Tendered:

- - - - -

Account Number(s):

- - - - -

If Siliconix Shares will be tendered by book-entry transfer, please provide the following information:

Name of Tendering Institution

- - - - -

Depository Account Number

- - - - -

Transaction Code Number

- - - - -

THE GUARANTEE BELOW MUST BE COMPLETED

(NOT TO BE USED FOR SIGNATURE GUARANTEE)

The undersigned, a financial institution that is a member in good standing of a recognized Medallion Program approved by the Securities Transfer Association, Inc., including the Securities Transfer Agent's Medallion Program (STAMP), the Stock Exchange Medallion Program (SEMP) and the New York Stock Exchange Medallion Signature Program (MSP) or any other "eligible guarantor institution" (as defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended) (each of the foregoing, an "Eligible Institution"), guarantees to deliver to the Exchange Agent, at one of its addresses set forth above, certificates representing the Siliconix Shares tendered hereby, in proper form for transfer, or confirmation of book-entry transfer of such Siliconix Shares into the Exchange Agent's accounts at The Depository Trust Company, in each case with delivery of a properly completed and duly executed Letter of Transmittal (or a properly completed and manually signed facsimile thereof), with any required signature guarantees, or an "agent's message" (as defined in the Prospectus) in the case of book-entry transfer, and any other documents required by the Letter of Transmittal, within three (3) Nasdaq National Market trading days of the date hereof.

The Eligible Institution that completes this form must communicate the guarantee to the Exchange Agent and must deliver the Letter of Transmittal and certificates for Siliconix Shares to the Exchange Agent within the time period shown herein. Failure to do so could result in a financial loss to such Eligible Institution.

Name of Firm:
- - - - -

Address:
- - - - -
- - - - -

Area Code and Telephone Number:
- - - - -

Authorized Signature:
- - - - -

Title:
- - - - -

Name:
- - - - -

(PLEASE PRINT OR TYPE)

Dated:
- - - - -

NOTE: DO NOT SEND CERTIFICATES FOR SILICONIX SHARES WITH THIS NOTICE OF GUARANTEED DELIVERY. CERTIFICATES SHOULD BE SENT WITH YOUR LETTER OF TRANSMITTAL.

OFFER OF
VISHAY TEMIC SEMICONDUCTOR ACQUISITION HOLDINGS CORP.
TO EXCHANGE
1.5 SHARES OF COMMON STOCK
OF
VISHAY INTERTECHNOLOGY, INC.
FOR
EACH OUTSTANDING SHARE
OF COMMON STOCK
OF
SILICONIX INCORPORATED

PURSUANT TO THE PROSPECTUS DATED MAY 25, 2001

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT,
NEW YORK CITY TIME, ON FRIDAY JUNE 22, 2001, UNLESS THE OFFER IS EXTENDED.

To Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees:

Vishay TEMIC Semiconductor Acquisition Holdings Corp. ("Vishay TEMIC"), a Delaware corporation and a wholly-owned subsidiary of Vishay Intertechnology, Inc. ("Vishay"), a Delaware corporation, is offering to exchange 1.5 shares of Vishay common stock, par value \$0.10 per share (the "Vishay Common Shares"), as described in the Prospectus dated May 25, 2001 (the "Prospectus"), for each outstanding share of common stock, par value \$0.01 per share (other than those owned by Vishay or its subsidiaries) (the "Siliconix Shares"), of Siliconix incorporated ("Siliconix"), a Delaware corporation, upon the terms and subject to the conditions set forth in the Prospectus and in the related letter of transmittal (which, together with any amendments or supplements thereto, constitute the "Offer") enclosed herewith. Please furnish copies of the enclosed materials to those of your clients for whose accounts you hold Siliconix Shares registered in your name or in the name of your nominee.

The Offer is subject to several conditions set forth in the Prospectus, which you should review in detail. See "The Offer -- Conditions of the Offer" in the Prospectus.

For your information and for forwarding to your clients for whom you hold Siliconix Shares registered in your name or in the name of your nominee, we are enclosing the following documents:

1. The Prospectus dated May 25, 2001.
2. The Letter of Transmittal, including a Certification of Taxpayer Identification Number on Substitute Form W-9, for your use in accepting the Offer and tendering Siliconix Shares. Facsimile copies of the Letter of Transmittal with manual signature(s) may be used to tender Siliconix Shares.
3. The Notice of Guaranteed Delivery to be used to accept the Offer if certificates evidencing Siliconix Shares are not immediately available or if such certificates and all other required documents cannot be delivered to American Stock Transfer & Trust Company (the "Exchange Agent") on or prior to the expiration date (as described in the Prospectus) or if the procedures for book-entry transfer cannot be completed by the expiration date.
4. A printed form of letter which may be sent to your clients for whose accounts you hold Siliconix Shares registered in your name or in the name of your nominee, with space for obtaining such clients' instructions with regard to the Offer.

5. Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.

6. A return envelope addressed to the Exchange Agent for your use only.

Your attention is invited to the following:

1. The consideration per Siliconix Share will be 1.5 Vishay Common Shares as described in the Prospectus.
2. The Offer is being made for all outstanding Siliconix Shares.
3. The Offer and withdrawal rights will expire at 12:00 midnight, New York City time, on Friday, June 22, 2001, unless the Offer is extended.
4. There are several conditions to the Offer which you should review in detail. See "The Offer -- Conditions of the Offer" in the Prospectus.
5. Cash will be paid in lieu of any fraction of a Vishay Common Share to which a stockholder would be entitled. Stockholders who fail to complete and sign the Substitute Form W-9 may be subject to a required federal backup withholding tax of 31% of any cash payment to such stockholder or other payee pursuant to the Offer.

Upon the terms and subject to the conditions of the Offer (including, if the Offer is extended or amended, the terms and conditions of any such extension or amendment), Vishay TEMIC will accept for exchange Siliconix Shares which are validly tendered prior to the expiration date and not theretofore properly withdrawn when, as and if Vishay TEMIC gives oral or written notice to the Exchange Agent of Vishay TEMIC's acceptance of such Siliconix Shares for exchange pursuant to the Offer. Delivery of Vishay Common Shares pursuant to the Offer will in all cases be made only after timely receipt by the Exchange Agent of (i) certificates for such Siliconix Shares, or timely confirmation of a book-entry transfer of such Siliconix Shares into the Exchange Agent's account at The Depository Trust Company, pursuant to the procedures described in "The Offer -- Procedure for Tendering Shares" of the Prospectus, (ii) a properly completed and duly executed Letter of Transmittal (or a properly completed and manually signed facsimile thereof), with any required signature guarantees, or an "agent's message" (as defined in the Prospectus) in connection with a book-entry transfer and (iii) all other documents required by the Letter of Transmittal.

Neither Vishay TEMIC nor any officer, director, stockholder, agent or other representative of Vishay TEMIC will pay any fees or commissions to any broker or dealer or other person (other than the Information Agent and the Exchange Agent as described in the Prospectus) in connection with soliciting tenders of Siliconix Shares pursuant to the Offer.

Vishay TEMIC will, however, upon request, reimburse brokers, dealers, commercial banks and trust companies for customary mailing and handling costs incurred by them in forwarding the enclosed materials to their customers.

WE URGE YOU TO CONTACT YOUR CLIENTS AS PROMPTLY AS POSSIBLE. PLEASE NOTE THAT THE OFFER AND WITHDRAWAL RIGHTS EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON FRIDAY, JUNE 22, 2001, UNLESS THE OFFER IS EXTENDED.

In order to take advantage of the Offer, a duly executed and properly completed Letter of Transmittal (or a properly completed and manually signed facsimile thereof), with any required signature guarantees, or an agent's message in connection with a book-entry transfer of Siliconix Shares, and any other required documents, should be sent to the Exchange Agent, and certificates representing the tendered Siliconix Shares should be delivered or such Siliconix Shares should be tendered by book-entry transfer, all in accordance with the Instructions set forth in the Letter of Transmittal and in the Prospectus.

If holders of Siliconix Shares wish to tender, but it is impracticable for them to forward their certificates or other required documents or to complete the procedures for delivery by book-entry transfer prior to the expiration date, a tender may be effected by following the guaranteed delivery procedures specified in the Prospectus under "The Offer -- Guaranteed Delivery."

Any inquiries you may have with respect to the Offer should be addressed to, and additional copies of the enclosed materials may be obtained from, the Information Agent at its address and telephone number set forth on the back cover of the Prospectus.

Very truly yours,

VISHAY TEMIC SEMICONDUCTOR ACQUISITION
HOLDINGS CORP.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY PERSON AS THE AGENT OF VISHAY, VISHAY TEMIC, THE INFORMATION AGENT, THE EXCHANGE AGENT OR ANY AFFILIATE OF ANY OF THE FOREGOING, OR AUTHORIZE YOU OR ANY OTHER PERSON TO MAKE ANY STATEMENT OR USE ANY DOCUMENT OR MAKE ANY STATEMENT ON BEHALF OF ANY OF THEM IN CONNECTION WITH THE OFFER OTHER THAN THE DOCUMENTS ENCLOSED HERewith AND THE STATEMENTS CONTAINED THEREIN.

OFFER OF
VISHAY TEMIC SEMICONDUCTOR ACQUISITION HOLDINGS CORP.
TO EXCHANGE
1.5 SHARES OF COMMON STOCK
OF
VISHAY INTERTECHNOLOGY, INC.
FOR
EACH OUTSTANDING SHARE
OF COMMON STOCK
OF
SILICONIX INCORPORATED

PURSUANT TO THE PROSPECTUS DATED MAY 25, 2001

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT,
NEW YORK CITY TIME, ON FRIDAY, JUNE 22, 2001, UNLESS THE OFFER IS EXTENDED.

May 25, 2001

To Our Clients:

Enclosed for your consideration are the Prospectus, dated May 25, 2001 (the "Prospectus"), and the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer") in connection with the offer by Vishay TEMIC Semiconductor Acquisition Holdings Corp. ("Vishay TEMIC"), a Delaware corporation and a wholly-owned subsidiary of Vishay Intertechnology, Inc. ("Vishay"), a Delaware corporation, to exchange 1.5 shares of Vishay common stock, par value \$0.10 per share (the "Vishay Common Shares"), for each outstanding share of common stock, par value \$0.01 per share (other than those owned by Vishay or its subsidiaries) (the "Siliconix Shares"), of Siliconix incorporated ("Siliconix"), a Delaware corporation.

WE ARE THE HOLDER OF RECORD (DIRECTLY OR INDIRECTLY) OF SILICONIX SHARES HELD FOR YOUR ACCOUNT. A TENDER OF SUCH SILICONIX SHARES CAN BE MADE ONLY BY US AS THE HOLDER OF RECORD AND PURSUANT TO YOUR INSTRUCTIONS. THE ENCLOSED LETTER OF TRANSMITTAL IS FURNISHED TO YOU FOR YOUR INFORMATION ONLY AND CANNOT BE USED BY YOU TO TENDER SILICONIX SHARES HELD BY US FOR YOUR ACCOUNT.

We request instructions as to whether you wish us to tender any or all of the Siliconix Shares held by us for your account, upon the terms and subject to the conditions set forth in the Offer.

Your attention is invited to the following:

1. The consideration per Siliconix Share will be 1.5 Vishay Common Shares as described in the Prospectus.
2. The Offer is being made for all outstanding Siliconix Shares.
3. The Offer and withdrawal rights will expire at 12:00 midnight, New York City time, on Friday, June 22, 2001, unless the Offer is extended.
4. The Offer is subject to several conditions set forth in the Prospectus, which you should review in detail. See "The Offer -- Conditions of the Offer" in the Prospectus.

5. Cash will be paid in lieu of any fraction of a Vishay Common Share to which a stockholder would be entitled. Stockholders who fail to complete and sign the Substitute Form W-9 may be subject to a required federal backup withholding tax of 31% of any cash payment to such stockholder or other payee pursuant to the Offer.

The Offer is made solely by the Prospectus and the related Letter of Transmittal and any supplements and amendments thereto. Vishay TEMIC is not aware of any state in which the making of the Offer or the acceptance of Siliconix Shares pursuant to the Offer is prohibited by administrative or judicial action pursuant to any valid state statute. If Vishay TEMIC becomes aware of any valid state statute prohibiting the making of the Offer or the acceptance of Siliconix Shares pursuant to the Offer, Vishay TEMIC will make a good faith effort to comply with any such state statute. If, after such good faith effort, Vishay TEMIC cannot comply with any such state statute, the Offer will not be made to (nor will tenders be accepted from or on behalf of) the holders of Siliconix Shares residing in any such jurisdiction. In any jurisdiction in which the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer, the Offer will be deemed to be made on behalf of Vishay TEMIC by one or more registered brokers or dealers licensed under the laws of such jurisdiction.

If you wish to have us tender any or all of your Siliconix Shares, please so instruct us by completing, executing and returning to us the instruction form set forth on the reverse side of this letter. An envelope to return your instruction form to us is enclosed. If you authorize the tender of your Siliconix Shares, all your Siliconix Shares will be tendered unless otherwise specified on the reverse side of this letter. YOUR INSTRUCTIONS SHOULD BE FORWARDED TO US IN SUFFICIENT TIME TO PERMIT US TO SUBMIT A TENDER ON YOUR BEHALF PRIOR TO THE EXPIRATION DATE.

INSTRUCTIONS WITH RESPECT TO THE OFFER

OF

VISHAY TEMIC SEMICONDUCTOR ACQUISITION HOLDINGS CORP.

TO EXCHANGE 1.5 SHARES OF COMMON STOCK

OF

VISHAY INTERTECHNOLOGY, INC.

FOR

EACH OUTSTANDING SHARE OF COMMON STOCK

OF

SILICONIX INCORPORATED

The undersigned acknowledge(s) receipt of your letter and the enclosed Prospectus, dated May 25, 2001, and the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer") relating to the Offer by Vishay TEMIC Semiconductor Acquisition Holdings Corp., a Delaware corporation and wholly-owned subsidiary of Vishay Intertechnology, Inc. ("Vishay"), a Delaware corporation, to exchange 1.5 shares of Vishay common stock, par value \$0.10 per share, for each outstanding share of common stock, par value \$0.01 per share (other than those owned by Vishay or its subsidiaries) (the "Siliconix Shares"), of Siliconix incorporated, a Delaware corporation.

This will instruct you to tender the number of Siliconix Shares indicated below (or if no number is indicated below, all Siliconix Shares) held by you for the account of the undersigned, upon the terms and subject to the conditions set forth in the Offer.

Dated: _____, 2001

Account Number: _____

Number of Siliconix Shares to be Tendered*: _____

Sign here: _____

Name (please print): _____

Address: _____

Area Code and Telephone Number: () _____

Tax Identification or Social Security Number(s): _____

*Unless otherwise indicated, it will be assumed that all Siliconix Shares held by us for your account are to be tendered.

PLEASE RETURN THIS FORM TO THE BROKERAGE FIRM MAINTAINING YOUR ACCOUNT

GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION
NUMBER ON SUBSTITUTE FORM W-9

OBTAINING A NUMBER

If you do not have a taxpayer identification number ("TIN") or you don't know your number, obtain Form SS-5, Application for a Social Security Number Card or Form SS-4, Application for Employer Identification Number, at the local office of the Social Security Administration or the Internal Revenue Service and apply for a number.

PAYEES EXEMPT FROM BACKUP WITHHOLDING

Payees specifically exempted from backup withholding on all dividend and interest payments and on broker transactions include the following:

- A corporation.
- A financial institution.
- An organization exempt from tax under Section 501(a), or an individual retirement plan, or a custodial account under Section 403(b)(7) if the account satisfies the requirements of Section 401(f)(2).
- The United States or any agency or instrumentality thereof.
- A state, the District of Columbia, a possession of the United States, or any political subdivision, agency or instrumentality thereof.
- An international organization or any agency or instrumentality thereof.
- A foreign government, a political subdivision of a foreign government, or any agency or instrumentality thereof.
- A registered dealer in securities or commodities registered in the United States, the District of Columbia or a possession of the United States.
- A real estate investment trust.
- A common trust fund operated by a bank under Section 584(a).
- An entity registered at all times during the tax year under the Investment Company Act of 1940.
- A foreign central bank of issue.
- A trust exempt from tax under Section 664 or described in Section 4947(a)(1).

Payments of dividends and patronage dividends not generally subject to backup withholding include the following:

- Payments to nonresident aliens subject to withholding under Section 1441.
- Payments to partnerships not engaged in a trade or business in the United States and which have at least one nonresident partner.
- Payments of patronage dividends where the amounts received are not paid in money.
- Payments made by certain foreign organizations.
- Section 404(k) distributions made by an ESOP.

Payments of interest not generally subject to backup withholding include the following:

- Payments of interest on obligations issued by individuals. Note: You may be subject to backup withholding if this interest is \$600 or more and is paid in the course of the payer's trade or business and you have not provided your correct taxpayer identification number to the payer.
- Payments of tax-exempt interest (including exempt-interest dividends under Section 852).
- Payments described in Section 6049(b)(5) to non-resident aliens.
- Payments on tax-free covenant bonds under Section 1451.
- Payments made by certain foreign organizations.
- Mortgage or student loan interest paid by you.

Exempt payees described above should file the substitute Form W-9 to avoid possible erroneous backup withholding. Complete the substitute Form W-9 as follows:

ENTER YOUR TAXPAYER IDENTIFICATION NUMBER, WRITE "EXEMPT" ACROSS THE FACE OF THE FORM, AND RETURN THE FORM TO THE PAYER.

Certain payments, other than payments of interest, dividends, and patronage dividends, that are subject to information reporting are also not subject to backup withholding. For details, see Sections 6041, 6041A, 6042, 6044, 6049, 6045, 6050A and 6050N and the regulations thereunder.

PRIVACY ACT NOTICE Section 6109 requires you to provide your correct Taxpayer Identification Number to payers, who must report the payments to the IRS. The IRS uses the number for identification purposes and may also provide this information to various government agencies for tax enforcement or litigation purposes. Payers must be given the numbers whether or not recipients are required to file tax returns. Payers must generally withhold 31% of taxable interest, dividend, and certain other payments to a payee who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.

PENALTIES

(1) PENALTY FOR FAILURE TO FURNISH TAXPAYER IDENTIFICATION NUMBER -- If you fail to furnish your correct taxpayer identification number to a payer, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

(2) CIVIL PENALTY FOR FALSE INFORMATION WITH RESPECT TO WITHHOLDING -- If you make a false statement with no reasonable basis which results in no imposition of backup withholding, you are subject to a penalty of \$500.

(3) CRIMINAL PENALTY FOR FALSIFYING INFORMATION -- Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

(4) MISUSE OF TAXPAYER IDENTIFICATION NUMBERS -- If the payer discloses or uses taxpayer identification numbers in violation of Federal law, the payer may be subject to civil and criminal penalties.

FOR ADDITIONAL INFORMATION CONTACT YOUR TAX
CONSULTANT OR THE INTERNAL REVENUE SERVICE

GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION
NUMBER ON SUBSTITUTE FORM W-9

GUIDELINES FOR DETERMINING THE PROPER IDENTIFICATION NUMBER FOR THE PAYEE (YOU) TO GIVE THE PAYER -- Social Security numbers have nine digits separated by two hyphens: i.e. 000-00-0000. Employer identification numbers have nine digits separated by only one hyphen: i.e. 00-0000000. The table below will help determine the number to give the payer.

FOR THIS TYPE OF ACCOUNT:	GIVE THE SOCIAL SECURITY NUMBER OF --
1. An individual's account	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account(1)
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor(2)
4. a) The usual revocable savings trust (grantor is also trustee)	The grantor-trustee(1)
b) So-called trust account that is not a legal or valid trust under State law	The actual owner(1)
5. Sole proprietorship account	The owner(3)

FOR THIS TYPE OF ACCOUNT:	GIVE THE EMPLOYER IDENTIFICATION NUMBER OF --
6. A valid trust, estate, or pension trust	The legal entity(4)
7. Corporate account	The corporation
8. Partnership account held in the name of the business	The partnership
9. Association, club, or other tax-exempt organization account	The organization
10. A broker or registered nominee	The broker or nominee
11. Account with the Department of Agriculture in the name of a public entity (such as a State or local government, school district, or prison) that receives agricultural program payments	The public entity

- (1) List first and circle the name of the person whose number you furnish.
(2) Circle the minor's name and furnish the minor's social security number.
(3) Show the name of the owner. The name of the business or the "doing business as" name may also be entered. Either the social security number or the employer identification number may be used.
(4) List first and circle the name of the legal trust, estate, or pension trust. (Do not furnish the taxpayer identification number of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

NOTE: If no name is circled when there is more than one name, the number will be considered to be that of the first name listed.

This announcement is neither an offer to purchase nor a solicitation of an offer to sell Shares (as defined below). The Offer (as defined below) is made by the Prospectus (as defined below) and the related letter of transmittal and any amendments or supplements thereto, and is being made to all holders of Shares. This Offer, however, is not being made to, nor will Shares be accepted from or on behalf of, holders of Shares in any jurisdiction in which the making of the Offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction. Purchaser (as defined below) may in its discretion, however, take such action as it may deem necessary to make the Offer in any jurisdiction and extend the Offer to holders of Shares in such jurisdiction. In jurisdictions whose laws require that the Offer be made by a licensed broker or dealer, the Offer shall be deemed to be made on Purchaser's behalf by one or more registered brokers or dealers licensed under the laws of such jurisdiction.

Notice of Offer to Exchange
1.5 Shares of Common Stock
of
Vishay Intertechnology, Inc.
by
Vishay TEMIC Semiconductor
Acquisition Holdings Corp.,
a wholly-owned subsidiary of
Vishay Intertechnology, Inc.,
for each outstanding Share of Common Stock of
Siliconix incorporated

Vishay TEMIC Semiconductor Acquisition Holdings Corp. ("Purchaser"), a Delaware corporation and a wholly-owned subsidiary of Vishay Intertechnology, Inc. ("Vishay"), a Delaware corporation, is offering to exchange shares of Vishay common stock, par value \$0.10 per share ("Vishay Common Shares"), for each outstanding share of common stock, par value \$0.01 per share (the "Shares"), of Siliconix incorporated, a Delaware corporation ("Siliconix"), that Vishay (including its subsidiaries) do not own, upon the terms and subject to the conditions set forth in the Prospectus, dated May 25, 2001 (the "Prospectus"), and in the related letter of transmittal (which, together with the Prospectus and any amendments or supplements thereto, collectively constitute the "Offer"). Vishay currently owns approximately 80.4% of the outstanding Shares. The exchange ratio in the Offer is 1.5 Vishay Common Shares for each Share of Siliconix. Stockholders of record who tender directly to the Exchange Agent (as defined below) will not be obligated to pay brokerage fees or commissions, if any, on the exchange of Shares pursuant to the Offer. Stockholders who hold their Shares through a broker or bank should consult such institution as to whether it charges any service fees. Purchaser will pay all charges and expenses of American Stock Transfer & Trust Company, which is acting as exchange agent (the "Exchange Agent"), and MacKenzie Partners, Inc., which is acting as the information agent (the "Information Agent"), incurred in connection with the Offer.

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON FRIDAY, JUNE 22, 2001, UNLESS THE OFFER IS EXTENDED.

The Offer is conditioned upon, among other things, there being validly tendered and not properly withdrawn prior to the Expiration Date that number of Shares which represents at least a majority of the outstanding Shares that are not currently owned by Vishay. The Offer is also subject to other conditions.

For purposes of the Offer, Purchaser shall be deemed to have accepted for exchange Shares validly tendered and not properly withdrawn when, as and if Purchaser gives oral or written notice to the Exchange Agent of its acceptance of the tenders of such Shares. Delivery of Vishay Common Shares in exchange for Shares pursuant to the Offer and cash in lieu of a fraction of a Vishay Common Share will be made by the Exchange Agent as soon as practicable after receipt of such notice. The Exchange Agent will act as agent for tendering stockholders for the purpose of receiving Vishay Common Shares and cash to be paid in lieu of a fraction of a Vishay Common Share from Purchaser and transmitting such Vishay Common Shares and cash to validly tendering stockholders. In all cases, payment for Shares accepted for exchange pursuant to the Offer will be made only after timely receipt by the Exchange Agent of (i) certificates representing such Shares (or timely confirmation of a book-entry transfer of such Shares into the Exchange Agent's account at The Depository Trust Company ("DTC")), (ii) a properly completed

and duly executed letter of transmittal (or a properly completed and manually signed facsimile thereof) with any required signature guarantees or an Agent's Message (as defined in the Prospectus) in connection with a book-entry transfer and (iii) any other documents required by the letter of transmittal, or the tendering stockholder must comply with the guaranteed delivery procedures described in the Prospectus. See "The Offer--Guaranteed Delivery."

The term "Expiration Date" means 12:00 midnight, New York City time, on June 22, 2001, unless and until Purchaser extends the period of time for which the Offer is open, in which event the term "Expiration Date" shall mean the latest time and date at which the Offer, as so extended by Purchaser, shall expire. Purchaser may at any time or from time to time extend the Offer for any period required by any rule, regulation or order of the Securities and Exchange Commission applicable to the Offer. Purchaser expressly reserves the right to waive the conditions to the Offer and to make any other changes in the terms and conditions of the Offer; provided, however, that the minimum condition referred to above and certain other conditions identified in the Prospectus relating to the effectiveness of the registration statement filed with the Securities and Exchange Commission in connection with the Offer and the listing of the Shares issuable in the Offer on the New York Stock Exchange will not be modified or waived. See the Prospectus.

If Purchaser extends the Offer, Purchaser will make an announcement to that effect no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled Expiration Date. During any such extension, all Shares previously tendered and not properly withdrawn will remain subject to the Offer, subject to the right to withdraw the Shares.

Shares tendered pursuant to the Offer may be withdrawn at any time prior to the Expiration Date, and unless theretofore accepted for exchange pursuant to the Offer, may also be withdrawn at any time after July 23, 2001. For a withdrawal of Shares tendered to be effective, a written or facsimile transmission notice of withdrawal must be timely received by the Exchange Agent at one of its addresses set forth in the Prospectus. Any notice of withdrawal must specify the name, address and social security number of the person who tendered the Shares to be withdrawn, the certificate number(s) and the number of Shares to be withdrawn and the name(s) in which the certificate(s) representing such Shares are registered, if different from that of the person who tendered such Shares. If certificates for Shares to be withdrawn have been delivered or otherwise identified to the Exchange Agent, the name of the registered holder and the serial numbers shown on the particular certificate evidencing the Shares to be withdrawn must also be furnished to the Exchange Agent prior to the physical release of the Shares to be withdrawn. The signature(s) on the notice of withdrawal must be guaranteed by an Eligible Institution (as defined in the Prospectus) (except in the case of Shares tendered by an Eligible Institution). If Shares have been tendered pursuant to the procedures for book-entry transfer, any notice of withdrawal must specify the name and number of the account at DTC to be credited with such withdrawn Shares and must otherwise comply with DTC's procedures. All questions as to the form and validity (including time of receipt) of notices of withdrawal will be determined by Purchaser, in its sole discretion, and its determination will be final and binding on all parties.

The information required to be disclosed by Rule 14d-6(d)(1) of the General Rules and Regulations under the Securities Exchange Act of 1934 is contained in the Prospectus and is incorporated herein by reference.

In connection with the Offer, Purchaser will request from Siliconix the names and addresses of all record holders of Shares and security position listings of Shares held in stock depositories. The Prospectus, the related letter of transmittal and other related materials will be mailed to registered holders of Shares and will be furnished to brokers, dealers, commercial banks, trust companies and similar persons whose names, or the names of whose nominees, appear on the stockholder list or, if applicable, who are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of Shares.

The Prospectus and the related letter of transmittal contain important information that should be read carefully before any decision is made with respect to the Offer.

Any questions or requests for assistance or for additional copies of the Prospectus, the related letter of transmittal and other related tender offer materials may be directed to the Information Agent at its address and telephone number set forth below, and copies will be furnished promptly at Purchaser's expense. Purchaser will not pay any fees or commissions to any broker or dealer or any other person (other than the Exchange Agent and the Information Agent) in connection with the solicitation of tenders of Shares pursuant to the Offer.

The Information Agent for the Offer is:

MACKENZIE
PARTNERS, INC.
LOGO

156 Fifth Avenue
New York, New York 10010
(212) 929-5500 (Call Collect)
E-mail: proxy@mackenziepartners.com
or
Call Toll-Free (800) 322-2885
May 25, 2001

VISHAY TEMIC SEMICONDUCTOR
ACQUISITION HOLDINGS CORP.
C/O VISHAY INTERTECHNOLOGY, INC.
63 LINCOLN HIGHWAY
MALVERN, PENNSYLVANIA 19355

May 25, 2001

VIA FACSIMILE AND COURIER

Mr. King Owyang
President and Chief Executive Officer
Siliconix incorporated
2201 Laurelwood Road
Santa Clara, California 95054

REQUEST PURSUANT TO RULE 14d-5(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Dear Mr. Owyang:

The undersigned, Vishay TEMIC Semiconductor Acquisition Holdings Corp. ("Vishay TEMIC"), a wholly-owned subsidiary of Vishay Intertechnology, Inc. hereby makes a request pursuant to Rule 14d-5(a) of the Securities Exchange Act of 1934, as follows:

- 1) The identity of the bidder is Vishay TEMIC.
- 2) The title of the class of securities which is the subject of the bidder's tender offer is the common stock, par value \$0.01, of Siliconix incorporated ("Siliconix").
- 3) The bidder is making a request to Siliconix pursuant to paragraph (a) of Rule 14d-5 position listings for the purpose of disseminating a tender offer to security holders of Siliconix.
- 4) The bidder is aware of and will fully comply with the provisions of paragraph (f) of Rule 14d-5.
- 5) The bidder has elected pursuant to paragraph (f)(1) of Rule 14d-5 to disseminate amendments disclosing material changes to the tender offer materials pursuant to the aforesaid Rule.
- 6) The name, address and telephone number of the person whom Siliconix shall contact pursuant to paragraph (a)(4) of Rule 14d-5 is:

Avi D. Eden
Vice Chairman of the Board
Executive Vice President
and General Counsel
Vishay Intertechnology, Inc.
63 Lincoln Highway
Malvern, Pennsylvania 19355-2121
(610) 644-1300

Very truly yours,

/s/ Avi D. Eden

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN AND FOR NEW CASTLE COUNTY

ROBERT C. DICKINSON,

C.A. No. 18687 NC

Plaintiff,

CLASS ACTION
COMPLAINT

-against-

VISHAY INTERTECHNOLOGY, INC., VISHAY
TEMIC SEMICONDUCTOR ACQUISITION
HOLDINGS CORP., SILICONIX
INCORPORATED, KING OWYANG, EVERETT
ARNDT, LORI LIPCAMAN, MICHAEL
ROSENBERG and GLYNDWR SMITH

Defendants.

Plaintiff alleges on information and belief, except for those allegations which pertain to plaintiff which are alleged upon personal knowledge, as follows:

1. This action arises out of an unlawful scheme and plan by Vishay Intertechnology, Inc., ("Vishay") and Vishay TEMIC Semiconductor Acquisition Holdings Corp. ("Vishay TEMIC", collectively "Vishay") to acquire the remaining ownership of the Siliconix Incorporated ("Siliconix" or the "Company") in a going-private transaction for grossly inadequate consideration and without full and complete disclosure of all material information, in breach of defendants' fiduciary duties.

THE PARTIES

2. Plaintiff is and has been at all relevant times the owner of shares of the common stock of Siliconix Incorporated ("Siliconix" or "Company")

3. Siliconix is a corporation organized and existing under the laws of the Delaware. Siliconix designs, makes and markets power and analog semiconductor products. Siliconix has issued and outstanding about 29.8 million shares of common stock. Vishay Intertechnology, Inc. ("Vishay") owns approximately 24 million shares, or approximately 80.4%, of the Company's common stock.

4. Defendants Everett Arndt ("Arndt"), Lori Lipcaman ("Lipcaman") and Glyrdwr Smith ("Smith") are directors of the Company and officers of Vishay.

(a) Defendant King Owyang ("Owyang") is both a director and an officer of Siliconix.

(b) Defendant Michael Rosenberg ("Rosenberg") is a director of Siliconix and has served as a consultant to Vishay since 1992.

5. The individual defendants named above and Vishay, as the majority stockholder of Siliconix, owe the highest fiduciary duties of good faith, loyalty, fair dealing, due care, and candor to plaintiff and the other members of the Class (as defined below).

CLASS ACTION ALLEGATIONS

6. Plaintiff brings this action pursuant to Rule 23 of the Rules of the Court of Chancery, individually and on behalf of all other stockholders of the Company (except the defendants herein and any persons, firm, trust, corporation, or other entity related to or affiliated with them and their successors in interest), who are or will be threatened with injury arising from defendants' actions, as more fully described herein (the "Class").

7. This action is properly maintainable as a class action for the following reasons:

(a) The Class is so numerous that joinder of all members is impracticable. There are approximately 770 holders of record of Siliconix common stock and likely many more beneficial owners.

(b) There are questions of law and fact which are common to the Class and which predominate over questions affecting any individual class member. The common questions include, inter alia, the following:

- (i) Whether Vishay and the Individual Defendants have engaged and are continuing to engage in a plan and scheme to benefit Vishay at the expense of the members of the Class;
- (ii) Whether the Individual Defendants, and Vishay, as majority stockholder of Siliconix, have fulfilled, and are capable of fulfilling, their fiduciary duties to plaintiff and the other members of the Class, including their duties of entire fairness, fair dealing, loyalty, due care, and candor; and
- (iii) Whether plaintiff and the other members of the Class would be irreparably damaged if Vishay and the Individual Defendants are not enjoined from the conduct described herein;

8. The claims of plaintiff are typical of the claims of the other members of the Class in that all members of the Class will be damaged alike by the wrongs complained of herein.

9. Plaintiff is committed to prosecuting this action and has retained competent counsel experienced in litigation of this nature. Accordingly, plaintiff is an adequate representative of the Class.

10. Defendants have acted and will continue to act on grounds generally applicable to the Class, thereby making appropriate final injunctive or corresponding declaratory relief with respect to the Class as a whole.

BACKGROUND AND SUBSTANTIVE ALLEGATIONS

11. On February 22, 2001, Vishay announced in a press release that:

Vishay Intertechnology, Inc. (NYSE: VSH) announced today that it is proposing to purchase any and all outstanding share of common stock of Siliconix Incorporated (NASDAQ: SILI) not already owned by Vishay at a price of \$28.82 per share in cash. The proposal was communicated in a letter to the Siliconix Board of Directors. Vishay currently owns 80.4% of the outstanding shares of Siliconix. The purchase would be made through a tender offer, subject to customary conditions, in accordance with the rules of the Securities and Exchange Commission. Vishay also indicated that it might offer to exchange the Siliconix shares for shares of its common stock. Vishay would expect that the value per share of the Siliconix in an exchange offer would be somewhat less than the cash price.

Vishay also stated that, if it holds at least 90 percent of the outstanding Siliconix shares following completion of the offer, it may effect a "short-form" merger of Siliconix with a Vishay subsidiary. If such a merger takes place promptly after the offer, the consideration given to stockholders in the merger would be the same as the consideration received by tendering stockholders in the offer.

12. Vishay has organized defendant Vishay TEMIC Semiconductor Acquisition Holdings Corp. as the vehicle for the freeze-out. References to "Vishay" include its subsidiary.

13. The price of Siliconix stock has traded as high as \$165 per share during the past 52 weeks, and at or above the Offer price in the past few days. Further, the Company's

shares traded around \$25 before the Offer was announced, so the Vishay proposal reflects only a very modest premium over the currently depressed price for Siliconix shares.

14. The price proposed by Vishay is particularly unfair in light of the Company's recent performance and anticipated financial performance. On December 19, 2000, defendant Owyang, Siliconix's President and CEO stated: "Although the business still continues to be slow, we are optimistic heading into year 2001. We expect inventory adjustments to be over by late Q1'01. The forecasted growth for the cell phone handset market is between 30-40% next year. New product development remains our top priority so we can continue to provide solutions to the design challenges of our customers."

15. Because Vishay controls a majority of the Company's common stock, no third party will likely bid for Siliconix. Vishay thus will be able to proceed with the proposed transaction without an auction or other type of market check to maximize value for the public shareholders.

16. Vishay is intent on paying the lowest possible price to Class members, even though Vishay is duty-bound to pay the highest fair price to the Company's public shareholders. Thus, Vishay has a clear and material conflict of interest in the proposed Offer.

17. Because of its control over the Company and Siliconix's Board of Directors, Vishay is in a position to dictate the terms of the proposed transaction. The directors are beholden to Vishay for their positions and the perquisites which they enjoy therefrom and cannot represent or protect the interests of the Company's public shareholders with impartiality and vigor.

18. By reason of the foregoing acts, practices, and course of conduct by defendants, plaintiff and the other members of the Class have been and will be damaged because

they will not receive their fair proportion of the value of Siliconix's assets and business and will be prevented from obtaining fair consideration for their shares of Siliconix's common stock.

19. The Offer has been timed and structured unfairly in that:

(a) The proposed transaction is designed and intended to eliminate members of the class as stockholders of the Company from continued equity participation in the Company at a price per share which Vishay knew or should know is unfair and inadequate;

(b) Vishay has unique knowledge of the Company and has access to information denied or unavailable to the Class;

(c) Vishay has violated its duty of fair dealing by timing the transaction to place an artificial cap on the market price of Siliconix stock; and

(d) The process is procedurally flawed in that Vishay can force the consummation of the transaction without the approval of the public shareholders, given its majority ownership of the Company's stock.

20. Similarly, the Individual Defendants owe fiduciary duties to the Company's public shareholders, but because they are dominated, controlled and beholden to Vishay, they cannot not fairly discharge their duties.

21. Vishay and the Individual Defendants will continue to breach their fiduciary duties owed to plaintiff and the Class and will consummate the proposed transaction to the irreparable harm of plaintiff and the Class.

22. Plaintiff and the other members of the Class have no adequate remedy at law.

WHEREFORE, plaintiff demands judgment as follows:

A. Declaring this to be a proper class action and naming plaintiff as Class representative;

B. Granting preliminary and permanent injunctive relief against the consummation of the proposed transaction as described herein;

C. In the event the proposed transaction is consummated, rescinding the transaction or awarding rescissory damages to the Class;

D. Ordering defendants to account to plaintiff and to all other members of the Class for all damages suffered and to be suffered by them as the result of the wrongs alleged herein;

E. Awarding plaintiff the costs and disbursements of the action including allowances for plaintiff's reasonable attorneys and experts fees; and

F. Granting such other and further relief as may be just and proper.

ROSENTHAL, MONHAIT, GROSS
& GODDESS

By:

Mellon Bank Center
Suite 1401
919 Market Street
Wilmington, Delaware 19801

Attorneys for Plaintiff

OF COUNSEL:

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IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE
IN AND FOR NEW CASTLE COUNTY

MOSHE MILLER,	:	
	:	
Plaintiff,	:	
	:	
- against -	:	
	:	Civil Action No. 18688-NC
KING OWYANG, EVERETT ARNDT, LORI LIPCAMAN,	:	
MICHAEL ROSENBERG, MARK SEGALL, GLYNDWR	:	
SMITH, SILICONIX INCORPORATED and VISHAY,	:	
INTERTECHNOLOGY, INC.,	:	
	:	
Defendants.	:	
	:	
	:	

CLASS ACTION COMPLAINT

Plaintiff alleges upon information and belief, except for paragraph 1 hereof, which is alleged upon knowledge, as follows:

1. Plaintiff has been the owner of shares of the common stock of Siliconix Incorporated ("Siliconix" or the "Company") since prior to the wrongs herein complained of and continuously to date.
2. Siliconix is a corporation duly organized and existing under the laws of the State of Delaware. The Company designs, markets, and manufacturers power and analog semiconductor products for the communications, computer and automotive markets. Its products are also used in instrumentation and industrial applications.
3. Defendant Vishay Intertechnology, Inc. ("Vishay") owns or controls approximately 80.4% of the equity of the Company.
4. Defendant King Owyang is President and Chief Executive Officer and a Director of the Company.

5. Defendant Everett Arndt is Operations Administrative President, North America of Vishay and a Director of the Company.

6. Defendant Lori Lipcaman is Operations Senior Vice President and Controller of Vishay and a Director of the Company.

7. Defendant Michael Rosenberg is a consultant to Vishay and a Director of the Company.

8. Defendant Mark Segall is a Director of the Company.

9. Defendant Glyndwr Smith is Assistant to the CEO and Senior Vice President, Marketing Intelligence of Vishay, and a Director of the Company.

10. Vishay, as controlling shareholder, and the director defendants stand in a fiduciary position relative to the Company's public shareholders and owe the public shareholders of Siliconix the highest duties of good faith, fair dealing, due care, loyalty, and full and candid disclosure.

CLASS ACTION ALLEGATIONS

11. Plaintiff brings this action as a class action, pursuant to Rule 23 of the Rules of the Court of Chancery, on behalf of all security holders of the Company (except the defendants herein and any person, firm, trust, corporation, or other entity related to or affiliated with any of the defendants) and their successors in interest, who are or will be threatened with injury arising from defendants' actions as more fully described herein.

12. This action is properly maintainable as a class action.

13. The class is so numerous that joinder of all members is impracticable. There are approximately 5.84 million shares of Siliconix common stock outstanding owned by hundreds, if not thousands, of holders other than Vishay and its affiliates.

14. There are questions of law and fact which are common to the class including, inter alia, the following: (a) whether defendants have breached their fiduciary and other common law duties owed by them to plaintiff and the members of the class; (b) whether defendants are pursuing a scheme and course of business designed to eliminate the public securities holders of Siliconix in violation of the laws of the State of Delaware in order to enrich Vishay at the expense and to the detriment of plaintiff and the other public stockholders who are members of the class; (c) whether the proposed transaction, hereinafter described, constitutes a breach of the duty of fair dealing with respect to the plaintiff and the other members of the class; and (d) whether the class is entitled to injunctive relief or damages as a result of the wrongful conduct committed by defendants.

15. Plaintiff is committed to prosecuting this action and has retained competent counsel experienced in litigation of this nature. The claims of the plaintiff are typical of the claims of other members of the class and plaintiff has the same interests as the other members of the class. Plaintiff will fairly and adequately represent the class.

16. Defendants have acted in a manner which affects plaintiff and all members of the class alike, thereby making appropriate injunctive relief and/or corresponding declaratory relief with respect to the class as a whole.

17. The prosecution of separate actions by individual members of the Class would create a risk of inconsistent or varying adjudications with respect to individual members of the Class, which would establish incompatible standards of conduct for defendants, or adjudications with respect to individual members of the Class which would, as a practical matter, be dispositive of the interests of other members or substantially impair or impede their ability to protect their interests.

SUBSTANTIVE ALLEGATIONS

18. On February 22, 2001, Vishay announced that it had made a proposal to purchase all of the shares of common stock of the Company not held by Vishay and its affiliates. Under the proposed transaction, the Company's public shareholders would receive \$28.82 per share in cash.

19. The price of \$28.82 per share to be paid to class members is unfair and inadequate consideration because, among other things: (a) the intrinsic value of the stock of Siliconix is materially in excess of \$28.82 per share, giving due consideration to the prospects for growth and profitability of Siliconix in light of its business, earnings and earnings power, present and future; (b) the \$28.82 per share price offers an inadequate premium to the public stockholders of Siliconix; and (c) the \$28.82 per share price is not the result of arm's length negotiations but was fixed arbitrarily by Vishay to "cap" the market price of Siliconix stock, as part of a plan for Vishay to obtain complete ownership of Siliconix, its assets and businesses at the lowest possible price.

20. The proposal is an attempt by Vishay to unfairly aggrandize Vishay at the expense of Siliconix's public stockholders. The proposal will, for inadequate consideration, deny plaintiff and the other members of the class their right to share proportionately in the future success of Siliconix and its valuable assets, while permitting Vishay to benefit wrongfully from the transaction.

21. Given Vishay defendants' stock ownership and representation on Siliconix' Board and in management, they are able to dominate and control the other directors, all of whom were hand-picked by the Vishay defendants and are beholden to them for the prestige and perquisites of their offices. Under the circumstances, none of the directors can be

expected to protect the Company's public shareholders in transactions which benefit Vishay at the expense of Siliconix' public shareholders, as exemplified by the proposed transaction.

22. Because of Vishay's stock ownership and the offices held by Vishay personnel, no third party, as a practical matter, can attempt any competing bid for Siliconix, as the success of any such bid would require the consent and cooperation of Vishay defendants.

30. Plaintiff and the other members of the Class will suffer irreparable damage unless defendants are enjoined from breaching their fiduciary duties to Siliconix' public shareholders in a proposed transaction which will benefit fiduciaries at the expense of the public shareholders of the Company.

31. Plaintiff and the other members of the Class have no adequate remedy at law.

WHEREFORE, plaintiff demands judgment against defendants, jointly and severally, as follows:

(1) declaring this action to be a class action and certifying plaintiff as the Class representative and her counsel as Class counsel;

(2) enjoining, preliminarily and permanently, the transaction complained of herein;

(3) to the extent, if any, that the transaction or transactions complained of are consummated prior to the entry of this Court's final judgment, rescinding such transaction or transactions, or granting the Class rescissory damages;

(4) directing that defendants account to plaintiff and the other members of the Class for all damages caused to them and account for all profits and any special benefits obtained as a result of their unlawful conduct;

(5) awarding plaintiff the costs and disbursements of this action, including a reasonable allowance for the fees and expenses of plaintiff's attorneys and experts; and

(6) Granting plaintiff and the other members of the Class such other and further relief as may be just and proper.

ROSENTHAL, MONHAIT, GROSS
& GODDESS, P.A.

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February 23, 2001

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE
IN AND FOR NEW CASTLE COUNTY

MATHEW DELANEY,

C.A. No. 18683NC

Plaintiff,

- against -

CLASS ACTION
COMPLAINT

VISHAY INTERTECHNOLOGY, INC., VISHAY
TEMIC SEMICONDUCTOR ACQUISITION
HOLDINGS CORP., SILICONIX
INCORPORATED, KING OWYANG, EVERETT
ARNDT, LORI LIPCAMAN, MICHAEL
ROSENBERG and GLYNDWR SMITH

Defendants.

Plaintiff alleges on information and belief, except for those allegations which pertain to plaintiff which are alleged upon personal knowledge, as follows:

1. This action arises out of an unlawful scheme and plan by Vishay Intertechnology, Inc., ("Vishay") and Vishay TEMIC Semiconductor Acquisition Holdings Corp. ("Vishay TEMIC", collectively "Vishay") to acquire the remaining ownership of the Siliconix Incorporated ("Siliconix" or the "Company") in a going-private transaction for grossly inadequate consideration and without full and complete disclosure of all material information, in breach of defendants' fiduciary duties.

THE PARTIES

2. Plaintiff is and has been at all relevant times the owner of shares of the common stock of Siliconix Incorporated ("Siliconix" or "Company")

3. Siliconix is a corporation organized and existing under the laws of the Delaware. Siliconix designs, makes and markets power and analog semiconductor products.

Siliconix has issued and outstanding about 29.8 million shares of common stock. Vishay Intertechnology, Inc. ("Vishay") owns approximately 24 million shares, or approximately 80.4%, of the Company's common stock.

4. Defendants Everett Arndt ("Arndt"), Lori Lipcaman ("Lipcaman") and Glyrdwr Smith ("Smith") are directors of the Company and officers of Vishay.

(a) Defendant King Owyang ("Owyang") is both a director and an officer of Siliconix.

(b) Defendant Michael Rosenberg ("Rosenberg") is a director of Siliconix and has served as a consultant to Vishay since 1992.

5. The individual defendants named above and Vishay, as the majority stockholder of Siliconix, owe the highest fiduciary duties of good faith, loyalty, fair dealing, due care, and candor to plaintiff and the other members of the Class (as defined below).

CLASS ACTION ALLEGATIONS

6. Plaintiff brings this action pursuant to Rule 23 of the Rules of the Court of Chancery, individually and on behalf of all other stockholders of the Company (except the defendants herein and any persons, firm, trust, corporation, or other entity related to or affiliated with them and their successors in interest), who are or will be threatened with injury arising from defendants' actions, as more fully described herein (the "Class").

7. This action is properly maintainable as a class action for the following reasons:

(a) The Class is so numerous that joinder of all members is impracticable. There are approximately 770 holders of record of Siliconix common stock and likely many more beneficial owners.

(b) There are questions of law and fact which are common to the Class and which predominate over questions affecting any individual class member. The common questions include, inter alia, the following:

- (i) Whether Vishay and the Individual Defendants have engaged and are continuing to engage in a plan and scheme to benefit Vishay at the expense of the members of the Class;
- (ii) Whether the Individual Defendants, and Vishay, as majority stockholder of Siliconix, have fulfilled, and are capable of fulfilling, their fiduciary duties to plaintiff and the other members of the Class, including their duties of entire fairness, fair dealing, loyalty, due care, and candor; and
- (iii) Whether plaintiff and the other members of the Class would be irreparably damaged if Vishay and the Individual Defendants are not enjoined from the conduct described herein;

8. The claims of plaintiff are typical of the claims of the other members of the Class in that all members of the Class will be damaged alike by the wrongs complained of herein.

9. Plaintiff is committed to prosecuting this action and has retained competent counsel experienced in litigation of this nature. Accordingly, plaintiff is an adequate representative of the Class.

10. Defendants have acted and will continue to act on grounds generally applicable to the Class, thereby making appropriate final injunctive or corresponding declaratory relief with respect to the Class as a whole.

BACKGROUND AND SUBSTANTIVE ALLEGATIONS

11. On February 22, 2001, Vishay announced in a press release that:

Vishay Intertechnology, Inc. (NYSE: VSH) announced today that it is proposing to purchase any and all outstanding share of common stock of Siliconix Incorporated (NASDAQ: SILI) not already owned by Vishay at a price of \$28.82 per share in cash. The proposal was communicated in a letter to the Siliconix Board of Directors. Vishay currently owns 80.4% of the outstanding shares of Siliconix. The purchase would be made through a tender offer, subject to customary conditions, in accordance with the rules of the Securities and Exchange Commission. Vishay also indicated that it might offer to exchange the Siliconix shares for shares of its common stock. Vishay would expect that the value per share of the Siliconix in an exchange offer would be somewhat less than the cash price.

Vishay also stated that, if it holds at least 90 percent of the outstanding Siliconix shares following completion of the offer, it may effect a "short-form" merger of Siliconix with a Vishay subsidiary. If such a merger takes place promptly after the offer, the consideration given to stockholders in the merger would be the same as the consideration received by tendering stockholders in the offer.

12. Vishay has organized defendant Yishay TEMIC Semiconductor Acquisition Holdings Corp. as the vehicle for the freeze-out. References to "Vishay" include its subsidiary.

13. The price of Siliconix stock has traded as high as \$165 per share during the past 52 weeks, and at or above the Offer price in the past few days. Further, the Company's shares traded around \$25 before the Offer was announced, so the Vishay proposal reflects only a very modest premium over the currently depressed price for Siliconix shares.

14. The price proposed by Vishay is particularly unfair in light of the Company's recent performance and anticipated financial performance. On December 19, 2000, defendant Owyang, Siliconix's President and CEO stated: "Although the business still continues to be slow, we are optimistic heading into year 2001. We expect inventory adjustments to be over by late Q1'01. The forecasted growth for the cell phone handset market is between 30-40% next year. New product development remains our top priority so we can continue to provide solutions to the design challenges of our customers."

15. Because Vishay controls a majority of the Company's common stock, no third party will likely bid for Siliconix. Vishay thus will be able to proceed with the proposed transaction without an auction or other type of market check to maximize value for the public shareholders.

16. Vishay is intent on paying the lowest possible price to Class members, even though Vishay is duty-bound to pay the highest fair price to the Company's public shareholders. Thus, Vishay has a clear and material conflict of interest in the proposed Offer.

17. Because of its control over the Company and Siliconix's Board of Directors, Vishay is in a position to dictate the terms of the proposed transaction. The directors are beholden to Vishay for their positions and the perquisites which they enjoy therefrom and cannot represent or protect the interests of the Company's public shareholders with impartiality and vigor.

18. By reason of the foregoing acts, practices, and course of conduct by defendants, plaintiff and the other members of the Class have been and will be damaged because they will not receive their fair proportion of the value of Siliconix's assets and business and will be prevented from obtaining fair consideration for their shares of Siliconix's common stock.

19. The Offer has been timed and structured unfairly in that:

(a) The proposed transaction is designed and intended to eliminate members of the class as stockholders of the Company from continued equity participation in the Company at a price per share which Vishay knew or should know is unfair and inadequate;

(b) Vishay has unique knowledge of the Company and has access to information denied or unavailable to the Class;

(c) Vishay has violated its duty of fair dealing by timing the transaction to place an artificial cap on the market price of Siliconix stock; and

(d) The process is procedurally flawed in that Vishay can force the consummation of the transaction without the approval of the public shareholders, given its majority ownership of the Company's stock.

20. Similarly, the Individual Defendants owe fiduciary duties to the Company's public shareholders, but because they are dominated, controlled and beholden to Vishay, they cannot not fairly discharge their duties.

21. Vishay and the Individual Defendants will continue to breach their fiduciary duties owed to plaintiff and the Class and will consummate the proposed transaction to the irreparable harm of plaintiff and the Class.

22. Plaintiff and the other members of the Class have no adequate remedy at law.

WHEREFORE, plaintiff demands judgment as follows:

A. Declaring this to be a proper class action and naming plaintiff as Class representative;

B. Granting preliminary and permanent injunctive relief against the consummation of the proposed transaction as described herein;

C. In the event the proposed transaction is consummated, rescinding the transaction or awarding rescissory damages to the Class;

D. Ordering defendants to account to plaintiff and to all other members of the Class for all damages suffered and to be suffered by them as the result of the wrongs alleged herein;

E. Awarding plaintiff the costs and disbursements of the action including allowances for plaintiff's reasonable attorneys and experts fees; and

F. Granting such other and further relief as maybe just and proper.

ROSENTHAL, MONHAIT, GROSS
& GODDESS

By: -----

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IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE
IN AND FOR NEW CASTLE COUNTY

STEVEN GOLDSTEIN,

Plaintiff, Civil Action No. 186 86 NC

vs.

SILICONIX INCORPORATED, VISHAY
INTERTECHNOLOGY, INC., MICHAEL A.
ROSENBERG, MARK B. SEGALL, KING
QWYANG PHD, EVERETT ARNDT, LORI
LIPCAMAN and GLYNDWR SMITH,

Defendants.

COMPLAINT

Plaintiff alleges upon personal knowledge with respect to paragraph 3, and upon information and belief as to all other allegations herein, as follows:

NATURE OF THE ACTION

1. This is a stockholders' class action on behalf of the public stockholders of defendant Siliconix Incorporated ("Siliconix" or the "Company"), against its directors and the controlling shareholder of Siliconix in connection with the proposed acquisition of the publicly owned shares of Siliconix common stock by its majority shareholder, defendant Vishay Intertechnology, Inc. ("Vishay").
2. The consideration that Vishay has stated it will offer to members of the Class (as defined below) in the proposed acquisition is unfair and grossly inadequate, because among other things, the intrinsic value of Siliconix's common stock is materially in excess of the amount offered, giving due consideration to the Company's growth and anticipated operating results, net asset value and future profitability.

THE PARTIES

3. Plaintiff is and at all relevant times has been an owner of shares of Siliconix common stock.
4. Siliconix is a Delaware corporation with its principal executive offices located at 2201 Laurelwood Road, Santa Clara, CA 95054. Siliconix designs, markets, and manufactures power and analog semiconductor products. The Company focuses on technologies and products for the communications, computer, and automotive markets. Additionally, many of the Company's products are also used in instrumentation and industrial applications. All of the analog and power products produced by Siliconix can be divided into two general classes: discrete devices and integrated circuits.
5. Defendant Vishay is an international manufacturer and supplier of discrete passive electronic components and discrete active electronic components, particularly resistors, capacitors, inductors, diodes and transistors. The Company offers its customers "one-stop" access to one of the most comprehensive electronic component lines of any manufacturer in the United States or Europe. Passive electronic components, discrete active electronic components and integrated circuits are the primary elements of every electronic circuit. The Company manufactures one of the broadest lines of surface mount devices, a format for electronic components that has evolved into the standard required by most customers. In addition, the Company continues to produce components in the traditional leaded form. Components manufactured by the Company are used in virtually all types of electronic products, including those in the computer, telecommunications, and consumer electronics industries.
6. Vishay and its affiliates now own and control, directly and indirectly, approximately 80.4% of Siliconix's outstanding common stock. As such, Vishay and its

representatives on the Siliconix board effectively control and dominate Siliconix's affairs. Vishay, therefore, owes fiduciary obligations of good faith, candor, loyalty and fair dealing to the public shareholders of Siliconix.

7. Defendants Michael A. Rosenberg, Mark B. Segall, King Owyang Phd, ("Owyang") Everett Arndt ("Arndt"), Lori Lipcaman ("Lipcaman") and Glyndwr Smith "Smith"), are directors of Siliconix (collectively, the "Individual Defendants").
8. In addition, defendant Arndt is President of Operations Administration in North America for Vishay, defendant Owyang is President and Chief Executive Officer ("CEO") of Siliconix, defendant Lipcaman is Senior Vice President and Controller of Vishay and defendant Smith was Senior Vice President and Assistant to the CEO of Vishay.
9. The Individual Defendants and Vishay owe Siliconix's public stockholders fiduciary obligations and are required to act in furtherance of the best interests of Siliconix's public stockholders; govern Siliconix in such a manner as to heed the expressed views of its public shareholders; to refrain from abusing their positions of control; and not to favor their own interests at the expense of Siliconix's public stockholders.
10. As discussed below, Vishay, in concert with the Individual Defendants, as well as the Individual Defendants, have breached their fiduciary duties to Siliconix's public stockholders by acting to cause or facilitate Vishay's acquisition of the publicly-held minority shares of Siliconix for unfair and inadequate consideration.

CLASS ACTION ALLEGATIONS

11. Plaintiff brings this action pursuant to Rule 23 of the Rules of this Court, individually and on behalf of all other shareholders of the Company (except the

defendants herein and any persons, firm, trust, corporation, or other entity related to or affiliated with them and their successors in interest), who are or will be threatened with injury arising from defendants' actions, as more fully described herein (the "Class").

12. This action is properly maintainable as a class action for the following reasons:

a. The Class is so numerous that joinder of all members is impracticable. There are millions of shares of Siliconix common stock which are outstanding, held by hundreds, if not thousands, of stockholders of Siliconix stock who are members of the Class.

b. There are questions of law and fact that are common to the Class and that predominate over any questions affecting individual class members. The common questions include, inter alia, the following:

(i) Whether defendants have engaged in and are continuing to engage in conduct which unfairly benefits Vishay at the expense of the members of the Class;

(ii) Whether the Individual Defendants, as officers and/or directors of the Company, and Vishay, the controlling stockholder of Siliconix are violating their fiduciary duties to plaintiff and the other members of the Class; and

(iii) Whether plaintiff and the other members of the Class would be irreparably damaged were defendants not enjoined from the conduct described herein.

- c. The claims of plaintiff are typical of the claims of the other members of the Class in that all members of the Class will be damaged alike by defendants' actions.
- d. Plaintiff is committed to prosecuting this action and has retained competent counsel experienced in litigation of this nature. Plaintiff is an adequate representative of the Class.

SUBSTANTIVE ALLEGATIONS

A. THE COMPANY

- 13. Siliconix designs, markets, and manufactures power and analog semiconductor products. The Company focuses on technologies and products for the communications, computer, and automotive markets. Additionally, many of the Company's products are also used in instrumentation and industrial applications. All of the analog and power products produced by Siliconix can be divided into two general classes: discrete devices and integrated circuits

B. THE OFFER

- 14. Vishay has proposed to acquire the outstanding shares of Siliconix that it does not already own for the price of \$28.82 per share. This price represents a small premium over the \$25 1/16 market price of Siliconix on February 22, 2001, the day before the announcement of the Proposed Transaction.
- 15. Given Vishay's stranglehold on the Siliconix Board, any purported review by an independent committee is a sham.
- 16. Vishay is a majority owner of Siliconix and is, therefore, well aware of the status of Siliconix's development and success. In making its inadequate offer to acquire the remaining stock of Siliconix, Vishay has tried to take advantage of the fact that the

market price of Siliconix stock does not fully reflect the progress and future value of the Company.

17. The price of \$28.82 per share to be paid to the class members is unfair and inadequate and constitutes unfair dealing because, among other things, (a) the intrinsic value of the stock of Siliconix is materially in excess of the \$28.82 per share being proposed, giving due consideration to the prospects for growth and profitability of Siliconix in light of its business, earnings and earnings power, present and future; (b) the \$28.82 per share price offers an inadequate premium to the public stockholders of Siliconix; and (c) the \$28.82 per share price is not the result of arm's-length negotiations, but was fixed arbitrarily by Vishay to "cap" the market price of Siliconix stock, as part of its plan to obtain complete ownership of Siliconix's assets and business at the lowest possible price.
18. Vishay, by reason of its approximately 80.4% ownership of Siliconix's outstanding shares, is in a position to ensure effectuation of the transaction without regard to its fairness to Siliconix's public shareholders.
19. Because Vishay is in possession of proprietary corporate information concerning Siliconix's future financial prospects, the degree of knowledge and economic power between Vishay and the class members is unequal, making it inherently unfair for Vishay to obtain the remaining 19.6% of Siliconix's shares at the unfair and inadequate price that it has proposed.
20. By offering a grossly inadequate price for Siliconix's shares and threatening or planning to use its control to force the consummation of the transaction, Vishay is violating its duties as a majority shareholder.

21. Any buyout of Siliconix public shareholders by Vishay on the terms proposed offered will deny class members their right to share proportionately and equitably in the true value of Siliconix's valuable and profitable business, and future growth in profits and earnings, at a time when the Company is poised to increase its profitability.
22. Because Vishay controls approximately 80.4% of Siliconix, no auction or market check can be effected to establish Siliconix's worth. Thus, Vishay, with the acquiescence of the subservient directors of Siliconix, has the power and is exercising its power to acquire Siliconix's minority shares and dictate terms which are in Vishay's best interest, without competing bids and regardless of the wishes or best interests of class members or the intrinsic value of Siliconix's stock.
23. By reason of the foregoing, defendants have breached and will continue to breach their duties to the minority shareholders of Siliconix and are engaging in improper, unfair dealing and wrongful and coercive conduct.
24. Plaintiff and the Class will suffer irreparable harm unless defendants are enjoined from breaching their fiduciary duties and from carrying out the aforesaid plan and scheme.
25. Unless enjoined by this Court, defendants will continue to breach their fiduciary duties owed to plaintiff and the other members of the Class, and will deny the Class its fair proportionate share of Siliconix's valuable assets and businesses, to the irreparable harm of the Class.
26. Plaintiff and the other class members are immediately threatened by the acts and transactions complained of herein, and lack an adequate remedy at law.

WHEREFORE, plaintiff demands judgment and preliminary and permanent relief, including injunctive relief, in his favor and in favor of the Class and against defendants as follows:

A. Declaring that this action is properly maintainable as a class action, and certifying plaintiff as a class representative;

B. Enjoining the proposed transaction and, if the transaction is consummated, rescinding the transaction;

C. Awarding plaintiff and the Class compensatory damages and/or rescissory damages;

D. Awarding plaintiff the costs and disbursements of this action, including an allowance for reasonable attorneys' and experts' fees; and

F. Granting such other, and further relief as this Court may deem to be just and proper.

ROSENTHAL, MONHAIT, GROSS &
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IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE
IN AND FOR NEW CASTLE COUNTY

GOLDPLATE INVESTMENT PARTNERS,

Plaintiff,

- against -

Civil Action No. 18628NC

KING OWYANG, EVERETT ARNDT, LORI LIPCAMAN,
MICHAEL ROSENBERG, MARK SEGALL, GLYNDWR
SMITH, SILICONIX INCORPORATED and VISHAY,
INTERTECHNOLOGY, INC.,

Defendants.

CLASS ACTION COMPLAINT

Plaintiff alleges upon information and belief, except for paragraph 1 hereof, which is alleged upon knowledge, as follows:

1. Plaintiff has been the owner of shares of the common stock of Siliconix Incorporated ("Siliconix" or the "Company") since prior to the wrongs herein complained of and continuously to date.

2. Siliconix is a corporation duly organized and existing under the laws of the State of Delaware. The Company designs, markets, and manufactures power and analog semiconductor products for the communications, computer and automotive markets. Its products are also used in instrumentation and industrial applications.

3. Defendant Vishay Intertechnology, Inc. ("Vishay") owns or controls approximately 80.4% of the equity of the Company.

4. Defendant King Owyang is President and Chief Executive Officer and a Director of the Company.

5. Defendant Everett Arndt is Operations Administrative President, North America of Vishay and a Director Of the Company.

6. Defendant Lori Lipcaman is Operations Senior Vice President and Controller of Vishay and a Director of the Company.

7. Defendant Michael Rosenberg is a consultant to Vishay and a Director of the Company.

8. Defendant Mark Segall is a Director of the company.

9. Defendant Glyndwr Smith is Assistant to the CEO and Senior Vice President, Marketing Intelligence of Vishay, and a Director of the Company.

10. Vishay, as controlling shareholder, and the director defendants stand in a fiduciary position relative to the Company's public shareholders and owe the public shareholders of Siliconix the highest duties of good faith, fair dealing, due care, loyalty, and full and candid disclosure.

CLASS ACTION ALLEGATIONS

11. Plaintiff brings this action as a class action, pursuant to Rule 23 of the Rules of the Court of Chancery, on behalf of all security holders of the Company (except the defendants herein and any person, firm, trust, corporation, or other entity related to or affiliated with any of the defendants) and their successors in interest, who are or will be threatened with injury arising from defendants' actions as more fully described herein.

12. This action is properly maintainable as a class action.

13. The class is so numerous that joinder of all members is impracticable. There are approximately 5.84 million shares of Siliconix common stock outstanding owned by hundreds, if not thousands, of holders other than Vishay and its affiliates.

14. There are questions of law and fact which are common to the class including, inter alia, the following: (a) whether defendants have breached their fiduciary and other common law duties owed by them to plaintiff and the members of the class; (b) whether defendants are pursuing a scheme and course of business designed to eliminate the public securities holders of Siliconix in violation of the laws of the State of Delaware in order to enrich Vishay at the expense and to the detriment of plaintiff and the other public stockholders who are members of the class; (c) whether the proposed transaction, hereinafter described, constitutes a breach of the duty of fair dealing with respect to the plaintiff and the other members of the class; and (d) whether the class is entitled to injunctive relief or damages as a result of the wrongful conduct committed by defendants.

15. Plaintiff is committed to prosecuting this action and has retained competent counsel experienced in litigation of this nature. The claims of the plaintiff are typical of the claims of other members of the class and plaintiff has the same interests as the other members of the class. Plaintiff will fairly and adequately represent the class.

16. Defendants have acted in a manner which affects plaintiff and all members of the class alike, thereby making appropriate injunctive relief and/or corresponding declaratory relief with respect to the class as a whole.

17. The prosecution of separate actions by individual members of the Class would create a risk of inconsistent or varying adjudications with respect to individual members of the class, which would establish incompatible standards of conduct for defendants, or adjudications with respect to individual members of the Class which would, as a practical matter, be dispositive of the interests of other members or substantially impair or impede their ability to protect their interests.

SUBSTANTIVE ALLEGATIONS

18. On February 22, 2001, Vishay announced that it had made a proposal to purchase all of the shares of common stock of the Company not held by Vishay and its affiliates. Under the proposed transaction, the Company's public shareholders would receive \$28.82 per share in cash.

19. The price of \$28.82 per share to be paid to class members is unfair and inadequate consideration because, among other things: (a) the intrinsic value of the stock of Siliconix is materially in excess of \$28.82 per share, giving due consideration to the prospects for growth and profitability of Siliconix in light of its business, earnings and earnings power, present and future; (b) the \$28.82 per share price offers an inadequate premium to the public stockholders of Siliconix; and (c) the \$28.82 per share price is not the result of arm's length negotiations but was fixed arbitrarily by Vishay to "cap" the market price of Siliconix stock, as part of a plan for Vishay to obtain complete ownership of Siliconix, its assets and businesses at the lowest possible price.

20. The proposal is an attempt by Vishay to unfairly aggrandize Vishay at the expense of Siliconix's public stockholders. The proposal will, for inadequate consideration, deny plaintiff and the other members of the class their right to share proportionately in the future success of Siliconix and its valuable assets, while permitting Vishay to benefit wrongfully from the transaction.

21. Given Vishay defendants' stock ownership and representation on Siliconix' Board and in management, they are able to dominate and control the other directors, all of whom were hand-picked by the Vishay defendants and are beholden to them for the prestige and perquisites of their offices. Under the circumstances, none of the directors can be

expected to protect the Company's public shareholders in transactions which benefit Vishay at the expense of Siliconix' public shareholders, as exemplified by the proposed transaction.

22. Because of Vishay's stock ownership and the offices held by Vishay personnel, no third party, as a practical matter, can attempt any competing bid for Siliconix, as the success of any such bid would require the consent and cooperation of Vishay defendants.

23. Plaintiff and the other members of the Class will suffer irreparable damage unless defendants are enjoined from breaching their fiduciary duties to Siliconix' public shareholders in a proposed transaction which will benefit fiduciaries at the expense of the public shareholders of the Company.

24. Plaintiff and the other members of the Class have no adequate remedy at law.

WHEREFORE, plaintiff demands judgment against defendants, jointly and severally, as follows:

(1) declaring this action to be a class action and certifying plaintiff as the Class representative and her counsel as Class counsel;

(2) enjoining, preliminarily and permanently, the transaction complained of herein;

(3) to the extent, if any, that the transaction or transactions complained of are consummated prior to the entry of this Court's final judgment, rescinding such transaction or transactions, or granting the Class rescissory damages;

(4) directing that defendants account to plaintiff and the other members of the Class for all damages caused to them and account for all profits and any special benefits obtained as a result of their unlawful conduct;

(5) awarding plaintiff the costs and disbursements of this action, including a reasonable allowance for the fees and expenses of plaintiff's attorneys and experts; and

(6) Granting plaintiff and the other members of the Class such other and further relief as may be just and proper.

ROSENTHAL, MONHAI, GROSS
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IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN AND FOR NEW CASTLE COUNTY

BARRY FELDMAN,

Plaintiff,

CA 18685NC

v.

MICHAEL A. ROSENBERG; MARK B. SEGALL; KING OWYANG; EVERETT
ARNDT; LORI LIPCAMAN; GLYNDWR SMITH; VISHAY INTERTECHNOLOGY,
INC. and SILICONIX INCORPORATED,

Defendants

CLASS ACTION COMPLAINT

Plaintiff alleges upon information and belief, except as to paragraph 1 which is alleged upon personal knowledge, as follows:

THE PARTIES

1. Plaintiff is the owner of shares of the common stock of Siliconix Incorporated ("Siliconix" or the "Company") and has been the owner of such shares continuously since prior to the wrongs complained of herein.

2. Siliconix is a corporation duly existing and organized under the laws of the State of Delaware. The Company develops, produces and markets power and analog semiconductor components for the computer, data storage, communications, and automotive markets.

3. Defendant King Owyang ("Owyang") is and at all times relevant hereto has been President, Chief Executive Officer, and a director of Siliconix.

4. Defendant Everett Arndt ("Arndt") is and at all times relevant hereto has been a director of Siliconix. Arndt is also President of Operations of defendant Vishay Intertechnology Inc. ("Vishay"), the Company's 80% majority shareholder.

5. Defendant Lori Lipcaman ("Lipcaman") is and at all times relevant hereto has been a director of Siliconix. Lipcaman is also Senior Vice President and Controller of defendant Vishay.

6. Defendant Glyndwr Smith ("Smith") is and at all times relevant hereto has been a director of Siliconix. Smith is also Senior Vice President and an Assistant to the Chief Executive Officer of Vishay.

7. Defendants Michael A. Rosenberg and Mark B. Segall are and at all times relevant hereto have been directors of Siliconix.

8. The Individual Defendants are in a fiduciary relationship with plaintiff and the other public stockholders of Siliconix, and owe plaintiff and the other members of the class the highest obligations of good faith, fair dealing, due care, loyalty and full disclosure.

9. Defendant Vishay is a Delaware corporation with its principal executive offices located at 63 Lincoln Highway, Malvern, Pennsylvania. Vishay owns approximately 80.4% of the Company's outstanding common stock. By virtue of Vishay's majority stock ownership in Siliconix, Vishay is in a fiduciary relationship with plaintiff and the other public stockholders of Siliconix, and owes plaintiff and the other members of the class the highest obligations of good faith, fair dealing, due care, loyalty and full and candid disclosure.

CLASS ACTION ALLEGATIONS

10. Plaintiff brings this action on his own behalf and as a class action, pursuant to Rule 23 of the Rules of the Court of Chancery, on behalf all holders of Siliconix common stock, or their successors in interest, who are being and will be harmed by defendants' conduct

described herein (the "Class"). Excluded from the Class are defendants herein and any person, firm, trust, corporation or other entity related to or affiliated with any of the defendants.

11. This action is properly maintainable as a class action.

12. The Class is so numerous that joinder of all members is impracticable. There are millions of shares of Siliconix common stock outstanding owned by hundreds, if not thousands, of Siliconix public shareholders.

13. There are questions of law and fact which are common to the Class including, inter alia, the following:

- (a) whether defendants have improperly engaged in a course of conduct designed to benefit Vishay at the expense of Siliconix's public stockholders; and
- (b) whether plaintiff and the other members of the Class would be irreparably damaged were the transactions complained of herein consummated.

14. Plaintiff is committed to prosecuting this action and has retained competent counsel experienced in litigation of this nature. Plaintiff's claims are typical of the claims of the other members of the Class and plaintiff has the same interests as the other members of the Class. Accordingly, plaintiff is an adequate representative of the Class and will fairly and adequately protect the interests of the Class.

15. The prosecution of separate actions by individual Class members would create the risk of inconsistent or varying adjudications with respect to the individual members of the Class which would establish incompatible standards of conduct for defendants, or adjudications with respect to individual members of the Class which would, as a practical matter, be dispositive of

the interests of the other members not parties to the adjudications or substantially impair their ability to protect their interests.

16. Defendants have acted on grounds generally applicable to the Class with respect to the matters complained of herein, thereby making appropriate the relief sought herein with respect to the Class as a whole.

SUBSTANTIVE ALLEGATIONS

17. On or about February 22, 2001, Vishay announced that it had offered to acquire the remaining 19.6 percent of Siliconix that it does not already own for approximately \$172 or \$28.82 per share.

18. Vishay's offer would provide Siliconix shareholders with a mere 15% premium to the closing price of Siliconix shares on February 21, 2001, the last trading day prior to the offer. Siliconix common stock traded in excess of the offer as recently as January 31, 2001, and traded as high as \$165.00 per share within the last year.

19. Vishay has timed the proposal to freeze out Siliconix's public shareholders in order to capture for itself Siliconix's future potential without paying an adequate or fair price to the Company's public shareholders.

20. Vishay timed the announcement of the proposed buyout to place an artificial lid on the market price of Siliconix common stock so that the market would not reflect Siliconix's improving potential, thereby purporting to justify an unreasonably low price.

21. Vishay has access to internal financial information about Siliconix, its true value, expected increase in true value, and the benefits of 100% ownership of Siliconix to which plaintiff and the Class members are not privy. Vishay is using such inside information to benefit itself in this proposed transaction, to the detriment of the Siliconix's public stockholders.

22. Vishay has clear and material conflicts of interest and is acting to better its own interest at the expense of Siliconix's public shareholders. Vishay has voting control of the Company and controls its proxy machinery. Vishay has selected and/or controls a majority of Siliconix's directors, with the remaining Siliconix directors beholden to Vishay for their offices and the valuable perquisites which they enjoy therefrom.

23. Vishay is engaging in self-dealing and not acting in good faith toward plaintiff and the other members of the Class. By reason of the foregoing, Vishay, with the acquiescence of the Individual Defendants, has breached its fiduciary duties to the members of the Class.

24. Unless the proposed buyout is enjoined by the Court, defendants will continue to breach their fiduciary duties owed to plaintiff and the members of the Class to the irreparable harm of the members of the Class.

25. Plaintiff and the Class have no adequate remedy at law.

WHEREFORE, plaintiff prays for judgment and relief as follows:

A. Ordering that this action may be maintained as a class action and certifying plaintiff as the Class representative;

B. Preliminarily and permanently enjoining defendants and all persons acting in concert with them, from proceeding with, consummating or closing the proposed transaction;

C. In the event the proposed buyout is consummated, rescinding it and setting it aside or awarding rescissory damages to the Class;

D. Directing defendants to account to Class members for their damages sustained as a result of the wrongs complained of herein;

E. Awarding plaintiff the costs of this action, including reasonable allowance for plaintiff's attorneys' and experts' fees;

F. Granting such other and further relief as this Court may deem just and proper.

ROSENTHAL, MONHAIT, GROSS
& GODDESS P.A.

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IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN AND FOR NEW CASTLE COUNTY

ROBERT MULLIN,

Plaintiff,
-against-

C.A. No. 18684NC

VISHAY INTERTECHNOLOGY, INC., VISHAY
TEMIC SEMICONDUCTOR ACQUISITION
HOLDINGS CORP., SILICONIX
INCORPORATED, KING OWYANG, EVERETT
ARNDT, LORI LIPCAMAN, MICHAEL
ROSENBERG and GLYNDWR SMITH

CLASS ACTION
COMPLAINT

Defendants

Plaintiff alleges on information and belief, except for those allegations which pertain to plaintiff which are alleged upon personal knowledge, as follows:

1. This action arises out of an unlawful scheme and plan by Vishay Intertechnology, Inc., ("Vishay") and Vishay TEMIC Semiconductor Acquisition Holdings Corp. ("Vishay TEMIC", collectively "Vishay") to acquire the remaining ownership of the Siliconix Incorporated ("Siliconix" or the "Company") in a going-private transaction for grossly inadequate consideration and without full and complete disclosure of all material information, in breach of defendants' fiduciary duties.

THE PARTIES

2. Plaintiff is and has been at all relevant times the owner of shares of the common stock of Siliconix Incorporated ("Siliconix" or "Company")

3. Siliconix is a corporation organized and existing under the laws of the Delaware. Siliconix designs, makes and markets power and analog semiconductor products.

Siliconix has issued and outstanding about 29.8 million shares of common stock. Vishay Intertechnology, Inc. ("Vishay") owns approximately 24 million shares, or approximately 80.4%, of the Company's common stock.

4. Defendants Everett Arndt ("Arndt"), Lori Lipcaman ("Lipcaman") and Glyrdwr Smith ("Smith") are directors of the Company and officers of Vishay.

(a) Defendant King Owyang ("Owyang") is both a director and an officer of Siliconix.

(b) Defendant Michael Rosenberg ("Rosenberg") is a director of Siliconix and has served as a consultant to Vishay since 1992.

5. The individual defendants named above and Vishay, as the majority stockholder of Siliconix, owe the highest fiduciary duties of good faith, loyalty, fair dealing, due care, and candor to plaintiff and the other members of the Class (as defined below).

CLASS ACTION ALLEGATIONS

6. Plaintiff brings this action pursuant to Rule 23 of the Rules of the Court of Chancery, individually and on behalf of all other stockholders of the Company (except the defendants herein and any persons, firm, trust, corporation, or other entity related to or affiliated with them and their successors in interest), who are or will be threatened with injury arising from defendants' actions, as more fully described herein (the "Class").

7. This action is properly maintainable as a class action for the following reasons:

(a) The Class is so numerous that joinder of all members is impracticable. There are approximately 770 holders of record of Siliconix common stock and likely many more beneficial owners.

(b) There are questions of law and fact which are common to the Class and which predominate over questions affecting any individual class member. The common questions include, inter alia, the following:

- (i) Whether Vishay and the Individual Defendants have engaged and are continuing to engage in a plan and scheme to benefit Vishay at the expense of the members of the Class;
- (ii) Whether the Individual Defendants, and Vishay, as majority stockholder of Siliconix, have fulfilled, and are capable of fulfilling, their fiduciary duties to plaintiff and the other members of the Class, including their duties of entire fairness, fair dealing, loyalty, due care, and candor; and
- (iii) Whether plaintiff and the other members of the Class would be irreparably damaged if Vishay and the Individual Defendants are not enjoined from the conduct described herein;

8. The claims of plaintiff are typical of the claims of the other members of the Class in that all members of the Class will be damaged alike by the wrongs complained of herein.

9. Plaintiff is committed to prosecuting this action and has retained competent counsel experienced in litigation of this nature. Accordingly, plaintiff is an adequate representative of the Class.

10. Defendants have acted and will continue to act on grounds generally applicable to the Class, thereby making appropriate final injunctive or corresponding declaratory relief with respect to the Class as a whole.

BACKGROUND AND SUBSTANTIVE ALLEGATIONS

11. On February 22, 2001, Vishay announced in a press release that:

Vishay Intertechnology, Inc. (NYSE: VSH) announced today that it is proposing to purchase any and all outstanding share of common stock of Siliconix Incorporated (NASDAQ: SILI) not already owned by Vishay at a price of \$28.82 per share in cash. The proposal was communicated in a letter to the Siliconix Board of Directors. Vishay currently owns 80.4% of the outstanding shares of Siliconix. The purchase would be made through a tender offer, subject to customary conditions, in accordance with the rules of the Securities and Exchange Commission. Vishay also indicated that it might offer to exchange the Siliconix shares for shares of its common stock. Vishay would expect that the value per share of the Siliconix in an exchange offer would be somewhat less than the cash price.

Vishay also stated that, if it holds at least 90 percent of the outstanding Siliconix shares following completion of the offer, it may effect a "short-form" merger of Siliconix with a Vishay subsidiary. If such a merger takes place promptly after the offer, the consideration given to stockholders in the merger would be the same as the consideration received by tendering stockholders in the offer.

12. Vishay has organized defendant Vishay TEMIC Semiconductor Acquisition Holdings Corp. as the vehicle for the freeze-out. References to "Vishay" include its subsidiary.

13. The price of Siliconix stock has traded as high as \$165 per share during the past 52 weeks, and at or above the Offer price in the past few days. Further, the Company's shares traded around \$25 before the Offer was announced, so the Vishay proposal reflects only a very modest premium over the currently depressed price for Siliconix shares.

14. The price proposed by Vishay is particularly unfair in light of the Company's recent performance and anticipated financial performance. On December 19, 2000, defendant Owyang, Siliconix's President and CEO stated: "Although the business still continues to be slow, we are optimistic heading into year 2001. We expect inventory adjustments to be over by late Q1'01. The forecasted growth for the cell phone handset market is between 30-40% next year. New product development remains our top priority so we can continue to provide solutions to the design challenges of our customers."

15. Because Vishay controls a majority of the Company's common stock, no third party will likely bid for Siliconix. Vishay thus will be able to proceed with the proposed transaction without an auction or other type of market check to maximize value for the public shareholders.

16. Vishay is intent on paying the lowest possible price to Class members, even though Vishay is duty-bound to pay the highest fair price to the Company's public shareholders. Thus, Vishay has a clear and material conflict of interest in the proposed Offer.

17. Because of its control over the Company and Siliconix's Board of Directors, Vishay is in a position to dictate the terms of the proposed transaction. The directors are beholden to Vishay for their positions and the perquisites which they enjoy therefrom and cannot represent or protect the interests of the Company's public shareholders with impartiality and vigor.

18. By reason of the foregoing acts, practices, and course of conduct by defendants, plaintiff and the other members of the Class have been and will be damaged because they will not receive their fair proportion of the value of Siliconix's assets and business and will be prevented from obtaining fair consideration for their shares of Siliconix's common stock.

19. The Offer has been timed and structured unfairly in that:

(a) The proposed transaction is designed and intended to eliminate members of the class as stockholders of the Company from continued equity participation in the Company at a price per share which Vishay knew or should know is unfair and inadequate;

(b) Vishay has unique knowledge of the Company and has access to information denied or unavailable to the Class;

(c) Vishay has violated its duty of fair dealing by timing the transaction to place an artificial cap on the market price of Siliconix stock; and

(d) The process is procedurally flawed in that Vishay can force the consummation of the transaction without the approval of the public shareholders, given its majority ownership of the Company's stock.

20. Similarly, the Individual Defendants owe fiduciary duties to the Company's public shareholders, but because they are dominated, controlled and beholden to Vishay, they cannot not fairly discharge their duties.

21. Vishay and the Individual Defendants will continue to breach their fiduciary duties owed to plaintiff and the Class and will consummate the proposed transaction to the irreparable harm of plaintiff and the Class.

22. Plaintiff and the other members of the Class have no adequate remedy at law.

WHEREFORE, plaintiff demands judgment as follows:

A. Declaring this to be a proper class action and naming plaintiff as Class representative;

B. Granting preliminary and permanent injunctive relief against the consummation of the proposed transaction as described herein;

C. In the event the proposed transaction is consummated, rescinding the transaction or awarding rescissory damages to the Class;

D. Ordering defendants to account to plaintiff and to all other members of the Class for all damages suffered and to be suffered by them as the result of the wrongs alleged herein;

E. Awarding plaintiff the costs and disbursements of the action including allowances for plaintiff's reasonable attorneys and experts fees; and

F. Granting such other and further relief as may be just and proper.

ROSENTHAL, MONHAIT, GROSS
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IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE
IN AND FOR NEW CASTLE COUNTY

MOHAMMED YASSIN,

Civil Action No. 18692

Plaintiff,

- against -

KING OWYANG, EVERETT ARNDT, LORI
LIPCAMAN, MICHAEL ROSENBERG, MARK
SEGALL, GLYNDWR SMITH, SILICONIX
INCORPORATED and VISHAY,
INTERTECHNOLOGY, INC.,

Defendants.

CLASS ACTION COMPLAINT

Plaintiff alleges upon information and belief, except for paragraph 1 hereof, which is alleged upon knowledge, as follows:

1. Plaintiff has been the owner of shares of the common stock of Siliconix Incorporated ("Siliconix" or the "Company") since prior to the wrongs herein complained of and continuously to date.

2. Siliconix is a corporation duly organized and existing under the laws of the State of Delaware. The Company designs, markets, and manufactures power and analog semiconductor products for the communications, computer and automotive markets. Its products are also used in instrumentation and industrial applications.

3. Defendant Vishay Intertechnology, Inc. ("Vishay") owns or controls approximately 80.4% of the equity of the Company.

4. Defendant King Owyang is President and Chief Executive Officer and a Director of the Company.

5. Defendant Everett Arndt is Operations Administrative President, North America of Vishay and a Director of the Company.

6. Defendant Lori Lipcaman is Operations Senior Vice President and Controller of Vishay and a Director of the Company.

7. Defendant Michael Rosenberg is a consultant to Vishay and a Director of the Company.

8. Defendant Mark Segall is a Director of the Company.

9. Defendant Glyndwr Smith is Assistant to the CEO and Senior Vice President, Marketing Intelligence of Vishay, and Director of the Company.

10. Vishay, as controlling shareholder, and the director defendants stand in a fiduciary position relative to the Company's public shareholders and owe the public shareholders of Siliconix the highest duties of good faith, fair dealing, due care, loyalty, and full and candid disclosure.

CLASS ACTION ALLEGATIONS

11. Plaintiff brings this action as a class action, pursuant to Rule 23 of the Rules of the Court of Chancery, on behalf of all security holders of the Company (except the defendants herein and any person, firm, trust, corporation, or other entity related to or affiliated with any of the defendants) and their successors in interest, who are or will be threatened with injury arising from defendants' actions as more fully described herein.

12. This action is properly maintainable as a class action.

13. The class is so numerous that joinder of all members is impracticable. There are approximately 5.84 million shares of Siliconix common stock outstanding owned by hundreds, if not thousands, of holders other than Vishay and its affiliates.

14. There are questions of law and fact which are common to the class including, inter alia, the following: (a) whether defendants have breached their fiduciary and other common law duties owed by them to plaintiff and the members of the class; (b) whether defendants are pursuing a scheme and course of business designed to eliminate the public securities holders of Siliconix in violation of the laws of the State of Delaware in order to enrich Vishay at the expense and to the detriment of plaintiff and the other public stockholders who are members of the class; (c) whether the proposed transaction, hereinafter described, constitutes a breach of the duty of fair dealing with respect to the plaintiff and the other members of the class; and (d) whether the class is entitled to injunctive relief or damages as a result of the wrongful conduct committed by defendants.

15. Plaintiff is committed to prosecuting this action and has retained competent counsel experienced in litigation of this nature. The claims of the plaintiff are typical of the claims of other members of the class and plaintiff has the same interests as other members of the class. Plaintiff will fairly and adequately represent the class.

16. Defendants have acted in a manner which affects plaintiff and all members of the class alike, thereby making appropriate injunctive relief and/or corresponding declaratory relief with respect to the class as a whole.

17. The prosecution of separate actions by individual members of the Class would create a risk of inconsistent or varying adjudications with respect to individual members of the Class, which would establish incompatible standards of conduct for defendants, or adjudications with respect to individual members of the Class which would, as a practical matter, be dispositive of the interests of other members or substantially impair or impede their ability to protect their interests.

SUBSTANTIVE ALLEGATIONS

18. On February 22, 2001, Vishay announced that it had made a proposal to purchase all of the shares of common stock of the Company not held by Vishay and its affiliates. Under the proposed transaction, the Company's public shareholders would receive \$28.82 per share in cash.

19. The price of \$28.82 per share to be paid to class members is unfair and inadequate consideration because, among other things: (a) the intrinsic value of the stock of Siliconix is materially in excess of \$28.82 per share, giving due consideration to the prospects for growth and profitability of Siliconix in light of its business, earnings and earnings power, present and future; (b) the \$28.82 per share price offers an inadequate premium to the public stockholders of Siliconix; and (c) the \$28.82 per share price is not the result of arm's length negotiations but was fixed arbitrarily by Vishay to "cap" the market price of Siliconix stock, as part of a plan for Vishay to obtain complete ownership of Siliconix, its assets and businesses at the lowest possible price.

20. The proposal is an attempt by Vishay to unfairly aggrandize Vishay at the expense of Siliconix's public stockholders. The proposal will, for inadequate consideration,

deny plaintiff and the other members of the class their right to share proportionately in the future success of Siliconix and its valuable assets, while permitting Vishay to benefit wrongfully from the transaction.

21. Given Vishay defendants' stock ownership and representation on Siliconix' Board and in management, they are able to dominate and control the other directors, all of whom were hand-picked by the Vishay defendants and are beholden to them for the prestige and perquisites of their offices. Under the circumstances, none of the directors can be expected to protect the Company's public shareholders in transactions which benefit Vishay at the expense of Siliconix' public shareholders, as exemplified by the proposed transaction.

22. Because of Vishay's stock ownership and the offices held by Vishay personnel, no third party, as a practical matter, can attempt any competing bid for Siliconix, as the success of any such bid would require the consent and cooperation of Vishay defendants.

30. Plaintiff and the other members of the Class will suffer irreparable damage unless defendants are enjoined from breaching their fiduciary duties to Siliconix's public shareholders in a proposed transaction which will benefit fiduciaries at the expense of the public shareholders of the Company.

31. Plaintiff and the other members of the Class have no adequate remedy at law.

WHEREFORE, plaintiff demands judgment against defendants, jointly and severally, as follows:

(1) declaring this action to be a class action and certifying plaintiff as the Class representative and her counsel as Class counsel;

(2) enjoining, preliminarily and permanently, the transaction complained of herein;

(3) to the extent, if any, that the transaction or transactions complained of are consummated prior to the entry of this Court's final judgment, rescinding such transaction or transactions, or granting the Class rescissory damages;

(4) directing that defendants account to plaintiff and the other members of the Class for all damages caused to them and account for all profits and any special benefits obtained as a result of their unlawful conduct;

(5) awarding plaintiff the costs and disbursements of this action, including a reasonable allowance for the fees and expenses of plaintiff's attorneys and experts; and

(6) granting plaintiff and the other members of the Class such other and further relief as may be just and proper.

ROSENTHAL, MOHAI, GROSS
& GODDESS, P.A

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IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN AND FOR NEW CASTLE COUNTY

GRIFFIN PORTFOLIO MANAGEMENT CORP.,

Plaintiff,

C.A. No. 18700NC

vs.

SILICONIX INCORPORATED, VISHAY
INTERTECHNOLOGY, INC., MICHAEL A.
ROSENBERG, MARK B. SEGALL, KING
OWYANG PHD, EVERETT ARNDT, LORI
LIPCAMAN and GLYNDWR SMITH

Defendants.

COMPLAINT

Plaintiff alleges upon personal knowledge with respect to paragraph 2, and upon information and belief as to all other allegations herein, as follows:

1. Plaintiff brings this action on behalf of the public stockholders of Siliconix Incorporated ("Siliconix" or the "Company"), against its directors, the above-named individual defendants, and defendant Vishay Intertechnology, Inc. ("Vishay"), the controlling shareholder of Siliconix, in connection with Vishay's proposed acquisition of the publicly owned shares of Siliconix common stock.

PARTIES

2. Plaintiff Griffin Portfolio Management Corp. is and at all relevant times has been an owner, directly or indirectly, beneficially or otherwise, of 65,913 shares of Siliconix common stock.

3. Siliconix is a Delaware corporation with its principal executive offices located at 2201 Laurelwood Road, Santa Clara, CA 95054. Siliconix designs, markets, and manufactures power and analog semiconductor products.

4. a. Defendant Vishay is an international manufacturer and supplier of discrete passive electronic components and discrete active electronic components, particularly resistors, capacitors, inductors, diodes and transistors. Vishay offers its customers "one-stop" access to one of the most comprehensive electronic component lines of any manufacturer in the United States or Europe. Passive electronic components, discrete active electronic components and integrated circuits are the primary elements of every electronic circuit. Vishay manufactures one of the broadest lines of surface mount devices, a format for electronic components that has evolved into the standard required by most customers. In addition, Vishay continues to produce components in the traditional leaded form. Components manufactured by Vishay are used in virtually all types of electronic products, including those in the computer, telecommunications, and consumer electronics industries.

b. Vishay and its affiliates now own and control, directly and indirectly, approximately 80.4% of Siliconix's outstanding common stock. Vishay, therefore, is the controlling shareholder of Siliconix and owes fiduciary obligations of good faith, candor, loyalty and fair dealing to the public shareholders of Siliconix.

5. a. Defendants Michael A. Rosenberg, Mark B. Segall, King Owyang, ("Owyang") Everett Arndt ("Arndt"), Lori Lipcaman ("Lipcaman") and Glyndwr Smith ("Smith"), are the directors of Siliconix (collectively, the "Individual Defendants").

b. In addition, defendant Arndt is President of Operations Administration in North America for Vishay, defendant Owyang is President and Chief Executive Officer ("CEO")

of Siliconix, defendant Lipcman is Senior Vice President and Controller of Vishay and defendant Smith is Senior Vice President and Assistant to the CEO of Vishay.

6. The individual Defendants owe Siliconix's public stockholders fiduciary obligations and were and are required to act in furtherance of the best interests of Siliconix's public stockholders; govern Siliconix in such a manner as to heed the expressed views of its public shareholders; refrain from abusing their positions of control; and not to favor their own interests of Vishay at the expense of Siliconix's public stockholders.

CLASS ACTION ALLEGATIONS

7. Plaintiff brings this action, pursuant to Rule 23 of the Rules of this Court, on behalf of itself and all other shareholders of the Company (except defendants herein and any person, firm, trust, corporation, or other entity related to or affiliated with them) and their successor in interest, who are or will be threatened with injury arising from defendants' actions, as more fully described herein (the "Class").

8. This action is properly maintainable as a class action for the following reasons:

a. The Class is so numerous that joinder of all members is impracticable. There are millions of shares of Siliconix common stock which are outstanding, held by hundreds, if not thousands, of stockholders of Siliconix who are members of the Class.

b. There are questions of law and fact that are common to the Class including, inter alia, the following:

(i) Whether defendants have engaged in and are continuing to engage in conduct which unfairly benefits Vishay at the expense of the members of the Class;

(ii) Whether the Individual Defendants, as officers and/or directors of the Company, and Vishay, the controlling stockholder of Siliconix, are violating their fiduciary duties to plaintiff and the other members of the Class; and

(iii) Whether plaintiff and the other members of the Class would be irreparably damaged were defendants not enjoined from committing the wrongs complained of herein.

c. The claims of plaintiff are typical of the claims of the other members of the Class in that all members of the Class will be damaged alike by defendants' actions.

d. Plaintiff is committed to prosecuting this action and has retained competent counsel experienced in litigation of this nature. Accordingly, plaintiff is an adequate representative of the Class.

f. The prosecution of separate actions by individual members of the Class would create the risk of inconsistent or varying adjudications with respect to individual members of the Class which would establish incompatible standards of conduct for defendants, or adjudications with respect to individual members of the Class which would as a practical matter be dispositive of the interests of the other members not parties to the adjudications or substantially impair or impede their ability to protect their interests.

g. Defendants have acted on grounds generally applicable to the Class with respect to the matters complained of herein, thereby making appropriate the relief sought herein with respect to the Class as a whole.

SUBSTANTIVE ALLEGATIONS

A. SILICONIX - A STAR IN ITS INDUSTRY

9. Siliconix designs, markets, and manufactures power and analog semiconductor products. The Company focuses on technologies and products for the communications, computer and automotive markets. Additionally, many of the Company's products are used in instrumentation and industrial applications. All of the analog and power products produced by Siliconix can be divided into two general classes: discrete devices and integrated circuits.

10. Because of the lines of business engaged in by Siliconix, the Company creates numerous business opportunities for itself. According to the Company's most recent Form 10-K filed with the Securities and Exchange Commission:

Siliconix uses its advanced technology and applications expertise to develop value-added products for power management and conversion. These products serve two types of markets. The first type, represented by the communications and computer markets, exhibits design cycles as short as a few months and product life cycles as short as six to twelve months, thus creating numerous new opportunities for the Company. The other type, represented by the automotive market, exhibits long design cycles, sometimes as much as four or five years, and product life cycles as long or longer. Participation in both types of businesses helps the Company balance growth opportunities with research and development investments required to maintain technology leadership.

[Emphasis added.]

11. Also, according to the Company, Siliconix protects its technology leadership by securing patents on proprietary products and processes. As of December 31, 1999, Siliconix owned 178 U.S. patents, covering primarily semiconductor device structures, processes, and circuitry.

12. The Company is a star in its industry. For example, on or about February 6, 2001, Siliconix reported record annual earnings of \$3.60 per share for 2000, an increase of 63% over the \$66.1 million, or \$2.21 per share, achieved in 1999. Net sales in 2000 were a record \$473.1 million, a 23% increase over Siliconix's sales for 1999.

13. Siliconix was a member of TEMIC Semiconductors, a division of the Daimler-Benz microelectronics consortium, for several years. On March 2, 1998, Daimler-Benz sold the Semiconductor Division of TEMIC, which included its 80.4% interest in Siliconix, to Vishay. By virtue of that transaction, Vishay became the Company's largest stockholder. The Company's products are now marketed with the Siliconix brand name under the Vishay corporate umbrella.

B. SILICONIX RECENTLY ANNOUNCES THE INTRODUCTION OF SEVERAL NEW PRODUCTS

14. Starting in December 2000, Siliconix introduced several new, leading-edge products, including new power MOSFETs (an acronym for "metal oxide semiconductor field effect transistors") and battery charger integrated circuits. Power MOSFETs are the Company's fastest growing products in terms of sales. On or about December 4, 2000, Siliconix announced that it had unveiled a proprietary chip-scale power MOSFET packaging technology that will greatly reduce the size of the devices required to manage and convert power in cell phones and handheld internet appliances. Touting this new technology, Dr. Felix Zandman, Chairman and CEO of Vishay, stated:

Minimizing the board space required by power semiconductors is crucial to enabling new generations of cell phones and other portable information appliances that will make the wireless internet an affordable reality . . . [w]ith MICRO FOOT, we're giving mobile communications designers a footprint and height profile that are 70% smaller and 50% thinner than the TSOP-6 power MOSFETs they use now. The new dimensions of the package are in fact the dimensions of the chip itself.

15. Likewise, defendant Owyang, who serves as Vishay's President and CEO, acclaimed Siliconix's new TrenchFET process:

Siliconix was the first in the industry to offer power MOSFETs built on trench silicon technology, which has now become the standard for this device type . . . [w]ith this latest advance, we're pushing the envelope again with devices that will play a key role in enabling smaller, lighter end products that will run longer on smaller batteries.

16. Not surprisingly, in January 2001, John Dorfman, of Dorfman Investments in Boston, made Siliconix one of his "favorite" stocks for 2001. These ten "value" stocks, which included Siliconix, would, in Dorfman's view, provide gains in 2001 "even if the stock market as a whole moves little to lower [in 2001]"

C. VISHAY OFFERS TO ACQUIRE SILICONIX'S
PUBLICLY-HELD SHARES AT INADEQUATE PRICE

17. On or about February 23, 2001, Vishay proposed to acquire the outstanding shares of Siliconix that it does not already own for the price of \$28.82 per share. This price represents a meager premium over the \$25 1/16 per share market price of Siliconix on February 22, 2001, the day before the announcement of the proposed transaction. Furthermore, the proposed transaction represents a discount to Siliconix's thirty-day unaffected stock price of \$29.625; an 80% discount to Siliconix's one-year high stock closing price of \$144.50; and a 48% discount to Siliconix's one-year average stock closing price of \$55.58.

18. The proposed transaction is also inadequate as it values Siliconix at a significant discount to comparable companies. In this regard, pursuant to the proposed transaction, Siliconix is valued at 8.0 times the Company's 2000 earnings per share ("EPS") of \$3.60. Based on analysts' reports and historical results, Siliconix will probably earn as least as much in 2001 as it did in 2000. Based on those assumptions, the proposed transaction also values Siliconix at 8.0 times the Company's estimated 2001 EPS.

19. By contrast, the sixteen companies which comprise the Philadelphia Stock Exchange Semiconductor Index are trading, on average, at 28.5 times their last twelve months ("LTM") EPS and 27.0 times their 2001 estimated EPS. Similarly, a group of companies followed by the investment firm of Robertson Stephens, "Pureplay Analog Companies," is trading at 23.1 times their estimated 2001 EPS. Another group of companies followed by Robertson Stephens, "Diversified Companies with Large Analog Portfolios," is trading at 19.4 times estimated 2001 EPS.

20. The proposed transaction also fails to take into account Siliconix's impressive historical financial performance. For example, from 1997-2000, Siliconix has achieved the following compounded annual growth rates:

--	Revenues:	13.7%
--	Operating Income:	46.1%
--	Net Income:	48.3%

21. Siliconix's historical gross profit margins from 1997-2000 are also impressive and not reflected in the price proposed by Vishay for the Company's public shares:

Year	Gross Profit Margin
----	-----
-- 1997	39.5%
-- 1998	34.7%
-- 1999	41.3%
-- 2000	45.0%

22. Analysts have also noted that the timing and price of the proposed transaction heavily favor Vishay. In this regard a February 23, 2001, Janney Montgomery Scott report states:

In our opinion this is an inspired, if predictable move at this time. Siliconix, a leading manufacturer of power semiconductors utilized in, among other devices, cell phones and other portable and wireless devices. Although Siliconix is currently suffering the same malaise that is impacting other suppliers of cell phone components, we note that its long term growth is expected to average about 20% annually, with margins of about 40%. Vishay's passives business probably grows about 8% annually and should average gross margins of under 30%, so Siliconix adds to both growth and profitability.

Also, Siliconix' business was the first part of Vishay to slow down, in the third quarter of last year. We expect it to be the first to turn up as well, as excess inventories of cell phones are worked off later this year. In other words, Vishay's timing of this purchase is excellent.

23. Vishay is using its dominance and control to time the acquisition of Siliconix's public minority shares to unfairly take advantage of the current, severe depression in the market price of the Company's shares and to allow Vishay to appropriate for itself all of the Company's future Growth and profitability.

24. Vishay has clear and material conflicts of interest and is acting to better its own interests at the expense of Siliconix's public shareholders. Vishay has voting control of the Company and controls its proxy machinery. It has selected and elected all of Siliconix's directors who are either directly affiliated with Vishay or beholden to Vishay for their offices and the valuable perquisites which they enjoy therefrom. None of the director defendants can protect and promote the best interests of Siliconix's public shareholders in the self-dealing transaction proposed by Vishay.

25. Vishay is well aware of the status of Siliconix's development and prospects. In making its inadequate offer to acquire the publicly owned stock of Siliconix. Vishay seeks to take advantage of the fact that the market price of Siliconix stock does not fully reflect the progress and future value of the Company.

26. The price of \$28.82 per share to be paid to the class members is unfair and inadequate because, among other things, (a) the intrinsic value of the stock of Siliconix is materially in excess of the \$28.82 per share price being proposed, giving due consideration to the prospects of growth and profitability of Siliconix in light of its business, earnings and earnings power, present and future; (b) the \$28.82 per share price offers an inadequate premium to the public stockholders of Siliconix; and (c) the \$28.82 per share price is not the result of arm's length negotiations, but was fixed arbitrarily by Vishay to "cap" the market price of Siliconix

stock, as part of Vishay's plan to obtain complete ownership of Siliconix's assets and business at the lowest possible price.

27. Because Vishay is in possession of proprietary corporate information concerning Siliconix's future financial prospects, the degree of knowledge and economic power between Vishay and the class members is unequal, making it grossly and inherently unfair for Vishay to obtain the publicly owned Siliconix shares at the unfair and inadequate price that it has proposed.

28. Because Vishay controls approximately 80.4% of Siliconix, no auction or market check can be effected to establish Siliconix's transactional value. Thus, Vishay has the power and is exercising its power to acquire Siliconix's minority shares and dictate terms which are in Vishay's best interest, without competing bids and regardless of the wishes or best interests of class members or the intrinsic value of Siliconix's stock.

29. By reason of the foregoing, Vishay, with the acquiescence of the Individual Defendants, has breached and will continue to breach its duties to the minority shareholders of Siliconix by engaging in improper, unfair dealing on unfair terms.

30. Unless enjoined by this Court, defendants will continue to breach their fiduciary duties owed to plaintiff and the other members of the Class, and will consummate the buyout which will exclude Class members from their fair proportionate share of Siliconix's valuable assets and businesses, to the irreparable harm of the Class.

WHEREFORE, plaintiff demands judgment and preliminary and permanent relief, including injunctive relief, in its favor and in favor of the Class and against defendants as follows:

A. Declaring that this action is properly maintainable as a class action and certifying plaintiff as a class representative;

B. Enjoining the proposed transaction or, if the transaction is consummated, rescinding the transaction or awarding rescissory damages to the Class;

C. Awarding plaintiff and the Class compensatory damages;

D. Awarding plaintiff the costs and disbursements of this action, including an allowance for plaintiffs attorneys' and experts' fees; and

E. Granting such other, and further relief as this Court may deem to be just and proper.

ROSENTHAL, MONHAIT, GROSS &
GODDESS, P.A.

By: _____

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SUPERIOR COURT OF THE STATE OF CALIFORNIA

IN AND FOR THE COUNTY OF SANTA CLARA

JONATHAN REX, on Behalf of Himself and All)	
Others Similarly Situated,)	CASE NO.
)	
Plaintiff,)	CLASS ACTION
)	
v.)	COMPLAINT FOR BREACH OF
)	FIDUCIARY DUTIES AND
KING OWYANG, EVERETT ARNDT, LORI LIPCAMAN,)	SELF-DEALING
MICHAEL ROSENBERG, MARK SEGALL, GLYNDWR)	
SMITH, VISHAY INTERTECHNOLOGY, INC. FELIX)	
ZANDMAN, AVI D. EDEN, GERALD PAUL, RICHARD)	DEMAND FOR TRIAL BY JURY
N. GRUBB, ROBERT A. FREECE, ELIYAHU HURVITZ,)	
EDWARD B. SHILS, LUELLE B. SLANDER, MARK I.)	
SOLOMON, JEAN-CLAUDE-TINE and DOES 1)	
through 100, Inclusive,)	
Defendants.)	
)	
)	
)	
)	

Plaintiff, by his attorneys, alleges as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over all causes of action asserted herein pursuant to the California Constitution, Article VI, Section 10, because this case is a cause not given by statute to other trial courts.

2. Plaintiff Jonathan Rex is a resident of the State of California and shareholder of Siliconix Inc. Siliconix Inc. ("Siliconix" or the "Company") is a citizen of California as it has its principal place of business located at 2201 Laurelwood Road, Santa, Clara, California 95054. This action is not removable.

3. Venue is proper in this Court because Siliconix has its principal place of business in this County. The conduct at issue took place and had an effect in this County.

PARTIES

4. Plaintiff Jonathan Rex ("Rex") is a resident of the State of California and stockholder of Siliconix.

5. Defendant King Owyang ("Owyang") is, and at all times herein relevant has been, President, Chief Executive Officer, Director, and Executive Vice President, Technology and Silicon Division, of the Company.

6. Defendant Everett Arndt ("Arndt") is, and at all times herein has been, a Director of the Company. Arndt is also the Operations Administrative President for North America of defendant Vishay Intertechnology, Inc. ("Vishay").

7. Defendant Lori Lipcaman ("Lipcaman") is, and at all times herein relevant has been, a Director of the Company. Lipcaman is also Operations Senior Vice President and Controller of defendant Vishay.

8. Defendant Michael Rosenberg ("Rosenberg") is, and at all times herein relevant has been, a Director of the Company. Rosenberg is also an independent consultant to defendant Vishay.

9. Defendant Mark Segall ("Segall") is, and at all times herein relevant has been, a Director of the Company.

10. Defendant Glyndwr Smith ("Smith") is, and at all times herein relevant has been, a Director of the Company. Smith is also Assistant to the Chief Executive Officer and Senior Vice President, Marketing Intelligence of defendant Vishay.

11. The defendants named in paragraphs 5-10 are sometimes collectively referred to herein as the "Siliconix Defendants."

12. Defendant Vishay is the largest U.S. and European manufacturer of passive electronic components and a major producer of discrete semiconductors, infrared communication devices, and power and analog switching integrated circuits. Vishay owns 80.4% of the outstanding shares of Siliconix. Vishay is a Delaware corporation with its principal place of business located at 63 Lincoln Highway, Malvern, Pennsylvania 19355-2120.

13. Defendant Felix Zandman ("Zandman") is, and at all times herein relevant has been, a Chairman of the Board of Directors and Chief Executive Office of defendant Vishay.

14. Defendant Avi D. Eden ("Eden") is, and at all times herein relevant has been, a Vice Chairman of the Board of Directors and Executive Vice President of defendant Vishay.

15. Defendant Gerald Paul ("Paul") is, and at all times herein relevant has been, President and a Director of defendant Vishay.

16. Defendant Richard N. Grubb ("Grubb") is, and at all times herein relevant has been an Executive Vice President and Director of defendant Vishay.

17. Defendant Robert A. Freece ("Freece") is, and at all times herein relevant has been, a Senior Vice President and Director of defendant Vishay.

18. Defendant Eliyahu Hurvitz ("Hurvitz") is, and at all times herein relevant has been, a Director of defendant Vishay.

19. Defendant Edward B. Shils ("Shils") is, and at all times herein relevant has been, a Director of defendant Vishay.

20. Defendant Luella B. Slaner ("Slaner") is, and at all times herein relevant has been, a Director of defendant Vishay.

21. Defendant Mark I. Solomon ("Solomon") is, and at all times herein relevant has been, a Director of defendant Vishay.

22. Defendant Jean-Claude Tine ("Tine") is, and at all times herein relevant has been, a Director of defendant Vishay.

23. The defendants named in paragraphs 13-22 are sometimes collectively referred to herein as the "Vishay Defendants."

24. Defendants Vishay, as the majority shareholder of Siliconix, the Siliconix Defendants, as officers and/or directors of Siliconix, and the Vishay Defendants, as officers and/or directors of Vishay, have a fiduciary relationship and responsibility to plaintiff and the other common public stockholders of Siliconix and owe to plaintiff and the other class members the highest obligations of good faith, loyalty, fair dealing, due care and candor. Further, defendants have aided and abetted each other in their breaches of fiduciary duties.

25. The true names and capacities of defendants sued herein under California Code of Civil Procedure Section 474 as Does 1 through 100, inclusive, are presently not known to plaintiff, who therefore sue these defendants by such fictitious names. Plaintiff will seek to amend this

Complaint and include these Doe defendants' true names and capacities when they are ascertained. Each of the fictitiously named defendants is responsible in some manner for the conduct alleged herein and for the injuries suffered by the Class.

26. By virtue of their positions as directors and/or officers of Siliconix and/or Vishay, Defendants have, and at all relevant times had, the power to control and influence, and did control and influence and cause Siliconix to engage in the practices complained of herein.

27. Each defendant herein is sued individually as a conspirator and aider and abettor, and the liability of each arises from the fact that each engaged in and/or aided and abetted all or part of the unlawful acts, plans or transactions complained of herein.

CLASS ACTION ALLEGATIONS

28. Plaintiff brings this action pursuant to Section 382 of the California Code of Civil Procedure on his own behalf and as a class action on behalf of all holders of Siliconix common stock, who are being and will be harmed by defendants' actions described below (the "Class"). Excluded from the Class are defendants herein and any person, firm, trust, corporation, or other entity related to or affiliated with any defendants.

29. This action is properly maintainable as a class action because:

(a) The class is so numerous that joinder of all members is impracticable. there are over 29 million shares of Siliconix stock issued and outstanding. The shares trade on the Nasdaq National Market under the ticker symbol "SILI", and thousands of Siliconix stockholders of record are located throughout the United States;

(b) There are questions of law and fact which are common to the Class, including whether the defendants have engaged or are continuing to act in a manner calculated to benefit themselves at the expense of Siliconix's minority stockholders and whether plaintiff and

other members of the Class would be irreparably damaged if the defendants are not enjoined in the manner described below;

(c) The defendants have acted or refused to act on grounds generally applicable to the Class thereby making appropriate final injunctive relief with respect to the class as a whole;

(d) Plaintiff is committed to prosecuting this action and has retained competent counsel experienced in litigation of this nature. The claims of plaintiff are typical of the claims of the other members of the class and plaintiff has the same interest as the other members of the Class. Accordingly, plaintiff is an adequate representative of the Class and will fairly and adequately protect the interests of the Class; and

(e) Plaintiff anticipates that there will be no difficulty in the management of this litigation as a class action.

30. For the reasons stated herein, a class action is superior to other available methods for the fair and efficient adjudication of this controversy.

DEFENDANTS BREACH OF FIDUCIARY DUTY

31. Siliconix is a leading manufacturer of components for computers, cell phones, fixed communications networks, automobiles and other electronic systems.

32. On March 22, 2000, Vishay announced its proposed purchase of all outstanding shares of Siliconix not already owned by Vishay for either \$28.82 per share in cash or in exchange for Vishay shares at a rate to be determined at a later date. If the finalized offer is a tax-free exchange of Vishay shares for Siliconix shares, the value per share of Siliconix in the exchange offer would be less than the cash price. Vishay communicated the proposal in a letter to the Siliconix Board of Directors. Vishay further stated that if it holds at least 90% of the

outstanding Siliconix shares following completion of the offer, Vishay may effect a short-form merger of Siliconix with a Vishay subsidiary.

33. On February 6, 2001, Siliconix announced that net income for the year ended December 31, 2000 was a record \$107.6 million, or \$3.60 per share, an increase of 63% received in 1999. Net sales in 2000 were a record 473.1 million, a 23% increase over the sales for 1999. Further, Siliconix's unaudited Consolidated Balance Sheets for the year ended December 31, 2000, stated the Company had assets of over \$134 million in cash and cash equivalents.

34. Siliconix closed at \$25 1/16 on February 22, 2001. By mid-day on February 23, 2001, Siliconix was up to 30 3/4. Just fifteen trading days prior to Vishay's proposal announcement, on January 31, 2001, Siliconix closed at \$30 7/8. Five trading days prior to Vishay's proposal announcement, on February 15, 2001, Vishay closed at \$28 11/16.

35. Vishay's proposed offer of \$28.82 in cash per share, or less if a tax-free exchange, does not take in account the current value of Siliconix's stock, its liquid assets, net income, and net sales, and fails to offer Siliconix minority shareholders any premium on their shares.

36. By reason of each of the Defendants' positions with Siliconix and Vishay, Defendants are in possession of non-public information concerning the financial conditions and prospects of both companies and are duty-bound to maximize the shareholder value of the minority shareholders. The Defendants have clear and material conflicts of interest and their primary reason for effecting the buyout is to better the interest of Vishay and/or themselves at the expense of Siliconix's public shareholders. In fact, defendants Arndt, Lipcaman, Rosenberg and Smith are each directors of Siliconix and officers and/or employees of defendant Vishay.

37. Each of the Board members identified herein have irremediable conflicts of interest and cannot be expected to act in the best interest of Siliconix's minority public stockholders in connection with this proposed buyout.

38. Defendants aided and abetted each other by, inter alia:

(a) using confidential proprietary corporate information to analyze and prepare their takeover plan;

(b) attempting to acquire the Company for less than fair value;

(c) planning the transaction to take advantage of the lack of full disclosure of all material facts to the Company's shareholders, including making false and misleading statements as alleged herein; and

(d) attempting to lock-out other potential bidders by timing and structuring the transaction in a manner to make other bids more difficult and unlikely to occur.

39. The proposed buyout is wrongful, unfair and harmful to Siliconix's minority public stockholders, and represents an effort by the defendants to aggrandize their own financial positions and interests at the expense of and to the detriment of class members. The buyout is an attempt to deny plaintiff and the other members of the Class the true value of Siliconix's valuable assets and future growth in profits and earnings, while usurping the same for the benefit of Vishay and its shareholders.

40. As a result of defendants' unlawful actions, plaintiff and the other members of the Class will be damaged in that they will not receive their fair portion of the value of Siliconix's assets and business and will be prevented from obtaining the real value of their equity investment in Siliconix.

41. There is well-defined community of interest in the questions of law and fact involved affecting the parties to be represented. Questions of fact common to the class include, inter alia, whether the Defendants breached or are breaching or threatening to breach their fiduciary duties by:

(a) allowing defendants to use confidential proprietary information belonging to the Company to analyze, prepare and consummate Vishay's plan to take the Company private;

(b) attempting to take the company private for less than fair value;

(c) failing to encourage or permit competing bids from other bidders operating with the same advantages as Vishay, including, but not limited to the same access to confidential corporate information for the purposed of the analysis and preparation of competing bids;

(d) failing to make full disclosure of all material facts to the Company's shareholders regarding the plans for the acquisition transaction; and

(e) failing to take other steps to ensure the highest possible price is obtained, without showing favor to the Vishay.

42. Defendants have utilized confidential proprietary corporate information to analyze and prepare their acquisition plan, which information is not and has not been available to any other potential persons who may be interested in acquiring the Company or its assets. In addition, Defendants have used their insider position and control of the Company to discourage attempts to acquire, merge or take over Siliconix by other business entities willing to pay a higher price or offer more favorable terms to the shareholders.

43. Having positioned the Company and its stock price in the manner set forth above, defendant Vishay stands to realize millions of dollars of value which actually belong to the

public shareholders of the Company by acquiring control of the Company at an artificially low price, without a full and fair auction of the Company.

44. In light of the foregoing, plaintiff demands that the Defendants, as their fiduciary obligations require, immediately:

- Undertake an independent evaluation of Siliconix's worth as an acquisition candidate.
- Undertake an independent evaluation of Siliconix's worth as an investment candidate.
- Retain independent advisors and appoint a truly independent committee so that the interests of Siliconix's minority public stockholders will be protected and the Vishay offer will be considered and negotiated in the interest of Siliconix's public stockholders.
- If an acquisition transaction is to go forward, require that it be approved by a majority of Siliconix's minority stockholders.

45. As a result of the defendants' failure to take such steps to date, plaintiff and the other members of the Class have been and will be damaged in that they have not and will not receive the fair value of Siliconix's assets and business, and have been and will be prevented from obtaining a fair price for their minority interest.

46. Defendants are engaging in self dealing, are not acting in good faith toward plaintiff and the other members of the Class, and have breached and are breaching their fiduciary duties to the members of the Class.

47. As a result of the defendants' unlawful actions, plaintiff and the other members of the Class will be irreparably harmed in that they will not receive fair value for Siliconix's assets and business and will be prevented from obtaining the real value of their equity ownership in Siliconix. Unless the proposed acquisition is enjoined by the Court, defendants will continue to breach their fiduciary duties owed to plaintiff and the members of the Class, will not engage in arms-length negotiations on the acquisition terms, and will not supply to Siliconix's minority

stockholders sufficient information to enable them to cast informed votes on the proposed acquisition and may consummate the proposed acquisition, all to the irreparable harm of the members of the Class.

48. Plaintiff and the other members of the Class have no adequate remedy at law.

PRAYER FOR RELIEF

WHEREFORE, plaintiff prays for judgment and relief as follows:

1. Ordering that this action maybe maintained as a class action and certifying plaintiff as the Class representative;
2. declaring that defendants have breached and/or are aiding and abetting breaches of fiduciary and other duties to plaintiff and the other members of the Class;
3. Entering an order requiring defendants to take the steps set forth herein;
4. Preliminary and permanently enjoining the defendants and their counsel, agents, employees and all persons acting under, in concert with, or for them, from proceeding with; consummating or closing the proposed transaction;
5. In the event the transaction is consummated, rescinding it and settling it aside;
6. Award compensatory damages against defendants, individually and severally, as the facts may justify, in an amount to be determined at trial, together with pre-judgment interest thereon at the maximum rate allowed law from date of judicial demand until paid;
7. Award costs and disbursements, including plaintiff's counsel's fees and experts' fees; and
8. Granting such other and further relief as the Court may deem just and proper.

JURY DEMAND

Plaintiff demands a trial by jury.

Dated: February 23, 2001

Michael D. Braum
Patrice L. Bishop
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By: -----

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Attorneys for Plaintiff

CLASS ACTION COMPLAINT

Plaintiff alleges upon information and belief, except as to paragraph 1 hereof, which plaintiff alleges upon personal knowledge, as follows:

1. Plaintiff has been the owner of shares of the common stock of Siliconix Incorporated ("Siliconix" or the "Company") at all relevant times and continues to hold such shares.

2. Siliconix is a corporation duly organized and existing under the laws of the State of Delaware. Its headquarters and principal place of business is in Santa Clara, California. The Company designs, markets and manufactures power and analog semiconductor products for the communications, computer and automotive markets. Its products are also used in instrumentation and industrial applications.

3. Defendant Vishay Intertechnology, Inc. ("Vishay") owns or control approximately 80.4% of the equity of Siliconix.

4. Defendant King Owyang is President and Chief Executive Officer and a Director of Siliconix.

5. Defendant Everett Arndt is Operations Administrative President, North America of Vishay and a Director of Siliconix.

6. Defendant Lori Lipcaman is Operations Senior Vice President and Controller of Vishay and a Director of Siliconix.

7. Defendant Michael Rosenberg is a consultant to Vishay and a Director of Siliconix.

8. Defendant Mark Segall is a Director of Siliconix.

9. Defendant Glyndwr Smith is Assistant to the CEO and Senior Vice President, Marketing Intelligence of Vishay, and a Director of Siliconix.

10. Vishay, with 80.4% of the outstanding shares of Siliconix, is a controlling shareholder of Siliconix, and the director defendants stand in a fiduciary position relative to the Company's public shareholders and owe the public shareholders of Siliconix the highest duties of good faith, fair dealings, due care, loyalty, and full and candid disclosures.

11. The true names and capacities of defendants sued herein under California Code of Civil Procedure Section 474 as Does 1 through 100, inclusive, are presently not known to plaintiff, who therefore sues these defendants by such fictitious names. Plaintiff will seek to amend this Complaint and include these Doe defendants' true names and capacities when they are ascertained. Each of the fictitiously named defendants is responsible in some manner for the conduct alleged herein and for the injuries suffered by the Class.

CLASS ACTION ALLEGATIONS

12. Plaintiff brings this action as a class action pursuant to Section 382 of the California Code of Civil Procedure on its own behalf and as a class action on behalf of all shareholders of Siliconix ("Siliconix" or the "Company"), who are being harmed and will continue to be harmed by the actions of the defendants described below (the "Class"). Excluded from the Class are defendants herein and any person, firm, trust, corporation or other entity related to or affiliated with the defendants.

13. This action is a property maintainable as a class action.

14. The class is so numerous that joinder of all members is impracticable. There are approximately 5.84 million shares of Siliconix common stock outstanding owned by hundreds of shareholder other than Vishay and its affiliates.

15. There are questions of law and fact which are common to the class. These questions, include, the following:

a. whether defendants have breached their fiduciary and other common law duties by them to plaintiff and the members of the class;

b. whether defendants are pursuing a scheme and course of business designed to eliminate the public securities holders of Siliconix in violation of the laws of the State of Delaware in order to enrich Vishay at the expense and to the detriment of plaintiff and other public stockholders who are members of the class;

c. whether the proposed transaction, hereinafter described, constitutes a breach of duty of fair dealing with respect to the plaintiff and the other members of the class; and

d. whether the class is entitled to injunctive relief or damages as a result of the wrongful conduct committed by defendants.

16. Plaintiff is committed to prosecuting this action and has retained competent counsel experienced in litigation of this nature. The claims of the plaintiff are typical of the claims of other members of the class and plaintiff has the same interests as the other members of the class. Plaintiff will fairly and adequately represent the class.

17. Defendants have acted in a manner which affects plaintiff and all members of the class alike, thereby making appropriate injunctive relief and/or corresponding declaratory relief with respect to the class as a whole.

18. The prosecution of separate actions by individual members of the class would create a risk of inconsistent or varying adjudications with respect to individual members of the class, which would establish incompatible standards of conduct for defendants, or adjudications with respect to individual members of the class which would, as a practical matter, be dispositive of the interests of other members or substantially impair or impede their ability to protect their interests.

SUBSTANTIVE ALLEGATIONS

19. On February 22, 2001, Vishay announced that it had sent a letter proposal to purchase all of the shares of common stock of the Company not held by Vishay and its affiliates to the Siliconix board. Under the proposed transaction, the Company's public shareholders would receive \$28.82 per share in cash, although it was possible that a stock for stock transaction could complete the merger under certain circumstances. If the merger was to proceed as a stock for stock transaction, the ratio used would be below the \$28.82 all cash proposal.

20. The price of \$28.82 per shares to be paid to class members is unfair and an inadequate consideration because, among other things: (a) the intrinsic value of the stock of Siliconix is materially in excess of \$28.82 per share, giving due consideration to the prospects for growth and profitability of Siliconix in light of its business, earnings and earning power, present and future; (b) the \$28.82 per share offers an inadequate premium to the public stockholders of Siliconix; and (c) the \$28.82 per share price is not the result of arm's length negotiations but was fixed arbitrarily by Vishay to "cap" the market price of Siliconix stock; as part of a plan for Vishay to obtain complete ownership of Siliconix, its assets and businesses at the lowest possible price.

21. The proposal is an attempt by Vishay to unfairly aggrandize Vishay at the expense of Siliconix's public stockholders. The proposal will, for adequate consideration, deny plaintiff and the other members of the class their right to share proportionately in the future success of Siliconix and its valuable assets, while permitting Vishay to benefit wrongfully from the transaction.

22. Given Vishay defendants' stock ownership and representation on Siliconix' Board and in management, they are able to dominate and control the other directors, all of whom are hand-picked by the Vishay defendants and are beholden to them for the prestige and perquisites

of their offices. Under the circumstances, none of the directors can be expected to protect the Company's public shareholders in transactions which benefit Vishay at the expense of Siliconix' public shareholders, as exemplified by the proposed transaction.

23. The market does not believe that the terms of the proposal offered by Vishay for Siliconix are fair and adequate. Indeed, as of this writing, Siliconix ("SILI" on the NASDAQ) has been trading between 31 and 32, significantly higher than the proposed terms of this transaction. The day before this bid was announced, Siliconix was trading at approximately \$24, well off its 52 week high of \$165. Additionally, on February 6, 2001 Siliconix announced record annual earnings of \$3.60 per share, a 63% increase over the previous year.

24. Because of Vishay's stock ownership and domination by Vishay and its personnel of Siliconix, no third party, as a practical matter, can attempt any competing bid for Siliconix, since to make a successful bid would require the consent and cooperation of the Vishay defendants.

25. Plaintiff and the other members of the class will suffer irreparable damage unless defendants are enjoined from breaching their fiduciary duties to Siliconix' public shareholders in a proposed transaction which will benefit fiduciaries at the expense of the public shareholders of the Company.

26. Plaintiff and the other members of the class have no adequate remedy at law.

PRAYER

WHEREFORE, plaintiff demands judgment against defendants, jointly and severally, as follows:

1. Declaring this action to be a class action and certifying plaintiff as the class representatives and its counsel as class counsel;
2. Enjoining, preliminarily and permanently, the transaction complained of herein;

3. To the extent, if any, that the transaction or transactions complained of are consummated prior to the entry of this Court's final judgment, rescinding such transaction or transactions, or granting the class rescissory damages;
4. Directing that defendants account to plaintiff and other members of the class for all damages caused to them and account for all profits and any special benefits obtained as a result of their unlawful conduct;
5. Awarding plaintiff the costs and disbursements of this action, including a reasonable allowance for the fees and expenses of plaintiff's attorneys and experts; and
6. Granting plaintiff and the other members of the class such other and further relief as may be just and proper.

DEMAND FOR TRIAL BY JURY

Plaintiff hereby demands a trial by jury:

Dated: February 27, 2001

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IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN AND FOR NEW CASTLE COUNTY

RAYMOND L. FITZGERALD,)	
)	
Plaintiff,)	C.A. No. 18720 NC
)	
v.)	
)	
VISHAY INTERTECHNOLOGY, INC., EVERETT ARNDT, LORI LIPCAMAN,)	
KING OWYANG, MICHAEL ROSENBERG, MARK SEGALL, GLYNDWR SMITH,)	
AND SILICONIX INCORPORATED,)	
)	
Defendants.)	
)	
)	

VERIFIED COMPLAINT

Plaintiff Raymond L. Fitzgerald, by his undersigned attorneys, brings this action against defendants Vishay Intertechnology, Inc., Everett Arndt, Lori Lipcaman, King Owyang, Michael Rosenberg, Mark Segall, Glyndwr Smith, and Siliconix incorporated. In support thereof, plaintiff states as follows:

1. Plaintiff brings this action on behalf of the minority stockholders of Siliconix incorporated ("Siliconix" or the "Company") and on behalf of Siliconix, a successful high technology company that has experienced a fourteen thousand five hundred and seventy-nine (14,579%) percent increase in net income during the past two years and is extremely well-positioned for rapid growth in the very near future. Ever since Vishay Intertechnology, Inc. ("Vishay") purchased an 80.4% equity interest in Siliconix in early 1998, Vishay has treated Siliconix not as a separate, public company, but rather as a private wholly-owned subsidiary.

Now, just as Siliconix and its minority stockholders are expecting to reap the rewards from the exceptional increase in net income and the improving business outlook of Siliconix, Vishay has formally sought to usurp for itself, to the exclusion of the Siliconix minority stockholders, the anticipated increase in the value of Siliconix by seeking to take Siliconix private at a grossly inadequate price. In violation of their fiduciary duties, Vishay and the directors of Siliconix, all but one of whom are beholden to Vishay, have deliberately timed the going-private transaction to take advantage of Siliconix's artificially depressed stock price. To exacerbate matters, the defendants also have breached their fiduciary duties by setting up a sham and unempowered "Special Committee" in an effort to mislead minority stockholders of Siliconix into believing that the grossly inadequate price being offered by Vishay is somehow fair. As discussed below, defendants' respective actions, omissions and statements (i) violate their duty to deal fairly from a timing and process perspective with the minority stockholders of Siliconix, (ii) violate their duties of loyalty and complete candor, and (iii) violate Vishay's obligation to pay a fair price to the Siliconix minority stockholders.

THE PARTIES

2. Plaintiff beneficially owns over 137,000 shares of common stock of Siliconix with a market value today in excess of \$4.0 million. Plaintiff has been a significant holder of Siliconix stock since February 1991 and has a history of questioning Vishay's actions regarding Siliconix. He is a practicing litigation attorney who has prosecuted and defended class actions in his professional capacity. Plaintiff brings this action on behalf of a class consisting of all shareholders of Siliconix from February 22, 2001 through and including the date of consummation or abandonment of the proposed transaction, other than defendants and their affiliates.

3. Defendant Vishay is a Delaware corporation headquartered in Malvern, Pennsylvania, and is listed and publicly traded on the New York Stock Exchange. Vishay states that it is the largest United States and European manufacturer of passive electronic components and a major producer of discrete semiconductors, infrared communication devices, and power and analog switching integrated circuits. Vishay owns or controls approximately 80.4% of the equity and voting power in Siliconix.

4. The individual defendants constitute six of the seven members of the Siliconix board of directors:

(a) Defendant Everett Arndt is a Director of Siliconix. Mr. Arndt also is the Operations Administrative President, North America of Vishay.

(b) Defendant Lori Lipcaman is a Director of Siliconix. Ms. Lipcaman also is the Operations Senior Vice President and Controller of Vishay.

(c) Defendant King Owyang is a Director, President and Chief Executive Officer of Siliconix. Mr. Owyang was appointed by Vishay to each of these positions in 1998 following Vishay's purchase of an 80.4% equity interest in Siliconix.

(d) Defendant Glyndwr Smith is a Director and the chairman of the board of Siliconix. Mr. Smith is also the Assistant to the CEO and the Senior Vice President, Marketing Intelligence of Vishay.

(e) Defendant Michael Rosenberg is a Director of Siliconix. Mr. Rosenberg is, and since 1992 has been, a consultant to Vishay.

(f) Defendant Mark Segall is a Director of Siliconix. Until 1999, Mr. Segall was a partner with the law firm of Kramer, Levin, Naftalis and Frankel, LLP ("Kramer Levin"),

Vishay's long-time outside counsel. While at Kramer Levin, Mr. Segall performed substantial work for Vishay.

(g) On March 1, 2001, Siliconix announced that Vishay's designees on the Siliconix board had appointed Timothy V. Talbert to fill one of two vacancies on the Siliconix board of directors. Mr. Talbert is not named as a defendant in this action at this time.

5. Defendant Siliconix is a Delaware corporation listed and publicly traded on NASDAQ. The Company designs, markets and manufactures power and analog semiconductor products. Siliconix is the leading manufacturer of power MOSFETs ("metal oxide semiconductor field effect transistors"), power integrated circuits and analog signal processing devices for computers, cell phones, fixed communications networks, automobiles and other electronic systems. Siliconix also uses its advanced technology and applications expertise to develop value added products for power management and conversion. Siliconix has manufacturing or assembly and test facilities in California, Germany, Taiwan and China.

6. Vishay, as the controlling stockholder of Siliconix, and each of the directors of Siliconix (collectively, the "Individual Defendants"), owe the minority stockholders of Siliconix the highest fiduciary duties of care, loyalty and candor.

BACKGROUND

7. Siliconix was a member of TEMIC Semiconductors, a division of Daimler-Benz Microelectronics Consortium. In March 1998, Daimler-Benz sold the semiconductor division of TEMIC, which included its 80.4% interest in Siliconix, to Vishay. As a result of its acquisition of its interest in Siliconix, Vishay immediately caused Siliconix to absorb a restructuring charge of \$19.8 million.

8. Siliconix has been and continues to be a very successful, research-driven company known for its productivity in developing, patenting and introducing new products. For example, the Company has reported that it introduced 119 new products in calendar year 2000 alone. The Company's success and recognized prowess in research and development of new products enabled the Company's stock price to reach a 52 week high of \$165 per share in March 2000.

9. The overall slowdown in the U.S. economy and the general collapse in the stock prices of companies in the high technology sector have had a short-term adverse effect on the Company's stock price. The Company's recent economic performance, nevertheless, has been impressive. During the two fiscal years since Vishay acquired its controlling interest in Siliconix, the Company's net income has grown an impressive fourteen thousand five hundred and seventy-nine (14,579%) percent to \$107.6 million.

10. Moreover, Siliconix has moved aggressively to position itself for rapid growth once the economy recovers. It has significantly increased its research and development expenditures in order to continue the growth in new product introductions. As Mr. Owyang, the CEO of Siliconix stated in a press release as recently as February 6, 2001, "The current business model [of Siliconix] is designed to adjust to the changing economy such that we can manage the downturns and yet position ourselves to respond aggressively when our markets recover." Mr. Owyang also stated that he expected this recovery to occur in the second half of calendar year 2001.

11. In short, Siliconix is well-positioned for rapid growth, which is expected to begin in the second half of 2001. This fact was just starting to be recognized by the market and to be

reflected in the Company's stock price, which closed on February 22, 2001 at \$25 1/16, a nearly 50% increase over its low approximately two months earlier.

12. Realizing that the window of opportunity to eliminate the minority stockholders of Siliconix at a grossly inadequate price was rapidly closing, and realizing that Siliconix soon would be compelled to disclose information that would expose Vishay's actions enriching itself at the expense of Siliconix's minority shareholders, Vishay acted quickly to usurp for itself all the benefits of Siliconix's business, Siliconix's value and the expected future appreciation in Siliconix's stock price.

VISHAY ANNOUNCES THE PROPOSED TRANSACTION
TO TAKE SILICONIX PRIVATE AT A GROSSLY INADEQUATE PRICE

13. Following the market close on February 22, 2001, Vishay issued a press release (the "Press Release"), announcing that it was proposing to purchase through a tender offer to the Siliconix minority stockholders any and all outstanding shares of Siliconix common stock that it did not already own at a price of \$28.82 per share in cash (the "Tender Offer"). Vishay also stated that it might offer shares of Vishay common stock in exchange for shares of Siliconix common stock, but noted that any such offer could be at an exchange ratio having a value even less than the grossly inadequate cash price being offered in the Tender Offer. Vishay also announced that if, as a result of the Tender Offer, it obtained over 90% of the outstanding Siliconix shares, it would consider effecting a short-form merger of Siliconix with a Vishay subsidiary at the same price as the Tender Offer (the "Merger"). The term "Proposed Transaction" shall refer collectively to the Tender Offer and the Merger.

14. The Proposed Transaction is a blatant attempt by Vishay to usurp unfairly from the Siliconix minority stockholders their proportionate interest in Siliconix's current value and in the future growth in Siliconix's business and future gains in Siliconix stock. The Proposed

Transaction, for grossly inadequate consideration, will deny plaintiff and the other members of the class of their right to share proportionately Siliconix's real current value and in the future success of Siliconix.

15. The Proposed Transaction is purposefully timed to take advantage of the Company's artificially depressed stock price. The \$28.82 offer price represents an amount that is only 17.5% of the 52 week high for Siliconix common stock of \$165 per share. The inadequacy of the premium reflected by the \$28.82 Tender Offer price is evident from the fact that Siliconix stock has traded at more than \$27 per share on all but 13 trading days since December of 1999. Indeed, the \$28.82 offer price represents an extremely low premium of 2.2% over the average closing Siliconix stock price for the 30 trading days prior to the announcement of the Tender Offer and represents a 20.1% discount from the average closing Siliconix stock price for the 6-month period prior to the announcement of the Tender Offer. The Proposed Transaction was purposefully timed to occur after year-end tax selling pressure and just as the stock of Siliconix is beginning to show some strength and is poised to climb significantly further. During the two months prior to the announcement of the Proposed Transaction on February, 22, 2001, the price of Siliconix stock increased by 54.24%, rising from \$16 15/16 on December 21, 2000 to close at \$26 1/8 on February 21, 2001.

16. The \$28.82 offer price is grossly inadequate by any objective measure. For example, the offer price represents an inadequate price-earnings ratio of approximately 8.0 x using the Company's reported net income for 2000. Also, the Tender Offer price represents a paltry EBITDA multiple of approximately 4.4 x. Companies comparable to Siliconix are selling at price-earnings multiples and EBITDA multiples significantly higher than those represented by the Tender Offer price for Siliconix. For example, International Rectifier Corporation--arguably

the company most comparable to Siliconix although it is not nearly as technologically advanced as Siliconix in Siliconix's business--is selling at a price-earnings multiple of approximately 17.7 x and an EBITDA multiple of approximately 9.7 x, which is more than double the multiples for Siliconix represented by the Tender Offer price. Even assuming a Tender Offer price of \$57.64 per Siliconix share, which is double the current Tender Offer price, the price-earnings multiple for Siliconix would be 16.0 x and the EBITDA multiple for Siliconix would be 9.7 x, both below the current multiples for International Rectifier. Moreover, if anything, given Siliconix's superior profitability in terms of gross margin percentage (45.0% compared to 39.0% for International Rectifier), EBITDA as a percentage of sales (34.7% compared to 25.8% for International Rectifier) and pre-tax income as a percentage of sales (29.5% compared to 20.8% for International Rectifier), Siliconix should be accorded even higher multiples than those of International Rectifier.

17. Vishay's public announcement of the \$28.82 Tender Offer price was intentionally designed to manipulate the market price of Siliconix stock by establishing an artificially low "ceiling" on such price prior to the formal commencement of the Tender Offer. Despite Vishay's efforts to manipulate the market price of Siliconix stock and mislead the market regarding the true value of Siliconix, the gross inadequacy of the Tender Offer price was recognized in the marketplace. On the very next trading day following Vishay's announcement of the Proposed Transaction, Siliconix stock increased by over \$6 per share to close at \$31.18, an amount more than \$2 per share greater than the Tender Offer price. Although Vishay's effort to impose a "ceiling" of \$28.82 on Siliconix's stock price has been unsuccessful thus far, the Tender Offer price continues to depress the market price of Siliconix stock. Moreover, the public announcement of the grossly inadequate Tender Offer price has foreclosed and will

continue to foreclose much, if not all, of the expected appreciation in Siliconix's stock price. In short, Vishay not only has unfairly timed the Tender Offer to take advantage of an artificially depressed Siliconix stock price but also through the announcement of the Tender Offer price is manipulating the Siliconix stock price into stagnating at artificially depressed levels even prior to the formal commencement of the Tender Offer.

18. Given that the Proposed Transaction will be the last step transaction for the minority stockholders of Siliconix, the Individual Defendants' fiduciary obligations require them (i) to undertake an appropriate evaluation of Siliconix's true worth as a merger/acquisition candidate, (ii) to assess the going concern value of Siliconix, (iii) to make an independent, good faith judgment about whether the transaction proposed by the Company's controlling stockholder will result in maximization of value for the Company's minority stockholders, (iv) to protect and enhance the interests of Siliconix's minority stockholders, and (v) in view of Vishay's unwillingness in its capacity as the controlling stockholder of Siliconix to foreclose third party bids for Siliconix, to maximize the value received by the Siliconix minority stockholders from any potential acquisition of the outstanding Siliconix shares. Instead, the Individual Defendants, who are beholden to Vishay, have breached, and are continuing to breach, their fiduciary duties by placing the interests of Vishay ahead of the Siliconix minority stockholders' interests.

19. Plaintiff and all other minority stockholders of Siliconix will be damaged in that they will not receive in the Proposed Transaction their fair proportion of the value of Siliconix's business, and are being prevented from obtaining fair and adequate consideration for their shares Siliconix common stock. The consideration being offered in the Tender Offer is unfair and grossly inadequate from both a financial and process perspective. From a financial perspective, the fair value of Siliconix common stock as determined by any objective valuation measure is

materially in excess of the value of the consideration being offered to Siliconix minority stockholders in the Proposed Transaction. Nor does the Proposed Transaction offer consideration even approaching Siliconix's going concern value or what could be obtained for Siliconix in any legitimate, objective and impartial bidding or market check process. From a process perspective, the very fact that the Individual Defendants have conflicts of interest and are beholden to Vishay precludes them from satisfying their obligation to make an independent, good faith determination on behalf of the minority stockholders of Siliconix with respect to the Proposed Transaction. Hence, this defective process has directly contributed to the unfair and grossly inadequate Tender Offer price.

THE SILICONIX BOARD OF DIRECTORS IS UNABLE AND UNWILLING
TO PROTECT THE INTERESTS OF SILICONIX MINORITY STOCKHOLDERS

20. Through its stock ownership and direct control over Siliconix's board of directors and management, Vishay dominates and controls all the business and affairs of Siliconix. Each of the six Individual Defendants, who constitute all but one of the Siliconix directors, was hand-picked by Vishay and, therefore, is beholden to Vishay. Moreover, the six Individual Defendants combined beneficially owned as of May 8, 2000 only 13,761 shares of Siliconix stock, an amount approximately one-tenth of the number of Siliconix shares owned by the plaintiff. Hence, none of these Siliconix directors can be expected to protect the Company's minority stockholders in connection with the Proposed Transaction, that was purposefully designed to benefit Vishay at the expense of Siliconix's minority stockholders.

21. Indeed, Vishay itself has acknowledged that the Siliconix board is not independent. As Vishay stated in a letter to the Siliconix board regarding the Proposed Transaction, "We recognize that a majority of the board of directors of Siliconix is either affiliated with Vishay or serves with Siliconix management." In an effort to overcome these

acknowledged conflicts of interest, Vishay has sought to establish a Special Committee of purportedly independent, "non-management" Siliconix directors. As an initial matter, this constitutes an acknowledgment by Vishay that the defendants have an obligation to assure that the Proposed Transaction is fair and equitable to the Siliconix minority stockholders. Despite this acknowledgment, the process imposed by Vishay to implement the Proposed Transaction is unfair to the minority stockholders of Siliconix and violates defendants' respective fiduciary obligations of loyalty, candor and fair dealing to Siliconix's minority stockholders.

22. The purported Special Committee is a sham to mislead minority stockholders of Siliconix. The illegitimacy of the Special Committee is evident from the fact that, at the time the Tender Offer was announced, there were no independent, non-management directors on the Siliconix board. Vishay has announced that to become a member of the Special Committee one must be an "independent, non-management Siliconix director[] who [is] unaffiliated with Vishay." Not a single director of Siliconix as of the time the Tender Offer was announced satisfied even these minimal requirements.

23. Defendants Everett Arndt, Lori Lipcaman and Glyndwr Smith clearly were excluded from eligibility to serve on the Special Committee because they are officers of Vishay. Similarly, defendant King Owyang also is ineligible to serve on the Special Committee because, as the President and Chief Executive Officer of the Company, he is clearly a member of Siliconix management and is beholden to Vishay. Likewise, defendant Michael Rosenberg has been a consultant to Vishay since 1992. Therefore, he cannot be considered to be "unaffiliated with Vishay."

24. The only other director on the Siliconix board at the time the Proposed Transaction was announced was Mark Segall. Mr. Segall, a partner with the Kramer Levin firm

in New York until 1999, acted as Vishay's corporate counsel for many years. In fact, Mr. Segall has been listed as Vishay's attorney on several of Vishay's filings with the Securities and Exchange Commission, including a Form S-8 filed in May 1999, a Schedule 13D filed in December 1997 and a Schedule 13D filed in July 1997. In addition, Mr. Segall has been listed as a required recipient of any notice to be provided to Vishay under (i) a share sale and transfer agreement dated February 1998 between Vishay and Atmel Corporation and (ii) an agreement dated December 1997 pursuant to which Vishay purchased, among other things, Daimler-Benz's interest in Siliconix. Moreover, even after Mr. Segall left the Kramer Levin firm in 1999, he has continued to act as a representative of Vishay. This is evident from Mr. Segall being listed as a "Vishay Representative" in a stock purchase agreement dated May 31, 2000 by and among Lite-On JV Corporation, Vishay and Lite-On Power Semiconductor Corporation. For these reasons, Mr. Segall cannot be considered to be "unaffiliated with Vishay."

25. On March 1, 2000, Siliconix announced that it had appointed to the Special Committee Mr. Segall and Timothy V. Talbert, a newly appointed director of Siliconix. As discussed above, Mr. Segall does not satisfy even the minimum standards for independence articulated by Vishay itself. Hence, even assuming that Mr. Talbert can be considered independent, the presence of Mr. Segall ensures that the Special Committee will not be independent of Vishay and, in fact, will be beset by conflicts of interest.

26. Moreover, even if the Special Committee were truly independent, which it is not, it would still be a sham because it is being given no real bargaining power to replicate arms'-length negotiations. In the Press Release, Vishay stated that it only "expects" to proceed with the Tender Offer if the Special Committee concludes that the Tender Offer is fair to Siliconix stockholders. Similarly, Mr. Owyang, the president, CEO and a director of Siliconix,

stated in a March 1, 2001 Siliconix press release that the Siliconix board only "expects to be guided by the report of the [S]pecial [C]ommittee in responding to the [Tender Offer]" (emphasis added). In other words, the Tender Offer has not been made contingent on any decision by the Special Committee. Therefore, even if the Special Committee were to conclude that the Tender Offer price were grossly unfair, Vishay and Siliconix have reserved all rights to proceed with the Tender Offer. In sum, the Special Committee is a sham because it is not independent and, in any event, it has no legitimate bargaining power with respect to the Proposed Transaction.

VISHAY ATTEMPTS TO GENERATE INTEREST IN THE GROSSLY
INADEQUATE TENDER OFFER BY MISLEADING SILICONIX STOCKHOLDERS

27. Apparently realizing that the grossly inadequate price proposed in the Tender Offer would be unlikely to generate sufficient interest in the Tender Offer to enable Vishay to effectuate the subsequent short-form Merger, Vishay has sought to mislead Siliconix shareholders as to the attractiveness, or lack thereof, of the Tender Offer in at least two ways.

28. First, Vishay stated in its press release on February 22, 2001 that the Proposed Transaction would not foreclose any other person from making a higher offer for Siliconix shares not already owned by Vishay. To the contrary, a proposal by a third-party in the face of the existing Tender Offer would be foreclosed as a practical matter unless Vishay, the 80.4% stockholder of Siliconix confirmed its willingness to sell its controlling equity position in Siliconix to the highest third party bidder on the same terms and for the same consideration that would be provided the Siliconix minority stockholders. Vishay affirmatively stated in the Press Release that it would not seek a termination fee in a merger agreement with Siliconix relating to the Proposed Transaction. This statement misleadingly suggests that a third party is free to make an offer for Siliconix without disclosing the unlikelihood of such an offer ever being made. In view of Vishay's veto right over any other transaction involving Siliconix, and Vishay's

unwillingness to confirm its intention to sell its controlling position of Siliconix to a topping bidder, Vishay has created the false impression that the Proposed Transaction will be subject to a post-announcement market check. This misleading statement is a manipulative attempt by Vishay to have Siliconix minority stockholders erroneously conclude that the lack of a higher bid from a third party is indicative of the fairness of the price of the Tender Offer, when it clearly is not.

29. Second, Vishay stated in the Press Release that it expects to proceed with the Tender Offer if "a special committee of independent, non-management Siliconix directors who are unaffiliated with Vishay" concludes that the Tender Offer price is fair to Siliconix stockholders. This statement leads Siliconix minority stockholders into believing that there will be an independent and well-functioning Special Committee that will effectively safeguard the interests of the minority stockholders. As discussed above, however, the concept of a Special Committee is a sham. Vishay has determined to proceed through a hand-picked Special Committee to provide the Tender Offer with the Special Committee's imprimatur, which is sure to follow, so that the Siliconix minority stockholders will be misled into believing that the price being offered in the Tender Offer is fair. The Special Committee is a sham because it neither is independent nor is afforded any legitimate bargaining power to reject or even to alter the terms of the Tender Offer or the Proposed Transaction.

30. The misstatements and omissions by Vishay regarding the post-announcement market check and the Special Committee were made by Vishay to provide false assurance to Siliconix minority stockholders in an effort to convince them to tender their shares. The Siliconix directors not only have failed to correct the defective disclosures by Vishay but also have made misleading disclosures themselves. These misstatements and omissions constitute

breaches of defendants' fiduciary duties to disclose promptly and fully all material information relating to the Proposed Transaction.

VISHAY HAS A DEMONSTRATED PATTERN OF
ENRICHING ITSELF AT THE EXPENSE OF SILICONIX

31. The Proposed Transaction is merely the latest in a broad pattern of behavior by Vishay to enrich itself at the expense of Siliconix and its minority stockholders. Vishay's overall pattern of self-dealing and waste of Siliconix assets includes, but is not limited to, the following examples.

32. First, in breach of its fiduciary duties, Vishay has sought to usurp for itself and its chairman and controlling stockholder, Felix Zandman, some of the value generated by Siliconix's research and development prowess. Unlike Siliconix, which is a true high technology company with a focus on research and development, Vishay is a commodity producer of passive electronic components. The differences in these two companies is evident from the fact that over the past two years, Siliconix has been assigned approximately four times as many patents as Vishay. Recently, one of the few patents actually assigned to a 100% owned subsidiary of Vishay listed an employee of Siliconix as one of the inventors. However, there is no publicly available evidence that any compensation was provided to Siliconix for the contribution made by Siliconix employees to this patent or that this patent did not, in fact, belong to Siliconix. In addition, on information and belief, there are three inventions for which Vishay has submitted patent applications where all the work in connection with such inventions was done by Siliconix employees. On information and belief, Felix Zandman listed himself as an inventor in these three patent applications even though Mr. Zandman made no contribution whatsoever in connection with such inventions. On information and belief, the arrangement in place is that Vishay will own these patents when issued and will provide Siliconix with a non-exclusive

license to use the patented technology. Given that Vishay made no contribution to these inventions, however, any patents that are issued for such inventions belong rightfully to Siliconix.

33. Second, Vishay has sought to appropriate for itself the corporate identity of Siliconix. For example, upon information and belief, the name on Siliconix's headquarters in Santa Clara, California prominently displays the name of Vishay, not Siliconix. To the extent the name of Siliconix is displayed at all on the building, it is significantly less prominent than the name of Vishay. Also, calls made to the main telephone number at Siliconix headquarters are answered with the greeting "Vishay-Siliconix." Moreover, the business cards of senior, if not all, Siliconix employees list their employer as "Vishay-Siliconix" rather than just Siliconix. These attempts by Vishay to appropriate for itself the corporate identity of Siliconix are detrimental to Siliconix. Siliconix is a true high technology company that has a highly recognized and valuable corporate name. Vishay, on the other hand, merely manufactures commodity products. There is nothing gained by Siliconix in submerging its corporate identity into that of Vishay. On the other hand, there is much to be gained by Vishay by appropriating for itself the separate corporate identity of Siliconix because it enables Vishay to leverage the highly respected Siliconix name in connection with its commodity operations. Vishay and the Individual Defendants have failed to consider the separate interests of Siliconix in permitting the separate corporate identity of Siliconix to be appropriated by Vishay.

34. Third, in December 1999, Vishay compelled Siliconix to enter into a Revolving Intercompany Promissory Note payable to Siliconix (the "Note"). The Note provides that Siliconix must lend to Vishay on a demand basis up to \$75 million. Borrowed amounts under the Note bear interest purportedly at a floating rate equal to Vishay's cost of funds, which as of

May 2000 was 7.5%. This interest rate is below what Siliconix could have obtained for lending, on a demand basis, to an unaffiliated third party with a credit rating similar to that of Vishay and a significantly lower rate of return than if Siliconix had used the cash for its own, rather than Vishay's, business purposes. The below-market interest rate of the Note enriches Vishay to the detriment of Siliconix. Although purportedly there is no current outstanding balance under the Note, Siliconix was denied the use of \$37 million for approximately one year and Vishay had that money for that same period of time to pursue uses such as its announced plan to lend monies to its own officers and directors to buy stock. In addition, the Note remains in effect, thereby permitting Vishay to compel Siliconix to lend to Vishay \$75 million at any time and, thus, adversely affect Siliconix's value in the marketplace.

35. These actions constitute self-dealing by Vishay and a waste of Siliconix assets. Vishay was assisted in these breaches of fiduciary duty and waste by the Individual Defendants, all of whom are beholden to Vishay and unable and unwilling to act in the best interests of Siliconix.

CLASS ACTION ALLEGATIONS

36. Counts I, II, III, IV and V herein are brought by plaintiff as a class action, pursuant to Rule 23 of the Rules of the Court of Chancery, on behalf of all shareholders of Siliconix from February 22, 2001 through and including the date of consummation or abandonment of the Proposed Transaction, other than defendants and their affiliates.

37. This action is properly maintainable as a class action.

38. The class is so numerous that joinder of all members is impracticable. There are approximately 5.8 million publicly-held shares of Siliconix common stock outstanding and owned by hundreds, if not thousands, of stockholders.

39. There are questions of law and fact which are common to the class of minority stockholders of Siliconix, including the following: (i) whether defendants have breached their fiduciary and other common law duties owed by them to Siliconix's minority stockholders; (ii) whether defendants are pursuing the Proposed Transaction to eliminate the minority stockholders of Siliconix in violation of the laws of the State of Delaware in order to enrich Vishay at the expense of and to the detriment of the minority stockholders of Siliconix; (iii) whether the Proposed Transaction constitutes a breach of Vishay's duty to offer a fair price and to engage in fair dealing with respect to the minority stockholders of Siliconix; (iv) whether the statements made by defendants in connection with the Proposed Transaction are materially misleading; and (v) whether the minority stockholders of Siliconix are entitled to injunctive relief or damages as a result of the wrongful conduct committed by defendants.

40. Plaintiff is committed to prosecuting this action and has engaged competent Delaware counsel with extensive experience in litigation of this nature in Delaware. The claims of plaintiff are typical of the claims of other members of the class and plaintiff has the same interests as the other members of the class.

41. Plaintiff will fairly and adequately represent the class.

42. Defendants have acted in a manner which affects plaintiff and all members of the class alike, thereby making appropriate injunctive relief and/or corresponding declaratory relief with respect to the class as a whole.

43. The prosecution of separate actions by individual members of the class would create a risk of inconsistent or varying adjudications with respect to individual members of the class, which would establish incompatible standards of conduct for defendants, or adjudications with respect to individual members of the class which would, as a practical matter, be dispositive

of the interests of other members or substantially impair or impede their ability to protect their interests.

DEMAND ALLEGATIONS

44. Count VI herein is brought derivatively in the name, and in the right, of Siliconix pursuant to Court of Chancery Rule 23.1.

45. Plaintiff will fairly and adequately represent the interests of Siliconix and its stockholders in enforcing and prosecuting the Company's rights.

46. Plaintiff was a stockholder of Siliconix at the time of the acts complained of herein and continues to be a stockholder of Siliconix.

47. Demand is excused because each of the Individual Defendants face disabling conflicts of interest with respect to whether or not Siliconix should assert the claims alleged by plaintiff. Three of the seven members of the Siliconix board, Everett Arndt, Lori Lipcaman and Glyndwr Smith, are clearly disabled for demand purposes because they are officers of Vishay. Similarly, defendant King Owyang is also disabled for demand purposes because he was installed by Vishay as the President and Chief Executive Officer of the Company and serves at the pleasure of Vishay. In addition, Michael Rosenberg is disabled for demand purposes because he has had an ongoing relationship as a consultant to Vishay since 1992. Lastly, Mark Segall is disabled for demand purposes because not only did he do substantial work for Vishay while a partner with the Kramer Levin firm in New York until 1999, but also he has acted as a representative of Vishay subsequent to his departure from Kramer Levin.

COUNT I
(BREACH OF FIDUCIARY DUTY: UNFAIR PRICE)

48. Plaintiff repeats and realleges Paragraphs 1 through 47 as if fully set forth herein.

49. Vishay owes the minority stockholders of Siliconix a fiduciary duty to pay a fair price in connection with the Proposed Transaction.

50. Vishay's proposed consideration to purchase the Siliconix common stock held by the Company's minority stockholders is significantly below the going concern value of Siliconix and what could be obtained in an arms'-length, third-party transaction. Hence, plaintiff and the class will be damaged by Vishay's attempt to usurp for itself at a grossly inadequate price all the current intrinsic value and future appreciation in the value of Siliconix stock.

51. As a result of the actions by Vishay, plaintiff and the class have been and will be damaged.

52. Unless enjoined by this Court, Vishay will continue to breach its fiduciary duties owed to Siliconix's minority stockholders, all to the irreparable harm of plaintiff and the class.

53. Plaintiff has no adequate remedy at law.

COUNT II
(BREACH OF FIDUCIARY DUTY: UNFAIR DEALING)

54. Plaintiff repeats and realleges Paragraphs 1 through 53 as if fully set forth herein.

55. Defendants owe the minority stockholders of Siliconix the highest fiduciary duties of care, loyalty, fair dealing and disclosure. Moreover, the Individual Defendants' conflicts of interest place on the Individual Defendants the burden of demonstrating the entire fairness of the Proposed Transaction, including fair dealing and fair price. Similarly, because of Vishay's exercise of control over Siliconix and the Siliconix board of directors, Vishay has the burden of demonstrating the entire fairness of the Proposed Transaction, including fair dealing and fair price.

56. The defendants have engaged in unfair dealing by, among other things, (i) taking actions, or omitting to take actions, resulting in artificially depressing the market price of

Siliconix stock, (ii) timing the Tender Offer to take advantage of this artificially depressed market price and to deprive the minority stockholders of any future gains in Siliconix's stock price, (iii) manipulating the market price of Siliconix stock by publicly disclosing the grossly inadequate Tender Offer price well before formally commencing the Tender Offer, and (iv) establishing a sham and unempowered Special Committee in an effort to overcome the acknowledged conflicts of interest that afflict the Siliconix directors.

57. As a result of the actions by defendants, plaintiff and the class have been and will be damaged.

58. Unless enjoined by this Court, defendants will continue to breach their fiduciary duties owed to Siliconix's minority stockholders, all to the irreparable harm of plaintiff and the class.

59. Plaintiff has no adequate remedy at law.

COUNT III
(BREACH OF DUTY OF CANDOR)

60. Plaintiff repeats and realleges Paragraphs 1 through 59 as if fully set forth herein.

61. Defendants owe the minority stockholders of Siliconix the highest fiduciary duties of candor and full disclosure. In asking Siliconix's minority stockholders to tender their shares into the Tender Offer, the defendants were obligated to disclose fully and fairly all material information within their control.

62. Defendants breached their duty of disclosure by misleading the minority stockholders of Siliconix into believing that the Proposed Transaction would be subject to a post-announcement market check and that the Proposed Transaction would be subject to the approval of a fully empowered and independent Special Committee. These misstatements and omissions

are depriving the Siliconix minority stockholders the opportunity to make a fully informed decision with respect to whether to participate in the Tender Offer.

63. As a result of the actions by defendants, plaintiff and the class have been and will be damaged.

64. Unless enjoined by this Court, defendants will continue to breach their fiduciary duties owed to Siliconix's minority stockholders, all to the irreparable harm of plaintiff and the class.

65. Plaintiff has no adequate remedy at law.

COUNT IV
(AIDING AND ABETTING BREACH OF FIDUCIARY DUTY)

66. Plaintiff repeats and realleges Paragraphs 1 through 65 as if fully set forth herein.

67. Defendant Vishay was aware of the Individual Defendants' fiduciary duties to Siliconix's minority stockholders.

68. Vishay is a party to the Proposed Transaction, which constitutes a clear breach of the Individual Defendants' fiduciary duty.

69. Vishay aided and abetted the Individual Defendants' breach of their fiduciary duty.

70. Vishay had knowledge of this breach, knowingly participated in the breach, and offered substantial assistance to the breaching parties.

71. Plaintiff has no adequate remedy at law.

COUNT V
(BREACH OF FIDUCIARY DUTY - RESPONDEAT SUPERIOR)

72. Plaintiff repeats and realleges Paragraphs 1 through 71 as if fully set forth herein.

73. The Individual Defendants were and are agents of Vishay in connection with their actions as members of the Siliconix board of directors. The Individual Defendants took actions as members of the Siliconix board at the behest of Vishay and such actions were within the scope of their agency.

74. The Individual Defendants' breaches of their fiduciary duties were undertaken as agents of Vishay and at the behest of Vishay.

75. Vishay is responsible for the actions of its agents, the Individual Defendants, in breaching their fiduciary duty.

76. Plaintiff has no adequate remedy at law.

COUNT VI
(SELF-DEALING AND WASTE)

77. Plaintiff repeats and realleges Paragraphs 1 through 76 as if fully set forth herein.

78. This cause of action is asserted derivatively on behalf of Siliconix against Vishay and the Individual Defendants.

79. Vishay and the Individual Defendants owe to Siliconix the obligation to refrain from self-dealing and to protect the Company's assets from undue loss or waste. As specified above, by any objective assessment, Vishay's actions with respect to usurping the Company's inventions and patents, appropriating for itself the separate corporate identity of Siliconix, and entering into a below-market loan arrangement constitute self dealing and a waste of the Company's assets and have damaged the value of Siliconix in the marketplace. Moreover, the Individual Defendants have permitted these actions to occur and, thereby, have failed to protect the interests of the Company in its dealings with Vishay.

80. By reason of the foregoing, Siliconix has sustained and will continue to sustain serious damage, for which relief is sought herein.

81. Plaintiff has no adequate remedy at law.

WHEREFORE, plaintiff demands judgment as follows:

A. Certifying Counts I, II, III, IV and V of this complaint as a class action on behalf of all stockholders of Siliconix from February 22, 2001 through and including the date of consummation or abandonment of the Proposed Transaction, except defendants and their affiliates, and designating plaintiff as class representative.

B. Enjoining, preliminarily and permanently, defendants and all persons acting in concert with them from proceeding with the Tender Offer or taking any steps to give effect to the Tender Offer or the second step Merger.

C. If the Tender Offer and/or the Merger is consummated before judgment is entered in this action, rescinding the Tender Offer and/or the Merger or awarding class members rescissory damages.

D. Directing defendants to account to plaintiff and the class for their damages and any profits wrongfully obtained by defendants prior to or as a result of the Tender Offer and/or the Merger.

E. Declaring that defendants have violated their fiduciary duties to Siliconix by engaging in a pattern of self-dealing and waste of Siliconix assets and directing defendants to account to Siliconix for its damages as a result of the Vishay usurpation of Siliconix patents, appropriating for itself the separate corporate identity of Siliconix into that of Vishay, and the below-market loan facility enjoyed by Vishay.

F. Awarding plaintiff and the class monetary damages.

G. Awarding plaintiff his costs and expenses incurred in this action, including an award of experts' fees and expenses and of reasonable attorneys' fees and expenses.

H. Granting such other and further relief as the Court may deem just and equitable.

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Attorneys for Plaintiff

Dated: March 8, 2001

VERIFICATION

I, Raymond L. Fitzgerald, having been duly sworn according to law, verify as follows:

I am and have been since February, 1991 a continuous beneficial owner of Siliconix common stock. I have personally reviewed the attached Verified Complaint (the "Complaint") filed in the Court of Chancery for the State of Delaware. The allegations contained in the Complaint are true and correct to the best of my knowledge.

Sworn and Subscribed before me
this 8th day of March, 2001.

Notary Public

My Commission expires: _____

NEWS RELEASE

Contact: Richard N. Grubb,
Executive Vice President and
Chief Financial Officer or
Robert A. Freece Senior Vice President
610/644-1300

FOR IMMEDIATE RELEASE

VISHAY COMMENCES OFFER TO EXCHANGE
1.5 VISHAY SHARES FOR EACH SILICONIX SHARE

MALVERN, PENNSYLVANIA -- May 25, 2001 -- Vishay Intertechnology, Inc. (NYSE: VSH) announced today that it has commenced an offer to exchange 1.5 shares of common stock for each share of common stock of Siliconix incorporated (NASDAQ:SILI) that it does not already own. Cash will be paid in lieu of fractional shares of Vishay. Vishay currently owns approximately 80.4% of the outstanding shares of Siliconix. The offer expires at 12:00 midnight, Friday June 22, 2001, unless extended.

The offer is conditioned on there being validly tendered and not withdrawn a majority of the shares of Siliconix that are not already owned by Vishay. There are 29,879,040 shares of Siliconix stock outstanding, of which 5,856,292 are publicly held. There are also other conditions to the offer. Vishay has not entered into any agreement with Siliconix with respect to the offer.

In accordance with the rules of the Securities and Exchange Commission, Vishay is filing with the SEC and will be disseminating to Siliconix stockholders exchange offer materials. These materials can be obtained, when available, from MacKenzie Partners, Inc., the information agent for the offer, 156 Fifth Avenue, New York, New York 10010, (212) 929-5500 or toll free (800) 322-2885.

Vishay, a Fortune 1,000 Company with year 2000 sales of \$2.5 billion, is the largest U.S. and European manufacturer of passive electronic components (resistors, capacitors, inductors) and a major producer of discrete semiconductors (diodes, optoelectronics, transistors), IrDCs (infrared communication devices), and power and analog switching integrated circuits. The Company's components can be found in products manufactured in a very broad range of industries worldwide. With headquarters in Malvern, Pennsylvania, Vishay employs over 20,000 people in 66 plants in the U.S., Mexico, Germany, Austria, the United Kingdom, France, Portugal, the Czech Republic, Hungary, Israel, Taiwan, China and the Philippines. Vishay can be found on the Internet at <http://www.vishay.com>.