



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
See attached Form 8937 Appendix A

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18 Can any resulting loss be recognized? ▶ See attached Form 8937 Appendix A

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attached Form 8937 Appendix A

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶ Bart Cassidy Date ▶ 8/2/19

Print your name ▶ Bart Cassidy Title ▶ Sr. V.P Corporate Tax

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

Vishay Intertechnology, Inc.  
Form 8937 Appendix A

On June 13, 2019 (the "Record Date"), each stockholder of common stock of Vishay Intertechnology, Inc. ("VSH") that was listed as a holder of record became entitled to a cash dividend with respect to its common stock. The cash dividend was paid to each shareholder of common stock of VSH on June 27, 2019. The cash dividend resulted in an increase in the conversion rate of the Convertible Debentures (as defined below) and a deemed distribution under section 301 of the Internal Revenue Code of 1986, as amended (the "Code") by reason of sections 305(b)(2) and 305(c) of the Code. Section 6045B of the Code and the underlying Treasury Regulations (the "Regulations") provide that effective January 1, 2016, if a corporation issues a cash dividend with respect to stock that results in a conversion rate adjustment on a convertible debt instrument that is treated as a deemed distribution under section 305(b)(2) and (c) of the Code, an information return (above, Form 8937) must be filed with the Internal Revenue Service (the "IRS") describing, among other things, the action and the action's quantitative effect. As an alternative to filing this information return with the IRS, an issuer may post the information return to its public website.

The information contained in the attached Form 8937 and this Appendix A thereto is intended to satisfy the requirements of public reporting under Section 6045B of the Code and Sections 1.6045B-1(a)(3) and (b)(4) of the Regulations by VSH. The information contained in this notice is intended to provide only a general summary of certain U.S. federal income tax consequences of the conversion rate adjustment and is not intended to be a complete analysis or description of all potential U.S. federal income tax consequences of the conversion rate adjustment. You should consult your own tax advisor to determine the particular federal, state, local, or foreign income, reporting or other tax consequences of the conversion rate adjustment to you.

Line 14– Description of Organization Action	On the Record Date, each stockholder of common stock of VSH that was listed as a holder of record became entitled to a cash dividend with respect to its common stock. Pursuant to Section 14.04(d) of the indenture, the conversion rate on the 2.25% Convertible Debentures due 2040 ("Convertible Debentures") was increased on the Ex-Dividend Date to take into account such cash dividend. Such adjustment to the conversion ratio on the Ex-Dividend Date is treated as a deemed distribution of property to the holders of the Convertible Debentures to which section 301 of the Code applies by reason of sections 305(b)(2) and 305(c).
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Line 15-Quantitative Effect of Organizational Action	Because there was a cash dividend declared and paid with respect to common stock, which caused a corresponding increase in the conversion rate on the Convertible Debentures, such increase in conversion rate of the Convertible Debentures constitutes a deemed distribution of common stock to the holders of the Convertible Debentures to which section 301 applies. VSH expects that it will have sufficient current or accumulated earnings and profits to treat the deemed distribution of property to the holders of the Convertible Debentures as a dividend for U.S. federal income tax purposes. The holders of the Convertible Debentures are required to include the dividend in gross income for U.S. federal income tax purposes and increase the basis of the Convertible Debentures by the fair market value of the deemed distribution. Therefore, as a result of the increase in the conversion ratio of the Convertible Debentures, each holder of a Convertible Debenture is required to include \$7.52 in gross income as a dividend per \$1,000 face amount of Convertible Debentures and increase the basis in such Convertible Debentures by the same amount.
Line 16 -Calculation of the Change in Basis	Sample Calculation: A holder of a Convertible Debenture has \$1,000 basis in a \$1,000 face value Convertible Debenture. The holder of the Convertible Debenture will increase its basis in such Convertible Debenture by \$7.52 as a result of the inclusion of the dividend in gross income for U.S. federal income tax purposes.
Line 17 -Code Sections Upon Which Tax Treatment is Based	Sections 305(b)(2), 305(c), 301(c), 316 and 301(d) of the Code
Line 18 -Recognition of any Resulting Loss	This is not a loss transaction.
Line 19 -Reportable Tax Year	The reportable tax year is 2019 for taxpayer reporting taxable income on a calendar year basis.