

VISHAY PRECISION GROUP, INC.
EXECUTIVE STOCK OWNERSHIP GUIDELINES

EFFECTIVE FEBRUARY 25, 2021

The Board of Directors (the “Board”) of Vishay Precision Group, Inc. (the “Company”) has adopted the following executive stock ownership guidelines (the “Guidelines”):

- The Company’s Chief Executive Officer is required to own shares of the Company’s common stock having an aggregate fair market value equal to or greater than three (3) times the Chief Executive Officer’s base salary as of the Measurement Date.
- Each Covered Executive (other than the Company’s Chief Executive Officer) is required to own shares of the Company’s common stock having an aggregate fair market value equal to or greater than one (1) times such Covered Executive’s base salary as of the Measurement Date.
- Individuals that are Covered Executives as of the date these Guidelines are adopted will have until the first trading day in March of 2026 to attain the specified level of equity ownership. Any individual who becomes a Covered Executive after these Guidelines are adopted will have until the first Measurement Date that occurs at least five (5) years from the date he or she becomes a Covered Executive to attain the specified level of equity ownership.

Determination of Compliance

The Compensation Committee shall oversee the application of these Guidelines and is authorized to interpret and modify these Guidelines from time to time. Compliance with these Guidelines will be measured as of market close on the first trading day in March of each calendar year (the “Measurement Date”), using the closing price of the Company’s common stock on that day.

Definitions

The following will be considered “Covered Executives” for purposes of these Guidelines: (i) all executive officers of the Company; and (ii) such other persons who may from time to time be deemed subject to the Guidelines by the Compensation Committee.

The following will be considered “owned” shares of the Company’s common stock for purposes of these Guidelines:

- (i) with respect to a Covered Executive’s outstanding performance-based restricted stock and restricted stock unit awards, vested shares only;
- (ii) with respect to a Covered Executive’s outstanding time-based restricted stock and restricted stock unit awards, all shares underlying such awards, whether or not vested;

- (iii) shares held outright by the Covered Executive (and/or his or her spouse, his or her minor children and/or any trust for the principal benefit of those individuals); and
- (iv) shares otherwise beneficially owned, whether directly or indirectly, by the Covered Executive, his or her spouse and minor children, and any trust for the principal benefit of those individuals.

Non-Compliance

If a Covered Executive is not in compliance with the Guidelines as of the applicable compliance date, until such requirement is satisfied, such Covered Executive is prohibited from selling or transferring any stock acquired through the grant, exercise, vesting or settlement of equity awards, except for amounts necessary to pay required withholding tax liabilities.

Waiver or Modification

Compliance with these Guidelines may be waived in the discretion of the Compensation Committee. It is expected that these instances will be rare and, in such cases, the Compensation Committee will then develop alternative ownership Guidelines that reflect the intent of these Guidelines and the Covered Executive's personal circumstances.