

COMPANY LIMITED BY SHARES

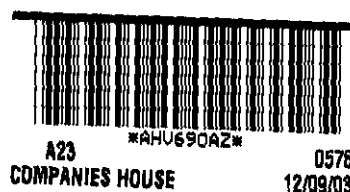
MEMORANDUM OF ASSOCIATION

of

VISHAY LTD

- 1 The name of the Company is "VISHAY LTD"¹
- 2 The registered office of the Company will be situate in England.
- 3 The objects for which the Company is established are: -

(A)



- (i) To carry on all or any of the trades or businesses of manufacturers, makers, merchants, warehousemen, distributors, agents, importers and exporters of, and wholesale and retail dealers of and in electrical machinery and apparatus, and electric fittings, appliances and sundries of all kinds whether for domestic, commercial or medical use or otherwise including all electrical accessories, appliances, components and apparatus used in connection with radio, television or telegraphy, including the manufacture or construction and maintenance of wireless or radio and television receivers and transmitters and to manufacture, sell, supply and deal in lamps, engines, batteries, meters, and scientific instruments of every kind.
- (ii) To carry on the businesses of electric engineers and contractors, suppliers of electricity, carriers of passengers and goods, manufacturers of, and dealers in, railway, tramway, electric, magnetic, galvanic, and other apparatus, mechanical engineers, suppliers of light, heat, Bound and power, and to acquire any inventions etc. and to construct railways and tramways, and work the same by steam, gas, oil, electricity, or other power.

¹ The name of the Company was changed from "ERG-ACI LIMITED" to "ACI COMPONENTS LIMITED" on the 5th June 1978 from "ACI COMPONENTS LIMITED" to "DALE-ACI COMPONENTS LIMITED" on 26th May 1982 and from "DALE-ACI COMPONENTS LIMITED" to "DALE ELECTROSIL LIMITED" on 21st April 1989 and from "DALE ELECTROSIL LIMITED" to "VISHAY COMPONENTS (U.K.) LTD" on 15th March 1991 and from "VISHAY COMPONENTS (U.K.) LTD" to "VISHAY LTD" on 30 September 1996.

- (iii) To carry on the businesses of iron founders, mechanical engineers and manufacturers of agricultural instruments and other machinery, guns, rifles, machine guns, arms of all descriptions and ammunition, tool makers, brass founders, metal workers, boiler makers, millwrights, machinists, iron and steel converters, smiths, woodworkers, builders, painters, metallurgists, galvanisers, japanners, annealers, enamellers, electro-platers, and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stock and hardware of all kinds including motor cars, motor cycles, cycle cars, motors, bicycles and carriages, launches, boats, vans, aeroplanes, hydroplanes and other conveyances of all descriptions, engines, chassis, bodies and other things used for or in connection with motors and other things.
- (B) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously or conveniently carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (D) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.

- (F) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (G) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to such promotion.
- (H) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (I) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (J) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (K) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.
- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (M) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations and the repayment or payment of the principal and premium of and interest on any securities or obligations of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act, 1948) or another subsidiary (as defined by the said section) of the Company's holding company or otherwise associated with the Company in business.
- (N) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (O) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (P) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (Q) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (R) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (S) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (T) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.

- (U) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, officers or directors of the Company or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object and to make and receive subvention payments.
- (V) To distribute among the members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To carry out all or any of the foregoing objects as principals or agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (X) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

- 4 The liability of the members is limited.
- 5 The share capital of the Company is £10,000 divided into 200,000 ordinary shares of £0.05p each².

² The Company was incorporated with an authorised share capital of £100 divided into 1,000 "A" shares of 1s each and 1,000 "B" shares of 1s each. By an ordinary resolution passed on 30th January 1980 the share capital of the Company was increased from £100 to £10,000 by the creation of 99,000 "A" shares of 5p each and 99,000 "B" shares of 5p each.

By a special resolution passed on 19 October 1989 the share capital of the Company was redesigned into 200,000 ordinary shares of 5p each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each Subscriber
E A LEVINE 44 Bedford Square London WC1	One "A" Share
Solicitor	
G PROCTOR 44 Bedford Square London WC1	One "B" Share
Solicitor	

DATED this 9th day of August, 1966

WITNESS to the above signatures: -

LAURENCE D RUTMAN
44 Bedford Square
London WC1

Solicitor

ARTICLES OF ASSOCIATION

of

VISHAY LTD

(Adopted by Special Resolution passed on 4th April 1989)

PRELIMINARY

1

(A) The Regulations contained in Table A Scheduled to the Companies (Tables A to F) Regulations 1985 ("Table A") Shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these Articles. In addition to such Regulations the following shall be the Articles of Association of the Company. Unless otherwise indicated any reference in these Articles to a Regulation of Table A shall be construed as a reference to the Regulation of that number contained in Table A.

(B) References in Table A and in these Articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form.

2 Subject to the provisions of the Act and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such time and for such consideration and upon such terms and conditions as they may determine.

3 Section 89(1) of the Act shall not apply to the allotment by the Company of any equity securities.

TRANSFER OF SHARES

- 4 The directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

NOTICE OF GENERAL MEETINGS

- 5 Notice of any general meeting need not be given to the directors in their capacity as such. Regulation 38 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

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(A) In the case of a corporation the signature of a director or the secretary or in the case of joint holders of a share the signature of anyone of such joint holders, shall be sufficient for the purpose of passing a resolution in writing pursuant to Regulation 53 of Table A.

(B) A director or the secretary of a corporation shall be deemed to be a duly authorised representative for the purpose of Regulations 40 and 54 of Table A.

DIRECTORS

- 7 Any person may be appointed to be a director, either to fill a casual vacancy in the number of the directors or as an additional director, or removed as a director by a memorandum in writing signed by or on behalf of the person or persons for the time being holding a majority in nominal value of the issued Ordinary Shares of the Company and such appointment or removal shall take effect upon lodgment of the memorandum at the registered office of the Company.
- 8 Regulations 73-78 (inclusive) and Regulation 80 of Table A shall not apply and Regulation 79 shall be amended by the deletion of all but the first sentence.
- 9 The office of a director shall be vacated if he is removed from office under Article 7, and Regulation 81 shall be modified accordingly.
- 10 A person shall be capable of being appointed a director notwithstanding that he has attained the age of 70, a director shall not be required to vacate his office by virtue of his attaining the age of 70, no special notice need be given of a resolution appointing a director who has

attained the age of 70 and it shall not be necessary for the notice of the resolution to state the age of any person proposed to be appointed as a director.

ALTERNATE DIRECTORS

- 11 Any director (other than an alternate director) may appoint any other director, or any person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.
- 12 An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director. Regulation 67 of Table A shall not apply.

POWER OF DIRECTORS

- 13 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company upon such terms (including terms as to remuneration) as they may think fit and may delegate to any person so appointed any of the powers vested in or exercisable by them including power to sub-delegate. The directors may remove any person so appointed under this article and may revoke or vary such delegation but no person dealing in good faith and without notice of any revocation or variation shall be affected by it. Regulation 71 of Table A shall not apply.
- 14 The Company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

DELEGATE OF DIRECTORS' POWERS

- 15 The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly.

DIRECTORS' GRATUITIES AND PENSIONS

- 16 The directors may exercise all the powers of the Company to provide benefits either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body

corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Regulation 87 of Table A shall not apply.

- 17 The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

PROCEEDINGS OF DIRECTORS

- 18 A director who pursuant to Regulation 85 of Table A has declared at a meeting of the directors the nature of his interest in a contract, proposed contract or arrangement with the Company shall be entitled to vote as a director in respect of that contract or proposed contract, and if he shall do so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the directors at which the vote is taken. Regulations 94, 97 and 98 of Table A shall not apply.
- 19 Any meeting of the directors of a committee of the directors shall be properly constituted and duly held if the directors are present in person or by telephone or by some other means of communication provided that each such director shall at all times be able to hear and be heard by all the other directors at such a meeting.
- 20 The Company may have an official seal for use outside the United Kingdom.

INDEMNITY

- 21 Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which in such capacity he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, but this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act. Regulation 118 of Table A shall not apply.