

VISHAY PRECISION GROUP, INC.

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

**(as approved by the Board of Directors on June 30, 2010
And amended June 2, 2011)**

VISHAY PRECISION GROUP, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating and Corporate Governance Committee Charter (this “Charter”) has been adopted by the Board of Directors (the “Board”) of Vishay Precision Group, Inc. (the “Company”).

I. Purpose and General Principles

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to—

- identify individuals qualified to become board members, consistent with criteria approved by the Board;
- select, or recommend that the Board select, the director nominees for the next annual meeting of stockholders;
- develop and recommend to the Board a set of corporate governance principles for the Company and take a leadership role in shaping the Company’s corporate governance; and
- oversee the evaluation of the Board and the management of the Company.

II. Membership and Organization

1. The Committee shall consist of at least three directors, as determined annually by the Board.
2. Members of the Committee shall be appointed by the Board, taking into account the recommendation of the Committee. The Board may remove members of the Committee with or without cause at any time.
3. Each member of the Committee shall be free of any material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company), as affirmatively determined by the Board. The members of the Committee shall also meet all other independence requirements under the rules of the New York Stock Exchange.
4. Unless a chairman of the Committee is appointed by the Board, the members of the Committee shall elect a chairman of the Committee by majority vote of the full Committee membership. The chairman shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas, making regular reports to the Board,

and maintaining regular liaison with the Chief Executive Officer and the Chief Legal Officer, if any.

III. Administration and Procedures

1. The Committee shall meet at least once annually.
2. The chairman of the Committee may call a meeting of the Committee upon due notice to each other member at least twenty-four hours prior to the meeting and any member of the Committee may do so upon due notice at least forty-eight hours prior to the meeting. To the extent practicable, an agenda shall be distributed along with the notice of meeting.
3. A majority of the members shall constitute a quorum. If a quorum is present, a majority of the members present shall decide any question brought before the Committee.
4. The Committee shall cause to be prepared and filed with the records of the Company minutes of each of its meetings.
5. The Committee shall report to the Board regularly regarding its proceedings.
6. The Committee shall have sole authority to retain and terminate any search firm used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.
7. The Committee shall have authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its discretion.
8. The Committee shall conduct and present to the Board an annual performance evaluation of the Committee.
9. The Committee shall review and assess the adequacy of this charter on an annual basis and shall submit any proposed amendments to the Board for approval.

IV. Responsibilities

A. Identification and Evaluation of Candidates for Director; Committee Appointments; Independence

1. The Committee shall recommend to the Board director nominees to be presented for election by stockholders at each annual meeting (other than nominees, if any, that third parties have the legal right to nominate).
2. The Committee shall identify, evaluate and recommend to the Board for appointment nominees to fill vacancies on the Board occurring between annual meetings of the Company's stockholders.

3. The Committee shall formulate and periodically review a process for identifying and evaluating qualified nominees.
4. The Company is of the view that the continuing service of qualified incumbents promotes stability and continuity in the board room, contributing to the Board's ability to work as a collective body, while giving the Company the benefit of the familiarity and insight into the Company's affairs that its directors have accumulated during their tenure. Accordingly, the process of the Committee for identifying nominees shall reflect the Company's practice of re-nominating incumbent directors who continue to satisfy the Committee's criteria for membership on the Board, whom the Committee believes continue to make important contributions to the Board and who consent to continue their service on the Board.
5. The process for selecting nominees shall at a minimum –
 - reflect the minimum qualifications and exceptions thereto, formulated by the Committee consistent with the criteria contained in the Corporate Governance Principles, for membership on the Board;
 - reflect any specific talents, attributes, skills, experience, background and expertise that the Committee believes are necessary for one or more nominees to possess;
 - reflect the Company's commitment to nominate and retain directors representing diverse business, personal and experiential backgrounds;
 - provide for the consideration of the qualifications and contributions of incumbent Board members who consent to re-election;
 - provide for the identification and evaluation of potential nominees for positions for which the Committee does not select qualified incumbents for re-election; and
 - provide for appropriate documentation of the nominations process.
6. The Committee shall formulate a policy for consideration of nominees recommended by stockholders for election to the Board. This policy shall include, at a minimum, a statement that the Committee will consider nominees recommended by stockholders. The policy shall contain any other elements that the Committee deems appropriate, which may include –

- requirements relating to share ownership of recommending stockholders;
 - qualifications of recommended candidates; and
 - compliance with procedures for submission of stockholder recommendations.
7. The Committee shall adopt procedures under which stockholders may submit to the Committee recommendations of nominees for election to the Board. These procedures may include requirements and specifications relating to –
- the timing for submission of recommendations;
 - the manner of submission of recommendations;
 - information required to be provided concerning recommended nominees;
 - information required to be provided concerning recommending stockholder(s);
 - the consent of a proposed nominee to be contacted and interviewed by the Committee; and
 - the consent of a proposed nominee to serve if nominated and elected.
8. The Committee shall annually recommend to the Board the appointment of directors to the various committees of the Board, other than the Executive Committee (if any).
9. The Board does not have a policy favoring formal rotation of committee members or the committee chairs, in the belief that continuing participation by directors in the work of the committees on which they serve promotes stability and efficiency. However, the Committee may consider the rotation of committee membership and chairmanship as it deems appropriate.
10. The Committee shall annually make an evaluation of the independence of each member of the Board in accordance with the standards of independence referenced in paragraph II.3 above, and shall communicate its evaluation to the Board to assist the Board in making the determination of independence required under the rules of the New York Stock Exchange.

B. Communications with Stockholders and Other Parties

1. It is the policy of the Company to facilitate stockholder communications with the Board and to provide a method whereby interested parties can make their concerns known to the presiding non-management director or the non-management directors as a group. Non-management directors are all directors who are not officers of the Company as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934. The presiding non-management director is the director designated to preside at meetings of the non-management directors, as provided in the Company's Corporate Governance Principles.

2. The Committee shall formulate procedures for stockholders to send communications to the Board and for interested parties to communicate with the presiding non-management director or the non-management directors as a group. These procedures shall, at a minimum, include requirements and specifications relating to –
 - the manner in which communications may be sent to the directors;
 - the information required to be provided concerning the communicating stockholder(s) or other party;
 - the process for collecting and organizing communications;
 - the process for determining which communications will be relayed to the directors;
 - the manner and timing of delivery of communications to the directors; and
 - in the case of communications to non-management directors, procedures for determining if and when such communications should be shared with management.

The Committee shall submit these procedures for approval by a majority of the independent directors (and, for purposes of communications to the non-management directors, a majority of the non-management directors).

3. Upon receipt of a stockholder proposal, the Committee shall either (i) review and make recommendations on such proposal, or (ii) promptly refer consideration of such proposal to the Chief Executive Officer or Chief Legal Officer (if any).

C. Evaluation of Board and Committee Effectiveness

1. The Committee shall oversee an annual self-evaluation of the Board and each committee of the Board to assess their effectiveness and opportunities for improvement.
2. The self-evaluation process shall consist of the solicitation of responses, through questionnaires or otherwise, of each member of the Board; the collection and organization of the responses; and the discussion of the collected responses with the chairman of the Board, the respective committee chairmen and the full Board.
3. The Committee shall also evaluate and report to the Board on compliance with the Company's Corporate Governance Principles.
4. The Committee shall review and assess the adequacy of the self-evaluation process on an annual basis.

D. Evaluation of Management; Succession

1. The Committee shall meet at least annually with the Chief Executive Officer to discuss the performance of the Company's senior management.
2. To the extent relevant to the compensation of the Company's senior executive officers, the Committee shall invite members of the Compensation Committee to participate in these discussions or communicate the substance of such discussions to that committee.
3. The Committee shall also discuss with the Chief Executive Officer on an annual basis possible successors to senior management personnel, including the Chief Executive Officer, and an emergency succession plan for the efficient and timely transfer of the responsibilities of the Chief Executive Officer on an interim basis in the event of the sudden death, incapacity or departure of the Chief Executive Officer.
4. The Committee shall report to the full Board on succession plans for the Chief Executive Officer, along with the Committee's evaluation of these plans.

E. Transactions with Directors and Executive Officers

1. No director or executive officer shall participate in any transaction in which the Company or its subsidiaries are financially interested, unless the Committee or the full Board approves the participation in advance, after full disclosure. These transactions include, but are not limited to, transactions required to be disclosed by the Company under Item 404 of

Securities and Exchange Commission Regulation S-K, and shall also include any other transaction in which the Company or any of its subsidiaries has an expectation of profit or the reasonable possibility of loss or liability.

2. In determining whether to approve the participation of a director or executive officer in any such transaction, the Committee shall consider whether such participation is consistent with the purposes and principles of the Company's Code of Business Conduct and Ethics and is in compliance with applicable law.
3. Participation for these purposes includes both direct, personal participation of a director or executive officer and indirect participation because of the involvement of immediate family members or entities controlled by the director or executive officer and/or their immediate family members.
4. An executive officer for these purposes, and for purposes of the approval of charitable contributions discussed below, shall be any officer of the Company designated by the Board as an executive officer for purposes of Section 16 of the Securities Exchange Act of 1934.

F. Charitable Contributions

1. No charitable contribution that is more than nominal in amount shall be made by the Company to a charitable organization with which a director or executive officer or members of their immediate families are affiliated unless the contribution is approved in advance by the Committee or by the full Board.
2. In determining whether to approve any such charitable contribution, the Committee shall consider the nature of the charitable organization, whether the organization is active in the communities in which the Company is located, the reasons for making the charitable contribution and whether such contribution is consistent with the purposes and principles of the Company's Code of Business Conduct and Ethics and is in compliance with applicable law.
3. Affiliation with a charitable organization for these purposes shall include both direct affiliation of a director or executive officer with the organization, as well as affiliation through an immediate family member.

V. Codes and Principles of Conduct

A. Corporate Governance Principles

1. The Committee shall develop and recommend to the Board for its approval a set of Corporate Governance Principles which shall, at a minimum, address –
 - board leadership structure;
 - director qualification standards;
 - director responsibilities;
 - director access to management, employees and corporate records;
 - director compensation;
 - director orientation and continuing education;
 - management succession; and
 - annual performance evaluation of the Board.
2. The corporate governance principles shall also address compliance with the rules of the New York Stock Exchange regarding executive sessions of non-management and independent directors and the designation of a presiding director for these sessions.
3. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as deemed necessary.
4. The Committee shall formulate and recommend to the Board for adoption a policy regarding attendance of directors at annual meetings of the Company's stockholders. The policy may provide for attendance of directors by appropriate means of electronic conferencing.

B. Code of Ethics for Senior Financial Officers

1. The Committee shall develop and recommend to the Board for its approval a Code of Ethics for the chief executive officers and senior financial officers of the Company which shall, at a minimum, address the following:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company;
 - compliance with applicable governmental laws, rules and regulations;
 - prompt internal reporting to an appropriate person or persons identified in the code of violations of the code; and
 - accountability for adherence to the code.
2. The code shall designate an officer to supervise compliance with the code, and to evaluate and approve requests for waivers and other approvals under the code, except that the Committee itself shall serve these functions with respect to the Chief Executive Officer, the Chief Financial Officer, the principal accounting officer and the Controller of the Company.
 3. The Committee shall review the code from time to time as it deems appropriate and recommend changes as deemed necessary.

C. Code of Business Conduct and Ethics

1. The Committee shall develop and recommend to the Board for its approval a Code of Business Conduct and Ethics applicable to all employees and the Board. Such Code of Business Conduct and Ethics shall, at a minimum, address the following:
 - a prohibition on conflicts of interest and a means of communicating conflicts to the Company;
 - a prohibition on taking corporate opportunities, using corporate property for personal gain or competing with the Company;
 - maintaining confidentiality of corporate information;
 - dealing fairly with the Company's customers, suppliers, competitors and employees;
 - the protection and proper use of Company assets;

- compliance with laws, including insider trading;
- encouraging the reporting of illegal or unethical behavior; and
- a process for promptly disclosing any waivers from the Code for an executive officer or director in accordance with applicable Securities and Exchange Commission regulations and New York Stock Exchange listing requirements.

2. The Committee shall review the code from time to time as it deems appropriate and recommend changes as deemed necessary.