



Special Advisory Committee Charter

Approved by the Committee – July 18, 2018

Approved by the Board – October 17, 2018

I. Purpose

The purpose of the Special Advisory Committee (the “Committee”) of the Board of Directors (the “Board”) of AVX Corporation is to review and approve all material contracts and transactions between AVX Corporation (the “Company”) and Kyocera Corporation and its affiliates (“Kyocera”) and all other contracts and transactions between the Company and any related party that are or may be within the scope of applicable rules, regulations and guidance of the New York Stock Exchange and Item 404 of Regulation S-K of the U.S. Securities and Exchange Commission (the “SEC”) the (“Applicable Rules”).

II. Charter

The scope of the Committee’s responsibilities and how it carries out those responsibilities, including structure, process and membership requirements shall be set forth in this charter, which has been adopted and approved by the Board and may be amended by the Board at any time.

III. Composition

The Committee shall be comprised of three or more directors appointed by the Board, each of whom shall be an independent director as defined by the Applicable Rules.

As provided in the Company’s Bylaws, the members of the Committee shall be designated by the Board at the annual organizational meeting of the Board and shall serve until their successors shall be duly elected and qualified. Unless a Chair is appointed by the Board, the members of the Committee may designate a Chair by resolution adopted by a majority of the Committee. The Board has the power, by resolution of a majority of the Board, at any time, to remove one or more directors as members of the Committee and appoint replacements who meet the requirements for service on the Committee as provided in the preceding paragraph.

IV. Meetings

The Committee shall meet as deemed necessary in order to fulfill its responsibilities and duties and shall meet at least once per year in a non-management director executive session.

V. Responsibilities and Duties

Upon notification by Company management, the Committee shall review the nature and terms of and approve any agreements, and any significant transactions not covered by such agreements, between the Company and Kyocera and any other agreements and transactions between the Company and a related party that are or may be within the scope of the Applicable Rules.

In determining whether to approve any such agreement or transaction, the Committee shall determine that, in its judgment, the terms thereof are equivalent to those to which an independent unrelated party would agree at arm's-length or are otherwise in the best interests of the Company and its stockholders generally.

Periodically, the Committee shall review a summary of the Company's agreements and significant transactions with Kyocera and any other related party, prepared by Company personnel, to identify any significant transactions not covered by such agreements and investigate the nature and terms of such transactions.

The Committee shall have direct and open access to any employees of the Company. All employees will be directed to cooperate with the Committee in carrying out its duties, as requested by members of the Committee from time to time. The Committee shall have the authority, at the Company's expense, to engage independent counsel and other advisers, as it deems necessary to carry out its duties.

Related party transactions shall be disclosed in AVX's SEC filings as and to the extent required by Item 404 of Regulation S-K of the SEC and any other applicable SEC rules and regulations. The fact that a transaction is reviewed by the Committee pursuant to this Charter does not create a presumption that the transaction is a transaction in which a related person has a direct or indirect material interest or otherwise requires disclosure under applicable SEC rules and regulations.

All related party transactions of which management is aware shall be promptly disclosed to the Committee. An executive officer or director shall promptly inform management or the Chairman of the Committee when the officer or director becomes aware of a potential related party transaction in which the officer or director or any immediate family member of such officer or director would be a related party.