

**TAT TECHNOLOGIES LTD.**

P.O. Box 80  
Gedera 70750, Israel

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**NOTICE OF 2008 EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS**

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**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders of TAT Technologies Ltd.:

We cordially invite you to an Extraordinary General Meeting of Shareholders to be held on Sunday February 8, 2009, at 5:00 p.m. Israel time, at the offices of Isal Amlat Investments (1993) Ltd., 85 Medinat Hayehudim St., 14th floor, Business Park, Herzlia Pituach 46140, Israel, for the following purposes:

- (1) To approve the purchase of a directors' and officers' run-off liability insurance policy; and
- (2) To approve a management services agreement by and between us and Isal Amlat Investments (1993) Ltd. ("**Isal Amlat**"), our controlling shareholder, under which Isal Amlat will provide various management services to us.

Shareholders of record at the close of business on December 30, 2008 are entitled to notice of and to vote at the Meeting. You can vote by proxy either by mail or in person. If voting by mail, the proxy must be received by our transfer agent or at our registered office in Israel at least forty-eight (48) hours prior to the appointed time of the Meeting to be validly included in the tally of ordinary shares voted at the Extraordinary General Meeting.

Shareholders may review the full version of the proposed the resolutions in our proxy statement as well as the accompanying proxy card, as of January 6, 2009, via the Israeli Securities Authority's electronic filing system at <http://www.magna.isa.gov.il> or the website of the Tel-Aviv Stock Exchange Ltd. at <http://maya.tase.co.il>.

The company's representative is Ms. Aya Ben David, 85 Medinat Hayehudim St., Herzlia, Israel, Tel: 09 9701801, Fax: 09 9701889.

**Quorum and Voting**

Each ordinary share entitles the holder to one vote. The presence, in person or by proxy, of shareholders holding or representing, in the aggregate, at least one third of our company's voting rights will constitute a quorum at the Meeting. No business will be considered or determined at the Meeting, unless the requisite quorum is present within half an hour from the time designated for the Meeting. If within half an hour from the time designated for the Meeting a quorum is not present, the Meeting will stand adjourned to the same day in the following week, at the same time and place, or to such other time as designated in the notice of such adjourned meeting. If within half an hour from the time designated for the adjourned Meeting a quorum is not present, any number of shareholders present will constitute a quorum. This notice shall serve as notice of such reconvened meeting if no quorum is present at the original date and time and no further notice of the reconvened meeting will be given to shareholders.

### **Required majority**

**Resolution (1):** This proposal in being made in furtherance of Isal Amlat's commitment to seek shareholders approval of the purchase of a directors' and officers' run-off liability insurance policy, which commitment was contained in the agreements under which it purchased control of the Company. Under the Israeli Companies Law, the approval of such policy in furtherance of the controlling shareholder commitment as specified above, requires the affirmative vote of the holders of a majority of the ordinary shares represented at the Meeting, in person or by proxy, entitled to vote and voting thereon, provided that either (i) the shares voting in favor of such proposal include at least one third of the non-interested shareholders with respect to such proposal represented and voting at the Meeting (excluding the vote of abstaining shareholders); or (ii) the total shareholdings of the non-interested shareholders who vote against such proposal do not represent more than 1% of the voting rights in our company. Under the Israeli Companies Law, a "personal interest" (i) includes the personal interest of a relative of the shareholder (including spouse thereof); (ii) includes the personal interest of a corporation in which the shareholder or relative (including spouse thereof) serves as a director or the chief executive officer, owns at least 5% of the shares, or has the right to appoint a director or the chief executive officer; and (iii) excludes an interest arising solely from the ownership of the company's ordinary shares. There will be a specific place on the proxy card to indicate if a shareholder has a personal interest in this Proposal. Shareholders are asked to indicate "yes" or "no." If a shareholder fails to notify us as to whether or not he or she has a personal interest in this Proposal 1, the shareholder may not vote and his or her vote will not be counted with respect to this Proposal 1.

**Resolution (2):** Under the Israeli Companies Law, the approval of the a management services agreement by and between the Company and its controlling shareholder, Isal Amlat Investments (1993) Ltd., requires the affirmative vote of the holders of a majority of the ordinary shares represented at the Meeting, in person or by proxy, entitled to vote and voting thereon, provided that either (i) the shares voting in favor of such proposal include at least one third of the non-interested shareholders with respect to such proposal represented and voting at the Meeting (excluding the vote of abstaining shareholders); or (ii) the total shareholdings of the non-interested shareholders who vote against such proposal do not represent more than 1% of the voting rights in our company. Under the Israeli Companies Law, a "personal interest" (i) includes the personal interest of a relative of the shareholder (including spouse thereof); (ii) includes the personal interest of a corporation in which the shareholder or relative (including spouse thereof) serves as a director or the chief executive officer, owns at least 5% of the shares, or has the right to appoint a director or the chief executive officer; and (iii) excludes an interest arising solely from the ownership of the company's ordinary shares. There will be a specific place on the proxy card to indicate if a shareholder has a personal interest in this Proposal. Shareholders are asked to indicate "yes" or "no." If a shareholder fails to notify us as to whether or not he or she has a personal interest in this Proposal 2, the shareholder may not vote and his or her vote will not be counted with respect to this Proposal 2.

December 24, 2008