

**TAT TECHNOLOGIES LTD.**

P.O. Box 80  
Gedera 70750, Israel

**NOTICE OF 2009 ANNUAL AND GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders of TAT Technologies Ltd.:

We are pleased to invite you to the 2009 Annual General Meeting of Shareholders to be held on Wednesday, October 28, 2009 at 17:00 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 reelect each of Mr. Giora Inbar, Mr. Eran Saar and Mr. Jan H. Loeb, and Ms. Daniela Yaron-Zoller to serve as a director and to hold office until our 2010 Annual General Meeting of Shareholders and until their successors are elected and qualified. The two outside directors of the Company shall continue to serve in their office in accordance with the Israeli Companies Law (1999);
- (2) To approve the termination of Baker Tilly Virchow Krause, LLP as our independent certified public accountant, effective as of the approval by the General Meeting of Shareholders. To approve the appointment of, Kesselman & Kesselman PwC Israel, a member of PricewaterhouseCoopers International Ltd, as our independent certified public accountants, effective as of the approval by the General Meeting of Shareholders until our 2010 Annual General Meeting of Shareholders, and to authorize our Board of Directors to determine their remuneration in accordance with the volume and nature of their services; and
- (3) To review and discuss the Company's audited financial statements for the year ended December 31, 2008, and the report of the Board of Directors for such period.

Shareholders of record at the close of business on September 29, 2009 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 Annual General Meeting.

Shareholders may review the full version of the proposed resolutions in our proxy statement as well as the accompanying proxy card, as of October 5, 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, Adv, 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**

An 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, is required to approve the reelection of the nominees for directors (resolution 1), the termination of Baker Tilly Virchow Krause, LLP as our independent certified public accountants and the appointment of Kesselman & Kesselman PwC Israel, a member of PricewaterhouseCoopers International Ltd as our independent certified public accountants (resolution 2).

September 22, 2009