
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

F O R M 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of May 2014

TAT TECHNOLOGIES LTD.

(Name of Registrant)

P.O.BOX 80, Gedera 70750 Israel

(Address of Principal Executive Office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒

Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐

No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____

TAT Technologies Ltd.

6-K Exhibits:

1. Proxy Statement for TAT Technologies Ltd.'s Annual and Extraordinary General Meeting to be held on July 9, 2014.
2. Form of TAT Technologies Ltd.' Proxy Card.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TAT TECHNOLOGIES LTD.
(Registrant)

By: /s/ Tiko Gadot
Tiko Gadot
Chief Financial Officer

Date: May 27, 2014

TAT TECHNOLOGIES LTD.

NOTICE OF ANNUAL AND EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS

Dear shareholders of TAT Technologies Ltd.:

Notice is hereby given that the annual and extraordinary general meeting of shareholders (the "Meeting") of TAT Technologies Ltd. (the "Company") will be held on July 9, 2014 at 5:00 P.M. Israel time, at the offices of Naschitz, Brandes, Amir & Co., Advocates, located at 5 Tuval Street, Tel-Aviv, Israel.

The agenda of the Meeting shall be as follows:

1. Approval of the re-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 Meeting until our next Annual General Meeting of Shareholders, and delegation to the Company's Audit Committee and Board of Directors of the authority to determine the accountants' remuneration in accordance with the volume and nature of their services; and
2. Approval of the re-election of each of Mr. Samuel Vlodinger, Mr. Ron Ben Haim, Mr. Jan Loeb and Ms. Dafna Gruber to serve as Directors of the Company, each to hold office until our next Annual General Meeting of Shareholders; and
3. Approval of the re-election of Mr. Avi Shani to serve as an External Director in the Company for a three-year term commencing on the date of his election at this Meeting; and
4. Approval, in accordance with Section 272(c1)(1) of the Israeli Companies Law, 5759-1999 (the "**Companies Law**") of the following compensation to Mr. Itsik Maaravi, the Company's President & CEO: (1) an increase of the monthly payment payable to the CEO; (2) a grant of an annual bonus for the year 2013; and (3) a grant of options to purchase ordinary shares of the Company.

In addition, the shareholders will be invited to discuss at the Meeting the Company's audited consolidated financial statements for the year ended December 31, 2013.

The approval of each of Items 1 and 2 requires the affirmative vote of the holders of a majority of the voting power represented and voting on the matter in person or by proxy.

The approval of Item 3 requires the affirmative vote of the holders of a majority of the voting power represented and voting on the matter in person or by proxy, provided that (i) such a majority includes at least a majority of the ordinary shares voted by shareholders who are not controlling shareholders of the Company nor are they shareholders who have a personal interest in the nomination of Mr. Avi Shani as an external director, excluding personal interest that is not related to a relationship with the controlling shareholder of the Company (votes abstaining shall not be taken into account in counting the above-referenced shareholder votes); *or* (ii) the total number of shares of non-controlling shareholders and non-interested shareholders voted against the proposal in Item 3 must not represent more than two percent (2%) of the total voting rights in the Company.

Under the Companies Law, in general, a person will be deemed to be a controlling shareholder if the person has the power to direct the activities of the company, otherwise than by reason of being a director or other office holder of the company. A shareholder will be deemed to have a personal interest if any member of such shareholder's immediate family or their spouse has a personal interest in the adoption of the relevant proposal. In addition, a shareholder will be deemed to have a personal interest if a company, other than TAT Technologies, that is affiliated to such shareholder has a personal interest in the adoption of the relevant proposal. Such company is a company in which the shareholder or a member of such shareholder's immediate family serves as a director or chief executive officer, has the right to appoint a director or the chief executive officer, or owns 5% or more of the outstanding shares. However, a shareholder will not be deemed to have a personal interest in the adoption of the proposal if the shareholder's interest in such proposal arises solely from ownership of TAT Technologies' shares, or to a matter that is not related to a relationship with a controlling shareholder.

In the proxy card attached to the proxy statement, you will be asked to indicate whether or not you are a controlling shareholder of the Company or whether or not you have a personal interest in the nomination of Mr. Avi Shani as an external director in the Company, excluding a personal interest that is not related to a relationship with the controlling shareholder. If any shareholder casting a vote does not notify us whether or not it is a controlling shareholder of the Company or whether or not it has a personal interest in the approval of the nomination of Mr. Avi Shani as an external director, such shareholder's vote, with respect to this Item, will be disqualified.

The approval of Item 4 requires the affirmative vote of the holders of a majority of the voting power represented and voting on the matter in person or by proxy, provided that (i) such a majority includes at least a majority of the ordinary shares voted by shareholders who are not controlling shareholders of the Company nor are they shareholders who have a personal interest in the approval of the proposal set forth in Item 4; *or* (ii) the total number of shares of non-controlling shareholders and non-interested shareholders voted against the proposal in Item 4 must not represent more than two percent (2%) of the total voting rights in the Company. Votes abstaining shall not be taken into account in counting the above-referenced shareholder votes.

With regards to the approval of Item 4 in the proxy card attached to the proxy statement, you will be asked to indicate whether or not you are a controlling shareholder of the Company or whether or not you have a personal interest in the proposal set forth in Item 4. If any shareholder casting a vote in connection hereto does not notify us whether or not it is a controlling shareholder of the Company or whether or not it has a personal interest in the approval of the proposal set forth in Item 4, such shareholder's vote with respect to such Item will be disqualified.

Only shareholders of record at the close of business on June 5, 2014, (the "**Record Date**") will be entitled to receive notice of, and to vote at the Meeting. All shareholders are cordially invited to attend the Meeting in person.

Shareholders who will not attend the Meeting in person may vote with respect to Items 1 through 4 by means of a proxy card and are required to complete, sign, date and return the proxy card no later than July 7, 2014, 5:00 P.M. Israel time, to permit verification. Voting will be done by completing the second part of the proxy card. The form of proxy card was furnished to the Securities and Exchange Commission (the "**Commission**") on Form 6-K, and is available to the public on the Commission's website at <http://www.sec.gov>. The form of proxy card is also available on the websites: www.magna.isa.gov.il or www.maya.tase.co.il.

Shareholders wishing to express their position on Items 1 through 4 on the agenda for this Meeting may do so by submitting a written statement (hereinafter "**Position Statement**") to the offices of Naschitz, Brandes, Amir & Co., Advocates, located at 5 Tuval Street, Tel-Aviv, Israel. Any Position Statement received will be furnished to the Commission on Form 6-K, and will be made available to the public on the Commission's website at <http://www.sec.gov> and in addition at <http://www.magna.isa.gov.il> or <http://maya.tase.co.il>. Position Statements should be submitted to the Company no later than June 12, 2014.

A shareholder is entitled to contact the Company directly and receive the text of the proxy card and any Position Statement.

A shareholder, whose shares are registered with a Tel-Aviv Stock Exchange Ltd. (the "**TASE**") member and are not registered on the Company's shareholders' register, is entitled to receive from the TASE member who holds the shares on the shareholder's behalf, by e-mail, for no charge, a link to the text of the proxy card and to the Position Statements posted on the Israel Securities Authority website, provided, that the notice was provided with respect to a particular securities account, prior to the Record Date.

A shareholder whose Shares are registered with a member of the TASE, is required to prove his share ownership to vote at the Meeting. Such shareholder shall provide the Company with an ownership certificate (as of the Record Date) from that TASE member and is entitled to receive the ownership certificate in the branch of the TASE member or by mail to his address (in consideration of mailing fees only), if the shareholder so requested. Such a request will be made in advance for a particular securities account.

Discussion at the Meeting will be commenced if a quorum is present. A quorum is comprised of two or more shareholders who are present in person or by proxy, or who have delivered to the Company a proxy card indicating their manner of voting, and who hold or represent shares conferring in the aggregate at least one-third (33.33%) of the voting power in the Company. If a quorum is not present within half an hour of the time designated for the Meeting, the Meeting will be adjourned to July 16, 2014, at the same time and place. If a quorum is not present within half an hour of the time designated for the adjourned meeting, two shareholders who are present in person or proxy, or who have delivered a proxy card, will constitute a quorum.

The wording of the resolutions to be voted at the Meeting and relevant documents thereto may be inspected at the offices of Naschitz, Brandes, Amir & Co., Advocates, located at 5 Tuval Street, Tel-Aviv, Israel during normal business hours and by prior coordination with Mr. Tiko Gadot (tel: +972-8-8628500 or +972-8-8628501).

Should changes be made to any Item on the agenda for the Meeting after the publication of this Proxy Statement, we will communicate the changes to our shareholders through the publication of a press release, a copy of which will be filed with the Securities and Exchange Commission on Form 6-K and with the Israeli Securities Authority in the aforementioned internet websites.

By the Order of the Board of Directors,

Tiko Gadot, CFO

Dated: May 27, 2014

TAT TECHNOLOGIES LTD.

P.O. Box 80, Gedera 70750 Israel

PROXY STATEMENT

ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON July 9, 2014

This Proxy Statement is furnished to the holders of ordinary shares, par value NIS 0.90 per share (the "**Shares**"), of TAT Technologies Ltd. in connection with the annual general meeting of shareholders of the Company to be held at the offices of Naschitz, Brandes, Amir & Co., Advocates, located at 5 Tuval Street, Tel-Aviv, Israel on July 9, 2014 at 5:00 P.M. Israel time, and thereafter as it may be adjourned from time to time (the "**Meeting**"). Unless the context otherwise requires, references in this Proxy Statement to "TAT," the "Company," "we" or "our" refer to TAT Technologies Ltd.

The agenda of the Meeting shall be as follows:

1. Approval of the re-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 Meeting until our next Annual General Meeting of Shareholders, and delegation to the Company's Audit Committee and Board of Directors of the authority to determine the accountants' remuneration in accordance with the volume and nature of their services; and
 2. Approval of the re-election of each of Mr. Samuel Vlodinger (Mr. Vlodinger is the Chairman of the Board of Directors), Mr. Ron Ben Haim, Mr. Jan Loeb and Ms. Dafna Gruber (Ms. Gruber is an Independent Director), to serve as Directors of the Company, each to hold office until our next Annual General Meeting of Shareholders; and
 3. Approval of the re-election of Mr. Avi Shani to serve as an External Director in the Company for a three-year term commencing on the date of his election at this Meeting; and
 4. Approval, in accordance with Section 272(c1)(1) of the Israeli Companies Law 5759-1999 (the "**Companies Law**") of the following compensation to Mr. Itsik Maaravi, the Company's President & CEO: (1) an increase of the monthly payment payable to the CEO; (2) a grant of an annual bonus for the year 2013; and (3) the grant of options to purchase Shares. The vote for each of the sub items shall be separate.
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In addition, the shareholders will be invited to discuss at the Meeting the Company's audited consolidated financial statements for the year ended December 31, 2013.

Shareholders Entitled to Participate and Vote

Only holders of record of Shares at the close of business on June 5, 2014 (the "**Record Date**") are entitled to receive notice of, and to vote at, the Meeting.

As of May 26, 2014, the Company had 9,079,709 issued Shares and 8,805,236 outstanding Shares (excluding 274,473 dormant Shares held in treasury). Each outstanding Share is entitled to one vote on each matter to be voted on at the Meeting. The votes of all shareholders voting on a matter are counted and abstentions are not taken into account (other than for quorum purposes).

Beneficial Ownership Of Securities

FIMI Opportunity V, L.P. and FIMI Israel Opportunity FIVE, Limited Partnership, or the FIMI Funds, are the beneficial holders of 53.7% of TAT's Ordinary shares (4,732,351 shares). Leap-Tide Capital Management Inc., which is controlled by Mr. Jan Loeb, a member of our board of directors, is the beneficial holder of 5.9% of TAT's Ordinary shares (522,607 shares). No other shareholder is known to us to be a beneficial owner of 5% or more of TAT's Ordinary shares.

The following table sets forth certain information as of May 27, 2014, regarding the beneficial ownership by all shareholders known to us to own beneficially 5% or more of our Ordinary shares:

| Name | Number of Ordinary Shares Beneficially Owned (1) | Percentage of Ownership(2) |
|-----------------------------------|--|-------------------------------|
| FIMI Funds (3) | 4,732,351 | 53.7% |
| Leap-Tide Capital Management Inc. | 522,607 | 5.9% |

(1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Ordinary shares relating to options and warrants currently exercisable or exercisable within 60 days of the date of this table are deemed outstanding for computing the percentage of the person holding such securities but are not deemed outstanding for computing the percentage of any other person.

(2) The percentages shown are based on 8,805,236 Ordinary shares issued and outstanding as of May 27, 2014.

(3) Based on a Schedule 13D filed on August 14, 2013, FIMI Opportunity V, L.P., FIMI Israel Opportunity Five, Limited Partnership (together, the "FIMI Funds"), FIMI FIVE 2012 Ltd., Shira and Ishay Davidi Management Ltd. and Mr. Ishay Davidi share voting and dispositive power with respect to the 4,732,351 Ordinary shares held by the FIMI Funds. FIMI FIVE 2012 Ltd. is the managing general partner of the FIMI Funds. Shira and Ishay Davidi Management Ltd. controls FIMI FIVE 2012 Ltd. Mr. Ishay Davidi controls Shira and Ishay Davidi Management Ltd. and is the Chief Executive Officer of all the entities listed above. The principal business address of each of the above entities and of Mr. Davidi is c/o FIMI FIVE 2012 Ltd., Electra Tower, 98 Yigal Alon St., Tel-Aviv 67891, Israel.

Proxies

All shareholders who are unable to attend the Meeting in person may vote with respect to Items 1 through 4 by means of a proxy card and they are requested to complete, date and sign the enclosed form of proxy and return it promptly in the pre-addressed envelope provided. If your Shares are held in "street name" (meaning in the name of a bank, broker or other record holder), you must either direct the record holder of your Shares as to how to vote your Shares or obtain a legal proxy from the record holder to vote the Shares at the Meeting on behalf of the record holder as well as a statement from such record holder that it did not vote such Shares. In order for these Shares to be counted, a duly executed proxy must be received by the Company's Transfer Agent or by the Company, c/o Mr. Tiko Gadot, at the offices of Naschitz, Brandes, Amir & Co., Advocates, located at 5 Tuval Street, Tel-Aviv, Israel (on the 4th Floor), no later than July 7, 2014 at 5:00 P.M., Israel time. Shares represented by proxy received after such time will not be counted. Any such proxy may be revoked by such holders at any time before it is exercised by: (i) delivering written revocation or a later dated proxy to Mr. Tiko Gadot; or (ii) attending the Meeting and voting in person.

Upon the receipt of a properly executed proxy in the form enclosed herewith, the persons named as proxies therein will vote the Shares covered thereby in accordance with the directions of the shareholder executing such proxy.

Expenses and Solicitation

Shareholders wishing to express their position on Items 1 through 4 on the agenda for this Meeting may do so by submitting a written statement ("**Position Statement**") to the offices of Naschitz, Brandes, Amir & Co., Advocates, located at 5 Tuval Street, Tel-Aviv, Israel (on the 4th Floor). Any Position Statement received will be furnished to the Securities and Exchange Commission (the "**Commission**") on Form 6-K, and will be made available to the public on the Commission's website at <http://www.sec.gov> and in addition at <http://www.magna.isa.gov.il> or <http://maya.tase.co.il>.

Position Statements should be submitted to the Company no later than June 12, 2014.

We know of no other matters to be submitted at the Meeting other than as specified herein. If any other business is properly brought before the Meeting, the persons named as proxies may vote in respect thereof in accordance with their best judgment.

These proxy and proxy card shall also serve as a voting deed (ktav hatzba'a) as such term is defined under the Companies Law.

The Company expects to solicit proxies by mail and to mail this proxy statement and the accompanying proxy card to shareholders on or about June 11, 2014. This proxy statement and the accompanying proxy card are also available to the public through the following websites <http://www.sec.gov>, <http://www.magna.isa.gov.il> or <http://maya.tase.co.il>.

All costs of solicitation of proxies will be borne by the Company. In addition to solicitations by mail, certain of the Company's directors, officers and regular employees, without additional remuneration, may solicit proxies by telephone and personal interviews. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the beneficial owners of Shares held in their names, and the Company will reimburse them for their reasonable out-of-pocket costs.

Quorum and Voting Requirements

The quorum required consists of two or more shareholders who are present in person or proxy (or who have delivered a proxy card indicating their manner of voting) and who together hold or represent Shares conferring in the aggregate at least one third (33.33%) of the voting power in the Company on the Record Date. If a quorum is not present within one half hour of the time designated for the Meeting, the Meeting shall be adjourned to July 16, 2014, at the same time and place. If a quorum is not present within one half hour of the time designated for the adjourned Meeting, two shareholders who are present in person or by proxy, or who have delivered a proxy card, shall constitute a quorum.

The approval of each of Items 1 and 2 requires the affirmative vote of the holders of a majority of the voting power represented and voting on the matter in person or by proxy.

The approval of Item 3 requires the affirmative vote of the holders of a majority of the voting power represent and voting on the matter in person or by proxy, provided that (i) such a majority includes at least a majority of the ordinary shares voted by shareholders who are not controlling shareholders of the Company nor are they shareholders who have a personal interest in the nomination of Mr. Avi Shani as an external director, excluding personal interest that is not related to a relationship with the controlling shareholder of the Company (votes abstaining shall not be taken into account in counting the above-referenced shareholder votes); *or* (ii) the total number of shares of non-controlling shareholders and non-interested shareholders voted against the proposal in Item 3 must not represent more than two percent (2%) of the total voting rights in the Company.

Under the Companies Law, in general, a person will be deemed to be a controlling shareholder if the person has the power to direct the activities of the company, otherwise than by reason of being a director or other office holder of the company. A shareholder will be deemed to have a personal interest if any member of such shareholder's immediate family or their spouse has a personal interest in the adoption of the relevant proposal. In addition, a shareholder will be deemed to have a personal interest if a company, other than TAT Technologies, that is affiliated to such shareholder has a personal interest in the adoption of the relevant proposal. Such company is a company in which the shareholder or a member of such shareholder's immediate family serves as a director or chief executive officer, has the right to appoint a director or the chief executive officer, or owns 5% or more of the outstanding shares. However, a shareholder will not be deemed to have a personal interest in the adoption of the proposal if the shareholder's interest in such proposal arises solely from ownership of TAT Technologies' shares, or to a matter that is not related to a relationship with a controlling shareholder.

In the proxy card attached to the proxy statement, you will be asked to indicate whether or not you are a controlling shareholder of the Company or whether or not you have a personal interest in the nomination of Mr. Avi Shani as an external director in the Company, excluding personal interest that is not related to a relationship with the controlling shareholder. If any shareholder casting a vote does not notify us whether or not it is a controlling shareholder of the Company or whether or not it has a personal interest in the approval of the nomination of Mr. Avi Shani as an external director, such shareholder's vote, with respect to this Item, will be disqualified.

The approval of Item 4 requires the affirmative vote of the holders of a majority of the voting power represented and voting on the matter, in person or by proxy, provided that (i) such a majority includes at least a majority of the ordinary shares voted by shareholders who are not controlling shareholders of the Company nor are they shareholders who have a personal interest in the approval of the proposal set forth in Item 4; *or* (ii) the total number of shares of non-controlling shareholders and non-interested shareholders voted against the proposal in Item 4 must not represent more than two percent (2%) of the total voting rights in the Company. Votes abstaining shall not be taken into account in counting the above-referenced shareholder votes.

With regards to the approval of Item 4 in the proxy card attached to the proxy statement, you will be asked to indicate whether or not you are a controlling shareholder of the Company or whether or not you have a personal interest in the Approval of the proposal set forth in Item 4 above. If any shareholder casting a vote in connection hereto does not notify us whether or not it is a controlling shareholder of the Company or whether or not it has a personal interest in the Approval of Item 4, such shareholder's vote with respect to such Item will be disqualified.

Reporting Requirements

We are subject to the information reporting requirements of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), applicable to foreign private issuers. We fulfill these requirements by filing reports with the Commission. Our filings with the Commission may be inspected without charge at the Commission's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the Commission at 1-800-SEC-0330. Our filings are also available to the public on the Commission's website at <http://www.sec.gov>.

As a foreign private issuer, we are exempt from the rules under the Exchange Act related to the furnishing and content of proxy statements. The circulation of this notice and proxy statement should not be taken as an admission that we are subject to the proxy rules under the Exchange Act.

AFTER CAREFUL CONSIDERATION, OUR BOARD RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" THE PROPOSALS DESCRIBED IN THIS PROXY STATEMENT.

ITEM 1: APPROVAL OF THE REAPPOINTMENT OF KESSELMAN & KESSELMAN PWC ISRAEL, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS OUR INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS, EFFECTIVE AS OF THE APPROVAL BY THE MEETING UNTIL OUR NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS, AND DELEGATION TO THE COMPANY'S AUDIT COMMITTEE AND BOARD OF DIRECTORS OF THE AUTHORITY TO DETERMINE THE ACCOUNTANTS' REMUNERATION IN ACCORDANCE WITH THE VOLUME AND NATURE OF THEIR SERVICES.

Under the Companies Law and the Company's articles of association, the shareholders of the Company are authorized to appoint the Company's independent certified public accountants. In addition, the approval by the Company's Audit Committee of the re-appointment and remuneration of the independent certified public accountants is required under the corporate governance rules of The NASDAQ Stock Market.

We first appointed Kesselman & Kesselman PwC Israel, a member of PricewaterhouseCoopers International Ltd., as our independent certified public accountants in 2009. Kesselman & Kesselman PwC Israel has no relationship with us or any of our affiliates except as auditors.

At the Meeting, and in accordance with the recommendation of our Audit Committee and Board of Directors, the shareholders will be asked to approve the re-appointment of Kesselman & Kesselman PwC Israel as our independent registered public accountants effective as of the approval by the Meeting and until the Company's next Annual General Meeting of Shareholders. As a result of Kesselman & Kesselman PwC Israel's familiarity with our operations and its reputation in the auditing field, our Audit Committee and Board of Directors believe that Kesselman & Kesselman PwC Israel has the necessary personnel, professional qualifications and independence to act as our independent certified public accountants.

At the Meeting, the shareholders will also be asked to delegate to our Board of Directors and our Audit Committee the authority to determine the remuneration of our independent certified public accountants according to the volume and nature of their services. With respect to fiscal year 2013, we paid Kesselman & Kesselman PwC Israel approximately \$210,000 for audit services and \$65,000 for tax-related services.

It is therefore proposed that at the Meeting the shareholders adopt the following resolution:

"RESOLVED, THAT THE RE-APPOINTMENT OF KESSELMAN & KESSELMAN PWC ISRAEL, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS OF THE COMPANY EFFECTIVE AS OF THE APPROVAL BY THE MEETING AND UNTIL THE COMPANY'S NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS, BE AND HEREBY IS APPROVED, AND IT IS FURTHER RESOLVED, THAT THE AUDIT COMMITTEE AND BOARD OF DIRECTORS BE, AND HEREBY ARE, AUTHORIZED TO DETERMINE THE REMUNERATION OF SUCH AUDITORS IN ACCORDANCE WITH THE VOLUME AND NATURE OF THEIR SERVICES."

ITEM 2: APPROVAL OF THE RE-ELECTION OF EACH OF MR. SAMUEL VLODINGER, MR. RON BEN HAIM, MR. JAN LOEB AND MS. DAFNA GRUBER TO SERVE AS DIRECTORS OF THE COMPANY, EACH TO HOLD OFFICE UNTIL OUR NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS.

The Company's Articles of Association provide for a Board of Directors consisting of no less than two and no more than eleven members. Our Board of Directors is currently composed of 6 directors (prior to this Meeting), including two external director appointed in accordance with the Companies Law. Our directors, other than our external directors, are elected at each annual meeting of shareholders. All the members of our Board of Directors (except the external directors who may be re-elected pursuant to the terms and subject to the conditions stipulated in the Companies Law) may be re-elected upon completion of their term of office.

At the Meeting, our shareholders are being asked to elect Mr. Samuel Vlodinger, Mr. Ron Ben Haim, Ms. Dafna Gruber and Mr. Jan Loeb to hold office until our next Annual General Meeting of Shareholders.

It should be noted that Mr. Samuel Vlodinger was elected by our Board members on the August 26th, 2013 as the new Chairman of the Board of Directors of the Company. Mr. Vlodinger's compensation was approved at our annual general meeting of shareholders held on November 14, 2013.

Under the Companies Law, the Board of Directors of a public company is required to determine the minimum number of directors with "accounting and financial expertise" who will serve on the board. Our Board of Directors determined that at least two directors must have "accounting and financial expertise" as such term is defined by regulations promulgated under the Companies Law. The Board of Directors determined that Samuel Vlodinger, Ron Ben Haim, Jan Loeb, Avi Shani and Dafna Gruber all have "accounting and financial expertise". Furthermore, our audit committee determined on August 20th 2013 that Ms. Dafna Gruber qualifies as an "independent" director within the meaning of this term under the Companies Law.

We are a "controlled company" within the meaning of the NASDAQ Marketplace Rules. As such, we are exempt from the NASDAQ Marketplace Rules requirement that a majority of a company's Board of Directors must qualify as independent directors within the meaning of the NASDAQ Marketplace Rules. We are also exempt from the NASDAQ Marketplace Rules requirement regarding the process for the nomination of directors; instead, we follow Israeli law and practice in accordance with which directors are proposed by the Board of Directors and elected by the shareholders, unless otherwise provided in a company's articles of association. Our articles of association provide that the directors (except the external directors) may also be appointed by a vote of a majority of directors then in office. Our practice has been that our director nominees are presented in our proxy statement for election at our annual meetings of shareholders.

Under the Companies Law, the affirmative vote of the holders of a majority of the voting power represented at the Meeting, in person or by proxy, entitled to vote and voting thereon, is required to re-elect each of the nominees named above.

The Company was informed that on August 7th, 2013, the Shares that were held by the receiver of such Shares (53.7% of our issued and outstanding share capital) were sold to the FIMI Opportunity Funds, a private equity firm based in Israel, ("FIMI") and that following that purchase FIMI is considered the controlling shareholder of the Company and therefore nominated directors on FIMI'S behalf, as detailed below.

Set forth below is information about each nominee, including age, position(s) held with the Company, principal occupation, business history and other directorships held.

Samuel Vlodinger (63) was elected as a director by our Board of Directors in August 2013. Mr. Vlodinger has been a senior partner in FIMI since 2009. Prior to joining FIMI, Mr. Vlodinger held senior management positions in several industrial companies and has been an active private equity investor. Mr. Vlodinger holds a B.Sc. in industrial engineering from the Technion, Israel Institute of Technology. Mr. Vlodinger currently serves as the chairman of the board of directors of Tadir-Gan Precision Products, Ltd., Raval ACS, Ltd., Bagir Group and Ginegar Plastic Industries, Ltd.

Ron Ben-Haim (45) was elected as a director by our Board of Directors in August 2013. Mr. Ben-Haim has been a partner in FIMI since 2006. Mr. Ben Haim was previously with Compass Advisers, LLP, an investment banking firm based in New York and in Tel Aviv and with the Merrill Lynch Mergers & Acquisitions group in New York. Prior to Merrill Lynch, Mr. Ben-Haim worked at Teva Pharmaceuticals in production management. Mr. Ben-Haim holds a B.Sc. in industrial engineering from the Tel Aviv University and an MBA from New York University. Mr. Ben-Haim currently serves on the board of directors of Tadir-Gan Precision Products, Ltd., Raval ACS, Ltd., Bagir Group, Nirlat Paints, Ltd., Alony, Ltd. and Overseas Commerce, Ltd.

Mr. Jan Loeb (55) was elected as a director by our Board of Directors in August 2009. Mr. Loeb has served as President of Leap Tide Capital Management, Inc., a capital investment firm, since 2007. From February 2005 through January 2007, he served as a portfolio manager of Amtrust Capital Management, Inc. From February 2004 through January 2005, Mr. Loeb was a Portfolio Manager for Chesapeake Partners, a capital investment firm. From January 2002 through December 2004, Mr. Loeb was a Managing Director of Jefferies & Company, Inc., an investment banking firm based in New York City. From 1994 through 2001, Mr. Loeb was a Managing Director of Dresdner Kleinwort and Wasserstein, Inc., an investment banking firm based in New York City, which was formerly known as Wasserstein Perella & Co., Inc. Mr. Loeb was a director of American Pacific Corporation and Pernix Therapeutics, Inc. and currently he is a director of Kid Brands and Chairman of the Equity Committee of the Dolan Companies. Mr. Loeb graduated from Baruch College – City University of New York with a baccalaureate in Finance and Investments.

Ms. Dafna Gruber (49) was elected as a director by our Board of Directors in November 2013. Ms. Gruber has been the Corporate Vice President and Chief Financial Officer (CFO) of NICE Systems (NASDAQ: NICE), a worldwide leader of intent-based solutions, since 2007. Prior to that, Ms. Gruber has been for 11 years with Alvarion (NASDAQ:ALVR), the last eight as the company's CFO. From 1993 to 1996, Ms. Gruber was financial controller at Lannet, a leading worldwide data communications company, subsequently acquired by Lucent. Ms. Gruber is a Certified Public Accountant (CPA) and holds a B.A. in Accounting and Economics from Tel Aviv University.

Attached as **Appendix A** are the declarations according to the Companies Law of Mr. Jan Loeb, Mr. Ron Ben Haim, Mr. Samuel Vlodinger and Ms. Dafna Gruber.

Each of the director nominees has certified to the Company that he or she complies with all requirements under the Companies Law for serving as a director.

It is therefore proposed that at the Meeting the shareholders adopt the following resolution:

“RESOLVED, TO APPROVE THE RE-ELECTION OF EACH OF MR. SAMUEL VLODINGER, MR. RON BEN HAIM, MR. JAN LOEB AND MS. DAFNA GRUBER TO SERVE AS DIRECTORS OF THE COMPANY AND TO HOLD OFFICE UNTIL OUR NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS”

ITEM 3: APPROVAL OF THE RE-ELECTION OF MR. AVI SHANI AS AN EXTERNAL DIRECTOR OF THE COMPANY AND TO HOLD OFFICE FOR A PERIOD OF 3 YEARS COMMENCING ON THE DATE OF HIS ELECTION AT THIS MEETING.

As mentioned above, our Board of Directors is currently composed of two external directors appointed in accordance with the Companies Law (Mr. Avi Shani and Mr. Aviram Halevi).

According to the Companies Law, the term of office of an external director shall be three years. An external directors may be re-elected pursuant to additional term(s) pursuant to the terms and subject to the conditions of the Companies Law.

At the Meeting, our shareholders are being asked to re-elect Mr. Avi Shani for an additional period of 3 years as an external director in the Company commencing on the date of his re-election at this Meeting.

Set forth below is information about Mr. Avi Shani including, position(s) held with the Company, principal occupation, business history and other directorships held.

Mr. Avi Shani (67) was elected to serve as an external director of the Company at the Company's 2008 annual general meeting of shareholders and was reappointed at the Company's 2011 annual general meeting of shareholders. Mr. Shani is a member of the Company's audit committee, compensation committee and the committee for the approval of the financial statements. Mr. Shani is also serving as a director of Psagot Providence Funds and of Psagot Pensions Funds. From 2005 until 2008 Mr. Shani served as the CEO of TCM Mobile, a startup company, and prior to that, during years 2000 - 2004 he served as Executive Vice President Investments and Chief Economist of IDB Development, a leading Israeli holding company, in charge of new Investments. Mr. Shani holds a B.A degree in Economics and an MBA, both from Tel Aviv University.

Mr. Avi Shani has certified that he fulfills the conditions required for being appointed as an external director according to the Companies Law.

Attached as **Appendix B** is the declaration according to the Companies Law of Mr. Avi Shani.

Subject to the approval of his nomination by the Meeting, Mr. Avi Shani will be entitled to compensation at the fixed sum, in accordance with the Compensation Regulations of the Companies Regulations (Rules Regarding Compensation and Expenses for an External Director), 2000.

It is therefore proposed that at the Meeting the shareholders adopt the following resolution:

"RESOLVED, TO APPROVE THE RE-ELECTION OF MR. AVI SHANI AS AN EXTERNAL DIRECTOR OF THE COMPANY TO HOLD OFFICE FOR AN ADDITIONAL PERIOD OF 3 YEARS COMMENCING ON THE DATE OF HIS RE-ELECTION AT THIS MEETING"

ITEM 4: APPROVAL OF CERTAIN COMPENSATION TO MR. ITSIK MAARAVI, THE COMPANY'S PRESIDENT & CEO, IN ACCORDANCE WITH SECTION 272(C1)(1) OF THE COMPANIES LAW.

Mr. Itsik Maaravi has served as TAT's Chief Executive Officer since January 2012. Prior to that, Mr. Maaravi served as President of TAT's Piedmont subsidiary, a position he held since July 2011. From July 2009 through June 2011 Mr. Maaravi was Chief Marketing Officer for Piedmont as well as for the Company's Limco subsidiary. Between 2000 and June 2009 Mr. Maaravi held senior marketing positions at Kamor Aviation and Israel Aerospace Industries.

Our Compensation Committee and Board of Directors decided to approve the following changes to the compensation of Mr. Itsik Maaravi, the Company's President & CEO: (i) an increase of the monthly payment payable to the CEO in consideration for his services to TAT to a total of 90,000 NIS per month (approximately 25,800\$ based on the representative U.S. dollar – NIS rate of exchange on May 27, 2014) (the **"Payment Increase"**), and (ii) a grant of an annual bonus for the year 2013 in the total amount of 303,035 NIS, of which 60,607 NIS is a deferred bonus which may be paid in 2015 in accordance with the terms of TAT's compensation policy (the total amount is equivalent to 3.36 monthly salaries of Mr. Itsik Maaravi) (the **"Annual Bonus"**). The Annual Bonus will be paid within 7 business days following its approval by this Annual Shareholders Meeting; and (iii) a grant of options to purchase 30,000 Shares subject to and in accordance with the terms of the 2012 Stock Option Plan, and the Compensation Policy (the **"Options"**). The exercise price of the Options shall be \$8.79 per share, which is equal to TAT's share price on the date of grant plus 5%. The options would vest annually throughout a period of 3 years. The proposed equity grant represents 0.34% of the total outstanding equity of the Company on a fully diluted basis on the date of grant.

The compensation outlined above is proposed to be granted to Mr. Maaravi, among others, for the following reasons:

- Mr. Itsik Maaravi is the CEO of the Company and he plays a major role in the success of the Company. This is reflected, among other things, in the Company's results for 2013 during which the Company increased its sales and its profit rate.
- The Payment Increase, grant of Annual Bonus and grant of Options are appropriate and reflect our Board of Directors' and our Compensation Committee's satisfaction with Mr. Itsik Maaravi's performance as CEO.
- The Payment Increase, grant of Annual Bonus and the grant of Options are appropriate in relation to the Company's size and the scope of operations.
- The Payment Increase, grant of Annual Bonus and the grant of Options are in accordance with TAT's Compensation Policy.

The resolution of our Board of Directors to approve the above compensation was made on March 19, 2014 pursuant to approval of our Compensation Committee on March 5, 2014, and it is subject to approval by our shareholders.

It is therefore proposed that at the Meeting the shareholders adopt the following resolution:

The vote for each of the sub items shall be separate.

"RESOLVED, TO APPROVE THE COMPENSATION TERMS OF MR. ITSIK MAARAVI, TAT'S PRESIDENT & CEO, AS DESCRIBED ABOVE IN THIS ITEM 4 AND UPON THE TERMS DETAILED THEREIN, IN ACCORDANCE WITH SECTION 272(C1)(1) OF THE COMPANIES LAW."

OTHER BUSINESS

In addition to voting on Items 1 through 4 as described above, the shareholders will be invited to discuss at the Meeting the Company's audited consolidated financial statements for the year ended December 31, 2013.

Management knows of no other business to be acted upon at the Meeting. However, if any other business properly comes before the Meeting, the persons named in the enclosed proxy will vote upon such matters in accordance with their best judgment.

Should changes be made to any Item on the agenda for the Meeting after the publication of this Proxy Statement, we will communicate the changes to our shareholders through the publication of a press release, a copy of which will be filed with the Securities and Exchange Commission on Form 6-K and with the Israeli Securities Authority.

By the Order of the Board of Directors,

Tiko Gadot, CFO

Dated: May 27, 2014

Director Eligibility Declaration

Pursuant to Sections 224A – 227 of the Companies Law, 5759-1999 (hereinafter: "**the Law**") and stating the expertise of the director in accordance to the Companies Regulations (Conditions and Tests for a Professionally Eligible Director with Accounting and Financial Expertise and for a Professionally Eligible Director), 5766-2005, and for observance of Sections 92(A)(12) and 219(d) of the Companies Law, intended for tenure in TAT TECHNOLOGIES LTD. (hereinafter: "**the Company**")

Date of appointment: the date of the Annual General meeting of Shareholders

Name of Candidate:

| | |
|------------|---------|
| _____ | _____ |
| First name | Surname |

Name in English
(according to passport)

| | |
|---------------|------------------|
| <u>Samuel</u> | <u>Vlodinger</u> |
| First name | Surname |

ID No. 10950857

| | | | |
|----------------|--------------------|--------------|---------------|
| Date of birth: | <u>16 Jan 1951</u> | Nationality: | <u>Israel</u> |
|----------------|--------------------|--------------|---------------|

| | | | |
|-------------|---------------------|-----------------|--------------|
| My address: | <u>Agadat Deshe</u> | <u>Herzliya</u> | <u>46510</u> |
| | Street | Town | Zip code |

Declarations

- A. I hereby confirm my consent to serve as a director in the Company.
- B. I possess the necessary qualifications and skills and have the ability to dedicate the adequate time for the purpose of fulfilling my position as a director in the Company, taking into account, among other things, the Company's special needs and its size, as required by the Law.
- My qualifications were presented to the Company. For more information please see the most recent Form 20-F, which includes a updated description of my academic degrees, as well as previous experience relevant for the evaluation of my suitability to serve as a director.
- C. I declare that I meet the eligibility requirements provided for by the Companies Law to serve as a director in the Company, and I declare that:
1. I am not a minor, legally incompetent and I was not declared non-discharged bankrupt.
 2. My other positions or occupations will not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.
-

3. I have not been convicted in a judgment in the first instance of the following offences and if I was previously convicted in a judgment of the following offences, the court determined, at the time of conviction or thereafter, at my request, that albeit my conviction of the following offences and considering, *inter alia*, the circumstances under which the offence was committed, I have no hindrance to serve as a director in a public company or that five years or a shorter period of time (in which I have no hindrance to serve as a director in a public company) elapsed from the date the judgment of which I was convicted was rendered, at the court's decision:
- a) Offences pursuant to Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and pursuant to Sections 52C, 52D, 53(A) and 54 of the Securities Law, 5728-1968 (hereinafter: "**the Securities Law**") or Any other offence determined by the Minister of Justice by virtue of Section 226(C) of the Companies Law, 5759-1999.
 - b) Conviction in a court outside Israel of offences of bribery, deceit, offences by managers of a corporate body or offences involving misuse of inside information.
4. I have not been convicted in a judgment in the first instance of any other offence, which is not mentioned in section 4 above, in respect of which a court holds that, due to the substance, gravity or circumstances of such offense, I am not fit to serve as a director in either a public company or a private company which is a bonds' company and if I was convicted in the past in a judgment in the first instance of the abovementioned offence, five years or a shorter period of time (in which I have no hindrance to serve as a director in a public company or a Bonds' company) elapsed from the date the judgment of which I was convicted was rendered, at the court's decision.
5. No means of Enforcement (as defined in the Securities Law) have been imposed on me by The Administrative Enforcement Committee (as defined in the Securities Law) which forbids me to serve as a director in any public company or Bonds' company and/or the Company and if such means of enforcement was imposed on me, the period prescribed by the Administrative Enforcement Committee in its decision elapsed.
6. If I cease to meet any of the conditions required pursuant to the Companies Law to my serving as a director in the Company or if there is any ground for the expiry of my tenure as a director in the Company, including due to conviction by a judgment in the first instance of an offence as stated in Section 4(A) or 5 above and/or due to a decision of the Administrative Enforcement Committee, as defined above – I will immediately inform the Company accordingly and my tenure will expire on the date the notice is delivered. I am aware that pursuant to Section 234 of the Companies Law, breaching such duty of disclosure will be deemed as having committed a breach of my fiduciary duty to the Company.

D. For the purpose of considering whether you are eligible to serve as a director with accounting and financial expertise or Professionally Eligible Director, please declare as follows, all definiteness are as of the date hereof in the Companies Regulations (Conditions and Tests for a Professionally Eligible Director with Accounting and Financial Expertise and for a Professionally Eligible Director), 5766-2005:¹

- ☒ Eligible to serve as a Director with accounting and financial expertise;
- ☒ Eligible to serve as a Professionally Eligible Director;
- ☐ None of the above;

E. For the purpose of considering whether you are an independent director, I declare as follows²:

- ☒ I am not a relative of the Company's controlling person.
- ☐ At the time of the appointment or during the preceding two years I, my Relative, employer, direct or indirect supervisor or the corporation of which I am the controlling person, have no connection to the Company, to the Company's controlling person or to the controlling person's Relative or to another corporation or company having no controlling person or to anyone holding the controlling block or to anyone who is, at the time of the appointment, the chairman of the board of directors, the CEO, substantial shareholder or most senior office holder in the financial area;

For the purpose of the declaration pursuant to this Section E:

"Connection" – the existence of labor relations, business or professional relations generally or control as well as acting as an office holder, other than a director appointed to serve as an external director in a company about to offer shares to the public for the first time, other than extraordinary cases pursuant to the Companies Regulations (Matters that do not Constitute Connection), 5767-2006 and other than serving as a director in a company prior to being classified as an independent director;

"Another Corporation" – a corporation the controlling person of which, at the time of the appointment or during the preceding two years, is the Company or its controlling person.

"Relative" – spouse, brother or sister, parent, parent's parents, offspring as well as the offspring, brother, sister or parent of the spouse or the spouse of each of the aforesaid.

Without derogating from the abovementioned, I, my Relative, employer, direct or indirect supervisor or the corporation of which I am the controlling person, have no business or professional relationship with anyone the connection with is forbidden pursuant to the provisions in this Section above, even if such relationship is not generally, other than minor relationship, and I did not receive any consideration in addition to the compensation and expense reimbursement to which I am entitled, pursuant to the Companies Regulations (Rules regarding Compensation and Expense Reimbursement of External Directors), 5760-2000, directly or indirectly, due to serving as a director in the Company.

¹ Please tick all relevant boxes.

² Please tick all relevant boxes.

I know that if such relations shall take place and/or such consideration will be received by me during my tenure, it will be seen as a breach of the terms required for my appointment or tenure as Independent Director.

- ☒ My other positions or occupations do not or may not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.
- ☒ I do not serve as a director in another company in which any of the Company's directors serves as an independent director³.
- ☒ I am not an employee of the Securities Authority nor am I an employee of any stock exchange in Israel.
- ☒ I do not serve as a director in the Company for more nine consecutive years.

For the purpose of the declaration pursuant to this Section E:

The termination of tenure which does not exceed two years will not be regarded as terminating the continuity of tenure.

For the purpose of this Section an "Independent Director" is a director meeting all the conditions and tests in Section E above.

- ☒ I do not meet all or some of the conditions and tests stated above and therefore, I do not meet the definition of an "Independent Director".

F. My holdings of Securities of the Company, its Held Company⁴, if its activity is material for the Company's activity ,are as follows: _____

G. I am aware that I must immediately report the Company of any increase or decrease in my holdings of Securities of the Company, or a Held Company⁴, if its activity is material for the Company's activity.

H. Are you an employee/office holder of the Company, its subsidiary, an affiliate thereto or a party of interest of the Company, if so – do provide further details:

I am a partner in the FIMI fund, the controlling shareholder of the company

I. Are you a family member of a senior office holder in the Company or of a party of interest of the Company, if so – do provide further details:

³ Including an External Director.

⁴ "Held Company" – a consolidated company, a proportionately consolidated company or an associate. "Associate" - as defined in the generally accepted accounting principles, and a company in which the corporation holds joint control and which is treated in accordance with the equity method.

- J. After having carefully read and understood all the aforesaid, I declare that all the aforesaid is true and that the identifying details are accurate and full and have been written by me, in my handwriting, and that I am aware that the provisions of the Companies Law stated above are not an exhaustive and final list and I know my full duties and rights pursuant to the Law.

In addition, I do not know of any other substantial detail that may affect my tenure as a director and/or the decision of the Company's audit committee as to my compliance with the eligibility conditions and tests to serve as an Independent Director and that had I known of any such detail, I would have indicated it in the declaration. If such detail is known to me, I will notify the Company immediately.

May 25, 2014

/s/ Samuel Vlodinger

Date

Signature

Director Eligibility Declaration

Pursuant to Sections 224A – 227 of the Companies Law, 5759-1999 (hereinafter: "**the Law**") and stating the expertise of the director in accordance to the Companies Regulations (Conditions and Tests for a Professionally Eligible Director with Accounting and Financial Expertise and for a Professionally Eligible Director), 5766-2005, and for observance of Sections 92(A)(12) and 219(d) of the Companies Law, intended for tenure in TAT TECHNOLOGIES LTD. (hereinafter: "**the Company**")

Date of appointment: the date of the Annual General meeting of Shareholders

Name of Candidate:

| | |
|-------------------|----------------|
| <u>First name</u> | <u>Surname</u> |
|-------------------|----------------|

Name in English
(according to passport)

| | |
|------------|-----------------|
| <u>Ron</u> | <u>Ben-Haim</u> |
| First name | Surname |

ID No. 024528655

| | | | |
|----------------|-------------------|--------------|---------------|
| Date of birth: | <u>7 Oct 1969</u> | Nationality: | <u>Israel</u> |
|----------------|-------------------|--------------|---------------|

| | | | |
|-------------|---------------------|--------------|--------------|
| My address: | <u>Ein Hachelet</u> | <u>Herut</u> | <u>40691</u> |
| | Street | Town | Zip code |

Declarations

- A. I hereby confirm my consent to serve as a director in the Company.
- B. I possess the necessary qualifications and skills and have the ability to dedicate the adequate time for the purpose of fulfilling my position as a director in the Company, taking into account, among other things, the Company's special needs and its size, as required by the Law.
- My qualifications were presented to the Company. For more information please see the most recent Form 20-F, which includes a updated description of my academic degrees, as well as previous experience relevant for the evaluation of my suitability to serve as a director.
- C. I declare that I meet the eligibility requirements provided for by the Companies Law to serve as a director in the Company, and I declare that:
1. I am not a minor, legally incompetent and I was not declared non-discharged bankrupt.
 2. My other positions or occupations will not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.

3. I have not been convicted in a judgment in the first instance of the following offences and if I was previously convicted in a judgment of the following offences, the court determined, at the time of conviction or thereafter, at my request, that albeit my conviction of the following offences and considering, *inter alia*, the circumstances under which the offence was committed, I have no hindrance to serve as a director in a public company or that five years or a shorter period of time (in which I have no hindrance to serve as a director in a public company) elapsed from the date the judgment of which I was convicted was rendered, at the court's decision:
- a) Offences pursuant to Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and pursuant to Sections 52C, 52D, 53(A) and 54 of the Securities Law, 5728-1968 (hereinafter: "**the Securities Law**") or Any other offence determined by the Minister of Justice by virtue of Section 226(C) of the Companies Law, 5759-1999.
 - b) Conviction in a court outside Israel of offences of bribery, deceit, offences by managers of a corporate body or offences involving misuse of inside information.
4. I have not been convicted in a judgment in the first instance of any other offence, which is not mentioned in section 4 above, in respect of which a court holds that, due to the substance, gravity or circumstances of such offense, I am not fit to serve as a director in either a public company or a private company which is a bonds' company and if I was convicted in the past in a judgment in the first instance of the abovementioned offence, five years or a shorter period of time (in which I have no hindrance to serve as a director in a public company or a Bonds' company) elapsed from the date the judgment of which I was convicted was rendered, at the court's decision.
5. No means of Enforcement (as defined in the Securities Law) have been imposed on me by The Administrative Enforcement Committee (as defined in the Securities Law) which forbids me to serve as a director in any public company or Bonds' company and/or the Company and if such means of enforcement was imposed on me, the period prescribed by the Administrative Enforcement Committee in its decision elapsed.
6. If I cease to meet any of the conditions required pursuant to the Companies Law to my serving as a director in the Company or if there is any ground for the expiry of my tenure as a director in the Company, including due to conviction by a judgment in the first instance of an offence as stated in Section 4(A) or 5 above and/or due to a decision of the Administrative Enforcement Committee, as defined above – I will immediately inform the Company accordingly and my tenure will expire on the date the notice is delivered. I am aware that pursuant to Section 234 of the Companies Law, breaching such duty of disclosure will be deemed as having committed a breach of my fiduciary duty to the Company.

D. For the purpose of considering whether you are eligible to serve as a director with accounting and financial expertise or Professionally Eligible Director, please declare as follows, all definiteness are as of the date hereof in the Companies Regulations (Conditions and Tests for a Professionally Eligible Director with Accounting and Financial Expertise and for a Professionally Eligible Director), 5766-2005:¹

- ☒ Eligible to serve as a Director with accounting and financial expertise;
- ☐ Eligible to serve as a Professionally Eligible Director;
- ☐ None of the above;

E. For the purpose of considering whether you are an independent director, I declare as follows²:

- ☒ I am not a relative of the Company's controlling person.
- ☐ At the time of the appointment or during the preceding two years I, my Relative, employer, direct or indirect supervisor or the corporation of which I am the controlling person, have no connection to the Company, to the Company's controlling person or to the controlling person's Relative or to another corporation or company having no controlling person or to anyone holding the controlling block or to anyone who is, at the time of the appointment, the chairman of the board of directors, the CEO, substantial shareholder or most senior office holder in the financial area;

For the purpose of the declaration pursuant to this Section E:

"Connection" – the existence of labor relations, business or professional relations generally or control as well as acting as an office holder, other than a director appointed to serve as an external director in a company about to offer shares to the public for the first time, other than extraordinary cases pursuant to the Companies Regulations (Matters that do not Constitute Connection), 5767-2006 and other than serving as a director in a company prior to being classified as an independent director;

"Another Corporation" – a corporation the controlling person of which, at the time of the appointment or during the preceding two years, is the Company or its controlling person.

"Relative" – spouse, brother or sister, parent, parent's parents, offspring as well as the offspring, brother, sister or parent of the spouse or the spouse of each of the aforesaid.

Without derogating from the abovementioned, I, my Relative, employer, direct or indirect supervisor or the corporation of which I am the controlling person, have no business or professional relationship with anyone the connection with is forbidden pursuant to the provisions in this Section above, even if such relationship is not generally, other than minor relationship, and I did not receive any consideration in addition to the compensation and expense reimbursement to which I am entitled, pursuant to the Companies Regulations (Rules regarding Compensation and Expense Reimbursement of External Directors), 5760-2000, directly or indirectly, due to serving as a director in the Company.

¹ Please tick all relevant boxes.

² Please tick all relevant boxes.

I know that if such relations shall take place and/or such consideration will be received by me during my tenure, it will be seen as a breach of the terms required for my appointment or tenure as Independent Director.

- ☒ My other positions or occupations do not or may not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.
- ☒ I do not serve as a director in another company in which any of the Company's directors serves as an independent director³.
- ☒ I am not an employee of the Securities Authority nor am I an employee of any stock exchange in Israel.
- ☒ I do not serve as a director in the Company for more nine consecutive years.

For the purpose of the declaration pursuant to this Section E:

The termination of tenure which does not exceed two years will not be regarded as terminating the continuity of tenure.

For the purpose of this Section an "Independent Director" is a director meeting all the conditions and tests in Section E above.

- ☒ I do not meet all or some of the conditions and tests stated above and therefore, I do not meet the definition of an "Independent Director".

F. My holdings of Securities of the Company, its Held Company⁴, if its activity is material for the Company's activity ,are as follows: _____

G. I am aware that I must immediately report the Company of any increase or decrease in my holdings of Securities of the Company, or a Held Company⁴, if its activity is material for the Company's activity.

H. Are you an employee/office holder of the Company, its subsidiary, an affiliate thereto or a party of interest of the Company, if so – do provide further details:

I am a partner in the FIMI fund, the controlling shareholder of the company

I. Are you a family member of a senior office holder in the Company or of a party of interest of the Company, if so – do provide further details: No

³ Including an External Director.

⁴ "Held Company" – a consolidated company, a proportionately consolidated company or an associate. "Associate" - as defined in the generally accepted accounting principles, and a company in which the corporation holds joint control and which is treated in accordance with the equity method.

- J. After having carefully read and understood all the aforesaid, I declare that all the aforesaid is true and that the identifying details are accurate and full and have been written by me, in my handwriting, and that I am aware that the provisions of the Companies Law stated above are not an exhaustive and final list and I know my full duties and rights pursuant to the Law.

In addition, I do not know of any other substantial detail that may affect my tenure as a director and/or the decision of the Company's audit committee as to my compliance with the eligibility conditions and tests to serve as an Independent Director and that had I known of any such detail, I would have indicated it in the declaration. If such detail is known to me, I will notify the Company immediately.

May 21, 2014

/s/ Ron Ben-Haim

Date

Signature

Director Eligibility Declaration

Pursuant to Sections 224A – 227 of the Companies Law, 5759-1999 (hereinafter: "**the Law**") and stating the expertise of the director in accordance to the Companies Regulations (Conditions and Tests for a Professionally Eligible Director with Accounting and Financial Expertise and for a Professionally Eligible Director), 5766-2005, and for observance of Sections 92(A)(12) and 219(d) of the Companies Law, intended for tenure in TAT TECHNOLOGIES LTD. (hereinafter: "**the Company**")

Date of appointment: the date of the Annual General meeting of Shareholders

Name of Candidate:

| | |
|------------|---------|
| _____ | _____ |
| First name | Surname |

Name in English
(according to passport)

| | |
|------------|---------|
| _____ | _____ |
| Jan | Loeb |
| First name | Surname |

ID No. _____

Date of birth:

21 Oct 1958

Nationality:

USA

My address:

6610 Cross Country BLVD

Street

Baltimore MD

Town

21215

Zip code

Declarations

A. I hereby confirm my consent to serve as a director in the Company.

B. I possess the necessary qualifications and skills and have the ability to dedicate the adequate time for the purpose of fulfilling my position as a director in the Company, taking into account, among other things, the Company's special needs and its size, as required by the Law.

My qualifications were presented to the Company. For more information please see the most recent Form 20-F, which includes a updated description of my academic degrees, as well as previous experience relevant for the evaluation of my suitability to serve as a director.

C. I declare that I meet the eligibility requirements provided for by the Companies Law to serve as a director in the Company, and I declare that:

1. I am not a minor, legally incompetent and I was not declared non-discharged bankrupt.

2. My other positions or occupations will not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.

3. I have not been convicted in a judgment in the first instance of the following offences and if I was previously convicted in a judgment of the following offences, the court determined, at the time of conviction or thereafter, at my request, that albeit my conviction of the following offences and considering, *inter alia*, the circumstances under which the offence was committed, I have no hindrance to serve as a director in a public company or that five years or a shorter period of time (in which I have no hindrance to serve as a director in a public company) elapsed from the date the judgment of which I was convicted was rendered, at the court's decision:
- a) Offences pursuant to Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and pursuant to Sections 52C, 52D, 53(A) and 54 of the Securities Law, 5728-1968 (hereinafter: "**the Securities Law**") or Any other offence determined by the Minister of Justice by virtue of Section 226(C) of the Companies Law, 5759-1999.
 - b) Conviction in a court outside Israel of offences of bribery, deceit, offences by managers of a corporate body or offences involving misuse of inside information.
4. I have not been convicted in a judgment in the first instance of any other offence, which is not mentioned in section 4 above, in respect of which a court holds that, due to the substance, gravity or circumstances of such offense, I am not fit to serve as a director in either a public company or a private company which is a bonds' company and if I was convicted in the past in a judgment in the first instance of the abovementioned offence, five years or a shorter period of time (in which I have no hindrance to serve as a director in a public company or a Bonds' company) elapsed from the date the judgment of which I was convicted was rendered, at the court's decision.
5. No means of Enforcement (as defined in the Securities Law) have been imposed on me by The Administrative Enforcement Committee (as defined in the Securities Law) which forbids me to serve as a director in any public company or Bonds' company and/or the Company and if such means of enforcement was imposed on me, the period prescribed by the Administrative Enforcement Committee in its decision elapsed.
6. If I cease to meet any of the conditions required pursuant to the Companies Law to my serving as a director in the Company or if there is any ground for the expiry of my tenure as a director in the Company, including due to conviction by a judgment in the first instance of an offence as stated in Section 4(A) or 5 above and/or due to a decision of the Administrative Enforcement Committee, as defined above – I will immediately inform the Company accordingly and my tenure will expire on the date the notice is delivered. I am aware that pursuant to Section 234 of the Companies Law, breaching such duty of disclosure will be deemed as having committed a breach of my fiduciary duty to the Company.

D. For the purpose of considering whether you are eligible to serve as a director with accounting and financial expertise or Professionally Eligible Director, please declare as follows, all definiteness are as of the date hereof in the Companies Regulations (Conditions and Tests for a Professionally Eligible Director with Accounting and Financial Expertise and for a Professionally Eligible Director), 5766-2005:¹

☒ Eligible to serve as a Director with accounting and financial expertise;

☐ Eligible to serve as a Professionally Eligible Director;

☐ None of the above;

E. For the purpose of considering whether you are an independent director, I declare as follows²:

☒ I am not a relative of the Company's controlling person.

☒ At the time of the appointment or during the preceding two years I, my Relative, employer, direct or indirect supervisor or the corporation of which I am the controlling person, have no connection to the Company, to the Company's controlling person or to the controlling person's Relative or to another corporation or company having no controlling person or to anyone holding the controlling block or to anyone who is, at the time of the appointment, the chairman of the board of directors, the CEO, substantial shareholder or most senior office holder in the financial area;

For the purpose of the declaration pursuant to this Section E:

"Connection" – the existence of labor relations, business or professional relations generally or control as well as acting as an office holder, other than a director appointed to serve as an external director in a company about to offer shares to the public for the first time, other than extraordinary cases pursuant to the Companies Regulations (Matters that do not Constitute Connection), 5767-2006 and other than serving as a director in a company prior to being classified as an independent director;

"Another Corporation" – a corporation the controlling person of which, at the time of the appointment or during the preceding two years, is the Company or its controlling person.

"Relative" – spouse, brother or sister, parent, parent's parents, offspring as well as the offspring, brother, sister or parent of the spouse or the spouse of each of the aforesaid.

Without derogating from the abovementioned, I, my Relative, employer, direct or indirect supervisor or the corporation of which I am the controlling person, have no business or professional relationship with anyone the connection with is forbidden pursuant to the provisions in this Section above, even if such relationship is not generally, other than minor relationship, and I did not receive any consideration in addition to the compensation and expense reimbursement to which I am entitled, pursuant to the Companies Regulations (Rules regarding Compensation and Expense Reimbursement of External Directors), 5760-2000, directly or indirectly, due to serving as a director in the Company.

¹ Please tick all relevant boxes.

² Please tick all relevant boxes.

I know that if such relations shall take place and/or such consideration will be received by me during my tenure, it will be seen as a breach of the terms required for my appointment or tenure as Independent Director.

- ☒ My other positions or occupations do not or may not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.
- ☒ I do not serve as a director in another company in which any of the Company's directors serves as an independent director³.
- ☒ I am not an employee of the Securities Authority nor am I an employee of any stock exchange in Israel.
- ☒ I do not serve as a director in the Company for more nine consecutive years.

For the purpose of the declaration pursuant to this Section E:

The termination of tenure which does not exceed two years will not be regarded as terminating the continuity of tenure.

For the purpose of this Section an "Independent Director" is a director meeting all the conditions and tests in Section E above.

- ☐ I do not meet all or some of the conditions and tests stated above and therefore, I do not meet the definition of an "Independent Director".

F. My holdings of Securities of the Company, its Held Company⁴, if its activity is material for the Company's activity ,are as follows: 522,607 Ordinary Shares of TAT

G. I am aware that I must immediately report the Company of any increase or decrease in my holdings of Securities of the Company, or a Held Company⁴, if its activity is material for the Company's activity.

H. Are you an employee/office holder of the Company, its subsidiary, an affiliate thereto or a party of interest of the Company, if so – do provide further details: No

I. Are you a family member of a senior office holder in the Company or of a party of interest of the Company, if so – do provide further details: No

³ Including an External Director.

⁴ "Held Company" – a consolidated company, a proportionately consolidated company or an associate. "Associate" - as defined in the generally accepted accounting principles, and a company in which the corporation holds joint control and which is treated in accordance with the equity method.

J. After having carefully read and understood all the aforesaid, I declare that all the aforesaid is true and that the identifying details are accurate and full and have been written by me, in my handwriting, and that I am aware that the provisions of the Companies Law stated above are not an exhaustive and final list and I know my full duties and rights pursuant to the Law.

In addition, I do not know of any other substantial detail that may affect my tenure as a director and/or the decision of the Company's audit committee as to my compliance with the eligibility conditions and tests to serve as an Independent Director and that had I known of any such detail, I would have indicated it in the declaration. If such detail is known to me, I will notify the Company immediately.

May 22, 2014

/s/ Jan Loeb

Date

Signature

Director Eligibility Declaration

Pursuant to Sections 224A – 227 of the Companies Law, 5759-1999 (hereinafter: "**the Law**") and stating the expertise of the director in accordance to the Companies Regulations (Conditions and Tests for a Professionally Eligible Director with Accounting and Financial Expertise and for a Professionally Eligible Director), 5766-2005, and for observance of Sections 92(A)(12) and 219(d) of the Companies Law, intended for tenure in TAT TECHNOLOGIES LTD. (hereinafter: "**the Company**")

Date of appointment:

the date of the Annual General meeting of Shareholders

Name of Candidate:

| | |
|------------|---------|
| _____ | _____ |
| First name | Surname |

Name in English

| | |
|-------|--------|
| _____ | _____ |
| Dafna | Gruber |

(according to passport)

| | |
|------------|---------|
| _____ | _____ |
| First name | Surname |

ID No.

_____ 59253971 _____

Date of birth:

_____ 23 MAR 1965 _____

Nationality:

_____ Israeli _____

My address:

_____ 24 Habanim St. _____
Street

_____ Ramat Hasharon _____
Town

_____ 47223 _____
Zip code

Declarations

- A. I hereby confirm my consent to serve as a director in the Company.
- B. I possess the necessary qualifications and skills and have the ability to dedicate the adequate time for the purpose of fulfilling my position as a director in the Company, taking into account, among other things, the Company's special needs and its size, as required by the Law.
- My qualifications were presented to the Company. For more information please see the most recent Form 20-F, which includes a updated description of my academic degrees, as well as previous experience relevant for the evaluation of my suitability to serve as a director.
- C. I declare that I meet the eligibility requirements provided for by the Companies Law to serve as a director in the Company, and I declare that:
1. I am not a minor, legally incompetent and I was not declared non-discharged bankrupt.
 2. My other positions or occupations will not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.

3. I have not been convicted in a judgment in the first instance of the following offences and if I was previously convicted in a judgment of the following offences, the court determined, at the time of conviction or thereafter, at my request, that albeit my conviction of the following offences and considering, *inter alia*, the circumstances under which the offence was committed, I have no hindrance to serve as a director in a public company or that five years or a shorter period of time (in which I have no hindrance to serve as a director in a public company) elapsed from the date the judgment of which I was convicted was rendered, at the court's decision:
- a) Offences pursuant to Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and pursuant to Sections 52C, 52D, 53(A) and 54 of the Securities Law, 5728-1968 (hereinafter: "**the Securities Law**") or Any other offence determined by the Minister of Justice by virtue of Section 226(C) of the Companies Law, 5759-1999.
 - b) Conviction in a court outside Israel of offences of bribery, deceit, offences by managers of a corporate body or offences involving misuse of inside information.
4. I have not been convicted in a judgment in the first instance of any other offence, which is not mentioned in section 4 above, in respect of which a court holds that, due to the substance, gravity or circumstances of such offense, I am not fit to serve as a director in either a public company or a private company which is a bonds' company and if I was convicted in the past in a judgment in the first instance of the abovementioned offence, five years or a shorter period of time (in which I have no hindrance to serve as a director in a public company or a Bonds' company) elapsed from the date the judgment of which I was convicted was rendered, at the court's decision.
5. No means of Enforcement (as defined in the Securities Law) have been imposed on me by The Administrative Enforcement Committee (as defined in the Securities Law) which forbids me to serve as a director in any public company or Bonds' company and/or the Company and if such means of enforcement was imposed on me, the period prescribed by the Administrative Enforcement Committee in its decision elapsed.
6. If I cease to meet any of the conditions required pursuant to the Companies Law to my serving as a director in the Company or if there is any ground for the expiry of my tenure as a director in the Company, including due to conviction by a judgment in the first instance of an offence as stated in Section 4(A) or 5 above and/or due to a decision of the Administrative Enforcement Committee, as defined above – I will immediately inform the Company accordingly and my tenure will expire on the date the notice is delivered. I am aware that pursuant to Section 234 of the Companies Law, breaching such duty of disclosure will be deemed as having committed a breach of my fiduciary duty to the Company.

D. For the purpose of considering whether you are eligible to serve as a director with accounting and financial expertise or Professionally Eligible Director, please declare as follows, all definiteness are as of the date hereof in the Companies Regulations (Conditions and Tests for a Professionally Eligible Director with Accounting and Financial Expertise and for a Professionally Eligible Director), 5766-2005:¹

- ☒ Eligible to serve as a Director with accounting and financial expertise;
- ☐ Eligible to serve as a Professionally Eligible Director;
- ☐ None of the above;

E. For the purpose of considering whether you are an independent director, I declare as follows²:

- ☒ I am not a relative of the Company's controlling person.
- ☒ At the time of the appointment or during the preceding two years I, my Relative, employer, direct or indirect supervisor or the corporation of which I am the controlling person, have no connection to the Company, to the Company's controlling person or to the controlling person's Relative or to another corporation or company having no controlling person or to anyone holding the controlling block or to anyone who is, at the time of the appointment, the chairman of the board of directors, the CEO, substantial shareholder or most senior office holder in the financial area;

For the purpose of the declaration pursuant to this Section E:

"Connection" – the existence of labor relations, business or professional relations generally or control as well as acting as an office holder, other than a director appointed to serve as an external director in a company about to offer shares to the public for the first time, other than extraordinary cases pursuant to the Companies Regulations (Matters that do not Constitute Connection), 5767-2006 and other than serving as a director in a company prior to being classified as an independent director;

"Another Corporation" – a corporation the controlling person of which, at the time of the appointment or during the preceding two years, is the Company or its controlling person.

"Relative" – spouse, brother or sister, parent, parent's parents, offspring as well as the offspring, brother, sister or parent of the spouse or the spouse of each of the aforesaid.

Without derogating from the abovementioned, I, my Relative, employer, direct or indirect supervisor or the corporation of which I am the controlling person, have no business or professional relationship with anyone the connection with is forbidden pursuant to the provisions in this Section above, even if such relationship is not generally, other than minor relationship, and I did not receive any consideration in addition to the compensation and expense reimbursement to which I am entitled, pursuant to the Companies Regulations (Rules regarding Compensation and Expense Reimbursement of External Directors), 5760-2000, directly or indirectly, due to serving as a director in the Company.

¹ Please tick all relevant boxes.

² Please tick all relevant boxes.

I know that if such relations shall take place and/or such consideration will be received by me during my tenure, it will be seen as a breach of the terms required for my appointment or tenure as Independent Director.

- ☒ My other positions or occupations do not or may not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.
- ☒ I do not serve as a director in another company in which any of the Company's directors serves as an independent director³.
- ☒ I am not an employee of the Securities Authority nor am I an employee of any stock exchange in Israel.
- ☒ I do not serve as a director in the Company for more nine consecutive years.

For the purpose of the declaration pursuant to this Section E:

The termination of tenure which does not exceed two years will not be regarded as terminating the continuity of tenure.

For the purpose of this Section an "Independent Director" is a director meeting all the conditions and tests in Section E above.

- ☐ I do not meet all or some of the conditions and tests stated above and therefore, I do not meet the definition of an "Independent Director".

F. My holdings of Securities of the Company, its Held Company⁴, if its activity is material for the Company's activity ,are as follows:

G. I am aware that I must immediately report the Company of any increase or decrease in my holdings of Securities of the Company, or a Held Company⁴, if its activity is material for the Company's activity.

H. Are you an employee/office holder of the Company, its subsidiary, an affiliate thereto or a party of interest of the Company, if so – do provide further details:

I. Are you a family member of a senior office holder in the Company or of a party of interest of the Company, if so – do provide further details:

³ Including an External Director.

⁴ "Held Company" – a consolidated company, a proportionately consolidated company or an associate. "Associate" - as defined in the generally accepted accounting principles, and a company in which the corporation holds joint control and which is treated in accordance with the equity method.

- J. After having carefully read and understood all the aforesaid, I declare that all the aforesaid is true and that the identifying details are accurate and full and have been written by me, in my handwriting, and that I am aware that the provisions of the Companies Law stated above are not an exhaustive and final list and I know my full duties and rights pursuant to the Law.

In addition, I do not know of any other substantial detail that may affect my tenure as a director and/or the decision of the Company's audit committee as to my compliance with the eligibility conditions and tests to serve as an Independent Director and that had I known of any such detail, I would have indicated it in the declaration. If such detail is known to me, I will notify the Company immediately.

May 24, 2014

/s/ Dafna Gruber

Date

Signature

External Director Eligibility Declaration

Pursuant to Sections 240(b)- (e) of the Companies Law, 5759-1999 (hereinafter: "**the Law**") and stating the expertise of the director in accordance to the Companies Regulations (Conditions and Tests for a Professionally Eligible Director with Accounting and Financial Expertise and for a Professionally Eligible Director), 5766-2005, and for observance of Sections 92(A)(12) and 219(d) of the Companies Law, intended for tenure in TAT TECHNOLOGIES LTD. (hereinafter: "**the Company**")

Date of appointment: the date of the Annual General meeting of Shareholders

Name of Candidate:

| | |
|------------|---------|
| _____ | _____ |
| First name | Surname |

Name in English
(according to passport)

| | |
|------------|---------|
| _____ | _____ |
| Abraham | Shani |
| First name | Surname |

ID No. 05166939

| | | | |
|----------------|-------------|--------------|---------|
| Date of birth: | _____ | Nationality: | _____ |
| | 26 MAR 1948 | | Israeli |

| | | | |
|-------------|-------------------|------------|----------|
| My address: | _____ | _____ | _____ |
| | 38 Rothschild St. | Ness Ziona | 74045 |
| | Street | Town | Zip code |

Declarations

- A. I hereby confirm my consent to serve as a External_director in the Company.
- B. I possess the necessary qualifications and skills and have the ability to dedicate the adequate time for the purpose of fulfilling my position as a director in the Company, taking into account, among other things, the Company's special needs and its size, as required by the Law.
- My qualifications were presented to the Company. For more information please see the most recent Form 20-F, which includes a updated description of my academic degrees, as well as previous experience relevant for the evaluation of my suitability to serve as a director.
- C. I declare that I meet the eligibility requirements provided for by the Companies Law to serve as a director in the Company, and I declare that:
1. I am not a minor, legally incompetent and I was not declared non-discharged bankrupt.
 2. My other positions or occupations will not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.
-

3. I have not been convicted in a judgment in the first instance of the following offences and if I was previously convicted in a judgment of the following offences, the court determined, at the time of conviction or thereafter, at my request, that albeit my conviction of the following offences and considering, *inter alia*, the circumstances under which the offence was committed, I have no hindrance to serve as a director in a public company or that five years or a shorter period of time (in which I have no hindrance to serve as a director in a public company) elapsed from the date the judgment of which I was convicted was rendered, at the court's decision:
- a) Offences pursuant to Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and pursuant to Sections 52C, 52D, 53(A) and 54 of the Securities Law, 5728-1968 (hereinafter: "**the Securities Law**") or Any other offence determined by the Minister of Justice by virtue of Section 226(C) of the Companies Law, 5759-1999.
 - b) Conviction in a court outside Israel of offences of bribery, deceit, offences by managers of a corporate body or offences involving misuse of inside information.
4. I have not been convicted in a judgment in the first instance of any other offence, which is not mentioned in section 4 above, in respect of which a court holds that, due to the substance, gravity or circumstances of such offense, I am not fit to serve as a director in either a public company or a private company which is a bonds' company and if I was convicted in the past in a judgment in the first instance of the abovementioned offence, five years or a shorter period of time (in which I have no hindrance to serve as a director in a public company or a Bonds' company) elapsed from the date the judgment of which I was convicted was rendered, at the court's decision.
5. No means of Enforcement (as defined in the Securities Law) have been imposed on me by The Administrative Enforcement Committee (as defined in the Securities Law) which forbids me to serve as a director in any public company or Bonds' company and/or the Company and if such means of enforcement was imposed on me, the period prescribed by the Administrative Enforcement Committee in its decision elapsed.
6. If I cease to meet any of the conditions required pursuant to the Companies Law to my serving as a director in the Company or if there is any ground for the expiry of my tenure as a director in the Company, including due to conviction by a judgment in the first instance of an offence as stated in Section 4(A) or 5 above and/or due to a decision of the Administrative Enforcement Committee, as defined above – I will immediately inform the Company accordingly and my tenure will expire on the date the notice is delivered. I am aware that pursuant to Section 234 of the Companies Law, breaching such duty of disclosure will be deemed as having committed a breach of my fiduciary duty to the Company.

D. For the purpose of considering whether you are eligible to serve as a director with accounting and financial expertise or Professionally Eligible Director, please declare as follows, all definiteness are as of the date hereof in the Companies Regulations (Conditions and Tests for a Professionally Eligible Director with Accounting and Financial Expertise and for a Professionally Eligible Director), 5766-2005:¹

- ☒ Eligible to serve as a Director with accounting and financial expertise;
- ☒ Eligible to serve as a Professionally Eligible Director;
- ☐ None of the above;

E. For the purpose of considering whether you are an independent director, I declare as follows²:

- ☒ I am not a relative of the Company's controlling person.
- ☒ At the time of the appointment or during the preceding two years I, my Relative, employer, direct or indirect supervisor or the corporation of which I am the controlling person, have no connection to the Company, to the Company's controlling person or to the controlling person's Relative or to another corporation or company having no controlling person or to anyone holding the controlling block or to anyone who is, at the time of the appointment, the chairman of the board of directors, the CEO, substantial shareholder or most senior office holder in the financial area;

For the purpose of the declaration pursuant to this Section E:

"Connection" – the existence of labor relations, business or professional relations generally or control as well as acting as an office holder, other than a director appointed to serve as an external director in a company about to offer shares to the public for the first time, other than extraordinary cases pursuant to the Companies Regulations (Matters that do not Constitute Connection), 5767-2006 and other than serving as a director in a company prior to being classified as an independent director;

"Another Corporation" – a corporation the controlling person of which, at the time of the appointment or during the preceding two years, is the Company or its controlling person.

"Relative" – spouse, brother or sister, parent, parent's parents, offspring as well as the offspring, brother, sister or parent of the spouse or the spouse of each of the aforesaid.

Without derogating from the abovementioned, I, my Relative, employer, direct or indirect supervisor or the corporation of which I am the controlling person, have no business or professional relationship with anyone the connection with is forbidden pursuant to the provisions in this Section above, even if such relationship is not generally, other than minor relationship, and I did not receive any consideration in addition to the compensation and expense reimbursement to which I am entitled, pursuant to the Companies Regulations (Rules regarding Compensation and Expense Reimbursement of External Directors), 5760-2000, directly or indirectly, due to serving as a director in the Company.

¹ Please tick all relevant boxes.

² Please tick all relevant boxes.

I know that if such relations shall take place and/or such consideration will be received by me during my tenure, it will be seen as a breach of the terms required for my appointment or tenure as Independent Director.

- ☒ My other positions or occupations do not or may not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.
- ☒ I do not serve as a director in another company in which any of the Company's directors serves as an independent director³.
- ☒ I am not an employee of the Securities Authority nor am I an employee of any stock exchange in Israel.
- ☒ I do not serve as a director in the Company for more nine consecutive years.

For the purpose of the declaration pursuant to this Section E:

The termination of tenure which does not exceed two years will not be regarded as terminating the continuity of tenure.

For the purpose of this Section an "Independent Director" is a director meeting all the conditions and tests in Section E above.

- ☐ I do not meet all or some of the conditions and tests stated above and therefore, I do not meet the definition of an "Independent Director".

F. My holdings of Securities of the Company, its Held Company⁴, if its activity is material for the Company's activity ,are as follows: None

G. I am aware that I must immediately report the Company of any increase or decrease in my holdings of Securities of the Company, or a Held Company⁴, if its activity is material for the Company's activity.

H. Are you an employee/office holder of the Company, its subsidiary, an affiliate thereto or a party of interest of the Company, if so – do provide further details: No

I. Are you a family member of a senior office holder in the Company or of a party of interest of the Company, if so – do provide further details: No

³ Including an External Director.

⁴ "Held Company" – a consolidated company, a proportionately consolidated company or an associate. "Associate" - as defined in the generally accepted accounting principles, and a company in which the corporation holds joint control and which is treated in accordance with the equity method.

J. After having carefully read and understood all the aforesaid, I declare that all the aforesaid is true and that the identifying details are accurate and full and have been written by me, in my handwriting, and that I am aware that the provisions of the Companies Law stated above are not an exhaustive and final list and I know my full duties and rights pursuant to the Law.

In addition, I do not know of any other substantial detail that may affect my tenure as a director and/or the decision of the Company's audit committee as to my compliance with the eligibility conditions and tests to serve as an Independent Director and that had I known of any such detail, I would have indicated it in the declaration. If such detail is known to me, I will notify the Company immediately.

May 21, 2014

/S/ Abraham Shani

Date

Signature

TAT Technologies Ltd.
P.O. Box 80, Gedera 70750 Israel

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF
DIRECTORS OF TAT TECHNOLOGIES LTD.**

The undersigned, a shareholder of TAT Technologies Ltd. (the “Company”), an Israeli corporation, hereby appoints Adv. Idan Lidor, Adv. Meital Zimberg Lederman and Adv. Shachar Hananel or either of them, attorney or attorneys of the undersigned, as the attorney and proxy of the undersigned, with full power of substitution, for and in the name of the undersigned, to vote and otherwise act on behalf of the undersigned at the annual and extraordinary general meeting of shareholders of the Company to be held at the offices of Naschitz, Brandes, Amir & Co., Advocates, located at 5 Tuval Street, Tel-Aviv, Israel, on July 9, 2014 at 5 P.M. Israel time, or at any adjournment(s) or postponement(s) thereof (the “**Meeting**”), with respect to all of the ordinary shares, par value NIS 0.90, of the Company (the “**Shares**”) which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, provided said proxies are authorized and directed to vote as indicated with respect to the matter set forth below in this Proxy. Subject to applicable law and the rules of NASDAQ, in the absence of such instructions, the Shares represented by properly executed and received proxies will be voted “FOR” all of the proposed resolutions to be presented to the Meeting for which the Board of Directors recommends a “FOR” vote, other than Items 1 through 4.

This proxy also delegates, to the extent permitted by applicable law, discretionary authority to vote with respect to any other business which may properly come before the Meeting.

WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE AND SIGN THIS FORM OF PROXY AND MAIL THE PROXY PROMPTLY, ALONG WITH PROOF OF IDENTITY IN ACCORDANCE WITH THE COMPANY'S PROXY STATEMENT, IN THE ENCLOSED ENVELOPE IN ORDER TO ASSURE REPRESENTATION OF YOUR SHARES. NO POSTAGE NEED BE AFFIXED IF THE PROXY IS MAILED IN THE UNITED STATES.

PLEASE NOTE THAT YOU ARE REQUIRED TO INDICATE WITH RESPECT TO ITEM 3 WHETHER OR NOT YOU HAVE A PERSONAL INTEREST WITH RESPECT TO THE RE-APPOINTMENT OF MR. AVI SHANI AS AN EXTERNAL DIRECTOR, EXCLUDING PERSONAL INTEREST THAT IS NOT RELATED TO A RELATIONSHIP WITH THE CONTROLLING SHAREHOLDER OF THE COMPANY OR WHETHER OR NOT YOU ARE THE CONTROLLING SHAREHOLDER OF THE COMPANY. IF YOU FAIL TO NOTIFY US AS TO WHETHER OR NOT YOU HAVE A PERSONAL INTEREST WITH RESPECT TO ITEM 3 OR WHETHER OR NOT YOU ARE THE CONTROLLING SHAREHOLDER OF THE COMPANY, YOUR VOTE WILL NOT BE COUNTED WITH RESPECT TO ITEM 3.

PLEASE NOTE THAT YOU ARE REQUIRED TO INDICATE WITH RESPECT TO ITEM 4, WHETHER OR NOT YOU ARE THE CONTROLLING SHAREHOLDER OF THE COMPANY OR WHETHER OR NOT YOU HAVE A PERSONAL INTEREST IN THE PROPOSAL SET FORTH IN ITEM 4. IF YOU FAIL TO NOTIFY US AS TO WHETHER OR NOT YOU ARE THE CONTROLLING SHAREHOLDER OF THE COMPANY OR WHETHER OR NOT YOU HAVE A PERSONAL INTEREST WITH RESPECT TO ITEM 4, YOUR VOTE WILL NOT BE COUNTED WITH RESPECT TO SUCH ITEM.

Item No.1 Approval of the re-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 Meeting until our next Annual General Meeting of Shareholders, and delegation to the Company's Audit Committee and Board of Directors of the authority to determine the accountants' remuneration in accordance with the volume and nature of their services.

FOR
☐

AGAINST
☐

ABSTAIN
☐

Item No. 2 Approval of the re-election of each of Mr. Samuel Vlodinger, Mr. Ron Ben Haim, Mr. Jan Loeb and Ms. Dafna Gruber to serve as a director of the company, to hold office until our next Annual General Meeting of Shareholders.

VOTE FOR EACH DIRECTOR SEPARATELY.

| | FOR | AGAINST | ABSTAIN |
|-------------------------|--------------------------|--------------------------|--------------------------|
| I. Mr. Samuel Vlodinger | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| II. Mr. Ron Ben Haim | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| III. Jan Loeb | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| IIII Ms. Dafna Gruber | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Item No. 3 Approval of the re-election of Mr. Avi Shani to serve as an External Director of the company for a three-year term commencing on the date of his election at this Meeting.

| | FOR | AGAINST | ABSTAIN |
|--|---------------------------------|--------------------------------|--------------------------|
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Do you have a personal interest in the nomination of Mr. Avi Shani as an External Director, excluding personal interest that is not related to a relationship with the Controlling Shareholder of the Company? | YES <input type="checkbox"/> | NO <input type="checkbox"/> | |

Item No. 4 Approval of a an increase in the monthly payment payable to Mr. Itsik Maaravi, TAT's president & CEO, as described in Item no. 4 of the proxy statement and upon the terms detailed thereto, in accordance with section 272(c1)(1) of the Companies Law 5759-1999.

| | FOR | AGAINST | ABSTAIN |
|--|---------------------------------|--------------------------------|--------------------------|
| I. | <input type="checkbox"/> | | <input type="checkbox"/> |
| Do you have a Personal Interest in the approval of the increase in the monthly payment to Mr. Itsik Maaravi? | YES <input type="checkbox"/> | NO <input type="checkbox"/> | |

II. Approval of a grant of an annual bonus for the year 2013 to Mr. Itsik Maaravi, TAT's president & CEO, as described in Item no. 4 of the proxy statement and upon the terms detailed thereto, in accordance with section 272(c1)(1) of the Companies Law 5759-1999.

| | FOR | AGAINST | ABSTAIN |
|--|---------------------------------|--------------------------------|--------------------------|
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Do you have a Personal Interest in the approval of the increase in the monthly payment to Mr. Itsik Maaravi? | YES <input type="checkbox"/> | NO <input type="checkbox"/> | |

III. Approval of a grant of options to purchase Shares to Mr. Itsik Maaravi, TAT's president & CEO, as described in Item no. 4 of the proxy statement and upon the terms detailed thereto, in accordance with section 272(c1)(1) of the Companies Law 5759-1999.

| | FOR | AGAINST | ABSTAIN |
|--|---------------------------------|--------------------------------|--------------------------|
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Do you have a Personal Interest in the approval of the grant of options to purchase Shares to Mr. Itsik Maaravi? | YES <input type="checkbox"/> | NO <input type="checkbox"/> | |

PLEASE INDICATE ON THE FOLLOWINGS:

| | | |
|--|---------------------------------|--------------------------------|
| Are you the Controlling shareholder of the Company (with respect to items 3 and 4)? | YES <input type="checkbox"/> | NO <input type="checkbox"/> |
|--|---------------------------------|--------------------------------|

Shareholders entitled to notice of and to vote at the meeting shall be determined as of the close of business on June 5, 2014, the record date fixed by the Board of Directors for such purpose.

The signer hereby revokes all previous proxies given by the signer to vote at the annual general meeting or any adjournments thereof.

Signature _____ Signature _____ Date _____, 2014.

Please sign exactly as your name(s) appears on the Proxy. If held in joint tenancy, the shareholder named first in the Company's register must sign. Trustees, Administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy. PLEASE BE SURE TO RETURN THE ENTIRE PROXY ALONG WITH PROOF OF IDENTITY AS DESCRIBED IN THE COMPANY'S PROXY STATEMENT.