

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington D.C. 20549

**FORM 20-F**

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2014

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE EXCHANGE ACT OF 1934

Date of event requiring this shell company report

Commission file number: 0-16050

**TAT TECHNOLOGIES LTD.**

(Exact name of Registrant as specified in its charter  
and translation of Registrant's name into English)

**Israel**

(Jurisdiction of incorporation or organization)

**P.O. Box 80, Gedera 70750, Israel**

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

**Ordinary Shares, NIS 0.90 Par Value**

**NASDAQ Global Market**

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or Common stock as of the close of the period covered by the annual report:

**Ordinary Shares, par value NIS 0.90 per share..... 8,808,344**  
(as of December 31, 2014)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☒

International Financial Reporting Standards as issued by the International Accounting Standards Board ☐

Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

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## **INTRODUCTION**

TAT Technologies Ltd. (the Company or TAT) is a provider of a variety of services and products to the commercial and military aerospace and ground defense industries through our Gedera facility in Israel or Gedera, as well as through our subsidiary, Limco-Piedmont Inc., or Limco-Piedmont in the U.S. Limco-Piedmont operates through Limco Airepair Inc., or Limco and Piedmont Aviation Component Services LLC or Piedmont.

As of December 31, 2014, we operated under three segments: (i) original equipment manufacturing or “OEM” of Heat Management Solutions through our Gedera facility; (ii) heat transfer services and products through our Limco subsidiary; and (iii) maintenance, repair and overhaul or “MRO” services for aviation components through our Piedmont subsidiary.

Through our Gedera facility, we are an OEM of a broad range of heat transfer components, air conditioning systems and other cooling systems used in mechanical and electronic systems on board military and commercial aircraft as well as on ground systems. The Gedera facility is also an OEM of a wide range of aviation accessories and provides limited MRO services for military and commercial customers, mainly for aviation accessories as well as for certain heat transfer components.

Through our Limco subsidiary, we provide Heat Transfer services and products to the aerospace industry. Limco is an FAA (Federal Aviation Administration) certified repair station and provides aircraft MRO services and products for airlines, air cargo carriers, maintenance service centers and the military, primarily for heat transfer components. In addition to Limco’s MRO services, Limco is an OEM of heat transfer equipment for airplane manufacturers and other related products.

Through our Piedmont subsidiary, we provide MRO services to the aerospace industry. Piedmont’s FAA certified repair station provides MRO services for airlines, air cargo carriers, maintenance service centers and to a lesser extent the military, primarily for landing gear and auxiliary power units (APU).

In addition, TAT, through its Piedmont subsidiary, holds approximately 28.08% of the equity securities of First Aviation Services Inc., or FAvS (See Item 4 – “Information on the Company; History and development of TAT”; See Item 8 – “Financial Information; Significant Changes”). FAvS, together with its subsidiaries, offers certain MRO services through two FAA authorized facilities.

Our ordinary shares are publicly traded on the NASDAQ Global Market under the symbol “TATT” (from year 1987) and on the Tel Aviv Stock Exchange under the symbol “TAT Tech” (from year 2005). As used in this annual report, the terms “TAT”, “we”, “us” and “our” mean TAT Technologies Ltd. and its subsidiaries, unless otherwise indicated.

Our consolidated financial statements appearing in this annual report are prepared in U.S. dollars and in accordance with generally accepted accounting principles in the United States, or U.S. GAAP. All references in this annual report to “dollars” or “\$” are to U.S. dollars and all references in this annual report to “NIS” are to New Israeli Shekels.

Statements made in this annual report concerning the contents of any contract, agreement or other document are summaries of such contracts, agreements or documents and are not complete descriptions of all of their terms. If we filed any of these documents as an exhibit to this annual report or to any previous filing with the Securities and Exchange Commission, you may read the document itself for a complete recitation of its terms.

Except for the historical information contained in this annual report, the statements contained in this annual report are “forward looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, as amended, with respect to our business, financial condition and results of operations. Such forward-looking statements reflect our current view with respect to future events and financial results. Statements which use the terms “believe”, “expect”, “plan”, “intend”, “estimate”, and similar expressions are intended to identify forward-looking statements. We remind readers that forward-looking statements are merely predictions and therefore inherently subject to uncertainties and other factors and involve known and unknown risks that could cause the actual results, performance, levels of activity, or our achievements, or industry results, to be materially different from any future results, performance, levels of activity, or our achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as required by applicable law, including the securities laws of the United States, we undertake no obligation to publicly release any update or revision to any forward looking statements to reflect new information, future events or circumstances, or otherwise after the date hereof. We have attempted to identify significant uncertainties and other factors affecting forward-looking statements in the Risk Factors section that appears in Item 3D. “Key Information - Risk Factors”.

## **PART I**

### **Item 1. Identity of Directors, Senior Management and Advisers**

Not applicable.

### **Item 2. Offer Statistics and Expected Timetable**

Not applicable.

### **Item 3. Key Information**

#### **A. Selected Financial Data**

TAT's selected historical information is derived from the audited consolidated financial statements of TAT as of December 31, 2014 and 2013 and for each of its fiscal years ended December 31, 2014, 2013 and 2012, which are included elsewhere in this annual report, and have been prepared in accordance with U.S. GAAP. The selected financial data as of December 31, 2011 and 2010 and for the years ended December 31, 2011 and December 31, 2010 is derived from audited consolidated financial statements of TAT not included in this annual report, which have been prepared in accordance with U.S. GAAP.

The selected consolidated financial data set forth below should be read in conjunction with and are qualified by reference to Item 5, "Operating and Financial Review and Prospects", and our consolidated financial statements and notes thereto included elsewhere in this annual report.

**Income Statement Data:**

	Year Ended December 31,				
	2014	2013	2012	2011	2010
	(in thousands, except share and per share data)				
<b>Revenues:</b>					
Products	\$ 31,363	\$ 34,364	\$ 36,263	\$ 36,837	\$ 25,908
Services	49,363	45,187	41,652	36,902	40,801
<b>Total revenues</b>	<b>80,726</b>	<b>79,551</b>	<b>77,915</b>	<b>73,739</b>	<b>66,709</b>
<b>Cost of revenues:</b>					
Products	23,340	24,892	25,177	24,914	21,859
Services	40,286	35,987	33,362	31,794	29,136
Write down of inventory and impairment charges of long lived assets	-	-	-	5,465	3,500
<b>Total cost of revenues</b>	<b>63,626</b>	<b>60,879</b>	<b>58,539</b>	<b>62,173</b>	<b>54,495</b>
<b>Gross profit</b>	<b>17,100</b>	<b>18,672</b>	<b>19,376</b>	<b>11,566</b>	<b>12,214</b>
<b>Operating expenses:</b>					
Research and development, net	1,070	713	995	455	274
Selling and marketing	3,203	3,150	2,899	2,819	2,948
General and administrative	9,019	9,512	10,110	9,450	11,262
Impairment of goodwill and intangible assets	-	-	-	-	4,704
Other income	(11)	(20)	(13)	(190)	-
<b>Operating income (loss) from continuing operations</b>	<b>13,281</b>	<b>5,317</b>	<b>5,385</b>	<b>(968)</b>	<b>(6,974)</b>
Financial expenses, net	(1,294)	(50)	(106)	(420)	(33)
Other expenses, net	-	-	-	-	(200)
Gain from dilution of interests in affiliated company	-	-	-	240	-
<b>Income (loss) from continuing operations before taxes on income</b>	<b>2,525</b>	<b>5,267</b>	<b>5,267</b>	<b>(1,148)</b>	<b>(7,207)</b>
Taxes on income (tax benefit)	1,360	1,041	2,090	(335)	(4,262)
<b>Net income (loss) from continuing operations after taxes on income</b>	<b>1,165</b>	<b>4,226</b>	<b>3,189</b>	<b>(813)</b>	<b>(2,945)</b>
Share in results of affiliated company and impairment of share in affiliated company	267	1,025	(3,756)	331	(4,510)
<b>Net income (loss) from continuing operations</b>	<b>1,432</b>	<b>5,251</b>	<b>(567)</b>	<b>(482)</b>	<b>(7,455)</b>
Net income (loss) from discontinued operations, net of tax	-	(2,429)	(1,147)	(548)	169
<b>Net income (loss) attributable to TAT Technologies' shareholders</b>	<b>\$ 1,432</b>	<b>\$ 2,822</b>	<b>\$ (1,714)</b>	<b>\$ (1,030)</b>	<b>\$ (7,286)</b>
<b>Basic and diluted net income (loss) per share</b>					
Net income (loss) from continuing operations per share attributable to controlling interest	0.16	0.60	(0.06)	(0.05)	(0.84)
Discontinued operations attributable to controlling interest	-	(0.28)	(0.13)	(0.07)	0.02
	\$ 0.16	\$ 0.32	\$ (0.19)	\$ (0.12)	\$ (0.82)
<b>Weighted average number of shares used in computing</b>					
Basic net income (loss) per share	8,805,495	8,799,237	8,808,075	8,815,003	8,815,003
Diluted net income (loss) per share	8,826,542	8,808,920	8,808,075	8,815,003	8,815,003
<b>Cash dividend per share</b>	<b>\$ 0.23</b>	<b>\$ -</b>	<b>\$ 0.28</b>	<b>\$ -</b>	<b>\$ -</b>

**Balance Sheet Data:**

	As of December 31,				
	2014	2013	2012	2011	2010
	(in thousands)				
Working capital	\$ 71,805	\$ 73,834	\$ 71,430	\$ 70,665	\$ 70,462
Total assets	101,468	108,880	108,942	115,318	121,427
Long-term liabilities, excluding current maturities	4,463	4,256	6,421	9,333	5,294
Shareholders' equity	\$ 85,468	\$ 85,569	\$ 82,233	\$ 86,370	\$ 88,059

**B. Capitalization and Indebtedness**

Not applicable.

**C. Reasons for the Offer and Use of Proceeds**

Not applicable.



**D. Risk Factors**

*Investing in our ordinary shares involves certain risks and uncertainties. You should carefully consider the risks and uncertainties described below before investing in our ordinary shares. Our business, prospects, financial condition and results of operations could be adversely affected due to any of the following risks. In that case, the value of our ordinary shares could decline, and you could lose all or part of your investment.*

**Risks Related to Our Business and Our Industry**

***The aerospace industry is subject to significant government regulation and oversight, and TAT and its subsidiaries may incur significant additional costs to comply with these regulations.***

The aerospace industry is highly regulated in the United States and in other countries. TAT and its subsidiaries must be certified or accepted by the FAA, the United States Department of Defense, the European Aviation Safety Agency, or EASA, and similar agencies in foreign countries and by individual original equipment manufacturers, or OEMs, in order to manufacture, sell and service parts used in aircraft. If any of the material certifications, authorizations or approvals of TAT or its subsidiaries are revoked or suspended, then the operations of TAT or its subsidiaries, as the case may be, will be significantly curtailed and TAT and its subsidiaries could be subjected to significant fines and penalties. In the future, new and more demanding government regulations may be adopted or industry oversight may be increased. TAT and its subsidiaries may have to incur significant additional costs to achieve compliance with new regulations or to reacquire a revoked or suspended license or approval, which could materially reduce profitability.

*TAT competes with a number of established companies in all aspects of TAT's business, many of which have significantly greater resources or capabilities than TAT.*

For the OEM of heat management solutions, TAT's major competitors are other OEMs who manufacture heat transfer components, including manufacturers based in the U.S. such as the Hughes-Treidler division of Ametek Inc., Lytron Inc., Niagara Thermal, Hamilton Sundstrand, Honeywell International, Liebherr-Aerospace Toulouse S.A., Stewart Warner South Wind Corp. and Triumph Thermal Systems, manufacturers based in Europe such as I.M.I. Marston Ltd., a subsidiary of Hamilton Sundstrand, Secan, a subsidiary of Honeywell, Behr and manufacturers based in Asia such as Sumitomo Precision Products from Japan. Many of TAT's competitors are far larger, have substantially greater resources, including technical, financial, research and development, marketing and distribution capabilities than TAT, and enjoy greater market recognition. These competitors may be able to achieve greater economies of scale and may be less vulnerable to price competition than TAT. TAT may not be able to offer its products as part of integrated systems to the same extent as its competitors or successfully develop or introduce new products that are more cost effective or offer better performance than those of its competitors. Failure to do so could adversely affect TAT's business, financial condition and results of operations.

For the Heat Transfer Services and Products, TAT's major competitors are the service divisions of OEMs, the in-house maintenance services of a number of commercial airlines and other independent service providers, including Triumph Accessories (Triumph Corporation), LORI Heat Transfer Center of Honeywell (Tulsa, Oklahoma), SECAN-Honeywell (France), Drake Air – Ametek (Tulsa, Oklahoma), American Cooler Service, Hamilton Malaysia, Lufthansa Technik and Elite.

For the MRO services for Aviation Components, TAT's major competitors are the service divisions of OEMs, the in-house maintenance services of a number of commercial airlines and other independent service providers, including Standard Aero Group Inc., Aerotech International Inc., Honeywell International, AAR Corp., Messier- Bugatti-Dowty, Hawker Pacific and APRO.

Competition in the MRO market is based on price, quality, engineered solutions, ability to provide a broad range of services, and the ability to perform repairs and overhauls rapidly. A number of our competitors have inherent competitive advantages. For example, we compete with the service divisions of large OEMs which are able to derive significant brand recognition from their OEM manufacturing activities. We also compete with the in-house service divisions of large commercial airlines and there is a strong incentive for an airline to fully-utilize the services of its maintenance employees and facilities.

Further, TAT's competitors may have additional competitive advantages, such as:

- The ability to adapt more quickly to changes in customer requirements and industry conditions or trends;
- Greater access to capital;
- Stronger relationships with customers and suppliers;
- Greater name recognition; and
- Access to superior technology and marketing resources.

If TAT is unable to overcome these competitive disadvantages, then TAT's business, financial condition and results of operations would be adversely affected.

***TAT derives a material part of its revenues from several major customers. If TAT loses any of these customers or they reduce the amount of business they do with TAT, TAT's revenues may be seriously affected.***

Five customers accounted for approximately 18.6%, 22.2% and 23.1% of TAT's revenues for the years ended December 31, 2014, 2013 and 2012, respectively. TAT's major customers may not maintain the same volume of business with TAT in the future. If TAT loses any of these customers or they reduce the amount of business they do with TAT, TAT's revenues may be seriously affected.

*A part of the revenues of TAT and its subsidiaries are from contracts with the U.S. and Israeli governments and are subject to special risks. A loss of all, or a major portion, of the revenues of TAT or any of its subsidiaries from government contracts could have a material adverse effect on TAT's operations.*

A portion of the revenues of TAT and its subsidiaries are from contracts with the U.S. and Israeli governments. Sales to the U.S. and Israeli governments accounted for approximately 6.8%, 4.2% and 4.6% of TAT's revenues on a consolidated basis for the years ended December 31, 2014, 2013 and 2012, respectively.

Business with the U.S. and Israeli governments, as well as with the governments of other countries, is subject to risks which are not as relevant in business with private parties. These risks include the ability of the governmental authorities to unilaterally:

- Suspend TAT or any of its subsidiaries from receiving new contracts pending resolution of alleged violations of procurement laws or regulations;
- Terminate existing contracts, with or without cause, at any time;
- Condition the receipt of new contracts on conditions which are beyond the control of TAT;
- Reduce the value of existing contracts;
- Audit the contract-related costs and fees of TAT and its subsidiaries, including allocated indirect costs; and
- Control or prohibit the export of the products of TAT and its subsidiaries.

A decision by a governmental authority to take any or all of the actions listed above could materially reduce the sales and profitability of TAT and its subsidiaries. Most of the U.S. Government contracts of TAT and its subsidiaries can be terminated by the U.S. Government either for its convenience or if TAT or any of its subsidiaries defaults by failing to perform under the contract. Termination for convenience provisions generally provide only for the recovery of costs incurred or committed, settlement expenses and profit on the work completed by TAT and its subsidiaries prior to termination.

Declines in military/defense budgets may result in reduced demand for the products and manufacturing services of TAT and its subsidiaries. Any decline could result in reduction in the business revenues of TAT and its subsidiaries and adversely affect their business, results of operations and financial condition.

***If TAT does not receive the governmental approvals necessary for the export of its products, TAT's revenues may decrease. Similarly if TAT's suppliers and partners do not receive their government approvals necessary to export their products or designs to TAT, TAT's revenues may decrease.***

Under Israeli law, the export of certain of the products and know-how of TAT is subject to approval by the Israeli Ministry of Defense. To initiate sales proposals with regard to exports of the products and know-how of TAT and to export such products or know-how, TAT must obtain permits from the Ministry of Defense. TAT may not be able to receive in a timely manner, or at all, all the required permits for which it may apply in the future.

Similarly, under foreign laws the export of certain military products, technical designs and spare parts require the prior approval of, or export license from, such foreign governments. In order to maintain the third party production, certain co-development activities and procurements required for the performance of certain contracts, TAT must receive detailed technical designs, products or product parts' samples from its strategic partners or suppliers. TAT may not be able to receive all the required permits and/or licenses in a timely manner, or at all. Consequently, TAT's revenues may decrease.

***TAT depends on a limited number of suppliers of components for certain of its products and if TAT or any of its subsidiaries is unable to obtain these components when needed, they would experience delays in manufacturing their products and TAT's financial results could be adversely affected.***

TAT relies on a limited number of key suppliers for parts for certain of its OEM and MRO services. Certain of these suppliers are currently the sole source of one or more components upon which TAT is dependent. Suppliers of some of these components require TAT to place orders with significant lead-time to assure supply in accordance with TAT's requirements. If TAT were to engage in a commercial dispute with or be unable to obtain adequate supplies of parts from these suppliers at commercially reasonable prices or required lead time, TAT's operations could be interrupted. Increased costs associated with supplied materials or components could increase TAT's costs and reduce TAT's profitability if TAT is unable to pass these cost increases on to its customers.

*TAT may face increased costs and a reduced supply of raw materials. TAT may not be able to recoup future increases in the cost of raw materials or in electric power costs for its operations through price increases for its products.*

In recent years, the cost of raw materials and components used by TAT has fluctuated significantly due to market and industry conditions. The cost of electric power used in TAT's operations has also fluctuated significantly in the last several years. TAT may not be able to recoup future increases in the cost of raw materials and components or electric power costs through price increases for its products.

*TAT may face significant risks in the management of its inventory, and failure to effectively manage its inventory levels may result in supply imbalances that could harm its business*

In connection with our OEM and MRO operations, we maintain an inventory of exchangeable units of heat exchangers, APUs, landing gears and other spare parts related to our products in various locations, including with third party logistics providers. Due to the long-lead time of our suppliers and manufacturing cycles, we need to make forecasts of demand and commit significant resources towards these inventories. As such, we are subject to significant risks in managing the inventory needs of our business during the year, including estimates of the appropriate demand across our models. Should actual market conditions differ from our estimates, our future results of operations could be materially adversely affected. In the future, we may be required to record write-downs of finished products and materials on-hand as a result of future changes in our sales forecasts.

***TAT faces special risks from international sales operations which may have a material adverse effect on TAT's business, operating results and financial condition.***

In the years ended December 31, 2014, 2013 and 2012, approximately 93%, 91.4% and 87.7% of TAT's sales, respectively, resulted from TAT's international operations (out of Israel). This source of revenue is subject to various risks, including:

- Governmental embargoes or foreign trade restrictions;
- Changes in U.S. and foreign governmental regulations;
- Changes in foreign exchange rates;
- Tariffs;
- Other trade barriers;
- Political, economic and social instability; and
- Difficulties collecting accounts receivable.

Accordingly, TAT and its subsidiaries may encounter significant difficulties in connection with the sale of their products in international markets.

***TAT may engage in future acquisitions that could dilute TAT's shareholders' equity and harm TAT's business, results of operations and financial condition.***

TAT has pursued, and will continue to pursue, growth opportunities through internal development and acquisition of complementary businesses, products and technologies. TAT is unable to predict whether or when any prospective acquisition will be completed. The process of integrating an acquired business may be prolonged due to unforeseen difficulties and may require a disproportionate amount of TAT's resources and management's attention. TAT may not be able to successfully identify suitable acquisition candidates, complete acquisitions, integrate acquired businesses into its operations, or expand into new markets. Further, once integrated, acquisitions may not achieve comparable levels of revenues, profitability or productivity as TAT's existing business or otherwise perform as expected. The occurrence of any of these events could harm TAT's business, financial condition or results of operations. Future acquisitions may require substantial capital resources, which may require TAT to seek additional debt or equity financing.

Future acquisitions by TAT could result in the following, any of which could materially harm TAT's results of operations or the price of TAT's ordinary shares:

- Issuance of equity securities that would dilute TAT's shareholders' percentages of ownership;
- Large one-time write-offs;
- The incurrence of debt and contingent liabilities;
- Difficulties in the assimilation and integration of operations, personnel, technologies, products and information systems of the acquired companies;
- Diversion of management's attention from other business concerns;
- Contractual disputes;
- Risks of entering geographic and business markets in which TAT has no or only limited prior experience; and
- Potential loss of key employees of acquired organizations.

***Rapid technological changes may adversely affect the market acceptance of the products of TAT.***

The aerospace and defense markets in which TAT competes are subject to technological changes, introduction of new products, change in customer demands and evolving industry standards. The future success of TAT will depend upon its ability to keep pace with technological developments and to timely address the increasingly sophisticated needs of its customers by supporting existing and new technologies and by developing and introducing enhancements to its current products and new products. TAT may not be able to successfully develop and market enhancements to its products that will respond to technological change, evolving industry standards or customer requirements. TAT may experience difficulties that could delay or prevent the successful development, introduction and sale of such enhancements; and such enhancements may not meet the requirements of the market or achieve any significant degrees of market acceptance. If release dates of any new products or enhancements of TAT are delayed, or if when released, they fail to achieve market acceptance, TAT's business, operating results and financial condition would be materially adversely affected.



***TAT has fixed-price contracts with some of its customers and TAT bears the risk of costs in excess of its estimates. In addition, TAT may not be able to pass on increased costs to its customers.***

TAT has entered into multi-year, fixed-price contracts with some of its MRO and OEM customers. Pursuant to these contracts, TAT realizes all the benefits or costs resulting from any increases or decreases in the cost of providing services to these customers. Several of TAT's contracts do not permit TAT to recover for increases in raw material prices, taxes or labor costs and other contracts may permit, to a limited extent, periodic price adjustments. Any increase in these costs could increase the cost of operating the business of TAT and reduce its profitability. Factors such as inaccurate pricing and increases in the cost of labor, materials or overhead may result in cost over-runs and losses on those agreements. TAT may not succeed in obtaining the agreement of a customer to re-price a particular product, and may not be able to recoup previous losses resulting from incomplete or inaccurate engineering data. In addition, as costs increase, TAT may not be able to pass on such increased costs to its other customers. This could materially Impact TAT's profitability.

***TAT depends on its key executives, and may not be able to hire and retain additional key employees or successfully integrate new members of its team and the loss of key employees could have a material adverse effect on TAT's business.***

TAT's success will depend largely on its continued reliance on the experience and expertise of its senior management. Any of the senior managers of TAT may terminate his or her employment with TAT and seek employment with others who may seek his or her expertise. The loss of the expertise of senior management of TAT through death, disability or termination of employment would have a material and adverse effect on TAT's business, financial condition and results of operations. TAT is not the beneficiary of life or disability insurance covering any of the executives, key employees or other personnel of TAT.

***TAT depends on its manufacturing and MRO facilities and any material damage to these facilities may adversely impact TAT's operations.***

TAT believes that its results of operations will be dependent in large part upon its ability to manufacture and deliver OEM products and to provide MRO services promptly upon receipt of orders and to provide prompt and efficient service to its customers. As a result, any material disruption of TAT's day-to-day operations could have a material adverse effect on its business, customer relations and profitability. TAT relies on its Gedera, Israel, Kernersville and Winston-Salem, North Carolina and Tulsa, Oklahoma facilities for the production of its OEM products and provision of its MRO services. A war, fire, flood, earthquake or other disaster or condition that significantly damaged or destroyed any of these facilities would have a material adverse effect on the operations of TAT.

***TAT uses equipment that is not easily repaired or replaced, and therefore material equipment failures could cause TAT or its subsidiaries to be unable to meet quality or delivery expectations of its customers.***

Many of the service and manufacturing processes of TAT are dependent on equipment that is not easily repaired or replaced. As a result, unexpected equipment failures could result in production delays or the manufacturing of defective products. The ability of TAT to meet the expectations of its customers with respect to on-time delivery of repaired components or quality OEM products is critical. The failure by TAT to meet the quality or delivery expectations of its customers could lead to the loss of one or more of its significant customers.

***TAT may fail to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act of 2002.***

The Sarbanes-Oxley Act of 2002 imposes certain duties on TAT and TAT's executives and directors. TAT's efforts to comply with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 governing internal controls and procedures for financial reporting have resulted in increased general and administrative expense and a diversion of management time and attention, and TAT expects these efforts to require the continued commitment of significant resources. TAT may identify material weaknesses or significant deficiencies in its assessments of its internal control over financial reporting. Failure to maintain effective internal control over financial reporting could result in investigation or sanctions by regulatory authorities and could have a material adverse effect on TAT's operating results, investor confidence in TAT's reported financial information and the market price of TAT's ordinary shares. Our independent registered public accounting firm is not required to and was not performed an audit of our internal control over financial reporting as of December 31, 2014.

***TAT has potential exposure to liabilities arising under environmental laws and regulations.***

The business operations and facilities of TAT are subject to a number of federal, state, and local laws and regulations that govern the discharge of pollutants and hazardous substances into the air and water as well as the handling, storage and disposal of such materials and other environmental matters. Compliance with such laws as they relate to the handling, storage and disposal of hazardous substances is a significant obligation for TAT at each of its facilities. TAT would be subject to serious consequences, including fines and other sanctions, and limitations on the operations of TAT due to changes to, or revocations of, the environmental permits applicable to its facilities if it fails to comply. The adoption of new laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new cleanup requirements could require TAT to incur costs and become subject to new or increased liabilities that could increase the operating costs of TAT and adversely affect the manner in which TAT conducts its business.

Under certain environmental laws, liability associated with investigation or remediation of hazardous substances can arise at a broad range of properties, including properties currently or formerly operated by TAT or any of its predecessors, as well as properties to which TAT sent hazardous substances or wastes for treatment, storage, or disposal. Costs and other obligations can arise from claims for toxic torts, natural resource and other damages, as well as the investigation and clean-up of contamination at such properties. Under certain environmental laws, such liability may be imposed jointly and severally, so TAT may be responsible for more than its proportionate share and may even be responsible for the entire liability at issue. The extent of any such liability can be difficult to predict.

***TAT is exposed to potential liabilities arising from product liability and warranty claims.***

TAT's operations expose TAT to potential liabilities for personal injury or death as a result of the failure of an aircraft component that has been designed, manufactured, serviced or supplied by TAT. TAT believes that, in an effort to improve operating margins, some customers have delayed the replacement of parts beyond their recommended lifetime, which may undermine aircraft safety and increase the risk of liability of TAT and its subsidiaries.

There can be no assurance that TAT will not experience any material product liability losses in the future, that it will not incur significant costs to defend such claims, that, although TAT maintains a product liability insurance policy, its insurance coverage will be adequate if claims were to arise or that it would be able to maintain insurance coverage in the future at an acceptable cost. A successful claim brought against TAT or its subsidiaries in excess of its available insurance coverage may have a material adverse effect on TAT's business.

In addition, in the ordinary course of business of TAT, contractual disputes over warranties can arise. TAT may be subject to requests for cost sharing or pricing adjustments from its customers as a part of its commercial relationships with them, even though they have agreed to bear these risks.

***TAT may be adversely affected by a change in the exchange rate of the NIS against the dollar. Because exchange rates between the NIS and the dollar fluctuate continuously, exchange rate fluctuations, particularly larger periodic devaluations, may have an impact on TAT's profitability and period to period comparisons of TAT's results.***

TAT's financial statements are stated in dollars, while a portion of TAT's expenses, primarily labor expenses, are incurred in NIS and a part of TAT's revenues are quoted in NIS. Additionally, certain assets, as well as a portion of TAT's liabilities, are denominated in NIS. Because exchange rates between the NIS and the dollar fluctuate continuously, exchange rate fluctuations, particularly larger periodic devaluations, may have an impact on TAT's profitability and period to period comparisons of TAT's results. TAT's results may be adversely affected by the devaluation of the NIS in relation to the dollar (or if such devaluation is on a lagging basis), if TAT's revenues in NIS are higher than TAT's expenses in NIS and/or the amount of TAT's assets in NIS are higher than TAT's liabilities in NIS. Alternatively, TAT's results may be adversely affected by an appreciation of the NIS in relation to the dollar (or if such appreciation is on a lagging basis), if the amount of TAT's expenses in NIS are higher than the amount of TAT's revenues in NIS and/or the amount of TAT's liabilities in NIS are higher than TAT's assets in NIS. From time to time, we enter into hedging transactions to attempt to limit the impact of foreign currency fluctuations. However, the protection provided by such hedging transactions may be partial and leave certain exchange rate-related losses and risks uncovered. Therefore, our business and profitability may be harmed by such exchange rate fluctuations.

## **Risk Factors Related to Our Ordinary Shares**

*TAT's share price has been volatile in the past and may decline in the future.*

TAT's ordinary shares have experienced significant market price and volume fluctuations in the past and may experience significant market price and volume fluctuations in the future, in response to factors such as the following, some of which are beyond TAT's control:

- Quarterly variations in TAT's operating results;
- Operating results that vary from the expectations of securities analysts and investors;
- Changes in expectations as to TAT's future financial performance, including financial estimates by securities analysts and investors;
- Announcements of technological innovations or new products by TAT or TAT's competitors;
- Announcements by TAT or TAT's competitors of significant contracts, acquisitions, strategic partnerships, joint ventures or capital commitments;
- Announcements by third parties of significant claims or proceedings against us;
- Additions or departures of key personnel;
- Future sales of TAT's ordinary shares;
- De-listing of TAT's shares from the NASDAQ Global Market;
- Stock market price and volume fluctuation; and
- Legal proceedings against TAT's controlling shareholders

Domestic and international stock markets often experience extreme price and volume fluctuations. Market fluctuations, as well as general political and economic conditions, such as a recession or interest rate or currency rate fluctuations or political events or hostilities in or surrounding Israel, could adversely affect the market price of TAT's ordinary shares.

In the past, securities class action litigation has often been brought against companies following periods of volatility in the market price of its securities. TAT may in the future be the target of similar litigation. Securities litigation could result in substantial costs and divert management's attention and resources both of which could have a material adverse effect on TAT's business and results of operations.

***Substantial future sales of TAT's ordinary shares by TAT's principal shareholders may depress TAT's share price.***

TAT's principal shareholders, FIMI Israel Opportunity FIVE, Limited Partnership and FIMI Opportunity V, L.P., or the FIMI Funds, beneficially own together 53.7% of TAT's outstanding shares. If FIMI shall sell a substantial number of TAT's ordinary shares or if the perception that TAT's principal shareholders may sell a substantial number of TAT's ordinary shares exists, the market price of TAT's ordinary shares may fall. Any substantial sales of TAT's shares in the public market also might make it more difficult for TAT to sell equity or equity-related securities in the future at a time, in a place and on terms TAT deems appropriate.

#### **Risks Relating to Our Location in Israel**

***Because TAT has significant operations in Israel, TAT may be subject to political, economic and other conditions affecting Israel that could increase TAT's operating expenses and disrupt TAT's business.***

TAT is incorporated under the laws of the state of Israel, and TAT's executive offices, manufacturing plant and research and development facilities are located in the State of Israel. As a result, political, economic and military conditions affecting Israel directly influence TAT. Any major hostilities involving Israel, a full or partial mobilization of the reserve forces of the Israeli army, the interruption or curtailment of trade between Israel and its present trading partners, or a significant downturn in the economic or financial condition of Israel could have a material adverse effect on TAT's business, financial condition and results of operations.

Since the establishment of the State of Israel in 1948, Israel and its Arab neighbors have engaged in a number of armed conflicts. A state of hostility, varying from time to time in intensity and degree, has led to security and economic problems for Israel. Major hostilities between Israel and its neighbors may hinder Israel's international trade and lead to economic downturn. This, in turn, could have a material adverse effect on TAT's operations and business. Since June 2007, when Hamas effectively took control of the Gaza Strip, there have been extensive hostilities along the Gaza Strip. Ongoing violence between Israel and the Palestinians as well as tension between Israel and its Arab neighbors and Iran may have a material adverse effect on TAT's business, financial conditions and results of operations.

Furthermore, there are a number of countries, primarily in the Middle East, that restrict business with Israel or Israeli companies, and TAT is precluded from marketing its products to these countries. Restrictive laws or policies directed towards Israel or Israeli businesses may have an adverse impact on TAT's operations, TAT's financial results or the expansion of TAT's business.

***TAT's results of operations may be negatively affected by the obligation of its personnel to perform military service.***

Many of TAT's employees and some of TAT's directors and officers in Israel are obligated to perform annual reserve duty in the Israel Defense Forces and may be called for active duty under emergency circumstances at any time. If a military conflict or war arises, these individuals could be required to serve in the military for extended periods of time. TAT's operations could be disrupted by the absence for a significant period of one or more of TAT's executive officers or key employees or a significant number of other employees due to military service. Any disruption in TAT's operations could adversely affect TAT's business.

***Your rights and responsibilities as a shareholder will be governed by Israeli law and differ in some respects from the rights and responsibilities of shareholders under U.S. law.***

TAT is incorporated under Israeli law. The rights and responsibilities of holders of TAT's ordinary shares are governed by TAT's memorandum of association, articles of association and by Israeli law. These rights and responsibilities differ in some respects from the rights and responsibilities of shareholders in typical U.S. corporations. In particular, each shareholder of an Israeli company has a duty to act in good faith and in a customary manner in exercising his or her rights and fulfilling his or her obligations toward the company and other shareholders and to refrain from abusing his power in the company, including, among other things, in voting at the general meeting of shareholders on certain matters. Israeli law provides that these duties are applicable in shareholder votes on, among other things, amendments to a company's articles of association, increases in a company's authorized share capital, mergers and interested party transactions requiring shareholder approval. In addition, a controlling shareholder of an Israeli company, or a shareholder who knows that he or she possesses the power to determine the outcome of a shareholder vote or who has the power to appoint or prevent the appointment of a director or officer in the company, has a duty of fairness toward the company. However, Israeli law currently does not define the substance of this duty of fairness. Because Israeli corporate law has undergone extensive revision in recent years, there is relatively little case law available to assist in understanding the implications of these provisions that govern shareholder behavior.

***Israeli law may delay, prevent or make difficult an acquisition of TAT, which could prevent a change of control and, therefore, depresses the price of TAT's shares.***

Israeli corporate law regulates mergers, requires tender offers for acquisitions of shares above specified thresholds, requires special approvals for transactions involving directors, officers or significant shareholders and regulates other matters that may be relevant to these types of transactions. Furthermore, Israeli tax considerations may make potential transactions unappealing to TAT or to some of TAT's shareholders. These provisions of Israeli law may delay, prevent or make difficult an acquisition of TAT, which could prevent a change of control and therefore depress the price of TAT's shares.



*Investors and TAT's shareholders generally may have difficulties enforcing a U.S. judgment against TAT, TAT's executive officers and directors or asserting U.S. securities laws claims in Israel.*

TAT is incorporated in Israel and the majority of TAT's executive officers and directors reside outside the United States. Service of process upon them may be difficult to effect within the United States. Furthermore, many of TAT's assets and most of the assets of TAT's executive officers and directors are located outside the United States. Therefore, a judgment obtained against TAT or certain of its executive officers and directors in the United States, including one based on the civil liability provisions of the U.S. federal securities laws, may not be collectible in the United States and may not be enforced by an Israeli court. It also may be difficult for you to assert U.S. securities law claims in original actions instituted in Israel. However, subject to certain time limitations and other conditions, Israeli courts may enforce final judgments of United States courts for liquidated amounts in civil matters, including judgments based upon the civil liability provisions of those and similar acts.

*As a foreign private issuer whose shares are listed on the NASDAQ Global Market, TAT may follow certain home country corporate governance practices instead of certain NASDAQ requirements.*

As a foreign private issuer whose shares are listed on the NASDAQ Global Market, TAT is permitted to follow certain home country corporate governance practices instead of certain requirements of the NASDAQ Marketplace Rules. A foreign private issuer that elects to follow a home country practice instead of such requirements must submit to NASDAQ in advance a written statement from an independent counsel in such issuer's home country certifying that the issuer's practices are not prohibited by the home country's laws. In addition, a foreign private issuer must disclose in its annual reports filed with the Securities and Exchange Commission or on its website each such requirement that it does not follow and describe the home country practice followed by the issuer instead of any such requirement. As a foreign private issuer listed on The NASDAQ Global Market, TAT may follow TAT's home country law, instead of the NASDAQ Marketplace Rules, which require that TAT obtain shareholder approval for certain dilutive events, such as for the establishment or amendment of certain equity based compensation plans, an issuance that will result in a change of control of TAT, certain transactions other than a public offering involving issuances of a 20% or more interest in TAT and certain acquisitions of the stock or assets of another company.

#### Item 4. Information on the Company

##### History and Development of TAT

TAT was incorporated under the laws of the State of Israel in April 1985 under the name Galaxy Graphics Ltd. TAT changed its name to Galagraph Ltd. in August 1986 and to TAT Technologies Ltd. in May 1992. TAT is a public limited liability company under the Israeli Companies Law 1999-5759, or the Israeli Companies Law, and operates under this law and associated legislation. TAT's registered offices and principal place of business are located at Re'em Industrial Park, Neta Boulevard, Bnei Ayish, Gadera 70750, Israel and its telephone number is +972-8-8268-500. TAT's address on the Internet is [www.tat-technologies.com](http://www.tat-technologies.com). The information on TAT'S website is not incorporated by reference into this annual report.

TAT was founded in 1985 to develop the computerized systems business of its then parent company, TAT Industries Ltd. (or TAT Industries), a publicly - held Israeli corporation then engaged in the manufacture and sale of aeronautical equipment. In December 1991, TAT acquired the heat exchange operations of TAT Industries and in 2000, TAT purchased the remaining operations of TAT Industries relating to the manufacture and maintenance of aviation accessories and leased certain of its properties.

In March 1987, TAT completed the initial public offering of its securities in the United States. TAT was listed on the NASDAQ Global Market (then known as the NASDAQ National Market) from its initial public offering until July 1998 when the listing of TAT's ordinary shares was transferred to the NASDAQ Capital Market. On June 24, 2009 TAT's ordinary shares resumed trading on the NASDAQ Global Market. Since August 2005 TAT's shares have been traded also on the Tel Aviv Stock Exchange (TASE).

TAT is a provider of a variety of services and products to the commercial and military aerospace and defense industries through its Gadera facility, as well as through its subsidiaries, Limco and Piedmont in the U.S (Limco and Piedmont are held by TAT through Limco-Piedmont Inc. ("Limco-Piedmont")).

Limco provides Heat Transfer MRO services and products to the aerospace industry. Limco's Federal Aviation Administration, or FAA, certified repair station (located in Oklahoma) provides aircraft with MRO services for airlines, air cargo carriers, maintenance service centers and the military, especially for heat transfer components. In addition to its MRO services, Limco is an OEM of heat transfer products for airplane manufacturers and other selected related products.

In July 2005, Limco acquired Piedmont Aviation Component Services, LLC (“Piedmont”), a company certified by the FAA to perform maintenance, repair and overhaul services of APUs and landing gears. Piedmont’s FAA - certified repair station (located in North Carolina) provides MRO services for airlines, air cargo carriers, maintenance service centers and the military, especially for landing gear and auxiliary power units (APU).

In July 2007, Limco-Piedmont completed an initial public offering of its shares of Common stock and Limco-Piedmont’s shares were listed on the NASDAQ Global Market (symbol: LIMC) until July 2, 2009, when TAT acquired all of the publicly held shares of Limco-Piedmont (approximately 32% of Limco-Piedmont’s total shares) in a stock for stock merger. As a result of such merger, Limco-Piedmont again became a wholly-owned subsidiary of TAT.

On January 1, 2008, TAT established a wholly-owned subsidiary under the laws of the State of California, TAT-GAL Inc., which acts as purchasing agent for TAT’s operations.

## **A. Business Overview**

### **Overview**

TAT provides a variety of services and products to the commercial and military aerospace and defense industries and operates under three segments: (i) Original Equipment Manufacturing or “OEM” of Heat Management Solutions (ii) Heat Transfer Services and Products, and (iii) Maintenance, Repair and Overhaul or “MRO” services for Aviation Components, each with the following characteristics.

TAT’s activities in the field of OEM of Heat Management Solutions primarily relate to its Gadera facility and include (i) the design, development, manufacture and sale of a broad range of heat transfer components such as heat exchangers used in mechanical and electronic systems on-board commercial, military and business aircraft; (ii) the manufacture and sale of cooling systems and (iii) a variety of other aircraft accessories and systems such as pumps, valves, power systems and turbines.

TAT’s activities in the field of MRO services for heat transfer products primarily relate to its subsidiary, Limco, and include the maintenance, repair and overhaul of heat transfer equipment and to a lesser extent, the OEM manufacturing of certain heat transfer products. TAT’s Limco subsidiary operates an FAA certified repair station, which provides heat transfer MRO services and products for airlines, air cargo carriers, maintenance service centers and the military. Limco is also certified by the European Aviation Safety Agency, or EASA, the Civil Aviation Administration of Thailand (Thai), the Civil Aviation Administration of Indonesia and the Civil Aviation Administration of Brazil.

TAT’s activities in the field of MRO services for aviation components primarily relate to its subsidiary, Piedmont, and includes the maintenance, repair and overhaul of APUs, landing gear and other aircraft components. TAT’s Piedmont subsidiary operates an FAA certified repair station, which provides aircraft component MRO services for airlines, air cargo carriers, maintenance service centers and the military.

### ***OEM of Heat Management Solutions***

TAT is an OEM of heat management solutions, primarily through its Gedera facility, to the aerospace and defense industries. The main OEM activity of Gedera is the design and manufacture of a comprehensive line of heat exchangers and cold plates, or heat transfer products. Heat transfer products facilitate removal and dissipation of heat generated during the operation of mechanical and electronic systems. Gedera's heat transfer products are generally integrated into a complete cooling systems. Using Gedera's technological expertise, Gedera designs each of its heat transfer products to meet the specific space, power, performance and other needs of its customers. Gedera's heat transfer products are marketed worldwide for applications in commercial and military aircraft and electronic systems, the primary users of such equipment. Gedera's customers include Liebherr-Aerospace Toulouse S.A., or Liebherr, Boeing Aircraft Company, or Boeing, Israel Aerospace Industries, or IAI, Cessna Aircraft Company, or Cessna, Cirrus Aircraft Inc., or Cirrus, Pilatus Aircraft Ltd, or Pilatus, Embraer Empresa Brasileira de Aeronáutica S.A., or Embraer, Eaton Aerospace LLC, or Eaton, Parker Hannifin Corporation, or Parker, as well as the United States Air Force, United States Army, and Navy. Such customers typically enter into supply contracts with Gedera pursuant to which Gedera manufactures specified heat transfer products in connection with the customers' production or retrofitting of particular aircraft equipment. Such supply contracts are generally long term engagements that may have terms of ten years or more.

As part of its OEM activities, Gedera is also engaged in the design, development and manufacture of complete cooling systems. This product line principally includes cooling systems for electronic systems (used in airborne military platforms) and ground cooling systems (used in military facilities, tents, vehicles and other military applications).

In addition, Gedera designs, develops and manufactures aviation and flow control accessories. These accessories include components, such as valves and pumps. Customers for Gedera's aviation accessories include Lockheed-Martin Corp, Teledyne Continental Motors, the Israeli Air Force, IAI, Elbit Systems, or Elbit, as well as the United States Air Force and Navy.

Gedera also provides limited MRO services for military customers, mainly for aviation accessories as well as for certain heat transfer products. Gedera currently overhauls emergency power systems, hydrazine tanks, jet fuel starters, and cooling turbines and valves for F-16s. In addition, Gedera overhauls anti-icing valves and starters for the Apache helicopter. Customers for Gedera's MRO services include the Israeli Air Force, IAI, NATO, as well as the United States Air Force, United States Army and Navy.

Gedera relies on highly qualified personnel and strong engineering, development and manufacturing capabilities that enable it to support its customers from the early stages of development of their product and system specifications.

TAT estimates the size of the markets in which Gedera operates to be significant based on the scope of development projects and purchasing processes of its customers. Many of the projects Gedera is engaged in are lengthy and complex, which account for its long term supplier relationships and the customer loyalty it enjoys. TAT plans to expand its Gedera operations in the OEM segment, among other things, by transitioning from the manufacture of standalone components to the development and manufacture of complete systems/sub systems, and by targeting strategic territories with high commercial potential.

#### ***Heat Transfer Services and Products***

Through its subsidiary, Limco, TAT provides services and products to the aerospace industry in the field of heat transfer. Limco's FAA certified repair station provides aircraft component MRO services for airlines, air cargo carriers, maintenance service centers and the military. Limco is also certified by EASA, the Civil Aviation Administration of Thailand (Thai), the Civil Aviation Administration of Indonesia and the Civil Aviation Administration of Brazil. Limco specializes in MRO services for components of aircraft, such as heat transfer products and ozone converters. Generally, manufacturer specifications, government regulations and military maintenance regimens require that aircraft components undergo MRO servicing at regular intervals or as necessary. Aircraft heat exchangers typically require MRO services, including repairs and installation of replacement units, after three to five years of service or sooner if required. Aircraft manufacturers typically provide warranties on new aircraft and their components and subsystems, which may range from one to five years depending on the bargaining power of the purchaser. Warranty claims are generally the responsibility of the OEM during the warranty period. Limco's business opportunity usually begins upon the conclusion of the warranty period for these components and subsystems. Limco's customers include major US domestic and international airlines, air cargo carriers, maintenance service centers, OEMs such as commercial and military aircraft manufacturers and defense contractors, and the U.S. government (Army, Air Force and Coast Guard). Such customers typically enter into MRO contracts with Limco which are generally long term engagements that may have terms of one to five years or more.

Limco is recognized by leading OEMs of aerospace products to provide MRO services for their systems. For example, Limco is a well-recognized Hamilton Sundstrand repair center, providing MRO services for many of its air-to-air heat transfer products. Limco's repair station is certified by the FAA and EASA.

In addition to its MRO services, Limco also manufactures heat transfer products used in commercial, regional, business and military aircraft, on the OEM basis. Customers for Limco's heat transfer products include the U.S. Army, Air Force and Navy, Raytheon, Boeing, Bell Helicopter, Vought Aircraft, Enstrom Helicopter, Cobham and Gulfstream.

Limco relies on highly qualified personnel with strong manufacturing, engineering and development capabilities that enable it to provide excellent MRO services while supporting customers' specifications in the development of their new products and systems.

TAT estimates the size of the markets in which Limco operates to be significant based on the number of aircraft requiring MRO services provided by Limco along with the customer loyalty Limco enjoys. TAT plans to expand its Limco operations in the MRO segment, among other things, by developing MRO capabilities for additional types of heat transfer products with significant commercial potential.

#### ***MRO services for Aviation Components***

Through its subsidiary, Piedmont, TAT provides MRO services for aviation components to the aerospace industry. Piedmont's FAA and EASA certified repair station provides aircraft component MRO services mainly for airlines, air cargo carriers, maintenance service centers and to a lesser extent the military, primarily for landing gear and auxiliary power units (APU). Piedmont specializes in MRO services for components of aircraft, such as APUs and landing gears. Generally, manufacturer specifications, government regulations and military maintenance regimens require that aircraft components undergo MRO servicing at regular intervals or as necessary. Aircraft components typically require MRO services, including repairs and installation of replacement units, after three to ten years of service or sooner if required. Aircraft manufacturers typically provide warranties on new aircraft and their components and subsystems, which may range from one to five years depending on the bargaining power of the purchaser. Warranty claims are generally the responsibility of the OEM during the warranty period. Piedmont's business opportunity usually begins upon the conclusion of the warranty period for these components and subsystems. Piedmont's customers include domestic and international airlines, air cargo carriers and maintenance service centers. Such customers typically enter into MRO contracts with Piedmont which are generally long term engagements that may have terms of one to ten years or more.

Piedmont is licensed by Honeywell as an authorized repair center, to provide MRO services for several of its APU models. Piedmont's repair station is certified by the FAA and EASA.

Piedmont relies on highly qualified personnel with strong manufacturing, engineering and development capabilities that enable it to provide excellent MRO services.

TAT estimates the size of the markets in which Piedmont operates to be significant based on the number of aircraft requiring MRO services provided by Piedmont. TAT plans to expand its Piedmont operations in the MRO segment, by using Piedmont's experience and reputation to develop MRO capabilities for additional types of APU and landing gear with significant commercial potential and by offering additional supplementary services such as machining, plating and grinding, or MPG.

#### **Business Strategy**

TAT's principal strategy is as follows:

- ***Enhancing OEM Capabilities*** — TAT's goal through Gecera and Limco is to capitalize on its technical expertise, experience and reputation in the markets of heat management solutions, to expand the scope of its OEM offerings for the commercial and defense industries. TAT also intends to continue the transition from the development and manufacture of single components to the development and manufacture of complete systems.
- ***Expand the scope of MRO services*** - TAT's goal is to use its technical expertise, engineering resources and facilities to provide MRO services for additional types of aircraft and additional aircraft systems, subsystems and components and intends to develop the required technical expertise to provide these additional MRO services.



- **Increasing Market Share** — TAT plans to continue its aggressive marketing efforts for new customers as well as to expand its activities with its flagship customers. As part of TAT's efforts to achieve greater penetration in the international markets, TAT intends to expand its marketing presence in Western Europe, which is TAT's second largest market, and to substantially increase its presence in Asia, South America, East Europe and Africa, which are fast growing markets where TAT has had limited sales to date.
- **Effective synergy among group members** — TAT plans to enhance the synergies between its various businesses by, among other things, using Gedera's OEM design capabilities to provide Limco enhanced capabilities to repair heat transfer systems and products, enabling Limco to compete more effectively in the industry and by supplying to Limco heat transfer components which should enable Limco to reduce prices on its MRO services.
- **Organic growth and M&A** — In addition to growing the existing businesses of Gedera and Limco, TAT also believes that additional acquisition opportunities exist that will complement its OEM and MRO businesses. TAT will continue to pursue targeted complementary business acquisitions which will broaden the scope and depth of its OEM and MRO operations and increase its market share.

## **Products and Services**

### ***OEM of Heat Management Solutions***

Through its Gedera facility, TAT manufactures a wide range of heat transfer products used on board aircraft, air conditioning systems, environmental control systems and cooling systems for electronics for military use. These products/systems are manufactured in compliance with all of the stringent quality assurance standards that apply to the manufacture of aircraft parts. Gedera's quality systems comply with ISO 9001, AS9100, Boeing quality systems approval D6-82479 and FAR 21.303 (the FAA standard for Parts Manufacturer Approval).

### ***Heat Transfer Products***

Gedera manufactures a wide range of heat transfer products. Gedera specializes in the design and manufacturing of highly efficient, compact and reliable heat transfer products that are designed to meet stringent constraints such as size, weight and applicable environmental conditions. Heat transfer products, such as heat exchangers and cold plates, are integral components of a wide variety of environmental control systems and mechanical and engine systems, as well as a wide range of electronic systems. These systems generate heat during operation that must be removed and dissipated. Heat transfer products facilitate the exchange of the heat created through the operation of these systems by transmitting the heat from a hot medium (air, oil or other fluids) to a cold medium for disposal.

In the aerospace industry, there is a constant need for improvements in performance, weight, cost and reliability. In addition, as electronic systems become smaller and more densely packed, the need for sophisticated and efficient heat transfer components used to provide the cooling functions becomes more critical. Using Gedera's technological expertise, TAT believes it is well positioned to respond to these industry demands through continued new product development and product improvements.

Gedera's principal heat transfer products include heat exchangers and cold parts. Typically, air-to-air heat exchangers cool a jet engine's bleed air which, when cooled, is then used in the aircraft's air conditioning, pressurization and pneumatic systems. The liquid-to-air heat exchangers cool liquids such as engine oil, hydraulic oil and others used in other systems.

Gedera provides one stop shop to all of the different types of heat transfer products in certain aircraft. Gedera's heat exchangers are generally sold for between \$2,000 and \$20,000 per unit. A significant portion of Gedera's heat transfer products are sold to customers in connection with the original manufacture or retrofitting of particular aircraft equipment. Gedera generally enters into long-term supply contracts with its customers, which require Gedera to supply heat transfer products as part of a larger project.

Gedera also manufactures other heat transfer equipment, such as cooling chassis, heat sinks and cold walls (which may be air-to-air, liquid-to-air or liquid-to-liquid), which control and dispose of heat emitted by the operation of various electronic systems. Such products are currently utilized mainly in radar systems, avionics, electronic warfare systems and various pods for targeting, navigation and night vision.

Gedera's customers for heat transfer products/systems include: Liebherr, Boeing, IAI, Cessna, Bell Helicopter, Raytheon Aircraft Company, as well as the United States Air Force and Navy. As a result of the specialized nature of the systems in which Gedera's parts are included, spare and replacement parts for the original heat transfer products/systems are usually provided by Gedera.

#### *Aviation And Flow Control Accessories*

Gedera is also engaged in the design, development and manufacture of aviation and flow control accessories. These accessories include components such as valves and pumps. Gedera's customers for the design, development and manufacture of aviation and flow control accessories include Lockheed-Martin, Boeing, Teledyne, the Israeli Air Force, IAI, as well as the U.S. Air Force and Navy.

#### *Cooling And Air-Conditioning Systems*

Gedera is also engaged in the design, development and manufacture of complete environmental control systems and cooling systems. This product line includes ground cooling systems used in military facilities, tents, vehicles and other military applications. It also includes Vapor Cycle air conditioning systems (or ECS — Environmental Cooling Systems) used in light aircraft. Gedera offers mobile cooling and air conditioning solutions for military applications such as mobile command and control units, command and control vehicles, armored vehicles, mobile broadcast units, mobile hospitals, etc. In addition, Gedera designs, develops and manufactures power electronics cooling systems based on customer specifications, while providing a complete engineering solution in compliance with strict military and civil aviation standards. Gedera's systems are used in Israel and abroad and are tested under strict standards.

## ***Heat Transfer Services and Products***

### ***MRO Services For Heat Transfer Products***

Through its Limco subsidiary in the U.S., TAT provides MRO services for heat transfer products. The demand for MRO services is driven by the size and age of the aircraft fleet, aircraft utilization and regulations by the FAA and other governmental authorities.

Due to the increased maintenance costs of their aging fleets many carriers are seeking ways to reduce costs, minimize down-time, increase aircraft reliability and extend time between overhauls. One of the ways they are accomplishing these goals is through the outsourcing of more of their maintenance and support functions to reliable third parties. Limco also believes that commercial carriers who have made the decision to outsource their MRO requirements are searching for MRO service providers with a wide-range of service capabilities. These MRO service providers allow the carriers to concentrate their outsourcing of MRO services to a select group of third party providers. The global military aircraft fleet also presents similar opportunities for MRO service providers. Recent military operations around the world have significantly increased usage of the global military aircraft fleet and resulted in a higher rate of maintenance activity. Limco believes that an aging military fleet and the increased use of upgrade programs aimed at extending the useful life of aircraft will provide continued MRO growth opportunities.

Limco specializes in the repair and overhaul of heat transfer products. These products are heat exchangers including oil coolers, pre-coolers, re-heaters, condensers, water separators, fuel heaters and evaporators.

Limco is continually increasing its MRO capabilities based upon market need or customer request. Limco's capabilities include heat transfer components used in aircraft and systems manufactured by Airbus, Boeing, Bombardier, Cessna, Embraer, Lockheed Martin, Fokker, Liebherr-Aerospace, Gulfstream, British Aerospace and others.

One of Limco's operational strengths and competitive advantages is the close cooperation with TAT's Gadera facility. Through Gadera's core manufacturing capabilities and engineering expertise, Limco enjoys a constant supply source of cores of the highest quality necessary in order to perform its MRO services for heat transfer products. In addition, Limco benefits from Gadera's varying engineering and development capabilities relevant to Limco's services in the field of heat transfer.

Limco performs MRO services at its repair station in Tulsa, Oklahoma which is ISO9000 and AS9100 certified and licensed by the FAA and EASA, as well as by the Civil Aviation Administration of Thailand (Thai), the Civil Aviation Administration of Indonesia and the Civil Aviation Administration of Brazil, to provide MRO services. Limco's Oklahoma facilities provided MRO services for heat transfer products.

Limco offers MRO services for heat transfer components to its customers on multiple levels. If the damage is significant, Limco will remanufacture the unit, which generally entails replacing the core matrix of the damaged or old heat transfer product in lieu of replacing the entire unit with a new one. Limco designs and develops these customized remanufactured units as a cost effective alternative to new part replacement. In the event of less severe damage, Limco will either overhaul or repair the unit as necessary. Re-manufactured units carry warranties similar to those provided to new units.

#### *OEM Authorizations And Licenses*

Limco believes that establishing and maintaining relationships with OEMs of aircraft systems and components, is an important factor in achieving sustainable success as an independent MRO service provider. OEMs grant participants in the overhaul and repair services market authorizations or licenses to perform repair and overhaul services on the equipment they manufacture. OEMs maintain tight controls over their authorized and licensed MRO service providers, in order to maintain high quality of service to their customers, and generally grant very few authorizations or licenses. Obtaining OEM authorizations requires sophisticated technological capabilities, experience-based industry knowledge and substantial capital investment. Limco believes that service providers that have received OEM authorizations and licenses gain a competitive advantage because they typically receive discounts on parts, technical information, OEM warranty support and use of the OEM name in marketing. Limco is an independent MRO service provider that is a well-recognized repair center of Hamilton Sundstrand, the largest heat transfer equipment manufacturer, for its air-to-air heat transfer equipment in North America.

#### *OEM Capabilities*

In addition to its MRO services, Limco also acts as an OEM manufacturer of heat transfer products used mainly in military aircraft and also in commercial, regional and business aircraft. Limco specializes in the design and manufacturing of highly efficient heat transfer components, which are designed to meet stringent constraints such as size, weight and applicable environmental conditions. These units include, oil coolers, precoolers, reheaters, condensers, fuel heaters and evaporators.

Limco also manufactures air conditioning systems, complete environmental control systems and cooling systems for electronics. Limco currently offers approximately 80 OEM parts to the aerospace industry. These parts are manufactured in compliance with the stringent quality assurance standards that apply to the manufacture of aircraft parts.

Limco's quality systems are ISO9000 and AS9100 certified and Limco has both Boeing quality systems approval D6-82479 and FAR 21.303 (the FAA standard for Parts Manufacturer Approval).

#### ***MRO Services for Aviation Components***

Through its Piedmont subsidiary in the U.S., TAT provides MRO services for aviation components, APUs and landing gear. As previously mentioned, the demand for MRO services is driven by the size and age of the aircraft fleet, aircraft utilization and regulations by the FAA and other governmental authorities.

Due to the increased maintenance costs of their aging fleets many carriers are seeking ways to reduce costs, minimize down-time, increase aircraft reliability and extend time between overhauls. One of the ways they are accomplishing these goals is through the outsourcing of more of their maintenance and support functions to reliable third parties. Piedmont also believes that commercial carriers who have made the decision to outsource their MRO requirements are searching for MRO service providers with a wide-range of service capabilities. These MRO service providers allow the carriers to concentrate their outsourcing of MRO services to a select group of third party providers. The global military aircraft fleet also presents similar opportunities for MRO service providers. Piedmont believes that an aging military fleet and the increased use of upgrade programs aimed at extending the useful life of aircraft will provide continued MRO growth opportunities.

Piedmont specializes in the repair and overhaul of APUs and landing gear. APUs are relatively small, self-contained generators used to start jet engines, usually with compressed air, and to provide electricity, hydraulic pressure and air conditioning while an aircraft is on the ground. In many aircraft, an APU can also provide electrical power during in-flight emergency situations. Landing gear are the structure that support an aircraft on the ground and allow it to taxi, takeoff and land.

Piedmont performs MRO services at its repair station in North Carolina, which is AS9001 certified and licensed by the FAA and EASA to provide MRO services.

Piedmont specializes in providing MRO services for APU models manufactured primarily by Honeywell, and in providing MRO services for landing gear for regional aircraft manufactured by Bombardier Canadair Regional Jet (CRJ 100/200), ATR (42/72), Embraer (E170) and Bombardier Dash 8.

#### *OEM Authorizations and Licenses*

Piedmont believes that establishing and maintaining relationships with OEMs of aircraft systems and components is an important factor in achieving sustainable success as an independent MRO service provider. OEMs grant participants in the overhaul and repair services market authorizations or licenses to perform repair and overhaul services on the equipment they manufacture. OEMs maintain tight controls over their authorized and licensed MRO service providers, in order to maintain high quality of service to their customers, and generally grant few authorizations or licenses. Obtaining OEM authorizations requires sophisticated technological capabilities, experience-based industry knowledge and substantial capital investment. Piedmont believes that service providers that have received OEM authorizations and licenses gain a competitive advantage because they typically receive discounts on parts, technical information, OEM warranty support and use of the OEM name in marketing. Piedmont is an authorized repair station licensed by Honeywell, the largest manufacturer of APUs, for several of its APU models.

#### *Machining, Plating and Grinding, or MPG Services*

Piedmont extended the provision of MPG services, either as supplementary to its traditional MRO services or as stand-alone services. Piedmont believes that establishing and maintaining relationships with customers to its MPG shop is an important factor in achieving sustainable success as an independent MRO service provider and creates a competitive advantage.

Customers

General

TAT targets both the commercial and defense markets for aviation and ground applications. Our customers include commercial manufacturers of military equipment, commercial airlines, aircraft manufacturers, military forces, defense industries, and other manufacturers of electronic systems, aviation units and machinery in the U.S., Europe, Asia, South America and Israel.

Major Customers

OEM Customers

TAT provides, primarily through Gedera, OEM services worldwide to customers in the commercial, defense and industrial markets. TAT currently sells its OEM products and systems to approximately 200 commercial and military aircraft manufacturers and defense contractors, and the U.S. and Israeli governments.

TAT's leading OEM customers are set in the following table:

Aircraft manufacturers	Boeing Aircraft Company, Airbus, Cessna Aircraft Company, Bombardier, Cirrus Aircraft Inc., Pilatus Aircraft Ltd., Embraer, Bell Helicopter, Lockheed Martin.
System manufacturers/integrators and Defense Contractors	Liebherr-Aerospace, Thales, Honeywell International, Rafael, Elbit, IAI, Lockheed, EADS, Eaton Aerospace, Parker Hannifin Corporation.
Industry players	Kodak (Creo), IBM

The development projects and purchasing processes of many of TAT's OEM customers are lengthy and complex and accordingly, involve long term supply contracts with several of its material customers. These agreements provide for delivery schedules that are customized for the relevant product or service. With some of its customers, TAT enters into master purchase orders in which the anticipated supply quantities as well as the prices for the supplied products are determined for a certain period, and the actual purchase orders are fulfilled based on customer demands from time to time. In addition, TAT also enters into master agreements that determine supply quantities and prices for a set period, but under which the customer is not obligated to purchase any quantity of products.



MRO Customers

TAT services approximately 200 MRO customers, primarily through Limco and Piedmont, including major U.S. domestic and international airlines, air cargo carriers, maintenance service centers, the U.S. military and navy and other military air forces. In this capacity, TAT is not a party to any OEM manufacturing contracts, and acts solely upon orders received from its MRO services' customers.

TAT's leading MRO customers are set in the following table:

Domestic and International Airlines and Air Cargo carriers	Singapore Airlines, Air France-KLM, SAS, Swiss, EL AL, Delta, United, US Airways, Air Canada Jazz, Republic Airways, Expressjet, DHL, Austrian Airlines, TAM, Saudia, Interjet, Thai, Korean Air, Air India, FedEx and Cargolux.
Maintenance Service Centers	Fokker, Honeywell International, Kellstrom Commercial, Aerokool, Lufthansa Technik, UTAS-Hamilton, SR Technics, Evergreen Aviation Component Services, Gulfstream.
Government and Air forces	U.S. Army, Air Force and Navy; Israeli Air force; NATO Air-forces

Due to the long term relationships of TAT with many of its customers, their relative financial stability and their loyalty to TAT, TAT anticipates that the risk of major customer terminations is low. TAT also makes significant efforts to penetrate new markets and to broaden its customer base in order, among other things, to reduce the risk of relying on a small number of customers.

#### *Military Contracts*

Sales to the U.S. and Israeli governments accounted for approximately 6.4% and 0.3% of TAT's revenues for the year ended December 31, 2014, approximately 3.6% and 0.6% of its revenues for the year ended December 31, 2013 and approximately 4.1% and 0.5% of its revenues for the year ended December 31, 2012, respectively.

Many of TAT's contracts are competitively bid and awarded on the basis of technical merit, personnel qualifications, experience and price. TAT also receives some contract awards involving special technical capabilities on a negotiated, noncompetitive basis due to TAT's technical capabilities.

TAT provides products under government contracts that usually require performance over a period of several months to several years. Long-term contracts for the U.S. military may be conditioned upon continued availability of congressional appropriations. Variances between anticipated budget and congressional appropriations may result in a delay, reduction or termination of these contracts.

The vast majority of the governmental contracts to which TAT is party to are fixed-price contracts, some of which contain fixed price escalation mechanism. Under these contracts TAT agrees to perform specific work for a fixed price and, accordingly, realizes the benefit or detriment to the extent that the actual cost of performing the work differs from the contract price. The allowable government contract costs and fees of TAT are subject to audit and may result in non-reimbursement of some contract costs and fees. While governments reserve the right to conduct further audits, audits conducted for periods through fiscal year 2014 have resulted in no material cost recovery disallowances for TAT.

The eligibility of TAT to perform under its government contracts requires TAT to maintain adequate security measures. TAT has implemented security procedures that it believes adequately satisfies the requirements of its current government contracts.

## Sales and Marketing

### Gedera

Gedera derives its revenues mainly from sales to customers in the United States, Israel and Europe. The tables below detail Gedera's (i) geographic revenues; and (ii) revenues derived from commercial and defense customers, for the years ended December 31, 2014 and 2013, before elimination of intercompany sales of \$5.6 million and \$4.0 million, respectively.

Geographic Region	Year Ended December 31,			
	2014		2013	
	Revenues In Thousands	Percentage	Revenues In Thousands	Percentage
North America	\$ 15,479	54.9%	\$ 14,679	47.1%
Europe	2,257	8.0	2,302	7.4
France	3,642	12.9	5,482	17.6
Israel	5,035	17.9	6,359	20.4
Other	1,771	6.3	2,316	7.4
Total	\$ 28,184	100%	\$ 31,138	100%

	Year Ended December 31,			
	2014		2013	
	Revenues In Thousands	Percentage	Revenues In Thousands	Percentage
Commercial Customers	\$ 13,843	49.1%	\$ 13,478	43.3%
Defense Customers	14,341	50.9	17,660	56.7
Total	\$ 28,184	100%	\$ 31,138	100%

**Limco**

Limco derives its revenues mainly from sales to customers in the US and Europe. The tables below detail Limco's (i) geographic revenues and (ii) revenues derived from commercial and defense customers, for the years ended December 31, 2014 and 2013, respectively.

Sources of Revenues	Year Ended December 31,			
	2014		2013	
	Revenues in Thousands	Percentage	Revenues In Thousands	Percentage
North America	\$ 20,864	68.7%	\$ 20,145	67.4%
Europe	4,782	15.8	3,945	13.2
Israel	834	2.7	612	2.0
Other	3,870	12.8	5,205	17.4
Total	<u>\$ 30,350</u>	<u>100%</u>	<u>\$ 29,907</u>	<u>100%</u>

	Year Ended December 31,			
	2014		2013	
	Revenues In Thousands	Percentage	Revenues In Thousands	Percentage
Commercial Customers	\$ 25,760	84.9%	\$ 18,561	62.1%
Defense Customers	4,590	15.1	11,346	37.9
Total	<u>\$ 30,350</u>	<u>100%</u>	<u>\$ 29,907</u>	<u>100%</u>

## Piedmont

Piedmont derives its revenues mainly from sales to customers in the US and Europe. The tables below detail Piedmont's geographic revenues. All of Piedmont's revenue are derived from commercial customers, for the years ended December 31, 2014 and 2013, respectively.

Sources of Revenues	Year Ended December 31,			
	2014		2013	
	Revenues in Thousands	Percentage	Revenues In Thousands	Percentage
North America	\$ 19,124	69.0%	\$ 14,643	65.3%
Europe	4,004	14.4	3,713	16.6
Netherland	1,734	6.3	1,553	6.9
Israel	-	-	-	-
Other	2,872	10.4	2,521	11.2
Total	\$ 27,734	100%	\$ 22,430	100%

Gedera, Limco and Piedmont market their products and services through their respective marketing staffs and a worldwide network of independent representatives. Gedera's, Limco's and Piedmont's representatives are strategically located near key customer sites in offices throughout the United States, Europe, the Middle East, Asia and South America. Their staff is in regular contact with engineering and procurement personnel and program managers of existing and target customers to identify new programs and needs for their products, obtain requests for quotations and identify new product opportunities. Gedera's, Limco's and Piedmont's marketing activities also include advertising in technical publications which target heat transfer components and related markets, attending exhibitions, trade shows and professional conferences, organizing seminars and direct mailing of advertisements and technical brochures to current and potential customers and advertising in technical publications which target relevant products and related markets.

**Backlog**

At December 31, 2014, TAT had a backlog of approximately \$129.3 million for products and services. TAT anticipates that approximately \$50.2 million of such backlog will be delivered by December 31, 2015 and approximately \$79.1 million will be delivered by December 31, 2016 and thereafter. At December 31, 2013, TAT had a backlog of approximately \$40.9 million for products and services.

**Product and Service Warranties**

TAT provides warranties for its products and services ranging from one to three years, which vary with respect to each contract and in accordance with the nature of each specific product. To date, TAT's warranty costs have not been substantial. As of December 31, 2014, the combined warranty reserve for TAT was \$251 thousand.

**Competitive Environment*****OEM of Heat Management Solutions***

The aerospace and defense OEM industries in general and specifically, the commercial and military aviation markets, are characterized by intense competition and the need to constantly be in the forefront of technological innovations in order to be able to offer advanced and attractive products. Competition in these OEM markets is also based on price, quality and turn-around time. TAT estimates the market size of heat management solutions to be significant based on the scope of development projects and purchasing processes of the potential customers. TAT estimates that due to the high barriers to enter the aerospace and defense OEM industries, which include the need for highly qualified and trained personnel, technologically advanced facilities and the need to obtain appropriate governmental approvals, there are a small number of competing suppliers in the markets in which it operates. The nature of the projects in the OEM industry, which are often time consuming and complex also require long term supplier relationships and customer loyalty in order to succeed.

TAT's competitors in the global OEM aerospace and defense industries can be divided into two main groups:

- Complete system manufacturers that either independently or through subcontractors, design, develop and manufacture complete systems (such as a manufacturer of aircraft hydraulic systems) directly for the platform manufacturer (i.e. for business jets). Although some of these companies have the capabilities to design and manufacture each standalone component in a complete system (i.e. a heat exchanger integrated in hydraulic systems) it is unlikely that such companies will compete with TAT in projects where there is a specific requirement for a stand-alone component. These companies will compete on complete systems and/or projects where the components/products TAT develops are part of the complete system. In such cases it is very likely that these companies will subcontract to companies such as TAT the design and manufacturing of one or a few components in the system.
- Component manufacturers for which the design and manufacture of components (such as heat exchangers) is the main business (and which are normally placed in the "value chain" one level below the system manufacturers, such as a manufacturer of an aircraft's hydraulic system and two tiers below the platform manufacturer such as manufacturer of a new aircraft). Although some of the component manufacturers have the capabilities to design, develop and manufacture a complete system (i.e. environmental control system for a business jet) for a certain platform, these companies will usually not compete on projects for complete systems in which their manufactured component constitutes a small part of the complete system, mainly due to the extreme competitive barriers to entry and to their inability to move up the "value chain" from a component supplier to a whole system manufacturer. These companies are likely to compete in projects where there is a specific requirement for a standalone aviation component (such as a heat exchanger) and in tenders by manufacturers of complete systems or products for sub-contractors.

The major competitors of TAT in the area of OEM of Heat Management Solutions include manufacturers in the U.S. such as Honeywell, Hughes-Treidler division of Ametek Inc., Lytron Inc., Kintex, Niagra Thermal, Hamilton Sundstrand, Stewart Warner South Wind Corp., and Triumph Thermal Systems, manufacturers based in Europe such as I.M.I. Marston Ltd., including Serck Aviation, Liebherr-Aerospace Toulouse S.A and manufacturers based in Asia such as Sumitomo Precision Products from Japan. Such competitors may enjoy competitive advantages over Gedera, such as:

- The ability to independently offer systems in addition to components;
- Greater access to capital;
- Stronger relationships with customers and suppliers;
- Better name recognition;
- Access to superior technology and marketing resources; and
- The ability to adapt more quickly to changes in customer requirements and industry conditions or trends.

#### ***Heat Transfer Services***

The market for services and products in the field of heat transfer is highly competitive. Competition in this market is based on quality, price, and the ability to provide a broad range of services and to perform repairs and overhauls rapidly. TAT's global competitors in services in the field of heat transfer can be divided into two main groups:

- Service Divisions of OEMs – generally, each OEM of products in the heat management solutions segment has the necessary capabilities to provide MRO services for products it designs and manufactures throughout their lifetime – commencing on the initial production period and through the after-market period (service divisions of OEMs). These service divisions of OEMs may also acquire capabilities to service other OEM's products and to become a provider of MRO services.



- Service Centers – which provide MRO services for broad range of components and systems. These Service Centers can be either the in-house maintenance services of a number of commercial airlines or other independent service providers.

Accordingly, in the areas of OEM operations, manufacturers of components can compete with manufacturers of complete systems, mainly for small systems. Such OEM manufacturers can also compete for the provision of MRO services with other providers of MRO services.

For heat transfer MRO services, TAT's major competitors are the Triumph Accessories, Drake Air- Ametek, LORI Heat Transfer Center of Honeywell, American Cooler, Hamilton Malaysia, Lufthansa Technik and SECAN-Honeywell (France).

A number of Limco's competitors have inherent competitive advantages. For example, Limco competes with the service divisions of large OEMs who in some cases have design authority with respect to their OEM products and are able to derive significant brand recognition from their OEM manufacturing activities. Limco also competes with the in-house service divisions of large commercial airlines and there is a strong incentive for an airline to fully utilize the services of its maintenance employees and facilities. Further, Limco's competitors may have additional competitive advantages, such as:

- The availability of large quantities of expensive spare parts;
- Greater access to capital;
- Stronger relationships with customers and suppliers;
- Better name recognition;
- Access to superior technology and marketing resources; and
- The ability to adapt more quickly to changes in customer requirements and industry conditions or trends.

### ***MRO Services for Aviation Components***

The market for MRO services, in which Piedmont operates, is highly competitive. Competition in this market is based on quality, price, and the ability to provide a broad range of services and to perform repairs and overhauls rapidly. Piedmont's primary MRO services competitors are the service divisions of OEMs, the in-house maintenance services of a number of commercial airlines and other independent service providers. For APU and landing gear MRO services Piedmont's major competitors are Standard Aero Group Inc., Aerotech International Inc., Honeywell International, Chase Aerospace, Professional, Messier-Dowty Aerospace (MD), AAR Corp., Hawker Pacific and APRO.

A number of Piedmont's competitors have inherent competitive advantages. For example, Piedmont competes with the service divisions of large OEMs who in some cases have design authority with respect to their OEM products and are able to derive significant brand recognition from their OEM manufacturing activities. Piedmont also competes with the in-house service divisions of large commercial airlines and there is a strong incentive for an airline to fully utilize the services of its maintenance employees and facilities. Further, Piedmont's competitors may have additional competitive advantages, such as:

- The ability to adapt more quickly to changes in customer requirements and industry conditions or trends;
- Greater access to capital;
- Stronger relationships with customers and suppliers;
- Better name recognition; and
- Access to superior technology and marketing resources.

## Competitive Strengths

We believe that TAT's success can be attributed to several critical factors, including the following:

- Active efforts to preserve its customer base in existing projects, while actively making efforts to broaden and increase its engagements with such clients.
- Conducting marketing activities aiming at penetrating new geographical markets and obtaining new customers, while taking advantage of the unique knowledge and expertise that Gedera, Limco and Piedmont gained in various areas.
- Entering into additional related operating segments that will enable Gedera, Limco and Piedmont to fulfill its growth potential.
- Providing its customers with the best value, including competitive prices, by tailoring service packages that combine the design and planning of an OEM component, the manufacture of such component, and the provision of maintenance services.
- Extending MRO capabilities in order to establish a 'one-stop-shop' center for comprehensive MRO services for the types of aircraft Limco and Piedmont target.
- Enhancing its engineering capabilities in order to support customer needs related to new projects and in order to certify MRO services that differ from processes previously approved by the FAA or ESAA. This will allow shortening the long and complex approval process, streamlining the design and certification process, and reducing costs.
- Constant search for new technologies and manufacturing techniques in the heat management solutions line.
- Innovations and improvements aiming at enhancing the quality and performance of Gedera's, Limco's and Piedmont's existing products.
- Cutting delivery times and reducing costs.
- Entrepreneurship and innovation in the development of new products in an effort to become a market leader and to enter into long term platforms.

## Engineering and Manufacturing

As of December 31, 2014, TAT had 452 employees engaged in manufacturing, repair, testing of products and engineering (out of a total of 507 employees). TAT believes that its engineering staff provides it with the ability to support its customers with innovative and efficient products while maintaining short product development cycles, high quality design and competitive pricing.

Gedera's engineering staff has extensive knowledge and experience related to its heat transfer products. Most of Gedera's product lines have a designated project manager who is an experienced engineer and is in charge of all the activities in his area. The product manager interfaces with the customer, engineering department, manufacturing department and vendors, and is responsible for all aspects of the program including scheduling, adherence to specifications, customer support and reporting.

In general, Gedera has manufacturing capabilities for most of the components of its heat transfer components. Gedera also manufactures the necessary tools, fixtures, test equipment and special jigs required to manufacture, assemble and test these products. Gedera developed proprietary design techniques which assist in the mechanical design and manufacturing of its products. All of Gedera's products are inspected and tested by trained inspectors using highly sophisticated test equipment in accordance with customer requirements.

Limco's engineering department enhances its ability to provide its customers with high-end top quality MRO services, supports the provision of MRO services for new products with commercial potential and supports its OEM activity. Limco's engineering department employs several certified mechanical and aerospace engineers. Limco's multi-disciplinary team of engineers specializes, among others, in heat transfer components and supports all processes of thermal and structural analysis, mechanical and metallurgical research and development for manufacturing design. All of Limco's engineers have direct experience with aerospace component repair and have experience with the process of obtaining supplemental type certificates from the FAA and in obtaining FAA product manufacturing authorizations. Limco utilizes onsite Designated Engineering Representative, or DER, at Piedmont facility who is certified by the FAA to approve the repair of engines, mechanical systems and equipment, which enables Limco to respond quickly to its customers' needs. Having a DER available on staff allows Limco to enter the market for a particular type of service more quickly than those of its competitors who do not have an immediate access to a DER. Limco works directly with the FAA Aircraft Certification Office in obtaining approvals on projects that are outside its DER's authority.

Piedmont's engineering department enhances its ability to provide its customers with high-end top quality MRO services and supports the provision of MRO services for new products with commercial potential. Piedmont's engineering department employs several aerospace engineers, including a DER certified by the FAA. Piedmont's engineers have direct experience with aerospace component repair and have experience with the process of obtaining supplemental type certificates from the FAA and in obtaining FAA product manufacturing authorizations. Piedmont's onsite DER is certified by the FAA to approve the repair of APUs and equipment, which enables Piedmont to respond quickly to its customers' needs. Having a DER on staff allows Piedmont to enter the market for a particular type of service more quickly than its competitors who do not employ a DER. Piedmont works directly with the FAA Aircraft Certification Office in obtaining approvals on projects that are outside its DER's authority.

#### **Research and Development**

The technological developments in the markets in which TAT operates, increase the need to constantly examine the use of new materials and technology in an effort to improve both the physical characteristics of the products (size, weight), as well as their performance (optimal heat transfer, higher reliability and increased lifespan). TAT also develops new products and enhanced functionalities to its existing products based on customer demands and by the competitive environment and market potential. TAT invests resources to attain such technological and product improvements in cooperation with its customers.

#### **Source and Availability of Raw Materials and Spare Parts**

Gedera, Limco and Piedmont acquire most of the components for the manufacture of their products from a limited number of suppliers and subcontractors, most of whom are located in Israel and the United States. Certain of these suppliers are currently the sole source of one or more components upon which Gedera, Limco and Piedmont are dependent. Since many of Gedera's, Limco's and Piedmont's purchases require long lead-times, a delay in the supply of an item can significantly delay the delivery of a product. Generally, Gedera, Limco and Piedmont have not experienced difficulty in obtaining timely deliveries of necessary components. The raw materials used in Gedera's, Limco's and Piedmont's manufacturing programs are generally readily available metals and alloys. Gedera, Limco and Piedmont have not had any difficulty in obtaining such materials in the past and if they are unable to obtain these components when needed, Gedera, Limco and Piedmont would experience delays in manufacturing their products and their financial results could be adversely affected.

Gedera, Limco and Piedmont select their suppliers primarily based on their ability to ensure that their parts are serviceable and traceable to OEM-approved sources, their delivery performance and their ability to help reduce their total cost of procuring those parts. For quality control, cost and efficiency reasons, Gedera, Limco and Piedmont generally purchase supplies only from vendors with whom they have ongoing relationships or who their customers have previously approved.

Authorizations from OEMs often require that TAT purchase component parts that are needed for its MRO services from the OEM or its designated distributors. Gedera and Piedmont have separate agreements with Honeywell under which Honeywell has agreed to sell Gedera and Piedmont certain parts at a discount for a period of five years, ending August 28, 2017 and December 31, 2015, respectively.

When deemed essential, Gedera, Limco and Piedmont have been and are investing efforts in order to qualify second sources or have identified alternate sources for many of its parts needs.

#### **Israeli Export Policy**

Exports of military related products are subject to the military export policy of the State of Israel. Current Israeli Government policy encourages exports to approved customers, provided that such exports do not run counter to Israeli policy or national security considerations. Gedera must obtain a permit to initiate a sales proposal and ultimately an export license for the transaction required. Gedera may not be able to obtain export permits or licenses in the future. In addition, governmental policy with respect to military exports may be altered. However, to date Gedera has not encountered any significant difficulties in obtaining necessary permits or licenses for sale of its products.

## **Proprietary Rights**

At the present time Gedera, Limco and Piedmont do not own any patents. Gedera, Limco and Piedmont rely on laws protecting trade secrets, and consider such items proprietary, but TAT believes that Gedera, Limco and Piedmont's success depends less on the ownership of such proprietary rights than on their innovative skills, technical competences, marketing and engineering abilities. Gedera, Limco and Piedmont have no material registered trademarks.

### **B. Government Regulations**

#### **Aerospace and Safety Regulations**

The commercial aerospace industry is highly regulated by the FAA in the United States, EASA in Europe, the Civil Aviation Authority in England and other governmental authorities elsewhere in the world, while the military aerospace industry is governed by military quality specifications established by the U.S. Department of Defense for the manufacturing and repair industries and ISO-9000. TAT is required to be certified by one or more of these entities and, in some cases, by individual OEMs. TAT must also satisfy the requirements of its customers, including OEMs and airlines that are subject to FAA regulations and to evolving industry standards, and provide these customers with products that comply with the government regulations applicable to commercial flight operations. TAT believes it currently satisfies or exceeds these FAA maintenance standards in its repair and overhaul activities. Each of its repair stations is approved by the FAA. TAT also believes it currently satisfies all industry standards in its facilities.

TAT's operations are also subject to a variety of worker and community safety laws including the Occupational Safety and Health Act of 1970, known as OSHA, which mandates general requirements for safe workplaces for all US employees. In addition, OSHA provides special procedures and measures for the handling of certain hazardous and toxic substances. TAT believes that its operations are in material compliance with OSHA's health and safety requirements.

TAT believes that it is in material compliance with US, European and other governmental regulations affecting the aerospace and defense industry.

## **Israeli Regulations**

TAT's operations in Israel are subject to supervision by the Ministry of Defense and Civil Aviation Administration. Gedera is certified by the Israeli Air Force and the Ministry of Defense for both manufacturing and maintenance. Gedera is also licensed as a repair station for certain components by the Israeli Civil Aviation Administration. In addition, Gedera's export of certain products and/or know-how is subject to approval by the Department for Control of Defense Export of the Israeli Ministry of Defense, known as API. Permits from API must be obtained for the initiation of sales proposals with regard to such exports, as well as for the actual export of such products.

## **Environmental Matters**

TAT's operations are subject to a number of federal, state and local environmental laws in the United States and Israel, and to regulation by government agencies, including the U.S. Environmental Protection Agency. Among other matters, these regulatory authorities impose requirements that regulate the emission, discharge, generation, management, transportation and disposal of pollutants and hazardous substances. These authorities may require TAT to initiate actions to remediate the effects of hazardous substances which may be or have been released into the environment, and require TAT to obtain and maintain permits in connection with TAT's operations. This extensive regulatory framework imposes significant compliance burdens and risks.

Although TAT seeks to maintain its operations and facilities in compliance with applicable environmental laws, there can be no assurance that TAT has no violations, or that change in such laws, regulations or interpretations of such laws, will not require TAT to make significant additional expenditures to ensure compliance in the future. Currently, TAT does not believe that it will have to make material capital expenditures for its operations to comply with environmental laws or regulations, or to incur material costs for environmental remediation during the 2015 fiscal year.

TAT has received no material third party environmental claims relating to its facilities, and TAT believes that it has all material licenses and certifications that are required in the jurisdictions in which it operates.



**C. Property, Plants and Equipment**

The Gedera facility is located in Park Re'em near Gedera. The Park Re'em location houses TAT's executive offices, Gedera's research and development and manufacturing operations and includes approximately 344,000 square feet facility. The land of this facility is leased by TAT Industries from the Israel Land Authority, or ILA pursuant to a lease that expires in 2016 with respect to one plot (237,000 square feet) and 2020 with respect the other plot (107,000 square feet). The term of the leases may be extended for a subsequent period of up to 49 years, subject to payment to be calculated according to the ILA's rules. Approximately 43,000 square feet of the facility are sub-leased to TAT from 1991 until 2020 for rental fees. TAT sub-leases the remaining 301,000 square feet of the facility from TAT Industries pursuant to an agreement TAT entered into in connection with the purchase of the operations relating to the manufacture of aviation accessories of TAT Industries in February 2000. From 2000 to 2004, TAT paid TAT Industries annual rental fees of approximately \$300,000 per year, with an additional incremental payment of 2% per year. In 2005 the rental fee was reviewed by a real estate appraiser, and as a result was increased to \$310,000 per year with an additional incremental payment of 2% per year. In 2010 the rental fee was reviewed again by a real estate appraiser, and as a result was increased to \$400,000 per year with an additional incremental payment of 2% per year. In 2015 the rental fee was reviewed again by a real estate appraiser, and as a result was increased to \$656,000 per year with an additional incremental payment of 2% per year. Total rental payment TAT paid to TAT Industries during 2014, 2013 and 2012 were \$432,000, \$424,000 and \$416,000, respectively. See also Item 7.B "Major Shareholders and Related Party Transactions – Related Party Transactions – Management and Services Agreement with TAT Industries."

Limco owns and operates a 55,000 square feet manufacturing plant in Tulsa, Oklahoma which has historically supported all its business, including its aftermarket heat transfer component repair station. This facility also has housed Limco's administration, engineering, quality control and support services. Limco also leases an additional 16,000 square feet repair station adjacent to its Tulsa manufacturing plant which has supported its heat transfer component and pneumatic ducting MRO services. In 2014, 2013 and 2012, the rental expense for this property was \$51,600, \$50,000 and, \$38,000, respectively for each one of these years. The lease expires in October 31, 2016.

Piedmont leases approximately 56,000 square feet space for its facility in Kernersville, North Carolina to support its aftermarket APU component and overhaul repair station. In 2014, 2013 and 2012, the rental expense for this property was \$78,000 for each one of these years. The lease expires in October 31, 2016. In 2013 and 2012, Piedmont leased an additional 56,000 square feet space in Kernersville (the majority of the leased space was released in November 2012, out of which 4,400 square feet were leased until July 2013), for which the rental expense was \$11,000 and \$69,000, respectively for each one of these years. As of July 31, 2013 Piedmont no longer leases additional storage space in Kernersville, North Carolina. Piedmont also leases approximately 32,000 square feet for its facility in Winston Salem, North Carolina to support its Landing Gear component and overhaul repair station as well as the Machining, Plating & Grinding operation. In 2014, 2013 and 2012, the rental expense for this property was \$76,000, \$76,000 and \$48,000, respectively for each one of these years. The lease expires on December 31, 2017. Piedmont also leased approximately 10,000 square feet of storage space in Winston-Salem near its main facility starting in 2014 on a month to month lease. In 2014 Piedmont's expense for this property was \$14,000 for 2014.

**Item 4A.            Unresolved Staff Comments**

Not applicable.

**Item 5.            Operating and Financial Review and Prospects**

**Operating Results**

*The following discussion of our results of operations should be read together with our consolidated financial statements and the related notes, which appear elsewhere in this annual report. The following discussion contains forward-looking statements that reflect our current plans, estimates and beliefs and involve risks and uncertainties. Our actual results may differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include those discussed below and elsewhere in this annual report.*

## Overview

TAT provides a variety of services and products to the aerospace and defense industries under three segments: (i) OEM of Heat Management Solutions; (ii) Heat Transfer Services and Products; and (iii) MRO services for Aviation Components.

TAT's activities in the field of OEM of Heat Management Solutions primarily relate to its Gedera facility and include the (i) design, development, manufacture and sale of a broad range of heat transfer products (such as heat exchangers, pre-coolers and oil/fuel hydraulic coolers) used in mechanical and electronic systems on-board commercial, military and business aircraft; and (ii) manufacture and sale of environmental control and cooling systems and (iii) a variety of other electronic and mechanical aircraft accessories and systems such as pumps, valves, power systems and turbines. It also includes, to a lesser extent, the maintenance services for heat transfer products and flow control accessories.

TAT's activities in the field of Heat Transfer Services and Products primarily relate to its subsidiary, Limco, and include the maintenance, repair and overhaul of heat transfer products and other aircraft component. Limco operates an FAA certified repair station, which provides aircraft component MRO services for airlines, air cargo carriers, maintenance service centers and the military. In addition to its MRO services, Limco also manufactures heat transfer products used in commercial, regional, business and military aircraft.

TAT's MRO services for Aviation Components primarily relate to its subsidiary, Piedmont, and include the maintenance, repair and overhaul of APU's, and landing gear. Piedmont operates an FAA certified repair station, which provides aircraft component MRO services for airlines, air cargo carriers, maintenance service centers and the military.

TAT is reliant on the commercial and military aviation and defense industries. Any downturn in these industries could decrease demand for its services and products and negatively impact its financial condition. The commercial airline industry is cyclical and has historically been subject to fluctuations due to general economic and political conditions, such as fuel and labor costs, price competition, downturns in the global economy and national and international events.

TAT's revenues from OEM operations generally have higher gross margins than from MRO services. Respectively, the manufacturing of OEM products require higher level of expertise, associated labor and initial investments than does the provision of MRO services.

TAT's cost of revenues for OEM operations and MRO services consists of component and material costs, direct labor costs, shipping expenses, royalties, overhead related to manufacturing and depreciation of manufacturing equipment. TAT's gross margin is affected by the proportion of its revenues generated from each of its operational segments.

The principal factors that affect the operating income of TAT's four segments in addition to their gross profit, is the amount TAT expends for selling and marketing expenses and general and administrative expenses. While TAT plans to tightly monitor and save on its operating expenses, TAT believes that these operating expenses may increase in the future in accordance with its plans to grow the business of these segments.

TAT's research and development expenses are related to new products and technologies or significant improvement in existing products and technologies, primarily within the OEM operations in Israel and in the Heat Transfer Services and Products operating segment in the U.S.

TAT's selling and marketing expenses during the past years increased compared to previous year. While TAT plans to tightly monitor and save on its operating expenses, TAT believes that its selling and marketing expenses may increase in the future in accordance with its plans to grow the business of these segments.

TAT's general and administrative expenses have decreased during 2014 and 2013. The decrease in 2014 was primarily as result of expenses was impacted by the decrease in general and administrative expenses in the OEM of Heat Management Solutions operating segment, primarily attributable to the decrease in bonuses.

#### **Sources of Revenues**

TAT, directly and through its subsidiaries, provides a variety of services and products to the commercial and military aerospace and defense industries, such as the manufacture, maintenance and repair of a broad range of heat transfer components (such as heat exchangers, pre-coolers and oil/fuel hydraulic coolers) used in mechanical and electronic systems on-board commercial, military and business aircraft; other environmental control and cooling systems a variety of other electronic and mechanical aircraft accessories and a wide range of electric motion systems.

TAT specializes in the repair and overhaul of heat transfer products, APUs, landing gear and pneumatic ducting. TAT is a well-recognized repair center for heat transfer products of Hamilton Sundstrand, a leading provider of aerospace products, to provide MRO services for all of its air-to-air heat transfer products, and an authorized repair center by Honeywell, a leading manufacturer of aerospace products and aerospace services provider, to provide MRO services for several of their APU models. TAT's repair stations are certified by the FAA and the EASA as well as by the Civil Aviation Administration of Vietnam (CAAV) and Thailand (Thai) .

The following table reflects the geographic breakdown of TAT's revenues for each of the three years ended December 31, 2014:

TAT's revenues from its four operational segments for the three years ended December 31, 2014 were as follows:

	Years Ended December 31,					
	2014		2013		2012	
	Revenues in Thousands	% of Total Revenues	Revenues in Thousands	% of Total Revenues	Revenues in Thousands	% of Total Revenues
<b>Sale of products (*)</b>						
North America	18,886	60.2%	\$ 18,016	52.4%	\$ 16,475	45.4%
Europe	2,257	7.2%	2,292	6.7%	1,966	5.4%
France	3,642	11.6%	5,482	16.0%	4,604	12.7%
Israel	4,806	15.3%	6,248	18.2%	9,147	25.2%
Other	1,771	5.6%	2,326	6.7%	4,071	11.2%
<b>Total</b>	<b>31,362</b>	<b>100.0%</b>	<b>\$ 34,364</b>	<b>100.0%</b>	<b>\$ 36,263</b>	<b>100.0%</b>

(\*) Excluding discontinued operations for each of the years ended on December 31, 2013 and 2012.

	Years Ended December 31,					
	2014		2013		2012	
	Revenues in Thousands	% of Total Revenues	Revenues in Thousands	% of Total Revenues	Revenues in Thousands	% of Total Revenues
<b>Services</b>						
North America	31,267	63.3%	\$ 27,639	61.2%	\$ 25,648	61.6%
Europe	8,786	17.8%	7,658	16.9%	4,624	11.1%
Netherland	1,734	3.5%	1,553	3.4%	3,303	7.9%
Israel	834	1.7%	612	1.4%	468	1.1%
Other	6,742	13.7%	7,725	17.1%	7,609	18.3%
<b>Total</b>	<b>\$ 49,363</b>	<b>100.0%</b>	<b>\$ 45,187</b>	<b>100.0%</b>	<b>\$ 41,652</b>	<b>100.0%</b>

TAT's revenues from its four operational segments for the three years ended December 31, 2014 were as follows:

	Year Ended December 31,					
	2014		2013		2012	
	Revenues in Thousands	% of Total Revenues	Revenues in Thousands	% of Total Revenues	Revenues in Thousands	% of Total Revenues
<b>Revenues (*)</b>						
OEM of Heat Management Solutions	\$ 28,185	34.9%	\$ 31,138	39.1%	\$ 31,032	39.8%
Heat Transfer Services and Products	30,350	37.6%	29,907	37.6%	27,709	35.6%
MRO services for Aviation Components	27,734	34.4%	22,429	28.2%	22,442	28.84%
Eliminations	(5,543)	(6.9)%	(3,923)	(4.9)%	(3,268)	(4.2)%
<b>Total revenues</b>	<b>\$ 80,726</b>	<b>100.0%</b>	<b>\$ 79,551</b>	<b>100.0%</b>	<b>\$ 77,915</b>	<b>100.0%</b>

(\*) Excluding discontinued operations for each of the years ended on December 31, 2013 and 2012.

## Costs and Expenses

**Cost of revenues** TAT's cost of revenues for OEM operations and MRO services consist of component and material costs, direct labor costs, royalties, shipping expenses, overhead related to manufacturing and depreciation of manufacturing equipment.

TAT's gross margin was affected by the proportion of TAT's revenues generated from OEM operations and MRO services in each of the reported years.

**Research and development expenses, net.** Research and development expenses, net are related to new products and technologies or to a significant improvement of products and technologies, net of grants and participations received.

**Selling and marketing expenses.** Selling and marketing expenses consist primarily of commission payments, compensation and related expenses of TAT's sales teams, attendance at trade shows, advertising expenses and related costs for facilities and equipment.

**General and administrative expenses.** General and administrative expenses consist of compensation and related expenses for executive, finance and administrative personnel, professional fees, other general corporate expenses and related costs for facilities and equipment.

**Impairment of goodwill and intangible assets.** During the second quarter ended June 30, 2012, management believed that there were indicators of impairment of goodwill in its OEM of Electric Motion System reporting unit, primarily due to a decline in future forecasted sales levels and profitability margins resulting from the continued weakness in the defense industry. Accordingly, the Company performed an impairment test of goodwill, as of June 30, 2012, for this reporting unit, with the assistance of an independent appraisal. Based on the results of this test, the Company determined that the entire balance of goodwill included in this reporting unit was impaired and recorded an impairment charge of \$1.0 million.

**Other income (expense).** Other income (expense) results from capital gain on sale of property and equipment.

**Financial income (expense), net.** Financial income (expense), net consists of income and interest expense. Interest expense relates to the interest paid to banks and changes in the rate of the NIS against the U.S. dollar.

**Tax expense (income).** Tax expense consists of Israeli, U.S. federal, state and local taxes on the income of TAT's business and changes in deferred tax assets (liabilities).

**Net loss from discontinued operations.** Consists of a \$2.2 million loss from the impairment of entire interest in Bental, which assets and liabilities were segregated at the end of 2013 and classified as held for sale assets and liabilities. In addition, the Company recorded a loss from discontinued operations of \$0.2 million for the year ended on December 31, 2013.

**Impairment of share in associated company.** During the quarter ended June 30, 2012, TAT recognized \$3.3 million impairment with respect to its approximately 30% interest in FAvS, which was based on an independent appraisal.

#### **Critical Accounting Policies and Estimates**

TAT's consolidated financial statements are prepared in accordance with U.S. GAAP. These accounting principles require management to make certain estimates, judgments and assumptions based upon information available at the time that they are made, historical experience and various other factors that are believed to be reasonable under the circumstances. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenues and expenses during the periods presented. While all the accounting policies impact the financial statements, certain policies may be viewed to be critical. These policies are those that are both most important to the portrayal of TAT's financial condition and results of operations and require management's most difficult, subjective and complex judgments and estimates. Actual results could differ from those estimates.

In many cases, the accounting treatment of a particular transaction is specifically dictated by generally accepted accounting principles in the United States and does not require management's judgment in its application. There are also areas in which management's judgment in selecting among available alternatives would not produce a materially different result. Management has reviewed these critical accounting policies and related disclosures with TAT's Audit Committee.



TAT's management believes the significant accounting policies which affect management's more significant judgments and estimates used in the preparation of TAT's consolidated financial statements and which are the most critical to aid in fully understanding and evaluating the reported financial results include the following:

- Revenue recognition
- Inventory valuation
- Goodwill, Intangible assets and Long-lived assets
- Income taxes
- Doubtful debts
- Fair value estimation of TAT's investment in FavS.
- Held for sale classification and discontinued operations.

#### **Segments**

TAT operates under three segments: (i) Original Equipment Manufacturing or "OEM" of Heat Management Solutions (ii) Heat Transfer Services and Products, and (iii) Maintenance, Repair and Overhaul or "MRO" services for Aviation Components.

TAT's activities in the area of OEM of Heat Management Solutions primarily relate to its Gedera facility and include (i) the design, development, manufacture and sale of a broad range of heat transfer products (such as heat exchangers, pre-coolers and oil/fuel hydraulic coolers) used in mechanical and electronic systems on-board commercial, military and business aircraft; (ii) the manufacture and sale of environmental control and cooling systems and (iii) a variety of other electronic and mechanical aircraft accessories and systems such as pumps, valves, power systems and turbines. It also includes, to a lesser extent, the maintenance services for heat transfer products and flow control accessories.

TAT's activities in the field of Heat Transfer Services and Products primarily relate to its subsidiary, Limco, and include the maintenance, repair and overhaul of heat transfer equipment and in a lesser extent, the manufacturing of certain heat transfer products. TAT's Limco subsidiary operates an FAA certified repair station, which provides heat transfer MRO services and products for airlines, air cargo carriers, maintenance service centers and the military.

TAT's activities in the field of MRO services for Aviation Components primarily relate to its subsidiary, Piedmont, and includes the maintenance, repair and overhaul of APUs, landing gear and other aircraft components. TAT's Piedmont subsidiary operates an FAA certified repair station, which provides aircraft component MRO services for airlines, air cargo carriers, maintenance service centers and the military.

#### **Revenue Recognition**

TAT generates its revenues from the sale of products and systems (the OEM segments) and from providing MRO Services (remanufacture, repair and overhaul services and long-term service contracts).

Revenues from the sale of products and services are recognized in accordance with ASC 605-10-S99 when persuasive evidence of an arrangement exists, delivery of the product has occurred, provided the collection of the resulting receivable is probable, the price is fixed or determinable and no significant obligation exists. TAT does not grant a right of return.

Revenues from product sales are recognized when product is shipped to the customer and title passes to the customer.

Revenues from multi-year, fixed price contracts for OEM customers are recognized when a product is shipped (and title passes) to the customer. Management provides for losses, if expected for the remaining portion of such contracts. For the years ended December 31, 2014, 2013 and 2012, no losses have been recognized for such fixed price contracts.

Revenues from MRO services are recognized as services are performed, at the time when the customer-owned material is shipped back to the customer.

Revenue from maintenance contracts are accounted according to ASC 605-10-S99. Accordingly, revenues from maintenance contracts are recognized over the contract period in proportion to the costs expected to be incurred in performing services under the contract. TAT estimates the costs that are expected to be incurred based on its experience with the aggregate costs incurred and to be incurred on contracts of this nature. The cost incurred related to the maintenance contracts are not incurred on a straight-line basis, as the timing to provide the maintenance services is dependent on when parts under these contracts require maintenance, therefore TAT accrues revenue based on anticipated costs per contract as costs are incurred. These revenues are then compared to actual results and adjusted to either deferred revenue for results greater than historical estimates or expensed in those cases of performances less than historical estimates. These accounts are reviewed monthly and adjusted as needed based on cost structures.

Revenues from royalties from sales of products developed with TAT's intellectual property, technology and technical assistance are recognized when the related sales are made.

#### **Valuation of Goodwill, Intangible Assets and Long-Lived Assets**

Goodwill represents the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations.

In conjunction with acquisitions of assets, we allocate the purchase price based upon the relative fair values of the assets acquired and liabilities assumed. In connection with a business combination, amounts assigned to intangible assets are based upon fair value. We regularly assess whether indefinite life intangibles and goodwill have been impaired and will adjust the carrying values of these assets whenever events or changes in circumstances indicate that some or all of the carrying value of the assets may not be recoverable. Our judgments regarding the existence of impairment indicators are based on legal factors, market conditions and operating performances of our businesses and products. Future events could cause us to conclude that impairment indicators exist and that the carrying values of our intangible assets or goodwill are impaired. Any resulting impairment loss could have a material adverse impact on our financial position and results of operations.

We evaluate the recoverability and measure the possible impairment of goodwill. The impairment test is a two-step process that begins with the estimation of the fair value of the reporting unit. The first step screens for potential impairment, and the second step measures the amount of the impairment, if any. Our estimate of fair value considers publicly available information regarding the market capitalization of the company, as well as (1) publicly available information regarding comparable publicly traded companies in the aviation industry, (2) the financial projections and future prospects of our business, including its growth opportunities and likely operational improvements, and (3) comparable sales prices, if available. As part of the first step to assess potential impairment, we compare, on a reporting unit level, our estimate of fair value for such reporting unit to the book value of the reporting unit. If the book value of any of the reporting units is greater than the estimate of its fair value, we would then proceed to the second step to measure the impairment, if any. The second step measures the amount of impairment by comparing the implied fair value of goodwill with its carrying value. Such implied fair value is determined by allocating the fair value of the reporting unit to all of the assets and liabilities of that unit as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price paid to acquire the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to its assets and liabilities is the implied fair value of goodwill. If the carrying amount of the reporting unit's goodwill is greater than its implied fair value, an impairment loss will be recognized in the amount of the excess.

We have determined September 30 of each year as the date of the annual impairment test for goodwill and other indefinite life intangible assets.

During the second quarter ended June 30, 2012, management believed that there were indicators of impairment of goodwill in its OEM of Electric Motion System reporting unit, primarily due to a decline in future forecasted sales levels and profitability margins resulting from the continued weakness in the defense industry. Accordingly, the Company performed an impairment test of goodwill, as of June 30, 2012, for this reporting unit, with the assistance of a third party valuation. Based on the results of this test, the Company determined that the entire balance of goodwill included in this reporting unit was impaired and recorded an impairment charge of \$1.0 million.

Due to management estimates of a continuing decline in sales levels in the OEM of Electric Motion Systems operating segment resulting from the weakness in the Israeli defense market, the Company reviewed indications for impairment of certain identifiable assets in this segment. Accordingly, the Company reviewed these assets for impairment by estimating their fair value based on their net selling price and comparing those values to the carrying value of the assets. As a result the Company concluded that the intangible asset 'Customer Relations' at its OEM of Electric Motion Systems operating segment in the amount of \$0.3 million was impaired on 2012.

As of December 31, 2014 and 2013, there are no goodwill or other remaining identifiable intangible assets included on the balance sheet.

#### **Investment in Company Accounted for using the Equity Method**

Investment in which the Company exercises significant influence, which is not considered subsidiary ("associate"), is accounted for the equity method, whereby the Company recognizes its proportionate share of the company's net income or loss after the date of investment. The Company reviews this investment for impairment whenever events indicate the carrying amount may not be recoverable.

On December 4, 2009, the Company, through its subsidiary Piedmont, signed an investment agreement with FAvS. According to the agreement, Piedmont was issued 288,334 shares of Class B Common stock of First Aviation Services Inc., or FAvS, representing 37% of FAvS' then share capital (total number of shares acquired is adjusted as result of a 1 for 20 reverse stock split) and \$ 750 thousand of FAvS Preferred shares (entitlement to cash dividends at an annual rate of 12% payable quarterly or to additional Preferred shares at an annual rate of 15%) in return for Piedmont's propeller and parts businesses.

On March 11, 2015, Piedmont Aviation Component Services, LLC , an indirect subsidiary of TAT, entered into an agreement to sell 237,932 shares of Class B Common Stock of FAvS representing 23.18% of FAvS' share capital and its entire holdings (16,253) of FAvS' Series A Preferred stock. The purchase price for the Class B Shares is \$8.40 per Class B Shares, for an aggregate purchase price of \$1,999, and the purchase price for the Series A Preferred stock is \$100 per Preferred Share, for an aggregate purchase price of \$1,625. The total gain from the sale of FAvS' stock is \$1,395. The company owns 5% of FAvS' after the transaction

As of December 31, 2014 and 2013, Piedmont's holding in FAvS was 28.08% and 29.36%, respectively.

#### **Income Taxes**

TAT operates within multiple taxing jurisdictions and is subject to audits in these jurisdictions. These audits can involve complex issues, which may require an extended period of time to resolve. In management's opinion, adequate provisions for income taxes have been made for all years. Although management believes that its estimates are reasonable, no assurance can be given that the final tax outcome of these issues will not be different than those that are reflected in its historical income tax provisions.

TAT uses the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on temporary differences between the financial statement and tax bases of assets and liabilities and net operating loss and credit carry forwards using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established when it is more likely than not that some portion of the deferred tax assets will not be realized. To the extent that TAT's decisions and assumptions and historical reporting are determined not to be compliant with applicable tax laws TAT may be subject to adjustments in its reported income for tax purposes as well as interest and penalties.

According to an acceptable Interpretation that prescribes a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. The Interpretation also provides guidance on derecognition of tax positions, classification on the balance sheet, interest and penalties, accounting in interim periods, disclosure and transition. In addition the Interpretation requires significant judgment in determining what constitutes an individual tax position as well as assessing the outcome of each tax position. Changes in judgment as to recognition or measurement of tax positions can materially affect the estimate of the effective tax rate and consequently, affect our operating results.

#### **Allowances for Doubtful Accounts**

TAT performs ongoing credit evaluations of its customers' financial condition and requires collateral as deemed necessary. Allowances for doubtful accounts are maintained for estimated losses resulting from the inability of TAT's customers to make payments. In judging the adequacy of the allowance for doubtful accounts, TAT considers multiple factors including the aging of receivables, historical bad debt experience and the general economic environment. Management applies considerable judgment in assessing the realization of receivables, including assessing the probability of collection and the current credit worthiness of each customer. If the financial condition of TAT's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

**Inventories**

Inventories are stated at the lower of cost or market. Cost is determined by the basis of actual cost or by the average cost method. TAT's policy for valuation of inventory and commitments to purchase inventory, including the determination of obsolete or excess inventory, requires it to perform a detailed assessment of inventory at each balance sheet date which includes a review of, among other factors, an estimate of future demand for products within specific time frames, valuation of existing inventory, as well as product lifecycle and product development plans. The business environment in which TAT operates, the wide range of products that TAT offers and the relatively short sales-cycles TAT experiences, all contribute to the exercise of judgment relating to maintaining and writing-off of inventory levels. The estimates of future demand that TAT uses in the valuation of inventory are the basis for its revenue forecast, which is also consistent with its short-term manufacturing plan. Inventory reserves are also provided to cover risks arising from non-moving items. Inventory management remains an area of management focus as TAT balances the need to maintain strategic inventory levels to ensure competitive lead times against the risk of inventory obsolescence because of changing technology and customer requirements. TAT writes down obsolete or slow moving inventory in an amount equal to the difference between the cost of inventory and the net realizable value based upon assumptions about future demand, market conditions and sale forecasts.

If actual market conditions are less favorable than TAT anticipates, additional inventory write-downs may be required.

**Held for sale classification and discontinued operations**

At December 31, 2013, held for sale assets and liabilities consisted of Bental, the OEM of Electric Motion Systems operating, and its results of operations are presented as discontinued operations in the consolidated statement of operations. Closing of the transaction was made on March 27, 2014 after receiving all required approvals for the closing.

## Key Indicators

TAT's management evaluates its performance by focusing on key performance indicators, which are revenues, sources of revenues, gross profit and operating income. These key performance indicators are primarily affected by the competitive landscape in which TAT operates and its ability to meet the challenges posed.

The following table presents, for the periods indicated, information concerning TAT's results of operations:

	Year Ended December 31		
	2014	2013	2012
	(in thousands)		
<b>Revenues</b>			
OEM of Heat Management Solutions	\$ 28,185	\$ 31,138	\$ 31,032
Heat Transfer Services and Products	30,350	29,907	27,709
MRO services for Aviation Components	27,734	22,429	22,442
Eliminations	(5,543)	(3,923)	(3,268)
Total revenues	80,726	79,551	77,915
<b>Cost of revenues</b>			
OEM of Heat Management Solutions	23,249	24,141	23,105
Heat Transfer Services and Products	22,205	21,600	19,671
MRO services for Aviation Components	23,502	19,224	19,044
Eliminations	(5,330)	(4,086)	(3,281)
Total cost of revenues	63,626	60,879	58,539
Research and development costs, net	1,070	713	995
Selling and marketing	3,203	3,150	2,899
General and administrative	9,019	9,512	10,110
Other income	(11)	(20)	(13)
Operating income from continuing operations	3,819	5,317	5,385
Financial expense, net	(1,294)	(50)	(106)
Gain from dilution of interests in affiliated company	-	-	-
Income from continuing operations before taxes on income	2,525	5,267	5,279
Taxes on income	1,360	1,041	2,090
Net income from continuing operations after taxes on income	1,165	4,226	3,189
Share in results of affiliated company and impairment of share in affiliated company	267	1,025	(3,756)
Net income (loss) from continuing operations	1,432	5,251	(567)
Net loss from discontinued operations, net of tax		(2,429)	(1,147)
Net income (loss) attributable to TAT Technologies Ltd. shareholders	\$ 1,432	\$ 2,822	\$ (1,714)



The following table presents, for the periods indicated, information concerning TAT's results of operations as a percentage of revenues:

	Year Ended December 31,		
	2014	2013	2012
<b>Revenues</b>			
OEM of Heat Management Solutions	34.9%	39.1%	39.8%
Heat Transfer Services and Products	37.6	37.6	35.6
MRO services for Aviation Components	34.4	28.2	28.8
Eliminations	(6.9)	(4.9)	(4.2)
Total revenues	100.0	100.0	100.0
<b>Cost of revenues</b>			
OEM of Heat Management Solutions	28.8	30.3	29.7
Heat Transfer Services and Products	27.5	27.2	25.2
MRO services for Aviation Components	29.1	24.2	24.4
Write down of inventory and impairment charges of long lived assets	-	*	*
Eliminations	(6.6)	(5.1)	(4.2)
Cost of revenues	78.8	76.5	75.1
Research and development costs, net	1.3	0.9	1.3
Selling and marketing	4.0	4.0	3.7
General and administrative	11.2	12.0	13.0
Other income	*	-	-
Operating income (loss) from continuing operations	4.7	6.7	6.9
Financial expense, net	(1.6)	(0.1)	(0.1)
Gain from dilution of interests in affiliated company	-	-	-
Income (loss) from continuing operations before taxes on income	3.1	6.6	6.8
Taxes on income (tax benefit)	1.6	1.4	2.7
Net income (loss) from continuing operations after taxes on income	1.5	5.2	4.1
Share in results of affiliated company and impairment of share in affiliated company	*	1.3	(4.8)
Net income (loss) from continuing operations	1.8	6.5	*
Net loss from discontinued operations, net of tax	-	(3.0)	(1.5)
Net income (loss) attributable to TAT Technologies' Shareholders	1.8%	3.5%	(2.2)%

\* Less than one percent.

***Year ended December 31, 2014 compared with Year ended December 31, 2013***

*Revenues.* Total revenues were \$80.7 million for the twelve months ended December 31, 2014, compared to \$79.5 million for the twelve months ended December 31, 2013, an increase of 1.5%. This reflects (i) the decrease in revenues in the OEM of Heat Management Solutions segment; (ii) the increase in revenues in the Heat Transfer Services and Products segment; and (iii) the increase in revenues in the MRO Services for Aviation Components segment.

*Revenues from OEM of Heat Management Solutions.* Revenues from OEM of Heat Management Solutions operating segment decreased to \$28.2 million for the year ended December 31, 2014 from \$31.0 million for the year ended December 31, 2013, an decrease of 9.5%.

*Revenues from Heat Transfer Services and Products.* Revenues from Heat Transfer Services and Products operating segment increased to \$30.4 million for the year ended December 31, 2014, from \$29.9 million for the year ended December 31, 2013, an increase of 1.5%.

*Revenues from MRO services for Aviation Components.* Revenues from MRO services for Aviation Components operating segment increased to \$27.7 million for the year ended December 31, 2014, from \$22.4 million for the year ended December 31, 2013. The increase was attributable to increased sales both to existing and new customers.

*Cost of revenues. Cost of revenues was \$63.6 million for the twelve months ended December 31, 2014, compared to the \$60.9 million for the twelve months ended December 31, 2013, an increase of 4.5%. This reflects (i) the decrease in revenues in the OEM of Heat Management Solutions segment; (ii) the increase in revenues in the Heat Transfer Services and Products segment; and (iii) the increase in revenues in the MRO Services for Aviation Components segment, which is primarily attributable to the increase in material cost associated with the increase in revenues*

*Cost of revenues as a percentage of revenues was 78.8% for the twelve months ended December 31, 2014, compared to 76.5% for the twelve months ended December 31, 2013. This is primarily attributable to product mix with lower margin products sold during 2014 in the OEM of Heat Management Solutions, in the Heat Transfer Services and Products and in the MRO Services for Aviation operating segments.*

*Cost of revenues for OEM of Heat Management Solutions. Cost of revenues for OEM of Heat Management Solutions operating segment increased to \$23.2 million for the year ended December 31, 2014, from \$24.1 million for the year ended December 31, 2013, an decrease of 3.7%. This decrease is primarily attributable to the decrease in revenues in 2014.*

*Cost of revenues as a percentage of revenues in this segment increased to 82.5% in the year ended December 31, 2014, from 77.5% for the year ended December 31, 2013. Primarily as a result of product mix with lower margin products sold during year 2014 along with higher rate of fixed production costs in 2014 compared with 2013.*

*Cost of revenues for Heat Transfer Services and Products. Cost of revenues for Heat Transfer Services and Products operating segment increased to \$22.2 million for the year ended December 31, 2014 from \$21.6 million for the year ended December 31, 2013, an increase of 2.8%. This increase is primarily attributable to the increase in material cost associated with the increase in revenues in 2014.*

*Cost of revenues as a percentage of revenues in this segment increased to 73.2% in the year ended December 31, 2014 from 72.2% for the year ended December 31, 2013, primarily as a result of product mix with lower margins sold during year 2014.*

*Cost of revenues for MRO services for Aviation Components.* Cost of revenues for MRO services for Aviation Components operating segment increased to \$23.5 million for the year ended December 31, 2014 from \$19.2 million for the year ended December 31, 2013, an increase of 22.3%.

Cost of revenues as a percentage of revenues in this segment decreased to 84.7% in the year ended December 31, 2014 from 85.7% for the year ended December 31, 2013, primarily as a result of product mix with higher margin products sold during year 2014.

*Research and development, net.* Research and Development expenses were \$1.1 million for the twelve months ended December 31, 2014, compared to \$0.7 million for the twelve months ended December 31, 2013, an increase of 50.1%, and are related to new products and technologies within the OEM of Heat Management Solutions and the Heat Transfer Services and Products operating segments.

Research and Development expenses as a percentage of revenues were 1.3% for the twelve months ended December 31, 2014 compared to 0.9% for the twelve months ended December 31, 2013. TAT expects to invest additional resources in research and development activities, and accordingly will continue to incur and record additional research and development expenses in coming years.

*Selling and marketing.* Selling and marketing expenses were \$3.2 million for the twelve months ended December 31, 2014, compared to \$3.1 million for the twelve months ended December 31, 2013, an increase of 1.7%. This was impacted by the increased expenses in the Heat Transfer Services and Products segment, primarily attributable to increased commissions costs.

Selling and marketing expenses as a percentage of revenues were 4.0% for the twelve months ended December 31, 2014, similar to 4.0% for the twelve months ended December 31, 2013. TAT expects to invest additional resources in selling and marketing activities in coming years.

*General and administrative.* General and administrative expenses were \$9.0 million for the twelve months ended December 31, 2014, compared to \$9.5 million for the twelve months ended December 31, 2013, a decrease of 5.2%. The decrease in general and administrative expenses was impacted by the decrease in general and administrative expenses in the OEM of Heat Management Solutions operating segment, primarily attributable to the decrease in bonuses.

General and administrative expenses as a percentage of revenues were 11.2% for the twelve months ended December 31, 2014, compared to 12.0% for the twelve months ended December 31, 2013.

*Operating income from continuing operations.* For the twelve months ended December 31, 2014, TAT reported operating income of \$3.8 million compared to operating income of \$5.3 million for the twelve months ended December 31, 2013, a decrease of 28.3%. The decrease in operating income is attributable to (i) the decrease in operating income in the OEM of Heat Management Solutions operating segment; (ii) partially offset by (ii) the increase in operating income in the *MRO Services for Aviation operating segments*.

*Financial expenses.* Financial expenses for the twelve months ended December 31, 2014 were \$2.5 million, compared to \$0.9 for the twelve months ended December 31, 2013. Financial expenses during the twelve months ended December 31, 2014 primarily resulted from losses on Forward transactions which the company entered in order to minimize its currency risk from expenses paid in NIS, changes in exchange rates between the U.S. dollar and the Israeli Shekel, bank fees and interest payments on long-term loans.

*Financial income.* Financial income for the twelve months ended December 31, 2014 was \$1.2 million, compared to \$0.9 million for the twelve months ended December 31, 2013. Financial income during the twelve month period ended on December 31, 2014 primarily resulted from changes in exchange rates between the U.S. dollar and the Israeli Shekel, interest received from the Israeli tax authorities for excess payments made in previous years and from interest received on short-term investments.

*Taxes on income.* Taxes on income for the twelve months ended December 31, 2014, amounted to \$1.4 million, compared to \$1.0 million for the twelve months ended December 31, 2013. Taxes on income for the twelve months ended December 31, 2014, were impacted by tax expenses recorded in the *MRO Services for Aviation operating segments*.

*Share in Results of affiliated company.* TAT recognized income of \$0.3 million from its approximately 28% interest in FAvS' results for the twelve months ended December 31, 2014 compared to an income of \$1.1 million for the twelve months ended December 31, 2013.

*Net income from continuing operations.* TAT recognized net income from continuing operations of \$1.4 million for the twelve months ended December 31, 2014 compared to net income of \$5.3 million for the twelve months ended December 31, 2013

*Net loss from discontinued operations.* For the twelve months ended December 31, 2013, TAT recognized an impairment of \$3.3 million attributable to the sale of our entire interest in Bental, the OEM of Electric Motion Systems (out of which \$2.3 million attributed to controlling interest), as mentioned above.

*Net income (loss) from continuing operations attributable to controlling interest.* TAT recognized net income of \$1.4 million for the twelve months ended December 31, 2014 compared to net loss of \$2.8 million for the twelve months ended December 31, 2013.

***Year ended December 31, 2013 compared with Year ended December 31, 2012***

**Revenues.** Total revenues were \$79.6 million for the twelve months ended December 31, 2013, compared to \$77.9 million for the twelve months ended December 31, 2012, an increase of 2.1%. This reflects (i) the increase in revenues in the OEM of Heat Management Solutions segment; (ii) the increase in revenues in the Heat Transfer Services and Products segment; and (iii) similar revenues in the MRO Services for Aviation Components segment.

**Revenues from OEM of Heat Management Solutions.** Revenues from OEM of Heat Management Solutions operating segment increased to \$31.1 million for the year ended December 31, 2013 from \$31.0 million for the year ended December 31, 2012, an increase of 0.3%.

**Revenues from Heat Transfer Services and Products.** Revenues from Heat Transfer Services and Products operating segment increased to \$29.9 million for the year ended December 31, 2013, from \$27.7 million for the year ended December 31, 2012, an increase of 7.9%.

**Revenues from MRO services for Aviation Components.** Revenues from MRO services for Aviation Components operating segment were \$22.4 million for the year ended December 31, 2013, similar to \$22.4 million for the year ended December 31, 2012.

The increase was attributable to increased sales both to existing and new customers.

**Cost of revenues.** Cost of revenues was \$60.9 million for the twelve months ended December 31, 2013, compared to the \$58.5 million for the twelve months ended December 31, 2012, an increase of 4.0%. This reflects the increase in cost of revenues in all our operating segments - the OEM of Heat Management Solutions, the Heat Transfer Services and Products and in the MRO Services for Aviation Components operating segments, which is primarily attributable to the increase in material cost associated with the increase in revenues.

Cost of revenues as a percentage of revenues was 76.5% for the twelve months ended December 31, 2013, compared to 75.1% for the twelve months ended December 31, 2012. This is primarily attributable to product mix with lower margin products sold during 2013 in the OEM of Heat Management Solutions, in the Heat Transfer Services and Products and in the MRO Services for Aviation operating segments.

*Cost of revenues for OEM of Heat Management Solutions.* Cost of revenues for OEM of Heat Management Solutions operating segment increased to \$24.1 million for the year ended December 31, 2013, from \$23.1 million for the year ended December 31, 2012, an increase of 4.5%. This increase is primarily attributable to the increase in material cost associated with the increase in revenues in 2013.

Cost of revenues as a percentage of revenues in this segment increased to 77.5% in the year ended December 31, 2013, from 74.5% for the year ended December 31, 2012. Primarily as a result of product mix with lower margin products sold during year 2013 along with higher rate of fixed production costs in 2013 compared with 2012.

*Cost of revenues for Heat Transfer Services and Products.* Cost of revenues for Heat Transfer Services and Products operating segment increased to \$21.6 million for the year ended December 31, 2013 from \$19.7 million for the year ended December 31, 2012, an increase of 9.8%. This increase is primarily attributable to the increase in material cost associated with the increase in revenues in 2013.

Cost of revenues as a percentage of revenues in this segment increased to 72.2% in the year ended December 31, 2013 from 71.0% for the year ended December 31, 2012, primarily as a result of product mix with lower margins sold during year 2013.

*Cost of revenues for MRO services for Aviation Components.* Cost of revenues for MRO services for Aviation Components operating segment increased to \$19.2 million for the year ended December 31, 2013 from \$19.0 million for the year ended December 31, 2012, an increase of 0.9%.

Cost of revenues as a percentage of revenues in this segment increased to 85.7% in the year ended December 31, 2013 from 84.9% for the year ended December 31, 2012, primarily as a result of product mix with lower margin products sold during year 2013.

*Research and development, net.* Research and Development expenses were \$0.7 million for the twelve months ended December 31, 2013, compared to \$1.0 million for the twelve months ended December 31, 2012, a decrease of 28.3%, and are related to new products and technologies within the OEM of Heat Management Solutions and the Heat Transfer Services and Products operating segments.

Research and Development expenses as a percentage of revenues were 0.9% for the twelve months ended December 31, 2013 compared to 1.3% for the twelve months ended December 31, 2012. TAT expects to invest additional resources in research and development activities, and accordingly will continue to incur and record additional research and development expenses in coming years.



*Selling and marketing.* Selling and marketing expenses were \$3.1 million for the twelve months ended December 31, 2013, compared to \$2.9 million for the twelve months ended December 31, 2012, an increase of 8.7%. This was impacted by (i) the increased expenses in the OEM of Heat Management Solutions operating segment, primarily attributable to increased agents' commissions; and (ii) the increased expenses in the Heat Transfer Services and Products and in the MRO Services for Aviation Components operating segments, primarily attributable to increased payroll costs.

Selling and marketing expenses as a percentage of revenues were 4.0% for the twelve months ended December 31, 2013, similar to 3.7% for the twelve months ended December 31, 2012. TAT expects to continue to invest additional resources in selling and marketing activities in coming years.

*General and administrative.* General and administrative expenses were \$9.5 million for the twelve months ended December 31, 2013, compared to \$10.1 million for the twelve months ended December 31, 2012, a decrease of 5.9%. The decrease in general and administrative expenses was impacted by (i) the decrease in general and administrative expenses in the OEM of Heat Management Solutions operating segment, primarily attributable to the decrease in management fees to our previously controlling shareholder and professional services expenses; (ii) the decrease in general and administrative expenses in the Heat Transfer Services and the Products operating segment, primarily attributable to the decrease in payroll costs; and (iii) the decrease in general and administrative expenses in the MRO Services for Aviation Components operating segments, primarily attributable to the decrease in payroll costs and a provision recorded for doubtful debt in the first quarter of 2012.

General and administrative expenses as a percentage of revenues were 12.0% for the twelve months ended December 31, 2013, compared to 13.0% for the twelve months ended December 31, 2012.

*Operating income from continuing operations.* For the twelve months ended December 31, 2013, TAT reported operating income of \$5.3 million compared to operating income of \$5.4 million for the twelve months ended December 31, 2012, a decrease of 1.3%. The decrease in operating income is attributable to (i) the decrease in operating income in the OEM of Heat Management Solutions operating segment; (ii) the increase in operating loss in the MRO Services for Aviation Components operating segment; partially offset by (iii) the increase in operating income in the Heat Transfer Services and the Products operating segment.

*Financial expenses.* Financial expenses for the twelve months ended December 31, 2013 were \$0.9 million, compared to \$2.1 for the twelve months ended December 31, 2012. Financial expenses during the twelve months ended December 31, 2013 primarily resulted from changes in exchange rates between the U.S. dollar and the Israeli Shekel, bank fees and interest payments on long-term loans.

*Financial income.* Financial income for the twelve months ended December 31, 2013 was \$0.9 million, compared to \$2.0 million for the twelve months ended December 31, 2012. Financial income during the twelve month period ended on December 31, 2013 primarily resulted from changes in exchange rates between the U.S. dollar and the Israeli Shekel, interest received from the Israeli tax authorities for excess payments made in previous years and from interest received on short-term investments.

*Taxes on income.* Taxes on income for the twelve months ended December 31, 2013, amounted to \$1.0 million, compared to \$2.1 million for the twelve months ended December 31, 2012. Taxes on income for the twelve months ended December 31, 2013, were impacted by (i) tax benefit recorded in the OEM of Heat Management solutions operating segment, primarily attributable to previous years assessment; (ii) the increase in pre-tax loss in the MRO Services for Aviation Components operating segment; and (iii) similar taxes on income in the Heat Transfer Services and Products operating segment.

*Share in Results of affiliated company.* TAT recognized income of \$1.1 million from its approximately 30% interest in FAvS' results for the twelve months ended December 31, 2013 compared to a loss of \$0.45 million for the twelve months ended December 31, 2012.

*Impairment of share in affiliated company.* During the twelve months ended December 31, 2012 TAT recognized an impairment of \$3.3 million with respect to its approximately 30% interest in FAvS. This was based on an impairment test performed by the Company, with the assistance of an independent appraisal.

*Net income from continuing operations.* TAT recognized net income from continuing operations of \$5.2 million for the twelve months ended December 31, 2013 compared to net income of \$2.7 million for the twelve months ended December 31, 2012 (excluding \$3.3 million impairment charge recorded in the second quarter of 2012, with respect to TAT's investment in FAvS), which reflects an increase of 92% in 2013.

*Net loss from discontinued operations.* For the twelve months ended December 31, 2013, TAT recognized an impairment of \$3.3 million attributable to the sale of our entire interest in Bental, the OEM of Electric Motion Systems (out of which \$2.3 million attributed to controlling interest), as mentioned above. In addition, we recognized a net loss from discontinued operations of \$0.1 million (after tax), compared to a net loss from discontinued operations of \$1.1 million (after tax) for the twelve months ended December 31, 2012, attributable to our 70% held Bental subsidiary (see Item 8 – Significant Changes, with respect to the sale of TAT's holdings in Bental Industries Ltd.).

*Net income (loss) from continuing operations attributable to controlling interest.* TAT recognized net income of \$2.8 million for the twelve months ended December 31, 2013 compared to net loss of \$1.7 million for the twelve months ended December 31, 2012.

## Quarterly Results of Operations

The following table presents the unaudited consolidated statements of operations data for each of the eight fiscal quarters ended December 31, 2014, in dollars and as a percentage of revenues. In the opinion of TAT's management, this unaudited information has been prepared on the same basis as TAT's audited consolidated financial statements and includes all adjustments, consisting only of normal recurring adjustments, necessary for fair statement of the unaudited information for the quarters presented. The results of operations for any quarter are not necessarily indicative of results that TAT might achieve for any subsequent periods.

	Three months ended							
	2014				2013			
	Dec. 31,	Sept. 30,	June 30,	Mar. 31,	Dec. 31,	Sept. 30,	June 30,	Mar. 31,
	(\$ in thousands)							
Revenues	\$ 21,385	\$ 20,324	\$ 20,600	\$ 18,417	\$ 21,196	\$ 18,957	\$ 19,819	\$ 19,579
Cost of revenues	16,001	16,369	16,467	14,789	16,406	14,888	14,982	14,603
Gross profit (loss)	5,384	3,955	4,133	3,628	4,790	4,069	4,837	4,976
Research and Development, net	185	324	306	255	108	177	204	224
Selling and marketing	788	776	889	750	816	768	800	766
General and administrative	2,248	2,216	2,279	2,276	2,555	2,205	2,439	2,313
Other income	-	(4)	-	(7)	(7)	-	(6)	(7)
Operating income from continuing operations	2,163	643	659	354	1,321	919	1,400	1,680
Financial income (expenses), net	(511)	(812)	18	11	(57)	(26)	17	16
Income from continuing operations before taxes on income	1,652	(169)	677	365	1,264	893	1,417	1,696
Taxes on income (tax benefit)	550	315	398	97	(140)	245	453	483
Share in results of affiliated company and impairment of share in affiliated company	45	48	32	142	(91)	18	187	911
Net income (loss) from continuing operations	1,147	(436)	311	410	1,310	666	1,151	2,124
Net income (loss) from discontinued operations, net of tax	-	-	-	-	(2,006)	119	(126)	(416)
Net income (loss) attributable to TAT Technologies' Shareholders	\$ 1,147	\$ (436)	\$ 311	\$ 410	\$ (696)	\$ 785	\$ 1,025	\$ 1,708
Revenues	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Cost of revenues	74.8	80.5	79.9	80.3	77.4	78.5	75.6	74.6
Gross profit (loss)	25.2	19.5	20.1	19.7	22.6	21.5	24.4	25.4
Research and Development, net	0.9	1.6	1.5	1.4	0.5	0.9	1.0	1.1
Selling and marketing	3.7	3.8	4.3	4.1	3.8	4.1	4.0	3.9
General and administrative	10.5	10.9	11.1	12.4	12.1	11.6	12.4	11.8
Other income	-	*	-	*	-	*	*	*
Operating income (loss) from continuing operations	10.1	3.2	3.2	1.9	6.2	4.9	7.0	8.6
Financial income (expenses), net	(2.4)	(4.0)	0.1	0.1	(0.2)	(0.1)	0.1	0.1
Income (loss) from continuing operations before taxes on income	7.7	(0.8)	3.3	2.0	6.0	4.8	7.1	8.7
Taxes on income (tax benefit)	2.6	1.5	1.9	0.5	(0.2)	1.3	2.2	2.5
Share in results of affiliated company and impairment of share in affiliated company	0.2	0.2	0.2	0.8	(0.4)	0.1	0.9	4.6
Net income (loss) from continuing operations	5.4	(2.1)	1.5	2.2	6.2	3.5	5.8	10.8
Net income (loss) from discontinued operations, net of tax	-	-	-	-	(9.5)	0.6	(0.6)	(2.1)
Net income (loss) attributable to TAT Technologies' Shareholders	5.4%	(2.1)%	1.5%	2.2%	(3.3)%	4.1%	5.2%	8.7%

\* Less than 0.1%

TAT expects its operating results may fluctuate in the future as a result of various factors, many of which are outside of TAT's control, including the timing of orders, the provision of services and deliveries. Consequently, TAT believes that period-to-period comparisons of its operating results may not necessarily be meaningful, and as a result, you should not rely on them as an indication of future performance.

#### **Seasonality**

In the OEM industry in general and in TAT's OEM businesses in particular, the majority of customers operate based on annual budgets and tend to utilize during the fiscal fourth quarter the remaining balance of any un-used budgets. This trend is more typical with customers from the defense industry. Accordingly, TAT is more likely to generate increased revenues in the OEM businesses (such as TAT's OEM of Heat Management Solutions) during the fiscal fourth quarter. The aviation industry is known for its highest traffic in the third quarter, primarily attributable to summer vacations. As a result, during the fiscal third quarter, airlines tend to postpone, to the extent possible, maintenance and repair of their aircraft to minimize aircraft grounding. Accordingly, TAT is more likely to notice decreased revenues in the MRO businesses (such as TAT's MRO for Aviation Components and Heat Transfer Services and Products) during the fiscal third quarter with recovery during subsequent quarters.

### **Conditions in Israel**

TAT is incorporated under the laws of the State of Israel, and its principal executive offices and manufacturing and research and development facilities are located in the State of Israel. See “RISK FACTORS” for a description of governmental, economic, fiscal, monetary or political policies or factors that have materially affected or could materially affect TAT’s operations.

### **Trade Relations**

Israel is a member of the United Nations, the International Monetary Fund, the International Bank for Reconstruction and Development and the International Finance Corporation. Israel is a member of the World Trade Organization and is a signatory to the General Agreement on Tariffs and Trade. In addition, Israel has been granted preferences under the Generalized System of Preferences from the United States, Australia, Canada and Japan. These preferences allow Israel to export the products covered by such programs either duty-free or at reduced tariffs.

Israel and the European Union Community, known now as the “European Union,” concluded a Free Trade Agreement in July 1975 that confers some advantages with respect to Israeli exports to most European countries and obligates Israel to lower its tariffs with respect to imports from these countries over a number of years. In 1985, Israel and the United States entered into an agreement to establish a Free Trade Area. The Free Trade Area has eliminated all tariff and some non-tariff barriers on most trade between the two countries. On January 1, 1993, an agreement between Israel and the European Free Trade Association, known as the “EFTA,” established a free-trade zone between Israel and the EFTA nations. In November 1995, Israel entered into a new agreement with the European Union, which includes a redefinition of rules of origin and other improvements, such as allowing Israel to become a member of the Research and Technology programs of the European Union. In recent years, Israel has established commercial and trade relations with a number of other nations, including Russia, China, India, Turkey and other nations in Eastern Europe and the Asia-Pacific region.

#### **Impact of Currency Fluctuation and of Inflation**

TAT reports its financial results in dollars and receives payment primarily in dollars or dollar-linked NIS for all of its sales while it incurs a portion of its expenses, principally salaries and related personnel expenses in Israel, in NIS. Additionally, certain assets, as well as a portion of its liabilities, are denominated in NIS. Therefore, the dollar cost of its operations is influenced by the extent to which any inflation in Israel is offset on a lagging basis, or is not offset by the devaluation of the NIS in relation to the U.S. dollar. When the rate of inflation in Israel exceeds the rate of devaluation of the NIS against the U.S. dollar, the dollar cost of operations in Israel increases. If the dollar cost of operations in Israel increases, its dollar-measured results of operations will be adversely affected. TAT cannot assure you that TAT will not be materially and adversely affected in the future if inflation in Israel exceeds the devaluation of the NIS against the dollar or if the timing of the devaluation lags behind inflation in Israel.

The following table presents information about the rate of inflation in Israel, the rate of devaluation (appreciation) of the NIS against the U.S. dollar, and the rate of inflation of Israel adjusted for the devaluation:

<b>Year ended December 31,</b>	<b>Israeli inflation rate%</b>	<b>NIS appreciation (devaluation) to the US dollar rate%</b>	<b>Israeli inflation adjusted for appreciation (devaluation) %</b>
2003	(1.9)	7.6	5.7
2004	1.2	1.6	2.8
2005	2.4	(6.8)	(4.4)
2006	(0.1)	8.2	8.1
2007	3.4	9.0	12.4
2008	3.8	1.1	4.9
2009	3.9	0.7	4.6
2010	2.7	6.4	9.1
2011	2.2	(7.7)	(5.5)
2012	1.4	2.3	3.7
2013	2.0	7.5	9.5
2014	(0.2)	12	11.8

A devaluation of the NIS in relation to the U.S. dollar has the effect of reducing the U.S. dollar amount of any of its expenses or liabilities which are payable in NIS, unless these expenses or payables are linked to the U.S. dollar. This devaluation also has the effect of decreasing the U.S. dollar value of any asset which consists of NIS or receivables payable in NIS, unless the receivables are linked to the U.S. dollar. Conversely, any increase in the value of the NIS in relation to the U.S. dollar has the effect of increasing the U.S. dollar value of any unlinked NIS assets and the U.S. dollar amounts of any unlinked NIS liabilities and expenses. During the 2012 the NIS appreciated against the U.S. dollar by 2.3%. Such trend was continued through the end of 2013, during which the NIS appreciated by additional 7.5% by the end of 2013. Such trend was continued through the middle of 2014, during which the NIS appreciated by additional 2%. From the middle of 2014 the NIS depreciated by 14% by the end of 2014. Through March 22, 2015 exchange rates between the NIS and the U.S. dollar have not changed materially.

Because exchange rates between the NIS and the dollar fluctuate continuously, exchange rate fluctuations and especially larger periodic devaluations will have an impact on TAT's profitability and period-to-period comparisons of its results. The effects of foreign currency re-measurements are reported in TAT's consolidated financial statements in current operations. TAT cannot assure you that in the future its results of operations may not be materially adversely affected by currency fluctuations.



## Corporate Tax Rate

Israeli companies are generally subject to income tax on their taxable income. The applicable rate for 2011 was 24% and was due to further gradually reduce to 18% in 2016 and thereafter. Nevertheless, on December 5, 2011, the Knesset (Israel's Parliament) passed a law for changing the tax burden (Legislative Amendments), which canceled, among others, the gradual reduction in the corporate tax rates in Israel. In addition, the corporate tax in Israel increased to 25% starting in 2012. In August 2013, the Israeli Knesset approved an increase in the corporate tax rate to 26.5% for 2014 and thereafter.

However, the rate is effectively reduced for income derived from an approved enterprise and beneficiary enterprise. Until December 31, 2010, TAT has elected to participate in the alternative package of tax benefits for its current approved enterprise and beneficiary enterprise under the Law for the Encouragement of Capital Investments, 1959, as amended. Pursuant to such law, the income derived from those enterprises was exempt from Israeli corporate tax for a specified benefit period (except to the extent that dividends are distributed during the tax-exemption period other than upon liquidation) and subject to reduced corporate tax rates for an additional period.

Additional amendments to the Approved Enterprise Law became effective in January 2011 (the "2011 Amendment"). Under the 2011 Amendment, income derived by 'Preferred Companies' from 'Preferred Enterprises' (both as defined in the 2011 Amendment) would be subject to a uniform reduced tax rate of corporate tax as opposed to the current incentives that are limited to income from Approved or Benefiting Enterprises during their benefits period. According to the 2011 Amendment, the uniform tax rate on such income, referred to as 'Preferred Income', would be 10% in areas in Israel that are designated as Development Zone A and 15% elsewhere in Israel during 2011-2012, 7% and 12.5%, respectively, in 2013-2014, and 6% and 12%, respectively, thereafter. Income derived by a Preferred Company from a 'Special Preferred Enterprise' (as defined in the Approved Enterprise) would enjoy further reduced tax rates for a period of ten years of 5% in Zone A and 8% elsewhere. As with dividends distributed from taxable income derived from an Approved Enterprise or Benefiting Enterprise during the applicable benefits period, dividends distributed from Preferred Income would be subject to a 15% tax (or lower, if so provided under an applicable tax treaty), which would generally be withheld by the distributing company. While the Company may incur additional tax liability in the event of distribution of dividends from tax exempt income generated from its Approved and Benefiting Enterprises, no additional tax liability will be incurred by the Company in the event of distribution of dividends from income taxed in accordance with the 2011 Amendment.

Under the transitional provisions of the 2011 Amendment, the Company elected to irrevocably implement the 2011 Amendment with respect to its existing Approved and Benefiting Enterprises while waiving benefits provided under the legislation prior to the 2011 Amendment.

Under a recent amendment, announced in August 2013, beginning in 2014, dividends paid out of income attributed to a Preferred Enterprise will be subject to a withholding tax rate of 20% (instead of 15%). In addition, tax rates under the Preferred Enterprise were also raised effective as of January 1, 2014 to 9% in Zone A and 16% elsewhere (instead of the 6% and 12%, respectively).

Certain investment income derived by TAT from investments may not be regarded by the Israeli tax authorities as income from TAT's approved and beneficiary enterprises and consequently may be taxed at the regular statutory rate in Israel.

Certain of TAT's subsidiaries operate in and are subject to the tax laws of various other jurisdictions, primarily the United States. TAT's U.S. subsidiaries are taxed based on federal and state tax laws. The statutory tax of TAT's U.S. subsidiaries was 38% in the years ended December 31, 2014, 2013 and 2012, respectively.

#### **Recently Issued Accounting Standards**

In May 2014, the Financial Accounting Standards Board of the United States (the "FASB") issued guidance related to revenue from contracts with customers. Under this guidance, revenue is recognized when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. The updated standard will replace most existing revenue recognition guidance under GAAP when it becomes effective and permits the use of either the retrospective or cumulative effect transition method. Early adoption is not permitted. The updated standard will be effective for the Company in the first quarter of 2017. The Company has not yet selected a transition method and is currently evaluating the effect that the updated standard will have on its consolidated financial statements and related disclosures.

In August 2014, the FASB issued amended guidance related to disclosure of uncertainties about an entity's ability to continue as a going concern. The new guidance requires management to evaluate whether there is substantial doubt about the entity's ability to continue as a going concern and, as necessary, to provide related footnote disclosures. The guidance has an effective date of December 31, 2016. The Company believes that the adoption of this new standard will not have a material impact on its consolidated financial statements.

#### **Liquidity and Capital Resources**

As of December 31, 2014, TAT had cash and cash equivalents and short-term bank deposits of \$28 million, compared with cash and cash equivalents of \$29.9 million (excluding held for sale assets) as of December 31, 2013. Financial assets, net of debt were \$28 million - in December 31, 2014 compared to \$29 million (excluding held for sale assets) in December 31, 2013.

With respect to a loan balance in the total amount of \$6.25 million received by TAT from an Israeli bank, in September 2011, TAT reached an agreement with the bank to adjust certain financial covenants related to said loans. Accordingly, as of December 31, 2013 and 2012 the Company met all financial covenants related to such loans. From 2011 to 2012 the Company prepaid a total amount of \$3.78 million on account of the principal of such loan. On May 1, 2013, the Company made a payment of additional \$1.59 million, in accordance with its payment schedule of the loan, following which its remaining balance is approximately \$0.88 million. As of December 31, 2014 the Company paid all of the remaining balance.

Capital expenditures for the years ended December 31, 2014, 2013 and 2012 were approximately \$3 million, \$2.2 million and \$2.1 million, respectively. These capital expenditures were principally for the purchase of equipment for the OEM and MRO facilities. TAT funded these expenditures from cash flows from operations and also from financing activities. TAT expects that its available cash and cash equivalents and cash flow that will be generated from operations will be sufficient to enable it to fund its capital expenditures.

TAT believes that anticipated cash flow from operations and its current cash balances will be sufficient to meet its cash requirements for at least 12 months. TAT's future capital requirements will depend on many factors, including its rate of revenue growth, the expansion of its selling and marketing activities, costs associated with expansion into new markets and the timing of the introduction of new products and services.

TAT's Israeli operations are profitable and expected to continue to be profitable. Accordingly there are no liquidity constraints that require the distribution of retained earnings from TAT's U.S. subsidiaries.

#### Cash Flows

The following table summarizes TAT's cash flows for the periods presented:

	Year Ended December 31,		
	(in thousands)		
	2014	2013	2012
Net cash provided by (used in) operating activities	\$ (1,458)	\$ 7,203	\$ 5,892
Net cash provided by (used in) investing activities	4,624	70	(9,707)
Net cash used in financing activities	(2,909)	(2,936)	(7,261)
Net cash provided by discontinued operations	-	514	1,633
Net increase (decrease) in cash and cash equivalents	257	4,851	(9,443)
Cash and cash equivalents at beginning of the year	22,637	17,786	27,229
Cash and cash equivalents at end of the year	22,894	22,637	17,786
Less – Cash and cash equivalents of discontinued operations at end of year	-	2,823	2,309
Cash and cash equivalents of continuing operations at end of year	\$ 22,894	\$ 19,814	\$ 15,477

The net cash provided by (used in) operating activities for the year ended December 31, 2014 amounted to approximately \$(1.5) million, compared to \$7.2 million for the year ended December 31, 2013 and \$5.9 for the year ended December 31, 2012.

Net cash used in operating activities for the year ended December 31, 2014 was principally derived from \$1.4 million of net income from continuing operations and from the following adjustments for the following non-cash line items: an upwards adjustment of \$2.1 million for depreciation and amortization; an upwards adjustment of \$2.7 million for decrease in accounts receivable; and an upwards adjustment of \$1.2 million for decrease in net deferred income tax asset. This was offset with a downward adjustment of \$0.3 million for share in results of affiliated company; an downward adjustment of \$6 million for increase inventories; an downward adjustment of \$0.5 million for decrease in liability in respect of employee rights upon retirement; an downward adjustment of \$0.8 million for increase in other accounts receivable, prepaid expenses and funds in respect of employee rights upon retirement; a downward adjustment of \$0.5 million for decrease in accounts payable and a downward adjustment of \$0.7 million for decrease in other accounts payable and accrued expenses.

Net cash provided by operating activities for the year ended December 31, 2013 was principally derived from \$5.3 million of net income from continuing operations and from the following adjustments for the following non-cash line items: an upwards adjustment of \$1.9 million for depreciation and amortization; an upwards adjustment of \$1.2 million for decrease in other accounts receivable, prepaid expenses and funds in respect of employee rights upon retirement; an upwards adjustment of \$0.7 million for decrease inventories; an upwards adjustment of \$0.3 million for increase in liability in respect of employee rights upon retirement and an upwards adjustment of \$0.1 million for decrease in net deferred income tax asset. This was offset with a downward adjustment of \$1.0 million for share in results of affiliated company; a downward adjustment of \$1.2 million for increase in accounts receivable; a downward adjustment of \$0.4 million for decrease in other accounts payable and accrued expenses and a downward adjustment of \$0.3 million for decrease in other accounts payable and accrued expenses.

Net cash provided by operating activities for the year ended December 31, 2012 was principally derived from \$0.6 million of net loss from continuing operations and from the following adjustments for the following non-cash line items: an upwards adjustment of \$1.9 million for depreciation and amortization; an upwards adjustment of \$3.8 million for share in results of affiliated company and impairment of share in affiliated company; an upwards adjustment of \$1.7 million for decrease in net deferred income tax asset; an upwards adjustment of \$0.7 million for decrease in amounts due from related parties; an upwards adjustment of \$0.3 million for decrease in other accounts receivable and prepaid expenses and an upwards adjustment of \$1.7 million for increase in trade accounts payable and other accounts payable and accrued expenses. This was offset with a downward adjustment of \$0.8 million for increase in trade accounts receivable, downward adjustment of \$0.4 million from change in fair value of derivatives and a downward adjustment of \$2.9 million for increase in inventories.

Net cash provided by investing activities was approximately \$4.6 million for the year ended December 31, 2014, compared to net cash provided by investing activities of \$0.1 million for the year ended December 31, 2013 and net cash used in investing activities of approximately \$9.7 million for the year ended December 31, 2012.

Of the cash provided by investing activities in the year ended December 31, 2014 approximately \$3 million was used for the purchase of property and equipment, primarily production equipment and building improvements, offset by \$5.1 million from Maturities of short-term deposits and \$2.2 million from sale of Subsidiary.

Of the cash used in investing activities in the year ended December 31, 2013 approximately \$2.3 million was used for the purchase of property and equipment, primarily production equipment and building improvements, offset by \$2.3 million from the release of restricted deposit.

Of the cash used in investing activities in the year ended December 31, 2012 approximately \$2.1 million was used for the purchase of property and equipment, primarily production equipment and building improvements and \$10.0 million used for investment in short-term deposit, partially offset by \$1.9 million of proceeds received from selling marketable securities and \$0.9 million from the release of restricted deposit.

Net cash used in financing activities was approximately \$2.9 million for the year ended December 31, 2014, compared to net cash used in financing activities of approximately \$2.9 million for the year ended December 31, 2013 and net cash used in financing activities of approximately \$7.3 million for the year ended December 31, 2012.

In the year ended December 31, 2014, the net cash used in financing activities was primarily attributable to repayments of \$0.9 million of long-term credit and payment of \$2 million of cash dividend.

In the year ended December 31, 2013, the net cash used in financing activities was primarily attributable to repayments of \$0.7 million of short-term credit, repayments of \$2.3 million of long-term loans.

In the year ended December 31, 2012, the net cash used in financing activities was primarily attributable to repayments of \$4.5 million of short-term credit, repayments of \$0.8 million of long-term loans and payment of \$2.5 million of cash dividend.

**A. Research and Development, Patents and Licenses**

Not applicable.

**B. Trend Information**

Our revenues in the US in fiscal 2015 are expected to be impacted by global trends of increased traffic reported by airlines, by the expected slowdown in demand for MRO services as a result of airlines deferring MRO activities and utilizing existing stock (destocking) rather than maintaining inventory levels, by the fact that we continue to witness positive indications from commercial OEMs in the aerospace industry that increase backlog of new airplanes and/or airborne platforms/systems and by the fact that the defense market shows growing weakness and is impacted by budget constraints. We also expect that as soon as the aerospace and defense industries recover, our revenues will continue to trend upward.

**C. Off-Balance Sheet Arrangements**

We are not a party to any material off-balance sheet arrangements. In addition, we have no unconsolidated special purpose financing or partnership entities that are likely to create material contingent obligations.

#### D. Tabular Disclosure of Contractual Obligations

The following table summarizes our minimum contractual obligations and commercial commitments as of December 31, 2014 and the effect we expect them to have on our liquidity and cash flow in future periods (not include future liabilities from held for sale operating segment).

Contractual Obligations	Payments due by Period				
	Total	Less than 1 year	1-3 Years	3-5 Years	More than 5 years
Operating lease obligations (1)	5,070,000	1,228,000	1,698,000	1,415,000	729,000
Purchase commitments	3,218,000	3,218,000	-	-	-
Total	\$ 8,288,000	\$ 4,446,000	\$ 1,698,000	\$ 1,415,000	\$ 729,000

- (1) Pursuant to the terms of the agreement we entered into with TAT Industries in 2000 to purchase its operations relating to the manufacture of aviation accessories, we rent from TAT Industries the real estate and buildings encompassing an area of approximately 302,000 square feet for a period of 24 years and eleven months. In consideration we agreed to pay TAT Industries annual rental payments of approximately \$427,000 for the year ended December 31, 2014 with an additional incremental payment of 2% per year. Such rental rates are subject to revaluation every fifth year. In 2015 the rental fee was revaluated by a real estate appraiser, and as a result was increased to \$656,000 per year with an additional incremental payment of 2% per year. In addition, this item includes vehicle lease obligations of Gedera.

In addition, we have long-term liabilities for severance pay that are calculated pursuant to Israeli severance pay law generally based on the most recent salary of the employees multiplied by the number of years of employment, as of the balance sheet date. Employees are entitled to one month's salary for each year of employment or a portion thereof. As of December 31, 2014, our severance pay liability, net was \$319,000.



**Item 6. Directors, Senior Management and Employees****A. Directors and Senior Management**

Set forth below are the name, age, principal position and a biographical description of each of our directors and executive officers, as of the date hereof:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Samuel Vlodinger	64	Chairman of the Board of Directors
Itsik Maaravi	55	Chief Executive Officer
Todd Schwartz	47	Chief Executive Officer of Piedmont
Yair Raz	59	Chief Executive Officer of Limco
Tiko Gadot	56	Chief Financial Officer
Tamir Ziv	43	Vice President Operations
Avi Shani (1)(2)(3)(4)(5)	67	Outside Director
Dafna Gruber (1)(3)(4)(5)	49	Independent Director
Jan Loeb	56	Director
Ron Ben-Haim	46	Director
Aviram Halevi (1)(2)(3)(4)(5)	57	Outside Director

(1) “Independent Director” under the applicable NASDAQ Marketplace Rules and the applicable rules of the U.S. Securities and Exchange Commission.

(2) “Outside Director” as required by Israel’s Companies Law

(3) Member of Audit Committee.

(4) Member of the committee that examines TAT’s financial statements prior to the Board of Directors’ approval.

(5 )Member of Compensation Committee.

**Mr. Samuel Vlodinger** was elected by our Board of Directors as the Chairman of the 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, 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.

**Mr. Avi Shani** has served as an outside director (within the meaning of the Israeli Companies Law) since August 2008 and is a member of TAT's Audit Committee; in August 2011, Mr. Shani was re-elected to serve as an outside director for a second three-year term. 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 start up 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. Ron Ben-Haim** 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.

**Ms. Dafna Gruber** was elected as a director by our Board of Directors in November 2013. Since 2007, Ms. Gruber has been the Chief Financial Officer of NICE Systems, a NASDAQ and TASE listed company providing solutions that manage and analyze multimedia content and transactional data. Prior to that, Ms. Gruber has been Chief Financial Officer of Alvarion Ltd., a NASDAQ and TASE listed company that provides innovative wireless access solutions. Ms. Gruber is a Certified Public Accountant (CPA) and holds a B.A. in Accounting and Economics from Tel Aviv University.

**Mr. Jan Loeb** 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 is also a director of American Pacific Corp and was a director of Pernix Therapeutics Holdings, Inc. until September 2011. Mr. Loeb graduated from Baruch College – City University of New York with a baccalaureate in Finance and Investments.

**Mr. Aviram Halevi** was elected as an outside director (within the meaning of the Israeli Companies Law) by our Board of Directors in November 2013. Mr. Halevi has been since 2010 the owner and CEO of Intel System Ltd., a provider of business intelligence services. Prior to that, from 2007 through 2009 Mr. Halevi served as the CEO of Terrogeance Ltd., a producer of intelligence data for commercial markets. Mr. Halevi holds a B.Sc. in geology from the University of Toronto and an MBA from Tel Aviv University.

**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.

**Mr. Todd Schwarz** has served as Chief Executive Officer of Piedmont since October 2012 and prior to that as its Chief Financial Officer since January 2011. He began his career with Ernst&Young as a tax specialist in 1989 and immediately before joining Piedmont was the Vice President of Finance and Administration for a regional real estate developer. Mr. Schwarz holds a MBA from the University of Virginia's Darden School of Business and a B.A. in Accountancy from North Carolina State University.

**Dr. Yair Raz** has served as Chief Executive Officer of Limco since November 2012. Prior to that Dr. Raz served as the Chief Operating Officer of Piedmont Aviation, a position he held since April 2012. From January 2011 to January 2012 Dr. Raz was the BTI Vice President Marketing and Business Development for North America. Between August 2005 and December 2011 Dr. Raz served as General Manager of PCI, a PWA and BTI Joint Venture in the US. Between 1995 and July 2005 Dr. Raz held various management positions with PCI in the US including operation manager, engineering, procurement and president assistant. Between 1998 and 2012 Dr. Raz was also involved with the JV of BTI and PWA in Xian China. Between 1983 and 1995 Dr. Raz held management positions with BTL in Israel. Those positions included quality and plant Management. Dr. Raz holds a B.Sc degree in Mechanical Engineering and an M.Sc degree in Material Science from the Technion *Institute of Technology* and a Phd. degree from La Salle University in the US.

**Mr. Tiko Gadot** has served as TAT's Chief Financial Officer since November 2013. Mr. Gadot has held several CFO positions in Israeli industrial companies. From 2004 – 2013 he was the CFO of Alliance Tire Company Ltd., which specializes in the development, manufacturing and marketing of tires for agriculture, forestry, construction, industrial and earth-moving applications. From 1999 – 2004 he was the CFO of Netafim Ltd., a global market leader in drip irrigation. Mr. Gadot is a Certified Public Accountant, holds a B.A. in Accounting and Economics from the Hebrew University in Jerusalem and holds an M.Sc. in Business Administration (major in industry) from Ben Gurion University, Israel.

**Mr. Tamir Ziv** currently holds the position of VP Engineering and COO of TAT. Mr. Ziv served as TAT's Director of Engineering since November 2013, and was appointed Director of Business Units in November 2012. Mr. Ziv has over a decade of experience in aircraft design and structural integrity analyses. Mr. Ziv worked at Cessna Aircraft Company with the responsibility to ensure the structural integrity of all business jet platforms.

In addition, Mr. Ziv worked at Lockheed Martin in Fort Worth, Texas on the F35-JSF (Joint Strike Fighter) and F16 aircrafts overseeing wing to body structural integrity group. Mr. Tamir Ziv holds a B.Sc in Aerospace Engineering from Embry Riddle Aeronautical University (Daytona Beach, Florida) and M.Sc in Aerospace Engineering from Wichita State University (Wichita, Kansas).

## Compensation

The following table sets forth all compensation TAT paid with respect to all of its directors and executive officers as a group for the year ended December 31, 2014.

	<b>Salaries, fees, Commissions and bonuses</b>	<b>Other benefits</b>
All directors and executive officers as a group (12 persons)	\$ 1,639,000	\$ 113,000

During the year ended December 31, 2014, TAT paid its directors, the fixed medium amounts permitted by law to an outside director (within the meaning of the Israeli companies Law) which was: a per meeting attendance fee of NIS 2,575 (approximately \$720), plus an annual fee of NIS 69,195 (approximately \$19,344).

The table below sets forth the compensation paid to our five most highly compensated senior office holders (as defined in the Companies Law) during or with respect to the year ended December 31, 2014, in the disclosure format of Regulation 21 of the Israeli Securities Regulations (Periodic and Immediate Reports), 1970. We refer to the five individuals for whom disclosure is provided herein as our "Covered Executives."

For purposes of the table and the summary below, and in accordance with the above mentioned securities regulations, "compensation" includes base salary, bonuses, equity-based compensation, retirement or termination payments, benefits and perquisites such as car, phone and social benefits and any undertaking to provide such compensation.

Information Regarding the Covered Executive<sup>(1)</sup>

Name and Principal Position <sup>(2)</sup>	Base Salary	Benefits and Perquisites <sup>(3)</sup>	Variable Compensation <sup>(4)</sup>	Equity-Based Compensation <sup>(5)</sup>	Total
<b>Itsik Maaravi, CEO</b>	\$ 301,929	\$ 37,313	\$ 27,103	\$ 21,580	\$ <b>387,925</b>
<b>Todd Schwartz, CEO of Piedmont</b>	\$ 153,208	\$ 27,448	\$ 20,000	\$ 7,315	\$ <b>207,971</b>
<b>Yair Raz, CEO of Limco</b>	\$ 160,000	\$ 26,609	\$ 30,000	\$ 10,795	\$ <b>227,404</b>
<b>Tiko Gadot, CFO</b>	\$ 215,070	\$ 25,342	\$ -	\$ 12,145	\$ <b>252,557</b>
<b>Tamir Ziv, VPO</b>	\$ 163,371	\$ 25,841	\$ -	\$ -	\$ <b>189,212</b>

(1) All amounts reported in the table are in terms of cost to our company, as recorded in our financial statements.

(2) All current executive officers listed in the table are full-time employees. Cash compensation amounts denominated in currencies other than the U.S. dollar were converted into U.S. dollars at the average conversion rate for the year ended December 31, 2014.

(3) Amounts reported in this column include benefits and perquisites, including those mandated by applicable law. Such benefits and perquisites may include, to the extent applicable to each executive, payments, contributions and/or allocations for savings funds, pension, severance, vacation, car or car allowance, medical insurances and benefits, risk insurances (e.g., life, disability, accident), convalescence pay, payments for social security, tax gross-up payments and other benefits and perquisites consistent with our guidelines.

(4) Amounts reported in this column refer to Variable Compensation such as commission, incentive and bonus payments as recorded in our financial statements for the year ended December 31, 2014.

(5) Amounts reported in this column represent the expense recorded in our financial statements for the year ended December 31, 2014 with respect to equity-based compensation granted to the Covered Executive.

## **B. Board Practices**

### **Introduction**

According to the Israeli Companies Law and our articles of association, the management of our business is vested in our board of directors. The board of directors may exercise all powers and may take all actions that are not specifically granted to another organ in the Company (including our shareholders). Our executive officers are responsible for our day-to-day management. Our executive officers have individual responsibilities established by our chief executive officer and board of directors.

### **Election of Directors**

Our articles of association provide for a board of directors consisting of such number of directors as may be determined from time to time at a general meeting of shareholders, provided that it shall be no less than two or more than eleven. Our board of directors is currently composed of six directors, including three independent directors, two of whom also qualify as outside directors within the meaning of the Israeli Companies Law.

Pursuant to our articles of association and in accordance with the Israeli Companies Law, our directors (except the outside directors) are elected at our annual general meeting of shareholders by a vote of the holders of a majority of the voting power represented and voting at such meeting; in addition, directors (except for outside directors) may be appointed by a vote of a majority of directors then in office. All our directors (except for outside directors) hold office until the annual general meeting of shareholders succeeding their election (provided that if no directors are elected at the annual general meeting, the directors in office at the time such meeting was convened shall continue to hold their office) or until their earlier death, resignation, removal or other circumstances as set forth in the Israeli law. All the members of our Board of Directors (except for outside directors) may be reelected upon completion of their term of office.

The Israeli Companies Law requires the board of directors of a public company to determine a minimum number of directors with “accounting and financial expertise.” Our board of directors determined, accordingly, that at least two directors must have “accounting and financial expertise,” as such term is defined by regulations promulgated under the Israeli Companies Law.

We are exempt from the requirements of the NASDAQ Marketplace Rules with regard to the nomination process of directors since we are a controlled company within the meaning of NASDAQ Marketplace Rule 5615(c)(2). See below in this Item 6. "Directors, Senior Management and Employees - Board Practices - NASDAQ Exemptions for a Controlled Company."

#### **Outside and Independent Directors**

*Outside Directors.* Under the Israeli Companies Law, Israeli companies whose shares have been offered to the public or whose shares are listed in an authorized stock exchange (accordingly, such shares are considered as held by "the public") are required to appoint at least two outside directors who meet the independence criteria set by the Israeli Companies Law.

A person is qualified to serve as an outside director only if he or she has "accounting and financial expertise" or "professional qualifications," as such terms are defined by the Israeli Companies Regulations (Conditions and Criteria for a Director Who Possesses Accounting Expertise and a Director Who Possesses Professional Competence), 2005. At least one of the outside directors must have "accounting and financial expertise." Each of our outside directors has "accounting and financial expertise."

Outside directors are elected by a majority vote at a shareholders' meeting. In addition to the majority vote, the shareholder approval of the election of an outside director must satisfy either of two additional tests:

- The majority includes at least a majority of the shares voted by shareholders other than controlling shareholders or shareholders who have a personal interest in the election of the outside directors (excluding a personal interest that is not related to a relationship with the controlling shareholders); or
- The total number of shares held by non-controlling shareholders and disinterested shareholders that voted against the election of the outside director does not exceed 2% of the aggregate voting rights of our company.

In general, outside directors serve for a three-year term and may be reelected to two additional three-year terms by one of the following mechanisms: (1) the board of directors proposes the re-election of the nominee and the re-election is approved by the majority required for appointment of outside directors for their initial term; or (2) a shareholder holding 1% or more of the company's voting rights proposes the re-election of the nominee, and the re-election is approved by a majority of the votes cast by the shareholders of the company, excluding the votes of controlling shareholders or those who have a personal interest in the nomination, provided that the aggregate votes cast in favor of the re-election by shareholders who are not controlling shareholders and do not have a personal interest in the nomination constitute more than 2% of the company's voting rights.



An outside director may be removed from office at the initiative of the board of directors at a special general meeting of shareholders, if the board resolves that the statutory requirements for that person's appointment as outside director no longer exist, or that the outside director has violated his or her duty of loyalty to the company. The resolution of the special general meeting of shareholders regarding the termination of office of an outside director requires the same majority that is required for the election of an outside director. The court may order the termination of the office of an outside director on the same grounds, following a motion filed by a director or a shareholder. If an outside directorship becomes vacant and as a result, there is less than two directors who serve as outside directors in the company, the board of directors is required under the Israeli Companies law to convene a shareholders meeting immediately to appoint a new outside director.

Each committee of the board of directors that is authorized to exercise powers vested in the board of directors must include at least one outside director and the audit committee must include all of the outside directors. An outside director is entitled to compensation as provided in regulations adopted under the Israeli Companies Law and is otherwise prohibited from receiving any other compensation, directly or indirectly, in connection with such service.

Until the lapse of two years from termination of office, we may not engage an outside director or his spouse or child, to serve as an office holder and cannot employ or receive services from these persons, either directly or indirectly, including through a corporation controlled by that person; and with regards to a related person (to a such outside director) as defined in the Israeli Companies law which is not a spouse or child – until the lapse of one year from termination of office.

*Independent Directors.* As a controlled company, within the meaning of NASDAQ Marketplace Rule 5615(c)(2), we are exempt from the NASDAQ Marketplace Rule which requires that a majority of our board of directors qualify as independent directors, within the meaning of the NASDAQ Marketplace Rules. See Item 6. "Directors, Senior Management and Employees - Board Practices - NASDAQ Exemptions for a Controlled Company".

## Audit Committee

Under the Israeli Companies Law, the board of directors of any public company must establish an audit committee. In general, the audit committee must consist of at least three directors and must include all of the outside directors; a majority of the audit committee members must comply with the director independence requirements prescribed by the Israeli Companies Law. The audit committee may not include (i) the chairman of the board of directors, (ii) any director employed by the Company or by a controlling shareholder of the company (including a company which is controlled by the controlling shareholder), (iii) any director providing services to the company or to a controlling shareholder of the company (including to a company which is controlled by the controlling shareholder) on an ongoing basis, or (iv) a controlling shareholder or any of the controlling shareholder's relatives.

In addition, the NASDAQ Marketplace Rules require us to establish an audit committee comprised of at least three members, all of whom must be independent directors, each of whom is financially literate and satisfies the respective "independence" requirements of the Securities and Exchange Commission and NASDAQ and one of whom has accounting or related financial management expertise at senior levels within a company.

Our audit committee acts also as a committee for the review and the approval of our financial statements, and as such, assists our board of directors in overseeing the accounting and financial reporting processes of our company and audits of our financial statements, including the integrity of our financial statements, compliance with legal and regulatory requirements, our independent registered public accountants' qualifications and independence, the performance of our internal audit function and independent registered public accountants, finding any defects in the business management of our company and proposing to our board of directors ways to correct such defects, approving related-party (officers, directors, controlling shareholder, etc.) transactions with the company as required by Israeli law, examining the scope of work and the payment to our independent auditors and such other duties as may be directed by our board of directors. The audit committee may consult from time to time with our independent auditors and internal auditor with respect to matters involving financial reporting and internal accounting controls.

Our audit committee consists of three members of our board of directors (including two outside directors and one independent director) who satisfy the respective “independence” requirements of the Securities and Exchange Commission, NASDAQ and Israeli law for audit committee members. Our board of directors has determined that each member of our audit committee qualifies as an audit committee financial expert, as defined by rules of the Securities and Exchange Commission. The audit committee meets at least once each quarter.

#### **Compensation Committee**

Under the Israeli Companies Law, the board of directors of any public company must establish a compensation committee. The compensation committee must consist of at least three directors, include all of the outside directors (including one outside director serving as the chair of the compensation committee), and a majority of the committee members must comply with the director independence requirements prescribed by the Israeli Companies Law. Similar to the rules that apply to the audit committee, the compensation committee may not include the chairman of the board, or any director employed by us, by a controlling shareholder or by any entity controlled by a controlling shareholder, or any director providing services to us, to a controlling shareholder or to any entity controlled by a controlling shareholder on a regular basis, or any director whose primary income is dependent on a controlling shareholder, and may not include a controlling shareholder or any of its relatives. Individuals who are not permitted to be compensation committee members may not participate in the committee’s meetings other than to present a particular issue; provided, however, that an employee that is not a controlling shareholder or relative may participate in the committee’s discussions but not in any vote, and the company’s legal counsel and corporate secretary may participate in the committee’s discussions and votes if requested by the committee.

The compensation committee’s duties include recommending to the board of directors a compensation policy for executives and monitor its implementation, approve compensation terms of executive officers, directors and employees affiliated with controlling shareholders, make recommendations to the board of directors regarding the issuance of equity incentive awards under our equity incentive plan and exempt certain compensation arrangements from the requirement to obtain shareholder approval under the Companies Law. The compensation committee meets at least twice a year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the committee or its chairperson.

Our compensation committee consists of our two outside directors and an independent director under the respective requirements of the SEC and NASDAQ and complies with the Israeli Companies Law criteria for compensation committee members.

## **Internal Audit**

The Israeli Companies Law requires the board of directors of a public company to appoint an internal auditor following a recommendation by the audit committee. The role of the internal auditor is to examine, among other things, the compliance of the Company's conduct with applicable law and orderly business practice. The internal auditor must meet certain statutory requirements of independence. Mr. Doron Cohen has served as our internal auditor since December 24, 2008.

## **Directors' Service Contracts**

There are no arrangements or understandings between us and any of our subsidiaries, on the one hand, and any of our directors, on the other hand, providing for benefits upon termination of their employment or service as directors of our company or any of our subsidiaries.

## **Approval of Related Party Transactions under Israeli Law**

### *Fiduciary Duties of Office Holders*

The Israeli Companies Law codifies the fiduciary duties that "office holders," including directors and executive officers, owe to a company. An office holder's fiduciary duties consist of a duty of care and a duty of loyalty. The duty of care requires an office holder to act at a level of care that a reasonable office holder in the same position would employ under the same circumstances. This includes the duty to utilize reasonable means to obtain (i) information regarding the business feasibility of a given action brought for his approval or performed by him by virtue of his position and (ii) all other information of importance pertaining to the foregoing actions. The duty of loyalty requires that an office holder acts in good faith and for the benefit of the company, including (i) avoiding any conflict of interest between the office holder's position in the company and any other position he holds or his personal affairs, (ii) avoiding any competition with the company's business, (iii) avoiding exploiting any business opportunity of the company in order to receive personal gain for the office holder or others, and (iv) disclosing to the company any information or documents relating to the company's affairs that the office holder has received by virtue of his position as an office holder.

The Israeli Companies Law requires that an office holder promptly, and no later than the first board meeting at which such transaction is considered, disclose any personal interest that he or she may have and all related material information known to him or her and any documents in their position, in connection with any existing or proposed transaction by us. An office holder who did not disclose his or her personal interests, will be deemed as breaching his or her fiduciary duties. In addition, if the transaction is an extraordinary transaction, that is, a transaction other than in the ordinary course of business or other than on market terms, or likely to have a material impact on the company's profitability, assets or liabilities, the office holder must also disclose any personal interest held by the office holder's spouse, brother or sister, parent, grandparent, child as well as brother, sister or parent of such person's spouse or the spouse of any of the above, or by any corporation in which the office holder or his relative (as defined in the Israeli Companies Law) is a 5% or greater shareholder, director or general manager or in which he or she has the right to appoint at least one director or the general manager.

Under the Israeli Companies Law, in general all arrangements as to compensation of office holders who are not directors (other than the Chief Executive Officer) require the approval of the compensation committee and the board of directors, including exculpation, insurance and indemnification of, or an undertaking to, indemnify an office holder who is not a director. The compensation of office holders who are directors and compensation of the Chief Executive Officer must be approved by our compensation committee, board of directors and the general meeting of our shareholders.

Some transactions, actions and arrangements involving an office holder (or a third party in which an office holder has an interest) must be approved by the board of directors or as otherwise provided for in a company's articles of association. If the transaction is an extraordinary transaction (which defined as a transaction not in the ordinary course of business and for a material value) such a transaction must be approved by the audit committee and by the board of directors itself, and under certain circumstances shareholders' approval may be required. A director who has a personal interest in a transaction that is considered at a meeting of the board of directors or the audit committee may not be present during the board of directors or audit committee discussions and may not vote on the transaction, unless the transaction is not an extraordinary transaction or the majority of the members of the board or the audit committee have a personal interest, as the case may be. In the event the majority of the members of the board of directors or the audit committee have a personal interest, then the approval of the general meeting of shareholders is also required.

The disclosure requirements that apply to an office holder also apply to a transaction in which a controlling shareholder of the company has a personal interest. The Israeli Companies Law provides that an extraordinary transaction with a controlling shareholder or an extraordinary transaction with another person in whom the controlling shareholder has a personal interest or a transaction with a controlling shareholder or his relative regarding terms of service and employment, must be approved by the audit committee (or the compensation committee, as the case may be), the board of directors and the shareholders by a special majority, as follows. The shareholders' approval must include the majority of shares voted at the meeting. In addition to the majority vote, the shareholder approval must satisfy either of two additional tests:

- The majority includes at least a majority of the shares voted by shareholders who have no personal interest in the transaction; or
- The total number of shares held by disinterested shareholders that voted against the approval of the transaction does not exceed 2% of the aggregate voting rights of our company.

Under the regulations promulgated under the Israeli Companies Law, certain extraordinary transactions between a public company and its controlling shareholder(s) do not require shareholder approval. In addition, under such regulations, directors' compensation and employment arrangements in a public company do not require the approval of the shareholders if both the audit committee and the board of directors agree that such arrangements are solely for the benefit of the company or if the directors' compensation does not exceed the maximum amount of compensation for outside directors determined by applicable regulations. Also, employment and compensation arrangements for an office holder that is a controlling shareholder of a public company do not require shareholder approval if certain criteria are met. The foregoing exemptions from shareholder approval will not apply if one or more shareholders holding at least 1% of the issued and outstanding share capital of the company or of the company's voting rights, objects to the use of these exemptions provided that such objection is submitted to the company in writing not later than fourteen days from the date of the filing of a report regarding the adoption of such resolution by the company. If such objection is duly and timely submitted, then the transaction or compensation arrangement of the directors will require shareholders' approval as detailed above.

In addition, a private placement of securities that will (i) cause a person to become a controlling shareholder or (ii) increase the relative holdings of a shareholder that holds 5% or more of the company's outstanding share capital, or (iii) will cause any person to become, as a result of the issuance, a holder of more than 5% of the company's outstanding share capital in a private placement in which 20% or more of the company's outstanding share capital prior to the placement are offered, the payment for which (in whole or in part) is not in cash or not under market terms, requires approval by the board of directors and the shareholders of the company.

#### **Compensation of Executive Officers and Directors**

In accordance with the Israeli Companies Law, we have adopted a compensation policy for our executive officers and directors. The purpose of the policy is to describe our overall compensation strategy for our executive officers and directors and to provide guidelines for setting their compensation, as prescribed by the Israeli Companies Law. In accordance with the Israeli Companies Law, the policy must be reviewed and readopted at least once every three years.

Approval of the compensation committee, the board of directors and our shareholders, in that order, is required for the adoption of the compensation policy. The shareholders' approval must include the majority of shares voted at the meeting. In addition to the majority vote, the shareholder approval must satisfy either of two additional tests:

- The majority includes at least a majority of the shares voted by shareholders other than our controlling shareholders or shareholders who have a personal interest in the adoption of the compensation policies; or
- The total number of shares held by non-controlling shareholders and disinterested shareholders that voted against the adoption of the compensation policies does not exceed 2% of the aggregate voting rights of our company.

Under the Israeli Companies Law, the compensation arrangements for officers (other than the Chief Executive Officer) who are not directors require the approval of the compensation committee and the board of directors; provided, however, that if the compensation arrangement is not in compliance with our executive compensation policy, the arrangement may only be approved by the compensation committee and the board of directors for special reasons to be noted, and the compensation arrangement shall also require a special shareholder approval. If the compensation arrangement is an immaterial amendment to an existing compensation arrangement of an officer who is not a director and is in compliance with our executive compensation policy, the approval of the compensation committee is sufficient.

Arrangements regarding the compensation of the Chief Executive Officer and directors require the approval of the compensation committee, the board and our shareholders, in that order. In certain limited cases, the compensation of a new Chief Executive Officer who is not a director may be approved without approval of the shareholders.

*Variable Cash Incentive*

The compensation committee and board of directors may adopt, from time to time, a Cash Incentive Plan, which will set forth for each executive certain targets which form such executive's on target cash payment (the "On Target Cash Plan") and the rules or formula for calculation of the On Target Cash Plan payment once actual achievements are known.

The Compensation committee and Board of Directors may include, inter-alia, in the On Target Cash Plan predetermined thresholds and caps to correlate an executive's On Target Cash Plan payments with actual achievements.

The actual payment of the annual On Target Cash Plan for the active chairman of the board of directors (the "Active Chairman"), the CEO and other executives in a given year shall be capped as determined by our board of directors, but in no event shall exceed the ratio set forth in the table below.



The CEO's and Active Chairman's individual On Target Cash Plan may be composed based on the mix of (i) the Company Target; (ii) Personal Target; and (iii) Personal Evaluation. The weight to be assigned to each of the components per each of the executives shall be as set forth in the table below.

	Active Chairman	CEO
Company Target	100%	80% - 90%
Personal KPI	NONE	NONE
Personal Evaluation	NONE	0%-20%

The Company Target shall be determined in accordance with the following pre-determined targets: (1) sales budget, in accordance with the Company's annual budget; (2) gross profit, in accordance with the Company's annual budget; and (3) EBITDA, in accordance with the Company's annual budget.

With regard to each one of the Company's measurable targets, reference points shall be determined in terms of numerical values, so that compliance with the precise numerical target as determined in the On Target Cash Plan shall constitute compliance with 100% of the target, and also, numerical values shall be determined which will constitute the lower threshold for compliance with the target. The actual rate of compliance with the targets shall be calculated in accordance with the said reference points. Failure to comply with the minimum threshold of at least 75% of a specific target shall not entitle the executive to payment of a bonus in respect of the said target. In the event of compliance at a rate of 75% or more with a specific target, the annual On Target Cash Plan shall be calculated in accordance with a key (i.e. linear, steps, etc.) which shall determine – in relation to the point of compliance with the target – the amount of the bonus in terms of a percentage of the executive annual base salary, all as shall be set forth in the On Target Cash Plan. In this respect, the compensation committee and the board of directors shall have the right to determine a higher (but not lower) entitlement threshold.

The annual bonus shall be paid to the executive in the following manner:

- 80% of the amount of the annual bonus will be paid following the approval of the financial statements of the relevant year by the board of directors.

- 20% of the amount of the annual bonus shall be deferred by one year, and shall be paid following the approval of the financial statements of such year ("Deferred Bonus") by the board of directors.

The executive's eligibility to the payment of the Deferred Bonus shall be subject to the following cumulative conditions: (i) the Company recorded a positive net profit for the following year; and (ii) the executive had not ceased to provide services to the Company during the year in which the Deferred Bonus is paid resulting from one of the followings: (a) the executive had not terminated the engagement with the Company; or (b) the Company had not terminated the engagement with the executive for "cause".

The CEO's cash bonus for fiscal year 2014 was determined in accordance with the above table (allocated 80% to Company Target and 20% to Personal Evaluation). The CEO achieved 26.6% of the Company Target (out of 80%) and the entire target for Personal Evaluation (20%). Therefore, the CEO achieved 26.6% of the Cash Plan Target as set forth in the table below:

	Reference points	Actual achieved
<b>Company Target</b>	<b>80%</b>	<b>26.6%</b>
Sales	40%	33.2%
Gross profit	30%	-%
EBITDA	30%	-%
<b>Personal Evaluation</b>	<b>20%</b>	<b>10%</b>
<b>Total</b>	<b>100%</b>	<b>36.6%</b>

## **Indemnification and Insurance of Directors and Officers**

### *Insurance of Office Holders*

The Israeli Companies Law provides that a company may, if permitted by its articles of association, enter into a contract to insure an office holder for acts or omissions performed by the office holder in such capacity for:

- Breach of his or her duty of care to the company or to another person;
- Breach of his or her duty of loyalty to the company, provided that the office holder acted in good faith and had reasonable cause to assume that his act would not prejudice the company's interests;
- Monetary liability imposed upon the office holder in favor of another person;
- A monetary obligation imposed on the office holder in favor of another person who was injured by a violation, as this term is defined in section 52(54)(a)(1)(a) of the Israeli Securities Law; and
- Expenses expended by the office holder, including reasonable litigation expenses, and including attorney's fees, in respect of any proceeding under chapters 8-C, 8-D or 9-A of the Israeli Securities Law or in respect to any monetary sanction.

### *Indemnification of Office Holders*

The Israeli Companies Law provides that a company may, if permitted by its articles of association, indemnify an office holder for acts or omissions performed by the office holder in such capacity for:

- Monetary liability imposed on the office holder in favor of another person by any judgment, including a settlement or an arbitrator's award approved by a court;
- Reasonable litigation expenses, including attorney's fees, actually incurred by the office holder as a result of an investigation or proceeding instituted against him or her by a competent authority, provided that such investigation or proceeding concluded without the filing of an indictment against the office holder or the imposition of any monetary liability in lieu of criminal proceedings, or concluded without the filing of an indictment against the office holder and a monetary liability was imposed on the officer holder in lieu of criminal proceedings with respect to a criminal offense that does not require proof of criminal intent;
- A monetary obligation imposed on the office holder in favor of another person who was injured by a violation, as this term is defined in section 52(54)(a)(1)(a) of the Israeli Securities Law;
- Expenses expended by the office holder, including reasonable litigation expenses, and including attorney's fees, in respect of any proceeding under chapters 8-C, 8-D or 9-A of the Israeli Securities Law or in respect to any monetary sanction
- Reasonable litigation expenses, including attorneys' fees, incurred by such office holder or which were imposed on him by a court, in proceedings the company instituted against the office holder or that were instituted on the company's behalf or by another person, or in a criminal charge from which the office holder was acquitted, or in a criminal proceeding in which the office holder was convicted of a crime which does not require proof of criminal intent; or
- Any other liability, payment or expense which the Company may indemnify its office holders under the Israeli Company Law, the Israeli Securities Law or other Israeli law.

In accordance with the Israeli Companies Law, a company's articles of association may permit the company to:

- Undertake in advance to indemnify an office holder, except that with respect to a financial liability imposed on the office holder by any judgment, settlement or court-approved arbitration award, the undertaking must be limited to types of occurrences, which, in the opinion of the company's board of directors, are, at the time of the undertaking, foreseeable due to the company's activities and to an amount or standard that the board of directors has determined is reasonable under the circumstances; and
- Undertake in advance to indemnify an office holder for reasonable litigation expenses, including attorney's fees, actually incurred by the office holder as a result of an investigation or proceeding instituted against him or her by a competent authority, provided that such investigation or proceeding concluded without the filing of an indictment against the office holder or the imposition of any monetary liability in lieu of criminal proceedings, or concluded without the filing of an indictment against the office holder and a monetary liability was imposed on the officer holder in lieu of criminal proceedings with respect to a criminal offense that does not require proof of criminal intent.
- Undertake in advance to indemnify an office holder for reasonable litigation expenses, including attorneys' fees, incurred by such office holder or which were imposed on him by a court, in proceedings the company instituted against the office holder or that were instituted on the company's behalf or by another person, or in a criminal charge from which the office holder was acquitted, or in a criminal proceeding in which the office holder was convicted of a crime which does not require proof of criminal intent.
- Retroactively indemnify an office holder of the company.

#### *Limitations on Exculpation, Insurance and Indemnification*

The Israeli Companies Law provides that neither a provision of the articles of association permitting the company to enter into a contract to insure the liability of an office holder, nor a provision in the articles of association or a resolution of the board of directors permitting the indemnification of an office holder, nor a provision in the articles of association exempting an office holder from duty to the company shall be valid, where such insurance, indemnification or exemption relates to any of the following:

- Breach by the office holder of his duty of loyalty, except with respect to insurance coverage or indemnification if the office holder acted in good faith and had reasonable grounds to assume that the act would not prejudice the company;
- Breach by the office holder of his duty of care if such breach was committed intentionally or recklessly, unless the breach was committed only negligently;
- Any act or omission committed with intent to derive an unlawful personal gain; and
- Any fine or forfeiture imposed on the office holder.

Pursuant to our articles of association, the total amount of indemnification that we will pay (in addition to amounts received from an insurance company, if any) to all officers of the company, in aggregate, shall not exceed, in all circumstances, more than 25% of the company's shareholders equity as set forth in the company's recent consolidated financial statements prior to the date that the indemnity is paid. Our articles of association include provisions which allow us to insure, indemnify and exempt our office holders, subject to the provisions of the Israeli Companies Law. We currently maintain directors' and officers' liability insurance to cover liabilities of up to \$25 million per claim and in the aggregate; following the approvals by our audit committee and the board of directors in accordance with the conditions of a "framework transaction" approved by the general meeting of shareholders on August 30, 2010, such insurance has been renewed several times through July 14, 2015 (see below).

In November 2013, our shareholders approved a form of directors and officers letter of indemnification and exemption for liabilities and expenses incurred as a result of their acts in their capacity as directors and officers of our company, in an aggregate amount not to exceed 25% of our equity capital (net worth).

On February 8, 2009, following the approval by our board of directors and audit committee, our shareholders approved the purchase of a tail (runoff) policy insuring the directors and officers of our company in office prior to the acquisition of the control by Isal Amlat, as part of Isal Amlat's obligations under the purchase agreement. The resolution to obtain such policy was adopted by a super majority vote, as required for the approval of transactions with related parties under Israeli law. The policy will be in effect for 7 years, until September 1, 2015. The coverage limit under such policy is 10 million dollars and the premium for such policy is 115,000 dollars for the term of the policy.

Following our acquisition of the shares of Limco-Piedmont held by the public in July 2009 we purchased a tail (runoff) policy insuring the former directors and officers of Limco-Piedmont. The policy will be in effect for 7 years, until July 2, 2016. The coverage limit under the policy is \$25 million and the premium for such policy is \$190,000 dollars for the term of the policy.

In March 2013 our board of directors and audit committee approved the purchase of a directors and officers insurance policy for one year for the directors and officers of our company, its subsidiaries (Limco-Piedmont and Bental) and its controlling shareholder (TAT Industries). The coverage limit under the policy is 25 million dollars and the premium for the insurance term (one year) is approximately \$112,000 out of which approximately \$7,500 are charged to TAT Industries (renewed under the same terms for additional 5 months, ending on July 14, 2015, with a total premium of approximately \$63,000).

#### **NASDAQ Exemptions for a Controlled Company**

We are a controlled company within the meaning of NASDAQ Marketplace Rule 5615(c)(2), or Rule 5615(c)(2), because the FIMI Funds beneficially own more than 50% of our voting shares.

Under Rule 5615(c)(2), a controlled company is exempt from the following requirements of NASDAQ Marketplace Rules 5605(b)(1), 5605(d) and 5605(e) that would otherwise require that:

- The majority of the company's board of directors qualifies as independent directors, as defined under NASDAQ Marketplace Rules.
- The compensation of the chief financial officer and all other executive officers be determined, or recommended to the board of directors for determination, either by (i) a majority of the independent directors or (ii) a compensation committee comprised solely of independent directors.
- Director nominees must either be selected or recommended for the board of directors, either by (a) a majority of independent directors or (b) a nominations committee comprised solely of independent directors.

We intend to continue to rely on these exemptions provided under Rule 5615(c)(2).

### C. Employees

As of December 31, 2014, we and our subsidiaries employed 507 employees, of whom 422 were employed in manufacturing and quality control, 30 were employed in engineering and research and development and 55 were employed in administration, sales and marketing. Of such employees, 208 were located in Israel and 299 were employed by Limco and Piedmont and located in the United States.

Certain provisions of the collective bargaining agreements between the Histadrut (General Federation of Labor in Israel) and the Coordination Bureau of Economic Organizations (including the Industrialists Association) are applicable to our Israeli employees by order of the Israeli Ministry of Labor. These provisions concern mainly the length of the workday, minimum daily wages for professional workers, contributions to a pension fund, insurance for work-related accidents, procedures for dismissing employees, determination of severance pay and other conditions of employment. We generally provide our employees with benefits and working conditions beyond the required minimums. Furthermore, under the collective bargaining agreements, the wages of most of our employees are linked to the Consumer Price Index, although the extent of the linkage is limited.

In addition, Israeli law generally requires severance pay upon the retirement or death of an employee or termination of employment without due cause. Furthermore, Israeli employees and employers are required to pay predetermined sums to the National Insurance Institute which is similar to the United States Social Security Administration. The payments thereto amount to approximately 12% of wages, with the employee contributing approximately 43% and the employer approximately 56%.

A general practice followed by us, although not legally required, is the contribution of monies on behalf of its senior employees to a fund known as "Management Insurance." This fund provides a combination of savings plan, insurance and severance pay benefits to the employee, giving the employee a lump sum payment upon retirement and securing his or her right to receive severance pay, if legally entitled, upon termination of employment. The employee contributes an amount equal to approximately 5%-6% of his or her wage and the employer contributes an additional amount of approximately 13-1/3% - 16% of such wage.

**D. Share Ownership**

**Beneficial Ownership of Executive Officers and Directors**

Except as set forth under 'Stock Option Plans' and in item 7A below, none of our directors and executive officers beneficially owns more than 1% of our outstanding shares.

**Stock Option Plans**

In November 2011, our audit committee and board of directors approved a stock option plan (the "Plan"), which was subsequently approved by the Company's shareholders, on June 28, 2012. According to the plan an aggregate of 380,000 options ("Options") exercisable into up to 380,000 Ordinary shares, 0.9 NIS par value, of the Company may be granted to certain members of our board of directors and certain senior executives in TAT, Limco and Piedmont, at an exercise price not less than the fair market value of the shares covered by the option on the date of grant.

The Options vest over a three-year period (one-third each year), but the vesting of 50% of the Options is subject, in addition, to certain minimum shareholders' equity during a period of 4 years from the grant date.

On August 21, 2012, pursuant to the Plan, TAT's Board of Directors approved the grant of 330,000 Options, at an exercise price of \$6.5 per share, which were granted on October 4, 2012 (out of which 178,333 options were forfeited through December 31, 2014).

On March 19, 2014, pursuant to the Plan, TAT's Board of Directors approved the grant of 195,000 Options, at an exercise price of \$8.79 per share, which were granted on June 23, 2014 (out of which 40,000 options were forfeited through December 31, 2014).

On November 30, 2014, pursuant to the Plan, TAT's Board of Directors approved the grant of 20,000 Options, at an exercise price of \$7.34 per share, which were granted on November 30, 2014.



**Item 7. Major Shareholders and Related Party Transactions**

**A. Major Shareholders**

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 February 12, 2015, 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. Except as indicated by footnote, and subject to community property laws where applicable, the persons named in the table above have sole voting and investment power with respect to all shares shown as beneficially owned by them.
- (2) The percentages shown are based on 8,808,344 ordinary shares issued and outstanding as of February 12, 2015 (net of 274,473 dormant shares).
- (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.

**Significant Changes in the Ownership of Major Shareholders**

On October 2012 two lenders to TAT's then controlling shareholders, KMN Industries and TAT Industries, filed separate petitions to the court to enforce liens granted to such lenders by each of the controlling shareholders in certain collateral including KMN Industries' holdings of an approximately 80% ownership interest in TAT Industries (which in turn owned approximately 43% of TAT's outstanding share capital) and KMN Industries' direct holdings in TAT (which represented approximately 10% of TAT's outstanding share capital).

On December 18, 2012 the court appointed permanent receivers on behalf of the two lenders mentioned above for the purpose of jointly enforcing the liens granted to such lenders. On March 15, 2013 the receivers of TAT's shares announced a tender process for the sale of such shares.

On August 7, 2013 the receivers informed TAT that the FIMI Funds acquired 4,732,351 ordinary shares of TAT constituting 53.8% of TAT's outstanding share capital as of the transaction date, after receiving all required court approvals and the transfer of the consideration by the FIMI Funds to the receivers.

**Major Shareholders Voting Rights**

Our major shareholders do not have different voting rights.

**Record Holders**

Based on a review of the information provided to us by our transfer agent, as of March 9, 2015, there were 41 holders of record of our ordinary shares, of which 38 record holders holding less than 1.0% of our ordinary shares had registered addresses in the United States. These numbers are not representative of the number of beneficial holders of our shares nor is it representative of where such beneficial holders reside since many of these ordinary shares were held of record by brokers or other nominees including CEDE & Co., the nominee for the Depositary Trust Company (the central depository for the U.S. brokerage community), which held approximately 70% of our outstanding ordinary shares as of such date.

## **B. Related Party Transactions**

### *Management and Services Agreement with TAT Industries*

In February 2000, TAT entered into an agreement with TAT Industries, TAT's then controlling shareholder, to purchase operations of TAT Industries relating to the manufacture of aviation accessories and the lease of certain real estate and buildings. Pursuant to the terms of the agreement, all of the employees of TAT Industries were transferred to TAT effective as of January 1, 2000, without any change in the conditions of their employment. Until January 31, 2014, following the sale of TAT's shares to FIMI, TAT Industries paid TAT \$50,000 per year for administrative, accounting and secretarial services revaluated TAT to TAT Industries. On January 31, 2014 the services agreement between TAT and TAT Industries was terminated, effective as of such date.

In addition, pursuant to the terms of the agreement, TAT sub-leases from TAT Industries approximately 301,000 square foot of the Gadera facility until the end of the respective lease agreements TAT Industries has with the Israel Land Authority (see also under Item 4. Information on the Company, C. Property, Plants and Equipment) for a period of 24 years and eleven months, for rental fee which is subject to revaluation every fifth year, with an additional incremental payment of 2%. In 2010 the rental fee was revaluated by a real estate appraiser, and as a result was increased to \$400,000 per year with an additional incremental payment of 2% per year. In 2015 the rental fee was revaluated by a real estate appraiser, and as a result was increased to \$656,000 per year with an additional incremental payment of 2% per year. Total rental payment TAT paid to TAT Industries during 2014 and 2013 were \$432,000 and \$424,000, respectively. See item 4.C "Information on the Company- Property, Plants and Equipment". According to the requirements of the Israeli Companies Law, as amended in 2011, in January 2012 our audit committee has reapproved the terms of the sub-lease until the next revaluation by a real appraiser, due in 2015. The re-approval of the terms of the sub-lease upon the revaluation to be conducted by an appraiser on 2015 shall not require the approval of our audit committee as TAT Industries is no longer considered a related party.

On April 22, 2012, the Board of Directors of the Company approved and ratified payments made by the Company to certain third parties on account of debts of TAT Industries Ltd., the Company's then controlling shareholder, to such third parties. As of December 31, 2013 TAT Industries does not have any outstanding debt to TAT.

Through November 2013, TAT Industries and TAT reported to the Value Added Tax Authorities on a consolidated basis.

*Management Agreement with ISAL*

In March 2012, the audit committee and the board of directors of TAT approved a new three-year management agreement with Isal Amlat, commencing as of February 8, 2012 (the "**New Management Agreement**"). Each of TAT and Isal Amlat were entitled to terminate the New Management Agreement subject to a prior written notice of 4 months. Pursuant to the New Management Agreement, in consideration of the management services provided by Isal Amlat, TAT paid Isal Amlat management fees in a total annual amount of NIS1,500,000 linked to the Consumers Price Index payable on a monthly basis, plus VAT. In addition, Isal Amlat was entitled to repayment of expenses actually borne as part of providing the management services. The New Management Agreement was approved by the shareholders of TAT on June 28, 2012.

On August 21, 2012, the board of directors of TAT approved, following an approval of TAT's audit committee, a change to the New Management Agreement with Isal Amlat, effective from such date according to which the scope of the services provided by Isal Amlat to TAT were reduced and the annual management fees were also reduced by a total amount of NIS570,000, following such a reduction such annual management fee was NIS 930,000.

In addition, the Company received management services from a private company controlled by Mr. Nathan Galili ("Galili"), CEO of KNM Industries Ltd. (a private company through which Isal Amlat indirectly held control in the Company). The management services consisted of a half-time position of Galili, which value is more than the reduced amount, and additionally included his services as active chairman of Bental. For those services the Company paid the management company annual management fees equal to the reduced amount, in addition to NIS7,000 (plus VAT), as a monthly remuneration for travelling expenses to Bental.

On January 27, 2013, TAT informed Isal Amlat that no management services had been provided by Isal Amlat to TAT during the preceding months, and that TAT decided to immediately terminate the Management Agreement. At that date TAT ceased paying management fees.

On February 8, 2013 Mr. Galili informed TAT on the termination of the engagement with TAT, effectively immediately while management fees were paid throughout June 8, 2013 at the end of the four-month notice period. Mr. Galili ceased providing management services on February 8, 2013.

*Inclusion of TAT Industries in a Directors' and Officers' Liability Insurance Policies*

Our directors' and officers' liability insurance policy (see Item 6.B "Board Practices- Exculpation, Indemnification and Insurance of Directors and Officers") included our former parent company, TAT Industries, through October 20, 2013. TAT Industries bore \$7,500 out of the total \$112,000 annual premium with respect to the insurance.

*Other Relationships*

Mr. Itsik Maaravi, TAT's Chief Executive Officer and Mr. Yaron Shalem, former TAT's Chief Financial Officer, also served in the same positions in TAT Industries, until January 6, 2014 and December 1, 2013, respectively.

Mr. Maaravi, TAT's Chief Executive Officer also serves as a director of FAvS.

**C. Interests of Experts and Counsel**

Not applicable.

**Item 8. Financial Information**

**A. Consolidated Statements and Other Financial Information**

See the consolidated financial statements, including the notes thereto, included in Item 18.

## **Legal Proceedings**

On November 29, 2011, a factoring company ("the plaintiff"), filed a claim with the magistrates court in Tel-Aviv against the Company, Bental and ten others ("the respondents"), jointly and severally, for the amount of 6,151 thousand NIS (approximately \$1,620 thousand). The plaintiff's case against the Company is based on invoices that were presented to the plaintiff by supplier of the Company, by virtue of assignment of rights, which were originally issued to the Company by the supplier for certain alleged services. On February 5, 2012 the Company filed for its statement of defense, in which it denied the plaintiff's claims and clarified that it acted according to the deed of assignment of rights, and that the invoices neither represent nor reflect real transactions and/or real services which were rendered. The plaintiff and the Company have reached a settlement agreement pursuant to which the court proceedings against the Company and Bental would be terminated and the court shall not award payment of legal expenses to the Company. The court confirmed such settlement agreement on March 9, 2015.

## **Dividend Distribution Policy**

On May 7, 2014, TAT distributed a cash dividend in an aggregate amount of \$2 million to its shareholders. The Israel Companies Law also restricts our ability to declare dividends in a way that we can only distribute dividends from profits (as defined in the law), provided that there is no reasonable suspicion that the dividend distribution will prevent us from meeting our existing and future expected obligations as they come due.

### **B. Significant Changes**

On February 18, 2014, we entered into agreement to sell our entire interest in Bental, constituting 70% of Bental's issued and outstanding share capital, to Bental Investments Agshah Ltd. ("Bental Investments"), for an aggregate consideration of \$5 million. Closing of the transaction took place on March 27, 2014 after receiving all required approvals for the closing. Following such transaction, the Company does not hold any shares of Bental.

On March 11, 2015, Piedmont Aviation Component Services, LLC, an indirect subsidiary of TAT, entered into an agreement to sell 237,932 shares of Class B Common Stock of FAvS representing 23.18% of FAvS' share capital and its entire holdings (16,253) of FAvS' Series A Preferred stock. The purchase price for the Class B Shares is \$8.40 per Class B Shares, for an aggregate purchase price of \$1,999, and the purchase price for the Series A Preferred stock is \$100 per Preferred Share, for an aggregate purchase price of \$1,625. The total gain from the sale of FAvS' stock is \$1,395.

## Item 9. The Offer and Listing

### A. Offer and Listing Details

#### Annual Stock Information

The following table sets forth, for each of the years indicated, the high and low sales prices of our ordinary shares on the NASDAQ Global Market and the TASE:

	NASDAQ Global Market <sup>(1)</sup>		Tel Aviv Stock Exchange	
	High	Low	High	Low
Fiscal Year Ended December 31, 2004	9.80	6.21	—	—
Fiscal Year Ended December 31, 2005	9.35	5.25	NIS 35.50	NIS 29.70
Fiscal Year Ended December 31, 2006	19.52	5.92	82.10	30.25
Fiscal Year Ended December 31, 2007	28.18	11.37	116.70	47.68
Fiscal Year Ended December 31, 2008	12.24	3.62	53.00	15.52
Fiscal Year Ended December 31, 2009	9.13	3.95	33.90	16.53
Fiscal Year Ended December 31, 2010	9.38	5.19	37.36	18.30
Fiscal Year Ended December 31, 2011	6.32	4.20	22.19	15.68
Fiscal Year Ended December 31, 2012	6.05	3.64	23.42	14.81
Fiscal Year Ended December 31, 2013	8.05	5.58	28.93	20.60
Fiscal Year Ended December 31, 2014	8.54	5.85	30.13	23.28

(1) On June 24, 2009 TAT's ordinary shares began trading on the NASDAQ Global Market.

## Quarterly Stock Information

The following table sets forth, for each of the full financial quarters in the two most recent full financial years and any subsequent period, the high and low sales prices of our ordinary shares on the NASDAQ Global Market and the TASE:

	NASDAQ Global Market		Tel Aviv Stock Exchange	
	High	Low	High	Low
<b>2013</b>				
First Quarter	7.22	5.58	NIS 26.93	NIS 20.60
Second Quarter	7.06	6.01	25.82	22.02
Third Quarter	8.05	6.67	28.47	24.62
Fourth Quarter	8.05	7.40	28.93	25.49
<b>2014</b>				
First Quarter	8.54	7.95	NIS 30.13	NIS 27.22
Second Quarter	8.39	7.47	29.63	24.87
Third Quarter	8.00	7.10	28.88	24.01
Fourth Quarter	7.47	5.85	27.78	23.28
<b>2015</b>				
First Quarter(through March 15, 2015)	6.8	6.16	NIS 26.1	NIS 24.3



## Monthly Stock Information

The following table sets forth, for the most recent six months, the high and low sales prices of our ordinary shares on the NASDAQ Global Market and the TASE:

	NASDAQ Global Market		Tel Aviv Stock Exchange	
	High	Low	High	Low
October 2014	7.47	7.1	NIS 27.78	NIS 26.02
November 2014	7.25	6.4	27.40	25.09
December 2014	6.71	5.85	26.35	23.28
January 2015	6.8	6.3	26.03	24.58
February 2015	6.55	6.28	26.10	24.52
March 2015 (through March 15, 2015)	6.52	6.16	NIS 25.18	NIS 24.27

### B. Plan of Distribution

Not applicable.

### C. Markets

Our ordinary shares are traded on the NASDAQ Global Market under the symbol "TATT". On August 16, 2005, we listed our shares for trade on the TASE as a dual listed company.

**D. Selling Shareholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expense of the Issue**

Not applicable.

**Item 10. Additional Information**

**A. Share Capital**

Not applicable.

**B. Memorandum and Articles of Association**

Set out below is a description of certain provisions of our memorandum of association, articles of Association and of the Israeli Companies Law related to such provisions. This description is only a summary and does not purport to be complete and is qualified by reference to the full text of the memorandum of association and articles of association, which are incorporated by reference as exhibits to this Annual Report, and to Israeli law.

## **Purposes and Objects of the Company**

We are a public company registered with the Israeli Companies Registry and have been assigned company number 52-0035791. Section 2 of our memorandum of association provides that we were established for the purpose of engaging in the business of providing services of planning, development, consultation and instruction in the electronics field. In addition, the purpose of our company is to perform various corporate activities permissible under Israeli law.

On February 1, 2000, the Israeli Companies Law came into effect and superseded most of the provisions of the Israeli Companies Ordinance (New Version), 5743-1983, except for certain provisions which relate to liens, bankruptcy, dissolution and liquidation of companies. Under the Israeli Companies Law, various provisions, some of which are detailed below, overrule the current provisions of our articles of association.

## **The Powers of the Directors**

Under the provisions of the Israeli Companies Law which prevails over our articles of association in certain issues, a director cannot participate in a meeting nor vote on a proposal, arrangement or contract in which he or she is materially interested except in cases where a majority of the directors are materially interested in the same transaction. In addition, our directors cannot vote on compensation to themselves without the approval of our compensation committee and our shareholders at a general meeting, except for certain cases in which there is no need for the approval of the general meeting in accordance with the regulations promulgated under the Israeli Companies Law. See Item 6. "Directors, Senior Management and Employees – Board Practices – Approval of Related Party Transactions Under Israeli Law."

The authority of our directors to enter into borrowing arrangements on our behalf is not limited, except in the same manner as any other transaction by us.

Our articles of association do not impose any mandatory retirement or age-limit requirements on our directors and our directors are not required to own shares in our company in order to qualify to serve as directors.

## **Rights Attached to Shares**

Our authorized share capital consists of 10,000,000 ordinary shares of a nominal value of NIS 0.90 each. All outstanding ordinary shares are validly issued, fully paid and non-assessable.

The rights attached to the ordinary shares are as follows:

**Dividend rights.** Holders of our ordinary shares are entitled to the full amount of any cash or share dividend subsequently declared. The board of directors may declare dividends in accordance with the provisions of the Israeli Companies Law as mentioned above. See Item 8.A. “Financial Information – Consolidated and Other Financial Information – Dividend Distribution Policy”. If after one year a dividend has been declared and it is still unclaimed, the board of directors is entitled to invest or utilize the unclaimed amount of dividend in any manner to our benefit until it is claimed. We are not obligated to pay interest or linkage differentials on an unclaimed dividend.

**Voting rights.** Holders of ordinary shares have one vote for each ordinary share held on all matters submitted to a vote of shareholders. Such voting rights may be affected by the grant of any special voting rights to the holders of a class of shares with preferential rights that may be authorized in the future.

The quorum required for any meeting of shareholders consists of at least two shareholders present in person or represented by proxy who hold or represent, in the aggregate, at least one third of the voting rights of the issued share capital. A meeting adjourned for lack of a quorum generally is adjourned to the same day in the following week at the same time and place or any time and place as the directors designate in a notice to the shareholders. At the reconvened meeting, the required quorum consists of any two members present in person or by proxy.

Under our articles of association, any resolution, including resolutions amending our memorandum of association or articles of association, winding-up, authorization of a class of shares with special rights, or other changes as specified in our articles of association, requires approval of the holders of a majority of the voting rights represented at the meeting, in person, by proxy or by written ballot, and voting thereon.

Pursuant to the Israeli Companies Law and our articles of association, our directors (other than outside directors) are elected at our annual general meeting of shareholders by a vote of the holders of a majority of the voting power represented and voting at such meeting and hold office until the next annual general meeting of shareholders and until their successors have been elected. All the members of our board of directors (except the outside directors) may be reelected upon completion of their term of office. For information regarding the election of outside directors, see Item 6. “Directors, Senior Management and Employees – Board Practices — Election of Directors.”

***Rights to share in our company's profits.*** Our shareholders have the right to share in our profits distributed as a dividend and any other permitted distribution. See this Item 10B. “Additional Information – Memorandum and Articles of Association – Rights Attached to Shares – Dividend rights.”

***Rights to share in surplus in the event of liquidation.*** In the event of our liquidation, after satisfaction of liabilities to creditors, our assets will be distributed to the holders of ordinary shares in proportion to the nominal value of their holdings. This right may be affected by the grant of preferential dividend or distribution rights to the holders of a class of shares with preferential rights that may be authorized in the future.

***Liability to capital calls by our company.*** Under our memorandum of association and the Israeli Companies Law, the liability of our shareholders is limited to the par value of the shares held by them.

***Limitations on any existing or prospective major shareholder.*** See Item 6. “Directors and Senior Management – Board Practices - Approval of Related Party Transactions Under Israeli Law.”

#### **Changing Rights Attached to Shares**

According to our articles of association, in order to change the rights attached to any class of shares, unless otherwise provided by the terms of the class, such change must be adopted by a general meeting of the shareholders and by a separate general meeting of the holders of the affected class with a majority of the voting rights represented at the meeting, in person, by proxy or by written ballot, and voting thereon.

**Annual and Extraordinary Meetings**

Under the Israeli Companies Law a company must convene an annual meeting of shareholders at least once every calendar year and within fifteen months of the last annual meeting. The agenda of the annual meeting includes discussing the financial statements and the report of the board of directors and may also include the appointment of directors and independent auditors as well as other issues. Depending on the matter to be voted upon, notice of at least 21 days or 35 days prior to the date of the meeting is required. Our board of directors may, in its discretion, convene additional meetings as “special general meetings.” With respect to “special general meetings” notice of at least 35 days prior to the date of the meeting is required. In addition, the board must convene a special general meeting upon (1) the demand of two of the directors or 25% of the nominated directors, and (2) one or more shareholders having at least 5% of the outstanding share capital and at least 1% of the voting power in the company, or one or more shareholders having at least 5% of the voting power in the company. See Item 10B. “Additional Information - Memorandum and Articles of Association - Rights Attached to Shares - Voting Rights.”

**Limitations on the Rights to Own Securities in Our Company**

Neither our memorandum of association or our articles of association nor the laws of the State of Israel restrict in any way the ownership or voting of shares by non-residents, except with respect to subjects of countries which are in a state of war with Israel.

**Provisions Restricting Change in Control of Our Company**

The Israeli Companies Law requires that mergers between Israeli companies be approved by the board of directors and general meeting of shareholders of both parties to the merger transaction. The approval of the board of directors of both companies is subject to such boards' confirmations that there is no reasonable doubt that after the merger the surviving company will be able to fulfill its obligations towards its creditors. Each company must notify its creditors about the contemplated merger. Under the Israeli Companies Law, our articles of association are deemed to include a requirement that such merger be approved by an extraordinary resolution of the shareholders, as explained above. The approval of the merger by the general meetings of shareholders of the companies is also subject to additional approval requirements as specified in the Israeli Companies Law and regulations promulgated there under. See also Item 6. “Directors, Senior Management and Employees – Board Practices – Approval of Related Party Transactions Under Israeli Law.”

## **Disclosure of Shareholders Ownership**

The Israeli Securities Law, 5728-1968 and regulations promulgated thereunder contain various provisions regarding the ownership threshold above which shareholders must disclose their share ownership. However, these provisions do not apply to companies, such as ours, whose shares are publicly traded in Israel as well on the NASDAQ Global Market. We are required pursuant to the Israeli Securities Law and the regulations promulgated thereunder to submit to the Israeli Securities Authority and the TASE, through a public immediate report, among other things, all information that we receive from our shareholders regarding their shareholdings in our company, provided that such information was published or is required to be published under applicable foreign law.

## **Changes in Our Capital**

The board of directors has the right to issue shares. Changes in our capital are subject to the approval of the shareholders at a general meeting by a majority of the voting rights represented at the meeting, in person, by proxy or by written ballot, and voting thereon.

There are no restrictions on the rights of nonresident or foreign shareholders to hold or vote our ordinary shares.

### **C. Material Contracts**

#### *Market Maker (TASE) Agreement*

On August 15, 2011, TAT entered into a market making agreement for its shares traded on the Tel Aviv Stock Exchange (TASE) with Harel Finance Trade & Securities Ltd. for the purpose of improving liquidity of TAT shares. The agreement is automatically extended for 12 month periods, unless otherwise terminated by either of the parties giving 30 days notice or in accordance with certain regulatory circumstances. TAT pays an immaterial fee in connection with said agreement.

**D. Exchange Controls**

Israeli law and regulations do not impose any material foreign exchange restrictions on non-Israeli holders of our ordinary shares. In May 1998, a new “general permit” was issued under the Israeli Currency Control Law, 1978, which removed most of the restrictions that previously existed under such law, and enabled Israeli citizens to freely invest outside of Israel and freely convert Israeli currency into non-Israeli currencies.

Non-residents of Israel who purchase our ordinary shares will be able to convert dividends, if any, thereon, and any amounts payable upon our dissolution, liquidation or winding up, as well as the proceeds of any sale in Israel of our ordinary shares to an Israeli resident, into freely-repatriable dollars, at the exchange rate prevailing at the time of conversion, provided that the Israeli income tax has been withheld (or paid) with respect to such amounts or an exemption has been obtained.

**E. Taxation**

The following is a discussion of Israeli and United States tax consequences material to our shareholders. To the extent that the discussion is based on new tax legislation which has not been subject to judicial or administrative interpretation, the views expressed in the discussion might not be accepted by the tax authorities in question. The discussion is not intended, and should not be construed, as legal or professional tax advice and does not exhaust all possible tax considerations.

You are urged to consult your own tax advisor as to the Israeli, United States and other tax consequences of the purchase, ownership and disposition of our ordinary shares, including, in particular, the effect of any non-Israeli, state or local taxes.



## **Israeli Tax Considerations**

The following is a summary of the principal Israeli tax laws applicable to us, of the Israeli Government programs from which we benefit and of the Income Tax Law (Inflationary Adjustments), 1985. This section also contains a discussion of material Israeli tax consequences to our shareholders who are not residents or citizens of Israel. This summary does not discuss all aspects of Israeli tax law that may be relevant to a particular investor in light of his or her personal investment circumstances, or to some types of investors subject to special treatment under Israeli law. Examples of investors subject to special treatment under Israeli law include residents of Israel, traders in securities, or persons who own, directly or indirectly, 10% or more of our outstanding voting capital, all of whom are subject to special tax regimes not covered in this discussion. Some parts of this discussion are based on new tax legislation that has not been subject to judicial or administrative interpretation. The discussion should not be construed as legal or professional tax advice and does not cover all possible tax consequences.

### **General Corporate Tax Structure**

Israeli companies were generally subject to corporate tax at the rate of 25% in 2010, which was reduced to 24% in 2011, and was due to further gradually reduced to 18% in 2016 and thereafter. On December 5, 2011, the Knesset (Israel's Parliament) passed a law for changing the tax burden (Legislative Amendments), which cancels, among others, the gradual reduction in the corporate tax rates in Israel. In addition, the corporate tax in Israel increased to 25% starting in 2012.

In August 2013, the Israeli Knesset approved an increase in the corporate tax rate to 26.5% for 2014 and thereafter.

We do not expect that the August 2013 Amendment to have a material effect on the tax payable in respect of our Israeli operations.

#### **Tax Benefits under the Law for the Encouragement of Capital Investments, 1959**

We have one capital investment program that has been granted “approved enterprise” status under the Law for the Encouragement of Capital Investments, 1959, commonly referred to as the Investment Law, and one program that qualify as a “beneficiary enterprise” pursuant to an amendment to the Investment Law that came into effect on April 1, 2005. These programs were waived as part of the “Preferred enterprise” which is part of the “2011 Amendment” mentioned below.

Prior to the April 2005 amendment, the Investment Law provided that capital investments in a production facility (or other eligible assets) may be designated as an approved enterprise upon prior approval from the Investment Center of the Israel Ministry of Industry, Trade and Labor, or the Investment Center.

On April 1, 2005, an amendment to the Investment Law came into effect, which revised the criteria for investments qualified to receive tax benefits. An eligible investment program under that amendment provided for benefits as a beneficiary enterprise (rather than the previous terminology of approved enterprise). Among other things, the April 2005 amendment provided tax benefits to both local and foreign investors. Companies that meet the specified criteria received the tax benefits without need for prior approval and instead, a company was to claim the tax benefits offered by the Investment Law directly in its tax returns.

The period of tax benefits for the then new beneficiary enterprise commences in the year that is the later of: (i) the year in which taxable income is first generated by a company, or (ii) a year selected by the company for commencement, on the condition that the company meets certain provisions provided by the Investment Law. The amendment does not apply to investment programs approved prior to December 31, 2004 and applies only to new investment programs. We began to generate income under the provision of the new amendment as of the beginning of 2006.

After expiration of the initial tax exemption period, the company is eligible for what was considered then a reduced corporate tax rate of 10% to 25% for the following five to eight years, depending on the extent of foreign investment in the company. The benefits period was limited to 12 years from completion of the investment under the approved plan or 14 years from the date of the approval, whichever is earlier. A company in which more than 25% of the shareholders are non-residents of Israel, defined under the Investment Law as a Foreign Investors Company, may be eligible for benefits for an extended period of up to ten years.

If a company distributes dividends from tax-exempt approved enterprise and/or beneficiary enterprise income, the company will be taxed on the otherwise exempt income at the same reduced corporate tax rate that applies to it after the initial exemption period. Distribution of dividends derived from approved enterprise and beneficiary enterprise income that was taxed at reduced rates, but not tax exempt, does not result in additional tax consequences to the company. Shareholders who receive dividends derived from approved enterprise and beneficiary enterprise income are generally taxed at a rate of 15%, which is withheld and paid by the Company paying the dividend, if the dividend is distributed during the benefits period or within the following 12 years.

The benefits available to an approved enterprise and beneficiary enterprise were conditioned upon terms stipulated in the Investment Law and the related regulations (which include making specified investments in property and equipment, and financing a percentage of these investments with share capital), and, for an approved enterprise, the conditions contained in the certificate of approval from the Investment Center. If we do not fulfill these conditions, in whole or in part, the benefits can be cancelled and we may be required to refund the amount of the benefits, linked to the Israeli consumer price index plus interest. We believe that our approved enterprise and beneficiary enterprise programs currently operate in compliance with all applicable conditions and criteria, but we cannot assure you that they will continue to do so.

We have derived, a material portion of our operating income from our approved enterprise and beneficiary enterprise facilities. We were therefore eligible for a tax exemption for a limited period on undistributed approved enterprise and beneficiary enterprise income. We intend to reinvest the entire amount of our tax-exempt income and not to distribute this income as a dividend.

#### **Tax Benefits and Grants for Research and Development**

Israeli tax law allows, under specific conditions, a tax deduction in the year incurred for expenditures, including capital expenditures, relating to scientific research and development projects, if the expenditures are approved by the relevant Israeli government ministry, determined by the field of research, and the research and development is for the promotion of the company and is carried out by or on behalf of the company seeking such deduction. Expenditures not so approved are deductible over a three-year period. However, expenditures from proceeds made available to us through government grants are not deductible according to Israeli law.

#### Tax Benefits under the Law for the Encouragement of Industry (Taxes), 1969

According to the Law for the Encouragement of Industry (Taxes), 1969, or the Industry Encouragement Law, an Industrial Company is a company resident in Israel, at least 90% of the income of which, in a given tax year, determined in Israeli currency (exclusive of income from some government loans, capital gains, interest and dividends), is derived from an industrial enterprise owned by it. An “industrial enterprise” is defined as an enterprise whose major activity in a given tax year is industrial production activity.

Under the Industry Encouragement Law, Industrial Companies are entitled to the following preferred corporate tax benefits:

- Amortization of purchases of acquired technology and patents over an eight-year period for tax purposes;
- Amortization of specified expenses incurred in connection with a public issuance of securities over a three-year period for tax purposes;
- Right to elect, under specified conditions, to file a consolidated tax return with additional related Israeli Industrial Companies; and
- Accelerated depreciation rates on equipment and buildings.

Eligibility for benefits under the Industry Encouragement Law is not subject to receipt of prior approval from any governmental authority.

Additional amendments to the Approved Enterprise Law became effective in January 2011 (the “2011 Amendment”). Under the 2011 Amendment, income derived by ‘Preferred Companies’ from ‘Preferred Enterprises’ (both as defined in the 2011 Amendment) would be subject to a uniform rate of corporate tax as opposed to previous years’ incentives that were limited to income from Approved or Benefiting Enterprises during their benefits period. According to the 2011 Amendment, the uniform tax rate on such income, referred to as ‘Preferred Income’, would be 10% in areas in Israel that are designated as Development Zone A and 15% elsewhere in Israel during 2011-2012, 7% and 12.5%, respectively, in 2013-2014, and 6% and 12%, respectively, thereafter. Income derived by a Preferred Company from a ‘Special Preferred Enterprise’ (as defined in the Approved Enterprise) would enjoy further reduced tax rates for a period of ten years of 5% in Zone A and 8% elsewhere. As with dividends distributed from taxable income derived from an Approved Enterprise or Benefiting Enterprise during the applicable benefits period, dividends distributed from Preferred Income would be subject to a 15% tax (or lower, if so provided under an applicable tax treaty), which would generally be withheld by the distributing company. While the Company may incur additional tax liability in the event of distribution of dividends from tax exempt income generated from its Approved and Benefiting Enterprises, no additional tax liability will be incurred by the Company in the event of distribution of dividends from income taxed in accordance with the 2011 Amendment.

Under the transitional provisions of the 2011 Amendment, the Company elects to irrevocably implement the 2011 Amendment with respect to its existing Approved and Benefiting Enterprises while waiving benefits provided under the legislation prior to the 2011 Amendment.

Under a recent amendment, announced in August 2013, beginning in 2014, dividends paid out of income attributed to a Preferred Enterprise will be subject to a withholding tax rate of 20% (instead of 15%). In addition, tax rates under the Preferred Enterprise were also raised effective as of January 1, 2014 to 9% in Zone A and 16% elsewhere (instead of the 6% and 12%, respectively).

We cannot assure you that we will continue to qualify as an Industrial Company or that the benefits described above will be available to us in the future, which would entail the loss of the benefits that relate to this status.

#### **Special Provisions Relating to Taxation under Inflationary Conditions**

The Income Tax Law (Inflationary Adjustments), 1985, referred to as the Inflationary Adjustments Law, which attempts to overcome the problems presented to a traditional tax system by an economy undergoing rapid inflation. The Inflationary Adjustments Law is highly complex.

On February 26, 2008, the Israeli Parliament (the Knesset) enacted the Income Tax Law (Inflationary Adjustments) (Amendment No. 20) (Restriction of Effective Period), 2008, which we refer to as the Inflationary Adjustments Amendment. In accordance with the Inflationary Adjustments Amendment, the effective period of the Inflationary Adjustments Law will cease at the end of the 2007 tax year and as of the 2008 tax year the provisions of the law shall no longer apply, other than the transitional provisions intended at preventing distortions in the tax calculations. In accordance with the Inflationary Adjustments Amendment, commencing the 2008 tax year, income for tax purposes will no longer be adjusted to a real (net of inflation) measurement basis. Furthermore, the depreciation of inflation immune assets and carried forward tax losses will no longer be linked to the Israeli consumer price index.

## **Taxation of Dividends Paid on our Ordinary Shares**

### *Taxation of Israeli Shareholders*

Israeli resident individuals are generally subject to Israeli income tax on the receipt of dividends paid on our ordinary shares, other than bonus shares (share dividends) or stock dividends, at the rate of 20%, or 25% for a shareholder that is considered a material shareholder (within the meaning of the Israeli Income Tax Ordinance) at any time during the 12-month period preceding such distribution. Dividends paid on our ordinary shares to Israeli companies are exempt from such tax, except for dividends distributed from income derived outside of Israel, which are subject to the 25% tax rate.

Dividends paid from income derived from any of our approved enterprises or beneficiary enterprises are subject to tax, which is withheld at the source, at the rate of 20%, although we cannot assure you that we will designate the profits that are being distributed in a way that will reduce shareholders' tax liability to this tax rate.

### *Taxation of Non-Israeli Shareholders*

Non-residents of Israel are subject to Israeli income tax on income accrued or derived from sources in Israel, including passive income such as dividends. As of January 1, 2012, on distributions of dividends by an Israeli company to non-Israeli shareholders, other than bonus shares and stock dividends, income tax is applicable at the rate of 25%, or 30% for a shareholder that is considered a significant shareholder at any time during the 12-month period preceding such distribution, unless a different rate is provided in a treaty between Israel and the shareholder's country of residence. As aforesaid, dividends of income generated by an Approved Enterprise (or Benefited Enterprise) are subject to withholding tax at a rate of 20%.

Under the U.S.-Israel Tax Treaty, the maximum tax on dividends paid to a holder of shares who is a treaty U.S. resident is 25%, or 15% if the dividends are generated by an Approved Enterprise (or Benefited Enterprise). However, if the income out of which the dividend is being paid is not attributable to an Approved Enterprise (or Benefited Enterprise) and not more than 25% of our gross income consists of interest or dividends, then such tax rate is reduced to 12.5% for a non-resident that is a U.S. corporation and holds 10% or more of our issued voting power during the part of the tax year that precedes the date of payment of the dividend and during the whole of its prior tax year.

#### Capital gains taxes applicable to non-Israeli shareholders

Capital gains from the sale of our ordinary shares by non-Israeli shareholders are exempt from Israeli taxation, provided that the capital gain is not derived from a permanent establishment in Israel. In addition, the U.S.-Israel tax treaty exempts U.S. residents who hold less than 10% of our voting rights, and who held less than 10% of our voting rights during the 12 months prior to a sale of their shares, from Israeli capital gains tax in connection with such sale.

#### UNITED STATES FEDERAL INCOME TAX CONSEQUENCES

*The following discussion summarizes the material U.S. federal income tax considerations generally applicable to the purchase, ownership and disposition of our ordinary shares. Unless otherwise stated, this summary deals only with shareholders that are U.S. Holders (as defined below) who hold their ordinary shares as capital assets.*

As used in this section, the term “U.S. Holder” means a beneficial owner of an ordinary share who is:

- An individual citizen or resident of the United States or an individual treated as a U.S. citizen or resident for U.S. federal income tax purposes;
- A corporation or other entity taxable as a corporation for U.S. federal income tax purposes created or organized in or under the laws of the United States, any State or the District of Columbia;
- An estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- Any trust if (A)(i) a court within the United States is able to exercise primary supervision over the administration of the trust and (ii) one or more United States persons have the authority to control all substantial decisions of the trust, or (B) such trust validly elects to be treated as a United States person.

The term “Non-U.S. Holder” means a beneficial owner of an ordinary share that is an individual, corporation, estate or trust and is not a U.S. Holder. The tax consequences to a Non-U.S. Holder may differ substantially from the tax consequences to a U.S. Holder. Certain aspects of U.S. federal income tax relevant to a Non-U.S. Holder are discussed below.

This description is based on provisions of the U.S. Internal Revenue Code of 1986, as amended (the “Code”), existing and proposed U.S. Treasury regulations promulgated thereunder, administrative and judicial interpretations thereof, and the US-Israel Tax Treaty, each as in effect as of the date of this prospectus. These sources may change, possibly with retroactive effect, and are open to differing interpretations. This description does not discuss all aspects of U.S. federal income taxation that may be applicable to investors in light of their particular circumstances or to investors who are subject to special treatment under U.S. federal income tax law, including:

- Insurance companies;
- Dealers in stocks, securities or currencies;
- Financial institutions and financial services entities;
- Real estate investment trusts;
- Regulated investment companies;
- Persons that receive ordinary shares in connection with the performance of services;
- Tax-exempt organizations;
- Persons that hold ordinary shares as part of a straddle or appreciated financial position or as part of a hedging, conversion or other integrated instrument;
- Persons who hold the ordinary shares through partnerships or other pass-through entities;
- Individual retirement and other tax-deferred accounts;
- Expatriates of the United States and certain former long-term residents of the United States;
- Persons liable for the alternative minimum tax;
- Persons having a “functional currency” other than the U.S. dollar; and
- Direct, indirect or constructive owners of 10% or more, by voting power or value, of our company.

If a partnership or an entity treated as a partnership for U.S. federal income tax purposes owns ordinary shares, the U.S. federal income tax treatment of a partner in such a partnership will generally depend upon the status of the partner and the activities of the partnership. A partnership that owns ordinary shares and the partners in such partnership should consult their tax advisors about the U.S. federal income tax consequences of holding and disposing of ordinary shares.

This discussion does not consider the possible application of U.S. federal gift or estate tax or alternative minimum tax.

All investors are urged to consult their own tax advisors as to the particular tax consequences to them of an investment in our ordinary shares, including the effect and applicability of United States federal, state, local and foreign income and other tax laws (including estate and gift tax laws) and tax treaties.



## Distributions Paid on the Ordinary Shares

Subject to the discussion below under “Passive Foreign Investment Company Considerations,” a U.S. Holder generally will be required to include in his or her gross income as ordinary dividend income the amount of any distributions paid on the ordinary shares, including the amount of any Israeli taxes withheld, to the extent that those distributions are paid out of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes. Subject to the discussion below under “Passive Foreign Investment Company Considerations,” distributions in excess of our earnings and profits will be applied against and will reduce the U.S. Holder’s tax basis in its ordinary shares and, to the extent they exceed that tax basis, will be treated as gain from a sale or exchange of those ordinary shares. Our dividends will not qualify for the dividends-received deduction applicable in some cases to U.S. corporations.

Dividends that we pay in NIS, including the amount of any Israeli taxes withheld therefrom, will be included in your income in a U.S. dollar amount calculated by reference to the exchange rate in effect on the day such dividends are received, regardless of whether the payment is in fact converted into U.S. dollars. A U.S. Holder who receives payment in NIS and converts NIS into U.S. dollars at an exchange rate other than the rate in effect on such day will have a foreign currency exchange gain or loss that would be treated as ordinary income or loss. U.S. Holders should consult their own tax advisors concerning the U.S. tax consequences of acquiring, holding and disposing of NIS.

Subject to certain limitations, “qualified dividend income” received by a non-corporate U.S. Holder in tax years beginning on or before December 31, 2010 will be subject to tax at a reduced maximum tax rate of 15%. Distributions taxable as dividends paid on the ordinary shares should qualify for the 15% rate provided that we are not a passive foreign investment company (as described below) for U.S. tax purposes and that either: (i) we are entitled to benefits under the income tax treaty between the United States and Israel (the “U.S.-Israel Tax Treaty”) or (ii) the ordinary shares are readily tradable on an established securities market in the United States and certain other requirements are met. We believe that we are entitled to benefits under the U.S.-Israel Tax Treaty and that the ordinary shares currently will be readily tradable on an established securities market in the United States. However, no assurance can be given that the ordinary shares will remain readily tradable. The rate reduction does not apply unless certain holding period requirements are satisfied. With respect to the ordinary shares, the U.S. Holder must have held such shares for at least 61 days during the 121-day period beginning 60 days before the ex-dividend date. The rate reduction also does not apply to dividends received from passive foreign investment companies, see discussion below, or in respect of certain hedged positions or in certain other situations. The legislation enacting the reduced tax rate contains special rules for computing the foreign tax credit limitation of a taxpayer who receives dividends subject to the reduced tax rate. U.S. Holders of ordinary shares should consult their own tax advisors regarding the effect of these rules in their particular circumstances.

Subject to the discussion below under “Information Reporting and Back-up Withholding,” a Non-U.S. Holder generally will not be subject to U.S. federal income or withholding tax on dividends received on ordinary shares unless that income is effectively connected with the conduct by that Non-U.S. Holder of a trade or business in the United States, in which case a corporate Non-U.S. Holder may also be subject to the U.S. branch profits tax.

#### **Foreign Tax Credit**

Any dividend income resulting from distributions we pay to a U.S. Holder with respect to the ordinary shares generally will be treated as foreign source income for U.S. foreign tax credit limitation purposes. Subject to certain conditions and limitations, Israeli tax withheld on dividends may be deducted from taxable income or credited against a U.S. Holder’s U.S. federal income tax liability. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, any dividend that we distribute generally will constitute “passive category income,” or, in the case of certain U.S. Holders, “general category income.” The rules relating to the determination of foreign source income and the foreign tax credit are complex, and the availability of a foreign tax credit depends on numerous factors. Each investor who is a U.S. Holder should consult with its own tax advisor to determine whether its income with respect to the ordinary shares would be foreign source income and whether and to what extent that investor would be entitled to a foreign tax credit.

## Disposition of Ordinary Shares

Upon the sale or other disposition of ordinary shares, subject to the discussion below under “Passive Foreign Investment Company Considerations,” a U.S. Holder generally will recognize capital gain or loss equal to the difference between the amount realized on the disposition and the holder’s adjusted tax basis in the ordinary shares. U.S. Holders should consult their own advisors with respect to the tax consequences of the receipt of a currency other than U.S. dollars upon such sale or other disposition.

Gain or loss upon the disposition of the ordinary shares will be treated as long-term if, at the time of the sale or disposition, the ordinary shares were held for more than one year. The deductibility of capital losses by a U.S. Holder is subject to limitations. In general, any gain or loss recognized by a U.S. Holder on the sale or other disposition of ordinary shares will be U.S. source income or loss for U.S. foreign tax credit purposes. U.S. Holders should consult their own tax advisors concerning the source of income for U.S. foreign tax credit purposes and the effect of the U.S.-Israel Tax Treaty on the source of income.

Subject to the discussion below under “Information Reporting and Back-up Withholding,” a Non-U.S. Holder generally will not be subject to U.S. federal income or withholding tax on any gain realized on the sale or exchange of ordinary shares unless:

- that gain is effectively connected with the conduct by the Non-U.S. Holder of a trade or business in the United States, and, if a tax treaty applies, is attributable to a permanent establishment or fixed base of the Non-U.S. Holder in the United States; or
- in the case of any gain realized by an individual Non-U.S. Holder, that holder is present in the United States for 183 days or more in the taxable year of the sale or exchange, and other conditions are met.

### Passive Foreign Investment Company Considerations

Special U.S. federal income tax rules apply to U.S. Holders owning shares of a passive foreign investment company. A non-U.S. corporation will be considered a passive foreign investment company for any taxable year in which, after applying certain look-through rules, 75% or more of its gross income consists of specified types of passive income, or 50% or more of the average value of its assets consists of assets that produce, or are held for the production of, passive income. For this purpose, passive income includes dividends, interest, royalties, rents, annuities and the excess of gains over losses from the disposition of assets which produce passive income.

If we were classified as a passive foreign investment company, a U.S. Holder could be subject to increased tax liability upon the sale or other disposition of ordinary shares or upon the receipt of amounts treated as “excess distributions.” Under these rules, the excess distribution and any gain would be allocated ratably over the U.S. Holder’s holding period for the ordinary shares, and the amount allocated to the current taxable year and any taxable year prior to the first taxable year in which we were a passive foreign investment company would be taxed as ordinary income. The amount allocated to each of the other taxable years would be subject to tax at the highest marginal tax rate in effect for the applicable class of taxpayer for that year, and an interest charge for the deemed deferral benefit would be imposed on the resulting tax allocated to such other taxable years. The tax liability with respect to the amount allocated to years prior to the year of the disposition, or “excess distribution,” cannot be offset by any net operating losses. In addition, holders of stock in a passive foreign investment company may not receive a “step-up” in basis on shares acquired from a decedent. If we are a passive foreign investment company in any year, a U.S. Holder would be required to file an annual return on IRS Form 8621 regarding distributions received with respect to ordinary shares and any gain realized on the disposition of ordinary shares.

Based on our current and projected income, assets and activities, we do not believe that we will be a passive foreign investment company for our current taxable year. However, because the determination of whether we are a passive foreign investment company is based upon the composition of our income and assets from time to time, we cannot be certain that we will not be considered a passive foreign investment company for the current taxable year or any future taxable year.

The passive foreign investment company tax consequences described above will not apply to a U.S. Holder if the U.S. Holder makes an election to treat us as a qualified electing fund, or QEF. If a U.S. Holder makes a timely QEF election, the U.S. Holder would be required to include in income for each taxable year its pro rata share of our ordinary earnings as ordinary income and its pro rata share of our net capital gain as long-term capital gain, whether or not such amounts are actually distributed to the U.S. Holder. However, a U.S. Holder would not be eligible to make a QEF election unless we comply with certain applicable information reporting requirements. We will provide U.S. Holders with the information needed to report income and gain under a QEF election should we become a passive foreign investment company.

As an alternative to making a QEF election, a U.S. Holder of passive foreign investment company stock which is publicly traded may in certain circumstances avoid certain of the tax consequences generally applicable to holders of a passive foreign investment company by electing to mark the stock to market annually and recognizing as ordinary income or loss each year an amount equal to the difference as of the close of the taxable year between the fair market value of the passive foreign investment company stock and the U.S. Holder's adjusted tax basis in the passive foreign investment company stock. Losses would be allowed only to the extent of net mark-to-market gain previously included by the U.S. Holder under the election for prior taxable years. Income recognized and deductions allowed under the mark-to-market provisions, as well as any gain or loss on the disposition of ordinary shares with respect to which the mark to market election is made, are generally treated as ordinary income or loss (except that loss is treated as capital loss to the extent the loss exceeds the net mark-to-market gains, if any, that a U.S. Holder included in its income with respect to such ordinary shares in prior years). However, gain or loss from the disposition of ordinary shares (as to which a "mark-to-market" election was made) in a year in which we are no longer a passive foreign investment company, will be capital gain or loss. The mark-to-market election is available for so long as our ordinary shares constitute "marketable stock," which includes stock of a passive foreign investment company that is "regularly traded" on a "qualified exchange or other market." Generally, a "qualified exchange or other market" includes a national securities exchange that is registered with the Securities and Exchange Commission or the national market system established pursuant to Section 11A of the Securities Exchange Act of 1934. A class of stock that is traded on one or more qualified exchanges or other markets is "regularly traded" on an exchange or market for any calendar year during which that class of stock is traded, other than in the minimized quantities, on at least 15 days during each calendar quarter. We believe that The NASDAQ Global Market will constitute a qualified exchange or other market for this purpose. However, we cannot be certain that our ordinary shares will continue to trade on The NASDAQ Global Market or that the ordinary shares will be regularly traded for this purpose.

The rules applicable to owning shares of a passive foreign investment company are complex, and each holder who is a U.S. Holder should consult with its own tax advisor regarding the consequences of investing in a passive foreign investment company.

#### **Information Reporting and Backup Withholding**

Payments in respect of ordinary shares may be subject to information reporting to the U.S. Internal Revenue Service and to U.S. backup withholding tax at a rate equal to the fourth lowest income tax rate applicable to individuals (which, under current law, is 28%). Backup withholding will not apply, however, if you (i) are a corporation or come within certain exempt categories, and demonstrate the fact when so required, or (ii) furnish a correct taxpayer identification number and make any other required certification. U.S. Holders who are required to establish their exempt status generally must provide such certification on IRS Form W-9.

Backup withholding is not an additional tax. Amounts withheld under the backup withholding rules may be credited against a U.S. Holder's U.S. tax liability, and a U.S. Holder may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the IRS.

Any U.S. holder who holds 10% or more in vote or value of our ordinary shares will be subject to certain additional United States information reporting requirements.

#### **U.S. Gift and Estate Tax**

An individual U.S. Holder of ordinary shares will generally be subject to U.S. gift and estate taxes with respect to ordinary shares in the same manner and to the same extent as with respect to other types of personal property.

**F. Dividends and Paying Agents**

Not applicable.

**G. Statement by Experts**

Not applicable.

**H. Documents on Display**

We are subject to the reporting requirements of the United States Securities Exchange Act of 1934, as amended, as applicable to “foreign private issuers” as defined in Rule 3b-4 under the Exchange Act, and in accordance therewith, we file annual and interim reports and other information with the Securities and Exchange Commission.

As a foreign private issuer, we are exempt from certain provisions of the Exchange Act. Accordingly, our proxy solicitations are not subject to the disclosure and procedural requirements of Regulation 14A under the Exchange Act and transactions in our equity securities by our officers and directors are exempt from reporting and the “short-swing” profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements as frequently or as promptly as United States companies whose securities are registered under the Exchange Act. However, we make available on our website [www.tat-technologies.com](http://www.tat-technologies.com), our annual audited financial statements, which have been examined and reported on, with an opinion expressed by an independent public accounting firm, and we intend to file reports with the Securities and Exchange Commission on Form 6-K containing unaudited financial information for the first three quarters of each fiscal year.

This annual report on Form 20-F and the exhibits thereto and any other document we file pursuant to the Exchange Act may be inspected without charge and copied at prescribed rates at the following Securities and Exchange Commission public reference room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549; and on the Securities and Exchange Commission Internet site (<http://www.sec.gov>) and on our website [www.tat-technologies.com](http://www.tat-technologies.com). You may obtain information on the operation of the Securities and Exchange Commission’s public reference room in Washington, D.C. by calling the Securities and Exchange Commission at 1-800-SEC-0330. The Exchange Act file number for our Securities and Exchange Commission filings is 0-16050.

In addition, since August 16, 2005 we are also listed on the TASE. From such date we submit copies of all our filings with the SEC to the Israeli Securities Authority and TASE. Such copies can be retrieved electronically through the TASE internet messaging system ([www.maya.tase.co.il](http://www.maya.tase.co.il)) and, in addition, through the MAGNA distribution site of the Israeli Securities Authority ([www.magna.isa.gov.il](http://www.magna.isa.gov.il)).

The documents concerning our company which are referred to in this annual report may also be inspected at our offices located at Re'em Industrial Park Neta, Boulevard Bnei Ayish, Gedera, Israel.

**I. Subsidiary Information**

Not applicable.

**Item 11. Quantitative and Qualitative Disclosures about Market Risk**

We do not own and have not issued any market risk sensitive instruments about which disclosure is required to be provided pursuant to this Item.

**Effects of Changes in Interest Rates**

We pay interest on our long-term loans facilities in accordance with the nature of each loan. For loans that bear Libor Rate, we pay interest at a rate per annum equal to up to 3.5% in excess of the Libor Rate. As a result, changes in the general level of interest rates directly affect the amount of interest payable by us under these facilities. As of December 31, 2014 we do not have any loans that bear fixed interest rate or linked to the Consumer Price Index (the "CPI").

**Effects of Currency Exchange Fluctuations**

Our financial statements are stated in dollars, while a portion of our expenses, primarily labor expenses, is incurred in NIS and a part of our revenues are quoted in NIS. The company entered into Forward transactions in order to minimize its currency risk from expenses paid in NIS. Additionally, certain assets, as well as a portion of our liabilities, are denominated in NIS. As a result, our operations may be affected by fluctuations of the U.S. dollar/NIS exchange rate. In 2014, the NIS appreciated against the U.S. dollar by 12%, while in 2013 the NIS appreciated against the U.S. dollar by 7.5%. We estimate that a devaluation of 1% of the U.S. dollar against the NIS would result in a decrease of approximately \$152,000 in our operating income.



**Item 12. Description of Securities Other than Equity Securities**

Not Applicable.

**PART II**

**Item 13. Defaults, Dividend Arrearages and Delinquencies**

None.

**Item 14. Material Modifications to the Rights of Security Holders**

None.

**Item 15. Controls and Procedures**

**(a) Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in its Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our chief executive officer and chief financial officer to allow timely decisions regarding required disclosure. Our management, including our chief executive officer and chief financial officer, conducted an evaluation of our disclosure controls and procedures, as defined under Exchange Act Rule 13a-15(e), as of the end of the period covered by this Annual Report on Form 20-F. Based upon that evaluation, our chief executive officer and chief financial officer have concluded that, as of such date, our disclosure controls and procedures were effective.

**(b) Management's Annual Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting. Internal control over financial reporting is defined in Rule 13a-15 (f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and effected by the company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2014. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (2013). Based on that assessment, our management concluded that as of December 31, 2014, our internal control over financial reporting is effective.

This annual report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial report. Management's report was not subject to attestation by our independent registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

**(d) Changes in Internal Control over Financial Reporting**

There was no change in our internal control over financial reporting that occurred during the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 16. [Reserved]**

**Item 16A. Audit Committee Financial Expert**

Our board of directors has determined that each member of our audit committee each of whom also qualifies as independent director, meets the definition of an audit committee financial expert, as defined by rules of the Securities and Exchange Commission. For a brief listing of the relevant experience of the member of our audit committee, see Item 6.A. "Directors, Senior Management and Employees — Directors and Senior Management."

**Item 16B. Code of Ethics**

We have adopted a code of ethics that applies to our chief executive officer and all senior financial officers of our company, including the chief financial officer, chief accounting officer or controller, or persons performing similar functions. The code of ethics is publicly available on our website at [www.tat-technologies.com](http://www.tat-technologies.com). Written copies are available upon request. If we make any substantive amendment to the code of ethics or grant any waivers, including any implicit waiver, from a provision of the codes of ethics, we will disclose the nature of such amendment or waiver on our website.

**Item 16C. Principal Accountant Fees and Services****Fees Paid to Independent Public Accountant**

The following table sets forth, for each of the years indicated, the fees paid to our principal independent registered public accounting firm. All of such fees were pre-approved by our Audit Committee.

Services Rendered	Year Ended December 31,	
	2014	2013
Audit (1)	\$ 193,000	\$ 210,000
Tax (2)	40,000	65,000
Total	\$ 233,000	\$ 275,000

- (1) Audit fees are for audit services for each of the years shown in the table, including fees associated with the annual audit and reviews of our quarterly financial results, consultations on various accounting issues and audit services provided in connection with other statutory or regulatory filings.
- (2) Tax fees relate to professional services rendered for tax compliance and tax advice. These services include assistance regarding international and Israeli taxation.

**Pre-Approval Policies and Procedures**

Our Audit Committee has adopted a policy and procedures for the pre-approval of audit and non-audit services rendered by our independent registered public accounting firm Kesselman & Kesselman, a member of PricewaterhouseCoopers International Ltd. Pre-approval of an audit or non-audit service may be given as a general pre-approval, as part of the audit committee's approval of the scope of the engagement of our independent auditor, or on an individual basis. Any proposed services exceeding general pre-approved levels also require specific pre-approval by our audit committee. The policy prohibits retention of the independent public accountants to perform the prohibited non-audit functions defined in Section 201 of the Sarbanes-Oxley Act or the rules of the SEC, and also requires the Audit Committee to consider whether proposed services are compatible with the independence of the public accountants.

**Item 16D. Exemptions from the Listing Standards for Audit Committee**

Not Applicable.

**Item 16E. Purchase of Equity Securities By The Issuer and Affiliated Purchasers**

Not Applicable.

**Item 16F. Change in Registrant's Certifying Accountant.**

Not Applicable.

**Item 16G. Corporate Governance**

The following are the significant ways in which our corporate governance practices differ from those followed by domestic companies under the Nasdaq Rules:

*Shareholder Approval.* Although the Nasdaq Rules generally require shareholder approval of equity compensation plans and material amendments thereto, we follow Israeli Companies Law, which is to have such plans and amendments approved only by the board of directors, unless such arrangements are for the compensation of directors, Chief Executive Officer or a transaction with the controlling shareholder, in which case they also require the approval of the compensation committee and the shareholders.

In addition, rather than follow the Nasdaq Rules requiring shareholder approval for the issuance of securities in certain circumstances, we follow Israeli law, under which a private placement of securities requires approval by our board of directors and shareholders if it will cause a person to become a controlling shareholder (generally presumed at 25% ownership) or if:

- o The securities issued amount to 20% or more of our outstanding voting rights before the issuance;
- o Some or all of the consideration is other than cash or listed securities or the transaction is not on market terms; and
- o The transaction will increase the relative holdings of a shareholder that holds 5% or more of our outstanding share capital or voting rights or that it will cause any person to become, as a result of the issuance, a holder of more than 5% of our outstanding share capital or voting rights.

*Annual Reports.* While the Nasdaq Rules generally require that companies send an annual report to shareholders prior to the annual general meeting, we follow the generally accepted business practice for companies in Israel. Specifically, we file annual reports on Form 20-F, which contain financial statements audited by an independent registered public accounting firm, electronically with the SEC and post a copy on our website.

### **PART III**

#### **Item 17. Financial Statements**

We have elected to furnish financial statements and related information specified in Item 18.

#### **Item 18. Financial Statements**

##### **Consolidated Financial Statements of the Company**

##### **Report of Independent Registered Public Accounting Firm**

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##### **Consolidated Balance Sheets**

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##### **Consolidated Statements of Operations**

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##### **Consolidated Statements of Comprehensive Income**

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##### **Consolidated Statements of Changes in Equity**

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##### **Consolidated Statements of Cash Flows**

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##### **Notes to Consolidated Financial Statements**

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#### **Item 19. Exhibits**

The following exhibits are filed as a part of this Annual Report:

- 1.1 Memorandum of Association of the Registrant (1)
- 1.2 Articles of Association of the Registrant (filed herewith) (8)
- 2.1 Specimen Certificate for Ordinary Shares (1)
- 4.1 2012 Stock Option Plan (7)
- 4.2 Agreement dated February 10, 2000, by and between the Registrant and TAT Industries Ltd. (English summary translation) (2)
- 4.3 English translation of Share Sales Agreement, dated March 27, 2008, by and between the Registrant and Bental Investments Cooperative Agricultures Society Ltd. (5)
- 4.4 English translation of Shareholders' Agreement, dated May 21, 2008, by and between the Registrant, Tat Industries Ltd. and Bental Investments Cooperative Agricultures Society Ltd. (5)

- 4.5 English translation of Amendment to the Share Sales and Options Agreement and the Shareholders' Agreement, dated May 21, 2008, by and between the Registrant, Tat Industries Ltd. and Bental Investments Cooperative Agriculture Society Ltd. (5)
- 4.6 English translation of Share Sales Agreement dated April 15, 2008, by and between the Registrant and Mivtach Shamir Investments (1993) Ltd. (5)
- 4.7 Agreement and Plan of Merger dated April 3, 2009 by and between the Registrant, Limco-Piedmont, Inc. and LIMC Acquisition Company (4)
- 4.8 TAT's Executive and Directors Compensation Policy (8)
- 4.9 Form of Officers Indemnification Undertaking (8)
- 5.0 Report of Independent Registered Public Accounting Firm
- 8 List of Subsidiaries of the Registrant
- 12.1 Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended
- 12.2 Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended
- 13.1 Certification of the Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 13.2 Certification of the Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 14.1 Consent of independent registered public accounting firm
- 14.2 Consent of registered public accounting firm

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(1) Filed as an exhibit to the Registrant's Annual Report on Form 20-F for the year ended December 31, 1992, and incorporated herein by reference.

- (2) Incorporated by reference to the Registrant's Annual Report on Form 20-F for the year ended December 31, 1999, and incorporated herein by reference.
- (3) Incorporated by reference to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2006, and incorporated herein by reference.
- (4) Filed as an exhibit to the Registrant's Registration Statement on Form F-4 filed on May 7, 2009 and incorporated herein by reference.
- (5) Filed as an exhibit to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2007, and incorporated herein by reference.
- (6) Filed as an exhibit to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2010, and incorporated herein by reference.
- (7) Filed as an exhibit to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2012, and incorporated herein by reference.
- (8) Filed as an exhibit to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2013, and incorporated herein by reference.



## SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

TAT TECHNOLOGIES LTD.

By: /s/ Tiko Gadot  
Tiko Gadot  
Chief Financial Officer  
(Principal Accounting Officer)

Date: March 22, 2015

TAT TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2014

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TAT TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2014

IN U.S. DOLLARS

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**  
To the shareholders of  
**TAT Technologies Ltd.**

We have audited the accompanying consolidated balance sheets of TAT Technologies Ltd. and its subsidiaries (the "Company") as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2014. These consolidated financial statements are the responsibility of the Company's Board of Directors and management. Our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the financial statements of First Aviation Services Inc., an equity method investee, as of and for the years ended December 31, 2014, 2013 and 2012. The First Aviation Services Inc. financial statements audited by other auditors were prepared on a "historical" basis (prior to basis adjustments primarily related to impairment charges recorded by the Company) and reflect total net assets of \$8,935,000 and \$8,140,000 as of December 31, 2014 and 2013, respectively, and total net income of \$727,000, \$3,158,000 and \$(12,979,000) for the years ended December 31, 2014, 2013 and 2012, respectively (subsequently adjusted by the Company to net assets of \$2,556,000 and \$2,289,000, and net income of \$267,000, \$1,025,000 and \$(3,756,000), respectively, to reflect the share in the results of First Aviation Services Inc. and other adjustments primarily related to impairment charges recorded by the Company). We audited the adjustments necessary to convert the "historical" basis financial statements of First Aviation Services Inc. to the basis reflected in the Company's consolidated financial statements. The First Aviation Services Inc. financial statements were audited by other auditors (whose report thereon dated March 4, 2015 expressed an unqualified opinion on those financial statements) has been furnished to us, and our opinion expressed herein, insofar as it relates to the historical amounts included for First Aviation Services Inc., is based solely on the report of the other auditors.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Company's Board of Directors and management, as well as evaluating the overall financial statements presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, based on our audits and the report of other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2014 and 2013 and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America.

Tel-Aviv, Israel  
March 22, 2015

/s/ Kesselman & Kesselman  
Certified Public Accountants (Isr.)  
A member firm of PricewaterhouseCoopers International Limited

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*Kesselman & Kesselman, Trade Tower, 25 Hamered Street, Tel-Aviv 6812508, Israel,  
P.O Box 50005 Tel-Aviv 6150001 Telephone: +972 -3- 7954555, Fax: +972 -3- 7954556, [www.pwc.com/il](http://www.pwc.com/il)*

## CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands

	December 31,	
	2014	2013
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 22,894	\$ 19,814
Short-term bank deposits	5,089	10,059
Accounts receivable-trade, net	15,657	18,387
Other accounts receivable and prepaid expenses	4,298	3,314
Inventories, net	35,404	29,395
Assets held for sale	-	9,959
Total current assets	83,342	90,928
<b>INVESTMENT AND OTHER NON CURRENT ASSETS:</b>		
Investment in an affiliated company	2,556	2,289
Funds in respect of employee rights upon retirement	2,496	2,900
Deferred income taxes	1,550	1,616
	6,602	6,805
<b>PROPERTY, PLANT AND EQUIPMENT, NET</b>	11,524	11,147
Total long-term assets	18,126	17,952
Total assets	\$ 101,468	\$ 108,880

The accompanying notes are an integral part of the consolidated financial statements.

## CONSOLIDATED BALANCE SHEETS

U.S dollars in thousands, except share data

	December 31,	
	2014	2013
<b>LIABILITIES AND EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Short term bank loan and current maturities of long-term loans	\$ -	\$ 910
Accounts payable trade	5,886	6,941
Other accounts payable and accrued expenses	5,651	5,815
Liabilities held for sale	-	3,428
Total current liabilities	11,537	17,094
<b>NON CURRENT LIABILITIES:</b>		
Other long-term liabilities	34	58
Liability in respect of employee rights upon retirement	2,655	3,140
Deferred income taxes	1,774	1,058
Total long-term liabilities	4,463	4,256
<b>COMMITMENTS AND CONTINGENT LIABILITIES (NOTE 14)</b>		
Total liabilities	16,000	21,350
<b>EQUITY:</b>		
Ordinary shares of NIS 0.9 par value :		
Authorized: 10,000,000 shares at December 31, 2014 and 2013; Issued: 9,082,817 and 9,079,709 shares at December 31, 2014 and 2013, respectively; Outstanding: 8,808,344 and 8,805,236 shares at December 31, 2014 and 2013, respectively	2,793	2,792
Additional paid-in capital	64,491	64,454
Treasury stock, at cost, 274,473 shares at December 31, 2014 and 2013	(2,088)	(2,088)
Accumulated other comprehensive loss	-	(429)
Retained earnings	20,272	20,840
Total shareholders' equity	85,468	85,569
Non-controlling interest	-	1,961
Total equity	85,468	87,530
Total liabilities and equity	\$ 101,468	\$ 108,880

The accompanying notes are an integral part of the consolidated financial statements.

## CONSOLIDATED STATEMENTS OF OPERATIONS

U.S dollars in thousands

	Year ended December 31,		
	2014	2013	2012
Revenues:			
Products	\$ 31,363	\$ 34,364	\$ 36,263
Services	49,363	45,187	41,652
	<u>80,726</u>	<u>79,551</u>	<u>77,915</u>
Cost of revenues:			
Products	23,340	24,892	25,177
Services	40,286	35,987	33,362
	<u>63,626</u>	<u>60,879</u>	<u>58,539</u>
Gross profit	<u>17,100</u>	<u>18,672</u>	<u>19,376</u>
Operating expenses:			
Research and development, net	1,070	713	995
Selling and marketing	3,203	3,150	2,899
General and administrative	9,019	9,512	10,110
Other income	<u>(11)</u>	<u>(20)</u>	<u>(13)</u>
	<u>13,281</u>	<u>13,355</u>	<u>13,991</u>
Operating income from continuing operations	<u>3,819</u>	<u>5,317</u>	<u>5,385</u>
Financial expenses	(2,510)	(947)	(2,094)
Financial income	<u>1,216</u>	<u>897</u>	<u>1,988</u>
Income from continuing operations before taxes on income	<u>2,525</u>	<u>5,267</u>	<u>5,279</u>
Taxes on income	<u>1,360</u>	<u>1,041</u>	<u>2,090</u>
Net income from continuing operations after taxes on income	<u>1,165</u>	<u>4,226</u>	<u>3,189</u>
Share in results of affiliated company and impairment of share in affiliated company	<u>267</u>	<u>1,025</u>	<u>(3,756)</u>
Net income (loss) from continuing operations	<u>1,432</u>	<u>5,251</u>	<u>(567)</u>
Net loss from discontinued operations, net of tax	<u>-</u>	<u>(2,429)</u>	<u>(1,147)</u>
Net income (loss) attributable to TAT Technologies Ltd. shareholders	<u>\$ 1,432</u>	<u>\$ 2,822</u>	<u>\$ (1,714)</u>

The accompanying notes are an integral part of the consolidated financial statements.

## CONSOLIDATED STATEMENTS OF OPERATIONS

U.S dollars in thousands, except share and per share data

	Year ended December 31,		
	2014	2013	2012
Basic and diluted income (loss) per share:			
Net income (loss) from continuing operations per share attributable to controlling interest	\$ 0.16	\$ 0.60	\$ (0.06)
Loss from discontinued operations per share attributable to controlling interest	-	(0.28)	(0.13)
	<u>\$ 0.16</u>	<u>\$ 0.32</u>	<u>\$ (0.19)</u>
Weighted average number of shares outstanding:			
Basic	8,805,495	8,799,237	8,808,075
Diluted	<u>8,826,542</u>	<u>8,808,920</u>	<u>8,808,075</u>

The accompanying notes are an integral part of the consolidated financial statements.



## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

U.S dollars in thousands

	Year ended December 31,		
	2014	2013	2012
Net income (loss)	\$ 1,432	\$ 1,780	\$ (1,772)
Other comprehensive income			
Foreign currency translation adjustments	429	668	209
Total other comprehensive income	429	668	209
Comprehensive income (loss)	\$ 1,861	\$ 2,448	\$ (1,563)
Comprehensive loss (income) attributable to non-controlling interest	-	842	(12)
Comprehensive income (loss) attributable to shareholders	\$ 1,861	\$ 3,290	\$ (1,575)

The accompanying notes are an integral part of the consolidated financial statements.

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

U.S dollars in thousands, except share data

	TAT Technologies Ltd. Shareholders							
	Share capital		Additional paid-in capital	Accumulated other comprehensive income (loss)	Treasury shares	Retained earnings	Non- controlling interest	Total equity
	Number of shares issued	Amount						
<b>BALANCE AT JANUARY 1, 2012</b>	9,073,043	2,790	64,402	(1,036)	(2,018)	22,232	2,791	89,161
<b>CHANGES DURING THE YEAR ENDED DECEMBER 31, 2012:</b>								
Comprehensive income (loss)	-	-	-	139	-	(1,714)	12	(1,563)
Dividend distributed	-	-	-	-	-	(2,500)	-	(2,500)
Purchase of treasury shares	-	-	-	-	(70)	-	-	(70)
Share based compensation expenses	-	-	8	-	-	-	-	8
<b>BALANCE AT DECEMBER 31, 2012</b>	9,073,043	\$ 2,790	\$ 64,410	\$ (897)	\$ (2,088)	\$ 18,018	\$ 2,803	\$ 85,036
<b>CHANGES DURING THE YEAR ENDED DECEMBER 31, 2013:</b>								
Comprehensive income (loss)	-	-	-	468	-	2,822	(842)	2,448
Share based compensation expenses	-	-	3	-	-	-	-	3
Exercise of options	6,666	2	41	-	-	-	-	43
<b>BALANCE AT DECEMBER 31, 2013</b>	9,079,709	\$ 2,792	\$ 64,454	\$ (429)	\$ (2,088)	\$ 20,840	\$ 1,961	\$ 87,530
<b>CHANGES DURING THE YEAR ENDED DECEMBER 31, 2014:</b>								
Comprehensive income	-	-	-	429	-	1,432	-	1,861
Share based compensation expenses	-	-	38	-	-	-	-	38
Exercise of option	3,108	1	(1)	-	-	-	-	-
Dividend distributed	-	-	-	-	-	(2,000)	-	(2,000)
Sale of subsidiary	-	-	-	-	-	-	(1,961)	(1,961)
<b>BALANCE AT DECEMBER 31, 2014</b>	<u>9,082,817</u>	<u>\$ 2,793</u>	<u>\$ 64,491</u>	<u>\$ -</u>	<u>\$ (2,088)</u>	<u>\$ 20,272</u>	<u>\$ -</u>	<u>\$ 85,468</u>

The accompanying notes are an integral part of the consolidated financial statements.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2014	2013	2012
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income (loss) attributable to TAT Technologies Ltd. shareholders	\$ 1,432	\$ 2,822	\$ (1,714)
Net loss from discontinued operations	-	2,429	1,147
Income (loss) from continuing operations	1,432	5,251	(567)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	2,069	1,859	1,906
Exchange differentials of loans	(1)	23	16
Write down of inventory	-	67	-
Gain (loss) on sale of property and equipment	10	(20)	(12)
Gain from change in fair value of derivatives	-	(27)	(399)
Interest from short-term bank deposits and restricted deposits	(128)	(11)	(48)
Provision for doubtful accounts	-	17	258
Share in results of affiliated company and impairment of share in affiliated company	(267)	(1,025)	3,756
Share based compensation expenses	38	3	8
Liability in respect of employee rights upon retirement	(485)	286	396
Deferred income taxes, net	1,229	71	1,712
Changes in operating assets and liabilities:			
Amounts due to (from) related parties, net	5	(63)	711
Decrease (increase) in trade accounts receivable	2,730	(1,001)	(979)
Decrease (increase) in other accounts receivable, prepaid expenses and other	(833)	1,195	266
Decrease (increase) in inventories, net	(6,009)	659	(2,908)
Increase (decrease) in trade accounts payable	(509)	278	581
Increase (decrease) in other accounts payable and accrued expenses	(715)	(417)	1,197
Increase (decrease) in other long-term liabilities	(24)	58	(2)
Net cash provided by (used in) operating activities	(1,458)	7,203	5,892
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Proceeds from sale of marketable securities	-	-	1,900
Proceeds from sale of subsidiary (A)	2,176	-	-
Funds in respect of employee rights upon retirement	352	(48)	(457)
Proceeds from sale of property and equipment	19	51	50
Purchase of property and equipment	(3,021)	(2,240)	(2,147)
Investment in short-term deposit	-	-	(10,000)
Maturities of short-term deposits	5,098	-	-
Proceeds released from restricted deposits	-	2,307	947
Net cash provided by (used in) investing activities	\$ 4,624	\$ 70	\$ (9,707)

The accompanying notes are an integral part of the consolidated financial statements.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2014	2013	2012
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Repayments of long-term loans	\$ (883)	\$ (2,286)	\$ (776)
Dividend paid	(2,000)	-	(2,500)
Repayments of short-term loans	(26)	(719)	(4,542)
Short-term credit received from a bank	-	26	627
Repurchase of treasury shares	-	-	(70)
Exercise of options	-	43	-
Net cash used in financing activities	(2,909)	(2,936)	(7,261)
<b>CASH FLOWS FROM DISCONTINUED OPERATIONS:</b>			
Cash provided by operating activities of discontinued operations	-	685	2,054
Cash provided by investing activities of discontinued operations	-	(31)	(226)
Cash used in financing activities of discontinued operations	-	(304)	(285)
Effect of exchange rate changes on cash and cash equivalents of discontinued operations	-	164	90
Net cash provided by discontinued operations	-	514	1,633
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	257	4,851	(9,443)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	22,637	17,786	27,229
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	22,894	22,637	17,786
<b>LESS – CASH AND CASH EQUIVALENT OF DISCONTINUED OPERATIONS AT END OF YEAR</b>	-	2,823	2,309
<b>CASH AND CASH EQUIVALENTS OF CONTINUING OPERATIONS AT END OF YEAR</b>	\$ 22,894	\$ 19,814	\$ 15,477
<b>Supplementary information on investing activities not involving cash flows:</b>			
Purchase of property and equipment on credit	\$ 44	\$ 590	\$ -
<b>Supplemental disclosure of cash flow information:</b>			
Interest paid	\$ (15)	\$ (89)	\$ (209)
Interest received	\$ 221	\$ 177	\$ 265
Income taxes paid	\$ (571)	\$ (961)	\$ (813)
Income taxes refunds	\$ 613	\$ 1,383	\$ 780
<b>(A) Proceeds from sale of subsidiary</b>			
Assets held for sale (excluding cash in the amount of \$2,823)	7,136	-	-
Liabilities held for sale	(3,428)	-	-
Non-controlling interest	(1,532)	-	-
	\$ 2,176	\$ -	\$ -

The accompanying notes are an integral part of the consolidated financial statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 1 - GENERAL

- a. TAT Technologies Ltd., (“TAT” or the “Company”) an Israeli corporation, incorporated in 1985, is a leading provider of services and products to the commercial and military aerospace and ground defense industries. Together with its subsidiaries, 100% held, Limco-Piedmont Inc. (“Limco-Piedmont”), 70% held, Bental Industries Ltd. (“Bental”) (with respect to the sale of the entire interest in Bental see note 1(d) and 4) and 100% held, TAT Gal Inc. (“TAT Gal”) hereinafter collectively referred to as the “Group”, it is principally engaged in the following activities:

- Design, development, manufacture and sale of a broad range of heat transfer equipment and solutions;
- Remanufacture, overhaul and repair of heat transfer equipment;
- Maintenance, repair and overhaul of auxiliary power units, landing gears and related components;
- Design, development and manufacture of aviation and flow control accessories including fuel components, secondary power systems, and various instrumentation and electronic assemblies and
- Design, development and manufacture of environmental control and cooling systems.

The products developed, repaired, and maintained by the Group are primarily used for airborne systems on commercial and military aircrafts as well as for defense ground systems. The principal markets of TAT are in Israel, Europe and the United States.

As of December 31, 2014, Limco-Piedmont holds 100% of Limco-Airepair Inc. (“Limco”), of Piedmont Aviation Component Services LLC. (“Piedmont”) and holds, through Piedmont, 28.08% in First Aviation Services Inc. (“FAvS”), a world-wide service provider to the aerospace industry and a one-stop-shop for maintenance, repair and overhaul services (for propellers and landing gear) for the General Aviation Industry.

- b. TAT’s shares are listed on both the NASDAQ (TATT) and Tel-Aviv stock exchange.
- c. In October 2012 two lenders to TAT’s then controlling shareholders, KMN Industries and TAT Industries (herein “Controlling Shareholders”), filed separate petitions to the court to enforce certain liens granted to such lenders by each of the Controlling Shareholders. Such liens consisted of KMN Industries’ holdings of an approximately 80% ownership interest in TAT Industries (which in turn owned approximately 43% of the issued share capital of TAT) and KMN Industries’ direct holdings in TAT (which represented approximately 10% of the issued share capital of TAT). On December 18, 2012 the court appointed permanent receivers on behalf of the two lenders mentioned above for the purpose of jointly realizing the liens granted to such lenders. On March 15, 2013 the receivers of TAT’s shares initiated a bid process for the sale of such shares. On August 7, 2013 the receivers informed TAT that a transaction for the sale of 4,732,351 Ordinary shares of TAT, constituting 53.8% of TAT’s outstanding Ordinary shares as of the date of the transaction, closed after receiving all required approvals and transfer of the agreed consideration by FIMI Israel Opportunity FIVE, Limited Partnership and FIMI Opportunity V, L.P. (“FIMI Funds”).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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## U.S. dollars in thousands

## NOTE 1 - GENERAL (CONT)

- d. On February 18, 2014 TAT entered into an agreement to sell its entire interest in Bental, constituting 70% of Bental's issued and outstanding share capital, to Bental Investments Agshah Ltd. ("Bental Investments"), for an aggregate consideration of \$5,000, reflecting an impairment of \$3,319 (out of which \$2,323 attributed to controlling interest), which is reported in Income (loss) from discontinued operations in the consolidated statement of operations for the year ended December 31, 2013 (see also note 4).

The Company determined Bental met the criteria for held for sale and discontinued operations as of December 31, 2013.

Closing of the transaction occurred on March 27, 2014 after receiving all required approvals to consummate the closing.

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

**Accounting principles**

The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"), applied on a consistent basis, unless otherwise indicated below.

**a. Use of estimates in the preparation of financial statement**

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclose the nature of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting years. Actual results could differ from those estimates.

As applicable to these financial statements, the most significant estimates and assumptions relate to: revenue recognition, recoverability of inventory, provision for doubtful accounts, impairment of long lived assets, impairment of investment in affiliated company, contingencies, provision for taxes and the realizability of deferred tax assets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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U.S. dollars in thousands

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONT)

**b. Functional currency**

The majority of the TAT's revenues are generated in U.S. dollars ("dollars") and a substantial portion of TAT's costs are incurred in dollars. In addition, a significant portion of the TAT's financing has been obtained in dollars. Accordingly, the dollar is the currency of the primary economic environment in which TAT operates and accordingly its functional and reporting currency is the dollar.

Limco's and Piedmont's ("U.S. subsidiaries") revenues are generated in dollars and its costs are incurred in dollars. In addition, the U.S. subsidiaries financing has been obtained in dollars. Accordingly, the dollar is the currency of the primary economic environment in which the U.S. subsidiaries operate and accordingly its functional and reporting currency is the dollar.

Monetary accounts maintained in currencies other than the dollar are re-measured using the representative foreign exchange rate at the balance sheet date. Operational accounts and non-monetary balance sheet accounts are measured and recorded at the rate in effect at the date of the transaction. The effects of foreign currency re-measurement are recorded in financial income (expenses), net.

**c. Principles of consolidation**

The consolidated financial statements include the accounts of TAT and its subsidiaries. In these financial statements, "subsidiaries" are companies over which TAT has over 50% voting control and the financial statements of which are consolidated with those of the Company.

Intercompany balances and transactions, including profits from intercompany sales not yet realized outside the Group, have been eliminated upon consolidation. Non-controlling interests are included in equity.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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U.S. dollars in thousands

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONT)

## d. Cash and Cash equivalents

All highly liquid investments, which include short-term bank deposits and money market accounts, that are not restricted as to withdrawal or use, and short-term debentures, the period to maturity of which do not exceed three months at the time of investment, are considered to be cash equivalents.

## e. Short-term bank deposits

Bank deposits with maturities of more than three months but less than one year are included in short-term deposits. Such short-term deposits are in Dollars and bear interest at an average annual rate of approximately 0.6% in 2014 and 2013.

## f. Accounts receivable-trade, net

The Group's accounts receivable balances are due from customers primarily in the airline and defense industries. Credit is extended based on evaluation of a customer's financial condition and generally, collateral is not required. Trade accounts receivable from sales of services and products are typically due from customers within 30 - 90 days. Trade accounts receivable balances are stated at amounts due from customers net of an allowance for doubtful accounts. Accounts outstanding longer than their original contractual payment terms are considered past due. The Group determines its allowance by considering a number of factors, including the length of time accounts receivable are past due, the Group's previous loss history from such customers, customer's current ability to pay its obligation to TAT and the condition of the general economy and the industry as a whole. The Group writes-off accounts receivable when they become uncollectible. Payments subsequently received on such receivables are credited against earnings. The allowance for doubtful accounts is determined with respect to specific debts that are doubtful of collection.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONT)

## g. Inventories

Inventories are measured at the lower of cost or market.

Cost of inventories is determined as follows:

Raw materials and parts - On the basis of actual cost.

Work in progress and Finished goods - On the basis of actual cost which takes into account materials, labor and other direct and indirect manufacturing costs, or identifiable direct costs.

Since the Group sells products and services related to airplane accessories (heat transfer equipment, defined in note 1, APU's, landing gears etc.) for airplanes that can be in service for 20 to 50 years, it must keep a supply of such products and parts on hand while the airplanes are in use. The Group writes down its inventory for estimated obsolescence and unmarketable inventory equal to the difference between the cost of inventory and estimated market value based upon assumptions for future demand and market conditions.

## h. Property, plant and equipment

Property, plant and equipment are stated at cost, after deduction of the related investment grants, net of accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets, as follows:

	years
Buildings	25
Machinery and equipment	4 - 10 (mainly 10)
Motor vehicles	6 - 7
Office furniture and equipment	3 - 17 (mainly 7)
Software	3

Leasehold improvements are included in buildings and amortized using the straight line method over the period of the lease contract, or the estimated useful life of the asset, whichever is shorter.

## i. Grants from Office of the Chief Scientist of Israel ("OCS");

Grants received from the OCS for approved research and development projects are recognized at the time the Company is entitled to such grants, on the basis of the costs incurred and included as a deduction from research and development expenses. Due the fact that the Company is defined as "Traditional Industry Company", under the OCS regulations, these grants are non-royalty bearing.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONT)

**j. Investment in company accounted for using the Equity Method**

Investment in which the Group exercises significant influence and which is not considered a subsidiary ("affiliate") is accounted for using the equity method, whereby the Group recognizes its proportionate share of the affiliated company's net income or loss after the date of investment. Significant influence is presumed to exist when the Group holds 20% to 50% of an affiliated company's voting instruments.

The Group reviews this investment for impairment whenever events indicate the carrying amount may not be recoverable. See note 3(b).

**k. Impairment of long-lived assets**

Long-lived assets, including definite life intangible assets, held and used by an entity are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets (or asset group) may not be recoverable. In the event that the sum of the expected future cash flows (undiscounted and without interest charges) of the long-lived assets (or asset group) is less than the carrying amount of such assets, an impairment charge would be recognized and the assets (or asset group) would be written down to their estimated fair values (see also notes 6 and 9).

**l. Treasury Shares**

Company shares held by the Company are presented as a reduction of equity at their cost to the Company.

**m. Revenue recognition**

The Group generates its revenues from the sale of OEM products and systems, providing MRO services (remanufacture, maintenance, repair and overhaul services and long-term service contracts) and parts services.

Revenues from the sale of products are recognized when persuasive evidence of an arrangement exists, delivery of the product has occurred, provided the collection of the resulting receivable is reasonably assured, the price is fixed or determinable and no significant obligation exists. The Group does not grant a right of return.

Revenues from multi-year, fixed price contracts for OEM customers are recognized when a product is shipped (and title passed) to the customer. Management provides for losses as soon as a loss is expected for the remaining portion of such contracts. For the years ended December 31, 2014, 2013 and 2012, no losses have been recognized for such fixed price contracts.

Revenues from MRO services are recognized when services are completed and the item is shipped back to the customer.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONT)

m. **Revenue recognition (cont.)**

Revenues from some maintenance contracts are recognized over the contract period in proportion to the costs expected to be incurred in performing services under the contract. The Group estimates the costs that are expected to be incurred based on its experience with the aggregate costs incurred and to be incurred on contracts of this nature. The costs incurred related to the maintenance contracts are not incurred on a straight-line basis, as the timing to provide the maintenance services is dependent on when parts under these contracts require maintenance. Therefore, the Group accrues revenue as costs are incurred. These revenues are then compared to actual results and adjusted to either deferred revenue for results greater than historical estimates or recognized in those cases of performance less than historical estimates. These accounts are reviewed on a timely basis and adjusted (if required) based on cost structures.

Revenues from royalties from sales of products developed with the Group's intellectual property, technology and technical assistance are recognized when the related sales are made.

n. **Shipping and handling costs**

Shipping and handling costs billed to customers are included in revenue. The cost of shipping and handling products is included in costs of revenues.

o. **Warranty costs**

The Group provides warranties for its products and services ranging from one to three years, which vary with respect to each contract and in accordance with the nature of each specific product.

The Group estimates the costs that may be incurred under its warranty and records a liability in the amount of such costs at the time the product is shipped. The Group periodically assesses the adequacy of its recorded warranty liabilities and adjusts the amounts as necessary.

p. **Research and development**

Research and development costs, net of grants, are charged to expenses as incurred.

q. **Fair value measurement**

The Group measures fair value and discloses fair value measurements for financial and non-financial assets and liabilities. Fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONT)

## q. Fair value measurement (cont.)

The accounting standard establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels, which are described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data or active market data for similar but not identical assets or liabilities.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, the Group utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible and considers credit risk in its assessment of fair value.

## r. Concentrations of credit risk

Financial instruments that potentially subject the Group to concentrations of credit risk consist principally of cash and cash equivalents and accounts receivable.

Cash and cash equivalents are deposited with major banks in Israel and the United States. Such deposits in the United States may be in excess of insured limits and are not insured in other jurisdictions. Management believes that the financial institutions that hold Group's cash and cash equivalents are financially sound. Accordingly, minimal credit risk exists with respect to these financial instruments.

The Group's accounts receivable are derived mainly from sales to customers in the United States, Israel and Europe. The Group generally does not require collateral; however, in certain circumstances the Group may require letters of credit. Management believes that credit risks relating to accounts receivable are minimal since the majority of the Group's customers are world-leading manufacturers of aviation systems and aircrafts, international airlines, governments and air-forces, and world-leading manufacturers and integrators of defense and ground systems. In addition, the Group has relatively a large number of customers with wide geographic spread which mitigates the credit risk. The Group performs ongoing credit evaluation of its customers' financial condition.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONT)

## s. Income taxes

Income taxes are accounted for in accordance with ASC 740 "Income Taxes". This statement prescribes the use of the asset and liability method, whereby deferred tax assets and liabilities account balances are determined based on temporary differences between financial reporting and tax basis of assets and liabilities and for tax loss carry-forwards. Deferred taxes are measured using the enacted laws and tax rates that will be in effect when the differences are expected to reverse. The Group provides a valuation allowance, if necessary, to reduce deferred tax assets to their estimated realizable value, see note 17(h).

Deferred tax liabilities and assets are classified as current or noncurrent based on the classification of the related asset or liability for financial reporting or, if not related to an asset or liability for financial reporting, according to the expected reversal dates of the specific temporary differences.

Taxes which would apply in the event of disposal of investments in foreign subsidiaries have not been taken into account in computing the deferred taxes, when the Group's intention is to hold, and not to realize the investments.

Following the recognition of Bental as held for sale and discontinued operations as of December 31, 2013, (see note 4) the Company computed the deferred tax asset derived from the estimated loss for tax purposes incurred on the sale of its entire interest in Bental. For such capital loss as of December 31, 2014 and 2013 the Company provided a full valuation allowance as it cannot predict its future realization.

The Group records deferred taxes related to its share in results of its affiliated company.

With regard to dividends distributable from the income of foreign subsidiaries: as the Group intends to permanently reinvest retained earnings and has no intention to declare dividends out of such earnings in the foreseeable future it does not record deferred taxes in respect of taxes that would have been paid in such event.

The Group did not provide for deferred taxes attributable to dividend distribution out of retained tax-exempt earnings from "Approved/Benefited Enterprise" plans (see note 17(a)), since it intends to permanently reinvest them and has no intention to declare dividends out of such tax exempt income in the foreseeable future. Management considers such retained earnings to be essentially permanent in duration. The payment of dividend in 2014 was paid from earnings from regular income of the Israeli company.

Results for tax purposes for TAT's Israeli subsidiary are measured and reflected in NIS and for TAT's U.S. subsidiaries are measured and reflected in dollars. As explained in (b) above, the consolidated financial statements are presented in dollars. In accordance with ASC 740, TAT has not provided deferred income taxes on the differences resulting from changes in exchange rate and indexation.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONT)

## s. Income taxes (cont.)

The Group follows a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon ultimate resolution. The Group's policy is to include interest and penalties related to unrecognized tax benefits within financial income (expense). Such liabilities are classified as long-term, unless the liability is expected to be resolved within twelve months from the balance sheet date.

## t. Held for sale classification and Discontinued operations

A business is reported as held for sale when management has approved or received approval to sell the business and is committed to a formal plan, the business is available for immediate sale, the business is being actively marketed, the sale is anticipated to occur during the next 12 months and certain other specified criteria are met. A business classified as held for sale is recorded at the lower of its carrying amount or estimated fair value less cost to sell. If the carrying value of the business exceeds its estimated fair value, a loss is recognized.

Assets and liabilities related to a business classified as held for sale are segregated in the consolidated balance sheet in the period in which the business is classified as held for sale.

Operations of a business are reported as discontinued operations if the business is classified as held for sale, the operations and cash flows of the business have been or will be eliminated from our ongoing operations as a result of a disposal transaction and we will not have any significant continuing involvement in the operations of the business after the disposal transaction. The results of discontinued operations are reported in discontinued operations in the consolidated statement of operations for current and prior periods commencing in the period in which the business meets the criteria of a discontinued operation, and include any gain or loss recognized on closing or adjustment of the carrying amount to fair value less cost to sell.

Depreciation is not recorded on assets of a business while it is classified as held for sale.

At December 31, 2013, held for sale assets and liabilities consisted of Bental, the OEM of Electric Motion Systems operating segment, and its results of operations are presented as discontinued operations in the consolidated statement of operations (see also note 4).

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONT)

u. **Basic and diluted net Earnings per share**

Earnings per share are computed based on the weighted average number of ordinary shares outstanding during each year. Diluted earnings (loss) per share includes the potential effect of stock options outstanding during the year, in accordance with ASC 260 "Earnings per Share", using the treasury stock method.

v. **Share-based compensation**

The Group applies ASC 718 "Stock Based Compensation" with respect to employees options, which requires awards classified as equity awards to be accounted for using the grant-date fair value method. The fair value of share-based awards is estimated using the Black-Scholes valuation model, the payment transaction is recognized as expense over the requisite service period, net of estimated forfeitures. The Group estimates forfeitures based on historical experience and anticipated future conditions.

The Group recognizes compensation cost for an award with only service conditions that has a graded vesting schedule using the accelerated method over the requisite service period for the entire award. For an award with performance conditions that has a graded vesting schedule, compensation cost is recognized upon meeting such conditions, using the accelerated method over the requisite service period for the entire award.

w. **Comprehensive income**

Comprehensive income, net of related taxes where applicable, includes, in addition to net income, Currency translation adjustments. The accumulated other comprehensive income related entirely to Bental and was reclassified from AOCI to discontinued operation upon the sale of Bental.

x. **Contingencies**

Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Group but which will only be resolved when one or more future events occur or fail to occur. The Group's management assesses such contingent liabilities and estimated legal fees, if any, and accrues for these costs. Such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Group or unasserted claims that may result in such proceedings, the Group's management evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought.

Loss contingencies considered to be remote by management are generally not disclosed unless they involve guarantees, in which case the guarantee would be disclosed.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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U.S. dollars in thousands

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONT)

y. **Recently Issued Accounting Principles**

- (1) In May 2014, the Financial Accounting Standards Board of the United States (the "FASB") issued guidance related to revenue from contracts with customers. Under this guidance, revenue is recognized when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. The updated standard will replace most existing revenue recognition guidance under GAAP when it becomes effective and permits the use of either the retrospective or cumulative effect transition method. Early adoption is not permitted. The updated standard will be effective for the Company in the first quarter of 2017. The Company has not yet selected a transition method and is currently evaluating the effect that the updated standard will have on its consolidated financial statements and related disclosures.
- (2) In August 2014, the FASB issued amended guidance related to disclosure of uncertainties about an entity's ability to continue as a going concern. The new guidance requires management to evaluate whether there is substantial doubt about the entity's ability to continue as a going concern and, as necessary, to provide related footnote disclosures. The guidance has an effective date of December 31, 2016. The Company believes that the adoption of this new standard will not have a material impact on its consolidated financial statements.

z. **Derivative Instruments**

The Company uses derivative financial instruments to manage exposure to movement in exchange rate. The use of these financial instruments reduces the exposure of these risks. The Company recognizes the fair value of all derivative instruments as either assets or liabilities at fair value on the consolidated balance sheets with changes in fair value recorded directly to the statement of operations. Fair value is based on market quotes for similar instruments with the same duration.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 3 - INVESTMENT IN AN AFFILIATED COMPANY

## a. FAvS

As of December 31, 2014 and 2013, the company has 28.08% and 29.36% of First Aviation Services, a provider of repair and overhaul, rotables management and related engineering services to the aviation industry worldwide.

## NOTE 3 - INVESTMENT IN AN AFFILIATED COMPANY (CONT)

## b. Financial information

Condensed financial information from FAvS consolidated balance sheets as of December 31, 2014 and 2013:

	December 31,	
	2014	2013
Current assets	\$ 10,596	\$ 10,179
Long-term assets	8,927	8,954
Total assets	<u>19,523</u>	<u>19,133</u>
Current liabilities	5,964	6,522
Long-term liabilities	4,624	4,471
Total liabilities	<u>\$ 10,588</u>	<u>\$ 10,993</u>

Condensed financial information from FAvS consolidated statements of operations for each of the three years in the period ended December 31, 2014:

	Year ended December 31,		
	2014	2013	2012
Net sales	\$ 24,442	\$ 23,445	\$ 21,579
Gross profit	7,342	6,182	9,202
Income (loss) from continuing operations	827	(341)	(1,476)
Net income (loss)	727	3,158	(12,979)
Income (loss) attributable to common stockholders	<u>\$ 336</u>	<u>\$ 2,821</u>	<u>\$ (13,271)</u>

A reconciliation of the share in results of affiliated company and impairment of share in affiliated company for each of the years ended December 31, 2014, 2013 and 2012:

	Year ended December 31,		
	2014	2013	2012
Share in income (loss) related to common stockholders	\$ 49	\$ 838	\$ (653)
Share in income related to preferred stock	218	187	197
Impairment in affiliated company	-	-	(3,300)
Net income (loss)	<u>\$ 267</u>	<u>\$ 1,025</u>	<u>\$ (3,756)</u>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

**NOTE 4 - HELD FOR SALE CLASSIFICATION AND DISCONTINUED OPERATIONS**

On February 18, 2014 TAT entered into an agreement to sell its entire interest in Bental, the OEM of Electric Motion Systems operating segment, constituting 70% of Bental's issued and outstanding share capital, to Bental Investments Agshah Ltd. ("Bental Investments"), for an aggregate consideration of \$5,000, reflecting an impairment of \$3,319 (out of which \$2,323 attributed to controlling interest), which is reported in Income (loss) from discontinued operations in the consolidated statement of operations for the year ended December 31, 2013. In addition the Company recorded a loss from discontinued operations of \$152 for the year ended on December 31, 2013 (out of which \$106 attributed to controlling interest).

The impairment amount is based on the selling price, which is categorized as level 2 measurement.

Closing of the transaction took place on March 27, 2014 after receiving all required approvals to consummate the transaction.

The following table summarizes the components of assets and liabilities held-for-sale in the consolidated balance sheet as of December 31, 2013:

	<b>December 31, 2013</b>
<b>Assets:</b>	
Cash and cash equivalents	\$ 2,823
Trade accounts receivable	4,067
Other accounts receivable and prepaid expenses	196
Inventories, net	2,983
Funds in respect of employee right upon retirement	778
Deferred income taxes	29
Property, plant and equipment, net	2,402
<b>Assets of businesses held for sale</b>	<b>13,278</b>
Less: impairment	(3,319)
<b>Total assets held for sale</b>	<b>\$ 9,959</b>
<b>Liabilities:</b>	
Trade accounts payables	\$ 946
Other accounts payable and accrued expenses	1,109
Long-term loans, net of current maturities	248
Liability in respect of employee rights upon retirement	1,070
Deferred income taxes	55
<b>Total liabilities held for sale</b>	<b>\$ 3,428</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

**NOTE 4 - HELD FOR SALE CLASSIFICATION AND DISCONTINUED OPERATIONS (CONT)**

The following are amounts related to Bental included in net loss from discontinued operations:

	<b>Year ended December 31,</b>	
	<b>2013</b>	<b>2012</b>
Revenues	\$ 9,589	\$ 10,008
Loss before taxes on income (tax benefit)	\$ (148)	\$ (191)
Loss from discontinued operations, net of tax (\$5 and \$3 in 2013 and 2012, respectively)	\$ (3,471)	\$ (1,205)
Loss from discontinued operations attributable to non-controlling interest	1,042	58
Loss from discontinued operations attributable to TAT Technologies Ltd. shareholders	<u>\$ (2,429)</u>	<u>\$ (1,147)</u>

**NOTE 5 - AVAILABLE-FOR-SALE - MARKETABLE SECURITIES**

	<b>December 31, 2014</b>		
	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Fair Value</b>
<b>Available-for-sale:</b>			
Money Market	\$ 1,136	\$ -	\$ 1,136
	<b>December 31, 2013</b>		
	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Fair Value</b>
<b>Available-for-sale:</b>			
Money Market	\$ 1,136	\$ -	\$ 1,136

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 6 - FAIR VALUE MEASUREMENT

## Recurring Fair Value Measurements

The Group measures fair value and discloses fair value measurements for financial assets and liabilities. Fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company's financial assets and liabilities measured at fair value on a recurring basis, consisted of the following types of instruments:

December 31, 2014				
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Money Market	\$ 1,136	\$ -	\$ -	\$ 1,136
<b>Liabilities:</b>				
Forward transactions	\$ -	\$ 463	\$ -	\$ 463
December 31, 2013				
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Money Market	\$ 1,136	\$ -	\$ -	\$ 1,136

As of December 31, 2014, the company has six open forward contracts with a notional total amount of \$4,800.

The carrying amounts of financial instruments include cash and cash equivalents, short-term bank deposits, accounts receivable, accounts payable, forward transactions and accrued liabilities, approximate fair value because of their generally short maturities.

The fair value of the Group's long-term loan was estimated by using level 3 inputs based on discounted future cash flows, using the rate currently available for liabilities of similar terms and maturity. The carrying amount of the Group's long-term loan approximates its fair value since the interest rate reflects current market rates.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 6 - FAIR VALUE MEASUREMENT (CONT)

## Non-Recurring Fair Value Measurements

As for the fair value measurement related to the impairment of Bental as of December 31, 2013, see note 4.

The following table presents the Group's assets measured at fair value on a non-recurring basis for the year ended December 31 2012:

	As of December 31, 2012	Fair value measurements using			Total losses for the year ended December 31, 2012
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Goodwill (1) (*)	\$ -	\$ -	\$ -	\$ -	\$ 1,015
Investment in affiliated company (2)	\$ 1,264	\$ -	\$ -	\$ 1,264	\$ 3,300

(\*) Excluding discontinued operations for the year ended on December 31, 2012

- (1) During the second quarter ended June 30, 2012, management believed that there were indicators of impairment of goodwill in its OEM of Electric Motion Systems reporting unit and accordingly performed interim goodwill impairment testing as of June 30, 2012, primarily due to a decline in future forecasted sales levels and profitability margins resulting from the continued weakness in the defense industry. Accordingly, the Company performed an impairment test of goodwill for this reporting unit, with the assistance of a third party valuation firm. Based on the results of this test, the Company determined that the entire balance of goodwill included in this reporting unit was impaired and recorded an impairment charge of \$1,015.
- (2) In June 2012, FAvS entered into a transaction with its CEO, pursuant to which FAvS borrowed \$3 million from FAvS CEO, secured by a third lien on the assets of FAvS. The loan bears interest at 10% and in addition FAvS CEO was issued warrants to purchase shares of Class A Common Stock of FAvS, representing 15% of FAvS post-exercise shareholders' equity, at an exercise price of \$7.00 per share.

Pursuant to the terms and conditions of the transaction, management believed that there were indicators of impairment with respect to TAT's investment in FAvS. Accordingly, the Company performed an impairment test of its investment in FAvS, with the assistance of a third party valuation firm. Based on the results of this test the Company determined that its investment in FAvS was impaired by \$3,300. The impairment was due to a decline in FAvS' profitability margins and future forecasted sales levels.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

**NOTE 7 - INVENTORIES, NET**

Inventories are composed of the following:

	December 31,	
	2014	2013(*)
Raw materials and components	\$ 11,333	\$ 9,648
Work in process	14,600	14,044
Spare parts	8,956	4,742
Finished goods	515	961
	<u>\$ 35,404</u>	<u>\$ 29,395</u>

(\*) Excluding held for sale assets at December 31, 2013

In 2014, 2013 and 2012, approximately \$202, \$350 and \$1,892, respectively, of inventory previously written-down were used or sold in the course of providing MRO services.

**NOTE 8 - PROPERTY, PLANT AND EQUIPMENT, NET**

Composition of assets, grouped by major classifications, is as follows:

	December 31,	
	2014	2013(*)
Cost:		
Land and buildings	\$ 6,232	\$ 5,582
Machinery and equipment	36,299	34,696
Motor vehicles	334	418
Office furniture and equipment	1,646	1,559
Software	1,197	1,166
	<u>45,708</u>	<u>43,421</u>
Less: Accumulated depreciation	34,184	32,274
Depreciated cost	<u>\$ 11,524</u>	<u>\$ 11,147</u>

(\*) Excluding held for sale assets at December 31, 2013

Depreciation and amortization expenses amounted to \$2,069, \$1,859 and \$1,906 for the years ended December 31, 2014, 2013 and 2012, respectively (depreciation and amortization expenses do not include impairment charges).

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 9 - GOODWILL AND INTANGIBLE ASSETS

## a. Intangible assets:

	December 31,	
	2014	2013
License for service center		
Cost	\$ 2,050	\$ 2,050
Accumulated amortization and impairment charges	(2,050)	(2,050)
Amortized cost	\$ -	\$ -

## b. Impairment Assessments

During the quarter ended June 30, 2012, management believed that there were indicators of impairment of goodwill in its OEM of Electric Motion System reporting unit as of June 30, 2012, primarily due to a decline in future forecasted sales levels and profitability margins resulting from the continued weakness in the defense industry. Accordingly, the Company performed an impairment test of goodwill for this reporting unit, with the assistance of a third party valuation firm. Based on the results of this test, the Company determined that the entire balance of goodwill included in this reporting unit was impaired and recorded an impairment charge of \$1,015.

The Company determined the fair value of the OEM of Electric Motion Systems reporting unit using the discounted cash flows method. The material assumptions used for 2012 annual test were five years of projected net cash flows (in accordance with the Company's budget), a discount rate of 17.72% and a long-term growth rate of 2.0%. The Company considered historical rates and current market conditions when determining the discount and growth rates to use in its analyses.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 10 - OTHER BALANCE SHEETS SUPPLEMENTALS

- a. Other accounts receivable and prepaid expenses:

	December 31,	
	2014	2013 (*)
Deferred tax asset	\$ 1,694	\$ 1,589
Government authorities	1,568	1,154
Prepaid expenses	971	498
Amounts due from related parties	-	5
Other	65	68
	<u>\$ 4,298</u>	<u>\$ 3,314</u>

(\*) Excluding held for sale assets at December 31, 2013

- b. Other account payable and accrued expenses:

	December 31,	
	2014	2013 (*)
Employees and payroll accruals	\$ 2,149	\$ 3,077
Accrued expenses	535	732
Government authorities	428	483
Advances from customers	741	840
Warranty provision	251	229
Accrued royalties	368	336
Deferred tax liability	592	40
Forward transactions	463	-
Other accrued expenses	124	78
	<u>\$ 5,651</u>	<u>\$ 5,815</u>

(\*) Excluding held for sale assets at December 31, 2013



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 11 - TRANSACTIONS WITH RELATED PARTIES

- a. Transactions with TAT Industries LTD. ("TAT Industries"):

	Year ended December 31,		
	2014	2013	2012
Management fees (1)	-	29	50
Lease expenses (2)	\$ -	\$ 424	\$ 416

- (1) According to the agreement between TAT and TAT Industries, TAT Industries will pay the Company an annual management fee in the amount of \$50. The management fees are recorded as a reduction of general and administration expenses. Such services provided to TAT Industries until the purchase of TAT's shares by FIMI Funds on August 7, 2013 (see also note 1).
- (2) During 2000, TAT entered into a lease agreement with TAT Industries, pursuant to which the Company leases from TAT Industries approximately 344,000 square feet, including 90,000 square feet of manufacturing, office and storage space, for a period of 24 years and eleven months for an annual rental fee which is subject to revaluation every fifth year by a real estate appraiser, with an additional incremental payment of 2% per year.

In 2010, following a revaluation by a real estate appraiser, the rental fee was increased to \$400 per year with an additional incremental payment of 2% per year. The rental fee will be revaluated again in 2015 (the "Next Revaluation"). The Company's Audit Committee has reapproved the said agreement until the Next Revaluation.

As of August 7, 2013, following the sale of TAT's shares to FIMI, TAT Industries is no longer considered as related party.

- b. Balances with related parties:

	December 31,	
	2014	2013
FAVS - current asset	-	5
Total asset	\$ -	\$ 5

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 11 - TRANSACTIONS WITH RELATED PARTIES (CONT)

- c. Transactions with related parties:

	Year ended December 31,		
	2014	2013	2012
Management fees to shareholders (see item e below)	\$ -	\$ -	\$ 359

- d. Bental was engaged in various agreements with the Non-controlling interest and other related parties for the rental, maintenance and other services provided to it, in connection with its plant and operations. Total amount paid by Bental for these services in 2013 and 2012 was \$432 and \$505, respectively. See also note 1(d).
- e. In March 2012, the audit committee and the board of directors of TAT approved a new three-year management agreement with Isal Amlat Investment (1993) Ltd. ("Isal Amlat") commencing as of February 8, 2012 (the "New Management Agreement"). Each of TAT and Isal Amlat shall be entitled to terminate the New Management Agreement subject to a prior written notice of 4 months. Pursuant to the New Management Agreement, in consideration of the management services provided by Isal Amlat, TAT pays Isal Amlat management fees in a total annual amount of NIS 1,500,000 (approximately \$400), linked to the Consumer Price Index to be paid on a monthly basis, plus VAT. In addition, Isal Amlat is entitled to repayment of expenses actually borne as part of providing the management services. The audit committee and board of directors of the Company will examine on a yearly basis, the management services actually provided to the Company, and shall examine whether a material change has occurred justifying the update of the management fees and/or the conditions of the New Management Agreement. The New Management Agreement was approved by the shareholders of TAT on June 28, 2012.

On August 21, 2012, the board of directors of TAT approved, following an approval of TAT's audit committee, a change to the New Management Agreement with Isal Amlat, effective from such date according to which the scope of the services provided by Isal Amlat to TAT were reduced and the annual management fees were also reduced by a total amount of NIS 570,000 (approximately \$150 - the "reduced amount").

Total amount paid by TAT for the management services in 2012, was \$359.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 11 - TRANSACTIONS WITH RELATED PARTIES (CONT)

In addition, the Company received management services from a private company ("Management company") controlled by Mr. Nathan Galili ("Galili"), CEO of KNM Industries Ltd. (a private company through which Isal Amlat indirectly holding control in the Company). The management services will consist of a half-time of Galili, which value is more than the reduced amount, and will additionally include its services as active chairman of Bental. For those services the Company will pay the Management company annual management fees equal to the reduced amount, in addition to NIS 7,000 (approximately \$2, plus VAT), as a monthly remuneration for travelling expenses to Bental. In addition, if during the service period or within a twelve month period from the end of the service period the Company will sell its holding in Bental, for more than \$6,600 ("low threshold"), then the Management company will be eligible for a bonus which will be determined as follows:

2% out of the 1st million above the low threshold, the Company will receive for its holding in Bental, plus an additional 3% out of the 2nd million above the low threshold the Company will receive for its holding in Bental, plus an additional 5% out of the 3rd million above the low threshold the Company will receive for its holding in Bental. It is clarified that in any event the amount of the bonus shall not exceed \$100.

Such management services will be provided until February 8, 2015 (the end of term of the new management agreement with Isal Amlat). Each of the parties (TAT and the Management company) may terminate the agreement with a prior written notice of four months.

On January 27, 2013, TAT informed Isal Amlat that no management services had been provided by Isal Amlat to TAT during the preceding months, and that TAT decided to immediately terminate the Management Agreement. At that date TAT ceased paying management fees.

On February 8, 2013, Mr. Galili informed TAT on the termination of the engagement with TAT, effectively immediately while management fees will be paid throughout June 8, 2013 at the end of the four-month notice period.

- f. On June 14, 2010, TAT and Bental signed a management services agreement. TAT agreed to provide Bental with various services including investor relations, business development, marketing and advertising consulting, legal services and the appointing of TAT personnel in Bental board of directors. The agreement was effective since January 1, 2010 and the annual management fees were in the amount of \$120. Such management fees were paid until June 30, 2013, following which the extent of such services reduced significantly together with the intent of the Company to sell its entire interest in Bental (see also note 4).
- g. In December 2009, Piedmont provided a guarantee for a period of one year up to \$7,000 in respect of FAvS' debt taken in connection with the acquisition of AeTR. As of December 31, 2012, the guarantee amount is \$4,600 (such guarantee was released on March 18, 2013, see also note 3(a)).
- h. On September 7, 2011, TAT received a loan from Bental for the total amount of NIS 2.5 million (approximately \$700), to be repaid in whole at the end of a 24 month period (the "Term"). The principal amount bears interest of Prime + 1% payable on a quarterly basis and may be repaid at any time during the term upon TAT's discretion. Simultaneously with such loan, Bental received a loan from an Israeli bank for similar amount under similar terms and conditions. Such loan amount was repaid by TAT to Bental on September 8, 2013, which in turn Bental made, on the same date, an on time repayment of the loan in the total amount of NIS2.5 million (approximately \$693).

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 12 - SHORT TERM BANK CREDIT AND LONG TERM LOANS

- a. Terms of the long-term loans and balances:

As of December 31, 2014, there were no long-term loans and balances.

	Currency of loan	Interest Rate December 31, 2013	Years of Maturity	December 31, 2013
Current maturities of long-term loan (*)	\$	2.50%-3.50%	2009-2014	\$ 884

- \* Loans received by TAT from an Israeli bank in a total amount of \$6,250 out of which \$5,000 were received during year 2008 and additional \$1,250 were received during year 2009. The loans amount was to be repaid in four annual installments commencing 2011. These loans bear quarterly interest of Libor + 3.5% and Libor + 1.85%, respectively. Through November, 2012 TAT prepaid \$3,775, following which the remaining balance was \$2,477. In September, 2011, TAT reached agreement with its lending bank to adjust certain financial covenants related to the said loans it was failing to meet at the time. On May 1, 2013, the Company made a payment of \$1,593 in accordance with its payment schedule following which the remaining balance was \$884. As of December 31, 2013 the Company met all financial covenants related to such loans (see also note 14(f)(2)).

Group provided certain guarantees and covenants to secure its long-term loans, see note 14(e) and 14(f).

- b. As of December 31, 2014 and 2013 TAT's short-term bank credit balance amounted to \$0 and \$26, respectively.

## NOTE 13 - LONG-TERM EMPLOYEE-RELATED OBLIGATIONS

Severance pay:

TAT's liability for severance pay, for their Israeli employees, is calculated pursuant to Israeli Severance Pay Law based on the most recent salary of the employees multiplied by the number of years of employment as of the balance sheet date. The liability is presented on the undiscounted basis. The Israeli company records an expense for the net increase in its severance liability.

TAT's liability for all of its Israeli employees is fully covered for by monthly deposits with severance pay funds, insurance policies, Mivtahim Social Insurance Institution Ltd. ("Mivtahim"). The liability covered by deposits with Mivtahim is irrevocably transferred to Mivtahim. Accordingly, neither the amounts accumulated with Mivtahim, nor the corresponding liabilities for severance pay are reflected in the consolidated balance sheet.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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U.S. dollars in thousands

**NOTE 13 - LONG-TERM EMPLOYEE-RELATED OBLIGATIONS (CONT)**

The deposited funds include profits accumulated up to the balance sheet date. The deposited funds may be withdrawn only upon the fulfillment of the obligation pursuant to Israeli Severance Pay Law or labor agreements. The value of the deposited funds is based on the cash surrender value of these policies and includes profits (or loss) accumulated through the balance sheet date.

Severance pay expenses for TAT were \$555, \$555 and \$495 for the years ended December 31, 2014, 2013 and 2012, respectively.

Limco-Piedmont sponsors a 401(K) profit sharing plan covering substantially all of its employees. The plan permits the employer to contribute a discretionary amount for a plan year, which the employer designates a qualified non-elective contribution. Contributions to plan by Limco-Piedmont were \$251, \$253 and \$209 for the years ended December 31, 2014, 2013 and 2012, respectively.

The Group (excluding discontinued operation) expects to contribute approximately \$820 in 2015 to the pension funds and insurance companies in respect of their severance and pension pay obligations.

The Israeli company is required to make severance payment upon dismissal of an employee or upon termination of employment in certain circumstances. The severance payment liability to the employees is recorded on the Company's balance sheets under "Employee rights upon retirement." The liability is recorded as if it were payable at each balance sheet date on an undiscounted basis.

The liability is funded in part from the purchase of insurance policies or by the establishment of pension funds with dedicated deposits in the funds. The amounts used to fund these liabilities are included in the balance sheets under "Liability in respect of employee rights upon retirement." These policies are the Company's assets. However, under employment agreements and subject to certain limitations, any policy may be transferred to the ownership of the individual employee for whose benefit the funds were deposited.

According to Section 14 of the Israeli Severance Pay Law, the Israeli company liability for certain employees, according to their employment agreements, make regular deposits with certain insurance companies for accounts controlled by each applicable employee in order to secure the employee's rights upon retirement. The Israeli company is fully relieved from any severance pay liability with respect to each such employee after they make the payments on behalf of the employee. The liability accrued in respect of these employees and the amounts funded, as of the respective agreement dates, are not reflected in the Israeli Company balance sheets, as the amounts funded are not under the control and management of the Israeli company and the pension or severance pay risks have been irrevocably transferred to the applicable insurance companies (the "Contribution Plans").

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 13 - LONG-TERM EMPLOYEE-RELATED OBLIGATIONS (CONT)

The amounts of severance payments, actually paid to retired employees, by TAT were \$568, \$226 and \$26 for the years ended December 31, 2014, 2013 and 2012.

TAT expects to pay \$1,538 in future benefits to their employees during 2015 to 2024 upon their normal retirement age - see breakdown below. The amount was determined based on the employee's current salary rates and the number of service years that will be accumulated upon the retirement date. These amounts do not include amounts that might be paid to employees that will cease working for the Israeli company before their normal retirement age.

Year	Amount
2015	\$ 201
2016	132
2017	152
2018	298
2019	168
Thereafter (through 2024)	587
	<u>\$ 1,538</u>

## NOTE 14 - COMMITMENTS AND CONTINGENT LIABILITIES

## a. Commissions arrangements:

The Group is committed to pay marketing commissions to sale agents at a range of 1% to 12% of total sales contracts which were received through promotion and distribution carried out by them. Commission expenses were \$701, \$781 and \$670 for the years ended December 31, 2014, 2013 and 2012, respectively. The commissions were recorded as part of the selling and marketing expenses.

## b. Royalty commitments:

- (1) TAT is committed to pay royalties to third parties through 2014, ranging from 12% to 17% of sales of products developed by the third parties. Royalty expenses were \$270, \$177 and \$202 for the years ended December 31, 2014, 2013 and 2012, respectively. The royalties were recorded as part of the cost of revenues.
- (2) Limco-Piedmont is committed to pay royalties to a third party, ranging between 3% to 5% of sales of products purchased from the third party, after deducting related costs incurred by Limco-Piedmont. That third party is the exclusive manufacturer of the products for which Limco-Piedmont provide MRO services. In addition, Limco-Piedmont is committed to pay said third party royalties, ranging 1.5% to 10% of sales of additional products exclusively manufactured by the third party. In addition, Limco-Piedmont is committed to pay said third party royalties, ranging from 10% to 20%, on parts reclaimed to use in MRO services or sold to our customers when they are manufactured by the third party. Royalty expenses were \$680, \$400 and \$232 for the years ended December 31, 2014, 2013 and 2012, respectively. The royalties were recorded as part of the cost of revenues.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 14 - COMMITMENTS AND CONTINGENT LIABILITIES

## c. Lease commitments:

Limco-Piedmont leases some of its operating and office facilities for various terms under long-term, non-cancelable operating lease agreements. The leases expire at various dates through 2017. Certain leases contain renewal options as defined in the agreements. Lease expense (excluding related parties) totaled \$271, \$215 and \$233 for the years ended December 31, 2014, 2013, and 2012 respectively.

TAT leases its factory from TAT Industries until 2020; (see also note 11(a)).

As of December 31, 2014, future minimum rental payments under non-cancelable operating leases are as follows:

Year	Amount
2015	\$ 814
2016	814
2017	762
2018	700
2019	714
2020	729
Total	<u>\$ 4,533</u>

## d. Legal claims contingencies:

- (1) On November 29, 2011, a Factoring company ("the plaintiff"), filed a claim with the magistrates court in Tel-Aviv against the Company and eleven others ("the respondents"), jointly and severally, for the amount of NIS6,151 thousand (approximately \$1,620). The plaintiff's case against the Company is based on invoices that were presented to the plaintiff by supplier of the Company ("the supplier"), by virtue of assignment of rights, which were originally issued to the Company by the supplier for certain alleged services. On February 5, 2012, the Company filed for its statement of defense, in which it denied the plaintiff's claims and clarified that it acted according to the deed of assignment of rights, and that the invoices neither represent nor reflect real transactions and/or real services which were rendered. The Company and its legal advisor are of the opinion that its exposure due to the claim filed is not probable and thus no provision was recorded in regard of that claim of December 31, 2014.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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U.S. dollars in thousands

## NOTE 14 - COMMITMENTS AND CONTINGENT LIABILITIES (CONT)

## e. Guarantees:

- (1) In order to secure TAT's liability to the Israeli customs, the Company provided a bank guarantee in the amount of \$215. The guarantee is linked to the consumer price index and is valid until September 2015.
- (2) In order to secure the TAT's liability to the lessor of its premises, the Company provided a bank guarantee in the amount of \$383. The guarantee is linked to the consumer price index and is valid until June 2015.

## f. Covenants and liens on assets

In order to secure bank loans in the amount of \$884 as of December 31, 2013, TAT granted a specific lien on Bental's shares held by TAT - see also note 12(a)). In addition, TAT is obligated to meet certain covenants, all of which have been met. Such covenants were released during 2014, as the remaining amount of the loan has been fully repaid.

## g. Vehicle Lease and Maintenance Agreements

The Company entered into several three-year lease and maintenance agreements for vehicles which are regularly amended as new vehicles are leased. The current monthly lease fees aggregate approximately \$35,000. The expected lease payments for the years ending December 31, 2015, 2016 and 2017 are approximately \$414,000, \$110,000 and \$12,000, respectively.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 15 - SHAREHOLDERS' EQUITY

- a. TAT's Ordinary shares confer upon their holders voting rights, the right to receive dividends, if declared, and any amounts payable upon the dissolution, liquidation or winding up of the affairs of TAT.
- b. Treasury purchase plan

TAT's Board of Directors approved a stock repurchase plan under Rule 10b5-1 of the Securities Exchange Act of 1934. The plan was for a period of 6 months and provided for the purchase of shares in an aggregate amount of up to \$500. Such plan replaced and superseded a prior repurchase plan approved by TAT's Board of Directors on February 21, 2012. On November 21, 2012, the term of such stock repurchase plan ended. As of such date, the Company had purchased 16,433 shares for approximately \$70 (average of \$4.29 per share) constituting less than 0.1% of TAT's issued shares.

The repurchased shares became dormant as defined in the Israeli Companies Law.

A reconciliation of opening and closing balances of the number of ordinary shares outstanding is presented below:

	2014	2013	2012
Balance outstanding at beginning of year	8,805,236	8,798,570	8,815,003
Purchase of treasury shares	-	-	(16,433)
Exercise of options	3,108	6,666	-
Balance outstanding at end of year	8,808,344	8,805,236	8,798,570

- c. Stock option plans:
  - (1) Following the approval of TAT's Audit committee and Board of Directors, on June 28, 2012, the Company's shareholders approved the 2012 stock option plan (the "2012 Plan") to grant up to 380,000 options to purchase Ordinary shares, 0.9 NIS par value, of the Company to senior executives and certain members of the Board of Directors, at an exercise price as determined in the stock option plan. The Options vest over a three-year period (one-third each year), the vesting of 50% of the Options is subject, in addition, to certain minimum shareholders' equity during a period of 4 years from the grant date, unless the employee is no longer employed by the Company, in which case the options will be considered forfeited within 30 days.
  - (2) On August 21, 2012, pursuant to the 2012 Plan, TAT's Board of Directors approved the grant of 330,000 Options, which were granted on October 4, 2012 (which is also considered the grant date).

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 15 - SHAREHOLDERS' EQUITY (CONT)

## c. Stock option plans (cont) :

- (3) On March 19, 2014, pursuant to the 2012 Plan, TAT's Board of Directors approved the grant of 195,000 Options, at an exercise price of \$8.79 per share, to senior executives, which were granted on June 23, 2014 (which is also considered the grant date).
- (4) On November 30, 2014, pursuant to the 2012 Plan, TAT's Board of Directors approved the grant of 20,000 Options, at an exercise price of \$7.34 per share, to senior executives, which were granted on November 30, 2014.

The fair value of the Company's stock options granted under the 2012 plan for the years ended December 31, 2014 and 2012 (for the year ended December 31, 2013, no options were granted) was estimated using the following assumptions:

	2014	2012
Expected stock price volatility	37.23% - 39.14%	41.57% - 43.4%
Expected option life (in years)	2.87 - 4	2.23 - 3.23
Risk free interest rate	0.48% - 1.34%	0.23% - 0.32%
Dividend yield	5% - 4.6%	9.8%

The Company uses the Black-Scholes option pricing model to determine the weighted average fair value of options. The volatility factor used in the Black-Scholes option pricing model is based on historical stock price fluctuations. The expected term of options is based on the simplified method. The Company is able to use the simplified method as the options qualify as "plain vanilla" options as defined by ASC 718-10-S99 and since the Company does not have sufficient historical exercise data to provide a reasonable basis to estimate expected term. Expected dividend yield is based upon historical and projected dividend activity and the risk-free interest rate assumption is based on observed interest rates appropriate for the expected term of the stock options granted.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 15 - SHAREHOLDERS' EQUITY (CONT)

## c. Stock option plans (cont):

(5) The following table is a summary of the activity of TAT's stock Option plan:

	Year ended December 31, 2014	
	Number of options	Weighted average exercise price
Outstanding at the beginning of the year	145,000	\$ 6.5
Granted	215,000	8.66
Expired	-	-
Forfeited	(40,000)	8.79
Exercised (*)	(85,000)	6.5
Outstanding at the end of the year	235,000	8.28
Exercisable options	20,000	\$ 6.5

(\*) The aggregate intrinsic value for the options exercised by employees during 2014 was approximately \$21.

The weighted-average grant-date fair value of options granted in 2014 was \$1.13 and \$0.19 in 2012. The aggregate intrinsic value for the options outstanding as of December 31, 2014, 2013 and 2012 was \$0, \$212 and \$0, respectively.

As of December 31, 2014 total unrecognized compensation cost was \$70.8 and is expected to be recognized over a weighted-average period of 1.41 years.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 15 - SHAREHOLDERS' EQUITY (CONT)

## d. Market Maker for TAT shares traded in Tel Aviv Stock Exchange

On August 15, 2011, TAT entered into a Market Making agreement for its shares traded on the Tel Aviv Stock Exchange (TASE) with Harel Finance Trade & Securities Ltd. for the purpose of improving liquidity of TAT shares. The agreement is for a 12 month period, subject for TASE's approval. The agreement will be automatically extended in 12 month periods, unless otherwise terminated by either of the parties giving 30 days notice or in accordance with certain regulatory circumstances. TAT will pay an immaterial fee in connection with the said agreement.

## e. Dividends

On March 19, 2014, TAT's Board declared a cash dividend in the total amount of \$2 million (approximately NIS 6.9 million), or \$0.22 per share (approximately NIS 0.76 per share), for all of the shareholders of TAT. The dividend was paid on May 7, 2014 to shareholders of record on April 21, 2014.

## f. Accumulated other comprehensive loss

As of December 31, 2013, the entire amount of accumulated other comprehensive loss consists of amounts derived from foreign currency translation and is related to Bental. On March 27, 2014 after receiving all required approvals to consummate the closing, TAT sold its entire interest in Bental (see also note 4).

## NOTE 16 - EARNINGS (LOSS) PER SHARE ("EPS")

Basic and diluted earnings (loss) per share are based on the weighted average number of ordinary shares outstanding. Diluted EPS is based on those shares used in basic EPS plus shares that would have been outstanding assuming issuance of ordinary shares for all dilutive potential ordinary shares outstanding.

	Year ended December 31,		
	2014	2013	2012
Numerator for EPS:			
Net income (loss) from continuing operations	\$ 1,432	\$ 5,251	\$ (567)
Net loss from discontinued operations, net of tax	-	(2,429)	(1,147)
Denominator for EPS:			
Weighted average shares outstanding – basic	8,805,495	8,799,237	8,808,075
Dilutive shares	21,047	9,683	-
Weighted average shares outstanding – diluted	8,826,542	8,808,920	8,808,075
EPS attributable to controlling interest:			
Basic and diluted			
Net income (loss) from continuing operations	\$ 0.16	\$ 0.60	\$ (0.06)
Loss from discontinued operations	\$ -	\$ (0.28)	\$ (0.13)

Diluted income (loss) per share does not include 175,000, 0 and 330,000 options, for the years ended December 31, 2014, 2013 and 2012 respectively because the options are anti-dilutive.

Dilutive shares are calculated using the treasury stock method and include dilutive shares from share-based employee compensation plans

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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U.S. dollars in thousands

## NOTE 17 - TAXES ON INCOME

- a. Tax benefits under the Law for the Encouragement of Capital Investments, 1959 ("the Law"):

Some facilities of the Israeli company in Israel have been granted approved enterprise status under the above law.

The main tax benefits available are:

In respect of income derived from the approved enterprise, the Israeli company were entitled to reduced tax rates during a period of up to seven years from the year in which such enterprise first earn taxable income (limited to twelve years from commencement of production or fourteen years from the date of approval, whichever is earlier).

Income derived from the approved enterprise is tax exempt during the first two years of the seven year tax benefit period as above, and is subject to a reduced tax rate not exceeding 25% during the remaining years of benefits.

In the event of distribution of a cash dividend from income which was tax exempt as above, the Company would have to pay the 25% tax in respect of the amount distributed. Company has policy not to distribute cash dividends from such exempt income. As of December 31, 2014, the Company had accumulated a total amount of approximately \$1,728 of exempt income.

Conditions for the entitlement of benefits

The above mentioned benefits were subject to the fulfillment of the terms specified in the Law, the related regulations and the approval plans as specified above. Failure to fulfill these terms might result the cancellation of the tax benefits (all or some), in which case the Israeli companies will be required to repay all benefits including interest and fines. Management estimates that the Israeli companies comply with all terms as mentioned above.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 17 - TAXES ON INCOME (CONT)

- a. Tax benefits under the Law for the Encouragement of Capital Investments, 1959 ("the Law") (cont):

Preferred Enterprises

Additional amendments to the Law became effective in January 2011 (the "2011 Amendment"). Under the 2011 Amendment, income derived by 'Preferred Companies' from 'Preferred Enterprises' (both as defined in the 2011 Amendment) would be subject to a uniform rate of corporate tax as opposed to the current incentives that are limited to income from Approved or Benefiting Enterprises during their benefits period. According to the 2011 Amendment, the uniform tax rate on such income, referred to as 'Preferred Income', would be 10% in areas in Israel that are designated as Development Zone A and 15% elsewhere in Israel during 2011-2012, 7% and 12.5%, respectively, in 2013-2014, and 6% and 12%, respectively, thereafter. Income derived by a Preferred Company from a 'Special Preferred Enterprise' (as defined in the Approved Enterprise) would enjoy further reduced tax rates for a period of ten years of 5% in Zone A and 8% elsewhere. As with dividends distributed from taxable income derived from an Approved Enterprise or Benefiting Enterprise during the applicable benefits period, dividends distributed from Preferred Income would be subject to a 15% tax (or lower, if so provided under an applicable tax treaty), which would generally be withheld by the distributing company. While the Company may incur additional tax liability in the event of distribution of dividends from tax exempt income generated from its Approved and Benefiting Enterprises, no additional tax liability will be incurred by the Company in the event of distribution of dividends from income taxed in accordance with the 2011 Amendment.

Under the transitional provisions of the 2011 Amendment, the Company elected to irrevocably implement the 2011 Amendment, commencing 2011 and thereafter, and be regarded as a "Preferred Enterprise" with respect to its existing Approved and Benefiting Enterprises while waiving benefits provided under the legislation prior to the 2011 Amendment.

Under a recent amendment, announced in August 2013, beginning in 2014, dividends paid out of income attributed to a Preferred Enterprise will be subject to a withholding tax rate of 20% (instead of 15%). In addition, tax rates under the Preferred Enterprise were also raised effective as of January 1, 2014 to 9% in Zone A and 16% elsewhere (instead of the 6% and 12%, respectively).

TAT is located in area in Israel that is designated as elsewhere and as such entitled to reduce tax rates of 15% during 2011-2012, 12.5% in 2013, and 16% in 2014 and thereafter.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## U.S. dollars in thousands

## NOTE 17 - TAXES ON INCOME (CONT)

## b. Corporate tax rate in Israel

The corporate tax rate for Israel is 26.5%, 25% and 25% for the year ended December 31, 2014, 2013 and 2012.

## c. U.S. subsidiaries

U.S. subsidiaries are taxed based on federal and state tax laws. The statutory tax rate for 2014, 2013, and 2012 was 38%.

## d. Tax assessments

TAT's income tax assessments are considered final through 2011.

Limco-piedmont income tax assessments are considered final through 2009.

TAT-GAL which was incorporated in 2008 has not received final tax assessment yet.

## e. Income tax reconciliation:

A reconciliation of the theoretical tax expense assuming all income is taxed at the statutory rate to taxes on income (tax benefit) as reported in the statements of income:

	Year ended December 31,		
	2014	2013	2012
Income before taxes on income as reported in the statements of income	\$ 2,525	\$ 5,267	\$ 5,279
Statutory tax rate in Israel	26.5%	25%	25%
Theoretical taxes on income	\$ 669	\$ 1,317	\$ 1,320
Increase (decrease) in taxes on income resulting from:			
Tax adjustment for foreign subsidiaries subject to a different tax rate	457	453	434
Reduced tax rate on income derived from "Preferred Enterprises" plans	156	(255)	(143)
Change in enacted tax rates	-	34	-
Exempt income	-	-	(4)
Valuation allowance	(100)	294	499
Tax in respect of prior years	(44)	(342)	(83)
Permanent differences	222	(460)	67
Taxes on income as reported in the statements of income	\$ 1,360	\$ 1,041	\$ 2,090

## f. Income (loss) before taxes on income (tax benefit) is comprised as follows:

	Year ended December 31,		
	2014	2013	2012
Domestic (Israel)	\$ (1,659)	\$ 1,942	\$ 2,046
Foreign (United States)	4,184	3,325	3,233
	\$ 2,525	\$ 5,267	\$ 5,279

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 17 - TAXES ON INCOME (CONT)

g. Taxes on income (tax benefit) included in the statements of income:

	Year ended December 31,		
	2014	2013	2012
Current:			
Domestic (Israel)	\$ (94)	\$ 160	\$ 282
Foreign (United States)	237	334	295
	143	494	577
Deferred:			
Domestic (Israel)	(36)	15	115
Foreign (United States)	1,297	874	1,481
	1,261	889	1,596
Previous years:			
Domestic (Israel)	-	(209)	(45)
Foreign (United States)	(44)	(133)	(38)
	(44)	(342)	(83)
	\$ 1,360	\$ 1,041	\$ 2,090



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 17 - TAXES ON INCOME (CONT)

## h. Deferred income taxes:

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of TAT's deferred tax liabilities and assets are as follows:

	December 31,	
	2014	2013
Deferred tax assets (liabilities):		
Allowance for doubtful accounts	\$ 47	\$ 47
Unrealized gains	174	146
Provisions for employee benefits	259	277
Inventory	957	920
Other temporary differences	257	199
Deferred tax assets - short-term- other accounts receivables	<u>\$ 1,694</u>	<u>\$ 1,589</u>
Goodwill and intangible assets	\$ 533	\$ 671
Property, plant and equipment	21	18
Provisions for employee benefits and other temporary differences	26	38
Tax credits carryforward	558	447
Capital and state tax losses carryforward	3,574	3,306
Net operating losses carryforward	373	419
Other	39	23
Deferred tax assets, before valuation allowance – Long-term	5,124	4,922
Valuation allowance	(3,574)	(3,306)
Deferred tax assets, net – long-term	<u>\$ 1,550</u>	<u>\$ 1,616</u>
Other temporary differences deferred tax liabilities – short-term- other accounts receivable	<u>\$ (592)</u>	<u>\$ (40)</u>
Property, plant and equipment and intangible assets	(1,736)	(1,003)
Other	(38)	(55)
Deferred tax Liabilities - Long-term	<u>\$ (1,774)</u>	<u>\$ (1,058)</u>

As of December 31, 2014, TAT did not provide a valuation allowance in respect of deferred tax assets related to capital losses and state tax losses, since management currently believes that it is more likely than not that the deferred tax asset will be realized in the future. For capital losses and state tax losses, incurred by the U.S. subsidiaries, the Company provides valuation allowance as it cannot predict its future realization.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 17 - TAXES ON INCOME (CONT)

The following table summarizes the changes in the valuation allowance for deferred tax assets:

Balance, January 1, 2012	\$ 184
Addition charged to expenses	1,639
Balance, December 31, 2012	1,823
Addition charged to expenses	1,483
Balance, December 31, 2013	3,306
Addition charged to expenses	268
Balance, December 31, 2014	\$ 3,574

TAT does not intend to distribute earnings of a foreign subsidiary aggregating up to approximately \$10,849 (tax earnings and profits) as of December 31, 2014, and accordingly, no deferred tax liability has been established relative to these earnings. If such profits and earnings are distributed by cash dividend, it would be taxed at tax rate applicable to such distribution (25%) and an income tax liability of up to approximately \$2,712 would be incurred as of December 31, 2014.

TAT does not intend to distribute tax-exempt earnings deriving from Approved Enterprise aggregating approximately \$1,728 as of December 31, 2014, and accordingly, no deferred tax liability has been established related to these earnings. If such tax-exempt income is distributed by cash dividend (including a liquidation dividend), it would be taxed at the reduced corporate tax rate applicable to such profits (25%) and an income tax liability of up to approximately \$432 would be incurred as of December 31, 2014.

- i. A reconciliation of the beginning and ending amount of unrecognized provision is as follows:

	Amount
Balance at January 1, 2012	\$ 86
Exchange rate differences	(2)
Balance at December 31, 2012	84
Exchange rate differences	6
Utilization upon assessment	(90)
Balance at December 31, 2013	-
Exchange rate differences	-
Utilization upon assessment	-
Balance at December 31, 2014	\$ -

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 18 - SEGMENT INFORMATION

## a. Segment Activities Disclosure:

TAT operates under three segments: (i) Original Equipment Manufacturing or "OEM" of Heat Management Solutions (ii) Heat Transfer Services and Products and (iii) Maintenance, Repair and Overhaul or "MRO" services for Aviation Components.

- OEM of Heat Management Solutions primarily includes the design, development, manufacture and sale of (i) a broad range of heat transfer components (such as heat exchangers, pre-coolers and oil/fuel hydraulic coolers) used in mechanical and electronic systems on-board commercial, military and business aircraft; (ii) environmental control and cooling systems on board aircraft and for ground applications; and (iii) a variety of other electronic and mechanical aircraft accessories and systems such as pumps, valves, power systems and turbines.
- Heat Transfer Services and Products primarily include the maintenance, repair and overhaul of heat transfer equipment and in a lesser extent, the manufacturing of certain heat transfer products. TAT's Limco subsidiary operates an FAA certified repair station, which provides heat transfer MRO services and products for airlines, air cargo carriers, maintenance service centers and the military.
- MRO services for Aviation Components primarily include the maintenance, repair and overhaul of APUs, landing gear and other aircraft components. TAT's Piedmont subsidiary operates an FAA certified repair station, which provides aircraft component MRO services for airlines, air cargo carriers, maintenance service centers and the military.

The Group's chief operating decision-maker (CEO of the Company) evaluates performance, makes operating decisions and allocates resources based on financial data consistent with the presentation in the accompanying financial statements.

TAT evaluates segment performance based on revenue and operating income. The operating income reported in TAT's segments excludes other unallocated amounts. Although such amounts are excluded from the business segment results, they are included in reported consolidated earnings.

On February 18, 2014 TAT entered into an agreement to sell its entire interest in Bental, the OEM of Electric Motion Systems operating segment, constituting 70% of Bental's issued and outstanding share capital. Closing of the transaction took place on March 27, 2014 after receiving all required approvals to consummate the closing. (for additional information see note 4).

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 18 - SEGMENT INFORMATION (CONT)

## b. Segments statement operations disclosure:

The following financial information is the information that management uses for analyzing the segment results. The figures are presented in consolidated method as presented to management.

The following financial information is a summary of the operating income of each operational segment:

	Year ended December 31, 2014					
	OEM of Heat Management Solutions	Heat Transfer Services and Products	MRO services for Aviation Components	Amounts not allocated to segments	Elimination of inter-company sales	Consolidated
Revenues						
Sale of products and services	\$ 22,871	\$ 30,121	\$ 27,734	\$ -	\$ -	\$ 80,726
Intersegment revenues	5,314	229	-	-	(5,543)	-
Total revenues	28,185	30,350	27,734	-	(5,543)	80,726
Cost of revenues	23,249	22,205	23,502	-	(5,330)	63,626
Gross profit	4,936	8,145	4,232	-	(213)	17,100
Research and development	841	229	-	-	-	1,070
Selling and marketing	1,538	1,058	607	-	-	3,203
General and administrative	2,717	3,313	2,989	-	-	9,019
Other income	(11)	-	-	-	-	(11)
Operating income (loss)	(149)	3,545	636	-	(213)	3,819
Financial expense, net	-	-	-	(1,294)	-	(1,294)
Income before taxes on income						\$ 2,525

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 18 - SEGMENT INFORMATION (CONT)

## b. Segments statement operations disclosure (cont)

	Year ended December 31, 2013					
	OEM of Heat Management Solutions	Heat Transfer Services and Products	MRO services for Aviation Components	Amounts not allocated to segments	Elimination of inter-company sales	Consolidated
Revenues						
Sale of products and services	\$ 27,326	\$ 29,796	\$ 22,429	\$ -	\$ -	\$ 79,551
Intersegment revenues	3,812	111	-	-	(3,923)	-
Total revenues	31,138	29,907	22,429	-	(3,923)	79,551
Cost of revenues	24,141	21,600	19,224	-	(4,086)	60,879
Gross profit	6,997	8,307	3,205	-	163	18,672
Research and development	415	298	-	-	-	713
Selling and marketing	1,520	1,145	485	-	-	3,150
General and administrative	3,158	3,093	3,261	-	-	9,512
Other income	(20)	-	-	-	-	(20)
Operating income (loss)	1,924	3,771	(541)	-	163	5,317
Financial expense, net	-	-	-	(50)	-	(50)
Income before taxes on income						\$ 5,267

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 18 - SEGMENT INFORMATION (CONT)

b. Segments statement operations disclosure (cont)

	Year ended December 31, 2012					
	OEM of Heat Management Solutions	Heat Transfer Services and Products	MRO services for Aviation Components	Amounts not allocated to segments	Elimination of inter-company sales	Consolidated
Revenues						
Sale of products and services	\$ 27,944	\$ 27,529	\$ 22,442	\$ -	\$ -	\$ 77,915
Intersegment revenues	3,088	180	-	-	(3,268)	-
Total revenues	31,032	27,709	22,442	-	(3,268)	77,915
Cost of revenues	23,105	19,671	19,044	-	(3,281)	58,539
Gross profit	7,927	8,038	3,398	-	13	19,376
Research and development	581	414	-	-	-	995
Selling and marketing	1,476	1,049	374	-	-	2,899
General and administrative	3,530	3,270	3,310	-	-	10,110
Other income	(13)	-	-	-	-	(13)
Operating income (loss)	2,353	3,305	(286)	-	13	5,385
Financial expense, net	-	-	-	(106)	-	(106)
Income before taxes on income						\$ 5,279

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 18 - SEGMENT INFORMATION (CONT)

- c. The following financial information identifies the assets, depreciation and amortization, and capital expenditures to segments:

Year ended December 31, 2014					
	OEM of Heat Management Solutions	Heat Transfer Services and Products	MRO services for Aviation Components	Amounts not allocated to segments	Consolidated
Assets	\$ 33,072	\$ 28,917	\$ 23,044	\$ 16,435	\$ 101,468
Depreciation and amortization	1,027	675	367	-	2,069
Expenditure for segment assets	1,126	810	539	-	2,475

Year ended December 31, 2013					
	OEM of Heat Management Solutions	Heat Transfer Services and Products	MRO services for Aviation Components	Amounts not allocated to segments	Consolidated
Assets	\$ 45,518	\$ 28,806	\$ 18,137	\$ 16,419	\$ 108,880
Depreciation and amortization (*)	991	603	265	-	1,859
Expenditure for segment assets (*)	1,032	664	1,134	-	2,830

	Year ended December 31, 2012					
	OEM of Heat Management Solutions	OEM of Electric Motion Systems	Heat Transfer Services and Products	MRO services for Aviation Components	Amounts not allocated to segments	Consolidated
Depreciation and amortization (*)	974	-	735	197	-	1,906
Expenditure for segment assets (*)	1,047	-	756	344	-	2,147

(\*) Excluding discontinued operations for each of the years ended on December 31, 2013 and 2012.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 19 - ENTITY-WIDE DISCLOSURE

- a. Total revenues and long-lived assets - by geographical location were as follows:

	Year ended December 31,				
	2014		2013		2012
	Total revenues	Long-lived assets	Total revenues (**)	Long-lived assets (*)	Total revenues (**)
<b>Sale of products</b>					
Israel	\$ 4,807	\$ 5,830	\$ 6,248	\$ 5,748	\$ 9,147
United states	18,886	-	18,016	-	16,475
France	3,642	-	5,482	-	4,604
Rest of Europe	2,257	-	2,292	-	1,966
Other	1,771	-	2,326	-	4,071
	<u>\$ 31,363</u>	<u>\$ 5,830</u>	<u>\$ 34,364</u>	<u>\$ 5,748</u>	<u>\$ 36,263</u>

	Year ended December 31,				
	2014		2013		2012
	Total revenues	Long-lived assets	Total revenues (**)	Long-lived assets (*)	Total revenues (**)
<b>Services</b>					
Israel	\$ 834	\$ -	\$ 612	\$ -	\$ 468
United states	31,267	5,694	27,639	5,399	25,648
Netherland	1,734	-	1,553	-	3,303
Rest of Europe	8,786	-	7,658	-	4,624
Other	6,742	-	7,725	-	7,609
	<u>\$ 49,363</u>	<u>\$ 5,694</u>	<u>\$ 45,187</u>	<u>\$ 5,399</u>	<u>\$ 41,652</u>

(\*) Excluding held for sale assets at December 31, 2013

(\*\*) Excluding discontinued operations for each of the years ended on December 31, 2013 and 2012.

- b. Major Customers

No single customer accounted for 10% or more of Group's total net revenue in any year presented.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 20 - SELECTED STATEMENTS OF INCOME DATA

	Year ended December 31,		
	2014	2013	2012
Financial expenses, net (*):			
Financial income:			
Foreign currency gains	\$ 975	\$ 661	\$ 1,294
Derivatives		27	399
Interest on tax refund	150	95	53
Interest on cash equivalents, short-term bank deposits and others	91	114	242
	1,216	897	1,988
Financial expenses (*):			
Bank charges	(97)	(77)	(71)
Interest on short-term loans	(8)	(18)	(98)
Interest on long-term loans	(8)	(66)	(120)
Foreign currency losses	(1,028)	(786)	(1,376)
Forward transactions losses	(1,369)	-	-
Derivatives	-	-	(321)
Others	-	-	(108)
	(2,510)	(947)	(2,094)
	\$ (1,294)	\$ (50)	\$ (106)

(\*) Excluding discontinued operations for each of the years ended on December 31, 2013 and 2012.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 21 - SUPPLEMENTAL CONSOLIDATED BALANCE SHEETS INFORMATION

	Warranty provision	Allowance for Doubtful Accounts
Balance, as of January 1, 2012	\$ 288	\$ 190
Additions	196	258
Deductions	(208)	(72)
Balance, as of December 31, 2012	276	376
Additions	186	17
Deductions	(190)	(270)
Less: Held for sale	(43)	-
Balance, as of December 31, 2013	229	123
Additions	286	107
Deductions	(264)	(105)
Balance, as of December 31, 2014	\$ 251	\$ 125

## NOTE 22 - SUBSEQUENT EVENTS

- (1) On March 11, 2015, Piedmont Aviation Component Services, LLC, an indirect subsidiary of TAT, entered into an agreement to sell 237,932 shares of Class B Common Stock of FAvS representing 23.18% of FAvS' share capital and its entire holdings (16,253) of FAvS' Series A Preferred stock. The purchase price for the Class B Shares is \$8.40 per Class B Shares, for an aggregate purchase price of \$1,999, and the purchase price for the Series A Preferred stock is \$100 per Preferred Share, for an aggregate purchase price of \$1,625. The total gain from the sale of FAvS' stock is \$1,395. The company owns 5% of FAvS' after the transaction.
- (2) On November 29, 2011, a factoring company ("the plaintiff"), filed a claim with the magistrates court in Tel-Aviv against the Company and eleven others ("the respondents"), jointly and severally, for the amount of NIS6,151 (approximately \$1,620 thousand). The plaintiff and the Company have reached a settlement agreement pursuant to which the court proceedings against the Company would be terminated. The court confirmed such settlement agreement on March 9, 2015.

Report of Independent Registered Public Accounting Firm

The Board of Directors  
First Aviation Services Inc.

We have audited the accompanying consolidated balance sheets of First Aviation Services Inc. and Subsidiaries (the "Company") as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of the Company's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of First Aviation Services Inc. and Subsidiaries as of December 31, 2014 and 2013, and the consolidated results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ Dixon Hughes Goodman LLP  
Memphis, Tennessee  
March 4, 2015

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**List of Subsidiaries of the Registrant**

We own the following significant subsidiaries:

1. Limco-Piedmont Inc., a 100%-owned Delaware subsidiary.
  2. Limco Airepair Inc., a wholly-owned Delaware subsidiary of Limco-Piedmont Inc.
  3. Piedmont Aviation Component Services LLC, a North Carolina limited liability company, wholly-owned subsidiary of Limco-Piedmont Inc.
  4. TAT-GAL Inc., a wholly-owned California subsidiary.
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**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
Pursuant to Rule 13a-14(a) and 15d-14(a)  
Under the Securities Exchange Act of 1934, as Amended**

I, Itsik Maaravi, certify that:

1. I have reviewed this annual report on Form 20-F of TAT Technologies Ltd.;
  2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
  3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
  4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13(a)-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated Subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
-

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 22, 2015

/s/ Itsik Maaravi  
Itsik Maaravi  
Chief Executive Officer

\* The originally executed copy of this Certification will be maintained at the Company's offices and will be made available for inspection upon request.

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**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
Pursuant to Rule 13a-14(a) and 15d-14(a)  
Under the Securities Exchange Act of 1934, as Amended**

I, Tiko Gadot, certify that:

1. I have reviewed this annual report on Form 20-F of TAT Technologies Ltd.;
  2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
  3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
  4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13(a)-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated Subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
-

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 22, 2015

/s/ Tiko Gadot

Tiko Gadot

Chief Financial Officer (Principal Accounting Officer)

\* The originally executed copy of this Certification will be maintained at the Company's offices and will be made available for inspection upon request.

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of TAT Technologies Ltd. (the "Company") on Form 20-F for the period ending December 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Itsik Maaravi, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Itsik Maaravi  
Itsik Maaravi  
Chief Executive Officer

March 22, 2015

\* The originally executed copy of this Certification will be maintained at the Company's offices and will be made available for inspection upon request.

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO**

**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of TAT Technologies Ltd. (the "Company") on Form 20-F for the period ending December 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Tiko Gadot, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Tiko Gadot  
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Tiko Gadot  
Chief Financial Officer (Principal Accounting Officer)

March 22, 2015

\* The originally executed copy of this Certification will be maintained at the Company's offices and will be made available for inspection upon request.

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (Registration No. 333-189758) of TAT Technologies Ltd. of our report dated March 22, 2015 relating to the financial statements, which appears in this Form 20-F.

Tel-Aviv, Israel  
March 22, 2015

/s/ Kesselman & Kesselman  
Certified Public Accountants (Isr.)  
A member firm of PricewaterhouseCoopers International Limited

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*Kesselman & Kesselman, Trade Tower, 25 Hamered Street, Tel-Aviv 6812508, Israel,  
P.O Box 50005 Tel-Aviv 6150001 Telephone: +972 -3- 7954555, Fax: +972 -3- 7954556, [www.pwc.com/il](http://www.pwc.com/il)*

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**CONSENT OF REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 of TAT Technologies Ltd. of our report dated March 4, 2015, relating to the consolidated financial statements of First Aviation Services Inc. and Subsidiaries as of and for the years ended December 31, 2014 and 2013, appearing in the Annual Report on Form 20-F of TAT Technologies Ltd. for the year ended December 31, 2014.

/s/ Dixon Hughes Goodman LLP  
Memphis, Tennessee  
March 19, 2015

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