

---

---

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**F O R M 6-K**

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

**For the month of April**

**TAT TECHNOLOGIES LTD.**

(Name of Registrant)

P.O.BOX 80, Gedera 70750 Israel  
(Address of Principal Executive Office)

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

Form 20-F ☒      Form 40-F ☐

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

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

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

Yes ☐      No ☒

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

---

**TAT Technologies Ltd.**

**6-K Exhibits:**

1. Proxy Statement for TAT Technologies Ltd.'s Annual General Meeting to be held on June 23, 2016.
2. Form of TAT Technologies Ltd.'s Proxy Card.

SIGNATURE

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

TAT TECHNOLOGIES LTD.  
(Registrant)

By: /s/ Guy Nathanzon  
Guy Nathanzon  
Chief Financial Officer

Date: April 20, 2016

TAT TECHNOLOGIES LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear shareholders of TAT Technologies Ltd.:

Notice is hereby given that the annual general meeting of shareholders (the "**Meeting**") of TAT Technologies Ltd. (the "**Company**") will be held on June 23, 2016 at 5:00 P.M. Israel time, at the offices of Naschitz, Brandes, Amir & Co., Advocates, located at 5 Tuval Street, Tel-Aviv, Israel.

**The agenda of the Meeting shall be as follows:**

1. Approval of the re-appointment of Kesselman & Kesselman PwC Israel, a member of PricewaterhouseCoopers International Ltd., as our independent certified public accountants, effective as of the approval by the Meeting until our next Annual Meeting of Shareholders, and delegation to the Company's Audit Committee and Board of Directors of the authority to determine the accountants' remuneration in accordance with the volume and nature of their services; and
2. Approval of the re-election of each of Mr. Ron Ben Haim, Mr. Jan Loeb and Ms. Dafna Gruber and the election of Mr. Amos Malka and Mr. Ami Boehm, to serve as Directors of the Company, each to hold office until our next Annual Meeting of Shareholders; and
3. Approval of the re-election of Mr. Aviram Halevi to serve as an External Director in the Company for an additional three-year term commencing on the date of his election at this Meeting; and
4. Approval of the terms of service and compensation of Mr. Igal Zamir as Chief Executive Officer of the Company, in accordance with Section 272(c1)(1) of the Israeli Companies Law, 5759-1999 (the "**Companies Law**") including but not limited to: (1) a special bonus formula for the year 2016; (2) an annual cash bonus plan for the year 2016 and thereafter; and (3) the grant of options to purchase shares of the Company, all as described in the Proxy Statement.
5. Approval to renew and/or grant letters of indemnification by the Company to its current and future Officers, Directors and to its CEO including the Directors' associated with the controlling shareholder (the "Indemnification Letters"), to the full extent permitted by law and in accordance with the Company's compensation policy.

In addition, the shareholders will be invited to discuss at the Meeting the Company's audited consolidated financial statements for the year ended December 31, 2015.

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

---

The approval of Item 3, requires the affirmative vote of at least a majority of the shares present, in person or by proxy, and voting on the matter, provided that (i) such a majority includes at least a majority of the total votes of shareholders who are not controlling shareholders of the Company or who do not have personal interest in the nomination of Mr. Aviram Halevi as an external director, excluding personal interest that is not as a result of their relationship with the controlling shareholder (votes abstaining shall not be taken into account in counting the above-referenced shareholder votes); or (ii) the total number of shares of the shareholders mentioned in clause (i) above that are voted against such proposal does not exceed two percent (2%) of the total voting rights in the Company.

**In the proxy card attached to the proxy statement, you will be asked to indicate whether or not you are a controlling shareholder of the Company or whether or not you have a personal interest in the nomination of Mr. Aviram Halevi as an external director in the Company excluding personal interest that is not as a result of your relationship with the controlling shareholder. If any shareholder casting a vote does not notify us whether or not they are a controlling shareholder of the Company or whether or not they have a personal interest in the approval of the nomination of Mr. Aviram Halevi as an external director, their vote, with respect to this Item, will be disqualified.**

The approval of Items 4 and 5 requires the affirmative vote of the holders of a majority of the voting power represented and voting on the matter in person or by proxy, provided that (i) such a majority includes at least a majority of the ordinary shares voted by shareholders who are not controlling shareholders of the Company nor are they shareholders who have a personal interest in the approval of the proposal set forth in Items 4 and 5; or (ii) the total number of shares of non-controlling shareholders and non-interested shareholders voted against the proposal in Items 4 and 5 must not represent more than two percent (2%) of the total voting rights in the Company. Votes abstaining shall not be taken into account in counting the above-referenced shareholder votes.

**With regards to the approval of Items 4 and 5 in the proxy card attached to the proxy statement, you will be asked to indicate whether or not you are a controlling shareholder of the Company or whether or not you have a personal interest in the proposal set forth in Items 4 and 5. If any shareholder casting a vote in connection hereto does not notify us whether or not it is a controlling shareholder of the Company or whether or not it has a personal interest in the approval of the proposal set forth in Items 4 and 5, such shareholder's vote with respect to such Item will be disqualified.**

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

Only shareholders of record at the close of business on May 26, 2016, (the "**Record Date**") will be entitled to receive notice of, and to vote at the Meeting. All shareholders are cordially invited to attend the Meeting in person.

Shareholders who will not attend the Meeting in person may vote with respect to Items 1 through 5 by means of a proxy card and are required to complete, sign, date and return the proxy card no later than June 23, 2016, 1:00 P.M. Israel time, to permit verification. Voting will be done by completing the second part of the proxy card. The form of proxy card was furnished to the Securities and Exchange Commission (the "**Commission**") on Form 6-K, and is available to the public on the Commission's website at <http://www.sec.gov>. The form of proxy card is also available on the websites: [www.magna.isa.gov.il](http://www.magna.isa.gov.il) or [www.maya.tase.co.il](http://www.maya.tase.co.il).

Shareholders wishing to express their position on Items 1 through 5 on the agenda for this Meeting may do so by submitting a written statement (hereinafter "**Position Statement**") to the offices of Naschitz, Brandes, Amir & Co., Advocates, located at 5 Tuval Street, Tel-Aviv, Israel. Any Position Statement received will be furnished to the Commission on Form 6-K, and will be made available to the public on the Commission's website at <http://www.sec.gov> and in addition at <http://www.magna.isa.gov.il> or <http://maya.tase.co.il>. Position Statements should be submitted to the Company no later than June 2, 2016.

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

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

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

Alternatively, shareholders whose shares are registered with a member of the TASE may vote electronically via the electronic voting system of the Israel Securities Authority up to six hours before the time fixed for the Meeting. You should receive instructions about electronic voting from the Tel TASE member through which you hold your shares.

Discussion at the Meeting will be commenced if a quorum is present. A quorum is comprised of two or more shareholders who are present in person or by proxy, or who have delivered to the Company a proxy card indicating their manner of voting, and who hold or represent shares conferring in the aggregate at least one-third (33.33%) of the voting power in the Company. If a quorum is not present within half an hour of the time designated for the Meeting, the Meeting will be adjourned to June 30, 2016, at the same time and place. If a quorum is not present within half an hour of the time designated for the adjourned meeting, two shareholders who are present in person or proxy, or who have delivered a proxy card, will constitute a quorum.

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

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

By the Order of the Board of Directors,

/s/ Guy Nathanzon, CFO

Dated: April 20, 2016

TAT TECHNOLOGIES LTD.

P.O. Box 80, Gedera 70750 Israel

---

PROXY STATEMENT

---

ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON SEPTEMBER 7, 2015

This Proxy Statement is furnished to the holders of ordinary shares, par value NIS 0.90 per share (the "**Shares**"), of TAT Technologies Ltd. in connection with the annual general meeting of shareholders of the Company to be held at the offices of Naschitz, Brandes, Amir & Co., Advocates, located at 5 Tuval Street, Tel-Aviv, Israel on June 23, 2016 at 5:00 P.M. Israel time, and thereafter as it may be adjourned from time to time (the "**Meeting**"). Unless the context otherwise requires, references in this Proxy Statement to "TAT," the "Company," "we" or "our" refer to TAT Technologies Ltd.

**The agenda of the Meeting shall be as follows:**

1. Approval of the re-appointment of Kesselman & Kesselman PwC Israel, a member of PricewaterhouseCoopers International Ltd., as our independent certified public accountants, effective as of the approval by the Meeting until our next Annual General Meeting of Shareholders, and delegation to the Company's Audit Committee and Board of Directors of the authority to determine the accountants' remuneration in accordance with the volume and nature of their services; and
  2. Approval of the re-election of each of Mr. Ron Ben Haim, Mr. Jan Loeb and Ms. Dafna Gruber (Ms. Gruber is an Independent Director), and the election of Mr. Amos Malka and Mr. Ami Boehm, to serve as Directors of the Company, each to hold office until our next Annual Meeting of Shareholders; and
  3. Approval of the re-election of Mr. Aviram Halevi to serve as an External Director in the Company for an additional three-year term commencing on the date of his election at this Meeting; and
  4. Approval of the terms of service and compensation of Mr. Igal Zamir as Chief Executive Officer of the Company, in accordance with Section 272(c1)(1) of the Israeli Companies Law 5759-1999 (the "**Companies Law**") including but not limited to: (1) a special bonus formula for the year 2016; (2) an annual cash bonus plan for the year 2016 and thereafter; and (3) the grant of options to purchase shares of the Company, all as described in the Proxy Statement.
  5. Approval to renew and/or grant letters of indemnification by the Company to its current and future Officers, Directors and to its CEO including the Directors' associated with the controlling shareholder (the "Indemnification Letters"), to the full extent permitted by the law and in accordance with the Company's compensation policy.
-



In addition, the shareholders will be invited to discuss at the Meeting the Company's audited consolidated financial statements for the year ended December 31, 2015.

#### Shareholders Entitled to Participate and Vote

Only holders of record of Shares at the close of business on May 26, 2016 (the "**Record Date**") are entitled to receive notice of, and to vote at, the Meeting.

As of April 20, 2016, the Company had 9,102,917 issued Shares and 8,828,444 outstanding Shares (excluding 274,473 dormant Shares held in treasury). Each outstanding Share is entitled to one vote on each matter to be voted on at the Meeting. The votes of all shareholders voting on a matter are counted and abstentions are not taken into account (other than for quorum purposes).

#### Beneficial Ownership Of Securities

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

The following table sets forth certain information as of April 20, 2016, 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 March 18, 2016 (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.

## Voting and Proxies

All shareholders who are unable to attend the Meeting in person may vote with respect to Items 1 through 5 by means of a proxy card and they are requested to complete, date and sign the enclosed form of proxy and return it promptly in the pre-addressed envelope provided. If your Shares are held in "street name" (meaning in the name of a bank, broker or other record holder), you must either direct the record holder of your Shares as to how to vote your Shares or obtain a legal proxy from the record holder to vote the Shares at the Meeting on behalf of the record holder as well as a statement from such record holder that it did not vote such Shares. In order for these Shares to be counted, a duly executed proxy must be received by the Company's Transfer Agent or by the Company, c/o Mr. Guy Nathanzon, at the offices of Naschitz, Brandes, Amir & Co., Advocates, located at 5 Tuval Street, Tel-Aviv, Israel (on the 4<sup>th</sup> Floor), no later than June 23, 2016 at 1:00 P.M., Israel time. Shares represented by proxy received after such time will not be counted. Any such proxy may be revoked by such holders at any time before it is exercised by: (i) delivering written revocation or a later dated proxy to Mr. Guy Nathanzon; or (ii) attending the Meeting and voting in person.

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

Alternatively, you may vote electronically via the electronic voting system of the Israel Securities Authority, up to six hours before the time fixed for the Meeting. You should receive instructions about electronic voting from the TASE member through which you hold your Shares.

## Expenses and Solicitation

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

Should changes be made to any proposal after the publication of this Proxy Statement, we will communicate the changes to our shareholders through the publication of a press release, a copy of which will be filed with the SEC on Form 6-K and with the Israel Securities Authority.

Position Statements should be submitted to the Company no later than June 2, 2016.

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

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

The Company expects to solicit proxies by mail and to mail this proxy statement and the accompanying proxy card to shareholders on or about June 2, 2016. This proxy statement and the accompanying proxy card are also available to the public through the following websites <http://www.sec.gov>, <http://www.magna.isa.gov.il> or <http://maya.tase.co.il>.

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

#### **Quorum and Voting Requirements**

The quorum required consists of two or more shareholders who are present in person or proxy (or who have delivered a proxy card indicating their manner of voting) and who together hold or represent Shares conferring in the aggregate at least one third (33.33%) of the voting power in the Company on the Record Date. If a quorum is not present within one half hour of the time designated for the Meeting, the Meeting shall be adjourned to June 30, 2016, at the same time and place. If a quorum is not present within one half hour of the time designated for the adjourned Meeting, two shareholders who are present in person or by proxy, or who have delivered a proxy card, shall constitute a quorum.

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

The approval of Item 3, requires the affirmative vote of at least a majority of the Shares present, in person or by proxy, and voting on the matter, provided that (i) such a majority includes at least a majority of the total votes of shareholders who are not controlling shareholders of the Company or who do not have personal interest in the nomination of Mr. Aviram Halevi as an external director, excluding personal interest that is not as a result of their relationship with the controlling shareholder (votes abstaining shall not be taken into account in counting the above-referenced shareholder votes); or (ii) the total number of Shares of the shareholders mentioned in clause (i) above that are voted against such proposal does not exceed two percent (2%) of the total voting rights in the Company.

**In the proxy card attached to the proxy statement, you will be asked to indicate whether or not you are a controlling shareholder of the Company or whether or not you have a personal interest in the nomination of Mr. Aviram Halevi as an external director in the Company excluding personal interest that is not as a result of your relationship with the controlling shareholder. If any shareholder casting a vote does not notify us whether or not they are a controlling shareholder of the Company or whether or not they have a personal interest in the approval of the nomination of Mr. Aviram Halevi as an external director, their vote, with respect to this Item, will be disqualified.**

The approval of Items 4 and 5 requires the affirmative vote of the holders of a majority of the voting power represented and voting on the matter, in person or by proxy, provided that (i) such a majority includes at least a majority of the ordinary shares voted by shareholders who are not controlling shareholders of the Company nor are they shareholders who have a personal interest in the approval of the proposal set forth in Items 4 and 5; or (ii) the total number of shares of non-controlling shareholders and non-interested shareholders voted against the proposal in Items 4 and 5 must not represent more than two percent (2%) of the total voting rights in the Company. Votes abstaining shall not be taken into account in counting the above-referenced shareholder votes.

**With regards to the approval of Items 4 and 5 in the proxy card attached to the proxy statement, you will be asked to indicate whether or not you are a controlling shareholder of the Company or whether or not you have a personal interest in the approval of the proposal set forth in Items 4 and 5 above. If any shareholder casting a vote in connection hereto does not notify us whether or not it is a controlling shareholder of the Company or whether or not it has a personal interest in the approval of Items 4 and 5, such shareholder's vote with respect to such Item will be disqualified.**

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

#### **Reporting Requirements**

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

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

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

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

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

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

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

At the Meeting, the shareholders will also be asked to delegate to our Board of Directors and our Audit Committee the authority to determine the remuneration of our independent certified public accountants according to the volume and nature of their services. With respect to fiscal year 2015, we paid Kesselman & Kesselman PwC Israel approximately \$219,000 for audit services and \$80,000 for tax-related services.

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

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

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

The Company's Articles of Association provide for a Board of Directors consisting of no less than two and no more than eleven members. Our Board of Directors is currently composed of 7 directors (prior to this Meeting), including two external director appointed in accordance with the Companies Law. Our directors, other than our external directors, are elected at each annual meeting of shareholders. All the members of our Board of Directors (except the external directors who may be re-elected pursuant to the terms and subject to the conditions stipulated in the Companies Law) may be re-elected upon completion of their term of office.

At the Meeting, our shareholders are being asked to re-elect Mr. Ron Ben Haim, Ms. Dafna Gruber and Mr. Jan Loeb, and to elect Mr. Amos Malka and Mr. Ami Boehm, to serve as directors of the Company, to hold office until our next Annual General Meeting of Shareholders.

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

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

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

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

**Mr. Amos Malka** was elected as a director by our Board of Directors in April 2016. Since 2008, Mr. Malka has been a Founder and Chairman of Nyotron Information Security Ltd., a privately-held cyber security provider based in Israel and in Silicon Valley. Since 2016, Mr. Malka is also serving as a Founder and Chairman of Spire Security Solutions Ltd., a security, intelligence and cyber security. From 2007 until 2015 Mr. Malka served as the Chairman of the Board and CEO of Logic Industries Ltd. From 2007 - 2010 he served as Chairman of the Board of Plasan Sasa LTD., an armored vehicle manufacturer. From 2005 - 2007 he served as the Chairman of the Board of Albar. Albar is one of the leading companies in the Israeli automobile sector. From 2002 - 2005 he served as the CEO of Elul Technologies Ltd., Israel's largest aerospace and defense business development and consulting company. Mr. Malka Retired from the IDF in 2002 at the rank of Major General, after 31 years of military career. He served as commander of the IDF Ground Forces Command, and later as Head of the Israeli Defense Intelligence, a post he held until his retirement in 2002. Mr. Malka holds B.A. in history from Tel Aviv University (1987), graduated from the IDF Staff & Command College (1979-80) and its National Defense Academy (1986-87).

**Ron Ben-Haim (46)** 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., Nirlat Paints, Ltd., Alony, Ltd., Hadera Paper Ltd., Magal Security Systems, Ltd., Polyram Plastic Industries, Ltd., Rivulis Irrigation, Ltd., Oxygen and Argon Works, Ltd. and Overseas Commerce, Ltd.

**Mr. Jan Loeb (57)** 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 the Chief Executive Officer of Acorn Energy Inc. a publicly traded company that among other assets owns an Israeli defense company. Mr. Loeb graduated from Baruch College – City University of New York with a baccalaureate in Finance and Investments.

**Ms. Dafna Gruber (51)** was elected as a director by our Board of Directors in November 2013. Ms. Gruber is serving as the chief financial officer of Clal Industries Ltd., a private company, from October 2015. From April 2007 until April 2015, Ms. Gruber served as the chief financial officer of Nice Systems Ltd., a public company traded on NASDAQ and TASE. From 1996 until May 2007, Ms. Gruber was part of Alvarion Ltd., a public company traded on NASDAQ and TASE, mostly as chief financial officer. Ms. Gruber serves as an external director at Nova Measuring Systems Ltd., a public company traded on NASDAQ and TASE, since April 2014. Ms. Gruber is a certified public accountant and holds a Bachelor's degree in Accounting and Economics from Tel Aviv University, Israel.

**Mr. Ami Boehm (44)** Mr. Boehm has been a Partner in the FIMI Opportunity Funds, Israel's largest group of private equity funds, since 2004. Mr. Boehm serves as the Managing Partner and Chief Executive Officer of FITE GP (2004), and as a director at Ham-Let (Israel-Canada) Ltd., Hadera Paper Ltd., Rekah Pharmaceuticals Ltd., all three companies traded on the TASE, Pharm-up Ltd., Magal S3 Security Systems Ltd. (NASDAQ) and DIMAR Ltd. Mr. Boehm previously served as a director of Ormat Technologies Inc. (previously traded on TASE), Scope Metal Trading, Ltd. (TASE), Inter Industries, Ltd. (TASE), Global Wire Ltd. (TASE), Telkoor Telecom Ltd. (TASE) and Solbar Industries Ltd. (previously traded on the TASE). Prior to joining FIMI, from 1999 until 2004, Mr. Boehm served as Head of Research of Discount Capital Markets, the investment arm of Israel Discount Bank. Mr. Boehm holds a B.A. degree in Economics and a LL.B. degree from Tel Aviv University and a Joint M.B.A. degree from Northwestern University and Tel Aviv University.

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

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

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

**"RESOLVED, TO APPROVE THE RE-ELECTION OF EACH OF MR. RON BEN HAIM, MR. JAN LOEB AND MS. DAFNA GRUBER, AND THE ELECTION OF MR. AMOS MALKA AND MR. AMI BOEHM, TO SERVE AS DIRECTORS OF THE COMPANY AND TO HOLD OFFICE UNTIL OUR NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS."**



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

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

According to the Israeli Companies Law, the term of office of an external director shall be three years, and the company may appoint him for two additional terms of three years each.

At the Meeting, our shareholders are being asked to re-elect Mr. Aviram Halevi for an additional period of 3 years as an external director in the Company starting on the approval of the shareholders at the Meeting.

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

**Mr. Aviram Halevi (58)** 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 2011 the owner and CEO of Intel System Ltd., a provider of business intelligence services. Prior to that, from 2007 through 2010 Mr. Halevi served as the CEO of Terrogen Ltd., a producer of intelligence data for commercial markets. Mr. Halevi holds a B.Sc. in geology from Queens College (of City University of New York) the University of Toronto and an MBA from Tel Aviv University..

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

Attached as **Appendix B** is the declaration according to the Israeli Companies Law of Mr. Aviram Halevi.

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

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

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

**ITEM 4: APPROVAL OF THE TERMS OF SERVICE AND COMPENSATION OF MR. ZAMIR IGAL AS CHIEF EXECUTIVE OFFICER OF THE COMPANY, IN ACCORDANCE WITH SECTION 272(C1)(1) OF THE ISRAELI COMPANIES LAW, 5759-1999 (THE "COMPANIES LAW") INCLUDING BUT NOT LIMITED TO: (1) A SPECIAL BONUS FORMULA FOR THE YEAR 2016; (2) AN ANNUAL CASH BONUS PLAN FOR THE YEAR 2016 AND THEREAFTER; AND (3) THE GRANT OF OPTIONS TO PURCHASE ORDINARY SHARES OF THE COMPANY, ALL AS DESCRIBED IN THE PROXY STATEMENT.**

As we announced on March 31, 2016, our Board of Directors appointed Mr. Zamir Igal as our Chief Executive Officer, effective as of March 31, 2016

Prior to joining the Company, from 2009 until 2013, Mr. Zamir served as CEO at Mapco Express, a wholly-owned subsidiary of Delek US Holdings Inc., which owns and operates 370 convenient stores and gas stations in the southeastern region of the U.S. Prior to Mapco Express from 2006 until 2009, Mr. Zamir served as CEO of Metrolight, a provider of proprietary energy saving solutions in High Intensity Discharge (HID) lighting systems. Prior to Metrolight from 1998 until 2004, Mr. Zamir served as CEO of Rostam, the world's largest and leading provider of private label tampons.

Mr. Zamir holds B.S. in industrial engineering from Tel-Aviv University, Israel and an MBA from Bar-Ilan University, Israel.

Pursuant to the Israeli Companies Law, any arrangement between the Company and its Chief Executive Officer relating to his or her compensation must generally be in compliance with the Company's compensation policy for executive officers and directors and requires approval of the Compensation Committee, the Board of Directors and the Company's shareholders, in that order.

Our Compensation Committee and Board of Directors have approved, and recommended that the Company's shareholders approve, the terms of service and compensation of Mr. Zamir Igal as Chief Executive Officer of the Company, in accordance with Section 272(c1)(1) of the Israeli Companies Law, including but not limited to: (1) a special bonus formula for the year 2016; (2) an annual cash bonus plan for the year 2016 and thereafter; and (3) the grant of 100,000 options to purchase 100,000 of our Ordinary Shares.

Mr. Zamir monthly salary shall be in an amount of NIS 95,000 (approximately US\$25,266), effective as of March 31, 2016. Mr. Zamir will also be entitled to fringe benefits, including social benefits, annual vacation and reimbursement of expenses.

Mr. Zamir will be entitled to receive a special cash bonus for the year 2016, for his services as the Company's Chief Executive Officer, as set forth in **Appendix C**. In addition, Mr. Zamir will be subject to an annual cash bonus plan, for his services as the Company's Chief Executive Officer for the years 2016 and thereafter (so long as he serves as the Company's Chief Executive Officer), as set forth in **Appendix C**.

Mr. Zamir will be granted 100,000 options to purchase 100,000 of our Ordinary Shares (the "Options"). The options are exercisable at a price per share, which is the higher of (a) 5% above the average closing price of the Company's shares in the 30 trading days preceding the date of the Board of Directors' approval of the equity grant; and (b) 5% above the share price on the date of the grant of the Options. The options will vest during a term of four years as follows: 25% of the Options shall vest after 12 months of the date of grant and 6.25% of the Options shall vest at the end of each 3 months after the first anniversary of the date of grant, as long as Mr. Zamir's employment with the Company continues and will remain exercisable for 90 days following cessation or termination of his employment with the Company (other than for cause). The options will expire on the five anniversary of the date of the grant.

In the event of a "change in control" during his term of service as Chief Executive Officer, any options unvested at such time, will vest immediately. A "change in control" means: (1) the sale of all or substantially all of the Company's assets; or (2) the sale of all or substantially all of the Company's Ordinary Shares; or (3) any merger or transaction in which a third party becomes the holder of the largest percentage of Ordinary Shares of the Company instead of the controlling shareholder (as defined in the Israeli Securities Law, 5728-1968) prior to the merger or transaction.

The terms of service and compensation set forth in this Item 4 are in compliance with our compensation policy for executive officers and directors.

It should be noted that this Item was approved by our Board of Directors pursuant to the recommendation of our Compensation Committee and it is subject to approval by our shareholders. Our Compensation Committee and our Board of Directors recommends that you vote "FOR" this resolution.

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

**"RESOLVED, TO APPROVE THE TERMS OF SERVICE AND COMPENSATION OF MR. ZAMIR IGAL AS THE CHIEF EXECUTIVE OFFICER OF THE COMPANY, IN ACCORDANCE WITH SECTION 272(C1)(1) OF THE ISRAELI COMPANIES LAW, INCLUDING BUT NOT LIMITED TO: (1) A SPECIAL BONUS FORMULA FOR THE YEAR 2016; (2) AN ANNUAL CASH BONUS PLAN FOR THE YEAR 2016 AND THEREAFTER; AND (3) THE GRANT OF OPTIONS TO PURCHASE ORDINARY SHARES OF THE COMPANY, ALL AS DESCRIBED IN THE PROXY STATEMENT."**

**ITEM 5: APPROVAL TO RENEW AND/OR GRANT LETTERS OF INDEMNIFICATION BY THE COMPANY TO ITS CURRENT AND FUTURE OFFICERS, DIRECTORS AND TO ITS CEO INCLUDING THE DIRECTORS' ASSOCIATED WITH THE CONTROLLING SHAREHOLDER (THE "INDEMNIFICATION LETTERS"). TO THE FULL EXTENT PERMITTED BY THE LAW AND IN ACCORDANCE WITH THE COMPANY'S COMPENSATION POLICY AS DESCRIBED IN THE PROXY STATEMENT.**

According to Israeli law, a publicly-traded company may indemnify its directors and officers against certain actions, if the company's articles of association allow such indemnification, and with respect to indemnification given to such company's officers, directors and CEO, if the terms of such indemnification letter are approved by the company's compensation committee, board of directors and shareholders. On November 14, 2013 the shareholders of the Company resolved to amend the Articles of Association of the Company and to grant an indemnification undertaking by the Company to its Officers, Directors and to its CEO including the Directors' associated with the Controlling Shareholder.

Pursuant to the Companies Law, the terms of service of the Directors associated with the Controlling Shareholder, which include the provision of indemnification undertakings, cannot continue for more than three consecutive years unless re-approved by the compensation committee, board of directors and shareholders every three years. Our Directors' associated with the Controlling Shareholder received indemnification undertakings from us, in connection with our 2013 Shareholders Meeting. Therefore, we are proposing to approve the grant and renewal of indemnification undertakings in the form identical to the form of indemnification undertaking previously approved by our shareholders.

It should be noted that the total amount of indemnification that the Company will pay according to the Indemnification Letter (in addition to amounts received from an insurance company, if any) to all its directors and officers in aggregate, shall not exceed, at all circumstances, more than 25% the company's equity, according to the Company's latest consolidated financial statements, prior to the date that the indemnity was given.

The Company's Indemnification Letter is attached hereto as Appendix D.

It should be noted that this Item was approved by our Board of Directors pursuant to a recommendation of our Compensation Committee and it is subject to approval by our shareholders. Our Compensation Committee and our Board of Directors recommends that you vote "FOR" this resolution.

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

**RESOLVED, TO APPROVE THE RENEWAL AND/OR GRANT OF THE LETTERS OF INDEMNIFICATION BY THE COMPANY TO ITS CURRENT AND FUTURE OFFICERS, DIRECTORS AND TO ITS CEO INCLUDING THE DIRECTORS' ASSOCIATED WITH THE CONTROLLING SHAREHOLDER TO THE FULL EXTENT PERMITTED BY THE LAW AND IN ACCORDANCE WITH THE COMPANY'S COMPENSATION POLICY AS DESCRIBED IN THE PROXY STATEMENT."**

#### **OTHER BUSINESS**

In addition to voting on Items 1 through 5 as described above, the shareholders will be invited to discuss at the Meeting the Company's audited consolidated financial statements for the year ended December 31, 2015.

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

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

By the Order of the Board of Directors,

/s/ Guy Nathanzon, CFO

Dated: April 20, 2016

**Director Eligibility Declaration**

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

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

Name of Candidate:

First name

Surname

Name in English  
(according to passport)

Ami

Boehm

First name

Surname

ID No. 028785194

Date of birth:

August 30, 1971

Nationality:

Israel

My address:

Havered

Nes-Ziona

78043

Street

Town

Zip code

**Declarations**

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

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

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

1. I am not a minor, legally incompetent and I was not declared non-discharged bankrupt.
2. My other positions or occupations will not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.

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

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

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

E. For the purpose of considering whether you are an independent director, I declare as follows<sup>2</sup>:

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

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

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

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

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

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

---

<sup>1</sup> Please tick all relevant boxes.

<sup>2</sup> Please tick all relevant boxes.

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

- ☒ My other positions or occupations do not or may not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.
- ☒ I do not serve as a director in another company in which any of the Company's directors serves as an independent director<sup>3</sup>.
- ☒ I am not an employee of the Securities Authority nor am I an employee of any stock exchange in Israel.
- ☒ I do not serve as a director in the Company for more nine consecutive years.

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

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

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

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

- F. My holdings of Securities of the Company, its Held Company<sup>4</sup>, if its activity is material for the Company's activity ,are as follows: None.
- G. I am aware that I must immediately report the Company of any increase or decrease in my holdings of Securities of the Company, or a Held Company<sup>4</sup>, if its activity is material for the Company's activity.
- H. Are you an employee/office holder of the Company, its subsidiary, an affiliate thereto or a party of interest of the Company, if so – do provide further details: I am a partner in the FIMI fund, the controlling shareholder of the company.
- I. Are you a family member of a senior office holder in the Company or of a party of interest of the Company, if so – do provide further details: No
- J. After having carefully read and understood all the aforesaid, I declare that all the aforesaid is true and that the identifying details are accurate and full and have been written by me, in my handwriting, and that I am aware that the provisions of the Companies Law stated above are not an exhaustive and final list and I know my full duties and rights pursuant to the Law.

---

<sup>3</sup> Including an External Director.

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



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

April 14, 2016

Date

/s/ Ami Boehm

Signature

### Director Eligibility Declaration

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

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

Name of Candidate:	<u>עמוס</u> First name	<u>מלכה</u> Surname
Name in English (according to passport)	<u>Amos</u> First name	<u>Malka</u> Surname
ID No.	<u>051760007</u>	
Date of birth:	<u>24/01/1953</u>	Nationality: <u>Israel</u>
My address:	<u>Hamelech St.</u> Street	<u>Tel-Aviv</u> Town
		<u>6473301</u> Zip code

### **Declarations**

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

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

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

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

E. For the purpose of considering whether you are an independent director, I declare as follows<sup>2</sup>:

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

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

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

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

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

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

---

<sup>1</sup> Please tick all relevant boxes.

<sup>2</sup> Please tick all relevant boxes.

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

- ☒ My other positions or occupations do not or may not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.
- ☒ I do not serve as a director in another company in which any of the Company's directors serves as an independent director<sup>3</sup>.
- ☒ I am not an employee of the Securities Authority nor am I an employee of any stock exchange in Israel.
- ☒ I do not serve as a director in the Company for more nine consecutive years.

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

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

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

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

- F. My holdings of Securities of the Company, its Held Company<sup>4</sup>, if its activity is material for the Company's activity ,are as follows: None.
- G. I am aware that I must immediately report the Company of any increase or decrease in my holdings of Securities of the Company, or a Held Company<sup>4</sup>, if its activity is material for the Company's activity.
- H. Are you an employee/office holder of the Company, its subsidiary, an affiliate thereto or a party of interest of the Company, if so – do provide further details: I am a partner in the FIMI fund, the controlling shareholder of the company.
- I. Are you a family member of a senior office holder in the Company or of a party of interest of the Company, if so – do provide further details: No
- J. After having carefully read and understood all the aforesaid, I declare that all the aforesaid is true and that the identifying details are accurate and full and have been written by me, in my handwriting, and that I am aware that the provisions of the Companies Law stated above are not an exhaustive and final list and I know my full duties and rights pursuant to the Law.

---

<sup>3</sup> Including an External Director.

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

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

April 15, 2016

Date

/s/ Amos Malka

Signature

### **Director Eligibility Declaration**

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

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

Name of Candidate:

First name

Surname

Name in English  
(according to passport)

Dafna

Gruber

First name

Surname

ID No. 59253971

Date of birth:

23 MAR 1965

Nationality:

Israeli

My address:

24 Habanim St.

Ramat Hasharon

47223

Street

Town

Zip code

### **Declarations**

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

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

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

1. I am not a minor, legally incompetent and I was not declared non-discharged bankrupt.
2. My other positions or occupations will not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.

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



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

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

E. For the purpose of considering whether you are an independent director, I declare as follows<sup>2</sup>:

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

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

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

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

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

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

---

<sup>1</sup> Please tick all relevant boxes.

<sup>2</sup> Please tick all relevant boxes.

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

- ☒ My other positions or occupations do not or may not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.
- ☒ I do not serve as a director in another company in which any of the Company's directors serves as an independent director<sup>3</sup>.
- ☒ I am not an employee of the Securities Authority nor am I an employee of any stock exchange in Israel.
- ☒ I do not serve as a director in the Company for more nine consecutive years.

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

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

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

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

- F. My holdings of Securities of the Company, its Held Company<sup>4</sup>, if its activity is material for the Company's activity ,are as follows: None
- G. I am aware that I must immediately report the Company of any increase or decrease in my holdings of Securities of the Company, or a Held Company<sup>4</sup>, if its activity is material for the Company's activity.
- H. Are you an employee/office holder of the Company, its subsidiary, an affiliate thereto or a party of interest of the Company, if so – do provide further details: No
- I. Are you a family member of a senior office holder in the Company or of a party of interest of the Company, if so – do provide further details: No
- J. After having carefully read and understood all the aforesaid, I declare that all the aforesaid is true and that the identifying details are accurate and full and have been written by me, in my handwriting, and that I am aware that the provisions of the Companies Law stated above are not an exhaustive and final list and I know my full duties and rights pursuant to the Law.

---

<sup>3</sup> Including an External Director.

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

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

April 17, 2016

Date

/s/ Dafna Gruber

Signature

### **Director Eligibility Declaration**

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

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

Name of Candidate:

First name

Surname

Name in English  
(according to passport)

Jan

Loeb

First name

Surname

ID No.

Date of birth:

21 Oct 1958

Nationality:

USA

My address:

6610 Cross Country BLVD

Baltimore MD

21215

Street

Town

Zip code

### **Declarations**

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

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

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

1. I am not a minor, legally incompetent and I was not declared non-discharged bankrupt.
2. My other positions or occupations will not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.

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

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

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

E. For the purpose of considering whether you are an independent director, I declare as follows<sup>2</sup>:

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

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

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

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

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

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

---

<sup>1</sup> Please tick all relevant boxes.

<sup>2</sup> Please tick all relevant boxes.

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

- ☒ My other positions or occupations do not or may not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.
- ☒ I do not serve as a director in another company in which any of the Company's directors serves as an independent director<sup>3</sup>.
- ☒ I am not an employee of the Securities Authority nor am I an employee of any stock exchange in Israel.
- ☒ I do not serve as a director in the Company for more nine consecutive years.

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

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

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

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

- F. My holdings of Securities of the Company, its Held Company<sup>4</sup>, if its activity is material for the Company's activity ,are as follows: 522,607 Ordinary Shares of TAT
- G. I am aware that I must immediately report the Company of any increase or decrease in my holdings of Securities of the Company, or a Held Company<sup>4</sup>, if its activity is material for the Company's activity.
- H. Are you an employee/office holder of the Company, its subsidiary, an affiliate thereto or a party of interest of the Company, if so – do provide further details: No
- I. Are you a family member of a senior office holder in the Company or of a party of interest of the Company, if so – do provide further details: No
- J. After having carefully read and understood all the aforesaid, I declare that all the aforesaid is true and that the identifying details are accurate and full and have been written by me, in my handwriting, and that I am aware that the provisions of the Companies Law stated above are not an exhaustive and final list and I know my full duties and rights pursuant to the Law.

---

<sup>3</sup> Including an External Director.

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

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

April 13, 2016

Date

/s/ Jan Loeb

Signature



**Director Eligibility Declaration**

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

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

Name of Candidate:

First name

Surname

Name in English  
(according to passport)

Ron

Ben-Haim

First name

Surname

ID No. 024528655

Date of birth:

7 Oct 1969

Nationality:

Israel

My address:

Ein Hachelet

Herut

40691

Street

Town

Zip code

**Declarations**

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

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

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

1. I am not a minor, legally incompetent and I was not declared non-discharged bankrupt.
2. My other positions or occupations will not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.

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

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

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

E. For the purpose of considering whether you are an independent director, I declare as follows<sup>2</sup>:

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

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

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

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

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

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

---

<sup>1</sup> Please tick all relevant boxes.

<sup>2</sup> Please tick all relevant boxes.

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

- ☒ My other positions or occupations do not or may not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.
- ☒ I do not serve as a director in another company in which any of the Company's directors serves as an independent director<sup>3</sup>.
- ☒ I am not an employee of the Securities Authority nor am I an employee of any stock exchange in Israel.
- ☒ I do not serve as a director in the Company for more nine consecutive years.

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

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

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

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

- F. My holdings of Securities of the Company, its Held Company<sup>4</sup>, if its activity is material for the Company's activity ,are as follows: None
- G. I am aware that I must immediately report the Company of any increase or decrease in my holdings of Securities of the Company, or a Held Company<sup>4</sup>, if its activity is material for the Company's activity.
- H. Are you an employee/office holder of the Company, its subsidiary, an affiliate thereto or a party of interest of the Company, if so – do provide further details: I am a partner in the FIMI fund, the controlling shareholder of the company
- I. Are you a family member of a senior office holder in the Company or of a party of interest of the Company, if so – do provide further details: No
- J. After having carefully read and understood all the aforesaid, I declare that all the aforesaid is true and that the identifying details are accurate and full and have been written by me, in my handwriting, and that I am aware that the provisions of the Companies Law stated above are not an exhaustive and final list and I know my full duties and rights pursuant to the Law.

---

<sup>3</sup> Including an External Director.

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

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

April 14, 2016

Date

/s/ Ron Ben-Haim

Signature

**External Director Eligibility Declaration**

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

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

Name of Candidate:

First name

Surname

Name in English  
(according to passport)

Aviram

Halevi

First name

Surname

ID No. 054933759

Date of birth:

December 8, 1957

Nationality:

Israel

My address:

10 Bertonov St.

Tel Aviv

6094024

Street

Town

Zip code

**Declarations**

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

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

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

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

E. For the purpose of considering whether you are an independent director, I declare as follows<sup>2</sup>:

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

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

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

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

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

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

---

<sup>1</sup> Please tick all relevant boxes.

<sup>2</sup> Please tick all relevant boxes.



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

- ☒ My other positions or occupations do not or may not form a conflict of interests with my position as a director and will not impair my ability to serve as a director.
- ☒ I do not serve as a director in another company in which any of the Company's directors serves as an independent director<sup>3</sup>.
- ☒ I am not an employee of the Securities Authority nor am I an employee of any stock exchange in Israel.
- ☒ I do not serve as a director in the Company for more nine consecutive years.

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

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

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

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

- F. My holdings of Securities of the Company, its Held Company<sup>4</sup>, if its activity is material for the Company's activity ,are as follows: None
- G. I am aware that I must immediately report the Company of any increase or decrease in my holdings of Securities of the Company, or a Held Company<sup>4</sup>, if its activity is material for the Company's activity.
- H. Are you an employee/office holder of the Company, its subsidiary, an affiliate thereto or a party of interest of the Company, if so – do provide further details: No.
- I. Are you a family member of a senior office holder in the Company or of a party of interest of the Company, if so – do provide further details: No
- J. After having carefully read and understood all the aforesaid, I declare that all the aforesaid is true and that the identifying details are accurate and full and have been written by me, in my handwriting, and that I am aware that the provisions of the Companies Law stated above are not an exhaustive and final list and I know my full duties and rights pursuant to the Law.

---

<sup>3</sup> Including an External Director.

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

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

April 13, 2016

Date

Aviram Halevi

Signature

## TAT TECHNOLOGIES LTD. ("COMPANY")

## AN ANNUAL CASH BONUS PLAN FOR THE YEAR 2016 AND THEREAFTER

The Company's Chief Executive Officer (the "**CEO**") shall be eligible to receive from the Company each year an annual bonus (the "**Annual Bonus**"), subject to the Company's achievement of the revenues, gross profit and EBITDA targets established by the Board of Directors with respect to each calendar year (each, an "**Applicable Year**") prior to each Applicable Year.

The Annual Bonus shall be based on three aggregate components: (i) a *Revenue Target* bonus component (ii) a *Gross Profit Target* bonus component and (iii) an *EBITDA Target* bonus component.

- The "on target" bonus will be equal to 6 Monthly Salaries. The "on target" bonus reflects achievement of 100% of a Performance Rate as set forth in the tables below. "Monthly Salary" means the monthly fees payable to the CEO pursuant to the agreement between the CEO and the Company as updated (as of this date NIS 95,000).
- *The Annual Bonus Formula* = 6 \* (the applicable percentage for Revenue Target as set forth in the right column of the Revenue Target table + the applicable percentage for Gross Profit Target as set forth in the right column of the Gross Profit Target table + the applicable percentage for EBITDA Target (as set forth in the right column of the EBITDA Target table)).
- The "*Revenue Target*" bonus component shall be calculated based on the Revenue Performance Rate as set forth in the table below. The "*Revenue Performance Rate*" shall be determined by dividing (i) the Company's actual annual revenues for the Applicable Year (as set forth in the audited annual financial statements approved by the Board of Directors) by (ii) the target annual revenues for the Applicable Year (as approved by the Board of Directors in the annual budget for the Applicable Year):

<b>Revenue Performance Rate</b>	<b>Applicable Percentage in the Annual Bonus Formula</b>
Less than 75%	0%
75%-100% (inclusive)	18.75%-25% (respectively)
100%-120% (inclusive)	25%-30% (respectively)
120%-130% (inclusive)	30%-32.5% (respectively)
Above 130%	No additional bonus

---

- The “*Gross Profit Target*” bonus component shall be calculated based on the Gross Profit Performance Rate as set forth in the table below. The “*Gross Profit Performance Rate*” shall be determined by dividing (i) the Company’s actual annual gross profit for the Applicable Year (as set forth in the audited annual financial statements approved by the Board of Directors) by (ii) the target annual gross profit for the Applicable Year (as approved by the Board of Directors in the annual budget for the Applicable Year):

<i>Annual Gross Profit Performance Rate</i>	<i>Applicable Percentage in the Annual Bonus Formula</i>
Less than 75%	0%
75%-100% (inclusive)	26.25%-35% (respectively)
100%-120% (inclusive)	35%-42% (respectively)
120%-130% (inclusive)	42%-45.5% (respectively)
Above 130%	No additional bonus

- The “*EBITDA Target*” bonus component shall be calculated based on the EBITDA Performance Rate as set forth in the table below. “EBITDA” means the Company’s operating income before interest, taxes, depreciation and amortization as will be stated in the annual audited financial statements approved by the Board of Directors. The “*EBITDA Performance Rate*” shall be determined by dividing (i) the Company’s actual annual EBITDA for the Applicable Year (as set forth in the audited annual financial statements approved by the Board of Directors) by (ii) the target annual EBITDA for the Applicable Year (as approved by the Board of Directors in the annual budget for the Applicable Year):

<i>Annual EBITDA Performance Rate</i>	<i>Applicable Percentage in the Annual Bonus Formula</i>
Less than 75%	0%
75%-100% (inclusive)	30%-40% (respectively)
100%-120% (inclusive)	40%-48% (respectively)
120%-130% (inclusive)	48%-52% (respectively)
Above 130%	No additional bonus

Example: if 75% of the Revenue Target is achieved, 100% of the Gross Profit Targets is achieved and 110% of the EBITDA Target is achieved, then the CEO shall be entitled to an Annual Bonus of  $6 \times (18.75\% + 35\% + 44\%) = 5.86$  Monthly Salaries.

- All GAAP and Non- GAAP targets are on a consolidated basis.
- Notwithstanding anything to the contrary, if: (A) the Company generates a net profit margin of less than 3% in the Applicable Year (as derived from the audited financial statements of the Applicable year), or (B) the sum of the applicable percentages in the rights side of the Annual Bonus Formula is less than 50%, the CEO shall not be entitled to any Annual Bonus with respect to such Applicable Year.

Example for (B): – if 75% of the Revenue and Gross Profit Targets are achieved and less than 75% of the EBITDA Target is achieved, then the CEO shall not be entitled to the Annual Bonus in that applicable year (i.e.,  $18.75\% + 26.25\% + 0\% < 50\%$ ).

Notwithstanding anything to the contrary, in accordance with the Company’s Compensation Policy for Officers:

- in no event shall the Annual Bonus for any Applicable Year exceed 7.8 Monthly Salaries; and

2. For any Applicable Year, the CEO shall not be entitled to receive any bonus, if his employment with the Company is terminated on or before June 30th, of such year. If the CEO's employment is terminated after June 30th and before the end of any Applicable Year, the CEO will be entitled to a bonus on a pro-rata basis in accordance with the number of days that CEO was employed by the Company in such Applicable Year. For the year 2016, the CEO will be entitled to a bonus on a pro-rata basis in accordance with the number of days that CEO was employed by the Company in the year 2016.
3. the payment of 20% of the Annual Bonus payable to the CEO for any Applicable Year shall be deferred to the end of the year subsequent to the Applicable Year and be conditioned upon the Company achieving (i) a positive net profit in the subsequent year, and (ii) the CEO has not ceased to provide services to the Company during the year in which the deferred bonus is paid due to his resignation or termination by the Company for "cause" (is defined in the Company's compensation policy).

#### A SPECIAL BONUS FORMULA FOR THE YEAR 2016

The CEO shall be eligible to receive a special bonus from the Company for the year 2016 for his services (the "**Special Bonus**"), subject to the necessary approvals and the Board of Directors' discretion. The Special Bonus shall be in the amount of up to 1.2 times the CEO Monthly Salary (i.e. up to NIS 114,000) and shall be added to the Annual Bonus for the year 2016.

The Special Bonus shall be calculated as follows:

- i. In the event that the Annual Bonus for the year 2016 equals or exceeds 6 Monthly Salaries (on a yearly basis) the CEO shall not be entitled to any additional Special Bonus;
- ii. In the event that the Annual Bonus for the year 2016 equals or is less than 4.8 Monthly Salaries (on a yearly bases) the CEO shall be entitled to receive the full Special Bonus (i.e., NIS 114,000);
- iii. In the event that the Annual Bonus for the year 2016 is higher than 4.8 Monthly Salaries but less than 6 Monthly Salaries (on a yearly bases) the CEO shall be entitled to receive part of the Special Bonus in such a way that the sum of the Special Bonus and the Annual Bonus cumulatively shall be equal to 6 Monthly Salaries (on a yearly bases).

Notwithstanding the aforesaid, if the Company's actual annual EBITDA for the year 2016 (as set forth in the audited annual financial statements approved by the Board of Directors) is less than US\$ 5M then the CEO shall not be entitled to any Special Bonus.

## TAT Technologies Ltd.

To: \_\_\_\_\_

Date: \_\_\_\_\_

**Re: Officers indemnification Undertaking**

**Whereas** on November 14, 2013 the General Meeting of the Company resolved to amend the Articles of Association of the Company and the issuance of indemnification undertaking by the Company to its Officers and to delete its right to exempt from liability its officers;

**Whereas** \_\_\_\_\_ (the "**Indemnatee**") serves as an Officer/Director of the Company;

1. **NOW, THEREFORE**, in consideration of the Indemnatee's services to the Company or, at its request, to another entity, the Company hereby agree as follows:

2. **INDEMNIFICATION AND ADVANCEMENT OF EXPENSES**

- 2.1 The Company hereby undertakes to indemnify the Indemnatee to the fullest extent permitted by applicable law for any Liability and Expense that may be imposed on Indemnatee due to an act performed or failure to, act by virtue of being an Officer of the Company or any subsidiary of the Company or any entity in which Indemnatee serves as an Officer at the request of the Company either prior to or after the date hereof related to such acts and omissions described in Schedule A hereto (such Expenses and Liabilities hereinafter referred to as "**Indemnifiable Liabilities**"). Following is list of grounds for granting the indemnification by the Company according the applicable law and according to the company's articles of association:
- 2.1.1 A monetary liability imposed on Indemnatee in favor of another person by a judgment, including a compromise judgment or an arbitration decision that was approved by a court;
  - 2.1.2 Reasonable legal expenses, including attorneys fees, expended by the Indemnatee as a result of an investigation or proceeding instituted against the Indemnatee by a competent authority, provided that such investigation or proceeding concluded without the filing of an indictment against the Indemnatee and either (A) concluded without the imposition of any monetary liability in lieu of criminal proceedings or (B) concluded with the imposition of a monetary liability in lieu of criminal proceedings but relates to a criminal offense that does not require proof of criminal intent, or expended by the Officer in respect of any monetary sanction;
  - 2.1.3 A monetary obligation imposed on the Indemnatee 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, 1968 (the "**Securities Law**").
  - 2.1.4 Expenses expended by the Indemnatee, 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 Securities Law or in respect to any monetary sanction.
-

- 2.1.5 Reasonable legal expenses, including attorneys fees, which the Indemnitee incurred or with which he was charged by the Court, in a proceeding brought against him by the Company, in its name or by another person, or in a criminal prosecution in which he was found innocent, or in a criminal prosecution in which he was convicted of an offense that does not require proof of criminal intent;
- 2.1.6 Any other liability, payment or expense which the Company may indemnify its Indemnitees' under the applicable law.
- 2.2 The total amount of indemnification that the Company 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% the company's equity, according to the Company's latest consolidated financial statements, prior to the date that the indemnity was given provided to the Company pursuant to Section 8 below.
- 2.3 If so requested by the Indemnitee, the Company shall advance an amount (or amounts) estimated by it to cover Indemnitee's reasonable litigation Expenses, with respect to Indemnifiable Liabilities which the Indemnitee is entitled to be indemnified under Section 2.1 above, provided that Indemnitee submits to the Company an undertaking by or on behalf of Indemnitee to repay any Expenses advanced if it shall ultimately be determined that Indemnitee is not entitled to be indemnified against such Expenses,
- 2.4 The Company's obligation to indemnify the Indemnitee and advance Expenses in accordance with this undertaking shall be for such period as the Indemnitee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding or any inquiry or investigation, whether civil, criminal or investigative, related to an Indemnifiable Liability and arising out of the Indemnitee's service in the foregoing positions, whether or not the Indemnitee is still serving in such positions.

3. **GENERAL LIMITATIONS ON INDEMNIFICATION**

If when and to the extent that the Indemnitee would not be permitted to be so indemnified under applicable law, the Company shall be entitled to be reimbursed by the Indemnitee for all such amounts theretofore paid (unless the Indemnitee has commenced legal proceedings in a court of competent jurisdiction to secure a determination that the Indemnitee should be indemnified under applicable law, in which event the Indemnitee shall not be required to so reimburse the Company until a final judicial determination is made with respect thereto as to which all rights of appeal therefrom have been exhausted or lapsed or such matter shall have been fully and finally settled by the parties) and the Company shall not be obligated to indemnify or advance any additional amounts to the Indemnitee (unless there has been a determination by court or competent jurisdiction that the Indemnitee would be permitted to be so indemnified under this undertaking or such matter shall have been fully and finally settled by the parties).

4. **NO WAIVER.**

No waiver of any of the provisions of this undertaking shall be deemed or shall constitute a waiver of any other provisions hereof (whether or not similar) nor shall such waiver constitute a continuing waiver. Any waiver shall be in writing and signed by the party waiving such right.

5. **SUBROGATION.**

In the event of payment under this undertaking, the Company shall be subrogated to the extent of such payment to all of the rights of recovery of Indemnitee, who shall execute all papers required and shall do everything that may be necessary to secure such rights, including the execution of such documents necessary to enable the Company effectively to bring suit to enforce such rights.

6. **REIMBURSEMENT.**

The Company shall not be liable under this undertaking to make any payment in connection with any claim made against the Indemnitee to the extent the Indemnitee has otherwise actually received payment (under any insurance policy or otherwise) of the amounts otherwise indemnifiable hereunder. Any amounts paid to the Indemnitee under such insurance policy or otherwise after the Company has indemnified the Indemnitee for such Indemnifiable Liabilities shall be repaid to the Company promptly upon receipt by Indemnitee.

7. **EFFECTIVENESS.**

This undertaking shall be in full force and effect as of the date hereof.

8. **NOTIFICATION AND DEFENSE OF CLAIM.**

Promptly after receipt by the Indemnitee of notice of the commencement of any action, suit or proceeding, the Indemnitee will, if a claim in respect thereof is to be made against the Company under this undertaking, notify the Company of the commencement hereof; but the omission so to notify the Company will not relieve it from any liability which it may have to the Indemnitee otherwise than under this undertaking. With respect to any such action, suit or proceeding as to which the Indemnitee notifies the Company of the commencement thereof and without derogating from Section 2.1:

8.1 The Company will be entitled to participate therein at its own expense; and

8.2 Except as otherwise provided below, to the extent that it may wish, the Company jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel reasonably satisfactory to the Indemnitee. After notice from the Company to the Indemnitee of its election to assume the defense thereof, the Company will not be liable to the Indemnitee under this undertaking for any legal or other expenses subsequently incurred by Indemnitee in connection with the defense thereof other than as provided below. The Indemnitee shall have, the right to employ his or her own counsel in such action, suit or proceeding, but the fees and expenses of such counsel incurred after notice from the Company of its assumption of the defense thereof shall be at the expense of the Indemnitee, unless: (i) the employment of counsel by Indemnitee has been authorized by the Company; (ii) the Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Company and the Indemnitee in the conduct of the defense of such action; or (iii) the Company shall not in fact have employed counsel to assume the defense of such action; in each of which cases the fees and expenses of counsel shall be at the expense of the Company and in accordance with the terms and conditions of this Agreement. The Company shall not be entitled to assume the defense of any action, suit or proceeding brought by or on behalf of the Company or as to which the Indemnitee shall have reached the conclusion specified in (ii) above.

8.3 The Company shall not be liable to indemnify the Indemnitee under this undertaking for any amounts paid in settlement of any action or claim effected without its written consent. The Company shall not settle any action or claim in any manner that would impose any penalty or limitation on the Indemnitee without the Indemnitee's written consent. Neither the Company nor the Indemnitee will unreasonably withhold their consent to any proposed settlement.



9. **NON-EXCLUSIVITY,**

The rights of the Indemnitee hereunder shall not be deemed exclusive of any other rights the Indemnitee may have under the Company's Articles of Association or applicable law or otherwise.

10. **BINDING EFFECT.**

This undertaking shall bind upon and inure to the benefit of and be enforceable by the parties hereto and their respective successors, assigns, including any direct or indirect successor by purchase, merger, consolidation or otherwise to all or substantially all of the business or assets of the Company, spouses, heirs and personal and legal representatives. This undertaking shall continue in effect regardless of whether Indemnitee continues to serve as an Officer of the Company or of any other enterprise at the Company's request, provided that the claim for indemnification relates to an indemnifiable Event.

11. **SEVERABILITY.**

The provisions of this undertaking shall be severable in the event that any provision hereof (including any provision within a single section, paragraph or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, and the remaining provisions shall remain enforceable to the fullest extent permitted by law.

12. **GOVERNING LAW**

This undertaking shall be governed by and construed and enforced in accordance with the laws of the State of Israel without regard to its conflict of law principles.

13. **TERMINATION**

No supplement, modification, amendment, termination or cancellation of this undertaking shall be effective unless in writing and signed and agreed upon by the Company and the Indemnitee.

TAT Technologies Ltd.

By:

\_\_\_\_\_

Signature: \_\_\_\_\_

Name and Title: \_\_\_\_\_

**SCHEDULE A**

1. Negotiations, execution, delivery and performance of agreements on behalf of the Company
2. Anti-competitive acts and acts of commercial wrongdoing
3. Acts in regard of invasion of privacy including with respect to databases and acts in regard of slander
4. Acts in regard of violation of copyrights, patents, designs and any other intellectual property rights
5. Approval of corporate actions including the approval of the acts of the Company's management, their guidance and their supervision
6. Claims of failure to exercise business judgment and a reasonable level of proficiency, expertise and care in regard of the Company's business
7. Violations of securities laws of any jurisdiction, including without limitation, fraudulent disclosure claims, and other claims relating to relationships with investors and the investment community
8. Violations of laws requiring the Company to obtain regulatory and governmental licenses, permits and authorizations in any jurisdiction
9. Claims in connection with publishing or providing any information, including any filings with governmental authorities, on behalf of the Company in the circumstances required under applicable laws
10. Violations of any law or regulation governing domestic and international telecommunication in any jurisdiction
11. Claims in connection with employment relationships with Company's or its subsidiaries' employees.

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

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

The undersigned, a shareholder of TAT Technologies Ltd. (the "**Company**"), an Israeli corporation, hereby appoints Adv. Idan Lidor, and Adv. Shachar Hananel or either of them, attorney or attorneys of the undersigned, as the attorney and proxy of the undersigned, with full power of substitution, for and in the name of the undersigned, to vote and otherwise act on behalf of the undersigned at the annual and extraordinary general meeting of shareholders of the Company to be held at the offices of Naschitz, Brandes, Amir & Co., Advocates, located at 5 Tuval Street, Tel-Aviv, Israel, on June 23, 2016 at 5:00 P.M. Israel time, or at any adjournment(s) or postponement(s) thereof (the "**Meeting**"), with respect to all of the ordinary shares, par value NIS 0.90, of the Company (the "**Shares**") which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, provided said proxies are authorized and directed to vote as indicated with respect to the matter set forth below in this Proxy. Subject to applicable law and the rules of NASDAQ, in the absence of such instructions, the Shares represented by properly executed and received proxies will be voted "FOR" all of the proposed resolutions to be presented to the Meeting for which the Board of Directors recommends a "FOR" vote, other than Items 1 through 5.

A shareholder's proxy card must be received by the Company no later than June 23, 2016, 1:00 P.M. Israel time, otherwise it shall not be valid at the Meeting.

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

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

**PLEASE NOTE THAT YOU ARE REQUIRED TO INDICATE WITH RESPECT TO ITEMS 3 THROUGH 5, WHETHER OR NOT YOU ARE THE CONTROLLING SHAREHOLDER OF THE COMPANY OR WHETHER OR NOT YOU HAVE A PERSONAL INTEREST IN THE PROPOSAL SET FORTH IN ITEMS 3 THROUGH 5. IF YOU FAIL TO NOTIFY US AS TO WHETHER OR NOT YOU ARE THE CONTROLLING SHAREHOLDER OF THE COMPANY OR WHETHER OR NOT YOU HAVE A PERSONAL INTEREST WITH RESPECT TO ITEMS 3 THROUGH 5, YOUR VOTE WILL NOT BE COUNTED WITH RESPECT TO SUCH ITEM.**

**Item No.1** Approval of the re-appointment of Kesselman & Kesselman PwC Israel, a member of PricewaterhouseCoopers International Ltd., as our independent certified public accountants, effective as of the approval by the Meeting until our next Annual Meeting of Shareholders, and delegation to the Company's Audit Committee and Board of Directors of the authority to determine the accountants' remuneration in accordance with the volume and nature of their services.

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

**VOTE FOR EACH DIRECTOR SEPARATELY.**

	FOR	AGAINST	ABSTAIN
I. Mr. Ron Ben Haim	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
II. Mr. Jan Loeb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
III Ms. Dafna Gruber	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
IV Mr. Amos Malka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
V. Mr. Ami Boehm	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<b>Item No. 3</b>	Approval of the re-election of Mr. Aviram Halevi to serve as an External Director in the Company for an additional three-year term commencing on the date of his election at this Meeting.	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
	Do you have a Personal Interest in the nomination of Mr. Aviram Halevi as an external director? ( <u>Please note</u> : If you do not mark either Yes or No, your shares will not be voted for Item No. 3)	YES <input type="checkbox"/>	NO <input type="checkbox"/>	
<b>Item No. 4</b>	Approval of the terms of service and compensation of Mr. Igal Zamir as Chief Executive Officer of the Company, in accordance with Section 272(c1)(1) of the Israeli Companies Law, 5759-1999 (the " <b>Companies Law</b> ") including but not limited to: (1) a special bonus formula for the year 2016; (2) an annual cash bonus plan for the year 2016 and thereafter; and (3) the grant of options to purchase shares of the Company, all as described in the Proxy Statement.	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
	Do you have a Personal Interest in the approval of the terms of service and compensation of Mr. Igal Zamir as Chief Executive Officer of the Company? ( <u>Please note</u> : If you do not mark either Yes or No, your shares will not be voted for Item No. 4)	YES <input type="checkbox"/>	NO <input type="checkbox"/>	
<b>Item No. 5</b>	Approval to renew and/or grant letters of indemnification by the Company to its current and future Officers, Directors and to its CEO including the Directors' associated with the controlling shareholder (the "Indemnification Letters"), to the full extent permitted by law and in accordance with the Company's compensation policy.	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
	Do you have a Personal Interest in the approval to renew and/or grant letters of indemnification by the Company to its current and future Officers, Directors and to its CEO including the Directors' associated with the controlling shareholder? ( <u>Please note</u> : If you do not mark either Yes or No, your shares will not be voted for Item No. 5)	YES <input type="checkbox"/>	NO <input type="checkbox"/>	
	<b>PLEASE INDICATE ON THE FOLLOWINGS:</b>	YES	NO	
	<b>Are you the Controlling shareholder of the Company (with respect to Items 3 through 5)?</b>	<input type="checkbox"/>	<input type="checkbox"/>	

---

Shareholders entitled to notice of and to vote at the meeting shall be determined as of the close of business on May 26, 2016, the record date fixed by the Board of Directors for such purpose.

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

Signature \_\_\_\_\_ Signature \_\_\_\_\_ Date \_\_\_\_\_, 2016.

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

---

---