

Metal-Tech Ltd.

("the Company")

Form of Direction

Extraordinary General Meeting

Before completing this form, please read the explanatory notes below.

Form of direction for completion by holders of depository interests representing shares on a 1 for 1 basis in the Company in respect of the Extraordinary General Meeting of the Company to be held at 10am on Tuesday, 13 April 2010, at Adelaide House, London Bridge, London EC4R 9HA, England and at any adjournment of the meeting.

I/We

Please insert full name(s) and address(es) in BLOCK CAPITALS

Of

being a holder of depository interests representing shares in the Company hereby direct Capita IRG Trustees Limited, the Depository, to vote for me/us and on my/our behalf in person or by proxy at the Extraordinary General Meeting of the Company to be held on the above date (and at any adjournment thereof) as directed by an "X" in the spaces below.

Please indicate with an "X" in the spaces below how you wish your vote to be cast. If no indication is given, you will be deemed as instructing the Depository to abstain from voting.

No	Resolutions	For	Against	Vote Withheld
1	To elect Mr David Gilboa as a statutory external director of the Company for a period of three years commencing on 13 April 2010 pursuant to the Israeli Companies Law, 5759-1999			
2	To elect Mr Modi Ashkenazy as a statutory external director of the Company for a period of three years commencing on 13 April 2010 pursuant to the Israeli Companies Law, 5759-1999			
3	That, subject to the approval of such matters by the audit committee and the board of directors of the Company, the terms of appointment and remuneration of Mr David Gilboa, a statutory external director of the Company, as set out in his draft letter of appointment, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and are hereby approved			
4	That, subject to the approval of such matters by the audit committee and the board of directors of the Company, the terms of appointment and remuneration of Mr Modi Ashkenazy, a statutory external director of the Company, as set out in his draft letter of appointment, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and are hereby approved			
5	To appoint Mr Ronen Magen as a director of the Company			

6	That, subject to approval of such matters by the audit committee and the board of directors of the Company, the draft employment agreement with Mr Magen in respect of the employment of Mr Magen as the Company's deputy chief executive officer and his appointment as director, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and is hereby approved			
7	That, subject to approval of such matters by the audit committee and the board of directors of the Company, the draft amended and restated employment agreement with Ms Toubol, the Company's CFO, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and is hereby approved			
8	That, subject to approval of such matters by the audit committee and the board of directors of the Company, the draft amendment to the Company's existing employment agreement with Mr Aik Rosenberg, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and is hereby approved			
9	That, subject to the approval of such draft indemnification agreement by the audit committee and the board of directors of the Company, the draft indemnification agreement to be entered into by the Company and Mr Ashkenazy, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and is hereby approved			
10	That, subject to the approval of such draft indemnification agreement by the audit committee and the board of directors of the Company, the draft indemnification agreement to be entered into by the Company and Mr Gilboa, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and is hereby approved.			
11	That, subject to the approval of such draft indemnification agreement by the audit committee and the board of directors of the Company, the draft indemnification agreement to be entered into by the Company and Ms Toubol, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and is hereby approved			
12	That, subject to the approval of such draft indemnification agreement by the audit committee and the board of directors of the Company, the draft indemnification agreement to be entered into by the Company and Mr Magen, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and is hereby approved			

Signature(s): Date:2010

NOTES:

1. To be effective, a completed and signed form of direction must be delivered to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England, together with any power of attorney or other authority under which it is signed, by no later than 48 hours before the time fixed for the meeting or any adjourned meeting.
2. In the case of a corporation, this form of direction must be given under its seal or signed on its behalf by an attorney or duly authorised officer.
3. Please indicate how you wish your votes to be cast by placing "X" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised Capita IRG Trustees Limited to vote, or to withhold your vote, as indicated on your form of direction.
4. All alterations to this form of direction must be initialled by you.
5. **The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.**