

ORMAT TECHNOLOGIES, INC.

Form DEF 14A

March 23, 2009

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**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ORMAT TECHNOLOGIES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the

Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:
-

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**NOTICE OF 2009 ANNUAL MEETING OF STOCKHOLDERS  
To Be Held May 8, 2009**

To Our Stockholders:

We cordially invite you to attend the 2009 Annual Meeting of Stockholders of Ormat Technologies, Inc. The meeting will take place at the offices of Chadbourne & Parke LLP, 30 Rockefeller Plaza, New York, NY 10112 on Friday, May 8, 2009, at 1:30 P.M. local time. We look forward to your attendance either in person or by proxy.

The purpose of the meeting is to:

1. Elect the three directors named in the attached Proxy Statement, each for a term of three years;
2. Ratify the appointment of PricewaterhouseCoopers LLP as Ormat Technologies, Inc.'s independent registered public accounting firm for fiscal year 2009; and
3. Transact any other business that may properly come before the meeting or any postponements or adjournments of the meeting.

By order of the Board of Directors,

/s/ Yehudit Bronicki  
Yehudit Bronicki  
Chief Executive Officer

March 26, 2009

Your vote is important to us regardless of whether or not you plan to attend the meeting. We encourage you to submit a proxy to vote your shares either (i) on the internet, (ii) by telephone, or (iii) by signing and dating a proxy card and returning it to the Company.

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting To Be Held on Friday, May 8, 2009.**

This Proxy Statement, the form of proxy card, the Notice of Internet Availability of Proxy Materials and our Annual Report on Form 10-K are available at <http://materials.proxyvote.com/686688> by clicking on the proxy link.

You will need your assigned control number to vote your shares. Your control number can be found on your proxy card or voting instruction form.

The time and location of the Annual Meeting of Stockholders are noted above.

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**ORMAT TECHNOLOGIES, INC. 2009 ANNUAL MEETING OF STOCKHOLDERS**

**NOTICE OF ANNUAL MEETING AND PROXY STATEMENT**

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**ORMAT TECHNOLOGIES, INC.  
6225 Neil Road,  
Reno, Nevada 89511**

**2009 PROXY STATEMENT**

Ormat Technologies, Inc. ( Ormat , we , us , the Company or our Company ) is a public company. Our Common Stock has been trading on the New York Stock Exchange since November 11, 2004.

The Board of Directors of Ormat Technologies, Inc. is making this proxy statement available to you in connection with the solicitation of proxies on its behalf for the 2009 Annual Meeting of Stockholders. The meeting will take place at the offices of Chadbourne & Parke LLP, 30 Rockefeller Plaza, New York, NY 10112 on Friday, May 8, 2009, at 1:30 P.M. local time. At the meeting, stockholders will vote on (i) the election of the three directors named in this proxy statement, and (ii) the ratification of the appointment of PricewaterhouseCoopers LLP as Ormat's independent registered public accounting firm for fiscal year 2009, and will transact any other business that may properly come before the meeting although we know of no other business to be presented.

The record date for the meeting is March 16, 2009. Only stockholders of record at the close of business on that date are entitled to vote at the meeting.

This year we are taking advantage of the U.S. Securities and Exchange Commission rule that allows companies to furnish proxy materials to their stockholders over the Internet. As a result, we are mailing to most of our stockholders a Notice of Internet Availability of Proxy Materials (the Notice ) instead of a paper copy of this proxy statement and our 2008 Annual Report on Form 10-K. We believe that this process allows us to provide our stockholders with the information they need in a timelier manner, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials. The Notice contains instructions on how to access those documents over the Internet. The Notice also contains instructions on how to vote online or by telephone and how to request a paper copy of our proxy materials, including this proxy statement, our 2008 Annual Report on Form 10-K, and a form of proxy card or voting instruction card.

By submitting your proxy (by signing and returning the proxy card, or processing your proxy online, or by phone), you authorize each of Yehudit Bronicki, Chief Executive Officer of Ormat, and Ety Rosner, Senior Vice President and Corporate Secretary of Ormat, to represent you and vote your shares at the meeting in accordance with your instructions. Either one of them may also vote your shares to adjourn the meeting and will be authorized to vote your shares at any postponements or adjournments of the meeting.

Ormat's Annual Report on Form 10-K for 2008, which includes Ormat's audited financial statements, is being made available to stockholders together with this proxy statement. Except to the extent that we specifically incorporate information by reference, our Annual Report on Form 10-K does not constitute a part of the proxy solicitation materials and is not incorporated by reference into this proxy statement.

We are first making available this proxy statement and accompanying materials to stockholders on or about March 26, 2009.

***YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE PROMPTLY SUBMIT YOUR PROXY VIA THE INTERNET, BY PHONE OR BY SIGNING AND DATING A PROXY CARD AND RETURNING IT TO US IN THE ENVELOPE THAT WE WILL SEND YOU ON REQUEST.***



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**Questions and Answers about the 2009 Annual Meeting of Stockholders**

**What is the purpose of the 2009 Annual Meeting of Stockholders?**

At the 2009 Annual Meeting of Stockholders, the stockholders will be asked to:

1. Elect the three directors named in this proxy statement, each for a term of three years; and
2. Ratify the appointment of PricewaterhouseCoopers LLP as Ormat's independent registered public accounting firm for fiscal year 2009.

Stockholders also will transact any other business that may properly come before the meeting. Members of Ormat's management team and a representative of PricewaterhouseCoopers LLP, Ormat's independent registered public accounting firm, will be present at the meeting to respond to appropriate questions from stockholders.

**Who is entitled to vote?**

The record date for the meeting is March 16, 2009. Only stockholders of record at the close of business on that date are entitled to vote at the meeting. The only class of stock entitled to be voted at the meeting is Ormat's Common Stock. Each outstanding share of Common Stock is entitled to one vote for all matters before the meeting. At the close of business on the record date there were 45,353,120 shares of Ormat Common Stock outstanding.

**What is the difference between being a record holder and holding shares in street name ?**

A record holder holds shares in his or her name. Shares held in street name means shares that are held in the name of a bank or broker on a person's behalf.

**Am I entitled to vote if my shares are held in street name ?**

If your shares are held by a bank or a brokerage firm, you are considered the beneficial owner of shares held in street name. If your shares are held in street name, the Notice of Internet Availability of Proxy Materials is being forwarded to you by your bank or brokerage firm (the record holder), along with a voting instruction card. As the beneficial owner, you have the right to direct your record holder how to vote your shares, and the record holder is required to vote your shares in accordance with your instructions.

Under the rules of the New York Stock Exchange (the NYSE), if you do not give instructions to your bank or brokerage firm, it may vote on matters that the NYSE determines to be routine, but will not be permitted to vote your shares with respect to non-routine items. Under the NYSE rules, the Election of Directors (Proposal 1) and the Ratification of Appointment of the Independent Registered Public Accounting Firm (Proposal 2) are routine matters. When a broker or bank has not received instructions from the beneficial owners or persons entitled to vote and the broker or bank cannot vote on a particular matter because it is not routine, then there is a broker non-vote on that matter. Broker non-votes do not count as votes for or against any proposal.

As the beneficial owner of shares, you are invited to attend the 2009 Annual Meeting of Stockholders. If you are a beneficial owner, however, you may not vote your shares in person at the meeting unless you obtain a proxy form from the record holder of your shares.



**How many shares must be present to hold the meeting?**

A quorum must be present at the meeting for any business to be conducted. The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of Common Stock outstanding on the record date will constitute a quorum.

**Who can attend the 2009 Annual Meeting of Stockholders?**

All Ormat stockholders as of the close of business on March 16, 2009 may attend the 2009 Annual Meeting of Stockholders.

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### **What if a quorum is not present at the meeting?**

If a quorum is not present at the scheduled time of the meeting, a majority of the outstanding shares entitled to vote represented may adjourn the meeting.

### **What does it mean if I receive more than one Notice of Internet Availability of Proxy Materials?**

It means that your shares are held in more than one account at the transfer agent and/or with banks or brokers. Please vote all of your shares. To ensure that all of your shares are voted, please vote for each account in which your shares are held.

### **How do I vote?**

You may vote by submitting your proxy either (i) on the internet, (ii) by telephone, or (iii) by signing and dating a proxy card and returning it to the Company.

The Notice of Internet Availability we (or the bank or brokerage firm that holds your shares in street name) sent to you explains how you can:

vote by internet or by telephone and how you can receive a paper or email copy of a proxy card if you are a record holder of shares; or

give voting instructions to your bank or brokerage firm if your shares are held in street name.

The return envelope that we will send you if you request a paper proxy card requires no additional postage if mailed in either the United States or Canada.

If you are a record stockholder and attend the meeting, you may deliver your completed proxy card in person. Additionally, we will pass out written ballots to record stockholders who wish to vote in person at the meeting. Beneficial owners of shares held in street name who wish to vote at the meeting will need to obtain a proxy form from their record holder.

### **Can I change my vote after I submit my proxy?**

If you are a record holder of shares, you may revoke your proxy and change your vote at any time before it is actually voted:

by signing and delivering another proxy with a later date;

by giving written notice of such revocation to the Corporate Secretary of Ormat prior to or at the meeting; or

by voting in person at the meeting.

If you are a beneficial owner of shares, you may submit new voting instructions by contacting your bank, broker or other record holder, or, if you have obtained a legal proxy from your bank, broker or other record holder giving you the right to vote your shares, by attending the meeting and voting in person. Your attendance at the meeting itself will not revoke your proxy unless you give written notice of revocation to the Corporate Secretary before your proxy is voted or you vote in person at the meeting.

**Who will count the votes?**

Ormat's transfer agent, American Stock Transfer & Trust Company, will tabulate and certify the votes. A representative of the transfer agent may serve as an inspector of election.

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### **How does the Board of Directors recommend I vote on the proposals?**

Your Board recommends that you vote FOR:

The election of the three nominees named in this proxy statement to the Board of Directors; and

The ratification of PricewaterhouseCoopers LLP as Ormat's independent registered public accounting firm for fiscal year 2009.

### **What if I do not specify how my shares are to be voted?**

If you submit a proxy but do not indicate any voting instructions, the persons named as proxies will vote in accordance with the recommendations of the Board of Directors as described above.

### **Will any other business be conducted at the meeting?**

We know of no other business that will be presented at the meeting. If any other matter properly comes before the stockholders for a vote at the meeting, however, the proxy holders will vote your shares in accordance with their best judgment.

### **How many votes are required to elect the director nominees?**

The affirmative vote of a plurality of the votes cast at the meeting is required to elect the three nominees named in this proxy statement as directors. This means that these three nominees will be elected if they receive more affirmative votes than any other person.

### **How many votes are required to ratify the appointment of Ormat's independent registered public accounting firm?**

The ratification of the appointment of PricewaterhouseCoopers LLP as Ormat's independent registered public accounting firm requires the affirmative vote of a majority of the shares present at the meeting in person or by proxy and entitled to vote.

### **What is an abstention and how will abstentions be treated?**

An abstention represents a stockholder's affirmative choice to decline to vote on a proposal other than the election of directors (for directors, the choice is limited to For or Withhold). Under Delaware law, abstained shares are treated as shares present for quorum and entitled to vote, so they will have the same practical effect as votes against a proposal except for the proposal for the election of directors.

### **How will broker non-votes be treated?**

Broker non-votes will be treated as shares present for quorum purposes, but not considered entitled to vote on that matter. Therefore, broker non-votes do not count as votes for or against any proposal.

### **Where can I find the voting results of the 2009 Annual Meeting of Stockholders?**

We plan to announce preliminary voting results at the 2009 Annual Meeting of Stockholders and to publish final results in Ormat's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 to be filed with the Securities

and Exchange Commission (the SEC).

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**PROPOSAL 1 ELECTION OF DIRECTORS**

**Board Composition**

Our Board of Directors is now composed of seven members, including four independent directors, Dan Falk, Jacob Worenklein, Roger W. Gale and Robert F. Clarke, and is classified into three classes of directors serving staggered, three-year terms as indicated:

*Class II Directors (term expiring upon the annual stockholders meeting in 2009)*

Yehudit Bronicki

Jacob J. Worenklein

Robert F. Clarke

*Class III Directors (term expiring upon the annual stockholders meeting in 2010)*

Lucien Bronicki

Dan Falk

*Class I Directors (term expiring upon the annual stockholders meeting in 2011)*

Yoram Bronicki

Roger W. Gale

**Current Nominees**

As mentioned above, directors in each of the three classes are elected to serve for three-year terms that expire in successive years. The terms of Class II Directors will expire at the 2009 Annual Meeting of Stockholders. The Board of Directors has nominated Yehudit Bronicki, Jacob J. Worenklein, and Robert F. Clarke as Class II Directors for three-year terms expiring at the annual meeting of stockholders to be held in 2012 and until their successors are elected and qualified. Each nominee currently serves as a Class II Director.

Each nominee has consented to being named in this proxy statement and has agreed to serve if elected. If a nominee is unable to stand for election, the Board of Directors may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee, unless you have withheld authority.

The affirmative vote of a plurality of the votes cast at the meeting is required to elect the three nominees named in this proxy statement as directors. This means that these three nominees will be elected if they receive more affirmative votes than any other person.

**YOUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF EACH OF THE THREE NOMINEES NAMED ABOVE.**

The following sets forth, with respect to each nominee, his name, age, principal occupation and employment during the past five years, the year in which he first became a director of Ormat Technologies, Inc. and directorships held in other public companies.

**Nominees for Election as Class II Directors for a Three-Year Term Expiring at the 2012 Annual Meeting**

***Yehudit Dita Bronicki.*** Yehudit Bronicki has been our Chief Executive Officer since July 1, 2004, and is also a member of our Board of Directors. From July 1, 2004 to September 20, 2007, Mrs. Bronicki also served as our President. Mrs. Bronicki was a co-founder of Ormat Turbines Ltd. and is a member of the Board of Directors and the General Manager (a CEO-equivalent position) of Ormat Industries Ltd., the publicly traded successor to Ormat Turbines Ltd., and various of its subsidiaries. From 1992 to June 2005, Mrs. Bronicki was a director of Bet Shemesh Engines, a manufacturer of jet engines. In addition, until May 2005, Mrs. Bronicki was a member of the Board of Directors of OPTI Canada Inc., a company engaged in the oil sands industry in Canada and in which our parent owns an approximately 5% interest, and she is a member of the Board of Orbotech Ltd., a NASDAQ-listed manufacturer of equipment for inspecting and imaging circuit boards and display panels. From 1994 to 2001, Mrs. Bronicki was on the Advisory Board of the Bank of Israel. Mrs. Bronicki has worked in the power industry

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since 1965. Yehudit Bronicki and Lucien Bronicki are married and are the parents of Yoram Bronicki. Mrs. Bronicki obtained a Bachelor of Arts in Social Sciences from Hebrew University in 1965. Mrs. Bronicki is 67 years old.

**Jacob J. Worenklein.** Jacob Worenklein has been a member of our Board of Directors since November 12, 2004. From 2003 to September 2008, Mr. Worenklein served as Chairman and Chief Executive Officer of US Power Generating Company. From 1998 to 2003, he was Managing Director and Global Head of Project and Sectorial Finance for Societe Generale, and from 1996 to 1998, he was Managing Director and Head of Project Finance, Export Finance and Commodities for the Americas, for Societe Generale. Prior to joining Societe Generale in 1996, Mr. Worenklein was Managing Director and Global Head of Project Finance at Lehman Brothers and prior thereto was a partner and member of the executive committee of the law firm of Milbank, Tweed, Hadley & McCloy LLP, where he founded and headed the firm's power and project finance practice. Mr. Worenklein served as Adjunct Professor of Finance at Stern School of Business, New York University and is a trustee of the Committee for Economic Development and a member of the Council on Foreign Relations. He is a member of the Board of Directors of GridPoint Inc., a company in the demand side management business. Mr. Worenklein obtained a Bachelor of Arts from Columbia College in 1970 and a Juris Doctor and Master of Business Administration from New York University in 1973. Mr. Worenklein is 60 years old.

**Robert F. Clarke.** Robert F. Clarke has been a member of our Board of Directors since February 27, 2007. Mr. Clarke was Chairman (since September 1998) and President and Chief Executive Officer (since January 1991) of Hawaiian Electric Industries, Inc. (HEI), from which he retired effective May 2006. Since June 1, 2006, Mr. Clarke has been Executive in Residence at the Shidler College of Business at the University of Hawaii. In addition, Mr. Clarke serves as an advisory director to Oceanic Cable Hawaii and as a member of the advisory board of the Shidler College of Business at the University of Hawaii and as a member of the advisory board of Sennet Capital. Mr. Clarke joined HEI in February 1987 as Vice President of Strategic Planning and was in charge of implementing the Company's diversification strategy. Mr. Clarke was named HEI Group Vice President - Diversified Companies in May 1988. He was made a director of HEI in 1989. Prior to joining HEI, Mr. Clarke served as Senior Vice President and Chief Financial Officer of Alexander & Baldwin and as Controller of Dillingham Corporation. Prior to that, he worked for the Ford Motor Company and for the Singer Company. He received his Bachelor's degree in economics in 1965 and his Master's degree in finance in 1966 from the University of California at Berkeley. Honors include Phi Beta Kappa in 1965. Mr. Clarke is 66 years old.

## **Continuing Directors**

### **Class III Directors Continuing in Office Whose Terms Expire at the 2010 Annual Meeting**

**Lucien Bronicki.** Lucien Bronicki is the Chairman of our Board of Directors, a position he has held since our inception in 1994, and has also been our Chief Technology Officer since July 1, 2004. Mr. Bronicki co-founded Ormat Turbines Ltd. in 1965 and is the Chairman of the Board of Directors of Ormat Industries Ltd., the publicly-traded successor to Ormat Turbines Ltd., and various of its subsidiaries. From 1999 to April 2006, Mr. Bronicki served as the Chairman of the Board of Directors of OPTI Canada Inc., a company engaged in the oil sands industry in Canada in which our parent owns an approximately 5% interest. From 1992 to May 2006, Mr. Bronicki was the Chairman of the Board of Directors of Bet Shemesh Engines, a manufacturer of jet engines, and from 1997 to May 2006, Mr. Bronicki was the Chairman of the Board of Directors of Bet Shemesh Holdings. Mr. Bronicki was also the Chairman of the Board of Directors of Orad Hi-Tec Systems Ltd., a manufacturer of image processing systems, until the end of 2005, and was the Co-Chairman of Orbotech Ltd., a NASDAQ-listed manufacturer of equipment for inspecting and imaging circuit boards and display panels. Mr. Bronicki has worked in the power industry since 1958. He is a member of the Executive Council of the Weizmann Institute of Science and was the Chairman of the Israeli Committee of the World Energy Council. Yehudit Bronicki and Lucien Bronicki are



married and are the parents of Yoram Bronicki. Mr. Bronicki obtained a postgraduate degree in Nuclear Engineering from Conservatoire National des Arts et Metiers, a Master of Science in Physics from Universite de Paris and a Master of Science in Mechanical Engineering from Ecole Nationale Superieure d Ingenieurs Arts et Metiers. In 2005, he received a Ph.D. Honoris Causa from the Ben-Gurion University, and in 2006 from the Weizmann Institute of Science. Mr. Bronicki is 75 years old.

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**Dan Falk.** Dan Falk has been a member of our Board of Directors since November 12, 2004. Mr. Falk is also the Chairman of the Board of Directors of Orad Hi-Tech Systems Ltd., a public non-U.S. company, and a member of the Board of Directors of Orbotech Ltd., Nice Systems Ltd., Attunity Ltd., ClickSoftware Technologies Ltd., Jacada Ltd. and Nova Measuring Instruments Ltd., all NASDAQ publicly traded companies. In addition, Mr. Falk serves as a member of the Board of Directors of the following public non-US companies: AVT Ltd., Amiad Filtration System Ltd., Plostopil Ltd., Oridion Medical Ltd., Dmatek Ltd., and Poalim Ventures I Ltd. From 2001 to 2004, Mr. Falk was a business consultant to several public and private companies. From 1999 to 2000, Mr. Falk was Chief Operating Officer and Chief Executive Officer of Sapiens International N.V. From 1995 to 1999, Mr. Falk was an Executive Vice President of Orbotech Ltd. From 1985 to 1995, Mr. Falk was Vice President of Finance and Chief Financial Officer of Orbot Systems Ltd. and Orbotech Ltd. Mr. Falk obtained a Masters of Business Administration from Hebrew University in 1972 and a Bachelor of Arts in Economics and Political Science from Hebrew University in 1968. Mr. Falk is the Chair of our Audit Committee. Our Board of Directors has determined that Mr. Falk qualifies as an Audit Committee financial expert under Section 407 of the Sarbanes-Oxley Act of 2002 and Item 407(d)(5) of Regulation S-K, and is independent as that term is used in Item 407(d)5(i)(B) of Regulation S-K under the Securities Exchange Act of 1934. Mr. Falk is 64 years old.

**Class I Directors Continuing in Office Whose Terms Expire at the 2011 Annual Meeting**

**Yoram Bronicki.** Yoram Bronicki has been a member of our Board of Directors since November 12, 2004, and has been our President and Chief Operating Officer since September 20, 2007. From July 1, 2004 to September 20, 2007 Mr. Bronicki served as our Chief Operating Officer, North America. Mr. Bronicki is also a member of the Board of Directors of Ormat Industries Ltd., a position he has held since 2001, and a member of the Board of Directors of OPTI Canada Inc. From 2001 to 2004, Mr. Bronicki was Vice President of OPTI Canada Inc.; from 1999 to 2001, he was Project Manager of Ormat Industries Ltd. and Ormat International Inc.; from 1996 to 1999, he was Project Manager of Ormat Industries Ltd.; and from 1995 to 1996, he was Project Engineer of Ormat Industries Ltd. Mr. Bronicki is the son of Lucien and Yehudit Bronicki. Mr. Bronicki obtained a Bachelor of Science in Mechanical Engineering from Tel Aviv University in 1989 and a Certificate from the Technion Institute of Management Senior Executives Program. Mr. Bronicki is 42 years old.

**Roger W. Gale, Ph.D.** Roger W. Gale has been a member of our Board of Directors since October 26, 2005. Between 1988 and 2000, Dr. Gale was the CEO of Washington International Energy Group, which was sold to PHB Hagler Bailly (PHB) in 1999. In 2000, as PHB was sold to PA Consulting, Dr. Gale held several positions at PA Consulting until 2001, at which time he joined GF Energy LLC as President and CEO, a position he still holds. In addition, Dr. Gale serves as a member of the Board of Directors of the US Energy Association, a not-for-profit organization. On December 1, 2005, he became a member of the Boards of Directors of The Adams Express Company and Petroleum & Resources Corporation (closed-end investment companies). He served on the Audit Committee of Constellation Holdings and on the Board of Directors of the parent, Constellation Energy Group from 1996 to 2005. Dr. Gale has a Ph.D. in political science from the University of California, Berkeley. Dr. Gale is 62 years old.

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**INFORMATION REGARDING BOARD OF DIRECTORS AND COMMITTEES**

As required by the rules of the NYSE, the Board of Directors evaluates the independence of Board members at least annually and when a change in circumstances could potentially impact the independence of one or more directors.

On May 6, 2008, the Company held its 2008 Annual Meeting of Stockholders. All of the Company's Board members were present at the meeting.

Our Board of Directors consists of seven members, four of whom have been determined by our Board to be independent directors, in accordance with the above requirements of the NYSE. Our four independent directors are Dan Falk, Jacob Worenklein, Roger W. Gale and Robert F. Clarke.

During fiscal year 2008, the Board of Directors held thirteen meetings. None of the directors attended less than 75% of the meetings of the Board and the Committees on which he or she serves.

The Company relies on the controlled company exception to the Board of Directors committee composition requirements under the rules of the NYSE. The controlled company exception does not modify the independence requirements for the Audit Committee, and we comply with the requirements of the Sarbanes-Oxley Act of 2002 and the NYSE rules which require that our Audit Committee be composed of at least three independent directors.

**Board Committees**

Our Board of Directors has the authority to appoint committees to perform certain management and administrative functions. Our Board of Directors has established, among others, an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. As of February 28, 2009, Ormat Industries Ltd. beneficially owned approximately 56.12% of our outstanding Common Stock. As a controlled company, we have relied on certain exemptions from the director independence requirements applicable to Compensation Committees and Nominating and Corporate Governance Committees under the rules of the NYSE.

*Audit Committee.* The Company has a separately designated standing Audit Committee established in accordance with the Securities Exchange Act of 1934. The Audit Committee consists of three members, Dan Falk, Jacob Worenklein and Roger W. Gale, all of whom are independent as defined by the listing standards of the NYSE and the SEC. The Board has determined that Mr. Falk, the Chair of the Audit Committee, qualifies as an audit committee financial expert under the rules of the SEC and that each member of the Audit Committee is financially literate. Mr. Falk also serves on the audit committees of six other public companies. Our Board has determined that his simultaneous service on these audit committees does not impair his ability to serve effectively on our Audit Committee.

The Audit Committee selects, on behalf of our Board of Directors, an independent public accounting firm to be engaged to audit our financial statements, discusses with the independent registered public accounting firm its independence, reviews and discusses the audited financial statements with the independent registered public accounting firm and manages and reviews our compliance with legal and regulatory requirements with respect to accounting policies, internal controls and financial reporting.

In fiscal year 2008, the Audit Committee continued its oversight of a procedure established by the Company for receiving and addressing anonymous complaints regarding financial or accounting irregularities, among other things. In 2005, the Audit Committee set up an ethics and compliance hotline managed by an independent third party and

accessible both through the Internet and by telephone. The information received by the hotline is treated as confidential and anonymous and is both received and retained by an agent of the Audit Committee before all relevant non-compliance information is periodically reported to the Audit Committee.

The Audit Committee held four meetings in fiscal year 2008. Further information concerning the Audit Committee is set forth below under the heading "Audit Committee Report". The charter of the Audit Committee is available on the Company's website at [www.ormat.com](http://www.ormat.com). The content of our website, however, is not part of this proxy statement.

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*Compensation Committee.* The Compensation Committee consists of three members, two of whom are independent directors. We have appointed Yehudit Bronicki, Dan Falk and Jacob Worenklein to the Compensation Committee. Mrs. Bronicki, who is our CEO and who is not an independent director, is the Chair of the Compensation Committee.

The Compensation Committee reviews and either approves, on behalf of our Board of Directors, or recommends to the Board of Directors for approval, (1) the annual salaries and other compensation of our Chief Executive Officer and certain other executive officers and (2) stock and stock option grants. Our CEO, Chairman and President are currently covered by employment agreements which fix the amount of their salary and annual bonus. See *Executive Compensation* . The Compensation Committee also provides recommendations with respect to our compensation policies and practices and incentive compensation plans and equity plans. As described in the Compensation Discussion and Analysis below, our Compensation Committee determines the basket of bonuses and option grants that may be awarded on a company-wide basis and our CEO and Chairman of the Board determine the particular bonuses and options to be awarded to our personnel. Our CEO and Chairman also determine whether and to what degree to award salary increases to any of our other executive officers.

The Compensation Committee operates pursuant to a written charter adopted by the Board of Directors, which includes evaluation of the performance of the Chief Executive Officer, review and approval of the compensation of the Chief Executive Officer and all other executive officers of the Company, and recommendations to the Board of Directors regarding non-CEO compensation, incentive-compensation plans and equity-based plans.

The Compensation Committee duties and responsibilities also include:

- making recommendations to the Board as to changes in Ormat's general compensation philosophy;
- overseeing the development and implementation of compensation programs;
- reviewing and approving corporate goals and objectives relevant to the compensation of the CEO, and evaluating the performance of the CEO in light of those goals and objectives; and
- reviewing and approving the annual compensation of the CEO and Ormat's five other most highly compensated executive officers who receive total compensation in excess of \$1 million per year.

The Compensation Committee is authorized to establish subcommittees for the purpose of evaluating special or unique matters and may delegate its authority to a subcommittee or subcommittees.

In 2008, the Compensation Committee did not retain any compensation consultants in determining or recommending the amount or form of executive and director compensation.

The Compensation Committee held two meetings in the year 2008. The charter of the Compensation Committee is available on the Company's website at [www.ormat.com](http://www.ormat.com). The content of our website, however, is not part of this proxy statement.

*Nominating and Corporate Governance Committee.* The Nominating and Corporate Governance Committee consists of three directors, two of whom are independent directors. We have appointed Lucien Bronicki, Robert F. Clarke and Dan Falk to the Nominating and Corporate Governance Committee. Mr. Bronicki, who is not an independent director, is the Chair of the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee assists our Board of Directors in fulfilling its responsibilities by identifying and approving individuals qualified to serve as members of our Board of Directors, selecting director

nominees for our annual meetings of stockholders, and developing and recommending to our Board of Directors corporate governance guidelines and oversight with respect to corporate governance and ethical conduct.

The Nominating and Corporate Governance Committee regularly assesses the appropriate size of the Board of Directors and whether any vacancies on the Board of Directors are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Nominating and Corporate Governance Committee considers various potential candidates for director. Candidates may come to the attention of the Nominating and Corporate Governance Committee through current Board members, professional search firms, stockholders or other

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persons. The Nominating and Corporate Governance Committee is responsible for conducting appropriate inquiries into the backgrounds and qualifications of possible candidates.

The Nominating and Corporate Governance Committee adopted a policy regarding consideration of any director candidates as of November 7, 2006. This policy provides guidelines for the identification and evaluation of candidates for positions on the Board of Directors of the Company. According to the policy, candidates must satisfy certain minimum criteria, including an academic degree and business experience to the satisfaction of the Nominating and Corporate Governance Committee. In addition, independent director nominees must satisfy the independence requirements as determined by the Board of Directors in accordance with the rules and regulations of the SEC and the NYSE, as applicable. The policy provides for the Committee to interview and select final candidates for evaluation, and then evaluate the final candidates to determine their qualification for the position as well as compatibility with the Company, its philosophy and its then-current Board of Directors and management.

The Company's by-laws provide that nominations of candidates to be considered by the stockholders may be made at an annual meeting of stockholders by any stockholder who was a stockholder of record at the time of giving notice of the proposed nomination, is entitled to vote at the meeting and follows the notice procedures. To be timely, a stockholder's notice for the 2009 Annual Meeting of Stockholders must have been delivered to the Corporate Secretary at 6225 Neil Road, Reno, Nevada 89511, not earlier than the close of business on January 6, 2009 and no later than the close of business on February 5, 2009.

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders in the same manner in which the Committee evaluates any other candidate.

The Nominating and Corporate Governance Committee held one meeting in 2008. The charter of the Nominating and Corporate Governance Committee is available on the Company's website at [www.ormat.com](http://www.ormat.com). The content of our website, however, is not part of this proxy statement.

## **Compensation Committee Interlocks and Insider Participation**

The Compensation Committee is composed of Yehudit Bronicki, Dan Falk and Jacob Worenklein. Mrs. Bronicki serves as Chief Executive Officer of the Company. In addition, Mrs. Bronicki, together with Lucien Bronicki, our Chairman of the Board and Chief Technology Officer, and Yoram Bronicki, our President and Chief Operating Officer, and other members of their family, indirectly owned approximately 35.19% of the ordinary shares of Ormat Industries Ltd. as of February 28, 2009. See Transactions with Related Persons .

None of our executive officers served during 2008 as a member of the board of directors or as a member of a compensation committee of any other company that has an executive officer serving as a member of our Board of Directors or Compensation Committee.

## **Code of Business Conduct and Ethics**

Our Code of Business Conduct and Ethics is available on our website at [www.ormat.com](http://www.ormat.com) for downloading, free of charge. The content of our website, however, is not part of this proxy statement. You may also request a printed copy of our Code of Business Conduct and Ethics free of charge, by writing to the Company address appearing in this Proxy Statement or by telephoning us at: (775) 356-9029.

## **Corporate Governance Guidelines**

The Board of Directors of the Company has adopted the Corporate Governance Guidelines, which are available on the Company's website at [www.ormat.com](http://www.ormat.com). The content of our website, however, is not part of this proxy statement. You may also request a printed copy of our Corporate Governance Guidelines free of charge, by writing to the Company address appearing in this Proxy Statement or by telephoning us at: (775) 356-9029.



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**Executive Sessions**

As required by the NYSE rules, the non-management directors of the Company meet in executive sessions of the Board of Directors without management at regular intervals and at each regular meeting of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee, and as otherwise scheduled from time to time. The Chair of the Audit Committee presides at the executive sessions of the non-management directors. In addition, the Chair of the Audit Committee presides at the executive sessions of the Audit Committee. One of the non-executive members of the Compensation Committee and of the Nominating and Corporate Governance Committee presides at each executive session of such committees.

**Stockholder Communications with the Board of Directors**

Stockholders and other interested parties may communicate with the Board of Directors or a specific director or directors by writing c/o the Corporate Secretary, Ormat Technologies, Inc., 6225 Neil Road, Reno, Nevada 89511. Communications received from stockholders are forwarded directly to Board members. Stockholders and other interested parties who would like to communicate with the non-management directors or any individual non-management director may do so by sending a letter to the Chair of the Nominating and Corporate Governance Committee in care of the Corporate Secretary of the Company at 6225 Neil Road, Reno, Nevada 89511.

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**AUDIT COMMITTEE REPORT**

The Audit Committee is composed of independent directors only, as required by and in compliance with the listing standards of the NYSE. The Audit Committee operates pursuant to a written charter adopted by the Board of Directors of the Company.

The Audit Committee is responsible for assisting the Board of Directors in its oversight responsibilities related to accounting policies, internal controls, financial reporting and legal and regulatory compliance. Management of the Company has the primary responsibility for the Company's financial reporting process, principles and internal controls as well as the preparation of its financial statements. The Company's independent registered public accounting firm is responsible for performing an audit of the Company's financial statements and expressing an opinion as to the conformity of such financial statements with accounting principles generally accepted in the United States.

The Audit Committee reviewed management's report on its assessment of the effectiveness of internal control over financial reporting as of December 31, 2008 and the report from PricewaterhouseCoopers LLP on the effectiveness of internal control over financial reporting as of December 31, 2008. Based upon the Audit Committee's reviews and discussions with management, the Company's internal auditors, and PricewaterhouseCoopers LLP, the Audit Committee approved the inclusion of management's report on its assessment of the effectiveness of internal control over financial reporting as of December 31, 2008 and the report of the independent auditors in the Company's Annual Report on Form 10-K for the year ended December 31, 2008 filed with the SEC.

The Committee also received and reviewed the periodic internal audit reports from its internal auditor. The Committee also reviewed the Internal Audit Plan for the year 2009 and approved its main target subjects. The Audit Committee discussed with the Company's independent registered public accounting firm the overall scope and plans for their respective audits, and has met with them, with and without management present, to discuss the results of their examinations and their evaluations of the Company's internal controls. In addition, the Committee evaluated the performance of the independent registered public accounting firm.

The Audit Committee has reviewed and discussed the Company's audited financial statements as of and for the year ended December 31, 2008 with management and the independent registered public accounting firm. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed under auditing standards generally accepted in the United States, including those matters set forth in AU 380 of the AICPA Professional Standards, as currently in effect. The independent registered public accounting firm has provided to the Audit Committee the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, as currently in effect, and the Audit Committee has discussed with the auditors their independence from the Company. The Audit Committee has also considered whether the independent registered public accounting firm's provision of tax services to the Company is compatible with maintaining the registered public accounting firm's independence. The Audit Committee has concluded that the independent registered public accounting firm is independent from the Company and its management.

Based on the review and discussions described above, the Audit Committee recommended to the Board of Directors that the Company's audited financial statements be included in its Annual Report on Form 10-K for the year ended December 31, 2008, for filing with the SEC.

Submitted on February 24, 2009 by the Audit Committee of Ormat Technologies, Inc.'s Board of Directors.

**Dan Falk, Chair**  
**Jacob Worenklein**  
**Roger W. Gale**

The foregoing Report of the Audit Committee of the Board of Directors shall not be deemed to be soliciting material or be incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933 (the Securities Act ), as amended, or under the Securities Exchange Act of 1934 (the Exchange Act ), as amended, except to the extent Ormat specifically incorporates this information by reference, and shall not otherwise be deemed to be filed with the SEC under such Acts.

**Table of Contents****EXECUTIVE OFFICERS**

The following table sets forth the name, age and position(s) of each of our executive officers and persons who are executive officers of certain of our subsidiaries who perform policy-making functions for us:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Lucien Bronicki	75	Chairman of the Board; Chief Technology Officer
Yehudit Bronicki	67	Chief Executive Officer
Yoram Bronicki	42	President and Chief Operating Officer
Joseph Tenne	53	Chief Financial Officer*
Nadav Amir	58	Executive Vice President Engineering*
Zvi Reiss	58	Executive Vice President Project Management*
Joseph Shiloah	63	Executive Vice President Marketing and Sales, Rest of the World*
Aaron Choresch	63	Vice President Operations Rest of the World and Product Support*
Zvi Krieger	53	Senior Vice President Geothermal Engineering*
Shimon Hatzir	47	Senior Vice President Electrical and Conceptual Engineering*
Etty Rosner	53	Senior Vice President Contract Management; Corporate Secretary*

\* Performs the functions described in the table, but is employed by Ormat Systems Ltd., a subsidiary of the Company.

**Joseph Tenne.** Joseph Tenne has served as our Chief Financial Officer since March 9, 2005. From 2003 to 2004, Mr. Tenne was the Chief Financial Officer of Treofan Germany GmbH & Co. KG, a German company. From 1997 until 2003, Mr. Tenne was a partner in Kesselman & Kesselman, Certified Public Accountants in Israel (a member firm of PricewaterhouseCoopers International Limited). Since January 8, 2006, Mr. Tenne has also been the Chief Financial Officer of Ormat Industries Ltd. Mr. Tenne is a member of the board of directors of AudioCodes Ltd., a NASDAQ-listed company. Mr. Tenne obtained a Master of Business Administration from Tel Aviv University in 1987 and a Bachelor of Arts in Accounting and Economics from Tel Aviv University in 1981. Mr. Tenne is also a Certified Public Accountant in Israel.

**Nadav Amir.** Nadav Amir has served as our Executive Vice President of Engineering since July 1, 2004. From 2001 through June 30, 2004, Mr. Amir was Executive Vice President of Engineering of Ormat Industries Ltd.; from 1993 to 2001, he was Vice President of Engineering of Ormat Industries Ltd.; from 1988 to 1993, he was Manager of Engineering of Ormat Industries Ltd.; from 1984 to 1988, he was Manager of Product Engineering of Ormat Industries Ltd.; and from 1983 to 1984, he was Manager of Research and Development of Ormat Industries Ltd. Mr. Amir obtained a Bachelor of Science in Aeronautical Engineering from Technion Haifa in 1972.

**Zvi Reiss.** Zvi Reiss has served as our Executive Vice President of Project Management, effective as of July 1, 2004. From 2001 through June 30, 2004, Mr. Reiss was the Executive Vice President of Project Management of Ormat Industries Ltd.; from 1995 to 2000, he was Vice President of Project Management of Ormat Industries Ltd. and, from 1993 to 1994, he was Director of Projects of Ormat Industries Ltd. Mr. Reiss obtained a Bachelor of Science in Mechanical Engineering from Ben Gurion University in 1975.

**Joseph Shiloah.** Joseph Shiloah has served as our Executive Vice President of Marketing and Sales, Rest of the World since July 1, 2004. From 2001 through June 30, 2004, Mr. Shiloah was the Executive Vice President of Marketing and Sales at Ormat Industries Ltd.; from 1989 to 2000, he was Vice President of Marketing and Sales of Ormat Industries Ltd.; from 1983 to 1989, he was Vice President of Special Projects of Ormat Turbines Ltd.; from 1984 to 1989, he was Operating Manager of the Solar Pond project of Solmat Systems Ltd., a subsidiary of Ormat Turbines Ltd.; and from 1981 to 1983, he was Project Administrator of the Solar Pond power plant project of Ormat Turbines Ltd. and Solmat Systems Ltd. Mr. Shiloah obtained a Bachelor of Arts in Economics from Hebrew University in 1972.

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**Aaron Choresh.** Aaron Choresh has served as our Vice President of Operations, Rest of the World and Product Support since July 1, 2004. From 1999 through June 30, 2004, Mr. Choresh was the Vice President of Operations and Product Support of Ormat Industries Ltd.; from 1993 to 1998, he was the Director of Operations and Product Support of Ormat Industries Ltd.; from 1991 to 1992, he was Manager of Project Engineering and Product Support; and from 1989 to 1990, he was Manager of Project Engineering of Ormat Industries Ltd. Mr. Choresh obtained a Bachelor of Science in Electrical Engineering from Technion Haifa in 1982.

**Zvi Krieger.** Zvi Krieger has served as our Senior Vice President of Geothermal Engineering since September 20, 2007; from July 1, 2004 to September 20, 2007, Mr. Krieger was our Vice President of Geothermal Engineering and from 2001 through June 30, 2004, he was the Vice President of Geothermal Engineering of Ormat Industries Ltd. Mr. Krieger has been with Ormat Industries Ltd. since 1981 and served as Application Engineer, Manager of System Engineering, Director of New Technologies Business Development and Vice President of Geothermal Engineering. Mr. Krieger obtained a Bachelor of Science in Mechanical Engineering from the Technion, Israel Institute of Technology in 1980.

**Shimon Hatzir.** Shimon Hatzir has served as our Senior Vice President of Electrical and Conceptual Engineering, since September 20, 2007. From July 1, 2004 to September 20, 2007, Mr. Hatzir was our Vice President of Electrical and Conceptual Engineering, and from 2002 through June 30, 2004, he was the Vice President of Electrical and Conceptual Engineering of Ormat Industries Ltd. From 1996 to 2001, Mr. Hatzir served as Manager of Electrical and Conceptual Engineering of Ormat Industries Ltd. and from 1989 to 1995 served as Project Engineer in the Engineering Division. Mr. Hatzir obtained a Bachelor of Science in Mechanical Engineering from Tel Aviv University in 1988 and a Certificate of the Technology Institute of Management, Senior Executive Program.

**Etty Rosner.** Etty Rosner has served as our Corporate Secretary since October 21, 2004. Ms. Rosner is also the Corporate Secretary of Ormat Industries Ltd., a position she has held since 1991. Ms. Rosner is also our Senior Vice President of Contract Management since September 20, 2007. From July 1, 2004 to September 20, 2007 Ms. Rosner was our Vice President of Contract Management, and from 1999 through June 30, 2004, she was the Vice President of Contract Management of Ormat Industries Ltd. From 1991 to 1999, Ms. Rosner was Contract Administration Manager and Corporate Secretary of Ormat Industries and from 1981 to 1991, she was the Manager of the Export Department and Office Administrative Manager of Ormat Industries. Ms. Rosner obtained a Diploma in General Management from Tel Aviv University in 1990.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table shows information with respect to the beneficial ownership of our Common Stock as of February 28, 2009 for:

each person, or group of affiliated persons, known to us to own beneficially 5% or more of our outstanding Common Stock;

each of our directors;

each of our Named Executive Officers (as defined under Compensation Discussion and Analysis below); and

all of our directors and executive officers as a group.

Percentage ownership is based on 45,353,120 shares of Common Stock outstanding as of February 28, 2009. Except as indicated by footnote and subject to community property laws where applicable, to our knowledge, the persons named in the table below have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them.

	Shares of Ormat Technologies, Inc. Common Stock Beneficially Owned		Shares of Ormat Industries Ltd. Common Stock Beneficially Owned	
	Number	Percent	Number	Percent
<b>Principal Stockholder:</b>				
Ormat Industries Ltd.	25,450,000(1)	56.12%		
<b>Directors and Named Executive Officers</b>				
Yehudit Bronicki			41,684,642(2)	35.19%
Lucien Bronicki			41,684,642(2)	35.19%
Yoram Bronicki			41,684,642(2)	35.19%
Robert F. Clarke	22,500	*		
Dan Falk	22,500	*		
Roger W. Gale	30,000	*		
Jacob Worenklein	27,500	*		
Joseph Tenne	55,000	*		
Nadav Amir	73,500	*	15,750(3)	*
Zvi Reiss	79,000	*	7,500(4)	*
Directors and Named Executive Officers as a group	319,000(5)	*	41,707,892	35.21%

c/o Ormat Industries Ltd., Industrial Area, P.O. Box 68 Yavne 81100, Israel

c/o Ormat Technologies, Inc., 6225 Neil Road, Reno, Nevada 89511

- \* Represents beneficial ownership of less than 1% of the outstanding shares of Common Stock.
- (1) The Board of Directors of Ormat Industries Ltd. has voting power and investment power over approximately 56.12% of our outstanding Common Stock. The directors of Ormat Industries Ltd. include Lucien Bronicki, Yehudit Bronicki and Yoram Bronicki, who, collectively with other members of their family, beneficially owned approximately 35.19% of the ordinary shares of Ormat Industries Ltd. through their holdings in Bronicki Investment Ltd. as of December 31, 2008.
- (2) These shares are beneficially owned by Bronicki Investment Ltd. Lucien Bronicki and Yehudit Bronicki are directors of Bronicki Investment Ltd. and have voting control of the shares of Ormat Industries Ltd. held by Bronicki Investment Ltd. Each of Lucien Bronicki, Yehudit Bronicki and Yoram Bronicki also beneficially own 20% of Bronicki Investment Ltd. Accordingly, they may be deemed to share beneficial ownership of the shares of Ormat Industries Ltd. held by Bronicki Investment Ltd. Each of Lucien Bronicki, Yehudit Bronicki and



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Yoram Bronicki disclaim beneficial ownership of all such shares, except to the extent of his or her 20% ownership of Bronicki Investment Ltd. In December 2007, in connection with the purchase by Bronicki Investment Ltd. of an additional 9,000,000 Ordinary Shares of Ormat Industries Ltd., Bronicki Investment Ltd. pledged 25,000,000 Ordinary Shares of Ormat Industries Ltd. in favor of Bank Hapoalim BM, which provided financing for the purchase of the additional 9,000,000 Ordinary Shares.

- (3) Represents currently exercisable options granted to Mr. Amir to purchase 15,750 ordinary shares of Ormat Industries Ltd.
- (4) Represents currently exercisable options granted to Mr. Reiss to purchase 7,500 ordinary shares of Ormat Industries Ltd.
- (5) This number includes options of the Company exercisable within 60 days of December 31, 2008. The amounts of exercisable options for each Executive Officer and independent director are set forth in the Outstanding Equity Awards and Director Compensations Tables below.

The following table summarizes share and exercise price information about the Company's equity compensation plans as of December 31, 2008.

**Equity Compensation Plan Information**

	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b>		<b>Weighted Average Exercise Price of Outstanding Options, Warrants and Rights</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans</b>
Equity Compensation plans approved by security holders	1,231,231*	\$	39.51	2,397,449
Equity Compensation plans not approved by security holders			N/A	
Total	1,231,231*	\$	39.51	2,397,449

\* Stock options to be issued pursuant to our 2004 Incentive Compensation Plan, as amended, and our Registration Statement on Form S-8 covering 1,250,000 shares filed with the SEC on November 9, 2005 and our Registration Statement on Form S-8 covering 2,500,000 shares filed with the SEC on June 4, 2007.

**COMPENSATION DISCUSSION AND ANALYSIS****Overview**

Lucien and Yehudit Bronicki founded our parent company's predecessor, Ormat Turbines Ltd. in 1965 and, together with their son, Yoram Bronicki, continue to have a substantial economic interest in our parent, Ormat Industries Ltd. (Ormat Industries), which, in turn, owns approximately 56.12% of our outstanding Common Stock. Our Named Executive Officers (NEOs) may, therefore, be classified into two distinct groups. Group I is comprised of Lucien Bronicki, our Chairman of the Board and Chief Technology Officer, Yehudit Bronicki, our Chief Executive Officer (CEO), and Yoram Bronicki, our President and Chief Operating Officer. Group II is comprised of Joseph Tenne, our Chief Financial Officer; Nadav Amir, our Executive Vice President, Engineering; and Zvi Reiss, our Executive Vice President of Project Management. None of the members of Group II own a controlling interest in the shares of the Company or our parent.

## **Objectives**

The overall objective of our executive compensation policies and procedures is to offer short-term, medium-term and long-term compensation components that enable us to attract, motivate and retain talented executives who contribute to our continued success. Equally important to us is to align the interests of our executives with those of our stockholders. As described below, the short-term component of our executive compensation packages consists

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of annual salary, the medium-term component consists of an annual bonus, and the long-term component consists of stock option grants. The members of Group I of our executive team, however, do not receive stock option grants, or their equivalent, as part of their compensation package. We believe that their long-term interests are nevertheless aligned with those of our stockholders through their substantial economic interest in our parent.

We aim to design executive compensation packages, like our general compensation policies, that meet or exceed competitive compensation averages for executives with similar responsibilities at companies with similar financial, operating and industry characteristics in similar locations. We do not benchmark to a particular industry or companies, but we informally consider published data, such as labor indices, in formulating our executive compensation packages. Despite our intention to compensate our executives at or above the market average for their peers, the compensation packages of members of Group I of our executive team are, at their choosing, well below average market compensation for similar positions.

## **Elements of Compensation**

Our compensation program consists of three elements, namely, annual salary, annual bonus, and stock option grants:

1. Annual salary, which is paid bi-monthly, is intended to provide an annual income at a level consistent with individual contributions.
2. Annual bonuses, which are paid semi-annually for our Group II executives, are intended to link our executive officers' compensation to their individual achievements as well as the Company's overall performance.
3. Stock option grants, which vest over a four-year period, are designed to promote long-term leadership and align the interests of our executives in Group II with those of our stockholders, while the vesting schedule assists us in retaining our executives in our employ.

Each element is determined individually, based on the relevant criteria described in this discussion.

In addition to these main compensation components, executives who are residents in Israel receive, as a function of their salary payments, the standard social benefits (*i.e.*, severance pay, defined contribution plan, and disability) paid to all of our employees who are based in Israel. These social benefits are fixed as a percentage of the employee's salary and are not subject to discretionary adjustments. Executives who are residents in the United States, in addition to social security, participate in a defined contribution plan (401(k) plan) and receive health insurance benefits.

## **Determination of Amounts and Formulas for Compensation**

### ***Annual Salary***

Our Group I executives have employment agreements that fix the amount of their salary.

Consistent with our objectives with regard to Group II executives, the Compensation Committee provides guidance in setting base salaries for the Company's executive officers annually at levels that reflect the Compensation Committee's interpretation of competitive compensation averages for individuals with similar responsibilities at companies with similar financial, operating and industry characteristics, in similar locations, with consideration of the performance of the Company, individual performance of each executive and the executive's scope of responsibility in relation to other officers and key executives within the Company. Annual salaries reflect current practices within a named executive officer's specific geographic region and among executives holding similar positions. In addition to these factors, the

annual salary for a Group II NEO depends on a number of more subjective factors; including our evaluation of the executive's leadership role, professional contribution, experience and sustained performance.

Following publication of the prior year's audited financial statements, the CEO and the Chairman of the Board determine whether and to what degree to award salary increases to any of the Group II NEOs. Factors that are considered include the net operating profit of the Company during the prior year, the need for a salary adjustment to

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remain competitive with compensation averages for executives in similar positions and the particular NEO's effectiveness in supporting the Company's long-term goals. We also consider the executive's department's contribution to our success as well as our general achievements during the preceding year. All salary increases are awarded retroactive to January 1. Salaries are paid on a bi-monthly basis and each of our Group II NEOs has a standard employment agreement that is based on a format used company-wide.

### ***Annual Bonus***

The manner in which we determine and pay annual bonus payments to Group I and Group II executives are distinct and are therefore addressed separately below.

#### ***Group I***

We pay annual bonuses to each of our executive officers in Group I according to the following contractual formula that is linked to our performance during the preceding year:

Each of the employment agreements of Yehudit Bronicki and Lucien Bronicki provide for an annual bonus that is equal to (a) 0.75% of the Company's annual consolidated profits (after tax) above \$2,000,000, and (b) 0.75% of Ormat Industries' annual consolidated profits (after tax), after deducting the Company's annual consolidated profits (after tax). In no event, however, may the aggregate annual bonus exceed six times the annual base salary of the executive. In addition, the Audit Committee and/or the Board of Directors of Ormat Industries has the right, considering Ormat Industries' financial condition and/or its financial results, to reduce the bonus or resolve that no bonus will be paid with respect to any particular year. The contracts provide for payment of the bonus within 45 days of the publication of our audited financial statements for the prior year. The portion of the bonus linked to Ormat Industries' annual profits is paid by Ormat Industries.

Through December 31, 2008, the employment agreement of Yoram Bronicki provided for an annual bonus equal to 0.75% of the lower of (i) net pre-tax yearly profit of the Company's operating plants in the United States, and (ii) the net cash flow before taxes and before capital expenditures for enhancement of the operating plants generated by the Company's operating plants in the United States during the year. In no event, however, may the bonus exceed three times Mr. Bronicki's annual base salary. The bonus is to be paid within 45 days of the publication of our audited financial statements for the prior year. In light of Yoram Bronicki's appointment as the Company's President and Chief Operating Officer and effective for the annual bonus payable with regard to 2009, the Board of Directors has modified the contractual formula for Yoram Bronicki's bonus to be 0.75% of the Company's annual consolidated profits (after tax) above \$2,000,000. This modification remains subject to the requisite approval process within our parent company.

#### ***Group II***

Our Board of Directors has determined that up to 20% of our annual profits may be distributed by the Company as bonuses to employees. Each year, following publication of our financial statements for the preceding year, our Compensation Committee determines the basket of bonuses that may be awarded on a company-wide basis for the prior year and our CEO and Chairman of the Board determine the particular bonuses to be awarded to each Group II executive.

The determination of the amount of the annual bonus paid to each Group II executive is based on a number of factors, including our performance evaluated on specific criteria, such as revenue growth, profitability, and attainment of short-term and strategic business goals, in relation to individual executive performance. The determination with regard to each Group II executive is based on the individual performance evaluation of each NEO. There are no specific

metrics for such evaluation, which is based on our CEO's and Chairman's subjective determination of both the individual performance of each NEO and the performance of the NEOs as a group. The annual bonuses awarded to our Group II executives are forward-looking in that, although they relate to past performance, they are applied to and paid in two installments (in April and September) during the year following the publication of our financial statements for the preceding year, and paid only to executives who are employed by the Company at the time each bonus installment is scheduled to be paid. This is consistent with our objective of providing a medium-term incentive for our executives.

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***Stock Options***

With the exception of our Group I executives, who do not receive stock options, we are committed to long-term incentive programs for executives that promote the long-term growth of the Company and align the interests of executives with those of our stockholders. The determination of the overall basket of options that may be awarded to our employees each year is determined in a similar manner to our annual incentive bonuses. Once a year, following the publication of our financial results for the preceding year, our Compensation Committee determines the basket of options that may be awarded to all of our employees. This basket is typically calculated as between 1% and 1.5% of the outstanding shares of the Company. Our CEO and Chairman of the Board then determine the particular amount of stock options to be awarded to each Group II executive considering the Company's performance and relative stockholder return, the expected contribution of the NEO to the Company's growth and success, and awards given to the executive officers of the Company in past years. This process is typically completed within one month from the determination of the basket of awards for the year. The options that we grant to our Group II executives are subject to the same pricing, vesting, and exercise terms that govern the grant of stock options to all of our employees. Until our initial public offering our Parent granted options to our executives and employees. Following our initial public offering, our executives no longer receive any option awards from our Parent.

**Tax Considerations**

Our Compensation Committee considers the potential impact of Section 162(m) of the Internal Revenue Code of 1986, as amended ( Section 162(m) ). Section 162(m) disallows a tax deduction for any publicly held corporation for individual compensation exceeding \$1 million in any taxable year for the Chief Executive Officer and our other NEOs (except the Chief Financial Officer), other than compensation that is performance-based under a plan that is approved by the stockholders of the corporation and that meets certain other technical requirements. Based on these requirements, since none of the NEOs received compensation in excess of \$1 million, the Compensation Committee has determined that Section 162(m) will not prevent us from receiving a tax deduction for any of the compensation paid to our executive officers.

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**COMPENSATION COMMITTEE REPORT**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management and based on the review and discussions, it has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's annual report on Form 10-K and Proxy Statement.

Submitted on February 24, 2009 by the members of the Compensation Committee of the Board of Directors of Ormat Technologies, Inc.

**Yehudit Bronicki, Chair**

**Dan Falk**

**Jacob Worenklein**

The foregoing Compensation Committee Report on Executive Compensation and compensation-related disclosures set forth in the proxy statement shall not be deemed to be soliciting material or be incorporated by reference by any general statement incorporating this proxy statement into any filing under the Securities Act or under the Exchange Act except to the extent the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.



**Table of Contents****EXECUTIVE COMPENSATION****Summary Compensation Table**

The following table sets forth the total compensation earned by each NEO during the years ended December 31, 2008, 2007, and 2006:

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary (\$)</b>	<b>Bonus (\$)</b>	<b>Option Awards (\$)</b>	<b>All Other Compensation (\$)</b>	<b>Total (\$)</b>
Lucien Bronicki, Chairman of the Board and Chief Technology Officer	2008	124,000	398,035(1)	None	58,887(6)	580,922
	2007	124,000	190,320(2)	None	48,384(7)	362,704
	2006	124,000	526,100(3)	None	51,221(8)	701,321
Yehudit Bronicki, Chief Executive Officer, and Director	2008	150,000	398,035(1)	None	73,069(9)	621,104
	2007	150,000	190,320(2)	None	72,450(10)	412,770
	2006	150,000	526,100(3)	None	76,572(11)	752,672
Yoram Bronicki, President, Chief Operating Officer and Director	2008	168,000	371,687(4)	None	85,451(12)	625,138
	2007	168,000	279,933(4)	None	48,137(13)	496,070
	2006	168,000	180,500(4)	None	22,754(14)	371,254
Joseph Tenne, Chief Financial Officer	2008	198,055	121,925	215,368(5)	65,354(15)	600,702
	2007	167,951	108,204	151,193(5)	44,320(16)	471,668
	2006	131,639	50,266	55,600(5)	39,695(17)	277,200
Nadav Amir, Executive Vice President Engineering	2008	252,941	143,441	266,093(5)	80,838(18)	743,313
	2007	204,810	159,847	193,553(5)	67,383(19)	625,593
	2006	187,984	105,001	90,613(5)	50,261(20)	433,859
Zvi Reiss, Executive Vice President Construction Management	2008	258,740	76,279	266,093(5)	65,940(21)	667,052
	2007	234,418	91,151	193,553(5)	64,313(22)	583,435
	2006	215,324	50,375	90,613(5)	51,850(23)	408,162

- (1) Represents annual bonus for each of Mr. and Mrs. Bronicki in the amounts of \$358,740 and \$39,295 from the Company and its parent, respectively, based on formulas set forth in their employment agreements, which are described below. The bonus from the Company's parent for each of Mr. and Mrs. Bronicki represents a bonus supplement that was granted on March 31, 2008.
- (2) Represents annual bonus for each of Mr. and Mrs. Bronicki from the Company, based on formulas set forth in their employment agreements, which are described below.
- (3) Represents annual bonuses for each of Mr. and Mrs. Bronicki in the amounts of \$243,350 and \$282,750 from the Company and its parent, respectively, based on formulas set forth in their employment agreements, which are described below.
- (4) Represents annual bonus for Mr. Yoram Bronicki from the Company, based on a formula set forth in his employment agreement, which is described below.

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- (5) Represents the dollar amount recognized as compensation cost for financial statement reporting purposes for 2008 in accordance with FAS 123R. For a discussion of the assumptions used in reaching this valuation, see Note 14 to our consolidated financial statements for the years ended December 31, 2008, 2007 and 2006.
- (6) Includes payments of auto-related expenses in the amount of \$15,921; Israel National Insurance in the amount of \$708; health insurance in the amount of \$200; convalescence pay in the amount of \$1,683; Defined Contribution Plan in the amount of \$21,927; Education Fund in the amount of \$2,385; vacation redemption of \$14,421; and perquisites amounting to \$1,642.
- (7) Includes payments of auto-related expenses in the amount of \$11,318; Israel National Insurance in the amount of \$622; health insurance in the amount of \$117; convalescence pay in the amount of \$1,297; Defined Contribution Plan in the amount of \$20,047; Education Fund in the amount of \$2,084; vacation redemption of \$11,146; and perquisites amounting to \$1,753.
- (8) Includes payments of auto-related expenses in the amount of \$10,413; Israel National Insurance in the amount of \$582; health insurance in the amount of \$107; health insurance in the amount of \$31; convalescence pay in the amount of \$1,268; Defined Contribution Plan in the amount of \$17,720; Education Fund in the amount of \$1,912; vacation redemption of \$14,359; and perquisites amounting to \$4,860.
- (9) Includes payments of auto-related expenses in the amount of \$8,905; Israel National Insurance in the amount of \$5,888; U.S. Social Security in the amount of \$10,007; health insurance in the amount of \$200; convalescence pay in the amount of \$1,683; Defined Contribution Plan in the amount of \$26,129; Education Fund in the amount of \$2,385; vacation redemption of \$16,404; and perquisites amounting to \$1,468.
- (10) Includes payments of auto-related expenses in the amount of \$10,434; Israel National Insurance in the amount of \$5,130; U.S. Social Security in the amount of \$10,540; health insurance in the amount of \$130; convalescence pay in the amount of \$1,297; Defined Contribution Plan in the amount of \$24,438; Education Fund in the amount of \$2,084; vacation redemption of \$16,137; and perquisites amounting to \$2,260.
- (11) Includes payments of auto-related expenses in the amount of \$10,413; Israel National Insurance in the amount of \$4,915; U.S. Social Security in the amount of \$9,174; health insurance in the amount of \$117; convalescence pay in the amount of \$1,268; Defined Contribution Plan in the amount of \$23,662; Education Fund in the amount of \$1,912; vacation redemption of \$21,896; and perquisites amounting to \$3,215.
- (12) Includes payments of auto-related expenses in the amount of \$10,464; Israel National Insurance in the amount of \$6,393; U.S. Social Security in the amount of \$11,072; health insurance in the amount of \$11,861; convalescence pay in the amount of \$1,683; 401(k) Plan matching contribution in the amount of \$3,500; Defined Contribution Plan in the amount of \$18,869; Education Fund in the amount of \$2,385; vacation redemption of \$17,857; and perquisites amounting to \$1,367.
- (13) Includes payments of auto-related expenses in the amount of \$2,882; Israel National Insurance in the amount of \$1,990; U.S. Social Security in the amount of \$10,660; health insurance in the amount of \$10,142; 401(k) Plan matching contribution in the amount of \$3,500; Defined Contribution Plan in the amount of \$5,738; Education Fund in the amount of \$725; vacation redemption of \$11,799; and perquisites amounting to \$701.
- (14) Includes payments of U.S. Social Security in the amount of \$9,123; health insurance in the amount of \$10,131; and 401(k) Plan matching contribution in the amount of \$3,500.

- (15) Includes payments of auto-related expenses in the amount of \$8,905; Israel National Insurance in the amount of \$6,486; health insurance in the amount of \$123; convalescence pay in the amount of \$1,683; Defined Contribution Plan in the amount of \$28,799; Education Fund in the amount of \$3,973; vacation redemption of \$13,805; and perquisites amounting to \$1,580.
- (16) Includes payments of auto-related expenses in the amount of \$6,337; Israel National Insurance in the amount of \$5,780; health insurance in the amount of \$31; convalescence pay in the amount of \$1,297; Defined Contribution Plan in the amount of \$25,401; Education Fund in the amount of \$3,472; and perquisites amounting to \$2,002.

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- (17) Includes payments of auto-related expenses in the amount of \$5,842; Israel National Insurance in the amount of \$5,410; convalescence pay in the amount of \$1,268; Defined Contribution Plan in the amount of \$21,698; Education Fund in the amount of \$3,186; and perquisites amounting to \$2,291.
- (18) Includes payments of auto-related expenses in the amount of \$12,413; Israel National Insurance in the amount of \$6,486; health insurance in the amount of \$47; convalescence pay in the amount of \$1,683; Defined Contribution Plan in the amount of \$39,525; Education Fund in the amount of \$3,973; vacation redemption of \$14,637; and perquisites amounting to \$2,074.
- (19) Includes payments of auto-related expenses in the amount of \$8,931; Israel National Insurance in the amount of \$5,780; convalescence pay in the amount of \$1,297; Defined Contribution Plan in the amount of \$45,350; Education Fund in the amount of \$3,472; and perquisites amounting to \$2,522.
- (20) Includes payments of auto-related expenses in the amount of \$8,195; Israel National Insurance in the amount of \$5,410; convalescence pay in the amount of \$1,268; Defined Contribution Plan in the amount of \$29,425; Education Fund in the amount of \$3,186; and perquisites amounting to \$2,777.
- (21) Includes payments of auto-related expenses in the amount of \$8,905; Israel National Insurance in the amount of \$6,486; U.S. Social Security in the amount of \$4,973; health insurance in the amount of \$47; convalescence pay in the amount of \$1,683; Defined Contribution Plan in the amount of \$31,815; Education Fund in the amount of \$3,973; vacation redemption of \$7,103; and perquisites amounting to \$955.
- (22) Includes payments of auto-related expenses in the amount of \$6,337; Israel National Insurance in the amount of \$5,780; U.S. Social Security in the amount of \$4,973; health insurance in the amount of \$31; convalescence pay in the amount of \$1,297; Defined Contribution Plan in the amount of \$34,984; Education Fund in the amount of \$3,472; vacation redemption of \$5,528; and perquisites amounting to \$1,911.
- (23) Includes payments of auto-related expenses in the amount of \$5,100; Israel National Insurance in the amount of \$5,410; U.S. Social Security in the amount of \$4,973; convalescence pay in the amount of \$1,268; Defined Contribution Plan in the amount of \$23,819; Education Fund in the amount of \$3,186, vacation redemption of \$5,604; and perquisites amounting to \$2,490.

**Grants of Plan-Based Awards**

The following table sets forth grants of plan-based awards to each NEO during the year ended December 31, 2008:

<b>Name</b>	<b>Grant Date</b>	<b>All Other Option Awards: Number of Securities Underlying Options(1)</b>	<b>Exercise Price of Option Awards (\$/Sh)</b>	<b>Grant Date Fair Value of Option Awards (\$)(2)</b>
Lucien Bronicki	None	None	N/A	N/A
Yehudit Bronicki	None	None	N/A	N/A
Yoram Bronicki	None	None	N/A	N/A

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Joseph Tenne	April 8, 2008	20,000	45.78	338,800
Nadav Amir	April 8, 2008	24,000	45.78	406,560
Zvi Reiss	April 8, 2008	24,000	45.78	406,560

- (1) These options vest over a four-year period from the grant date in April 2008, with 25% of the options vesting on each of the second and third anniversary of the grant date and 50% on the fourth anniversary of the grant date. The options will become completely exercisable in April 2012.
- (2) These amounts are the full grant date fair value of each option award, computed in accordance with FAS 123R.

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The following are descriptions of the material terms of our NEOs' employment agreements, as well as other factors that may help with an understanding of the data disclosed in the Summary Compensation Table and the Grants of Plan-Based Awards table:

**Our Group I Executives**

*Lucien Bronicki*

We have entered into an executive employment agreement with Lucien Bronicki, as our Chief Technology Officer, effective as of July 1, 2004. The employment agreement had an initial four-year term expiring on June 30, 2008, unless terminated earlier pursuant to the terms of the agreement. Such employment agreement has been automatically extended for an additional successive four-year term, unless terminated earlier by either us or Mr. Bronicki pursuant to the terms of the agreement.

The employment agreement provides for a monthly base salary of \$10,333. As described above, the agreement also provides for the payment of an annual bonus as a percentage of our and our parent's net after-tax profit. The Board of Directors or the Audit Committee of our parent has the discretion to reduce or to resolve not to pay the bonus component based on our parent's performance, its financial condition, or its financial results for the prior year.

For 2008, the bonus approved for Mr. Bronicki was \$358,740, representing 0.75% of the Company's annual consolidated profits (after tax) above \$2 million, to be paid by the Company. Mr. Bronicki has not received a bonus from Ormat Industries for 2008. As Mr. Bronicki is entitled to such annual bonus in accordance with the terms of his employment contract, no particular factors were taken into account in determining the amount of the bonus.

*Yehudit Bronicki*

We have entered into an executive employment agreement with Yehudit Bronicki, as our Chief Executive Officer, effective as of July 1, 2004. The employment agreement had an initial four-year term expiring on June 30, 2008, unless terminated earlier pursuant to the terms of the agreement. Such employment agreement has been automatically extended for an additional successive four-year term, unless terminated earlier by either us or Mrs. Bronicki pursuant to the terms of the agreement.

The employment agreement provides for a monthly base salary of \$12,500. As described above, the agreement also provides for the payment of an annual bonus as a percentage of our and our parent's net after-tax profit. The Board of Directors or the Audit Committee of our parent has the discretion to reduce or to resolve not to pay the bonus component based on our parent's performance in consideration of our parent's financial condition or its financial results for the prior year.

For 2008, the bonus approved for Mrs. Bronicki was \$358,740, representing 0.75% of the Company's annual consolidated profits (after tax) above \$2,000,000, to be paid by the Company. Mrs. Bronicki has not received a bonus from Ormat Industries for 2008. As Mrs. Bronicki is entitled to such annual bonus in accordance with the terms of her employment contract, no particular factors were taken into account in determining the amount of the bonus.

*Yoram Bronicki*

We have entered into an executive employment agreement with Mr. Yoram Bronicki, as our President and Chief Operating Officer, effective as of July 1, 2004. The employment agreement had an initial four-year term until June 30, 2008. The employment agreement has been automatically extended for an additional two-year term, unless terminated

earlier by either us or Mr. Bronicki in accordance with its terms.

The employment agreement with Mr. Yoram Bronicki provides for a monthly base salary of \$14,000. As described above, the employment agreement also provided for the payment of an annual bonus as a percentage of the Company's net pre-tax yearly profit or cash flow from operations in the United States. The modification to the contractual formula for Yoram Bronicki's annual bonus is not effective for the annual bonus payable for 2008, but will be effective for the annual bonus payable for 2009. For 2009, Yoram Bronicki's bonus will be 0.75% of the



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Company's annual consolidated profits (after tax) above \$2,000,000, subject to approval of the modification as described above.

For 2008, the bonus approved for Mr. Bronicki was \$371,687, representing 0.75% of the net pre-tax yearly profit of the Company's operating plants in the United States. As Mr. Bronicki is entitled to such annual bonus in accordance with the terms of his employment contract, no particular factors were taken into account in determining the amount of the bonus.

**Our Group II Executives**

Joseph Tenne is employed by Ormat Systems, one of our subsidiaries, and serves as our Chief Financial Officer. Nadav Amir is employed by Ormat Systems and serves as our Executive Vice President of Engineering; and Zvi Reiss is employed by Ormat Systems and by us, and serves as our Executive Vice President of Project Management.

Each of Messrs. Tenne, Amir, and Reiss is party to an employment agreement with Ormat Systems that sets forth their respective terms of employment, which terms are generally applicable to all of Ormat Systems' employees, covering matters such as vacation, health, and other benefits. Under the employment agreements of Messrs. Amir and Reiss, either party may terminate the employment relationship upon thirty days prior written notice, while Mr. Tenne's agreement provides for ninety days prior written notice. However, termination for cause does not require any prior notice. An employee who is terminated for cause is not entitled to any subsequent payments.

The actual salary and other compensation arrangements of Messrs. Tenne, Amir, and Reiss are agreed separately with each employee. Each of these individuals is also covered by Ormat Systems' management insurance plan, to which Ormat Systems contributes a percentage of such individual's salary, and which covers any compensation that such individual may be entitled to receive upon termination, such as severance pay pursuant to Israeli law for Israel-based employees. In addition, each of the individuals has the benefit of the use of a company-leased car.

The amount of salary and bonus earned in 2008 in proportion to the total compensation reported for each of our NEOs was:

Lucien Bronicki	89.2%*
Yehudit Bronick	87.6%*
Yoram Bronicki,	87.6%*
Joseph Tenne	53.3%
Nadav Amir	53.3%
Zvi Reiss	50.2%

\* Our Group I executives do not receive stock option grants. Accordingly, their salary and bonus as a percentage of their total compensation is significantly higher than those of the Group II executives.

**Table of Contents****Outstanding Equity Awards at Fiscal Year-End**

The following table sets forth the outstanding equity awards of our NEOs as of December 31, 2008:

**A. The Company's Stock**

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Option Awards		
		Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date
Lucien Bronicki	None	None	N/A	N/A
Yehudit Bronicki	None	None	N/A	N/A
Yoram Bronicki	None	None	N/A	N/A
Joseph Tenne	3,750	11,250(1)	34.13	April 7, 2016
	None	20,000(2)	42.08	March 29, 2014
	None	20,000(3)	45.78	April 8, 2015
Nadav Amir	5,500	None	15.00	November 10, 2014
	5,000	15,000(1)	34.13	April 7, 2016
	None	24,000(2)	42.08	March 29, 2014
	None	24,000(3)	45.78	April 8, 2015
Zvi Reiss	11,000	None	15.00	November 10, 2014
	5,000	15,000(1)	34.13	April 7, 2016
	None	24,000(2)	42.08	March 29, 2014
	None	24,000(3)	45.78	April 8, 2015

- (1) These options vest over a four-year period from the grant date in April 2006, with 25% of the options vesting on each of the second and third anniversary of the grant date, and 50% on the fourth anniversary of the grant date. The options will become completely exercisable in April 2010.
- (2) These options vest over a four-year period from the grant date in March 2007, with 25% of the options vesting on each of the second and third anniversary of the grant date, and 50% on the fourth anniversary of the grant date. The options will become completely exercisable in March 2011.
- (3) These options vest over a four-year period from the grant date in April 2008, with 25% of the options vesting on each of the second and third anniversary of the grant date, and 50% on the fourth anniversary of the grant date. The options will become completely exercisable in April 2012.

**B. The Parent's Stock**

Name	Option Awards		Option Exercise Price (\$)	Option Expiration Date
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable		
Lucien Bronicki	None	None	NA	N/A
Yehudit Bronicki	None	None	N/A	N/A
Yoram Bronicki	None	None	N/A	N/A
Joseph Tenne	None	None	N/A	N/A
Nadav Amir	15,750	None	3.78	May 19, 2009
Zvi Reiss	7,500	None	3.78	May 19, 2009

**Table of Contents****Option Exercises**

The following table sets forth the number of options exercised and the value realized on exercise by each NEO during the year ended December 31, 2008:

**A. The Company's Stock**

<b>Name</b>	<b>Option Awards</b>	
	<b>Number of Shares</b>	<b>Value Realized on Exercise (\$)</b>
	<b>Acquired on Exercise (#)</b>	
Lucien Bronicki	None	
Yehudit Bronicki	None	
Yoram Bronicki	None	
Joseph Tenne	None	
Nadav Amir	None	
Zvi Reiss	None	

**B. The Parent's Stock**

<b>Name</b>	<b>Option Awards</b>	
	<b>Number of Shares</b>	<b>Value Realized on Exercise (\$)</b>
	<b>Acquired on Exercise (#)</b>	
Lucien Bronicki	None	
Yehudit Bronicki	None	
Yoram Bronicki	None	
Joseph Tenne	None	
Nadav Amir	None	
Zvi Reiss	7,500	63,441

**Potential Payments upon Termination or Change in Control**

The employment agreements of our Group I executives contain the following terms regarding post-termination and change-in-control payments:

Pursuant to the terms of Lucien Bronicki's, Yehudit Bronicki's, and Yoram Bronicki's employment agreements, if the Company or the respective Group I executive officer terminates his or her employment agreement for any reason other than for cause, the respective executive officer will be entitled to his or her salary, bonus and other benefits for the applicable notice period. The notice period in the employment agreements of Lucien and Yehudit Bronicki is 180 days

and the notice period in the employment agreement of Yoram Bronicki is 120 days. In the event of termination other than for cause, the executive officer will also be entitled to an assignment of his or her executive manager's insurance policy and monies accumulated under such policy based on deductions from his or her base salary, and a payment of the difference, if any, between the sums accumulated under such policy on account of his or her severance pay, and the amount of severance pay he or she is entitled to based on the monthly base salary at the time of termination multiplied by the number of years he or she has been employed by us or Ormat Industries.

Each of Lucien, Yehudit, and Yoram Bronicki is also entitled to change of control payments if (a) within three years following the occurrence of a change in control, the respective executive officer's employment is terminated by the Company other than for disability or cause, (b) within 180 days following a change in control, the respective executive officer terminates his or her employment agreement for any reason with 90 days prior written notice or (c) within three years following the occurrence of a change in control, the respective executive officer terminates his or her employment agreement for good reason. In any such event, we will be required to pay him or her a lump sum

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equal to (1) his or her full unpaid and accrued base salary through the date of termination; (2) his or her monthly base salary at the time of the change in control including any increases therein for 24 months; (3) bonus payments for the next two years calculated as the average of the annual bonus paid to him or her for the two years immediately preceding the change in control; (4) a portion of the annual bonus for the year in which the termination of employment occurs with the amount thereof multiplied by a fraction, the numerator of which is the number of days in the relevant year through the date of termination and the denominator of which is 365; and (5) any unpaid annual bonus for any completed year. In the case of Yoram Bronicki, he would be entitled as well to the amount of the annual matching contribution that would be made by the employer to his 401(k) plan assuming his maximum contribution under the plan, multiplied by two. In addition, the executive officer will also be entitled to all employee health, accident, life insurance, disability and other employee welfare benefits for a two-year period following his or her last day worked, or until he or she obtains new employment, whichever is earlier. Cause means an employee's conviction of a criminal offence constituting an act of moral turpitude. If Lucien, Yehudit, or Yoram Bronicki's employment is terminated by the Company other than for disability or cause, and a change in control occurs within six months thereafter, the respective executive officer will be entitled to the payments described in the paragraph above.

A change in control will be deemed to occur if:

any person holds or becomes the holder of 50% or more of the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors of the Company or of Ormat Industries, excluding any acquisition directly from the Company or from Ormat Industries or any acquisition by the Company;

more than 50% of the current members of the Board of Directors or directors nominated by the current members of the Board no longer serve as directors;

the Company merges or is consolidated with, or, in any transaction or series of transactions, substantially all of the business or assets of the Company are sold or otherwise acquired by, another corporation or entity; or

the stockholders of the Company or of Ormat Industries approve a complete liquidation or dissolution of the Company or Ormat Industries.

Good reason means:

a reduction by the Company in the respective executive officer's base salary or bonus as in effect at the time of a change in control, or a change in the manner of computation of such officer's bonus that is adverse to him or her;

the assignment to the respective executive officer of any duties inconsistent with his or her position, duties, responsibilities and status with the Company at the time of the change in control, or any material reduction in authority or responsibilities from those assigned at the time of the change in control, or a change in such officer's title or offices as in effect at the time of the change in control, or any removal of such officer from, or any failure to re-elect such officer to, any of such positions, except in connection with the termination of such officer's employment by reason of disability or for cause; or

the relocation of the respective executive officer's office to a location more than 60 miles from its location at the time of a change in control.

Except as described below, each of Lucien, Yehudit and Yoram Bronicki will be restricted for a period of one year following his or her termination of employment from accepting employment with or advising certain companies in

competition with us; or soliciting any of our employees to leave our employ.

These restrictions will not apply if (i) each of Lucien, Yehudit and Yoram Bronicki terminates his or her employment for good reason following a change in control; or (ii) the Company terminates each of Lucien, Yehudit and Yoram Bronicki's employment for a reason other than cause or a material violation of his or her employment agreement.

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In addition, he or she will be prohibited from disclosing any confidential information about the Company for a period of three years following his or her termination of employment.

We believe that the change of control provisions in the employment agreements for our Group I executives are appropriate in order to help ensure that, if a question of a change in control occurs, our Group I executives can act in the best interest of all our stockholders without concern for the uncertainty and without the distraction that would result from the obvious effects a change of control could have on their personal situations. We believe the purpose of the change in control provision is to protect the Group I NEO against a loss of employment that frequently occurs upon a change in control rather than to provide a payment when the change in control occurs even though the Group I NEO's employment is continued. We also believe that the level of post-termination payments for our NEOs is competitive and appropriate.

Our Group II executives do not have specific termination or change-in-control payment provisions in their employment agreements. They are entitled to salary and other compensation payments during the relevant notice period. Our Group II executives are based in Israel on a full-time or part-time basis, and thus are also entitled to lump sum severance pay amounting to their last monthly salary multiplied by the number of years of their service for the Company. Our Group II executives are also entitled to payments under our defined contribution plan. The employment agreements of Messrs. Amir, Reiss and Tenne do not include non-compete or non-solicitation provisions.

**Estimated Payments and Benefits upon Termination**

The amount of compensation and benefits payable to each of our NEOs in the event of termination without cause or as a consequence of a change in control has been estimated in the table below. There is no distinction in the termination payments due to our Group II Executives in the event of termination without cause or termination upon a change in control. The amounts have been calculated based on the assumption that the termination occurred on December 31, 2008.

<b>Name</b>	<b>Termination without Cause (\$)</b>	<b>Change in Control (\$)</b>
Lucien Bronicki	735,126	1,649,960
Yehudit Bronick	900,237	1,895,635
Yoram Bronicki,	276,651	1,526,927
Joseph Tenne	128,863	128,863
Nadav Amir	709,053	709,053
Zvi Reiss	388,978	388,978



**Table of Contents****DIRECTOR COMPENSATION**

The following table sets forth the total compensation paid to each member of our Board of Directors during the year ended December 31, 2008. Our executive officers who are members of our Board of Directors do not receive additional compensation for their service as Board members

<b>Name</b>	<b>Fee Earned or Paid in Cash (\$)</b>	<b>Options Awards (\$)(1)</b>	<b>Total (\$)</b>
Dan Falk	57,500	125,575	183,075
Jacob J. Worenklein	44,500	125,575	170,075
Roger W. Gale	46,500	125,575	172,075
Robert F. Clarke	40,500	133,456	173,956

(1) Represents the dollar amount recognized as compensation cost for financial statement reporting purposes for 2008 in accordance with FAS 123R. For a discussion of the assumptions used in reaching this valuation, see Note 14 to our consolidated financial statements for the year ended December 31, 2008.

The aggregate options granted to each member of our Board of Directors are summarized in the following table. All options granted to members of our Board of Directors vest on the first anniversary of the date of grant.

<b>Name</b>	<b>Number of Securities Underlying Unexercised Options (#) Exercisable</b>	<b>Option Awards</b>		
		<b>Number of Securities Underlying Unexercised Options (#) Unexercisable(1)</b>	<b>Option Exercise Price (\$)</b>	<b>Option Expiration Date</b>
Dan Falk	7,500		37.90(2)	November 2013
	7,500		52.98(3)	November 2014
		7,500	25.74(4)	November 2015
Jacob J. Worenklein	5,000		20.10(2)	November 2014
	7,500		37.90(2)	November 2013
	7,500		52.98(3)	November 2014
Roger W. Gale		7,500	25.74(4)	November 2015
	7,500		20.10(2)	November 2014
	7,500		37.90(2)	November 2013
Robert F. Clarke			52.98(3)	November 2014
	7,500		25.74(4)	November 2015
	7,500		38.85(5)	February 2014
		7,500	52.98(3)	November 2014
		7,500	25.74(4)	November 2015

- (1) These options will vest on the first anniversary of the grant date (November 2008).
- (2) These exercise prices reflect the closing prices of our common stock on the date prior to the date of grant.
- (3) These exercise prices reflect the closing prices of our common stock on the date following the date of grant, because our financial results were released on the date of grant. The closing price of our common stock on the date of grant was \$53.90.
- (4) These exercise prices reflect the closing prices of our common stock on the date following the date of grant, because our financial results were released on the date of grant. The closing price of our common stock on the date of grant was \$25.98.
- (5) These exercise prices reflect the closing prices of our common stock on the date following the date of grant, because our financial results were released on the date of grant. The closing price of our common stock on the date of grant was \$43.15.

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*Cash Compensation*

The cash compensation of our non-employee directors is as follows:

1. Base annual retainer of \$25,000 as fees related to their service on our Board of Directors.
2. Board meeting fees of \$2,500 for each in-person meeting; \$500 for each telephonic meeting; and \$1,000 for telephonic participation in an in person meeting.
3. Committee meeting fees of \$1,500 for each in-person meeting and \$500 for each telephonic meeting.
4. Any non-employee director who also serves as Chair of the Audit Committee receives an annual retainer of \$7,500. Chairs of our other committees do not receive an annual retainer.
6. We promptly reimburse all directors for transportation and lodging expenses actually incurred to attend meetings of our Board of Directors or committees.

*Equity Compensation*

Each newly appointed non-employee director receives an initial grant of options to purchase 7,500 shares of the Common Stock of the Company at an exercise price equal to the NYSE closing price on the date of the grant. Each non-employee director receives annually from the second year of service options to purchase 7,500 shares of the Common Stock of the Company at an exercise price equal to the NYSE closing price on the date of the grant, unless the Company's results are released on that day and then the exercise price is the NYSE closing price on the following day. However, in 2006, the stock options were granted at the NYSE closing price for the date prior to the date of grant.

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**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

We believe, based upon a review of the forms filed and written confirmation provided by, our officers and directors, that during 2008 all of our officers and directors filed on a timely basis the reports required by Section 16(a) of the Securities Exchange Act of 1934.

**TRANSACTIONS WITH RELATED PERSONS**

We, and one of our wholly-owned subsidiaries, Ormat Systems, have a number of agreements with our parent, Ormat Industries. Our parent beneficially owns approximately 56.12% of our common stock, and certain of our directors and named executive officers beneficially own approximately 35.19% of the common stock of our parent, in each case as of February 28, 2009, as described in Security Ownership of Certain Beneficial Owners and Management.

These agreements involve transactions with related persons as defined in SEC regulations and are described below. Some of these agreements were entered into during our last fiscal year; they are described first. Others were entered into in prior periods and continued during our last fiscal year; they are described later.

**Sale of Shares to Ormat Industries**

On January 9, 2008, we sold Ormat Industries 693,750 shares of our common stock at a price equal to \$48.02 per share, resulting in proceeds of approximately \$33.3 million. As described in more detail in our 2008 proxy statement, this was done pursuant to a subscription agreement with Ormat Industries dated December 3, 2007. The per share price was equal to a 5% discount to the closing market price (\$50.55) of our common stock on December 3, 2007, the date the sale was approved by our Board of Directors. We used the proceeds of this sale for general corporate purposes.

**New Sublease between Ormat Systems and Ormat Industries**

Ormat Systems plans to enter into a sublease with Ormat Industries for the sublease of an additional lot of approximately 23.8 dunams (5.88 acres) that is contiguous to the current lot sub-leased by Ormat Systems from Ormat Industries. The proposed new sublease transaction contemplates the erection of a specialized industrial building on the new lot by Ormat Industries and the sublease of the lot and the building to Ormat Systems pursuant to a long-term sublease agreement. The term of the proposed sublease will be for a period that will end on the same day as the previous sublease agreement entered into in July 2004, subject to approval by the Israel Land Administration. See description of previous sublease below.

Pursuant to the proposed sub-lease, Ormat Systems will pay a monthly rental fee, on a quarterly basis that will result in an annual yield to Ormat Industries of 8.5% of its total expenditure with regard to the property (plus VAT). Payment will be adjusted every year to reflect increases in the Israeli Consumer Price Index, but will in no event be lower than the rent paid during the previous year. The actual monthly rent payments will be set based on the actual costs incurred by Ormat Industries with regard to the property. Ormat Systems will also pay taxes and other compulsory charges and indemnify Ormat Industries for taxes (other than income taxes) imposed in connection with the subleased real estate. Ormat Systems has yet to commence rental payments under the new sublease.

**Loan Agreement between the Company and Ormat Industries**

In 2003, we entered into a loan agreement with Ormat Industries. Pursuant to this loan agreement, Ormat Industries agreed to make a loan to us in one or more advances not exceeding a total aggregate amount of \$150 million. The proceeds of the loan are to be used to fund our general corporate activities and investments. We are required to repay the loan and accrued interest in full in accordance with an agreed-upon repayment schedule and in any event on or prior to June 5, 2010.

Interest on the loan is calculated on the balance from the date of receipt of each advance until the date of payment thereof at a rate per annum equal to Ormat Industries' average effective cost of funds plus 0.3% percent in U.S. dollars, which represented a rate of 7.5% for the advances made. All computations of interest are made on the

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basis of a year consisting of 360 days. During the year ended December 31, 2008, we paid approximately \$3.6 million in interest on the loan. The outstanding balance on the loan was \$57.8 million on January 1, 2008 (which represented the highest principal amount outstanding during 2007) and \$26.2 million on December 31, 2008. As of February 28, 2009, the outstanding balance on the loan was \$19.2 million.

### **Guarantee Fee Agreement between the Company and Ormat Industries**

On January 1, 1999, we entered into a guarantee fee agreement with Ormat Industries, pursuant to which Ormat Industries agreed to issue certain standby letters of credit and guarantees on our behalf to certain of our customers, as well as guarantees with respect to our bank credit lines.

Such agreement establishes a fee, calculated quarterly, equal to 1% per annum of all amounts guaranteed or subject to an outstanding letter of credit during the relevant quarter, plus out of pocket expenses. Such payment is due quarterly in arrears and is payable against the receipt of an invoice from Ormat Industries.

As of the end of the second quarter of 2006, all guarantees provided by Ormat Industries were assigned to Ormat Systems. As of December 31, 2008, there were no outstanding letters of credit or guarantees provided under the guarantee fee agreement.

### **Reimbursement Agreement between the Company and Ormat Industries**

On July 15, 2004, we entered into a reimbursement agreement with Ormat Industries, pursuant to which we agreed to reimburse Ormat Industries for any draws made on any standby letter of credit subject to the guarantee fee agreement between us and Ormat Industries described above, and for any payments made under any guarantee provided by Ormat Industries subject to such guarantee fee agreement. Interest on any amounts owing pursuant to the reimbursement agreement is paid at a rate per annum equal to Ormat Industries' average effective cost of funds plus 0.3% in U.S. dollars. There are no amounts currently owing to Ormat Industries pursuant to the reimbursement agreement.

### **Sublease between Ormat Systems and Ormat Industries**

Ormat Systems entered into a sublease, effective as of July 1, 2004, with Ormat Industries for real estate leased by Ormat Industries from the Israel Land Administration on which production and manufacturing facilities are located. The term of the sublease, which originally was due to expire on June 1, 2008, has been extended by a consent of the Israel Land Administration for a period that is the shorter of (1) 25 years (including the initial term) or (2) the remaining period of the underlying lease agreements with the Israel Land Administration (which terminate between 2018 and 2047).

Pursuant to the sublease, Ormat Systems agreed to pay rent, in advance, on a monthly basis, equal to \$52,250 (plus VAT) per month. Payment will be adjusted every year to reflect increases in the Israeli Consumer Price Index, but will in no event be lower than the rent paid during the previous year. Pursuant to the sublease, Ormat Systems has also agreed to pay taxes and other compulsory charges, to make other required payments, and to indemnify Ormat Industries for taxes (other than income taxes) imposed in connection with the subleased real estate. During the course of the year ended December 31, 2008, Ormat Systems, our subsidiary, paid approximately \$655,000 to Ormat Industries pursuant to the sublease. The approximate aggregate value of future lease payments under the sublease is \$15,000,000.

### **License Agreement between Ormat Systems and Ormat Industries**

On July 15, 2004, Ormat Systems, entered into a patents and trademarks license agreement, effective as of July 1, 2004, pursuant to which Ormat Industries granted a world-wide royalty-free license to Ormat Systems (which is exclusive with respect to the patents and certain of the trademarks) to internally copy, use, and create derivatives of certain patents and trademarks. The license survives sales and/or transfers of the patents and trademarks and Ormat Systems owns the derivatives created from the licensed patents. The term of the license agreement continues until the patents or trademarks expire or are assigned to Ormat Systems (which are intended to

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be assigned, subject to tax and other considerations) and the agreement may be terminated if either party becomes insolvent.

### **Service Agreement between Ormat Systems and Ormat Industries**

On July 15, 2004, Ormat Systems entered into a service agreement with Ormat Industries, pursuant to which Ormat Systems agreed to provide, as an independent contractor, certain corporate, financial, secretarial and administrative services to Ormat Industries. At the request of Ormat Industries, Ormat Systems may also provide certain engineering services.

Ormat Industries is required to pay \$10,000 per month for all services (other than engineering services) rendered pursuant to such service agreement plus all out-of-pocket expenses of Ormat Systems. For engineering services, Ormat Industries is required to pay a fee equal to the cost of such services plus 10.0%, as well as all out-of-pocket expenses of Ormat Systems. On each anniversary of such services agreement, such monthly fees are adjusted in accordance with the Israeli Consumer Price Index during the previous twelve-month period. During the course of the year ended December 31, 2008, Ormat Industries paid Ormat Systems approximately \$128,000 pursuant to the service agreement.

### **Service Agreement between Ormat Systems and Ormat Industries**

Effective January 1, 2008, Ormat Systems entered into a service agreement with Ormat Industries, pursuant to which Ormat Systems agreed to provide, as an independent contractor, certain research and development services relating to biodiesel activity to Ormat Industries or to its wholly owned subsidiary.

Ormat Industries or its wholly owned subsidiary is required to pay a fee equal to the cost of such services plus 10%, as well as all out-of-pocket expenses incurred by Ormat Systems. During the course of the year ended December 31, 2008, a subsidiary of Ormat Industries paid Ormat Systems approximately \$24,000 pursuant to the service agreement.

### **Registration Rights Agreement between the Company and Ormat Industries**

On November 10, 2004, the Company entered into a registration rights agreement with Ormat Industries. Under this agreement, Ormat Industries may require us on one occasion to register our common stock for sale on Form S-1 under the Securities Act if we are not eligible to use Form S-3 under that Act. Ormat Industries may require us on unlimited occasions to register our common stock for sale on Form S-3. In addition, we will be required to file a registration statement on Form S-3 to register for sale shares of our common stock that are or have been acquired by directors, officers and employees of Ormat Industries upon the exercise of options granted to them by Ormat Industries. Ormat Industries will also have an unlimited number of piggyback registration rights. This means that any time we register our common stock for sale, Ormat Industries may require us to include shares of our common stock held by it or its directors, officers and employees in that offering and sale, subject to certain allocation procedures set forth in the registration rights agreement.

We have agreed to pay all expenses that result from the registration of our common stock under the registration rights agreement, other than underwriting commissions for such shares and taxes. We have also agreed to indemnify Ormat Industries, its directors, officers and employees against liabilities that may result from their sale of our common stock, including liabilities under the Securities Act.

### **Agreement with Tersus Software and Consulting Agreements**



Effective April 15, 2005, the Company entered into an agreement with Tersus Software ( Tersus ), for the licensing of software that will be used in the development of several applications, including an Enterprise Resource Planning (ERP) solution and the monitoring of performance of the power plants. The price paid to Tersus under the agreement is \$100,000. One of Tersus founders and stockholders (with a 29% share ownership on a fully diluted basis) is Yuval Bronicki, son of Yehudit Bronicki, CEO of our Company, and Lucien Bronicki, Chairman of the Board and Chief Technology Officer of our Company. No payments were made to Tersus in 2008.

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Yuval Bronicki was also retained as a consultant to the Company, to assist with the development of the ERP solution. Pursuant to the agreement, Yuval Bronicki is compensated at an hourly rate for services performed. During the year ended December 31, 2008, the Company paid an aggregate amount of \$110,000 to Mr. Bronicki for such consulting services.

**REVIEW, APPROVAL OR RATIFICATION OF TRANSACTIONS WITH RELATED PERSONS**

The Company recognizes that transactions between the Company and any of its executives, directors, or beneficial holders of more than 5% of our capital stock or their respective family members, may present potential or actual conflicts of interest or may create the appearance that Company decisions are based on considerations other than the best interests of the Company and its stockholders. Therefore, as a general matter, and in conformance with the Company's (a) Code of Business Conduct and Ethics and (b) Financial Reporting Procedures, transactions with related persons are consummated only if the requisite approvals are obtained and only if the terms of the transaction are determined to be in the best interests of the Company and its stockholders.

The Company has adopted a formal written policy which requires the executive or director initiating a related party transaction to prepare (1) a memorandum summarizing the terms and conditions of the proposed transaction, including pricing and market conditions, and (2) a preliminary draft agreement, which are then provided to the Company's Disclosure Committee for review. The Disclosure Committee reviews the business terms of the transaction, materiality, and applicable corporate laws and regulations, and determines whether the transaction is required to be reviewed and approved by the Audit Committee, the Board, and/or the stockholders. In accordance with the determination of the Disclosure Committee, the proposed transaction is then reviewed by the Audit Committee, the Board, and/or the stockholders. A related party transaction will only be approved or ratified if the transaction is in the best interests of the Company and its stockholders, as the Audit Committee, the Board, and/or the stockholders determine in good faith. In addition, the fairness of each related party transaction is evaluated to ensure that the terms are consistent with arms-length transactions of a similar nature according to prevailing market terms and conditions.

**Table of Contents****PROPOSAL 2 RATIFICATION OF APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM****Appointment of Registered Public Accounting Firm**

The stockholders are asked to ratify the appointment by the Audit Committee of PricewaterhouseCoopers LLP as independent registered public accounting firm for the fiscal year 2009. PricewaterhouseCoopers LLP audited Ormat Technologies, Inc.'s annual financial statements for the fiscal year ended December 31, 2008. A representative of PricewaterhouseCoopers LLP will be present at the 2009 Annual Meeting of Stockholders to respond to appropriate questions and to make a statement if the representative so desires.

**Audit and Non-Audit Fees**

The following table sets forth the aggregate fees billed to us for the fiscal years ended December 31, 2008 and 2007 by PricewaterhouseCoopers LLP:

	<b>Year</b>	<b>Amount Billed</b>
Audit Fees <sup>(1)</sup>	2008	\$ 1,930,350
	2007	\$ 1,949,136
Audit-Related Fees <sup>(2)</sup>	2008	\$ 191,214
	2007	\$ 236,570
Tax Fees <sup>(3)</sup>	2008	\$ 349,006
	2007	\$ 227,600
All Other Fees	2008	
	2007	

(1) Audit Fees represent the aggregate fees billed for the audits of the annual financial statements and the Company's internal control over financial reporting; for review of the financial statements included in the Company's Form 10-Q filings; and for services that are normally provided by the independent accounting firm in connection with statutory and regulatory filings.

(2) Audit-Related Fees represent the aggregate fees billed for services related to the performance of the audit or review of our financial statements and are not reported under paragraph (1) above.

(3) Tax Fees represent the aggregate fees billed for tax compliance, tax advice, and tax planning.

**Audit Committee Pre-Approval Procedures for Independent Registered Public Accounting Firm**

The Audit Committee has set a pre-approval procedure, and thus all auditors' engagements are handled in accordance with such procedures, as follows:

A limited authority was delegated to the Chair of the Audit Committee to approve audit, audit-related and tax services in an amount of up to \$50,000, provided such approval is reported to the Audit Committee at its next meeting.

Non-audit services may only be approved by the full Audit Committee.

**Vote Required for Ratification**

The Audit Committee is solely responsible for selecting Ormat Technologies, Inc.'s independent registered public accounting firm for fiscal year 2009. Accordingly, stockholder approval is not required to appoint PricewaterhouseCoopers LLP as the independent registered public accounting firm for fiscal year 2009. The Board

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of Directors believes, however, that submitting the appointment of PricewaterhouseCoopers LLP to the stockholders for ratification is a matter of good corporate governance. If the stockholders do not ratify the appointment, the Audit Committee will review its future selection of an independent registered public accounting firm.

The ratification of the appointment of PricewaterhouseCoopers LLP as Ormat Technologies, Inc. s independent registered public accounting firm requires the affirmative vote of a majority of the shares present at the meeting in person or by proxy and entitled to vote.

**YOUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.**

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**OTHER MATTERS**

We know of no other business that will be presented at the meeting. If any other matter properly comes before the stockholders for a vote at the meeting, however, the proxy holders will vote your shares in accordance with their best judgment. This discretionary authority is granted by the execution of the form of proxy.

**ADDITIONAL INFORMATION**

**Householding of Proxies**

Under rules adopted by the SEC, we are permitted to deliver a single Notice of Internet Availability of Proxy Materials to any household at which two or more stockholders reside if we believe the stockholders are members of the same family. This process, called householding, allows us to reduce the number of copies of these materials we must print and mail. Even if householding is used, each stockholder will continue to be entitled to submit a separate proxy or voting instruction.

The Company is not householding this year for those stockholders who own their shares directly in their own name. If you share the same last name and address with another Company stockholder who also holds his or her shares directly, and you would each like to start householding for the Company's annual reports and proxy statements, please contact us at Ormat Technologies, Inc., 6225 Neil Road, Reno, Nevada 89511, Attention: Corporate Secretary, telephone (775) 356-9029.

This year, some brokers and nominees who hold Company shares on behalf of stockholders may be participating in the practice of householding proxy statements and annual reports for those stockholders. If your household receives a single Notice of Internet Availability of Proxy Materials for this year, but you would like to receive your own copy, please contact us as stated above, and we will promptly send you a copy. If a broker or nominee holds Company shares on your behalf and you share the same last name and address with another stockholder for whom a broker or nominee holds Company shares, and together both of you would like to receive only a single set of the Company's disclosure documents, please contact your broker or nominee as described in the voter instruction card or other information you received from your broker or nominee.

If you consent to householding, your election will remain in effect until you revoke it. Should you later revoke your consent, you will be sent separate copies of those documents that are mailed at least 30 days or more after receipt of your revocation.

**Additional Filings and NYSE Compliance**

The Company's reports on Forms 10-K, 10-Q, 8-K and all amendments to those reports are available without charge through the Company's website, [www.ormat.com](http://www.ormat.com), as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. Our Code of Business Conduct and Ethics, Code of Ethics Applicable to Senior Executives, Audit Committee Charter, Corporate Governance Guidelines, Nominating and Corporate Governance Committee Charter, Compensation Committee Charter, Insider Trading Policy, and amendments thereof are also available at our website address mentioned above. The content of our website, however, is not part of this proxy statement.

You may request a copy of our SEC filings, as well as the foregoing corporate documents, at no cost to you, by writing to the Company address appearing in this proxy statement or by calling us at (775) 356-9029.

On or about May 14, 2008 the Company filed its 2008 Annual Written Affirmation with the NYSE in accordance with Section 303A of the NYSE's Listed Company Manual. The Annual Written Affirmation was in the prescribed form and contained no qualifications. The Company intends to file its 2009 Section 303A Annual Written Affirmation within 30 days of its Stockholders Annual Meeting, to be held on May 8, 2009.

**Proxy Solicitation**

Ormat will bear the entire cost of this proxy solicitation. In addition to soliciting proxies, we expect that our directors, officers and regularly engaged employees may solicit proxies personally or by mail, facsimile, telephone,

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or other electronic means, for which solicitation they will not receive any additional compensation. Ormat will reimburse brokerage firms, custodians, fiduciaries and other nominees for their out-of-pocket expenses in forwarding solicitation materials to beneficial owners upon our request.

**Stockholder Proposals for 2010 Annual Meeting of Stockholders**

Stockholders of the Company may submit proposals that they believe should be voted upon at the Company's Annual Meetings of Stockholders or nominate persons for election to the Board of Directors. Pursuant to Rule 14a-8 under the Exchange Act, some stockholder proposals may be eligible for inclusion in the Company's proxy statement for the Company's 2010 Annual Meeting of Stockholders. To be eligible for inclusion in the Company's 2010 proxy statement, any such stockholder proposals must be submitted in writing to the Secretary of the Company no later than November 26, 2009, in addition to complying with certain rules and regulations promulgated by the SEC. The submission of a stockholder proposal does not guarantee that it will be included in the Company's proxy statement.

Alternatively, stockholders seeking to present a stockholder proposal or nomination at the Company's 2010 Annual Meeting of Stockholders, without having it included in the Company's proxy statement, must timely submit notice of such proposal or nomination. To be timely, a stockholder's notice shall be delivered to the Secretary at the principal offices of the Company not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the 2009 Annual Meeting of Stockholders, unless the date of the 2010 Annual Meeting of Stockholders is advanced by more than 30 days or delayed (other than as a result of adjournment) by more than 60 days from the anniversary of the 2009 Annual Meeting of Stockholders. For the Company's 2010 Annual Meeting of Stockholders, this means that any such proposal or nomination must be submitted no earlier than January 8, 2010 and no later than February 7, 2010. If the date of the 2010 Annual Meeting of Stockholders is advanced by more than 30 days or delayed (other than as a result of adjournment) by more than 60 days from the anniversary of the 2009 Annual Meeting of Stockholders, the stockholder must submit any such proposal or nomination no earlier than the close of business on the 120th day prior to the 2010 Annual Meeting of Stockholders and not later than the close of business on the later of the 90th day prior to the 2010 Annual Meeting of Stockholders, or if the first public announcement of the date of the 2010 Annual Meeting of Stockholders is less than 100 days prior to the date of such annual meeting, the 10th day following the day on which the public announcement of the date of such meeting is first made.

Notices of any proposals or nominations for the Company's 2010 Annual Meeting of Stockholders should be sent to Ormat Technologies, Inc., Corporate Secretary, 6225 Neil Road, Reno, Nevada 89511.

By order of the Board of Directors,

/s/ YEHUDIT BRONICKI

Yehudit Bronicki

Chief Executive Officer



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**ANNUAL MEETING OF STOCKHOLDERS OF ORMAT TECHNOLOGIES, INC. May 8, 2009**

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:** The proxy statement and annual report to security holders are available at <http://materials.proxyvote.com/686688> Please sign, date and mail your proxy card in the envelope provided as soon as possible. Please detach along perforated line and mail in the envelope provided. 20330000000000000000 9 050809

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF DIRECTORS AND FOR PROPOSAL 2. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENVELOPE PROVIDED. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

**x**  
**FOR AGAINST ABSTAIN** 1. Election of Directors. 2. To ratify the selection of PricewaterhouseCoopers LLP as independent auditors of the Company for its fiscal year **NOMINEES:** ending December 31, 2009. **FOR ALL NOMINEES** O Yehudit Bronicki O Jacob J. Worenklein 3. In their discretion, the proxies are authorized to vote upon such other business **WITHHOLD AUTHORITY** O Robert F. Clarke as may properly come before the meeting. **FOR ALL NOMINEES FOR ALL EXCEPT This proxy is solicited on behalf of the Board of Directors of the Company.** (See instructions below) **This proxy, when properly executed, will be voted in accordance with the instructions given above. If no instructions are given, this proxy will be voted FOR election of the Directors and FOR proposal 2.**

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. Signature of Stockholder Date: Signature of Stockholder Date: **Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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**ORMAT TECHNOLOGIES, INC. ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON  
MAY 8, 2009 THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints Yehudit Bronicki, CEO, and Ety Rosner, Vice President and Corporate Secretary, and each of them, as proxies, each with full power of substitution and resubstitution, to represent and vote as designated on the reverse side, all the shares of Common Stock of Ormat Technologies, Inc. held of record by the undersigned on March 16, 2009, at the Annual Meeting of Stockholders to be held at the offices of Chadbourne & Parke LLP, 30 Rockefeller Plaza, New York, N.Y. 10112, on May 8, 2009, or any adjournment or postponement thereof. **(Continued and to be signed on the reverse side)**