

נספח י' (3) לכתב נאמנות

Date: 2.2.06

To: Digital Power Corporation

[Name of Company/Companies]

Re: Resignation from Board of Directors and Waiver of Rights

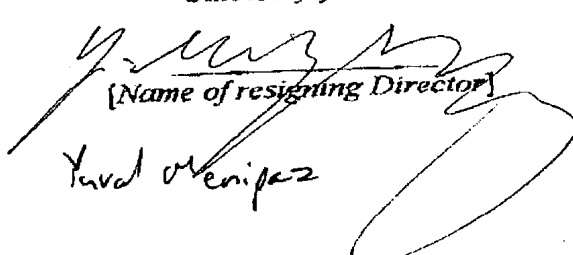
I, the undersigned hereby resign from the Board of Directors of Digital Power Corporation
[Name of Company/Companies] (the "Company" [or the "Companies"])

My resignation shall be effective immediately upon the Trustee's (in Hebrew: "Ne'eman") (as
this term is defined in the Share Purchase Agreement between Mr. David Amitai and Mr.
Ben-Zion Diamant, dated as of 9/1/06 (the "Agreement")) dating of this resignation
letter.

My resignation is due to the purchase of control in the Company [or Companies] pursuant to
the provisions of the Agreement.

I, the undersigned hereby declare that subject to my receipt of all amounts owed to me by the
Company [Companies] under any applicable law, I hereby waive any claim and/or right of
any kind whatsoever towards the Company [Companies], the Affiliates (in Hebrew: "Hevrot
Kshurot") (as this term is defined in the Agreement), and the Company's [Companies]
and/or the Affiliates' officers and shareholders.

Sincerely yours,


[Name of resigning Director]

Yuval Oran