

RADA ELECTRONIC INDUSTRIES LTD  
Form 20-F  
April 01, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 20-F**

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

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934**  
**For the fiscal year ended December 31, 2018**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**OR**

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**  
**Date of event requiring this shell company report.**

**Commission file number: 0-15375**

**RADA ELECTRONIC INDUSTRIES LTD.**

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

**Israel**

(Jurisdiction of incorporation or organization)

**7 Giborei Israel Street, Netanya 4250407, Israel**

(Address of principal executive offices)

**Avi Israel - CFO,**

**+972 9 892 1122 (phone), + 972 9 885 5885 (fax)**

**7 Giborei Israel Street, Netanya 4250407, Israel**

(Name, telephone, facsimile number and address of company contact person)

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

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
<b>Ordinary Shares, NIS 0.030 Par Value</b>	<b>NASDAQ Capital Market</b>

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

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

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

**37,516,891 Ordinary Shares** (As of December 31, 2018)

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

Yes  No

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

Yes  No

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

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Emerging growth company  Non-accelerated filer

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If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. [ ]

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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

U.S. GAAP	International Financial Reporting Standards as issued by the International Accounting Standards Board [ ]	Other [ ]
[X]		

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

Item 17 [ ] Item 18 [ ]

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

Yes [ ] No [X]

This annual report on Form 20-F is incorporated by reference into the registrant’s Registration Statements on Form F-3 File Nos. 333-212021, 333-216973, 333-220304, 333-226387 and 333-226845, and Form S-8 Registration Statement File No. 333-212284.

## INTRODUCTION

We are an Israel based defense electronics company. We specialize in the development, manufacturing, marketing and sales of military avionics systems and inertial navigation systems for manned and unmanned aircraft, and tactical land radars for force and border protection applications.

Our shares are traded on the NASDAQ Capital Market under the symbol "RADA." As used in this annual report, the terms "we," "us" and "our" mean RADA Electronic Industries Ltd. and its subsidiaries, unless otherwise indicated.

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

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

Except for the historical information contained in this annual report, the statements contained in this annual report are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the Private Securities Litigation Reform Act of 1995, as amended, with respect to our business, financial condition and results of operations. Such forward-looking statements reflect our current view with respect to future events and financial results. We urge you to consider that statements which use the terms "anticipate," "believe," "do not believe," "expect," "plan," "intend," "estimate," and similar expressions are intended to identify forward-looking statements. We remind readers that forward-looking statements are merely predictions and therefore inherently subject to uncertainties and other factors and involve known and unknown risks that could cause the actual results, performance, levels of activity, or our achievements, or industry results, to be materially different from any future results, performance, levels of activity, or our achievements expressed or implied by such forward-looking statements. Such forward-looking statements are also included in Item 4 – "Information on the Company" and Item 5 – "Operating and Financial Review and Prospects." Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as required by applicable law, including the securities laws of the United States, we undertake no obligation to publicly release any update or revision to any forward-looking statements to reflect new information, future events or circumstances, or otherwise after the date hereof. We have attempted to identify significant uncertainties and other factors affecting forward-looking statements in the Risk Factors section that appears in Item 3D. "Key Information - Risk Factors."



## TABLE OF CONTENTS

	<b>Page No.</b>
<b><u>PART I</u></b>	1
ITEM 1. <u>IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</u>	1
ITEM 2. <u>OFFER STATISTICS AND EXPECTED TIMETABLE</u>	1
ITEM 3. <u>KEY INFORMATION</u>	1
A. <u>Selected Financial Data</u>	1
B. <u>Capitalization and Indebtedness</u>	2
C. <u>Reasons for the Offer and Use of Proceeds</u>	2
D. <u>Risk Factors</u>	2
ITEM 4. <u>INFORMATION ON THE COMPANY</u>	13
A. <u>History and Development of the Company</u>	13
B. <u>Business Overview</u>	13
C. <u>Organizational Structure</u>	21
D. <u>Property, Plants and Equipment</u>	21
ITEM 4A. <u>UNRESOLVED STAFF COMMENTS</u>	21
ITEM 5. <u>OPERATING AND FINANCIAL REVIEW AND PROSPECTS</u>	21
A. <u>Operating Results</u>	21
B. <u>Liquidity and Capital Resources</u>	28
C. <u>Research and Development, Patents and Licenses</u>	31
D. <u>Trend Information</u>	31
E. <u>Off-Balance Sheet Arrangements</u>	31
F. <u>Tabular Disclosure of Contractual Obligations</u>	31
ITEM 6. <u>DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES</u>	32
A. <u>Directors and Senior Management</u>	32
B. <u>Compensation</u>	36
C. <u>Board Practices</u>	37
D. <u>Employees</u>	45
E. <u>Share Ownership</u>	46
ITEM 7. <u>MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS</u>	47
A. <u>Major Shareholders</u>	47
B. <u>Related Party Transactions</u>	49
C. <u>Interests of Experts and Counsel</u>	50
ITEM 8. <u>FINANCIAL INFORMATION</u>	50
A. <u>Consolidated Statements and Other Financial Information</u>	50
B. <u>Significant Changes</u>	50
ITEM 9. <u>THE OFFER AND LISTING</u>	50
A. <u>Offer and Listing Details</u>	50
B. <u>Plan of Distribution</u>	51

	C. <u>Markets</u>	51
	D. <u>Selling Shareholders</u>	51
	E. <u>Dilution</u>	51
	F. <u>Expense of the Issue</u>	51
ITEM 10.	<u>ADDITIONAL INFORMATION</u>	51
	A. <u>Share Capital</u>	51
	B. <u>Memorandum and Articles of Association</u>	51
	C. <u>Material Contracts</u>	54
	D. <u>Exchange Controls</u>	54
	E. <u>Taxation</u>	54
	F. <u>Dividend and Paying Agents</u>	60
	G. <u>Statement by Experts</u>	60
	H. <u>Documents on Display</u>	61
	I. <u>Subsidiary Information</u>	61
ITEM 11.	<u>QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISKS</u>	61
ITEM 12.	<u>DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES</u>	62



<u>PART II</u>	62
	<u>DEFAULTS,</u>
	<u>DIVIDEND</u>
ITEM 13.	<u>ARREARAGES</u> 62
	<u>AND</u>
	<u>DELINQUENCIES</u>
	<u>MATERIAL</u>
	<u>MODIFICATIONS</u>
	<u>TO THE RIGHTS</u>
ITEM 14.	<u>OF SECURITY</u> 62
	<u>HOLDERS AND</u>
	<u>USE OF</u>
	<u>PROCEEDS</u>
ITEM 15.	<u>CONTROLS AND</u> 62
	<u>PROCEDURES</u>
ITEM 16.	<u>RESERVED.</u> 63
	<u>AUDIT</u>
ITEM 16A.	<u>COMMITTEE</u> 63
	<u>FINANCIAL</u>
	<u>EXPERT</u>
ITEM 16B.	<u>CODE OF ETHICS</u> 63
	<u>PRINCIPAL</u>
	<u>ACCOUNTANT</u>
ITEM 16C.	<u>FEES AND</u> 63
	<u>SERVICES</u>
	<u>EXEMPTIONS</u>
	<u>FROM THE</u>
	<u>LISTING</u>
ITEM 16D.	<u>STANDARDS FOR</u> 64
	<u>AUDIT</u>
	<u>COMMITTEES</u>
	<u>PURCHASE OF</u>
	<u>EQUITY</u>
ITEM 16E.	<u>SECURITIES BY</u> 64
	<u>THE ISSUER AND</u>
	<u>AFFILIATED</u>
	<u>PURCHASERS</u>
	<u>CHANGES IN</u>
ITEM 16F.	<u>REGISTRANT'S</u> 64
	<u>CERTIFYING</u>
	<u>ACCOUNTANT</u>
ITEM 16G.	<u>CORPORATE</u> 64
	<u>GOVERNANCE</u>
ITEM 16H.	<u>MINE SAFETY</u> 65
	<u>DISCLOSURE</u>

<u>PART III</u>	65
ITEM 17. <u>FINANCIAL STATEMENTS</u>	65
ITEM 18. <u>FINANCIAL STATEMENTS</u>	65
ITEM 19. <u>EXHIBITS</u>	65

**PART I****ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**ITEM 3. KEY INFORMATION****A. Selected Financial Data**

We derived the following consolidated statements of operations data for the years ended December 31, 2016, 2017 and 2018 and the consolidated balance sheet data as of December 31, 2017 and 2018 from our audited consolidated financial statements, included elsewhere in this annual report. We derived the consolidated statements of operations data for the years ended December 31, 2014 and 2015, and the consolidated balance sheet data as of December 31, 2014, 2015 and 2016 from our audited consolidated financial statements that are not included in this annual report. (See Item 4A. “Discontinued Operations”).

	Year Ended December 31,				
	2014	2015	2016	2017	2018
	(U.S. dollars in thousands)				
Revenues	\$21,625	\$14,074	\$12,821	\$26,182	\$28,032
Cost of revenues	15,284	11,665	11,379	17,919	17,914
Gross profit	6,341	2,409	1,442	8,263	10,118
Research and development, net	789	693	758	1,575	3,092
Marketing and selling	2,392	2,357	2,269	2,137	2,860
General and administrative	1,667	1,513	1,814	2,568	4,001
Goodwill impairment	-	587	-	-	-
Net loss from sale of fixed assets	-	-	-	-	103
Operating income (loss)	1,493	(2,741 )	(3,399 )	1,983	62
Financial (income) expense, net	1,256	3,577	1,521	156	(119 )

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Net income (loss) from continuing operations	237	(6,318 )	(4,920 )	1,827	181
Net income (loss) from discontinued operations	(36 )	(179 )	13	515	(404 )
Net income (loss)	201	(6,497 )	(4,907 )	2,342	(223 )
Net income (loss) attributable to non-controlling interest from discontinued operations	(7 )	(36 )	3	103	(386 )
Net income (loss) attributable to RADA Electronic Industries' shareholders	\$208	\$(6,461 )	\$(4,910 )	\$2,239	\$163
Basic net income (loss) per Ordinary share attributable for RADA Electronic Industries' shareholders	\$0.02	\$(0.53 )	\$(0.35 )	\$0.07	\$0.02
Diluted net income (loss) per Ordinary share attributable for RADA Electronic Industries' shareholders	\$0.02	\$(0.53 )	\$(0.35 )	\$0.06	\$0.02
Weighted average number of shares used to compute basic net income (loss) per share	8,945	11,904	14,029	24,957	33,185
Weighted average number of shares used to compute diluted net income (loss) per share	8,945	11,904	14,029	28,127	33,717

	As of December 31,				
	2014	2015	2016	2017	2018
	(U.S. dollars in thousands)				
<b>BALANCE SHEET DATA:</b>					
Working capital	\$35	\$6,522	\$11,106	\$25,641	\$37,840
Total assets	20,097	18,576	20,987	36,030	53,502
Short-term credits and current maturities of long-term loans	6,709	-	-	-	-
Convertible note - short term	3,000	3,090	3,175	-	-
Shareholders' equity	\$3,547	\$8,507	\$10,516	\$28,526	\$42,213

## **B. Capitalization and Indebtedness**

Not applicable.

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

Not applicable.

## **D. Risk Factors**

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

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

*We have a history of operating losses and although we returned to operating profitability in 2017, we may not be able to sustain profitable operations in the future. To the extent that we incur operating losses in the future, we may not have sufficient working capital to fund our operations.*

We incurred operating losses in three of the five years ended December 31, 2018 and may not be able to achieve or sustain profitable operations in the future or generate positive cash flows from operations. As of December 31, 2018, our accumulated deficit was \$77 million, and we had cash, cash equivalents and short-term bank deposits of \$20.8 million, compared to cash, cash equivalents and short-term bank deposits of \$12.4 million as of December 31, 2017. Based on our current operations, we believe our existing funds will be sufficient to fund our operations in 2019. To the extent that we incur operating losses in the future or are unable to generate free cash flows from our business, we may not have sufficient working capital to fund our operations and will be required to obtain additional financing. Such financing may not be available, or if available, may not be on terms satisfactory to us. If adequate funds are not available to us, our business, and results of operations and financial condition will be adversely affected.

*While we have met with initial success in the introduction of our advanced ground radars for tactical applications such as defense forces protection and border protection, there can be no assurance that we will succeed in obtaining general market acceptance or that we will ever recover our investment in this new product family.*

We have developed a number of radar hardware platforms for use in combat vehicles and tactical protection applications for defense forces and border protection. In December 2014, we announced the first significant order for this product family, a \$4.5 million order from the Israel Ministry of Defense. To date, we have received over \$ 35 million in orders for our ground radar products, but cannot assure you that our ground radars will achieve broad market acceptance.

***We may be required to obtain financing for strategic opportunities, which financing may not be available for us in a timely manner or on favorable terms, and which may dilute the holdings of our shareholders and/or require us to incur additional debt.***

In order to invest in strategic opportunities in support of our growth plans and/or business development activities, we may be required to obtain funds from financing sources, including through debt vehicles or re-financing, sale of new securities or other financing alternatives. There is no assurance that we will be able to obtain sufficient funding, if at all, from the financing sources detailed above or other sources in a timely manner (or on commercially reasonable terms) in order to allow us to fund our growth plans and/or business development activities, which may adversely affect our financial position and operations, may dilute the holdings of our shareholders or require us to incur additional debt.

***Competition in the market for defense electronics is intense. Our products may not achieve market acceptance, which could adversely affect our business, financial condition and results of operations.***

The market for our products is highly competitive and we may not be able to compete effectively in our market. Our principal competitors in the defense electronics market, include Israel Aerospace Industries Ltd., or IAI, Raytheon Company, Northrop Grumman Corporation, Thales Group, and SRC Inc. We expect to continue to face competition from these and other competitors. Most of our competitors are larger and have substantially greater resources than us, including financial, technological, marketing and distribution capabilities, and enjoy greater market recognition than we do. These competitors are able to achieve greater economies of scale and may be less vulnerable to price competition than us. We may not be able to offer our products as part of integrated systems to the same extent as our competitors or successfully develop or introduce new products that are more cost effective or offer better performance than those of our competitors. Failure to do so could adversely affect our business, financial condition and results of operations.

***We may not be able to implement our growth strategy which could adversely affect our business, financial condition and results of operations.***

In line with our growth strategy, we entered into a number of strategic relationships with Embraer S.A., or Embraer, Hindustan Aeronautics Ltd., or HAL, IAI, Lockheed Martin Corporation, or Lockheed Martin, Boeing Defense, Space & Security, or Boeing, Rafael Advanced Defense Systems Ltd., or Rafael, Elbit Systems Ltd., or Elbit, and Leonardo DRS, or DRS and SAZE Technologies LLC., or SAZE, to increase our penetration into the defense electronics market. We are currently investing and intend to continue to invest significant resources to develop these relationships and additional new relationships. Should our relationships fail to materialize into significant agreements or should we fail to work efficiently with these companies, we may lose sales and marketing opportunities and our business, results of operations and financial condition could be adversely affected.

Our growth is dependent in part on the development of new products, based on internal research and development. We may not accurately identify market needs before we invest in the development of a new product. In addition, we might face difficulties or delays in the development process that will result in our inability to timely offer products that satisfy the market and competing products may emerge during the development and certification process.

***Reductions in defense budgets worldwide may cause a reduction in our revenues, which would adversely affect our business, operating results and financial condition.***

Substantially all of our revenues are derived from the sale of products with military applications. These revenues totaled approximately \$28 million, or 100% of our revenues in 2018, \$26.1 million, or 100% of our revenues, in the year ended December 31, 2017 and \$12.8 million, or 100% of our revenues, in the year ended December 31, 2016. The defense budgets of a number of countries have declined and may be reduced in the future. Declines in defense budgets may result in reduced demand for our products and manufacturing services. This would result in reduction in our core business' revenues and adversely affect our business, results of operations and financial condition.



***Unfavorable national and global economic conditions could have a material adverse effect on our business, operating results and financial condition.***

During periods of slowing economic activity, our customers may reduce their demand for our products, technology and professional services, which would reduce our sales, and our business, operating results and financial condition may be adversely affected. Significant portions of our operations are conducted outside the markets in which our products and solutions are manufactured or generally sold, and accordingly, we often export a substantial number of products into such markets. We may, therefore, be denied access to potential customers or suppliers or denied the ability to ship products from any of our subsidiaries into the countries in which we currently operate or wish to operate, as a result of economic, legislative, political and military conditions, including hostilities and acts of terrorism, in such countries.

The global macroeconomic environment is facing challenges, including the economic slowdown in China and the Eurozone, the end of quantitative easing by the U.S. Federal Reserve and the uncertain impact of “Brexit.” There is considerable uncertainty over the long-term effects of the expansionary monetary and fiscal policies adopted by the central banks and financial authorities of some of the world’s leading economies, including the U.S. There have been concerns over conflicts, unrest and terrorist threats on a global level, which have resulted in volatility in oil and other markets. The U.S. and China have recently been involved in controversy over trade barriers in China that threatened a trade war between the countries and have implemented or proposed to implement tariffs on certain imported products. Sustained tension between the U.S. and China over trade policies could significantly undermine the stability of the global economy. It is unclear whether these challenges and uncertainties will be contained or resolved, and what effects they may have on the global political and economic conditions in the long term.

Any slowdown or instability in the global economy could impact income, purchasing power and consumption levels among other things, which could limit growth, increase delinquency rates and ultimately have a material adverse effect on us. In addition, any global economic slowdown or uncertainty may result in volatile conditions in the global financial markets, which could have a material adverse effect on us, including on our ability to access capital and liquidity on financial terms acceptable to us, if at all. Any such adverse effect on capital markets funding availability or costs or in deposit rates could have a material adverse effect on our interest margins and liquidity.

We may also be required in the future to increase our reserves for doubtful accounts. In addition, the fair value of some of our assets may decrease as a result of an uncertain economy and as a result, we may be required to record impairment charges in the future. If global economic and market conditions or economic conditions in key markets remain uncertain or weaken further, our financial condition and operating results may be materially adversely affected.

***Sales of our products are subject to governmental procurement procedures and practices; termination, reduction or modification of contracts with our customers or a substantial decrease in our customers' budgets may adversely affect our business, operating results and financial condition.***

Our products are primarily sold to governmental agencies, governmental authorities and government-owned companies, many of which have complex and time-consuming procurement procedures. A substantial time often elapses from the time we begin marketing a product until we actually sell that product to a particular customer. In addition, our sales to governmental agencies, authorities and companies are directly affected by these customers' budgetary constraints and the priority given in their budgets to the procurement of our products. A decrease in governmental funding for our customers' budgets would adversely affect our results of operations. This risk is heightened during periods of global economic slowdown. Accordingly, governmental purchases of our systems, products and services may decline in the future as the governmental purchasing agencies may terminate, reduce or modify contracts or subcontracts if:

their requirements or budgetary constraints change;

they cancel multi-year contracts and related orders if funds become unavailable;

they shift spending priorities into other areas or for other products; or

they adjust contract costs and fees on the basis of audits.

Any such event may have a material adverse effect on us.

Further, our business with the State of Israel and other governmental entities is, in general, subject to delays in funding and performance of contracts and the termination for convenience (among other reasons) of contracts or subcontracts with governmental entities. The termination, reduction or modification of our contracts or subcontracts with the Government of Israel in the event of change in requirements, policies or budgetary constraints would have an adverse effect on our business, operating results and financial condition.

***If we do not receive the governmental approvals necessary for the export of our products, our revenues may decrease. Similarly, if our suppliers and partners do not receive government approvals necessary to export their products or designs to us, our revenues may decrease, and we may fail to implement our growth strategy.***

Israel's defense export policy regulates the sale of our systems and products. Current Israeli policy encourages export to approved customers of defense systems and products, such as ours, as long as the export is consistent with Israeli government policy. A license is required to initiate marketing activities. We are also required to obtain a specific export license for any hardware exported from Israel. We may not be able to receive all the required permits and licenses for which we may apply in the future. If we do not receive the required permits for which we apply, our revenues may decrease.

We are subject to laws regulating export of "dual use" items (items that are typically sold in the commercial market, but that also may be used in the defense market) and defense export control legislation. Additionally, our participation in governmental procurement processes in Israel and other countries is subject to specific regulations governing the conduct of the process of procuring defense contracts. Furthermore, solicitations for procurements by governmental purchasing agencies in Israel and other countries are governed by laws, regulations and procedures relating to procurement integrity, including avoiding conflicts of interest and corruption in the procurement process. We may not be able to respond quickly and effectively to changing laws and regulations and any failure to comply with such laws and regulations may subject us to significant liability and penalties.

***We depend on sales to key customers and the loss of one or more of our key customers would result in a loss of a significant amount of our revenues, which would adversely affect our business, financial condition and results of operations.***

A significant portion of our revenues is derived from a small number of customers. During the years ended December 31, 2018 and 2017, 72% and 77% of our revenues, respectively, were attributable to nine customers. We anticipate that a significant portion of our future revenues will continue to be derived from sales to a small number of customers.

No assurances can be given that our customers will continue to purchase our products, that we will be successful in any bid for new contracts to provide such products, or that if we were granted subsequent orders, such orders would be of a scope comparable to the sales that we have experienced to date. If our principal customers do not continue to purchase products from us at current levels or if we do not retain such customers and we are not able to derive sufficient revenues from sales to new customers to compensate for their loss, our revenues would be reduced and adversely affect our business, cash flows, financial condition and results of operations.

***We depend on suppliers of components for our products and if we are unable to obtain these components when needed, we could experience delays in the manufacturing of our products and our financial results could be adversely affected.***

We acquire most of the components for the manufacturing of our products from suppliers and subcontractors, most of whom are located in Israel and the U.S. A number of these suppliers are currently the sole source of one or more components upon which we are dependent. Suppliers of some of the components for manufacturing require us to place orders with significant lead-time to assure supply in accordance with our manufacturing requirements. Delays in supply may significantly hurt our ability to fulfill our contractual obligations and may significantly hurt our business and result of operations. In addition, we may not be able to continue to obtain such components from these suppliers on satisfactory commercial terms. Temporary disruptions of our manufacturing operations would ensue if we were required to obtain components from alternative sources, which may have an adverse effect on our financial results.

***Rapid technological changes may adversely affect the market acceptance of our products and could adversely affect our business, financial condition and results of operations.***

The defense electronics market in which we compete is subject to technological changes, introduction of new products, change in customer demands and evolving industry standards. Our future success will depend upon our ability to keep pace with technological developments and to timely address the increasingly sophisticated needs of our customers by supporting existing and new technologies and by developing and introducing enhancements to our current products and new products. We may not be successful in developing and marketing enhancements to our products that will respond to technological change, evolving industry standards or customer requirements. In addition, we may experience difficulties that could delay or prevent the successful development, introduction and sale of such enhancements and such enhancements may not adequately meet the requirements of the market and may not achieve any significant degrees of market acceptance. If release dates of our new products or enhancements are delayed or, if when released, they fail to achieve market acceptance, our business, operating results and financial condition may be adversely affected.

***We enter into fixed-price contracts that could expose us to losses in the event we fail to properly estimate our costs.***

We enter into firm fixed-price contracts. If our initial cost estimates are incorrect, we can lose money on these contracts. Because many of these contracts involve new technologies, unforeseen events, such as technological difficulties and other cost overruns, can result in the contract pricing becoming less favorable or even unprofitable to us and have an adverse impact on our financial results.

***Breaches of network or information technology security, natural disasters or terrorist attacks could have an adverse effect on our business.***

Cyber-attacks or other breaches of network or IT security, natural disasters, terrorist acts or acts of war may cause equipment failures or disrupt our systems and operations. We may be subject to attempts to breach the security of our networks and IT infrastructure through cyber-attack, malware, computer viruses and other means of unauthorized access. The potential liabilities associated with these events could exceed the insurance coverage we maintain. Our inability to operate our facilities as a result of such events, even for a limited period of time, may result in significant expenses or loss of market share to other competitors in the defense electronics market. In addition, a failure to protect the privacy of customer and employee confidential data against breaches of network or IT security could result in damage to our reputation. To date, we have not been subject to cyber-attacks or other cyber incidents which, individually or in the aggregate, resulted in a material impact to our operations or financial condition.

***We are subject to risks associated with international operations; we generate a significant portion of our sales from customers located in countries that may be adversely affected by political or economic instability and corruption.***

We are aviation and defense company with worldwide operations. Although 79% of our sales are in Israel and North America, we expect to derive an increasing portion of our sales and future growth from other regions such as Latin America, India and Central and Eastern Europe, which may be more susceptible to political or economic instability. In addition, in many less-developed markets, we rely heavily on third-party representatives, consultants and other agents for business development, marketing and distribution of our products. Many of these third parties do not have internal compliance resources comparable to ours. Business activities in many of these markets have historically been more susceptible to corruption. If our efforts to screen third party agents and detect cases of potential misconduct fail, we could be held responsible for the noncompliance of these third parties under applicable laws and regulations, which may adversely affect our reputation and our business, financial condition or results of operations.

Exports (whether direct sales or sales through our Israeli customers) accounted for 63% of our revenues in 2018, 76% of our revenues in 2017 and 43% of our revenues in 2016. Our reliance on export sales subjects us to many risks inherent in engaging in international business, including:

- Limitations and disruptions resulting from the imposition of government controls;
- Changes in regulatory requirements;
- Export license requirements;
- Economic or political instability;
- Trade restrictions;
- Changes in tariffs;
- Currency fluctuations;
- Longer receivable collection periods and greater difficulty in accounts receivable collection;
- Greater difficulty in safeguarding intellectual property;
- Difficulties in managing overseas subsidiaries and international operations; and
- Potential adverse tax consequences.

We may not be able to sustain or increase revenues from international operations and may encounter significant difficulties, in connection with the sale of our products in international markets. Any of those events may adversely affect our business, operating results and financial condition.

In addition, as a company registered with the SEC, we are subject to the regulations imposed by the Foreign Corrupt Practices Act, or FCPA, which generally prohibits registrants and their intermediaries from making improper payments to foreign officials, for the purpose of obtaining or keeping business or obtaining an improper business benefit. We have adopted proactive procedures to promote compliance with the FCPA, but we may be held liable for actions taken by our strategic or local partners or agents even though these partners may not themselves be subject to the FCPA. Any determination that we have violated the FCPA could materially and adversely affect our business, results of operations, and cash flows.

***Currency exchange rate fluctuations in the world markets in which we conduct business could have a material adverse effect on our business, results of operations and financial condition.***

Most of our revenues are in dollars or are linked to the dollar, while a portion of our expenses, principally salaries and related personnel expenses, are incurred in other currencies, particularly in NIS. Therefore, our costs in such other currencies, as expressed in dollars, are influenced by the exchange rate between the dollar and the relevant currency. We are also exposed to the risk that the rate of inflation in Israel will exceed the rate of depreciation of the NIS in relation to the dollar or that the timing of this depreciation lags behind inflation in Israel. This would have the effect of increasing the dollar cost of our operations. In the past, the NIS exchange rate with the dollar and other foreign currencies has fluctuated, generally reflecting inflation rate differentials. We cannot predict any future trends in the rate of inflation in Israel or the rate of depreciation or appreciation of the NIS against the dollar. If the dollar cost of our operations in Israel increases, our dollar-measured results of operations will be adversely affected. We engage in currency hedging transactions intended to partly reduce the effect of fluctuations in foreign currency exchange rates on our results of operations. However, such transactions may not materially reduce the effect of fluctuations in foreign currency exchange rates on our results of operations.



***Claims that our products infringe upon the intellectual property of third parties may require us to incur significant costs, enter into licensing agreements or license substitute technology.***

Third parties may assert infringement claims against us or claims that we have violated a patent or infringed on a copyright, trademark or other proprietary right belonging to them. Any infringement claim, even one without merit, could result in the expenditure of significant financial and managerial resources to defend against the claim. Moreover, a successful claim of product infringement against us or a settlement could require us to pay substantial amounts or obtain a license to continue to use the technology that is the subject of the claim, or otherwise restrict or prohibit our use of the technology. We might not be able to obtain a license from the third party asserting the claim on commercially reasonable terms, if at all. We also may not be able to obtain a license from another provider of suitable alternative technology to permit us to continue offering the product. Infringement claims asserted against us could have a material adverse effect on our business, operating results and financial condition.

***Regulations related to conflict minerals may cause us to incur additional expenses and could limit the supply and increase the costs of certain metals used in the manufacturing of our solutions.***

The Dodd-Frank Wall Street Reform and Consumer Protection Act imposes disclosure requirements regarding the use in components of our products of “conflict minerals” mined from the Democratic Republic of Congo and adjoining countries, whether the components of our products are manufactured by us or third parties. These requirements could affect the pricing, sourcing and availability of minerals used in the manufacture of components we use in our products. Although the SEC has provided guidance with respect to a portion of the conflict mineral filing requirements that may somewhat reduce our reporting practices, there are costs associated with complying with the disclosure requirements and customer requests, such as costs related to our due diligence to determine the source of any conflict minerals used in our products. We may face difficulties in satisfying customers who may require that all of the components of our products are certified as conflict mineral free or free of numerous other hazardous materials.

***We may fail to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act of 2002, which could have an adverse effect on our financial results and the market price of our Ordinary Shares.***

The Sarbanes-Oxley Act of 2002 imposes certain duties on us and our executives and directors. Our efforts to comply with the requirements of Section 404(a) of the Sarbanes-Oxley Act of 2002 governing internal controls and procedures for financial reporting, which started, in connection with our 2007 Annual Report on form 20-F, have resulted in increased general and administrative expense and a diversion of management time and attention, and we expect these efforts to require the continued commitment of significant resources. We may identify material weaknesses or significant deficiencies in our assessments of our internal controls over financial reporting. Failure to maintain effective internal controls over financial reporting could result in investigation or sanctions by regulatory authorities and could have a material adverse effect on our operating results, investor confidence in our reported

financial information and the market price of our Ordinary Shares.

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

*Because one of our shareholders, DBSI, holds approximately 25.1% of our outstanding shares, investors may not be able to affect the outcome of shareholder votes.*

DBSI currently beneficially owns 9,547,088 of our Ordinary Shares, or approximately 25.1% of our outstanding shares. For as long as DBSI, or any shareholder, holds a significant interest in our company, it may have the ability to exercise a controlling influence over our business and affairs, including any determinations with respect to potential mergers or other business combinations involving us, our acquisition or disposition of assets, our incurrence of indebtedness, our issuance of any additional Ordinary Shares or other equity securities, our repurchase or redemption of Ordinary Shares and our payment of dividends. Similarly, as long as DBSI has a controlling interest in our company, it will have the power to determine or significantly influence the outcome of matters submitted to a vote of our shareholders, including the power to elect all of the members of our board of directors (except external directors, within the meaning of Israeli law), or prevent an acquisition or any other change in control of us. Because the interests of our controlling shareholders may differ from the interests of our other shareholders, actions taken by it with respect to us may not be favorable to our other shareholders.

*Our share price has been volatile in the past and may decline in the future.*

Our Ordinary Shares have experienced significant market price and volume fluctuations in the past and may experience significant market price and volume fluctuations in the future in response to factors such as the following, some of which are beyond our control:

Quarterly variations in our operating results;

Operating results that vary from the expectations of securities analysts and investors;

Changes in expectations as to our future financial performance, including financial estimates by securities analysts and investors;

Announcements of technological innovations or new products by us or our competitors;

Announcements by us or our competitors of significant contracts, acquisitions, strategic partnerships, joint ventures or capital commitments;

Changes in the status of our intellectual property rights;

Announcements by third parties of significant claims or proceedings against us;

Additions or departures of key personnel;

Future sales of our Ordinary Shares;

Delisting of our shares from the NASDAQ Capital Market; and

Stock market price and volume fluctuations.

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

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

In addition, to continue to be listed on the NASDAQ Capital Market, we need to satisfy a number of conditions, including a minimum closing bid price per share of \$1.00. At times in the past we were not in compliance with this requirement, although we managed to regain compliance by a reverse stock split. If in the future, our share price drops again (for 30 consecutive days under a bid price per share of \$1.00), we may be eventually delisted from NASDAQ and trading in our Ordinary Shares would be conducted on a market where an investor would likely find it significantly more difficult to dispose of, or to obtain accurate quotations as to the value of our Ordinary Shares.

***Substantial future sales of our Ordinary Shares by our principal shareholders may depress our share price.***

If our principal shareholders sell substantial amounts of their Ordinary Shares, including shares registered under effective registration statements and shares issuable upon the exercise of outstanding warrants, or if the perception exists that our principal shareholders may sell a substantial number of our Ordinary Shares, the market price of our Ordinary Shares may fall. Any substantial sales of our shares in the public market also might make it more difficult for us to sell equity or equity related securities in the future at a time and on terms we deem appropriate.

***We do not intend to pay dividends.***

We have never declared or paid cash dividends on our Ordinary Shares and do not expect to do so in the foreseeable future. The declaration of dividends is subject to the discretion of our board of directors and will depend on various factors, including our operating results, financial condition, future prospects and any other factors deemed relevant by our board of directors. You should not rely on an investment in our company if you require dividend income from your investment in our company. The success of your investment will likely depend entirely upon any future appreciation of the market price of our Ordinary Shares, which is uncertain and unpredictable. There is no guarantee that our Ordinary Shares will appreciate in value or even maintain the price at which you purchased your Ordinary Shares.

***We may be classified as a passive foreign investment company, or PFIC, which would subject our U.S. investors to adverse tax rules.***

U.S. holders of our Ordinary Shares may face income tax risks. We have been advised that we may have been a “passive foreign investment company” (“PFIC”) for the 2018 taxable year. Our treatment as a PFIC could result in a reduction in the after-tax return to U.S. Holders (as defined below in Item 10E. “Additional Information – Taxation”) of our Ordinary Shares and would likely cause a reduction in the value of such shares. A foreign corporation will be treated as a PFIC for U.S. federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of certain types of “passive income,” or (2) at least 50% of the average value of the corporation’s gross assets produce, or are held for the production of, such “passive income.” For purposes of these tests, “passive income” includes dividends, interest, gains from the sale or exchange of investment property and rents and royalties other than rents and royalties that are received from unrelated parties in connection with the active conduct of a trade or business. For purposes of these tests, income derived from the performance of services does not constitute “passive income.” If we are treated as a PFIC, U.S. Holders of Ordinary Shares would be subject to a special adverse U.S. federal income tax regime with respect to the income derived by us, the distributions they receive from us, and the gain, if any, they derive from the sale or other disposition of their Ordinary Shares. In particular, dividends paid by us, if any, would not be treated as “qualified dividend income,” eligible for preferential tax rates in the hands of non-corporate U.S. shareholders. Since PFIC status depends upon the composition of our income and the market value of our assets from time to time, even if we were not a PFIC in 2018, there can be no assurance that we will not become a PFIC in any future taxable year. U.S. Holders should carefully read Item 10E. “Additional Information – Taxation” for a more complete discussion of the U.S. federal income tax risks related to owning and disposing of our Ordinary Shares.

**Risks Relating to Our Location in Israel**

***Political, economic and military instability in Israel may disrupt our operations and negatively affect our business condition, harm our results of operations and adversely affect our share price.***

We are incorporated under the laws of, and our principal executive offices and manufacturing and research and development facilities are located in the State of Israel. As a result, political, economic and military conditions affecting Israel directly influence us. Any major hostilities involving Israel, a full or partial mobilization of the reserve forces of the Israeli army, the interruption or curtailment of trade between Israel and its present trading partners, or a significant downturn in the economic or financial condition of Israel could adversely affect our business, financial condition and results of operations.

Conflicts in North Africa and the Middle East, including in Egypt and Syria which border Israel, have resulted in continued political uncertainty and violence in the region. Efforts to improve Israel's relationship with the Palestinian Authority have failed to result in a permanent solution, and there have been numerous periods of hostility in recent years. In addition, relations between Israel and Iran continue to be seriously strained, especially with regard to Iran's nuclear program. Such instability may affect the local and global economy, could negatively affect business conditions and, therefore, could adversely affect our operations. To date, these matters have not had any material effect on our business and results of operations; however, the regional security situation and worldwide perceptions of it are outside our control and there can be no assurance that these matters will not negatively affect our business, financial condition and results of operations in the future.

Furthermore, we could be adversely affected by the interruption or reduction of trade between Israel and its trading partners. Some countries, companies and organizations continue to participate in a boycott of Israeli companies and others doing business with Israel or with Israeli companies. As a result, we are precluded from marketing our products to these countries, companies and organizations. Foreign government defense export policies towards Israel could also make it more difficult for us to obtain the export authorizations necessary for our activities. Also, over the past several years there have been calls in Europe and elsewhere to reduce trade with Israel. Restrictive laws, policies or practices directed towards Israel or Israeli businesses may have an adverse impact on our operations, our financial results or the expansion of our business.

***Our results of operations may be negatively affected by the obligation of our personnel to perform military service.***

Some of our employees in Israel are obligated to perform annual military reserve duty and are subject to being called for active duty under emergency circumstances. If a military conflict or war arises, these individuals could be required to serve in the military for extended periods of time. Our operations could be disrupted by the absence for a significant period of one or more of our executive officers or key employees or a significant number of other employees due to military service. Any disruption in our operations could adversely affect our business.

***We may not be able to enforce covenants not-to-compete under current Israeli law.***

We have non-competition agreements with most of our employees, many of which are governed by Israeli law. These agreements generally prohibit our employees from competing with us or working for our competitors for a specified period following termination of their employment. However, Israeli courts are reluctant to enforce non-compete undertakings of former employees and tend, if at all, to enforce those provisions for relatively brief periods of time in restricted geographical areas and only when the employee has unique value specific to that employer's business and not just regarding the professional development of the employee. Any such inability to enforce non-compete covenants may cause us to lose any competitive advantage resulting from advantages provided to us by such confidential information.

***We may become subject to claims for remuneration or royalties for assigned service invention rights by our employees, which could result in litigation and adversely affect our business.***

A significant portion of our intellectual property has been developed by our Israeli employees in the course of their employment for us. Under the Israeli Patent Law, 5727-1967, or Israeli Patent Law, inventions conceived by an employee during the term and as part of the scope of his or her employment with a company are regarded as "service inventions," which belong to the employer, absent a specific agreement between the employee and employer giving the

employee service invention rights. The Israeli Patent Law also provides that if there is no such agreement between an employer and an employee, the Israeli Compensation and Royalties Committee, or C&R Committee, a body constituted under the Israeli Patent Law, shall determine whether the employee is entitled to remuneration for his inventions. The C&R Committee (decisions of which have been upheld by the Israeli Supreme Court) has held that employees may be entitled to remuneration for their service inventions despite having specifically waived any such rights. Further, the C&R Committee has not yet set specific guidelines regarding the method for calculating this remuneration or the criteria or circumstances under which an employee's waiver of his right to remuneration will be disregarded. We generally enter into intellectual property assignment agreements with our employees pursuant to which such employees assign to us all rights to any inventions created in the scope of their employment or engagement with us. Although our employees have agreed to assign to us service invention rights and have specifically waived their right to receive any special remuneration for such assignment beyond their regular salary and benefits, we may face claims demanding remuneration in consideration for assigned inventions. As a consequence of such claims, we could be required to pay additional remuneration or royalties to our current or former employees, or be forced to litigate such claims, which could negatively affect our business.

***Service and enforcement of legal process on us and our directors and officers may be difficult to obtain.***

Service of process upon our directors and officers and the Israeli experts named in this annual report, most of who reside outside the U.S., may be difficult to obtain within the U.S. Furthermore, since substantially most our assets, our directors and officers and the Israeli experts named in this annual report are located outside the U.S., any judgment obtained in the U.S. against us or these individuals or entities may not be collectible within the U.S.



There is doubt as to the enforceability of civil liabilities under the Securities Act and the Securities Exchange Act in original actions instituted in Israel. However, subject to certain time limitations and other conditions, Israeli courts may enforce final judgments of U.S. courts for liquidated amounts in civil matters, including judgments based upon the civil liability provisions of those Acts.

***The rights and responsibilities of our shareholders are governed by Israeli law and differ in some respects from those of a typical U.S. corporation.***

We are incorporated under Israeli law and the rights and responsibilities of holders of our Ordinary Shares are governed by our articles of association and by Israeli law. These rights and responsibilities differ in some respects from the rights and responsibilities of shareholders in typical U.S. corporations. In particular, a shareholder of an Israeli company has a duty to act in good faith in exercising his or her rights and fulfilling his or her obligations toward the company and other shareholders and to refrain from abusing his power in the company, including, among other things, in voting at the general meeting of shareholders on certain matters. Israeli law provides that these duties are applicable to shareholder votes at the general meeting with respect to, among other things, amendments to a company's articles of association, increases in a company's authorized share capital, mergers and actions and transactions involving interests of officers, directors or other interested parties which require the shareholders' approval. In addition, a controlling shareholder of an Israeli company or a shareholder who knows that he or she possesses the power to determine the outcome of a vote at a meeting of our shareholders, or who has, by virtue of the company's articles of association, the power to appoint or prevent the appointment of an office holder in the company, or any other power with respect to the company, has a duty of fairness toward the company. However, Israeli law does not define the substance of this duty of fairness. There is little case law available to assist in understanding the implications of these provisions that govern shareholder behavior.

***Israeli government programs and tax benefits may be terminated or reduced in the future, which could increase our tax expenses.***

We participate from time to time in programs of the Israeli Innovation Authority (formerly the Office of the Chief Scientist) of the Israeli Ministry of Economy, or Innovation Authority, for which we receive funding for the development of technologies and products. We may benefit from certain Israeli government programs and tax benefits, particularly from tax exemptions and cash incentives, including "Approved Enterprise" status due to our manufacturing facilities in Israel. To be eligible for these programs and tax benefits or similar programs in the future, we must meet certain conditions, including making specified investments in fixed assets and equipment. For more information about these programs see Item 5. "*Operating and financial review and prospects – Research & Developments – Israeli Innovation Authority.*" If we fail to comply with these conditions, we may be required to pay additional penalties, make refunds and may be denied future benefits. From time to time, the government of Israel has discussed reducing or eliminating the benefits available under these programs, and therefore these benefits may not be available to us in the future at their current levels or at all.

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

As a foreign private issuer whose shares are listed on the NASDAQ Capital Market, we are permitted to follow certain home country corporate governance practices instead of certain requirements of The NASDAQ Stock Market Rules. Among other things, as a foreign private issuer we may follow home country practice with regard to the composition of the board of directors, director nomination procedure, and quorum at shareholders' meetings. In addition, we may follow our home country law, instead of the NASDAQ Stock Market Rules, which require that we obtain shareholder approval for certain dilutive events such as for the establishment or amendment of certain equity based compensation plans, an issuance that will result in a change of control of the company, certain transactions other than a public offering involving issuances of a 20% or more interest in the company, and certain acquisitions of the stock or assets of another company. A foreign private issuer that elects to follow a home country practice instead of NASDAQ requirements must submit to NASDAQ in advance a written statement from an independent counsel in such issuer's home country certifying that the issuer's practices are not prohibited by the home country's laws. In addition, a foreign private issuer must disclose in its annual reports filed with the SEC each such requirement that it does not follow and describe the home country practice followed by the issuer instead of any such requirement. Accordingly, our shareholders may not be afforded the same protection as provided under NASDAQ's corporate governance rules.

## **ITEM 4. INFORMATION ON THE COMPANY**

### **A. History and Development of the Company**

We were incorporated under the laws of the State of Israel on December 8, 1970. We are a public limited liability company under the Israeli Companies Law 1999-5759, or the Israeli Companies Law, and operate under this law and associated legislation. Our registered offices and principal place of business are located at 7 Giborei Israel Street, Netanya 4250407, Israel, and our telephone number is: +972-9-892-1111. Our website address is [www.rada.com](http://www.rada.com). The information on our website is not incorporated by reference into this annual report.

We develop, manufacture and sell defense electronics, including avionics solutions (including avionics for unmanned aerial vehicles and airborne inertial navigation systems), airborne data/video recording and management systems and tactical land-based radars for defense forces and for border protection systems. In addition, while we continue to sell and support our legacy commercial products and services, in 2016 we decided to actively pursue the sale of our Chinese subsidiary, Beijing Hua Rui Aircraft Maintenance and Service, Co., Ltd., known as CACS, which is the main platform of our test and repair shop activity. On December 2018, we signed an agreement to sell CACS, which sale is expected to close later in 2019. The results presented in this annual report were adjusted to present CACS' results in a separate line as "Discontinued Operations."

In March 2018, we announced the formation of a joint venture company with SAZE Technologies LLC of Silver Spring, MD. The new company, RADA Technologies LLC, or RTL is based in Silver Spring, MD and is focused on the adaption of our tactical radar technology for the U.S. market. Initially, the joint venture will adapt our technology to meet U.S. customer requirements, certifying the radars to U.S. standards, establishing production capabilities and providing infrastructure for maintenance and support.

### **B. Business Overview**

#### **Industry Overview**

Our activity is primarily focused on the defense electronics market. This is a growing market and is currently a large part of the defense industry. The defense electronics market reflects two contradictory trends, the proliferation of defense electronics, which has been offset by the significant reduction in the price of electronic systems which is reducing the dollar value of the market. Today, new military vehicles of all kinds are equipped with significantly more electronic systems than they used to carry in the past. The increasing usage of advanced electronics in modern

vehicles, including upgrades of existing technology and the growing use of unmanned vehicles of all kinds, have provided significant growth to the market.

Today's advanced defense electronics systems typically incorporate components that are derived from the industrial or the consumer electronics markets, especially from the telecom and automotive markets. Most of the defense electronics systems are built with commercial components and even with sub-systems, which reduce the overall price, and at the same time generate complex obsolescence issues.

Purchasers of defense electronics products are either governments or major integrators. Engagement in business relationships with these customers is complex, has a long sales cycle and requires long-term commitments for future support of delivered hardware. Production batches of such products are usually small.

Suppliers of defense electronic systems are either providers of sub-systems to major integrators and platform manufacturers or are providers of integrated systems to the industry or to the armed forces. These companies are typically very large and have diversified product offerings.

New products in the defense electronic market are usually developed utilizing internal and customer sponsored research and development funds and are tailored to specific customer needs. In many cases, the customer who pays for the design and adaptation, limits the use of intellectual property that was funded by it for other applications, due to either commercial or security reasons.

## **Products and Services**

We primarily sell state-of-the-art defense electronics products. We may also provide end-to-end solutions for one or more systems or sub-systems. Our current product lines are:

Military Avionics (Data/video recorders, core avionics for aircraft and UAVs) and airborne Inertial Navigation Systems;

Tactical Radars for defense forces and border protection systems (land based).

While we continued to support our legacy commercial aviation test stations, in 2016 we decided to sell CACS, our main platform for our test and repair shop activity. We signed an agreement to sell CACS in December 2018.

### ***Military Avionics***

We are active in the field of mission data & video recording, management, and post-mission analysis and debriefing for fighter and trainer aircrafts. Over the past 25 years we have developed, fielded and supported a wide range of solid-state digital recorders, cameras and debriefing systems for aerospace and military applications, including:

Flight data recorders, or FDR, for fighter aircraft;

Digital video/audio/data recorders, or DVDR (with data transfer functions);

High-rate (no compression) data recorders, or HRDR, for aircraft and airborne pods;

Video recorders and airborne data servers, or VRDS, the latest approach to avionic data management;

HD-DVDR, high definition digital video/audio/data recording for fighter and trainer aircrafts.

A wide range of head-up-displays color video cameras, or HCVC, for fighter aircraft; and

A variety of ground debriefing solutions, or GDS.

Featuring state-of-the-art technologies, our digital recorders are designed for military applications. Our high-performance recorders provide simultaneous, high-capacity video (both analog and digital/HD), audio and data recording, high throughput and mass storage handling capabilities, supporting rapid dissemination and real-time playback. Our video recorders implement MPEG-2 and/or MPEG-4 (H.264) compression formats, supporting up to 128GB of solid-state memory, facilitating continuous recording over extended mission durations. Recent upgrades to our recorders provide the ability to record high-definition video formats such as HD-SDI.

Our GDS feature synchronized video, audio, data, and air combat maneuvering debriefing. GDS vary from personal, laptop-size debriefing units, through robust desktop multi-channel systems supporting the mission debriefing of four-aircraft formations up to large-scale simultaneous debriefing systems. These network-based systems support large numbers of participants operating from different locations, and provide advanced data management features.

We have been a developer and manufacturer of core avionics systems for over 30 years. We currently offer a wide spectrum of military avionics systems designed for integration in new and upgraded military aircraft and UAVs worldwide. Our avionics solutions range from fully integrated avionics suites, through core avionics subsystems, to tailor-made “built-to-spec” units, backed by our teams of experts dedicated to providing global technical and maintenance support.

Our avionics systems are easily adapted to western, eastern, and indigenous-origin platforms of all kinds. In particular, our avionics for UAVs are extremely compact through modern board connectivity solutions, use of innovative conductive cooling techniques, withstand extreme environmental conditions and are very reliable and affordable.

We offer the following avionics solutions:

Mission data recorders and debriefing solutions (as described above);

Weapon management systems;

Data interface and processing computers;

HUD video cameras;

Avionics for UAVs (Interface control processors, engine control computers, Payload management computers and others);

R-100F: FOG-based, navigation-grade embedded GPS-INS for fighters and helicopters;

R-200M: Compact, MEMS-based, multiple-sensor aided INS for UAVs and backup INS for manned aircraft;

MAVINS – Modular Avionics and MEMS-Based INS: A specially-designed, compact integrated solution for UAVs.

Our airborne products and system solutions are fully qualified and operated by leading air forces and prime integrators worldwide, such as the Israeli Air Force, or IAF, Lockheed Martin, Boeing Company, HAL, Embraer, IAI, Rafael, the Chilean Air Force, Indra Systemas S.A., and many others. Our units are installed onboard F-16, F-15, T-6, A-4, Jaguar, MiG-27, Su-30MKI, Dhruv Helicopter, MiG-29, Super-Tucano and other aircraft, and onboard a continuously-growing number of UAVs.

***Tactical Radars for Defense Forces and Border Protection Systems (land based).***

We develop advanced ground-based radars for tactical applications such as defense forces protection and border protection. Our pulse Doppler, software-defined radars are solid-state, fully digital, incorporate active electronically scanned array, or AESA antenna, are compact, mobile and highly reliable, provide hemispheric spatial coverage and multi-mission capabilities, operate on-the-move, or OTM, and demonstrate unprecedented performance-to-price ratio.

The conflicts in which modern armies are engaged in recent years dictate the needs for instantaneous and real-time intelligence, minimal cycle time for target acquisition, highly accurate weapons with minimal collateral damage and discrimination between hostiles and civilians. Our tactical radars, which move with the maneuvering combat units in the field and operate OTM, provide the real-time knowledge of whether and from where they are threatened, detect all relevant threats, whether unfriendly fire or drones/UAVs/fighters/helicopters from any angle (including very high angles), discriminate among threats and provide the needed intelligence for any course of action, whether counter-fire or avoidance. The performance-over-price ratio of our radars makes them ideal solutions to the current needs and requirements of the maneuver forces.

We have developed various radar hardware platforms: the compact hemispheric radar, or CHR, and the enhanced CHR, or eCHR, which are tailored for use in combat vehicles and short-range protection applications; and a family of multi-mission hemispheric radars, or MHRs, which are tailored for use in force and border protection applications. We offer the MHR and the improved and enhanced MHR, or ieMHR; all share the same basic characteristics, but differ in range, size, weight, and price. For each radar platform we implement several operational missions by changing the radar operational parameters.



The current operational missions of the CHR and eCHR are the following:

The RPS-10/60 radar sensors for active protection systems, or APS, detect all relevant threats that may be fired at combat vehicles, including RPGs, anti-tank guided missiles (ATGMs) and projectiles and provide 360° hemispheric coverage. The system delivers threat data to the APS, enabling it to neutralize threats.

The RPS-12/62 short-range hemispheric air surveillance radar system can detect, classify and track aerial vehicles, with emphasis on small UAVs. Mobile or stationary, the system can be integrated with any C4I system and other radars and sensors, and can operate either as a stand-alone, or as part of a large-scale surveillance system.

The RPS-14/64 radar system for perimeter and border protection can detect, identify, and track aerial and surface intruders including slow and small aircraft, vehicles, vessels, and pedestrians at tactical ranges. The RPS-14 can operate either as a stand-alone, or as part of a large-scale surveillance system.

The RPS-15/65 comprehensive hostile fire management system for combat vehicle detects, tracks, classifies and locates direct and elevated threats fired at combat vehicles, allowing the mobile force to successfully complete its mission while operating in a hostile environment.

The current operational missions of the MHR family of radar platforms are the following:

The RPS-40/70/80 hostile fire detection radar systems detect, track, classify and locate direct and elevated threats fired at stationary or mobile forces. They compute the Point-of-Origin (POO) and Point-of-Impact (POI) of the threats, which may be rockets, artillery, mortars, ATGMs, RPGs, and more other threats. The systems can be integrated with any protection and Command, Control, Communications, Computers and Intelligence (C4I) system and be installed at stationary bases and posts, or onboard fighting vehicles.

The RPS-42/72/82 tactical hemispheric air surveillance radar systems can detect, classify and track all types of aerial vehicles, including fighters, helicopters, UAVs, transport aircraft, etc. at tactical ranges. Mobile or stationary, the systems can be integrated with any C4I system and other radars and sensors, and can operate either as a stand-alone, or as part of a large-scale surveillance system.

The RHS-44/74/84 radar systems for border protection can detect, identify, and track aerial and surface border intruders including slow and small aircraft, vehicles, vessels, and pedestrians at tactical ranges. The systems can operate either as a stand-alone, or as part of a large-scale surveillance system.

Among our customers and users of our radar systems are leading defense forces and defense contractors worldwide, including the Israeli MOD, IMI (an Elbit Systems subsidiary), Artis, Lockheed Martin, Boeing, Leonardo DRS, SAZE, the U.S. Marine Corps and Navy, the U.S. Air Force, Indian Security Forces, MBDA, Rheinmetall, Rafael and other prime integrators and end-users. Some of our customers have purchased a small number of radars for evaluation and integration in their air defense and/or other systems. These initial purchases may turn into larger production orders

upon evaluation.

## **Business Development, Sales and Marketing**

### *Strategy*

Our business development strategy is based on the following principles:

Becoming a reliable and trusted supplier of sensors and sub-systems to defense system integrators and major platforms manufacturers with global sales, such as Lockheed Martin, Boeing, Elbit, IAI, Rafael, Leonardo DRS, Embraer, HAL and others.

Establishing strategic joint venture companies in the primary target markets (i.e. U.S.) for local presence, direct market development, localization of the technology, production and customer support.

Expanding our global business development efforts and potential customer base, by engaging business development consultants and service providers in the countries and territories in which our products may be used, and actively managing this global network; and

Establishing strategic partnerships with leading integrators in the prime target markets for tactical radars, i.e. U.S. Europe, India; such partnerships may involve indigenization and localization of our technologies to enable sales in significant quantities in these markets.

### *Strategic Relationships and Customers*

As part of our strategy, we have established a number of strategic relationships with leading global defense contractors and several air forces. We have focused our marketing and sales efforts to support these relationships.

*Lockheed Martin.* Lockheed Martin is the manufacturer of the F-16 aircraft, one of the most popular fighter aircraft in the western world today. We are supplying the DVDR, HD-DVDR and GDS for new F-16 aircraft production and for F-16 upgrade programs led by Lockheed Martin. In 2015, Lockheed Martin ordered a single radar system for integration in their internally funded high energy laser research and development program.

*IMI Systems.* IMI (a subsidiary of Elbit Systems) is a world leader in the field of APS for land platforms and is the developer and manufacturer of the “Iron Fist” APS. We are teamed with IMI on the integration and production of our RPS-10 radars as part of their “Iron Fist” APS solution for local and global customers. During 2016 there was a global increase in the interest of major forces in APS. As a result, in 2017 and 2018 we engaged in extensive efforts with IMI to integrate, test and provide its “Iron Fist” APS to customers in Europe and North America, along with our on-going support. We have sold dozens of CHR radars to IMI to support these activities. We anticipate that these testing efforts will mature into acquisition programs.

*Boeing Defense, Space and Security.* Boeing, a provider of air defense and high-energy laser systems, acquired our MHR in 2013 for evaluation of its use as part its directed energy tactical systems, and in 2017 has acquired our ieMHR to be integrated into critical infrastructure surveillance solutions. We also provide Boeing with recorders and debriefing stations for the T-45 VMTS and have received follow-on orders from Boeing.

*Leonardo DRS.* DRS is a major player in the defense electronics market in North America, with a focus on tactical systems and radars. In 2017, we signed a cooperation agreement with DRS to market and sell our tactical radars in the North American market for counter-UAV, short-range air defense, and other solutions. DRS has acquired a few MHR radars and is actively promoting our radars as part of their system solutions. In 2018, DRS was selected by the US Army as the mission equipment package provider for the Army’s IMSHORAD program, which includes our MHR

radars as onboard search sensors. This program has the potential for sale of 144 vehicles, each with 4 MHR radars on board.

*SAZE Technologies LLC.* SAZE is the first customer and user of our MHR radars, and provided support and market access to various radar programs and demonstrations that we were involved with. We and SAZE established a joint venture company, RADA Technologies LLC, based in Silver Spring Maryland, in order to seek special security agreements and to perform market development, localization of the technology, customer support, production and maintenance in the U.S. We are in the process of recruiting personnel for the joint venture and are engaged in the build-up of our production capability in the US in 2019.

*European Air Defense Integrators.* Two major European air defense integrators have purchased radars for integration and testing. We have signed a value-added representation agreement with one of the integrators for certain countries where it has a dominant position in sales of air defense and other solutions.

*Rafael Advanced Defense Systems Ltd.* Rafael is a world leader in the development and supply of missiles, smart weapons and pods of various types. Rafael has become a strategic customer of ours as a result of our development and production of a few advanced built-to-specification products in recent years. Recently, Rafael selected the MHR as the radar for the “Drone Dome” system that is designed to counter UAVs and drones and is purchasing radars from us for their customers.

*Military Forces.* We are the sole providers of digital recorders and debriefing solutions to an air force in Latin America. We are the primary provider of recorders and debriefing solutions to a major Asian air force. Our tactical radars for air defense are under evaluation by a Far-East country's army that has acquired a few units, while two other Asian forces have purchased radars for air surveillance and counter-mortar applications. Our tactical radars are used by the U.S. Navy and Marines as part of their ground-based air defense advanced technology development program. We believe that these strategic relationships with military forces provide us with the potential for prolonged cooperation.

*Israel Aerospace Industries.* We actively supply avionics and test equipment to four different divisions of IAI, and in particular to the LAHAV and MALAT divisions, who are major aircraft integrators and utilize our products and services for repeated follow-on orders.

*Hindustan Aeronautics Ltd.* HAL is the major aerospace integrator in India. We are currently cooperating with four divisions of HAL and supply DVDRs, HCVCs, GDS, support equipment and other services in growing numbers.

*Embraer S.A.* The Military Aircraft Division of the Brazilian aircraft manufacturer is a strategic customer. In addition to supplying avionics such as DVDR, INS and HCVC to Embraer, we are participating to a greater degree in Embraer's programs through the development and supply of avionic units per their specifications and their training and support activities.

#### *Business Development and Marketing*

Our Chief Executive Officer, Mr. Dov Sella, together with Mr. Gil Schwartz, our VP Business Development & Marketing and Mr. Ronen Ofek, our VP Business Development for Israel, lead our business development and marketing efforts from Israel. Mr. Bill Watson, Ms. Charlene Caputo and Mr. Max Cohen are responsible for our business development and marketing efforts in North America. We currently employ twelve additional professionals (seven of whom are part-time consultants) in business development and the sales of our products. Our program managers, chief technology officer, VP Products and our engineering departments support our marketing and sales efforts with respect to proposal preparations and products demonstrations. In addition, we have business development consultants in Europe, South America and Asia who receive success fees for sales generated by them. Our U.S. JV is gradually taking over the business development role in the North-American market and works directly and in cooperation with our US partners on the exploitation of the large U.S. opportunities. Four of our seven part-time consultants are supporting this activity.

The Israeli Ministry of Defense has historically supported, and continues to support, our marketing efforts through its defense export assistance branch and through various projects for the IDF and its related divisions. There is no guarantee that this type of assistance will be available to us in the future.

We take part and present our tactical radars at the major land systems exhibitions on a regular basis, such as the (AUSA) Annual Meetings, D.C., Eurosatory in Paris, DSEI in London, and in regional exhibitions such as Seoul Aerospace & Defense, MSPO in Poland, DefExpo in India and others.

*Fixed Price Contracts*

Some of our contracts are fixed-price contracts, under which the price is not subject to adjustment by reason of the costs incurred in the performance of the contracts, as long as the costs incurred and work performed fall within governmental guidelines. Under our fixed-price contracts, we assume the risk of increased or unexpected costs that may reduce our profits or even generate losses. This risk can be particularly significant under fixed-price contracts for research and development involving new technologies.

Our books and records may be subject to audits by the Israeli Ministry of Defense and other governmental agencies, including the U.S. Department of Defense. These audits may result in adjustments to contract costs and profits.

## Principal Customers

Generally, we complete a few major transactions each year, each in an amount comprising more than 10% of our revenues for such year. As a result, each year a significant portion of our revenues is derived from a small number of customers. The following table sets forth our principal customers in 2016, 2017 and 2018:

	Percentage of Revenues					
	2016	2017	2018	2016	2017	2018
Israel Aerospace Industries	20%	7 %	7 %			
Ministry of Defense (Israel)	17%	9 %	5 %			
RAFAEL	16%	2 %	11 %			
Embraer S.A.	13%	3 %	4 %			
Hindustan Aeronautics Ltd	11%	5 %	11 %			
Lockheed Martin Corporation	6 %	13 %	6 %			
Leonardo DRS	1 %	35 %	4 %			
Customer in Israel	-	-	12 %			
SAZE Technologies LLC	-	3 %	12 %			

Although we continually strive to increase the number of our customers, we anticipate that a significant portion of our future revenues will continue to be derived from a small number of customers. Because of our dependency on a small number of customers and on government contracts, we are subject to business risks, including changes in governmental appropriations and changes in national defense policies and priorities. Although many of the programs in which we participate as a contractor or subcontractor may extend for several years, our business is dependent upon annual appropriations and funding of new and existing contracts. Most of the contracts are subject to termination for the convenience of the customer, pursuant to which the customer pays only for reimbursement of costs incurred and the applicable profit on work performed. The Israeli government or any other government may discontinue funding purchases of our products over the long term.

## Geographical Markets

We sell our products to various air forces and companies worldwide. The following table presents our revenues by geographical markets for the periods indicated:

	2016	2017	2018
Israel	57 %	24 %	37 %

South and Latin America	10 %	2 %	4 %
Asia	19 %	17 %	11 %
North America	13 %	55 %	42 %
Europe	1 %	1 %	6 %
Australia	-	1 %	- %

## Competition

The markets for our products are highly competitive. Our principal competitors on the avionics and recorders include Elbit Systems Ltd., Honeywell International Inc., IAI, Northrop Grumman Corporation, Sagem Avionics LLC., Thales Group and Zodiac Aerospace Group. Our principal competitors on tactical radars are IAI (through its subsidiary, Elta), SRC Inc., SAAB, Thales and Leonardo Selex. We expect to continue to face competition from these and other competitors. Currently, all of our competitors are larger and have substantially greater resources than us, including financial, technological, marketing and distribution capabilities, and enjoy greater market recognition than we do. These competitors may be able to achieve greater economies of scale and may be less vulnerable to price competition than us. We may not be able to offer our products as part of integrated systems to the same extent as our competitors or successfully develop or introduce new products that are more cost effective or offer better performance than those of our competitors. Failure to do so could adversely affect our business, financial condition and results of operations.



## **Government Regulations**

Israel's defense export policy regulates the sales of our systems and products. Current Israeli policy encourages export to approved customers of defense systems and products, such as ours, as long as the export is consistent with Israeli government policy.

A license is required to initiate marketing activities. We are also required to obtain a specific export license for any hardware exported from Israel. We are regulated by an Israeli law regulating export of "dual use" items (items that are typically sold in the commercial market, but that also may be used in the defense market) and the Defense Export Control Law and its supplemental regulations. Those laws and regulations govern the enforcement of export control and defined certain new areas of licensing, particularly with respect to transfer of technology. It is not certain that we will receive all the required permits and licenses for which we may apply in the future. Our participation in governmental procurement processes in Israel and other countries is subject to specific regulations governing the process of procuring defense contracts. Furthermore, solicitations for procurements by governmental purchasing agencies in Israel and other countries are governed by laws, regulations and procedures relating to procurement integrity, including avoiding conflicts of interest and corruption in the procurement process.

In addition, antitrust laws and regulations in Israel and other countries often require governmental approvals for transactions that are considered to limit competition. Such transactions may include cooperative agreements for specific programs or areas, as well as mergers and acquisitions.

## **Proprietary Information**

We generally do not consider patent protection significant to our current operations and rely upon a combination of security devices, trade secret laws and contractual restrictions to protect our rights in our products. Our policy is to require employees and consultants to execute confidentiality agreements upon the commencement of their relationships with us. These measures may not be adequate to protect our technology from third-party infringement, and our competitors might independently develop technologies that are substantially equivalent or superior to ours. Additionally, our products may be sold in foreign countries that provide less protection for intellectual property rights than that provided under U.S. or Israeli laws.

The Israeli government usually retains certain rights in technologies and inventions resulting from our performance as a prime contractor or subcontractor under Israeli government contracts and may generally disclose such information to third parties, including other defense contractors. When the Israeli government funds research and development, it may acquire rights to proprietary data and title to inventions; we may retain a non-exclusive, royalty-free license for

such inventions. However, if the Israeli government purchases only the end product, we may retain the principal rights and the government may use the data and take an irrevocable, non-exclusive, royalty-free license.

### **Manufacturing and Quality Control**

Our production plant is located in Beit She'an, Israel. The plant is equipped to handle most of our manufacturing processes and testing requirements. For some processes we utilize outsourced resources. This structure allows us flexibility and versatility. To support the growth in radar production, we are in the process of establishing a supply chain of board assembly providers and chassis/casting providers, while final assembly, calibration and testing is kept internally. We are also in process of physically duplicating our Israeli assembly facilities in the U.S. and adapting them for the U.S. market. These efforts are currently planned to be completed in 2019.

We place great emphasis on quality control in our production processes. Commencing with customer requirements and expectations, via raw material inspection through completion, specifications are repeatedly checked. We maintain a quality assurance team that participates in every stage of the design and manufacturing of the products. Our quality management system is certified by the Standards Institute of Israel, or SII, pursuant to ISO 9001:2015 for hardware design and production and ISO 90003:2014 for software design. SII performs quality system audits twice a year and various customers perform audits four to six times a year. Our environmental management system is certified by SII to ISO 14001:2004. Our quality management system is also certified according to AS-9100D, a quality management system for aerospace requirements.

According to the standard warranty incorporated in most of our sales contracts, we warrant that our products will be free from defects in design, materials or workmanship, and guarantee repair or replacement of defective parts typically for periods between one to two years following delivery of a product to a customer. We also provide maintenance services to customers who sign maintenance contracts.

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

We acquire most of the components for the manufacturing of our products from suppliers and subcontractors, most of whom are located in Israel and the U.S. Some of these suppliers are currently the sole source of one or more components upon which we are dependent. Since many of our purchases require long lead-times, a delay in supply of an item can significantly delay the delivery of a product. To date, we have not experienced any particular difficulties in obtaining timely deliveries of necessary components. We depend on a limited number of suppliers of components for our products and if we are unable to obtain these components when needed, we would experience delays in manufacturing our products and our financial results could be adversely affected.

### **C. Organizational Structure**

We indirectly own 75% of RADA Technologies LLC which is primarily engaged in the localization, sales and marketing of our Tactical Radars in the U.S. Our Chinese subsidiary, Beijing Hua Rui Aircraft Maintenance and Service, Co., Ltd., known as CACS, is the main platform for our test and repair shop activity. On December 2018, we signed an agreement to sell CACS, which sale is expected to close later in 2019.

### **D. Property, Plants and Equipment**

We own a 30,000 square feet industrial building in Beit She'an, Israel. The building, which includes manufacturing facilities and warehouse space, is situated on land leased from the Israel Land Authority for a period of 49 years ending in 2034. The plant has sufficient capacity to meet our current requirements.

Our executive offices, sales and marketing and research and development facilities are located in a 17,782 square feet office facility in Netanya, Israel. The lease for this facility expires in January 2022. The aggregate annual rent for our offices in Israel was approximately \$370,000 in 2018.

Our U.S. joint venture leases 1,522 square feet of office space in Silver Spring, MD. The lease for this facility expires in April 2019. RTL is currently in final negotiations to lease approximately 25,000 square feet in Germantown MD. The aggregate annual rent for our offices in Maryland was approximately \$31,700 in 2018.

#### **ITEM 4A. UNRESOLVED STAFF COMMENTS**

Not applicable.

#### **ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

##### **A. Operating Results**

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

##### **Overview**

We develop, manufacture and sell defense electronics including tactical land radars for force and border protection applications, military avionics systems for manned and unmanned aircraft and inertial navigation systems, or INS. We have a Chinese subsidiary, Beijing Hua Rui Aircraft Maintenance and Service, Co., Ltd., known as CACS. CACS was established with a Chinese third party. We owned 80% of CACS and the Chinese third party owned the remaining 20% equity interest. In October 2018, a transaction with non-controlling interest occurred and as a result, as of December 31, 2018, we owned 100% of CACS. In December 2018 we signed an agreement to sell our entire shareholdings in CACS. Our U.S. subsidiary, RTL, is focused on adapting our tactical radar technology for the U.S. market by altering its technology towards US customer requirements, certifying the radars to US standards, building production capabilities and providing a maintenance and support infrastructure.

## General

Our consolidated financial statements appearing in this annual report are prepared in dollars and in accordance with U.S. GAAP. Transactions and balances originally denominated in dollars are presented at their original amounts. Transactions and balances in other currencies are re-measured into dollars in accordance with the principles set forth in the Financial Accounting Standards Board, or FASB, Accounting Standards Codification, or ASC 830. The majority of our sales are made outside of Israel and a substantial part of them are in dollars. In addition, a substantial portion of our costs are incurred in dollars. Since the dollar is the primary currency of the economic environment in which we operate, the dollar is our functional and reporting currency and, accordingly, monetary accounts maintained in currencies other than the dollar are re-measured using the foreign exchange rate at the balance sheet date. Operational accounts and non-monetary balance sheet accounts are measured and recorded at the exchange rate in effect at the date of the transaction. All monetary balance sheet accounts have been re-measured using the exchange rates in effect at the balance sheet date. Statement of operations amounts have been re-measured using the average exchange rate for the period. The financial statements of our foreign subsidiary, whose functional currency is not the dollar, have been translated into dollars. All balance sheet amounts have been translated using the exchange rates in effect at balance sheet date. Statement of operation amounts have been translated using the average exchange rate prevailing during the year. Such translation adjustments are reported as a component of accumulated other comprehensive income (loss) in shareholders' equity.

## Discussion of Critical Accounting Policies and Estimations

Our critical accounting policies, including the assumptions and judgments underlying them, are disclosed in the notes to our consolidated financial statements. These policies have been consistently applied in all material respects. While the estimates and judgments associated with the application of these policies may be affected by different assumptions or conditions, we believe the estimates and judgments associated with the reported amounts are appropriate under the circumstances. We believe the following accounting policies are the most critical in fully understanding and evaluating our financial condition and results of our operations under U.S. GAAP.

*Revenue Recognition.* We account for revenue recognition when (or as) it satisfies performance obligations by transferring promised goods or services to its customers in an amount that reflects the consideration the Company expects to receive. In order to achieve that core principle, we apply the following five-step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when a performance obligation is satisfied.

The Company generally satisfies performance obligations at a point in time, once the customer has obtained the legal title to the items purchased or service provided. Revenues from long-term and short-term fixed price contracts are

usually recognized over time based on the cost-to-cost input method that best depicts the transfer of control over the performance obligation to the customer. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined.

-22-

We also generated revenues from repair services using our automated test equipment, mainly through CACS. We signed an agreement to sell our interest in CACS in 2018 (classified as a discontinued operation) and expect that the transaction will close later this year. Revenues from services are recognized when the service is performed.

*Impairment of Long-Lived Assets.* We are required to assess the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. We assess the impairment of our assets based on a number of factors, including any significant changes in the manner of our use of the respective assets or the strategy of our overall business and significant negative industry or economic trends. Upon determination that the carrying value of a long-lived asset may not be recoverable, based upon a comparison of expected undiscounted future cash flows to the carrying amount of the asset, an impairment charge is recorded in the amount of the carrying value of the asset exceeds its fair value. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. As of December 31, 2017, and 2016, no impairment losses were identified.

*Accounting for income taxes.* On January 1, 2007, we adopted FASB ASC 740-10 “Income Taxes,” which contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with ASC 740-10. The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the weight of available evidence indicates that it is more likely than not that, on an evaluation of the technical merits, the tax position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement ASC 740-10. We provided a valuation allowance in respect to the deferred tax assets resulting from operating loss carryforwards and other temporary differences. Our management currently believes that since our company has a history of losses, it is more likely than not that the deferred tax regarding the loss carryforwards and other temporary differences will not be realized in the foreseeable future.

*Inventory valuation.* The majority of our inventory consists of work in progress, raw materials and components. Inventories are valued at the lower of cost or market. Cost of finished goods is determined on the basis of direct manufacturing costs plus allocable indirect costs representing allocable operating overhead expenses and manufacturing costs. Raw material is valued using the “FIFO” method. We assess the valuation of our inventory on a quarterly basis and periodically write down the value for different finished goods and raw material items based on their potential utilization. If we consider specific inventory to be damaged, we write such inventory down to zero. Inventory write-offs are provided to cover risks arising from slow-moving items, discontinued products, and excess inventories. The process for evaluating these write-offs often requires us to make subjective judgments and estimates concerning the future utilization of the inventory items. Inventory write-offs were \$39,000, \$122,000 and \$144,000 for the years ended December 31, 2018, 2017 and 2016, respectively.

*Allowance for doubtful accounts.* Our trade receivables are derived from sales to customers all over the world. We perform ongoing credit evaluations of our customers. In certain circumstances, we may require letters of credit or prepayments. We maintain an allowance for doubtful accounts for estimated losses from the inability of our customers to make required payments that we have determined to be doubtful of collection. We determine the adequacy of this

allowance by regularly reviewing our accounts receivable and evaluating individual customers' receivables, considering customers' financial condition, credit history and other current economic conditions. If a customer's financial condition were to deteriorate which might impact its ability to make payment, then additional allowances may be required. Provisions for doubtful accounts are recorded in general and administrative expenses. Our allowance for doubtful accounts was \$2,000, \$14,000 and \$14,000 for the years ended December 31, 2018, 2017 and 2016, respectively.

*Stock-based compensation.* We account for stock-based compensation in accordance with the provisions of ASC 718, "Compensation - Stock Compensation." Under the fair value recognition provisions of ASC 718, stock-based compensation cost is estimated at the grant date based on the fair value of the award and is recognized as expense ratably over the requisite service period of the award. We estimate the fair value of stock options granted using the Black-Scholes-Merton option-pricing model. Effective as of January 1, 2017, we adopted a change in accounting policy in accordance with ASU 2016-09, "Compensation Stock Compensation (Topic 718)" ("ASU 2016-09") to account for forfeitures as they occur.



The fair value of an award is affected by our stock price on the date of grant and other assumptions, including the estimated volatility of our stock price over the term of the awards and the estimated period of time that we expect employees to hold their stock options.

*Discontinued Operations.* Under ASC 205-20, “Presentation of Financial Statements - Discontinued Operation” when a component of an entity, as defined in ASC 205-20, has been disposed of or is classified as held for sale, the results of its operations, including the gain or loss on its component are classified as discontinued operations and the assets and liabilities of such component are classified as assets and liabilities attributed to discontinued operations; that is, provided that the operations, assets and liabilities and cash flows of the component have been eliminated from the company’s consolidated operations and the company will have no significant continuing involvement in the operations of the component. Subsequent to our determination to sell our interest in CACS, CACS’ results are accounted as discontinued operation and appear in this annual report in a separate line item as “Discontinued Operations.” As of December 31, 2018, a provision of \$159,000 was accrued for the sale of CACS.

#### **Explanation of Key Income Statement Items**

*Revenues.* Our revenues are mainly derived from sales of defense electronics and their supporting ground systems.

*Cost of Revenues.* Cost of revenues consists primarily of salaries, raw materials, subcontractor expenses, related depreciation costs, inventories write-downs and overhead allocated to cost of revenues activities.

*Research and Development Expenses, net.* Research and development expenses consist primarily of salaries for research and development personnel, use of subcontractors and other costs incurred in the process of developing product prototypes.

*Marketing and Selling Expenses.* Marketing and selling expenses consist primarily of salaries for marketing and business development personnel, marketing activities, public relations, promotional materials, travel expenses, trade show exhibit expenses, and success fees to business development consultants.

*General and Administrative Expenses.* General and administrative expenses consist primarily of salaries and related expenses for executive, accounting, legal, administrative personnel, professional fees, provisions for doubtful accounts and other general corporate expenses.

*Financial Expenses, Net.* Financial expenses consist of interest and bank expenses, interest on convertible note and loans, amortization expenses of discount on convertible note, deferred charges and currency re-measurement losses. Financial income consists of interest on cash and cash equivalent balances and currency re-measurement gains.

## Results of Operations

The following table presents certain financial data expressed as a percentage of total revenues for the periods indicated:

	Year Ended December		
	2016	2017	2018
Revenues	100 %	100 %	100 %
Cost of revenues	88.7 %	68.4%	63.9%
Gross profit	11.3 %	31.6%	36.1%
Research and development, net	5.9 %	6.0 %	11.0%
Marketing and selling	17.7 %	8.2 %	10.2%
General and administrative	14.1 %	9.8 %	14.3%
Net loss from sale of fixed assets	0 %	0 %	0.4 %
Operating income (loss)	(26.5)%	7.6 %	0.2 %
Financial (expenses) income, net	(11.9)%	(0.6)%	0.4 %
Net income (loss) from continuing operations	(38.4)%	7.0 %	0.6 %
Net income (loss) from discontinued operations	0.1 %	1.9 %	(1.4)%
Net income (loss)	(38.3)%	8.9 %	(0.8)%
Net income (loss) attributable to non-controlling interest	0.0 %	0.3 %	(1.4)%
Net income (loss) attributable to RADA Electronic Industries' shareholders	(38.3)%	8.6 %	0.6 %

**Year Ended December 31, 2018 Compared with Year Ended December 31, 2017**

*Revenues.* Our revenues increased by 7% to \$28.0 million in 2018 from \$26.2 million in 2017 mainly due to the increase in sales of our radars.

*Cost of Revenues.* Cost of revenues were \$17.9 million in both 2018, and 2017.

*Gross Profit.* Our gross profit increased by 22% to \$10.1 million in 2018 from \$8.3 million in 2017. Our gross profit margin was approximately 36.1% in 2018 and 31.6% in 2017. The increase in our gross profit and gross profit margin in 2018 was mainly attributable to the increase in revenues and especially to the higher gross margin generated from the sale of radars.

*Research and Development Expenses, Net.* Our research and development expenses, net increased by 96.3% to \$3.1 million in 2018 from \$1.6 million in 2017. The increase in expenditures is a result of our strategy to achieve and maintain a technological edge for our products in the market.

*Marketing and Selling Expenses.* Marketing and selling expenses increased by 33.8% to approximately \$2.9 million in 2018 from \$2.1 million in 2017. We increased our level of marketing and selling expenses primarily due to our efforts to sell our radar products, mainly reflected in the costs incurred as part of our participation in field demonstrations requested by our potential customers as well as because of the costs associated with establishing our joint venture in the U.S.

*General and Administrative Expenses.* General and administrative expenses increased by 55.8% to approximately \$4.0 million in 2018 from \$2.6 million in 2017. The increase is attributable mainly to the establishment of our joint venture in the U.S. as well as to the increase in the non-cash expense associated with employee option compensation.

*Financial Expenses (Income), Net.* We incurred financial expenses of \$0.2 million in 2017 while we had \$0.1 million of financial income in 2018. The decrease in financial expenses is attributed mainly to the lower level of borrowings in 2018 as result of the conversion of a convertible loan into equity and the repayment of bank credits, during 2017. As a result of our improved financial condition, we were able to record net interest income on our cash and cash equivalents in 2018. Our non-cash financial expense resulting from the amortization of the discount on a convertible loan and loans from shareholders was \$0 in 2018 compared to \$0.103 million in 2017.

**Year Ended December 31, 2017 Compared with Year Ended December 31, 2016**

*Revenues.* Our revenues increased by 104% to \$26.2 million in 2017 from \$12.8 million in 2016, mainly due to the increase in sales of our radars.

*Cost of Revenues.* Cost of revenues increased by 57% to \$17.9 million in 2017 from \$11.4 million in 2016. The increase in our cost of revenues is attributable to the increase in revenues.

*Gross Profit.* Our gross profit increased by 473% to \$8.3 million in 2017 from \$1.4 million in 2016. Our gross profit margin was approximately 31.6% in 2017 and 11.2% in 2016. The increase in our gross profit and gross profit margin in 2017 was mainly attributable to the increase in revenues and especially to the higher gross margin generated from the sale of our radars.

*Research and Development Expenses, Net.* Our research and development expenses increased by 107.8% to \$1.6 million in 2017 from \$0.8 million in 2016. The increase in expenditures is a result of our strategy to achieve and maintain a technological edge for our products in the market.

*Marketing and Selling Expenses.* Marketing and selling expenses decreased by 5.8% to approximately \$2.1 million in 2017 from \$2.3 million in 2016. We maintained a similar level of marketing and selling expenses primarily with respect to our efforts to sell our radar products.

*General and Administrative Expenses.* General and administrative expenses increased by 41% to approximately \$2.6 million in 2017 from \$1.8 million in 2016. The increase is attributable mainly to the increase in the non-cash expense associated with employee option compensation.

*Financial Expenses, Net.* Our financial expenses, net, decreased by 90% to \$0.2 million in 2017 compared to \$1.5 million in 2016. The decrease is mainly attributable to our lower level of debt in 2017. The financial expense resulting from the amortization of the discount on a convertible loan and loans from shareholders was \$0.103 million in 2017 compared to \$1.1 million in 2016. The convertible loan was converted into equity in 2017. As were all loans from shareholders. Our interest expense, net, was \$0.164 million in 2017 compared to \$0.3 million in 2016.

## **Our Location in Israel**

We are incorporated under the laws of the State of Israel, and our principal executive offices and principal manufacture, research and development facilities are located in Israel. See Item 3D “*Key Information – Risk Factors – Risks Relating to Our Location in Israel*” for a description of governmental, economic, fiscal, monetary or political polices or factors that have materially affected or could materially affect our operations.

## **Corporate Tax Rate**

Israeli companies were generally subject to corporate tax at a rate of 23% in 2018. The corporate tax as of January 1, 2019 is 23%.

As of December 31, 2018, our net operating loss carry forward for Israeli tax purposes was approximately \$62 million, including capital loss carry forwards of approximately \$3.8 million.

## **Trade Relations**

Israel is a member of the United Nations, the International Monetary Fund, the International Bank for Reconstruction and Development, and the International Finance Corporation. Israel is a member of the World Trade Organization and is a signatory to the General Agreement on Tariffs and Trade. Israel is a member of the Organization for Economic Co-operation and Development, or the OECD, an international organization whose members are governments of mostly developed economies. The OECD's main goal is to promote policies that will improve the economic and social well-being of people around the world. In addition, Israel has been granted preferences under the Generalized System of Preferences from the U.S., Australia, Canada and Japan. These preferences allow Israel to export the products covered by such programs either duty-free or at reduced duties.

Israel and the E.U. concluded a Free Trade Agreement in July 1975 that confers some advantages with respect to Israeli exports to most European countries and obligates Israel to lower its tariffs with respect to imports from these countries over a number of years. In 1985, Israel and the U.S. entered into an agreement to establish a Free Trade Area. The Free Trade Area has eliminated all tariff and some non-tariff barriers on most trade between the two countries. On January 1, 1993, an agreement between Israel and the European Free Trade Association, known as the "EFTA," established a free-trade zone between Israel and the EFTA nations. In November 1995, Israel entered into a new agreement with the E.U., which includes a redefinition of rules of origin and other improvements, such as allowing Israel to become a member of the Research and Technology programs of the E.U.

### Impact of Currency Fluctuation and of Inflation

A significant portion of the cost of our Israeli operations, primarily personnel and facility-related, is incurred in NIS. Therefore, our NIS related costs, as expressed in dollars, are influenced by the exchange rate between the dollar and the NIS. In addition, if the rate of inflation in Israel will exceed the rate of devaluation of the NIS in relation to the dollar, or if the timing of such devaluations were to lag considerably behind inflation, our cost as expressed in dollars may increase. NIS linked balance sheet items, may also create foreign exchange gains or losses, depending upon the relative dollar values of the NIS at the beginning and end of the reporting period, affecting our net income and earnings per share. Although we may use hedging techniques, we may not be able to eliminate the effects of currency fluctuations. Therefore, exchange rate fluctuations could have a material adverse impact on our operating results. The caption "Financial expenses, net" in our consolidated financial statements includes the impact of these factors as well as traditional interest income or expense.

The following table sets forth, for the periods indicated, (i) depreciation or appreciation of the NIS against the most important currency for our business, the dollar, until December 31 each year and the year before, and (ii) inflation as reflected in changes in the Israeli consumer price index.

	Year Ended December 31,				
	2014	2015	2016	2017	2018
NIS vs. U.S. Dollar	12 %	0 %	(1.0)%	(9.8)%	3.19%
Israeli Consumer Price Index	(0.2)%	(1.0)%	(0.2)%	1.5 %	0.8 %

Since exchange rates between the NIS and the dollar fluctuate continuously, exchange rate fluctuations, particularly larger periodic devaluations, may have an impact on our profitability and period-to-period comparisons of our results. We cannot assure you that in the future our results of operations may not be materially adversely affected by currency fluctuations.

### Recently Issued Accounting Standards

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which will require lessees to recognize assets and liabilities for leases with lease terms of more than 12 months. Consistent with current GAAP, the recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee primarily will depend on its classification as a finance or operating lease. However, unlike current GAAP, which requires only capital leases to be recognized on the balance sheet, the new guidance will require both types of leases to be recognized on the balance sheet. A modified retrospective transition approach is required, applying the new standard to all leases existing at the date of initial application. An entity may choose to use either (1) its effective date or (2) the

beginning of the earliest comparative period presented in the financial statements as its date of initial application. If an entity chooses the second option, the entity must recast its comparative period financial statements and provide disclosures required by the new standard for the comparative periods.

The Company will adopt the new standard effective January 1, 2019 using the modified retrospective approach. Consequently, financial information will not be updated and disclosures required under the new standard will not be provided for dates and periods before January 1, 2019. The standard provides a number of optional practical expedients in transition. The Company is electing the 'package of practical expedients', which permits it not to reassess under the new standard its prior conclusions about lease identification, lease classification and initial direct costs. The adoption of this new standard will affect the Company's consolidated balance sheets by recognizing new right-of-use ("ROU") assets and lease liabilities for operating leases. The impact on the Company's results of operations and cash flows is not expected to be material. Adoption of the standard will result in the recognition of additional ROU assets and lease liabilities for operating leases of approximately \$2,032 as of January 1, 2019. The Company elects to account for a lease component of a contract and its associated non-lease components as a single lease component, therefore the ROU and lease liabilities estimate includes non-cancelable operating lease agreements, parking spaces and management fees.



In November 2016, the FASB issued ASU No. 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, which requires companies to include amounts generally described as restricted cash and restricted cash equivalents in cash and cash equivalents when reconciling beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The Company adopted the new standard effective January 1, 2018 using the retrospectively method. The adoption of this new guidance had an immaterial impact on the Company's consolidated financial statements. Restricted cash is invested in short-term bank deposits (for three months), which are mainly used as security for the Company's guarantees to customers and lines of credits with banks.

On January 1, 2018, the Company adopted the requirements of ASU 2014-09, "Revenue from Contracts with Customers (Topic 606), using the modified retrospective method for contracts that were not completed as of January 1, 2018. Under the modified retrospective method, the Company recognized the cumulative effect of initially applying the new revenue standard as an adjustment to the opening balance of retained earnings. This adjustment did not have a material impact on the Company's consolidated financial statements. Results for reporting periods beginning after January 1, 2018 are presented under Topic 606, while prior period amounts are not adjusted and continue to be reported in accordance with our historic accounting under Revenue Recognition ("Topic 605").

In May 2017, the FASB issued ASU 2017-09, "Compensation – Stock Compensation (Topic 718): Scope of Modification Accounting." ASU 2017-09 was issued to provide clarity and reduce both 1) diversity in practice and 2) cost and complexity when applying the guidance in Topic 718 to a change in the terms or conditions of a share-based payment award. ASU 2017-09 provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting under Topic 718. The amendments in ASU 2017-09 are effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. The Company adopted ASU 2017-09 effective January 1, 2018. The adoption of this new guidance had no material impact on the Company's consolidated financial statements.

## **B. Liquidity and Capital Resources**

We have historically met our financial requirements primarily through cash generated by operations, funds generated by our public offerings, private placements of our Ordinary Shares and debt securities, loans from our principal shareholders, short-term loans and credit facilities from banks, research and development grants from the government of Israel and the Israel-U.S. Binational Industrial Research and Development Foundation, investment grants for approved enterprise programs and marketing grants from the government of Israel.

We had working capital of \$37.8 million as of December 31, 2018 compared with working capital of \$25.6 million at December 31, 2017. Cash and cash equivalents were \$20.8 million as of December 31, 2018 compared to \$12.4 million as of December 31, 2017.

As of December 31, 2018, our banks provided \$0.37 million of guarantees on our behalf, mainly to our customers and suppliers in the ordinary course of business. The guarantees are secured by a first priority charge on our restricted cash total \$0.42 million as of December 31, 2018.

On May 15, 2016, our shareholders approved the sale to DBSI of 8,510,638 of our Ordinary Shares in consideration for approximately \$4 million, reflecting a price per share of \$0.47. In addition, we issued to DBSI warrants to purchase: (i) an additional 4,255,319 Ordinary Shares at an exercise price per share of \$0.47 (resulting in an aggregate exercise price of \$2 million), exercisable for a period of 24 months following the date of the initial investment and (ii) warrants to purchase an additional 3,636,363 shares at an exercise price per share of \$0.55 (resulting in an aggregate exercise price of \$2 million), exercisable for a period of 48 months following the date of the initial investment.

DBSI also granted our company an option, exercisable by either us or DBSI, for us to obtain a three -year loan in the principal amount of up to \$3.175 million solely for the purpose of the repayment of the outstanding shareholders' debt. We exercised such option in June 2016 and used the funds to fully repay our outstanding shareholders' debt.

During the term of the loan, which had a three-year term, DBSI had the right, but not the obligation, at its sole discretion, to convert the then remaining convertible loan amount into Ordinary Shares at a price per share equal to the lower of: (i) \$2.40, or (ii) a five percent (5%) discount to the FMV (the average of the closing prices of our Ordinary Shares over the 5 consecutive trading days ending on the last trading day prior to the date of conversion), but in no event less than \$0.47. In August 2017, DBSI converted the entire principal of the loan and acquired 1,322,917 Ordinary Shares, reflecting a conversion price of \$2.40 per share.

DBSI's exercise of warrants has resulted in proceeds to our company of \$1.25 million in 2016, \$1.95 million in 2017 and \$0.8 million in 2018. There are no outstanding warrant held by DBSI.

In connection with the 2016 DBSI transaction, we issued warrants to purchase 255,319 Ordinary Shares to each of Legos Advisors Ltd. and Mr. Avi Geffen as commission and finder's fees. All of these warrants were exercised in 2017 for total consideration of \$0.24 million.

On November 15, 2016, we completed a \$2 million registered direct offering of 1,904,762 Ordinary Shares at a price per share of \$1.05 to The Phoenix Insurance Company Ltd. and its affiliate, Shotfut-Menayot-Israel-HaPhoenix Amitim Ltd. At the same time, DBSI invested an additional \$1 million in our company through the exercise of 2,127,660 warrants.

On August 20, 2017, we sold 4,604,500 of our Ordinary Shares to Israeli institutional investors, at a price of \$2.15 per share pursuant to our shelf registration statement.

On November 13, 2018, one of our consultants exercised 111,000 warrants and was issued 62,601 Ordinary Shares in a cashless exercise.

On December 6, 2018 we completed a \$12.5 million registered direct offering of 4,545,454 Ordinary Shares at a price per share of \$2.75, of which \$10 million was invested by Psagot and \$2.5 million by The Phoenix, two Israeli institutional investors. In addition, on January 16, 2019 we issued 545,454 Ordinary Shares to DBSI in a private placement for approximately \$1.5 million, reflecting a price per share of \$2.75.

We made capital expenditures of \$ 1 million in the year ended December 31, 2018, primarily for machinery and equipment. We currently do not have any significant capital spending or purchase commitments.

## **Cash Flows**

The following table summarizes our cash flows for the periods presented:

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	Year ended December 31,		
	2016	2017	2018
	(U.S. dollars in thousands)		
Net cash provided by (used in) operating activities from continuing operations	(4,919)	1,722	(3,858 )
Net cash used in investing activities from continuing operations	(336 )	(1,806 )	(948 )
Net cash provided by financing activities from continuing operations	5,442	11,292	12,798
Net cash provided by (used in) operating activities from discontinued operations	298	(644 )	1,186
Net cash used in investing activities from discontinued operations	(34 )	(101 )	(2 )
Effect of exchange rate changes on cash and cash equivalents	(133 )	(138 )	(420 )
Increase (decrease) in cash and cash equivalents and restricted cash	318	10,325	8,756
Cash and cash equivalents and restricted cash at beginning of the year	2,363	2,681	13,006
Cash and cash equivalents and restricted cash at end of the year	2,681	13,006	21,762
Less cash and cash equivalents of discontinued operation at the end of the year	1,159	267	526
	1,522	12,739	21,236

Continuing Operations:

Net cash used in operating activities was \$3,858,000 in 2018. This was primarily due to depreciation and amortization expenses of \$799,000, share based non-cash compensation to employees of \$898,000, an increase in trade receivables of \$6,096,000, an increase in inventories of \$3,865,000 and a net loss of \$223,000. This was offset by an increase in trade payables of \$ 2,610,000 and an increase in other accounts payables of \$1,693,000. Net cash provided by operating activities was \$1,722,000 in 2017. This was primarily due to depreciation and amortization of \$638,000, share based non-cash compensation to employees of \$559,000, an increase in trade receivables of \$2,280,000 and an increase in inventories of \$890,000. This was offset by our net income of \$2,342,000 and a decrease in costs and estimated earnings in excess of billings of \$809,000. Net cash used in operating activities was \$4,919,000 in 2016. This was primarily due to our loss of \$4,907,000 in 2016, an increase in inventories of \$1,503,000 and an increase in trade receivables of \$1,360,000. This was offset by a decrease in costs and estimated earnings in excess of billings of \$403,000.

Net cash used in investing activities was \$948,000 in 2018, primarily due to the investment of \$899,000 in property, plant and equipment and construction-in-process of production infrastructure of \$308,000. Net cash used in investing activities was approximately \$1,806,000 in 2017, primarily due to the investment of \$1,041,000 in property, plant and equipment and construction-in-process of production infrastructure of \$736,000. Net cash used in investing activities was approximately \$336,000 in 2016, primarily due to change in restricted deposits, net of \$75,000 which was offset by the investment of \$411,000 in property, plant and equipment.

Net cash provided by financing activities was \$12,798,000 in 2018, reflecting the issuance of Ordinary Shares in a registered direct offering that provided us with net proceeds of \$12,252,000, Net cash provided by financing activities was \$11,292,000 in 2017, due to issuance of Ordinary Shares and exercise of warrants. This was offset by a decrease in short-term bank credit of \$575,000. Net cash provided by financing activities was \$5,442,000 in 2016, reflecting net proceeds of \$7,096,000, mainly from our transactions with DBSI and The Phoenix Insurance Company Ltd. and its affiliate, offset by net repayment of \$2,988,000 of shareholders loans and a decrease in short-term bank credit of \$1,841,000.

Discontinued Operations:

Net cash provided by operating activities from discontinued operations was \$1,186,000 in 2018. This was primarily due to a decrease in trade receivables of \$645,000. Net cash used in operating activities from discontinued operations was \$644,000 in 2017. This was primarily due to an increase in trade receivables of \$956,000. This was offset by depreciation of \$ 391,000. Net cash provided by operating activities from discontinued operations was \$298,000 in 2016. This was primarily due to a decrease in inventories of \$29,000 and a decrease in trade receivables of \$148,000. This was offset by an increase in trade payables of \$44,000.

Net cash used in investing activities from discontinued operations was \$2,000 in 2018, due to investment of \$2,000 in property, plant and equipment. Net cash used in investing activities from discontinued operations was \$101,000 in 2017, due to investment of \$101,000 in property, plant and equipment. Net cash used in investing activities from discontinued operations was \$34,000 in 2016, due to investment of \$34,000 in property, plant and equipment.

As a result of the foregoing, at December 31, 2018, we had working capital of \$37,840,000 and cash and cash equivalents of \$ 20,814,000 as compared to working capital of \$25,641,000 and cash and cash equivalents of \$12,417,000, at December 31, 2017.

We expect to fund our short-term liquidity needs in 2019, including our obligations under, contractual agreements and any other working capital requirements, from our cash and cash equivalents, and operating cash flow. We project that our current cash and cash equivalents and our expected cash flow from operations, will be sufficient to meet our cash requirements in 2019.

## **C. Research and Development, Patents and Licenses**

### **Research and Development**

Our research and development activities focus on improvements to our existing products, the development of complementary products that would provide continued support for our current customers and would improve our capability to market our products to new customers and keep a competitive edge over our main competitors. In 2018, 2017 and 2016 we incurred \$3.1 million, \$1.6 million and \$0.8 million, respectively, of research and development expenses, net. The majority of these expenses are attributable to the development of our radars. In 2019, we intend to continue and expand our investment in the research and development of new products. As of December 31, 2018, we employed 41 engineers (including 2 sub-contractors) in research and development who concentrate mainly on research and development activities.

The Israel Innovation Authority, or the IIA, encourages research and development by providing grants to Israeli companies, pursuant to the Law for the Encouragement of Industrial Research and Development, 1984, as amended. The terms of such grants prohibit the manufacture of the developed products outside of Israel and the transfer of technologies developed using the grants to any person without the prior written consent of the IIA. During recent years, we developed a new radar sensor for APS, partly financed by the IIA. We received royalty bearing grants of \$1.138 million from the IIA. Pursuant to applicable Israeli law, we are currently required to pay royalties at the rate of 3% of sales of products developed with certain grants received from the IIA, up to 100% of the amount of such grants, adjusted by the exchange rate with the dollar. As of December 31, 2018, our total obligation for royalty payments, net of royalties paid or accrued was zero.

### **D. Trend Information**

In 2018, our revenues increased by approximately 7% compared to our revenues in 2017.

Our future revenues will, in great measure, be dependent upon the success of our sales and marketing strategy. We are currently focusing our sales efforts on:

Military avionics and inertial navigation systems; and

Tactical radar systems for force and border protection solutions.

We cannot provide any assurances that we will be successful in meeting our targets in the future. As a result of the unpredictable business environment in which we operate, we are unable to provide any specific guidance as to sales and profitability trends. However, on February 4, 2019 we provided revenues guidance for 2019 of \$40 million. If we are unsuccessful in our sales efforts, it is unlikely that we will be able to achieve profitability in the future and we will require additional capital.

### E. Off-Balance Sheet Arrangements

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

### F. Tabular Disclosure of Contractual Obligations

The following table summarizes our minimum contractual obligations and commercial commitments, as of December 31, 2018 and the effect we expect them to have on our liquidity and cash flow in future periods.

Contractual Obligations	Payments due by Period (U.S. dollars in thousands)				
	Total	Less than 1 year	1-3 Years	3-5 Years	More than 5 years
Long-term debt obligations	-	-	-	-	-
Operating lease obligations	2,123	838	707	578	-
Total	2,123	838	707	578	-



We have long-term liabilities for severance pay for certain employees that are calculated pursuant to Israeli law generally based on the most recent salary of the employees multiplied by the number of years of employment, as of the balance sheet date. Under Israeli law, employees are entitled to one month's salary for each year of employment or a portion thereof upon termination of employment in certain circumstances, including the retirement or death of an employee or the termination of employment of an employee without due cause. As of December 31, 2018, our severance pay liability was \$0.7 million.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. Directors and Senior Management

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

<b>Name</b>	<b>Age</b>	<b>Position</b>
Yossi Ben Shalom <sup>(2)</sup>	62	Executive Chairman of the Board of Directors
Nir Cohen	46	Director
Prof. Alon Dumanis <sup>(1)(2)</sup>	68	Director
Ben Zion Gruber	60	Director
Israel Livnat <sup>(2)</sup>	68	Director
Tal Misch Vered <sup>(1)</sup>	51	External Director
Elan Sigal <sup>(1)</sup>	51	External Director
Kineret Ya'ari	35	Director
Guy Zur	57	Director
Dov Sella	63	Chief Executive Officer
Avi Israel	54	Chief Financial Officer
Oleg Kiperman	65	Chief Technology Officer
William Watson	55	Chief Executive Officer of RADA Technologies LLC (RTL)
Max Cohen	46	Executive Vice President for the US market

(1)Member of the Audit and Compensation Committee

(2)Member of the Business Development Committee

Messrs. Yossi Ben Shalom, Nir Cohen, Israel Livnat, Ben Zion Gruber, and Alon Dumanis, Ms. Kineret Ya'ari and Mr. Guy Zur will serve as directors until our 2019 annual general meeting of shareholders. Ms. Misch and Mr. Sigal serve as our external directors and each currently holds office for three-year terms until October 21, 2021, and August

30, 2019, respectively. On February 21, 2018, Mr. Herzle Bodinger retired as a member of our Board of Directors for personal reasons and on October 21, 2018, Ms. Nurit Mor retired as a member of our Board of Directors

**Yossi Ben Shalom** was appointed as a director of RADA effective as of May 18, 2016 and has served as the Chairman of our Board of Directors since June 14, 2016. Mr. Ben-Shalom was Executive Vice President and Chief Financial Officer of Koor Industries Ltd. from 1998 through to 2000. Before that, Mr. Ben-Shalom served as Chief Financial Officer of Tadiran Ltd. Mr. Ben-Shalom was an active director on numerous boards of directors, including: NICE Systems Ltd. (NASDAQ: NICE) (computer telephony); Machteshim Agan (chemistry); and Investec Bank. He also participated in the creation of TDA VC fund (a joint venture between Templeton and Tadiran) and was an active Chairman of Scopus – a technology company with sales of over \$30 million. Yossi is a co-founder of DBSI Investments Ltd. As such, he currently serves as the Chairman of Pointer Telocation Ltd. (NASDAQ: PNTR) and Chairman of Shagrir Group Car Services Ltd. (TASE: SHGR). Mr. Ben-Shalom also serves as a director of Taldor Computer Systems (1986) Ltd. (TASE: TALD) and several other privately held companies. Mr. Ben-Shalom holds a B.A. degree in Economics and an M.A. degree in Business Management from Tel Aviv University.

**Nir Cohen** has served as a director of RADA since May 18, 2016. Mr. Cohen serves as Chief Financial Officer of DBSI Investments Ltd. and of its affiliate – Shiraz DS Investments Ltd. As the CFO of both DBSI and Shiraz, Mr. Cohen serves as a director in several public companies: Taldor Computer Systems (1986) Ltd. (TASE: TALD); Pointer Telocation Ltd. (NASDAQ: PNTR); and Shagrir Group Vehicle Services Ltd. (TASE: SHGR). Before joining DBSI, Mr. Cohen served as partner and CFO of Argoquest Holdings, LLC, a privately held U.S.-based investment company specializing in high-tech investments. Prior to joining Argoquest, Mr. Cohen served as a senior associate at Kesselman & Kesselman, an Israeli affiliate of the global accounting firm PricewaterhouseCoopers (PwC). Before joining PwC, Mr. Cohen worked as an auditor for the accounting firm KPMG in Israel. Mr. Cohen holds a B.A. degree in Accounting and Business Management from the College of Management and is a Certified Public Accountant in Israel.

**Prof. Alon Dumanis** has served as a director of RADA since 2015. Until December 31, 2015, Prof. Dumanis was the Chief Executive Officer of Dumanis Investments Ltd and its affiliates. He is currently chairman of Aposense (TASE-APOS), Managing Partner of Augmentum Ltd., CEO of ACS Air-Cyber Solutions Ltd. and advisory board member of Parazero Ltd. Prof. Dumanis was for 15 years (until 2015) the Chief Executive Officer of Docor International Management Ltd. and the General Manager of Crecor B.V. and Docor International B.V., Dutch investment companies, subsidiaries of The Van-Leer Group Foundation. He was the chairman of Van Leer Xenia (Jerusalem Technology Incubator), XSight Systems, Softlib, DNR Imaging, Clariton Networks, Bondx, and a member of the board directors of Spectronix (TASE-SPCT), Collplant (TASE-CLPT), and a member of the board of directors of other high-tech and bio tech companies in Docor's investment portfolio. Prof. Dumanis is a former member of the board of directors of El Al Israel Airlines (TASE-LY), Tadiran Communications (TASE-TDCM), Nova Measuring Instruments (NASDAQ-NVMI), Protalix Biotherapeutics (NYSE-PLX) and Inventech Investments Co. Ltd. (TASE-IVTC). Previously, Prof. Dumanis was the Head of the Material Command in the Israel Air Force at the rank of Brigadier General. Prof. Dumanis holds a Ph.D. in Aerospace Engineering from Purdue University, West Lafayette, Indiana, USA. Prof. Dumanis is currently a faculty member in Azrieli Jerusalem College of Engineering Jerusalem and serves as the head of the Technological Entrepreneurship graduates' program. He has managed multi-billion-dollars R&D programs, engineering, security, information technology, logistics and Acquisition, Air-Force infrastructure programs and other projects. He was a member of various notable steering committees for the Minister of Defense and the Israel Defense Forces, Chief of General Staff, for national level strategy, technological road mapping and information technology. Prof. Dumanis has received prizes, honors and awards including the Purdue University "Outstanding Aerospace Engineer of 2001 Award". He is a chairperson and member of several national steering committees and is the author of many papers published locally and internationally in a number of domains including technology and management. Prof. Dumanis also holds a Doctorate of Philosophy degree in Aerospace Engineering from Purdue University.

**Ben Zion Gruber** has served as a director of RADA since June 2002. Mr. Gruber is a founder and manager of several real estate and construction companies and an entrepreneur involved in several hi-tech companies. Mr. Gruber is a Br. General (Res.) of the IDF serving today as deputy commander of an armored division. Mr. Gruber is a member of the Board of Employment Service of the government of Israel. He also serves on the board of R. Riskin Ohr Tora institutions and the board of Har Etzyun Yeshiva, board of Hertzog College, Association of Friends of Kefar Shaul Hospital. Mr. Gruber serves on the Ethics Committees of the Eitanim and Kefar Shaul Hospitals as well as a director of several other charitable organizations. Mr. Gruber holds a B.Sc. degree in Engineering of Microcomputers from JCT Jerusalem College of Technology. In addition, Mr. Gruber is a graduate of a summer course in Business

Administration at Harvard University, as well as several other courses and training in management, finance and entrepreneurship.

***Israel Livnat*** has served as a director of RADA since May 18, 2016. Mr. Livnat was the founder and Chairman of Anteo WW AG, which developed a software platform for physical-security, cyber-security safety and other business continuity applications. Mr. Livnat serves as a director on the board of Mobilicom Ltd., a provider of advanced communication solutions. He serves also as Director at Urban Aeronautics Leader in developing a compact VTOL vehicle with no exposed rotors that is tailored to meet FAA requirements for powered lift vehicles and is also capable of flying and operating inside complex urban and natural environment. Mr. Livnat was the President of the Security Group at Nice Systems Ltd. from May 2006 until August 2011. Prior to joining NICE and from 2001, he served as the President and CEO of Elta Systems Ltd., the leading defense company in Israel for radar, signal intelligence and communication systems. Prior to his position with Elta, Mr. Livnat headed the MLM division of Israeli Aircraft Industries, leading the development of the Arrow weapons system, the Israeli Shavit satellite launcher and other airborne command and control systems. Before that he was VP Engineering of the MLM division and director for hardware engineering at Daisy Systems of Mountain View, California, a leading developer of hardware and software for large computer-embedded systems. Mr. Livnat holds a B.Sc. degree and a M.Sc. degree in Electrical Engineering from the Technion-Israel Institute of Technology, and an Executive MBA degree from Stanford University, California. He was awarded the prestigious Israeli Industry Prize for 2004.

**Tal Misch Vered** has served as an external directors of RADA since October 2018 Ms. Misch has served as an external director of Telsys Ltd., an Israeli company whose shares are traded on the TASE (since 2016), A.D.O. group, an Israeli company whose shares are traded on the TASE (since 2018), the company for the Management of the Provident Fund of Ovdei Hamedina (since 2016), a government fund, Mardechai Aviv Building Industries (1973) Ltd., an Israeli public company whose shares are traded on the TASE (since 2016), Medi Power (Overseas) Ltd., an Israeli company whose shares are traded on the TASE (since 2015), and Opal Balance Ltd., an Israeli company whose shares are traded on the TASE (since 2012). In addition, Ms. Misch served as a director of Roots Sustainable Agricultural Technologies Ltd. an Israeli company whose shares are traded in Australia (since 2017-2018), Semicom Industries Ltd. an Israeli public company (from 2013 to 2014), Arazim Investments Ltd. an Israeli public company (from 2011 to 2014), Ligad Investment and Building Ltd., an Israeli public company (from 2012 to 2013), Karden Automobiles Ltd., an Israeli public company (from 2004 to 2005) and Keshet Broadcast Ltd., an Israeli private company (from 2003 to 2004). Between 2006 and 2014, Ms. Misch served as the co-CEO of Gmul Residential Real Estate Ltd, an Israeli public company. Prior to that, from 2004 to 2007 Ms. Misch served as the CFO of Gmul Investment Ltd. an Israeli public company. Prior to that, Ms. Misch served in various managerial and professional positions, including as a certified public accountant in Broyde KPMG & Co. Ms. Misch is a CPA and a member of the Israeli Accountants Council as well as a licensed real estate appraiser. Ms. Misch has a B.A. degree in Economics and Accounting, and an M.A. degree in Philosophy, Science and Digital Culture, from Tel Aviv University.

**Elan Sigal** has served as an external director of RADA since August 2013. From January 2013 to August 2017, Mr. Sigal served as the Chief Financial Officer of Landa Corporation (Israel), an Israeli company that develops printing systems with proprietary nanography technology for the commercial market. Between January 2008 and December 2012, Mr. Sigal was the Chief Financial Officer of Objet Geometries Ltd., an Israeli company that is engaged in the design, development and manufacture of 3D printers. Between 2004 and December 2007, Mr. Sigal served as the Chief Financial Officer of our company. From May 2000 to December 2003, Mr. Sigal worked as a management consultant in the London office of McKinsey & Co., a leading global management consulting firm. For ten years Mr. Sigal served as a fighter pilot in the Israeli Air Force. Mr. Sigal holds a B.A. degree in Economics from Tel Aviv University.

**Kineret Ya'ari** has served as a director of RADA since May 18, 2016. Mrs. Ya'ari serves as an analyst and economist at DBSI Investments Ltd. Mrs. Ya'ari also serves as a director of Taldor Computer Systems (1986) Ltd. (TASE: TALD) and Shagrir Group Vehicle Services Ltd. (TASE: SHGR). Before joining DBSI Investments, Mrs. Ya'ari served as a senior business analyst at Giza-Singer-Even, a financial advisory and investment banking firm in Israel. Mrs. Ya'ari holds a B.A. degree in Economics and Management and an M.B.A. degree in Accounting and Finance from Tel Aviv University.

**Guy Zur** has served as a director of RADA since March 27, 2017. Mr. Zur joined the IDF in 1980 and served in the military until 2016 in a variety of positions retiring with the rank of Major General. Mr. Zur served as the commander of the Ground Forces from 2013 until 2016. Between 2010 and 2013, Mr. Zur served as the Head of the IDF Planning Division. Between 2007 and 2010, Mr. Zur served as the commander of the National Training Center for Ground Trainings (NTC). Mr. Zur is currently the CEO of some Taavura Group subsidiaries, one of the largest logistics and transportation conglomerates in Israel, as well as a technology entrepreneur. Mr. Zur holds an M.B.A. degree from

Be'er Sheva University, a Bc.S. degree in Mechanical Engineering from Tel Aviv University, and is an alumnus of the Royal College of Defense Studies, London.

**Dov Sella** has served as our Chief Executive Officer since November 2016 and previously, since July 2007, served as our chief business development officer. Prior to that and from January 2003, Mr. Sella served as our chief operating officer. Mr. Sella has over 20 years of senior management and product development experience. From 1982 until 1997, Mr. Sella worked for Elbit Systems Ltd., a leading Israeli defense contractor. Among his positions at Elbit, he served as director of programs, director of avionics engineering and director of business development. Between 1997 and 2000, Mr. Sella served as executive vice president and vice president of business development and vice president of research and development of UltraGuide Ltd., a medical devices start-up. During the three years prior to joining our company, Mr. Sella was the president of NeuroVision Inc., a medical technology start-up. Mr. Sella has a B.Sc. degree (cum laude) in Computer Engineering from the Technion - Israeli Institute of Technology. Mr. Sella served as a fighter aircraft navigator in the IAF.

**Avi Israel** has served as our Chief Financial Officer since November 2017. Prior to that and since 2014, Mr. Israel has served as the CEO of Logisticare Ltd., a leading Israeli private company providing third-party logistics and supply chain services. Between 2010 and 2013, Mr. Israel served as the CEO of Brimag Communication Ltd., the Israeli importer and distributor of mobile phones and other cellular products manufactured by LG Electronics. Prior to that and since 2004, Mr. Israel served in several positions (including Deputy CEO and Finance Director) of Telit Communications PLC., an IoT (Internet of Things) company listed on AIM in London. Between 1996 and 2004, Mr. Israel served in several positions in the Formula Systems Group, as the VP M&A in charge of the international operations of Matrix Ltd. (TASE: MTRX), one of Israel's largest software solutions companies, as well as the CFO of New Applicom Ltd., an Israeli software company that merged with Matrix. Prior to that and since 1992, Mr. Israel acted as the CFO of Burford International Application Ltd in the United Kingdom. Between 1989 and 1992, Mr. Israel was a certified public accountant with Almagor & Co, (today Deloitte Israel). Mr. Israel also served between the years 2011-2017 as an external director of Analyst Portfolio Management Ltd. and between 2004 and 2010 as an external director of Semicom Industries Ltd. Currently, Mr. Israel is also an external director of Or Shay Ltd., whose bonds are traded on the TASE. Mr. Israel has a B.A. degree in Economics and Accounting and an M.B.A. degree, both from Bar-Ilan University in Israel. Mr. Israel is a CPA and a member of the Israeli Accountants Council.

**Oleg Kiperman** has served as our chief technology officer since July 2007. Mr. Kiperman joined us in 1984 as project manager of several embedded avionics development programs and in 2000 was named as our director of engineering. From 1982 until 1984, Mr. Kiperman served as a hardware development team leader at Tadiran Ltd. developing digital communication systems. From 1977 until 1982, Mr. Kiperman served as a senior engineer in the IAF Weapons Control Branch. Mr. Kiperman holds a B.Sc. degree in Electrical Engineering from the Technion - Israeli Institute of Technology.

**William Watson** has served as the Chief Executive Officer of RADA Technologies LLC (RTL) since March 2018. Mr. Watson has over 30 years of experience in product and business development experience in the defense market. Prior to joining RADA, Mr. Watson was responsible for worldwide sales and business development for L3 Technologies, GCS between 2017 and 2018. Mr. Watson also developed a worldwide sales team for Safran Vectronix in 2015-2016. Prior he spent 27 years with DRS Technologies, a major US defense contractor, in a variety of roles including P&L responsibilities as VP, Radar & Communication Systems; and also VP, Naval C4 Systems. During his tenure with DRS, Mr. Watson also held leadership positions in Program Management, Engineering and Business Operations. Mr. Watson has an M.B.A. degree in Business Administration and Management from Long Island University (C.W. Post) and also a Bachelor of Engineering degree (BEng) in Mechanical Engineering from the State University of New York (Stony Brook).

**Max Cohen** has served as our Executive Vice President for the US market, since May 2018. In August 2018, Mr. Cohen relocated to the U.S. Mr. Cohen retired from the Israeli Defense Forces (IDF) in March 2018 as a Lieutenant Colonel (LTC) after 26 Years of service. Since his retirement, Mr. Cohen together with his partners, founded FLYON Aerosystems Ltd., a start-up company engaged in the development of a new commercial flying platform. Mr. Cohen initiate and led major program during his services in the IDF. From 2004 until 2017 as the head of the Sky Picture Department in the IAF, Mr. Cohen led the development of the air picture command and control systems (C2) and the air picture Radars. During this period Mr. Cohen initiated a comprehensive national program to deal with the

emerging threat of the quadcopters. Mr. Cohen has a BSc in Electrical and Computer Engineering from Ben-Gurion University during which he published two papers on multispectral imaging at the SPIE - the international society for optics and photonics. He also finished all the required courses for a MSc degree in electrical engineering from Tel-Aviv University.

-35-



## B. Compensation

The following table includes information for the year ended December 31, 2018 concerning the five (5) most highly compensated executive officers of our company, (the figures below reflect the applicable cost of employment on an annual basis):

	<b>Dov Sella<sup>1</sup></b>	Oleg Kiperman	Bill Watson	Avi Israel	Max Cohen
<b>Annual salary cost and other benefits (\$)<sup>2</sup></b>	379,719	309,141	308,156	275,076	267,240
<b>Non-cash employees' options compensation cost for 2018 (\$)<sup>3</sup></b>	403,786	59,488	34,136	98,755	13,654
<b>Total (\$)</b>	<b>783,505</b>	<b>368,629</b>	<b>342,292</b>	<b>373,831</b>	<b>280,894</b>

In January 2017, our shareholders approved a new employment agreement with our Chief Executive Officer, Mr. Dov Sella, who had previously served as our Chief Business Development Officer. From January 2017 until December 31, 2018 Mr. Sella received a monthly gross base salary of NIS 75,000. In addition to the options to purchase 131,250 Ordinary Shares that were granted to him on June 14, 2016, our shareholders approved an additional grant of options to Mr. Sella as follows: (i) options to purchase 68,750 Ordinary Shares at an exercise price of \$1.16 per ordinary share that vested ratably over a period of four (4) years and (ii) options to purchase 150,000 Ordinary Shares at an exercise price of \$1.16 per ordinary share that will vest immediately instead of 99 vacation days that had accrued and were redeemable by Mr. Sella. In November 2017, our shareholders approved the grant of additional options to Mr. Sella as follows: options to purchase 500,000 Ordinary Shares at an exercise price of \$2.96 per shares that vest ratably over a period of four (4) years. In June 2018, our shareholders approved the grant of additional options to Mr. Sella as follows: options to purchase 500,000 Ordinary Shares at an exercise price of \$2.32 per shares that vest over a period of four (4) years as follows: 25% will vest at the first anniversary of the grant date and the balance shall vest in 12 equal and consecutive quarterly installments. In addition, on January 16, 2019 our shareholder approved an increase of the monthly base-salary payable to Mr. Sella, effective as of January 1, 2019 to NIS100,000 as well an additional bonus payment (not exceeding 6 base salaries) that are conditioned upon the Company and Mr. Sella satisfying certain measurable business and quantitative milestones.

(1) Includes the gross salary of the five (5) most highly compensated executive officers plus payments of (i) salary bonus; (ii) social benefits such as payments for savings funds, education funds, pension, severance, insurances, social security; and (iii) general benefits such as company car (including maintenance and gas) and cell phone; and (iv) option compensation and other benefits pursuant to our company's policy.

(3) Option compensation pursuant to our company's policy.

Mr. Yossi Ben Shalom has served as the Executive Chairman of our Board of Directors since May 18, 2016. In January 2017, our shareholders approved that in addition to the directors' fees to be paid to all of our directors commencing as of January 1, 2017, we would pay DBSI a monthly payment of NIS 17,500 (approximately \$4,600) for time devoted by Mr. Ben Shalom to such position. As of 2017, the first calendar year in which our consolidated

audited financial statements reflect net income (before taxes), the additional monthly payment was increased to NIS 35,000 (approximately \$10,000).

Mr. Israel Livnat has served as a member of our Board of Directors since May 18, 2016. In January 2017, our shareholders approved a new engagement letter with Mr. Livnat, pursuant to which he is entitled to receive a commission of 2.5% of the net revenues received by our company with respect to specific transactions introduced to us by Mr. Livnat, subject to a detailed agreement to be entered into by Mr. Livnat and the company and the prior approval of any such transaction by the Audit Committee. To date, no such transactions were introduced.

Mr. Guy Zur has served as a member of our Board of Directors since March 27, 2017. In June 2018, our shareholders approved a consulting agreement with Mr. Zur, pursuant to which he is entitled to receive, in addition to his directors' fees, a monthly retainer of NIS 10,000 payable as of January 1, 2018 for business development consulting services. Pursuant to the consultancy agreement with Mr. Zur, both Mr. Zur and the Company may terminate the engagement with or without reason by giving 30 days' prior notice. In 2018 Mr. Zur received \$33 thousand for his consulting services from the Company.

During the year ended December 31, 2018, the aggregate compensation paid to our above-mentioned executive officers and directors as a group was approximately \$2,267,832. As of December 31, 2018, the aggregate amount set aside or accrued for pension, retirement, recreation payments and vacation or similar benefits for our directors and executive officers was approximately \$307,206.

During the year ended December 31, 2018, we paid each of our external directors a per-meeting attendance fee of NIS 1,859 (approximately \$500) and an annual fee of NIS 29,239 (approximately \$7,801).

Pursuant to the Israeli Companies Law, we have adopted a compensation policy and are required to follow certain approval requirements with respect to the compensation of our directors and executive officers. See below “Board of Directors – Compensation Committee” and Item 10. Additional Information – Office Holders.

We follow Israeli law and practice instead of the requirements of the NASDAQ Stock Market Rules regarding the compensation of our Chief Executive Officer and other executive officers. See Item 16G. “Corporate Governance.”

## **C. Board Practices**

### **Introduction**

According to the Israeli Companies Law and our articles of association, the management of our business is vested in our board of directors. The board of directors may exercise all powers and may take all actions that are not specifically granted to our shareholders. Our executive officers are responsible for our day-to-day management. The executive officers have individual responsibilities established by our Chief Executive Officer and board of directors. Executive officers are appointed by and serve at the discretion of the board of directors, subject to any applicable agreements.

### **Election of Directors**

Our Articles of Association provide for a board of directors consisting no less than four (4) and no more than twelve (12) members, or such other number as may be determined from time to time at a general meeting of shareholders. All the directors in the company must be qualified to serve as a director and the time required for such position, taking into consideration the type and size of the company and the scope and complexity of its operation. The directors must provide the electing general meeting with a detailed declaration as to the compliance with the above-listed requirements. Our board of directors is currently composed of nine (9) directors.

Pursuant to our Articles of Association, our directors, except for the External Directors, are elected at the Annual General Meeting by the vote of the holders of a majority of the voting power represented at such meeting in person or

by proxy and voting on the election of directors, and each director generally serves until the Annual General Meeting next following the Annual General Meeting at which such director was appointed, or his earlier vacation of office or removal. Except with respect to the removal of External Directors, the shareholders are entitled to remove any director(s) from office, by a simple majority of the voting power of the company represented at the meeting in person or by proxy and voting thereon. All the members of our board of directors (except the external directors as detailed below) may be reelected upon completion of their term of office. The majority of directors may appoint additional directors to fill any vacancies in the board of directors until the next annual general meeting; provided, however that the total number of directors will not exceed the maximum number, if any, fixed by or in accordance with our Articles of Association. We do not follow the requirements of the NASDAQ Marketplace Rules with regard to the nomination process of directors and instead follow Israeli law and practice. See Item 16G. "Corporate Governance."

### **External and Independent Directors**

*External Directors.* The Israeli Companies Law requires publicly held Israeli companies to appoint at least two external directors. The Israeli Companies Law provides that a person may not be appointed as an external director if the person, or the person's relative, partner, employer or an entity under that person's control, has or had during the two years preceding the date of appointment any affiliation with the company, or any entity controlling, controlled by or under common control with the company. The term "relative" means a spouse, sibling, parent, grandparent, child or child of spouse or spouse of any of the above as well as a sibling, brother, sister or parent of the foregoing relatives. In general, the term "affiliation" includes an employment relationship, a business or professional relationship maintained on a regular basis, control and service as an office holder. Furthermore, if the company does not have a controlling shareholder or a shareholder holding at least 25% of the voting rights "affiliation" also includes a relationship, at the time of the appointment, with the chairman of the board, the Chief Executive Officer, a substantial shareholder or the most senior financial officer of such company. Regulations promulgated under the Israeli Companies Law include certain additional relationships that would not be deemed an "affiliation" with a company, for the purpose of service as an external director. In addition, no person may serve as an external director if the person's position or other activities create, or may create, a conflict of interest with the person's responsibilities as director or may otherwise interfere with the person's ability to serve as director. If, at the time an external director is appointed, all current members of the board of directors are of the same gender, then that external director must be of the other gender. A director of one company may not be appointed as an external director of another company if a director of the other company is acting as an external director of the first company at such time.

At least one of the elected external directors must have “accounting and financial expertise” and any other external director must have “accounting and financial expertise” or “professional qualification,” as such terms are defined by regulations promulgated under the Israeli Companies Law. However, Israeli companies listed on certain stock exchanges outside Israel, including the NASDAQ Capital Market, such as our company, are not required to appoint an external director with “accounting and financial expertise” if a director with accounting and financial expertise who qualifies as an independent director for purposes of audit committee membership under the laws of the foreign exchange serves on its board of directors. All of the external directors of such a company must have “professional qualification.”

The external directors are elected by shareholders at a general meeting. The shareholders voting in favor of their election must include at least a simple majority of the shares voted by shareholders other than controlling shareholders or shareholders who have a personal interest in the election of the external director (unless such personal interest is not related to such person’s relationship with the controlling shareholder). This majority requirement will not be required if the total number of shares of such non-controlling shareholders and disinterested shareholders who vote against the election of the external director represent 2% or less of the voting rights in the company.

In general, under the Israeli Companies Law, external directors serve for a three-year term and may be reelected to two additional three-year terms, at the nomination of either the board of directors or any shareholder(s) holding at least 1% of the voting rights in the company. If the board of directors proposed the nominee, the reelection must be approved by the shareholders in the same manner required to appoint external directors for an initial term, as described above. If such reelection is proposed by shareholders, such reelection requires the approval of the majority of the shareholders voting on the matter, excluding the votes of any controlling shareholder and other shareholders having a personal interest in the matter as a result of their relationship with the controlling shareholder(s), provided that, the aggregate votes cast by shareholders who are not controlling shareholders and do not have a personal interest in the matter as a result of their relationship with the controlling shareholder(s) who voted in favor of the nominee constitute more than 2% of the voting rights in the company and provided further that, at the time of the appointment, such reelected external director is not (i) a related or competitor shareholder, or (ii) a relative of such related or competitor shareholder or otherwise affiliated with a related or competitor shareholder either at the time of appointment or at any time during the two years period prior to such appointment. A related or competitor shareholder is defined by the Israeli Companies Law as the shareholder that proposed the reelection or a holder of 5% or more of the outstanding share capital of the company, provided that at the time of appointment (i) such shareholders, their controlling shareholder or any entity controlled by either of them has business relations with company, or (ii) such shareholders, their controlling shareholder or any entity controlled by either of them are competitors of the company. External directors can be removed from office only by the same special percentage of shareholders that can elect them, or by a court order, and then only if the external directors cease to meet the statutory qualifications with respect to their appointment or if they violate their fiduciary duty to the company.

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

connection with such service.

-38-

*Independent Directors.* In general, NASDAQ Stock Market Rules require that the board of directors of a NASDAQ-listed company have a majority of independent directors and its audit committee must have at least three members and be comprised only of independent directors, each of whom satisfies the respective “independence” requirements of NASDAQ and the SEC. However, foreign private issuers, such as our company, may follow certain home country corporate governance practices instead of certain requirements of the NASDAQ Stock Market Rules. We do not follow the requirement of the NASDAQ Stock Market Rules to maintain a majority of independent directors on our board and instead follow Israeli law and practice (see Item 16G. “Corporate Governance”). However, we have the mandated three independent directors on our audit committee, in accordance with the rules of the SEC and NASDAQ Stock Market.

Pursuant to the Israeli Companies Law, a director may be qualified as an independent director if such director is either (i) an external director; or (ii) a director that serves as a board member for less than nine years and the audit committee has approved that he or she meets the independence requirements of an external director. A majority of the members serving on the audit committee and the compensation committee must be independent under the Israeli Companies Law.

Our board of directors has determined that Ms. Misch, Mr. Sigal, Mr. Dumanis and Mr. Zur qualify as independent directors under the SEC and NASDAQ requirements and that Ms. Misch, Mr. Sigal and Mr. Dumanis qualify as independent directors under the Israeli Companies Law requirements.

We do not follow the requirements of the NASDAQ Stock Market Rules with regard to regularly scheduled meetings of independent directors. Under Israeli law, external directors are not required to hold executive sessions. See Item 16G. “Corporate Governance.”

### **Committees of the Board of Directors**

*Audit Committee.* Under the Israeli Companies Law, the board of directors of any public company must establish an audit committee. The audit committee must be comprised of at least three directors, the majority of which must be independent directors. Such independent directors must meet all of the standards required of an external director and may not serve as a director for more than consecutive nine years (a cessation of service as a director for up to two years during any nine years period will not be deemed to interrupt the nine years period). The audit committee may not include the chairman of the board of directors; any director employed by the company or providing services to the company on an ongoing basis; a controlling shareholder or any of the controlling shareholder’s relatives; and any director who rendered services to the controlling shareholder or an entity controlled by the controlling shareholder. Any person who is not permitted to be a member of the audit committee may not be present in the meetings of the audit committee unless the chairman of the audit committee determines that such person’s presence is necessary in order to present a specific matter. However, an employee who is not a controlling shareholder or relative of a

controlling shareholder may participate in the audit committee's discussions but not in any vote, and at the request of the audit committee, the secretary of the company and its legal counsel may be present during the meeting. The chairman of the audit committee must be an external director.

Under Israeli law, an audit committee may not approve an action or a transaction with a controlling shareholder, or with an office holder, unless at the time of approval two external directors are serving as members of the audit committee and at least one of the external directors was present at the meeting in which an approval was granted.

The role of the audit committee, pursuant to the Israeli Companies Law, includes:

monitoring deficiencies in the management of the company, including in consultation with the independent auditors or the internal auditor, and to advise the board of directors on how to correct such deficiencies. If the audit committee finds a material deficiency, it will hold at least one meeting regarding such material deficiency, with the presence of the internal auditor or the independent auditors but without the presence of the senior management of the company. However, a member of the company's senior management can participate in the meeting in order to present an issue which is under his or her responsibility;

determining, on the basis of detailed arguments, whether to classify certain engagements or transactions as material or extraordinary, as applicable, and therefore as requiring special approval under the Israeli Companies Law. The audit committee may make such determination according to principles and guidelines predetermined on an annual basis;



determining if transactions (excluding extraordinary transactions) with a controlling shareholder, or in which a controlling shareholder has a personal interest, are required to be rendered pursuant to a competitive procedure;

deciding whether to approve engagements or transactions that require the audit committee approval under the Israeli Companies Law;

determining the approval procedure of non-extraordinary transactions, following classification as such by the audit committee, including whether such specific non-extraordinary transactions require the approval of the audit committee;

examining and approving the annual and periodical working plan of the internal auditor;

overseeing the company's internal auditing and the performance of the internal auditor; confirm that the internal auditor has sufficient tools and resources at his disposal, taking into account, among other, the special requirements of the company and its size;

examining the scope of work of the independent auditor and its pay, and bringing such recommendations on these issue before the Board; determining the procedure of addressing complaints of employees regarding shortcomings in the management of the company and ensure the protection of employees who have filed such complaints;

determining with respect to transactions with the controlling shareholder or in which such controlling shareholder has personal interest, whether such transactions are extraordinary or not, an obligation to conduct competitive process under supervisions of the audit committee or determination that prior to entering into such transactions the company shall conduct other process as the audit committee may deem fit, all taking into account the type of the company. The audit committee may set such qualifications for one year in advance; and

determining the manner of approval of transactions with the controlling shareholder or in which it has personal interest which (i) are not negligible transactions (pursuant to the committee's determination) and (ii) are not qualified by the committee as extraordinary transactions.

In addition, the NASDAQ Stock Market Rules require us to establish an audit committee comprised of at least three members, all of whom must be financially literate, satisfy the respective "independence" requirements of the SEC and NASDAQ and one of whom must have an accounting or related financial management expertise at senior levels within a company.

Pursuant to recent amendment to the Israeli companies Law, effective as of February 2016, an audit committee that complies with the requirements of the Israeli Companies Law may act also as compensation committee. Our board of directors has determined that our audit committee complies with such requirements and therefore, commencing as of May 2016, it shall serve also as compensation committee.

The current members of our audit and compensation committee are Ms. Tal Misch Vered, Mr. Elan Sigal and Prof. Alon Dumanis, each of whom satisfies the “independence” requirements of both the SEC and NASDAQ. We also comply with Israeli law requirements for audit committee members. The audit committee meets at least once each quarter.

-40-

*Compensation Committee.* Our Board of Directors is required to appoint a compensation committee, whose role is to: (i) recommend to the board on a compensation policy for office holders and to recommend to the board, once every three years, on the approval of the continued validity of the compensation policy that was determined for a period exceeding three years; (ii) recommend an update the compensation policy from time to time and to examine its implementation; (iii) determine whether to approve the Terms of Service and Employment of Office Holders that require the committee's approval; and (iv) exempt a transaction from the requirement for shareholders' approval. The compensation committee also has oversight authority over the actual terms of employment of directors and officers and may make recommendations to the board of directors and the shareholders (where applicable) with respect to deviation from the compensation policy that was adopted by the company. Under Israeli law, our compensation committee must consist of no less than three members, including all of our external directors (who must constitute a majority of its members of the committee), and the remainder of the members of the compensation committee must be directors whose terms of service and employment were determined pursuant to the applicable regulations. The same restrictions on the actions and membership in the audit committee apply to the compensation committee with respect to, among other things, the requirement that an external director serve as the chairman of the committee and the list of persons who may not serve on the committee. Our board of directors established a compensation committee composed of Ms. Tal Misch Vered, Mr. Elan Sigal and Prof. Alon Dumanis. In August 2016, our shareholders approved an updated compensation policy for an additional period of three years.

*Business Development Committee.* In November 2016, our Board of Directors established a Business Development Committee whose role is to review and make recommendations to the Board of Directors with respect to business development strategies, plans and targets. The Business Development Committee is composed of Messrs. Yossi Ben Shalom, Israel Livnat and Prof. Alon Dumanis.

## **Internal Audit**

The Israeli Companies Law also requires the board of directors of a publicly held company to appoint an internal auditor nominated by the audit committee. An internal audit must satisfy the Israeli Companies Law's independence requirements. The role of the internal auditor is to examine, among other things, the compliance of the company's conduct with applicable law and orderly business practice. Under the Companies Law, the internal auditor may not be an interested party or an office holder, or a relative of any of the foregoing, nor may the internal auditor be the company's independent accountant or its representative. Our internal auditor complies with the requirements of the Israeli Companies Law.

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

### *Fiduciary Duties of Office Holders*

The Israeli Companies Law codifies the fiduciary duties that “office holders,” including directors and executive officers, owe to a company. An “office holder” is defined in the Israeli Companies Law as a director, general manager, chief business manager, deputy general manager, vice general manager, other manager directly subordinated to the general manager or any other person assuming the responsibilities of any of the foregoing positions without regard to such person’s title. An office holder’s fiduciary duties consist of a duty of care and a fiduciary duty. The duty of care requires an office holder to act at a level of care that a reasonable office holder in the same position would employ under the same circumstances. This includes the duty to utilize reasonable means to obtain (i) information regarding the appropriateness of a given action brought for his approval or performed by him by virtue of his position and (ii) all other information of importance pertaining to the foregoing actions. The fiduciary duty includes (i) avoiding any conflict of interest between the office holder’s position in the company and any other position he holds or his personal affairs, (ii) avoiding any competition with the company’s business, (iii) avoiding exploiting any business opportunity of the company in order to receive personal gain for the office holder or others, and (iv) disclosing to the company any information or documents relating to the company’s affairs that the office holder has received due to his position as an office holder.

*Disclosure of Personal Interests of an Office Holder; Approval of Transactions with Office Holders*

The Israeli Companies Law requires that an office holder promptly and no later than the first board meeting at which such transaction is considered, disclose any personal interest that he or she may have, and all related material information known to him or her and any documents in their position, in connection with any existing or proposed transaction by us. In addition, if the transaction is an extraordinary transaction, that is, a transaction other than in the ordinary course of business, other than on market terms, or likely to have a material impact on the company’s profitability, assets or liabilities, the office holder must also disclose any personal interest held by the office holder’s spouse, siblings, parents, grandparents, descendants, spouse’s descendants and the spouses of any of the foregoing, or by any corporation in which the office holder or a relative is a 5% or greater shareholder, director or general manager or in which he or she has the right to appoint at least one director or the general manager.

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

#### *Approval of a Compensation Policy for Office Holders*

The Israeli Companies Law and the regulations adopted thereunder require the compensation committee to adopt a policy for director and office holders.

The compensation policy needs to be re-approved every three years by the board of directors, following the recommendation of the compensation committee, and by the company's shareholders, by a Special Majority (as defined below). In the event that the compensation policy is not so approved by the shareholders, the board of directors may nonetheless approve it, provided that the compensation committee and the board of directors, following further discussion of the matter and for specified reasons, determine that the approval of the compensation policy is in the best interests of the company.

Special Majority means: (a) a majority of the shareholders who are not controlling shareholders of the Company and do not have a "Personal Interest" in the approval of the respective resolution who participate in the vote, in person, by proxy or by a voting instrument vote to approve it (abstentions will not be taken into account) or (b) the total number of votes of the shareholders referred to in (a) above that are voted against the proposed resolution does not exceed two percent (2%) of the company's total voting rights.

The compensation policy serves as the basis for decisions concerning the financial terms of employment or engagement of officer holders, including exculpation, insurance, indemnification or any monetary payment or obligation of payment in respect of employment or engagement.

In addition, compensation of the directors and the Chief Executive Officer is also subject to the approval of the compensation /audit committee, the board of directors and the shareholders at a general meeting. The approval of the

compensation of the Chief Executive Officer is subject to the Special Majority requirements

Any deviations from the compensation policy in respect of the compensation of the office holders require the approval of the compensation/audit committee, the board of directors and the shareholders by Special Majority.

Under the Israeli Companies Law, all arrangements as to compensation of office holders who are not directors require the approval of the compensation/audit committee prior and in addition to the approval of the board of directors. However, if the company duly adopts a compensation plan for its office holders, the approval of the board of directors is not required if the new arrangement only modifies an existing arrangement and the compensation committee determines that such modification is not material.

*Disclosure of Personal Interests of a Controlling Shareholder; Approval of Transactions with Controlling Shareholders*

Pursuant to the Israeli Companies Law, the disclosure requirements regarding personal interests that apply to directors and executive officers also apply to a controlling shareholder of a public company. A controlling shareholder is a shareholder who has the ability to direct the activities of a company, but excludes a shareholder whose power derives solely from its position on the board of directors or any other position at the company. A person is presumed to be a “controlling shareholder” if it holds or controls, by itself or together with others, one half or more of any one of the “Means of Control” of the company. “Means of Control” is defined as any one of the following: (i) the right to vote at a General Meeting of the company, or (ii) the right to appoint directors of the company or its Chief Executive Officer. For the purpose of related party transactions, under the Israeli Companies Law, a controlling shareholder is also a shareholder who holds 25% or more of the voting rights if no other shareholder who holds more than 50% of the voting rights. For this purpose, the holdings of all shareholders who have a personal interest in the same transaction will be aggregated. As of Admission, the company does not have a controlling shareholder.

Certain shareholders also have a duty of fairness toward the company. These shareholders include any controlling shareholder, together with any shareholder who knows that it has the power to determine the outcome of a shareholder vote and any shareholder who has the power to appoint or to prevent the appointment of an office holder of the company or exercise any other rights available to it under the company's articles of association with respect to the company. The Israeli Companies Law does not define the substance of this duty of fairness, except to state that the remedies generally available upon a breach of contract will also apply in the event of a breach of the duty of fairness.

An extraordinary transaction between a public company and a controlling shareholder, or in which a controlling shareholder has a personal interest, including a private placement in which the controlling shareholder has a personal interest, and the terms of engagement of the company, directly or indirectly, with a controlling shareholder or a controlling shareholder's relative (including through a corporation controlled by a controlling shareholder), regarding the company's receipt of services from the controlling shareholder, and if such controlling shareholder is also an office holder of the company, regarding his or her terms of employment, require the approval of a company's audit committee (or compensation committee with respect to compensation arrangements), board of directors and shareholders, in that order. Such transaction must be elected by a majority vote of the Ordinary Shares present and voting at a shareholders' meeting, provided that either: (i) such majority includes at least a majority of votes held by all shareholders who do not have a personal interest in such transaction, present and voting at such meeting (excluding abstentions); or (ii) the total number of votes of shareholders who do not have a personal interest in such transaction voting against the approval of the transaction, does not exceed 2% of the aggregate voting rights in the company.

Pursuant to the Israeli Companies Law, the audit committee of the company should determine in connection with such transaction if it requires rendering pursuant to a competitive procedure or pursuant to other proceedings. *See "Audit Committee" above.*

To the extent that any such transaction with a controlling shareholder or his relative is for a period extending beyond three years, shareholder approval is required once every three years, unless, in respect to certain transactions, the audit committee determines that the longer duration of the transaction is reasonable under the circumstances.

Pursuant to regulations promulgated pursuant to the Israeli Companies Law, a transaction with a controlling shareholder that would otherwise require approval of the shareholders is exempt from shareholders' approval if each of the audit committee and the board of directors determine that the transaction meets certain criteria that are set out in specific regulations promulgated under the Israeli Companies Law. Under these regulations, a shareholder holding at least 1% of the issued share capital of the company may require, within 14 days of the publication of such determination, that despite such determination by the audit committee and the board of directors, such transaction will require shareholder approval under the same majority requirements that otherwise apply to such transactions.

The Israeli Companies Law provides that an acquisition of shares in a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would become a 25% or greater shareholder of the company. This rule does not apply if there is already another 25% or greater shareholder of the company. Similarly, the Israeli Companies Law provides that an acquisition of shares in a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would hold greater than a 45% interest in the company, unless there is another shareholder holding more than a 45% interest in the company. These requirements do not apply if, in general, (i) the acquisition was made in a private placement that received shareholder approval, (ii) was from a 25% or greater shareholder of the company which resulted in the acquirer becoming a 25% or greater shareholder of the company, if there is not already a 25% or greater shareholder of the company, or (iii) was from a shareholder holding a 45% interest in the company which resulted in the acquirer becoming a holder of a 45% interest in the company if there is not already a 45% or greater shareholder of the company.



If, as a result of an acquisition of shares, the acquirer will hold more than 90% of a public company's outstanding shares or a class of shares, the acquisition must be made by means of a tender offer for all of the outstanding shares or a class of shares. If less than 5% of the outstanding shares are not tendered in the tender offer, all the shares that the acquirer offered to purchase will be transferred to the acquirer. If more than 5% of the outstanding shares are not tendered in the tender offer, then the acquirer may not acquire shares in the tender offer that will cause his shareholding to exceed 90% of the outstanding shares. The Israeli Companies Law provides for appraisal rights if any shareholder files a request in court within six months following the consummation of a full tender offer. However, in the event of a full tender offer, the offeror may determine that any shareholder who accepts the offer will not be entitled to appraisal rights. Such determination will be effective only if the offeror or the company has timely published all the information that is required to be published in connection with such full tender offer pursuant to all applicable laws.

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

### *Exculpation of Office Holders*

The Israeli Companies Law provides that an Israeli company cannot exculpate an office holder from liability with respect to a breach of his or her duty of loyalty. If permitted by its articles of association, a company may exculpate in advance an office holder from his or her liability to the company, in whole or in part, with respect to a breach of his or her duty of care. However, a company may not exculpate in advance a director from his or her liability to the company with respect to a breach of his duty of care in the event of distributions.

### *Insurance of Office Holders*

The Israeli Companies Law provides that a company may, if permitted by its articles of association, enter into a contract to insure office holders in respect of liabilities incurred by the office holder with a respect to an act performed in his or her capacity as an office holder, as a result of:

a breach of the office holder's duty of care to the company or to another person;

a breach of the office holder's duty of loyalty to the company, provided that the office holder acted in good faith and had reasonable cause to assume that his or her act would not prejudice the company's interests; or

a financial liability imposed upon the office holder in favor of another person.

*Indemnification of Office Holders*

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

a monetary liability imposed on the office holder in favor of another person by any judgment, including a settlement or an arbitrator's award approved by a court;

reasonable litigation expenses, including attorney's fees, actually incurred by the office holder as a result of an investigation or proceeding instituted against him or her by a competent authority, provided that such investigation or proceeding concluded without the filing of an indictment against the office holder or the imposition of any monetary liability in lieu of criminal proceedings, or concluded without the filing of an indictment against the office holder and a monetary liability was imposed on the officer holder in lieu of criminal proceedings with respect to a criminal offense that does not require proof of criminal intent; and

reasonable litigation expenses, including attorneys' fees, incurred by the office holder or which were imposed on him or her by a court, in an action instituted by the company or on the company's behalf or by another person, against the office holder, or in a criminal charge from which he was acquitted, or in a criminal proceeding in which the office holder was convicted of a criminal offense which does not require proof of criminal intent.

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

prospectively undertake to indemnify an office holder, except that with respect to a monetary liability imposed on the office holder by any judgment, settlement or court-approved arbitration award, the undertaking must be limited to types of events which the company's board of directors deems foreseeable considering the company's actual operations at the time of the undertaking, and to an amount or standard that the board of directors has determined as reasonable under the circumstances.

retroactively indemnify an office holder of the company.

*Limitations on Exculpation, Insurance and Indemnification*

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

a breach by the office holder of his duty of loyalty unless, with respect to insurance coverage or indemnification, the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;

a breach by the office holder of his duty of care if such breach was committed intentionally or recklessly, unless the breach was committed only negligently;

any act or omission done with the intent to unlawfully yield a personal benefit; or

any fine or forfeiture imposed on the office holder.

Pursuant to the Israeli Companies Law, exculpation of, procurement of insurance coverage for, and an undertaking to indemnify or indemnification of, our office holders must be approved by our audit committee and our board of directors and, if the office holder is a director, also by our shareholders.

Our Articles of Association allow us to insure, indemnify and exempt our office holders to the fullest extent permitted by law, subject to the provisions of the Israeli Companies Law. Up until August 2017 we maintained directors and officers liability insurance policy with per claim and aggregate coverage limit of \$7.5 million. On August 2017, our Compensation Committee and Board of Directors approved an increase in the per claim coverage and aggregate coverage of up to \$10 million under its directors and officers liability insurance policy. Pursuant to resolutions

adopted by our shareholders on May 15, 2016, we have also entered into agreements with our directors and officeholders providing for their indemnification and exemption from the duty of care.

#### **D. Employees**

As of December 31, 2018, we employed 117 persons, of whom 41 persons were employed in research, development and engineering, 57 persons in manufacturing and logistics, 8 persons in sales and marketing, and 11 persons in administration, management and finance. All of these employees are located in Israel. In addition, RTL employed 9 persons, of whom 3 persons were employed in research and development, 1 person in logistics and engineering, 2 persons in sales and marketing, and 3 persons in administration, management and finance. All of these employees are located in the U.S.

As of December 31, 2017, we employed 112 persons, of whom 38 persons were employed in research, development and engineering, 60 persons in manufacturing and logistics, 5 persons in sales and marketing, and 9 persons in administration, management and finance. All of these employees were located in Israel. In addition, CACS, our subsidiary at that time, employed 17 persons in China.

As of December 31, 2016, we employed 93 persons, of whom 35 persons were employed in research, development and engineering, 48 persons in manufacturing and logistics, 3 persons in sales and marketing, and 7 persons in administration, management and finance. All of these employees were located in Israel. In addition, CACS, our subsidiary at that time, employed 16 persons in China.

Our technical employees have signed nondisclosure agreements covering all proprietary information that they might possess or to which they might have access. Employees are not organized in any union, although they are employed according to provisions established by the Israeli Ministry of Economy and Industry. Certain provisions of the collective bargaining agreements between the General Federation of Labor in Israel (Histadrut) and the Coordination Bureau of Economic Organizations (including the Industrialists Association) are applicable to our Israeli employees by order of the Israeli Ministry of Economy and Industry. These provisions primarily concern the length of the workday, minimum daily wages for professional workers, contributions to a pension fund, insurance for work-related accidents, procedures for dismissing employees, determination of severance pay and other conditions of employment. We generally provide our employees with benefits and working conditions beyond the required minimums.

Israeli law generally requires severance pay upon the retirement or death of an employee or termination of employment without due cause. Further, Israeli employees and employers are required to pay predetermined sums to the National Insurance Institute; such amounts also include payments for national health insurance. Most of our ongoing severance obligations for our Israeli employees are provided for by monthly payments made by us for insurance policies to cover these obligations.

#### **E. Beneficial Ownership of Executive Officers and Directors**

The following table sets forth certain information as of March 29, 2019 regarding the beneficial ownership by each of our directors and executive officers:

Name	Number of Ordinary Shares or Options Beneficially	Percentage of Ownership (2)
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	Owned <sup>(1)</sup>		
Yossi Ben Shalom <sup>(3)</sup>	9,547,088	25.1	%
Nir Cohen	-	-	
Alon Dumanis	-	-	
Ben Zion Gruber	-	-	
Israel Livnat	-	-	
Tal Misch Vered	-	-	
Elan Sigal	-	-	
Kineret Ya'ari	-	-	
Guy Zur	-	-	
Dov Sella	500,000	1.3	%
Avi Israel	75,000	*	
Oleg Kiperman	84,813	*	
Bill Watson	-	*	
Max Cohen	-	*	
All directors and executive officers as a group (13 persons)	707,063	1.8	%

\* Less than 1%

Except as otherwise indicated, the business address of all directors and executive officers is c/o RADA Electronic Industries Ltd., 7 Giborei Israel Street, Netanya, 4250407, Israel.

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Ordinary shares relating to options and warrants currently exercisable or exercisable within 60 days of the date of this table are deemed outstanding for computing the percentage of the (1) person holding such securities but are not deemed outstanding for computing the percentage of any other person.

Except as indicated by footnote, and subject to community property laws where applicable, the persons named in the table above have sole voting and investment power with respect to all shares shown as beneficially owned by them.

(2) The percentages shown are based on 38,067,024 Ordinary Shares issued and outstanding as of March 29, 2019.

Mr. Yossi Ben Shalom and Mr. Barak Dotan, by virtue of their relationship with and indirect interests in DBSI may be deemed to control DBSI and consequently share the beneficial ownership of the 9,547,088 Ordinary Shares of the company beneficially owned by DBSI, including the right to jointly direct the voting of, and disposition of, such shares. Mr. Barak Dotan holds his shares of DBSI through his control of B.R.Y.N. Investments Ltd., or BRYN. Mr. Barak Dotan controls BRYN pursuant to the terms of a power of attorney granted to him by Mr. Boaz Dotan and Mrs. Varda Dotan (collectively referred to as the Dotans). Pursuant to the power of attorney, Barak (3) Dotan is entitled to take all actions to which the Dotans would be entitled by virtue of their shareholdings in BRYN, with the exception of the disposition of such shares. According to the terms of the power of attorney, the Dotans are required to give notice of not less than 90 days to (i) revoke the power of attorney, thereby acquiring the ability to vote the shares of BRYN; and (ii) dispose of the shares of BRYN. Mr. Yossi Ben Shalom holds his shares of DBSI through his control of White Condor Holdings Ltd. and Pulpit Rock Investments Ltd. The address of DBSI is 85 Medinat Hayehudim Street, Herzliya 4676670, Israel.

## ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### A. Major Shareholders

The following table sets forth certain information as of March 29, 2019, regarding the beneficial ownership by all shareholders known to us to own beneficially 5% or more of our Ordinary Shares:

Name	Number of Ordinary Shares Beneficially Owned <sup>(1)</sup>	Percentage of Ownership <sup>(2)</sup>	
DBSI Investments Ltd. <sup>(3)</sup> <sup>(4)</sup>	9,547,088	25.1	%

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Yelin Lapidot Holdings Management Ltd. <sup>(5)</sup>	3,113,873	8.32	%
Psagot Investment House Ltd. <sup>(6)</sup>	2,424,883	6.4	%

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Ordinary Shares relating to options and notes currently exercisable or convertible or exercisable or convertible within 60 days of the date of this table are deemed outstanding for (1) computing the percentage of the person holding such securities but are not deemed outstanding for computing the percentage of any other person. Except as indicated by footnote, and subject to community property laws where applicable, the persons named in the table above have sole voting and investment power with respect to all shares shown as beneficially owned by them.

(2) The percentages shown are based on 38,067,024 Ordinary Shares issued and outstanding as of March 29, 2019.

(3) As reported by DBSI in its latest Schedule 13D/A, dated January 29, 2019, it is currently the beneficial owner of 9,547,088 Ordinary Shares, constituting 25.1% of our issued and outstanding Ordinary Shares.



Mr. Yossi Ben Shalom and Mr. Barak Dotan, by virtue of their relationship with and indirect interests in DBSI may be deemed to control DBSI and consequently share the beneficial ownership of the 9,547,088 Ordinary Shares of the company beneficially owned by DBSI, including the right to jointly direct the voting of, and disposition of, such shares. Mr. Barak Dotan holds his shares of DBSI through his control of B.R.Y.N. Investments Ltd., or BRYN. Mr. Barak Dotan controls BRYN pursuant to the terms of a power of attorney granted to him by Mr. Boaz Dotan and Mrs. Varda Dotan (collectively referred to as the Dotans). Pursuant to the power of attorney, Barak Dotan is entitled to take all actions to which the Dotans would be entitled by virtue of their shareholdings in BRYN, with the exception of the disposition of such shares. According to the terms of the power of attorney, the Dotans are required to give notice of not less than 90 days to (i) revoke the power of attorney, thereby acquiring the ability to vote the shares of BRYN; and (ii) dispose of the shares of BRYN. Mr. Yossi Ben Shalom holds his shares of DBSI through his control of White Condor Holdings Ltd. and Pulpit Rock Investments Ltd. The address of DBSI is 85 Medinat Hayehudim Street, Herzliya 4676670, Israel.

Based on the Schedule 13G/A filed by Yelin Lapidot Holdings Management Ltd. jointly with Yelin Lapidot Mutual Funds Management Ltd. and Messrs. Dov Yelin, Yair Lapidot with the SEC on February 11, 2019. The address of Yelin Lapidot is 50 Dizengoff St., Dizengoff Center, Gate 3, Top Tower, 13th floor, Tel Aviv 64332, Israel.

Based on the Schedule 13G/A filed on February 25, 2019 by Psagot Investment House Ltd. jointly with Ordinary Shares owned by portfolio accounts managed by Psagot Securities Ltd and Ordinary Shares owned by portfolio accounts managed by owned by provident funds and pension funds managed by Psagot Provident Funds and Pension Ltd. and Ordinary Shares owned Psagot Index Funds Ltd managed by Psagot Index Funds Ltd. (all are wholly-owned subsidiary of Psagot Investment House Ltd.). The address of Psagot Investment House Ltd. is 14 Ahad Ha'am Street, Tel Aviv 65142, Israel.

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

In 2016, DBSI purchased 8,510,638 newly issued Ordinary Shares as well as warrants to purchase up to 4,255,319 shares, at an exercise price of \$0.47 per share, exercisable within 24 months following the closing on May 18, 2016, and warrants to purchase up to 3,636,363 shares, at an exercise price of \$0.55 per share exercisable within 48 months, as well as the right to acquire additional Ordinary Shares pursuant to the conversion of a \$3,175,000 convertible loan. These holdings amounted to the beneficial ownership 67.4% of our Ordinary Shares at that time. On June 15, 2016, DBSI purchased the \$3,175,000 convertible note at the request of a special, independent committee of our board of directors and subsequently converted the loan into 1,322,917 Ordinary Shares, reflecting a conversion price of \$2.40 per share.

DBSI has since regularly reported on Form 13D/A sales of our Ordinary Shares and of exercises of warrants. On January 25, 2017, DBSI reported that it had sold an aggregate of 1,402,389 additional Ordinary Shares and that it had exercised warrants to purchase 531,915 Ordinary Shares. The aggregate impact of these transactions reduced DBSI's beneficial ownership from 61.3% to 56.0%. As of December 31, 2017, DBSI held 9,327,088 Ordinary Shares and as of December 31, 2018, DBSI held 9,001,634 Ordinary Shares. On January 2019, our shareholders approved in a private placement the issuance of 545,454 Ordinary Shares to DBSI, reflecting a price per share of \$2.75. On January

29, 2019 DBSI reported on Schedule 13D/A that it holds 9,547,088 Ordinary Shares, constituting 25.1% of our issued and outstanding Ordinary Shares.

On February 8, 2017, Yelin Lapidot Holdings Management Ltd., jointly with Messrs. Dov Yelin and Yair Lapidot, filed a Schedule 13G/A with the SEC reflecting ownership of 1,790,284, or 4.04%, of our ordinary shares as of December 31, 2016. On September 5, 2017, Yelin Lapidot filed a Schedule 13G/A with the SEC reflecting ownership of 1,620,000, or 5.55%, of our Ordinary Shares. On January 31, 2018, Yelin Lapidot filed a Schedule 13G/A with the SEC reflecting ownership of 1,663,942, or 5.55%, of our Ordinary Shares as of December 31, 2017. On February 11, 2019, Yelin Lapidot filed a Schedule 13G/A with the SEC reflecting ownership of 3,113,873, or 8.30%, of our Ordinary Shares as of December 31, 2018.

On January 19, 2017, Sphera Capital Ltd., an investment management company for Sphera Small Cap Fund Ltd., and the portfolio manager of Sphera Capital, Mr. Ron Senator, reported that they purchased 1,260,504 ordinary shares of our company for a total beneficial ownership of 6.78% of our company. On February 13, 2018, Sphera reported on Schedule 13/G that it owns 973,032, or 3.25%, of our Ordinary Shares. As of December 31, 2018, Sphera Capital Ltd. held less than 5% of our Ordinary Shares.

On August 23, 2017, the Phoenix Insurance Company Ltd. and its affiliate, Shotfut-Menayot-Israel-HaPhoenix Amitim Ltd., reported that it held 1,904,762, or 8.97%, of our Ordinary Shares as of December 31, 2016. On August 28, 2017, the Phoenix Insurance Company reported that it held 2,601,418, or 11.20%, of our Ordinary Shares. On December 27, 2017, it reported that it held 1,455,870, or 4.86%, of our Ordinary Shares. As of December 31, 2018, the Phoenix Insurance Company Ltd. and its affiliate, Shotfut-Menayot-Israel-HaPhoenix Amitim Ltd. held less than 5% of our Ordinary Shares.

On August 8, 2016, Mr. Howard Yeung reported that the secured convertible notes in the amount of \$3,000,000 issued to him on December 10, 2007 were fully repaid on June 16, 2016, which reduced Mr. Yeung's holdings on a beneficial basis, taking into account the termination of the conversion feature of the note. In addition, the issuance of 8,510,638 ordinary shares to DBSI Investments Ltd. in a transaction which closed on May 18, 2016, significantly diluted Mr. Yeung's holdings to 10.85% based on 16,460,120 Ordinary Shares issued and outstanding as of June 14, 2016. As a result of subsequent issuances of Ordinary Shares by the Company, as of December 31, 2018, Mr. Yeung held less than 5% of our Ordinary Shares.

On January 7, 2019, Psagot Investment House Ltd. jointly with Psagot Securities Ltd and Psagot Provident Funds and Pension Ltd. and Psagot Index Funds Ltd. (all are wholly-owned subsidiaries of Psagot Investment House Ltd.) filed a Schedule 13G with the SEC reflecting ownership of 2,423,326, or 6.46%, of our Ordinary Shares. On February 19, 2019 Psagot filed a Schedule 13G/A, reflecting ownership of 2,424,883, or 6.46%, of our Ordinary Shares as of December 31, 2018.

### **Shareholders Voting Rights**

Our major shareholders do not have different voting rights.

### **Record Holders**

Based on a review of the information provided to us by American Stock Transfer & Trust Company, our transfer agent, as of March 26, 2019, there were 70 holders of record of our Ordinary Shares, of which 61 record holders holding approximately 75% of our Ordinary Shares had registered addresses in the U.S., including banks, brokers and nominees. These numbers are not representative of the number of beneficial holders of our shares nor are they representative of where such beneficial holders reside, since many of these Ordinary Shares were held of record by banks, brokers or other nominees.

## **B. Related Party Transactions**

On May 18, 2016, we completed the sale to DBSI of 8,510,638 of our Ordinary Shares in consideration for approximately \$4,000,000, reflecting a price per share of \$0.47. In addition, we issued to DBSI warrants to purchase 4,255,319 Ordinary Shares at an exercise price per share of \$0.47 (resulting in an aggregate exercise price of \$2,000,000), exercisable for a period of 24 months following the date of the initial investment and warrants to purchase an additional 3,636,363 shares at an exercise price per share of \$0.55 (resulting in an aggregate exercise price of \$2,000,000), exercisable for a period of 48 months following the date of the initial investment.

DBSI also granted our Company an option, exercisable either by us or DBSI, for us to receive a convertible loan in the principal amount of up to \$3,175,000 solely for the purpose of the repayment of outstanding shareholders' debt. We exercised such option in June 2016. In August 2017, DBSI converted the entire principal loan into 1,322,917 Ordinary Shares reflecting a conversion price of \$2.40 per share.

On January 2019 our shareholders approved the issuance of additions 545,454 Ordinary Shares to DBSI, at a price per share of \$2.75 and approximately \$1.5 million in the aggregate.

### ***Form F-3 Registration Statements***

Pursuant to the registration rights agreements we entered into with DBSI in 2016 and 2017, we filed Registration Statements on Form F-3 with the SEC on June 15, 2016, March 27, 2017, September 1, 2017, and on August 10, 2018, for the public resale by DBSI of up to 2,649,828, 4,351,568, 3,549,071 and 6,133,564 Ordinary Shares, respectively, giving effect to a reverse split effected on September 13, 2016.

### **C. Interests of Experts and Counsel**

Not applicable.

## **ITEM 8. FINANCIAL INFORMATION**

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

#### **Export Sales**

Export sales constitute a significant portion of our sales. In 2018, we had approximately \$17.6 million of export sales, constituting approximately 63% of our total sales. For further information regarding the allocation of our revenues by geographic region see Item 4 – “*Information on the Company-Markets.*”

#### **Legal Proceedings**

Currently, we are not a party to any material legal proceedings; however, from time to time we are involved in legal proceedings arising from the operation of our business. Based on the advice of our legal counsel, management believes such current proceedings, if any, will not have a material adverse effect on our financial position or results of operations.

## **Dividend Distribution Policy**

We have never paid cash dividends to our shareholders. We intend to retain future earnings for use in our business and do not anticipate paying cash dividends on our Ordinary Shares in the foreseeable future. Any future dividend policy will be determined by the board of directors and will be based upon conditions then existing, including our results of operations, financial condition, current and anticipated cash needs, contractual restrictions and other conditions as the board of directors may deem relevant.

According to the Israeli Companies Law, a company may distribute dividends out of its profits, so long as the company reasonably believes that such dividend distribution will not prevent the company from paying all its current and future debts. Profits, for purposes of the Israeli Companies Law, means the greater of retained earnings or earnings accumulated during the preceding two years. In the event cash dividends are declared, such dividends will be paid in NIS.

## **B. Significant Changes**

Except as otherwise disclosed in this annual report, no significant change has occurred since December 31, 2018.

## **ITEM 9. THE OFFER AND LISTING**

### **A. Offer and Listing Details**

Our capital consists of Ordinary Shares, which are traded on the NASDAQ Capital Market under the symbol "RADA".

**B. Plan of Distribution**

Not applicable.

**C. Markets**

Our Ordinary Shares are traded on the NASDAQ Capital Market under the symbol “RADA”.

**D. Selling Shareholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expense of the Issue**

Not applicable.

**ITEM 10. ADDITIONAL INFORMATION**

**A. Share Capital**

Not applicable.

## **B. Memorandum and Articles of Association**

### **Purposes and Objectives of the Company**

We are registered with the Israeli Companies Registry and have been assigned company number 52-003532-0. Section 2 of our memorandum of association provides that we were established for the purpose of engaging in the business of providing services of planning, development, consultation and instruction in the electronics field. In addition, the purpose of our company is to perform various corporate activities permissible under Israeli law.

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

### **The Powers of the Directors**

Under the provisions of the Israeli Companies Law, and our articles of association, a director cannot participate in a meeting nor vote on a proposal, arrangement or contract in which he or she is materially interested. In addition, our directors cannot vote compensation to themselves or any members of their body without the approval of our audit committee and our shareholders at a general meeting. The authority of our directors to enter into borrowing arrangements on our behalf is not limited, except in the same manner as any other transaction by us.

Under our articles of association, retirement of directors from office is not subject to any age limitation and our directors are not required to own shares in our company in order to qualify to serve as directors.



## **Rights Attached to Shares**

Our authorized share capital consists of 100,000,000 Ordinary Shares of a nominal value of NIS 0.03 each. All outstanding Ordinary Shares are validly issued, fully paid and non-assessable. The rights attached to the Ordinary Shares are as follows:

*Dividend rights.* Holders of our Ordinary Shares are entitled to the full amount of any cash or share dividend subsequently declared. The board of directors may declare interim dividends and propose the final dividend with respect to any fiscal year only out of the retained earnings, in accordance with the provisions of the Israeli Companies Law. Our articles of association provide that the declaration of a dividend requires approval of the board of directors. See Item 8A. “Financial Information – Consolidated and Other Financial Information – Dividend Distribution Policy.” If after one year a dividend has been declared and it is still unclaimed, the board of directors is entitled to invest or utilize the unclaimed amount of dividend in any manner to our benefit until it is claimed. We are not obligated to pay interest or linkage differentials on an unclaimed dividend.

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

Except as otherwise required by the Israeli Companies Law, a resolution of the Shareholders shall be deemed adopted if approved by the holders of a simple majority of the voting power represented at the General Meeting in person or by proxy and voting thereon, as one class, and disregarding abstentions from the count of the voting power present and voting.

Pursuant to our Articles of Association, our directors, except for the external directors, shall be elected at the Annual General Meeting by the vote of the holders of a majority of the voting power represented at such meeting in person or by proxy and voting on the election of directors, and each director shall generally serve until the Annual General Meeting next following the Annual General Meeting at which such director was appointed, or his earlier vacation of office or removal pursuant to the Articles of Association. Except with respect to the removal of external directors, the shareholders shall be entitled to remove any director(s) from office, by a simple majority of the voting power represented at the meeting in person or by proxy and voting thereon. All the members of our Board of Directors (except the external directors) may be reelected upon completion of their term of office. For information regarding the election of external directors, see Item 6C “Directors, Senior Management and Employees - Board Practices -Election of Directors.”

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

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

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

*Limitations on any existing or prospective major shareholder.*

See Item 6C. "Directors, Senior Management and Employees - Board Practices – Approval of Related Party Transactions under Israeli Law."

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

According to the Articles of Association, in order to change the rights attached to any class of shares, unless otherwise provided by the terms of the class, such change must be adopted by a general meeting of the shareholders with a simple majority of the class of shares so effected, and a simple majority vote of all classes of shares voting together as a single class at a General Meeting.

### **Annual and Extraordinary General Meetings**

The board of directors must convene an annual meeting of shareholders at least once every calendar year, within 15 months of the last annual meeting. Depending on the matter to be voted upon, notice of at least 21 days or 35 days prior to the date of the meeting is required. Our board of directors may, in its discretion, convene additional meetings as “Extraordinary General Meetings.” In addition, the board of directors must convene an Extraordinary General Meeting upon the demand of two of the directors, 25% of the nominated directors, one or more shareholders having at least 5% of the outstanding share capital and at least 1% of the voting power in the company, or one or more shareholders having at least 5% of the voting power in the company.

The quorum required for a General Meeting of shareholders consists of at least two shareholders present in person or represented by proxy who hold or represent, in the aggregate, at least 25% of the voting rights of the issued share capital. A meeting adjourned for lack of a quorum is adjourned to the same day in the following week at the same time and place or any time and place as the directors designate in a notice to the shareholders or to such day and at such time and place as the Chairman of the General Meeting shall determine. At the reconvened meeting, if the original meeting was convened upon the demand of one or more shareholders having at least 5% of the outstanding share capital and at least 1% of the voting power in the company, or one or more shareholders having at least 5% of the voting power in the company, the quorum will be one or more Shareholders, present in person or by proxy, and holding the number of shares required for making such requisition. In any other case the required quorum consists of any two members present in person or by proxy.

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

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

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

The Israeli Companies Law requires that mergers between Israeli companies be approved by the board of directors and general meeting of shareholders of both parties to the transaction. The approval of the board of directors of both companies is subject to such board’s confirmation that there is no reasonable doubt that after the merger the surviving company will be able to fulfill its obligations towards its creditors. Each company must notify its creditors about the contemplated merger. Generally, under the Israeli Companies Law, our articles of association are deemed to include a requirement that such merger be approved by a special resolution of the shareholders, as explained above. The

approval of the merger by the general meetings of shareholders of the companies is also subject to additional approval requirements as specified in the Israeli Companies Law and regulations promulgated thereunder. For purposes of the shareholders' approval, the merger shall not be deemed as granted, unless the court determines otherwise, if it is not supported by the majority of the shares represented at the general meeting, other than those shares that are held by the other party to the merger or by any shareholder holding 25% or more of the outstanding share capital of the company or the right to appoint 25% or more of the members of the board of directors. The Israeli Companies Law also provides that an acquisition of shares of a public company must be made by means of a special tender offer if as a result of the acquisition the purchaser would become a 25% or greater shareholder of the company and there is no existing 25% or greater shareholder in the company. An acquisition of shares of a public company must also be made by means of a tender offer if as a result of the acquisition the purchaser would become a 45% or greater shareholder of the company and there is no existing 45% or greater shareholder in the company. These requirements do not apply if the acquisition (i) was made through a private placement that received shareholder approval, (ii) was from a 25% shareholder of the company and resulted in the acquirer becoming a 25% shareholder of the company or (iii) was from a 45% shareholder of the company and resulted in the acquirer becoming a 45% shareholder of the company. The special tender offer must be extended to all shareholders, but the offer may include explicit limitations allowing the offeror not to purchase shares representing more than 5% of the voting power attached to the company's outstanding shares, regardless of how many shares are tendered by shareholders. The special tender offer may be effected only if (i) at least 5% of the voting power attached to the company's outstanding shares will be acquired by the offeror and (ii) the number of shares tendered in the offer exceeds the number of shares whose holders objected to the offer.

If, as a result of an acquisition of shares, the acquirer will hold more than 90% of the outstanding shares, the acquisition must be made by means of a tender offer for the entire outstanding shares. In such event, if less than 5% of the outstanding shares are not tendered in the tender offer, all the shares of the company will be deemed as tendered and sold. However, if more than 5% of the outstanding shares are not tendered in the tender offer, then the acquirer may not acquire any shares at all. The law provides for appraisal allowing any shareholder to file a motion to the court within six months following the consummation of a full tender offer. However, in the event of a full tender offer, the offeror may determine that any shareholder who accepts the offer will not be entitled to appraisal rights. Such determination will be effective only if the offeror or the company has timely published all the information that is required to be published in connection with such full tender offer pursuant to all applicable laws.

In addition, the purchase of 25% or more of the outstanding share capital of a company or the purchase of substantial assets of a company requires, under certain conditions the approval of the Restrictive Practices Authority. Furthermore, if the target company has received tax incentives or grants from the Innovation Authority, changes in ownership may require also the approval of the tax authorities or the Innovation Authority, as applicable.

### **Disclosure of Shareholders Ownership**

The Israeli Securities Law and regulations promulgated thereunder do not require a company whose shares are publicly traded solely in a stock exchange outside of Israel, as in the case of our company, to disclose its share ownership.

### **Changes in Our Capital**

Changes in our capital are subject to the approval of the shareholders at a general meeting by a simple majority of the votes of shareholders participating and voting in the general meeting.

### **C Material Contracts**

We do not deem any individual contract to be a material contract which is not already discussed and filed as an exhibit or in the ordinary course of our business.

## **D Exchange Controls**

Israeli law and regulations do not impose any material foreign exchange restrictions on non-Israeli holders of our Ordinary Shares.

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

## **E Taxation**

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

Holders of our Ordinary Shares should consult their own tax advisors as to the U.S., Israeli or other tax consequences of the purchase, ownership and disposition of Ordinary Shares, including, in particular, the effect of any foreign, state or local taxes.

## **Israeli Tax Considerations**

The following is a summary of the current tax structure applicable to companies in Israel, with special reference to its effect on us. The following also contains a discussion of the material Israeli tax consequences to purchasers of our Ordinary Shares and Israeli government programs benefiting us. This summary does not discuss all the aspects of Israeli tax law that may be relevant to a particular investor in light of his or her personal investment circumstances or to some types of investors subject to special treatment under Israeli law. Examples of this kind of investor include residents of Israel or traders in securities who are subject to special tax regimes not covered in this discussion. Since some parts of this discussion are based on new tax legislation that has not yet been subject to judicial or administrative interpretation, we cannot assure you that the appropriate tax authorities or the courts will accept the views expressed in this discussion.

### *General Corporate Tax Rate*

Generally, Israeli companies were subject to corporate tax on taxable income and capital gains at the rate of 23%, 24% and 25% for the tax years 2018, 2017 and 2016, respectively.

### *Law for the Encouragement of Industry (Taxes), 1969*

We qualify as an “Industrial Company” under the Law for the Encouragement of Industry (Taxes), 1969 (the “Industrial Encouragement Law”). The Industrial Encouragement Law defines an “Industrial Company” as a company that is resident in Israel and that derives at least 90% of its income in any tax year, other than income from defense loans, capital gains, interest and dividends, from an enterprise whose major activity in a given tax year is industrial production.

The principal benefit from the above law is the deduction of expenses in connection with a public offering. Also, under the industrial Encouragement Law an “Industrial Company” is entitled to special rates of depreciation for industrial equipment and in addition to amortization of the cost of purchased know-how and patents over an eight years period for tax purposes and an accelerated depreciation rate on equipment.

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

*Capital Gains Tax on Sales of Our Ordinary Shares*

Capital gains tax is imposed on the disposal of capital assets by an Israeli resident and on the disposal of such assets by a non-Israeli resident if those assets are either (i) located in Israel; (ii) shares or rights to shares in an Israeli resident company, or (iii) represent, directly or indirectly, rights to assets located in Israel. The Israeli Income Tax Ordinance distinguishes between “Real Capital Gain” and “Inflationary Surplus.” The Real Capital Gain on the disposition of a capital asset is the amount of total capital gain in excess of Inflationary Surplus. Inflationary Surplus is computed, generally, on the basis of the increase in the Israeli Consumer Price Index between the date of purchase and the date of disposal of the capital asset.

Under income tax regulations shareholders that are not Israeli residents are generally exempt from Israeli capital gains tax on any gains derived from the sale, exchange or disposition of our Ordinary Shares, provided that: (1) the securities were purchased upon or after the registration of the securities on a stock exchange (this requirement generally does not apply to shares purchased on or after January 1, 2009); (2) the seller of the securities does not have a permanent establishment in Israel to which the generated capital gain is attributed; and (3) such gains did not derive from a permanent establishment or business activity of such shareholders in Israel. However, non-Israeli corporations will not be entitled to the foregoing exemptions if an Israeli resident (i) has a controlling interest of 25% or more in such non-Israeli corporation, or (ii) is the beneficiary of or is entitled to 25% or more of the revenues or profits of such non-Israeli corporation, whether directly or indirectly.

Under the U.S.-Israel Tax Treaty, the sale, exchange or disposition of our Ordinary Shares by a shareholder who is a U.S. resident (for purposes of the U.S.-Israel Tax Treaty) holding the Ordinary Shares as a capital asset is exempt from Israeli capital gains tax unless either (i) the shareholder holds, directly or indirectly, shares representing 10% or more of our voting capital during any part of the 12-month period preceding such sale, exchange or disposition, (ii) ) or the seller, if an individual, has been present in Israel for more than 183 days (in the aggregate) during the taxable year, or (iii) the capital gains arising from such sale are attributable to a permanent establishment of the shareholder located in Israel. However, under the U.S.-Israel Tax Treaty, U.S. Residents would be permitted to claim a credit for such taxes against the U.S. federal income tax imposed with respect to such sale, exchange or disposition, subject to limitations in U.S. laws applicable to foreign tax credits. The treaty does not relate to U.S. state or local taxes.



Individual and corporate shareholders dealing in securities in Israel are taxed at the tax rates applicable to business income (a tax rate of 25% for a corporation in 2012, 25% in 2013, 26.5% in 2014 and 2015, 25% in 2016 and 24% in 2017 and thereafter) and a marginal tax rate of up to 48% for an individual in 2012 and thereafter. In 2014, an additional tax liability of 3% was added to the applicable tax rate on the annual taxable income of individuals (whether any such individual is an Israeli resident or non-Israeli resident) exceeding NIS 640,000.

#### *Taxation of Foreign Resident Holders of Shares*

Non-residents of Israel are generally subject to Israeli income tax on the receipt of dividends paid on our Ordinary Shares at the rate of 25%, which tax will be withheld at source, unless a different rate is provided in a treaty between Israel and the shareholder's country of residence. With respect to a substantial shareholder, the applicable tax rate is at 30%. Under the U.S.-Israel Tax Treaty, the maximum rate of tax withheld in Israel on dividends paid to a holder of our Ordinary Shares who is a U.S. resident (for purposes of the U.S.-Israel Tax Treaty) is 25%. However, generally, the maximum rate of withholding tax on dividends, not generated by our Approved Enterprise, that are paid to a U.S. corporation holding 10% or more of our outstanding voting capital throughout the tax year in which the dividend is distributed as well as the previous tax year, is 12.5%.

A non-resident of Israel who receives dividends from which tax was withheld is generally exempt from the duty to file returns in Israel in respect of such income; provided such income was not derived from a business conducted in Israel by the taxpayer, and the taxpayer has no other taxable sources of income in Israel.

#### *Foreign Exchange Regulations*

Dividends (if any) paid to the holders of our Ordinary Shares, and any amounts payable with respect to our Ordinary Shares upon dissolution, liquidation or winding up, as well as the proceeds of any sale in Israel of the Ordinary Shares to an Israeli resident, may be paid in non-Israeli currency or, if paid in Israeli currency, may be converted into freely reparable U.S. dollars at the rate of exchange prevailing at the time of conversion, however, Israeli income tax is required to have been paid or withheld on these amounts.

#### *Controlled Foreign Corporation*

In general, and subject to the provisions of all relevant legislation, an Israeli resident who holds, directly or indirectly, 10% or more of the rights in a foreign corporation whose shares are not publicly traded, in which more than 50% of

the rights are held directly or indirectly by Israeli residents, and a majority of whose income in a tax year is considered passive income (generally referred to as a Controlled Foreign Corporation, or CFC), is liable for tax on the portion of his income attributed to holdings in such corporation, as if such income was distributed to him as a dividend.

*Share Allocations to controlling shareholders*

Controlling shareholders will be taxable under section 3(i) to the Tax Ordinance, according to which, the grantee pays income tax rate (according to the marginal tax rate of the grantee- up to 48% in 2012) on the profit upon the sale of the underlying shares. As of January 1, 2013, the marginal tax rate (48%) of an individual will increase in 3% in case his taxable income in a tax year exceed the amount of NIS 640,000 (including capital gains from marketable securities, dividends and interest income).

## United States Federal Income Taxation

The following is a general discussion of the material U.S. federal income tax consequences of the acquisition, ownership and disposition of our Ordinary Shares. This description addresses only the U.S. federal income tax considerations that may be relevant to U.S. Holders (as defined below) who hold our Ordinary Shares as capital assets. This summary is based on the U.S. Internal Revenue Code of 1986, as amended, (the “Code”) Treasury regulations promulgated thereunder, judicial and administrative interpretations thereof and the U.S.-Israel Tax Treaty (the “Treaty”), all as in effect on the date hereof and all of which are subject to change either prospectively or retroactively or to differing interpretations. There can be no assurance that the U.S. Internal Revenue Service (“IRS”) will not take a different position concerning the tax consequences of the acquisition, ownership or disposition of our Ordinary Shares or that such a position would not be sustained. This discussion does not address all tax considerations that may be relevant to a U.S. Holder of Ordinary Shares. In addition, this description does not account for the specific circumstances of any particular investor, such as:

broker-dealers;

financial institutions or financial services entities;

certain insurance companies;

investors liable for alternative minimum tax;

regulated investment companies, real estate investment trusts, or grantor trusts;

dealers or traders in securities, commodities or currencies;

tax-exempt organizations;

retirement plans;

S corporations;

pension funds;

certain former citizens or long-term residents of the United States;

non-resident aliens of the United States or taxpayers whose functional currency is not the U.S. dollar;

persons who hold Ordinary Shares through partnerships or other pass-through entities;

persons who acquire their Ordinary Shares through the exercise or cancellation of employee stock options or otherwise as compensation for services;

direct, indirect or constructive owners of investors that actually or constructively own at least 10% of the total combined voting power of our shares or at least 10% of our shares by value; or

investors holding Ordinary Shares as part of a straddle, appreciated financial position, a hedging transaction or conversion transaction.

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

This summary does not address the effect of any U.S. federal taxation (such as estate and gift tax) other than U.S. federal income taxation. In addition, this summary does not include any discussion of state, local or non-U.S. taxation.

For purposes of this summary the term “U.S. Holder” means a person that is eligible for the benefits of the Treaty and is a beneficial owner of Ordinary Shares who is, for U.S. federal income tax purposes:

an individual who is a citizen or a resident of the United States;

a corporation or other entity taxable as a corporation for United States federal income tax purposes, created or organized in or under the laws of the United States or any political subdivision thereof;

an estate the income of which is subject to U.S. federal income taxation regardless of its source; or

a trust if the trust has validly elected to be treated as a U.S. person for U.S. federal income tax purposes or if (1) a court within the United States is able to exercise primary supervision over the trust’s administration and (2) one or more U.S. persons have the authority to control all of the substantial decisions of the trust.

Unless otherwise indicated, it is assumed for the purposes of this discussion that the Company is not, and will not become, a “passive foreign investment company” (“PFIC”) for U.S. federal income tax purposes. See “—*Passive Foreign Investment Companies*” below.

#### *Taxation of Distributions*

Subject to the discussion below under the heading “—*Passive Foreign Investment Companies*,” the gross amount of any distributions received with respect to our Ordinary Shares, including the amount of any Israeli taxes withheld therefrom, will constitute dividends for U.S. federal income tax purposes when such distribution is actually or constructively received, to the extent such distribution is paid out of our current and accumulated earnings and profits, as determined for U.S. federal income tax purposes. Because we do not expect to maintain calculations of our earnings and profits under U.S. federal income tax principles, it is expected that the entire amount of any distribution will generally be reported as dividend income to you. Dividends are included in gross income at ordinary income rates, unless such dividends constitute “qualified dividend income,” as set forth in more detail below. Distributions in excess of our current and accumulated earnings and profits would be treated as a non-taxable return of capital to the extent of your adjusted tax basis in our Ordinary Shares and any amount in excess of your tax basis would be treated as gain from the sale of Ordinary Shares. See “—*Sale, Exchange or Other Disposition of Ordinary Shares*” below for a discussion of the taxation of capital gains. Our dividends would not qualify for the dividends-received deduction generally available to corporations under section 243 of the Code.

Dividends that we pay in NIS, including the amount of any Israeli taxes withheld therefrom, will be included in your income in a U.S. dollar amount calculated by reference to the exchange rate in effect on the day such dividends are received, regardless of whether the payment is in fact converted into U.S. dollars. A U.S. Holder who receives payment in NIS and converts NIS into U.S. dollars at an exchange rate other than the rate in effect on such day may

have a foreign currency exchange gain or loss that would generally be treated as U.S.-source ordinary income or loss. U.S. Holders should consult their own tax advisors concerning the U.S. tax consequences of acquiring, holding and disposing of NIS.

Subject to complex limitations, some of which vary depending upon the U.S. Holder's circumstances, any Israeli withholding tax imposed on dividends paid with respect to our Ordinary Shares, may be a foreign income tax eligible for credit against a U.S. Holder's U.S. federal income tax liability (or, alternatively, for deduction against income in determining such tax liability). Israeli taxes withheld in excess of the applicable rate allowed by the Treaty (if any) will not be eligible for credit against a U.S. Holder's federal income tax liability. The limitation on foreign income taxes eligible for credit is calculated separately with respect to specific classes of income. Dividends paid with respect to our common stock generally will be treated as foreign-source passive category income or, in the case of certain U.S. Holders, general category income for U.S. foreign tax credit purposes. Further, there are special rules for computing the foreign tax credit limitation of a taxpayer who receives dividends subject to a reduced tax rate. A U.S. Holder may be denied a foreign tax credit with respect to Israeli income tax withheld from dividends received on our Ordinary Shares if such U.S. Holder fails to satisfy certain minimum holding period requirements or to the extent such U.S. Holder's position in Ordinary Shares is hedged. An election to deduct foreign taxes instead of claiming a foreign tax credit applies to all foreign taxes paid or accrued in the taxable year. The rules relating to the determination of the foreign tax credit are complex. You should consult with your own tax advisors to determine whether and to what extent you would be entitled to this credit.

Subject to certain limitations (including the PFIC rules discussed below), “qualified dividend income” received by a non-corporate U.S. Holder may be subject to tax at the lower long-term capital gain rates (currently, a maximum rate of 20%). Distributions taxable as dividends paid on our Ordinary Shares should qualify for a reduced rate if we are a “qualified foreign corporation,” as defined in Code section 1(h)(11)(C). We will be a qualified foreign corporation if either: (i) we are entitled to benefits under the Treaty or (ii) our Ordinary Shares are readily tradable on an established securities market in the United States and certain other requirements are met. We believe that we are entitled to benefits under the Treaty and that our Ordinary Shares currently are readily tradable on an established securities market in the United States. However, no assurance can be given that our Ordinary Shares will remain readily tradable. The rate reduction does not apply unless certain holding period requirements are satisfied, nor does it apply to dividends received from a PFIC (see discussion below), in respect of certain risk-reduction transactions, or in certain other situations. U.S. Holders of our Ordinary Shares should consult their own tax advisors regarding the effect of these rules in their particular circumstances.

### **Sale, Exchange or Other Disposition of Ordinary Shares**

Subject to the discussion of the PFIC rules below, if you sell or otherwise dispose of our Ordinary Shares (other than with respect to certain non-recognition transactions), you will generally recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the amount realized on the sale or other disposition and your adjusted tax basis in our Ordinary Shares, in each case determined in U.S. dollars. Such gain or loss will generally be capital gain or loss and will be long-term capital gain or loss if you have held the Ordinary Shares for more than one year at the time of the sale or other disposition. Long-term capital gain realized by a non-corporate U.S. Holder is generally eligible for a preferential tax rate (currently at a maximum of 20%). In general, any gain that you recognize on the sale or other disposition of Ordinary Shares will be U.S.-source for purposes of the foreign tax credit limitation; losses will generally be allocated against U.S. source income. Deduction of capital losses is subject to certain limitations under the Code.

In the case of a cash basis U.S. Holder who receives NIS in connection with the sale or disposition of our Ordinary Shares, the amount realized will be based on the U.S. dollar value of the NIS received with respect to the Ordinary Shares as determined on the settlement date of such exchange. A cash basis U.S. Holder who receives payment in NIS and converts NIS into U.S. dollars at a conversion rate other than the rate in effect on the settlement date may have a foreign currency exchange gain or loss, based on any appreciation or depreciation in the value of NIS against the U.S. dollar, which would be treated as ordinary income or loss.

An accrual basis U.S. Holder may elect the same treatment of currency exchange gain or loss required of cash basis taxpayers with respect to a sale or disposition of our Ordinary Shares that are traded on an established securities market, provided that the election is applied consistently from year to year. Such election may not be changed without the consent of the IRS. In the event that an accrual basis U.S. Holder does not elect to be treated as a cash basis taxpayer (pursuant to the Treasury regulations applicable to foreign currency transactions), such U.S. Holder is required to calculate the value of the proceeds as of the “trade date” and may have a foreign currency gain or loss for

U.S. federal income tax purposes in the event of any difference between the U.S. dollar value of NIS prevailing on the trade date and on the settlement date. Any such currency gain or loss generally would be treated as U.S.- source ordinary income or loss and would be subject to tax in addition to the gain or loss, if any, recognized by such U.S. Holder on the sale or disposition of such Ordinary Shares.

### **Passive Foreign Investment Companies**

We may have been a PFIC for U.S. federal income tax purposes for the 2018 taxable year. If we were a PFIC for any taxable year during which a U.S. Holder owned Ordinary Shares, certain adverse consequences could apply to the U.S. Holder. Specifically, unless a U.S. Holder makes one of the elections mentioned below, gain recognized by the U.S. Holder on a sale or other disposition of Ordinary Shares would be allocated ratably over the U.S. Holder's holding period for the Ordinary Shares. The amounts allocated to the taxable year of the sale or other disposition and to any year before we became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, for that taxable year, and an interest charge would be imposed on the resulting tax liability. Further, any distribution in excess of 125% of the average of the annual distributions received by the U.S. Holder on our Ordinary Shares during the preceding three years or the U.S. Holder's holding period, whichever is shorter, would be subject to taxation as described immediately above. Certain elections (such as a mark-to-market election or a QEF election) may be available to U.S. Holders and may result in alternative tax treatment. U.S. Holders should consult their tax advisors as to the availability and consequences of a mark-to-market election or a QEF election with respect to their Ordinary Shares.



In addition, if we were a PFIC for a taxable year in which we pay a dividend or the prior taxable year, the favorable dividend rates discussed above with respect to dividends paid to certain non-corporate U.S. Holders would not apply. If we were a PFIC for any taxable year in which a U.S. Holder owned our shares, the U.S. Holder would generally be required to file annual returns with the IRS on IRS Form 8621.

### **Additional Tax on Investment Income**

In addition to the income taxes described above, U.S. Holders that are individuals, estates or trusts and whose income exceeds certain thresholds may be subject to a 3.8% Medicare contribution tax on net investment income, which includes dividends and capital gains from the sale or exchange of our Ordinary Shares.

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

Payments in respect of our Ordinary Shares may be subject to information reporting to the IRS and to U.S. backup withholding tax at the rate (currently) of 24%. Backup withholding will not apply, however, if you (i) fall within certain exempt categories and demonstrate the fact when required or (ii) furnish a correct taxpayer identification number and make any other required certification.

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

U.S. citizens and individuals taxable as resident aliens of the United States that (i) own "specified foreign financial assets" (as defined in Section 6038D of the Code and the regulations thereunder) with an aggregate value in a taxable year in excess of certain thresholds (as determined under rules in Treasury regulations) and (ii) are required to file U.S. federal income tax returns generally will be required to file an information report with respect to those assets with their tax returns. IRS Form 8938 has been issued for that purpose. "Specified foreign financial assets" include any financial accounts maintained by foreign financial institutions, foreign stocks held directly, and interests in foreign estates, foreign pension plans or foreign deferred compensation plans. Under those rules, our Ordinary Shares, whether owned directly or through a financial institution, estate or pension or deferred compensation plan, would be "specified foreign financial assets." Under Treasury regulations, the reporting obligation applies to certain U.S. entities that hold, directly or indirectly, specified foreign financial assets. Penalties can apply if there is a failure to satisfy this reporting obligation. In addition, in the event a U.S. Holder that is required to file IRS Form 8938 does not file such form, the statute of limitations on the assessment and collection of U.S. federal income taxes of such U.S. Holder for the related tax year may not close until three years after the date that the required information is filed. A U.S. Holder

is urged to consult the U.S. Holder's tax advisor regarding the reporting obligation.

Any U.S. Holder who acquires more than \$100,000 of our Ordinary Shares or holds 10% or more of our Ordinary Shares by vote or value may be subject to certain additional U.S. information reporting requirements.

**The above description is not intended to constitute a complete analysis of all tax consequences relating to acquisition, ownership and disposition of our Ordinary Shares. You should consult your tax advisor concerning the tax consequences of your particular situation.**

#### **F. Dividend and Paying Agents**

Not applicable.

#### **G. Statement by Experts**

Not applicable.

-60-

## H. Documents on Display

We are subject to certain of the reporting requirements of the Exchange Act, as applicable to “foreign private issuers” as defined in Rule 3b-4 under the Exchange Act. As a foreign private issuer, we are exempt from certain provisions of the Exchange Act. Accordingly, our proxy solicitations are not subject to the disclosure and procedural requirements of Regulation 14A under the Exchange Act, and transactions in our equity securities by our officers and directors are exempt from reporting and the “short-swing” profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act. However, we file with the SEC an annual report on Form 20-F containing financial statements audited by an independent accounting firm. We also submit to the SEC reports on Form 6-K containing (among other things) press releases and unaudited financial information. We post our annual report on Form 20-F on our website ([www.rada.com](http://www.rada.com)) promptly following the filing of our annual report with the SEC. The information on our website is not incorporated by reference into this annual report.

This annual report and the exhibits thereto and any other document we file pursuant to the Exchange Act may be inspected without charge and copied at prescribed rates at the SEC public reference room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the SEC’s public reference room in Washington, D.C. by calling the SEC at 1-800-SEC-0330. The Exchange Act file number for our SEC filings is 000-15375.

The SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR (Electronic Data Gathering, Analysis, and Retrieval) system.

The documents concerning our company that are referred to in this annual report may also be inspected at our offices located at 7 Giborei Israel Street, Netanya 4250407, P.O. Box 8606, Israel.

## I. Subsidiary Information

Not applicable.

## **ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISKS**

### **Interest Rate Risk**

We currently do not invest in or otherwise hold, for trading or other purposes, any financial instruments subject to market risks. Generally, we pay interest on our credit facilities, convertible notes and short-term loans based on Libor, for dollar-denominated loans, and Israeli prime or adjustment differences to the Israeli consumer price index, for some of our NIS-denominated loans. As a result, changes in the general level of interest rates may affect the amount of interest payable by us under these facilities.

### **Foreign Currency Exchange Risk**

The depreciation of the NIS against the dollar has the effect of reducing the dollar amount of any of our expenses or liabilities which are payable in NIS (unless such expenses or payables are linked to the dollar). As of December 31, 2018, we had liabilities payable in NIS which are not linked to the dollar in the amount of \$5.5 million and cash and receivables in the amount of \$5.2 million denominated in NIS. Accordingly, 1% appreciation of the NIS against the dollar would increase our financing expenses by approximately \$3,000. A 1% depreciation of the NIS against the dollar would decrease our financing expenses by the same amount. However, the amount of liabilities payable and/or cash and receivables in NIS is likely to change from time to time.

Because exchange rates between the NIS and the dollar fluctuate continuously, exchange rate fluctuations and especially larger periodic devaluations will have an impact on our profitability and period-to-period comparisons of our results. The effects of foreign currency re-measurements are reported in our consolidated financial statements in continuing operations.

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

Not applicable.

**PART II**

**ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

None.

**ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

None.

**ITEM 15. CONTROLS AND PROCEDURES**

**Disclosure Controls and Procedures**

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

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

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

pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transaction and dispositions of the assets of the company;

provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

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

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2018. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on that assessment, our management concluded that as of December 31, 2018, our internal control over financial reporting is effective.

### **Changes in Internal Control over Financial Reporting**

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

### **ITEM 16. RESERVED.**

### **ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our board of directors has determined that Mr. Elan Sigal, one of our external directors, within the meaning of the Israeli Companies Law, and an independent director, as defined by the SEC and NASDAQ, meets the definition of an audit committee financial expert, as defined by rules of the SEC. For a brief listing of Mr. Sigal's relevant experience, see Item 6-A. "*Directors, Senior Management and Employees — Directors and Senior Management.*"

### **ITEM 16B. CODE OF ETHICS**

We have adopted a code of ethics that applies to our Chief Executive Officer and all senior financial officers of our company, including the Chief Financial Officer, Chief Accounting Officer or controller, or persons performing similar functions. Written copies of our code of ethics are available upon request. If we make any substantive amendment to the code of ethics or grant any waivers, including any implicit waiver, from a provision of the codes of ethics, we will disclose the nature of such amendment or waiver on our website.

### **ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

#### **Independent Registered Public Accounting Firm Fees**

The following table sets forth, for each of the years indicated, the fees billed by our principal independent registered public accounting firm, Kost Forer Gabbay & Kasierer, a Member of Ernst & Young Global (“EY Israel”). All of such fees were pre-approved by our Audit Committee.

	Year Ended December 31	
Services Rendered:	2017	2018
Audit <sup>(1)</sup>	\$97,300	\$93,273
Audit-related <sup>(2)</sup>	\$12,000	\$15,938
Tax <sup>(3)</sup>	\$5,000	\$21,109
Total <sup>(2)</sup>	\$114,300	\$130,320

(1) Audit fees are the aggregate fees for the audit of our consolidated annual financial statements and quarterly reviewed reports. It also includes fees billed for accounting consultations regarding the accounting treatment of matters that occur in the regular course of business, implications of new accounting pronouncements and other accounting issues that occur from time to time.

(2) Audit-related fees relate to assurance and associated services that traditionally are performed by the independence auditor including SEC filings, comfort letters, consents and comment letters in connection with regulatory filings.

(3) Tax fees are the aggregate fees billed for professional services rendered for tax compliance and tax advice, other than in connection with the audit. Tax compliance involves preparation of original and amended tax returns, tax planning and tax advice.

EY Israel and other EY affiliates did not bill the company for services other than the fees described above for fiscal year 2018 or fiscal year 2017.



### **Pre-Approval Policies and Procedures**

Our Audit Committee has adopted a policy and procedures for the pre-approval of audit and non-audit services rendered by our independent registered public accounting firm, Kost Forer Gabbay & Kasierer, a Member of Ernst & Young Global (“EY Israel”). Pre-approval of an audit or non-audit service may be given as a general pre-approval, as part of the audit committee’s approval of the scope of the engagement of our independent auditor, or on an individual basis. The policy prohibits retention of the independent public accountants to perform the prohibited non-audit functions defined in Section 201 of the Sarbanes-Oxley Act or the rules of the Securities and Exchange Committee, and also requires the Audit Committee to consider whether proposed services are compatible with the independence of the public accountants.

### **ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not applicable.

### **ITEM 16E. PURCHASE OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

#### **Issuer Purchase of Equity Securities**

Neither we, nor any “affiliated purchaser” of our company, has repurchased any of our securities during 2018.

### **ITEM 16F. CHANGES IN REGISTRANT’S CERTIFYING ACCOUNTANT**

None.

### **ITEM 16G. CORPORATE GOVERNANCE**

Under NASDAQ Stock Market Rule 5615(a) (3), foreign private issuers, such as our company, are permitted to follow certain home country corporate governance practices instead of certain provisions of the NASDAQ Stock Market Rules. A foreign private issuer that elects to follow a home country practice instead of any of such NASDAQ rules must submit to NASDAQ, in advance, a written statement from an independent counsel in such issuer’s home country

certifying that the issuer's practices are not prohibited by the home country's laws.

We have notified NASDAQ pursuant to Rule 5615(a) (3), that we do not comply with the following Rules and instead follow Israeli law and practice in respect of such Rules:

The Rule requiring maintaining a majority of independent directors, as defined under the NASDAQ Marketplace Rules. Instead, under Israeli law and practice, we are required to appoint at least two external directors, within the meaning of the Israeli Companies Law, to our board of directors. In addition, in accordance with the rules of the SEC and NASDAQ, we have the mandated three independent directors, as defined by the rules of the SEC and NASDAQ, on our audit committee. See above in Item 6C. "Directors, Senior Management and Employees - Board Practices Outside and Independent Directors."

The Rule requiring that our independent directors have regularly scheduled meetings at which only independent directors are present: instead, we follow Israeli law according to which independent directors are not required to hold executive sessions.

The Rule regarding independent director oversight of director nominations process for directors. Instead, we follow Israeli law and practice according to which our board of directors recommends directors for election by our shareholders. See above Item 6C. "Directors, Senior Management and Employees - Board Practices - Election of Directors."

The requirement to obtain shareholder approval for the establishment or amendment of certain equity-based compensation plans, an issuance that will result in a change of control of the company, certain transactions other than a public offering involving issuances of a 20% or more interest in the company and certain acquisitions of the stock or assets of another company. Under Israeli law and practice, the approval of the board of directors is required for the establishment or amendment of equity-based compensation plans and private placements. Under Israeli regulations, Israeli companies whose shares have been publicly offered only outside of Israel or are listed for trade only on an exchange outside of Israel, such as our company, are exempt from the Israeli law requirement to obtain shareholder approval for private placements of a 20% or more interest in the company. For the approvals and procedures required under Israeli law and practice for an issuance that will result in a change of control of the company and acquisitions of the stock or assets of another company, see Item 6C “Directors, Senior Management and Employee - Board Practices - Approval of Related Party Transactions Under Israeli Law - Disclosure of Personal Interests of a Controlling Shareholder; Approval of Transactions with Controlling Shareholders” and Item 10B “Additional Information - Memorandum and Articles of Association - Provisions Restricting Change in Control of Our Company.”

#### **ITEM 16H. MINE SAFETY DISCLOSURE**

Not applicable.

### **PART III**

#### **ITEM 17. FINANCIAL STATEMENTS**

Not applicable.

#### **ITEM 18. FINANCIAL STATEMENTS**

##### **Consolidated Financial Statements**

<u>Index to Financial Statements</u>	F-1
<u>Report of Independent Registered Public Accounting Firm</u>	F-2
<u>Consolidated Balance Sheets</u>	F-3
<u>Consolidated Statements of Operations</u>	F-5
<u>Consolidated Statements of Other Comprehensive Income (Loss)</u>	F-6
<u>Consolidated Statements of Changes in Equity</u>	F-7
<u>Consolidated Statements of Cash Flows</u>	F-8

**ITEM 19. EXHIBITS****Index to Exhibits**

<b>Exhibit</b>	<b>Description</b>
1.1	Memorandum of Association of the Registrant <sup>(1)</sup>
1.2	<u>Articles of Association of the Registrant</u> <sup>(2)</sup>
2.1	<u>Specimen of Share Certificate</u> <sup>(3)</sup>
4.1	<u>Compensation Policy of Office Holders (August 31, 2016)</u> <sup>(4)</sup>
4.10	<u>Form of Indemnification Agreement of the Registrant with its officers and directors</u> <sup>(5)</sup>

4.11 Ordinary Shares Purchase Form (August 2017) <sup>(6)</sup>

4.12 Ordinary Shares Purchase Form (November 2018) <sup>(7)</sup>

4.13 2015 Share Option Plan <sup>(8)</sup>

8.1 List of Subsidiaries of the Registrant

12.1 Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act, as amended

12.2 Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act, as amended

13.1 Certification of the Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

13.2 Certification of the Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

15.1 Consent of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document.

101.CAL XBRL Taxonomy Calculation Linkbase Document.

101.LAB XBRL Taxonomy Label Linkbase Document.

101.PRE XBRL Taxonomy Presentation Linkbase Document.

101.DEF XBRL Taxonomy Extension Definition Linkbase Document.

(1) Filed as an exhibit to our Annual Report on Form 20-F for the year ended December 31, 2000 and incorporated herein by reference.

(2) Filed as Annex A to our Proxy Statement on Form 6-K furnished on April 4, 2016 and incorporated herein by reference.

(3) Filed as Exhibit 2.1 to our Annual Report on Form 20-F for the year ended December 31, 2016 and incorporated herein by reference.

(4) Filed as Exhibit A to Exhibit 99.1 to our Proxy Statement on Form 6-K furnished on July 27, 2016 and incorporated herein by reference.

(5) Filed as an Annex B to our Proxy Statement on Form 6-K furnished on April 4, 2016 and incorporated herein by reference.

(6) Filed as Exhibit 99.1 to our Report on Form 6-K furnished on August 21, 2017 and incorporated herein by reference.

(7) Filed as Exhibit 4.1 to our Report on Form 6-K furnished on November 28, 2018 and incorporated herein by reference.

(8) Filed as Exhibit 4.3 to Registration Statement on Form S-8 filed on August 24, 2016 and incorporated herein by reference.

-66-

RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

**CONSOLIDATED FINANCIAL STATEMENTS**

**AS OF DECEMBER 31, 2018**

U.S. DOLLARS IN THOUSANDS

INDEX

	Page
<b><u>Report of Independent Registered Public Accounting Firm</u></b>	F-2
<b><u>Consolidated Balance Sheets</u></b>	F-3 – F-4
<b><u>Consolidated Statements of Operations</u></b>	F-5
<b><u>Consolidated Statements of Comprehensive Income (Loss)</u></b>	F-6
<b><u>Consolidated Statements of Changes in Equity</u></b>	F-7
<b><u>Consolidated Statements of Cash Flows</u></b>	F-8 – F-9
<b><u>Notes to Consolidated Financial Statements</u></b>	F-10 – F-37

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F-1

**Kost Forer Gabbay & Kasierer**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**To the Shareholders and Board of Directors of RADA ELECTRONIC INDUSTRIES LTD.**

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of RADA Electronic Industries Ltd. and its subsidiaries (the “Company”) as of December 31, 2018 and 2017 and the related consolidated statements of operations, comprehensive income (loss), changes in equity and cash flows for each of the three years in the period ended December 31, 2018, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2018 and 2017, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

**Basis for Opinion**

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.



We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

*/s/ Kost Forer Gabbay and Kasierer*

Kost Forer Gabbay & Kasierer,

A Member of Ernst & Young Global

We have served as the Company's auditor since 2003.

Tel-Aviv, Israel

April 1, 2019

**RADA ELECTRONIC INDUSTRIES LTD.****AND ITS SUBSIDIARIES**

## CONSOLIDATED BALANCE SHEETS

**U.S. dollars in thousands**

	December 31,	
	2018	2017
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$20,814	\$12,417
Restricted deposits	422	322
Trade receivables (net of allowance for doubtful accounts of \$2 at December 31, 2018 \$14 at December 31, 2017)	13,382	7,286
Costs and estimated earnings in excess of billings on uncompleted contracts (Note 3)	-	995
Contract assets (Note 3)	899	-
Other accounts receivable and prepaid expenses (Note 4)	506	330
Inventories, net (Note 5)	11,244	7,910
Current assets related to discontinued operations	1,524	2,468
<u>Total</u> current assets	48,791	31,728
<b>LONG-TERM ASSETS:</b>		
Long-term receivables and other deposits	79	68
Property, plant and equipment, net (Note 6)	4,632	3,915
Long-term assets related to discontinued operations	-	319
<u>Total</u> long-term assets	4,711	4,302
<u>Total</u> assets	\$53,502	\$36,030

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

**RADA ELECTRONIC INDUSTRIES LTD.****AND ITS SUBSIDIARIES**

## CONSOLIDATED BALANCE SHEETS

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

	December 31,	
	2018	2017
<b>LIABILITIES AND EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Trade payables	\$5,650	\$2,904
Other accounts payable and accrued expenses (Note 7)	3,842	2,814
Advances from customers	727	41
Contract liabilities (Note 3)	366	-
Current liabilities related to discontinued operations	366	328
<u>Total</u> current liabilities	10,951	6,087
<b>LONG-TERM LIABILITIES:</b>		
Accrued severance pay and other long term liability	690	758
<u>Total</u> long-term liabilities	690	758
<b>COMMITMENTS AND CONTINGENT LIABILITIES (Note 8)</b>		
<b>EQUITY:</b>		
Share capital (Note 9) -		
Ordinary shares of NIS 0.03 par value - Authorized: 100,000,000 shares and 37,500,000 shares at December 31, 2018 and at December 31, 2017 respectively; Issued and outstanding: 37,516,891 and 31,392,040 at December 31, 2018 and at December 31, 2017 respectively.	386	335
Additional paid-in capital	118,568	104,923
Accumulated other comprehensive income	220	392
Accumulated deficit	(76,961 )	(77,124 )
Total RADA Electronic Industries shareholders' equity	42,213	28,526
Non-controlling interest	(352 )	659
<u>Total</u> equity	41,861	29,185

<u>Total</u> liabilities and equity	\$53,502	\$36,030
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The accompanying notes are an integral part of the consolidated financial statements.

F-4

**RADA ELECTRONIC INDUSTRIES LTD.****AND ITS SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS****U.S. dollars in thousands, except share and per share data**

	Year ended December 31,		
	2018	2017	2016
Revenues:			
Products	\$26,909	\$25,010	\$11,663
Services	1,123	1,172	1,158
	28,032	26,182	12,821
Cost of revenues:			
Products	17,771	17,807	10,594
Services	143	112	785
	17,914	17,919	11,379
Gross profit	10,118	8,263	1,442
Operating costs and expenses:			
Research and development, net	3,092	1,575	758
Marketing and selling	2,860	2,137	2,269
General and administrative	4,001	2,568	1,814
Net loss from sale of fixed asset	103	-	-
Total operating costs and expenses	10,056	6,280	4,841
Operating income (loss)	62	1,983	(3,399 )
Financial (expenses) income, net (Note 11)	119	(156 )	(1,521 )
Net income (loss) from continuing operations	181	1,827	(4,920 )
Net income (loss) from discontinued operations	(404 )	515	13
Net income (loss)	\$(223 )	\$2,342	\$(4,907 )
Net income (loss) attributable to non-controlling interest	(386 )	103	3
Net income (loss) attributable to RADA Electronic Industries' shareholders	163	2,239	(4,910 )
Basic net income (loss) from continuing operations per Ordinary share	\$0.02	\$0.07	\$(0.35 )
Diluted net income (loss) from continuing operations per Ordinary share	\$0.02	\$0.06	\$(0.35 )
	\$(0.01 )	\$0.02	\$0.00

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Basic and diluted net income (loss) from discontinued operations per Ordinary share

Basic net income (loss) per Ordinary share	\$0.01	\$0.09	\$(0.35 )
Diluted net income (loss) per Ordinary share	\$0.01	\$0.08	\$(0.35 )
Weighted average number of Ordinary shares used for computing basic net income (loss) per share	33,184,570	24,956,915	14,029,346
Weighted average number of Ordinary shares used for computing diluted net income (loss) per share	33,716,931	28,126,509	14,029,346

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

F-5

**RADA ELECTRONIC INDUSTRIES LTD.**

AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

**U.S. dollars in thousands**

	Year ended December 31,		
	2018	2017	2016
Net income (loss)	\$(223)	\$2,342	\$(4,907)
Other comprehensive income (loss):			
Change in foreign currency translation adjustment	(251)	213	(207 )
Total comprehensive income (loss)	(474)	2,555	(5,114)
Less: comprehensive income (loss) attributable to non-controlling interest	(465)	146	(39 )
Comprehensive income (loss) attributable to RADA Electronic Industries' shareholders	\$(9 )	\$2,409	\$(5,075)

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

**RADA ELECTRONIC INDUSTRIES LTD.****AND ITS SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY****U.S. dollars in thousands, except share data**

	Number of Ordinary shares (*)	Share capital	Additional paid-in capital	Accumulated other comprehensive income	Accumulated deficit	Non controlling interest	Total equity
Balance at January 1, 2016	7,949,444	\$ 146	\$ 82,427	\$ 387	\$ (74,453 )	\$ 552	\$ 9,059
Beneficial conversion feature related to convertible loans from shareholders (Note 8)	-	-	123	-	-	-	123
Extinguishment of convertible loan	-	-	(359 )	-	-	-	(359 )
Share-based compensation to employees	-	-	111	-	-	-	111
Issuance of shares and warrants, net of issuance costs of \$204	10,415,400	82	5,714	-	-	-	5,796
Exercise of warrants and conversion of convertible loan to Ordinary shares	2,881,658	22	1,391	-	-	-	1,413
Net income (loss)	-	-	-	-	(4,910 )	3	(4,907 )
Other comprehensive loss	-	-	-	(165 )	-	(42 )	(207 )
Balance at December 31, 2016	21,246,502	250	89,407	222	(79,363 )	513	11,029
Share-based compensation to employees	-	-	559	-	-	-	559
Exercise of warrants	4,218,121	36	2,105	-	-	-	2,141
Conversion of convertible loan to Ordinary shares	1,322,917	11	3,164	-	-	-	3,175
Issuance of shares, net of issuance costs of \$174	4,604,500	38	9,688	-	-	-	9,726
Net income	-	-	-	-	2,239	103	2,342
Other comprehensive income	-	-	-	170	-	43	213
Balance at December 31, 2017	31,392,040	335	104,923	392	(77,124 )	659	29,185
Share-based compensation to employees	-	-	898	-	-	-	898
Exercise of warrants	1,454,546	13	787	-	-	-	800
	4,545,454	37	12,215	-	-	-	12,252



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Issuance of shares, net of issuance costs of \$248								
Exercise of Option	124,851	1	(1 )	-	-	-	-	-
Net income	-	-	-	-	163	(386 )	(223 )	
Transaction with non-controlling interest	-	-	(254 )	-	-	(546 )	(800 )	
Other comprehensive income	-	-	-	(172 )	-	(79 )	(251 )	
Balance at December 31, 2018	37,516,891	\$ 386	\$ 118,568	\$ 220	\$ (76,961 )	\$ (352 )	\$ 41,861	

(\*) See Note 9a.

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

F-7

**RADA ELECTRONIC INDUSTRIES LTD.**

## AND ITS SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

## U.S. dollars in thousands

	Year ended December 31,		
	2018	2017	2016
Cash flows from operating activities:			
Net income (loss)	\$(223 )	\$2,342	\$(4,907)
Adjustments required to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Share based compensation to employees	898	559	111
Depreciation and amortization	799	638	554
Net Loss from sale of fixed asset	103	-	-
Extinguishment and amortization expenses related to beneficial conversion feature and discount of convertible loans	-	103	1,116
Severance pay, net	(47 )	93	37
Increase in trade receivables, net	(6,096)	(2,280)	(1,360)
Decrease (increase) in other accounts receivable, long term receivable and prepaid expenses	(192 )	14	(135 )
Decrease in costs and estimated earnings in excess of billings	995	809	403
Increase in contract assets	(899 )	-	-
Increase in contract liabilities	366	-	-
Increase in inventories	(3,865)	(890 )	(1,503)
Increase in trade payables	2,610	303	592
Increase in other accounts payable, accrued expenses, long term liabilities and advances from customers	1,693	31	173
Net cash provided by (used in) operating activities from continuing operations	(3,858)	1,722	(4,919)
Cash flows from investing activities:			
Purchase of property, plant and equipment	(899 )	(1,041)	(411 )
Construction-in-process	(308 )	(736 )	-
Consideration from fixed asset sale	254	-	-
Increase (decrease) in long-term receivables and deposits	5	(29 )	75
Net cash used in investing activities from continuing operations	(948 )	(1,806)	(336 )

F-8

**RADA ELECTRONIC INDUSTRIES LTD.**

## AND ITS SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

## U.S. dollars in thousands

	Year ended December 31,		
	2018	2017	2016
Cash flows from financing activities:			
Issuance of Ordinary shares, net	12,252	9,726	5,796
Exercise of warrants	800	2,141	1,300
Repayment of short-term bank credit, net	-	(575 )	(1,841)
Transaction with non-controlling interest	(254 )	-	-
Proceeds from loans from shareholders	-	-	187
Net cash provided by financing activities from continuing operations	12,798	11,292	5,442
Net cash provided by (used in) operating activities from discontinued operations	1,186	(644 )	298
Net cash used in investing activities from discontinued operations	(2 )	(101 )	(34 )
Effect of exchange rate changes of discontinued operation on cash and cash equivalents	(420 )	(138 )	(133 )
Increase in cash and cash equivalents and restricted cash	8,756	10,325	318
Cash and cash equivalents and restricted cash at the beginning of the year	13,006	2,681	2,363
Cash and cash equivalents and restricted cash at the end of the year	21,762	13,006	2,681
Less cash and cash equivalents of discontinued operation at the end of the year	526	267	1,159
Cash and cash equivalents of continued operation at the end of the year	\$21,236	\$12,739	\$1,522

	Year ended December 31,		
	2018	2017	2016
(a) Supplemental disclosures of cash flow activities:			
Net cash paid during the year for:			
Income taxes	\$17	\$17	\$16
Interest	\$18	\$173	\$658

## (b) Non-cash transactions

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Conversion of convertible loan including unpaid interest	\$-	\$3,175	\$113
Transfer of inventory to property, plant and equipment	\$530	\$82	\$92
Purchase of property, plant and equipment in credit	\$136	\$44	\$14

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

F-9

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 1:- GENERAL**

RADA Electronic Industries Ltd. (the “Company”) is an Israeli based defense electronics contractor that specializes a. in the design, development, production and sales of tactical land radars for ground forces and border protection and avionics systems (including inertial navigation systems) for fighter aircraft and UAVs.

The Company operates a test and repair shop using its automated test equipment (“ATE”) products in Beijing, China, through its 80% owned Chinese subsidiary, Beijing Huari Aircraft Components Maintenance and Services Co. Ltd. (“CACS”). CACS was established with a Chinese third party, which owned the remaining 20% equity interest. In October 2018, a transaction with non-controlling interest occurred and as a result, as of December 31, 2018, the Company owned 100% of CACS (see Note 1b).

In January 2018, the Company incorporated RADA Sensors Inc., a fully owned subsidiary of the Company. RADA Sensors Inc. is the holder of 75% of the interests in RADA Technologies LLC, also organized in January 2018, together with ZASE Technologies LLC (the holder of 25% of the interests in RADA Technologies LLC).

The Company is organized and operates as one operating segment.

**b. Discontinued operations**

In December 2016, the Company committed to a plan to sell its test and repair services activity (provided through the Company’s then 80% owned subsidiary, CACS) in order to focus in its core business. In October 2018, a transaction with non-controlling interest occurred and as a result, as of December 31, 2018, the Company owned 100% of CACS, which resulted in a \$254 decrease in additional paid in capital.

In December 2018, the Company signed an agreement to sell its ownership interest in CACS for approximately \$1,500 and received 70% of the consideration as of the date of this report, which is currently held in a trust account in China. The Company recorded a provision of \$159 for the expected loss which will result from the sale, which amount was included in accrued expenses in the consolidated balance sheets and in the net loss from discontinued operations in the consolidated statements of operations.

On March 14, 2019, subsequent to balance sheet date, the ownership was transferred to the buyer while the remaining consideration has yet to be received by the Company.

The results of the discontinued operations including prior periods' comparable results, assets and liabilities which have been retroactively included in discontinued operations as separate line items in the statements of operations and balance sheets, are presented below (the adoption of Topic 606 did not have a material impact on the results of the discontinued operations):

F-10

**RADA ELECTRONIC INDUSTRIES LTD.****AND ITS SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 1:- GENERAL (Cont.)**

	<b>Year ended</b>		
	<b>December 31,</b>		
	2018	2017	2016
Revenues	\$750	\$1,729	\$909
Cost of sales	(787)	(909 )	(698)
Operating expenses	(208)	(310 )	(197)
Operating income (loss)	(245)	510	14
Finance income (expenses), net	-	5	(1 )
Net income (loss)	(245)	515	13
Loss from sale of subsidiary	(159)	-	-
Net income (loss) from discontinued operations	\$(404)	\$515	\$13

The major classes of assets and liabilities that were classified as discontinued operations were:

	<b>Year ended</b>	
	<b>December 31,</b>	
	2018	2017
Cash and cash equivalents	\$526	\$267
Trade receivables	555	1,200
Other accounts receivable and prepaid expenses	42	61
Inventories	401	940
Property, plant and equipment, net	-	319
Total assets of discontinued operations	1,524	2,787



Trade payables	55	4
Accrued expenses and other liabilities	311	324
Total liabilities of discontinued operations	\$366	\$328

c. Liquidity and Capital Resources:

On May 15, 2016, the Company's shareholders approved an investment transaction with a new investor (the "Investor") after which the Investor became the controlling shareholder of the Company. The Company issued 8,510,638 Ordinary shares in consideration for approximately \$4,000, or a price per share of \$0.47 (the "Initial Investment"). The Company also issued to the Investor, warrants to purchase: (i) 4,255,319 Ordinary shares at an exercise price per Ordinary share of \$0.47 (having an aggregate exercise price of \$2,000) exercisable for a period of 24 months following the date of the Initial Investment and (ii) 3,636,363 Ordinary shares at an exercise price per Ordinary share of \$0.55 (having an aggregate exercise price of \$2,000) exercisable for a period of 48 months following the date of the Initial Investment (collectively: the "Warrants").

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 1:- GENERAL (Cont.)**

As of December 31, 2018, all of the Company's outstanding Warrants were fully exercised.

In addition, as part of the investment transaction, the Investor agreed to grant the Company an option, exercisable in the discretion of either the Investor or the Company, to obtain a convertible loan from the Investor in the principal amount of up to \$3,175, which would be used solely for the purpose of the repayment of an outstanding convertible loan, including accrued interest, that was due on August 31, 2016 and payable to the former controlling shareholder.

On June 16, 2016, the Company obtained a \$3,175 convertible loan from the Investor (convertible into Ordinary shares at a price per share of \$2.40) and repaid the outstanding loan balance owed to its former controlling shareholder in the amount of \$2,988, including accrued interest of \$247.

In August 2017, the Company entered into agreements with several Israeli institutional investors to purchase 4,604,500 Ordinary shares at price per share of \$2.15, for a total consideration of \$9,900. Offering costs amounted to \$174.

In November 2018, the Company entered into agreements with several Israeli institutional investors to purchase 4,545,454 ordinary shares at price per share of \$2.75, for a total consideration of \$12,500. Offering costs amounted to \$248.

Since incorporation, the Company has incurred an accumulated deficit of \$76,961. As of December 31, 2018, the Company's cash position (cash and cash equivalents) totaled approximately \$20,814. Management believes that its cash and cash equivalents are sufficient for the Company to meet its obligations as they come due at least for a period

of twelve months from the date of issuance of the consolidated financial statements.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“US GAAP”). The significant accounting policies followed in the preparation of the financial statements, applied on a consistent basis, are as follows:

a. Use of estimates:

The preparation of financial statements in conformity with (“US GAAP”) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

F-12

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

The Company's management believes that the estimates, judgment and assumptions used are reasonable based upon information available at the time they were made.

b. Financial statements in U.S. dollars:

The majority of the revenues of the Company are generated in U.S. dollars. In addition, Financing activities are made in U.S. dollars.

The Company's management believes that the dollar is the currency of the primary economic environment in which the Company operates. Thus, its functional and reporting currency is the dollar.

Accordingly, monetary accounts maintained in currencies other than the dollar are re-measured into U.S. dollars in accordance with ASC 830, "Foreign Currency Matters". All transaction gains and losses of the re-measured monetary balance sheet items are reflected in the statement of operations as financial income or expenses, as appropriate, in the period in which the currency exchange rate changes.

The financial statements of the Company's foreign subsidiary (CACS), whose functional currency is not the U.S. dollar, have been translated into dollars. All balance sheet amounts have been translated using the exchange rates in effect at balance sheet date. Statement of operation amounts have been translated using the average exchange rate prevailing during the year. Such translation adjustments are reported as a separate component of accumulated other comprehensive income (loss) in equity.

c. Basis of consolidation:

The consolidated financial statements include the accounts of the Company and its subsidiaries. Inter-company transactions and balances have been eliminated upon consolidation.

d. Cash equivalents:

All highly liquid investments that are readily convertible to cash and are not restricted as to withdrawal or use and the period to maturity of which did not exceed three months at time of deposit, are considered cash equivalents.

e. Restricted deposit:

Restricted cash is invested in short-term bank deposits (less than twelve months), which are mainly used as security for the Company's guarantees to customers and lines of credits with banks. The deposits are in U.S. dollars and bear a variable annual interest of up to 2.47%.

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

f. Inventories:

Inventories are stated at the lower of cost or market value. Inventory write-offs are provided to cover risks arising from slow-moving items, excess inventories and for market prices lower than cost (see also Note 5).

Cost is determined as follows:

Raw materials and components - using the FIFO cost method.

Work in progress and finished goods - represents the cost of manufacturing with the addition of allocable indirect manufacturing costs.

Costs incurred on long-term contracts in progress include direct labor, material, subcontractors, other direct costs and an allocation of overhead, which represent recoverable costs incurred for production.

g. Property, plant and equipment:

Property plant and equipment are stated at cost, net of accumulated depreciation. Depreciation is calculated by the straight-line method over the estimated useful lives of the assets. Annual rates of depreciation are as follows:

%

Factory and other buildings	4
Machinery and equipment	7 - 33
Office furniture and equipment	6 - 15

Leasehold improvements are depreciated over the shorter of the estimated useful life or the lease period.

Assets, in respect of which investment grants have been received, are presented at cost less the related grant amount. Depreciation is based on net cost.

h. Impairment of long-lived assets:

The Company's long-lived assets are reviewed for impairment in accordance with ASC 360, "Property, plant and equipment", whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable.

Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to the future undiscounted cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. As of December 31, 2018, 2017 and 2016, no impairment losses have been identified.

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

As required by ASC 820, “Fair Value Measurement”, the Company applies assumptions that market place participations would consider in determines the fair value of long-lived assets (or asset group).

**i. Research and development costs:**

Research and development costs, net of participation grants, include costs incurred for research and development, are charged to the statement of operations as incurred.

The Company received royalty-bearing grants, from the Israeli Innovation Authority (“IIA”) for the purpose of partially funding research and development projects. The grants are recognized as a deduction from research and development costs incurred (see also Note 8b).

**j. Income taxes:**

The Company accounts for income taxes in accordance with ASC 740, “Income taxes”. This statement prescribes the use of the liability method whereby deferred tax assets and liability account balances are determined based on differences between financial reporting and tax based assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

The Company provides a valuation allowance, if necessary, to reduce deferred tax assets to their estimated realizable value.



The Company implements a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with ASC 740. The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the weight of available evidence indicates that it is more likely than not that, on an evaluation of the technical merits, the tax position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. The adoption of ASC 740-10 did not result in a change in the Company's accumulated deficit. The Company did not record any provision in connection with ASC 740-10 as of December 31, 2018 and 2017.

k. Severance pay:

The Company's agreements with most of its employees are in accordance with section 14 of the Severance Pay Law - 1963, under which the Company's contributions for severance pay shall be instead of severance compensation. Upon release of the policy to the employee, no additional liability exists between the parties regarding the matter of severance pay and no additional payments will be made by the Company to the employee.

F-15

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

The Company's liability for severance pay for the employees that are not covered in section 14 is calculated pursuant to Israel's Severance Pay Law - 1963, based on the most recent salary of the employees as of the balance sheet date less monthly deposits for insurance policies and/or pension funds. Employees are entitled to one month's salary for each year of employment or a portion thereof.

The carrying value of deposited funds includes profits (losses) accumulated up to the balance sheet date. The deposited funds may be withdrawn only upon the fulfillment of the obligations pursuant to Israeli severance pay law or labor agreements.

Severance expense recorded in the statement of operations is net of interest and other income accumulated in the deposits. Severance expense for the years ended December 31, 2018, 2017 and 2016 amounted to \$33, \$434 and \$251, respectively.

**1. Accounting for share-based compensation:**

The Company accounts for share-based payment in accordance with ASC 718, "Compensation - Stock Compensation", which requires the measurement and recognition of compensation expense based on estimated fair values for all share-based payment awards made to employees on the date of grant using an option-pricing model. The value of the portion of the award is recognized as an expense over the requisite service periods in the Company's statement of operations. The Company recognizes compensation expenses for the value of its awards granted based on the straight-line method over the requisite service period of each of the awards.

Effective as of January 1, 2017, the Company adopted a change in accounting policy in accordance with ASU 2016-09, “Compensation Stock Compensation (Topic 718)” (“ASU 2016-09”) to account for forfeitures as they occur.

The fair value for the Company’s stock options granted to employees and directors was estimated using a Black-Scholes option-pricing model with the following weighted-average assumptions:

	December 31,	
	2018	2017
Dividend yield	0 %	0 %
Risk-free interest rate	2.70 %	1.78 %
Expected term (in years)	4.22	4.18
Volatility	78 %	79 %

The dividend yield assumption is based on the Company’s historical experience and expectation of future dividend payouts and may be subject to changes in the future.

The computation of expected volatility is based on realized historical share price volatility of the Company’s Ordinary shares.

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

The risk-free interest rate assumption is the implied yield currently available on the U.S treasury yield zero-coupon issues with a remaining term equal to the expected life term of the Company's options.

The expected term of the options represents the period of time that the options are expected to be outstanding and is based on the simplified method, as allowed under Staff Accounting Bulletin No. 110, which is the mid-point between the vesting date and the end of the contractual of the option.

**m. Fair value of financial instruments:**

The Company measures its financial instruments at fair value. Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability.

A three-tier fair value hierarchy is established as a basis for considering such assumptions and for inputs used in the valuation methodologies in measuring fair value:

Level 1 Valuations based on quoted prices in active markets for identical assets that the Company has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 instruments. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.

Level 2 Valuations based on one or more quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level  
3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of observable inputs can vary from investment to investment and is affected by a wide variety of factors, including, for example, the type of investment, the liquidity of markets and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment and the investments are categorized as Level 3.

The carrying amount of cash and cash equivalents, restricted deposits, trade receivables, other accounts receivable, bank credit, trade payables and other accounts payable approximate their fair value due to the short-term maturity of these instruments.

F-17

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

Foreign currency derivative contracts are classified within Level 2 as the valuation inputs are based on quoted prices and market observable data of similar instruments. As of December 31, 2018 and 2017 the fair value of foreign currencies derivatives (liability) asset were (71) and 19, respectively.

n. Concentrations of credit risk:

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, restricted cash, trade receivables and long-term receivables.

The Company's cash and cash equivalents and restricted deposits are mainly held in U.S. dollars with major banks in Israel. Management believes that the financial institutions that hold the Company's investments are institutions with high credit standing, and accordingly, minimal credit risk exists with respect to these investments.

The Company's trade receivables are derived from sales to large and solid organizations located mainly in the United States, Asia, Latin America and Israel. The Company performs ongoing credit evaluations of its customers and to date has not experienced any material losses. An allowance for doubtful accounts is determined with respect to these amounts that the Company has determined to be doubtful of collection. The allowance is computed for specific debts and the collectability is determined based upon the Company's experience.

o. Comprehensive income (loss):

The Company accounts for comprehensive income in accordance with ASC 220, “Comprehensive Income”. This statement establishes standards for the reporting and display of comprehensive income and its components.

Comprehensive income generally represents all changes in shareholders’ equity during the period except those resulting from investments by, or distributions to, shareholders. Accordingly, the Company presents a separate consolidated statement of comprehensive income (loss).

The following table summarizes the changes in accumulated balances of other comprehensive income, net of taxes for the years ended December 31, 2018 and 2017:

	Accumulated foreign currency translation differences
Balance as of December 31, 2016	\$ 222
Net current period other comprehensive loss	170
Balance as of December 31, 2017	\$ 392
Net current period other comprehensive loss	(172 )
Balance as of December 31, 2018	\$ 220

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

p. Warranty:

In connection with the sale of its products, the Company provides product warranties for periods between one to two years. Based on past experience and engineering estimates, the estimated liability from these warranties is \$35 as of December 31, 2018 and 2017.

q. Revenue recognition:

The Company generates revenues mainly from the sale of products and from long-term fixed price contracts of defense electronics as follows: data recording and management systems, inertial navigation systems for air and land applications, avionics solutions, and avionics for UAVs, and land radar for defense forces and border protection applications. In addition, the Company provides manufacturing, development and product support services.

The Company also generates revenues (presented as Discontinued Operations) from repair services using its ATE mainly through CACS (See Note 1b).

The Company recognizes revenue when (or as) it satisfies performance obligations by transferring promised goods or services to its customers in an amount that reflects the consideration the Company expects to receive.

The Company applies the following five-step approach:



a) Identify the contract with a customer

A contract with a customer exists when (i) the Company enters into a written agreement with a customer that defines each party's rights regarding the products or services to be transferred and identifies the payment terms related to these products or services, (ii) both parties to the contract are committed to perform their respective obligations, (iii) the contract has commercial substance, and (iv) the Company determines that collection of substantially all consideration for products or services that are transferred is probable based on the customer's intent and ability to pay the promised consideration. The Company applies judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's payment history or, in the case of a new customer, published credit and financial information pertaining to the customer.

b) Identify the performance obligations in the contract

Performance obligations promised in a contract are identified based on the products or services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the product or service either on its own or together with other resources that are readily available from the Company, and are distinct in the context of the contract, whereby the transfer of the products or services is separately identifiable from other promises in the contract.

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

The Company's contracts contain a single performance obligation which includes sale of product or development and manufacturing services and sale of product that are not separately identifiable and, therefore, not distinct. In situations when the Company's contract includes distinct goods or services that are substantially the same and have the same pattern of transfer to the customer over time, they are recognized as a series of distinct goods or services.

When contracts are modified to account for changes in contract specifications and requirements, the Company consider whether the modification either creates new or changes the existing enforceable rights and obligations. Contract modifications that are for goods or services that are not distinct from the existing contract, due to the significant integration with the original good or service provided, are accounted for as if they were part of that existing contract. The effect of a contract modification on the transaction price and the Company's measure of progress for the performance obligation to which it relates, is recognized as an adjustment to revenue (either as an increase in or a reduction of revenue) on a cumulative catch-up basis. When the modifications include additional performance obligations that are distinct and at relative stand-alone selling price, they are accounted for as a new contract and performance obligation, which are recognized prospectively.

c)Determine the transaction price

The transaction price is the amount of consideration to which the Company is entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. The Company doesn't usually grant its customers with a right to return the products sold. However, in some cases, the arrangements may include penalties if the Company fails to deliver future goods on time. The above is accounted for as variable considerations, which may be considered as adjustments to the transaction price.

As the Company's standard payment terms are less than one year, the contracts have no significant financing component.

d) Allocate the transaction price to performance obligations in the contract

If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. Standalone selling price is the price at which the Company would sell a promised good or service separately to a customer. Standalone selling prices are established at contract inception and subsequent changes in transaction price are allocated on the same basis as at contract inception. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price basis unless a portion of the variable consideration related to the contract is allocated entirely to a performance obligation.

F-20

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

e) Recognize revenue when or as the Company satisfies a performance obligation

Revenue is recognized based on the transaction price at the time the related performance obligation is satisfied by transferring a promised product or service to a customer.

The Company generally satisfies performance obligations at a point in time, once the customer has obtained the legal title to the items purchased or service provided.

Revenues from long-term and short-term fixed price contracts are usually recognized over time based on the cost-to-cost input method that best depicts the transfer of control over the performance obligation to the customer. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined.

For contracts with an estimated amortization period of less than one year, the Company elected the practical expedient and expenses incremental costs immediately.

*Contract Estimates* - In estimating contract costs, the Company utilizes a profit-booking rate based upon performance expectations that takes into consideration a number of assumptions and estimates regarding risks related to technical requirements, feasibility, schedule, and contract costs. Management performs periodic reviews of the contracts to evaluate the underlying risks, which may increase the profit-booking rate as the Company is able to mitigate and retire such risks. Conversely, if the Company is not able to retire these risks, cost estimates may increase, resulting in a lower profit-booking rate.

The cost estimation process requires significant judgment and is based upon the professional knowledge and experience of the Company's engineers, program managers, and financial professionals. Factors considered in estimating the work to be completed and ultimate contract recovery include the availability, productivity, and cost of labor, the nature and complexity of the work to be performed, the effect of change orders, the availability of materials, the effect of any performance delays, the availability and timing of funding from the customer, and the recoverability of any claims included in the estimates to complete.

Changes in estimates of sales, costs, and profits on a performance obligation are recognized using the cumulative catch-up method of accounting, which recognizes in the current period the cumulative effect of the changes in current and prior periods. When estimates of total costs to be incurred exceed estimates of total revenue to be earned on a performance obligation related to a complex, construction-type contract, a provision for the entire loss on the performance obligation is recognized in the period the loss is determined.

F-21

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

*Contract Assets* - Contract assets primarily relate to the Company's rights to consideration for work completed but not billed as of the reporting date when the right to payment is not just subject to the passage of time, including retention amounts. Contract assets are classified as current assets and, in accordance with industry practice, include amounts that may be billed and collected beyond one year due to the long-term nature of many of the Company's contracts. Contract assets are transferred to accounts receivable when the right to consideration becomes unconditional.

*Contract Liabilities* - Contract liabilities primarily consist of advance payments and billings in excess of costs incurred. Advances represent deposits received from customers on an order. Billings in excess of revenues represents milestone billing contracts where the billings of the contract exceed recognized revenues. Such billings are generally not considered a significant financing component, because they are utilized to pay for contract costs within a one-year period. Contract liability amounts are recognized as revenue once the requisite performance progress has occurred.

r. Basic and diluted net income (loss) per share:

Basic net income (loss) per share is computed based on the weighted average number of Ordinary shares outstanding during each year. Diluted net income (loss) per share is computed based on the weighted average number of Ordinary shares outstanding during each year, plus dilutive potential Ordinary shares considered outstanding during the year in accordance with ASC 260, "Earnings per share".

For the year ended December 31, 2016, all options, convertible notes and warrants have been excluded from the computation of diluted net income (loss) per share, since their effect is anti-dilutive.

s. Derivatives and hedging:

The Company accounts for derivatives and hedging based on ASC 815, “Derivatives and hedging”, as amended and related Interpretations. ASC 815 requires the Company to recognize all derivatives on the balance sheet at fair value. If a derivative meets the definition of a hedge and is so designated, depending on the nature of the hedge, changes in the fair value of the derivative will either be offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings (for fair value hedge transactions) or recognized in other comprehensive income (loss) until the hedged item is recognized in earnings (for cash flow hedge transactions).

The ineffective portion of a derivative’s change in fair value is recognized in earnings. If a derivative does not meet the definition of a hedge, the changes in the fair value are included in earnings. Cash flows related to such hedges are classified as operating activities.

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

The Company enters into forward exchange contracts and option contracts in order to limit the exposure to exchange rate fluctuation associated with payroll expenses mainly incurred in NIS. Since the derivative instruments that the Company holds do not meet the definition of hedging instruments under ASC 815, any gain or loss derived from such instruments is recognized immediately as financial expenses, net.

As of December 31, 2018 and 2017, the fair value of the outstanding forward contracts was \$71, which was recorded in other payables against financial expenses and \$19, which was recorded in other receivables against financial income, respectively.

**t. Recently Issued Accounting Standards:**

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which will require lessees to recognize assets and liabilities for leases with lease terms of more than 12 months. Consistent with current GAAP, the recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee primarily will depend on its classification as a finance or operating lease. However, unlike current GAAP, which requires only capital leases to be recognized on the balance sheet, the new guidance will require both types of leases to be recognized on the balance sheet. A modified retrospective transition approach is required, applying the new standard to all leases existing at the date of initial application. An entity may choose to use either (1) its effective date or (2) the beginning of the earliest comparative period presented in the financial statements as its date of initial application. If an entity chooses the second option, the entity must recast its comparative period financial statements and provide disclosures required by the new standard for the comparative periods.

The Company will adopt the new standard effective January 1, 2019 using the modified retrospective approach. Consequently, financial information will not be updated and disclosures required under the new standard will not be provided for dates and periods before January 1, 2019. The standard provides a number of optional practical



expedients in transition. The Company is electing the ‘package of practical expedients’, which permits it not to reassess under the new standard its prior conclusions about lease identification, lease classification and initial direct costs. The adoption of this new standard will affect the Company’s consolidated balance sheets by recognizing new right-of-use (“ROU”) assets and lease liabilities for operating leases. The impact on the Company’s results of operations and cash flows is not expected to be material. Adoption of the standard will result in the recognition of additional ROU assets and lease liabilities for operating leases of approximately \$2,032 as of January 1, 2019. The Company elects to account for a lease component of a contract and its associated non-lease components as a single lease component, therefore the ROU and lease liabilities estimate includes non-cancelable operating lease agreements (see Note 8), parking spaces and management fees.

F-23

**RADA ELECTRONIC INDUSTRIES LTD.****AND ITS SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****U.S. dollars in thousands, except share and per share data****NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)****u. Recently Adopted Accounting Pronouncements:**

In November 2016, the FASB issued ASU No. 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, which requires companies to include amounts generally described as restricted cash and restricted cash equivalents in cash and cash equivalents when reconciling beginning-of-period and end-of-period total amounts shown on the 1. statement of cash flows. The Company adopted the new standard effective January 1, 2018 using the retrospectively method. The adoption of this new guidance had an immaterial impact on the Company's consolidated financial statements. Restricted cash is invested in short-term bank deposits (for three months), which are mainly used as security for the Company's guarantees to customers and lines of credits with banks.

The following table provides a reconciliation of cash and cash equivalents and restricted deposits reported within the consolidated balance sheets that sum to the total of such amounts in the consolidated statements of cash flows:

	December 31, 2018	December 31, 2017	December 31, 2016
Cash and cash equivalents	\$ 20,814	\$ 12,417	\$ 1,205
Restricted cash	422	322	317
Cash and cash equivalents and restricted cash	\$ 21,236	\$ 12,739	\$ 1,522

2. On January 1, 2018, the Company adopted the requirements of ASU 2014-09, "Revenue from Contracts with Customers (Topic 606) using the modified retrospective method for contracts that were not completed as of January 1, 2018. Under the modified retrospective method, the Company recognized the cumulative effect of initially applying the new revenue standard as an adjustment to the opening balance of retained earnings. This adjustment did not have a material impact on the Company's consolidated financial statements. Results for reporting periods beginning after January 1, 2018 are presented under Topic 606, while prior period amounts are not adjusted

and continue to be reported in accordance with our historic accounting under Revenue Recognition (“Topic 605”).

In May 2017, the FASB issued ASU 2017-09, “Compensation – Stock Compensation (Topic 718): Scope of Modification Accounting.” ASU 2017-09 was issued to provide clarity and reduce both 1) diversity in practice and 2) cost and complexity when applying the guidance in Topic 718 to a change in the terms or conditions of a 3. share-based payment award. ASU 2017-09 provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting under Topic 718. The amendments in ASU 2017-09 are effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. The Company adopted ASU 2017-09 effective January 1, 2018.

F-24

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

The adoption of this new guidance had no material impact on the Company's consolidated financial statements.

**NOTE 3:- REVENUES**

The adoption of Topic 606 did not have a material impact on the Company's consolidated balance sheets as of December 31, 2018, and its statements of operations and cash flows for the twelve months period ended December 31, 2018. In accordance with the new standard, costs and estimated earnings in excess of billings on uncompleted contracts were reclassified as contract assets and contract liabilities as of December 31, 2018, none of which resulted in a change to total current assets or total current liabilities. Contract liabilities include advances from customers, which were presented separately in the Company's consolidated balance sheets as of December 31, 2017 and 2018.

The following table summarizes the adjustments due to the adoption of ASC Topic 606:

	December 31, 2017	ASC Topic 606	January 1, 2018
Assets:			
Costs and estimated earnings in excess of billings on uncompleted contracts	\$ 995	\$(995 )	\$-
Contract assets	-	1,140	1,140
Liabilities:			
Contract liabilities	\$ -	\$ 145	\$ 145

The following table summarizes the Company's contract assets and liabilities balances:

	2018
Contract assets at January 1, 2018	\$1,140
Contract assets at December 31, 2018	\$899
Change in contract assets - decrease	\$241
Contract liabilities at January 1, 2018	\$186
Contract liabilities at December 31, 2018	\$1,093
Change in contract liabilities - increase	\$907

The decrease in contract assets reflects the net impact of billed revenues in excess of recognized revenues during the period. For the twelve months ended December 31, 2018, 17% of amount that was previously included in the beginning balance of contract assets was recognized. The increase in contract liabilities reflects the net impact of additional deferred revenues recorded in excess of revenue recognized during the period. For the twelve months ended December 31, 2018, 78% of amount that was previously included in the beginning balance of contract liabilities was recognized.

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

NOTE 3:- REVENUES (Cont.)

The Company's unsatisfied performance obligations as of December 31, 2018 and the estimated revenue expected to be recognized in the future related to long-term fixed price contracts amounts to \$2,316. The Company expects to recognize approximately 75% of this amount as revenues during the next 12 months and the rest thereafter.

For information regarding disaggregated revenues, please refer to Note 13.b below.

NOTE 4:- OTHER ACCOUNTS RECEIVABLE AND PREPAID EXPENSES

	December 31, 2018 2017	
Prepaid expenses	\$ 184	\$ 176
Government authorities	243	92
Advance payments to vendors	70	13
Deposits	9	30
Other accounts receivable	-	19
	\$506	\$330

NOTE 5:- INVENTORIES

	December 31, 2018 2017	
Raw materials	\$5,605	\$3,277

Work in progress, net	3,558	3,093
Finished goods	2,081	1,540
	\$11,244	\$7,910

Write-offs of inventories for the years ended December 31, 2018, 2017 and 2016 amounted to \$39, \$122 and \$144, respectively. The write-offs were due to slow-moving items and excess inventories and were recorded in cost of revenues. As of December 31, 2018, the Company turned part of the slow-moving inventory provision due to sales and disposals of certain items in the amount of \$129, which was recorded as income in cost of revenues.

**RADA ELECTRONIC INDUSTRIES LTD.****AND ITS SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****U.S. dollars in thousands, except share and per share data****NOTE 6:- PROPERTY, PLANT AND EQUIPMENT, NET**

	December 31,	
	2018	2017
Cost:		
Factory building	\$2,081	\$2,054
Machinery and equipment *) **)	10,723	10,400
Office furniture and equipment	838	771
Leasehold improvements	455	386
	14,097	13,611
Accumulated depreciation:		
Factory building	2,006	1,990
Machinery and equipment *) **)	6,948	7,242
Office furniture and equipment	345	317
Leasehold improvements	166	147
	9,465	9,696
Depreciated cost	\$4,632	\$3,915

\*) As of December 31, 2018, \$1,044 relates to construction-in-process of production infrastructure.

\*\*) Capital loss from sale of fixed asset amounted to \$103, is due to machinery and equipment sales during November and December 2018.

Depreciation expense amounted to \$799, \$641 and \$554 (offset by depreciation write-offs for an amount of \$1,030, \$3 and \$0 mainly due to assets disposals) for the years ended December 31, 2018, 2017 and 2016, respectively.



NOTE 7:- OTHER ACCOUNTS PAYABLE AND ACCRUED EXPENSES

	December 31,	
	2018	2017
Payroll and related accruals	\$2,397	\$1,787
Accrued expenses - agents' commissions	84	109
Accrued expenses	731	512
Royalties to IIA	393	406
Provision for loss from sale of subsidiary	159	-
Others	78	-
	\$3,842	\$2,814

F-27

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 8:- COMMITMENTS AND CONTINGENT LIABILITIES**

a. As of December 31, 2018, the Company was not a party to any material legal proceedings.

The Company's research and development efforts have been partially financed through royalty-bearing programs sponsored by the IIA. In return for the IIA's participation, the Company is committed to pay royalties at a rate ranging from 3% to 5% of sales of the products whose research was supported by grants received from the IIA, up to 100% of the amount of such participation received linked to the U.S. dollar. The obligation to pay these royalties is contingent on actual sales of the products and in the absence of such sales, no payment is required. As of December 31, 2018, the Company received total grants from the IIA in the amount of \$5,543.

The total amount of royalties charged to operations for the years ended December 31, 2018, 2017 and 2016, were approximately \$458, \$569 and \$130, respectively. As of December 31, 2018, the Company's contingent liability for royalties, net of royalties paid or accrued, totaled approximately \$347.

c. The Company's offices in Netanya, Israel, are leased under a non-cancelable operating lease expiring on February 28, 2022. In addition, the Company's motor vehicles are leased under operating leases.

Annual minimum future rental commitments under these leases, at exchange rates in effect on December 31, 2018, are approximately as follows:

2019	\$838
2020	707
2021	505
2022	73

\$2,123

Lease expenses for the years ended December 31, 2018, 2017 and 2016, were \$958, \$888 and \$707, respectively.

d. Specific charges have been recorded on certain assets in respect of the Company's liabilities to its banks

The Company provides bank guarantees to some of its customers and others, in the ordinary course of business.

e. The guarantees are to secure advances received at the commencement of a project or to secure performance of operational milestones. The total amount of bank guarantees provided to customers and others as of December 31, 2018, is approximately \$366.

F-28

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 9:- SHAREHOLDERS' EQUITY**

a. Share capital:

Ordinary shares confer upon their holders voting rights, the right to receive cash dividends and the right to share in excess assets upon liquidation of the Company.

In August 2017, the Company entered into agreements with several Israeli institutional investors to purchase 4,604,500 Ordinary shares at price per share of \$2.15, for a total consideration of \$9,900. Offering costs amounted to \$174.

In June 2018, the Company's shareholders approved an increase of the Company's authorized share capital by NIS 1,875,000 and as a result the authorized share capital is equal to NIS 3,000,000 divided into 100,000,000 Ordinary Shares, par value NIS 0.03 each.

In November 2018, the Company entered into agreements with several Israeli institutional investors to purchase 4,545,454 Ordinary shares at price per share of \$2.75, for a total consideration of \$12,500. Offering costs amounted to \$248.

b. Stock option plans:

In April 2015, the Company's Board of Directors adopted the "2015 Share Option Plan" (the "Plan"), which authorized the grant of options to purchase up to an aggregate of 1,500,000 Ordinary Shares to officers, directors, consultants and key employees of the Company and its subsidiaries. Options granted under the Plan expire within a maximum of ten

years from adoption of the plan. In November 2018, the Company's Board of Directors extended the expiration date by ten additional years, following that approval, the plan will expire in 2036.

In June 2016, the Company granted options to certain employees and officers of the Company, to purchase a total 984,375 Ordinary Shares at an exercise price of \$0.90 per share. The options vest as follows: 25% of the options granted to each employee vested in June 2017; the remaining 75% will vest in three equal annual installments of 25% each until June 2020. These options are exercisable for 48 months following the date of vesting. As part of the grant, the Company's former CEO was granted options to purchase 168,750 Ordinary Shares at an exercise price of \$0.90 per Ordinary share. The former CEO resigned in November 2016. In November 2016, the Company's Audit Committee (in its capacity as the Compensation Committee) and Board of Directors determined, subject to shareholder approval, to extend until January 2017, the exercise date of options granted to the former CEO by accelerating the vesting of 126,563 options as of December 31, 2016. Pursuant to the terms of the plan, the former CEO was eligible to exercise such number of the options (or any part thereof) within 90 days of the date of his resignation. The Company recognized \$71 of share-based compensation expense related to this acceleration.

In November 2016, the Company's Audit Committee (in its capacity as the Compensation Committee) and Board of Directors determined, subject to shareholders approval to grant its newly appointed CEO (i) options to purchase 68,750 Ordinary Shares at an exercise price of \$1.16 per Ordinary share that vest ratably over a period of four (4) years and

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 9:- SHAREHOLDERS' EQUITY (Cont.)**

(ii) options to purchase 150,000 Ordinary Shares at an exercise price of \$1.16 per Ordinary share that vested immediately in lieu of 99 vacation days that had accrued and were redeemable. These options are exercisable for 48 months. On January 15, 2017, the Company's shareholders approved the grant of the options to the CEO and the acceleration of the option grant to the former CEO.

In December 2016, the Company granted options to purchase 40,000 Ordinary Shares at an exercise price of \$1.17 per Ordinary share that vested immediately in lieu of 36 vacation days that were accrued and were redeemable. These options are exercisable for 48 months.

In February 2017, the Company granted options to a new officer of the Company to purchase a total of 37,500 Ordinary Shares at an exercise price of \$1.26 per share. The options will vest as follows: 25% in February 2018; and 75% in three equal annual installments of 25% each until February 2021. These options are exercisable for 48 months following the date of vesting.

In March 2017, the Company granted options to a consultant to the Company to purchase a total of 222,000 Ordinary Shares at an exercise price of \$1.22 per share. The options vest in six equal semi-annual installments of 37,000 options starting August 2018 until February 2020. These options are exercisable for 48 months following the date of vesting.

On May 24, 2017, the Company's Board of Directors approved an increase in the framework of the Plan to 2,000,000 options.

In May and September 2017, the Company granted options to certain employees and officers of the Company to purchase a total of 100,000 and 613,750 options for Ordinary shares at exercise prices of \$1.14 and \$2.96 per share, respectively. The options vest as follows: 25% in May and September 2018; and 75% of in three equal annual installments of 25% each until May and September 2021. These options are exercisable for 48 months following the date of vesting.

In November 2017, the Company granted options to one of its officers to purchase a total of 200,000 Ordinary shares at an exercise price of \$3.39 per share. The options vest as follows: 25% in November 2018; 75% in three equal annual installments of 25% each until November 2021. These options are exercisable for 48 months following the date of the vesting. In June 2018, the company's Board of Directors approved repricing of the grant and updated its exercise price to \$2.43 per share and its vesting schedule to 25% of the options granted will vest in one year; and 75% of the options will vest in twelve equal quarterly installments of 6.25% each until November 2021. The impact of the repricing resulted in an incremental value of the options repriced of approximately \$9, which is expected to be recorded through 2021, out of this amount \$2 was recognized in the twelve months ended December 31, 2018.

F-30

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 9:- SHAREHOLDERS' EQUITY (Cont.)**

In April 2018, the Company granted options to its CEO to purchase a total of 500,000 Ordinary Shares at an exercise price of \$2.32 per share. The options will vest as follows: 25% of the options granted will vest in April 2019; and 75% of the options will vest in twelve equal quarterly installments of 6.25% each until April 2022. These options will be exercisable for 48 months following the date of vesting.

On June 7, 2018, the Company's shareholders approved the U.S. Taxpayers Appendix to its 2015 Share Option Plan and to reserve 1,000,000 of our Ordinary Shares for issuance thereunder. On August 15, 2018, the Company's Board of Directors approved an increase in the framework of the Plan to 750,000 options.

On August 15 and 23, 2018, the Company granted options to its officers and employees to purchase a total of 732,500 and 35,000 Ordinary shares, respectively, at exercise prices of \$2.93 and \$2.81 per share, respectively. The options will vest as follows: 25% will vest in August 2019; and 75% will vest in twelve equal quarterly installments of 6.25% each until August 2022. These options will be exercisable for 48 months following the date of vesting.

In November 2018, the Company granted options to one of its officers to purchase a total of 217,500 Ordinary shares at an exercise price of \$2.81 per share. The options will vest as follows: 25% will vest in November 2019; and 75% will vest in twelve equal quarterly installments of 6.25% each until November 2022. These options will be exercisable for 48 months following the date of vesting.

As of December 31, 2018, options to purchase 286,250 Ordinary Shares are available for future grant under the Plan.

A summary of the Company's activity for options granted to employees and directors under the Plan is as follows:



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Twelve months ended December 31, 2018

	Number of options	Weighted average exercise price	Weighted average remaining contractual term	Aggregate Intrinsic Value Price
Outstanding at the beginning of the period	1,847,500	\$ 1.91	8.88	\$ 2,159
Granted	1,485,000	2.70	-	-
Exercised	(103,125 )	0.9	-	-
Outstanding at the end of the period	3,229,375	2.25	8.82	1,617
Exercisable	710,625	\$ 1.55	8.01	\$ 791

F-31

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 9:- SHAREHOLDERS' EQUITY (Cont.)**

Aggregate intrinsic value of exercisable options (the difference between the closing share price of the Company's Ordinary Shares on the last trading day in the period and the exercise price, multiplied by the number of in-the-money options) represents the amount that would have been received by the employees and directors option holders had all option holders exercised their options on December 31, 2018. This amount changes based on the fair market value of the Company's Ordinary share.

As of December 31, 2018, unrecognized compensation expenses related to employees and directors stock options to be recognized over an average time of approximately 4 years is approximately \$3,314.

During the twelve months period ended December 31, 2018, the Company recognized compensation expenses related to employees and service providers stock option in the amount of \$898, as follows:

	Year ended December 31, 2018 2017	
Cost of revenues	\$204	\$104
Marketing and selling	123	149
General and administrative	571	306
	\$898	\$559

c. Warrants:

On May 18, 2016, the Company issued Warrants to the Investor (see Note 1c) to purchase: (i) 4,255,319 additional Ordinary shares at an exercise price per Ordinary share of \$0.47 (having an aggregate exercise price of \$2,000), exercisable for a period of 24 months following the date of the Initial Investment and (ii) 3,636,363 Ordinary shares at an exercise price per Ordinary share of \$0.55 (having an aggregate exercise price of \$2,000), exercisable for a period of 48 months following the date of the Initial Investment. During 2016, the Investor exercised Warrants to purchase 2,659,575 Ordinary shares at an exercise price per share of \$0.47 for an aggregate total consideration of \$1,250. During 2017, the Investor exercised Warrants to purchase 1,595,744 Ordinary shares at an exercise price per share of \$0.47 for an aggregate total consideration of \$750, and an additional 2,181,818 Ordinary shares at an exercise price per share of \$0.55 for an aggregate total consideration of \$1,200. In January 2018, the Investor exercised Warrants to purchase an additional 1,454,545 Ordinary shares at an exercise price per share of \$0.55 in consideration of \$800.

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 9:- SHAREHOLDERS' EQUITY (Cont.)**

On May 18, 2016, as part of the investment transaction, the Company issued to a consultant 510,638 Warrants to purchase Ordinary shares at an exercise price per Ordinary share of \$0.47, exercisable for a period of 18 months following the date of the Initial Investment. During 2016, the consultant exercised Warrants to purchase 106,383 Ordinary shares at an exercise price per share of \$0.47, for an aggregate total consideration of \$50. During 2017, the consultant exercised Warrants to purchase 404,255 Ordinary Shares at an exercise price per share of \$0.47, for an aggregate total consideration of \$190.

As of December 31, 2018, all of the Company's outstanding Warrants were fully exercised.

**NOTE 10:- TAXES ON INCOME**

a. The Israeli corporate tax rate and real capital gains tax was 25% in 2016, 24% in 2017 and 23% in 2018.

The Company's subsidiary which was incorporated in China is subject to corporate tax rate of 25% in 2018 and 2017.

The Company's subsidiaries which were incorporated in U.S. are subject to federal tax rate of 21% in 2018.

b. In accordance with the Israeli tax laws, tax returns of the Company submitted up to and including the 2013 tax year can be regarded as final.

The Company's subsidiaries did not receive final tax assessments since their incorporation.

c. Tax benefits under the Law for the Encouragement of Industry (Taxes), 1969:

The Company qualifies as an "Industrial Company" under the Law for the Encouragement of Industry (Taxes), 1969 (the "Industrial Encouragement Law"). The Industrial Encouragement Law defines an "Industrial Company" as a

company that is resident in Israel and that derives at least 90% of its income in any tax year, other than income from defense loans, capital gains, interest and dividends, from an enterprise whose major activity in a given tax year is industrial production.

The principal benefit from the above law is the deduction of expenses in connection with a public offering. Also, under the industrial Encouragement Law an “Industrial Company” is entitled to special rates of depreciation for industrial equipment and in addition to amortization of the cost of purchased know-how and patents over an eight-year period for tax purposes and an accelerated depreciation rate on equipment.

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

As of December 31, 2018, the net operating tax loss carryforward relating to the Company in Israel amounted to d. approximately \$62,172, not including a carryforward capital loss amounting to approximately \$3,788.

Carryforward losses in Israel may be carried forward indefinitely and may be offset against future taxable income.

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

NOTE 10:- TAXES ON INCOME (Cont.)

As of December 31, 2018, the U.S. subsidiaries have U.S. federal carryforward tax losses of approximately \$1,420.

As the Company believes that it is more likely than not that the deferred tax assets in respect of these carryforward losses will not be utilized, the Company recorded a full valuation allowance for the entire balance of the deferred tax asset relating to the carryforward losses.

- The main reconciling items between the statutory tax rate of the Company and the effective tax rate is the
- e. valuation allowance recorded in respect of the deferred tax assets relating to net operating loss carryforward and other temporary differences due to the uncertainty of the realization of such tax assets.

Deferred income taxes:

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets are as follows:

	December 31,	
	2018	2017
Net operating loss carryforward	\$14,598	\$17,490
Capital loss carryforward	871	918
Allowances and reserve	322	342
Total deferred tax assets before valuation allowance	15,791	18,750
Valuation allowance	(15,791)	(18,750)

Net deferred tax assets	\$-	\$-
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As of December 31, 2018 and 2017, the Company has provided valuation allowances in respect of deferred tax assets resulting from the tax loss carryforward and other temporary differences, since it has a history of operating losses and the current uncertainty concerning its ability to realize these deferred tax assets in the future.

The Company accounts for its income tax uncertainties in accordance with ASC 740, which clarifies the accounting for uncertainties in income taxes recognized in a company's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return.

As of December 31, 2018 and 2017, there were no unrecognized tax benefits that if recognized would affect the annual effective tax rate.

F-34

**RADA ELECTRONIC INDUSTRIES LTD.****AND ITS SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****U.S. dollars in thousands, except share and per share data**

## NOTE 11:- FINANCIAL EXPENSES, NET

	Year ended December 31,		
	2018	2017	2016
Income:			
Foreign currency exchange differences	\$47	\$130	\$8
Interest on cash equivalents and restricted deposits	184	50	9
Other	-	34	-
	231	214	17
Expenses:			
Amortization of shareholders' convertible loans discount and BCF	-	103	1,116
Interest on shareholders' convertible note and loans	-	164	270
Bank commissions and others	17	82	100
Foreign currency exchange differences	93	9	25
Interest on loans from banks and other credit balances	2	12	27
	112	370	1,538
Total financial (expenses) Income, net	\$119	\$(156)	\$(1,521)

## NOTE 12:- RELATED PARTY BALANCE AND TRANSACTIONS

In January 2017, the Company's shareholders approved that in addition to the directors' fees to be paid to all of the Company's directors, commencing as of January 1, 2017, the Company will pay the Investor (see Note 1c) an additional monthly payment of approximately \$4.6 (NIS 17,500) for time devoted to the Company by the Executive Chairman of the Board of Directors, who is also a co-owner of the Investor. Such payment would increase in the event



the Company achieved profitable operations. In 2017, the Company's consolidated audited financial statements reflected net income (before taxes), so such additional payment increased to approximately \$9 (NIS 35,000). In 2018, the total payments to the Investor with respect to the Executive Chairman of the Board of Directors were \$118.

In addition, the Company's shareholders approved a new engagement letter with a director of the Company (the "Director"), according to which the Director will be entitled to receive a commission of 2.5% of the net revenues received by the Company with respect to specific transactions introduced to the Company by the Director, subject to a detailed agreement to be entered into by the Director and the Company and the prior approval of any such transactions by the Company and the Audit Committee. As of December 31, 2018, no revenues were generated as a result of this agreement, therefore no commission paid.

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 12:- RELATED PARTY BALANCE AND TRANSACTIONS (Cont.)**

See also Note 9 for transactions with the Company's shareholders.

Balances with related parties:

December  
31,  
2018 2017

Accrued expenses \$43 \$ 71

Related parties' expenses:

	Year ended December 31,		
	2018	2017	2016
Directors and management fees	\$ 156	\$ 170	\$ 22
Amortization of shareholders' convertible loans discount and BCF	\$-	\$ 103	\$ 1,116
Interest on shareholders' convertible note and loans	\$-	\$ 164	\$ 270

**NOTE 13:- MAJOR CUSTOMERS AND GEOGRAPHIC INFORMATION**

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The Company manages its business on the basis of one reportable segment, and derives revenues from develops, manufactures and sells land radar for defense forces and border protection applications, avionics equipment and aviation data acquisition and debriefing systems (see Note 1 above for a brief description of the Company's business).

b. Revenues by geographic areas:

Revenues are attributed to geographic area based on the location of the end customers as follows:

	Year ended December 31,		
	2018	2017	2016
North America	\$11,686	\$14,446	\$1,553
Israel	10,446	6,363	7,358
Asia	3,093	4,372	2,499
South America	1,206	514	1,289
Europe	1,601	281	122
Australia	-	206	-
Total	\$28,032	\$26,182	\$12,821

**RADA ELECTRONIC INDUSTRIES LTD.**

**AND ITS SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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

**NOTE 13:- MAJOR CUSTOMERS AND GEOGRAPHIC INFORMATION (Cont.)**

c. Major customers:

Revenues from single customers that exceed 10% of the total revenues in the reported years as a percentage of total revenues are as follows:

	Year ended December 31,		
	2018	2017	2016
	%		
Customer A	7	7	20
Customer B	5	9	17
Customer C	11	2	16
Customer D	4	3	13
Customer E	11	5	11
Customer F	6	13	6
Customer G	4	35	1
Customer H	12	3	1
Customer I	12	-	-

d. Long-lived assets (property, plant and equipment) by geographic areas:

	December 31,	
	2018	2017
Israel	\$4,318	\$3,915
China	-	319

USA 314 -  
\$4,632 \$4,234

NOTE 14:- SUBSEQUENT EVENTS

On January 2019 the Company's shareholders approved the sale of 545,454 Ordinary Shares to DBSI at a price per share of \$2.75, approximately \$1.5 million in the aggregate.

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F-37

**SIGNATURES**

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

**RADA ELECTRONIC  
INDUSTRIES LTD.**

By: */s/ Dov Sella*  
Name: Dov Sella  
Title: Chief Executive Officer

Dated: April 1, 2019

-67-

