

RADA ELECTRONIC INDUSTRIES LTD  
Form 20-F  
March 29, 2012

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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, 2011

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 42504, Israel  
(Address of principal executive offices)

Shiri Lazarovich, CFO, +972 9 892 1122 (phone), + 972 9 885 5885 (fax)  
7 Giborei Israel Street, Netanya 42504, 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:

Title of each class	Name of each exchange on which registered
Ordinary Shares, NIS 0.015 Par Value	NASDAQ Capital Market

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:

Ordinary Shares, par value NIS 0.015 per share...8,918,647  
(As of December 31, 2011)

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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, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

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

This Report on Form 20-F is incorporated by reference into our Form F-3 Registration Statements File Nos. 333-115598, 333-117954 and 333-150197 and our Form S-8 Registration Statement File No. 333-111437.



## INTRODUCTION

We are an Israel based defense electronics contractor. We specialize in the development, manufacture and sale of data recording and management systems (such as digital video and data recorders, ground debriefing stations, head-up display cameras), inertial navigation systems for air and land applications, avionics solutions (such as aircraft upgrades, avionics for unmanned aircraft vehicles, or UAVs, store management systems and interface computers) and land radars for force and border protection applications (active protection systems for armored fighting vehicles, hostile fire detection and perimeter surveillance).

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, 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, 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," "anticipate" 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."

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## 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, 2009, 2010 and 2011 and the consolidated balance sheet data as of December 31, 2010 and 2011 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, 2007 and 2008, and the consolidated balance sheet data as of December 31, 2007, 2008 and 2009 from our audited consolidated financial statements that are not included in this annual report.

	Year Ended December 31,				
	2007	2008	2009	2010	2011
	(U.S. dollars in thousands, except per share data)				
Revenues	\$14,021	\$17,881	\$18,442	\$27,523	\$19,405
Cost of revenues	10,681	13,665	12,223	20,117	13,800
Gross profit	3,340	4,216	6,219	7,406	5,605
Research and development, net	324	686	1,616	1,182	2,543
Marketing and selling	1,213	1,517	1,607	2,563	2,106
General and administrative	2,190	1,837	1,937	1,732	1,997
Operating income (loss)	(387 )	176	1,059	1,929	(1,041 )
Financial expense, net	(629 )	(734 )	(832 )	(1,184 )	(478 )
Net Income (loss)	\$(1,016 )	\$(558 )	\$227	\$745	\$(1,519 )
Net (income) loss attributable to noncontrolling interest	(62 )	(18 )	(14 )	(11 )	(7 )
Net income (loss) attributable to RADA Electronic Industries' shareholders	\$(1,078 )	\$(576 )	\$213	\$734	\$(1,526 )
Basic and diluted net income (loss) per Ordinary share attributable for RADA Electronic Industries' shareholders	\$(0.12 )	\$(0.07 )	\$0.02	\$0.08	\$(0.17 )
Weighted average number of shares used to compute basic and diluted net income (loss) per share	8,706	8,855	8,862	8,869	8,899

	As of December 31,				
	2007	2008	2009	2010	2011
(U.S. dollars in thousands)					
<b>BALANCE SHEET DATA:</b>					
Working capital	\$4,675	\$6,232	\$4,773	\$7,594	\$2,954
Total assets	14,751	17,844	18,989	27,098	24,190
Short-term credits and current maturities of long-term loans	490	162	184	4,274	6,338
Convertible note - short term	-	-	2,482	-	2,810
Long-term debt, net of current maturities	261	1,579	1,410	881	176
Convertible note - long term	1,622	1,980	-	2,598	-
Shareholders' equity	6,725	6,996	7,291	8,583	7,224

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 may not be able to sustain profitability in the future. To the extent that we continue to incur operating losses, we may not have sufficient working capital to fund our operations in the future.

We incurred operating losses in three of the last five years 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, 2011, our accumulated deficit was \$63.5 million. 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.

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, Elbit Systems Ltd., GE Aviation, Goodrich Corporation, Honeywell International Inc., Israel Aerospace Industries Ltd., or IAI, Northrop Grumman Corporation, Sagem Avionics Inc., Thales Group, Zodiac Group and Astronautics C.A. Ltd. 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 need to raise additional capital in the future, which may not be available to us.

Our working capital requirements and the cash flow from our operating activities are likely to vary greatly from quarter to quarter, depending on the timing of orders and deliveries, the build-up of inventories, and the payment terms offered to our customers. As a consequence of our losses, we incurred significant bank debt and sold equity and debt securities in private placements to fund our operating requirements. We may need to raise additional funds for a number of uses, including:

- Working capital and operating activities;
- Implementing marketing and sales activities for our products;
- Maintaining and expanding research and development programs;
- Hiring additional qualified personnel; and
- Supporting an increased level of operations.

We may not be able to obtain additional funds on favorable terms. If we cannot raise needed funds on favorable terms, we may be required to delay, scale back or eliminate some aspects of our operations and we may not be able to:

- Develop new products;
- Enhance our existing products;
- Remain current with evolving industry standards;
- Fulfill our contractual obligations;
- Take advantage of future opportunities;
- Respond to competitive pressures or unanticipated requirements; or
- Retain our listing on the NASDAQ Capital Market.

If adequate funds are not available to us, our business, and results of operations and financial condition will be adversely affected. Any equity or debt financings may cause dilution to our then existing shareholders and may increase our financing expenses. If additional funds are raised through the issuance of equity securities, the net tangible book value per share of our ordinary shares would decrease and the percentage ownership of then current shareholders would be diluted.

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, Rafael Advanced Defense Systems Ltd, or Rafael, and Israel Military Industries Ltd., or IMI, 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.

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

Our results of operations can be materially affected by adverse conditions in the financial markets and depressed economic conditions generally. During 2011, several European countries had severe economic difficulties which affected the economy of the entire Euro-zone countries. The financial instability resulted in the down grading of the credit worthiness of several European countries including France, Spain, Portugal and Greece and led to depressed conditions and the downsizing of the economies in the Euro-zone. Worsening economic conditions, such as continued European sovereign debt uncertainty, may result in diminished demand for our products and technology and in decreased sales volumes. In addition, this could result in longer sales cycles and increased price competition for our products. Any of these events would likely harm our business, operating results and financial condition.

Natural disasters, terrorist attacks or breaches of network or information technology security could have an adverse effect on our business.

Natural disasters, terrorist acts, acts of war, cyber-attacks or other breaches of network or information technology (IT) security may cause equipment failures or disrupt our systems and operations. While we maintain insurance coverage for some of these events, 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 and/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. Any of these occurrences could result in a material adverse effect on our results of operations and financial condition.

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

The vast majority of our revenues derive from the sale of products with military applications. These revenues totaled approximately \$17.9 million, or 92% of our revenues, in 2011, \$26.1 million, or 95% of our revenues, in 2010 and \$16.1 million, or 88% of our revenues, in 2009. The defense budgets of a number of countries 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.

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 sold primarily to government agencies and authorities and government-owned companies, many of which have complex and time-consuming procurement procedures. A long period of 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 government 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.

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 year ended December 31, 2011, 53% of our revenues were attributable to three customers. We anticipate that a significant portion of our future revenues will continue to be derived from sales to a small number of customers. If our principal customers do not continue to purchase products from us at current levels or if such customers are not retained 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, financial condition and results of operations.

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 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 a limited number of suppliers and subcontractors, most of whom are located in Israel and the United States. Certain 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. Inadequacy of operating funds may cause us to delay the placement of such orders and may result in delays in supply. 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 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 a global aviation and defense company with worldwide operations. Although over 43% of our sales are in Israel, North America and Western Europe, 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 distributors and other agents for the marketing and distribution of our products and capabilities. Many of these distributors 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 accounted for 62% of our sales in 2011, 67% of our sales in 2010 and 65% of our sales in 2009. This 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.

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.

We are dependent on our senior management and key personnel, and the loss of any key member of our management team could adversely affect our business.

Our future success depends in large part on the continued services of our senior management and key personnel. In particular, we are dependent on the services of Herzle Bodinger, the executive chairman of our Board of Directors and Mr. Zvi Alon, our chief executive officer. Any loss of their services or the services of other members of senior management or other key personnel could negatively affect our business.

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.

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

One of our shareholders is able to control matters requiring a shareholder vote.

Mr. Howard Yeung beneficially owns approximately 61.4% of our outstanding shares. As a result, Mr. Yeung may be deemed to have effective control over our company and so long as he holds such ownership interest, he will continue to be able to exert significant influence over matters requiring a shareholder vote, including the election of our entire Board of Directors other than our two outside directors, and will generally have the ability to direct our business and affairs.

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.

Substantial future sales of our ordinary shares by our principal shareholder may depress our share price.

If our principal shareholder sells substantial amounts of his ordinary shares, including shares registered under effective registration statements and shares issuable upon the exercise of outstanding warrants or upon the conversion of convertible notes, or if the perception exists that our principal shareholder 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.

#### 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.

Since the establishment of the State of Israel in 1948, Israel and its Arab neighbors have engaged in a number of armed conflicts. A state of hostility, varying from time to time in intensity and degree, has led to security and economic problems for Israel. In recent years, there was an escalation in violence among Israel, Hamas, the Palestinian Authority and other groups. Also, during 2011, riots and uprisings in several countries in the Middle East and neighboring regions have led to severe political instability in several neighboring states and to a decline in the regional security situation. 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 us in the future. Ongoing violence between Israel and the Palestinians as well as tension between Israel and other countries in the Middle East may have a material adverse effect on our business, financial condition and results of operations.

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

Many 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.

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 whom 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.

Your rights and responsibilities as a shareholder will be 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.

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. We follow Israeli law and practice instead of NASDAQ rules regarding the composition of the board of directors, director nomination process, compensation of executive officers and the requirement that our independent directors have regularly scheduled meetings at which only independent directors are present.

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. We follow Israeli law and practice instead of The NASDAQ Stock Market Rules regarding the requirement to 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). As a foreign private issuer listed on the NASDAQ Capital Market, we may also follow home country practice with regard to, among other things, the composition of the board of directors, director nomination process, compensation of officers and quorum at shareholders' meetings. 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 Securities and Exchange Commission 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 42504, 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: avionics solutions (including avionics for unmanned aerial vehicles), data/video recording and management systems, inertial navigation systems and land radars for force and border protection systems. In addition, we continue to sell and support our commercial aviation legacy products and services, mainly through our Chinese subsidiary.

## B. Business Overview

### Industry Overview

Our activity is primarily focused on the defense electronics market. This market has grown in recent years and is currently a large part of the defense business. The defense electronics market reflects two contradictory trends, the proliferation of defense electronics on one hand, 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 markets. Most of the defense electronics systems are built with commercial components and even with sub-systems, which reduces the overall price, and at the same time generates 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 or 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 provide integrated solutions. Our aim is to provide not only state-of-the-art products, but also comprehensive end-to-end solutions for one or more systems.

Our current product lines are:

- Data/video recording and management for aerial and land platforms;
- Inertial navigation systems for aerial and land platforms;
- Avionics solutions (including avionics for UAVs); and
- Radars for force and border protection systems (land based).

In addition, we continue to support our legacy commercial aviation test stations.

We also provide test and repair services through our China-based subsidiary.

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### Data/Video Recording and Management

We are a world leader in the field of mission data recording, management, and post-mission analysis and debriefing. 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;
- VRDS – video recorders and airborne data servers (the latest approach to avionic data management);
- 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 both airborne and land military applications. Our high-performance recorders feature simultaneous, high-capacity video, 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.

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.

Our products are fully qualified and operational with fixed and rotary-wing aircraft and land vehicles, and are backed by our teams of experts dedicated to providing global technical and maintenance support. Our customers include leading air forces and prime integrators worldwide, such as the Israeli Air Force, or IAF, the Chilean Air Force, GE Aviation, Lockheed Martin, Boeing Company, HAL, Embraer, Rafael, IAI, and others.

### Inertial Navigation Systems

Leveraging on our in-depth scientific research and algorithmic expertise, utilizing state-of-the-art fiber optic gyro, or FOG, and micro-electro mechanical systems, or MEMS, sensors, and taking advantage of our experience in electronic and mechanical design, we are introducing a line of advanced - yet affordable - inertial navigation systems, or INS. Our INS are adaptable to the performance and interface requirements of multiple combat platforms and weapon systems. Among our navigation products are:

- R-100F: FOG-based, navigation-grade Embedded GPS-INS;
- R-200M: Compact, MEMS-based, multiple-sensor aided INS for combat platforms and weapons;
- MAVINS – Modular Avionics and MEMS-Based INS: Specially-designed compact integrated solution for UAVs and disposable applications; and

- Inertial measurement units or IMU.

Our navigation solutions introduce sophisticated and proprietary sensor fusion algorithms, and embed modular design principles leading to minimal integration efforts into larger mission systems. The compact, reliable, and affordable INS are applicable to manned and unmanned platforms, as well as to disposable applications.

Our INS line ranges from IMUs through fully-integrated and compact modular avionics and INS/GPS for UAVs, to navigation-grade, high-performance systems. Our navigation products are backed by our global, dedicated, and professional technical and maintenance services. We are continuing with our research and development efforts and intend to design a complete family of applications that will provide solutions for various manufacturers' needs. At the same time, we are marketing our products to our strategic customers and together with them are working to define the next versions of this family of solutions.

Among our customers for navigation solutions are leading air forces and prime integrators worldwide, including the IAF, IAI, Rafael, Embraer, Indra Sistemas, S.A. and India's Defense Research and Development Organization.

#### Avionics Solutions

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, MOTS core avionics subsystems, to tailor-made "built-to-spec" units, backed by our teams of experts dedicated to providing global technical and maintenance support.

In 2009 we were awarded, as a prime contractor and integrator, an intelligence, reconnaissance and surveillance upgrade program by a strategic customer for its aircraft fleet. We believe that this program places us among the few companies worldwide that are performing such upgrades and will lead to other such programs in the future.

Our avionics systems are easily adapted to western, eastern, and indigenous-origin platforms of all kinds. We provide our avionic expertise as team members and subcontractors and as prime contractors for avionic upgrades. 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:

- Complete integrated avionics upgrade suites for fighters and mission aircraft;
  - Mission and display computers;
  - Weapon management systems;
  - Data interface and processing computers;
  - Mission data recorders and debriefing solutions;
    - HUD video cameras;
    - INS;
    - Air data sensors; and
- Avionics for UAVs (Interface control processors, Engine control computers, Payload management computers, and many others).



Our avionics solutions are accepted by leading air forces and prime integrators worldwide, such as the IAF, Lockheed Martin, Boeing Company, GE Aviation, HAL, Embraer, IAI, Rafael and many others. Our units are installed onboard the F-16, F-15, A-4, Jaguar, MiG-27, Su-30MKI, Dhruv Helicopter, MiG-29 and Super-Tucano aircraft, and onboard a continuously-growing number of UAVs.

#### Radars for Force and Border Protection Solutions

We develop advanced ground radars for tactical applications such as force protection and border protection. Our radars are pulse Doppler radars, introducing hemispheric spatial coverage and multi-mission capabilities, are solid-state, fully digital (software-defined), do not include any moving parts, are compact, mobile and highly reliable, and demonstrate unprecedented performance-to-price ratio.

The advantages of our radar technology and products are:

§ Non-uniform active electronically scanned array, or AESA Antenna, introducing spatial electronic scanning, track-while search capability and coverage of very high elevation angles

§ Accurate range and direction measurements

§ Resistance to jamming/noise using ECCM techniques

§ Multipath cancellation

§ Co-existence with nearby Systems

§ Automatic Self-Calibration

The asymmetric/irregular conflicts in which modern armies are engaged with in recent years dictate the needs for instantaneous and real-time intelligence, minimal cycle time for target acquisition, very accurate weapons with minimal collateral damage, and discrimination between hostiles and civilians. Our tactical radars, which move with soldiers in the field and are operated by them, provide the real-time knowledge of whether and from where they are being fired at, detect all relevant threats from any firing angles (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 requirements imposed by the asymmetric arena.

We have developed two radar hardware platforms: the compact hemispheric radar, or CHR, which is tailored to combat vehicles and short-range protection applications; and the multi-mission hemispheric radar, or MHR, which is tailored to Force and Border Protection Applications. On each radar platform we implement several operational applications by changing the radar software.

The current operational applications of the CHR are the following:

§ RPS-10: Radar sensors system for active protection systems

§ RPS-15: hostile fire detection system, or HFDS, for combat vehicles

The current operational applications of the MHR are the following:

§ RHS-30: Detection of small & slow aerial vehicles

§ RHS-32: Long-range perimeter surveillance

§ RPS-34: Detection of mortars and elevated threats

§ RPS-40: Multi-mission HFDS for stationary and mobile forces

§ RPS-42: multi-mission radar system for close air defense

§ RHS-44: Multi-mission radar system for border protection

Support of Legacy Products

We support our customers that use our commercial aviation test stations by providing ongoing maintenance and repair services through product support agreements.

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## Business Development, Sales and Marketing

### Strategy

Our business development strategy is based on the following principles:

- Maintaining our business focus on electronic systems for the military and para-military markets;
- Expanding our product offerings by adding new applications to our existing product lines and by adapting our products to land systems;
- Expanding our customer base by including our products in solutions and integrated systems for airborne and land vehicles;
- Establishing sales channels with system integrators and major manufacturers such as Embraer, HAL, Lockheed Martin, IMI, IAI, Rafael and others; and
- Expanding our products base, business development and marketing activities to large potential markets, especially in the land systems and the Homeland Security segments, through identification of current and future applications that may become affordable by the injection of advanced commercial off-the-shelf technologies that offer superior performance and/or significant price savings, and developing new marketing channels aimed directly at these segments.

### Strategic Relationships and Customers

As part of our strategy, we entered into 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, the most popular fighter aircraft in the western world today. We are supplying the DVDR and GDS for new F-16 aircraft production and for F-16 upgrade programs led by Lockheed Martin.

**GE Aviation.** GE Aviation is a world leader in avionics systems for fighter and commercial aircraft. We have prolonged and successful cooperation with GE for over 12 years. We are performing built-to-print production of several products for GE, and in discussions of additional future opportunities.

**Israel Military Industries.** IMI is a world leader in the field of active protection systems, or 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. In July 2011, the "Iron Fist" APS successfully completed trials conducted by the U.S. Defense Department.

**Israel Aircraft 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.

**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.

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.

Air Forces. We are performing a major upgrade program for an air force in Latin America. We are the sole provider of digital recorders and debriefing solutions to another air force in the region. We are the primary provider of recorders and debriefing solutions to a major Asian air force. All these air forces introduce the potential of prolonged cooperation and are strategic customers of ours.

## Business Development and Marketing

Our executive chairman, Maj. Gen. (Ret.) Herzle Bodinger, our chief executive officer, Mr., Zvi Alon, and our chief business development officer, Mr. Dov Sella, lead our business development and marketing efforts. We currently employ three additional professionals in the marketing and sales of our products. Our chief technology officer and our engineering department 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 fees for business successfully obtained using their services.

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 Israel Defense Forces and its related divisions. The Israeli Ministry of Industry, Commerce and Labor supports our marketing efforts through its Industrial Cooperation Authority by the exploitation of "Industrial Participation" commitments made to the government of Israel by major U.S. integrators such as Lockheed Martin, Boeing Company, General Dynamics Corporation, GE Aviation and others. There is no guarantee that this type of assistance will be available to us in the future.

## Fixed Price Contracts

The vast majority 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 approximately 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 2009, 2010 and 2011:

	Percentage of Revenues					
	2009		2010		2011	
Embraer S.A.	11	%	3	%	23	%
Israel Aerospace Industries	12	%	10	%	17	%
A Latin America Customer	-		36	%	8	%
Israeli Ministry of Defense	6	%	17	%	13	%
Hindustan Aeronautics Ltd	15	%	4	%	8	%
GE Aviation	12	%	7	%	7	%

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.

Like many companies deriving a substantial portion of their revenues from 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.

## 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:

	2009		2010		2011	
Israel	35	%	33	%	36	%
South and Latin America	18	%	39	%	37	%
Asia	24	%	14	%	16	%
North America	20	%	13	%	10	%
Europe	3	%	1	%	1	%

## Competition

The markets for our products are highly competitive. Our principal competitors in the defense electronics market include Elbit Systems Ltd., GE Aviation, Goodrich Corporation, Honeywell International Inc., IAI, Northrop Grumman Corporation, Sagem Avionics Inc., Thales Group, Zodiac Group and Astronautics C.A. Ltd. 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 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. In 2007, 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) came into effect. In addition, a new Defense Export Control Law was adopted in 2007 and the law's supplemental regulations became effective in February 2008. Those laws and regulations enhanced the enforcement of export control legislation and broadened certain 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 Supply

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 several specific processes we utilize outsourced resources. This structure allows us flexibility and versatility.

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 9001:2008 for hardware design and production and ISO 90003:2004 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-9100B, 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 a limited number of suppliers and subcontractors, most of whom are located in Israel and the United States. 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

As of December 31, 2011, we owned an 80% interest in CACS, a company based in China that is engaged in aircraft repair services.

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In 2010, we and our local partner, Tianzhu Forest Development Co., or Tianzhu, agreed that Tianzhu would divest its 20% interest in CACS and we would become a 100% interest holder in CACS. In consideration for the 20% interest in CACS, we would provide Tianzhu its 80% interest in the land and building in CACS. The agreement is subject to the approval of the Chinese authorities and other procedures which need to be performed by both parties. While this transaction was expected to be approved and finalized in 2011, as of March 28, 2012 the approval of the Chinese authorities has not yet been received and the transaction has not been completed.

#### D. Property, Plants and Equipment

We own a 30,000 square feet 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 until 2034. The plant has sufficient capacity to meet our current requirements.

Our executive offices and research and development facilities are located in a 17,200 square feet office facility in Netanya, Israel. The lease for this facility expires in January 2015. The aggregate annual rent for our offices in Israel was approximately \$330,000 in 2011.

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 data recording and management systems (such as digital video and data recorders, ground debriefing stations, head-up display cameras), inertial navigation systems for air and land applications, avionics solutions (such as aircraft upgrades, avionics for UAVs, store management systems and interface computers) and radar systems for force and border protection solutions (ground radars for applications such as active protection systems for armored fighting vehicles, hostile fire detection, perimeter surveillance and alike). We sell and support our commercial aviation electronic products and services, mainly through our Chinese subsidiary.

#### 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 remeasured 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 remeasured 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 remeasured using the exchange rates in effect at the balance sheet date. Statement of operations amounts have been remeasured 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.** Our revenues are mainly derived from sales of defense electronics (solid-state recorders, computers, inertial navigation systems, etc.) and their supporting ground systems (automated testers, data debriefing stations). Product revenue is recognized when there is persuasive evidence of an arrangement, the fee is fixed or determinable, delivery of the product to the customer has occurred and the collection of the fee is probable. If the product requires specific customer acceptance, revenue is deferred until customer acceptance occurs or the acceptance provisions lapse, unless we can objectively and reliably demonstrate that the criteria specified in the acceptance provisions are satisfied.

Revenues from long-term fixed price contracts are recognized by the percentage-of-completion method in accordance with the "input method." We apply this method when the total of the costs and revenues of the contract can reasonably be estimated. The percentage of completion is determined based on the ratio of actual costs incurred to total costs estimated to be incurred over the duration of the contract. With regard to contracts for which a loss is anticipated, a provision is made for the entire amount of the estimated loss at the time such loss becomes evident. Estimated gross profit or loss from long-term contracts may change due to changes in estimates resulting from differences between actual performance and original forecasts. Such changes in estimated gross profit or loss are recorded in results of operations when they are reasonably determined by management, on a cumulative catch-up basis. Revenues under long-term fixed-price contracts that involve both development and production are recorded using the cost-to-cost method (development phase) and units-of-delivery method (production phase) as applicable to each phase of the contract, as the basis to measure progress toward completion.

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. For the year ended December 31, 2011, no such impairment was required.

**Impairment of Goodwill.** We are required to assess the impairment of goodwill at least annually (or more frequently if impairment indicators arise). FASB ASC 350 "Intangibles-Goodwill and other" prescribes a two-phase process for impairment testing of goodwill. The first phase screens for impairment while the second phase (if necessary) measures it. In the first phase of impairment testing, goodwill attributable to each reporting unit is tested for impairment by comparing the fair value of each reporting unit with its carrying value. We have only one reporting unit and we determine its fair value according to our market capitalization. The goodwill was tested for impairment by comparing the fair market value with its carrying amount and as of December 31, 2011, no impairment losses have been identified. As a result, step two was not required.

**Share-Based Compensation.** We account for stock-based compensation in accordance with FASB ASC 718 "Share-Based Payment," or ASC 718, applying the modified prospective method, and with SEC Staff Accounting Bulletin No. 107, "Share-Based Payment," or SAB 107. In accordance with ASC 718 we measure the compensation cost associated with share-based payment transactions based on the fair value at the grant date of the options. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods, according to the straight-line method.

For employee option grants, the fair value of each option granted is estimated on the date of grant using the Black-Scholes option pricing model with weighted average assumptions relating to the dividend yield, expected volatility, risk free interest rate and expected life of the option by the employee, in accordance with ASC 718 and ASC 718-10. Our assumptions with respect to these components will impact the compensation award costs and amounts expensed in each period and consequently the results of our operations. We didn't incur share-based compensation expense for the year ended December 31, 2011. As of December 31, 2011, we did not have any unrecognized compensation costs related to non-vested share-based compensation arrangements under our stock option plans.

**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.

**Derivatives and hedging:** We are required to recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value through income as stipulated in FASB ASC 815 "Derivatives and Hedging," or ASC 815. If the derivative is a hedge, depending on the nature of the hedge, changes in the fair value of derivatives are either offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value is immediately recognized in earnings. We use derivatives to hedge certain cash flow foreign currency exposures in order to further reduce our exposure to foreign currency risks.

In 2010 and 2011, we entered into forward contracts in order to hedge certain expense transactions denominated in NIS. Our forward contracts did not qualify as hedging instruments under ASC 815. Changes in the fair value of forward contracts are reflected in the consolidated statements of operations as financial income or expense and not against the Other Comprehensive Income. As of December 31, 2011, the fair value of the outstanding forward contracts was \$(87,000), which was recorded in other payables against financial expenses.





## Significant Expenses

**Cost of Revenues.** Cost of revenues consist primarily of manufacturing costs, depreciation of fixed assets, project development costs, amortization of capitalized software and inventories write-downs.

**Marketing and Selling Expenses** Marketing and selling expenses consist primarily of expenses for payments for marketing and business development personnel, marketing activities, public relations, promotional materials, amortization of customer relationship assets, travel expenses and trade show exhibit expenses.

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

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

**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 remeasurement losses. Financial income consists of interest on cash and cash equivalent balances and currency remeasurement 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 31,					
	2009		2010		2011	
Revenues	100.0	%	100.0	%	100.0	%
Cost of revenues	67.4	%	73.1	%	71.1	%
Gross profit	32.6	%	26.9	%	28.9	%
Research and development, Net	8.8	%	4.3	%	13.1	%
Marketing and selling	7.6	%	9.3	%	10.8	%
General and administrative	10.5	%	6.3	%	10.3	%
Operating income (loss)	5.7	%	7.0	%	(5.3)	%
Financial expenses, net	(4.5)	%	(4.3)	%	(2.5)	%
Net income (loss)	1.2	%	2.7	%	(7.8)	%
Net income attributable to noncontrolling interest	(0.1)	%	0.0	%	0.0	%
Net income (loss) attributable to RADA shareholders	1.1	%	2.7	%	(7.8)	)%

## Year Ended December 31, 2011 Compared with Year Ended December 31, 2010

**Revenues.** Our revenues decreased by 29% to \$19.4 million in 2011 from \$27.5 million in 2010. The decrease is primarily due to two large scale integration projects that did not progress as expected. Based on our current backlog, we expect that our revenues in 2012 will increase both from sales of our off-the-shelf products and new products that were developed during the last two years.

**Cost of Revenues.** Cost of revenues decreased by 31% to \$13.8 million in 2011 from \$20.1 million in 2010. The decrease is primarily due to the decrease in our revenues. We expect that our cost of revenues as a percentage of

revenues will remain similar in 2012, primarily due to the continuing costs associated with our large scale projects that will continue to account for a substantial portion of our revenues.

**Gross Profit.** Our gross profit decreased by 24% to \$5.6 million in 2011 from \$7.4 million in 2010. Our profit margin was approximately 29% in 2011 and 27% in 2010. The increase in gross profit is mainly attributable to the decrease in revenues in 2011.

**Research and Development Expenses, Net.** Research and development expenses, net increased by 115% to approximately \$2.5 million in 2011 from \$1.2 million in 2010. The increase is primarily attributable to the development of our INS and radar technology. We intend to continue to invest in the research and development of new products in 2012, particularly our INS and radar technology.

**Marketing and Selling Expenses.** Marketing and selling expenses decreased by 18% to approximately \$2.1 million in 2011 from \$2.6 million in 2010. This decrease is primarily due to lower payments for marketing and business development personnel in 2011 compared to 2010 as a result of the decrease in revenues in 2011.

**General and Administrative Expenses.** General and administrative expenses increased by 15% to approximately \$2.0 million in 2011 from \$1.7 million in 2010, primarily due to lower payments received from judgments relating to completed litigation. We expect that in 2012 our general and administrative expenses will remain consistent.

**Financial Expenses, Net.** Our financial expenses, net, decreased by 60% to \$0.5 million in 2011 compared to \$1.2 million in 2010. Our interest expense, net, was \$166,000 in 2011 compared to \$252,000 in 2010. Our amortization expense on a convertible note and loans from shareholders was \$212,000 in 2011 compared to \$576,000 in 2010. Foreign currency exchange differences resulted in income of \$304,000 in 2011 compared to expenses of \$107,000 in 2010, primarily due to changes in the NIS/dollar exchange rate.

#### Year Ended December 31, 2010 Compared with Year Ended December 31, 2009

**Revenues.** Our revenues increased by 49% to \$27.5 million in 2010 from \$18.4 million in 2009. The increase was primarily due to the large scale integration projects that we are executing for our Latin American customers.

**Cost of Revenues.** Cost of revenues increased by 65% to \$20.1 million in 2010 from \$12.2 million in 2009. The increase was primarily due to the increase in our revenues.

**Gross Profit.** Our gross profit increased by 19% to \$7.4 million in 2010 from \$6.2 million in 2009. Our profit margin was approximately 27% in 2010 and 34% in 2009. This increase in gross profit was attributable to our large integration projects that accounted for a significant part of our revenues in 2010, which projects generate lower gross margins than our typical product sales programs.

**Research and Development Expenses.** Research and development expenses, net decreased by 27% to approximately \$1.2 million in 2010 from \$1.6 million in 2009. The decrease was primarily due to the participation of the Office of the Chief Scientist of the Israeli Ministry of Industry, Trade and Labor, or the OCS, in the development of our radars.

**Marketing and Selling Expenses.** Marketing and selling expenses increased by 60% to approximately \$2.6 million in 2010 from \$1.6 million in 2009. This increase was primarily due to increased payments for marketing and business development personnel as a result of the increase in revenues in the 2010 period.

**General and Administrative Expenses.** General and administrative expenses decreased by 10% to approximately \$1.7 million in 2010 from \$1.9 million in 2009, primarily due to payments received from judgments relating to completed litigation.

Financial Expenses, Net. Our financial expenses, net, increased by 43% to \$1.2 million in 2010 compared to \$832,000 in 2009. Our interest expense, net, was \$252,000 in 2010 compared with \$228,000 in 2009. Our amortization expense on a convertible note and loans from shareholders in 2010 was \$576,000 as compared to \$517,000 of amortization expense in 2009. Foreign currency exchange differences resulted in expenses of \$107,000 in 2010 compared to expenses of \$5,000 in 2009, primarily due to changes in the NIS/dollar exchange rate.

## 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 Operations in Israel" for a description of governmental, economic, fiscal, monetary or political policies or factors that have materially affected or could materially affect our operations.

## Corporate Tax Rate

Israeli companies were generally subject to corporate tax at the rate of 24% in 2011. On December 5, 2011, the Knesset passed the Law for Tax Burden Reform (Legislative Amendments), 2011 ("the Tax Burden Law") which, among others, cancels effective from 2012, the scheduled progressive reduction in the corporate tax rate and increases the corporate tax rate and capital gains tax to 25% in 2012 and thereafter.

As of December 31, 2011, our net operating loss carry forward for Israeli tax purposes was approximately \$61.3 million including a capital loss carry forward of approximately \$3.5 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. 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 tariffs. In June 2010, Israel joined 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.

Israel and the European Union Community, known as the "European Union," 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 European Union, 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 European Union. Israel has established commercial and trade relations with other nations, including Russia, China, India, Turkey and other nations in Eastern Europe and the Asia-Pacific region.

## 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 and share price. The caption "Financial expenses, net" in our consolidated financial statements includes the impact of these factors as well as traditional interest income or expense. See Note 13 to our consolidated financial statements.

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,									
	2007		2008		2009		2010		2011	
NIS vs. U.S. Dollar	(8.9	)%	(1.1	)%	(0.7	)%	(6.0	)%	7.7	%
Israeli Consumer Price Index	3.4	%	3.8	%	3.9	%	2.7	%	2.2	%

Because 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 June 2011, the FASB issued guidance on the presentation of comprehensive income, which amended existing guidance by allowing only two options for presenting the components of net income and other comprehensive income: (1) in a single continuous financial statement, statement of comprehensive income or (2) in two separate but consecutive financial statements, consisting of an income statement followed by a separate statement of other comprehensive income. The guidance requires retrospective application, and it is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. The adoption of this guidance is not expected to have a material impact on our financial statements.

In September 2011, the FASB amended the guidance on the annual testing of goodwill for impairment. The amended guidance will allow companies to assess qualitative factors to determine if it is more likely than not that goodwill might be impaired and whether it is necessary to perform the two-step goodwill impairment test required under current accounting standards. The guidance is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The adoption of this guidance is not expected to have a material impact on our 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 offering in 1985, private placements of our ordinary shares and debt securities, loans from our principal shareholders, short-term loans and credit facilities from banks (most recently Bank Leumi Le-Israel B.M. and the Israeli branch of State Bank of India, or the 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.

As of December 31, 2011, we owed \$2.0 million under a revolving annual line of credit and \$1.9 million of secured borrowing with a bank and other creditors against specific accounts receivables. In addition, the Banks provided \$1.8 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 floating charge on all of our assets and by a fixed charge on goodwill (intangible assets), unpaid share capital and insurance rights (rights to proceeds on insured assets in the event of loss). Our agreements with the Banks prohibit us from: (i) selling or otherwise transferring any assets except in the ordinary course of business, (ii) placing a lien on our assets without the Banks' consent, or (iii) declaring dividends to our shareholders.

Our working capital as of December 31, 2010 and December 31, 2011, was \$7.6 million and \$3.0 million, respectively. Cash and cash equivalents amounted to \$850,000 as of December 31, 2010 compared to \$1.1 million as of December 31, 2011. Short-term and long-term bank deposits and restricted bank deposits amounted to \$2.2 million as of December 31, 2010 compared to \$1.8 million as of December 31, 2011.



In 2008, we borrowed \$1.5 million from a company controlled by Mr. Yeung in order to facilitate further development of our INS technology. This loan bears interest of LIBOR + 3% payable at the beginning of every quarter. Principal payments equal to \$90,000 were payable in six equal installments commencing July 1, 2009 and the remaining principal amount will be payable in eight equal installments, commencing April 1, 2011. Subject to the approval of the Israeli Ministry of Defense, we will grant the lender a non-exclusive license to use the technology developed for non-military/commercial purposes. The non-exclusive license will automatically convert into an exclusive license should we default on any of our obligations under the loan agreement. We have also agreed in the future, subject to the approval of several governmental authorities including the Israeli Ministry of Defense, to establish a joint venture with Mr. Yeung or an affiliated entity that will be engaged in the production and marketing of such non-military/commercial products and technology.

In October 2010, the maturity date of a \$3 million convertible note issued to Mr. Yeung, our controlling shareholder, in October 2007 was extended to October 2012. In addition, the expiration date of warrants to purchase up to an aggregate of 1,578,947 ordinary shares granted to Mr. Yeung at such time was extended to October 2014. The convertible note bears interest at a rate of six-month LIBOR + 3.5% (which together was 4.3% at December 31, 2011) and is convertible into ordinary shares at a conversion price of \$2.09 per share. The modification was accounted for as a modification of debt in accordance with ASC 470-50. As result, we recorded a \$451,000 discount on the convertible note. The discount will be amortized over the extended term of the convertible note using the interest method. As of December 31, 2011, the net discount is \$190,000. See Item 7B. "Major Shareholders and Related Party Transactions - Related Party Transactions."

In September 2011, we entered into a revolving loan agreement with Faith Content Development Ltd., or FCD, an entity controlled by Mr. Yeung, our controlling shareholder. The loan was in the principal amount of \$1.7 million, bearing interest of three month LIBOR + 2.5% per annum. The principal and all the unpaid interest accrued thereupon was paid on February 29, 2012 by means of a set-off against the 2012 loan, received from Mr. Yeung, our controlling shareholder and Mr. Ben Zion Gruber, a shareholder and board member of our company. Pursuant to the Israeli Companies Regulations (Relief from Related Party Transactions) 5760-2000 and based on a legal opinion that we received, we determined that shareholder approval was not required for this loan because the transaction was at market terms, in the ordinary course of business and did not harm our best interests. However, in the event that within 14 days from the date of this Annual Report, one or more shareholders holding at least 1% of our voting rights will so request, this loan will be subject to the approval of a general meeting of our shareholders.

In February 2012, we entered into a \$3.0 million loan agreement with FCD and Mr. Ben Zion Gruber. The loan was approved by our Audit Committee and Board of Directors, and the transaction was also approved by our shareholders at an extraordinary meeting held in January 2012. FCD provided \$2.7 million and Mr. Ben Zion Gruber provided \$300,000. We used \$1.7 million of the loan to repay in full all of the amounts due and payable under the September 2011 loan, as described above. We intend to use the remaining \$1.3 million to finance our future operations, including the continued development of our INS Technology and land radar for protection systems. The loan bears interest at the rate of the greater of three months LIBOR + 5% per annum, or 7% per annum. Interest is payable quarterly in arrears and the principal is due on February 28, 2014. In addition, on February 28, 2012, we issued to FCD and to Mr. Ben Zion Gruber, 1,080,000 and 120,000 warrants, to purchase ordinary shares, respectively, at an exercise price of \$2.50 per share. These warrants may be exercised within a period of three years.

We had capital expenditures of \$218,000 in the year ended December 31, 2011, 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:

	Year ended December 31,		
	2009	2010	2011
	(U.S. dollars in thousands)		
Net cash provided by (used in) operating activities	119	(1,864 )	(1,754 )
Net cash provided by (used in) investing activities	(330 )	(2,027 )	147
Net cash provided by financing activities	235	3,731	1,857
Effect of exchange rate changes on cash and cash equivalents	(1 )	23	7
Net increase (decrease) in cash and cash equivalents	23	(137 )	257
Cash and cash equivalents at beginning of the year	964	987	850
Cash and cash equivalents at end of the year	987	850	1,107

Net cash used in operating activities was \$1.8 million in 2011. This was primarily due to an increase in inventory of \$2.1 million, a decrease in trade payables of \$0.7 million and a decrease in other payables of \$2.0 million. This was offset by a decrease in trade receivables of \$2.5 million, costs and estimated earnings in excess of billings, net of \$1.2 million, depreciation and amortization of \$1.0 million and amortization expense on a convertible note and loans of \$212,000. Net cash used in operating activities was \$1.9 million in 2010. This was primarily due to an increase in trade receivables of \$4.8 million, due to increase in revenues in 2010, particularly in the fourth quarter and an increase in costs and estimated earnings in excess of billings, net of \$1.7 million. This was offset by an increase in trade payables of \$0.8 million and in other accounts payable and accrued expenses of \$2.2 million, depreciation and amortization of \$1.0 million and amortization expense on a convertible note and loans of \$576,000. Net cash provided by operating activities was \$119,000 in 2009. This was primarily due to a decrease in costs and estimated earnings in excess of billings, net of \$651,000, depreciation and amortization of \$1.2 million and amortization expense on a convertible note and loans of \$517,000. This was offset by an increase in trade receivables of \$1.2 million and an increase in inventories of \$1.3 million.

Net cash provided by investing activities was approximately \$147,000 in 2011, primarily due to change in restricted cash of \$348,000. Net cash used in investing activities was approximately \$2.0 million in 2010, primarily due to change in restricted cash of \$1.4 million and our investment of \$603,000 in property, plant and equipment. Net cash used in investing activities was approximately \$330,000 in 2009, primarily due to our investment of \$261,000 in property, plant and equipment and payment of \$93,000 in conjunction with the acquisition of certain assets and liabilities of Vectop Limited in 2005.

Net cash provided by financing activities was \$1.9 million in 2011, reflecting net proceeds of \$1.7 million from a shareholder loan transaction. Net cash provided by financing activities was \$3.7 million in 2010, reflecting net proceeds of \$3.7 million of short term bank credit. Net cash provided by financing activities was \$235,000 in 2009, reflecting net repayment to us of \$173,000 of employee long-term loans and \$203,000 of grants received from the OCS, which was offset by aggregate repayments of \$132,000 of long-term loans to a bank.

As a result of the foregoing, at December 31, 2011, we had working capital of \$3.0 million and cash and cash equivalents of \$1.1 million as compared to working capital of \$7.6 million and cash and cash equivalents of \$850,000 at December 31, 2010.

We expect to fund our short-term liquidity needs, including our obligations under our credit facilities, other contractual agreements and any other working capital requirements, from our cash and cash equivalents, operating cash flow and our credit facilities. We believe that our current cash and cash equivalents, credit facilities and our

expected cash flow from operations will be sufficient to meet our cash requirements in 2012.

As of December 31, 2011, a warrant to purchase 1,578,947 of our ordinary shares was outstanding. This warrant was issued on December 10, 2007 in connection with the issuance of a \$3.0 million convertible note to our controlling shareholder at an exercise price of \$ 2.38 per share. The warrant is exercisable until October 15, 2014. To the extent that the warrant is exercised, the proceeds will be added to our working capital.

C. Research and Development, Patents and Licenses

Research and Development

Our research and development investments focus on improvements to our existing products and 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. In 2011, 2010 and 2009 we incurred \$2.5 million, \$1.2 million and \$1.6 million, respectively, of research and development expenses, net. The vast majority of these expenses are attributable to the research on our inertial navigation systems and radars. In 2012, we will continue to invest in the research and development of new products. As of December 31, 2011, we employed 44 engineers in research and development who concentrate mainly on research and development activities generated through customer orders and to a lesser extent on internal research and development activities.

The OCS encourages research and development by providing grants to Israeli companies. 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 OCS. During 2011, 2010 and 2009, we developed a new radar sensor for APS, partly financed by the OCS. In 2011, 2010 and 2009, we received royalty bearing grants of \$382,000, \$179,000 and \$203,000, respectively, from the OCS.

Pursuant to applicable Israeli law, we are currently required to pay royalties at the rate of 3-5% of sales of products developed with certain grants received from the OCS, up to 100% of the amount of such grants, adjusted by the exchange rate with the dollar. As of December 31, 2011, our total obligation for royalty payments, net of royalties paid or accrued was approximately \$1.5 million.

We are committed to pay royalties to the Israel - United States Binational Industrial Research and Development Foundation at the rate of 5% of the sales proceeds up to 150% of the research and development expenses financed by the foundation. Our total obligation for royalties, net of royalties paid or accrued, totaled approximately \$2.1 million as of December 31, 2011.

D. Trend Information

In 2011, our revenues decreased by 24% compared to our revenues in 2010. We expect that in 2012 our revenues will increase. However, our revenues are subject to government budgets and we cannot provide any assurances that the economic climate will not result in the cancellation or suspension of certain projects or programs.

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:

- Avionics solutions (including for UAVs);
- Digital Video & Data Recorders and GDS;
- INS; and

- 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. 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, 2011 and the effect we expect them to have on our liquidity and cash flow in future periods.

Contractual Obligations	Payments due by Period				
	Total	Less than 1 year	1-3 Years	3-5 Years	More than 5 years
Long-term debt obligations	\$ 5,436,000	\$ 5,244,000	\$ 192,000	-	-
Operating lease obligations	1,538,000	650,000	888,000	-	-
<b>Total</b>	<b>\$ 6,974,000</b>	<b>\$ 5,894,000</b>	<b>\$ 1,080,000</b>	<b>-</b>	<b>-</b>

In addition, 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, 2011 our severance pay liability was \$500,000.

## 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:

Name	Age	Position
Herzle Bodinger	69	Executive Chairman of the Board of Directors
Zvi Alon	58	Chief Executive Officer
Dov Sella	56	Chief Business Development Officer
Shiri Lazarovich	37	Chief Financial Officer
Oleg Kiperman	58	Chief Technology Officer
Adrian Berg	64	Director
Roy Kui Chuen Chan	65	Director
	53	Director

Ben Zion  
Gruber

Michael Letchinger	56	Director
Nurit Mor	68	Outside director
Eli Akavia	64	Outside director

Messrs. Chan and Gruber will serve as directors until our 2012 annual general meeting of shareholders. Messrs. Bodinger and Letchinger will serve as directors until our 2013 annual general meeting of shareholders. Mr. Berg will serve as a director until our 2014 annual general meeting of shareholders. Ms. Mor and Mr. Akavia serve as outside directors pursuant to the provisions of the Israeli Companies Law for three-year terms until October 28, 2012.

Herzle Bodinger has served as the executive chairman of our board of directors since July 1998. General (Res.) Bodinger first joined us in May 1997 as the chief executive officer of our U.S. subsidiary and was appointed our chief executive officer in June 1998. General Bodinger served as our chief executive officer from 1998 until 2001 and from June 2006 until July 2007. General Bodinger served as the Commander of the IAF from January 1992 through July 1996. During the 35 years of his service in the IDF, he also served as a fighter pilot while holding various command positions. General Bodinger holds a B.A. degree in Economics and Business Administration from the Bar-Ilan University and completed the 100th Advanced Management Program at Harvard University.

Zvi Alon has served as our chief executive officer since July 2007. Mr. Alon joined us in January 2000 and served as our chief operating officer until March 2003 when he was appointed vice president of marketing and sales. From 1982 to 1999, Mr. Alon served in various managerial positions with the IAI, as director of business development and marketing, director of electrical and avionics engineering, avionics programs manager and group leader and operational definition officer of the "Lavi" project office. Previously, Mr. Alon served in the IAF for ten years. Mr. Alon holds a B.Sc. degree in Mathematics and Computer Science and a M.Sc. degree in Computer Science, both from Tel Aviv University.

Shiri Lazarovich has served as our chief financial officer since December 2007. Ms. Lazarovich previously served as our controller from September 2004. Prior to that and from January 2000, Ms. Lazarovich served as a manager in the accountant, assurance and business advisory services department of PricewaterhouseCoopers, Israel. Ms. Lazarovich holds a B.A. degree in Accounting and in Economics from the Hebrew University of Jerusalem and is a Certified Public Accountant in Israel.

Dov Sella has served as our chief business development officer since July 2007. Prior to that and from January 2003, Mr. Sella served as our chief operations 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.

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 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.

Adrian Berg has served as a director since November 1997. Mr. Berg is a designee of Horsham Enterprises Ltd. Since 1976, Mr. Berg has been a chartered accountant and senior partner at the U.K. firm, Alexander & Co., Chartered Accountants. Mr. Berg holds a B.Sc. degree in Industrial Administration from the University of Salford and received his qualification as a fellow of the U.K. Institute of Chartered Accountants in 1973 after he completed three years of training at Arthur Andersen & Co.

Roy Kui Chuen Chan has served as a director since November 1997. Mr. Chan is a designee of Horsham Enterprises Ltd. Mr. Chan has been legal consultant to Yeung Chi Shing Estates Limited, a Hong Kong holding company with major interests in hotels and real estate in Hong Kong, China, the United States, Canada and Australia, and its international group of companies, since 1984. Mr. Chan presently serves as legal counsel to several Hong Kong companies, including Horsham Enterprises Ltd. Mr. Chan received his qualification as a solicitor and has been a member of the U.K. bar since 1979 after he completed five years of training at Turners Solicitors.

Ben Zion Gruber has served as a director 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 Colonel (Res.) of the Israel Defense Forces serving as Brigadier Commander of a tank battalion. Mr. Gruber is a member of the Board of Employment Service of the government of Israel. Mr. Gruber also serves on the board of directors of the Company for Development of Efrat Ltd., and the 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 "Lev" Technology Institute, an M.A. degree in Behavioral Sciences from Tel Aviv University and is currently studying for his Ph. D degree in Behavioral Sciences at the University of Middlesex, England. 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.

Michael Letchinger, has served as a director since 2004. Mr. Letchinger is a designee of Horsham Enterprises Ltd. Since 2000, Mr. Letchinger has been general counsel and senior vice president-managing of Potomac Golf Properties, LLC, a company engaged in real estate development and free standing golf facilities. From 1994 to 2000, Mr. Letchinger was general counsel and senior vice president-managing of Potomac Development Associates, a sister company of Potomac Golf Properties, LLC. Mr. Letchinger holds a B.A. degree in Economics from Brandeis University, Waltham, Massachusetts, and a J.D. degree from University of Chicago Law School.

Nurit Mor has served as one of our outside directors since August 2006. Ms. Mor has served as an outside director of Aspen Real Estate Ltd. since September 2005 and of I.B.I Investment House Ltd. since May 2004, both Israeli public companies. From 1973 to 2003, Ms. Mor served in senior positions at the Bank of Israel, including public complaints and banking supervision department. Ms. Mor holds a B.A. degree in Economics and Statistics and a diploma in Business Administration from the Hebrew University of Jerusalem, and an M.A. degree in Labor Studies from Tel Aviv University.

Eli Akavia has served as one of our outside directors since August 2006. Mr. Akavia has served as an independent consultant in accounting and audit issues since August 2002. From 1979 to 2002, Mr. Akavia served as partner in various positions in Luboshitz Kasierer, which was merged into Kost, Forer, Gabbay & Kasierer, a member firm of Ernst & Young Global. Mr. Akavia also serves as a director of On Track Innovation Ltd., Starling Ltd. and in Eshlad Ltd. Direct Funds, all of which are public Israeli companies. Mr. Akavia has been a Certified Public Accountant (Israel) since 1975 and holds a B.Sc. degree in Mathematics and Economics from the Hebrew University of Jerusalem and an M.B.A. degree from Tel Aviv University.

## B. Compensation

The following table sets forth all compensation we paid with respect to all of our directors and executive officers as a group for the year ended December 31, 2011.

	Salaries, fees, commissions and bonuses	Pension, retirement and similar benefits
All directors and executive officers as a group, consisting of 11 persons	\$ 1,125,810	\$ 306,146

During the year ended December 31, 2011, we paid each of our outside directors a per-meeting attendance fee of NIS 1,799 (approximately \$500) and an annual fee of NIS 28,286 (approximately \$7,900).

As of December 31, 2011, our directors and executive officers as a group, consisting of 11 persons, held options to purchase an aggregate of 580,740 ordinary shares, at exercise prices ranging from \$2.07 to \$3.42 per share, vesting over three years. These options were issued under our 2003 Stock Option Plan and expire in January 2013.

## 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 of no less than two and no more than 11 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 seven directors.

Pursuant to our articles of association, the board of directors is divided into three classes (other than outside directors). At each annual meeting of shareholders one class of directors (other than outside directors) is elected for a term of three years by a vote of the holders of a majority of the voting power represented and voting at such meeting. All the members of our board of directors (except the outside 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 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, and that if the total number of directors decreases below six, the board of directors may call a general meeting of shareholders, so that following such meeting there will be at least six directors in office.

Messrs. Chan and Gruber are Class A directors and will hold office until the Annual General Meeting of Shareholders to be held in 2012. Messrs. Bodinger and Letchinger are Class B directors and will hold office until the Annual General Meeting of Shareholders to be held in 2013. Mr. Berg is a Class C director and will hold office until the Annual General Meeting of Shareholders to be held in 2014. Ms. Mor and Mr. Akavia serve as our outside directors and each will hold office for a second three year term until October 28, 2012.

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 below in this Item 6C. "Directors, Senior Management and Employees - Board Practices - NASDAQ Marketplace Rules and Home Country Practices."

## Outside and Independent Directors

Outside Directors. The Israeli Companies Law requires publicly held Israeli companies to appoint at least two outside directors. The Israeli Companies Law provides that a person may not be appointed as an outside 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 outside director. In addition, no person may serve as an outside 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 outside director is appointed, all current members of the board of directors are of the same gender, then that outside director must be of the other gender. A director of one company may not be appointed as an outside director of another company if a director of the other company is acting as an outside director of the first company at such time.



At least one of the elected outside directors must have “accounting and financial expertise” and any other outside 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 outside 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 outside directors of such a company must have “professional qualification.”

The outside 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 outside director (unless such personal interest is not related to such persons 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 outside director represent 2% or less of the voting rights in the company.

In general, under the Israeli Companies Law, outside 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 outside 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. Outside 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 outside 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 outside director and the audit committee and the Financial Statements Review Committee must include all the outside directors. An outside 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.

**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 Securities and Exchange Commission. 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 Securities and Exchange Commission and NASDAQ Stock Market.

Our board of directors has determined that Ms. Mor and Mr. Akavia both qualify as independent directors under the Securities and Exchange Commission and NASDAQ requirements and as outside directors under the Israeli Companies Law requirements. Our board of directors has further determined that Mr. Gruber qualifies as an independent director under the Securities and Exchange Commission and NASDAQ 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, outside directors are not required to hold executive sessions. See below in this Item 6C. "Directors, Senior Management and Employees - Board Practices - NASDAQ Marketplace Rules and Home Country Practices."

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## 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 outside 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 year period will not be deemed to interrupt the nine year 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 responsibilities of the audit committee include, among other things, identifying irregularities in the management of the company's business, approving related party transactions as required by law, review of the internal controls of the company, the internal auditor's audit plan and the independent auditor's engagement and compensation. The audit committee is also required to establish and monitor whistleblower procedures. 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 outside directors are serving as members of the audit committee and at least one of the outside directors was present at the meeting in which an approval was granted.

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 Securities and Exchange Commission and NASDAQ and one of whom must have an accounting or related financial management expertise at senior levels within a company.

Our audit committee assists our board of directors in overseeing the accounting and financial reporting processes of our company and audits of our financial statements, including the integrity of our financial statements, compliance with legal and regulatory requirements, our independent public accountants' qualifications and independence, the performance of our internal audit function and finding any defects in the business management of our company for which purpose the audit committee may consult with our independent auditors and internal auditor, proposing to the board of directors ways to correct such defects, and such other duties as may be directed by our board of directors. Our audit committee also has the responsibility of approving related-party transactions as required by Israeli law. 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 outside directors are serving as members of the audit committee and at least one of the outside directors was present at the meeting in which an approval was granted.

The current members of our audit committee are Ms. Nurit Mor and Messrs. Eli Akavia and Ben Zion Gruber, each of whom satisfies the "independence" requirements of both the Securities and Exchange Commission and NASDAQ. We also comply with Israeli law requirements for audit committee members. The audit committee meets at least once each quarter.

**Compensation Committee.** Our board of directors established a compensation committee composed of Ms. Nurit Mor and Mr. Adrian Berg. The compensation committee is authorized to determine all compensations issues, including the administration of our option plans, subject to general guidelines determined by our board of directors from time to



time. The compensation committee also makes recommendations to our board of directors in connection with the terms of employment of our chief executive officer.

### 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.

### Directors' Service Contracts

We do not have any service contracts with our directors. There are no arrangements or understandings between us and any of our subsidiaries, on the one hand, and any of our directors, on the other hand, providing for benefits upon termination of their employment or service as directors of our company or any of our subsidiaries.

### 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 subordinate 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 duty of loyalty. 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 duty of loyalty 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

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.

#### Approval of Transactions with Office Holders

Under the Israeli Companies Law, all arrangements as to compensation of office holders who are not directors including exculpation, insurance and indemnification of, or an undertaking to, indemnify such office holders require both audit committee and board of directors approval. The compensation of office holders who are directors must be approved by our audit committee, board of directors and shareholders.

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. 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 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.

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

The disclosure requirements which apply to an office holder also apply to a controlling shareholder with respect to his or her personal interest in any existing or proposed transaction by us. The Israeli Companies Law provides that an extraordinary transaction with a controlling shareholder or an extraordinary transaction with another person in whom the controlling shareholder has a personal interest or a transaction with a controlling shareholder or his relative regarding terms of service and employment, must be approved by the audit committee, the board of directors and shareholders. The shareholder approval for such a transaction must include at least a simple majority of the shareholders voted on the matter, excluding the votes of shareholders who have a personal interest in such transaction. This majority requirement will not apply if the total number of shares of disinterested shareholders who vote against the approval of the transaction represent less than 2% of the voting rights in the company.

Under the Companies Regulations (Relief from Related Party Transactions), 5760-2000, promulgated under the Israeli Companies Law, as amended, certain extraordinary transactions between a public company and its controlling shareholder(s) do not require shareholder approval. In addition, under such regulations, directors' compensation and employment arrangements in a public company do not require the approval of the shareholders if both the audit committee and the board of directors agree that such arrangements are solely for the benefit of the company. Also, employment and compensation arrangements for an office holder that is a controlling shareholder of a public company do not require shareholder approval if certain criteria are met. The foregoing exemptions from shareholder approval will not apply if one or more shareholders holding at least 1% of the issued and outstanding share capital of the company or of the company's voting rights, objects to the use of these exemptions provided that such objection is submitted to the company in writing not later than fourteen days from the date of the filing of a report regarding the adoption of such resolution by the company pursuant to the requirements of the Israeli Securities Law. If such objection is duly and timely submitted, then the transaction or compensation arrangement of the directors will require shareholders' approval as detailed above.

In addition, a private placement of securities that will (i) cause a person to become a controlling shareholder or (ii) increase the relative holdings of a shareholder that holds 5% or more of the company's outstanding share capital, or (iii) will cause any person to become, as a result of the issuance, a holder of more than 5% of the company's outstanding share capital in a private placement in which 20% or more of the company's outstanding share capital prior to the placement are offered, the payment for which (in whole or in part) is not in cash or not under market terms, requires approval by the board of directors and the shareholders of the company.

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,

the acquisition was made in a private placement that received shareholder approval, (i) 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 (ii) 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. We currently maintain a directors and officers liability insurance policy with per claim and aggregate coverage limit of \$7.5 million.

#### D. Employees

As of December 31, 2011, we employed 99 persons, of whom 44 persons were employed in research, development and engineering, 42 persons in manufacturing and logistics, 4 persons in sales and marketing, and 9 persons in administration, management and finance. All of our employees are located in Israel. In addition, CACS, our 80%-owned subsidiary, employed 21 persons in China as of such date.





As of December 31, 2010, we employed 104 persons, of whom 44 persons were employed in research, development and engineering, 45 persons in manufacturing and logistics, 4 persons in sales and marketing, and 9 persons in administration, management and finance. All of our employees are located in Israel. In addition, CACS, our 80%-owned subsidiary, employed 21 persons in China as of such date.

On December 31, 2009, we employed 107 persons, of whom 50 persons were employed in research, development and engineering, 45 persons in manufacturing and logistics, 3 persons in sales and marketing, and 9 persons in administration, management and finance. All of our employees are located in Israel. In addition, CACS employed 21 persons in China as of such date.

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 Industry, Trade and Labor. 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 Industry, Trade and Labor. 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. Under the collective bargaining agreements, the wages of most of our employees are linked to the Israeli consumer price index, although the extent of the linkage is limited.

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. Share Ownership

##### Beneficial Ownership of Executive Officers and Directors

The following table sets forth certain information as of March 28, 2012 regarding the beneficial ownership by each of our directors and executive officers:

Name	Number of Ordinary Shares Beneficially Owned (1)	Percentage of Ownership(2)
Herzle Bodinger (3)(4)	183,333	2.0 %
Zvi Alon (3)(5)	90,000	1.0 %
Dov Sella (3)(5)	100,000	1.1 %
Shiri Lazarovich (3)(6)	16,000	*
Oleg Kiperman (3)(7)	52,407	*
Adrian Berg (8)(9)	86,533	1.0 %
Roy Kui Chuen Chan (10)(11)	59,533	*
Ben Zion Gruber (3)(12)	120,000	1.3 %
Michael Letchinger (13)	--	--

Nurit Mor (3)	--	--	
Eli Akavia (3)	--	--	
All directors and executive officers as a group (11 persons)	707,806	7.4	%

\* Less than 1%

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

- (2) The percentages shown are based on 8,918,647 ordinary shares issued and outstanding as of March 28, 2012.
- (3) The business addresses of Messrs. Bodinger, Alon, Sella, Kiperman, Ariel, Gruber and Akavia and Ms. Mor and Ms. Lazarovich is c/o RADA Electronic Industries Ltd., 7 Giborei Israel Street, Netanya, Israel.
- (4) All such ordinary shares are subject to currently exercisable options granted under our 2003 stock option plan. Options to purchase 100,000 ordinary shares are exercisable at an exercise price of \$2.14 per share and options to purchase 83,333 ordinary shares are exercisable at an exercise price of \$2.91 per share. The options expire in January 2013.
- (5) All such ordinary shares are subject to currently exercisable options granted under our 2003 stock option plan. Options to purchase 33,333 ordinary shares are exercisable at an exercise price of \$2.07 per share and options to purchase 56,667 ordinary shares are exercisable at an exercise price of \$2.40 per share. The options expire in January 2013.
- (6) All such ordinary shares are subject to currently exercisable options granted under our 2003 stock option plans. Options to purchase 2,667 ordinary shares are exercisable at an exercise price of \$3.42 per share and options to purchase 13,333 ordinary shares are exercisable at an exercise price of \$2.40 per share. The options expire in January 2013.
- (7) Includes 48,407 ordinary shares subject to currently exercisable options granted under 2003 stock option plan. Options to purchase 21,740 ordinary shares are exercisable at an exercise price of \$2.07 per share and options to purchase 26,667 ordinary shares are exercisable at an exercise price of \$2.40 per share. The options expire in January 2013.
- (8) The business address of Mr. Berg is Alexander & Co., 17 St. Ann's Square, Manchester M2 7 PW, U.K.
- (9) Includes 85,000 ordinary shares subject to currently exercisable options granted under our stock option plan at an exercise price of \$2.14 per share. The options expire in January 2013.
- (10) The business address of Mr. Roy Chan is Gearhart Holdings (H.K.) Limited, 2202 Kodak House II, 39 Healthy Street, E. North Point, Hong Kong.
- (11) Includes 58,000 ordinary shares subject to currently exercisable options granted under our stock option plan at an exercise price of \$2.14 per share. The options expire in January 2013.
- (12) All such ordinary shares are subject to currently exercisable warrants granted pursuant to the loan agreement entered into in February 2012. Warrants to purchase 120,000 ordinary shares are exercisable at an exercise price of \$2.50 per share. The warrants expire in February 2015.
- (13) The business address of Mr. Letchinger is 2709 Rittenhouse Street, Washington DC, 20015, USA.

#### 2003 Stock Option Plan

Our 2003 Stock Option Plan, or the 2003 Plan, provides for the issuance of stock options to purchase an aggregate of 666,667 of our ordinary shares. At our annual general meeting held in August 2006, the shareholders approved an increase in the number ordinary shares available for grant under the 2003 Plan by 500,000 shares. Consequently, 1,166,667 ordinary shares are subject to the 2003 Plan. Options under the 2003 Plan may be granted to employees including officers and directors of our company and its subsidiaries who, in the judgment of the board of directors

based on the recommendation of our compensation committee, are in a position to contribute significantly to our success. The provisions of our 2003 Plan are designated to allow for the tax benefits promulgated under the Israeli Income Tax Ordinance [New Version]. Our board of directors has resolved that all options that will be granted to Israeli residents under the 2003 Plan will be taxable under the "capital gains path." Pursuant to this path the profit realized by the employee is taxed as a capital gain (25%) if the options or shares are held by a trustee for at least 24 months from the end of the tax year in which such options were granted. If the shares are sold before the lapse of said 24 months period, the profit is re-characterized as ordinary income. We are not allowed to record a corresponding salary expense, even in the event the profit is taxed as ordinary income.

In May 2008, we granted to four of our directors options to purchase a total of 261,000 ordinary shares for an exercise price of \$2.14 per share in exchange for options to purchase 258,000 ordinary shares that were granted to those directors in 2003 for an exercise price of \$4.02 per share. Those new options granted were fully vested and there was no compensation expense related to those options.

As of December 31, 2011, options to purchase 1,452,000 ordinary shares had been granted under the 2003 Plan at an average exercise price of \$2.80 per share. Of such options, options to purchase 106,262 ordinary shares had been exercised, options to purchase 627,165 ordinary shares had been cancelled, expired or forfeited and options to purchase 718,573 ordinary shares were outstanding and exercisable having an average exercise price of \$2.45 per share.

## ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### A. Major Shareholders

The following table sets forth certain information as of March 28, 2012, regarding the beneficial ownership by all shareholders known to us to own beneficially 5% or more of our ordinary shares:

Name	Number of Ordinary Shares Beneficially Owned(1)	Percentage of Ownership(2)	
Howard P.L. Yeung (3) (5)	7,991,872	61.4	%
Kenneth Yeung (4) (5)	450,029	5.0	%

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

(2) The percentages shown are based on 8,918,647 ordinary shares outstanding as of March 28, 2012.

(3) Includes (i) 3,447,489 outstanding ordinary shares; (ii) 1,435,407 ordinary shares issuable upon conversion of a convertible note held by Faith Content Development Limited, an affiliate of Mr. Yeung; (iii) 2,658,947 ordinary shares issuable upon the exercise of currently exercisable warrants held by Mr. Yeung; and (iv) 450,029 ordinary shares held by Horsham Enterprises Ltd., a British Virgin Islands corporation jointly owned by Messrs. Howard P.L. Yeung and his brother Kenneth Yeung. Mr. Howard Yeung may be deemed to control our company.

(4) The shares are held by Horsham Enterprises Ltd., a British Virgin Islands corporation jointly owned by Messrs. Howard P.L. Yeung and his brother Kenneth Yeung.

(5) The address of Messrs. Howard P.L. Yeung and Kenneth Yeung is 2202 Kodak House II, 39 Healthy Street, North Point, Hong Kong.



### Significant Changes in the Ownership of Major Shareholders

On February 28, 2012, we entered into a \$3.0 million loan agreement with FCD, an entity controlled by Mr. Yeung, our controlling shareholder, and Mr. Ben Zion Gruber, a shareholder and board member of our company. According to this loan agreement, we issued warrants to purchase 1,080,000 and 120,000 ordinary shares to our controlling shareholder and to Mr. Ben Zion Gruber respectively, at an exercise price of \$2.50 per share. These warrants expire in February 2015.

### Major 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 28, 2012, there were 146 holders of record of our ordinary shares, of which 128 record holders holding approximately 62.6% of our ordinary shares had registered addresses in the United States, 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 October 15, 2007, we entered into a \$3.0 million loan agreement with Mr. Yeung, pursuant to which, we issued to Mr. Yeung a convertible note that is convertible into ordinary shares at a conversion price of \$2.09 per share. The convertible note was initially scheduled to mature on October 14, 2010. In addition, Mr. Yeung received warrants to purchase up to an aggregate of 1,578,947 ordinary shares at an exercise price of \$2.375 per share, exercisable for a period of five years beginning on October 15, 2007. Effective as of April 2010, our Audit Committee and Board of Directors approved an amendment to the loan transaction according to which the maturity date of the notes and the expiration date of the warrants has been extended by two years, until October 14, 2012 and October 15, 2014, respectively. Pursuant to the Israeli Companies Regulations (Relief from Related Party Transactions) 5760-2000 and based on a legal opinion that we received, we determined that shareholder approval was not required for the amendment to the loan transaction, since it extends the term of an existing transaction that was duly approved in accordance with requirements of the Israeli Companies Law.

In September 2011, we entered into a revolving loan agreement with FCD, an entity controlled by Mr. Yeung, our controlling shareholder. The loan was in the principal amount of \$1.7 million, bearing interest of three month LIBOR + 2.5% per annum. The principal and all the unpaid interest accrued thereupon was paid on February 29, 2012 by means of a set-off against a loan received from Mr. Yeung, our controlling shareholder and Mr. Ben Zion Gruber, a shareholder and board member of our company. Pursuant to the Israeli Companies Regulations (Relief from Related Party Transactions) 5760-2000 and based on a legal opinion that we received, we determined that shareholder approval was not required for this loan because the transaction was at market terms, in the ordinary course of business and did not harm our best interests. However, in the event that within 14 days from the date of this Annual Report one or more shareholders holding at least 1% of our voting rights so request, this loan will be subject to the approval of a general meeting of our shareholders.

In February 2012, we entered into a \$3.0 million loan agreement with FCD and Mr. Ben Zion Gruber. The loan was approved by our Audit Committee and Board of Directors, and the transaction was also approved by our shareholders at an extraordinary meeting held in January 2012. FCD provided \$2.7 million and Mr. Ben Zion Gruber provided



\$300,000. We used \$1.7 million of the loan to repay in full all of the amounts due and payable under the September 2011 loan, as described above. We intend to use the remaining \$1.3 million to finance our future operations, including the continued development of our INS Technology and land radar for protection systems. The loan bears interest at the rate of the greater of three months LIBOR + 5% per annum, or 7% per annum. Interest is payable quarterly in arrears and the principal is due on February 28, 2014. In addition, on February 28, 2012 we issued to FCD and to Mr. Ben Zion Gruber, warrants to purchase 1,080,000 and 120,000 ordinary shares, respectively, at an exercise price of \$2.50 per share. These warrants may be exercised within a period of three years.

C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

Legal Proceedings

Currently, we are not a party to any 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, 2011.

ITEM 9. THE OFFER AND LISTING

A. Offer and Listing Details

Annual Stock Information

The following table sets forth for each of the years indicated, the range of high ask and low bid prices of our ordinary shares on the NASDAQ Capital Market:

Year	High	Low
2007	\$	