

**Supplement No. 2 to the Canadian Offering Memorandum Dated April 13, 2018**

Dated: May 15, 2020

**STATE OF ISRAEL**

**CANADIAN DOLLAR SAVINGS BONDS (SEVENTH SERIES)**

This Supplement No. 2 replaces and supplements Supplement No. 1 dated December 31, 2018.

Effective as of May 15, 2020, the denomination description of the 1-Year Canadian Dollar Sabra Savings Bond on the cover page in the third paragraph, under the “Denominations” section, and page 1 under the “Denominations” section of the Canadian Offering Memorandum Dated April 13, 2018, each of which currently states the following:

You may buy each 1-Year Canadian Dollar Sabra Savings Bond in a minimum denomination of CDN\$25,000 (and integral multiples of CDN\$1,000 in excess of CDN\$25,000). The maximum amount of 1-Year Canadian Dollar Sabra Savings Bonds that may be purchased by any person to be issued on any Issue Date is CDN\$500,000.

is restated in its entirety to read as follows:

You may buy each 1-Year Canadian Dollar Sabra Savings Bond in a minimum denomination of CDN\$5,000 (and integral multiples of CDN\$500 in excess of CDN\$5,000). The maximum amount of 1-Year Canadian Dollar Sabra Savings Bonds that may be purchased by any person to be issued on any Issue Date is CDN\$1,000,000.

## **CANADIAN OFFERING MEMORANDUM DATED MAY 31, 2019**

This Canadian offering memorandum constitutes an offering of the securities described herein only in those Canadian jurisdictions and to those persons where and to whom they may be lawfully offered for sale, and therein only by persons permitted to sell such securities. This Canadian offering memorandum is not, and under no circumstances is to be construed as, an advertisement or a public offering of the securities described herein. No securities commission or similar authority in Canada has reviewed or in any way passed upon this document or the merits of the securities described herein, and any representation to the contrary is an offence under applicable securities laws.

### **CDN\$300,000,000 STATE OF ISRAEL CANADIAN DOLLAR SAVINGS BONDS (SEVENTH SERIES)**

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#### **Summary Terms of Bonds**

This is an offering by the State of Israel of an aggregate amount of CDN\$300,000,000 State of Israel Savings Bonds (Seventh Series) and Savings Bonds (Sixth Series). The State of Israel pledges its full faith and credit for the due and punctual payment of principal and accrued interest, as well as for the due and timely performance of all of its obligations with respect to the bonds.

#### **Maturity**

We are offering bonds of five maturity periods: one (1), two (2), three (3), five (5) and ten (10) years. Your bond will mature on the first calendar day of the month during which the first, second, third, fifth or tenth anniversary, as the case may be, of the Issue Date of your bond occurs.

#### **Denominations**

You may buy each 1-Year, 2-Year, 3-Year, 5-Year and 10-Year Canadian Dollar Savings Bond in a minimum denomination of CDN\$2,500 (and integral multiples of CDN\$500 in excess of CDN\$2,500). You may buy each 1-Year Canadian Dollar Sabra Savings Bond in a minimum denomination of CDN\$25,000 (and integral multiples of CDN\$1,000 in excess of CDN\$25,000). The maximum amount of 1-Year Canadian Dollar Sabra Savings Bonds that may be purchased by any person to be issued on any Issue Date is CDN\$500,000. You may buy each 2-Year, 3-Year, 5-Year and 10-Year Canadian Dollar Sabra Savings Bond in a minimum denomination of CDN\$1,000 (and integral multiples of CDN\$100 in excess of CDN\$1,000). You may also buy each 5-Year and 10-Year Canadian Dollar Mazel Tov Savings Bond in a minimum denomination of CDN\$100 (and integral multiples of CDN\$10 in excess of CDN\$100). The maximum amount of Canadian Dollar Mazel Tov Savings Bonds that may be purchased by any person to be issued on any Issue Date (which, in the case of Canadian Dollar Mazel Tov Savings Bonds, is the 1st of each month), registered in the name of any one holder, is CDN\$2,500. You may also buy Canadian Dollar eMitzvah Savings Bonds in a minimum denomination of CDN\$36 and integral multiples of CDN\$18 in excess of CDN\$36. The maximum amount of Canadian Dollar eMitzvah Savings Bonds that may be purchased by any person on any purchase date, registered in the name of any one holder, is CDN\$90. The purchase of Canadian Dollar eMitzvah Savings Bonds is limited to Canadian residents and is only available, along with US\$eMitzvah Savings Bonds, on-line through the website of Canada-Israel Securities, Limited (<http://www.israelbonds.ca>).

#### **Issue Dates**

The Canadian Dollar Savings Bonds and the Canadian Dollar Sabra Savings Bonds will be issued on the 1st and 15th of each month. The Canadian Dollar Mazel Tov Bonds and the Canadian Dollar eMitzvah Savings Bonds will be issued on the 1st of each month. To purchase a bond of a specific Issue Date, your subscription must be accepted by or on behalf of the State of Israel before such Issue Date (or before such other date as may be announced). However, if you are reinvesting a matured State of Israel bond, in order for your new bond to be issued on the maturity date of your reinvested bond, your subscription must be accepted by or on behalf of the State of Israel

within five (5) calendar days after the maturity date of your reinvested bond (or, if such date falls on a non-Business Day, the first Business Day after such date).

**Interest**

The bonds will accrue interest from (and including) the Issue Date until (but not including) the maturity date, at the rate announced by the State of Israel prior to the Issue Date. Interest will be compounded annually and will not be paid until maturity. *The bonds will not earn or accrue interest after maturity.*

**Limitations on Transfer**

The transferability of the bonds is restricted as described in detail in this offering memorandum.

**Book Entry**

The State of Israel is issuing the bonds in book-entry form. Certificates will be issued only to government agencies, pension funds, financial institutions and Employee Benefit Plans that so request at the time of purchase. Certificates will not be issued for Canadian Dollar eMitzvah Savings Bonds.

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*See the section entitled "Risk Factors" in the accompanying offering memorandum for a discussion of certain factors you should consider before investing in the bonds.*

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This offering may have a special appeal to persons with an interest in the State of Israel rather than the general public. The bonds offered hereby are considered a separate and distinct class of securities, for all purposes, from any other State of Israel debt instruments, whether denominated in Canadian dollars or otherwise. The State of Israel may have issues of debt instruments outstanding which may, on any given day, provide a greater yield to maturity than the bonds being offered by this offering memorandum.

The bonds are being offered on a best-efforts basis, and the amount of proceeds from the offering will depend upon the principal amount of bonds sold.

NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THE SECURITIES OFFERED HEREUNDER AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE. THESE SECURITIES ARE ISSUABLE TO INDIVIDUALS AND ENTITIES ONLY WITHIN CANADA.

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Sales Agent:

**CANADA-ISRAEL SECURITIES, LIMITED**  
**1120 FINCH AVENUE WEST, SUITE 801, TORONTO, ONTARIO, M3J 3H7**

## DESCRIPTION OF THE BONDS

*We are issuing the bonds under the Amended and Restated Master Fiscal Agency Agreement, dated as of December 24, 2013 (as amended, further amended and restated or otherwise modified from time to time, the “Fiscal Agency Agreement”) between the State of Israel (also referred to in this offering memorandum as the “State” or “Israel”) and Computershare Trust Company of Canada, as fiscal agent (the “Fiscal Agent”).*

*This section of the offering memorandum is a summary of the material provisions of the bonds and the Fiscal Agency Agreement. Because it is only a summary, the description may not contain all of the information that is important to you as a potential investor in the bonds. Therefore, the State of Israel urges you to read the Fiscal Agency Agreement and the form of bond in making your decision on whether to invest in the bonds.*

*Whenever used in this offering memorandum, a “Business Day” shall mean any banking day in Toronto, Ontario.*

The State of Israel is offering CDN\$300,000,000 aggregate principal amount of Canadian Dollar Savings Bonds (Seventh Series). The State is offering twelve series of bonds: 1-Year Canadian Dollar Savings Bonds, 2-Year Canadian Dollar Savings Bonds, 3-Year Canadian Dollar Savings Bonds, 5-Year Canadian Dollar Savings Bonds, 10-Year Canadian Dollar Savings Bonds, 1-Year Canadian Dollar Sabra Savings Bonds, 2-Year Canadian Dollar Sabra Savings Bonds, 3-Year Canadian Dollar Sabra Savings Bonds, 5-Year Canadian Dollar Sabra Savings Bonds, 10-Year Canadian Dollar Sabra Savings Bonds, 5-Year Canadian Dollar Mazel Tov Savings Bonds, 10-Year Canadian Dollar Mazel Tov Savings Bonds and 5-Year Canadian Dollar eMitzvah Savings Bonds. The bonds are direct, unconditional and general obligations of the State of Israel. The State of Israel pledges its full faith and credit for the due and punctual payment of principal and accrued interest, as well as for the due and timely performance of all of its obligations with respect to the bonds. The terms of the bonds are as follows:

**Denominations.** The State of Israel will issue 1-Year, 2-Year, 3-Year, 5-Year and 10-Year Canadian Dollar Savings Bonds at a minimum denomination of CDN\$2,500 (and integral multiples of CDN\$500 in excess of CDN\$2,500). The State of Israel will issue 1-Year Canadian Dollar Sabra Savings Bonds at a minimum denomination of CDN\$1,000 (and integral multiples of CDN\$100 in excess of CDN\$1,000). The maximum amount of 1-Year Canadian Dollar Sabra Savings Bonds that may be purchased by any person to be issued on any Issue Date is CDN\$500,000. The State of Israel will issue 2-Year, 3-Year, 5-Year and 10-Year Canadian Dollar Sabra Savings Bonds at a minimum denomination of CDN\$1,000 (and integral multiples of CDN\$100 in excess of CDN\$1,000). The State of Israel will also issue 5-Year and 10-Year Canadian Dollar Mazel Tov Savings Bonds at a minimum denomination of CDN\$100 (and integral multiples of CDN\$10 in excess of CDN\$100). The maximum amount of Canadian Dollar Mazel Tov Savings Bonds that may be purchased by any person to be issued on any Issue

Date (which, in the case of Canadian Dollar Mazel Tov Savings Bonds, is the 1st of each month), registered in the name of any one holder, is CDN\$2,500. The State of Israel will also issue Canadian Dollar eMitzvah Savings Bonds in a minimum denomination of CDN\$36 and integral multiples of CDN\$18 in excess of CDN\$36. The maximum amount of Canadian Dollar eMitzvah Savings Bonds that may be purchased by any person on any purchase date, registered in the name of any one holder, is CDN\$90. The purchase of Canadian Dollar eMitzvah Savings Bonds is limited to Canadian residents and is only available, along with US\$eMitzvah Savings Bonds, on-line through the website of Canada-Israel Securities, Limited (<http://www.israelbonds.ca>).

### **Issue Dates and Sales Periods.**

- The Canadian Dollar Savings Bonds and the Canadian Dollar Sabra Savings Bonds will be issued on the 1st and 15th of each month (each, an “Issue Date” for such bonds). There will be two sales periods per month: bonds issued on the 15th of the month will be offered from the 1st of the month through the 14th of the month, and bonds issued on the 1st of the month will be offered from the 15th of the month preceding the Issue Date through the last day of that month.
- The Canadian Dollar Mazel Tov Savings Bonds and the Canadian Dollar eMitzvah Savings Bonds will be issued only once per month, on the 1st of each month (the “Issue Date” for such bonds) and will be sold in one sales period per month: from the 1st of the month preceding the Issue Date through the last day of that month.

In order to purchase a bond of a specific Issue Date, your subscription must be accepted by or on behalf of the State of Israel before such Issue Date (or before such other date as may be announced). If your subscription is accepted by or on behalf of the State on or after an Issue Date (or such other date), your bond will be issued on a subsequent Issue Date. However, if you are reinvesting a matured State of Israel bond, in order for your new bond to be issued on the maturity date of your reinvested bond, your subscription must be accepted by or on behalf of the State within five (5) calendar days after the maturity date of your reinvested bond (or, if such date falls on a non-Business Day, the first Business Day after such date). Unless sales of a certain bond are suspended, a subscription shall be deemed to have been accepted as of the date upon which the completed subscription forms and the purchase price are actually received in form acceptable to the Fiscal Agent or to Canada-Israel Securities, Limited on behalf of the Fiscal Agent.

**Maturity.** Your bond will mature on the first calendar day of the month during which the first (1st), second (2nd), third (3rd), fifth (5th) or tenth (10th) anniversary, as the case may be, of the Issue Date of your bond occurs. For example, a 3-Year Canadian Dollar Savings Bond issued on August 15, 2019 will mature on August 1, 2022. If your Issue Date is the 15th of the month, your bond will mature two weeks earlier than the total number of years of the bond. When the bonds become payable, you will receive the face amount of the bonds in Canadian currency.

**Interest Rate.** The interest rate applicable to each bond shall be determined by the State of Israel and announced not less than one (1) Business Day prior to the first day of the sales period of such bond. For example, the interest rate on a 10-Year Canadian Dollar Savings Bond issued on Monday, July 1, 2019 will be announced one (1) Business Day prior to June 15, 2019, i.e., on Friday, June 14, 2019 (or, if such date were a legal holiday in Israel, on the immediately prior Business Day in Israel).

**Interest and Maturity Payment.** Interest will accrue from (and including) the Issue Date of the bond and will be compounded annually until (but not including) the maturity date. The State of Israel will calculate interest on the bonds on the basis of a 365-day year. You will not receive interest on the bonds until maturity, at which point you will receive the aggregate amount in Canadian currency of principal and accrued interest on the bond by a cheque mailed to the last address of the registered owner as listed in the bond register or by a wire transfer to the bank account of the registered bondholder. If the maturity date is not a Business Day, you will receive payment accrued until (but not including) the maturity date on the next Business Day but no additional interest will accrue or be payable by reason of such extension. *Bonds do not earn or accrue interest after maturity.*

**Right to Suspend or Terminate Sales.** The State of Israel reserves the right to suspend or terminate new sales of any series of bonds at any time, for any period of time and for any reason, including without limitation, for reasons relating to market conditions. Any subscription received in respect of a series of bonds for which sales have been suspended will be returned to the subscriber.

**Limited Transferability.** You may not transfer or assign the bonds, except as described herein or with the prior written consent of the State of Israel. Subject to applicable securities laws, you may transfer the bonds to the following permitted transferees under the circumstances described below, provided that each such transferee of the bonds must hold at least the minimum purchase requirement (see “Denominations” above) with respect to such bonds:

- The State of Israel. If you donate your bond to the State of Israel, the bond (and any bond payments to which you might be entitled) will be canceled and the debt represented by the bond and/or cheque will be deemed forgiven;
- Any religious, charitable, literary, scientific or educational organizations, contributions to which, at the time of the transfer, give rise to a deduction or credit against income tax payable pursuant to the *Income Tax Act* (Canada), as heretofore or hereafter amended (or are accorded similar treatment under the laws of the country in which the transferee is located), provided that a transfer to such entity is made by gift or bequest without any compensation to the transferor;
- The owner’s spouse, children, grandchildren, siblings, parents or grandparents;
- A Pension Plan or an Employee Benefit Plan that owns a bond may transfer or assign the bond at any time to another Pension Plan or Employee Benefit Plan, provided that the

aggregate denomination of the bonds that are subject to any transfer is not less than CDN\$500,000. In this offering memorandum, “Pension Plan” refers to a pension plan, which is governed by or registered under one of the following statutes:

*Pension Benefits Standards Act, 1985 (Canada)*

*Pension Benefits Standards Act (British Columbia)*

*The Pension Benefits Act (Manitoba)*

*The Pension Benefits Act (New Brunswick)*

*Pension Benefits Act (Newfoundland)*

*Pension Benefits Act (Nova Scotia)*

*Pension Benefits Act (Ontario)*

*Pension Benefits Act (Prince Edward Island)*

*Employment Pension Plans Act (Alberta)*

*Supplemental Pension Plans Act (Quebec)*

In this offering memorandum, “Employee Benefit Plan” means any “employee benefit plan”, “employee trust”, “retirement compensation arrangement” or “registered pension plan”, all as defined in the *Income Tax Act (Canada)*, as heretofore or hereafter amended, or the regulations thereunder, or any comparable legislation then in effect at the time of determination, and any Union Plan, or, subject to the approval of the State, a plan or fund, if any, irrespective of its location or place or organization determined by the State to be a comparable plan or fund. A “Union Plan” means any treasury, strike or other fund established or maintained by an employee organization.

- Upon the death of the bondholder, to any person in accordance with such bondholder’s testamentary disposition and/or applicable laws of descent and distribution; or
- Anyone designated by a written direction signed in the name of the State of Israel as a permissible transferee.

*Due to the limited transferability of the bonds and the limited circumstances under which the State of Israel will purchase the bonds (see “Early Redemption” below), bondholders may not be able to readily liquidate their investment prior to maturity.*

**Event of Default.** If the State of Israel defaults on the payment of interest or principal with respect to a particular bond:

- Any amount of interest or principal in default will accrue interest at the interest rate applicable to such bond on the date of such default until such default is cured; and
- If any default continues for a period of ninety (90) calendar days, the principal amount of the bond will, at the option of, and upon written demand to us by, the registered owner(s) of the bond, mature and become due and payable, together with accrued and unpaid

interest, upon the date that such written demand is actually received by us, unless prior to such date the State of Israel cured all defaults in respect of the bonds.

**Early Redemption.** The bonds are subject to early redemption and repurchase by the State as described under this heading. Whether the bonds are redeemed at the option of the State, or repurchased by the State at the request of the bondholder or on such other terms and conditions as the State may determine, the State will redeem or repurchase bonds for a purchase price equal to the principal amount of the bond together with interest accrued to the redemption or repurchase date. If the redemption or repurchase price is not paid upon the surrender of any bond, then such bonds will continue to accrue interest at the rate prescribed for such bonds through the maturity of the bond.

**Repurchase by the State at the Request of a Bondholder.** A bond may be repurchased by the State prior to its maturity, but only on the first Business Day of a given month, within sixty (60) days following the State's receipt of a bondholder's written request accompanied by an instrument of transfer in a form approved by the Fiscal Agent, under the following four scenarios:

- Upon the death of any natural person who was the original registered owner of the bond ("Original Owner") or, in the event there is more than one Original Owner, upon the death of the last surviving Original Owner; provided that such obligation of the State to repurchase upon death shall cease and terminate and shall not apply when the bond is owned by a transferee or assignee.
- Upon the death of the Original Owner or, in the event there is more than one Original Owner, upon the death of the last surviving Original Owner, where such Original Owner(s) contributed the bond to a trust of which the Original Owner(s) is(are) the sole beneficiary(ies); provided that such obligation of the State to repurchase upon death shall cease and terminate and shall not apply when the bond is owned by a transferee or assignee.
- Upon the death of any natural person (or the dissolution of a testamentary trust following the death of such person) who owned such bond through a Registered Retirement Savings Plan (as defined in the *Income Tax Act* (Canada), as heretofore or hereafter amended).
- Upon the termination of any Employee Benefit Plan which owned such bond. In order to redeem a bond upon the termination of an Employee Benefit Plan that is the owner of the bond, sufficient evidence must be provided to the State of Israel that such Employee Benefit Plan has been terminated and that the assets must be liquidated to meet the Plan's commitments.

The first three scenarios described above are subject to the caveat that the State may suspend or terminate its obligation to purchase such bond if, in the opinion of the State, a material number of the affected original registered owners have died as a result of war, epidemic, catastrophe of nature or other disaster.



***Redemption at the Option of the State.*** The bonds are subject to redemption at any time by the State. The bonds of this series are redeemable as a whole or in part. If the bonds are redeemed in part, selection of the bonds will be at the State’s discretion; however, the bonds will be redeemed in groups, such that each group of bonds will consist of all bonds of this series that bear the same Issue Date (each, a “tranche”). In addition, no bonds of a particular tranche will be redeemed at the option of the State unless bonds of tranches with prior Issue Dates are or have been called for redemption. For purposes of such redemption, the bonds will be called in accordance with the provisions of the Fiscal Agency Agreement, and there will be no aggregation of different series or other debt instruments of the State. (For the avoidance of doubt, there will be no aggregation irrespective of any similarity in name, maturity, currency, denomination, integral terms and/or Issue Date between the bonds offered hereby and any different series or other debt instruments of the State.) A notice of redemption will be mailed to all bondholders by the Fiscal Agent between thirty (30) and sixty (60) days prior to the redemption date. The notice will set forth:

- The redemption date;
- Whether all bonds or a group of bonds are to be redeemed;
- In the case of a redemption of a group of bonds, a description of the group of bonds that are to be redeemed;
- The redemption price;
- That on the redemption date no owner of bonds called for redemption is entitled to more than the redemption price, and that the redemption price is due and payable on the redemption date; and
- The place where the bonds are to be redeemed.

The State will not be required to issue or register the transfer or exchange of any bond during the period beginning with the fifteenth (15th) Business Day prior to the date of the mailing of a notice of redemption through the end of the date of the mailing. The State will also not be required to register the transfer or exchange of any bond selected for redemption in whole or in part, except for the unredeemed portion of the bonds being redeemed in part.

***Repurchase by the State Under Other Terms and Conditions.*** In addition to a redemption or repurchase of the bonds as described above (see “Repurchase by the State at the Request of Bondholder” and “Redemption at the Option of the State”), the State reserves the right to repurchase the bonds in whole or in part, at any time, at such terms and under such conditions as may be determined by the State. Bonds so repurchased shall be purchased from bondholders willing to sell such bonds on the terms and conditions determined by the State in respect of such repurchase. Repurchased bonds may be held or resold by the State or surrendered to the Fiscal Agent for cancellation in accordance with the Fiscal Agency Agreement.

**Bond Certificate.** The State of Israel is issuing the bonds in book entry form. Therefore, bond certificates will not be issued (except in the limited circumstances described below in this paragraph but no certificates will be issued for Canadian Dollar eMitzvah Savings Bonds). Instead, the Fiscal Agent will mail to the purchaser and owner of each bond a confirmation that the owner has been listed in the bond register as the registered owner of the bond along with other pertinent information. Certificates will be issued only to government agencies, pension funds, financial institutions and Employee Benefit Plans (as defined under “Limited Transferability” above) that so request at the time of purchase. The State of Israel will forward all notices relating to the bonds to the registered owner(s). You may transfer a bond, if permitted under the terms of this offering memorandum, by notifying the Fiscal Agent in writing of the transfer request along with appropriate transfer documents and any fee and expenses, paid by the transferor, required by the Fiscal Agent. The transferor must also pay the State of Israel for any of its expenses in connection with the transfer. The Fiscal Agent will then record the transfer in the bond register. The State of Israel will only repurchase bonds upon presentation of appropriate transfer documents (and the bond certificate if one was issued) to the Fiscal Agent. Upon maturity of a book entry bond or redemption of a book entry bond, the Fiscal Agent will automatically pay the principal amount and accrued interest on the book entry bond to the registered owner by mailing a cheque to the last address of the registered owner as listed in the bond register or, if written instructions are given by the registered owner, by automatic clearing house funds to the bank and bank account specified by the registered owner. Bond certificate holders must present the physical certificate to the Fiscal Agent to receive payment. You will bear all expenses in connection with the replacement and delivery of a new bond. The State of Israel will issue a new bond certificate to you for no cost, in the event you notify the Fiscal Agent in writing that the bond certificate was never delivered, no later than six (6) months following the original Issue Date of the bond.

The foregoing description of the material terms of the bonds is qualified by reference to the full terms of the bonds and to the Fiscal Agency Agreement, the forms of which may be obtained from the Fiscal Agent upon request.

### **RISK FACTORS**

You should read this offering memorandum carefully. Words and expressions defined elsewhere in this offering memorandum have the same meaning in this section. Investing in the bonds involves certain risks. Israel may become unable to pay interest, principal or other amounts on or in connection with the bonds for any number of reasons. Factors which Israel currently views as material for assessing the risks of investing in the bonds are described below. However, additional risks that are not currently known to Israel, or that it currently deems immaterial, may arise or become material and, accordingly, Israel does not represent that the statements below regarding the risks of investing in the bonds are exhaustive. The materialization of any such known or unknown risks could, individually or cumulatively, have a

material adverse effect on Israel's ability to make payments on the bonds, in which case you could lose all or part of your investment. You should consider carefully whether an investment in the bonds is suitable for you in light of your personal circumstances. You should make your own inquiries as you deem necessary without relying on the State of Israel or Canada-Israel Securities, Limited and should consult with your financial, tax, legal, accounting and other advisors, prior to deciding whether to make an investment in the bonds. You should consider, among other things, the following:

### **Risks Related to the Bonds.**

*The bonds may not be a suitable investment for all investors.*

In considering whether to invest in the bonds you should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the bonds and the merits and risks of investing in the bonds;
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of your particular financial situation, an investment in the bonds and the impact the bonds will have on your overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the bonds, including where the currency for principal or interest payments is different from your currency;
- (iv) understand thoroughly the terms of the bonds and be familiar with the behaviour of any relevant indices and financial markets; and
- (v) be able to evaluate (either alone or with the help of a financial advisor) possible scenarios for economic, interest rate and other factors that may affect your investment and your ability to bear the applicable risks.

*There is no secondary trading market for the bonds and transferability is limited.*

Except under certain limited circumstances provided in the applicable offering memorandum, the bonds may not be transferred, sold or pledged. As a result, no secondary market can develop for the bonds and they will not be traded on an established securities market (or the substantial equivalent thereof).

*There can be no assurance that the laws of the Province of Ontario and applicable Canadian federal laws in effect as of the date of this offering memorandum will not be modified.*

The conditions of the bonds are based on the laws of the Province of Ontario and applicable Canadian federal laws in effect as of the date of this offering memorandum. No assurance can be given as to the impact of any possible judicial decision or change to the laws of

the Province of Ontario and applicable Canadian federal laws or administrative practice after the date of this offering memorandum.

*Legal investment considerations may restrict certain investments.*

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. You should consult your legal advisors to determine whether and to what extent (i) the bonds are legally permissible investments for you, (ii) the bonds can be used as collateral for various types of borrowing and (iii) other restrictions apply to your purchase or pledge of any bonds. Financial institutions should consult their legal advisors or the appropriate regulators to determine the appropriate treatment of the bonds under any applicable risk-based capital or similar rules.

*Investors in the bonds may be subject to interest rate risks.*

Investment in fixed rate bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the fixed rate bonds.

*The bonds are unsecured.*

The bonds constitute unsecured obligations of the State of Israel. This means that bondholders will not have recourse to any security or other assets of the State of Israel should the State default on its payment obligations in respect of the bonds.

*Bonds subject to optional redemption or repurchase by the State of Israel.*

The State of Israel may redeem or repurchase the bonds in whole or in part, at any time or from time to time, prior to their scheduled maturity dates. For example, the State may choose to redeem or repurchase the bonds when its cost of borrowing is lower than the interest rate on the bonds. Upon such redemption or repurchase, an investor might not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the bonds being redeemed and might only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

*Principal and interest payments will be made in Canadian dollars and will be subject to exchange rate risks and exchange controls affecting investors whose principal currency is not Canadian dollars.*

The State of Israel will pay principal and interest on the bonds in Canadian dollars. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit other than Canadian dollars ("Investor's Currency"). These include the risk that exchange rates may significantly change (including changes due to devaluation of the Canadian dollar or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Canadian dollar would decrease (1) the Investor's Currency-equivalent yield on the bonds and

(2) the Investor's Currency-equivalent value of the principal payable on the bonds. Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal.

**Risks Related to the State of Israel and the Geopolitical and Economic Environment.**

*Israel's access to credit is affected by external factors such as regional and international political and economic conditions.*

Israel's access to credit in the international capital markets is affected by regional and international political and economic conditions, including interest rates in financial markets outside Israel, the impact of changes in the credit rating of Israel, the security situation, the economic growth and stability of Israel's major trading partners, and the global high-tech market. As a result, political, economic or market factors, which may be outside Israel's control, may impact the debt dynamics of Israel and could adversely affect Israel's cost of funds in the international capital markets and the demand for Israel's debt securities.

*Israel's political, economic and military environment may continue to be volatile.*

Israel has from time to time experienced political situations and has been subject to ongoing security concerns. Since the establishment of the State of Israel in 1948, a number of armed conflicts have occurred between Israel and its Arab neighbours. Political instability in the Middle East increased after the terrorist attacks of September 11, 2001, the U.S. intervention in Iraq and news of Iran's reported nuclear program. Since 2005, when Israel withdrew from the Gaza strip, terrorist violence from Gaza has increased. If the level of instability and violence increases in the future, Israel's capital markets, the level of tourism in Israel and foreign investment in Israel, among other things, may suffer. The conflicts with Hamas in the Gaza strip and with Hezbollah in Lebanon may worsen and potentially affect Israel's economic condition. In addition, political volatility may affect the stability of the Israeli economy.

Since January 2011, there has been political instability and civil unrest in numerous Middle East and North African countries, including Bahrain, Egypt, Libya, Syria, Tunisia and Yemen. This unrest has resulted in the removal of long-standing leadership in several of the aforementioned countries and created turbulent political situations in others. As Israel is situated in this region, it closely monitors these events, aiming to protect its economic, political and security interests. The delicate relations between Israel and its neighbours could become even more fragile with the domestic turmoil and change in regimes. Instability in the Middle East and North Africa region have not so far materially affected Israel's financial or political situation, and countries that have signed peace agreements with Israel have remained committed to them, regardless of internal political developments. Nevertheless, there can be no assurance that such instability in the region will not escalate in the future, such instability will not spread to

additional countries in the region, current or new governments in the region will be successful in maintaining domestic order and stability, or Israel's economic or political situation will not thereby be affected. This uncertainty is highlighted by continued fighting in Syria and Iraq, where the Islamist militia group known as ISIS (Islamist State in Iraq and Syria) is challenging the territorial boundaries of both states. Recently, military efforts have decreased the presence of ISIS in Syria and Iraq, but there is growing concern regarding Shiite militias taking control over the relinquished territory and the creation of a land corridor from Tehran to the Mediterranean under Iranian influence.

*Israel is a foreign sovereign state and accordingly it may be difficult to obtain or enforce judgments against it.*

The State of Israel is a foreign sovereign government. Consequently, it may be difficult for investors to realize upon judgments of courts in Canada against the State of Israel. The State of Israel will irrevocably agree not to assert any defence based on immunity, including foreign sovereign immunity, from jurisdictions to which it might otherwise be entitled in any action arising out of or based on the bonds which may be instituted by the holder of any bonds in any federal or provincial court in Canada or in any competent court in the State of Israel. Because the State of Israel has not waived its sovereign immunity in connection with any action arising out of or based on provincial securities laws, it will not be possible to obtain a Canadian judgment against the State of Israel based on such laws unless a court were to determine that the State of Israel is not entitled under the State Immunity Act (Canada) to sovereign immunity with respect to such actions. Under the laws of the State of Israel, assets of the State of Israel are immune from any form of execution.

*The current global economic climate and continued economic disruption in Europe may have an adverse effect on Israel's economy.*

Israel's economy continues to be affected by current global economic conditions and the slow-growth climate in the global environment, particularly in Europe. Europe continues to face uncertainty as some "eurozone" countries face moderate to low growth and low inflation. The continued sluggish growth in the European Union, which is one of Israel's major trade partners, could have a material adverse impact on Israel's balance of trade and thereby adversely affect Israel's financial condition. Since late 2009, several "eurozone" governments, including Greece, Spain, Italy, Ireland, Portugal, France and Cyprus, have experienced rising national debt levels coupled with the downgrade of the credit ratings of their government debt. As a result of the sovereign debt crisis in Europe, there was significant price volatility in the secondary market for sovereign debt of European and other nations at the beginning of this decade. Additionally, speculation regarding the inability of Greece and other "eurozone" governments to pay their national debts remains uncertain, although these concerns have eased in recent years. Another global economic condition that has had a negative impact on the Israeli economy is the slowdown in key emerging economies, including China and Brazil, which has contributed to the slowdown in Israeli exports. The beginning of the retreat of the Board of Governors of the U.S.

Federal Reserve System from its past accommodative monetary policy may also influence the Israeli economy.

Although Israel's economy has sustained moderate rates of growth in recent years, there can be no assurance that Israel's economy will continue to grow in a prolonged negative global economic climate.

*The successful development of Israel's natural gas reserves involves certain risks that may make expected natural gas production levels unobtainable.*

There are numerous uncertainties associated with estimating quantities of natural gas reserves and projecting future rates of production and the level of revenue Israel will recover from its natural gas fields. These items are, in part, dependent on the reliability of seismic measurement technologies, the future international market for natural gas and other energy substitutes, as well as future development and operating costs, all of which may in fact vary considerably from Israel's current assumptions concerning royalties and tax revenues. Moreover, certain of Israel's neighbouring countries have asserted mineral rights with respect to certain natural gas reserves to which Israel currently lays claim. Any failure to meet expected natural gas production targets on the forecasted timelines, or at all, could have a negative impact on Israel's progress towards energy independence or the revenues that will be received by the State of Israel.

## **TAX MATTERS**

The following is a summary of the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) (the "Tax Act") generally applicable to a holder who acquires the bonds pursuant to this offering memorandum and who, for the purposes of the Tax Act and at all relevant times, is, or is deemed to be, resident in Canada, holds the bond as capital property and deals at arm's length with the State of Israel. A bond will generally be considered to be capital property to a holder unless it is held in the course of carrying on a business or was acquired in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is not applicable to a holder (i) that is a "financial institution" as defined in the Tax Act for purposes of the mark-to-market rules; (ii) an interest in which would be a "tax shelter investment" as defined in the Tax Act; (iii) that is a "specified financial institution" as defined in the Tax Act; (iv) that reports its "Canadian tax results" (as defined in the Tax Act) in a currency other than Canadian currency; or (v) that has entered or will enter into a "synthetic disposition arrangement" or "derivative forward agreement" (as such terms are defined in the Tax Act) with respect to the bonds. This summary does not address the deductibility of interest by a holder who borrows money to acquire the bonds. Any such holder to which this summary does not apply should consult its own tax advisor.

This summary is based on the provisions of the Tax Act in force on the date hereof, all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (“Tax Proposals”) and our Canadian legal counsel’s understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency. This summary assumes that the Tax Proposals will be enacted in the form proposed; however, no assurance can be given that the Tax Proposals will be enacted in the form proposed or at all.

This summary is not exhaustive of all possible Canadian federal income tax considerations and, except for the Tax Proposals, does not take into account or anticipate any changes in law, whether by legislative, governmental, administrative or judicial decision or action, nor does it take into account provincial, territorial or foreign income tax legislation or considerations, which may differ significantly from those discussed herein.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular holder and no representations with respect to the income tax consequences to any particular holder or a prospective holder is made. Prospective holders should consult their own tax advisors for advice with respect to the tax consequences to them of acquiring, holding and disposing of the bonds, having regard to their particular circumstances.

**Taxation of Interest on Bonds.** A holder that is a corporation, partnership, unit trust or any trust of which a corporation or partnership is a beneficiary will be required to include in computing its income for a taxation year any interest on a bond that accrues or is deemed to accrue to the holder to the end of that taxation year or becomes receivable or is received by the holder before the end of that taxation year, except to the extent that such interest was included in the holder’s income for a preceding taxation year.

Any other holder, including an individual (other than certain trusts), will be required to include in computing its income for a taxation year any interest on a bond that is received or receivable by such holder in that taxation year (depending upon the method regularly followed by the holder in computing income), except to the extent that such interest was included in the holder’s income for a preceding taxation year. In addition, if at any time a bond should become an “investment contract” (as defined in the Tax Act) in relation to a holder, such holder will be required to include in computing income for a taxation year any interest that accrues or is deemed to accrue to the holder on the bond up to the end of any “anniversary day” (as defined in the Tax Act) in that taxation year to the extent such interest was not otherwise included in the holder’s income for that taxation year or a preceding taxation year.

A holder that throughout the relevant taxation year is a “Canadian-controlled private corporation” (as defined in the Tax Act) may be liable to pay an additional tax (refundable in



certain circumstances) on its aggregate investment income, which is defined in the Tax Act to include interest.

**Capital Gains and Losses.** A disposition or deemed disposition of the bonds by a holder, including a redemption, payment on maturity or purchase for cancellation will generally give rise to a capital gain (or capital loss) equal to the amount by which the holder's proceeds of disposition, net of any amount otherwise required to be included in the holder's income as interest, exceed (or are less than) the total of the adjusted cost base of the bonds and any reasonable costs of disposition. Generally, one-half of any capital gain (a "taxable capital gain") realized by a holder in a taxation year must be included in the holder's income for the year, and one-half of any capital loss (an "allowable capital loss") realized by a holder in a taxation year must be deducted from taxable capital gains realized by the holder in that year. Allowable capital losses for a taxation year in excess of taxable capital gains for that year generally may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years, to the extent and under the circumstances described in the Tax Act.

A holder that is, throughout the relevant taxation year, a Canadian-controlled private corporation, may be liable to pay an additional tax (refundable in certain circumstances) on its aggregate investment income, which is defined in the Tax Act to include taxable capital gains.

Capital gains realized by an individual (including certain trusts) may give rise to a liability for alternative minimum tax as calculated under the detailed rules set out in the Tax Act.

**Foreign Property Information Reporting.** In general, a holder that is a "specified Canadian entity" (as defined in the Tax Act) for a taxation year or fiscal period and whose total "cost amount" of all "specified foreign property" (as defined in the Tax Act) at any time in the taxation year or fiscal period exceeds \$100,000 is required to file an information return for the year or fiscal period disclosing prescribed information in respect of such property. Subject to certain exceptions, a holder will generally be a specified Canadian entity. The bonds will be a specified foreign property to a holder. Accordingly, holders should consult their own tax advisors regarding compliance with these rules.

#### **FISCAL AGENT**

Computershare Trust Company of Canada will act as the Fiscal Agent for the bonds. The address for Computershare Trust Company of Canada is 100 University Avenue, 8<sup>th</sup> floor, Toronto, Ontario M5J 2Y1, Attention: State of Israel Bonds. The telephone number is 416-263-9200.

#### **OTHER STATE OF ISRAEL DEBT INSTRUMENTS**

The State of Israel issues debt instruments, including securities denominated in Canadian and/or U.S. dollars, whose names, series, maturities, denominations, issue dates, interest commencement dates, maturity dates and/or other integral terms may be similar to those of the bonds. The bonds offered hereby are considered a separate and distinct class of securities, for all purposes, from any other State of Israel debt instruments irrespective of any such similarity. For purposes of a redemption at the option of the State, the bonds will be called in accordance with the provisions of the Fiscal Agency Agreement, and there will be no aggregation of different series or other debt instruments of the State (see “Early Redemption – Redemption at the Option of the State” above).

### **AVAILABLE INFORMATION**

Israel is not subject to the informational requirements of the United States *Securities Exchange Act of 1934*. Israel files annual reports on Form 18-K with the U.S. Securities and Exchange Commission (the “SEC”) on a voluntary basis. These reports and any amendments to these reports include certain financial, statistical and other information about Israel and may be accompanied by exhibits. You may read and copy any document Israel files with the SEC at the SEC’s public reference room located at the Office of Investor Education and Assistance, U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549-0213. Israel’s SEC filings are also available to the public from the SEC’s website at <http://www.sec.gov>. You may obtain information on the public reference room by calling the SEC at 1-800-SEC-0330.

### **INCORPORATION OF DOCUMENTS BY REFERENCE**

The annual report of Israel for 2017 on Form 18-K, its exhibits and any amendment to that annual report on Form 18-K and its exhibits, as well as all future annual reports and amendments to such annual reports that Israel files with the SEC until Israel sells all of the bonds covered by this offering memorandum, are considered part of and incorporated by reference in this offering memorandum. Each time Israel files a document with the SEC that is incorporated by reference, the information in that document automatically updates the information contained in previously filed documents.

Any person receiving a copy of this offering memorandum may obtain, without charge, upon written or oral request, a copy of any of the documents incorporated by reference herein. Written requests for such documents should be directed to Canada-Israel Securities, Limited, 1120 Finch Avenue West, Suite 801, Toronto, Ontario, M3J 3H7.

### **USE OF PROCEEDS**

Unless otherwise indicated in an offering memorandum supplement to this offering memorandum, the proceeds to the State of Israel from the sale of bonds will be used for general State of Israel purposes. No part of the proceeds received from this bond issue is specifically

allocated to any particular project, and no part of the assets or receipts of any projects is earmarked for payments of the bonds obligations.

#### **SALES AGENT**

Canada-Israel Securities, Limited, 1120 Finch Avenue West, Suite 801, Toronto, Ontario, M3J 3H7 is the sole and exclusive agent for the sale of the bonds. Since this offering is on a best efforts basis, there is no assurance that all of the bonds will be sold.

#### **DEBT RECORD**

The State of Israel has never defaulted on the payment of principal or interest on any of its internal or external indebtedness.

#### **JURISDICTION; CONSENT TO SERVICE AND ENFORCEABILITY**

The State of Israel is a foreign sovereign government. Consequently, it may be difficult for investors to realize upon judgments of courts in Canada against the State. The State will irrevocably agree not to assert any defence based on immunity, including foreign sovereign immunity, from jurisdictions to which it might otherwise be entitled in any action arising out of or based on the bonds which may be instituted by the holder of any bonds in any federal or provincial court in Canada or in any competent court in the State of Israel. Israel has appointed Canada-Israel Securities, Limited, at its registered office in Canada, as its authorized agent upon whom process may be served in any action arising out of or based upon the bonds which may be instituted in any court in Canada by the holder of any bonds. Such appointment shall be irrevocable until all amounts in respect of the principal, premium, if any, and interest, if any, due or to become due on or in respect of the bonds have been paid by the State of Israel, except that, if for any reason, the authorized agent ceases to be able to act as such authorized agent or no longer has an address in Canada, the State of Israel will appoint another person in Canada as its authorized agent. Canada-Israel Securities, Limited is not the agent for service for actions under the applicable provincial securities laws and Israel's waiver of immunity does not extend to such actions. Because the State of Israel has not waived its sovereign immunity in connection with any action arising out of or based on provincial securities laws, it will not be possible to obtain a Canadian judgment against the State of Israel based on such laws unless a court were to determine that the State of Israel is not entitled under the *State Immunity Act* (Canada) to sovereign immunity with respect to such actions. Under the laws of the State of Israel, assets of the State of Israel are immune from any form of execution.

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