

**STRATASYS LTD.**  
**EXECUTIVE COMMITTEE CHARTER**

The Board of Directors (the “**Board**”) of Stratasys Ltd., an Israeli company (the “**Company**”) has constituted and established an Executive Committee (the “**Committee**”) with the authority, responsibility and specific duties that are described in this Executive Committee Charter (this “**Charter**”).

**Overall Purposes**

The primary overall purpose of the Committee is to assist in the implementation of the business strategy of the Company. In addition, for the Initial Period (as defined under the Company’s articles of association (the “**Articles**”) following the consummation of the merger (the “**Merger**”) between Objet Ltd. (“**Objet**”) (through its subsidiaries) and Stratasys, Inc. (“**Stratasys**”, and together with Objet, the “**Predecessor Companies**”), until such time as the Board determines that it need not continue to do so, the Committee’s other primary purpose shall be to oversee the integration of the Predecessor Companies.

Furthermore, for so long as the Board is not required by applicable law and/or stock exchange listing requirements to, and does not actually, appoint a stand-alone nominating committee or corporate governance committee (or other committees bearing equivalent responsibilities), or a compensation committee, the Committee shall have the responsibilities (as described below) that such committees are required to possess under the applicable rules or regulations (if any) of the Israeli Companies Law, 1999 (the “**Companies Law**”), the U.S. Securities and Exchange Commission (the “**SEC**”), the NASDAQ Stock Market, LLC (“**NASDAQ**”) and the rules of such other trading market on which the Company’s ordinary shares are then listed or quoted. To the extent that the Company becomes subject to a requirement to appoint either such separate committee or voluntarily does so, the authority and function of the Committee under this Charter with respect to matters that are within that separate committee’s purview shall terminate automatically.

The Committee shall also possess supervisory authority with respect to treasury matters for the Company (see page 4).

In carrying out the foregoing purposes, the Committee may, at times, exercise the powers and authorities of the Board as a whole. Notwithstanding the foregoing, any action taken by the Committee that is outside of the ordinary course of the Company’s business or that otherwise requires approval by the Board under applicable legal or stock exchange listing requirements shall require subsequent approval by the entire Board.

**Membership**

The Committee shall be composed of four members of the Board who will have the power to vote on matters that are brought before the Committee for its decision. In addition, the Company’s Chief Executive Officer (the “**CEO**”) shall serve, in an observer, non-voting capacity, as a fifth member of the Committee.

For the Initial Term or until such later time at which the 2014 annual general meeting of the Company’s shareholders occurs in accordance with the Articles, the representation of designees of each of the Predecessor Companies on the Committee (with respect to full, voting members thereof) shall be equal. Any vacancies on the Committee during the Initial Term will be filled as follows: should there be a vacancy of a Class A Director or Class A External Director (i.e., directors designated by Objet initially) on the Committee, then the Chairman of the Committee shall nominate another director to serve on the Committee, with the consent of the

Chairman of the Board, and should there be a vacancy of a Class B Director (i.e., a director designated by Stratasys initially) on the Committee, then the Chairman of the Board shall nominate another director to serve on the Committee, with the consent of the Chairman of the Committee. If there is a vacancy in office of Chairman of the Executive Committee, then the Class A Directors shall nominate another director to serve on the Committee and as the Chairman of the Committee, with the consent of the Chairman of the Board; and if there is a vacancy in the office of Chairman of the Board, then the Class B Directors shall nominate another director to serve on the Committee, with the consent of the Chairman of the Committee.

## **Meetings**

It is intended that the Committee hold regularly scheduled meetings at least once every month and special meetings more frequently as circumstances require. The Committee may ask members of management (besides the CEO, who shall be present regularly as an observing member of the Committee) or others to attend its meetings and provide pertinent information, as necessary. The Committee shall, at such times as it deems appropriate, meet separately with the Company's management, any member of the Company's finance or treasury (if any) departments or any other Company employee to discuss any matters that the Committee or any of those persons believe should be discussed privately. The Committee shall maintain free and open communication with management of the Company. The Committee may invite the Company's legal counsel, if the Committee so requests, to be present at a meeting (during discussions or decision making).

The Chairman of the Committee (the "**Chairman**") or his or her designee or agent shall provide notice of each meeting of the Committee to each of the Committee's members a reasonable time in advance of such meeting. Any Committee member may request that the Chairman call a meeting in order to discuss a matter detailed in his or her request for a meeting, and the Chairman shall call a meeting within a reasonable time thereafter. The Chairman may likewise independently call a meeting of the Committee at his or her discretion. The Chairman shall set the agenda of any such meeting in accordance with any such request.

The Committee shall have the power to retain, without Board approval and at the Company's expense, the services of, as it deems appropriate, outside counsel, accountants and other experts and consultants to assist the Committee in connection with its responsibilities, with sole authority to determine such firms' fees and other retention terms.

The Committee may delegate its authority to subcommittees established from time to time by the Committee, which subcommittees shall consist of one or more members of the Committee and shall report to the Committee.

A quorum for a convened meeting of the Committee shall be a majority of the members thereof. The Committee may hold meetings by use of any means of communication, on condition that all participating members can hear each other at the same time. In the case of a resolution passed by way of a telephone call or any such other means of communication, a copy of the text of the resolution shall be sent, as soon as possible thereafter, to the members of the Committee. The Committee shall record minutes of its meetings. Each member of the Committee (other than the CEO) shall participate in votes on matters brought before the Committee for approval on an equal, one-vote-per-member basis. To the extent that any member of the Committee has a personal interest (as then defined under the Companies Law)<sup>1</sup> in the approval of any matter, he or she shall be excused from the discussion and vote with respect to such matter.

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<sup>1</sup> As of the adoption of this Charter, under the Companies Law, a personal interest includes any personal interest held by a person's spouse, siblings, parents, grandparents or descendants; spouse's descendants, siblings or parents; and the spouses of any of the foregoing, and also includes any interest held by any

## **Responsibilities**

The Committee's specific responsibilities and authorities shall include:

### **Business Strategy**

- Assisting in the development and implementation of the Company's business strategy: The Committee shall oversee the Company's management on its development of the Company's annual and long-term plans and annual budget, including capital expenditures, and on strategic issues, problems, and initiatives involving the Company's business and shall likewise provide guidance to management as necessary or appropriate.
- Recommending to the Board for review and approval the Company's annual and long-term plans as well as its annual budget to be presented to the Board by management.

### **Corporate Governance and Nominations**

- Exercising general oversight with respect to the governance of the Board.
- Recommending to the Board nominees to fill vacancies on the Board and/or to stand for election as directors: The Committee shall review the qualifications of, and recommend to the Board, proposed nominees for election to the Board prior to every annual meeting of the Company's shareholders to be held in accordance with the Articles. The Committee shall develop criteria for identifying individuals qualified to become Board members. The Committee shall have sole authority to retain any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.
- Evaluating and recommending to the Board corporate governance practices applicable to the Board's committees: The Committee shall review the duties and composition of committees of the Board, including a review of the criteria for composition of the (i) audit committee under the NASDAQ Listing Rules (or other applicable stock exchange rules) and the rules and regulations of the SEC and under the Companies Law; (ii) any other committee of the Board; and (iii) the Committee itself, under the NASDAQ Listing Rules (or other applicable stock exchange rules). The Committee shall identify and recommend to the Board those directors who are qualified to become members of each Board committee, taking into account such listing and regulatory criteria (if applicable) as well as such other factors as the Committee deems appropriate.
- Performing an annual review of the Board's performance and reporting to the Board thereon.
- Reviewing shareholder proposals submitted pursuant to (i) the Companies Law or (ii) (to the extent that the Company is then subject to the SEC's proxy rules) the Securities Exchange Act of 1934, as amended, and the rules thereunder; and providing the Company's proposed responses thereto.

### **Compensation**

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corporation in which the person owns 5% or more of the share capital, is a director or general manager or in which he or she has the right to appoint at least one director or the general manager. A personal interest furthermore includes the personal interest of a person for whom the subject person holds a voting proxy or the interest of the subject person with respect to his or her vote on behalf of the shareholder for whom he or she holds a proxy even if such shareholder itself has no personal interest in the approval of the matter.

- Establishing annual and long-term performance goals, objectives and associated metrics for the Company's executive officers and other "office-holders" (as defined under the Israeli Company Law, 2000, as amended)(referred to herein as "Office-Holders"), as well as reviewing the overall compensation philosophy of the Company and making recommendations to the Audit Committee, in accordance with applicable law, concerning the compensation of the Company's Office-Holders (but not including the Chairman of the Board or the Chairman of the Executive Committee). This responsibility includes:

- (i) evaluating the performance of the CEO in light of approved performance goals and objectives, as well as evaluating, in consultation with the CEO, the performance of other senior executive officers;

- (ii) making proposals to the Audit Committee and the Board with respect to cash compensation plans (including base compensation and incentive compensation), equity-based compensation plans and other benefit plans with regard to the CEO and other executive officers and Office-Holders who are not Directors of the Company (referred to herein as "Non-Director Office-Holders") and making proposals regarding said officers'/Office-Holders' remuneration, which will be submitted for approval to the Audit Committee and then the entire Board;

- (iii) making proposals regarding remuneration of members of the Board of Directors, which will be submitted for approval by the Audit Committee, the entire Board of Directors and the Company's shareholders, in accordance with applicable Israeli law;

- (iv) administering the Company's equity incentive plans;

- (v) proposing to the Board the number of shares to be included in any pool of options or other equity-based awards to be granted under the global multi-year, annual and any other equity incentive plans, as may be established from time-to-time ("Company Plans"); and

- (vi) granting options and other equity-based awards under Company Plans to grantees other than Company Directors, executive officers and other Non-Director Office-Holders out of the pool reserved for such awards established by the Board or as otherwise authorized by the Board, and - with respect to grants of options and awards to the CEO and other executive officers and Non-Director Office Holders – making recommendations on such grants in accordance with clause (ii) above.

In making its recommendation on the long-term incentive component of the compensation of the Company's CEO and other executive officers and Non-Director Office-Holders, the Committee may consider: (i) the Company's performance and relative shareholder return; (ii) the value of similar incentive awards to executive officers and other Non-Director Office-Holders at comparable companies, and (iii) any such other factors as the Committee deems appropriate.

### **Treasury Oversight**

- Reviewing the Company's overall financial risk management: Specific areas to be reviewed and approved include foreign exchange risk (and related hedging policies); interest rate risk; credit risk and liquidity management. The Committee shall report to and make recommendations to the Board regarding these matters. In furtherance of the foregoing, the Committee may develop and/or review the Company's Treasury Policy (or equivalent policy), if any, to ensure its ongoing appropriateness and adequacy and consider the Company's hedging policy. The Committee may furthermore review the processes and procedures related to the treasury Policy to ensure that they are adequate, in line with best practice and properly controlled.

### **Capital Expenditures**

- Approving changes in the Company's budgeted capital expenditures presented by the Company's management, subject to review and approval by the Board of any changes that would result in the capital expenditures of the Company to exceed 115% of that year's budgeted capital expenditures.

### **General**

- Exercising some or all powers of the Board between regularly scheduled meetings: In fulfilling the foregoing responsibilities, the Committee may exercise the Board's authority, subject to approval by the Board as a whole for any matter that is outside of the ordinary course of the Company's business or that otherwise requires approval by the Board under the Companies Law or other applicable legal or stock exchange listing requirements (and shall be subject to approval by another Board committee, if so required under legal or stock exchange listing requirements). Any power so exercised shall be reported at the next regular meeting of the Board.

### **Reporting**

The Committee will apprise the Board regularly of significant developments in the course of performing the above responsibilities and duties. Without derogating from the aforesaid, the Committee shall submit any recommendation or resolution which is subject to Board approval a reasonable time prior to the contemplated Board meeting.