Filed by 3D Systems Corporation pursuant to Rule 425 under the U.S. Securities Act of 1933, as amended, and deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934, as amended

Subject Company: Stratasys Ltd. Commission File No.: 001-35751

The following investor presentation was made available on the 3D Systems Corporation investor relations website (www.3dsystems.com/investor) on June 27, 2023.



#### **Forward-Looking Statements**

Certain statements made in this document that are not statements of historical or current facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forwardlooking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the company to be materially different from historical results or from any future results or projections expressed or implied by such forward-looking statements. In many cases, forward-looking statements can be identified by terms such as "believes," "belief," "expects," "may," "will," "estimates," "intends," "anticipates" or "plans" or the negative of these terms or other comparable terminology. Forward-looking statements are based upon management's beliefs, assumptions and current expectations and may include comments as to the company's beliefs and expectations as to future events and trends affecting its business and are necessarily subject to uncertainties, many of which are outside the control of the company. The factors described under the headings "Forward-Looking Statements" and "Risk Factors" in the

periodic filings with the Securities and Exchange Commission, as well as other factors, could cause actual results to differ materially from those

reflected or predicted in forward-looking statements. In particular, we note that there is no assurance that a definitive agreement for the transaction referenced in this document will be entered into or consummated or that integration will be successful or synergies will be realized if such transaction were to be consummated. Business combination proposals, transactions and integrations are subject to numerous risks and uncertainties. Although management believes that the expectations reflected in the forward-looking statements are reasonable, forward-looking statements are not, and should not be relied upon as a guarantee of future performance or results, nor will they necessarily prove to be accurate indications of the times at which such performance or results will be achieved. The forward-looking statements included are made only as of the date of the statement. 3D Systems undertakes no obligation to update or revise any forward-looking statements made by management or on its behalf, whether as a result of future developments, subsequent events or circumstances, or otherwise, except as required by law.



#### **Additional Information**

This communication does not constitute an offer to buy or sell or the solicitation of an offer to sell or buy any securities. This communication relates to a proposal which 3D Systems has made for a business combination with Stratasys. In furtherance of this proposal and subject to future developments, 3D Systems (and, if a negotiated transaction is agreed, Stratasys) may file one or more registration statements, proxy statements or other documents with the SEC. This communication is not a substitute for any proxy statement, registration statement, prospectus or other document that 3D Systems and/or Stratasys may file with the SEC in connection with the proposed transaction.

Investors and security holders of 3D Systems and Stratasys are urged to read the proxy statement(s), registration statement, prospectus and/or other documents filed with the SEC carefully in their entirety if and when they become available as they will contain important information about the proposed transaction. Any definitive proxy statement(s) or prospectus(es) (if and when available) will be mailed to stockholders of 3D Systems and/or Stratasys, as applicable. Investors and security holders will be able to obtain free copies of these documents (if and when available) and other documents filed with the SEC by 3D Systems through the web site maintained by the SEC at http://www.sec.gov.

This document shall not constitute an offer to buy or sell or the solicitation of an offer to sell or buy any securities, nor shall there be any sale of

securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

This communication is neither a solicitation of a proxy nor a substitute for any proxy statement or other filings that may be made with the SEC. Nonetheless, 3D Systems and its directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. You can find information about 3D Systems' executive officers and directors in 3D Systems' definitive proxy statement filed with the SEC on April 5, 2023. Additional information regarding the interests of such potential participants will be included in one or more registration statements, proxy statements or other documents filed with the SEC if and when they become available. These documents (if and when available) may be obtained free of charge from the SEC's website at http://www.sec.gov.Systems undertakes no obligation to update or revise any forward-looking statements made by management or on its behalf, whether as a result of future developments, subsequent events or circumstances, or otherwise, except as required by law



# **Proposed Transaction Summary**

Consideration	Consideration of \$7.50 in cash and 1.3223 shares of 3D Systems common stock per Stratasys ordinary share
	Implies a nominal value per Stratasys share of approximately ~\$20 based on 3D Systems' 10-Day VWAP as of June 26, 2023
	Open to offering Stratasys shareholders the opportunity to choose consideration mix, subject to customary limits on the aggregate amount of cash and stock
Implied Pro Forma Ownership	Approximately 41% Stratasys shareholders on a fully-diluted basis
Deal Certainty	At least as favorable to Stratasys as Desktop Metal transaction and no CFIUS or ITAR closing conditions
	No financing contingency – financed entirely by cash on combined balance sheet
Synergies	Mutually agreed on significant near-term cost synergies of at least \$100M

Source: Factset, Company Filings, Press Releases. Market data as of 26-Jun-2023.



# **An Unparalleled Transaction for Stratasys Shareholders**

Creates Player with **Differentiated Scale** and Broadest Capabilities in Rapidly **Growing Industry** 

**Delivers Exceptional** Cost Synergies that **Drive Significant Value** Creation

Secures Higher Value **Through Stronger** Financial Profile

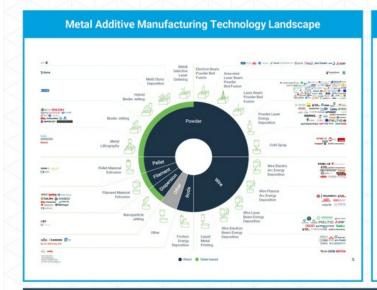
Higher Value. Equal Certainty. The Best Path Forward.

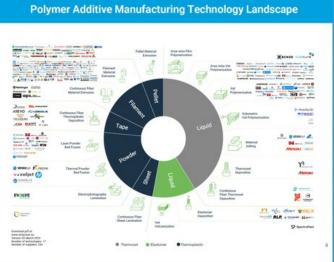
3D SYSTEMS | stratasys





# **Fragmented Industry In Need of Scale**





Scale drives costs down and improves ability to compete with emerging Chinese players

Source: Ampower Insigh



# **Shareholders to Benefit from Supportive Industry Trends**





~21% **CAGR Over** Next 5-7 Years<sup>2</sup>

#### **Compelling Growth Drivers**



Additive Manufacturing experiencing an inflection point as it transitions from the lab to the factory floor driven by improved economics and supply chain risk reduction



Continuous expansion of Additive Manufacturing use cases into new industries



Increasing software integration that incorporates AI and machine learning will drive 3D printing workflow optimization



3D printing with advanced materials rapidly expanding use in human applications (dental, orthopedic, biologic)



Post-COVID reevaluation of supply chain is driving increased adoption of Additive Manufacturing

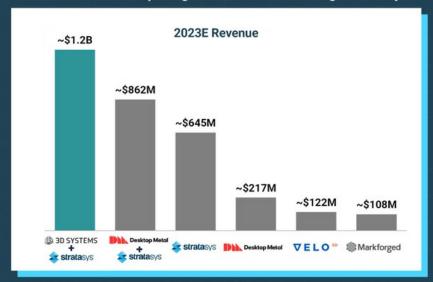






# **Building a Scaled Champion**

Creates the Most Compelling Additive Manufacturing Pure-Play Stock



~40K

Customers<sup>1</sup>

600+

Channel Partners<sup>1</sup>

1M+

Parts Printed Per Day<sup>2</sup>

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Source: Public Filings, Management Estimates. 1 Based on 3D Systems management estimates. 2 Reflects 3D Systems standalone

# **Scale Drives Greater Profitability**

"The problem of this industry (...) no one has scale. So we want to scale. We want an inflection point. We want to be in manufacturing, but at the same time, we don't have the scale to do it. It's all about scale. And we can, as an industry, wait for this scale, but we need the power around in order to be able really to scale."

- Yoav Zeif, Stratasys, CEO

"Scale is the most important thing in reaching a high level of profitability."

- Ric Fulop, Desktop Metal, CEO

Source: Stratasys and Desktop Metal Combination Conference Call and Webcast on 25 May 202



#### **An Attractive Core Business Poised for Further Growth**

#### **Existing Core Business Segments**



- 9% year-over-year growth1
- Driven by market leadership in Aerospace & Defense



Transportation & **Motor Sports** 



Semiconductor

Aerospace & Defense



Oil & Gas and Energy

#### **Healthcare Solutions** (ex. Dental)

- 22% year-over-year growth1
- Driven by emergence of Virtual Surgical Planning and Orthopedic applications







Craniomaxillofacial



Orthopedic

#### **Dental Solutions**

- Industry working through highlevels of inventory
- Seeing stabilization of case volumes, not declines
- Exclusive supplier of #1 player in clear aligners space provides confidence in a segment rebound



Orthodontic

Market-leading positions in strategic verticals; double digit year-over-year growth excluding dental

11 Source: Public Filings. Source: <sup>1</sup> Growth figures as of 3/31/23 – normalized for FX impact.





# Supercharged By a True Growth Engine: 3D Systems' Incredibly **Differentiated Position in Regenerative Medicine**

#### 3D Systems **Bioprinting Leadership**



35+ Years of developing advanced 3D printing applications



Organ development partnership since 2017

#### Volumetric \*\*

Acquired in 2021 to expand bioprinting capabilities

#### Human Organs (Lung, Kidney, and Liver)

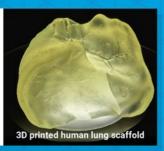
**⚠** 3D SYSTEMS

**Most Complex Object Ever 3D** 

- · 2 Lobes United Therapeutics
  - · 5,000 kilometers of vasculature
  - · 213 Million Alveoli
  - · 44 Trillion Voxels

2026

Targeting First in Human Trials (Lungs)



#### **Non-Organ Tissues**



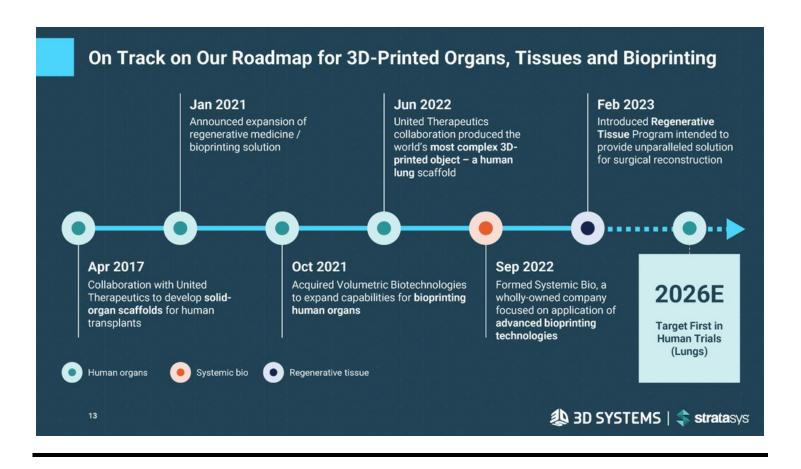
#### **Drug Development**

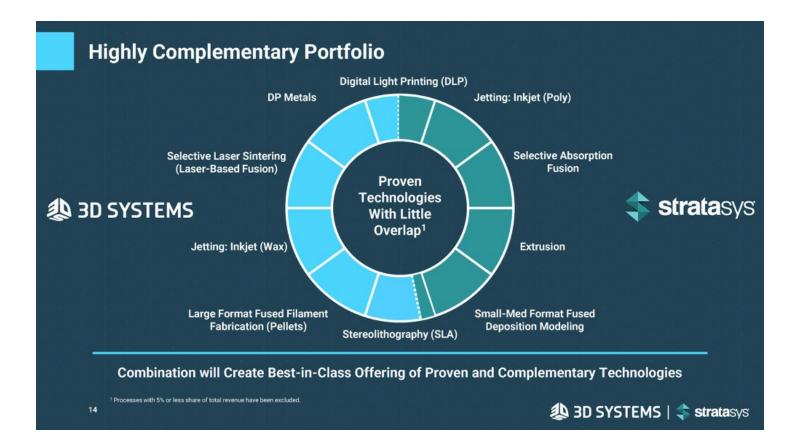
Bioprinted "Organ-on-a-chip" can accurately replicate organ-specific drug response in pre-clinical drug trials











# **Comprehensive Offering of Additive Technologies Across Applications**

♣ 3D SYSTEMS		80	6	Å	-		*	
stratasys	Dental	VSP & Anatomical Models	Medical Devices	Automotive	Aerospace	Durable Goods	Bio Printing	Desktop
Inkjet (Poly)	<b>√</b>	✓				✓		
Inkjet (Wax)	✓			✓		✓		
CJP		✓				✓		
Small-Med Format FDM (Filament)				✓	✓	✓	✓	✓
Large Format FFF (Pellets)				✓	✓	✓		
DLP (Fig4 / Origin)	✓			✓		✓	✓	✓
SLA	✓	✓		✓	✓	✓		
SLS (Laser Based Fusion)		✓	✓	✓	✓	✓		
SAF (Powder Bed Fusion)		✓	✓	✓	✓	✓		
DMP Metals	✓		✓	<b>✓</b>	✓	✓		

Source: 3D Systems Management Expectations.



# Significant Near-Term Cost Synergies Jointly Identified and Agreed Upon by 3D and Stratasys Teams

#### **Breakdown of Expected Synergies**



Synergies Expected to be Fully Realized in 18 Months Post Close, with ~60% Realized in Year One

#### **SG&A Savings**

- · Supply chain efficiencies
- · Eliminate overlapping functions
- · Effective global services support

#### **R&D Integration**

- Optimizing development opportunities without loss of technological expertise
- Design-for-cost initiatives and complementary development opportunities
- Ability to leverage combined portfolio of R&D investments
- Harmonizing parallel investments in software platforms

#### **COGS Optimization**

- · Optimized supply chain
- Footprint rationalization

Synergies
identified during
1-day in-person
meeting between
3D Systems and
Stratasys
management
teams in
Sep-2022

+ Potentially Meaningful Revenue Upside

16



### **Best-in-Class Combined Financial Profile**









Combined 2023E Revenue<sup>2</sup>
(More than \$1bn in Revenue TODAY, NOT by 2026)

~\$145mm

Combined 2023E EBITDA<sup>3</sup>
Assuming run rate cost synergies

~12%

Combined 2023E EBITDA Margin<sup>3</sup>
Assuming run rate cost synergies

~\$885mm

Combined 2023E Revenue<sup>2</sup>

~\$55mm

Combined 2023E EBITDA<sup>4</sup> Assuming run rate cost synergies

~6%

Combined 2023E EBITDA Margin<sup>4</sup>
Assuming run rate cost synergies

**♣** 3D SYSTEMS

~\$150mm

Pro Forma Cash on Balance Sheet<sup>1</sup>

(No debt or equity financing contemplated, ~2x net leverage at close)

Sources: Company Filings. Note: 1 Assumes approximately \$240mm of cash and cash equivalents on Stratasy's balance sheet and approximately \$530mm of cash and cash equivalents on 30 systems' balance sheet. Based on midpoint of \$20203E goldance. Based on \$20203E EBITDA guidance and \$100mm nun-rate cost synergies as stated in investor presentation published 20-Jun 2023.

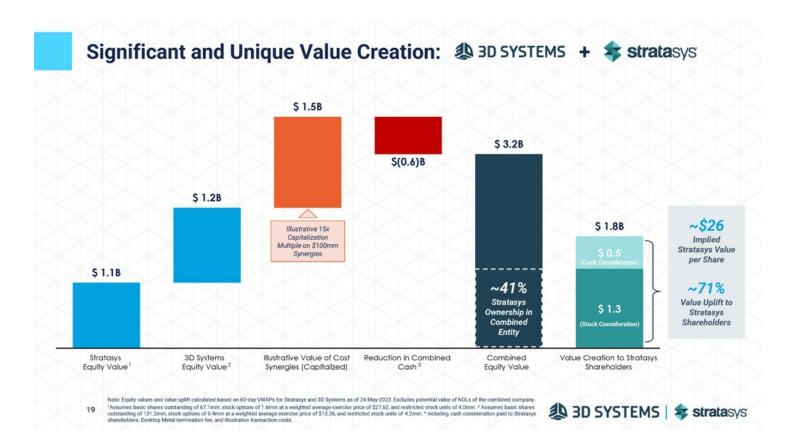
♣ 3D SYSTEMS | \* stratasys

# Attractive and <u>Credible</u>, Combined Financial Profile, Jointly Agreed with Stratasys

	Combined Company Near-Term Financial Profile		
Organic Revenue Growth	Double-Digit		
Gross Profit Margin	~50%		
R&D Spend	~12%		
SG&A Spend	~25%		
EBITDA Margin	15%+		

Source: Combined Management Estimates from September 2022 Meeting







#### Skepticism Around the Merits of a Stratasys + Desktop Metal Combination

"It feels like I want to be more excited about the acquisition, but those numbers aren't — they're not that promising on the surface. (...) it feels like Stratasys is acquiring a company that needed a lifeline."

William Blair

record of Desktop Metal and the potential impacts on Stratasys shareholders.

"We believe this combination (SSYS and DM) would never have transpired without the outside pressure from Nano and now the clean, profitable growth story behind SSYS gets diluted down with the unprofitable business of DM."

LAKE STREET

"Stratasys to Acquire Desktop Metal; Our Initial Take: Could Be a Mistake"

William Blair

"As a significant individual shareholder of Stratasys, I find myself perplexed by the decision to accept what appears to be a **significant dilution of shares due to the deal with Desktop Metal**.

While I acknowledge that M&A transactions are often complex, and their potential benefits may not be immediately apparent, I find myself **questioning the rationale behind this move given the track** 

Communication is a key principle in effective corporate governance. I feel it would be **beneficial for Stratasys's management to engage with its shareholders**, particularly those of us who have a substantial investment in the company."

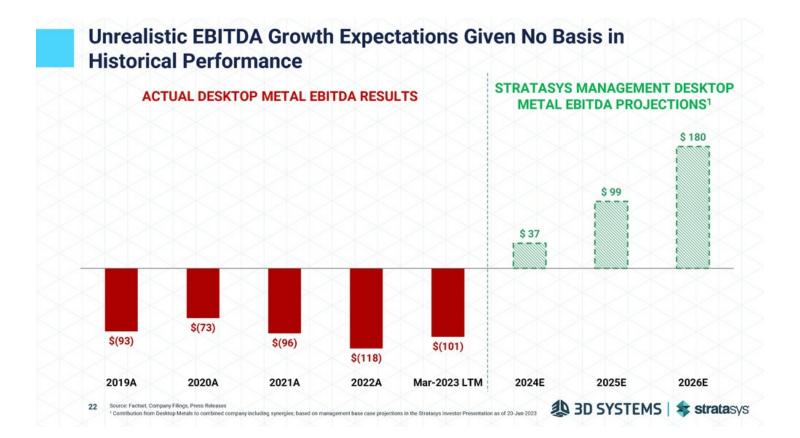
Chris Prucha, Co-Founder of Origin (acq. by Stratasys) and Stratasys Shareholder

"The proposed stock-forstock transaction structure contradicts Stratasys' claim that Stratasys' stock is undervalued. By using its ordinary shares as consideration, cashgenerating Stratasys would be paying a premium price to acquire underperforming Desktop Metal..."

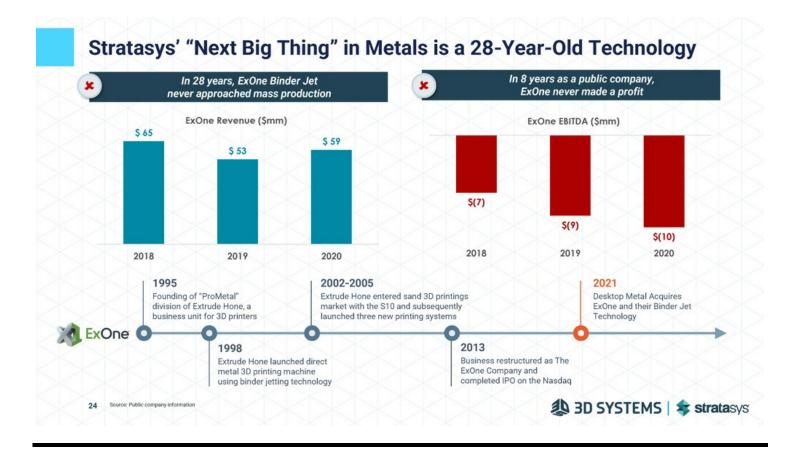
NANO DIMENSION

3D SYSTEMS | \$ stratasys

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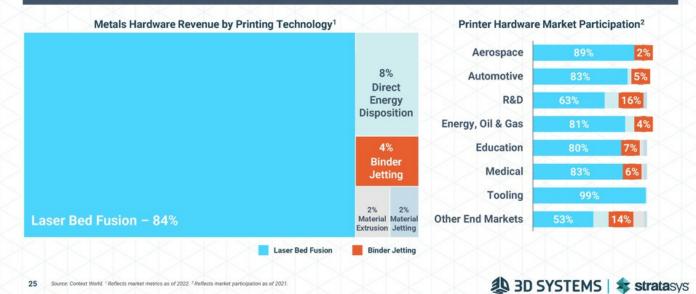






# Metal Binder Jet Is A Niche Application, Producing Small, Porous And Fragile Parts That Are Not Suited For Mass Production

Binder Jet is no silver bullet for mass production – building into a large reliable partner that can support supply chain longer term is unrealistic



# 3D Systems is the Best Entry into Metals for Stratasys

	3D SYSTEMS  DMP Metals – Laser Bed  Fusion Metals	Desktop Metal  Binder Jet Metals
Dental	✓	×
Healthcare – Guides and Instrumentation	✓	×
Healthcare – Medical Devices	✓	×
Aerospace	✓	×
Automotive	✓	✓
Durable Goods	✓	✓
Desktop	*	✓

Binder Jet Metals not ready for mass production

None of the players in Binder Jet Metals have achieved consistent profitability

Binder Jet Metals output quality is inconsistent

DMP Metals sintering is a proven path into end-use, highly functional, metal part manufacturing

DMP has secured regulatory and certification success in Healthcare and Aerospace

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## **Higher, More Certain Near-Term Synergies**





VS





# ~\$100M+

**Cost Synergies** 

Synergies Expected to be Fully Realized in 18 Months Post Close, with 60% Realized in Year One

- ✓ Complementary technologies drive R&D optimization
- Synergies estimate mutually identified by both management teams
- √ No concerns raised by Stratasys on potential revenue dis-synergies in September 2022
- **ERP** compatibility

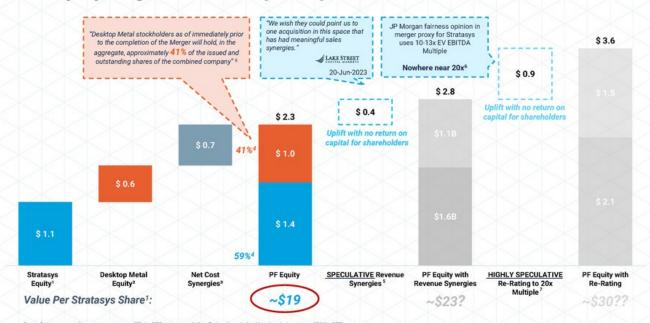
**Cost Synergies** 

\$50 million is incremental to the \$100 million of standalone cost reductions previously announced by Desktop Metal, which equates to ~60% of Desktop Metal's 2022 Operating Expenses

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27 Source: Company Fillings, Press Releases

# Stratasys and Desktop Metal's Aspirational Value Uplift Based On **Unlikely Synergies and Multiple Expansion**









Source: Stratays proxy and investor presentation as of 20-Jun-2022, equity vessorts. See page 19 for details on 30 Systems and Stratays value creation build. Note: Equity values calculated based on closing price as of 24-May-2022. Assumes Stratays (build or classes outstanding of 24-88, mm.) or 57 Stratays prices as of 24-May-2022. Assumes Destroy based by Stratays prices as of 28-May-2022. Assumes Destroy based on 590mm cost synergies capitalized an 15-0x, net of integration costs and transaction fees of 500mm and 550mm, respectively. \*Based on pro forms conversible control of the stratay prices and 570-Jun-2022. \*The stratays prices as of 20-Jun-2022.





# The Market Has Spoken **Stratasys Three-Day ⚠** 3D SYSTEMS **Share Price Reaction Post-Announcement** stratasys 14.1 % stratasys NANODIMENSION 2.5 % Desktop Metal (1.5)% Tender Offer Announcement (March 9, 2023) Offer Public Announcement (June 2, 2023) Merger Announcement (May 25, 2023) 3D SYSTEMS | \$ stratasys

# **An Unparalleled Transaction**

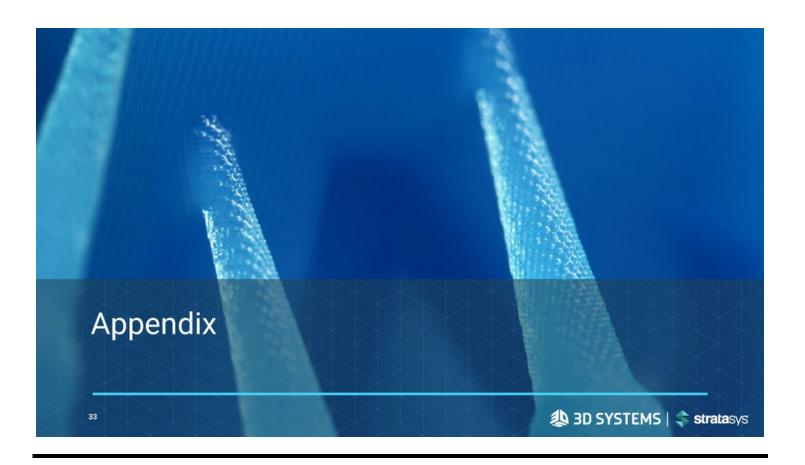




- Delivers Significant Value Creation
  Combined with Exceptional Cost
  Synergies
- Creates Unmatched Global Player in a Rapidly Scaling Industry
- Highly Complementary Portfolio with a Comprehensive Offering Including Proven Metals Applications

- strataSyS + Dh Desktop Metal
- Concerning Impact on Stratasys'
  Financial Profile and Cash Generation
- Questionable Synergies and Highly Speculative Multiple Re-Rating
- Puzzling Thesis Around 28-Year-Old Binder Jet Metals Technology

3D SYSTEMS | stratasys



## **Experienced 3D Systems Management Team**



**Jeff Graves** 

- Joined in May 2020
- Some in May 2020
  Experience: Previous President & CEO of MTS Systems; Former President & CEO of C&D Technologies; Former Operating Officer & CEO of Kemet Corporations









Michael Turner

- Joined in August 2022
- Experience: Former CFO of Innovative Chemical Products; Previous Business Unit CFO at Albemarle; Held Leadership positions at Albemarle, FMC, and Polypore International



FMC AALBEMARLE VICP





Andrew Johnson Chief Corporate Development Officer, and Chief Legal Counsel

- Joined in July 2006
- Experience: Served as Interim President and CEO of 3D Systems from Oct-2015 to Apr-2016; Associate with Hunton & Williams LLP; Co-Founder, Director of Hail! Impact





Menno Ellis

- Joined in December 2016
- Experience: Founder and Former President of The Kaminda Group; Former Partner at ABA Consulting







Charles Hull Co-Founder, CTO for

- Founded 3D Systems in 1986
- Inventions: Stereolithography, the first commercial 3D printing technology, and 85 US patents
- Recognition: National Inventors Hall of Fame Inductee; recipient of European Patent Office's prestigious European Inventor Award





**Phyllis Nordstrom** Chief People Officer, and Chief Administrative Officer

- Joined in September 2021
- Experience: Former SVP & Chief Risk & Compliance Officer at MTS; Previous Risk Assurance Director at PWC









Reji Puthenveetil EVP, Industrial Solutions

- Experience: Former Managing Partner of ABA Consulting; Former Engagement Manager at M/A/R/C Consulting; Founder of Group







Dr. Joe Zuiker EVP, Engineering and

- Experience: Former VP of Engineering and Operations at MTS, Senior Director of Technology at Halliburton, and General Manager at GE Vernova





MTS HALLIBURTON









#### **True Innovation Powerhouse**



3,400+

**Patents and Pending Patent Applications** 

- Expansive IP portfolio with applications across industries
- Proven ability to secure patents with over 1,000 patents issued in the last decade
- ✓ Pioneering regenerative health partnerships
- √ Royalty-generating patents

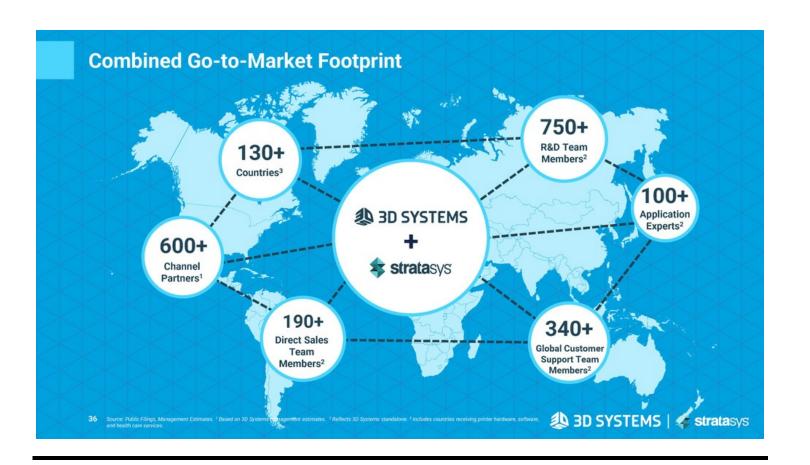
# ~\$700mm

Last 4-Year Cumulative R&D Spend

- Ongoing development of best-of-breed digital manufacturing ecosystem
- ✓ Developed capacity to print using more than 130 materials
- ✓ Combined entity to drive R&D optimization

The combined company is extremely well positioned for strong organic growth with market-leading hardware, materials, and software platforms that are required to enable adoption in large-scale production environments

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# Side-by-Side: Laser Bed Fusion vs Binder Jet

#### **DMP Metals - Powder Bed Fusion Metals**

#### **Binder Jet Metals**

Process		A laser selectively fuses metal powder particles together	A liq	uid binding agent is deposited onto thin metal powder layers; secondary sintering process is required
Materials	++	Offers more material options and is well-suited for producing complex, high-strength metal parts	-	Material selection not as extensive — primarily focuses on stainless steel, bronze, and steel
Part Properties	+++	Results in parts with superior strength and performance — ideal for production applications	-	Results in metal parts with lower mechanical properties, reducing strength, hardness, and fatigue resistance
Surface Finish	++	Superior surface finish due to high energy density, resulting in parts with smooth surfaces and fine details	-	Rougher surface finish and needs time-consuming post- processing to make it smooth
Dimensional Accuracy & Tolerance	++	True to the design and can maintain a high level of tolerance requirements	-	Binder swelling, powder shrinkage, and sintering lead to lower accuracy and heavy part shrinkage
Need for Secondary Processes	++	None required — part is fully dense post printing	-	Weak and fragile part until sintered in secondary process that takes hours to days
Process Time – Time to Final Part	+/-	Process time from starting print to part in hand is faster than binder jet by using multi-laser system	-/+	Longer time to part despite faster printing time because of secondary sintering processes and batch format
Maximum Size of Parts	++	No process limitation, only limited to size of printer	-	Only small to medium sized parts
Cost Per Part	-/+	Higher if the batch size is small on a single laser system; lower if batch size increases or multi-laser system used	+/-	Lower if the batch size is small compared to single laser system; higher than a multiple-laser system

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# **3D Systems Welcomes Constructive Engagement**

### History of Proposals Received by Stratasys Board of Directors

Date Buyer		Proposal Implied Value Per Stratasys Share at Market	Implied Premium to Stratasys Stock Price	Stratasys Board Decision	
Jan-16-2021	3D SYSTEMS	\$43.48	37%	No engagement	
Feb-9-2021	Desktop Metal	\$ 60.00	13%	Engagement ?!	
Mar-10-2021	♣ 3D SYSTEMS	\$ 40.24	65%	No engagement	
Nov-24-2021	♣ 3D SYSTEMS	\$ 36.46	30 %	No engagement	
Sep-2022	♣ 3D SYSTEMS	NA	NA	Limited Engagement	
Mar-9-2023	INVESTMENTS ON	\$ 18.00	28 %	No engagement	
Mar-5-2023	Desktop Metal	\$16.04	12%	Engagement ?!	
Mar-22-2023	♣ 3D SYSTEMS	3D SYSTEMS \$ 18.44		No engagement	
Mar 29-2023	NAME OF THE PROPERTY OF THE PR	\$ 19.55	22 %	No engagement	
Apr-3-2023	NACOMENSON	\$ 20.05	22 %	No engagement	
May-25-2023	NA COMENSION	\$18.00	26 %	No engagement	
May-30-2023	♣ 3D SYSTEMS	\$ 18.91 <sup>1</sup>	27%³	No engagement	
Jun-27-2023	♣ 3D SYSTEMS	\$19.80 <sup>2</sup>	33% <sup>3</sup>	?	

Source: Company Filings, Press Releases. Note: 1 implied value per Stratasys share based on 3D Systems 60-Day VWAP as of 24-May-2023. 2 implied value per Stratasys share based on 3D Systems 10-Day VWAP as of 26-Jun-2023. 2 implied premium to closing stock price as of 24-May-2023.



### **Well-Positioned to Obtain Regulatory Clearances**

3D Systems is confident that all applicable regulatory clearances for the proposed combination will be obtained and has requested Stratasys permit its regulatory advisors to meet with 3D's advisors to confirm this conclusion

Combined R&D **Capability Will Bring Better Solutions to** Consumers

- · Combines R&D teams, enhancing innovation and bringing new solutions to customers
- · Leverages complementary skill sets across hardware, software, consumables, and services to bring new products to market more
- Creates scale to support greater number of customers, increasing incentive to invest

Additive Manufacturing is a **Dynamic Space with Intense Competition** 

- · Commoditization of desktop
- · Intensification of competition across printing process and materials by both smaller players and larger firms such as EOS, HP, Carbon, and GE
- · Multitude of competitors and new entrants, including emerging Chinese players, creates a highly fragmented industry

Industry is Experiencing Accelerated Innovation

- · Additive manufacturing continues to gain acceptance in new, groundbreaking use cases and manufacturers move to support them
- \$2.8bn of global venture capital investment into Additive Manufacturing startups in 2022, up 14% YoY



