



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

**Tender Offer Statement under
Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934**

STRATASYS LTD.
(Name of Subject Company (Issuer))

NANO DIMENSION LTD.

(Name of Filing Person (Offeror))

Ordinary Shares, par value NIS 0.01 per share
(Title of Class of Securities)

M85548101
(CUSIP Number of Class of Securities)

**Yael Sandler
Chief Financial Officer
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7403635, Israel
Telephone: +972-73-7509142**

(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

With copies to:

**Oded Har-Even, Esq.
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Eric Victorson, Esq.
Sullivan & Worcester LLP
1633 Broadway
New York, NY 10019
Telephone: (212) 660-3000**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transaction to which the statement relates:

third-party tender offer subject to Rule 14d-1

issuer tender offer subject to Rule 13e-4

going-private transaction subject to Rule 13e-3

amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

This Amendment No. 2 (this “Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO (as amended and together with any subsequent amendments and supplements thereto, the “Schedule TO”) filed by Nano Dimension Ltd., a company organized under the laws of the State of Israel (“Nano”), with the U.S. Securities and Exchange Commission on May 25, 2023, as subsequently amended. The Schedule TO relates to the offer by Nano to purchase up to 27,925,689 outstanding ordinary shares, NIS 0.01 par value per share, of Stratasys Ltd. (“Stratasys” and “Stratasys Shares,” respectively), not already owned by Nano, such that Nano would own up to and no more than 55% of the outstanding Stratasys Shares upon consummation of the offer, with a minimum condition of acquiring at least 53% of the outstanding Stratasys Shares, but in any event no less than 5% of the outstanding Stratasys Shares, at the price of \$18.00 per Stratasys Share, to the seller in cash, less any required withholding taxes and without interest, upon the terms of, and subject to the conditions to, the Offer to Purchase, dated May 25, 2023 (together with any amendments or supplements thereto, the “Offer to Purchase”), and in the related Letter of Transmittal (together with any amendments and supplements thereto, the “Letter of Transmittal” and together with the Offer to Purchase, the “offer”), copies of which are attached to the Schedule TO as exhibits (a)(1)(A) and (a)(1)(B), respectively.

Except as otherwise set forth in this Amendment No.2, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference in response to all of the items of the Schedule TO and is supplemented by the information specifically provided herein. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO. You should read this Amendment No. 2 together with the Schedule TO and the Offer to Purchase.

ITEMS 1 THROUGH 9 AND ITEM 11.

The Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

- (1) By adding the following disclosure as the penultimate paragraph of Section 1 of the Offer to Purchase, entitled "Background of the Offer; Contacts with Stratasys":

“On May 25, 2023, Stratasys and Desktop Metal, Inc. (“Desktop Metal”) announced that they had entered into a merger agreement with Tetris Sub Inc., a wholly-owned subsidiary of Stratasys, providing for the merger of Tetris Sub Inc. with and into Desktop Metal, with Desktop Metal surviving the merger as a wholly-owned subsidiary of Stratasys (the “Proposed Merger”). Nano does not consider the Proposed Merger to have triggered the Change of Business Condition and does not expect the Proposed Merger to close prior to the Final Expiration Date.”

- (2) By adding the following disclosure as the last paragraph of Section 1 of the Offer to Purchase, entitled "Background of the Offer; Contacts with Stratasys":

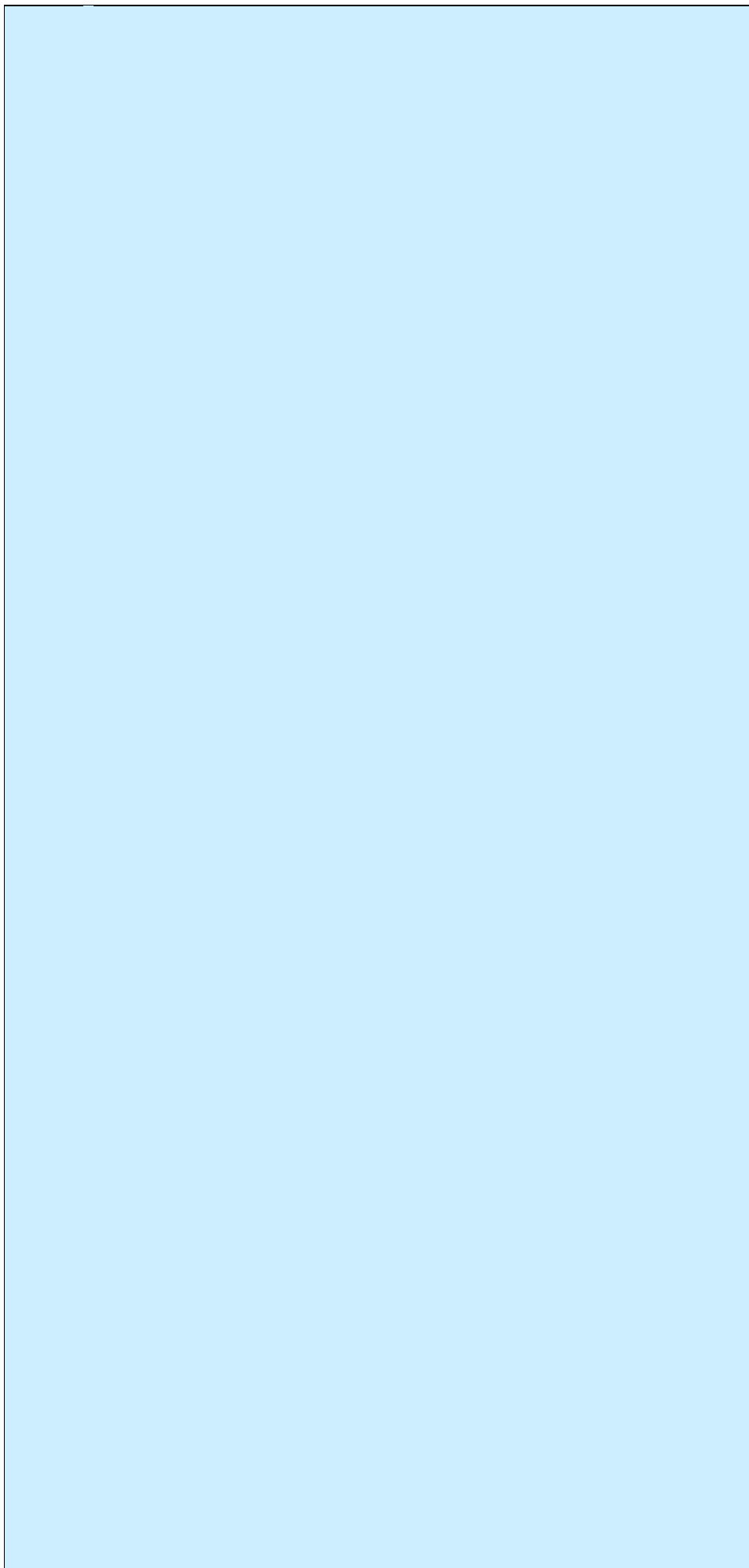
“On June 8, 2023, we issued a press release and an investor presentation illustrating our views of the relative advantages of the offer over alternative proposed transactions. On the same day, we launched a website dedicated to the offer, www.StratasysValueNow.com. On the same day, we conducted outreach to certain Stratasys shareholders via e-mail.”

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

NO.

DESCRIPTION



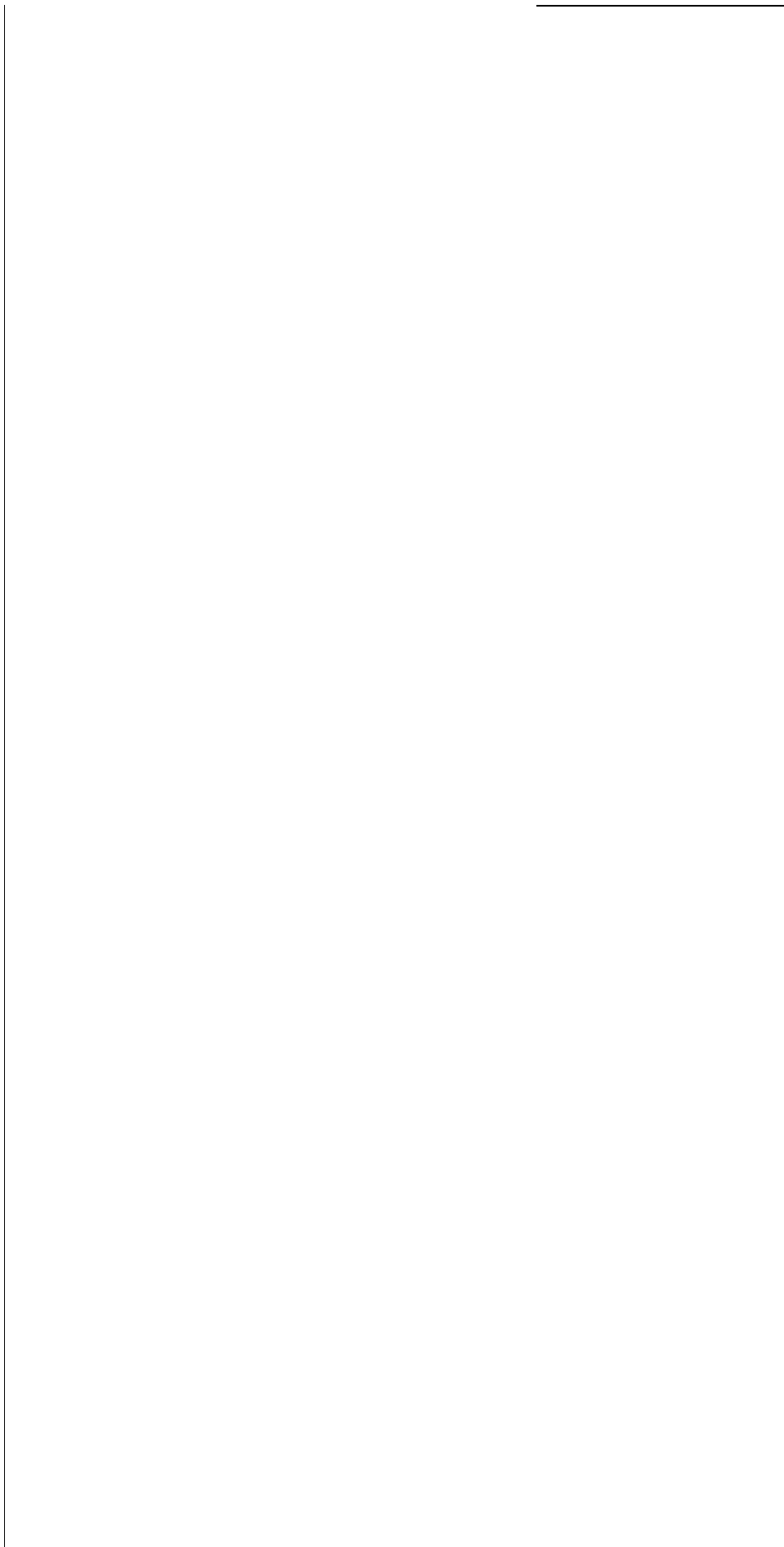
(a)(5)(H) [Form of E-mail sent by Nano to certain Stratasys shareholders on June 8, 2023.](#)

(a)(5)(I)

[Special Tender Offer Information Website, launched by Nano on June 8, 2023.](#)

SIGNATURE

After due inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct.

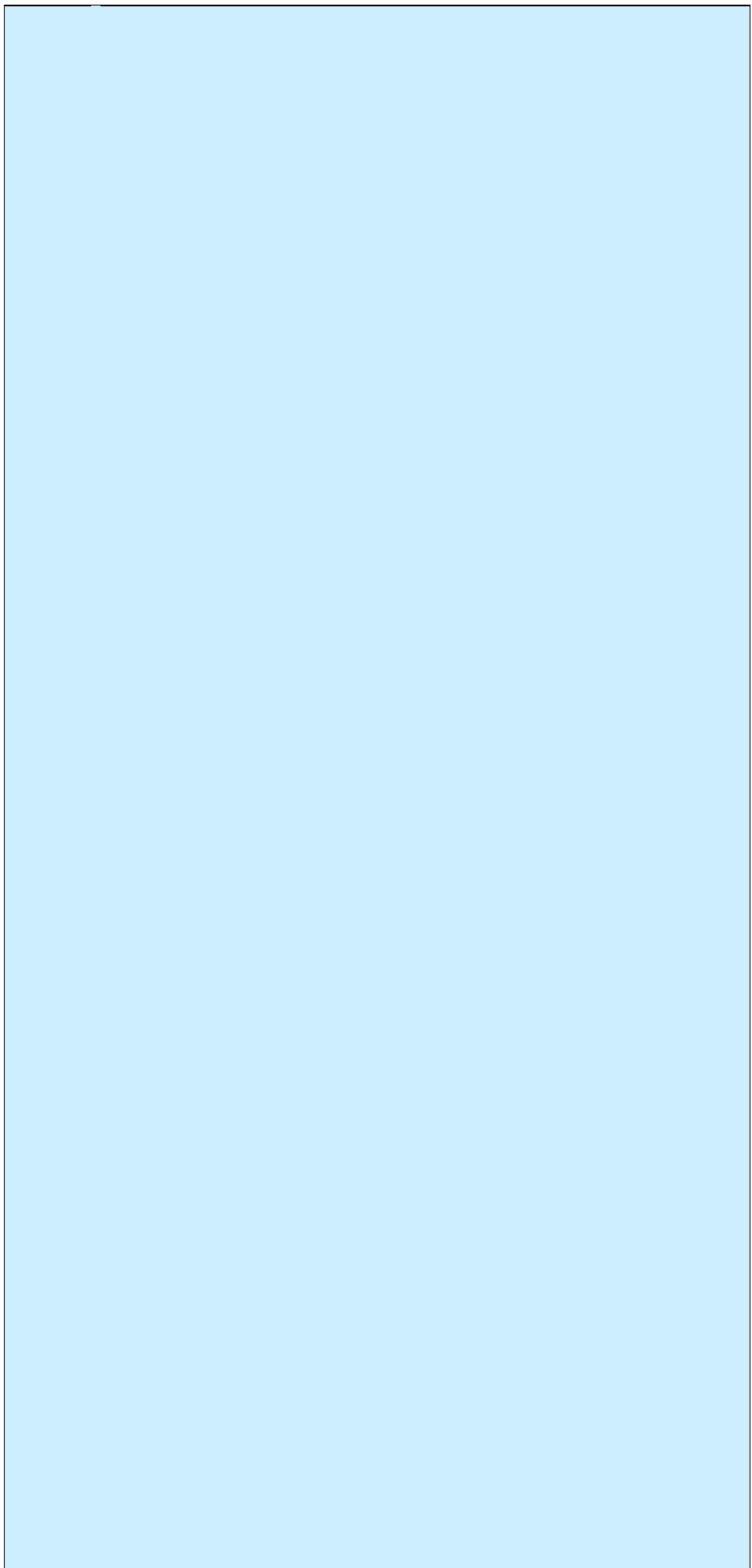


Dated: June 8, 2023

EXHIBIT INDEX

NO.

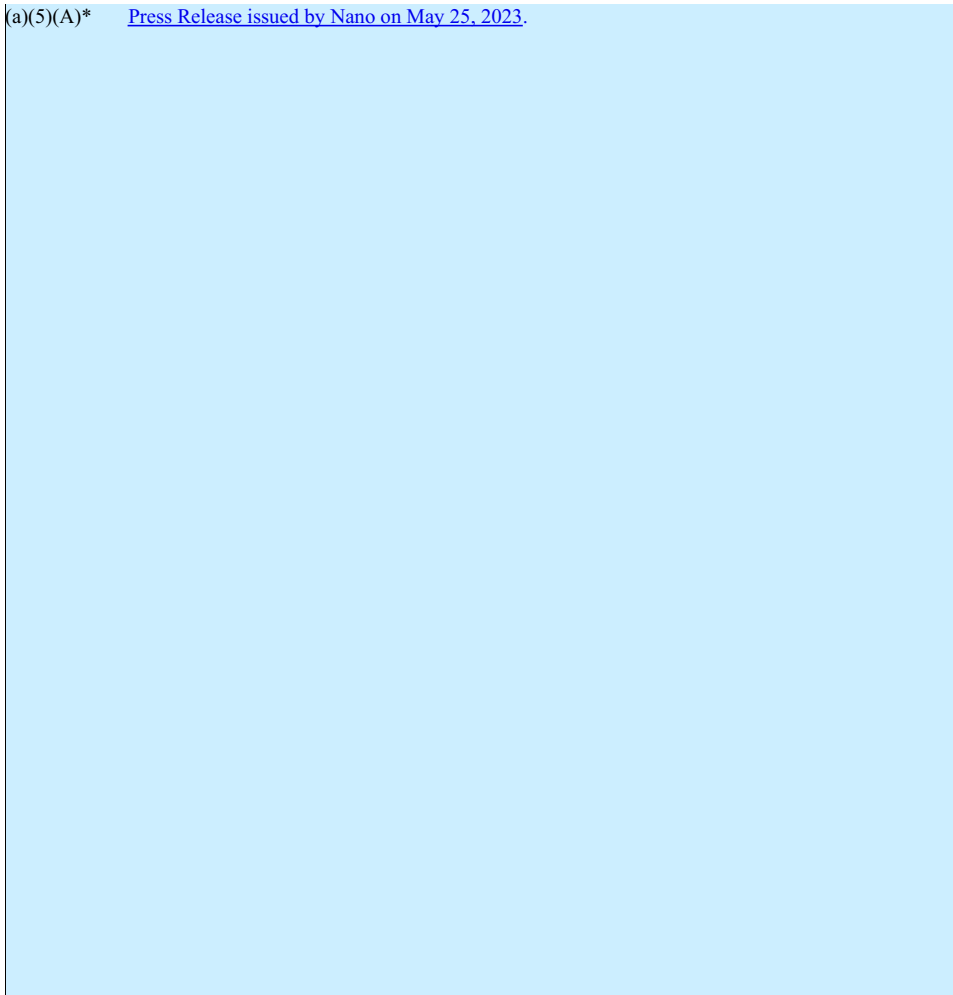
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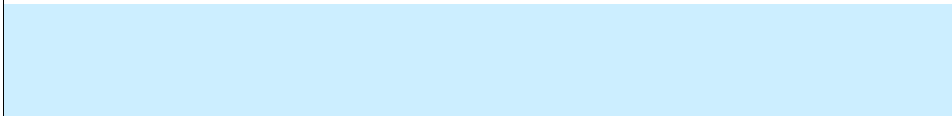
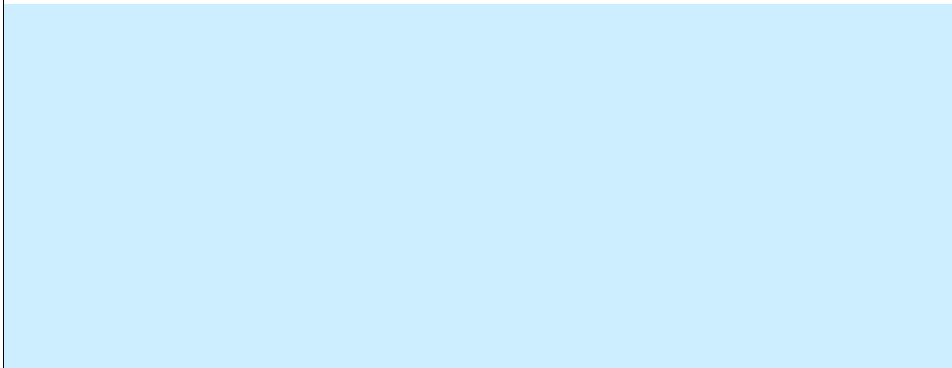
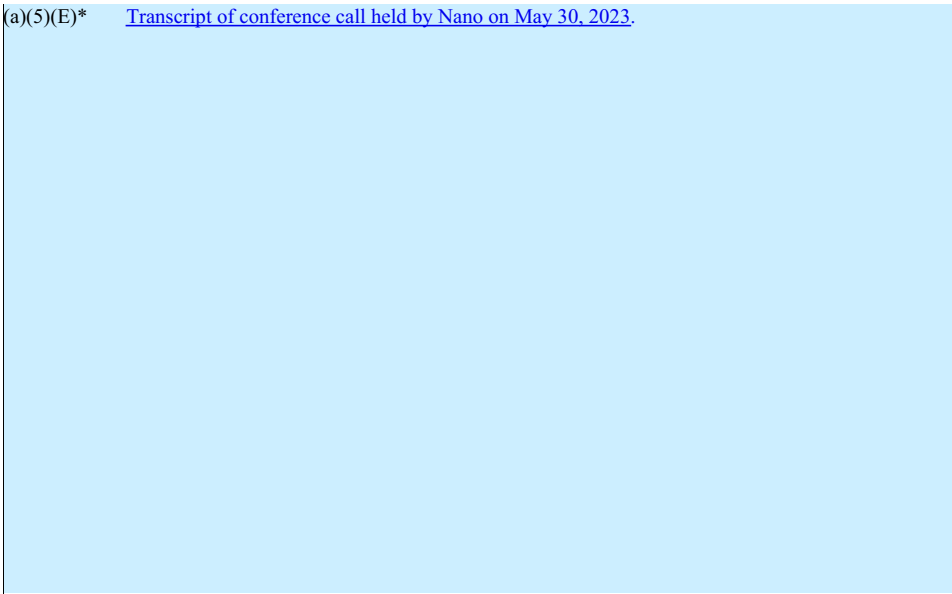
(a)(1)(E)* [Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.](#)

(a)(1)(F)* [Notice of Objection.](#)

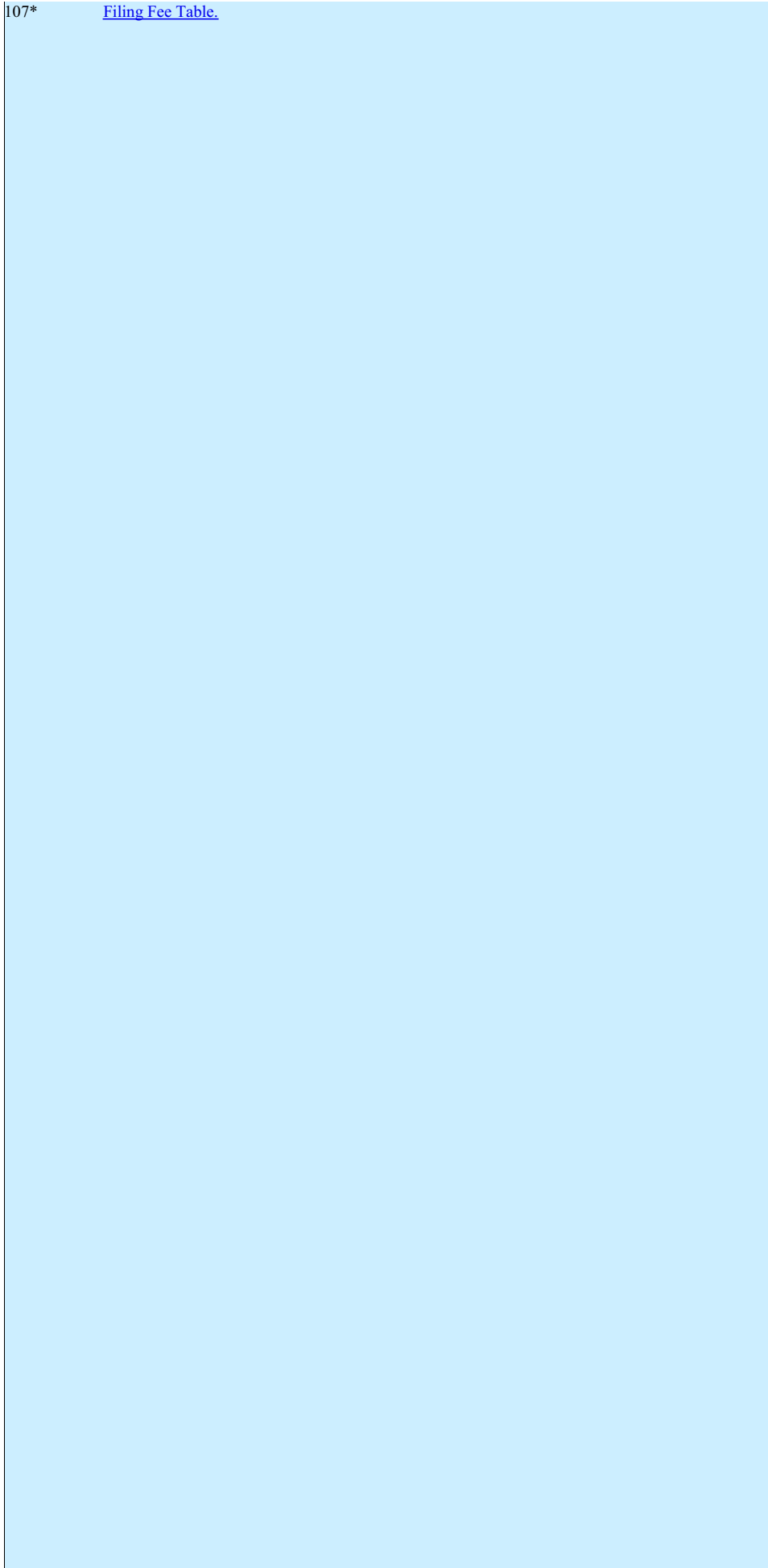
(a)(1)(G)** Declaration Form ("Declaration of Status for Israeli Income Tax Purposes").







(b) – (h) Not applicable.



* Previously filed.

** Filed herewith.

*** To be filed by amendment.

Nano Dimension Highlights Advantages of Its \$18.00 Cash Per Share
Special Tender Offer for Stratasys vs. Other Alternatives

Nano's Offer is Superior to Uncertainty and Downside Risk Presented by Desktop Metal Transaction and to 3D Systems' Unsolicited, Ill-Defined Proposal

Tender Offer Provides Avenue Through Which to Fix Stratasys Without Its Management and Board Entering into Another Ill-Advised Transaction

Stratasys Shareholders Have Until June 26, 2023, to Tender Shares to Nano — Contact Georgeson Toll-Free at (877) 668-1646 for More Information on How to Tender

Waltham, Mass., June 08, 2023 (GLOBE NEWSWIRE) — Nano Dimension Ltd. (Nasdaq: NNDM) (“Nano Dimension”, “Nano” or the “Company”), a leading supplier of Additively Manufactured Electronics (“AME”) and multi-dimensional polymer, metal & ceramic Additive Manufacturing (“AM”) 3D printers, today provided Stratasys shareholders with additional informational resources illustrating Nano Dimension’s views of the relative advantages of its special tender offer for shareholders of Stratasys Ltd. (Nasdaq: SSYS) (“Stratasys”) over Stratasys’ merger with Desktop Metal Inc. (NYSE: DM) (“Desktop Metal”) and the unsolicited proposal from 3D Systems Corp. (NYSE: DDD) (“3D Systems”), including an investor presentation and a website, www.StratasysValueNow.com, dedicated to the tender offer.

On May 25, 2023, Nano Dimension commenced a Special Tender Offer to purchase between 38.8% and 40.8% of the outstanding ordinary shares of Stratasys for \$18.00 per share in cash. The successful completion of the special tender offer would increase Nano Dimension's beneficial ownership of Stratasys to between 53% and 55% of the outstanding ordinary shares of Stratasys, inclusive of the approximately 14.1% of Stratasys' outstanding ordinary shares that Nano Dimension currently owns.

“Stratasys shareholders face a simple choice: **certain all-cash value at a premium** or two **alternative transactions, each of which we believe present a high degree of uncertainty**,” said Yoav Stern, Nano Dimension’s Chairman and CEO. “We are confident our \$18.00 per share tender offer is the right path for Stratasys shareholders and delivers greater value than what Stratasys can create independently, or via a transaction with Desktop Metal or 3D Systems. Two lemons don’t automatically create lemonade, just by squeezing them together.”

Mr. Stern continued, "We remain committed to completing the special tender offer, to driving much needed improvement in leadership and performance at Stratasys and to creating a path to establishing a preeminent leader in the rapidly growing AM market. We intend to do so by focusing on gross margins, EBITDA and earnings-per-share profitability to create value for Stratasys' shareholders, in contrast to current management's empty promises of becoming "a billion-dollar company" every two to three years, only to deliver further cash burn and value destruction.

“As just one example, the current and first-time CEO of Stratasys sold MakerBot in September 2022 for no proceeds (it actually required further funding to separate it). MakerBot, which Stratasys acquired in 2013, generated \$15.7 million in revenue in 2012, was acquired under the fraught leadership of a former CEO and current Board member of Stratasys, and cost Stratasys and its shareholders over \$400 million. Our tender offer is an opportunity to change that trajectory as we catalyze Stratasys to realize its full potential.”

Mr. Stern concluded, “With a successful outcome of the tender, we will continue to execute on our strategic plan to drive value creation for our shareholders and other stakeholders, both in Nano and in Stratasys, and the **profitability of both will benefit all**. Our management will be compensated based on the performance of Stratasys’ operations, no less than Nano’s, as Stratasys will be our main business asset.”



The presentation released today illustrates Nano Dimension's views of the benefits of its all-cash special tender offer to Stratasys shareholders and the potential downside of the pending Desktop Metal merger and unsolicited offer from the cash-strapped 3D Systems — two transactions comprised of **volatile shares and insignificant cash components from cash-strapped companies**. The presentation is summarized below:

- *Nano Dimension's Offer Provides Certain Value to Stratasys Shareholders*

- The Company's \$18.00 per share special tender offer delivers certain, near-term premium, all-cash value to Stratasys shareholders.

- Offer price is a **premium to all relevant Stratasys historical trading levels**, including a 26% premium to the unaffected closing price as of March 3, 2023.

- The Company has **cash and cash equivalents on hand totaling approximately \$1 billion** to complete the special tender offer.

- The transaction has the full support of Nano Dimension's management team and Board of Directors. The deal is **not subject to Nano shareholder approval** and has been **formally approved to proceed by the District Court in Israel**.

- *The Proposed Desktop Metal Merger Would Be Highly Dilutive, Requiring Stratasys to Pay a Premium and Provide Financial Support While Offering Limited Upside*

- Desktop Metal is a **cash-burning** former **special purpose acquisition company (SPAC)** that has **underperformed and destroyed substantial shareholder value**, based on market data as of May 30, 2023. Since its 2020 initial public offering, Desktop Metal has lost \$3.8 billion of value, representing 85% of its equity value.

- The proposed Desktop Metal merger would be **highly dilutive** to Stratasys shareholders in the immediate term, leaving shareholders with just 59% ownership of the combined company. Stratasys shareholders would be **giving away 41% ownership** to buy a money-losing company.

- The proposed merger will require a **lengthy process and a high degree of uncertainty**, requiring a Desktop Metal shareholder vote, a Stratasys shareholder vote, as well as regulatory review. As evidence, **shareholders have already filed lawsuits** against both companies regarding their corporate governance practices.

- The proposed stock-for-stock transaction structure **contradicts Stratasys' claim that Stratasys' stock is undervalued**. By using its ordinary shares as consideration, cash-generating Stratasys would be **paying a premium price** to acquire underperforming Desktop Metal, sacrificing profitability and capital preservation for a costly addition to the top-line.

- With the proposed Desktop Metal merger, Stratasys shareholders are given **uncertain and longer-term value** that relies on **ambiguous theoretical synergies** and the to-be-proven Desktop Metal Growth Story that **are not offset by the announced cost synergies**. Approximately half of the estimated \$50 million annual run-rate synergies are derived from corporate cost elimination which requires significant time to implement.

- *3D Systems' Unsolicited Proposal Offers Even Less Certainty Even if Accepted by Stratasys as a Superior Proposal*

- The **small portion of cash consideration** — only \$7.50 — leaves Stratasys shareholders with an **unclear value of 3D Systems' stock**, particularly in light of the company's challenged past financial performance.

- The potential 3D Systems transaction is subject to significant **uncertainty, requiring two shareholder votes as well as regulatory review.**

- 3D Systems has an **unstable and highly leveraged balance sheet** as well as **hundreds of millions of dollars' worth of loans and liabilities**.

- Based on Nano's understanding, **3D Systems is depleting 100% of its cash reserves** for this deal, in addition to losing cash on an operating basis. 3D Systems would likely **need to raise capital** — diluting Stratasys shareholders' holdings.

- Stratasys shareholders would **primarily be given minority stock in 3D Systems**, creating a **greater level of transaction risk and uncertainty**, with a company that has a history of missed forecasts and value destruction, including losing money in four of the five last years.

- Triggers the Desktop Metal transaction's **termination fee** if Stratasys were to determine this is a superior proposal.

All of the information related to the tender offer, can be found on the dedicated website launched today, including the benefits of the special tender offer to Stratasys' shareholders and the strategic rationale for the tender offer, at <http://www.stratasysvaluenow.com>. For information on how to tender, please contact Georgeson toll-free at (877) 668-1646.

The investor presentation released today can also be accessed on the investor relations page of Nano Dimension's website.

Nano Dimension has filed with the SEC a tender offer statement on Schedule TO, including an offer to purchase, which provides the terms and conditions of the special tender offer. The special tender offer will **expire at 11:59 p.m. EDT on Monday, June 26, 2023**, unless extended or earlier terminated in accordance with the offer to purchase and the applicable rules and regulations of the SEC and Israeli law. The closing of the special tender offer is subject to certain conditions, including that at least 5% of the issued and outstanding Stratasys shares are validly tendered and not properly withdrawn, at least 53% of the issued and outstanding Stratasys shares when aggregated with the Stratasys shares held by Nano are validly tendered and not properly withdrawn, the Stratasys board of directors redeem its Rights Plan, dated July 25, 2022 and any Rights that may be issued and outstanding thereunder or Nano being satisfied in its sole discretion that the Rights will not become exercisable as a result of the tender offer, as described in the tender offer materials, including the offer to purchase, a related letter of transmittal and other tender offer documents.

Important Information About the Special Tender Offer

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any ordinary shares of Stratasys or any other securities, nor is it a substitute for the tender offer materials described herein. A tender offer statement on Schedule TO, including an offer to purchase, a related letter of transmittal and other tender offer documents, was filed with the SEC by Nano Dimension on May 25, 2023, as subsequently amended. Stratasys filed with the SEC a solicitation/recommendation statement on Schedule 14D-9, as required by the tender offer rules, on May 30, 2023, as subsequently amended.

INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ BOTH THE TENDER OFFER MATERIALS (INCLUDING THE OFFER TO PURCHASE, RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 REGARDING THE OFFER, AS THEY MAY BE AMENDED FROM TIME TO TIME, WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN AND WILL CONTAIN IMPORTANT INFORMATION THAT INVESTORS AND SECURITY HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES.

Investors and security holders may obtain a free copy of the offer to purchase, the related letter of transmittal, certain other tender offer documents and the solicitation/recommendation Statement and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov or by directing such requests to Georgeson LLC, the information agent for the tender offer, named in the tender offer statement. In addition, Stratasys files annual reports, interim financial statements and other information, and Nano Dimension files annual reports, interim financial statements and other information with the SEC, which are available to the public at the SEC's website at www.sec.gov. Copies of the documents filed with the SEC by Stratasys may be obtained at no charge on the investor relations page of Stratasys' website at www.stratasys.com. Copies of the documents filed with the SEC by Nano Dimension may be obtained at no charge on the investor relations page of Nano Dimension's website at www.nano-di.com.

Nano Dimension's (Nasdaq: NNDM) vision is to transform existing electronics and mechanical manufacturing into Industry 4.0 environmentally friendly & economically efficient precision additive electronics and manufacturing — by delivering solutions that convert digital designs to electronic or mechanical devices — on demand, anytime, anywhere.

Nano Dimension's strategy is driven by the application of deep learning-based AI to drive improvements in manufacturing capabilities by using self-learning & self-improving systems, along with the management of a distributed manufacturing network via the cloud.

Nano Dimension serves over 2,000 customers across vertical target markets such as aerospace & defense, advanced automotive, high-tech industrial, specialty medical technology, R&D and academia. The company designs and makes Additive Electronics and Additive Manufacturing 3D printing machines and consumable materials. Additive Electronics are manufacturing machines that enable the design and development of High-Performance-Electronic-Devices (Hi-PED®s). Additive Manufacturing includes manufacturing solutions for production of metal, ceramic, and specialty polymers-based applications — from millimeters to several centimeters in size with micron precision.

Through the integration of its portfolio of products, Nano Dimension is offering the advantages of rapid prototyping, high-mix-low-volume production, IP security, minimal environmental footprint, and design-for-manufacturing capabilities, which is all unleashed with the limitless possibilities of additive manufacturing.

For more information, please visit www.nano-di.com.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995 and other Federal securities laws. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” and similar expressions or variations of such words are intended to identify forward-looking statements. For example, Nano Dimension is using forward-looking statements in this press release when it discusses the potential benefits and advantages of the special tender offer, the expiration time and date for the special tender offer, potential for growth and value creation opportunities as a result of the special tender offer and the integration of Stratasys and the Company, and the comparative benefits of the Company’s tender offer weighed against the anticipated outcomes of the alternative transactions between Stratasys and Desktop Metal and between Stratasys and 3D Systems, respectively.

Because such statements deal with future events and are based on Nano Dimension's current expectations, they are subject to various risks and uncertainties. The completion of the special tender offer would be subject to certain conditions as described in the tender offer materials, including the offer to purchase, a related letter of transmittal and other tender offer documents. Actual results, performance, or achievements of Nano Dimension could differ materially from those described in or implied by the statements in this press release. The forward-looking statements contained or implied in this press release are subject to other risks and uncertainties, including those discussed under the heading "Risk Factors" in Nano Dimension's annual report on Form 20-F filed with the SEC on March 30, 2023, and in any subsequent filings with the SEC. Except as otherwise required by law, Nano Dimension undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. References and links to websites have been provided as a convenience, and the information contained on such websites is not incorporated by reference into this press release. Nano Dimension is not responsible for the contents of third-party websites.

NANO DIMENSION INVESTOR RELATIONS CONTACT



NANODIMENSION

Nano Dimension's All-Cash Special Tender Offer For Strataysys: Superior to Uncertain Alternatives

JUNE 2023

STRICTLY PRIVATE & CONFIDENTIAL

Forward Looking Statements

This presentation of Nano Dimension Ltd. (the “Company” or “Nano Dimension”) contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act and other securities laws. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates” and similar expressions or variations of such words are intended to identify forward-looking statements. For example, the Company is using forward-looking statements when it discusses the timing of the proposed tender offer, the comparative benefits of the Company’s tender offer weighed against the anticipated outcomes of the alternative transactions between Stratays Ltd. (“Stratays”) and Desktop Metal Inc. (“Desktop”) and between Stratays and 3D Systems Corp. (“3D Systems”), respectively, the integration of Stratays’ assets, business verticals, and customer base into the Company’s current operations, the integration of Stratays’ assets, business verticals, and customer base into 3D Systems’ current operations, the integration of Desktop’s assets, business verticals, and customer base into Stratays’ current operations, and the integration of Stratays the potential upside of the Company’s and Stratays’s products opportunities. Because such statements deal with future events and are based on the Company’s current expectations, they are subject to various risks and uncertainties. Actual results, performance, or achievements of Company’s could differ materially from those described in or implied by the statements in this Forward-looking statements are not historical facts, and are based upon management’s current expectations, beliefs and projections, many of which, by their nature, are inherently uncertain. Such expectations, beliefs and projections are expressed in good faith. However, there can be no assurance that management’s expectations, beliefs and projections will be achieved, and actual results may differ materially from what is expressed in or indicated by the forward-looking statements. Forward-looking statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the forward-looking statements. For a more detailed description of the risks and uncertainties affecting the Company and Stratays, reference is made to the Company’s and Stratays’s reports filed from time to time with the Securities and Exchange Commission (“SEC”), including, but not limited to, the risks detailed in the Company’s annual report for the year ended December 31, 2022, and the risks detailed in Stratays’s annual report for the year ended December 31, 2022, filed with the SEC. Forward-looking statements speak only as of the date the statements are made. The Company assumes no obligation to update forward-looking statements to reflect actual results, subsequent events or circumstances, changes in assumptions or changes in other factors affecting forward-looking information except to the extent required by applicable securities laws. If the Company does update one or more forward-looking statements, no inference should be drawn that the Company will make additional updates with respect thereto or with respect to other forward-looking statements. Certain of the statistical and graphical information contained in this presentation is drawn from research databases and other sources, including websites of the Company’s competitors. Such expectations, beliefs and projections as they relate to information derived from these sources are expressed in good faith, but the actual data and information derived from these sources may differ materially from what is described herein.



Important Information About the Special Tender Offer

This presentation is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any ordinary shares of Stratasys or any other securities, nor is it a substitute for the tender offer materials described herein. A tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents was filed on May 25th, 2023, as subsequently amended, by Nano Dimension with the SEC. Stratasys filed a solicitation/recommendation statement on Schedule 14D-9 with the SEC on May 31, 2023, as subsequently amended.

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No Offer or Solicitation

This presentation is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any ordinary shares of Stratasys or any other 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, nor is it a substitute for the tender offer materials described herein.

Nano Dimension's All-Cash Offer Is Superior to the Pending Desktop Metal Merger or Proposed 3D Systems Unsolicited Offer

Uncertain alternative transactions would leave Stratasy's shareholders dependent for a long time on the share price performance of Stratasy or 3D Systems, which have both been underperforming for many years



Nano Dimension's \$18 per share fully-funded, all-cash offer for Stratasy's shares delivers certain, near-term, premium value for tendering shareholders while remaining shareholders will benefit from the strength of Nano's balance sheet, cash reserves and leadership



Desktop Metal merger:

- Highly dilutive and money-losing
- Overpriced
- Significant value uncertainty
- Significant time to close

- On May 25, 2023, Stratasy's entered into a Merger Agreement with Desktop Metal
- This transaction is subject to closing conditions including Desktop Metal and Stratasy's shareholder approvals



3D SYSTEMS

Proposed acquisition by 3D Systems:

- Little cash consideration
- Money-losing company; transaction leaves no cash for future operations
- Significant share value uncertainty
- Significant time to close

- On June 2, 2023, 3D Systems submitted a non-binding indicative offer to acquire Stratasy's with cash and stock
- Stratasy's has not yet responded to 3D Systems' offer and an agreed transaction may not materialize

Nano Dimension's All Cash Offer is the Superior Alternative for Stratatsys Shareholders



Desktop Metal

- **Highly dilutive and money-losing**
- **Overpriced**
- **Significant value uncertainty**
- **Significant time to close**

X Dilutive transaction – giving away ~40% ownership to buy a money-losing company

X Significant expected Desktop Metal losses are not offset by announced cost synergies

X Merger with de-SPAC with history of overpromises that destroyed \$3.8 BILLION⁽²⁾ shareholder value

X Uncertain longer-term value relies on **ambiguous theoretical synergies** and to-be-proven Desktop Metal growth story

X Lengthy and uncertain time to close driven by requirement for two shareholder votes and regulatory review



NANODIMENSION

Near-Term Certainty – Guaranteed Cash via Nano's Special Tender Offer

✓ \$18 per share offer delivers all cash, near-term, premium value to Stratatsys shareholders

✓ Nano has cash on hand to complete the special tender offer

✓ Tendering shareholders receive cash promptly following the closing of the special tender offer

✓ Provides a premium above relevant Stratatsys trading metrics:

✓ 26% premium to the unaffected price as of March 3rd, 2023

✓ 39% premium to the 60-day VWAP as of March 3rd, 2023

✓ 13% premium to Stratatsys' own advisor's last target price⁽³⁾

✓ The transaction has the full support of Nano's management team and Board of Directors and the deal is **NOT subject to Nano shareholder approval or any court approval**



3D SYSTEMS

- **Little cash consideration**
- **Money-losing company;** transaction leaves no cash for future operations
- **Significant share value uncertainty⁽¹⁾**
- **Significant time to close**

X Stratatsys shareholders only receive \$7.50 in cash in addition to 3D Systems shares

X Stock portion of consideration is contingent on highly uncertain combined equity value

X Majority of equity research analysts rate NYSE: DDD either 'hold' or 'sell'⁽⁴⁾

X Unstable balance sheet: Combined company would have depleted cash resources and would **likely need to raise dilutive capital**

X Lengthy and uncertain time to close driven by requirement for two shareholder votes and regulatory review

Source: Company filings, FactSet

Note: Market data as of 5/30/2023; (1) 3D System's proposed acquisition is an unsolicited non-binding indicative proposal that is subject to rejection or negotiation by Stratatsys' Board of Directors; due to stock component, the value of the transaction consideration fluctuates day by day; (2) Decrease in equity value since the de-SPAC transaction on 12/10/2020; (3) J.P. Morgan suspended equity research coverage of Stratatsys on March 12, 2023 due to conflict of interest; (4) Research analysis per FactSet as shown on chart on pg. 9

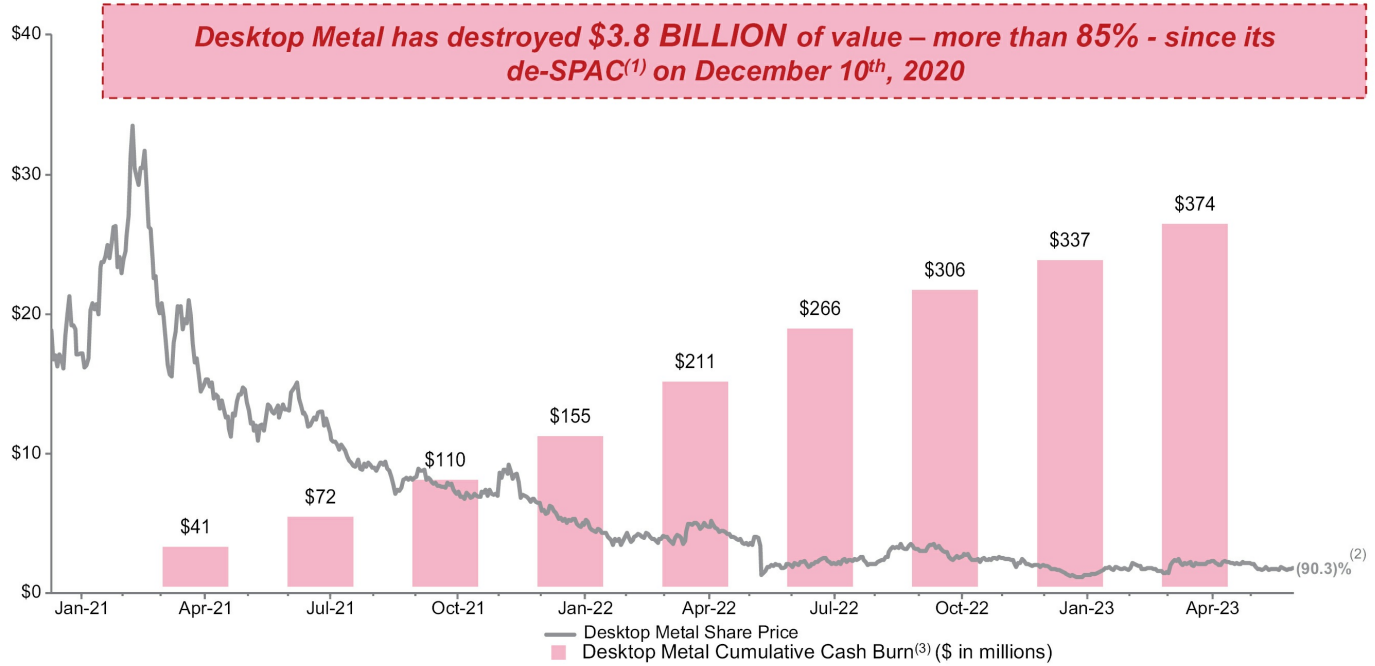


Desktop Metal Merger is Cash Burning and Value Destroying

From day one, Desktop Metal has underperformed and destroyed shareholder value

Desktop Metal Value Destruction

(Share price in \$)



Source: Desktop Metal SEC filings, FactSet

Note: Market data as of 5/30/2023; (1) Represents equity values; (2) Discrepancy between percentage decrease in equity value and percentage decrease in share price is due to change in share count over time; (3) Represents cumulative cash flow from operations since Q1 2021





Desktop Metal has a Track Record of Failing to Meet Projections and Destroying Shareholder Value

Desktop Metal has underperformed on targets it presented to investors in the August 2020 de-SPAC presentation

Observations	Desktop Metal 2020 de-SPAC Presentation	2022 Results
Acquisitions used to mask weak underlying organic performance	\$166 million 2022E <i>Organic</i> Revenue Estimate Per 2020 de-SPAC Presentation	\$49 million Estimated 2022 <i>Organic</i> Revenue ⁽¹⁾
Gross margin remains significantly below guidance	42.3% 2022E Gross Margin Estimate Per 2020 de-SPAC Presentation	7.2% 2022A Gross Margin
Burning cash at a rate more than 17x estimates	(\$11) million 2022E Free Cash Flow Estimate Per 2020 de-SPAC Presentation ⁽²⁾⁽³⁾	(\$193) million 2022A Free Cash Flow ⁽²⁾

Source: Desktop Metal SEC filings, Equity research, Desktop Metal Investor Presentation

Note: (1) Based on William Blair estimates, Desktop Metal acquired ~\$150mm annual revenue between ExOne, EnvisionTEC and Dental Arts Labs, and another ~\$10mm of revenue from several smaller acquisitions during 2021, leading to organic revenue estimated at \$49mm for 2022A; (2) Free Cash Flow equals Cash Flow from Operations less Capital Expenditures; (3) Not inclusive of estimated public company-related costs of approximately \$6 million per year





Paying a Premium for Dilutive, Smaller Desktop Metal With ~\$200M Revenue and ~\$200M⁽¹⁾ Cash Loss in 2022 Just Doesn't Add Up

Transaction leaves Strasysys shareholders with just ~60% ownership of combined company

Desktop Metal Will Own ~40% of the Combined Company Despite Contributing Nothing But Weak Performance

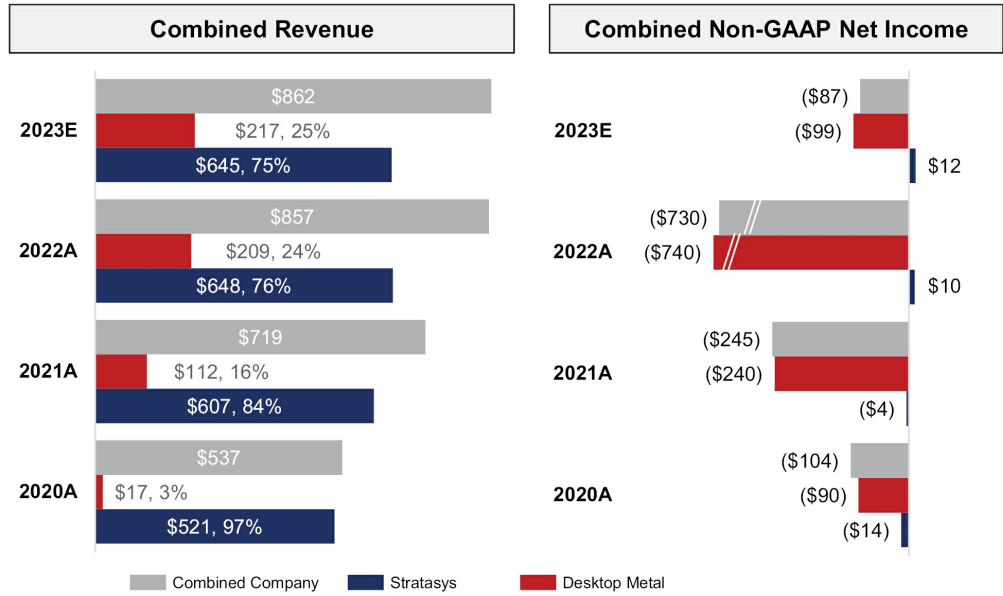
(\$ in millions)

❌ Desktop Metal has **22% of revenue** of the combined company⁽²⁾

❌ Desktop Metal generates an annualized⁽²⁾ **GROSS LOSS of (\$5mm)**

❌ Desktop Metal generates an annualized⁽²⁾ **negative adjusted EBITDA of (\$156mm)**

❌ Desktop Metal is **burning cash** vs. Strasysys has cash



Highly dilutive to Strasysys ownership

Dilutive to EPS – doubling from (\$1.24) to (\$2.44)⁽²⁾

Burns cash

Source: Desktop Metal and Strasysys SEC filings, Desktop Metal and Strasysys press releases, FactSet and Consensus Estimates
 Note: (1) Cash Flow from Operations less Capital Expenditures; (2) Represents Q1 2023 annualized financials



3D Systems' Offer Does Not Provide Better Value to Stratasy's Shareholders and Has Less Certainty – Weak Balance Sheet with \$450M Debt⁽¹⁾

3D Systems offer provides little cash value to Stratasy's shareholders; the majority of transaction consideration is in 3D Systems stock, which has a history of financial and operational underperformance

3D Systems Offer

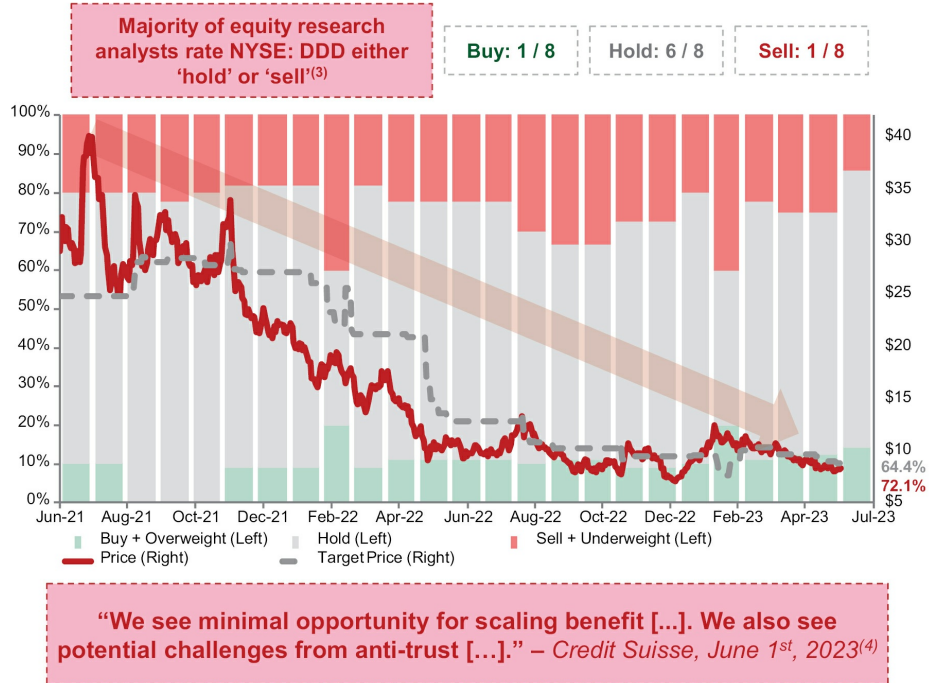
Unclear Total Value Per Stratasy's Share



Stratasy's shareholders will be left with very little cash and a minority stake in 3D Systems, which has a history of missed forecasts and value destruction

■ Value of Stock Component ⁽²⁾
 ■ Value of Cash Component

Lagging 3D Systems Share Price Performance Despite Being One of the Industry Incumbents – 2 Year Share Price Performance



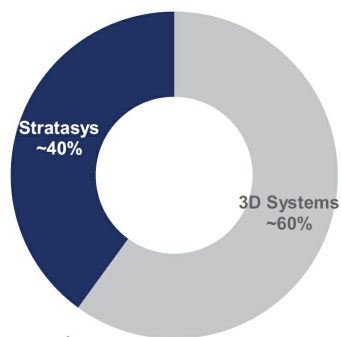
Source: FactSet, Company filings, Equity research

Note: Market data as of 5/30/2023; (1) As of March 31, 2023; (2) Determined at 1.2057 3D Systems shares per one Stratasy's share; (3) Research analysts per FactSet; (4) Shannon Cross, Credit Suisse, June 1st, 2023

Receiving 3D Systems Stock is not Compelling for Stratasys Shareholders

Stratasys shareholders would own ~40% of the combined company with an uncertain outlook

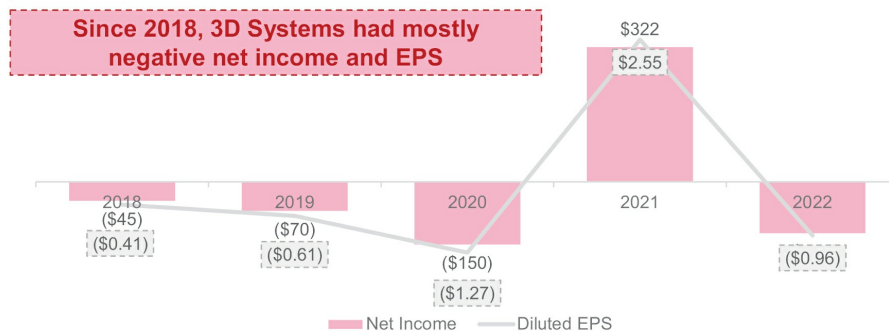
PF Ownership



Stratasys' shareholders are being offered a minority stake in 3D Systems, which lost money in 4 out of the 5 last years

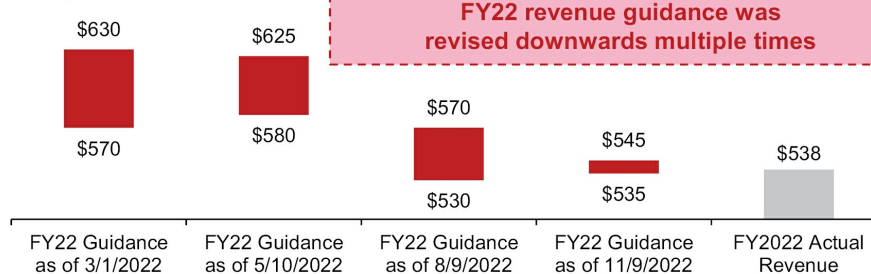
Weak and Inconsistent Financial Performance – Net Income and EPS

(\$ in millions)



3D Systems' Management Has Consistently Missed Historical Operating Targets

(\$ in millions)



Source: FactSet, 3D Systems SEC filings

Nano Dimension's Fully-funded, All-cash Offer for Stratasys Shares Delivers Certain, Immediate Cash, Premium Value Versus Alternatives

Stratasys and Desktop Metal Claim

"Growth Opportunities for the Combined Company: The Desktop Metal transaction is expected to establish a uniquely scaled additive manufacturing company that would be one of the largest companies in the industry, targeting \$1.1B in 2025 revenue."

"Opportunities for Meaningful Synergies: Significant revenue and cost synergies are expected as a result of the Desktop Metal transaction, including \$50M of revenue synergies by 2025."

"Increased Financial Strength: The combination is expected to create a well-capitalized business with a very attractive financial model [...]."

Reality

- ⊗ While revenues will increase modestly, the combined company **gross margins, cash flows and net income will decrease substantially**
- ⊗ **Stratasys sacrifices profitability and capital preservation for a costly addition to the top-line and maintaining independence**
- ⊗ Approximately half of the estimated \$50 million annual run-rate cost synergies are derived from corporate cost elimination which **requires years to implement**; the remaining cost synergies from COGS and other Opex optimization and any revenue synergies typically require **even longer ramp-up periods**
- ⊗ **Shareholders will have to wait for synergies to be realized and value to be created – if at all**
- ⊗ Cash generating Stratasys is **paying a premium price** for the merger with **cash burning Desktop Metal with \$(193) million 2022A Free Cash Flow ⁽¹⁾**; **current cash position allows for less than two years runway**

3D Systems Claim

"Participation in highly certain value creation through realization of approximately \$100 million in estimated cost synergies."

"Regulatory approvals obtainable in a timely manner."

Reality

- ⊗ **Lack of quantifiable support** for 3D Systems' claims and **uncertainty** for Stratasys shareholders when and if synergies would be realized
- ⊗ **"We see minimal opportunity for scaling benefit [...]. We also see potential challenges from anti-trust [...]."** – Credit Suisse, June 1st, 2023⁽²⁾
- ⊗ **Potential regulatory uncertainty** as this proposed combination **represents the combination of the largest and second largest players** in the 3D printing space

Source: Desktop Metal SEC filings

Note: (1) Free Cash Flow equals Cash Flow from Operations less Capital Expenditures; (2) Shannon Cross, Credit Suisse, June 1st, 2023



Nano Dimension's All-Cash Offer Is Superior to the Pending Desktop Metal Merger or Proposed 3D Systems Unsolicited Offer



Nano Dimension's **\$18 per share** fully-funded, **all-cash** offer for Stratasys shares delivers **certain, near-term, premium value** for tendering shareholders while remaining shareholders will benefit from the **strength of Nano's balance sheet, cash reserves and leadership**



Desktop Metal merger:

- **Highly dilutive and money-losing**
- **Overpriced**
- **Significant value uncertainty**
- **Significant time to close**



Proposed acquisition by 3D Systems:

- **Little cash consideration**
- **Money-losing company; transaction leaves no cash for future operations**
- **Significant share value uncertainty**
- **Significant time to close**

Shareholders Have Until June 26th, 2023, to Tender Shares into the Tender Offer

For more information, please visit: www.StratasysValueNow.com

If you have any questions about how to tender your shares, please call the information agent for the tender offer, Georgeson, toll-free at (877) 668-1646





NANODIMENSION
Electrifying Additive Manufacturing®

[Name],

As you have likely seen, Nano Dimension has initiated a special tender offer of Stratasys' ordinary shares at \$18.00 per share. The purpose of the offer is to purchase between 38.8% and 40.8% of additional Stratasys' outstanding ordinary shares such that we would own between 53% and 55% of the outstanding Stratasys shares, inclusive of Nano Dimension's ownership of approximately 14.1% of Stratasys' outstanding shares. I would like to highlight a few key points about the offer, which Nano Dimension's management team and Board of Directors unanimously stand behind, and to reiterate Nano Dimension's strong recommendation for all Stratasys shareholders to participate in the offer. Our special tender offer:

- i. Provides \$18.00 per share in cash at a compelling premium—39% above the unaffected 60day VWAP as of March 3rd, 2023.

- ii. Provides certain value during a time of significant market volatility and broader macroeconomic uncertainty.

- iii. Stands superior to an uncertain and highly dilutive proposed transaction with Desktop Metal Inc. or an uncertain transaction with 3D Systems Corp., given the risks associated with these competing transactions.

In the context of the current market challenges and compared to a potentially risky stock merger, **the Nano Dimension special tender offer delivers certain and near-term all-cash value at a compelling premium.** We believe that Stratasys — either as a standalone company or through any other business combination — will not be able to deliver the compelling value our offer provides.

With a successful outcome of the tender, we will continue to execute on our strategic plan to drive value creation for our shareholders and other stakeholders, both in Nano and in SSYS, where **profitability** of both will benefit all. We expect our management to be compensated on the performance of SSYS operations, as SSYS will become Nano's largest business asset.

From conversations with other Stratasys investors, we know that many shareholders also believe our offer provides shareholders with near-term outsized value relative to the alternatives. I would welcome the opportunity to schedule a call with you to walk you through our perspectives on the offer. Additionally, I will be in the New York City area between Thursday, June 8th and Friday, June 16th if you are interested in meeting in person.

For additional information on how to tender your shares, please call our Information Agent, Georgeson LLC, toll free at (877) 668-1646. Additional information about the offer is available on our website, www.StratasyValueNow.com. The offer will expire at 11:59 p.m., New York time, on June 28th, 2023, unless earlier terminated or extended.

Thank you for your consideration.

Yours,
[]

Important Information About the Special Tender Offer

This document is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any ordinary shares of Stratasys or any other securities, nor is it a substitute for the tender offer materials described herein. On May 25, 2023, Nano Dimension Ltd. (“Nano Dimension” or “Nano”) filed with the SEC a tender offer statement on Schedule TO, including an offer to purchase, a related letter of transmittal and other tender offer documents, as subsequently amended. On May 30, 2023, Stratasys Ltd. (“Stratasys”) filed with the SEC a solicitation/recommendation statement on Schedule 14D-9, as subsequently amended, as required by the tender offer rules.





NANODIMENSION
Electrifying Additive Manufacturing®

INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ BOTH THE TENDER OFFER MATERIALS (INCLUDING THE OFFER TO PURCHASE, RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 REGARDING THE OFFER, AS THEY MAY BE AMENDED FROM TIME TO TIME, BECAUSE THEY CONTAIN AND WILL CONTAIN IMPORTANT INFORMATION THAT INVESTORS AND SECURITY HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES.

Investors and security holders may obtain a free copy of the offer to purchase, the related letter of transmittal, certain other tender offer documents and the solicitation/recommendation statement and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov or by directing such requests to Georgeson LLC, the Information Agent for the tender offer, named in the tender offer statement. In addition, Stratasys files annual reports, interim financial statements and other information with the SEC, and Nano Dimension files annual reports, interim financial statements and other information with the SEC, which are available to the public at the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by Stratasys may be obtained at no charge on the investor relations page of Stratasys' website at www.stratasys.com. Copies of the documents filed with the SEC by Nano Dimension may be obtained at no charge on the investor relations page of Nano Dimension's website at www.nano-di.com.



Nano Dimension Tender Offer Controlling

On May 25, 2023, Nano Dimension tender offer to purchase between ordinary shares ("Stratasys Shares") already owned by Nano Dimension up to and no more than 55% of the consummation of the special tender acquiring at least 53% of the outstanding \$18.00 per Stratasys Share, to the certain value to Stratasys share

Nano's all-cash special tender offer at \$18.00 per Share

- Represents a premium to all recent trading levels, a **26% premium** closing price as of March 3rd, 2023, the **60-day volume-weighted** 3rd, 2023.
- Represents a **12.5% premium** price published by **Stratasys' Morgan**, on March 2nd, 2023 to Stratasys.

Legal Disclaimer

Forward-Looking Statements

This website of Nano Dimension Ltd. (the "Company" or "Nano Dimension") contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act and other securities laws. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and similar expressions or variations of such words are intended to identify forward-looking statements. For example, the Company is using forward-looking statements when it discusses the special partial tender offer, the satisfaction of conditions precedent to the closing of the tender offer, anticipated impact of the special partial tender offer, the potential integration of Stratasys Ltd.'s ("Stratasys") assets, business verticals, and customer base into the Company's current operations, the percentage of ownership in Stratasys to be acquired by the Company upon the completion of the tender offer, the potential upside of the Company's and Stratasys' products, opportunities, strategic growth plan (including the Company's vision upon completion of the tender offer), new markets, the size of the Company's and Stratasys' addressable market, market growth, and expected revenue growth. Because such statements deal with future events and are based on the Company's current expectations, they are subject to various risks and uncertainties. Actual results, performance, or achievements of Company could differ materially from those described in or implied by the statements in these forward-looking statements are not historical facts, and are based upon management's current expectations, beliefs and projections, many of which, by their nature, are inherently uncertain. Such expectations, beliefs and projections are expressed in good faith. However, there can be no assurance that management's expectations, beliefs and projections will be achieved, and actual results may differ materially from what is expressed in or indicated by the forward-looking statements. Forward-looking statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the forward-looking statements. For a more detailed description of the risks and uncertainties affecting the Company and Stratasys, reference is made to the Company's and Stratasys' reports filed from time to time with the Securities and Exchange Commission ("SEC"), including, but not limited to, the risks detailed in the Company's annual report for the year ended December 31, 2022, and the risks detailed in Stratasys' annual report for the year ended December 31, 2022, filed with the SEC. Forward-looking statements speak only as of the date the statements are made. The Company assumes no obligation to update forward-looking statements to reflect actual results, subsequent events or circumstances, changes in assumptions or changes in other factors affecting forward-looking information except to the extent required by applicable securities laws. If the Company does update one or more forward-looking statements, no inference should be drawn that the Company will make additional updates with respect thereto or with respect to other forward-looking statements.

No Offer or Solicitation

This website is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any ordinary shares of Stratasys or any other 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, nor is it a substitute for the tender offer materials described herein.

Offer Info

FAQ

Materials

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portunity to establish a **market-**
mentary products and solutions
itive Manufacturing market

unities to deepen existing
providing more value-added
capture new customer
with expanded and diversified

- Provides a **certain value** to **Shareholders**, as opposed to the combination with Stratasy's as a standard combination with another offer.

How to Accept the Offer

If you have any questions, please contact Georgeson LLC, toll free at (877) 444-4444.

All holders of Stratasy's Shares should refer to the Offer to Purchase, Computershare N.A. Offer to Purchase.

If you hold your Shares through a bank or broker regarding how to provide instructions, please contact your bank or broker as soon as possible to instruct them to tender your Shares.

If you are a registered holder, you should refer to the Offer to Purchase, Depository for the offer, Computershare N.A. Offer to Purchase. Instructions in the Offer to Purchase and the related Letter of Transmittal have been received or will receive materials.

All of the Stratasy's Shares validly tendered and not withdrawn will be paid for promptly upon prorated and satisfaction or waiver.

Important Information About the Special Tender Offer

This document is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any ordinary shares of Stratasy's or any other securities, nor is it a substitute for the tender offer materials described herein. A tender offer statement on Schedule TO, including an Offer to Purchase, a related Letter of Transmittal and other tender offer documents, was filed with the SEC by Nano Dimension on May 25, 2023, as subsequently amended. Stratasy's filed with the SEC a solicitation/recommendation statement on Schedule 14D-9, as required by the tender offer rules, on May 30, 2023, as subsequently amended.

INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ BOTH THE TENDER OFFER MATERIALS (INCLUDING THE OFFER TO PURCHASE, RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 REGARDING THE OFFER, AS THEY MAY BE AMENDED FROM TIME TO TIME, BECAUSE THEY CONTAIN AND WILL CONTAIN IMPORTANT INFORMATION THAT INVESTORS AND SECURITY HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES.

Investors and security holders may obtain a free copy of the Offer to Purchase, the related Letter of Transmittal, certain other tender offer documents and the solicitation/recommendation statement and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov or by directing such requests to Georgeson LLC, the Information Agent for the tender offer, named in the tender offer statement. In addition, Stratasy's files annual reports, interim financial statements and other information with the SEC, and Nano Dimension files annual reports, interim financial statements and other information with the SEC, which are available to the public at the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by Stratasy's may be obtained at no charge on the investor relations page of Stratasy's website at www.stratasy.com. Copies of the documents filed with the SEC by Nano Dimension may be obtained at no charge on the investor relations page of Nano Dimension's website at www.nano-di.com.

AGREE

DISAGREE

¹ The successful completion of the special tender offer would result in Nano's ownership of between 53% and 55% of the outstanding Stratasy's Shares, inclusive of the approximately 14.1% of the outstanding Stratasy's Shares that Nano currently owns as of May 24, 2023.

² Less any required withholding taxes and without interest (the "Offer Price"). Upon the terms and subject to the conditions set forth in the Offer to Purchase (as it may be amended, supplemented, or otherwise modified from time to time, the "Offer to Purchase") and in the related Letter of Transmittal (as it may be amended, supplemented, or otherwise modified from time to time, the "Letter of Transmittal," which, together with this Offer to Purchase, collectively constitute the "offer").

Nano Dimension's All-Cash Special Tender Offer for the Acquisition of a Controlling Interest in Stratasys

On May 25, 2023, Nano Dimension Ltd. ("Nano") commenced a special tender offer to purchase between 38.8% and 40.8% of the outstanding ordinary shares ("Stratasys Shares") of Stratasys Ltd. ("Stratasys") not already owned by Nano Dimension, such that Nano Dimension would own up to and no more than 55% of the outstanding Stratasys Shares upon consummation of the special tender offer,¹ with a minimum condition of acquiring at least 53% of the outstanding Stratasys Shares at the price of \$18.00 per Stratasys Share, to the seller in cash, delivering near-term certain value to Stratasys shareholders.²

Nano's all-cash special tender offer price of \$18.00 per Share

- Represents a premium to all relevant Stratasys historical trading levels, a **26% premium to the unaffected Stratasys closing price as of March 3rd, 2023** and a **39% premium to the 60-day volume-weighted average price as of March 3rd, 2023**.
- Represents a **12.5% premium to the \$16.00 future target price published by Stratasys' own financial advisor, J.P. Morgan**, on March 2nd, 2023 before dropping coverage of Stratasys.
- Provides a **certain value creation opportunity to Stratasys Shareholders**, as opposed to the uncertainty that comes with Stratasys as a standalone company or through a combination with another company in the industry.

The special tender offer creates a path to establishing a market leader in Additive Manufacturing

- Transaction provides the opportunity to establish a **market-leading portfolio of complementary products and solutions** addressing a significant Additive Manufacturing market opportunity.
- Presents **significant opportunities to deepen existing customer relationships** by providing more value-added services and solutions **and capture new customer acquisition opportunities** with expanded and diversified joint offerings

How to Accept the Tender Offer

If you have any questions, please call the Information Agent for the offer, Georgeson LLC, toll free at (877) 668-1646.

All holders of Stratasys Shares should tender their Stratasys Shares to the Depository for the offer, Computershare N.A., by following the procedures and instructions in the Offer to Purchase.

If you hold your Shares through a bank or broker, you should receive instructions from your bank or broker regarding how to tender your Shares. If you have not received instructions, please contact your bank or broker at the number below as soon as possible to instruct them to tender your Shares.

If you are a registered holder, you should tender your Stratasys Shares to the Depository for the offer, Computershare N.A., by following the procedures and instructions in the Offer to Purchase and related Letter of Transmittal. You should have received or will receive material in the mail on tendering your Shares.

All of the Stratasys Shares validly tendered pursuant to the offer and not properly withdrawn will be paid for promptly following the Final Expiration Date, subject to proration and satisfaction or waiver of all conditions to the offer.

¹ The successful completion of the special tender offer would result in Nano's ownership of between 53% and 55% of the outstanding Stratasys Shares, inclusive of the approximately 14.1% of the outstanding Stratasys' Shares that Nano currently owns as of May 24, 2023.

² Less any required withholding taxes and without interest (the "Offer Price"). Upon the terms and subject to the conditions set forth in the Offer to Purchase (as it may be amended, supplemented, or otherwise modified from time to time, the "Offer to Purchase") and in the related Letter of Transmittal (as it may be amended, supplemented, or otherwise modified from time to time, the "Letter of Transmittal," which, together with this Offer to Purchase, collectively constitute the "offer").

Tender Offer Info

Time to Accept the Tender Offer

The special tender offer will **expire at 11:59 p.m. EDT on Monday, June 26th, 2023**, unless extended or earlier terminated in accordance with the Offer to Purchase and the applicable rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") and Israeli law.

Under Israeli law and subject to certain conditions, Stratasys shareholders may be able to tender their Stratasys Shares for an additional four calendar-day period¹. The additional period is referred to as the "Additional Offer Period" and the expiration of such period is referred to as the "Final Expiration Date."

The date of completion of the Additional Offer Period will change if Nano decides to extend the Offer Period. Stratasys Shares tendered during the Offer Period may be withdrawn at any time prior to 11:59 p.m., New York time, on the Expiration Date, but not during the Additional Offer Period.

Conditions to the Tender Offer

The closing of the special tender offer is subject to certain conditions, outlined in the Offer to Purchase.

How to Accept the Tender Offer

If you have any questions, please call the Information Agent for the offer, Georgeson LLC, toll free at (877) 668-1646.

All holders of Stratasys Shares should tender their Stratasys Shares to the Depositary for the offer, Computershare N.A., by following the procedures and instructions in the Offer to Purchase. Shareholders are strongly recommended to submit their decision to tender early, as banks' deadlines can be before the official deadline stated above.

If you hold your Stratasys Shares through a bank or broker, you should receive instructions from your bank or broker regarding how to tender your Stratasys Shares. If you have not received instructions, please contact your bank or broker at the number below as soon as possible to instruct them to tender your Stratasys Shares.

If you are a registered holder, you should tender your Stratasys Shares to the Depositary for the offer, Computershare N.A., by following the procedures and instructions in the Offer to Purchase and related Letter of Transmittal. You should have received or will receive material in the mail on tendering your Stratasys Shares.

All of the Stratasys Shares validly tendered pursuant to the offer and not properly withdrawn will be paid for promptly following the Final Expiration Date, subject to proration and satisfaction or waiver of all conditions to the offer.

¹ As required under Israeli law, if (i) the conditions of the offer have been satisfied or, subject to applicable law, waived by us; and (ii) with respect to each Stratasys Share owned by you, you have (a) not yet responded to the offer, (b) notified us of your objection to the offer, or (c) tendered such Stratasys Share but have properly withdrawn your tender during the Offer Period, then, you will be afforded an additional four (4) calendar-day period, during which you may tender each such Stratasys Share (we refer to this additional period as the "Additional Offer Period").

FAQ

ABOUT THE TENDER OFFER AND ELIGIBILITY

- We are Nano Dimension Ltd. (“Nano Dimension” or “Nano”), a company organized under the laws of the State of Israel. Nano Dimension is a leading supplier of Additively Manufactured Electronics and multi-dimensional polymer, metal & ceramic Additive Manufacturing 3D printers.
- On May 25, 2023, we commenced an all-cash special tender offer to purchase between 38.8% and 40.8% of the outstanding ordinary shares (“Stratasys Shares”) of Stratasys Ltd. (“Stratasys”), not already owned by Nano Dimension.
- The special tender offer would result in Nano Dimension owning up to and no more than 55% of the outstanding Stratasys Shares upon consummation of the offer, with a minimum condition of acquiring at least 53% of the outstanding Stratasys Shares at the price of \$18.00 per Stratasys Share, to the seller in cash, less any required withholding taxes and without interest (the “Offer Price”).
- The full terms and conditions of the offer are set forth in the Offer to Purchase (as it may be amended, supplemented, or otherwise modified from time to time, the “Offer to Purchase”) and in the related Letter of Transmittal (as it may be amended, supplemented, or otherwise modified from time to time, the “Letter of Transmittal,” filed with the U.S. Securities and Exchange Commission (the “SEC”) which, together with the Offer to Purchase, collectively constitute the “offer”).

1. Why are you conducting this offer?

- Nano Dimension believes there are important benefits of the special tender offer to Stratasys’ shareholders, including an attractive cash value at a premium to all relevant Stratasys historical trading levels, and, for the combined company, longer-term strategic benefits.

2. How long do I have to decide whether to accept the offer and tender my shares?

- You may tender your Stratasys Shares until 11:59 p.m. EST, on June 26, 2023, or, if we extend the offer, before 11:59 p.m., EST, on the date to which the offer is extended ¹.

3. How many shares are sought in this offer?

- Subject to certain conditions, Nano Dimension is offering to purchase a minimum of 26,557,660 Stratasys Shares, representing 38.8% of the outstanding Stratasys Shares, and up to 27,925,689 Stratasys Shares, representing approximately 40.8% of the outstanding Stratasys Shares as of the Expiration Date.

4. How much are you offering to pay and what is the form of payment?

- We are offering to pay \$18.00 per Stratasys Share, to you in cash, less any required withholding taxes and without interest. The Offer Price will be paid in U.S. dollars.

5. What is the value of Nano Dimension’s offer compared to the market value of my Stratasys Shares as of a recent date?

- Nano Dimension’s all-cash special tender offer for \$18.00 per Stratasys Share represents a premium of 26% to the unaffected closing price on Nasdaq on March 3rd, 2023, and a 39% premium to the 60-day volume-weighted average price as of March 3rd, 2023.
- On May 24, 2023, the last trading day before Nano Dimension commenced the offer, the closing price per Stratasys Share reported on Nasdaq was \$14.88. The Offer Price, \$18.00 per Stratasys Share, is 21% greater than such reported price on Nasdaq.

- 6. What percentage of the Stratasys Shares does Nano Dimension currently own?**
- As of May 25, 2023, Nano Dimension owned 9,695,115 Stratasys Shares, or approximately 14.1% of the outstanding Stratasys Shares as of May 24, 2023.
- 7. Who can participate in the offer?**
- The offer is open to all record and beneficial owners of Stratasys Shares.
- 8. Do you have the financial resources to pay the purchase price in the offer?**
- Yes. Nano Dimension possesses all of the necessary funds to consummate the offer from cash and cash equivalents on hand. The offer is not conditioned on the availability of financing.
- 9. What are the most significant conditions of the offer?**
- The offer is subject to a number of conditions described on pages 29-31 of the Offer to Purchase, which can be found [on the website maintained by the SEC](#).
- 10. What will happen if the conditions of the offer are not satisfied?**
- If any condition is not satisfied, we may elect not to purchase, or may be prohibited from purchasing, any Stratasys Shares tendered pursuant to the offer, or, subject to applicable law, we may waive such conditions.
- 11. If Stratasys' shareholder Rights Plan is upheld by the Israeli courts, will Nano Dimension terminate the tender offer?**
- Nano Dimension will not be required to accept for payment and pay for any tendered Stratasys Shares if the Rights Plan Condition, as defined and described in the Offer to Purchase, is not satisfied.
 - The Rights Plan Condition will not be satisfied if Nano Dimension is not satisfied in its sole discretion that the Rights will not be triggered as a result of the offer.
 - Nano Dimension has the right to waive the Rights Plan Condition but does expect to waive this condition.
- 12. Can Nano Dimension call a shareholder meeting to remove the Stratasys Board of Directors?**
- Nano Dimension is conducting a detailed review of Stratasys and its assets, corporate structure, capitalization, operations, properties, policies, management and personnel. As part of this review, Nano Dimension intends to take actions to place the Stratasys Board of Directors at the next annual general meeting of Stratasys shareholders or by requesting that Stratasys call an extraordinary general meeting of Stratasys shareholders for the purpose of electing directors.
- 13. Does the announcement by Stratasys of entering into a merger agreement with Desktop Metal trigger the Change of Business Condition contained in the offer?**
- On May 25, 2023, the same date as Nano Dimension's offer, Stratasys and Desktop Metal announced the entering into a merger agreement by and among Stratasys, Desktop Metal and Tetris Sub Inc., a wholly-owned subsidiary of Stratasys, wherein Tetris Sub Inc. would merge with and into Desktop Metal, with Desktop Metal surviving the merger as a wholly-owned subsidiary of Stratasys. Under the merger agreement, Stratasys would issue to the stockholders of Desktop Metal as consideration in the Merger 0.123 of Stratasys' ordinary shares in exchange for each share of Desktop Metal common stock held by them immediately prior to the merger.
 - Nano Dimension does not consider the entering into such merger agreement to have triggered the Change of Business Condition and does not expect the merger to close before the expiration of the tender offer. For the avoidance of doubt, Nano Dimension has not waived the Change of Business Condition and reserves all rights afforded to it under the Change of Business Condition set forth in more detail in the Offer to Purchase.
- 14. How does the proposed transaction between Stratasys and Desktop Metal compare to**

the offer? Will it affect the offer?

- Our \$18.00 per share all-cash offer represents a more compelling value creation opportunity for Stratasys shareholders than the proposed Desktop Metal transaction with Stratasys.
- As the largest shareholder of Stratasys, Nano Dimension plans to vote against the proposed transaction between Stratasys and Desktop Metal.

15. Who can I talk to if I have questions about the offer?

- If you have any questions, you can call Georgeson LLC, the Information Agent for the offer, toll free at (877) 668-1646.

16. Is this deal subject to CFIUS review? Are you concerned that CFIUS will have comments?

- The tender offer is subject to mandatory CFIUS review. CFIUS has 30 calendar days from the date a complete declaration filing is approved for review to perform an initial assessment of the transaction. CFIUS is evaluating the declaration filing now. Following the end of such 30-day assessment, CFIUS will either (i) clear the transaction, (ii) require the parties to resubmit a more robust notice filing for review, or (iii) inform the parties that it does not have enough information to clear the transaction, and that the parties may resubmit a voluntary notice filing in their discretion. If CFIUS clears the transaction during the initial 30-day assessment, we will close the transaction. In contrast, if we do not receive CFIUS clearance at such time or are required to resubmit a notice filing, we will have discretion to close the transaction without CFIUS clearance. Following the resubmission of a notice filing, CFIUS would have an additional 45 days to reassess the transaction and an optional additional 45 days to investigate the transaction.
- Until the successful completion of the tender offer, Nano Dimension and Stratasys will operate independently.
- We understand that Stratasys produces certain critical technologies and has several contacts with the United States government. Both such points will likely bring the transaction under closer CFIUS scrutiny. As such, we expect that CFIUS may not clear the transaction after the initial 30-day assessment, and that CFIUS may impose certain conditions on the transaction following the completion of their review.

DEADLINES AND EXTENSIONS

1. Can the offer be extended and under what circumstances?

- Nano Dimension has the right, in its sole discretion, to extend the Expiration Date, subject to applicable law. In addition, in certain circumstances, we may be required by applicable law to extend the Expiration Date.

2. How will I be notified if the offer is extended?

- If Nano Dimension decides to extend the Expiration Date, the Company will publicly announce the new Expiration Date in a press release in accordance with applicable law and inform the Depositary and Information Agent.

3. If enough Stratasys shareholders tender their shares in the offer before the deadline, would you make an announcement before the expiration date?

- No, the tender offer must remain open for at least 20 business days.

TENDERING STRATASYS SHARES AND RECEIVING CASH PAYMENT

1. How can I tender my shares?

- If you are the record owner of your Stratasys Shares, you should tender your Stratasys Shares to Computershare Trust Company, N.A. by following the procedures and instructions in the Offer to contact the Information Agent for the offer, Georgeson LLC, toll free at (877) 668-1646 if you need additional copies of materials or have questions about how to tender.
- If you hold your Stratasys Shares through a bank or broker, you should receive instructions from your bank or broker regarding how to tender your shares. If you have not received instructions, please contact your bank or broker as soon as possible to instruct them to tender your shares.

2. What is the timeline for receiving the \$18.00/share in cash?

- We will deposit with the Depositary an amount sufficient to make such payment to Stratasys shareholders within four U.S. business days following the Final Expiration Date (June 30, unless the offer is extended).
- After the expiration of the offer our Depositary will launch a tax information portal and you will receive a link to this tax portal to complete the Tax Declaration Form.

- If you are a registered holder of your shares, you will submit the Tax Declaration Form through the tax portal.
- If you are a beneficial holder of your shares, you will submit the Tax Declaration form to your broker and your broker will send it to the Depository and the Depository will forward your form to the Israeli Tax Agent for review.
- Following the review process, you will receive payment for your shares.

3. Will I have to pay any fee or commission?

- If you are the record owner of your Stratasys Shares and you directly tender your Stratasys Shares to Computershare Trust Company, N.A. you generally will not have to pay brokerage fees or similar expenses. Nano Dimension will pay the fees and expenses of the Depository in connection with the offer.
- If you own your Stratasys Shares through a broker or other nominee, and your broker or other nominee tenders your Stratasys Shares on your behalf, your broker or other nominee may charge you a fee for doing so. You should consult your broker or other nominee to determine whether any charges apply.

4. If I tender only a portion of my shares, will the remainder fall sharply post-tender?

- While we can't speculate on the share price movement, if the offer is consummated, Stratasys' "public float," that is the number of Stratasys Shares owned by Stratasys' non-affiliated shareholders and available for trading in the securities markets, may be reduced. This may result in lower share prices or reduced liquidity in the trading market for Stratasys Shares in the future.

5. What happens if the offer is oversubscribed?

- If more than 27,925,689 Stratasys Shares are validly tendered and not properly withdrawn prior to the Expiration Date, the Stratasys Shares will be subject to proration. Nano Dimension will purchase 27,925,689 Stratasys Shares on a *pro rata* basis according to a proration factor that will be announced promptly following the Final Expiration Date.

OBJECTING TO THE TENDER OFFER OR WITHDRAWING PREVIOUSLY TENDERED STRATASYS SHARES

1. If I decide not to tender, how will the offer affect my shares?

- Shares held by non-tendering Shareholders will not be affected by the completion of the offer.

2. Can I object to the offer?

- Under Israeli law, you may respond to the offer by accepting the offer or sending a Notice of Objection.
- Alternatively, you may simply not respond to the offer and not tender your Stratasys Shares. You are not deemed to object to the offer if you do not tender your Stratasys Shares.

3. Until what time may I withdraw previously tendered Stratasys Shares?

- You may withdraw your tendered Stratasys Shares at any time before 11:59 p.m. EST on June 26, 2023 or, if we extend our offer, before 11:59 p.m., New York time, on the date to which the offer is extended.

4. How do I withdraw previously tendered Stratasys Shares?

- To withdraw previously tendered Stratasys Shares, you must deliver a written notice of withdrawal, while you still have the right to withdraw your Stratasys Shares, to the Depository at one its addresses set forth below:

By Mail:
Computershare Trust Company, N.A.
c/o Voluntary Corporate Actions
P.O. Box 43011
Providence, RI 02940-3011

By Overnight Courier:
Computershare Trust Company, N.A.
c/o Voluntary Corporate Actions
150 Royall Street, Suite V
Canton, MA 02021

If you tendered your Stratasys Shares by giving instructions to a broker, banker or other nominee, you must instruct the broker, banker or other nominee to arrange for the withdrawal of your Stratasys Shares.

¹ The period of time during which the offer remains open, as may be extended or adjusted for earlier termination of the offer, is referred to as the "Offer Period" and the date of completion of the Offer Period is referred to as the "Expiration Date". As required under Israeli law, if (i) the conditions of the offer have been satisfied or, subject to applicable law, waived by us; and (ii) with respect to each Stratasys Share owned by you, you have (a) not yet responded to the offer, (b) notified us of your objection to the offer, or (c) tendered such Stratasys Share but have properly withdrawn your tender during the Offer Period, then, you will be afforded an additional four (4) calendar-day period, during which you may tender each such Stratasys Share (we refer to this additional period as the "Additional Offer Period").

Materials

You may obtain a free copy of the Offer to Purchase, the related Letter of Transmittal, certain other tender offer documents and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov or by directing such requests to Georgeson LLC.

Offer to Purchase

- > [Tender Offer Statement filed by Nano Dimension](#)

Press Release

- > [Nano Dimension Launches \\$18.00 Per Share All-Cash Special Tender Offer to Increase Ownership in Stratasys to between 53% and 55% of Its Outstanding Shares](#)
- > [Nano Dimension Highlights Advantages of Its \\$18.00 Cash Per Share Special Tender Offer for Stratasys vs. Other Alternatives](#)

Presentations

- > [Process for Tendering Stratasys Shares](#)
- > [Stratasys Special Tender Offer Investor Call](#)
- > [Nano Dimension's Special Tender Offer for the Acquisition of a Controlling Interest in Stratasys](#)
- > [Nano Dimension's All Cash Special Tender Offer For Stratasys: Superior to Uncertain Alternatives](#)

Disclaimer

Forward-Looking Statements

This website of Nano Dimension Ltd. (the "Company" or "Nano Dimension") contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act and other securities laws. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and similar expressions or variations of such words are intended to identify forward-looking statements. For example, the Company is using forward-looking statements when it discusses the special partial tender offer, the satisfaction of conditions precedent to the closing of the tender offer, anticipated impact of the special partial tender offer, the potential integration of Stratasys Ltd.'s ("Stratasys") assets, business verticals, and customer base into the Company's current operations, the percentage of ownership in Stratasys to be acquired by the Company upon the completion of the tender offer, the potential upside of the Company's and Stratasys' products, opportunities, strategic growth plan (including the Company's vision upon completion of the tender offer), new markets, the size of the Company's and Stratasys' addressable market, market growth, and expected revenue growth. Because such statements deal with future events and are based on the Company's current expectations, they are subject to various risks and uncertainties. Actual results, performance, or achievements of Company could differ materially from those described in or implied by the statements in these forward-looking statements are not historical facts, and are based upon management's current expectations, beliefs and projections, many of which, by their nature, are inherently uncertain. Such expectations, beliefs and projections are expressed in good faith. However, there can be no assurance that management's expectations, beliefs and projections will be achieved, and actual results may differ materially from what is expressed in or indicated by the forward-looking statements. Forward-looking statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the forward-looking statements. For a more detailed description of the risks and uncertainties affecting the Company and Stratasys, reference is made to the Company's and Stratasys' reports filed from time to time with the Securities and Exchange Commission ("SEC"), including, but not limited to, the risks detailed in the Company's annual report for the year ended December 31, 2022, and the risks detailed in Stratasys' annual report for the year ended December 31, 2022, filed with the SEC. Forward-looking statements speak only as of the date the statements are made. The Company assumes no obligation to update forward-looking statements to reflect actual results, subsequent events or circumstances, changes in assumptions or changes in other factors affecting forward-looking information except to the extent required by applicable securities laws. If the Company does update one or more forward-looking statements, no inference should be drawn that the Company will make additional updates with respect thereto or with respect to other forward-looking statements.

No Offer or Solicitation

This website is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any ordinary shares of Stratasys or any other 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, nor is it a substitute for the tender offer materials described herein.

a substitute for the tender offer materials described herein. A tender offer statement on Schedule TO, including an Offer to Purchase, a related Letter of Transmittal and other tender offer documents, was filed with the SEC by Nano Dimension on May 25, 2023, as subsequently amended. Stratasys filed with the SEC a solicitation/recommendation statement on Schedule 14D-9, as required by the tender offer rules, on May 30, 2023, as subsequently amended.

INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ BOTH THE TENDER OFFER MATERIALS (INCLUDING THE OFFER TO PURCHASE, RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 REGARDING THE OFFER, AS THEY MAY BE AMENDED FROM TIME TO TIME, BECAUSE THEY CONTAIN AND WILL CONTAIN IMPORTANT INFORMATION THAT INVESTORS AND SECURITY HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES.

Investors and security holders may obtain a free copy of the Offer to Purchase, the related Letter of Transmittal, certain other tender offer documents and the solicitation/recommendation statement and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov or by directing such requests to Georgeson LLC, the Information Agent for the tender offer, named in the tender offer statement. In addition, Stratasys files annual reports, interim financial statements and other information with the SEC, and Nano Dimension files annual reports, interim financial statements and other information with the SEC, which are available to the public at the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by Stratasys may be obtained at no charge on the investor relations page of Stratasys' website at www.stratasys.com. Copies of the documents filed with the SEC by Nano Dimension may be obtained at no charge on the investor relations page of Nano Dimension's website at www.nano-di.com.