



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

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**SCHEDULE TO**



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

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



**NANO DIMENSION LTD.**

(Name of Filing Person (Offeror))

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**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  
Nano Dimension Ltd.  
2 Ilan Ramon, Ness Ziona  
7403635, Israel  
Telephone: +972-73-7509142**

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

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*With copies to:*

**Oded Har-Even, Esq.  
Howard Berkenblit, Esq.  
Angela Gomes, Esq.  
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. 6 (this “Amendment No. 6”) 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.6, 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. 6 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 last paragraph of Section 1 of the Offer to Purchase, entitled "Background of the Offer; Contacts with Stratasys":

“On June 21, 2023, we issued a press release highlighting the strength and experience of Nano’s leadership team.”

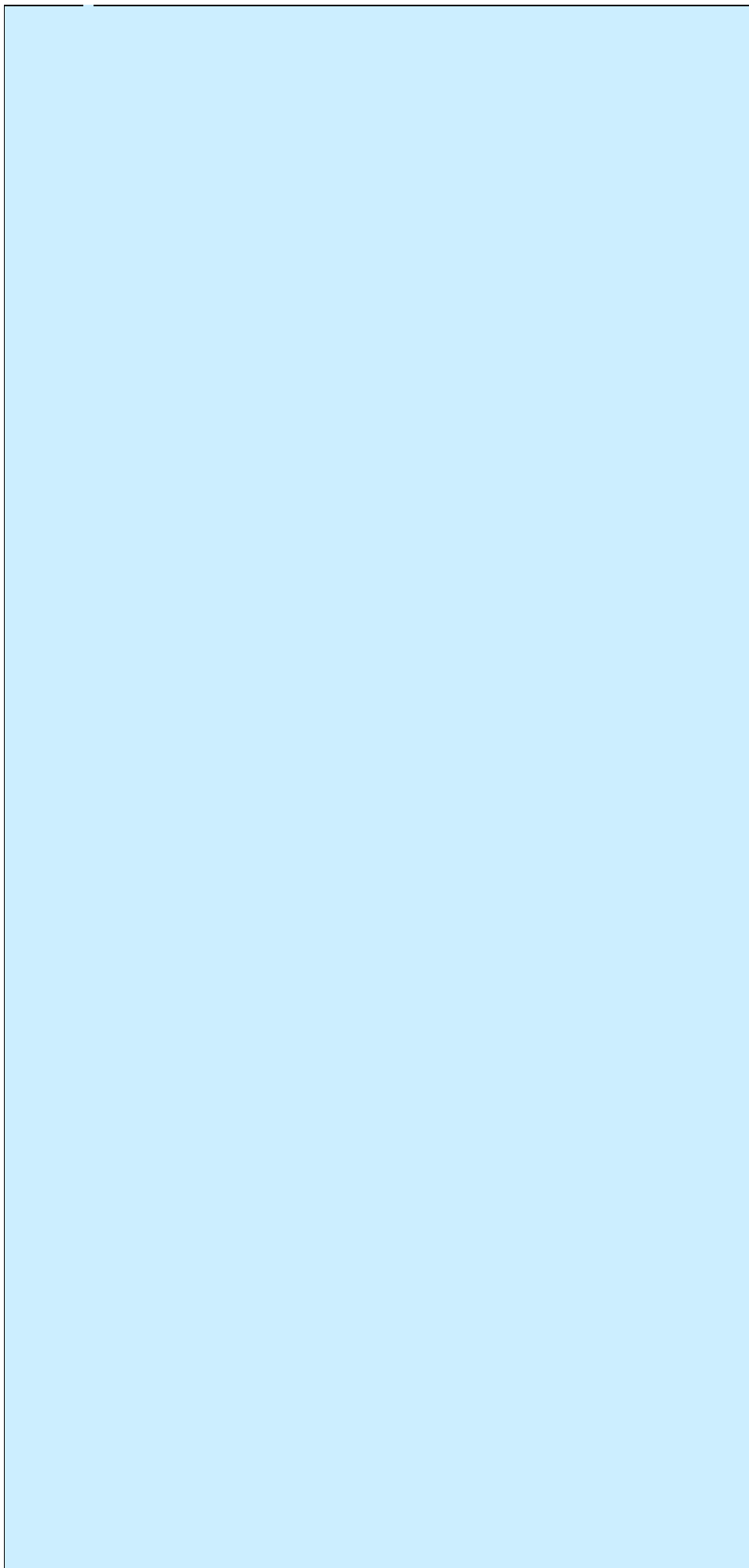


**ITEM 12. EXHIBITS.**

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

NO.

DESCRIPTION



(a)(5)(Q) [Special Tender Offer Information Website, FAQ Page, launched by Nano, as amended on June 21, 2023.](#)





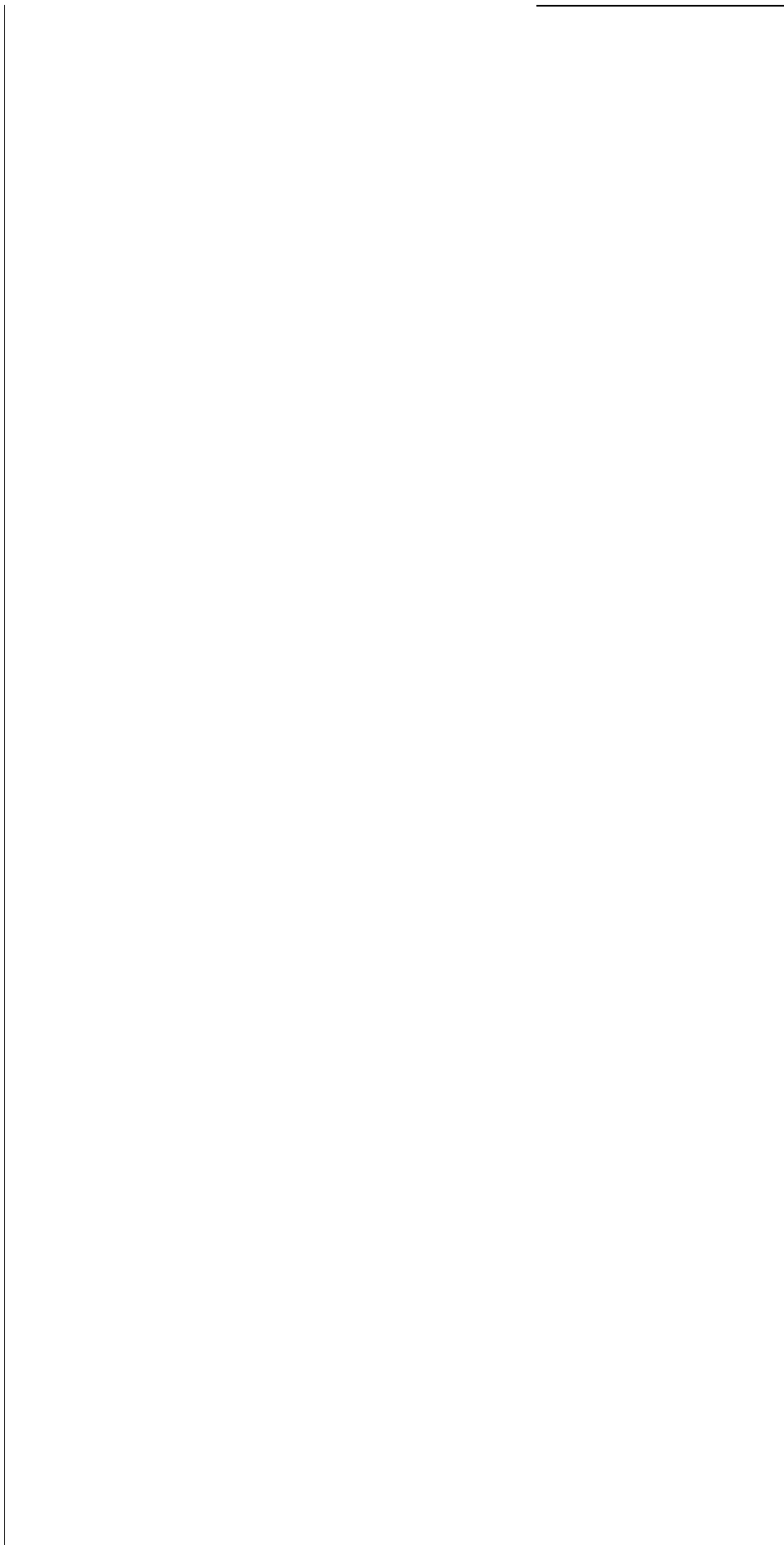
**SIGNATURE**



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 21, 2023

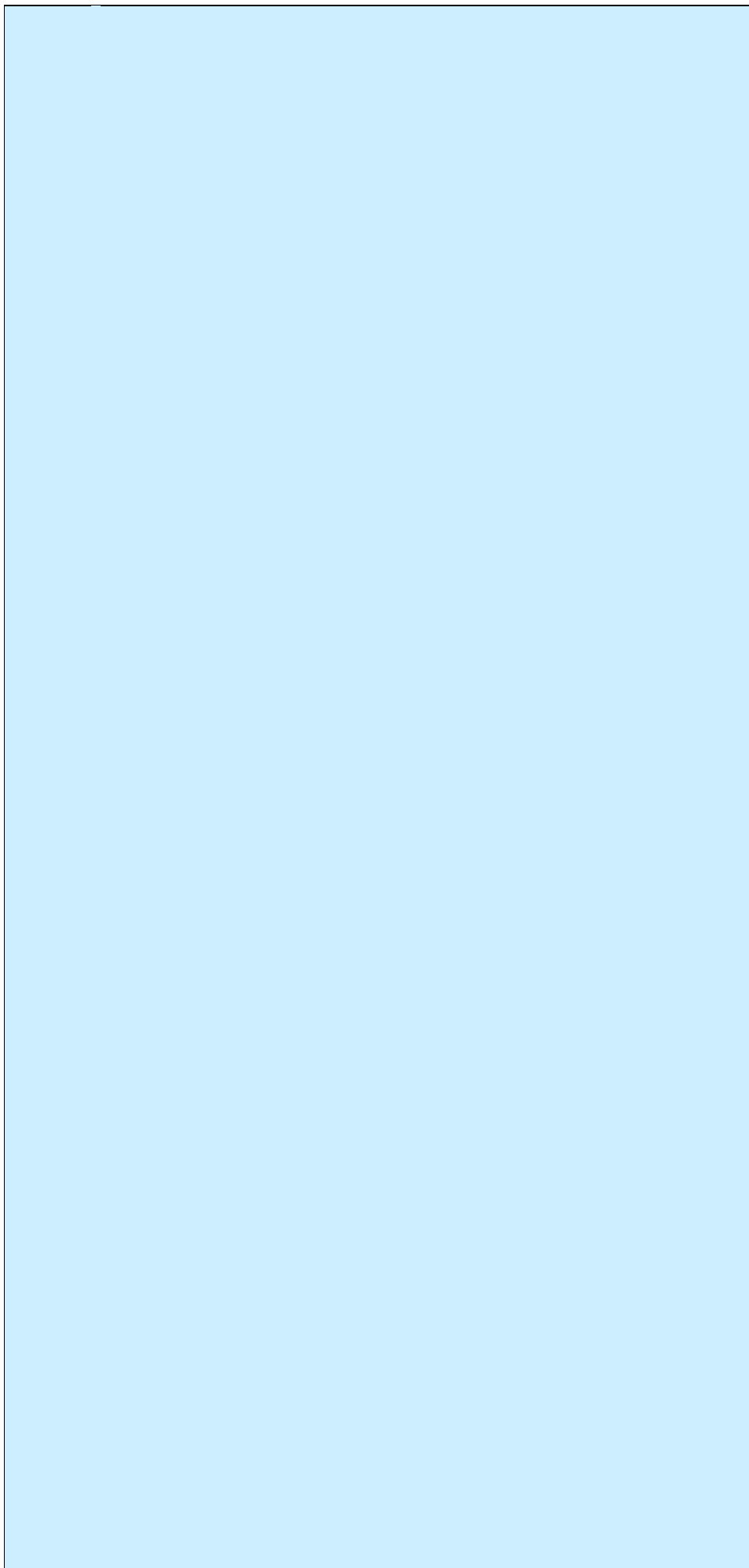


**EXHIBIT INDEX**



NO.

DESCRIPTION









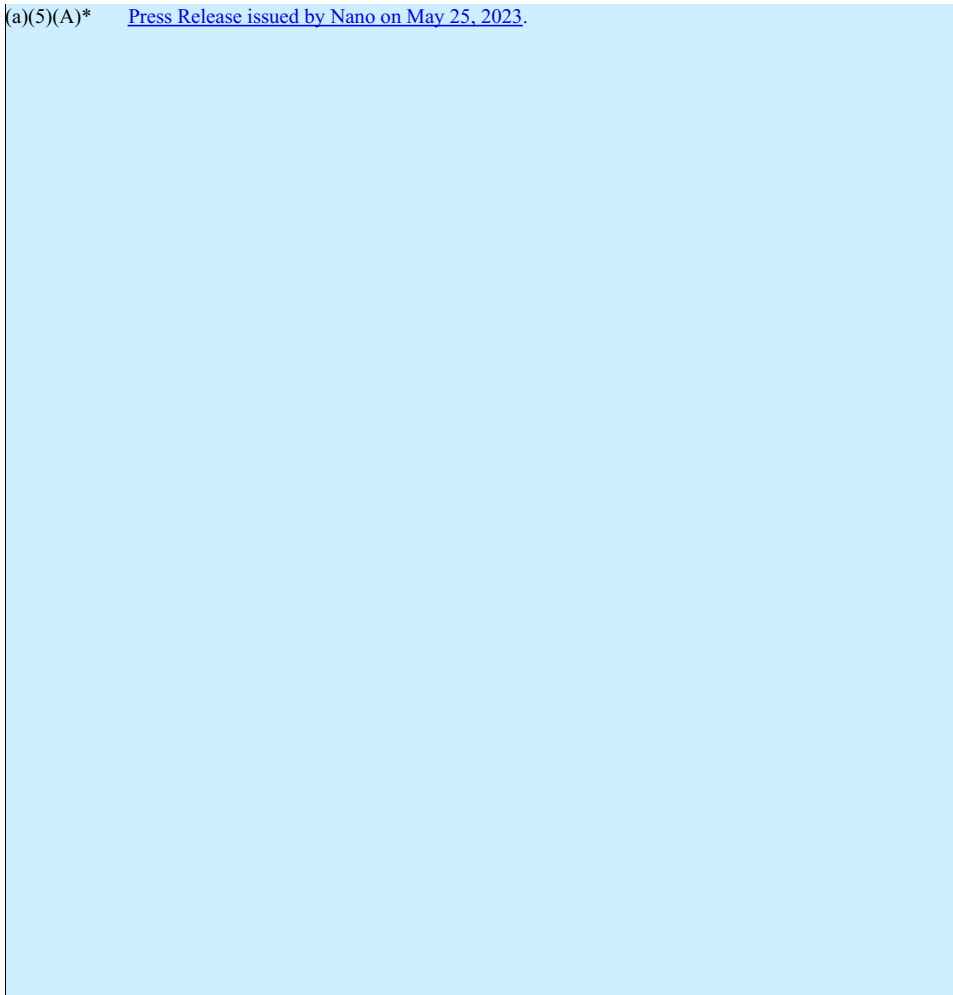
(a)(1)(E)\* [Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.](#)

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

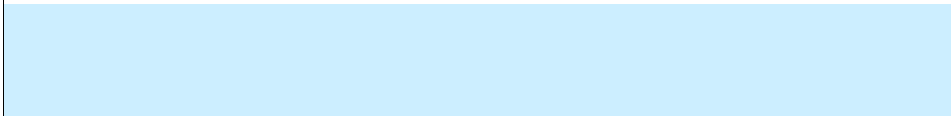
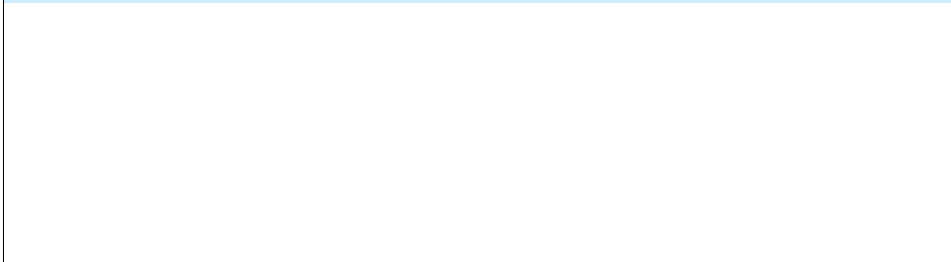
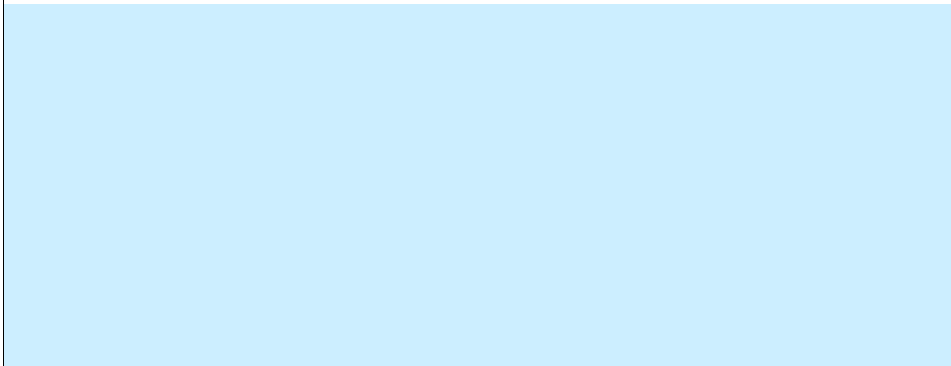
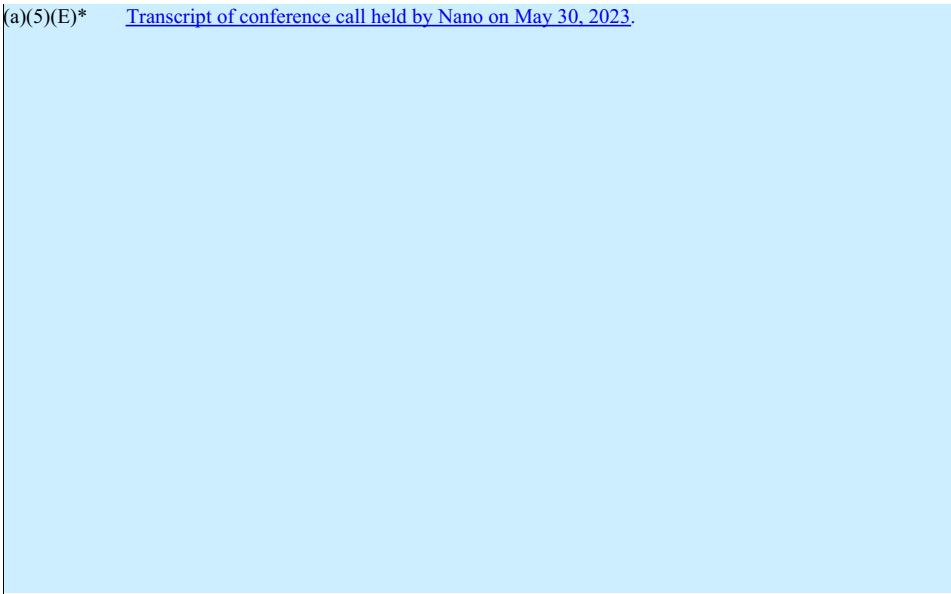
(a)(1)(G)\*\* Declaration Form ("Declaration of Status for Israeli Income Tax Purposes").



(a)(1)(H)\* [Summary Advertisement as published in the New York Times on May 25, 2023.](#)

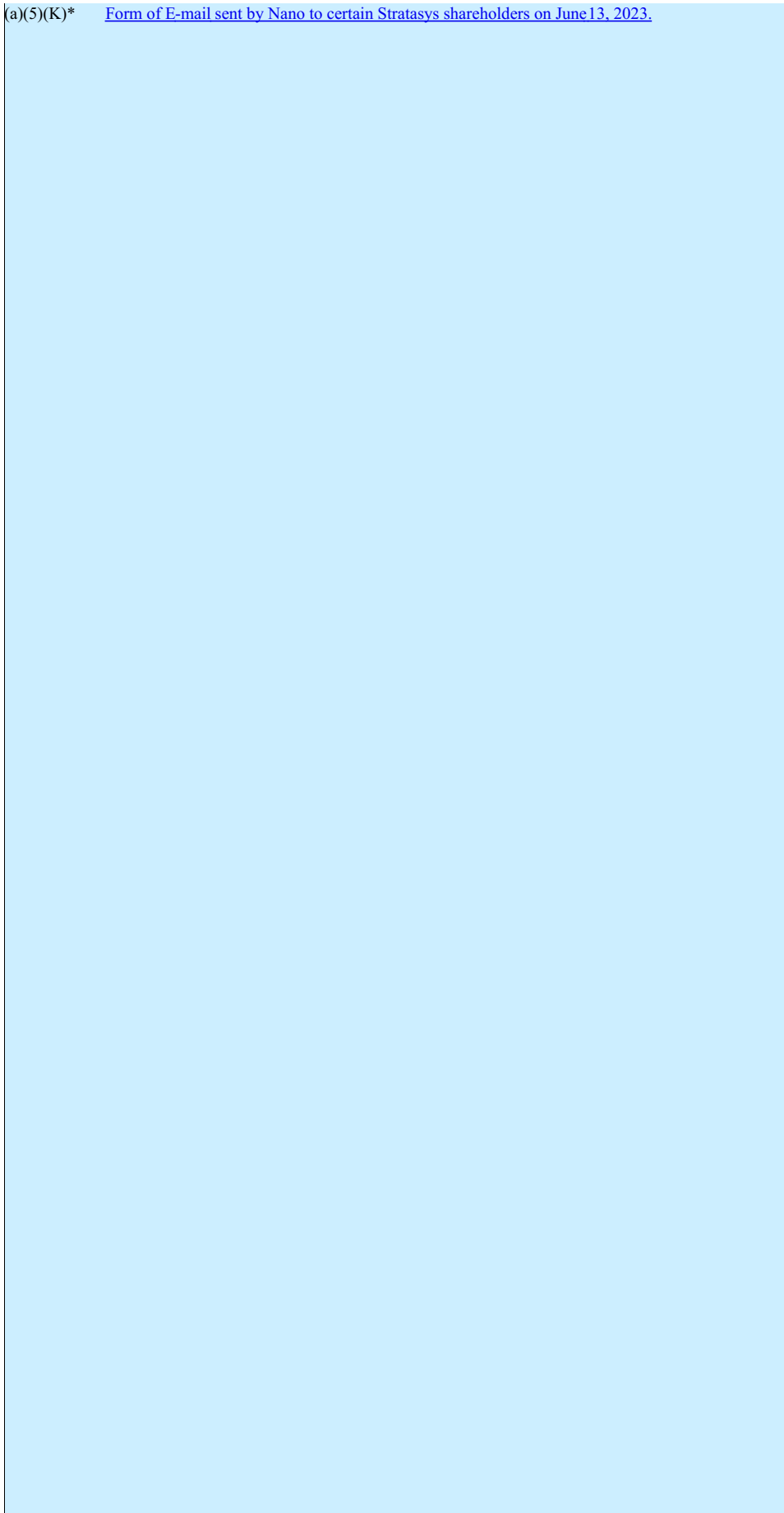






(a)(5)(J)\*

[Press Release issued by Nano on June 13, 2023.](#)

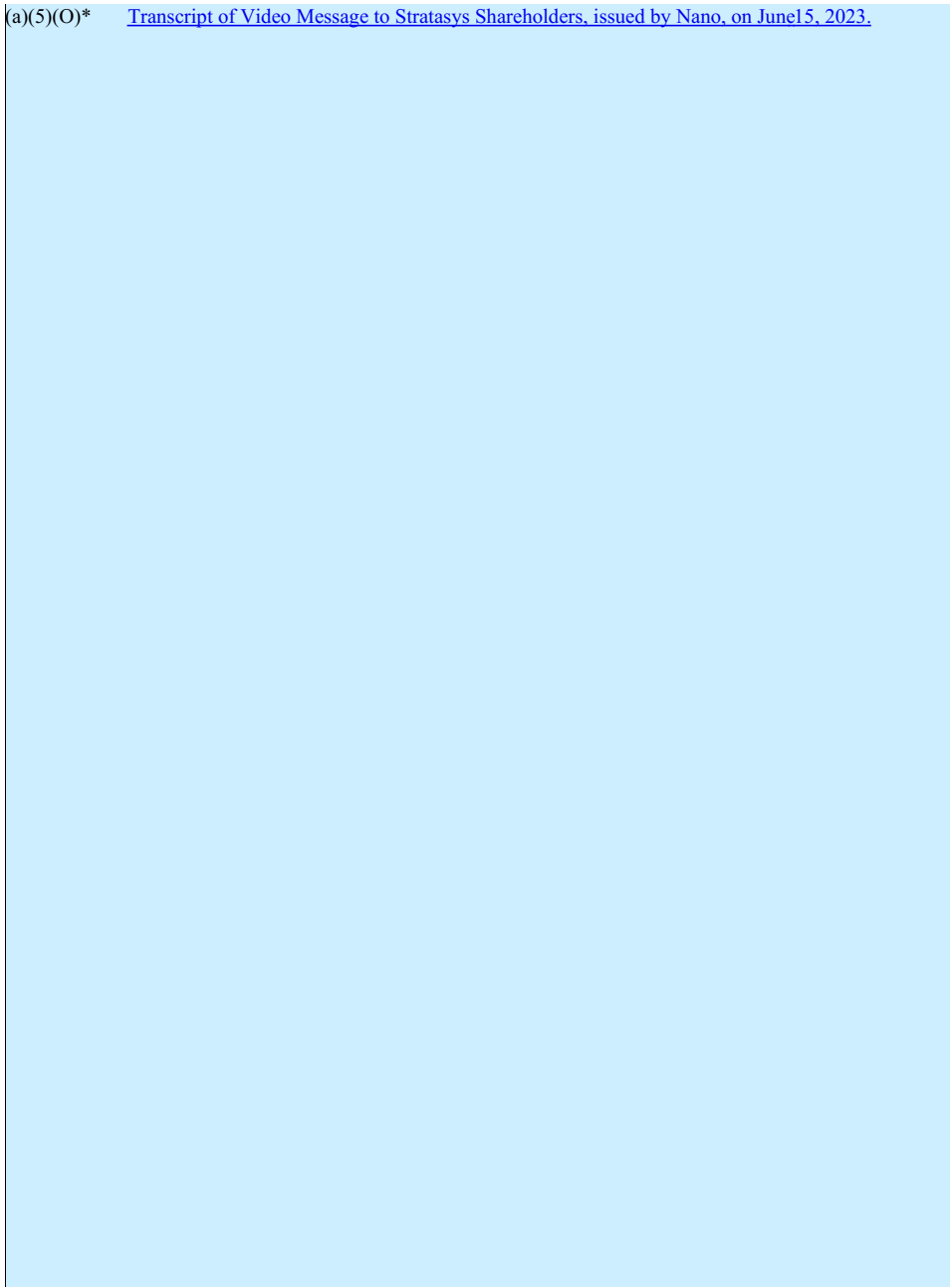


(a)(5)(L)\* [Digital Advertising Campaign, launched by Nano, on June 13, 2023.](#)





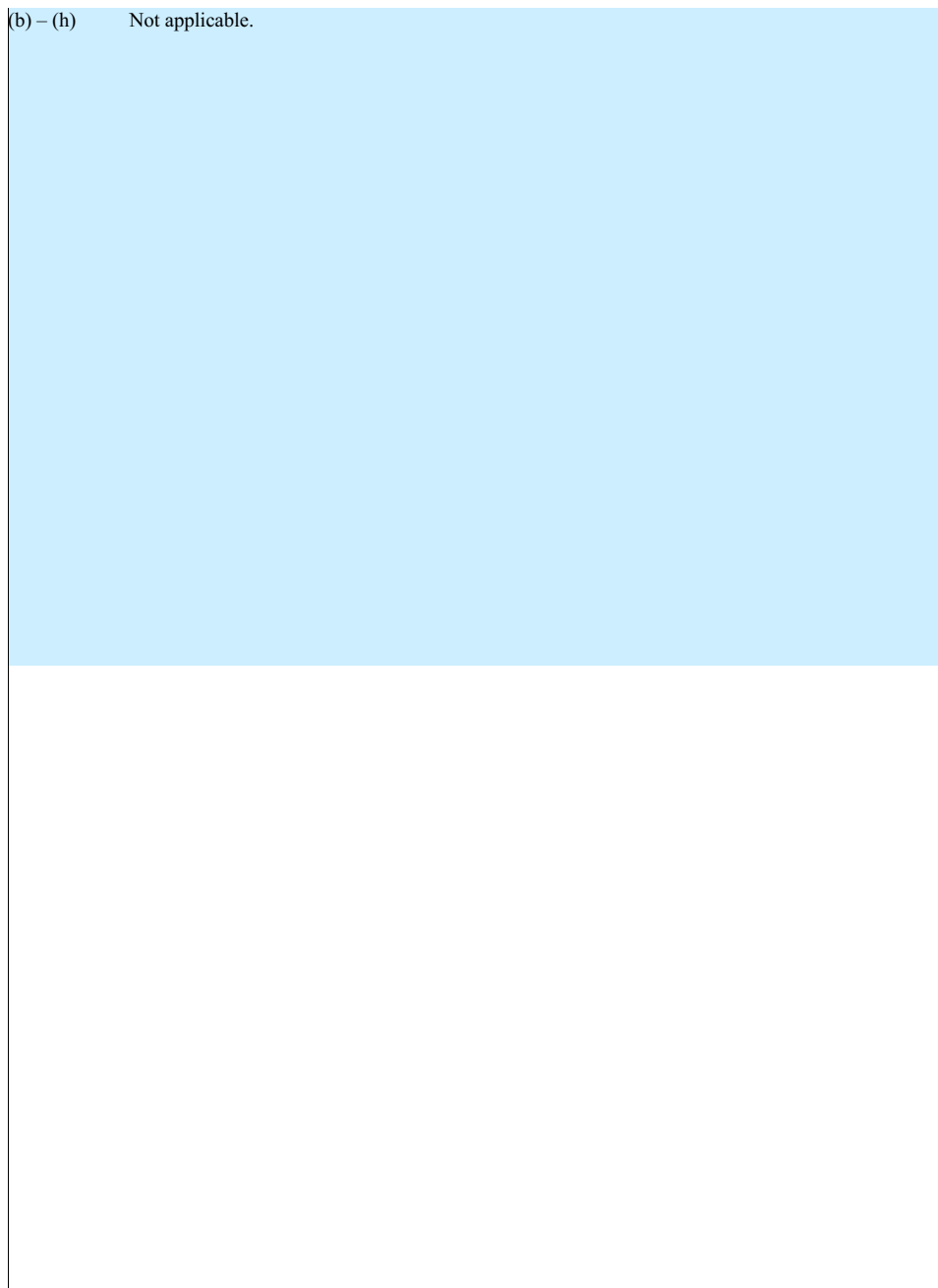






(a)(5)(Q)\*\* [Special Tender Offer Information Website, FAQ Page, launched by Nano, as amended on June 21, 2023.](#)

(b) – (h) Not applicable.



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\* Previously filed.

\*\* Filed herewith.

\*\*\* To be filed by amendment.







**Nano Dimension Highlights Leadership Strength and Record of Driving  
Value Creation for Shareholders**

*8 Ex-CEOs & Founders With Approximately 30 CEO/President/Chairman Positions Over 30 Years*

*Nano Leadership Team Poised to Drive Growth and Operating Excellence Across Stratasy and Nano*

*To Learn More About Nano's Vision for Stratasy, As Well As  
Details of Its Special Tender Offer for SSYS Shares, visit [www.StratasyValueNow.com](http://www.StratasyValueNow.com)*

*Stratasy Shareholders Have **Until 11:59 p.m. EDT on June 26<sup>th</sup>, 2023**, to Tender SSYS Shares to Nano*

**Contact Georgeson Toll-Free at (877) 668-1646 for Information on How to Tender**

Waltham, Massachusetts, June 21<sup>st</sup>, 2023 (GLOBE NEWSWIRE) --**Nano Dimension Ltd. (Nasdaq: NNDM**, "Nano Dimension" or the "Company"), a leading supplier of **Additively Manufactured Electronics ("AME")** and multi-dimensional polymer, metal & ceramic **Additive Manufacturing ("AM")** 3D printers, highlighted today the strength of its leadership team's vision and experience, which includes eight former CEOs and founders, as well as leaders who have held a combined approximately 30 positions as CEOs, Presidents, General Managers and/or Chairmen over the last 30 years.

The management team represents a **deep bench of top-caliber leadership** with a long track record of driving value creation through **over 80 M&A transactions**, further highlighting why **Nano Dimension is the right partner for Stratasy Ltd.** (Nasdaq: SSYS) ("Stratasy").

Nano Dimension has the right offer, the right plan, and the right leadership **to deliver value to Stratasy shareholders**.

- Nano's \$18 per share all-cash special tender offer **delivers to Stratasy shareholders near-term, GUARANTEED cash value at a compelling premium**. The successful completion of the special tender offer would increase Nano Dimension's beneficial ownership of Stratasy to between 53% and 55% of the outstanding ordinary shares of Stratasy, inclusive of the approximately 14.1% of Stratasy's outstanding ordinary shares that Nano Dimension currently owns.
- Nano's increased ownership, combined with its plans to replace the majority of Stratasy's entrenched Board of Directors, provides a **clear path to fix Stratasy** by **driving improved profitability** and preventing the **ill-conceived and dilutive transaction** with Desktop Metal Inc. (NYSE:DM) ("DM") that presents **significant uncertainty and tremendous risk of depletion of all cash, as both Stratasy and DM continue to lose cash on a quarterly basis**.

Nano is confident that **its seasoned management team** and **strong growth strategy** will deliver **long-term value to Stratasy shareholders**.

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Nano's leadership team includes **eight former CEOs and founders, as well as leaders who have held approximately 30 positions as CEO, President, General Manager and/or Chairman over the last 30 years.** These leaders have extensive management expertise and a proven track record of successfully growing technology companies and driving value creation. Of particular note:

- Nano's Chairman and CEO, Yoav Stern, **has built and led over 6 companies, most of them U.S. public companies,** some of which he has grown from **single-digit million-dollar revenue companies, to companies generating hundreds of millions of dollars** in annual revenue through both organic and inorganic growth strategies. In addition, Mr. Stern has also generated exits for investors at a ROI ranging from 2-3 times the initial investment over 1-2 years.
- Nano's President, Zivi Nedivi, has served as the **CEO of 5 companies and founder of 2 others,** including U.S. and foreign companies, public and private. As CEO of an aviation supply chain company, Mr. Nedivi oversaw revenue growth from \$8 million to \$300 million in a five-year period, including nine acquisitions. As COO of a medical laser company, Mr. Nedivi managed thousands of employees across five continents.
- Nano's Chief Product Officer & Head of M&A, Hanan Gino, has served as **CEO of a multimillion-dollar cybersecurity company** and as the head of the commercial divisions of an **\$800 million electronics optical inspection business.** Mr. Gino also brings prodigious experience in robotics, artificial intelligence, and automation.
- Nano's President of Americas, Dale Baker, has led **5 companies, 3 of them public,** and oversaw the **growth of hundreds of millions of dollars** in revenue, in addition to spending many years as a senior executive at General Electric.

The Nano team's wealth of leadership experience has allowed the Company to maintain **innovative and nimble** operations, and is **poised to drive growth and operational excellence,** specifically focusing on Stratasys, as it is expected to become the main business asset of Nano Dimension.

**Nano's management has successfully integrated 6 companies in 18 months** and harnessed M&A synergies to drive value and growth in revenue, gross margins, and profits, in addition to organic growth initiatives:

- Through seamless integration, Nano's team of **best-in-class executives and managers** has consistently unlocked the potential of acquired companies by leveraging its strategic footprint and platform.
- Overall, companies acquired by Nano have **outgrown and outpaced peers** in the Additive Manufacturing Industry.

**Nano's ambitious and focused M&A strategy, combined with strong organic growth, are expected to continue to drive future value creation**

- Nano's management was **decisive and forward-thinking,** taking advantage of the low cost of capital and strong market appetite to **raise \$1.5 billion in equity financing** and subsequently maintain acquisition discipline, while preserving approximately \$1.1 billion of cash, bank deposits, and investment in securities as long as prices of acquisitions in the market were grossly overvalued during 2021-2022.
- Nano has the cash firepower to continue to build its business – unlike any of its peers – and is executing on a **multi-pronged and synergistic growth strategy buoyed by its strong fundamentals.**
- Nano continues to see **significant opportunities** ahead and is ideally positioned to act as a **consolidator in the highly fragmented market landscape** with numerous attractive potential targets.
- **Nano's revenue is expected to continue to increase,** having **more than tripled** from 2020 to 2021, and **grown more than 12x** in 2022 compared to 2020 – proof of the success of Nano's **"buy and build" platform scaling strategy.**

- Nano grew revenue organically 37% quarter-over-quarter Q1 2023 compared to Q1 2022.
- Nano's differentiated technology offerings are supported by next-generation digital manufacturing and AM technologies. The Company's fast adoption of groundbreaking Deep Learning and AI technologies led by Nano's DeepCube division are gradually installed in Nano's 3D Printing Machines, in addition to seeing strong demand from industrial customers keen to install it in their own machines. Hence, Nano is investing resources to support this business and position it to succeed as a new, standalone division independently generating revenue.

**LEARN MORE ABOUT NANO DIMENSION, ITS STRATEGY AND VISION, INCLUDING ITS SPECIAL TENDER OFFER FOR STRATASYS AT [WWW.STRATASYSVALUENOW.COM](http://WWW.STRATASYSVALUENOW.COM)**

**FOR INFORMATION ON HOW TO TENDER STRATASYS SHARES, CALL GEORGESON, THE INFORMATION AGENT FOR THE SPECIAL TENDER OFFER, TOLL-FREE AT (877) 668-1646**

#### **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, 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](http://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](http://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](http://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](http://www.nano-di.com).

## **About Nano Dimension**

*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](http://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 objectives and outlook for Nano Dimension’s business, the experience and track record of Nano Dimension’s leadership team, the success and profitability of Nano Dimension’s products and business, Nano Dimension’s potential M&A strategies, the potential benefits and advantages of the special tender offer, the expiration time and date for the special tender offer, the 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 transaction between Stratasys and Desktop Metal. 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**

Investor Relations | [ir@nano-di.com](mailto:ir@nano-di.com)

## **NANO DIMENSION MEDIA CONTACTS**

Kal Goldberg / Bryan Locke / Kelsey Markovich | [NanoDimension@fgsglobal.com](mailto:NanoDimension@fgsglobal.com)


[Tender Offer Info](#)
[FAQ](#)
[Materials](#)

# 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").

[Close All](#)

### 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.

## 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 <sup>1</sup>.

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## 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.

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## 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.

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## 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.

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## 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.

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## Who can participate in the offer?

The offer is open to all record and beneficial owners of Stratasys Shares.

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## 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.

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## 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](#).

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## What will happen if the conditions of the offer are not satisfied when the Offer Period expires?

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.

If the tender expires without all of the conditions being satisfied or waived, then shares will be returned promptly to their owners.

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## 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.

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## **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.

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## **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.

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## **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.

## 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.

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## Deadlines and Extensions

[Close All](#)

### 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.

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### **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 Depository and Information Agent.

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### **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.

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## **Tendering Stratasys Shares and Receiving Cash Payment**

[Close All](#)

### **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 Purchase and related Letter of Transmittal. Please contact Georgeson, the Information Agent for the offer, 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.

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## 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 Depositary and the Depositary will forward your form to the Israeli Tax Agent for review.

Following the review process, you will receive payment for your shares.

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## 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 Depositary 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.

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## 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.

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## 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.

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# Objecting To the Tender Offer or Withdrawing Previously Tendered Stratasys Shares

[Close All](#)

## 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.

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## 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.

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## 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.

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## 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.

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## Call For Stratasys Extraordinary General Meeting

[Close All](#)

### Why are you calling for an Extraordinary General Meeting (“EGM”) now when the offer expires in a few weeks – which, if successful, would give you control over Stratasys? Are you concerned that you won’t be able to complete the offer?

Pursuant to the demand letter we sent to the Stratasys Board of Directors on June 13, 2023, we are demanding that the Stratasys Board of Directors call the EGM to remove a majority of the Stratasys Board of Directors and replace them with highly qualified nominees proposed by us. If successful, seven of the eight members of the Stratasys Board of Directors will be appointed by Nano and we will control the Stratasys Board of Directors.

We demanded that the Stratasys Board of Directors call the EGM immediately, and no later than August 8, 2023, and to hold it no later than 35 days after the calling of the EGM, as required by the Israeli Companies Law.

We believe change is needed to protect the interests of Stratasys shareholders.

We are optimistic about a successful completion to the special tender offer.

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## Why are you demanding the Stratasys Board of Directors call an EGM?

We believe the replacement of a majority of the Stratasys Board of Directors is vital to prevent further value destruction, drive long-term value and create a path to establishing a preeminent leader in the rapidly growing AM market.

Stratasys' current Board of Directors is not fulfilling its fiduciary duties and is not acting in its shareholders' best interests.

- They refused to negotiate – or even engage – with Nano, a well-funded and reputable peer that made multiple all-cash offers at compelling premia.
- They have a history of empty promises to Stratasys shareholders, including making statements every two to three years that Stratasys will become a “billion-dollar company,” only to deliver further cash-burn and value destruction.
- They agreed to a value-destroying transaction with Desktop Metal, designed to preserve their entrenchment, leaving shareholders with less than two-thirds of a company that would have an uncertain path for long-term value creation.




Stratasys needs better management, operators and, first and foremost, Board oversight that will optimize the business and set the company on a path to realize its potential.

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<sup>1</sup> 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”).




On June 21, 2023, Nano Dimension Ltd. posted the following message on Facebook:




 **Nano Dimension**   
Sponsored • 

Nano's all-cash special tender offer is the superior alternative for SSYS shareholders with premium, near-term and certain value



[www.stratasysvaluenow.com](http://www.stratasysvaluenow.com)  
**Nano Special Tender Offer = Certain Value.** [Learn More](#)  
Learn how to participate here

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