



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

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**SCHEDULE TO**

(Amendment No. 8)

**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.**  
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**1633 Broadway**  
**New York, NY 10019**  
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- 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:

□ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)



Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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This Amendment No. 8 (this “Amendment No. 8”) 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 (the “SEC”) on May 25, 2023, as subsequently amended. The Schedule TO relates to the offer (the “offer”) by Nano to purchase up to 25,266,458 of the 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 51% of the outstanding Stratasys Shares upon consummation of the offer, with a minimum condition of owning at least 46% of the outstanding Stratasys Shares upon consummation of the offer, but in any event no less than 5% of the outstanding Stratasys Shares are tendered in the offer, at the increased price of \$20.05 per Stratasys Share, to the seller in cash, less any required withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 25, 2023 (the “Original Offer to Purchase”), as further amended and supplemented by the Supplement to Offer to Purchase, dated June 27, 2023 (the “Supplement” and, together with the Original Offer to Purchase, the “Offer to Purchase”), and in the related Amended Letter of Transmittal, dated June 27, 2023.

Except as otherwise set forth in this Amendment No. 8, 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 amended and 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. 8 together with the Schedule TO and the Offer to Purchase.

**ITEM 12. EXHIBITS.**

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

NO.

DESCRIPTION

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(a)(5)(V) [Press Release issued by Nano, on June 29, 2023 \(incorporated by reference to Exhibit 99.1 to Form 6-K filed with the SEC by Nano on June 29, 2023\).](#)

(a)(5)(W) [Investor Presentation by Nano, dated June 29, 2023 \(incorporated by reference to Exhibit 99.2 to Form 6-K filed with the SEC by Nano on June 29, 2023\).](#)

(a)(5)(X) [Transcript of conference call held by Nano on June 29, 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.



By: /s/ Yael Sandler



Name: Yael Sandler



Dated: June 29, 2023



**EXHIBIT INDEX**

NO.

DESCRIPTION

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(a)(1)(B)\* [Letter of Transmittal.](#)





(a)(1)(D)\* [Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.](#)

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



(a)(1)(J)\* [Amended Letter of Transmittal](#)









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



(a)(5)(B)\* [Investor Presentation by Nano, dated May 25, 2023.](#)



(a)(5)(D)\* [Investor Presentation by Nano, dated May 30, 2023.](#)









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











(a)(5)(V)\*\* [Press Release issued by Nano, on June 29, 2023 \(incorporated by reference to Exhibit 99.1 to Form 6-K filed with the SEC by Nano on June 29, 2023\).](#)

(a)(5)(W)\*\* [Investor Presentation by Nano, dated June 29, 2023 \(incorporated by reference to Exhibit 99.2 to Form 6-K filed with the SEC by Nano on June 29, 2023\).](#)

(a)(5)(X)\*\* [Transcript of conference call held by Nano on June 29, 2023.](#)

(b) – (h) Not applicable.



\* Previously filed.

\*\* Filed herewith.



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





# Nano Dimension's \$20.05 Per Share All-Cash Special Tender Offer for the Acquisition of Stratasys Shares

About the Tender Offer



Near-Term Certainty



Guaranteed Cash



Premium Over Relevant Trading Metrics

A message from Nano Dimension CEO  
Yoav Stern



Nano's all-cash special tender offer price of \$20.05 per Share

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

- Represents a premium to all relevant Stratasys historical trading levels, including a **54.4% premium to the 60-day volume-weighted average price as of March 3, 2023.**
- Represents a **25.3% premium to the \$16.00 future target price published by Stratasys' own financial advisor, J.P. Morgan,** on March 2, 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.

#### Manufacturing

- Transaction provides the opportunity to establish a **market-leading portfolio of complementary products and solutions** addressing a significant Additive Manufacturing market opportunity.
- Presents **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 contact Georgeson, the Information Agent for the offer, 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.

### Nano Dimension

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

Media  
[NanoDimension@fsglobal.com](mailto:NanoDimension@fsglobal.com)

### Information Agent

Georgeson  
 (877) 668-1646

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Disclaimer

# Tender Offer Info

On June 27, 2023, Nano Dimension Ltd. ("Nano") **extended its special tender offer** and is now seeking to purchase between 31.9% and 36.9% of the outstanding ordinary shares ("Stratasys Shares") of Stratasys Ltd. ("Stratasys") not already owned by Nano Dimension.

Pursuant to the terms of the special tender offer, Nano Dimension would own up to and no more than 51% of the outstanding Stratasys Shares upon consummation of the special tender offer,<sup>1</sup> with a minimum condition of owning at least 46% of the outstanding Stratasys Shares upon consummation of the offer, at the **price of \$20.05 per Stratasys Share, to the seller in cash, delivering certain, near-term premium and all-cash value** to Stratasys shareholders.<sup>2</sup>

**If you have any questions, please contact Georgeson, the Information Agent for the offer, at (877) 668-1646.**

## Time to Accept the Tender Offer

The special tender offer will **expire at 5:00 p.m. New York time on Monday, July 24, 2023** (the "Expiration Date"), 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 period<sup>3</sup> following the Expiration Date. 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 5:00 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

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. 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 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 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.

<sup>1</sup> The successful completion of the special tender offer would result in Nano's ownership of between 46% and 51% 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.

<sup>2</sup> 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").

<sup>3</sup> 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").

## Nano Dimension

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

**Media**  
[NanoDimension@fgsglobal.com](mailto:NanoDimension@fgsglobal.com)

## Information Agent

**Georgeson**  
(877) 688-1646

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Disclaimer



# 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 June 27, 2023, we extended our all-cash special tender offer (which was first commenced on May 25, 2023) and are now seeking to purchase between 31.9% and 36.9% 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 51% of the outstanding Stratasys Shares upon consummation of the offer, with a minimum condition of owning at least 46% of the outstanding Stratasys Shares upon consummation of the offer, at the price of \$20.05 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 5:00 p.m. New York time, on July 24, 2023, or, if we subsequently extend the offer<sup>1</sup>, before 5:00 p.m. New York time, on the date to which the offer is extended<sup>2</sup>.

### How many shares are sought in this offer?

Subject to certain conditions, Nano Dimension is offering to purchase a minimum of 21,838,853 Stratasys Shares, representing 31.9% of the outstanding Stratasys Shares, and up to 25,266,458 Stratasys Shares, representing approximately 36.9% of the outstanding Stratasys Shares as of the Expiration Date.

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

We are offering to pay \$20.05 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.

### If I already tendered my shares before the offer price was raised, will I get the new \$20.05 per share offer price?

Yes.

### **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 \$20.05 per Stratasys Share represents a 54.4% 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, \$20.05 per Stratasys Share, is 34.7% 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 reasonable 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 \$20.05 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.

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### 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 will perform an initial assessment of the transaction once a complete notice filing is approved for review. CFIUS is evaluating the notice filing now, and we expect CFIUS to request additional information from both Nano Dimension and Stratasys in the course of their evaluation. On June 27, 2023, we announced that we extended the offer period to, among other reasons, facilitate the ongoing review by CFIUS, which has been delayed in part due to Stratasys' lack of responsiveness in providing requisite information. Following the end of such initial assessment, CFIUS will either (i) clear the transaction or (ii) initiate an additional investigation of the transaction. It is unlikely that CFIUS will complete its review prior to the target closing date for the transaction, however we have discretion to close the transaction without CFIUS clearance.

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 assessment, and that CFIUS may impose certain conditions on the transaction, either pre- or post-closing, following the completion of their review.

Until the successful completion of the tender offer, Nano Dimension and Stratasys will operate independently.

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## Deadlines and Extensions

[Close All](#)

### Why did you extend the Expiration Date and raise the offer price of the special tender offer?

Nano Dimension has extended the Expiration Date of the special tender offer to facilitate the ongoing review by CFIUS and to allow for the completion of the regulatory review process under the Hart-Scott-Rodino Act. The offer period has been extended until 5:00 p.m., New York time, on Monday, July 24, 2023.

Additionally, Nano Dimension has raised the offer price to \$20.05 per share to further demonstrate its commitment to the consummation of the special tender offer and providing Stratasys shareholders with certain, near-term cash at a superior premium.

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### Did Nano Dimension extend the Expiration Date and raise the offer price because not enough shares were tendered?

No. We have extended the offer period of the special tender offer to facilitate the ongoing review by CFIUS and to allow for the completion of the regulatory review process under the Hart-Scott-Rodino Act. The increase in offer price further demonstrates Nano's commitment to the consummation of the tender offer and providing Stratasys shareholders with certain, near-term cash at a superior premium.

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### Can the offer be extended and the offer price be raised again and under what circumstances?<sup>1</sup>

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

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### How will I be notified if the offer is extended again?<sup>1</sup>

If Nano Dimension decides to extend the Expiration Date beyond 5:00 p.m. on July 24, 2023 or change the terms of the tender offer, 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 will remain open until the Expiration Date.

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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 \$20.05/share in cash?

We will deposit with the Depository an amount sufficient to make such payment to Stratasys shareholders within four U.S. business days following the Final Expiration Date (August 3, unless the offer is extended).

After the expiration of the offer our Depository 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.

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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 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.

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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 25,266,458 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 25,266,458 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](#)

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### 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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### What if I have already objected to the offer?

You are deemed to have objected to the offer if you have submitted a Notice of Objection.

You may withdraw a previously submitted Notice of Objection at any time prior to 5:00 p.m., New York time, on July 24, 2023, or, if we subsequently extend the offer, before 5:00 p.m. New York time, on the date to which the offer is extended. Following the withdrawal of a Notice of Objection, a new Notice of Objection may be submitted at any time prior to 5:00 p.m., New York time, on the Expiration Date by following the procedures described in Section 9 of the Original Offer to Purchase. In addition, if you submitted a Notice of Objection with respect to Stratasys Shares and thereafter you deliver a Letter of Transmittal by which you tender those Stratasys Shares or you otherwise tender those Stratasys Shares through your broker or other nominee, we will disregard your Notice of Objection. Similarly, if you submitted a Letter of Transmittal by which you tender Stratasys Shares or you otherwise tendered those Stratasys Shares through your broker or other nominee, and thereafter you deliver to us a Notice of Objection with respect to those Stratasys Shares, we will disregard your Letter of Transmittal or previous tender. If you submitted a Letter of Transmittal (or you otherwise tender through your broker or other nominee) and a Notice of Objection concurrently with respect to the same Stratasys Shares, we will disregard the Notice of Objection.

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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 5:00 p.m., New York time, on July 24, 2023 or, if we extend our offer, on the date and at the time 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.  
25 Hudson Street  
New York, NY 10013

*By Overnight Courier:*  
Computershare Trust Company, N.A.  
25 Hudson Street  
New York, NY 10013

c/o voluntary Corporate Actions  
P.O. Box 43011  
Providence, RI 02940-3011

c/o voluntary Corporate Actions  
150 Royal 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.

## Call For Stratasys Extraordinary General Meeting

[Close All](#)

### Why are you calling for an Extraordinary General Meeting (“EGM”) now when the offer expires on July 24, 2023 – 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.

### 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.

<sup>1</sup> On June 27th, 2023, Nano Dimension announced that it extended the offer period of its special tender offer and raised the offer price to \$20.05 per share to purchase between 31.9% and 36.9% of the outstanding ordinary shares of Stratasys. The deadline was extended until 5:00 p.m. New York time on July 24th, 2023. The offer was previously scheduled to expire at 11:59 p.m. New York time on Monday, June 26th, 2023, and the offer price was previously \$18.00 per share.

<sup>2</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”).

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# Materials

You can receive 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 [sec.gov](http://sec.gov) or by contacting Georgeson at (877) 668-1646.

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## Tender Offer Statement

- › Supplement to Offer to Purchase filed by Nano Dimension, **June 27, 2023**
- › Form of Amended Letter of Transmittal, **June 27, 2023**
- › Amendment No. 7 to Tender Offer Statement filed by Nano Dimension, **June 27, 2023**
- › Amendment No. 6 to Tender Offer Statement filed by Nano Dimension, **June 21, 2023**
- › Amendment No. 5 to Tender Offer Statement filed by Nano Dimension, **June 16, 2023**
- › Amendment No. 4 to Tender Offer Statement filed by Nano Dimension, **June 14, 2023**
- › Amendment No. 3 to Tender Offer Statement filed by Nano Dimension, **June 14, 2023**
- › Amendment No. 2 to Tender Offer Statement filed by Nano Dimension, **June 8, 2023**
- › Amendment No. 1 to Tender Offer Statement filed by Nano Dimension, **May 31, 2023**
- › Tender Offer Statement filed by Nano Dimension, **May 25, 2023**
- › Offer to Purchase filed by Nano Dimension, **May 25, 2023**

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## Press Releases

- › Nano Dimension Increases Special Tender Offer Price for Stratasy's Shares to \$20.05 per Share In Cash, **June 27, 2023**
- › Nano Dimension Highlights Leadership Strength and Record of Driving Value Creation for Shareholders, **June 21, 2023**
- › Nano Dimension Reaffirms \$18.00 Per Share All-Cash Tender Offer for Stratasy's Shareholders to Receive Near-Term Value by Tendering Their Shares, **June 13, 2023**
- › Nano Dimension Highlights Advantages of Its \$18.00 Cash Per Share Special Tender Offer for Stratasy's vs. Other Alternatives, **June 8, 2023**
- › Nano Dimension Launches \$18.00 Per Share All-Cash Special Tender Offer to Increase Ownership in Stratasy's to between 53% and 55% of Its Outstanding Shares, **May 25, 2023**
- › Nano Dimension Revises Proposal to Acquire Stratasy's for \$20.05 in Cash and Accelerates A Strategy, **April 3, 2023**
- › Nano Dimension Increases Offer to Acquire Stratasy's to \$19.55 Per Share in Cash, **March 29, 2023**
- › Nano Dimension Announces Formal Offer to Acquire Stratasy's for \$18.00 Per Share to Create Additive Manufacturing Industry Leader, **March 9, 2023**

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## Presentations

- › Process for Tendering Stratasy's Shares
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- > [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](#)

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Nano Dimension

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First Quarter 2023 Earnings

June 29, 2023, 9:00 A.M. Eastern

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**CORPORATE PARTICIPANTS**

**Yoav Stern** - *Chairman and Chief Executive Officer*

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Nano Dimension First Quarter 2023 Earnings  
June 29, 2023, 9:00 A.M. Eastern

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## PRESENTATION

### Operator

Good day, ladies and gentlemen, and welcome to Nano Dimension's First Quarter 2023 Earnings Conference Call. My name is Joe, and I'm your operator for today's event. On the call with us today are Yoav Stern, Chairman and CEO; Yael Sandler, CFO; and Julien Lederman, Vice President of Corporate Development.

Before we begin, may I remind our listeners that certain information provided on this call may contain forward-looking statements, and the safe harbor statement outlined in today's earnings press release also pertains to statements made on this call. If you have not received a copy of the press release, please view it in the Investor Relations section of the company's website. A replay of today's call will also be available on the Investor Relations section of the company's website.

Yoav will begin the call today with a business update, followed by a question and answer session, at which time the management team will answer questions. I would now like to turn the call over to Nano Dimension's Chairman and CEO, Yoav Stern. Yoav, please go ahead.

### Yoav Stern

Thank you very much. Good day to everybody. Thanks for being here. Let me start by apologizing that this quarter we are a little bit late in releasing the results of last quarter. We're almost finishing the second quarter, and this is just the first quarter. The reason is because we have been extremely busy this quarter in a lot of integration and implementation of SAP, a new computer system in all our subsidiaries and all the acquisitions from last year.

The good news is it worked very well, and in the future we'll be able to be much faster. My goal is to be able to release full results of the quarter around the middle of the quarter after, maybe even better. But for that matter, we, maybe different than others, are trying to even be earlier, and will release earlier results of at least revenue a few days after the end of the quarter, which we will try to continue to do. So, the good news is that second quarter early results will be out in a few days.

Before I start through the presentation, just let me tell you that we spend a lot of time and millions of dollars on lawyers on fighting silly fights with some shareholders. And the quarterly results of last quarter and this quarter is one of the proofs that you shareholders, our shareholders, my partners, have a great company that is improving on a quarter by quarter basis, and that the share price will go up unless you will succumb to people who manipulated the shares and bought them for \$2.50 and are trying to get them up and sales up for \$4.00.

They're not going to get them. It's pretty much over. We are winning in every way possible in all their attempts and silly complaints to courts. So, we're moving forward, and we'll speak at the end about other plans and M&A. It's all good news today.

Let's start. First, the highlights. We had almost \$50 million quarterly revenue, best quarterly revenue ever. Our gross margins have gone up to 47% on non-IFRS, and year-over-year growth in revenue is 43%. The increase in gross profit is beautiful, a huge percentage number, about 550%, and adjusted gross profit increase is 68%.

So, what can I tell you? I'm proud of the efforts of both the sales/marketing, operation teams, and not to speak about the R&D efforts that are by now starting to show results. And more important than everything else, 50% organic growth, which means that internal generated technologies and breakthroughs is actually causing the advancement.

In specifics, we sold to NASA. We have 10 defense contractors, Fraunhofer Institute, Western government defense agencies. We're speaking with Western government defense agencies. We're talking about all what they call the three letter agencies, which you all know. Certain countries in Europe, they have more than three letters, especially in Israel, but the same kind of people you realize that are buying our machines. The DeepCube implementation into the DragonFly, and now starting to go into other machines, is working with beautifully and justifying the smart deep learning that is making the machines accurate and with higher throughput.

Going into the specific financials and in comparison to Q1 of 2022, I don't want to repeat the numbers that I just said in percentage. You can read them yourself. I will just highlight for you in this slide the fact that the R&D expense is \$15 million. It's a huge investment. And out of the loss in EBITDA of close to \$22 million, almost 15.5 of it is R&D, which means it's a decision to invest in the future of the company.

We can turn this company, which we will, profitable very quick. The decision at this point to continue to invest is showing by the fact that our revenue are at a rate of \$60 million, which is almost 50% growth on last year, 35%, 40% growth. Secondly, if you look at the adjusted EBITDA net of the revenue expense--sorry, the R&D expense, you see where it stands. That's what I just said.

It's the first quarter ever in the history of the company that we are profitable, \$22 million of net income. I am highly unimpressed with this number, guys, because this number counts on the fact that we are shareholders of Stratays mostly, and Stratays shares went up as a result of us putting a bid. So, the fact that the shares went up from \$14.00 to \$18.00 caused us to make money as well.

So, let's be fair. That's not how we measure ourselves. It's nicer to have that than the opposite, but we measure ourselves based on profits from operations and EBITDA unrelated to financial profits. That's how we measure the company.

Of course, we have interest as well. The amount of money we have--some people asked me in the past through emails kind of very, I would say, funny questions, or actually more than questions. I saw criticism that we are not making enough money with the money we have. Well, we had the rate of \$45 million a year of profits from our cash.

And that's without risking the principal, which means we don't invest in certain tools, in certain financial tools that we could, which would make us make maybe \$60, \$70 million a year just from that, because we don't want to risk the principal. That's not what you gave us your money for. But we are in the business of maximizing a return on this capital as it's being prepared to be used in business development needs, M&A, etc.

The net cash in operations, hence that we have spent, is much lower than we budgeted for, and which is good as well. You see it here in a graphic format, a comparison between the first quarter and the first quarter of last year, both on the revenue side and on the gross margins. It shows in two colors on the right side based on IFRS how much we grew and the adjusted non-IFRS, which takes out of the gross margins all kinds of non-cash expense that are coming from granting of RSUs or stock options to the employees.

We built up an interesting graph here for you. Rather than just showing year-over-year over the last three years, because our revenue history, really the substantial amount is just over the last three years, we took the LTM of every quarter since Q2 2021, the last 12 months, and we show how the company's revenue is growing on a last 12 months basis, which is actually a better way to look at the performance of the company than just looking at year-over-year, because who says somewhere at the end of the year, the 31st of December, is the right time to measure.

The right time to measure is every quarter when you look at 12 months before that quarter. That is what this graph shows you. And you have here one, two, three, four, five, six, seven, eight, nine--sorry, eight data points that shows you how healthy is the company and how healthy its growing. And to remind you all this, the last \$48 million in the one column before the last, is at close to 50% gross margin. And the last column is just taking the first quarter and multiplying by four to show you the run rate for 2023.

Here I did little bit of a comparison of how are we comparing to the peers that are publicly traded. 3D Systems is down 9%. Stratasys is down 9%. Desktop Metal is down 9%. Markforged, a good company, up 10%. The peer group, this peer group, is on average down 7%. We are up 43% year-over-year quarterly.

Now, if this doesn't convince some people that this company is going to multi billion dollars with acquisitions, without acquisitions we're going to multi hundred million dollars, then I will never convince anybody.

The next slide speaks about the synergies from the M&A. I mentioned it twice. I'm very proud of it, 50% growth not over a year, but over a half a year, which means in Q3 comparing--Q1 now comparing to Q3, two quarters, three quarters ago, is 50% growth. And the reason I took that is because the last acquisition that we made, which was a small one, was at the end of Q2, beginning of Q3 last year, and since then it's all organic growth. We had organic growth before, but this is more protruding because there was no acquisition for almost six months.

The next slide shows you how much we grew in just machine sales, which means, as you know, our business is combined from razor and razor blades. We sell machines, and then we sell materials and we sell services, etc., etc. Now, why is the machine important? Because the machine growth, machine sales, is the infrastructure that enables eventually the recurring revenue to grow by themselves and continue. And the systems product line revenue increased 45%.

I gave you on the right side here a comparison to a company called Stratasys, which reduced their sales of systems over the same period, first quarter of the year, by 26%. Of course, you may not see it from their publications because one of the things you'll read very soon in our news release is, in our due diligence which is ongoing for Stratasys, we are discovering major black holes in their reporting. They are not reporting everything and not reporting everything accurately, but that's a different subject.

Now, let's speak for new products and technology advancement. We have new systems, both in the Micro-AM design, and then you see the new machines, actually the new machines, pictures there. We have a growing installed base with Accumold, TTH, the government defense agencies. DeepCube is starting to show results in the operations of their machines.

And the most exciting thing about DeepCube is we're getting requests from the market, the industrial market, other companies with other machines not competing with us, which are requesting us to implement the DeepCube engine, the DeepCube deep learning engine, into their machines and their production floors, which justifies the whole concept of where we started to look for deep learning two years ago and eventually ended up buying DeepCube, is that the need for a tool like this, which is kind of going together with what you're hearing today about the resurgence of the AI in the industrial field, without deep learning and AI, this is a glass ceiling that will not be penetrated, and we have it.

The next slide will speak about something that's not connected with the performance of the company. I'll just remind you it's the last slide. We are buying Stratasys. We are buying it for \$20.05. We are looking forward because we have a very clear plan of how to fix that company, how to get around the entrenchment of their board and the shortcoming of their management, not to speak about the other plans that they put, which are, as everybody here knows, quite improper for their shareholders.

So, we are looking forward for this deal to be completed. And by then, our shareholders are going to be seriously benefited from this transaction. But in a very natural way, their interest will be in line with the Stratasys shareholders, which will benefit from this transaction.

I am welcoming all the Stratasys shareholders that are going to sell their shares to us. And I hope that those who sell the shares will keep a small amount of shares that they wouldn't sell, because those shares will go up after we will implement our plans for Stratasys as their major shareholder. So, I hope to be partners moving forward.

At this point, I would like to open the discussion for Q&A, please.

## QUESTION AND ANSWER

### Operator

We will now begin the question and answer session. To ask a question, you may press star then one on your telephone keypad. If you are using a speakerphone, please pick up your handset before pressing the keys. And if you would like to withdraw your question, please press star then two. At this time, we will pause just momentarily to assemble our roster.

And our first question here will come from Sol Zelman with Geri-Care. Please go ahead with your question.

### Sol Zelman

[Inaudible] question. I have a very specific question which you've touched on, but I'd like to add to it and then get your feedback on it. I feel slightly that the market under appreciates the AI capabilities of the DeepCube subsidiary of Nano. My basic question is, just the knowledge and expertise of the DeepCube's team, that alone can be monetized either alone or even divested. Just looking at Nvidia and Intel's race to dominate that sector, how does Nano fit in there? How do you see that growth opportunity vis-à-vis the other players in the market?

### Yoav Stern

First of all, DeepCube isn't--right now, it's not a subsidiary. It's a division of Nano.

When we purchased DeepCube, they were in discussion with Intel and with Nvidia for a purchase. Both of them were interested to purchase them. And we kind of snatched it under, because one of DeepCube--actually, the CTO and the DeepCube founder at the time, Dr. Eli David, one of the world experts on deep learning, was on our board. That's how I knew about DeepCube and could know about it earlier. It was by then three years old.

So, yes, of course DeepCube could be of interest to Nvidia, could be of interest to some other similar companies. And as I mentioned, as you said yourself I touched on it, we are already getting interest from the outside for DeepCube to be installing it in companies unrelated to us. We are following up. We will maximize the value of DeepCube. It could be in ways you mentioned. It could be in combination of some the way you mentioned. But we are totally focused on that.

### Sol Zelman

Understood. And that information will be available by what period of time? What are we looking at based on, again, it's a superhot environment? I'd love to see--as an investor, I'd love to see what your answer to that is. So, when would you predict that being?

### Yoav Stern

You will hear every time there will be advancement on the DeepCube side with an agreement with an outside company. We will publish it.

**Sol Zelman**

Okay, I'm looking forward to that. Thank you very much.

**Yoav Stern**

Thank you very much.

**Operator**

And our next question will come from Katherine Thompson with Edison. Please go ahead with your question.

**Katherine Thompson**

Hi, there. Actually, this is a follow on question on the DeepCube opportunity. I just wanted to understand, for you to maximize the opportunity, is there a lot of investment you would need to do internally, so having the right staff so that you can help sell that software into existing customers, but also [inaudible] company and help integrate that software in with their own hardware?

**Yoav Stern**

Since we purchased DeepCube, we sharpened our pencil, and we have today a group that we believe can answer all the technological requests that we're getting from outside customers as well as from internal. We have about 30 data engineers, data scientists, PhDs and technicians, including very special programmers that can program the sophisticated algorithms in an efficient manner that it doesn't need Cray size computers.

All of them together is about 30, and the cost is much, much, much less than \$10 million per year. And we feel that we don't have to add at all. We have a very--in the combination between the group in Israel and the software capabilities we have in our Cambridge group in England, we feel that we have everything in-house.

**Katherine Thompson**

Okay. Thank you.

**Yoav Stern**

Thank you.

**Operator**

And our next question will come from Rick Smith with Smith Capital. Please go ahead with your question.

**Rick Smith**

Morning. Good afternoon. I don't know if you guys are aware, your filing last night says \$25.00 per SSYS. Is that a typo?

**Yoav Stern**

Yes.

**Rick Smith**

Okay. On last call, I'm sure you remember this, I asked you when the tender offer expired. And you told me the date, and I ask you if you promised.

**Yoav Stern**

Yes.

**Rick Smith**

Okay. When are you guys going to go away from this thing?

**Yoav Stern**

We're not.

**Rick Smith**

The market doesn't believe you.

**Yoav Stern**

Who is the market, you?

**Rick Smith**

The market is the share price, SSYS, right?

**Yoav Stern**

The market--.

**Rick Smith**

--I'm not the market.

**Yoav Stern**

--Will believe us when we close the deal. The market will believe us when we close the deal.

**Rick Smith**

When you close the deal. Okay. Thanks.

**Yoav Stern**

Thank you, sir.

**Operator**

And our next question will come from Rami Reddy, an investor. Please go ahead with your question.

**Rami Reddy**

Thank you for reporting a nice quarter. I have a couple of questions. The first one is when are we going to get the final judgment from the court or from settlement for the lawsuit between Nano Dimension and the challenger group? Second question is are you expecting any unlisted recoveries in the near future? So, please answer those two questions.

**Yoav Stern**

Okay. Can you repeat the first question, please?

**Rami Reddy**

Yes. I want to know what is the timeline for projecting the final judgment between Nano Dimensions and challenger group lawsuit.

**Yoav Stern**

The Canadian group?

**Rami Reddy**

That is on everybody's minds, to know when--.

**Yoav Stern**

--We don't have any settlement with them. Those are shareholders. They are trying--they were trying to liquidate the company because the price coming in was \$2.50. So, they wanted to stop all activities and take the money at the \$4.00, since 85% of our shareholders' prices are higher than that and we don't think it's even reasonable. We don't--I don't know what settlement you are talking about.

**Rami Reddy**

But I am thinking right now when the judgment is going to come from the court. Otherwise, you will drop within the [unintelligible]. We don't know whether we are going to be--see you after the next settler's meeting or not.

**Yoav Stern**

I'm sorry. I don't understand what you're saying.

**Rami Reddy**

That's why I don't--.

**Yoav Stern**

--What is the question?

**Rami Reddy**

The question is right now that the lawsuit turning in the court, right, whether the debtor wants all the--.

**Yoav Stern**

There is a court case, which they are going to lose, because they don't have the right and they didn't have the right to try to do what they did six months ago. And even without the court, as you can see, whatever they did six months ago has no meaning. Business continues as usual. The company is performing very well. So, we are not looking at them as any factor in what we do as we run our business. They're totally not a factor. They're shareholders, and that's it.

**Rami Reddy**

But is there any date provision for final court hearing on that? Is that any date set for that?

**Yoav Stern**

There's a few court hearings, both in New York. We sued them in New York for manipulating the share last year. We found out with computer programs that they were cooperating with other funds there and were playing with the shares. This is a federal offense, so we sued them. And this is going on. And there's a court in Israel, which they tried to enforce something they did six months ago, but they didn't succeed. So, until there will be--once there will be a court decision in our lawsuit against them in New York or in Israel, we'll let you know.

**Rami Reddy**

Yeah. But until then, are you--if a court is going to say what are the settler's meeting, they are [unintelligible]. That is a value. Then you are out, right?

**Yoav Stern**

I don't know what you're talking about. I really--sorry to say that I don't know what you're talking about.

**Rami Reddy**

I'm sorry. Because they had a illegal settler's meeting in March of 2023, right?

**Yoav Stern**

Sure. As I told you, nothing happened. We continue our business. It was six months ago. The company is growing. We are doing acquisition of Stratasys soon. So, if there will be any court decision, we will publish it. Thank you very much.

**Operator**

Again, if you have a question, please press star then one to join the queue. And with that, this will conclude our question and answer session. I'd like to turn the conference back over to the company for any closing remarks.

**Yoav Stern**

Okay. I see there's a couple of other questions. Let them ask those. So, it's an opportunity to--it's just half an hour, so please.

**Operator**

Absolutely. Our next question will come from Eric Marcus, an investor. Please go ahead with your question.



**Eric Marcus**

Hello, Mr. Stern. Can you hear me?

**Yoav Stern**

Yes.

**Eric Marcus**

Mr. Stern, at the last quarterly meeting, I asked when you felt there would be--when would be scheduled an annual shareholder meeting to vote on share and directors, and you said it would happen later this year. Can you give us an update on that?

**Yoav Stern**

I already gave you an update. I published it last week in a news release.

**Eric Marcus**

Well, can you please tell us when that is?

**Yoav Stern**

Yeah. It should be probably around September.

**Eric Marcus**

All right. Thank you very much.

**Yoav Stern**

Thank you.

**Operator**

Now with no remaining questions in queue, I'd like to turn the conference back over to the company for closing remarks.

**CONCLUSION**

**Yoav Stern**

Okay. Thank you very much. Thank you very much, everybody, for participating. It was a pleasure to speak with you. Thank you for the intelligent questions. And if you would like to know more, please feel free to connect to us or even to me directly. We'll be happy to speak with you. Have a good day, everybody, and a good day in the market.

**Operator**

The conference has now concluded. Thank you for attending Nano Dimension's quarterly earnings conference. You may now disconnect your lines.

## Forward Looking Statements

This communication 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 its strong growth, new products and technology advancement, the potential benefits and advantages of the special tender offer, the expiration time and date for the special tender offer, and the comparative benefits of the Company’s tender offer weighed against the alternative transactions offered to Stratasy’s shareholders by third parties. 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 Stratasy’s, reference is made to the Company’s and Stratasy’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 Stratasy’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 communication 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 Ltd. (“Stratasy”) 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, has been filed on May 25, 2023, as subsequently amended and supplemented, by Nano Dimension with the SEC. Stratasy filed a solicitation/recommendation statement on Schedule 14D-9 with the SEC on May 31, 2023, as subsequently amended.

**INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ BOTH THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A 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 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 as amended and supplemented, 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 the information agent for the tender offer, which will be named in the tender offer statement. In addition, Stratasy 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 from commercial document-retrieval services and at the SEC’s website at [www.sec.gov](http://www.sec.gov). Copies of the documents filed with the SEC by Stratasy may be obtained at no charge on the investor relations page of Stratasy’s website at [www.stratasy.com](http://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](http://www.nano-di.com).