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



**SCHEDULE TO**



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



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



# **NANO DIMENSION LTD.**

(Name of Filing Person (Offeror))

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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)



*With copies to:*

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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:







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This Amendment No. 11 (this “Amendment No. 11”) 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 and supplemented. 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 price of \$24.00 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 “First Supplement to Offer to Purchase”), as further amended and supplemented by the Second Supplement to Offer to Purchase, dated July 10, 2023 (the “Second Supplement to Offer to Purchase” and, together with the Original Offer to Purchase, the “Offer to Purchase”) and in the related Second Amended Letter of Transmittal, dated July 10, 2023 (the “Second Amended Letter of Transmittal”).

Except as otherwise set forth in this Amendment No. 11, 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. 11 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 Original Offer to Purchase, entitled "Background of the Offer; Contacts with Stratasys":

“On July 17, 2023, we issued a press release encouraging Stratasys shareholders to replace the current Stratasys Board with Nano’s seven highly qualified director nominees at Stratasys’s upcoming Annual General Meeting to be held on August 8, 2023. On the same day, we issued a press release announcing that the waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended, has expired in connection with the offer.”



- (2) By adding the following disclosure as the last sentence under Section (b) of Section 18 of the Original Offer to Purchase, entitled "Legal Matters and Regulatory Approvals":

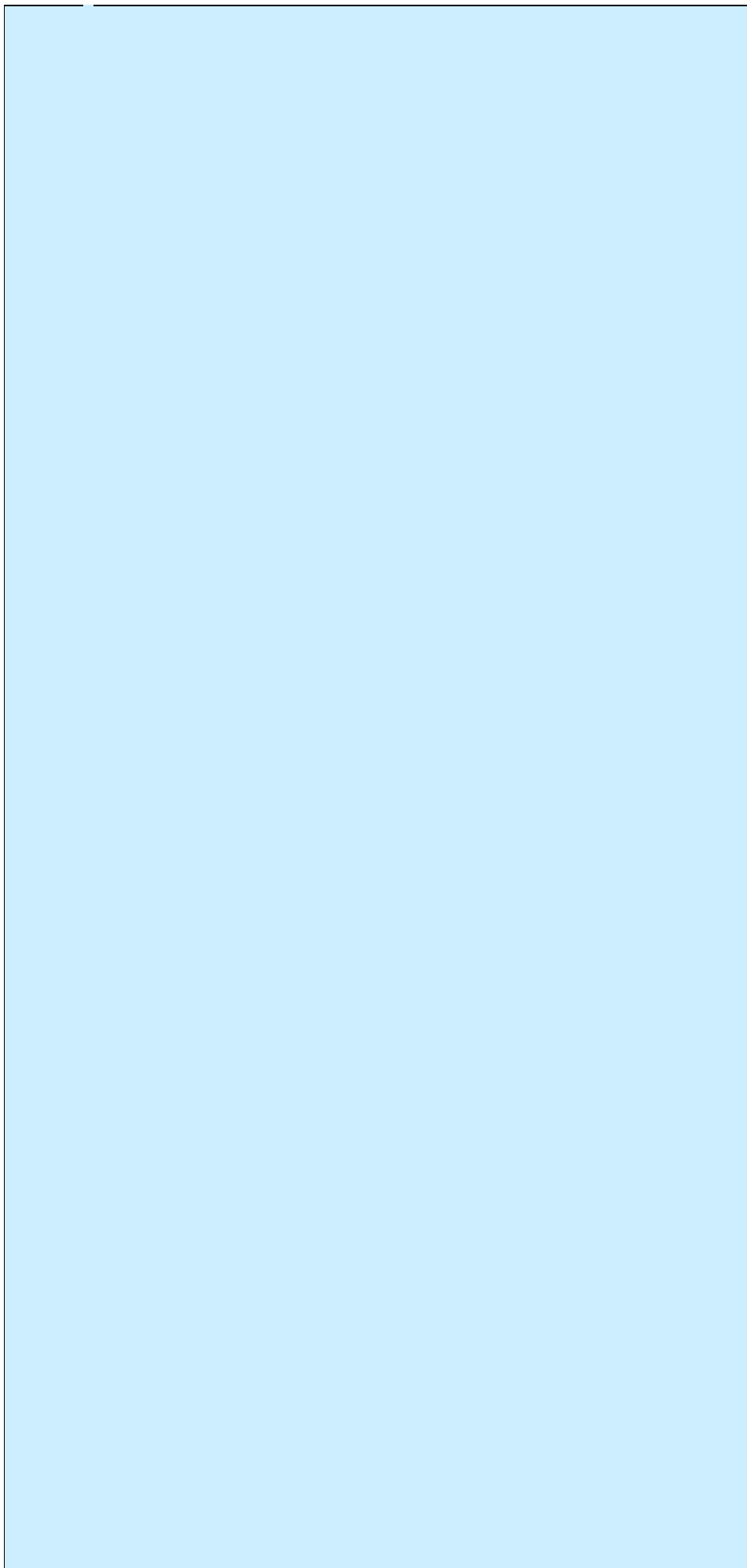
“On July 17, 2023, Nano announced that the waiting period under the HartScott Rodino Antitrust Improvements Act of 1976, as amended, has expired in connection with the offer. As a result of the expiration of the waiting period, no further regulatory review by the U.S. antitrust authorities is required in connection with the offer.”

**ITEM 12. EXHIBITS.**

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

NO.

DESCRIPTION









**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.









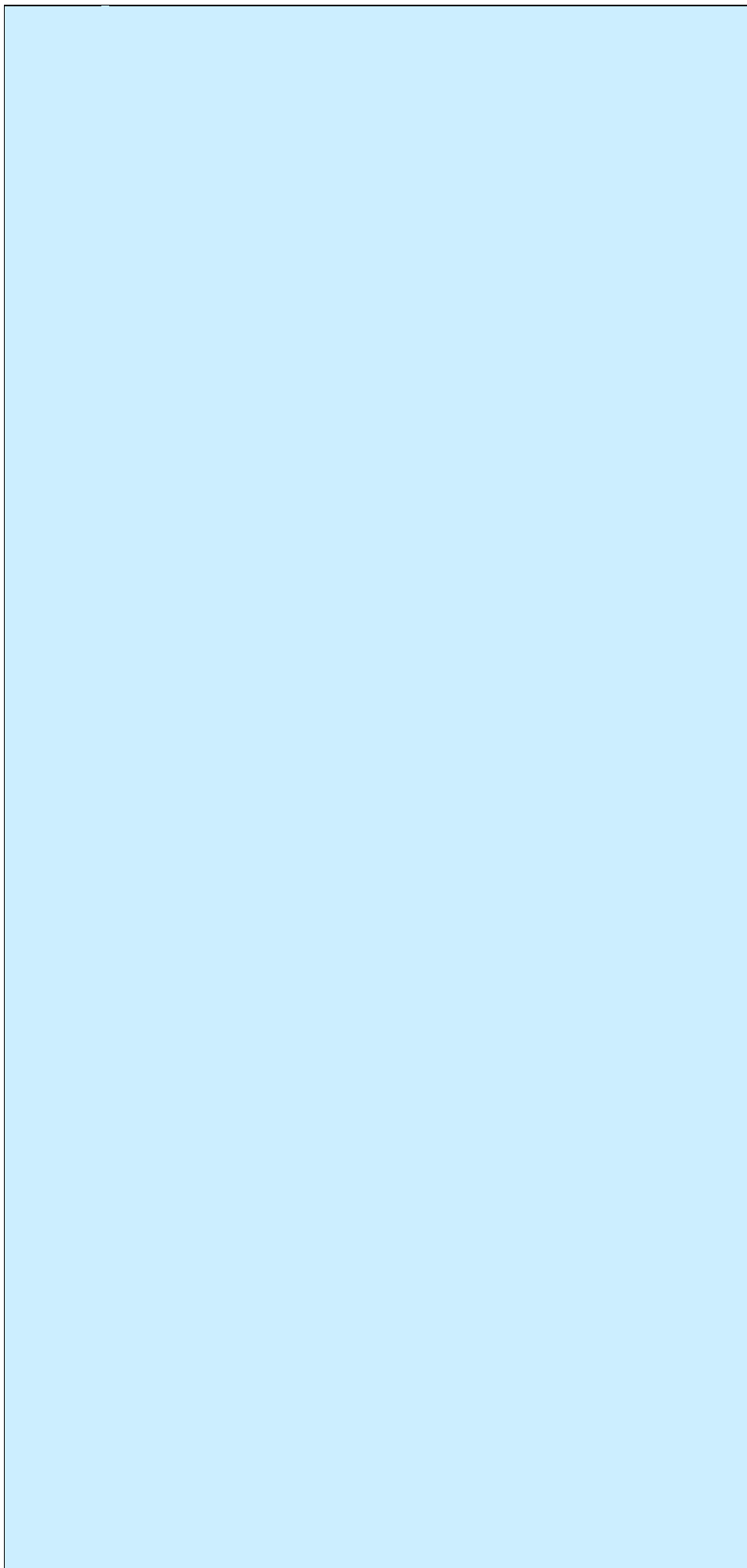
Dated: July 17, 2023





## EXHIBIT INDEX

NO.	DESCRIPTION



(a)(1)(B)\*

[Letter of Transmittal.](#)

(a)(1)(C)\*

[Form of Notice of Guaranteed Delivery.](#)

(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)(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)(1)(I)\*

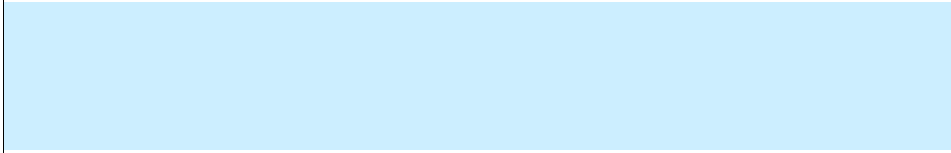
[First Supplement to Offer to Purchase, dated June 27, 2023.](#)

(a)(1)(K)\*

[First Amended Form of Notice of Guaranteed Delivery.](#)

(a)(1)(N)\*

[First Amended Notice of Objection.](#)



(a)(1)(P)\*

[Second Amended Letter of Transmittal.](#)

(a)(1)(Q)\*

[Second Amended Form of Notice of Guaranteed Delivery.](#)

(a)(1)(R)\*

[Second Amended Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.](#)



(a)(1)(S)\*

[Second Amended Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.](#)

(a)(1)(T)\*

[Second Amended Notice of Objection.](#)



(a)(5)(B)\*

[Investor Presentation by Nano, dated May 25, 2023.](#)

(a)(5)(C)\*

[Press Release issued by Nano on May 30, 2023.](#)

(a)(5)(E)\*

[Transcript of conference call held by Nano on May 30, 2023.](#)

(a)(5)(G)\*

[Investor Presentation by Nano, dated June 8, 2023.](#)

(a)(5)(K)\*

[Form of E-mail sent by Nano to certain Stratasys shareholders on June 13, 2023.](#)



(a)(5)(L)\*

[Digital Advertising Campaign, launched by Nano, on June 13, 2023.](#)

(a)(5)(M)\*

[Digital Advertising Campaign, continued by Nano, on June 14, 2023.](#)

(a)(5)(N)\*

[Press Release issued by Nano on June 15, 2023.](#)

(a)(5)(O)\*

[Transcript of Video Message to Stratasys Shareholders, issued by Nano, on June 15, 2023.](#)

(a)(5)(P)\*

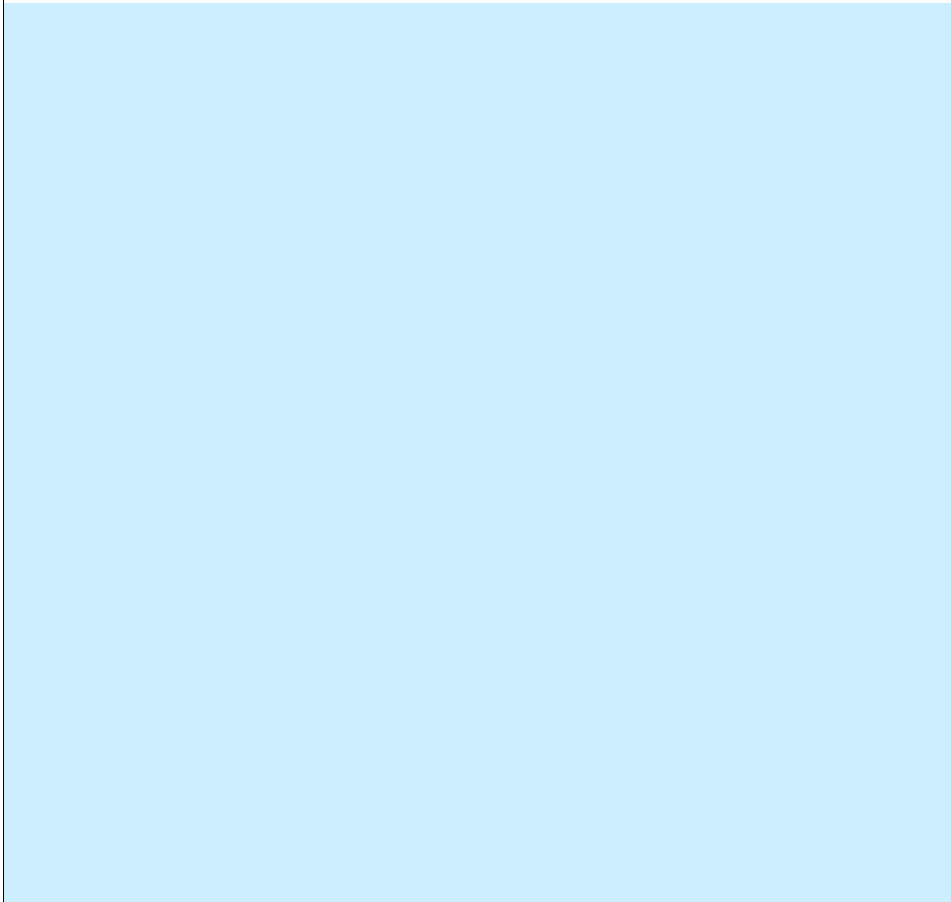
[Press Release issued by Nano on June21, 2023.](#)

(a)(5)(Q)\*

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

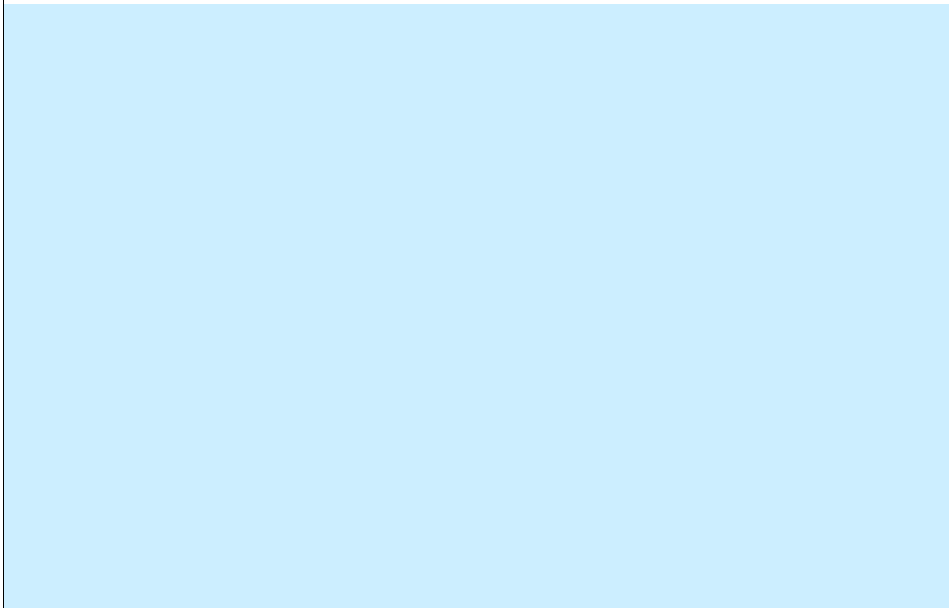
(a)(5)(R)\*

[Digital Advertising Campaign, continued by Nano, on June 21, 2023.](#)



(a)(5)(T)\*

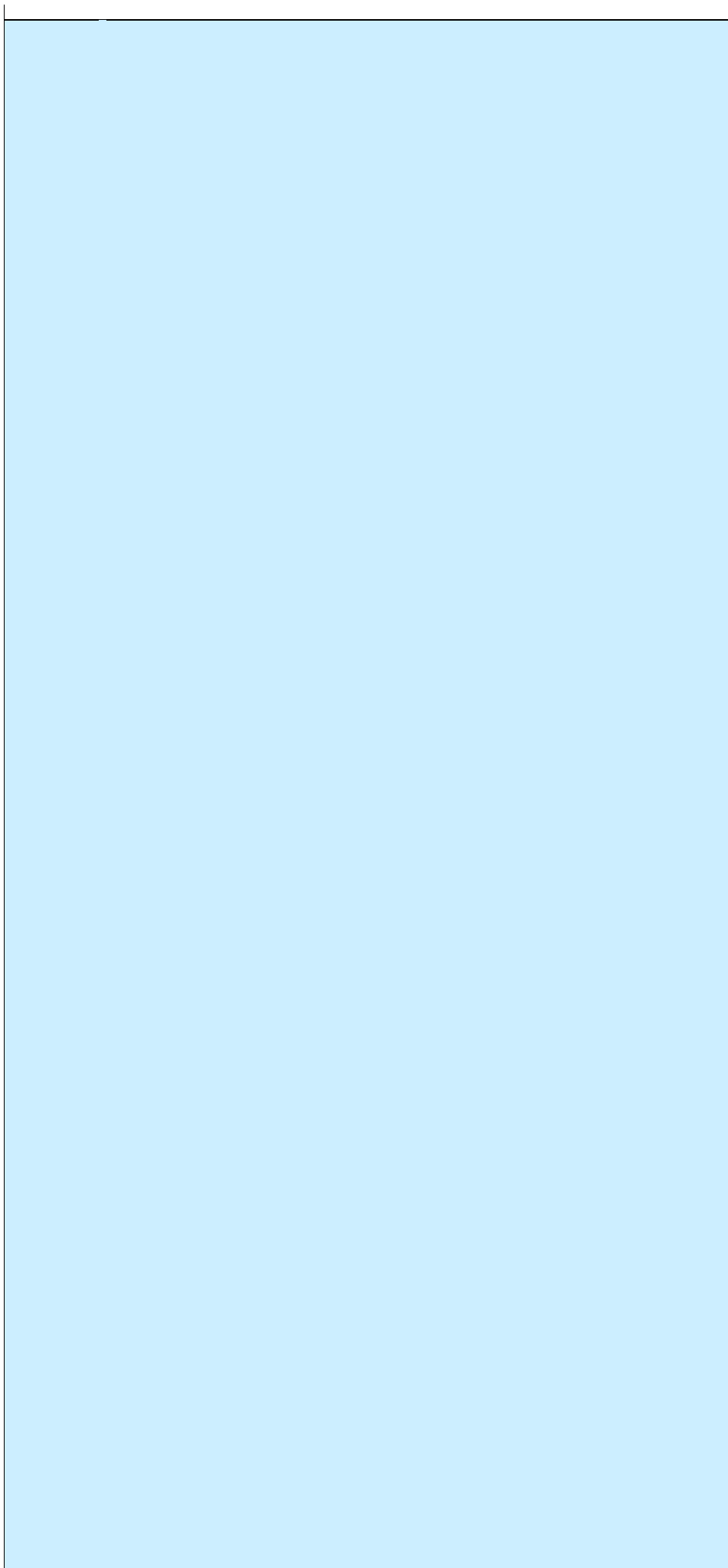
[Special Tender Offer Information Website, launched by Nano, as amended on June 27, 2023.](#)











(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)(Y)\*

[Nano response to analyst report, dated July 5, 2023.](#)

(a)(5)(Z)\*

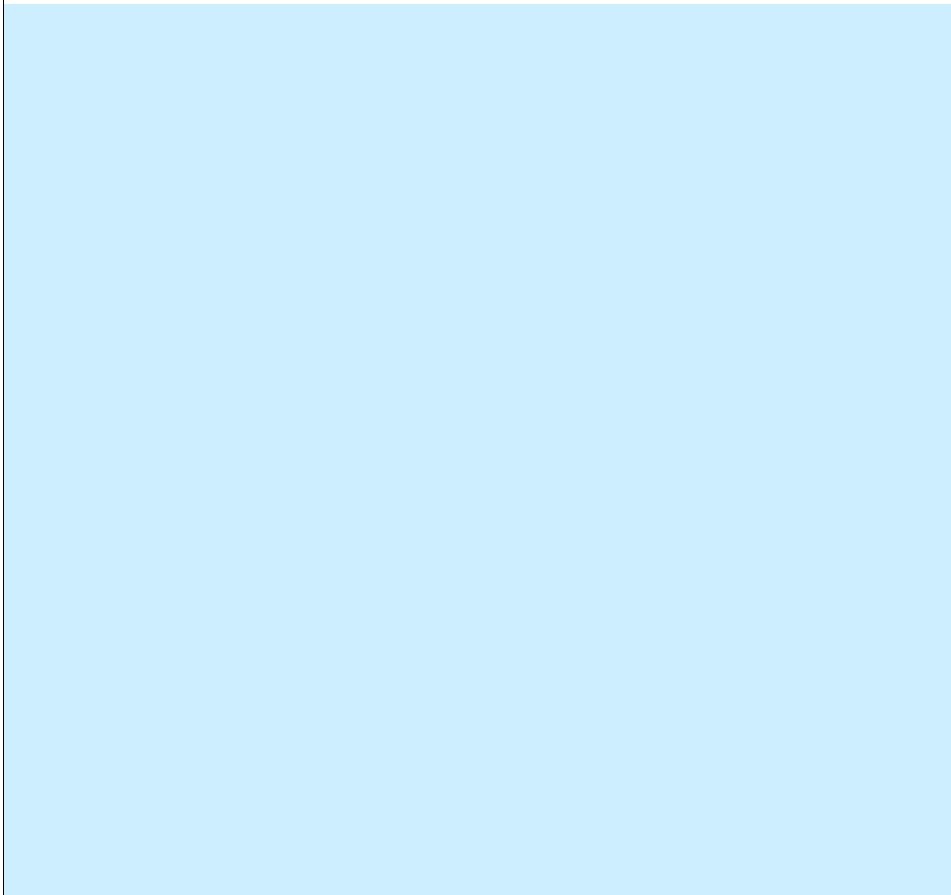
[Press Release issued by Nano on July 10, 2023.](#)













\* Previously filed.

\*\* Filed herewith.

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



Nano Dimension Encourages Stratasys Shareholders to Replace Entrenched Board and Highlights Problematic Track Records of Stratasys Directors

*Vote AGAINST the Reelection of Entrenched Stratasys Board at Annual General Meeting (“AGM”) to Be Held on August 8<sup>th</sup>, 2023*

*Stratasys Board Has Repeatedly Neglected Its Fiduciary Duties to the Detriment of Its Shareholders’ Interests*

*Stratasys Current Board Appears Intent on Pursuing Dilutive Transaction with Desktop Metal That Would DESTROY VALUE for Stratasys Shareholders*

*Nano Dimension Puts Forward Highly Qualified, Vested Nominees  
Focused on Creating Value for All Shareholders – by Enabling  
Competing Bids for Stratasys to be Negotiated to Maximize Shareholder Value*

*Nano Dimension Highlights Historical Problematic Track Records, Subpar Performance  
and Questionable Reputations of Stratasys’ Entrenched, Non-Shareholder Friendly Directors*

*To Learn More about Nano’s Vision for Stratasys and Details of Its Special Tender Offer for Stratasys Shares, visit [www.StratasysValueNow.com](http://www.StratasysValueNow.com)*

**Waltham, Mass., July 17, 2023 (GLOBE NEWSWIRE) -- Nano Dimension Ltd.**(Nasdaq: NNDM, “Nano Dimension”, “Nano” or the “Company”), a leading supplier of Additively Manufactured Electronics (“AME”) and multi-dimensional polymer, metal & ceramic Additive Manufacturing (“AM”) 3D printers, encourages Stratasys Ltd. (Nasdaq: SSYS) (“Stratasys”) Shareholders to replace their entrenched Board with Nano Dimension’s director nominees through their upcoming vote at Stratasys’ August 8<sup>th</sup>, 2023 Annual General Meeting (“AGM”).

The Stratasys Board of Directors (the “Board”) have checkered personal backgrounds as well as a warped command of corporate governance. Nano is calling for a replacement of the Stratasys Board’s members in order to re-align Stratasys’ governance with the interest of shareholders.

The new board will focus on enabling the present competing bids to increase shareholder value PREVENTING the present Board of Directors from blocking two alternatives for Stratasys’ Shareholders.

#### **STRATASYS’ CURRENT ENTRENCHED BOARD:**

The actions of the current Stratasys Board of Directors have raised significant concerns about their practices and lack of commitment to shareholder interests:

- 6 of the 8 directors have spent an alarmingly long time together on the Board, suggesting a lack of new perspectives and fresh ideas, not to speak about obvious years of “one-hand-washes-the-other” issues.
- They have demonstrated a blatant disregard for shareholders’ interests and resistance to change. Attempts to add a new independent director as recently as 2-3 years ago were met with pushback. While a new director joined the Board in 2020, he was ousted barely a year later in 2021 following some self-serving corporate governance maneuvers geared at maintaining the underperforming status quo and the mummified Board’s grip on power.
- The Stratasys Board has lined their own pockets while overseeing poor performance, indulging themselves with exorbitant salaries and annual equity grants, cumulatively equaling approximately \$1.820,000<sup>1</sup> in FY 2022 for 8 directors, not including meeting fees, (for approximately 10-20 meetings per annum), and travel & entertainment expense.

Adding to their questionable track record, the Board’s decision-making has been marred by destructive acquisitions. They have made poor value-destructive and money-wasting acquisitions and/or failed to integrate the acquisitions of Origin, Ultimaker, SolidConcepts, and MakerBot followed by the questionable divestment and reinvestment in MakerBot. These actions demonstrate a lack of strategic foresight and a failure to prioritize long-term value creation for the company and its shareholders.

Furthermore, the interconnections between board members raise independence concerns, resulting from directors having other mutual commercial interests which are not related to their fiduciary duties at Stratasys. Presently, two Stratasys directors, **Dov Ofer** and **David Reis**, sit on the board of Scodix Ltd. In the past, **Adina Shorr** served as CEO of Scodix Ltd. during Dov Ofer’s directorship. These overlapping interests raise questions about objectivity of the directors, further eroding trust in their decision-making.

**These revelations paint a troubling picture of the Stratasys Board of Directors.** Their long tenure, rejection of new voices, self-serving compensation practices, poor acquisition decisions, and intertwined relationships raise serious doubts about their ability to act in the best interests of Stratasys and its shareholders.

<sup>1</sup> Stratasys Ltd. (NASDAQ:SSYS) Form 20-F Filing for Fiscal Year 2022, filed March 3<sup>rd</sup>, 2023; Director Compensation and Director/Officer Equity Compensation



**Below are a few examples of the questionable track records that warrant the replacement of board members of Stratasys**

\***Yair Seroussi** – was formerly the Chairman of a large Israeli bank but had to resign allegedly because of allegations that he had failed to report a sexual assault by the CEO of a female employee<sup>2</sup>. Seroussi hid the information from the bank’s board of directors and from the Bank of Israel, colluding with the CEO.

Once again scheming with the same CEO, Seroussi was also found guilty of aiding and abetting tax-evasion for U.S. citizens – in exchange for millions of dollars of kickbacks. Under his leadership, the bank had to cough up a fine of almost **\$900 million**<sup>3</sup> to U.S. authorities, in addition to being forced to pay significant personal fines for his crimes. An investigation committee disclosed that, as Chairman, Seroussi and his friend the CEO behaved unreasonably and personally received millions of dollars as bonuses on account of tax evasion schemes they led through the bank’s branch in Switzerland.

\***Dov Ofer (Chairman)** – was the former CEO of Lumenis Ltd. Dov Ofer’s tenure was marked by a period of stagnation. After his appointment, the company experienced a decrease in revenue<sup>4</sup>.

After continued underperformance under Ofer’s leadership, the Lumenis board opted to hold him accountable, removing Ofer as CEO and bringing in a new chief executive officer.

This change proved that the prior issue was the failing management by Ofer, not the company. The new CEO was able to revitalize the company’s growth trajectory. Lumenis Ltd. experienced a remarkable turnaround recovery following Dov Ofer’s tenure as CEO, with revenue increasing by an impressive 51% from \$265 million in 2013 to \$400 million in 2018<sup>5</sup>.

The stark contrast between the performance of Lumenis Ltd. during Ofer’s tenure and the subsequent growth achieved under the new CEO highlights the impact of leadership on the company’s success. The decision to replace Ofer ultimately proved to be a strategic move that revitalized the company and set it on a path of substantial growth.

\***David Reis** – was the former CEO of Stratasys until his resignation in 2016. Under Reis’ leadership, investors in Stratasys have experienced a challenging value-destructing ride over several years. Sales and Stratasys share prices have both plunged amid a \$1.4 billion loss last year.

The company’s acquisition of desktop printer manufacturer, MakerBot, in 2013 for over \$490M<sup>6</sup> (approx. \$16M in revenue per annum at prior year)<sup>7</sup> was a failure. MakerBot has suffered greatly, replacing leadership three times, producing a problematic 3D printer component, and leaving Stratasys with such significant losses that Reis’s Stratasys became part of a class action lawsuit. The consumer brand laid off almost 40% of its workforce and shut down its retail shops.

Meanwhile, the value of Stratasys shares collapsed over the course of the two years post-acquisition, from record highs of almost \$137 per share in 2013 to around \$23 per share by the end of 2015<sup>8</sup>. The lawsuit alleges that the drop in Stratasys shares in 2015 was caused by fraudulent practices in the MakerBot-related business<sup>9</sup>.

MakerBot was eventually spun out 9 years later after major losses and cash burn. Reis has left a trail of massive write-downs yet continued to be a member of the board and Executive Committee, which is comprised of just three people, together with Dov Ofer.

Interestingly, while the courts decided that Stratasys was not to blame for securities fraud, it stated that under Reis, Stratasys used “...hyperbole and exaggeration... mere puffery...vague and such obvious hyperbole... Stratasys’s statements...are vague and unreliable”<sup>10</sup>

<sup>2</sup> <https://en.globes.co.il/en/article-hapoalim-chairman-yair-seroussi-resigns-1001163746>

<sup>3</sup> <https://en.globes.co.il/en/article-former-hapoalim-execs-to-repay-nis-225m-1001451149>

<sup>4</sup> Decline of 6% from \$283 million in 2005 to \$265 million in 2014

<https://www.globes.co.il/news/article.aspx?did=1000138395>

<https://www.calcalist.co.il/local/articles/0,7340,L-3699528,00.html>

<sup>5</sup> <https://www.globes.co.il/news/article.aspx?did=1001307825>

<sup>6</sup> <https://investors.stratasys.com/sec-filings/annual-reports/content/0001206774-14-000690/0001206774-14-000690.pdf>

<sup>7</sup> <https://www.reuters.com/article/idUS377836052120130619>

<sup>8</sup> 12/31/2023 High \$136.87 – 12/31/2015 Low \$23.36

<sup>9</sup> CASE 0:15-cv-00455-PJS-FLN <https://cdn-shop.adafruit.com/pdfs/makerbot/classaction.pdf>

<sup>10</sup> <https://www.3ders.org/articles/20170726-stratasys-cleared-of-fraud-charges-over-comments-about-makerbot-replicator-3d-printers.html>

**This history of misleading disclosures raises serious questions about Stratasys' present statements:**

The same executives accountable for misleading their shareholders are still directors at the helm: **Reis** has been a Director since 2013, and as recently as 2018-2019 also served as a member of the “executive committee” together with **Mr. Ofer**.

Another problem facing Stratasys under Reis that garnered much attention was a U.S. Securities and Exchange Commission investigation. The SEC’s enforcement decision approached the company in early 2016<sup>11</sup> on the matter, which was briefly mentioned in Stratasys’ latest 20-F filing with the SEC. According to industry pundits, Reis’ resignation was certainly precipitated by the 30% decrease in the share price and the mounting pressure from disgruntled shareholders<sup>12</sup>.

\***Ziva Patir** – was the former CEO of the Standards Institution of Israel. During her tenure the Israeli Ministry of Finance demanded that she return tens of thousands of shekels, which she allegedly received in an improper manner from the Institute<sup>13</sup>. Additionally, an inspection conducted by the Capital Markets Division of the Ministry of Finance revealed a misallocation of funds under the management of Ziva Patir, resulting in employees having to return a substantial sum of 3 million shekels<sup>14</sup>.

Under Patir’s management, the Standards Institution of Israel was characterized by a slow and bureaucratic nature, leading to inefficiencies and financial losses. Additionally, there were conflicts with the employees<sup>15</sup>.

\***Scott Crump** – A few days after reporting \$1.37 billion loss in 2015, it was discovered that the company paid \$1.44 million<sup>16</sup> to the present director Mr. **Scott Crump**, founder of Stratasys, and to three other executives an additional \$5.4 million in compensation<sup>17</sup>.

\***Adina Shorr**- Yet another ex-CEO of Stratasys (Objet), who stayed entrenched and highly paid on the board for the last 5 years. She also has a checkered record inasmuch as **leading, as a CEO, value destructing activities**: She was the former CEO of Lucid-Logix, which had raised \$40 million promising attractive returns for its investors. Ms. Shorr raised additional capital, only to close the company and terminate all employees with zero return to its shareholders (Giza and others)<sup>18</sup>.

\***Yoav Zeif** is the current Stratasys CEO – an unproven CEO having served before only as a consultant and in business development roles. Moreover, under his leadership, Stratasys is being accused<sup>19</sup> by the former founders and shareholders of Origin, a company Stratasys purchased under his leadership for \$97M<sup>20</sup> (estimate \$5 million - \$15 million in the previous year’s annual revenue when acquired in December 2020) for not fulfilling its obligations and personal commitments to pay them their promised earnout as per agreement. All founders and key employees of Origin subsequently ended up leaving Stratasys.

**Zeif** has also **led the value-destructing move** of spinning-off David Reis’s 2013 failure of MakerBot. Zeif paid approximately \$47 million in cash just “to arrange” for Stratasys to own less than 50%<sup>21</sup> of MakerBot, practically selling over 50% of MakerBot by adding money rather than receiving money.

<sup>12</sup> <https://3dprintingindustry.com/news/stratasys-ceo-resign-company-sale-81233/>

<sup>13</sup> <https://www.calcalist.co.il/local/articles/0,7340,L-3391504,00.html>

<sup>14</sup> <https://www.themarket.com/career/2005-02-10/ty-article/0000017f-dec5-d3a5-af7f-feef2d5d0000>

<sup>15</sup> <https://www.ynet.co.il/articles/1,7340,L-2255994,00.html>

<sup>16</sup> <https://www.themarket.com/markets/2016-06-05/ty-article/0000017f-dfa8-db22-a17f-ffb96c110000>

<sup>17</sup> Stratasys Ltd. (NASDAQ:SSYS) 20-F Filings for Fiscal Year 2015; <https://www.globes.co.il/news/article.aspx?did=1001111985>

<sup>18</sup> Stratasys Ltd. (NASDAQ:SSYS) 20-F Filings for Fiscal Year 2015; <https://www.globes.co.il/news/article.aspx?did=1001111985>

<sup>19</sup> <https://www.themarket.com/technation/2018-07-11/ty-article/0000017f-e11e-d9aa-afff-f95e26630000>

<sup>20</sup> [https://3dprint.com/301482/origin-shareholders-sue-stratasys-related-to-breach-of-acquisition-agreement/?utm\\_source=dlvr.it&utm\\_medium=linkedin](https://3dprint.com/301482/origin-shareholders-sue-stratasys-related-to-breach-of-acquisition-agreement/?utm_source=dlvr.it&utm_medium=linkedin)

<sup>21</sup> Stratasys Ltd. (NASDAQ:SSYS) 20-F Filings for Fiscal Year 2020

<sup>21</sup> <https://investors.stratasys.com/sec-filings/all-sec-filings/content/0001213900-22-025940/0001213900-22-025940.pdf>

**IN CONTRAST, Nano's candidates to replace the Stratasys board are highly qualified with extensive experience overseeing value creation:**

Nano Dimension is recommending Stratasys shareholders replace its entrenched non-performing directors at Stratasys' Annual General Meeting to be held on August 8<sup>th</sup>, 2023, with professional executives who will devote a serious amount of their business time and attention to improve value for Stratasys shareholders. The seven members proposed by Nano include over 10 CEO roles, as well as four ex-founders of successful high-tech and multi-hundred million dollars companies, Chief Technology Officers, ex-CFOs/COOs and ex-members of KPMG and PWC. All their compensation for service as members of the Stratasys' Board will be based on the company's performance, not just on being present in meetings.

The nominees include:

1. **Ze'ev Holtzman** brings deep expertise in private equity, venture capital and investment banking. Mr. Holtzman founded a pioneering investment banking firm (Giza), a leading VC firm focused on early-stage innovation technology, as well as the premier database on high-tech, venture capital, startup, and private equity ecosystems. He was a Director in Stratasys in 2020-21 opposing most of the present board entrenching actions.
2. **Zivi Nedivi** has over 30 years' experience as CEO of several public technology companies, including Cyalume Technologies Inc. and founder, President and CEO of Kellstrom Industries as well as CEO of a multi-billion New York City based hedge fund trading currencies futures through highly sophisticated cash management algorithms.
3. **Hanan Gino** has prodigious experience as a CEO at international technology corporations, including Verint Security Systems and Kitov Systems as well as senior executive and head of all commercial divisions for over two decades at Orbotech Ltd.
4. **Tomer Pinchas** brings more than 18 years of global experience in finance, M&A and operations management and previously served as CFO of multiple technology companies, including Kryon Systems LTD, myThings Inc, and DVTEL INC. Tomer's experience also includes working at a top public accounting firm, including PwC in New York.
5. **Nick Geddes** co-founded the Cambridge, UK based, renowned industrial inkjet company Global Inkjet Systems, with leading R&D capabilities, inkjet products and services, and has been CEO and CTO for over 15 years with deep knowledge and experience leading and bringing together multi-disciplinary teams to partner with customers.
6. **Yael Sandler** brings extensive experience in leading finance and operations roles for public and private companies, having formerly held various positions at KPMG while also being a Certified Public Accountant in Israel.
7. **Yoav Stern** is a seasoned executive with a proven track record of leadership over three decades, having served as CEO and Chairman as well as an active hands-on investor in high-tech companies, specializing in machine vision, fiber optics, defense-tech, communication solutions, aerospace, and homeland security. Mr. Stern has led public and privately held companies based in the United States and globally, with operations encompassing multi-disciplinary technologies across 3-4 continents.

**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 and supplemented. 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 its intention to replace the current Board of Directors of Stratasys with its own nominees and its plans for Stratasys director compensation. Because such statements deal with future events and are based on Nano Dimension's current expectations, they are subject to various risks and uncertainties. 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 Securities and Exchange Commission ("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 Receives Hart-Scott-Rodino (“HSR”) Clearance for the Stratasys Special Tender Offer

*Antitrust Approval Marks Significant Step Towards Completion of Tender Offer*

**Waltham, Mass., July 17, 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, announced today that the waiting period under the Department of Justice’s (“DOJ”) Hart-Scott-Rodino Antitrust Improvements Act of 1976 (“HSR Act”) has expired in connection with its special tender offer for Stratasys Ltd. (Nasdaq: SSYS) (“Stratasys”); thus, no further regulatory review by U.S. antitrust authorities is required in connection with the special tender.

The HSR Act is a U.S. federal law that requires companies to notify the Federal Trade Commission (“FTC”) and the DOJ about certain proposed mergers and acquisitions and observe a waiting period prior to close, which provides the U.S. antitrust authorities the opportunity to review the transaction. This waiting period has expired.

By satisfying the HSR Act requirements, Nano Dimension demonstrates its commitment to adhering to the appropriate legal procedures and looks forward to completing its tender offer and bringing customers the benefits of the companies’ combined offering.

**Important Information About the Special Tender Offer**

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