



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

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**SCHEDULE TO**



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

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



**NANO DIMENSION LTD.**

(Name of Filing Person (Offeror))

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

**M85548101**  
(CUSIP Number of Class of Securities)

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

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

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*With copies to:*

**Oded Har-Even, Esq.**  
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**Angela Gomes, Esq.**  
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**1633 Broadway**  
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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:









This Amendment No. 12 (this “Amendment No. 12”) 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 and the First Supplement to Offer to Purchase, the “Amended Offer to Purchase”), as further amended and supplemented by the Third Supplement to Offer to Purchase, dated July 18, 2023 and filed herewith as Exhibit (a)(1)(U) (the “Third Supplement to Offer to Purchase” and, together with the Amended Offer to Purchase, as amended and supplemented prior to the date hereof, the “Offer to Purchase”) and in the related Third Amended Letter of Transmittal, dated July 18, 2023, a copy of which is filed herewith as Exhibit (a)(1)(V) (the “Third Amended Letter of Transmittal” and, together with the Offer to Purchase, the “Offer Documents”).

Nano is now increasing the Offer Price from \$24.00 to \$25.00 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 Documents. Nano has also extended the Offer Period to 5:00 p.m., New York time, on July 31, 2023, unless the offer is further extended, or earlier terminated. The Depositary has advised Nano that, as of 5:00 p.m., New York time, on July 17, 2023, 4,100,607 Stratasys Shares had been validly tendered and not properly withdrawn pursuant to the offer.

Except as otherwise set forth in this Amendment No. 12, 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. 12 together with the Schedule TO and the Offer to Purchase.

**ITEMS 1 THROUGH 9 AND ITEM 11.**

Items 1 through 9 and Item 11 of the Schedule TO are hereby amended and supplemented to reflect the amendment and supplement of the Offer to Purchase and the information in the related Offer Documents as follows:

- (1) All references to the Offer Price in the offer (previously \$24.00 per Stratasys Share in the Amended Offer to Purchase) now means a price of \$25.00 per Stratasys Share.



- (2) All references to the Expiration Date (previously 5:00 p.m., New York time, on July 24, 2023, unless the offer is extended or earlier terminated) now means 5:00 p.m., New York time, on July 31, 2023, unless the offer is further extended, or earlier terminated.

(3) By adding the following paragraph thereto:

“On July 18, 2023, we issued a press release announcing: (i) the increased Offer Price of \$25.00 per Stratasys Share, to the seller in cash, less any required withholding taxes and without interest; (ii) the extension of the Offer Period to 5:00 p.m., New York time, on July 31, 2023, unless further extended or earlier terminated and; (iii) Nano’s opposition to Stratasys’s proposed merger with Desktop Metal and recommendation to Stratasys shareholders to allow Nano, as a 51% holder of Stratasys Shares upon successful consummation of the offer, to (A) negotiate a combination of Stratasys with 3D Systems; and/or (B) purchase the remaining Stratasys Shares to reach 100% ownership as soon as practicable and permissible under U.S. and Israeli law.”



- (4) By amending and restating the section entitled "WHAT PERCENTAGE OF THE STRATASYS SHARES DO YOU CURRENTLY OWN?" of the section entitled "SUMMARY TERM SHEET" of the Original Offer to Purchase as follows:

“As of May 25, 2023, Nano beneficially owned 9,695,115 Stratasys Shares, or approximately 14.1% of the outstanding Stratasys Shares as of May 24, 2023. See “Introduction” and Section 17 – “Conditions of the Offer.”

- (5) 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 18, 2023, we issued a press release announcing: (i) the increased Offer Price of \$25.00 per Stratasys Share, to the seller in cash, less any required withholding taxes and without interest; (ii) the extension of the Offer Period to 5:00 p.m., New York time, on July 31, 2023, unless further extended or earlier terminated and; (iii) Nano’s opposition to Stratasys’s proposed merger with Desktop Metal and recommendation to Stratasys shareholders to allow Nano, as a 51% holder of Stratasys Shares upon successful consummation of the offer, to (A) negotiate a combination of Stratasys with 3D Systems; and/or (B) purchase the remaining Stratasys Shares to reach 100% ownership as soon as practicable and permissible under U.S. and Israeli law.”



- (6) By amending and restating the subsection (c) entitled "Plans for Stratasys" of Section 2 of the Original Offer to Purchase, entitled "Purpose of the Offer; Effects of the Offer; Plans for Stratasys", as previously amended and restated, as follows:

“Nano is conducting a detailed review of Stratasys and its assets, corporate structure, capitalization, operations, properties, policies, management and personnel, and will consider which changes would be desirable in light of the circumstances that exist upon completion of the offer. Nano will continue to evaluate the business and operations of Stratasys during the pendency of the offer. On June 13, 2023, we sent a letter to the Stratasys Board to demand that they call an extraordinary general meeting of Stratasys shareholders to remove a majority of the board of directors and replace them with highly qualified nominees proposed by Nano; in response, Stratasys has included our seven proposed directors on the ballot for its next annual general meeting of Stratasys shareholders to be held on August 8, 2023. As the largest shareholder of Stratasys, Nano intends to support a review of strategic alternatives to further enhance shareholder value, including through industry consolidation. After the consummation of the offer, Nano intends to conduct a comprehensive review of Stratasys’s business, operations, capitalization and management with a view to optimizing development of Stratasys’s potential in conjunction with Stratasys’s existing businesses. Possible changes could include changes in Stratasys’s business, corporate structure, memorandum of association, articles of association, capitalization, management, SEC registration or Nasdaq listing. In addition, Nano intends to explore various industry consolidating transactions including, but not limited to, a negotiated combination of Stratasys with 3D Systems and acquiring the remaining outstanding Stratasys Shares that Nano will not already own after consummation of the offer as soon as practicable and permissible under applicable U.S. and Israeli law. Our plans may change based on further analysis and Nano and, after completion of the offer, the Stratasys Board may change their plans and intentions at any time, as deemed appropriate.”

We intend to review our investment in Stratasys, its performance and market conditions periodically and consider possible strategies for enhancing value and take such actions with respect to our investment as we deem appropriate in light of the circumstances existing from time to time. Such actions could include, among other things, additional purchases of Stratasys Shares pursuant to one or more open-market purchase programs, through private transactions or through tender offers or otherwise, subject to applicable U.S. and Israeli law. Future purchases may be on the same terms or on terms that are more or less favorable to Stratasys's shareholders than the terms of the offer. Any possible future purchases will depend on many factors, including the results of the offer, the market price of Stratasys Shares, our business and financial position, and general economic and market conditions. In addition, following the consummation of the offer, we may also determine to dispose of our Stratasys Shares, in whole or in part, at any time and from time to time, subject to applicable laws. Any such decision would be based on our assessment of a number of different factors, including, without limitation, the business, prospects and affairs of Stratasys, the market for the Stratasys Shares, the condition of the securities markets, general economic and industry conditions and other opportunities available to us.

Under Israeli law, if a shareholder (together with its affiliates) owns in excess of 45.0% of the voting power of a company, such shareholder may purchase shares in the open market or through private transactions, and not solely by means of a tender offer, unless as a result of the purchase the shareholder (together with its affiliates) would own in excess of 90.0% of the issued and outstanding Stratasys Shares. Accordingly, following the consummation of the



offer, we may purchase additional Stratasys Shares in the open market or through private transactions, and not solely by means of a tender offer, as long as our (together with our affiliates) aggregate percentage ownership of issued and outstanding Stratasys Shares does not exceed 90.0%.

Provided that the offer shall be accepted in full and the maximum amount of Stratasys Shares under the offer are tendered, subject to the provisions of the Israeli Companies Law, we may subsequently consider purchasing any balance of outstanding Stratasys Shares not held by Nano by tender offer, in the open market, in privately negotiated transactions or other acquisition.

**However, under Israeli law, we, our controlling shareholders and any corporation under our or their control, are prohibited from conducting an additional tender offer for Stratasys Shares and from merging with Stratasys within 12 months from the Final Expiration Date.”**



- (7) By adding the following disclosure as the last paragraph of Section 5 of the Original Offer to Purchase, entitled "Related Party Transactions":

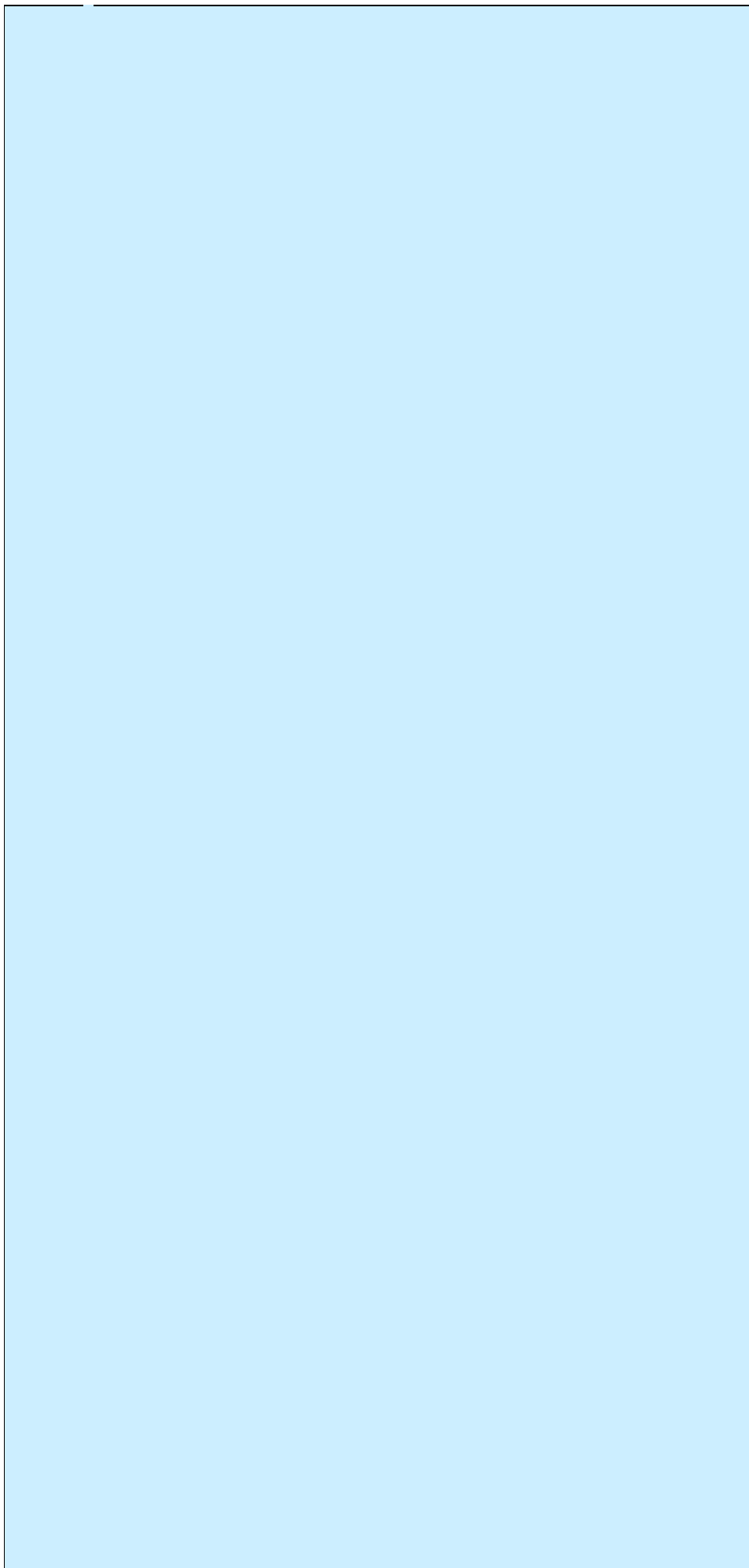
“On July 7, 2023, Nano contributed 100 Stratasys Shares it then owned to Nano Dimension NY Ltd., a New York corporation and a wholly-owned direct subsidiary of Nano, as a capital contribution for no consideration.”

**ITEM 12. EXHIBITS.**

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

NO.

DESCRIPTION



(a)(1)(V) [Third Amended Letter of Transmittal.](#)

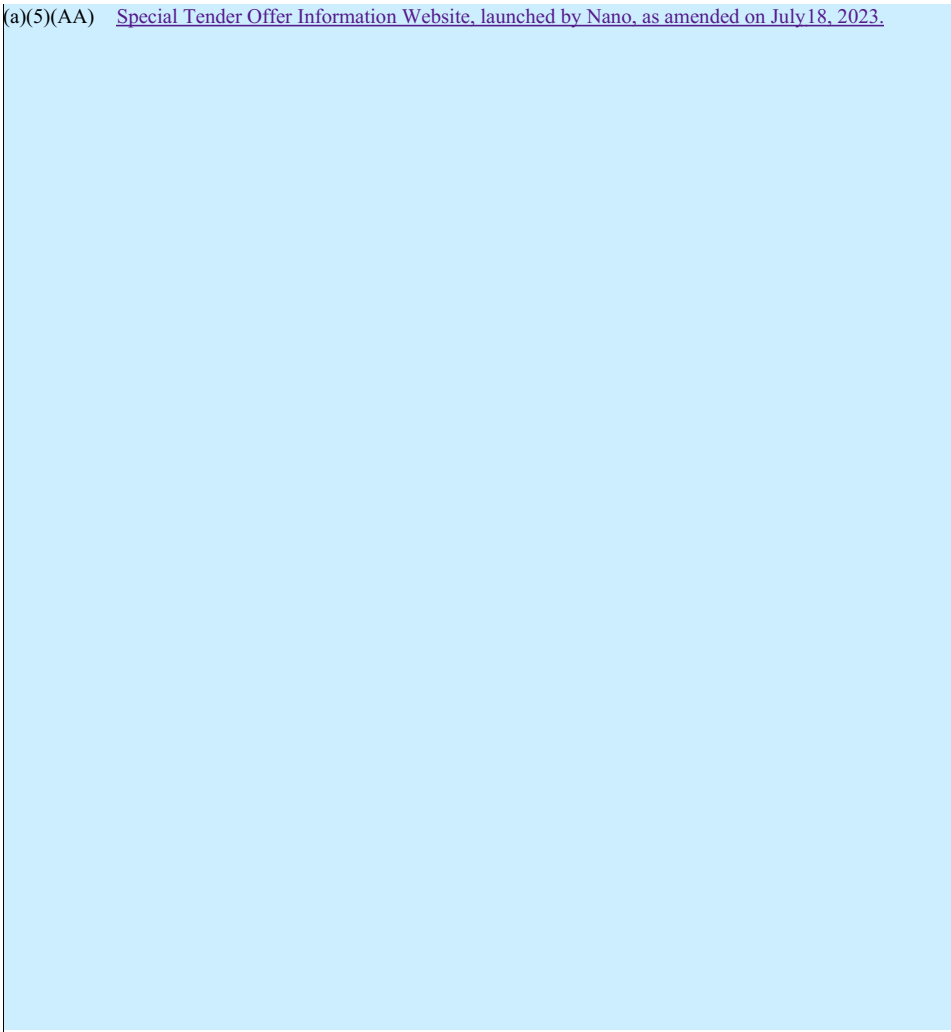




(a)(1)(X) [Third Amended Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.](#)

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





(a)(5)(EE) [Press Release issued by Nano on July 18, 2023.](#)





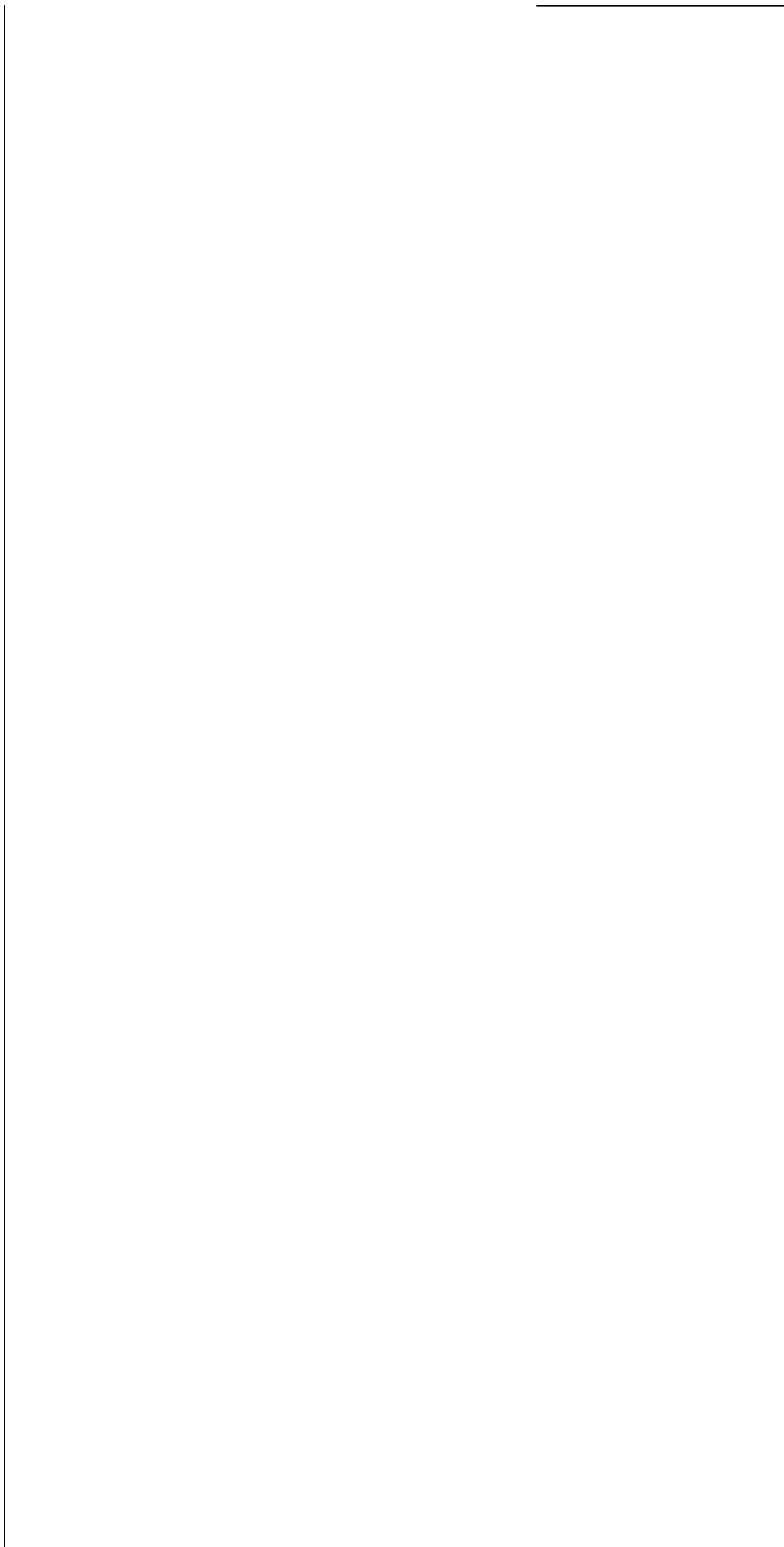
**SIGNATURE**

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











Dated: July 18, 2023

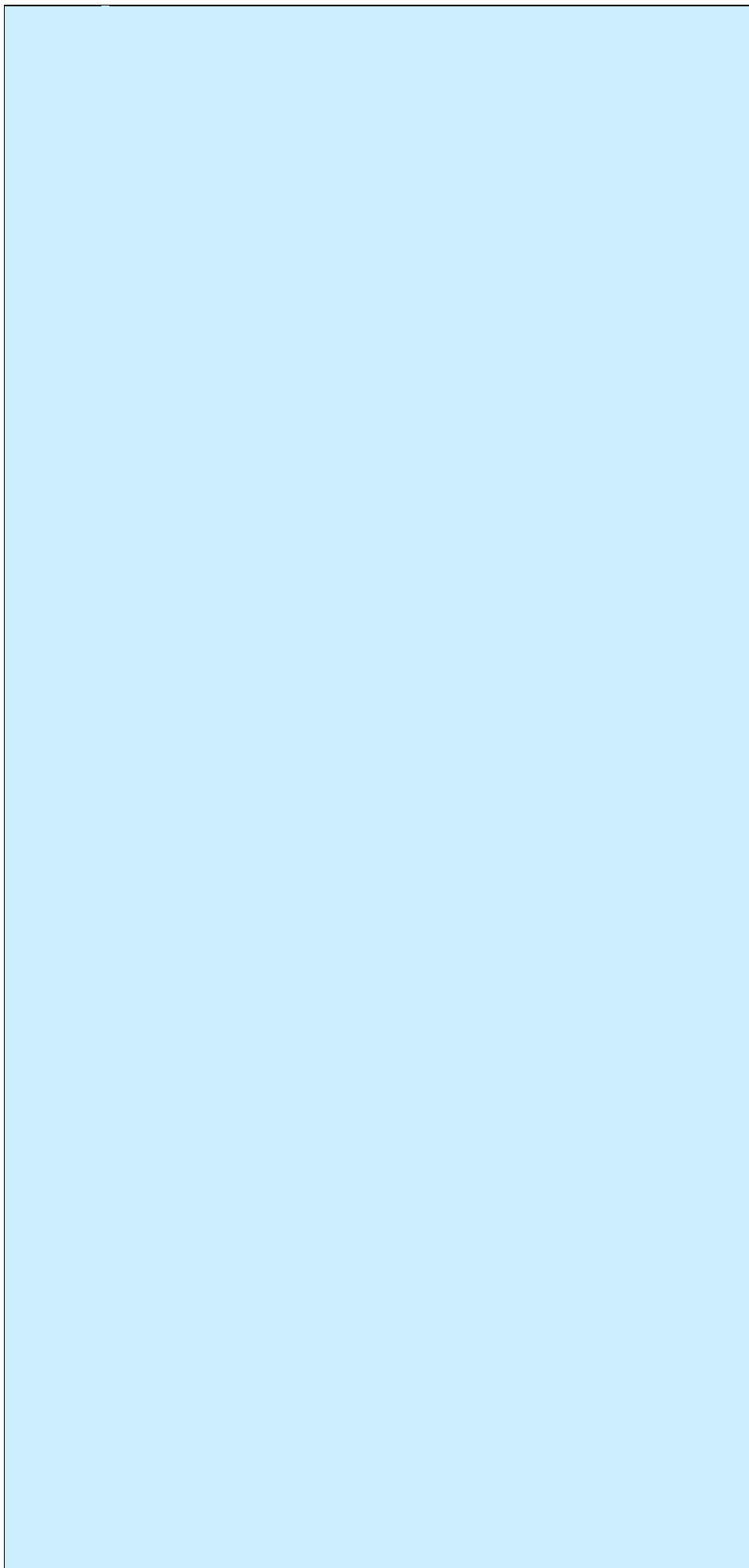


**EXHIBIT INDEX**

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").

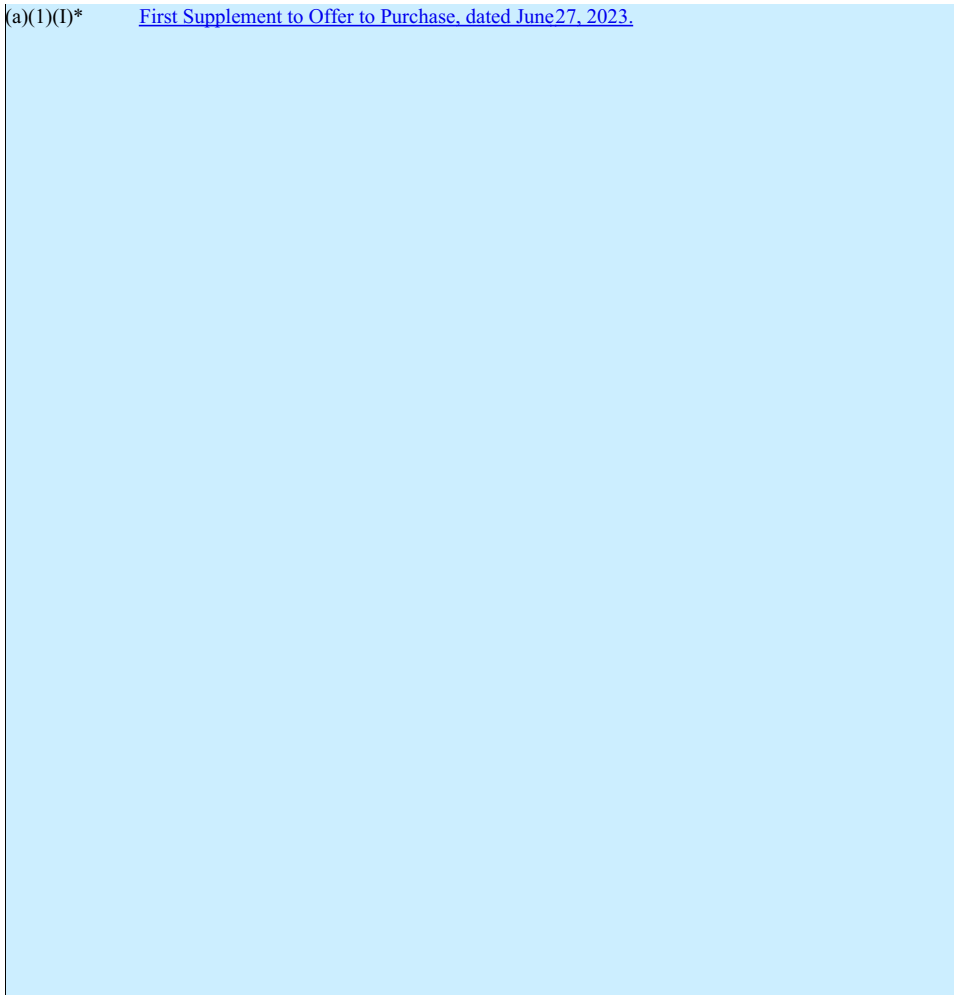
(a)(1)(H)\*

[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.](#)

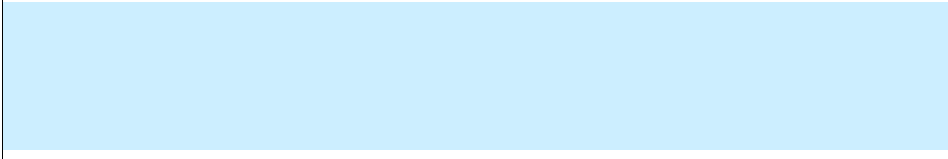


(a)(1)(K)\*

[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)(1)(Y)\*\*

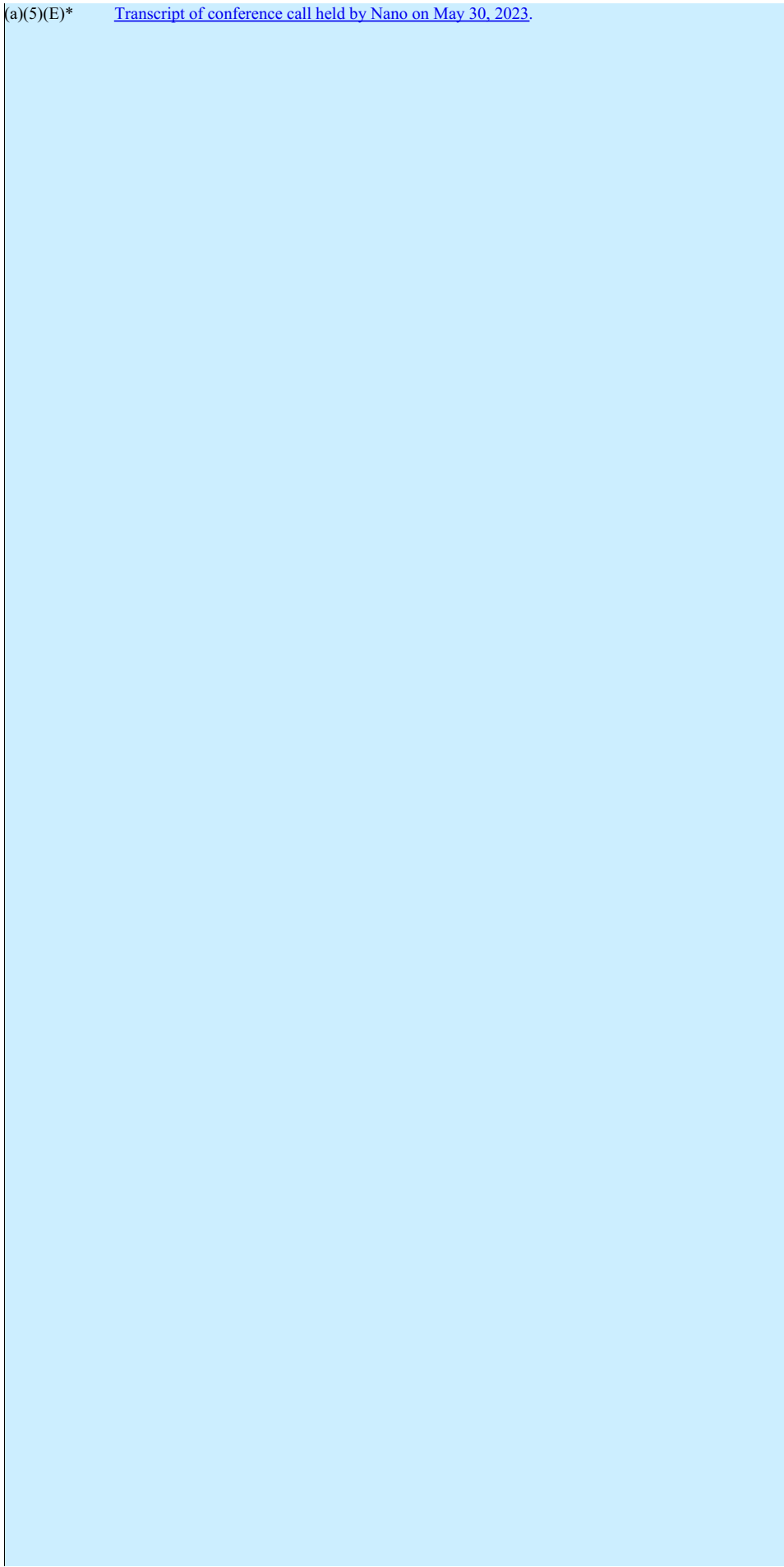
Third Amended Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.

(a)(5)(D)\*

[Investor Presentation by Nano, dated May 30, 2023.](#)

(a)(5)(E)\*

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

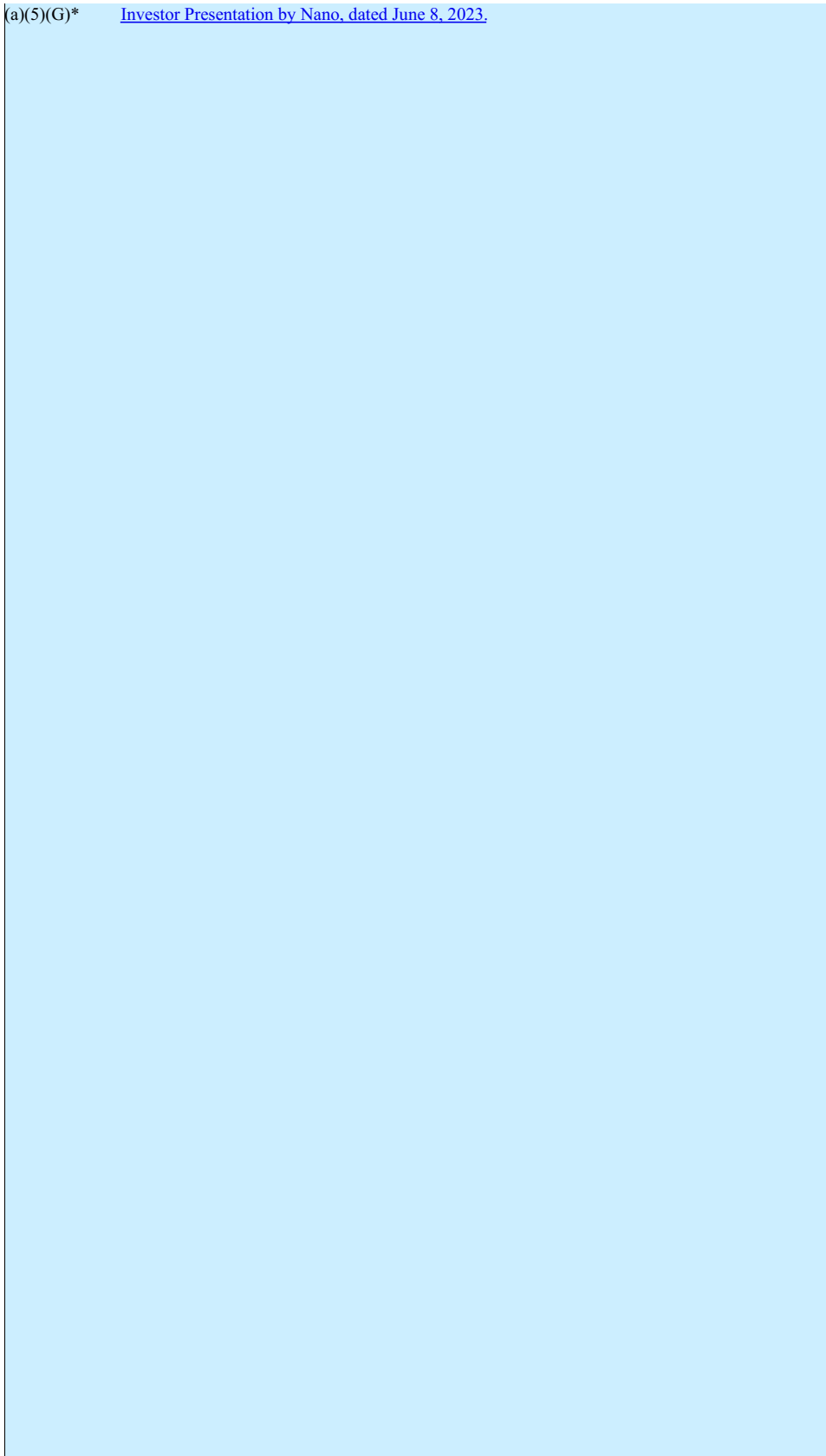


(a)(5)(F)\*

[Press Release issued by Nano on June 8, 2023.](#)

(a)(5)(G)\*

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





(a)(5)(H)\*

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

(a)(5)(1)\*

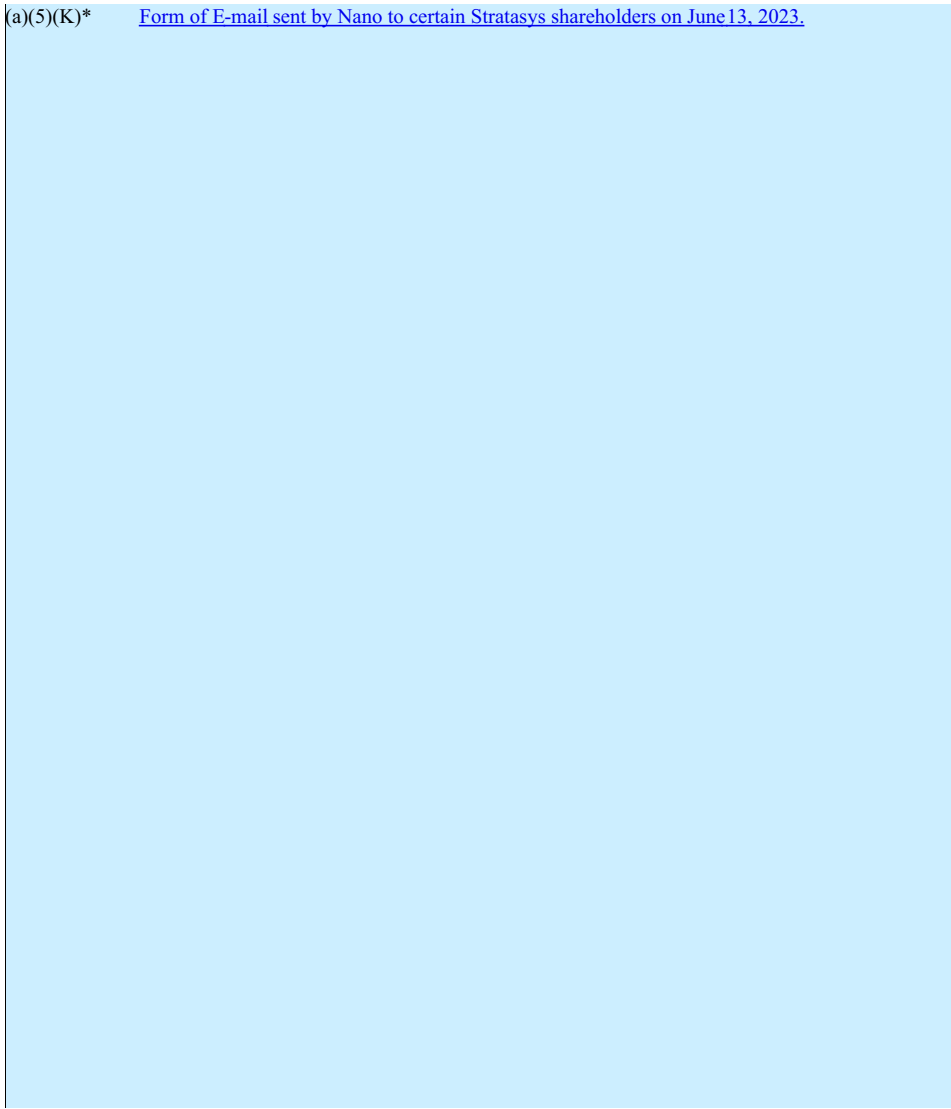
[Special Tender Offer Information Website, launched by Nano, as amended on June 29, 2023.](#)

(a)(5)(J)\*

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

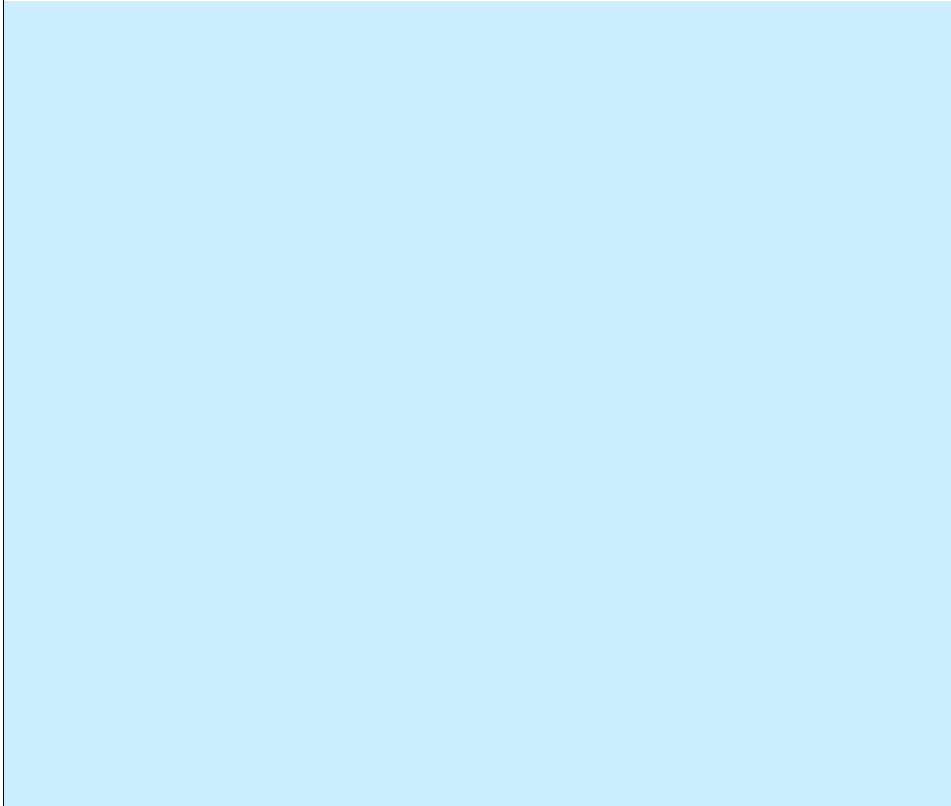
(a)(5)(K)\*

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



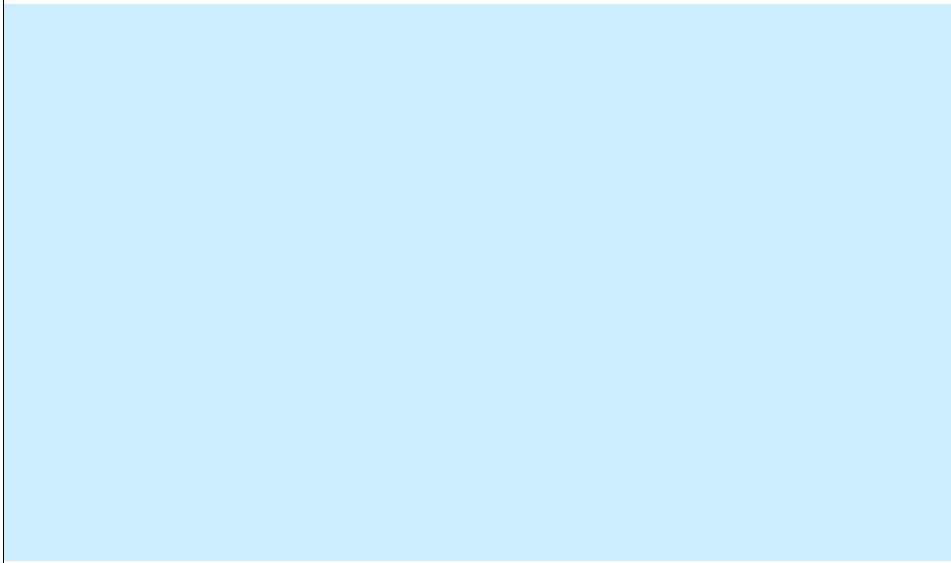
(a)(5)(L)\*

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



(a)(5)(N)\*

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

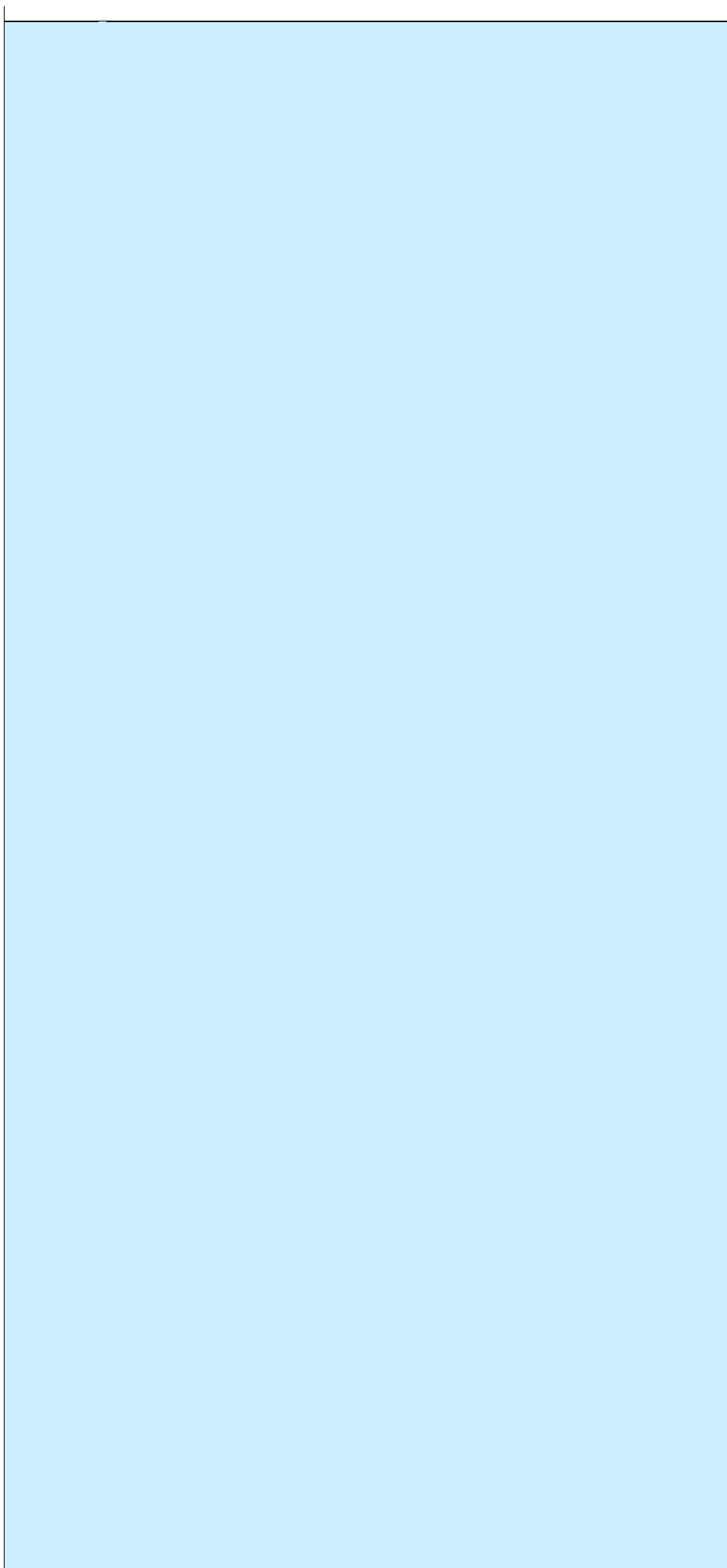




NO.

DESCRIPTION



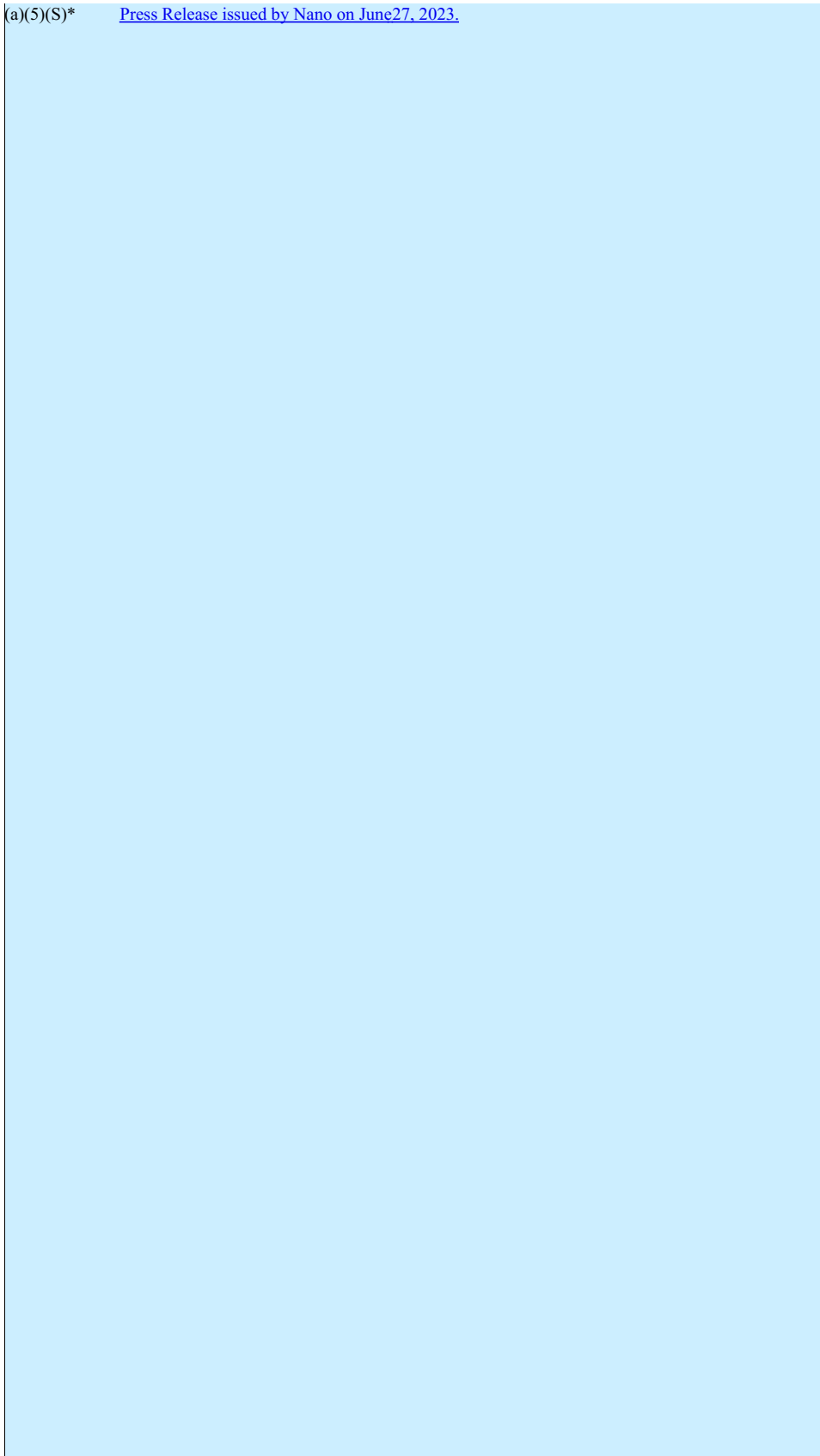


(a)(5)(Q)\*

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

(a)(5)(S)\*

[Press Release issued by Nano on June27, 2023.](#)

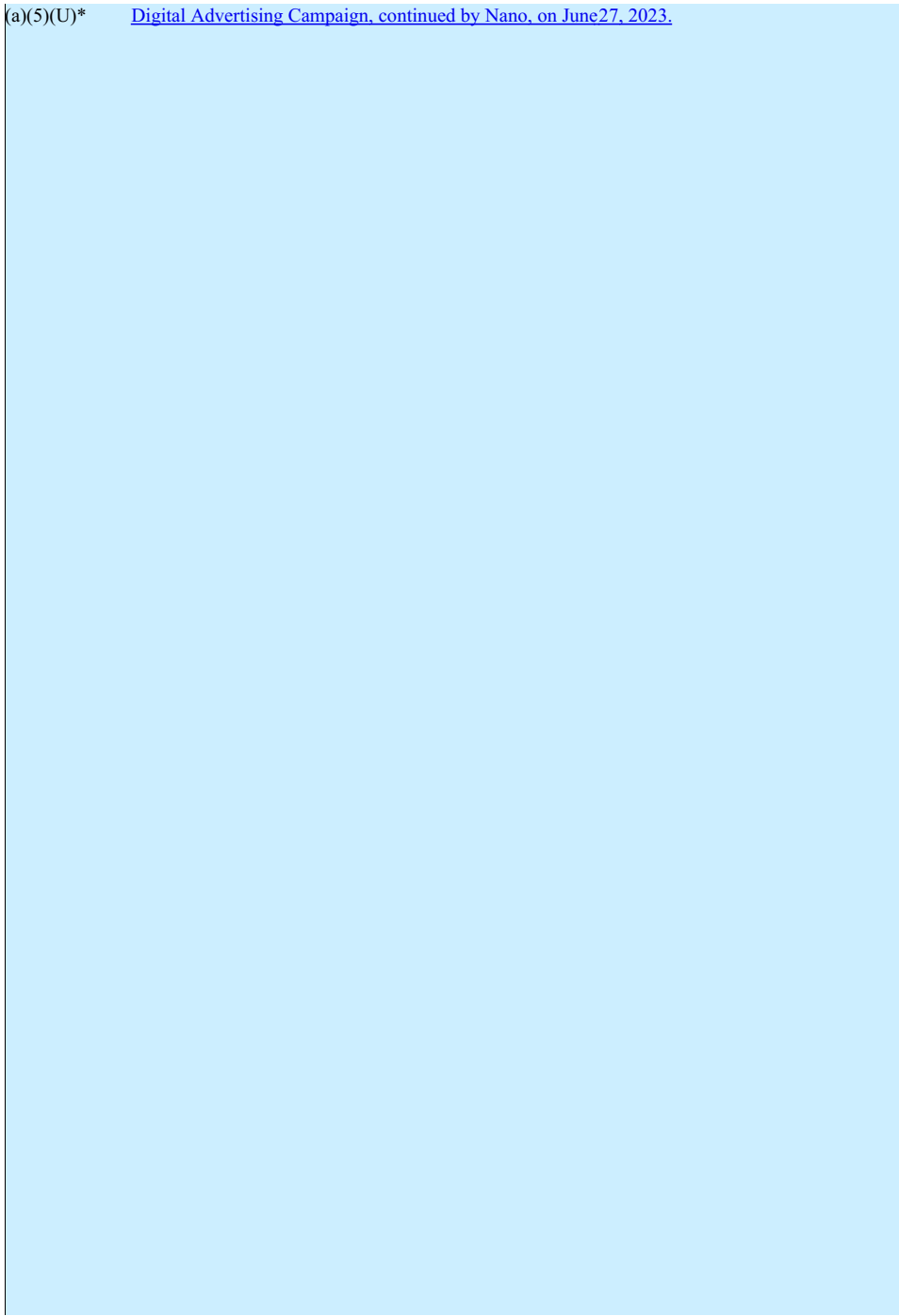


(a)(5)(T)\*

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

(a)(5)(U)\*

[Digital Advertising Campaign, continued by Nano, on June 27, 2023.](#)

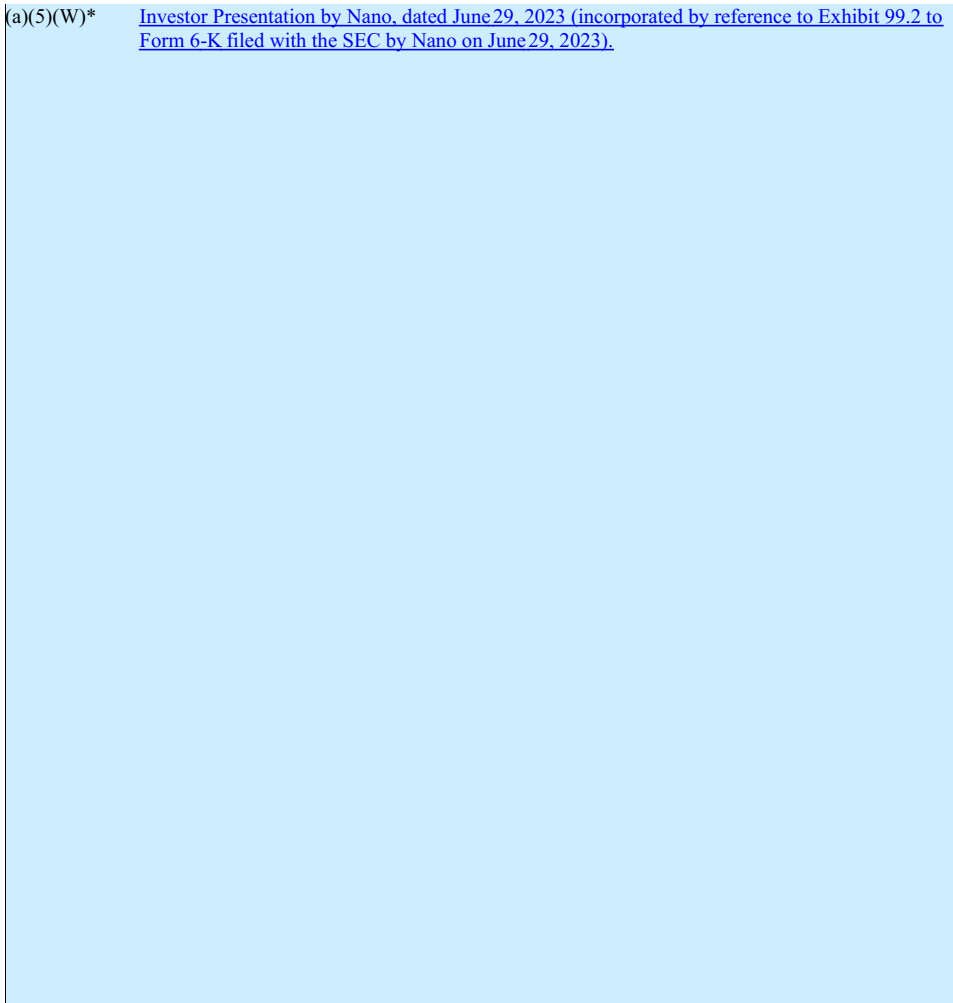


(a)(5)(V)\*

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



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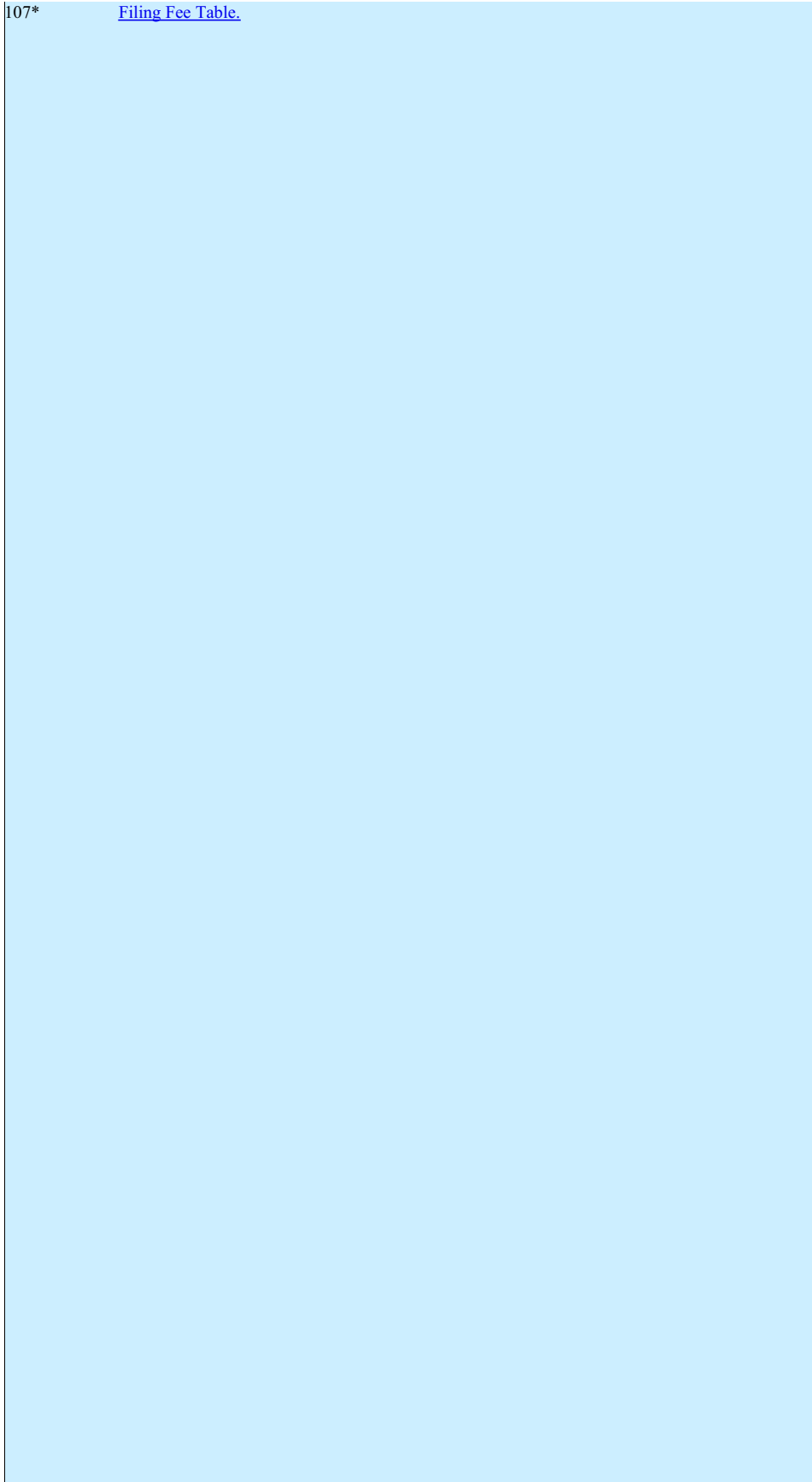






(b) – (h)

Not applicable.



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\* Previously filed.

\*\* Filed herewith.

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



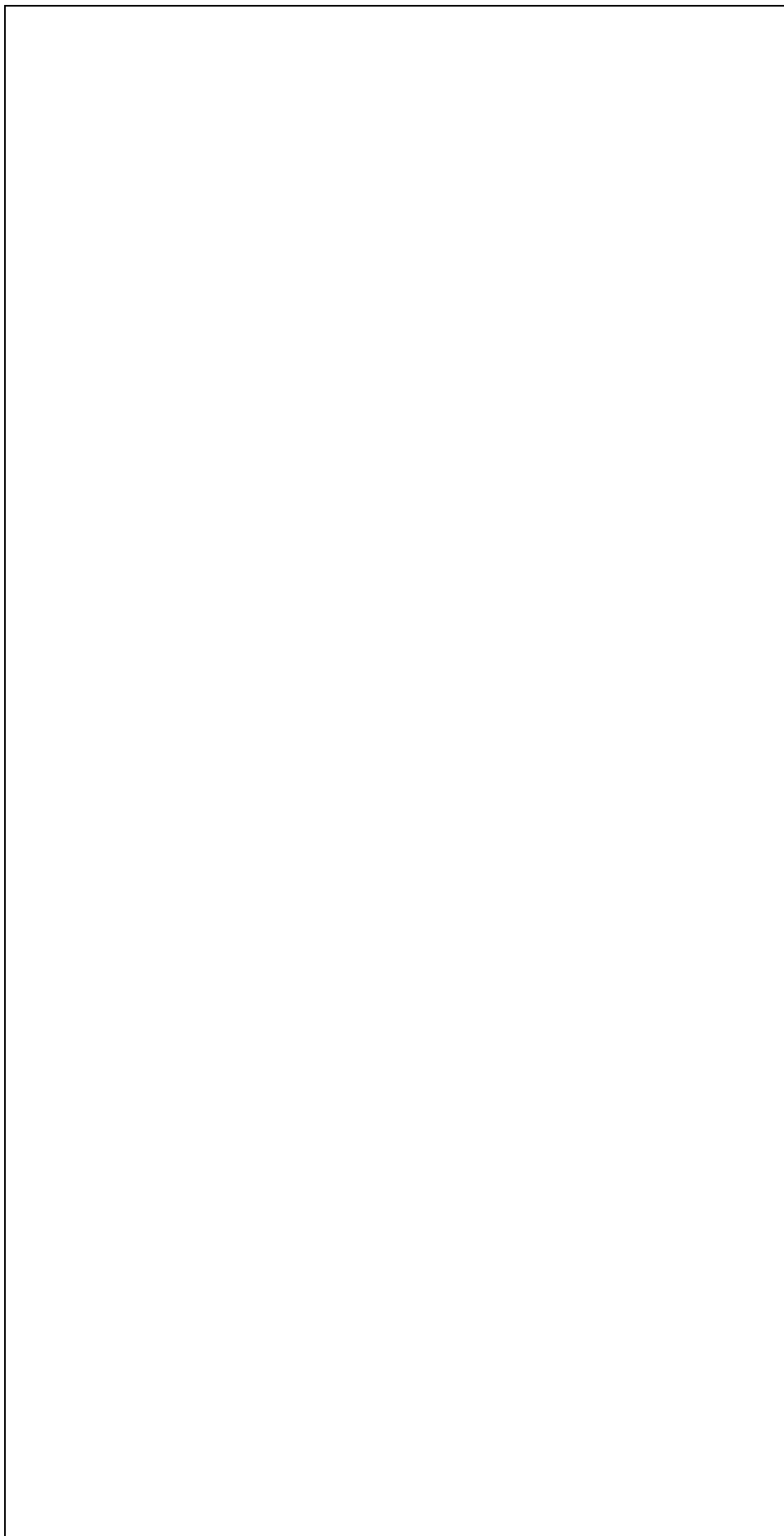








**THIRD SUPPLEMENT TO OFFER TO PURCHASE FOR CASH  
UP TO 25,266,458 ORDINARY SHARES  
OF  
STRATASYS LTD.  
AT AN INCREASED CASH OFFER PRICE OF  
\$25.00 PER SHARE  
BY  
NANO DIMENSION LTD.  
IN AN OFFER BEING CONDUCTED IN THE UNITED STATES**



We, Nano Dimension Ltd., a company organized under the laws of the State of Israel (“Nano” or “Nano Dimension”), hereby amend and supplement our offer to purchase, dated May 25, 2023 (the “Original Offer to Purchase”) filed as an exhibit to the Tender Offer Statement on Schedule TO with the U.S. Securities and Exchange Commission (the “SEC”) on May 25, 2023 (the “Tender Offer Statement”), as previously amended and supplemented, including by the Supplement to Offer to Purchase, dated June 27, 2023 (the “First Supplement to Offer to Purchase”) and 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 “Amended Offer to Purchase”) to purchase up to 25,266,458 Stratasys Shares 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.

Nano is now increasing the Offer Price from \$24.00 to \$25.00 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 Amended Offer to Purchase, as previously amended and supplemented and as further amended and supplemented by Amendment No. 12 to the Tender Offer Statement, filed with the SEC on July 18, 2023 (“Amendment No. 12”), this Third Supplement to Offer to Purchase (the “Third Supplement to Offer to Purchase”, and together with the Amended Offer to Purchase, as each may be amended and supplemented from time to time, the “Offer to Purchase”), the related Third Amended Letter of Transmittal, and the other materials filed as exhibits to Amendment No. 12 that we have filed with the SEC (such materials, collectively as they may be amended and supplemented from time to time, the “tender offer materials”). The terms and conditions set forth in the tender offer materials collectively constitute the “offer”. Based on the Solicitation/Recommendation Statement on Schedule 14D-9 filed by Stratasys on May 30, 2023, there were 68,552,104 Stratasys Shares outstanding as of May 24, 2023, of which 58,856,989 Stratasys Shares are not already owned by Nano, or approximately 85.9%. Nano beneficially owns approximately 14.1% of the outstanding Stratasys Shares based on the number of Stratasys Shares outstanding as of May 24, 2023.

Except to the extent amended and supplemented by this Third Supplement to Offer to Purchase, the terms and conditions set forth in the Amended Offer to Purchase remain applicable in all respects to the offer. This Third Supplement to Offer to Purchase is a part of, and should be read in conjunction with, the Amended Offer to Purchase, the Third Amended Letter of Transmittal, and the other documents that constitute part of the offer. Where information in the Amended Offer to Purchase, the Third Amended Letter of Transmittal, and the other documents that constitute part of the offer is in conflict with, supplemented by or replaced by information in this Third Supplement to Offer to Purchase, the information provided in this Third Supplement to Offer to Purchase shall govern. Capitalized terms used in this Third Supplement to Offer to Purchase, but not otherwise defined in this Third Supplement to Offer to Purchase, shall have the meanings given to those terms in the Amended Offer to Purchase.





**The offer is subject to certain conditions contained in the Amended Original Offer to Purchase. See Section 17 – “Conditions of the Offer” in the Original Offer to Purchase (as amended and supplemented), which sets forth in full the conditions of the offer.**

The Stratasys Shares are listed on the Nasdaq Global Select Market (“Nasdaq”) under the symbol “SSYS”. On May 24, 2023, the last trading day before we announced our commencement of the offer, the closing price per Stratasys Share on Nasdaq was \$14.88 and on July 17, 2023, the last full trading day before we announced the increase to the Offer Price, the closing price per Stratasys Share on Nasdaq was \$20.85. **We encourage you to obtain current market quotations for the Stratasys Shares before deciding whether to tender your Stratasys Shares. See Section 12 – “Price Range of the Stratasys Shares etc.” in the Original Offer to Purchase.**

All references to the Offer Price in the offer (previously \$18.00 per Stratasys Share in the Original Offer to Purchase, \$20.05 in the First Supplement to Offer to Purchase and \$24.00 in the Second Supplement to Offer to Purchase) now means a price of \$25.00 per Stratasys Share.

All references to the Letter of Transmittal now include the Third Amended Letter of Transmittal, all references to the Notice of Guaranteed Delivery now include the Third Amended Notice of Guaranteed Delivery, all references to the Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees now include the Third Amended Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, all references to the Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees now include the Third Amended Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, and all references to Notice of Objection now include the Third Amended Notice of Objection.

In addition to the changes that we have described above, under the heading “Amendments to Specific Provisions,” below, we have indicated other specific provisions in the Amended Offer to Purchase that are specifically amended by this Third Supplement to Offer to Purchase and set forth in the corresponding amendments.



**SUMMARY OF THE AMENDED OFFER**



We are providing this summary term sheet for your convenience. It highlights certain material information in this Third Supplement to Offer to Purchase, but you should realize that it does not describe all of the details of the offer to the same extent described in the Original Offer to Purchase. We urge you to read carefully the entire Original Offer to Purchase, the Amended Offer to Purchase, this Third Supplement to Offer to Purchase, the related Third Amended Letter of Transmittal, and the other tender offer materials because they contain the full details of the offer. We have included references to the sections of the Original Offer to Purchase where you will find a more complete discussion.

**What will be the Offer Price for the Stratasys Shares?**

- We are offering to purchase up to 25,266,458 Stratasys Shares at a purchase price of \$25.00 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 and the related Third Amended Letter of Transmittal.

**Has the number of Stratasys Shares you are offering to purchase in the offer been changed?**

- No. We are still offering to purchase up to 25,266,458 of the outstanding Stratasys Shares not owned by Nano, representing approximately 31.9% of the outstanding Stratasys Shares, such that we would own up to and no more than 51% of the outstanding Stratasys Shares upon consummation of the offer, subject to owning a minimum of 21,838,853 Stratasys Shares, upon consummation of the offer, representing approximately 36.9% of the outstanding Stratasys Shares, and in no event less than 3,427,606 Stratasys Shares, representing 5% of the outstanding Stratasys Shares, are tendered in the offer, exclusive of the Stratasys Shares held by Nano, as of the Expiration Date.

**Why are you amending the offer?**

- We are amending the offer to increase the Offer Price from \$24.00 per Stratasys Share to \$25.00 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 and the related Third Amended Letter of Transmittal.

**Has the Expiration Date of the offer been changed?**



- Yes. The Expiration Date of the offer is now 5:00 p.m., New York time, on July31, 2023, unless the offer is further extended or earlier terminated.

**How long do I have to tender my Stratasys Shares?**

- You may tender your Stratasys Shares until 5:00 p.m., New York time, on July 31, 2023, or, if we further extend our offer, before 5:00 p.m., New York time, on the date to which the offer is extended.

- 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, until 5:00 p.m., New York time, on August 4, 2023, during which you may tender each such Stratasys Share.

**If I tendered Stratasys Shares under the Original Offer to Purchase or the Amended Offer to Purchase, do I need to do anything further?**

- No. Stratasys shareholders do not have to take any action regarding any Stratasys Shares previously validly tendered and not properly withdrawn. If the offer is consummated, these Stratasys Shares will be accepted for payment and such Stratasys shareholders will receive the Offer Price of \$25.00 per Stratasys Share, to the seller in cash, less any required withholding taxes and without interest.



**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, and are not required to, object to the offer if you do not tender your Stratasys Shares.

See Section 9 of the Original Offer to Purchase — “Procedures for Tendering Shares or Notifying us of Your Objection to the Offer”.

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

- You are deemed to have objected to the offer if you have previously 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 the Expiration Date. 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 tendered 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 tendered 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. If you hold such Stratasys Shares through a broker, dealer, commercial bank, trust company or other nominee, you must request such broker, dealer, commercial bank, trust company or other nominee to submit on your behalf a notice of withdrawal. 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 above.

See Section 9 of the Original Offer to Purchase — “Procedures for Tendering Shares or Notifying us of Your Objection to the Offer”.

**Once I have tendered Stratasys Shares in the offer, may I withdraw my tendered Stratasys Shares?**



- Yes. You may withdraw any Stratasys Shares you have validly tendered at any time prior to 5:00 p.m. New York time on the Expiration Date. See Section 10 of the Original Offer to Purchase — “Withdrawal Rights”.

**How do I withdraw previously tendered Stratasys Shares?**

- To withdraw previously tendered Stratasys Shares, you must deliver a written notice of withdrawal to the Depository at one of its addresses set forth on the back cover of this Third Supplement to Offer to Purchase with the required information to the Depository while you still have the right to withdraw your Stratasys Shares. 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. See Section 10 of the Original Offer to Purchase — “Withdrawal Rights”.

**How will you fund the purchase of the Stratasys Shares?**

- The funds required for Nano to purchase up to 25,266,458 outstanding Stratasys Shares in the offer such that Nano would own up to and no more than 51% of the outstanding Stratasys Shares would be approximately \$631,661,451. We estimate that the total amount of funds that we will pay to consummate the offer, including fees and expenses, is approximately \$646,438,490. We possess 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.



**Whom should I contact with questions about the Offer?**

- You can call Georgeson LLC, our Information Agent, to help answer your questions. The Information Agent's contact info is set forth below:



*The Information Agent for the offer is:*





New York, NY 10104

Toll Free: (877) 668-1646



**CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS**

This Third Supplement to Offer to Purchase, the Original Offer to Purchase and other documents we file with the SEC that are incorporated by reference in this Third Supplement to Offer to Purchase and the Amended Offer to Purchase contain “forward-looking statements” that are not purely historical regarding our intentions, hopes, beliefs, expectations and strategies for the future, including, without limitation:



- statements regarding the plans, objectives or expectations regarding the future operations or status of us or Stratasys;

- any anticipated trends;

- any statements regarding future economic conditions or performance; and

- any statement of assumptions underlying any of the foregoing.

Forward-looking statements that are based on various assumptions (some of which are beyond our control) may be identified by the use of forward-looking terminology, such as "may," "can be," "will," "expects," "anticipates," "intends," "believes," "believe in the value," and similar words and phrases. Such forward-looking statements are inherently subject to known and unknown risks and uncertainties. Actual results could differ materially from those set forth in forward-looking statements due to a variety of factors, including, but not limited to:

- changes in domestic and foreign economic and market conditions;

- changes in the ownership of Stratasys Shares, particularly any substantial accumulations by persons who are not affiliated with us;

- uncertainty as to the timing for and satisfaction of the conditions of the offer;



- uncertainty as to the completion of the offer; and

- the risk factors detailed in Stratasys's most recent Annual Report on Form 20F and its other filings with the SEC.

See “Special Factors” and Section 15 of the Original Offer to Purchase for a discussion of certain information relating to us. Except as may be required by law, we do not undertake, and specifically disclaim, any obligation to publicly release the results of any revisions which may be made to any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such forward-looking statements.

For further information on factors that could cause actual results to materially differ from expectations, please see Nano's publicly available SEC filings, including Nano's annual report on Form 20-F filed with the SEC on March 30, 2023, and in any subsequent filings with the SEC. The Company does not update any of its forward-looking statements except as required by law. You should assume that the information appearing in this Offer to Purchase is accurate as of the date on the front cover of this Offer to Purchase only.



**AMENDMENTS TO SPECIFIC PROVISIONS**

In addition to the changes that we have described above, the Amended Offer to Purchase is further amended as follows:

**Summary Term Sheet**



- (i) By amending and restating the section entitled "WHAT PERCENTAGE OF THE STRATASYS SHARES DO YOU CURRENTLY OWN?" of the section entitled "SUMMARY TERM SHEET" of the Original Offer to Purchase as follows:

“As of May 25, 2023, Nano beneficially owned 9,695,115 Stratasys Shares, or approximately 14.1% of the outstanding Stratasys Shares as of May 24, 2023. See “Introduction” and Section 17 — “Conditions of the Offer.”

**Special Factors**

**1. Background of the Offer; Contacts with Stratasys**

- (i) 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 18, 2023, we issued a press release announcing: (i) the increased Offer Price of \$25.00 per Stratasys Share, to the seller in cash, less any required withholding taxes and without interest; (ii) the extension of the Offer Period to 5:00 p.m., New York time, on July 31, 2023, unless further extended or earlier terminated and; (iii) Nano’s opposition to Stratasys’s proposed merger with Desktop Metal and recommendation to Stratasys shareholders to allow Nano, as a 51% holder of Stratasys Shares upon successful consummation of the offer, to (A) negotiate a combination of Stratasys with 3D Systems; and/or (B) purchase the remaining Stratasys Shares to reach 100% ownership as soon as practicable and permissible under U.S. and Israeli law.”

**2. Purpose of the Offer; Effects of the Offer; Plans for Stratasys**

- (i) Subsection (c) entitled “Plans for Stratasy” of the section entitled “Purpose of the Offer; Effects of the Offer; Plans for Stratasy” in Section 2 of the Original Offer to Purchase, as previously amended and restated, is hereby further amended and restated as follows:



“Nano is conducting a detailed review of Stratasys and its assets, corporate structure, capitalization, operations, properties, policies, management and personnel, and will consider which changes would be desirable in light of the circumstances that exist upon completion of the offer. Nano will continue to evaluate the business and operations of Stratasys during the pendency of the offer. On June 13, 2023, we sent a letter to the Stratasys Board to demand that they call an extraordinary general meeting of Stratasys shareholders to remove a majority of the board of directors and replace them with highly qualified nominees proposed by Nano; in response, Stratasys has included our seven proposed directors on the ballot for its next annual general meeting of Stratasys shareholders to be held on August 8, 2023. As the largest shareholder of Stratasys, Nano intends to support a review of strategic alternatives to further enhance shareholder value, including through industry consolidation. After the consummation of the offer, Nano intends to conduct a comprehensive review of Stratasys’s business, operations, capitalization and management with a view to optimizing development of Stratasys’s potential in conjunction with Stratasys’s existing businesses. Possible changes could include changes in Stratasys’s business, corporate structure, memorandum of association, articles of association, capitalization, management, SEC registration or Nasdaq listing. In addition, Nano intends to explore various industry consolidating transactions including, but not limited to, a negotiated combination of Stratasys with 3D Systems and acquiring the remaining outstanding Stratasys Shares that Nano will not already own after consummation of the offer as soon as practicable and permissible under applicable U.S. and Israeli law. Our plans may change based on further analysis and Nano and, after completion of the offer, the Stratasys Board may change their plans and intentions at any time, as deemed appropriate.

We intend to review our investment in Stratasys, its performance and market conditions periodically and consider possible strategies for enhancing value and take such actions with respect to our investment as we deem appropriate in light of the circumstances existing from time to time. Such actions could include, among other things, additional purchases of Stratasys Shares pursuant to one or more open-market purchase programs, through private transactions or through tender offers or otherwise, subject to applicable U.S. and Israeli law. Future purchases may be on the same



terms or on terms that are more or less favorable to Stratasys's shareholders than the terms of the offer. Any possible future purchases will depend on many factors, including the results of the offer, the market price of Stratasys Shares, our business and financial position, and general economic and market conditions. In addition, following the consummation of the offer, we may also determine to dispose of our Stratasys Shares, in whole or in part, at any time and from time to time, subject to applicable laws. Any such decision would be based on our assessment of a number of different factors, including, without limitation, the business, prospects and affairs of Stratasys, the market for the Stratasys Shares, the condition of the securities markets, general economic and industry conditions and other opportunities available to us.

Under Israeli law, if a shareholder (together with its affiliates) owns in excess of 45.0% of the voting power of a company, such shareholder may purchase shares in the open market or through private transactions, and not solely by means of a tender offer, unless as a result of the purchase the shareholder (together with its affiliates) would own in excess of 90.0% of the issued and outstanding Stratasy Shares. Accordingly, following the consummation of the offer, we may purchase additional Stratasy Shares in the open market or through private transactions, and not solely by means of a tender offer, as long as our (together with our affiliates) aggregate percentage ownership of issued and outstanding Stratasy Shares does not exceed 90.0%.

Provided that the offer shall be accepted in full and the maximum amount of Stratasys Shares under the offer are tendered, subject to the provisions of the Israeli Companies Law, we may subsequently consider purchasing any balance of outstanding Stratasys Shares not held by Nano by tender offer, in the open market, in privately negotiated transactions or other acquisition.

**However, under Israeli law, we, our controlling shareholders and any corporation under our or their control, are prohibited from conducting an additional tender offer for Stratasys Shares and from merging with Stratasys within 12 months from the Final Expiration Date.”**

### 3. Related Party Transactions



- (i) By adding the following disclosure as the last paragraph of Section 5 of the Original Offer to Purchase, entitled "Related Party Transactions":

“On July 7, 2023, Nano contributed 100 Stratasys Shares it then owned to Nano Dimension NY Ltd., a New York corporation and a wholly-owned direct subsidiary of Nano, as a capital contribution for no consideration.”



**No person has been authorized to give any information or to make any representation on our behalf not contained herein or in the tender offer materials delivered to you and, if given or made, such information or representation must not be relied upon as having been authorized.**



Dated: July 18, 2023

*The Depositary for the offer is:*





*By Mail:*

*By Overnight Courier:*

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

Computershare Trust Company, N.A.  
c/o Voluntary Corporate Actions; COY:  
NADI  
150 Royall Street, Suite V  
Canton, MA 02021

*The Information Agent for the offer is:*

# Georgeson



New York, NY 10104

Toll Free: (877) 668-1646









**AMENDED LETTER OF TRANSMITTAL**  
**To Tender Ordinary Shares**  
**of**  
**STRATASYS LTD.**  
**Pursuant to the Offer to Purchase**  
**dated May 25, 2023,**  
**as amended and supplemented by the Supplement to Offer to Purchase dated June 27, 2023 the Second**  
**Supplement to Offer to Purchase dated July 10, 2023 and the Third Supplement to Offer to Purchase**  
**dated July 18, 2023**  
**by**  
**NANO DIMENSION LTD.**

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK TIME, ON  
JULY 31, 2023, UNLESS THE OFFER IS EXTENDED OR EARLIER TERMINATED.

Method of delivery of the certificate(s) is at the option and risk of the owner thereof. *See Instruction 2.*  
Mail or deliver this Letter of Transmittal, or a copy, together with the certificate(s) (if any) representing your  
shares, to:

The Depository:



*By Mail:*

*By Overnight Courier:*

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

Computershare Trust Company, N.A.  
c/o Voluntary Corporate Actions; COY: NADI  
150 Royall Street, Suite V  
Canton, MA 02021

Pursuant to the Offer to Purchase dated May 25, 2023, as subsequently amended and supplemented, including by the Supplement to Offer to Purchase dated June 27, 2023, the Second Supplement to Offer to Purchase dated July 10, 2023 and the Third Supplement to Offer to Purchase dated July 18, 2023 (collectively, the "Offer to Purchase"), by Nano Dimension Ltd., the undersigned encloses herewith and tenders and surrenders the following certificate(s) representing ordinary shares of Stratasys Ltd. ("Stratasys" and "Stratasys Shares", respectively).



**Name(s) and Address of Registered Holder(s)**

If there is any error in the name or address shown below, please make the necessary corrections

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\* Need not be completed by shareholders holding shares in book -entry.

\*\* Unless otherwise indicated, it will be assumed that all shares represented by certificates described above are being surrendered hereby.

† Need not be completed by shareholders who are delivering shares held in “street” name by book-entry transfer to an account maintained by the Depository at The Depository Trust Company.
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**DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY.**

**PLEASE READ THE INSTRUCTIONS ACCOMPANYING THIS LETTER OF TRANSMITTAL CAREFULLY BEFORE COMPLETING THIS LETTER OF TRANSMITTAL. IF APPLICABLE TO YOU, MAKE SURE YOU COMPLETE THE IRS FORM W-9 INCLUDED HEREIN OR THE APPROPRIATE IRS FORM W-8, AS APPLICABLE, TO PREVENT U.S. FEDERAL BACKUP WITHHOLDING TAX, IN EACH CASE, ON ANY PAYMENT PAYABLE TO YOU PURSUANT TO THE OFFER.**

**IN ADDITION, AFTER THE FINAL EXPIRATION DATE OF THE TENDER OFFER, YOU WILL BE REQUIRED TO COMPLETE AND EXECUTE A DECLARATION FORM (“DECLARATION OF STATUS FOR ISRAELI INCOME TAX PURPOSES”) AND PROVIDE THE ACCOMPANYING DOCUMENTS (TO THE EXTENT APPLICABLE TO YOU) TO PREVENT ISRAELI WITHHOLDING TAX.**

**PLEASE REFER TO THE TAX INFORMATION PORTAL (THE “TAX PORTAL”), WHICH WILL BE A DEDICATED WEBSITE FOR REGISTERED SHAREHOLDERS AND BROKERS TO OBTAIN AND COMPLETE THE DECLARATION FORM (OR, IN THE CASE OF BROKERS, TO SEND TO BENEFICIAL HOLDERS OF STRATASYS SHARES), REVIEW OFFER MATERIALS AND SUBMIT A VALID TAX CERTIFICATE AND OTHER SUPPORTING DOCUMENTS, IN ORDER TO RECEIVE PAYMENT FOR VALIDLY TENDERED STRATASYS SHARES. YOU WILL NOT RECEIVE THE PAYMENT FOR YOUR SHARES UNTIL THE REQUIRED DECLARATION FORM AND RELATED DOCUMENTS ARE COMPLETED.**

**SUBJECT TO APPLICABLE LAW, THE OFFER IS NOT BEING MADE TO (NOR WILL TENDER OF ORDINARY SHARES BE ACCEPTED FROM OR ON BEHALF OF) HOLDERS IN ANY JURISDICTION IN WHICH THE MAKING OR THE ACCEPTANCE OF THE OFFER WOULD NOT BE IN COMPLIANCE WITH THE LAWS OF SUCH JURISDICTION.**

**Shareholders of Stratasys must complete this Letter of Transmittal (i) if certificates evidencing Stratasys Shares are to be forwarded with this letter, or (ii) unless an Agent’s Message (as defined in Section 9 of the Offer to Purchase, as referred to below) is utilized, if delivery of Stratasys Shares is to be made by book-entry transfer to an account maintained by Computershare Trust Company, N.A., as depository (the “Depository”) at The Depository Trust Company (the “Book-Entry Transfer Facility” or “DTC”). For the avoidance of doubt, shareholders holding Stratasys Shares that are held in “street” name should not complete a Letter of Transmittal and this Letter of Transmittal is being provided to such shareholders for information only. **Delivery of documents to DTC or any other party does not constitute delivery to the Depository.****



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If certificates for your Stratasys Shares are not immediately available or you cannot deliver your certificates and all other required documents to the Depository prior to the Expiration Date (as defined in the Offer to Purchase) or Final Expiration Date (as defined in the Offer to Purchase), as applicable, or you cannot complete the book-entry transfer procedures prior to the Expiration Date or Final Expiration Date, as applicable, you may nevertheless tender your Stratasys Shares according to the guaranteed delivery procedures set forth in Section 9 of the Offer to Purchase. See Instruction 2 below.

**NOTE: SIGNATURES MUST BE PROVIDED BELOW  
PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY**

CHECK HERE IF TENDERED SHARES ARE BEING DELIVERED BY BOOK-ENTRY TRANSFER TO THE ACCOUNT MAINTAINED BY THE DEPOSITARY WITH DTC AND COMPLETE THE FOLLOWING (ONLY FINANCIAL INSTITUTIONS THAT ARE PARTICIPANTS IN DTC MAY DELIVER SHARES BY BOOK-ENTRY TRANSFER):



Name of Tendering Institution:	

Transaction Code Number:

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CHECK HERE IF TENDERED SHARES ARE BEING DELIVERED PURSUANT TO A NOTICE OF GUARANTEED DELIVERY PREVIOUSLY SENT TO THE DEPOSITARY AND COMPLETE THE FOLLOWING (PLEASE ENCLOSE A PHOTOCOPY OF SUCH NOTICE OF GUARANTEED DELIVERY):

Name(s) of Registered Owner(s):



Name of Institution which Guaranteed Delivery:

**IMPORTANT:** Each shareholder tendering Stratasys Shares in the offer is required to indicate whether or not such holder has a “personal interest”, within the meaning of the Israeli Companies Law, 1999 (the “Israeli Companies Law”) and as described in the Offer to Purchase, in the acceptance of the offer. Under the Israeli Companies Law, the completion of the offer depends in part on whether the majority of the Stratasys Shares tendered into the offer, and not withdrawn, shall have been tendered by offerees who do not have a “personal interest”, within the meaning of the Israeli Companies Law, in the acceptance of the offer. A shareholder who fails to provide this information will not be counted for certain purposes when determining whether the Minimum Condition of the offer has been satisfied. See Section 17 of the Offer to Purchase.

CHECK HERE IF YOU DO NOT HAVE A "PERSONAL INTEREST" IN THE ACCEPTANCE OF THE OFFER.



CHECK HERE IF YOU HAVE A "PERSONAL INTEREST" IN THE ACCEPTANCE OF THE OFFER.



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If you marked this box, please describe the basis for your “personal interest”.

**IMPORTANT: This Letter of Transmittal properly completed and duly executed (together with any required signature guarantees (or, in the case of a book-entry transfer, an Agent’s Message) and certificates or confirmation of book-entry transfer or a properly completed and duly executed Notice of Guaranteed Delivery and all other required documents must be received by the Depository prior to 5:00 p.m., New York City time, on the Expiration Date or the Final Expiration Date, as applicable. Delivery of this Letter of Transmittal to an address other than as set forth above, will not constitute a valid delivery.**

Ladies and Gentlemen:

The undersigned hereby tenders to Nano Dimension Ltd. (the “Purchaser”) the above-described ordinary shares, par value NIS 0.01 per share of Stratasys Ltd. (“Stratasys” and “Stratasys Shares”, respectively), pursuant to the Purchaser’s offer to purchase up to 25,266,458 outstanding Stratasys Shares, not already held by the Purchaser, such that the Purchaser 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 \$25.00 per Stratasys Share, to the seller in cash, less any required withholding taxes and without interest, upon the terms of, and subject to the conditions to, the Offer to Purchase, dated May 25, 2023 as subsequently amended and supplemented, including by the Supplement to Offer to Purchase dated June 27, 2023, the Second Supplement to Offer to Purchase dated July 10, 2023 and the Third Supplement to Offer to Purchase dated July 18, 2023 (together with any subsequent amendments or supplements thereto, the “Offer to Purchase”) and this Letter of Transmittal (which, as they may be amended, supplemented or otherwise modified from time to time together constitute the “offer”), receipt of which is hereby acknowledged.

Upon the terms of, and subject to the conditions to, the offer (and if the offer is extended or amended, the terms of any such extension or amendment), and subject to, and effective upon, acceptance for payment of Stratasys Shares validly tendered herewith, in accordance with the terms of the offer, the undersigned hereby sells, assigns and transfers to or upon the order of the Purchaser all right, title and interest in and to, and any and all claims in respect of or arising or having arisen as a result of the undersigned’s status as a holder of, all Stratasys Shares that are being tendered hereby (and any and all non-cash dividends, distributions, rights, other Stratasys Shares or other securities issued or issuable in respect thereof on or after May 25, 2023 (collectively, “Distributions”)) and irrevocably appoints the Purchaser the true and lawful agent and attorney-in-fact of the undersigned with respect to the tendered Stratasys Shares (and all Distributions), with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest), to (1) deliver certificates evidencing the tendered Stratasys Shares (and all Distributions), or transfer ownership of the tendered Stratasys Shares (and all Distributions) on the account books maintained by The Depository Trust Company, together, in either case, with all accompanying evidences of transfer and authenticity, to or upon the order of the Purchaser, (2) present the tendered Stratasys Shares (and all Distributions) for transfer on the books of Stratasys, and (3) receive all benefits and otherwise exercise all rights of beneficial ownership of the tendered Stratasys Shares (and all Distributions), all in accordance with the terms of the offer.

By executing this Letter of Transmittal, the undersigned hereby irrevocably appoints the designees of the Purchaser as the attorneys-in-fact and proxies of the undersigned, each with full power of substitution, to the full extent of the undersigned’s rights with respect to the Stratasys Shares tendered and any Distributions. This proxy and power of attorney is coupled with an interest in the tendered Stratasys Shares, is irrevocable and is granted in consideration of, and is effective upon, the acceptance for payment of the tendered Shares by the Purchaser in accordance with other terms of the offer. Acceptance for payment will revoke all other proxies and powers of attorney granted by the undersigned at any time with respect to the tendered Stratasys Shares (and all Stratasys Shares and other securities issued in Distributions in respect of the tendered Stratasys Shares), and no subsequent proxies, powers of attorney, consents or revocations may be given by the undersigned with respect thereto (and if given will not be deemed effective). The undersigned understands that, in order for Stratasys Shares or Distributions to be deemed validly tendered, immediately upon the Purchaser’s acceptance of the tendered Shares for payment, the Purchaser must be able to exercise all rights, including voting rights, with respect to the tendered Shares (and any and all Distributions), including, without limitation, voting as they, in their sole discretion, may deem proper at any annual or special meeting of Stratasys’s shareholders or any adjournment or postponement of any such meeting, by written consent in lieu of any meeting or otherwise.



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The undersigned hereby represents and warrants that the undersigned has full power and authority to tender, sell, assign and transfer Stratasys Shares tendered hereby and all Distributions, that when the tendered Stratasys Shares are accepted for payment by the Purchaser, the Purchaser will acquire good, marketable and unencumbered title to such Stratasys Shares and Distributions, free and clear of all liens, restriction, charges and encumbrances, and that none of the tendered Stratasys Shares and Distributions will be subject to any adverse claim. The undersigned hereby represents and warrants that the undersigned is the registered owner of the Stratasys Shares, or the certificate(s) evidencing such Stratasys Shares have been endorsed to the undersigned in blank. The undersigned, upon request, will execute and deliver all additional documents deemed by the Depository or the Purchaser to be necessary or desirable to complete the sale, assignment and transfer of the tendered Stratasys Shares and all Distributions. In addition, the undersigned will remit and transfer promptly to the Depository for the account of the Purchaser all Distributions in respect of Shares tendered hereby, accompanied by appropriate documentation of transfer, and until receipt of transfer or appropriate assurance of receipt and transfer, the Purchaser will be entitled to all rights and privileges as owner of each such Distribution and may withhold the entire Offer Price of the tendered Stratasys Shares, or deduct from the Offer Price, the amount or value of that Distribution as determined by the Purchaser in its sole discretion.

It is understood that the undersigned will not receive payment for the Stratasys Shares unless and until the Stratasys Shares are accepted for payment and until the certificate(s) evidencing such Stratasys Shares (if any) owned by the undersigned are received by the Depository at the address set forth above, together with such additional documents as the Depository may require, or, in the case of Stratasys Shares held in "street" name book-entry form, ownership of Stratasys Shares is validly transferred on the account books maintained by DTC, and until the same are processed for payment by the Depository.

**IT IS UNDERSTOOD THAT THE METHOD OF DELIVERY OF THE STRATASYS SHARES, THE SHARE CERTIFICATE(S) (IF ANY) AND ALL OTHER REQUIRED DOCUMENTS IS AT THE OPTION AND RISK OF THE UNDERSIGNED AND THAT THE RISK OF LOSS OF SUCH STRASYS SHARES, SHARE CERTIFICATE(S) AND OTHER DOCUMENTS SHALL PASS ONLY AFTER THE DEPOSITARY HAS ACTUALLY RECEIVED THE STRATASYS SHARES OR SHARE CERTIFICATE(S) (IF ANY) (INCLUDING, IN THE CASE OF A BOOK-ENTRY TRANSFER OF STRATASYS SHARES HELD IN "STREET" NAME, BY BOOK-ENTRY CONFIRMATION (AS DEFINED BELOW)). IF DELIVERY IS BY MAIL, IT IS RECOMMENDED THAT ALL SUCH DOCUMENTS BE SENT BY PROPERLY INSURED REGISTERED MAIL WITH RETURN RECEIPT REQUESTED. DELIVERY WILL BE DEEMED EFFECTIVE AND RISK OF LOSS AND TITLE WILL PASS FROM THE OWNER ONLY WHEN RECEIVED BY THE EXCHANGE AGENT. IN ALL CASES, SUFFICIENT TIME SHOULD BE ALLOWED TO ENSURE TIMELY DELIVERY.**

No authority herein conferred or agreed to be conferred will be affected by, and all such authority will survive, the death or incapacity of the undersigned. All obligations of the undersigned in this Letter of Transmittal will be binding upon the heirs, personal representatives, successors and assigns of the undersigned. Except as stated in the Offer to Purchase, this tender is irrevocable. The undersigned understands that the valid tender of Stratasys Shares pursuant to any one of the procedures described in Section 9 of the Offer to Purchase and in the Instructions to this Letter of Transmittal will constitute the undersigned's acceptance of the terms of, and conditions to, the offer. The Purchaser's acceptance of the tendered Stratasys Shares for payment will constitute a binding agreement between the undersigned and the Purchaser upon the terms of, and subject to the conditions to, the offer (and if the offer is extended or amended, the terms of, or conditions to, any such extension or amendment).

Unless otherwise indicated below in the box entitled "Special Payment Instructions", please issue the check for the aggregate Offer Price of all Stratasys Shares purchased and return all certificates evidencing Stratasys Shares not tendered or not accepted for payment in the name(s) of the registered holder(s) appearing above under "Description of Shares Tendered". Similarly, unless otherwise indicated below in the box entitled "Special Delivery Instructions", please mail the check for the aggregate Offer Price of all Stratasys Shares purchased and return all certificates





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evidencing Shares not tendered or not accepted for payment (and accompanying documents, as appropriate) to the address(es) of the registered holder(s) appearing above under "Description of Shares Tendered". In the event that the boxes below entitled "Special Payment Instructions" and "Special Delivery Instructions" are both completed, please issue the check for the aggregate Offer Price of all Stratasys Shares purchased and return all certificates evidencing Stratasys Shares not tendered or not accepted for payment in the name(s) of, and deliver such check and return such certificates (and any accompanying documents, as appropriate) to, the person(s) so indicated. Unless otherwise indicated below in the box entitled "Special Payment Instructions", please credit any Stratasys Shares tendered hereby and delivered by book-entry transfer that are not accepted for payment by crediting the account at The Depository Trust Company. The undersigned recognizes that the Purchaser has no obligation, pursuant to the Special Payment Instructions, to transfer any Stratasys Shares from the name of the registered holder(s) if the Purchaser does not accept for payment any Stratasys Shares tendered hereby.



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**IF ANY SHARE CERTIFICATES REPRESENTING STRATASYS SHARES THAT YOU OWN HAVE BEEN LOST, STOLEN OR DESTROYED, SEE INSTRUCTION 2.**

**SHAREHOLDERS: SIGN HERE**

(Please complete an IRS Form W-9, the appropriate IRS Form W-8, and provide the accompanying documents, as applicable. See "IMPORTANT TAX INFORMATION".)

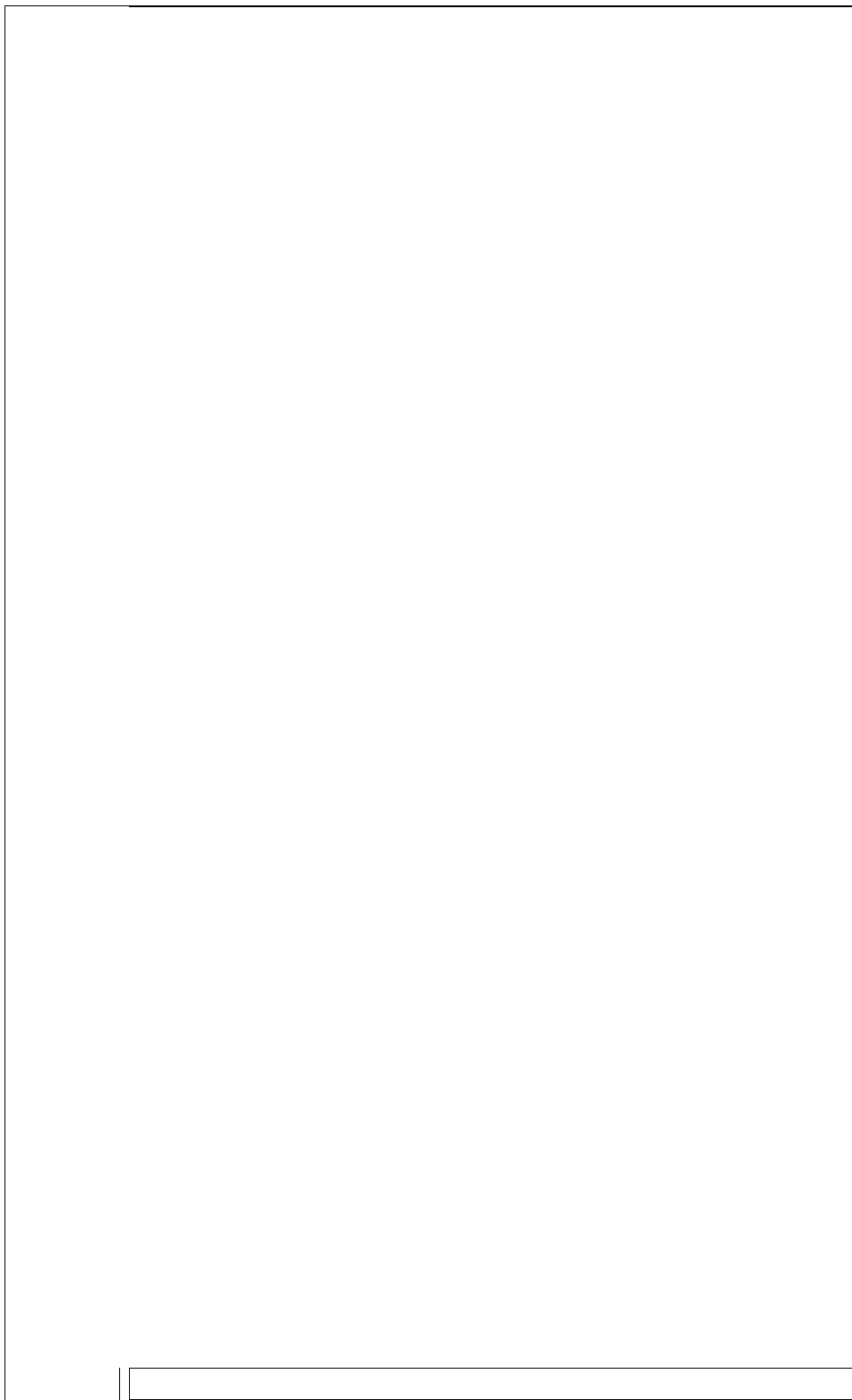
	Signature(s) of Holder(s)	

Dated: \_\_\_\_\_, 2023.

(Must be signed by registered holder(s) exactly as name(s) appear(s) on share certificates or on a security position listing by person(s) authorized to become registered holder(s) by certificates and documents transmitted herewith. If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, please provide the following information and see Instruction 5.)

Name(s):

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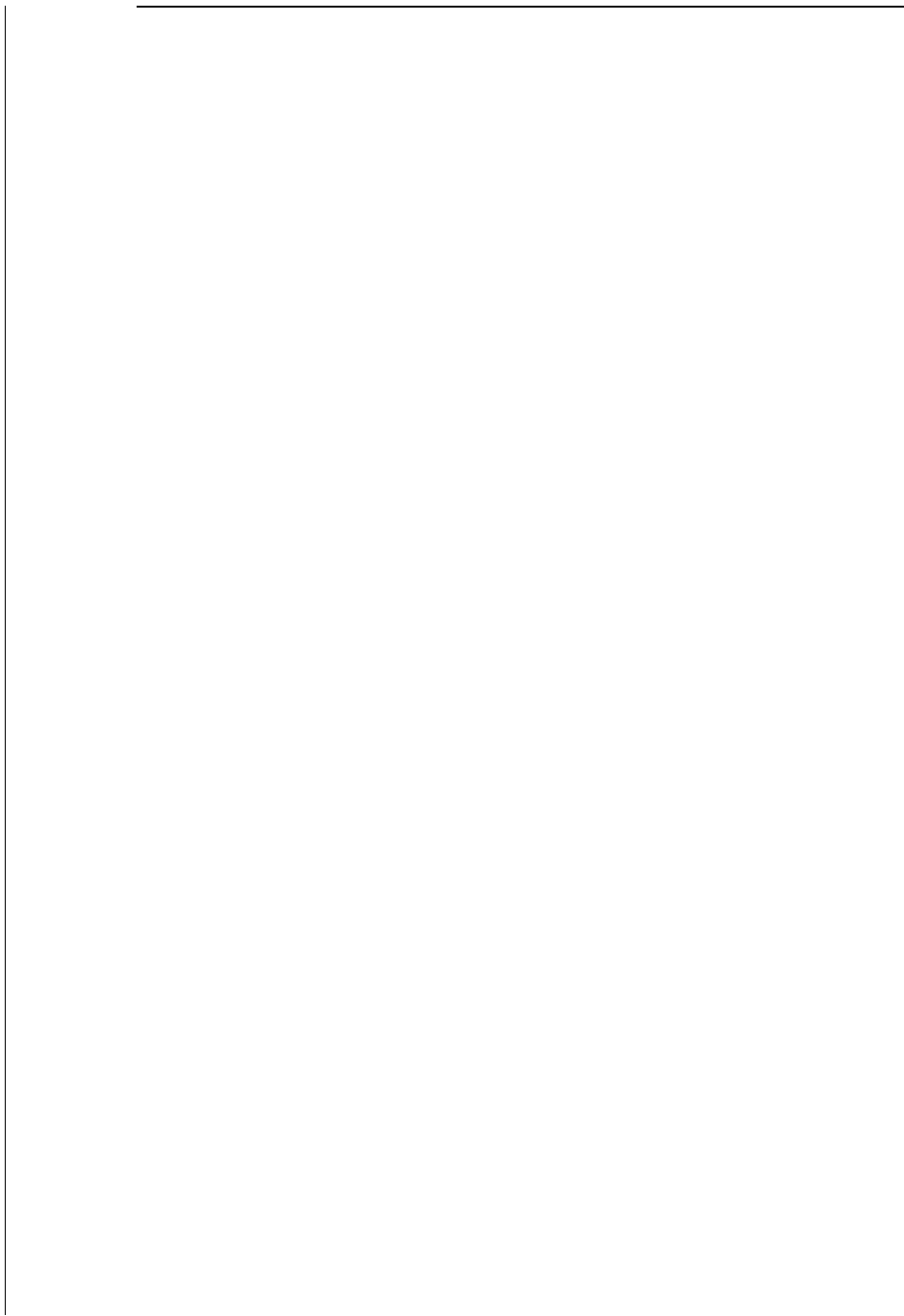
Capacity (full  
title):

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Address:

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Daytime Area

Code and

Telephone No:

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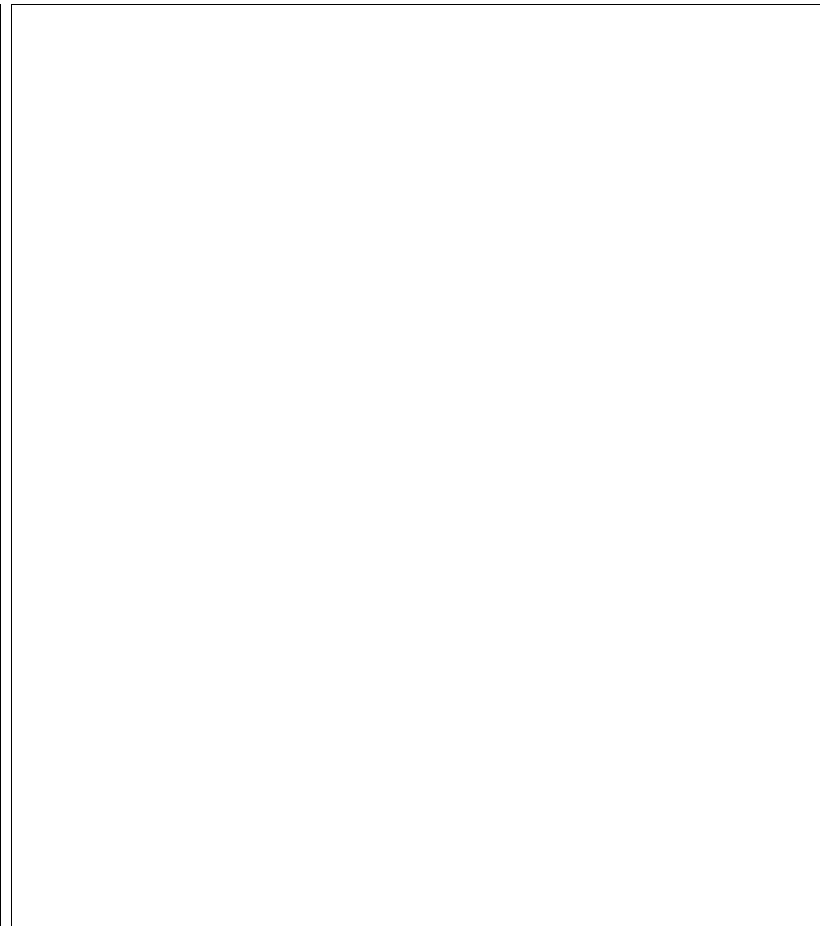
Email Address:

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Taxpayer

Identification





(See IRS Form W-9 below)

**GUARANTEE OF SIGNATURE(S)**

(See Instructions 1 and 5)

**FOR USE BY FINANCIAL INSTITUTIONS ONLY.**

Financial Institutions: Place Medallion Guarantee in Space Below



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If you wish that the check for the Offer Price of the Stratasys Shares and the certificate evidencing Stratasys Shares not tendered or not purchased be issued in the name of someone other than the record holder(s) of the Stratasys Shares, please complete the "Special Payment Instructions" below. If the check for the Offer Price of the tendered Stratasys Shares and the certificate evidencing Stratasys Shares not tendered or not purchased are to be registered in the name of anyone other than the registered holder or mailed to any person(s) other than the person(s) signing this Letter of Transmittal, the certificate(s) must be endorsed and signatures medallion guaranteed.

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To be completed ONLY if the check for the Offer Price of Stratasys Shares and share certificates evidencing Stratasys Shares not tendered or not purchased are to be issued in the name of someone other than the registered holder.

To be completed ONLY if the check for the Offer Price of Stratasys Shares purchased and share certificates evidencing Stratasys Shares not tendered or not purchased are to be mailed to someone other than the registered holder, or the registered holder at an address other than that shown under "Description of Ordinary Shares Tendered".

Issue Check and Share Certificate(s) to

Mail Check and Share Certificate(s) to:



Name:

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**(Please Print)**

Name:

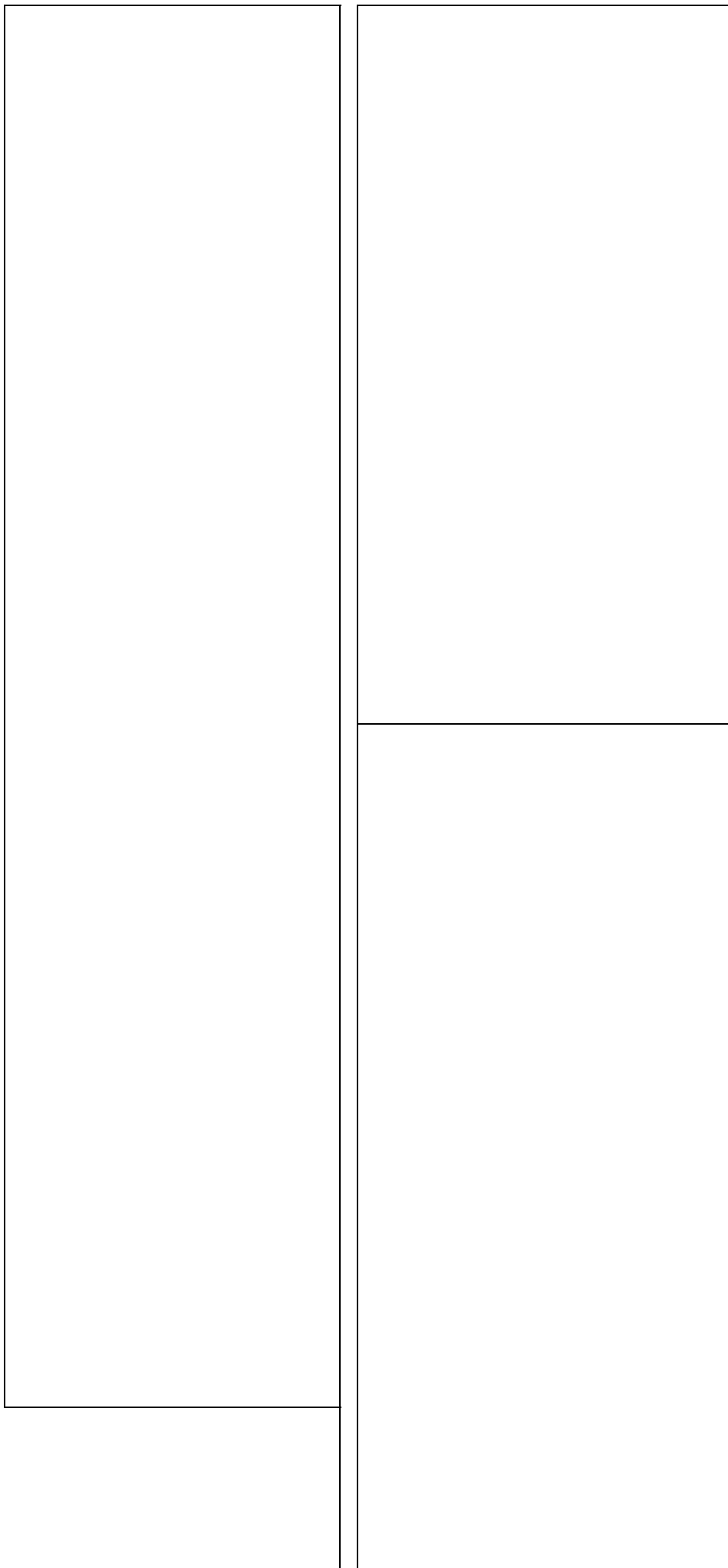
Address:

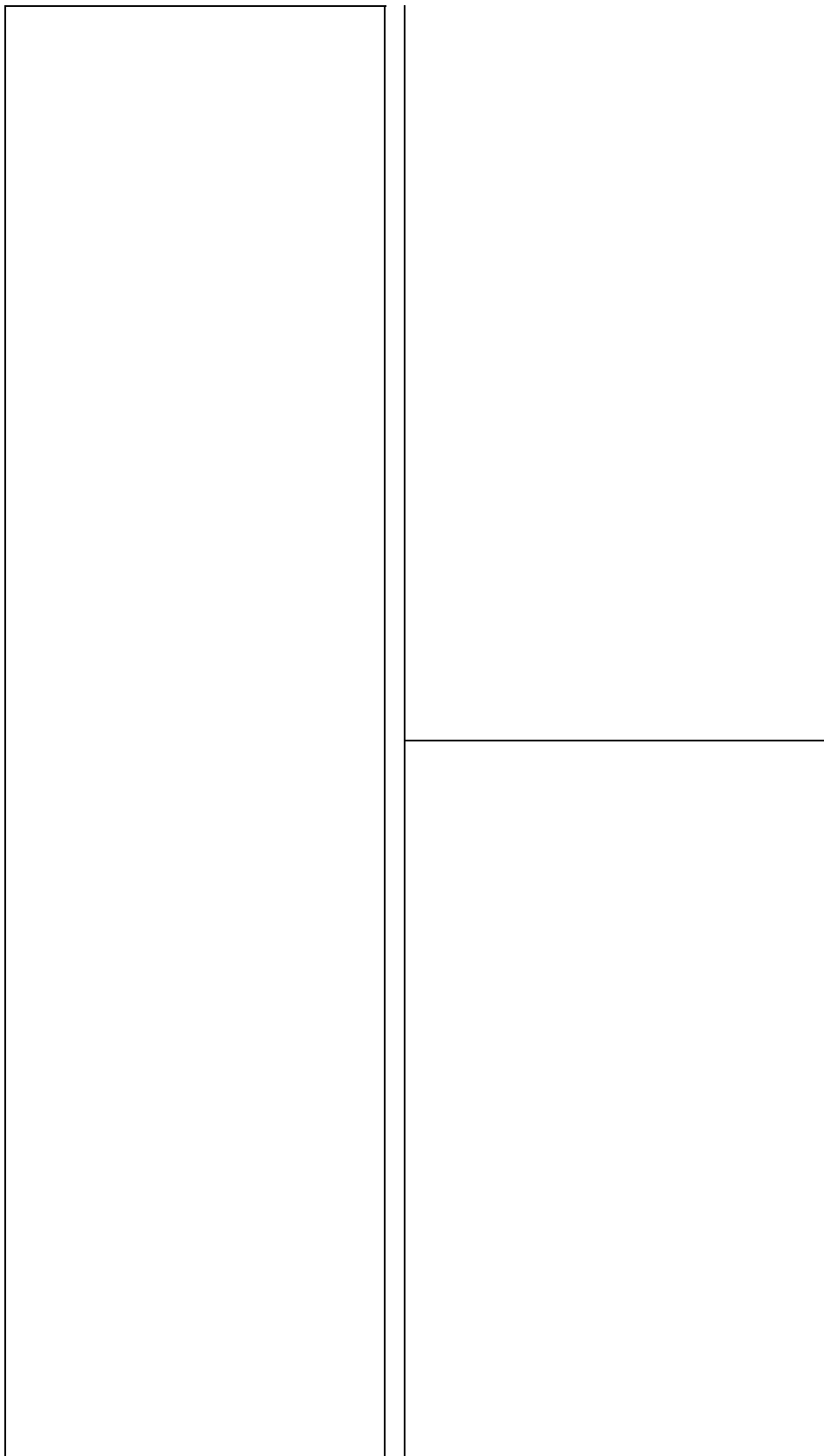
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**(Please Print)**

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Address:






Daytime Area Code and Telephone Number:



Dated:






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# Request for Taxpayer Identification Number and Certification

▶ Go to [www.irs.gov/FormW9](http://www.irs.gov/FormW9) for instructions and the latest information.

**Give Form to the  
requester. Do not  
send to the IRS.**

Print or type.  
See Specific Instructions on page 3.

<b>1</b> Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.	
<b>2</b> Business name/disregarded entity name, if different from above	
<b>3</b> Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only <b>one</b> of the following seven boxes.  <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate  <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶ _____ <b>Note:</b> Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is <b>not</b> disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.  <input type="checkbox"/> Other (see instructions) ▶ _____	<b>4</b> Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):  Exempt payee code (if any) _____  Exemption from FATCA reporting code (if any) _____  <i>(Applies to accounts maintained outside the U.S.)</i>
<b>5</b> Address (number, street, and apt. or suite no.) See instructions.	Requester's name and address (optional)
<b>6</b> City, state, and ZIP code	
<b>7</b> List account number(s) here (optional)	

## Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

<b>Social security number</b>									

**Note:** If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

**or**

<b>Employer identification number</b>									

## Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

<b>Sign Here</b>	Signature of U.S. person ▶	Date ▶
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## General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

**Future developments.** For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to [www.irs.gov/FormW9](http://www.irs.gov/FormW9).

## Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

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- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

*If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, later.*





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By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting*, later, for further information.

**Note:** If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

**Definition of a U.S. person.** For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

**Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

In the cases below, the following person must give Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States.

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the entity;
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the trust; and
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

**Foreign person.** If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person, do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Pub. 515, *Withholding of Tax on Nonresident Aliens and Foreign Entities*).

**Nonresident alien who becomes a resident alien.** Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items.

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

**Example.** Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

## Backup Withholding

**What is backup withholding?** Persons making certain payments to you must under certain conditions withhold and pay to the IRS 24% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

**Payments you receive will be subject to backup withholding if:**

1. You do not furnish your TIN to the requester,
2. You do not certify your TIN when required (see the instructions for Part II for details),
3. The IRS tells the requester that you furnished an incorrect TIN,
4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or
5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code*, later, and the separate Instructions for the Requester of Form W-9 for more information.

Also see *Special rules for partnerships*, earlier.

## What is FATCA Reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all United States account holders that are specified United States persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code*, later, and the Instructions for the Requester of Form W-9 for more information.

## Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you no longer are tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account; for example, if the grantor of a grantor trust dies.

## Penalties

**Failure to furnish TIN.** If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

**Civil penalty for false information with respect to withholding.** If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.





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**Criminal penalty for falsifying information.** Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

**Misuse of TINs.** If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

## Specific Instructions

### Line 1

You must enter one of the following on this line; **do not** leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account (other than an account maintained by a foreign financial institution (FFI)), list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9. If you are providing Form W-9 to an FFI to document a joint account, each holder of the account that is a U.S. person must provide a Form W-9.

a. **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

**Note: ITIN applicant:** Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040/1040A/1040EZ you filed with your application.

b. **Sole proprietor or single-member LLC.** Enter your individual name as shown on your 1040/1040A/1040EZ on line 1. You may enter your business, trade, or “doing business as” (DBA) name on line 2.

c. **Partnership, LLC that is not a single-member LLC, C corporation, or S corporation.** Enter the entity’s name as shown on the entity’s tax return on line 1 and any business, trade, or DBA name on line 2.

d. **Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on line 2.

e. **Disregarded entity.** For U.S. federal tax purposes, an entity that is disregarded as an entity separate from its owner is treated as a “disregarded entity.” See Regulations section 301.7701-2(c)(2)(iii). Enter the owner’s name on line 1. The name of the entity entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner’s name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity’s name on line 2, “Business name/disregarded entity name.” If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

### Line 2

If you have a business name, trade name, DBA name, or disregarded entity name, you may enter it on line 2.

### Line 3

Check the appropriate box on line 3 for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box on line 3.

IF the entity/person on line 1 is a(n) . . .	THEN check the box for . . .
• Corporation	Corporation
• Individual • Sole proprietorship, or • Single-member limited liability company (LLC) owned by an individual and disregarded for U.S. federal tax purposes.	Individual/sole proprietor or single-member LLC
• LLC treated as a partnership for U.S. federal tax purposes, • LLC that has filed Form 8832 or 2553 to be taxed as a corporation, or • LLC that is disregarded as an entity separate from its owner but the owner is another LLC that is not disregarded for U.S. federal tax purposes.	Limited liability company and enter the appropriate tax classification. (P= Partnership; C= C corporation; or S= S corporation)
• Partnership	Partnership
• Trust/estate	Trust/estate

### Line 4, Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space on line 4 any code(s) that may apply to you.

#### Exempt payee code.

- Generally, individuals (including sole proprietors) are not exempt from backup withholding.
- Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.
- Corporations are not exempt from backup withholding for payments made in settlement of payment card or third party network transactions.
- Corporations are not exempt from backup withholding with respect to attorneys’ fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space in line 4.

- 1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2)
- 2—The United States or any of its agencies or instrumentalities
- 3—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities
- 4—A foreign government or any of its political subdivisions, agencies, or instrumentalities
- 5—A corporation
- 6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or possession
- 7—A futures commission merchant registered with the Commodity Futures Trading Commission
- 8—A real estate investment trust
- 9—An entity registered at all times during the tax year under the Investment Company Act of 1940
- 10—A common trust fund operated by a bank under section 584(a)
- 11—A financial institution
- 12—A middleman known in the investment community as a nominee or custodian
- 13—A trust exempt from tax under section 664 or described in section 4947





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The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt payees except for 7
Broker transactions	Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012.
Barter exchange transactions and patronage dividends	Exempt payees 1 through 4
Payments over \$600 required to be reported and direct sales over \$5,000 <sup>1</sup>	Generally, exempt payees 1 through 5 <sup>2</sup>
Payments made in settlement of payment card or third party network transactions	Exempt payees 1 through 4

<sup>1</sup> See Form 1099-MISC, Miscellaneous Income, and its instructions.

<sup>2</sup> However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

**Exemption from FATCA reporting code.** The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with "Not Applicable" (or any similar indication) written or printed on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37)

B—The United States or any of its agencies or instrumentalities

C—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i)

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(i)

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state

G—A real estate investment trust

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940

I—A common trust fund as defined in section 584(a)

J—A bank as defined in section 581

K—A broker

L—A trust exempt from tax under section 664 or described in section 4947(a)(1)

M—A tax exempt trust under a section 403(b) plan or section 457(g) plan

**Note:** You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

## Line 5

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns. If this address differs from the one the requester already has on file, write NEW at the top. If a new address is provided, there is still a chance the old address will be used until the payor changes your address in their records.

## Line 6

Enter your city, state, and ZIP code.

## Part I. Taxpayer Identification Number (TIN)

**Enter your TIN in the appropriate box.** If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN.

If you are a single-member LLC that is disregarded as an entity separate from its owner, enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

**Note:** See *What Name and Number To Give the Requester*, later, for further clarification of name and TIN combinations.

**How to get a TIN.** If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at [www.SSA.gov](http://www.SSA.gov). You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at [www.irs.gov/Businesses](http://www.irs.gov/Businesses) and clicking on Employer Identification Number (EIN) under Starting a Business. Go to [www.irs.gov/Forms](http://www.irs.gov/Forms) to view, download, or print Form W-7 and/or Form SS-4. Or, you can go to [www.irs.gov/OrderForms](http://www.irs.gov/OrderForms) to place an order and have Form W-7 and/or SS-4 mailed to you within 10 business days.

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

**Note:** Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

**Caution:** A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

## Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if item 1, 4, or 5 below indicates otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see *Exempt payee code*, earlier.

**Signature requirements.** Complete the certification as indicated in items 1 through 5 below.





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**1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983.**

You must give your correct TIN, but you do not have to sign the certification.

**2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983.**

You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

**3. Real estate transactions.** You must sign the certification. You may cross out item 2 of the certification.

**4. Other payments.** You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

**5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), ABLE accounts (under section 529A), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions.** You must give your correct TIN, but you do not have to sign the certification.

**What Name and Number To Give the Requester**

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account) other than an account maintained by an FFI	The actual owner of the account or, if combined funds, the first individual on the account <sup>1</sup>
3. Two or more U.S. persons (joint account maintained by an FFI)	Each holder of the account
4. Custodial account of a minor (Uniform Gift to Minors Act)	The minor <sup>2</sup>
5. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee <sup>1</sup>
b. So-called trust account that is not a legal or valid trust under state law	The actual owner <sup>1</sup>
6. Sole proprietorship or disregarded entity owned by an individual	The owner <sup>3</sup>
7. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Regulations section 1.671-4(b)(2)(i)(A))	The grantor*
For this type of account:	Give name and EIN of:
8. Disregarded entity not owned by an individual	The owner
9. A valid trust, estate, or pension trust	Legal entity <sup>4</sup>
10. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
11. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
12. Partnership or multi-member LLC	The partnership
13. A broker or registered nominee	The broker or nominee

For this type of account:	Give name and EIN of:
14. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
15. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulations section 1.671-4(b)(2)(i)(B))	The trust

<sup>1</sup> List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

<sup>2</sup> Circle the minor's name and furnish the minor's SSN.

<sup>3</sup> You must show your individual name and you may also enter your business or DBA name on the "Business name/disregarded entity" name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

<sup>4</sup> List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see *Special rules for partnerships*, earlier.

\*Note: The grantor also must provide a Form W-9 to trustee of trust.

Note: If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

**Secure Your Tax Records From Identity Theft**

Identity theft occurs when someone uses your personal information such as your name, SSN, or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity or credit report, contact the IRS Identity Theft Hotline at 1-800-908-4490 or submit Form 14039.

For more information, see Pub. 5027, Identity Theft Information for Taxpayers.

Victims of identity theft who are experiencing economic harm or a systemic problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-829-4059.

**Protect yourself from suspicious emails or phishing schemes.**

Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.





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The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to [phishing@irs.gov](mailto:phishing@irs.gov). You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 1-800-366-4484. You can forward suspicious emails to the Federal Trade Commission at [spam@uce.gov](mailto:spam@uce.gov) or report them at [www.ftc.gov/complaint](http://www.ftc.gov/complaint). You can contact the FTC at [www.ftc.gov/idtheft](http://www.ftc.gov/idtheft) or 877-IDTHEFT (877-438-4338). If you have been the victim of identity theft, see [www.IdentityTheft.gov](http://www.IdentityTheft.gov) and Pub. 5027.

Visit [www.irs.gov/IdentityTheft](http://www.irs.gov/IdentityTheft) to learn more about identity theft and how to reduce your risk.

## Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and possessions for use in administering their laws. The information also may be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payers must generally withhold a percentage of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to the payer. Certain penalties may also apply for providing false or fraudulent information.



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## INSTRUCTIONS TO THIS LETTER OF TRANSMITTAL

Forming Part of the Terms and Conditions of the offer

1. *Guarantee of Signatures.* All signatures on this Letter of Transmittal must be guaranteed by a firm which is a member of the Security Transfer Agent Medallion Signature Program, or by any other “eligible guarantor institution”, as such term is defined in Rule 17Ad-15 promulgated under the Securities Exchange Act of 1934, as amended (each of the foregoing being an “Eligible Institution”) unless (i) this Letter of Transmittal is signed by the registered holder(s) of ordinary shares (which term, for purposes of this document, shall include any participant in The Depository Trust Company whose name appears on a security position listing as the owner of Stratasys Shares) tendered hereby and such holder(s) has (have) not completed the box entitled “Special Payment Instructions” or “Special Delivery Instructions” on the reverse hereof or (ii) such Stratasys Shares are tendered for the account of an Eligible Institution. See Instruction 5.

2. *Delivery of Letter of Transmittal and Share Certificates.* This Letter of Transmittal is to be used (i) if certificates are to be forwarded with it, or (ii) if tenders are to be made pursuant to the procedures for tenders by book-entry transfer pursuant to the procedure set forth in Section 9 of the Offer to Purchase. Certificates evidencing all physically tendered Stratasys Shares, or a confirmation of a book-entry transfer into the Depository’s account at The Depository Trust Company of all Stratasys Shares delivered by book-entry transfer (“Book-Entry Confirmation”), as well as a properly completed and duly executed Letter of Transmittal, together with any required signature guarantees (or, in the case of a book-entry transfer, an Agent’s Message) and any other documents required by this Letter of Transmittal, must be received by the Depository at one of its addresses set forth below prior to the Expiration Date (as defined in the Offer to Purchase) or Final Expiration Date (as defined in the Offer to Purchase), as applicable. If certificates are forwarded to the Depository in multiple deliveries, a properly completed and duly executed Letter of Transmittal must accompany each delivery. For Shares held in “street” name in book-entry form, an Agent’s Message in lieu of this Letter of Transmittal and Book-Entry Confirmation must be received by the Depository at one of its addresses set forth below prior to the Expiration Date (as defined in the Offer to Purchase) or Final Expiration Date (as defined in the Offer to Purchase). Shareholders holding Stratasys Shares in “street” name in book-entry form need not complete a Letter of Transmittal.

Shareholders whose share certificates are not immediately available or who cannot deliver all other required documents to the Depository prior to 5:00 p.m., New York time, on the Expiration Date or Final Expiration Date (as defined in the Offer to Purchase), as applicable, or who cannot complete the procedures for book-entry transfer prior to 5:00 p.m., New York time, on the Expiration Date or Final Expiration Date (as defined in the Offer to Purchase), as applicable, may nevertheless tender their Stratasys Shares by properly completing and duly executing a Notice of Guaranteed Delivery pursuant to the guaranteed delivery procedure set forth in Section 8 of the Offer to Purchase. Pursuant to such procedure: (a) such tender must be made by or through an Eligible Institution, (b) a properly completed and duly executed Notice of Guaranteed Delivery substantially in the form provided by Purchaser must be received by the Depository prior to 5:00 p.m., New York time, on the Expiration Date or Final Expiration Date (as defined in the Offer to Purchase), as applicable, and (c) share certificates representing all tendered Stratasys Shares, in proper form for transfer (or a Book-Entry Confirmation with respect to such Stratasys Shares), this Letter of Transmittal (or facsimile thereof), properly completed and duly executed with any required signature guarantees (or, in the case of a book-entry transfer, an Agent’s Message), and all other documents required by this Letter of Transmittal, if any, must be received by the Depository within two Nasdaq trading days after the date of execution of such Notice of Guaranteed Delivery.

**The method of delivery of the Stratasys Shares, this Letter of Transmittal, and all other required documents, including delivery through the Depository Trust Company, is at the option and risk of the tendering shareholder, and the delivery will be deemed made and the risk of loss of the share certificates shall pass only when actually received by the Depository (including, in the case of a book-entry transfer, by Book-Entry Confirmation). If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended. In all cases, sufficient time should be allowed to ensure timely delivery.**



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All questions as to the validity, form, eligibility (including time of receipt) and acceptance for payment of any tender of Stratasys Shares hereunder, including questions as to the proper completion or execution of any Letter of Transmittal or other required documents and as to the proper form for transfer of any share certificates, will be determined by the Purchaser, in its sole and absolute discretion (which may delegate power in whole or in part to the Depository), which determination will be final and binding. The Purchaser reserves the absolute right to reject any or all tenders that it determines not to be in proper form or the acceptance for payment of which may be unlawful. A tender of Stratasys Shares will not have been made until all defects and irregularities have been cured or waived. Purchaser also reserves the absolute right to waive any defect or irregularity in the tender of any Stratasys Shares or share certificates whether or not similar defects or irregularities are waived in the case of any other shareholder. None of the Purchaser, the Depository, the Information Agent, Purchaser's legal counsel or any other person will be under any duty to give notification of any defects or irregularities in tenders of Stratasys Shares or incur any liability for failure to give any notification.

No alternative, conditional or contingent tenders will be accepted and no fractional Stratasys Shares will be purchased. By execution of this Letter of Transmittal (or a manually signed facsimile hereof), all tendering shareholders waive any right to receive any notice of the acceptance of their Stratasys Shares for payment.

If any share certificate has been lost, destroyed or stolen, the shareholder should promptly notify Stratasys's Transfer Agent, Continental Stock Transfer & Trust Company. The shareholder then will be instructed as to the steps that must be taken in order to replace the share certificate. This Letter of Transmittal and related documents cannot be processed until the procedures for replacing lost or destroyed share certificates have been followed.

3. *Inadequate Space.* If the space provided on the reverse hereof under "Description of Ordinary Shares Tendered" is inadequate, the share certificate numbers, the number of shares evidenced by such Share certificates and the number of Stratasys Shares tendered should be listed on a separate signed schedule and attached hereto.

4. *Partial Tenders (not applicable to shareholders who tender by book-entry transfer).* If fewer than all Stratasys Shares evidenced by any certificate delivered to the Depository with this Letter of Transmittal are to be tendered, fill in the number of Stratasys Shares that are to be tendered in the box entitled "Number of Shares Tendered" in the box titled "Description of Shares Tendered". In such cases, new certificate(s) evidencing the remainder of Stratasys Shares that were evidenced by the certificates delivered to the Depository with this Letter of Transmittal will be sent to the person(s) signing this Letter of Transmittal, unless otherwise provided in the box entitled "Special Delivery Instructions" in the Letter of Transmittal, as soon as practicable after the Expiration Date or Final Expiration Date, as applicable, or the termination of the offer. All Stratasys Shares evidenced by certificates delivered to the Depository will be deemed to have been tendered unless otherwise indicated.

5. *Signatures on Letter of Transmittal; Stock Powers and Endorsements.* If this Letter of Transmittal is signed by the registered holder(s) of Stratasys Shares tendered hereby, the signature(s) must correspond with the name(s) as written on the face of the certificates evidencing the tendered Stratasys Shares without alteration, enlargement or any other change whatsoever.

If any tendered Stratasys Shares are held of record by two or more persons, all of those named persons must sign this Letter of Transmittal. If any tendered Stratasys Shares are registered in different names, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of those tendered Stratasys Shares.

If this Letter of Transmittal is signed by the registered holder(s) of tendered Stratasys Shares, no endorsements of certificates or separate stock powers are required, unless payment is to be made to, or certificates evidencing Stratasys Shares not tendered or not accepted for payment are to be issued in the name of, a person other than the registered holder(s). If the Letter of Transmittal is signed by a person other than the registered holder(s) of the certificate(s) evidencing Stratasys Shares tendered, the tendered certificate(s) must be endorsed or accompanied by appropriate stock powers, in either case signed exactly as the name(s) of the registered holder(s) appear(s) on the certificate(s). Signatures on the certificate(s) and stock powers must be guaranteed by an Eligible Institution.





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If this Letter of Transmittal is signed by a person other than the registered holder(s) of tendered Stratasys Shares, the certificate(s) evidencing tendered Stratasys Shares must be endorsed or accompanied by appropriate stock powers, in either case signed exactly as the name(s) of the registered holder(s) appear(s) on such certificate(s). Signatures on such certificate(s) and stock powers must be guaranteed by an Eligible Institution.

If this Letter of Transmittal or any certificate or stock power is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, that person should so indicate when signing, and proper evidence satisfactory to the Purchaser of that person's authority so to act must be submitted.

6. *Share Transfer Taxes.* The amount of any share transfer taxes (whether imposed on the registered holder(s), or such other person, or otherwise) payable on account of the transfer of any Stratasys Shares will be the responsibility of the shareholder. Evidence satisfactory to the Purchaser of the payment of the taxes, or that the transfer is not subject to tax, may need to be submitted. The Purchaser will only be liable for share transfer taxes with respect to the sale and transfer of any Stratasys Shares if such taxes are expressly imposed by applicable law on the Purchaser.

Except as provided in this Instruction 6, it will not be necessary for transfer tax stamps to be affixed to the share certificates evidencing Stratasys Shares tendered hereby.

7. *Special Payment and Delivery Instructions.* If a check for the Offer Price of any tendered Stratasys Shares is to be issued in the name of, and/or certificate(s) evidencing Stratasys Shares not tendered or not accepted for payment are to be issued in the name of and/or returned to, a person other than the person(s) signing this Letter of Transmittal or if a check or any such certificate is to be sent to a person other than the signor of this Letter of Transmittal or to the person(s) signing this Letter of Transmittal but at an address other than that shown in the box entitled "Description of Shares Tendered" on the reverse of this Letter of Transmittal, the appropriate boxes on this Letter of Transmittal must be completed.

8. *Questions and Requests for Assistance or Additional Copies.* Questions and requests for assistance may be directed to the Information Agent at the address or telephone numbers set forth below. Additional copies of the Offer to Purchase, the Supplement to Offer to Purchase, the Second Supplement to Offer to Purchase, the Third Supplement to Offer to Purchase, this Letter of Transmittal, the Notice of Guaranteed Delivery and other documents related to the offer may be obtained from the Information Agent.

9. *IRS Form W-9, IRS Form W-8.* Each holder who is a Holder (as defined in Section 11 of the Offer to Purchase) surrendering certificates for payment is required to provide the Depository with a correct Taxpayer Identification Number ("TIN") on IRS Form W-9 (provided herein) and certify under penalties of perjury that such number is correct and indicate whether such holder is subject to backup withholding as provided in the certification instructions in the form. Each holder must date and sign the IRS Form W-9 in the spaces indicated. **Failure to provide the information on the form may subject the holder to federal income tax withholding on the Offer Price and to a penalty imposed by the Internal Revenue Service.** If the holder has not been issued a TIN and has applied for a number, the holder should write "Applied For" in the space for the TIN and sign and date the IRS Form W-9 in the spaces indicated. If the IRS Form W-9 is so completed, the Depository will withhold 24% of all reportable payments that the holder is otherwise entitled to receive until a TIN is provided to the Depository. If the holder provides a properly certified TIN within 60 days, the Depository will refund the withheld taxes upon the holder's request. **Each holder who is not a U.S. Holder (as defined in Section 11 of the Offer to Purchase) must complete and submit the applicable IRS Form W-8 in order to be exempt from the federal income tax backup withholding due on payments with respect to the Stratasys Shares.** The appropriate IRS Form W-8 may be obtained from the Information Agent and the Depository. Shareholders that are not U.S. Holders are urged to consult their tax advisor regarding the appropriate IRS Form W-8 in their particular circumstances.

10. *Declaration Form ("Declaration of Status for Israeli Income Tax Purposes") and Accompanying Documents or Valid Certificate.* Each holder surrendering certificates for payment who is eligible for an exemption from Israeli withholding tax, or a reduced withholding tax rate, as described in Section 11 of the Offer to Purchase, is required to complete the Declaration Form. The Declaration Form will be made available to you through the Tax Portal after the Final Expiration Date. The Declaration Form and any additional documents you will need to complete, including



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a valid certificate issued by the Israel Tax Authority exempting such holder from Israel withholding tax or entitling such holder to a reduced rate of Israeli withholding tax in form and substance satisfactory to the Purchaser (a “Valid Certificate”), or will be delivered to holders who validly tender their shares under separate cover. Record holders of Stratasys Shares should securely sign-in to the Tax Portal, obtain a dedicated link address, and complete the Declaration Form. Brokers must submit a Declaration Form on behalf of their beneficial holders of Stratasys Shares. Failure to provide the information on the Declaration Form (including accompanying documentation, if applicable, as described below) or the Valid Certificate may subject the holder to Israeli income tax withholding on the Offer Price.

Each *individual* non-Israeli resident shareholder tendering certificates for payment who will be required to submit a completed Declaration Form after the Final Expiration Date must also provide a copy of the photo page or his or her passport. **Failure by such shareholder to provide a copy of the photo page of his or her passport may subject the holder to Israeli income tax withholding on the Offer Price.**

11. Each non-Israeli resident shareholder tendering certificates for payment will need to submit a completed Declaration Form, should they validly tender their shares, and will receive an aggregate payment pursuant to the offer in an amount between US\$300,001 and US\$500,000, must also provide a valid certificate of residency for tax purposes issued by the tax authority of its country of residence (the “Residency Certificate”). Such shareholder may elect to submit its Residency Certificate through the Tax Portal during a period of 180 days following the Expiration Date (the “Residency Period”). In such case, to the extent the offer is consummated, 75% (in the case of individuals) and 77% (in the case of corporations) of the payment to be paid to such shareholder pursuant to the offer shall be paid promptly following the Expiration Date or Final Expiration Date, as applicable, in accordance with the terms of the Offer to Purchase and 25% (in the case of individuals) and 23% (in the case of corporations) of the payment to be paid to such shareholder pursuant to the offer shall be retained and held by the Depositary (the “Paying Agent”). In the event such shareholder submits a valid Residency Certificate, then promptly thereafter, the Paying Agent will process payment of the funds to such shareholder without deducting any Israeli withholding tax. In the event such shareholder shall not submit a valid Residency Certificate, then promptly thereafter, the Paying Agent will process payment of the funds to such shareholder after deducting Israeli withholding tax. **Failure by such shareholder to provide a Residency Certificate may subject the holder to Israeli income tax withholding on the Offer Price.**

12. *Additional Offer Period.* Nano will publicly announce in accordance with applicable law, and in any event issue a press release by 9:00 a.m., New York time on the U.S. business day following the Expiration Date, stating whether or not the conditions of the offer have been satisfied or, subject to applicable law, waived by Nano. As required by Israeli law, if the conditions to the offer have been satisfied or, subject to applicable law, waived by Nano, then the shareholders who have, with respect to each Stratasys Share owned by them, (a) not responded to the offer, (b) notified Nano of their objection to the offer, or (c) validly tendered such Stratasys Share but have not properly withdrawn their tender during the Offer Period, then will be entitled to tender each such Stratasys Share during an additional four (4) calendar-day period commencing at the completion of the Offer Period (this period is referred to as the “*Additional Offer Period*” and the expiration of such period is referred to as the “*Final Expiration Date*”). 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. See the Offer to Purchase.

#### IMPORTANT TAX INFORMATION

##### United States

Under U.S. federal income tax law, a shareholder who is a U.S. Holder (as defined in Section 11 of the Offer to Purchase) whose tendered Stratasys Shares are accepted for payment is generally required to provide the Depositary (as payer) with the shareholder’s correct TIN on IRS Form W-9. If a shareholder is an individual, the TIN generally is the shareholder’s social security number. If the Depositary is not provided with the correct TIN, the shareholder may be subject to a penalty imposed by the Internal Revenue Service and payments that are made to the shareholder with respect to Stratasys Shares purchased pursuant to the offer may be subject to backup withholding of 24%. In addition, if a shareholder makes a false statement that results in no imposition of backup withholding, and there was no reasonable basis for making such statement, a penalty may also be imposed by the Internal Revenue Service.



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Many shareholders (including, among others, corporations and certain non-U.S. individuals) are not subject to these backup withholding and reporting requirements. In order for a non-U.S. shareholder (e.g., a non-U.S. corporation or nonresident alien individual) to qualify as an exempt recipient, that holder must submit a statement on the appropriate IRS Form W-8, signed under penalties of perjury, attesting to that holder's exempt status. See the instructions for the applicable IRS Form W-8, which can be obtained on the IRS website, for additional information. A tax advisor should be consulted as to that shareholder's qualification for exemption from backup withholding and the procedure for obtaining such exemption, including which IRS Form W-8 should be provided by the shareholder.

If backup withholding applies, the Depository is required to withhold 24% of any payments made to the shareholder. Backup withholding is not an additional tax. Rather, the federal income tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If withholding results in an overpayment of taxes, a refund may be obtained if the required information is furnished to the Internal Revenue Service, generally by filing a U.S. tax return.

*Purpose of IRS Form W-9.* To prevent backup withholding on payments that are made to a shareholder with respect to Stratasys Shares purchased in the offer, each shareholder who is a U.S. Holder (as defined in Section 11 of the Offer to Purchase) is required to notify the Depository of such shareholder's correct TIN by completing the IRS Form W-9 certifying that (a) the TIN provided on IRS Form W-9 is correct, (b)(i) that shareholder has not been notified by the Internal Revenue Service that he, she or it is subject to backup withholding as a result of a failure to report all interest or dividends or (ii) the Internal Revenue Service has notified the shareholder that the shareholder is no longer subject to backup withholding and (c) the shareholder is a U.S. resident or other U.S. person. See the instructions for IRS Form W-9 (provided herein), for additional information.

*What Number to Give the Depository.* Each shareholder is required to give the Depository the TIN (e.g., social security number or employer identification number) of the record holder of tendered shares who is a U.S. Holder (as defined in Section 11 of the Offer to Purchase). If shares are in more than one name or are not in the name of the actual owner, consult the enclosed instructions for IRS Form W-9 for additional guidance on which number to report. If the holder has not been issued a TIN and has applied for a number, the holder should write "Applied For" in the space for the TIN and sign and date the IRS Form W-9 in the spaces indicated. If the IRS Form W-9 is so completed, the Depository will withhold 24% of all reportable payments that the holder is otherwise entitled to receive until a TIN is provided to the Depository. If the holder provides a properly certified TIN within 60 days, the Depository will refund the withheld taxes upon the holder's request.

#### **Israel**

The Purchaser has received approval from the Israel Tax Authority (the "ITA"), with respect to the withholding tax rates applicable to shareholders as a result of the sale of Stratasys Shares in the offer. The approval provides, among other things, that (1) shareholders who meet the following criteria will not be subject to Israeli withholding tax: (a) they acquired their Stratasys Shares after the listing of the Stratasys Shares in the United States on Nasdaq in 2012; (b) they do not hold their Stratasys Shares through an Israeli broker or Israeli financial institution; (c) they are the beneficial owner (directly or indirectly) of less than 5% of the outstanding Stratasys Shares; (d) they certify that they are not, and at the date of purchase of their shares were not Israeli residents (and, in the case of a corporation, that no Israeli residents (x) hold 25.0% or more of the means to control such corporation or (y) are the beneficiaries of, or are entitled to, 25.0% or more of the revenues or profits of such corporation, whether directly or indirectly); (e) with respect to shareholders who are individuals, they timely provide a copy of their passport; and (f) with respect to shareholders that shall receive an aggregate payment in the offer that is in an amount between US\$300,001 and US\$500,000, they timely submit in addition a valid certificate of residency for tax purposes issued by the applicable tax authority of their country of residence for the 2023 tax year, (2) payments to be made to shareholders who hold their shares through an Israeli broker or Israeli financial institution will be made by the Purchaser without any Israeli withholding at source, and the relevant Israeli broker or Israeli financial institution will withhold Israeli tax, if any, as required by Israeli law, and (3) shareholders who are not described in clauses (1) and (2) above will be subject to Israeli withholding tax at the applicable rate of the gross proceeds payable to them pursuant to the offer, unless such shareholders obtain a tax withholding certificate from the ITA, all as prescribed by Israeli tax law. The Israeli withholding tax is not an



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additional tax. Rather, the Israeli income tax liability of shareholders subject to Israeli withholding will be reduced by the amount of Israeli tax withheld. If Israeli withholding tax results in an overpayment of Israeli taxes, the holder may apply to the ITA (by filing an Israeli tax return) in order to obtain a refund. However, the Purchaser cannot assure you whether and when the ITA will grant such refund.

*Purpose of Declaration Form.* To prevent withholding of Israeli income tax on payments that are made to a shareholder with respect to Stratasys Shares purchased in the offer, each shareholder is required to notify the Depository of such shareholder's exemption by completing and signing the Declaration Form, which will be sent via dedicated link address in the Tax Portal, to holders who validly tender their Stratasys Shares (and provide any applicable accompanying documents) or by providing a Valid Certificate (see Instruction 10 above). Upon receipt, the Declaration Form should be completed by holders of Stratasys Shares, who are either: (i) NOT and at the date of purchase of their Stratasys Shares were not "residents of Israel" for purposes of the Israeli Income Tax Ordinance [New Version], 5721-1961 (the "Ordinance"), who acquired their Stratasys Shares after the listing of the Stratasys Shares in the United States on Nasdaq in 2012 or (ii) a bank, broker or financial institution that are "residents of Israel" within the meaning of that term in Section 1 of the Ordinance, holding Shares solely on behalf of beneficial shareholder(s), and are subject to the provisions of the Ordinance and regulations promulgated thereunder relating to the withholding of Israeli tax, including with respect to the cash payment (if any) made to them with respect to Stratasys Shares tendered by such beneficial shareholder(s) and accepted for payment by the Purchaser pursuant to the offer.

**The foregoing description of certain tax withholding is only a summary and is qualified by all the terms of, and conditions to, the offer set forth in the Offer to Purchase. In this respect, you are urged to read Section 11 and Section 17 of the Offer to Purchase.**



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This Letter of Transmittal and certificates and any other required documents should be sent or delivered by each shareholder or that shareholder's broker, dealer, commercial bank, trust company or other nominee to the Depositary at one of its addresses set forth below.

*The Depositary for the offer is:*

Mail or deliver this Letter of Transmittal, or a copy, together with the certificate(s) representing your Stratasys Shares, to:



*By Mail:*

*By Overnight Courier:*



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

Computershare Trust Company, N.A.  
c/o Voluntary Corporate Actions; COY: NADI  
150 Royall Street, Suite V  
Canton, MA 02021

Questions or requests for assistance may be directed to the Information Agent at its respective address and telephone numbers listed below. Additional copies of the Offer to Purchase, the Supplement to Offer to Purchase, the Second Supplement to Offer to Purchase, the Third Supplement to Offer to Purchase and this Letter of Transmittal may be obtained from the Information Agent. A shareholder may also contact brokers, dealers, commercial banks or trust companies for assistance concerning the offer.

*The Information Agent for the offer is:*

# Georgeson

1290 Avenue of the Americas, 9<sup>th</sup> floor  
New York, NY 10104

For assistance call: (877) 668-1646



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**NOTICE OF GUARANTEED DELIVERY  
For Tender of Ordinary Shares  
of**

**STRATASYS LTD.**

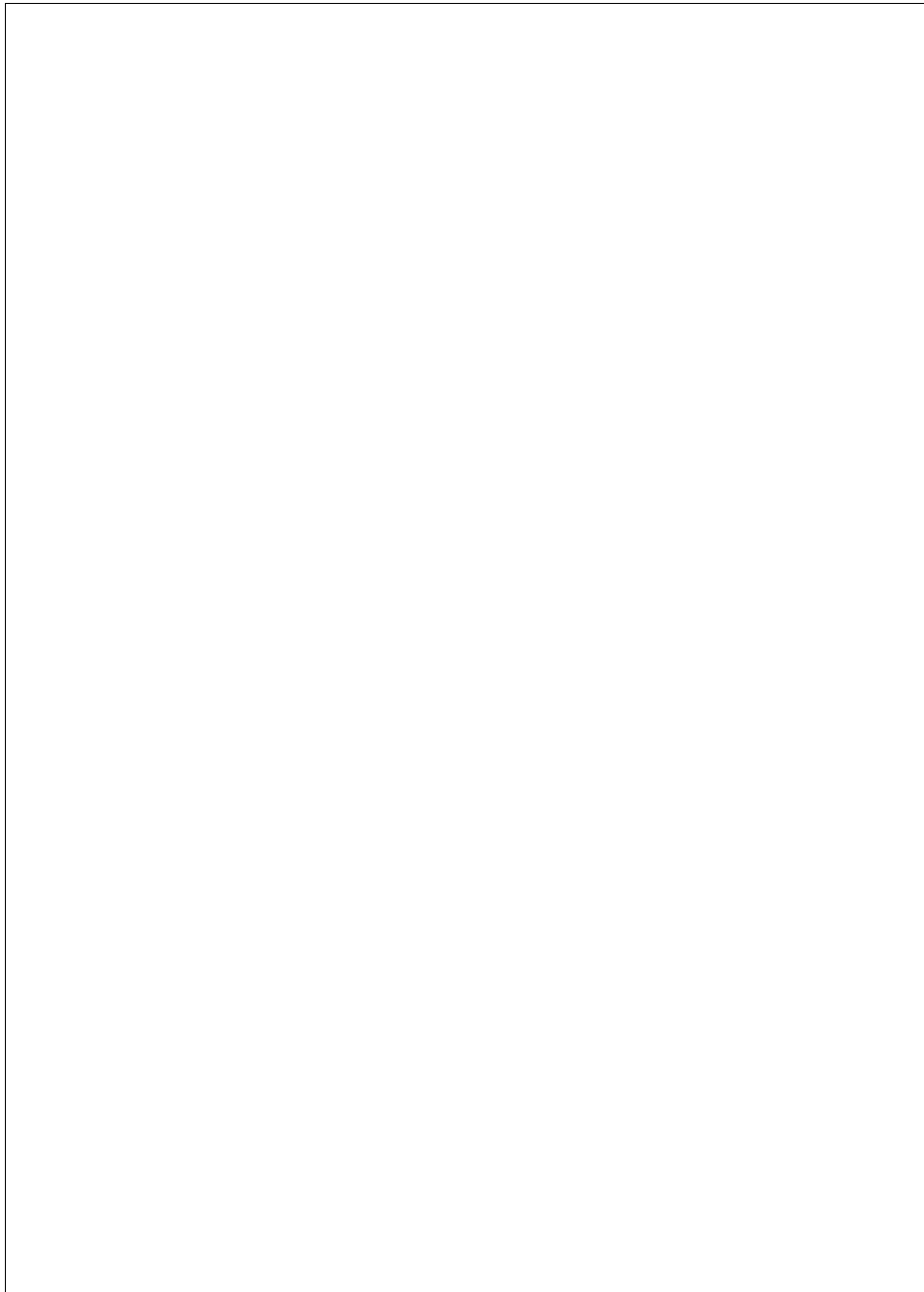
**Pursuant to the Offer to Purchase dated May 25, 2023, as amended and supplemented by the  
Supplement to Offer to Purchase dated June 27, 2023 the Second Supplement to Offer to Purchase  
dated July 10, 2023 and the Third Supplement to Offer to Purchase dated July 18, 2023**

**by  
NANO DIMENSION LTD.**

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK TIME, ON  
JULY 31, 2023, UNLESS THE OFFER IS EXTENDED.

This Notice of Guaranteed Delivery, or one substantially in the form hereof, must be used to accept the offer (as defined below) if (i) certificates representing ordinary shares, par value NIS 0.01 per share of Stratasys Ltd. (“Stratasys” and “Stratasys Shares”, respectively) are not immediately available, (ii) the procedure for book-entry transfer cannot be completed prior to the Expiration Date of the offer (as defined in the Offer to Purchase) or (iii) time will not permit all required documents to reach Computershare Trust Company, N.A. (the “Depository”) prior to the expiration of the offer. This Notice of Guaranteed Delivery may be delivered by overnight courier or mailed to the Depository. See Section 9 of the Offer to Purchase (as defined below).

*The Depository for the offer is:*



*By Mail:*

*By Overnight Courier:*

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

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

*By Email Transmission:*

CANOTICEOFGUARANTEE@computershare.com

All questions on the offer should be directed to the Information Agent listed in the Offer to Purchase.

**DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY.**

**THIS NOTICE OF GUARANTEED DELIVERY IS NOT TO BE USED TO GUARANTEE SIGNATURES. IF A SIGNATURE ON A LETTER OF TRANSMITTAL IS REQUIRED TO BE GUARANTEED BY AN ELIGIBLE INSTITUTION UNDER THE INSTRUCTIONS THERETO, SUCH SIGNATURE GUARANTEE MUST APPEAR IN THE APPLICABLE SPACE PROVIDED IN THE SIGNATURE BOX ON THE APPROPRIATE LETTER OF TRANSMITTAL.**



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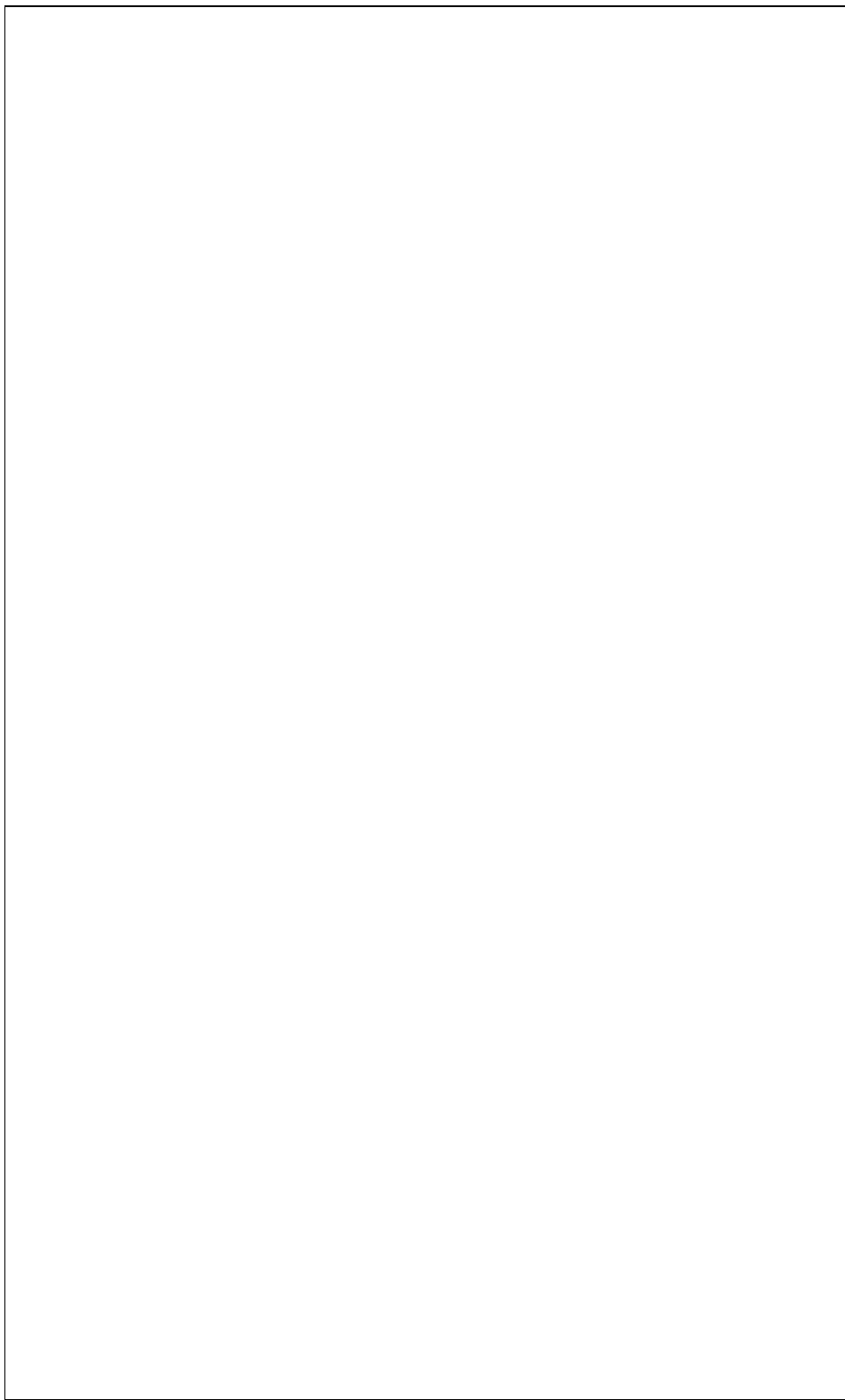
**The Eligible Institution that completes this Notice of Guaranteed Delivery must communicate the guarantee to the Depository and must deliver the Letter of Transmittal (as defined below) or an Agent's Message (as defined in Section 9 of the Offer to Purchase) and certificates for Stratasys Shares (or Book-Entry Confirmation, as defined in Section 9 of the Offer to Purchase) to the Depository within the time period shown herein. Failure to do so could result in a financial loss to such Eligible Institution.**

Ladies and Gentlemen:

The undersigned hereby tenders to Nano Dimension Ltd., a company organized under the laws of the State of Israel, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 25, 2023, as subsequently amended and supplemented, including by the Supplement to Offer to Purchase, dated June 27, 2023 the Second Supplement to Offer to Purchase, dated July 10, 2023 and the Third Supplement to Offer to Purchase, dated July 18, 2023 (together with any subsequent amendments or supplements thereto, the "Offer to Purchase") and the related Letter of Transmittal (as it may be further amended or supplemented from time to time, the "Letter of Transmittal" and, together with the Offer to Purchase, the "offer"), receipt of which is hereby acknowledged, the number of Stratasys Shares specified below, pursuant to the guaranteed delivery procedure set forth in Section 9 of the Offer to Purchase.

Number of Stratasys Shares and Certificate No(s)  
(if available)

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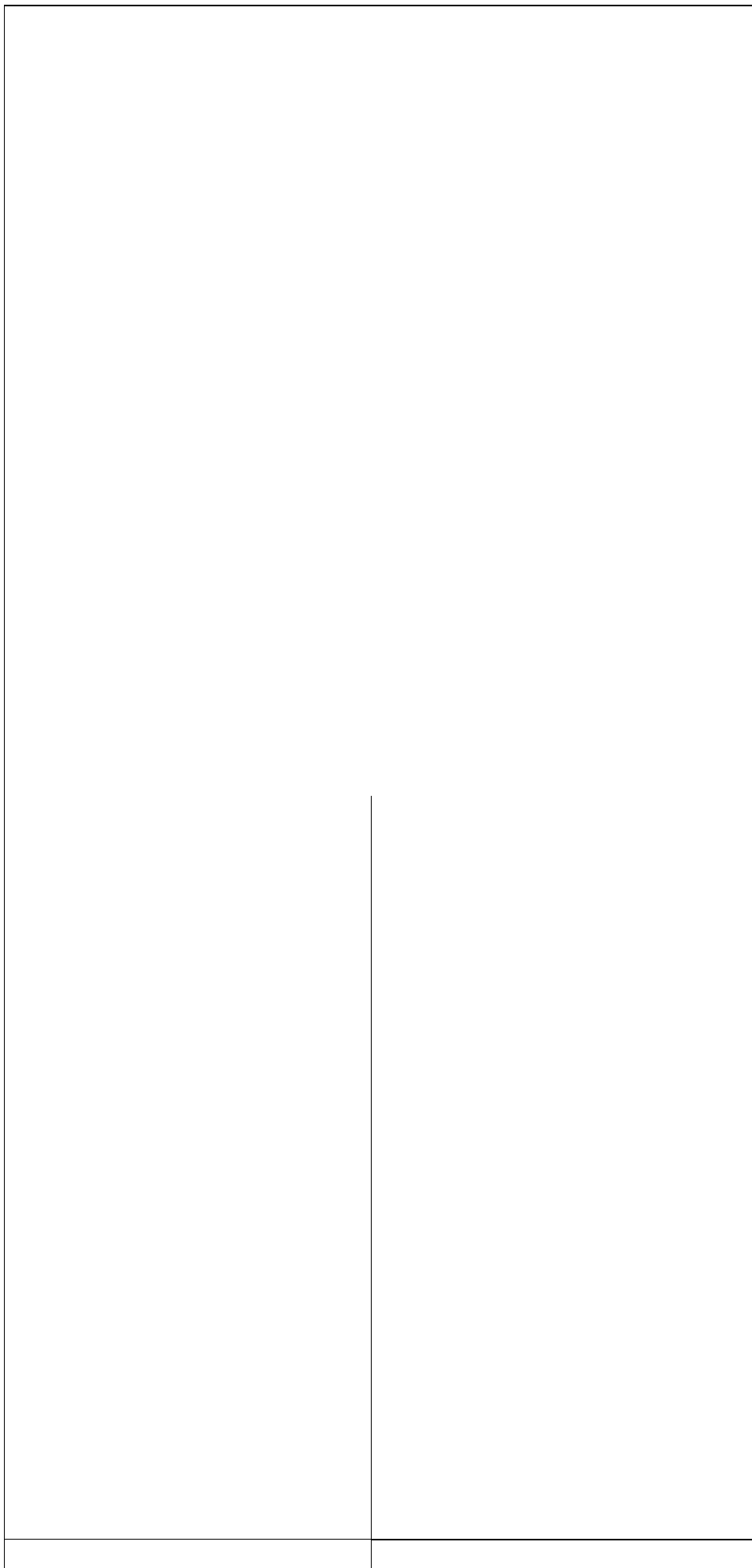
Name of Tendering Institution

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DTC Account Number:

Dated:

Name(s) of Record Holder(s):



(Zip Code)





**GUARANTEE**

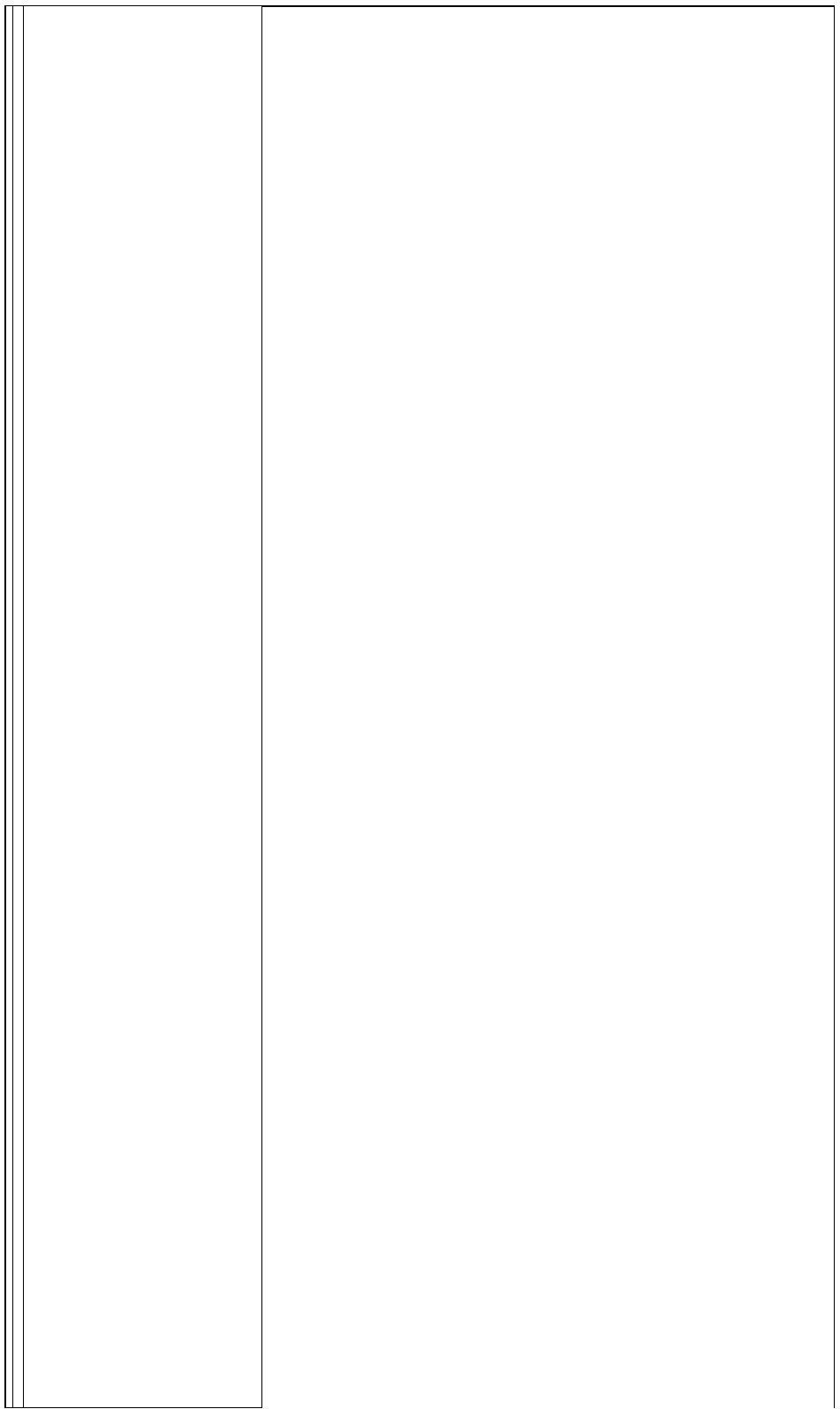
(Not to be used for signature guarantee)

The undersigned, an Eligible Institution, hereby (i) represents that the tender of Stratasys Shares effected hereby complies with Rule 14e-4 under the Securities Exchange Act of 1934, as amended, and (ii) within TWO (2) Nasdaq trading days after the date hereof, (A) guarantees delivery to the Depository, at one of its addresses set forth above, of certificates representing the Stratasys Shares tendered hereby, in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal and any other documents required by the Letter of Transmittal or (B) guarantees a Book-Entry Confirmation of the Stratasys Shares tendered hereby into the Depository's account at The Depository Trust Company (pursuant to the procedures set forth in Section 9 of the Offer to Purchase), together with a properly completed and duly executed Letter of Transmittal, or an Agent's Message (defined in Section 9 of the Offer to Purchase) in lieu of such Letter of Transmittal, and any other documents required by the Letter of Transmittal. Participants should notify the Depository prior to covering through the submission of a physical security directly to the Depository based on a guaranteed delivery that was submitted via DTC's PTO platform.

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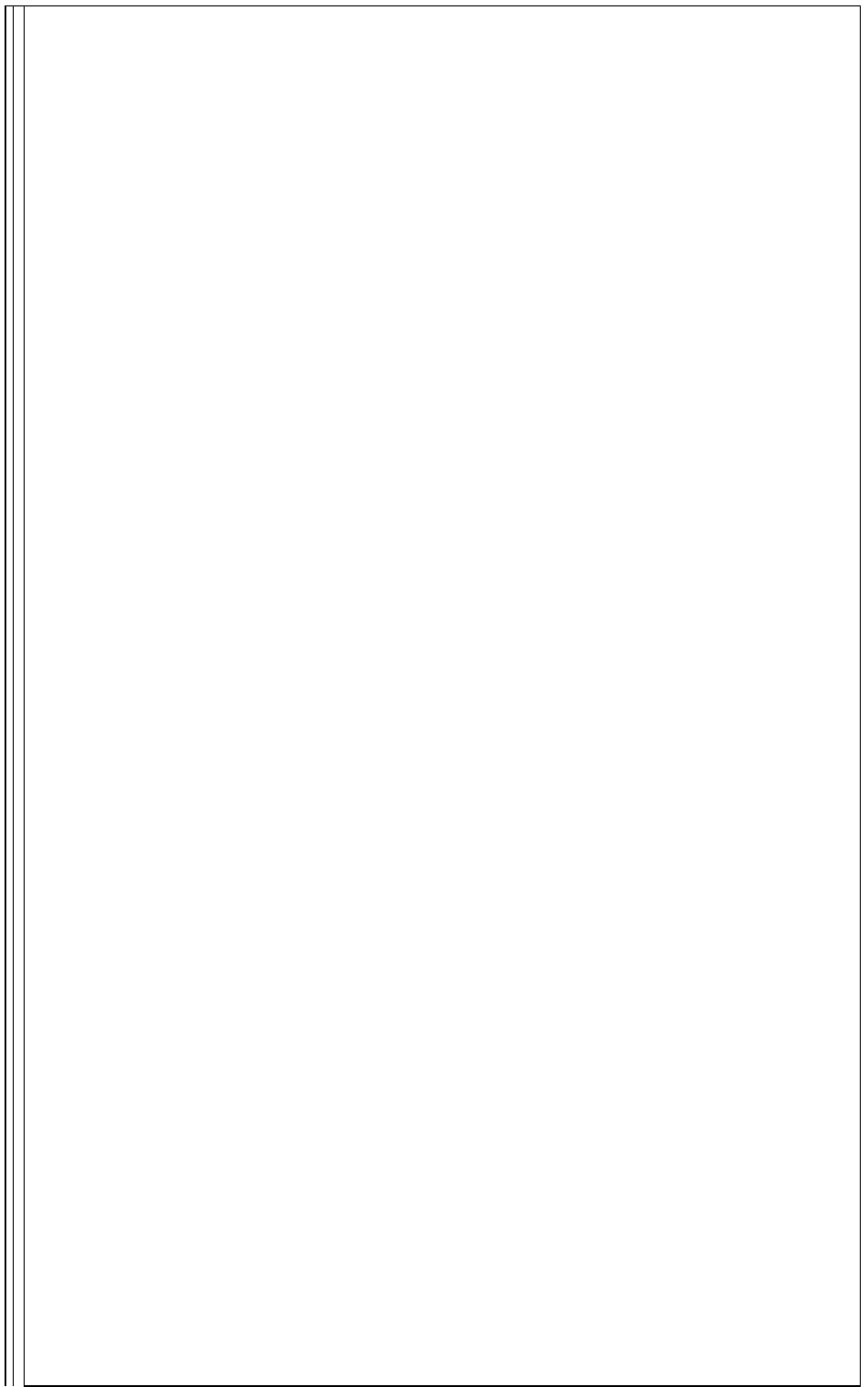
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Area Code and Telephone No.:



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Name:

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Title:

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**NOTE: DO NOT SEND CERTIFICATES REPRESENTING TENDERED STRATASYS SHARES WITH THIS NOTICE. CERTIFICATES REPRESENTING TENDERED STRATASYS SHARES SHOULD BE SENT WITH YOUR LETTER OF TRANSMITTAL.**







**Offer to Purchase for Cash  
up to 25,266,458 Ordinary Shares  
of  
STRATASYS LTD.  
AT AN INCREASED CASH OFFER PRICE OF  
\$25.00 PER SHARE**

**BY**

**NANO DIMENSION LTD.**

**THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK TIME, ON JULY 31, 2023 UNLESS THE OFFER IS EXTENDED OR EARLIER TERMINATED.**

July 18, 2023

To Brokers, Dealers, Commercial Banks,  
Trust Companies and Other Nominees:

We have been appointed by Nano Dimension Ltd. (the "Purchaser"), to act as Information Agent in connection with the Purchaser's offer to purchase up to 25,266,458 outstanding ordinary shares, par value NIS 0.01 per share, of Stratasys Ltd. ("Stratasys" and "Stratasys Shares", respectively), not already owned by the Purchaser, such that the Purchaser 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 an increased price of \$25.00 per Stratasys Share, to the seller in cash, less any required withholding taxes and without interest (the "Offer Price"), upon the terms of, and subject to the conditions to, the Offer to Purchase, dated May 25, 2023, as subsequently amended and supplemented, including by the Supplement to Offer to Purchase, dated June 27, 2023, the Second Supplement to Offer to Purchase, dated July 10, 2023 and the Third Supplement to Offer to Purchase, dated July 18, 2023 (together with any subsequent amendments or supplements thereto, the "Offer to Purchase") and the related Letter of Transmittal (which, as they may be further amended, supplemented, or otherwise modified from time to time, together constitute the "offer") enclosed herewith. The description of the offer in this letter is only a summary and is qualified by all the terms of, and conditions to, the offer set forth in the Offer to Purchase and Letter of Transmittal. Terms used herein but not otherwise defined herein have the definitions ascribed thereto in the Offer to Purchase.

Please furnish copies of the enclosed materials to those of your clients for whose accounts you hold Stratasys Shares registered in your name or in the name of your nominee.

**We urge you to contact your clients as promptly as possible. Please note that the offer expires at 5:00 p.m., New York time, on July 31, 2023 (the "Expiration Date"), unless the offer is extended or earlier terminated.**

Your attention is directed to the following:

1. The increased Offer Price is \$25.00 per Stratasys Share, to the seller in cash, less any applicable withholding taxes and without interest.
2. The Purchaser has received approval from the Israel Tax Authority (the "ITA") with respect to the Israeli withholding tax rates applicable to shareholders as a result of the sale of Stratasys Shares in the offer. The approval provides, among other things, that (1) shareholders who meet the following criteria will not be subject to Israeli withholding tax: (a) they acquired their Stratasys Shares after the listing of the Stratasys Shares in the United States on the Nasdaq Global Select Market ("Nasdaq") in 2012; (b) they do not hold their Stratasys Shares through an Israeli broker or Israeli financial institution; (c) they are the beneficial owner (directly or indirectly) of less than 5% of the outstanding Stratasys Shares; (d) they certify that they are not, and at the date of purchase of their Stratasys Shares were not Israeli residents, as set forth in the Declaration Form; (e) with respect to shareholders who are individuals, they timely provide a copy of their passport; and (f) with respect to shareholders that shall receive an aggregate payment in the offer that is in an amount in excess of US\$300,001 and US\$500,000, they timely submit in addition a valid certificate of residency for tax purposes issued by the applicable tax authority of their country of residence; (2) payments to tendering shareholders hold their Stratasys Shares through an Israeli broker or Israeli

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financial institution will be made by the Purchaser without any Israeli withholding at source, and the relevant Israeli broker or Israeli financial institution will withhold Israeli tax, if any, as required by Israeli law, and (3) shareholders who are not described in clauses (1) and (2) above will be subject to Israeli withholding tax at the applicable rate of the gross proceeds payable to them pursuant to the offer, unless such shareholders obtain a tax withholding certificate from the ITA, all as prescribed by Israeli tax law. Accordingly, if your client determines to tender his or her or its Stratasys Shares in the offer, you should also request instructions as to whether he or she or it is eligible for (i) an exemption from Israeli withholding tax by completing the enclosed Declaration Form ("Declaration of Status for Israeli Income Tax Purposes") and submitting the accompanying documents (to the extent applicable to your client) or (ii) otherwise eligible for an exemption or a more favorable Israeli withholding tax rate and intend to provide a valid tax certificate issued by the Israel Tax Authority.

In general, if your client(s) certifies, by completing the Declaration Form, that it is (1) (A) NOT and at the date of purchase of its Stratasys Shares was not a "resident of Israel" for purposes of the Israeli Income Tax Ordinance [New Version], 5721-1961 (the "Ordinance"), and if your client is a (i) corporation, Israeli residents are NOT "controlling shareholders" of such corporation within the meaning of Section 68A of the Ordinance (i.e., that Israeli residents do not hold, directly or indirectly, 25.0% or more of the means to control such corporation) and Israeli residents are NOT the beneficiaries of, or are entitled to, 25.0% or more of the revenues or profits of such corporation, whether directly or indirectly, or (ii) partnership that no partner in the partnership is an Israeli resident and no Israeli resident holds, directly or indirectly via shares or through a trust or in any other manner or with another who is an Israeli resident, 25.0% or more of any right in the partnership or, of the right to direct the manner of exercising any of the rights in the partnership, all as set forth in the Declaration Form, (B) it acquired its Stratasys Shares after the listing of the Stratasys Shares in the United States on Nasdaq in 2012, and (C) is the owner (directly or indirectly) of less than 5% of the outstanding Stratasys Shares, provided that (i) if your client is an individual, it timely provides a copy of its passport; and (ii) if your client shall receive an aggregate payment in the offer that is in an amount in excess of US\$300,001 and US\$500,000, it timely submits in addition a valid certificate of residency for tax purposes issued by the applicable tax authority of its country of residence, or (2) a bank, broker or financial institution resident in Israel that (A) is holding the Stratasys Shares solely on behalf of its beneficial shareholder(s) (so-called "street name" holders), and (B) is subject to the provisions of the Ordinance and regulations promulgated thereunder relating to the withholding of Israeli tax, including with respect to the cash payment (if any) made by it to its beneficial shareholder(s) with respect to Stratasys Shares tendered by them and accepted for payment by the Purchaser pursuant to the offer (an "Eligible Israeli Broker"), your client is eligible for an exemption from Israeli withholding tax. See Section 11 of the Offer to Purchase.

With respect to U.S. backup withholding taxes, see Section 11 of the Offer to Purchase.

The Purchaser, with the assistance of the Depository and The Depository Trust Company ("DTC"), has established a procedure whereby, if (and only as long as you may tender the Stratasys Shares on behalf of your clients pursuant to the offer) you tender Stratasys Shares in the offer through DTC, you will be able to classify, electronically, the Stratasys Shares into the following categories: (1) Stratasys Shares that are tendered on behalf of your clients who certified to you, by completing the Declaration Form and providing the accompanying documents (to the extent applicable), that they are eligible for an exemption from Israeli withholding tax ("Category One Shares"), and (2) Stratasys Shares that are tendered on behalf of your clients who are not eligible for such exemption ("Category Two Shares").

**By so classifying, through such DTC system, you will be deemed to certify to the Depository and to the Purchaser that based on a careful review of the Declaration Forms and accompanying documents (to the extent applicable) received by you, the Stratasys Shares that you classified as Category One Shares, are held by non-Israeli residents who provided the accompanying documents (to the extent applicable) and/or Eligible Israeli Broker(s).** In addition, in order to confirm your eligibility to make such certification for Category One Shares, you must provide copies of such Declaration Forms and accompanying documents (to the extent applicable) as well as any additional information to the Information Agent (via e-mail and utilizing the specialized e-mail address at the end of this notice) that you will be requested to provide in connection therewith. You are reminded that the ITA may have the right to audit the Declaration Forms and accompanying documents (to the extent applicable), and if you refuse, Israeli withholding tax may be imposed. If you fail to meet the deadlines for tendering Stratasys Shares in the offer, make untimely classifications or make incorrect classifications, you will be required to claim any withholding tax directly from the ITA (by filing an Israeli income tax return). Alternatively, with respect to Category Two Shares, you may receive together with the Letter of Transmittal or Declaration Form certificates of exemption from Israeli withholding or reduced withholding. In such event, you must provide copies of such certificates to the Information Agent at its address set forth on the back of the Offer to Purchase. **NOTE: A CLIENT OF YOURS THAT IS AN**



**ELIGIBLE ISRAELI BROKER MAY COMPLETE THE DECLARATION FORM IF IT IS HOLDING THE STRATASYS SHARES SOLELY ON BEHALF OF ITS CLIENTS, THE BENEFICIAL SHAREHOLDERS.**

3. The Purchaser beneficially owns 9,695,115 Stratasys Shares, representing approximately 14.1% of the issued and outstanding Stratasys Shares. The offer is being made for up to 25,266,458 Stratasys Shares, or approximately 36.9% of the outstanding Stratasys Shares not owned by the Purchaser. Please see Section 7 of the Offer to Purchase.

4. Shareholders may tender their Stratasys Shares or deliver Notices of Objection until 5:00 p.m., New York time, on the Expiration Date, unless the offer is extended or earlier terminated.

5. Promptly following the Expiration Date, the Purchaser will publicly announce whether or not the conditions to the offer have been satisfied or, subject to applicable law, waived by the Purchaser. As required by Israeli law, if the conditions to the offer are satisfied or, subject to applicable law, waived by the Purchaser and if, with respect to each Stratasys Share held by a shareholder:

- such shareholder has not yet responded to the offer,



- such shareholder has notified the Purchaser (through you) of his or her objection to the offer, or

- such shareholder has tendered such Stratasys Shares (through you) but have withdrawn (through you) such tender prior to the Expiration Date,

such shareholder will be afforded an additional four (4) calendar-day period following the Expiration Date, during which he or she may tender such Stratasys Shares (the “Additional Offer Period”). These dates will change if the Purchaser decides to extend the Offer Period. Shareholders may withdraw any previously tendered Stratasys Shares at any time prior to the Expiration Date, but not during the Additional Offer Period. See “Introduction,” Section 7 and Section 9 of the Offer to Purchase.

If, with respect to all or any portion of his or her Stratasys Shares, a shareholder objects to the offer during the Offer Period and the conditions to the offer have been satisfied or, subject to applicable law, waived by the Purchaser, such shareholder may tender such Stratasys Shares during the Additional Offer Period.

6. The offer is conditioned on the valid tender of at least 21,838,853 Stratasys Shares, which is referred to as the Minimum Condition. The Purchaser does not expect to waive the Minimum Condition. The offer is conditioned on the valid tender of at least 3,427,606 Stratasys Shares, which is referred to as the Threshold Condition. The Purchaser cannot waive the Threshold Condition as a matter of Israeli law. The offer is subject to additional customary conditions specified in the Offer to Purchase, including, among other things, (i) the Rights issued under Stratasys’s Rights Plan (as defined in the Offer to Purchase) must have been redeemed by Stratasys’s board of directors or Nano must be satisfied in its reasonable discretion that the Rights will not become exercisable as a result of the offer and (ii) the Change of Business Condition (as defined in the Offer to Purchase). The offer is not conditioned on the availability of financing or the approval of the board of directors of Stratasys. **Please see Section 17 of the Offer to Purchase, which sets forth in full the conditions to the offer and specifies those conditions to the offer that are waivable by the Purchaser.**

7. Following the Expiration Date, in accordance with applicable law, the Purchaser will publicly announce whether or not the conditions to the offer have been satisfied or, subject to applicable law, waived by the Purchaser.

8. If more than 25,266,458 Stratasys Shares are validly tendered and not properly withdrawn prior to the Final Expiration Date, the Purchaser will purchase 25,266,458 Stratasys Shares on a *pro rata* basis from all tendering shareholders. In these circumstances, the number of Stratasys Shares that the Purchaser will purchase from each tendering shareholder will be based on the total number of Stratasys Shares validly tendered and not properly withdrawn by all shareholders prior to the Expiration Date. See Section 7 and Section 8 of the Offer to Purchase.

9. Promptly following the Final Expiration Date, the Purchaser will announce the results of the offer and the Proration Factor, if any. If the Purchaser is unable to promptly determine the final proration results, the Purchaser will announce the preliminary results. Stratasys Shares accepted for payment pursuant to the offer will be paid promptly following the calculation of the final Proration Factor.



*Explanation of Notice of Objection.* Under Israeli law, the shareholders of Stratasys may respond to the offer by accepting the offer and tendering all or any portion of their Stratasys Shares in accordance with the Offer to Purchase or by notifying the Purchaser of their objection to the offer by executing and delivering Notices of Objection. Alternatively, they may simply not respond to the offer and not tender their Stratasys Shares. It is a condition to the offer that, at 5:00 p.m., New York time, on the Expiration Date, the aggregate number of Stratasys Shares tendered in the offer is greater than the number of Stratasys Shares represented by Notices of Objection. If this and the other conditions to the offer have been satisfied or, subject to applicable law, waived by the Purchaser, shareholders will be afforded an additional four calendar days to tender their Stratasys Shares in the offer, but Notices of Objection will no longer be accepted. See "Introduction" Section of the Offer to Purchase.

**IF YOUR CLIENT DOES NOT WISH TO TENDER ANY SHARES IT MAY SIMPLY DO NOTHING.**

**IMPORTANT: IF A SHAREHOLDER SUBMITS A NOTICE OF OBJECTION WITH RESPECT TO HIS OR HER STRATASYS SHARES AND THEREAFTER, DELIVERS TO YOU A LETTER OF TRANSMITTAL BY WHICH HE OR SHE TENDERS THOSE STRATASYS SHARES, PLEASE DISREGARD THE NOTICE OF OBJECTION. SIMILARLY, IF A SHAREHOLDER SUBMITS TO YOU A LETTER OF TRANSMITTAL BY WHICH HE OR SHE TENDERS HIS OR HER STRATASYS SHARES AND THEREAFTER, HE OR SHE DELIVERS TO YOU A NOTICE OF OBJECTION WITH RESPECT TO THOSE STRATASYS SHARES, PLEASE DISREGARD THE LETTER OF TRANSMITTAL. IF A SHAREHOLDER SUBMITS A LETTER OF TRANSMITTAL AND A NOTICE OF OBJECTION CONCURRENTLY WITH RESPECT TO THE SAME STRATASYS SHARES, PLEASE DISREGARD THE NOTICE OF OBJECTION.**

For your information and for forwarding to your clients for whom you hold Stratasys Shares registered in your name or in the name of your nominee, we are enclosing the following documents:

1. Third Supplement to Offer to Purchase;
2. Third Amended Letter of Transmittal for your use in accepting the offer and tendering Stratasys Shares and for the information of your clients;
3. Third Amended Notice of Guaranteed Delivery; and
4. Third Amended Notice of Objection for your use in objecting to the offer on behalf of your clients.

Payment for Stratasys Shares accepted for payment pursuant to the offer will be made only after timely receipt by the Depository of (1) certificates evidencing the Stratasys Shares (or a confirmation of a book-entry transfer of the Stratasys Shares into the Depository's account at DTC), (2) the Letter of Transmittal properly completed and duly executed with any required signature guarantees or, in the case of a book-entry transfer, an Agent's Message and (3) any other required documents, including a properly completed Declaration Form ("Declaration of Status of Israeli Income Tax Purposes"), which will be made available following the Final Expiration Date through the Tax Portal.

The Purchaser will not pay any fees or commissions to any broker, dealer or other person in connection with the solicitation of tenders of Stratasys Shares pursuant to the offer (other than to the Depository and Information Agent). However, the Purchaser will, upon request, reimburse you for customary and reasonable mailing and handling expenses incurred by you in forwarding any of the enclosed materials to your clients. The Purchaser will NOT pay or cause to be paid any stock transfer taxes payable with respect to the transfer of Stratasys Shares to it, except as otherwise provided in Instruction 6 of the Letter of Transmittal.

Any inquiries you may have with respect to the offer should be addressed to the undersigned at our address and telephone numbers set forth on the back cover page of the Offer to Purchase.

Additional copies of the enclosed material may be obtained from us, at the address and telephone number set forth on the back cover page of the Offer to Purchase.

Very truly yours,



Enclosures

**NOTHING CONTAINED IN THIS LETTER OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AS THE AGENT OF THE PURCHASER, THE INFORMATION AGENT OR THE DEPOSITARY, OR OF ANY AFFILIATE OF ANY OF THEM, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR TO MAKE ANY STATEMENT ON BEHALF OF ANY OF THEM IN CONNECTION WITH THE OFFER OTHER THAN THE ENCLOSED DOCUMENTS AND THE STATEMENTS CONTAINED THEREIN.**

*The Information Agent for the offer is:*

# Georgeson

1290 Avenue of the Americas, 9<sup>th</sup> floor  
New York, NY 10104

For assistance call: (877) 668-1646







**OFFER TO PURCHASE FOR CASH  
up to 25,266,458 Ordinary Shares  
of  
STRATASYS LTD.  
at AN INCREASED CASH OFFER PRICE OF  
\$25.00 PER SHARE  
by  
NANO DIMENSION LTD.**

**THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK  
TIME, ON JULY 31, 2023, UNLESS THE OFFER IS EXTENDED OR EARLIER TERMINATED.**

July 18, 2023

To Our Clients:

Enclosed for your consideration are the Third Supplement to Offer to Purchase dated July 18, 2023 (together with the Offer to Purchase dated May 25, 2023, the Supplement to Offer to Purchase dated June 27, 2023, the Second Supplement to Offer to Purchase dated July 10, 2023 and any amendments or supplements thereto, the "Offer to Purchase") and the related Amended Letter of Transmittal (which as they may be subsequently amended, supplemented, or otherwise modified from time to time, together constitute the "offer") in connection with the tender offer of Nano Dimension Ltd. (the "Purchaser") to purchase up to 25,266,458 ordinary shares, par value NIS 0.01 per share of Stratasys Ltd. ("Stratasys" and "Stratasys Shares", respectively), not already owned by the Purchaser, such that the Purchaser 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 an increased price of \$25.00 per Stratasys Share, to the seller in cash less any applicable withholding taxes and without interest (the "Offer Price"), upon the terms of, and subject to the conditions to, the offer. The description of the offer in this letter is only a summary and is qualified by all the terms of, and conditions to, the offer set forth in the Offer to Purchase and Letter of Transmittal. Terms that are capitalized but not defined in this letter have the meanings given to them in the Offer to Purchase.

**We are (or our nominee is) the holder of record of Stratasys Shares held by us for your account. A tender of your Stratasys Shares can be made only by us as the holder of record of the Stratasys Shares and only pursuant to your instructions. The enclosed Letter of Transmittal is furnished to you for your information only and cannot be used by you to tender Shares held by us for your account.**

Please instruct us as to whether you wish us to either (1) tender on your behalf any or all of the Stratasys Shares held by us for your account, upon the terms of, and subject to the conditions to, the offer or (2) notify the Purchaser of your objection to the offer with respect to any or all the Stratasys Shares held by us for your account.

**If you determine to tender your Stratasys Shares in the offer, we also request instructions as to whether you are eligible for an exemption from Israeli withholding tax by completing the enclosed Declaration Form ("Declaration of Status for Israeli Income Tax Purposes") and submitting the accompanying documents (to the extent applicable to you). In this respect, as more fully described in the Offer to Purchase, pursuant to Israeli tax law, the Purchaser will withhold applicable amounts from the cash payment (if any) made to you with respect to Stratasys Shares tendered by you and accepted for payment by the Purchaser pursuant to the offer, unless you are either (1) eligible for a full exemption from such tax and complete and submit to us the Declaration Form and accompanying documents (to the extent applicable to you) together with your tender instructions, or (2) otherwise eligible for an exemption or a more favorable Israeli withholding tax rate and provide a valid certificate issued by the Israel Tax Authority (the "Valid Certificate"). We are (or our nominee is) the holder of record of Stratasys Shares held by us for your account and therefore, you should submit the Declaration Form (and accompanying documents, to the extent applicable) or the Valid Certificate only to us, and by doing so, you also acknowledge that we may forward such form and documents (as well as related information) to the Purchaser, to the Depositary, to the Information Agent and any person authorized by the Purchaser. You are urged to consult your tax advisors regarding the application of Israeli income and withholding taxes (including eligibility for any withholding tax**

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**reduction or exemption, and the refund procedure).** See Section 11 of the Offer to Purchase, which also sets forth important information with respect to U.S. backup withholding taxes.

Your attention is directed to the following:

1. The increased Offer Price is \$25.00 per Stratasys Share, to the seller in cash, less any applicable withholding taxes and without interest. **The Offer Price is MORE than recent trading prices for the Stratasys Shares on the Nasdaq Global Select Market.**

2. The Purchaser beneficially owns 9,695,115 Stratasys Shares, representing approximately 14.1% of the issued and outstanding Stratasys Shares. The offer is being made for up to 25,266,458 Stratasys Shares, or approximately 36.9% of the outstanding Stratasys Shares not owned by the Purchaser.

3. The offer is conditioned on the valid tender of at least 21,838,853 Stratasys Shares, which is referred to as the Minimum Condition. The Purchaser does not expect to waive the Minimum Condition. The offer is conditioned on the valid tender of at least 3,427,606 Stratasys Shares, which is referred to as the Threshold Condition. The Purchaser cannot waive the Threshold Condition as a matter of Israeli law. The offer is subject to additional customary conditions specified in the Offer to Purchase, including, among other things, (i) the Rights issued under Stratasys's Rights Plan (as defined in the Offer to Purchase) must have been redeemed by Stratasys's board of directors or Nano must be satisfied in its reasonable discretion that the Rights will not become exercisable as a result of the offer and (ii) the Change of Business Condition (as defined in the Offer to Purchase). The offer is not conditioned on the availability of financing or the approval of the board of directors of Stratasys. See Section 17 of the Offer to the Purchase.

4. Following the Expiration Date (as defined in the Offer to Purchase), in accordance with applicable law, the Purchaser will publicly announce whether or not the conditions to the offer have been satisfied or, subject to applicable law, waived by the Purchaser. As required by Israeli law, if the conditions to the offer are satisfied or, subject to applicable law, waived by the Purchaser, then if with respect to each Stratasys Share held by us for your account: (i) we have not yet responded to the offer; (ii) we have notified the Purchaser of your objection to the offer, or (iii) we have tendered such Stratasys Share on your behalf but have withdrawn such tender prior to the Expiration Date, you will be afforded an additional four (4) calendar-day period following the Expiration Date, during which you may instruct us to tender such Stratasys Share(s) on your behalf. This additional period is referred to as the Additional Offer Period and the expiration of such period is referred to as the Final Expiration Date.

These dates will change if the Purchaser decides to extend the Offer Period. You may withdraw any previously tendered Stratasys Shares at any time prior to the Expiration Date but not during the Additional Offer Period. See "Introduction", "Summary Term Sheet", Section 1, Section 7 and Section 10 of the Offer to Purchase.

If, with respect to all or any portion of your Stratasys Shares, we objected on your behalf to the offer during the Offer Period and the conditions to the offer have been satisfied or, subject to applicable law, waived by the Purchaser, you may instruct us to tender such Stratasys Shares on your behalf during the Additional Offer Period.

5. If more than 25,266,458 Stratasys Shares are validly tendered and not properly withdrawn prior to the Final Expiration Date, the Purchaser will purchase 25,266,458 Stratasys Shares on a *pro rata* basis from all tendering shareholders. In these circumstances, the number of Stratasys Shares that the Purchaser will purchase from each tendering shareholder will be based on the total number of Stratasys Shares validly tendered and not properly withdrawn by all shareholders prior to the Final Expiration Date. See Section 7 and Section 8 of the Offer to Purchase.

6. Promptly following the Final Expiration Date, the Purchaser will announce the results of the offer and the Proration Factor (as defined in the Offer to Purchase), if any. If the Purchaser is unable to promptly determine the final proration results, the Purchaser will announce the preliminary results. Stratasys Shares accepted for payment pursuant to the offer will be paid promptly following the calculation of the final Proration Factor.



7. Tendering shareholders will generally not be obligated to pay brokerage fees, service fees or commissions with respect to the purchase of Stratasys Shares by the Purchaser in the offer. Except as otherwise provided in Instruction 6 to the Letter of Transmittal, share transfer taxes will not be paid by the Purchaser.

8. If you wish to tender your Stratasys Shares, please carefully complete, execute and return to us the Tender Instruction Letter attached to this letter.

9. Shareholders may tender their Stratasys Shares or deliver Notices of Objection until 5:00 p.m., New York time, on July 31, 2023, which is referred to as the Expiration Date, unless the offer is extended or earlier terminated.

**If you wish to have us tender any or all of your Stratasys Shares held by us for your account, please (1) so instruct us by completing, executing and returning to us the Tender Instruction Letter attached to this letter together with the accompanying documents (if applicable to you) and (2) if applicable to you, complete, execute and return to us the Declaration Form enclosed with this letter together with the accompanying documents (if applicable to you).**

**IF YOU DO NOT WISH TO TENDER ANY STRATASYS SHARES YOU MAY SIMPLY DO NOTHING.**

**An envelope in which to return your instructions to us is enclosed. If you authorize the tender of your Stratasys Shares in the offer, all of your Stratasys Shares will be tendered unless otherwise specified in your instructions. Your tender instructions (and Declaration Form and accompanying documents, or a Valid Certificate, if applicable) should be forwarded to us in ample time to permit us to submit a tender on your behalf and, if you completed the Declaration Form and submitted the accompanying documents, or a Valid Certificate, (if applicable), request an exemption from Israeli withholding tax on your behalf, prior to the Expiration Date or Final Expiration Date, as applicable.**

If you authorize the objection of your Stratasys Shares to the offer, we will object to the offer with respect to all of your Stratasys Shares unless otherwise specified in your instructions. Your objection instructions should be forwarded to us in ample time to permit us to submit an objection on your behalf prior to the Expiration Date.

**IMPORTANT: IF YOU SUBMIT A TENDER INSTRUCTION LETTER BY WHICH YOU TENDER STRATASYS SHARES AND THEREAFTER, YOU DELIVER TO US AN OBJECTION INSTRUCTION LETTER WITH RESPECT TO THOSE STRATASYS SHARES (PRIOR TO THE EXPIRATION DATE), WE WILL DISREGARD YOUR TENDER INSTRUCTION LETTER. SIMILARLY, IF YOU SUBMIT TO US AN OBJECTION INSTRUCTION LETTER WITH RESPECT TO STRATASYS SHARES AND THEREAFTER, YOU DELIVER TO US A TENDER INSTRUCTION LETTER BY WHICH YOU TENDER THOSE STRATASYS SHARES, WE WILL DISREGARD YOUR OBJECTION INSTRUCTION LETTER. IF YOU SUBMIT A TENDER INSTRUCTION LETTER AND AN OBJECTION INSTRUCTION LETTER CONCURRENTLY WITH RESPECT TO THE SAME STRATASYS SHARES, THE OBJECTION INSTRUCTION LETTER WILL BE DISREGARDED.**



**TENDER INSTRUCTION LETTER**  
**with Respect to the Offer**  
**to Purchase for Cash**  
**up to 25,266,458 Ordinary Shares**  
**of**  
**Stratasys Ltd.**

The undersigned acknowledge(s) receipt of your letter and the enclosed Offer to Purchase, dated May 25, 2023, as subsequently amended and supplemented, including by the Supplement to Offer to Purchase, dated June 27, 2023, the Second Supplement to Offer to Purchase, dated July 10, 2023 and the Third Supplement to Offer to Purchase, dated July 18, 2023 (together with any subsequent amendments or supplements thereto, the "Offer to Purchase") and the related Letter of Transmittal, which as it may be amended, supplemented, or otherwise modified from time to time, together constitute the "offer", in connection with the tender offer of Nano Dimension Ltd. (the "Purchaser"), to purchase up to 25,266,458 outstanding ordinary shares, par value NIS 0.01 per share, of Stratasys Ltd. ("Stratasys" and "Stratasys Shares", respectively) not already owned by the Purchaser, such that the Purchaser would own at least 51% of the outstanding Stratasys Shares upon consummation of the offer, and in no event less than 5% of the outstanding Stratasys Shares are tendered in the offer, at an increased price of \$25.00 per Stratasys Share, to the seller in cash, less any applicable withholding taxes and without interest, upon the terms of, and subject to the conditions to, the offer.

Terms that are capitalized but not defined in this Tender Instruction Letter have the meanings given to them in the Offer to Purchase.

***IMPORTANT: Each shareholder tendering Stratasys Shares in the offer is required to indicate whether or not such holder has a "personal interest," within the meaning of the Israeli Companies Law, 1999 (the "Israeli Companies Law") and as described in the Offer to Purchase, in the acceptance of the offer. Under the Israeli Companies Law, the completion of the offer depends in part on whether the majority of the Stratasys Shares tendered into the offer, and not withdrawn, shall have been tendered by offerees who do not have a "personal interest," within the meaning of the Israeli Companies Law, in the acceptance of the offer. A shareholder who fails to provide this information will not be counted for certain purposes when determining whether the minimum condition of the offer has been satisfied. See Section 17 of the Offer to Purchase.***

***Please check one of the following boxes:***

I DO **NOT** HAVE A "PERSONAL INTEREST" IN THE ACCEPTANCE OF THE OFFER.



I **HAVE** A "PERSONAL INTEREST" IN THE ACCEPTANCE OF THE OFFER. The basis for my "personal interest" is *(please complete)*

---







This will instruct you to tender in the offer the number of Stratasys Shares indicated below (or, if no number is indicated below, all Stratasys Shares) that are held by you for the account of the undersigned, upon the terms and subject to the conditions set forth in the offer.

Dated: \_\_\_\_\_, 2023

--	--

Number of Ordinary Shares To Be Tendered:

**SIGN HERE**

\_\_\_\_\_  
Ordinary  
Shares<sup>(1)</sup>

(1) Unless otherwise indicated, it will be assumed that all Ordinary Shares held by us for your account are to be tendered.

---

*Signature(s)*



---

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*Please type or print name(s)*





Please type or print address







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*Taxpayer Identification or Social Security  
Number*

**PLEASE NOTE THAT THIS TENDER INSTRUCTION LETTER IS TO TENDER YOUR STRATASYS SHARES IN ACCORDANCE WITH THE TERMS AND CONDITIONS DESCRIBED IN THE OFFER TO PURCHASE.**



**OBJECTION INSTRUCTION LETTER**  
**with Respect to the Offer**  
**to Purchase for Cash**  
**up to 25,266,458 Ordinary Shares**  
**of**  
**Stratasys Ltd.**

The undersigned acknowledge(s) receipt of your letter and the enclosed Offer to Purchase, dated May 25, 2023, as subsequently amended and supplemented, including by the Supplement to Offer to Purchase, dated June 27, 2023, the Second Supplement to Offer to Purchase, dated July 10, 2023 and the Third Supplement to Offer to Purchase, dated July 18, 2023 (together with any subsequent amendments or supplements thereto, the "Offer to Purchase"), and the related Letter of Transmittal, which as they may be amended, modified, or supplemented from time to time, together constitute the offer, in connection with the tender offer of Nano Dimension Ltd. (the "Purchaser"), to purchase up to 25,266,458 outstanding ordinary shares, par value NIS 0.01 per share, of Stratasys Ltd. ("Stratasys" and "Stratasys Shares", respectively) not already owned by the Purchaser, such that the Purchaser 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, at an increased price of \$25.00 per Stratasys Share, to the seller in cash, less any applicable withholding taxes and without interest, upon the terms of, and subject to the conditions to, the offer.

Terms that are capitalized but not defined in this Tender Instruction Letter have the meanings given to them in the Offer to Purchase.

*Please check one of the following boxes:*

I DO **NOT** HAVE A "PERSONAL INTEREST" IN THE ACCEPTANCE OF THE OFFER.



**I HAVE A "PERSONAL INTEREST" IN THE ACCEPTANCE OF THE OFFER.** The basis for my "personal interest" is *(please complete)*

---









This will instruct you to object in the offer the number of Stratasys Shares indicated below (or, if no number is indicated below, all Stratasys Shares) that are held by you for the account of the undersigned, upon the terms and subject to the conditions set forth in the offer.

Dated: \_\_\_\_\_, 2023

--	--

Number of Ordinary Shares  
To Be Tendered:

\_\_\_\_\_  
Ordinary  
Shares<sup>(1)</sup>

**SIGN HERE**

\_\_\_\_\_

(1) Unless otherwise indicated, it will be assumed that all Ordinary Shares held by us for your account are to be tendered.

---

*Signature(s)*

---

---



*Please type or print name(s)*

---

---

Please type or print address

---



---

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*Taxpayer Identification or Social Security  
Number*

**Explanation of Objection Instruction Letter.** Under Israeli law, the shareholders of Stratasys may respond to the offer by accepting the offer and tendering all or any portion of their Stratasys Shares in accordance with the Offer to Purchase or by notifying the Purchaser of their objection to the offer by executing and delivering Notices of Objection (which, in your case, is corresponding to this Objection Instruction Letter). Alternatively, they may simply not respond to the offer and not tender their Stratasys Shares. It is a condition to the offer that at 5:00 p.m., New York time, on the Expiration Date, the aggregate number of Stratasys Shares tendered in the offer is greater than the number of Stratasys Shares represented by Notices of Objection. If this and the other conditions to the offer have been satisfied or waived, shareholders will be afforded an additional four calendar days to tender their Stratasys Shares in the offer, but Notices of Objection will no longer be accepted. See "Introduction" Section of the Offer to Purchase.

**THIS OBJECTION INSTRUCTION LETTER SHOULD ONLY BE EXECUTED BY YOU IN THE EVENT THAT YOU OBJECT TO THE OFFER WITH RESPECT TO ALL OR ANY PORTION OF YOUR STRATASYS SHARES (PRIOR TO THE EXPIRATION DATE). ACCORDINGLY, DO NOT EXECUTE THIS OBJECTION INSTRUCTION LETTER IF (1) YOU WOULD LIKE TO ACCEPT THE OFFER WITH RESPECT TO THOSE STRATASYS SHARES (IN WHICH CASE YOU SHOULD COMPLETE AND EXECUTE THE TENDER INSTRUCTION LETTER) OR (2) YOU DO NOT WISH TO PREVENT THE COMPLETION OF THE OFFER.**





**NOTICE OF OBJECTION  
To Tender Ordinary Shares  
of**

**STRATASYS LTD.**

**Pursuant to the Offer to Purchase**

**dated May 25, 2023, as amended and supplemented by the  
Supplement to Offer to Purchase dated June 27, 2023 the Second Supplement to Offer to Purchase dated  
July 10, 2023 and the Third Supplement to Offer to Purchase dated July 18, 2023**

**by**

**NANO DIMENSION LTD.**

<p>THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK TIME, ON JULY 31, 2023, UNLESS THE OFFER IS EXTENDED OR EARLIER TERMINATED.</p>
---

Mail or deliver this Notice of Objection to:



*By Mail:*

*By Overnight Courier:*



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

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

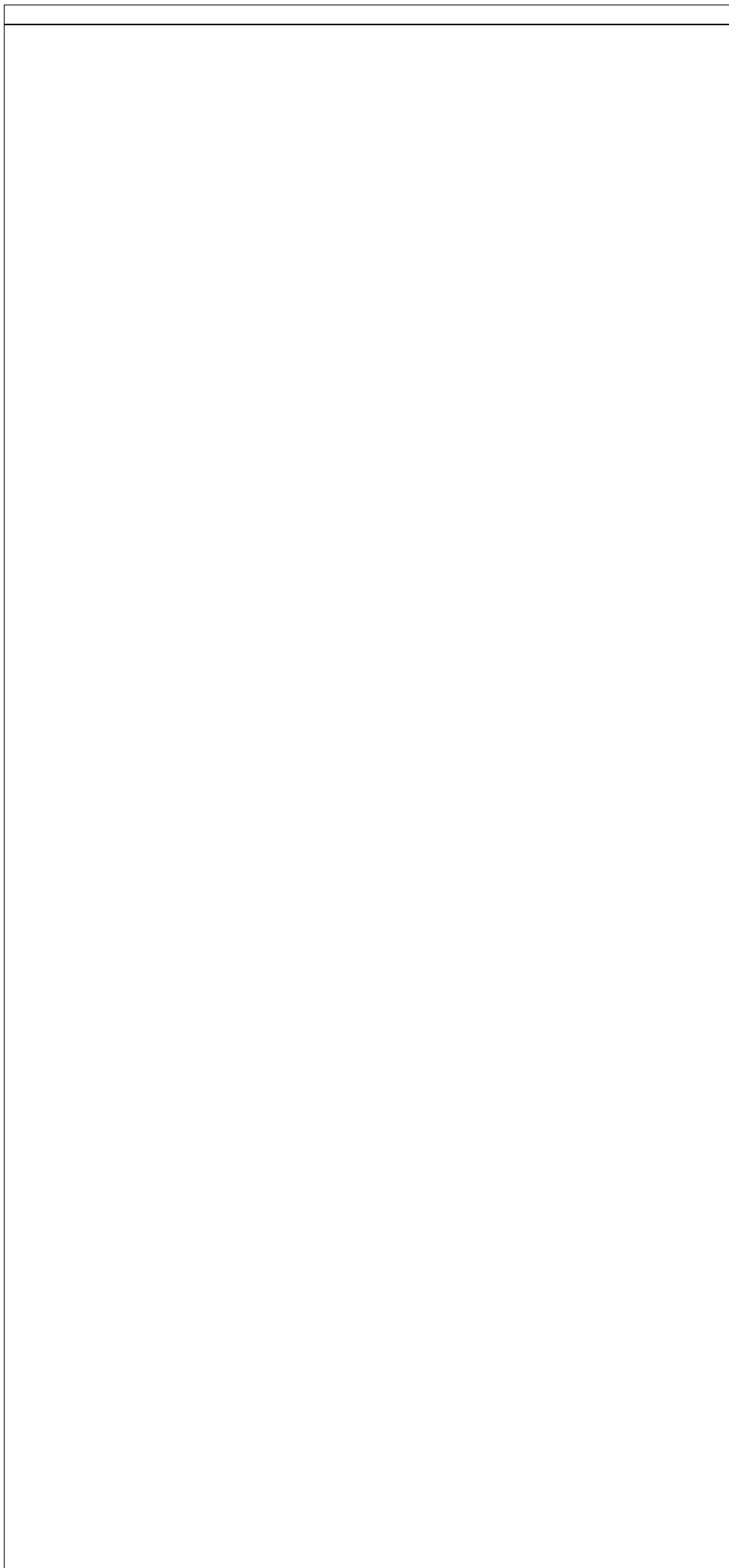
**DELIVERY OF THIS NOTICE OF OBJECTION TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY.**

**PLEASE READ THE INSTRUCTIONS ACCOMPANYING THIS NOTICE OF OBJECTION CAREFULLY BEFORE COMPLETING THIS NOTICE OF OBJECTION.**

To: Nano Dimension Ltd. (“Nano”)  
c/o Computershare Trust Company, N.A.

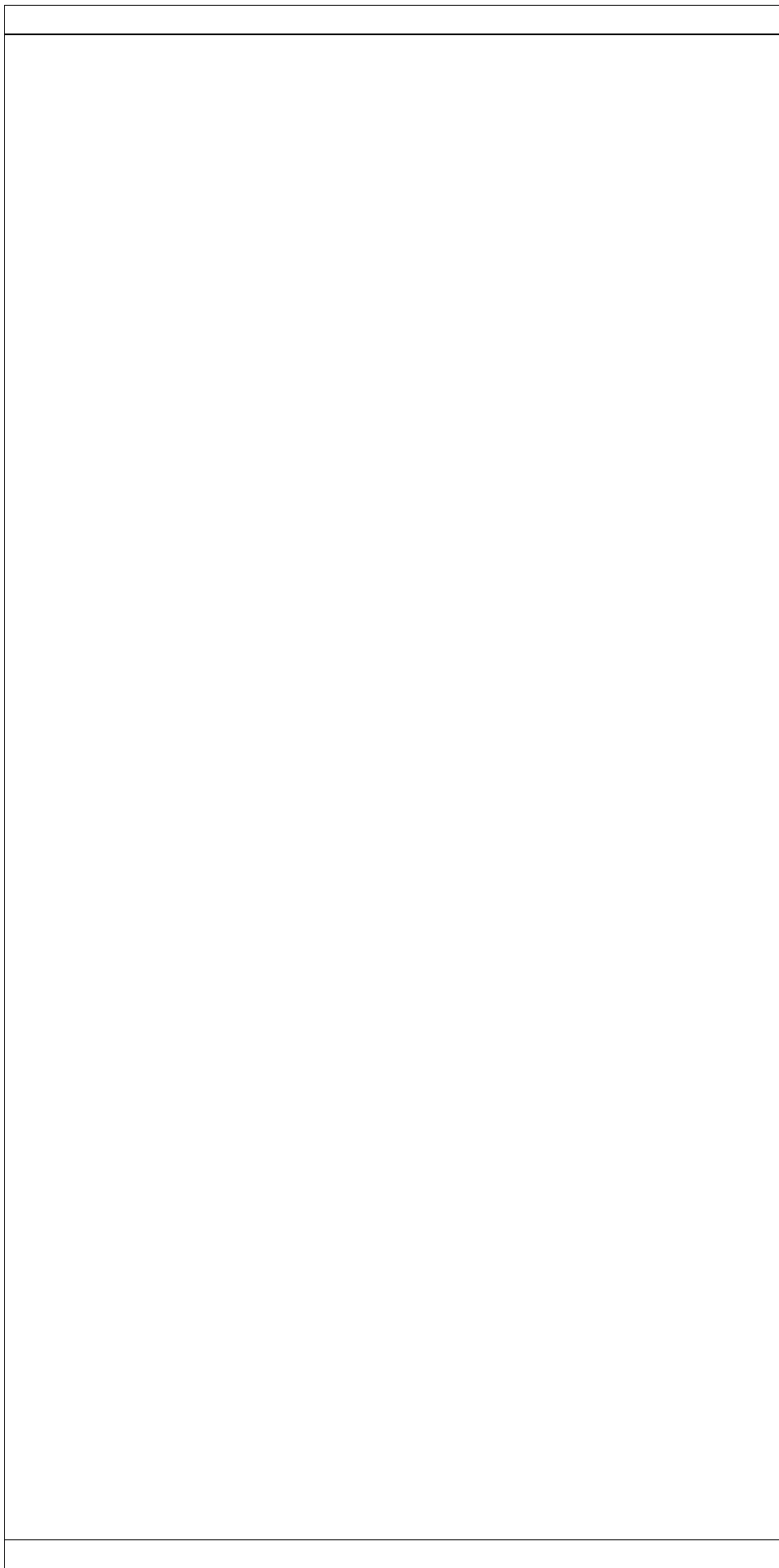
The undersigned hereby notifies you of the undersigned’s objection to the offer by Nano to purchase up to 25,266,458 outstanding ordinary shares, NIS 0.01 par value per share, of Stratasys Ltd., (“Stratasys” and “Stratasys Shares”, respectively), not already owned by Nano, such that Nano would own up 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 Stratasys Shares are tendered in the offer, as set forth in the Offer to Purchase, dated May 25, 2023, as subsequently amended and supplemented, including by the Supplement to Offer to Purchase dated June 27, 2023, the Second Supplement to Offer to Purchase dated July 10, 2023 and the Third Supplement to Offer to Purchase dated July 18, 2023 (together with any subsequent amendments or supplements thereto, the “Offer to Purchase” and, together with the Letter of Transmittal, as they may be further amended, supplemented, or otherwise modified from time to time, the “offer”) with respect to \_\_\_\_\_ (*insert number*) Stratasys Shares held by the undersigned. By executing this Notice of Objection (“Notice of Objection”), the undersigned acknowledges that the undersigned has read, and agrees to, the terms and conditions of the instructions accompanying this Notice of Objection.

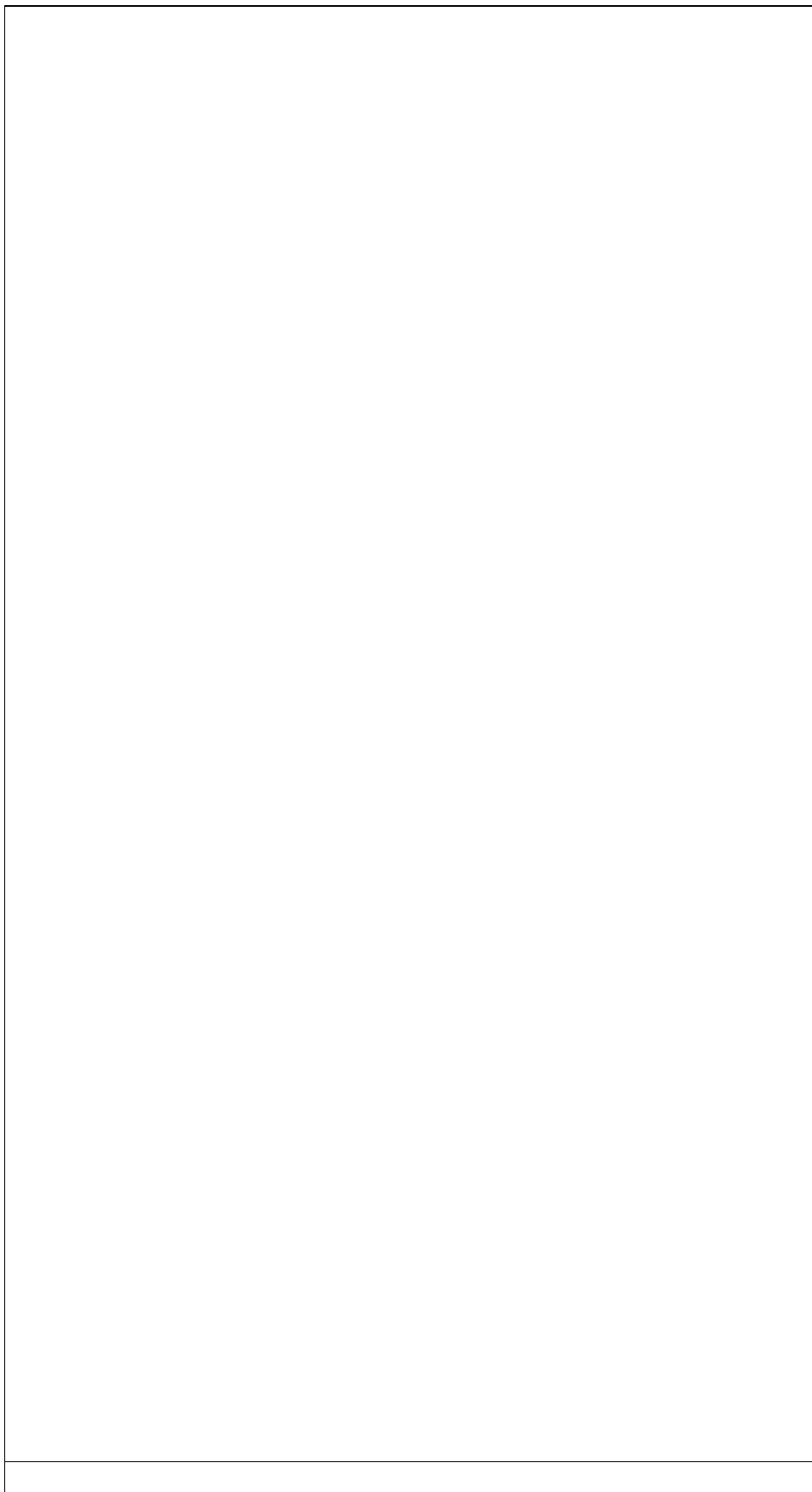
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Name(s) of Holder(s)

--





[Empty rectangular box for signature and date]

Date: \_\_\_\_\_, 2023

Broker Holding your Shares (if applicable): \_\_\_\_\_

**THIS NOTICE OF OBJECTION SHOULD ONLY BE EXECUTED BY YOU IN THE EVENT THAT YOU OBJECT TO THE OFFER WITH RESPECT TO ALL OR ANY PORTION OF YOUR STRATASYS SHARES. ACCORDINGLY, DO NOT EXECUTE THIS NOTICE OF OBJECTION IF (1) YOU WOULD LIKE TO ACCEPT THE OFFER WITH RESPECT TO THOSE STRATASYS SHARES (IN WHICH CASE YOU SHOULD COMPLETE AND EXECUTE THE LETTER OF TRANSMITTAL) OR (2) YOU DO NOT WISH TO PREVENT THE COMPLETION OF THE OFFER.**

**NOTE: SIGNATURES MUST BE PROVIDED ABOVE**

## INSTRUCTIONS TO THE NOTICE OF OBJECTION

Forming Part of the Terms and Conditions of the offer

1. *Explanation of Notice of Objection.* Under Israeli law, you may respond to the offer by accepting the offer and tendering all or any portion of your Stratasys Shares in accordance with the Offer to Purchase and the instructions contained in the Letter of Transmittal or by notifying us of your objection to the offer with respect to all or any portion of your Stratasys Shares by executing and delivering this Notice of Objection. Alternatively, you may simply do nothing and not tender your Stratasys Shares or object to the offer. It is a condition to the offer that at the Expiration Date (as defined in the Offer to Purchase), the aggregate number of Stratasys Shares validly tendered in the offer is greater than the number of Stratasys Shares represented by Notices of Objection. In making this calculation, we exclude Stratasys Shares owned by us or our affiliates. We will make this calculation and announce the results promptly after the Expiration Date (as defined in the Offer to Purchase). If this and the other conditions to the offer have been satisfied or, subject to applicable law, waived by us, shareholders will be afforded an additional four calendar days to tender their Stratasys Shares in the offer, but Notices of Objection will no longer be accepted.

If, with respect to all or any portion of your Stratasys Shares, you object to the offer during the Offer Period and the conditions to the offer have been satisfied or, subject to applicable law, waived by us, you may tender such Stratasys Shares during the Additional Offer Period (as defined in the Offer to Purchase).

Do not send any stock certificates with this Notice of Objection.





2. *Delivery of Notice of Objection.* If you wish to object to the offer and you hold your Stratasys Shares directly, complete and sign this Notice of Objection and mail or deliver it to the Depository at one of its addresses set forth on the front of this document prior to 5:00 p.m., New York time, on the Expiration Date.

If you wish to object to the offer and you hold your Stratasys Shares through a broker, dealer, commercial bank, trust company or other nominee, you must request such broker, dealer, commercial bank, trust company or other nominee to submit for you the Notice of Objection to the Depository prior to 5:00 p.m., New York time, on the Expiration Date. Do not complete and return this Notice of Objection directly if you hold your Stratasys Shares through a broker, dealer, commercial bank, trust company or other nominee.

**The method of delivery of this Notice of Objection, share certificates and all other required documents, including delivery through the Depository Trust Company, is at the option and risk of the objecting shareholder, and the delivery will be deemed made only when actually received by the Depository. If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended. In all cases, sufficient time should be allowed to ensure timely delivery.**

**No alternative, conditional or contingent Notices of Objection will be accepted. You may be required to provide proof of your ownership of Stratasys Shares at Nano's reasonable discretion.**

3. *Signatures on Notice of Objection.* If this Notice of Objection is signed by the holder(s) of Stratasys Shares, the signature(s) must correspond with the name(s) as written on the face of the certificate(s) evidencing the Stratasys Shares without alteration, enlargement or any other change whatsoever.

If any Stratasys Shares are registered in the name of two or more persons, all of those named persons must sign this Notice of Objection.

If any Stratasys Shares are registered in different names, it will be necessary to complete, sign and submit as many separate Notices of Objection as there are different registrations of those objecting Stratasys Shares.

If this Notice of Objection is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, that person should so indicate when signing, and proper evidence satisfactory to us of that person's authority so to act must be submitted.

4. *Withdrawal of 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 the Expiration Date. For a withdrawal to be effective, a written notice of withdrawal must be timely received by the Depository at one of its addresses set forth on the front of this document. Any notice of withdrawal must specify the name of the person(s) who submitted the Notice of Objection to be withdrawn and the number of Stratasys Shares to which the Notice of Objection to be withdrawn relates. 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 above. If Notices of Objection have been delivered pursuant to the procedures for book-entry transfer as set forth above, any notice of withdrawal must also specify the name and number of the account at DTC to be adjusted to reflect the withdrawal of such Stratasys Shares and otherwise comply with DTC's procedures.

5. *Determination of Validity.* All questions as to the form and validity (including time of receipt) of Notices of Objection will be determined by us, in our sole discretion, subject to applicable law, which determination will be final and binding on all parties. None of us or our affiliates or assigns, the Depository, the Information Agent, our counsel or any other person will be under any duty to give notification of any defects or irregularities in any notice or incur any liability for failure to give any such notification.

**IMPORTANT: IF YOU SUBMIT A NOTICE OF OBJECTION WITH RESPECT TO STRATASYS SHARES AND THEREAFTER YOU DELIVER TO US A LETTER OF TRANSMITTAL BY WHICH YOU TENDER THOSE STRATASYS SHARES, WE WILL DISREGARD YOUR NOTICE OF OBJECTION. SIMILARLY, IF YOU SUBMIT TO US A LETTER OF TRANSMITTAL BY WHICH YOU TENDER**



**STRATASYS SHARES, AND THEREAFTER (BEFORE THE EXPIRATION DATE) YOU DELIVER TO US A NOTICE OF OBJECTION WITH RESPECT TO THOSE STRATASYS SHARES, WE WILL DISREGARD YOUR LETTER OF TRANSMITTAL. IF YOU SUBMIT A LETTER OF TRANSMITTAL AND A NOTICE OF OBJECTION CONCURRENTLY WITH RESPECT TO THE SAME STRATASYS SHARES, THE NOTICE OF OBJECTION WILL BE DISREGARDED.**

6. *Questions and Requests for Assistance or Additional Copies.* Questions and requests for assistance may be directed to the Information Agent at the address or telephone numbers set forth below. Additional copies of the Offer to Purchase, Letter of Transmittal, this Notice of Objection and other offer documents may be obtained from the Information Agent.

*The Information Agent for the Offer is:*

# Georgeson

1290 Avenue of the Americas, 9<sup>th</sup> floor  
New York, NY 10104

For assistance call: (877) 668-1646







Tender Offer Info

FAQ

Materials

[Replace SSYS Board](#)

# Nano Dimension's \$25.00 Per Share All-Cash Special Tender Offer for the Acquisition of Stratasys Shares

[About the Tender Offer](#)



Near-Term Certainty

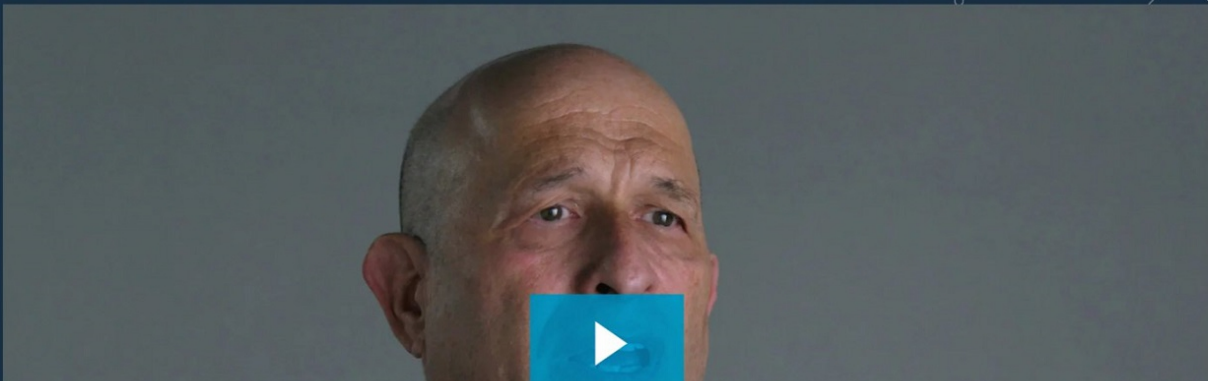


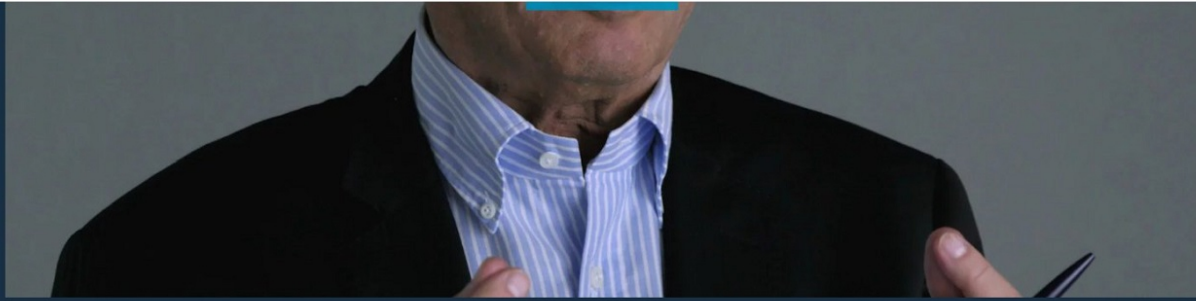
Guaranteed Cash



Premium Over Relevant Trading Metrics

A message from Nano Dimension CEO  
Yoav Stern





### Nano's all-cash special tender offer price of \$25.00 per Share

- Represents a premium to all relevant Stratasys historical trading levels, including a **93% premium to the 60-day volume-weighted average price as of March 3, 2023.**
- Represents a **56% 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** and **233% more cash** for Stratasys Shareholders than latest 3D Systems Offer submitted on July 13, 2023.

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

- Transaction provides the opportunity to establish a **market-leading portfolio of complementary products and solutions** addressing a significant Additive Manufacturing market opportunity.
- Presents **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 the terms and conditions of the offer.





proration and satisfaction or waiver of all conditions to the offer.

## 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) 668-1646

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[Disclaimer](#)



# Tender Offer Info

On July 18<sup>th</sup>, 2023, Nano Dimension Ltd. ("Nano") **extended its special tender offer** 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 \$25.00 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 31, 2023** (the "Expiration Date"), unless extended or earlier terminated in accordance with the Offer to Purchase, as subsequently amended and supplemented, 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) 668-1646

# 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 July 18<sup>th</sup>, 2023, Nano Dimension Ltd. ("Nano") **extended its special tender offer** 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 \$25.00 per Stratasys Share, to the seller in cash, delivering certain, near-term premium and all-cash value** to Stratasys shareholders.

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 31st, 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

and up to 20,200,700 Stratasy's shares, representing approximately 30.0% of the outstanding Stratasy's Shares as of the Expiration Date.

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

We are offering to pay \$25.00 per Stratasy's Share, to you in cash, less any required withholding taxes and without interest. The Offer Price will be paid in U.S. dollars.

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## If I already tendered my shares before the offer price was raised, will I get the new \$25.00 per share offer price?

Yes.

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## What is the value of Nano Dimension's offer compared to the market value of my Stratasy's Shares as of a recent date?

Nano Dimension's all-cash special tender offer for \$25.00 per Stratasy's Share represents a 93% 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 Stratasy's Share reported on Nasdaq was \$14.88. The Offer Price, \$25.00 per Stratasy's Share, is 68% greater than such reported price on Nasdaq.

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## What percentage of the Stratasy's Shares does Nano Dimension currently own?

As of May 25, 2023, Nano Dimension owned 9,695,115 Stratasy's Shares, or approximately 14.1% of the outstanding Stratasy's 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 Stratasy's 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 Stratasy's 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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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 \$25.00 per share all-cash offer represents a more compelling value creation opportunity for Stratasys shareholders than the proposed Desktop Metal transaction with Stratasys.

As the largest shareholder of Stratasys, Nano Dimension plans to vote against the proposed transaction between Stratasys and Desktop Metal.

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## **Would you support a Stratasys merger with other companies?**



Tendering shares to Nano Dimension will deliver materially more cash to Stratasys shareholders in the near-term than any currently available alternative, and preserves the ability to generate future value creation through strategic M&A.

As the largest shareholder of Stratasys, Nano Dimension intends to support the ongoing review of additional alternatives to drive shareholder value, including through industry consolidation such as a potential negotiated combination with 3D Systems and will pursue merger discussions with the best potential suitors, following the successful completion of the tender offer.

That said, Nano Dimension does not intend to support Stratasys' proposed combination with Desktop Metal, which, as structured, is highly dilutive and greatly overvalues the

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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 Stratasy 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 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 Stratasy 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 Stratasy's 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 Stratasy 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 Stratasy 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. The offer period has been extended until 5:00 p.m., New York time, on Monday, July 31st, 2023.

Additionally, Nano Dimension has raised the offer price to \$25.00 per share to further demonstrate its commitment to the consummation of the special tender offer and providing Stratasy 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. The increase in offer price further demonstrates Nano's commitment to the consummation of the tender offer and providing Stratasy 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 31st, 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 Depositary 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 \$25.00/share in cash?**

We will deposit with the Depositary an amount sufficient to make such payment to Stratasys shareholders within four U.S. business days following the Final Expiration Date (August 4, 2023, unless the offer is extended).

After the expiration of the offer our Depositary will launch a tax information portal and you will receive a link to this tax portal to complete the Tax Declaration Form.

If you are a registered holder of your shares, you will submit the Tax Declaration Form through the tax portal.

If you are a beneficial holder of your shares, you will submit the Tax Declaration form to your broker and your broker will send it to the Depositary and the Depositary will forward your form to the Israeli Tax Agent for review.

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

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### Will I have to pay any fee or commission?

If you are the record owner of your Stratasys Shares and you directly tender your Stratasys Shares to Computershare Trust Company, N.A. you generally will not have to pay brokerage fees or similar expenses. Nano Dimension will pay the fees and expenses of the Depositary in connection with the offer.

If you own your Stratasys Shares through a broker or other nominee, and your broker or other nominee tenders your Stratasys Shares on your behalf, your broker or other nominee may charge you a fee for doing so. You should consult your broker or other nominee to determine whether any charges apply.

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

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

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### What happens if the offer is oversubscribed?

If more than 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](#)

### 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?

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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 31st, 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. For a withdrawal to be effective, a written notice of withdrawal must be timely received by the Depository at its address set forth on the back cover of the Offer to Purchase. Any notice of withdrawal must specify the name of the person(s) who submitted the Notice of Objection to be withdrawn and the number of Stratasys Shares to which the Notice of Objection to be withdrawn relates. If you hold your Stratasys Shares through a broker, dealer, commercial bank, trust company or other nominee, you must request such broker, dealer, commercial bank, trust company or other nominee to submit on your behalf a notice of withdrawal.

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 31st, 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.  
c/o Voluntary Corporate Actions  
P.O. Box 43011  
Providence, RI 02940-3011

*By Overnight Courier:*

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

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

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## Replacing the Stratasys Board at the Company's Annual General Meeting

[Close All](#)

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## **Why are you seeking to replace the Stratasys Board at the Company's Annual Meeting ("AGM") on August 8th, 2023, when the tender offer expires on July 31st, 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 demanded that the Stratasys Board of Directors call an Annual General Meeting 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 Annual General Meeting immediately, and no later than August 8, 2023, and to hold it no later than 35 days after the calling of the Annual General Meeting, as required by the Israeli Companies Law.

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

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

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## **Why do you think the Stratasys Board of Directors needs to be replaced?**

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 have refused to negotiate – or even engage – with bona fide suitors, quickly rejecting Nano, a well-funded and reputable peer on its 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, unlock value and set the company on a path to realize its potential.

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## **Why is the slate of directors Nano Dimension proposed for election to Stratasys' Board a better alternative than the slate Stratasys has nominated?**

Nano Dimension has proposed 7 highly qualified directors with extensive track records of value creation for election to the Stratasys Board at the Company's August 8, 2023 Annual General Meeting in order to replace a majority of the Stratasys Board, which has neglected its fiduciary duties to the detriment of its shareholders' interests.

All of Nano's proposed nominees have previously served as CEOs or in "C-suite" level positions, through which they have created demonstrable increases in long-term shareholder value. All of the candidates bring two or more decades of extensive global experience in technology, finance, M&A and operations in manufacturing and related sectors.

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## **Who has Nano Dimension proposed for election to the Stratasys Board?**

## Strategy Board:

- **Ze'ev Holtzman**, who 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.
- **Zivi Nedivi**, who has decades of international business leadership experience. He formerly served as CEO of several technology companies, including Cyalume Technologies Inc. and Kellstrom Industries, Inc., and formerly served as COO of Lumenis Ltd.
- **Hanan Gino**, who 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.
- **Tomer Pinchas**, ex-manager at PricewaterhouseCoopers New York, who 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.
- **Nick Geddes**, who co-founded the 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.
- **Yael Sandler**, who 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.
- **Yoav Stern**, who 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.

<sup>1</sup> On July 18<sup>th</sup>, 2023, Nano Dimension announced that it raised the offer price of its special tender offer to \$25.00 per share and extended the Expiration Date of the offer period to 5:00 p.m., New York Time, on July 31<sup>st</sup>, 2023. The offer price was previously \$24.00 per share, and before that, \$20.05 per share, and before that, \$18.00 per share. On June 27<sup>th</sup>, 2023, Nano Dimension announced that it intends to purchase between 31.9% and 36.9% of the outstanding ordinary shares of Stratasy. The offer was previously scheduled to expire at 11:59 p.m. New York time on Monday, June 26<sup>th</sup>, 2023, and after that at until 5:00 p.m. New York time on July 24<sup>th</sup>, 2023.

<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 Stratasy 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 Stratasy 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 Stratasy Share (we refer to this additional period as the "Additional Offer Period").

## Nano Dimension

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## Information Agent

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(877) 668-1646



# Materials

You can receive a free copy of the Offer to Purchase, the related Letter of Transmittal, certain other tender offer documents, as subsequently amended and supplemented, 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

- › [Amendment No. 11 to Tender Offer Statement filed by Nano Dimension, \*\*July 17, 2023\*\*](#)
- › [Amendment No. 10 to Tender Offer Statement filed by Nano Dimension, \*\*July 10, 2023\*\*](#)
- › [Second Supplement to Offer to Purchase filed by Nano Dimension, \*\*July 10, 2023\*\*](#)
- › [Form of Second Amended Letter of Transmittal filed by Nano Dimension, \*\*July 10, 2023\*\*](#)
- › [Amendment No. 9 to Tender Offer Statement filed by Nano Dimension, \*\*July 5, 2023\*\*](#)
- › [Amendment No. 8 to Tender Offer Statement filed by Nano Dimension, \*\*June 29, 2023\*\*](#)
- › [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

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- › Nano Dimension Receives Hart-Scott-Rodino ("HSR") Clearance for the Stratasys Special Tender Offer, **July 17, 2023**
- › Nano Dimension Encourages Stratasys Shareholders to Replace Entrenched Board and Highlights Problematic Track Records of Stratasys Directors, **July 17, 2023**
- › Nano Dimension Increases Special Tender Offer Price for Stratasys Shares to \$24.00 per Share in Cash, **July 10, 2023**
- › Nano Dimension Increases Special Tender Offer Price for Stratasys 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 Stratasys 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 Stratasys vs. Other Alternatives, **June 8, 2023**
- › Nano Dimension Launches \$18.00 Per Share All-Cash Special Tender Offer to Increase Ownership in Stratasys to between 53% and 55% of Its Outstanding Shares, **May 25, 2023**
- › Nano Dimension Revises Proposal to Acquire Stratasys for \$20.05 in Cash and Accelerates A Strategy, **April 3, 2023**
- › Nano Dimension Increases Offer to Acquire Stratasys to \$19.55 Per Share in Cash, **March 29, 2023**
- › Nano Dimension Announces Formal Offer to Acquire Stratasys for \$18.00 Per Share to Create Additive Manufacturing Industry Leader, **March 9, 2023**

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## Presentations

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

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### Nano Dimension

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# Nano's Proposed Nominees to Replace Majority of SSYS Board

## Overview

Nano Dimension has **nominated 7 highly qualified directors with extensive track records of value creation** for election to the Stratasys Board at Stratasys' Annual General Meeting, which has been scheduled for August 8<sup>th</sup>, 2023, in order to replace the majority of the Stratasys Board, which Nano Dimension believes has neglected its fiduciary duties to the detriment of Stratasys shareholders' interests.

Stratasys directors are so deeply entrenched which led them to continue to refuse to negotiate – or even engage – with bona fide suitors. They quickly and repeatedly rejected Nano, **a well-funded and reputable peer on its multiple all-cash offers at compelling premia, including:**

- **\$18.00 per share**, reflecting a **26% premium** to the unaffected closing stock price as of March 3<sup>rd</sup>, 2023, submitted to Stratasys on March 22<sup>nd</sup>, 2023;
- **\$19.55 per share**, reflecting a **37% premium** to the closing trading price as of March 3<sup>rd</sup>, 2023, submitted to Stratasys on March 29<sup>th</sup>, 2023; and
- **\$20.05 per share**, reflecting a **41% premium** to the closing trading price as of March 3<sup>rd</sup>, 2023, submitted to Stratasys on April 3<sup>rd</sup>, 2023.

Stratasys directors **have a history of empty promises to Stratasys shareholders.**

- This includes making statements every two to three years that Stratasys will become a "billion-dollar company," only to deliver further cash-burn and value destruction.
- This is further evidenced by the losses on the sale of MakerBot in September 2022, which cost its shareholders over \$400 million.

Stratasys directors **agreed to a value-destroying Desktop Metal transaction designed to preserve their entrenchment.**

- Stratasys has entered into an agreement to merge with a cash-burning remnant of a SPAC, Desktop Metal, in a transaction that would destroy value and be highly dilutive to Stratasys shareholders, leaving shareholders with less than two-thirds of a company that would have an uncertain path for long-term value creation.
- [Shareholders have already filed lawsuits against both companies](#) about their corporate governance practices in relation to the transaction.

## Nano Dimension's Proposed Highly Qualified Director Nominees

## QUALIFIED DIRECTOR NOMINEES

In order to reach full potential, Stratasys will require better management, operators and, first and foremost, better Board oversight to optimize the business and unlock value. **Nano Dimension has nominated seven highly qualified directors to guide that effort**, all of whom previously served as CEOs or in "C-suite" positions where they **created demonstrable increases in long-term shareholder value**. Almost all of Nano Dimension's candidates have multiple decades of global business experience in technology, finance, M&A and operations in manufacturing and related sectors.

- **Ze'ev Holtzman**, who 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.
- **Zivi Nedivi**, who has decades of international business leadership experience. He formerly served as CEO of several technology companies, including Cyalume Technologies Inc. and Kellstrom Industries, Inc., and formerly served as COO of Lumenis Ltd.
- **Hanan Gino**, who 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.
- **Tomer Pinchas**, ex-manager at PricewaterhouseCoopers New York, who 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.
- **Nick Geddes**, who co-founded the 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.
- **Yael Sandler**, who 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.
- **Yoav Stern**, who 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.

## How to Vote

Nano Dimension urges Stratasys shareholders to protect their investment and the future of Stratasys – use the proxy card to vote "FOR" the nominees proposed by Nano Dimension and not Stratasys' eight nominees.

If you have any questions or require assistance with voting your shares, please contact our proxy solicitor, Innisfree M&A Incorporated, at 1 (800) 422-8620 (toll-free from the U.S. and Canada) or +1 (412) 232-3651 (from other countries).

### 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) 668-1646





**On July 18, 2023, Nano Dimension Ltd. posted the following message on Twitter:**



**Nano Dimension** @3Dpcb



Nano's all-cash special tender offer has increased to \$25/share and is the superior option for Stratasy's shareholders, offering certain value. Learn how to participate in the special tender offer here.



1

3

5



Promoted

**On July 18, 2023, Nano Dimension Ltd. posted the following message on Reddit:**



**u/NanoDimension** • Promoted

Nano's all-cash special tender offer has increased to \$25/share and is the superior alternative for Stratasy's shareholders with premium, near-term, certain value – Stratasy's other options are value destructive and uncertain.

**Nano's Tender Offer  
for Stratasy's at  
\$25/Share Offers  
Certain Value**



[www.stratasyvaluenow.com](http://www.stratasyvaluenow.com)

[Learn More](#)



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On July 18, 2023, Nano Dimension Ltd. posted the following messages via Display advertising:

**Nano's Tender Offer for Stratasys Increased to \$25/Share Offers Certain Value**

[LEARN MORE >](#)



**Nano's Tender Offer for Stratasys is Now \$25/Share Certain Value for Shareholders**

[LEARN MORE >](#)



On July 18, 2023, Nano Dimension Ltd. posted the following message via Google Search advertising:

Ad - [stratasyvaluenow.com](http://stratasyvaluenow.com) ▼

**Nano Special Tender Offer | Near-Term Certainty | Now \$25 Per Share**

Nano's offer is the Superior Alternative for Stratasys Shareholders. Learn How to Participate in the Special Tender Offer: [www.stratasyvaluenow.com](http://www.stratasyvaluenow.com).

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**Nano Dimension Increases Its Proposed Price to \$25.00 per Share in Cash in its Special Tender Offer Price for Stratasys Shares**

*a 233% Premium<sup>1</sup> Over 3D Systems' Cash Portion  
a 93% Premium Over SSYS Share Price<sup>2</sup>*

**If NANO's Tender Offer does Not Close – NANO Intends to Review its Investment in Stratasys, Including Possible Sale of All its 14.1% Holdings in Stratasys in the Open market**

*3D Systems' Proposal Worth Only \$7.50 per Share in Cash, the Rest is an Uncertain value as \$14.50 in Volatile Shares is Not-Realizable Number*

*As Stratasys' Largest Shareholder, Nano Believes Stated Value of Latest 3D Systems Offer is Misleading by Using an **Inflated and Unsustainable 3D Systems' Share Price***

*Using Historical Prices<sup>3</sup>, 3D Systems' Proposal is Worth Barely ~\$22 per Share, Only \$7.50 per Share of Which is in Cash*

*Nano Offer Provides **Guaranteed Cash Value and More Certainty** Than Any Alternative, with Ample Cash on Hand*

*Following the Completion of the Special Tender Offer, Nano Intends to Explore Strategic Industry Consolidation, Including a **Potential Combination of Stratasys with 3D Systems Based on a Full and Fair Transaction,***

**OR:**

*Will Seek to Own 100% of Stratasys as Soon as Practical and Permissible*

**EXPIRATION DATE OF THE SPECIAL TENDER OFFER HAS BEEN EXTENDED:** *Stratasys Shareholders Now Have Until 5:00 p.m., New York Time, on July 3<sup>rd</sup>, 2023, to Tender Shares*

*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)*

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

<sup>1</sup> **93% Premium** to Unaffected 60-Day VWAP to the unaffected price as of March 3<sup>rd</sup>, 2023 (before the recent acquisition proposals for Stratasys)

<sup>2</sup> **93% Premium** to Unaffected 60-Day VWAP to the unaffected price as of March 3<sup>rd</sup>, 2023 (before the recent acquisition proposals for Stratasys)

<sup>3</sup> 30-, 60-, 90- and 180-day Volume Weighted Average Price ("VWAP")

**Waltham, Mass., July 18, 2023 (GLOBE NEWSWIRE) -- Nano Dimension Ltd.**(Nasdaq: NNDM, “Nano Dimension”, “Nano”, “NANO” or the “Company”), a leading supplier of Additively Manufactured Electronics (“AME”) and multi-dimensional polymer, metal & ceramic Additive Manufacturing (“AM”) 3D printers, today announced the following actions that highlight a clear path to maximizing value for shareholders of Stratasys Ltd. (Nasdaq: SSYS) (“Stratasys”):

Nano Dimension has **increased its special tender offer price (the “Offer”) to \$25.00 per share from \$24.00, in cash**, less any required withholding taxes and without interest, to purchase between 31.9% and 36.9% of the outstanding ordinary shares of Stratasys.

1. The **expiration date of the offer period has been extended to 5:00 p.m.**, New York Time, on **July 31<sup>st</sup>, 2023** (unless further extended or earlier terminated).
  - o Tendering shares to Nano will deliver **233% more cash** to Stratasys shareholders in the near-term than any currently available alternative and preserves the ability to generate future value creation through strategic M&A opportunities.
  - o The increased price represents **a significant premium to all relevant Stratasys historical trading levels**, including a 93% premium to the unaffected 60-day average share price<sup>4</sup>. Nano’s special tender offer is the **most compelling offer for Stratasys shareholders** and remains the **only alternative available that provides certain, near-term cash value** at a significant premium and the quickest path for Stratasys shareholders to realize value.
  - o The successful completion of the special tender offer would increase Nano Dimension’s beneficial ownership of Stratasys to between 46% and 51% of the outstanding ordinary shares, inclusive of the approximately 14.1% of Stratasys’ outstanding ordinary shares that Nano Dimension currently owns.
  - o **Nano offer provides guaranteed cash and more certainty than any other option available to Stratasys shareholders.**
  - o Nano also announced yesterday that the required waiting period under the **Hart-Scott-Rodino Antitrust Improvements Act of 1976 (“HSR”)** in connection with its proposed special tender offer of Stratasys had expired and no further regulatory review by U.S. antitrust authorities is required in connection with the Offer.

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<sup>4</sup> *Unaffected 60-Day VWAP to the unaffected price as of March 3rd, 2023 (before the recent acquisition proposals for Stratasys).*



2. Nano believes the current terms of **3D Systems, Inc.** (NYSE: DDD) (“3D Systems”) **offer is misleading**, not in the best interests of Stratasys’ shareholders, and present **significant Share PRICE uncertainty** and **transaction closing risk**.
- o Nano believes that the **latest 3D Systems offer’s value is inflated by an unsustainable 3D Systems share price**.
- o On a 30-, 60-, 90- and 180-day VWAP basis, **3D Systems offer is worth barely \$22 per share, substantially below Nano’s \$25.00 all-cash offer**. Additionally, since 3D Systems’ latest offer on **July 13<sup>th</sup>, 2023, its share price has declined 6%<sup>5</sup>**, further highlighting the significant value uncertainty of the majority stock consideration of 3D Systems’ offer, as outlined below:

	3D Systems Historical Price	Stratasys Shareholders Value Received per Share
July 14, 2023	\$10.07	\$23.05
30-Day	\$9.72	\$22.51
60-Day	\$9.26	\$21.81
90-Day	\$9.50	\$22.17
180-Day	\$9.49	\$22.15

Notes: 3D Systems Historical Price represents 30-, 60-, 90- and 180-day VWAPs; Calculation assumes 3D Systems offer on July 13, 2023, for \$7.50 cash and 1.5444 3D Systems shares for one Stratasys share

- o Actually, 3D Systems’ Proposal is **worth Only \$7.50 per share in cash**. The rest is an uncertain value as **\$14.50 in 3D Systems shares is not necessarily a realistic value**:
  - Since the price of 3D Systems’ shares may **sink** before, during and long after the 3D/Stratasys transaction, as a result of the huge expected dilution (doubling the amount of 3D Systems shares in order to acquire Stratasys), **as described below**:
    - **3D Systems’ offer will nearly fully deplete its cash position** and the combined company will need to raise capital promptly (as indicated by 3D Systems’ recent shelf registration filing). The capital will likely be raised at a share price discount, which will **create additional pressure on 3D Systems’ stock price and result in further dilution and value destruction** to 3D Systems and Stratasys shareholders.
    - 3D Systems’ offer has execution risk as it will require shareholder votes from both companies and regulatory review.
3. **As Stratasys’ largest shareholder, Nano Dimension OPPOSES Stratasys’ proposed combination with Desktop Metal, Inc.** (NYSE: DM) (“Desktop Metal”), which, as structured, is highly dilutive and greatly overvalues Desktop Metal’s cash-burning business.

Following the successful completion of the special tender offer, as the largest shareholder of Stratasys, Nano Dimension **intends to support a review of strategic alternatives for Stratasys to further enhance shareholder value, including through industry consolidation**, possibly through a **negotiated combination with 3D Systems OR** increasing Nano’s ownership of Stratasys to 100%.

<sup>5</sup> Share price performance based on July 12, 2023, closing price of \$10.73 and July 14, 2023 closing price of \$10.07.

o Following the successful consummation of Nano’s Special Tender Offer, **Nano intends to explore various strategic alternatives**, including but not limited to:

- (1) pursuing a negotiated combination of Stratasy with 3D Systems at appropriate terms, and/or
- (2) purchasing the remaining portion of Stratasy to reach 100% ownership as soon as practical and permissible by U.S. and Israeli law.

o Completing a transaction for all of Stratasy is a step in **NANO’s broader industry consolidation strategy**, focused on profitability and cash generation to drive value for all shareholders.

***Additional Special Tender Offer Information***

Shareholders who have validly tendered and not properly withdrawn their Stratasy shares do not need to re-tender their shares or take any other action in response to the increase in price of the Offer. Shareholders who have not yet tendered their Stratasy shares or filed a notice of objection will be given the opportunity to do so in the same manner and under the same terms and conditions as set out in the Offer.

Based on information provided by Computershare Trust Company, N.A., the depository for the tender offer, as of 5:00 p.m., New York time, on July 17th, 2023, 4,100,607 Stratasy shares had been validly tendered and not properly withdrawn pursuant to the Offer.

Nano Dimension will amend its tender offer statement on Schedule TO, and the related exhibits, filed with the Securities and Exchange Commission (the “SEC”) and will disseminate a supplement to the offer to purchase to Stratasy shareholders reflecting the increased offer price and extended offer period.

**LEARN MORE ABOUT NANO DIMENSION, ITS STRATEGY AND VISION, INCULDING 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 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 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. Stratasy 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 manufacturing machines 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 plans to support a review of strategic alternatives to further enhance Stratasys shareholder value (including through industry consolidation, possibly through a negotiated combination with 3D Systems following the successful completion of the special tender offer, and completing a transaction for all of Stratasys following the successful completion of the special tender offer), 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 currently available alternative transactions offered to Stratasys shareholders by third parties. Because such statements deal with future events and are based on Nano Dimension’s current expectations, they are subject to various risks and uncertainties. The completion of the special tender offer would be subject to certain conditions as described in the tender offer materials, including the offer to purchase, a related letter of transmittal and other tender offer documents, as amended and supplemented. Actual results, performance, or achievements of Nano Dimension could differ materially from those described in or implied by the statements in this press release. The forward-looking statements contained or implied in this press release are subject to other risks and uncertainties, including those discussed under the heading “Risk Factors” in Nano Dimension’s annual report on Form 20-F filed with the SEC on March 30, 2023, and in any subsequent filings with the SEC. Except as otherwise required by law, Nano Dimension undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. References and links to websites have been provided as a convenience, and the information contained on such websites is not incorporated by reference into this press release. Nano Dimension is not responsible for the contents of third-party websites.

## **NANO DIMENSION INVESTOR RELATIONS CONTACT**

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