



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

SCHEDULE TO

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

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

NANO DIMENSION LTD.

(Name of Filing Person (Offeror))

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

M85548101
(CUSIP Number of Class of Securities)

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

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

With copies to:

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

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

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

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

issuer tender offer subject to Rule 13e-4

going-private transaction subject to Rule 13e-3

amendment to Schedule 13D under Rule 13d-2

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

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

This Amendment No. 14 (this “Amendment No. 14”) 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 \$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, 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”), as further amended and supplemented by the Third Supplement to Offer to Purchase, dated July 18, 2023 (the “Third Supplement to Offer to Purchase” and, together with the Original Offer to Purchase, the First Supplement to Offer to Purchase and the Second Supplement to Offer to Purchase, the “Offer to Purchase”), and in the related Third Amended Letter of Transmittal, dated July 18, 2023 (the “Third Amended Letter of Transmittal”).

Except as otherwise set forth in this Amendment No. 14, 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. 14 together with the Schedule TO and the Offer to Purchase.

ITEMS 1 THROUGH 9 AND ITEM 11.

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

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

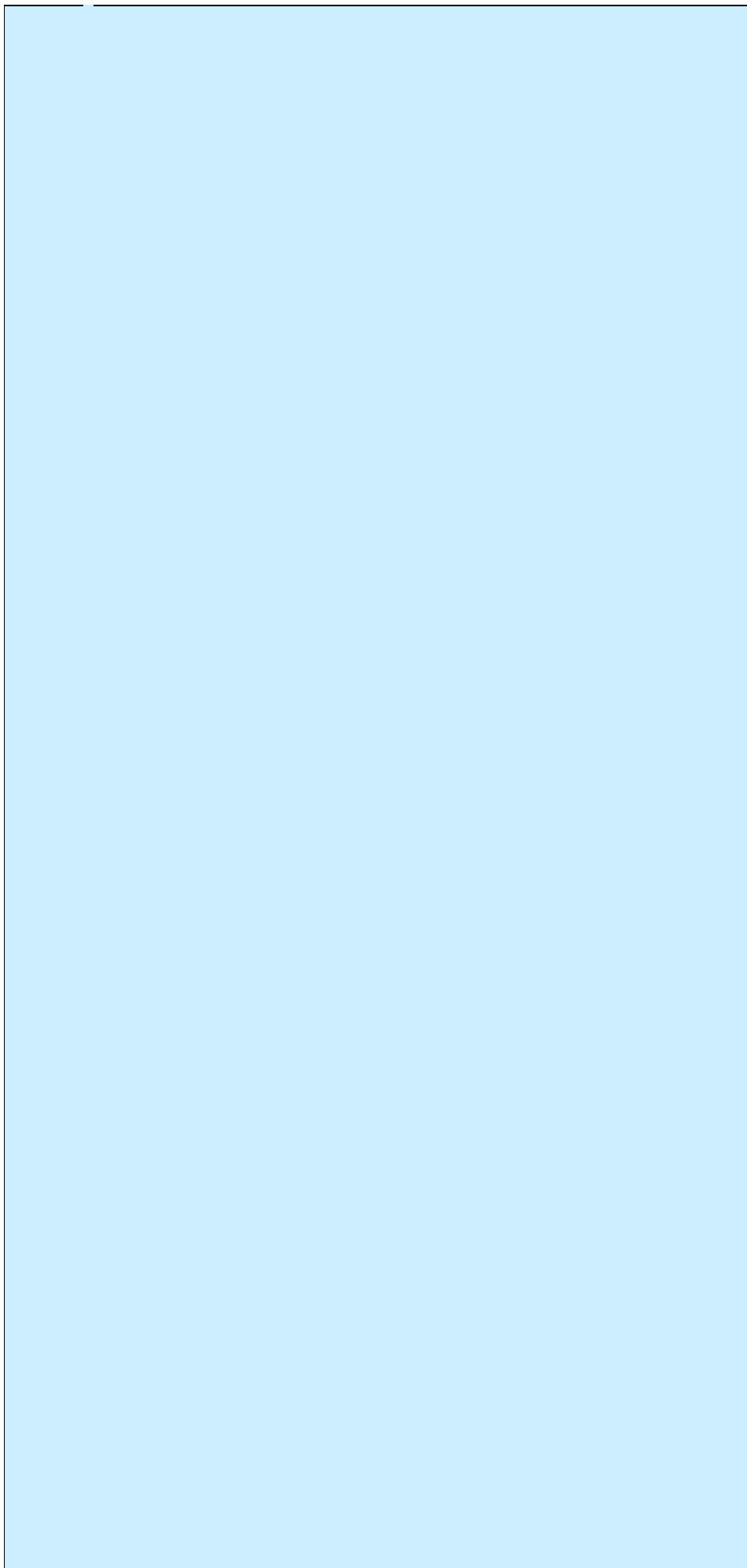
“On July 19, 2023, we issued a press release calling into question the reliability of a recent Stratasys news release and urging Stratasys shareholders to vote against re-electing the current Stratasys Board at its 2023 Annual General Meeting, which has been scheduled for August 8, 2023.”

ITEM 12. EXHIBITS.

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

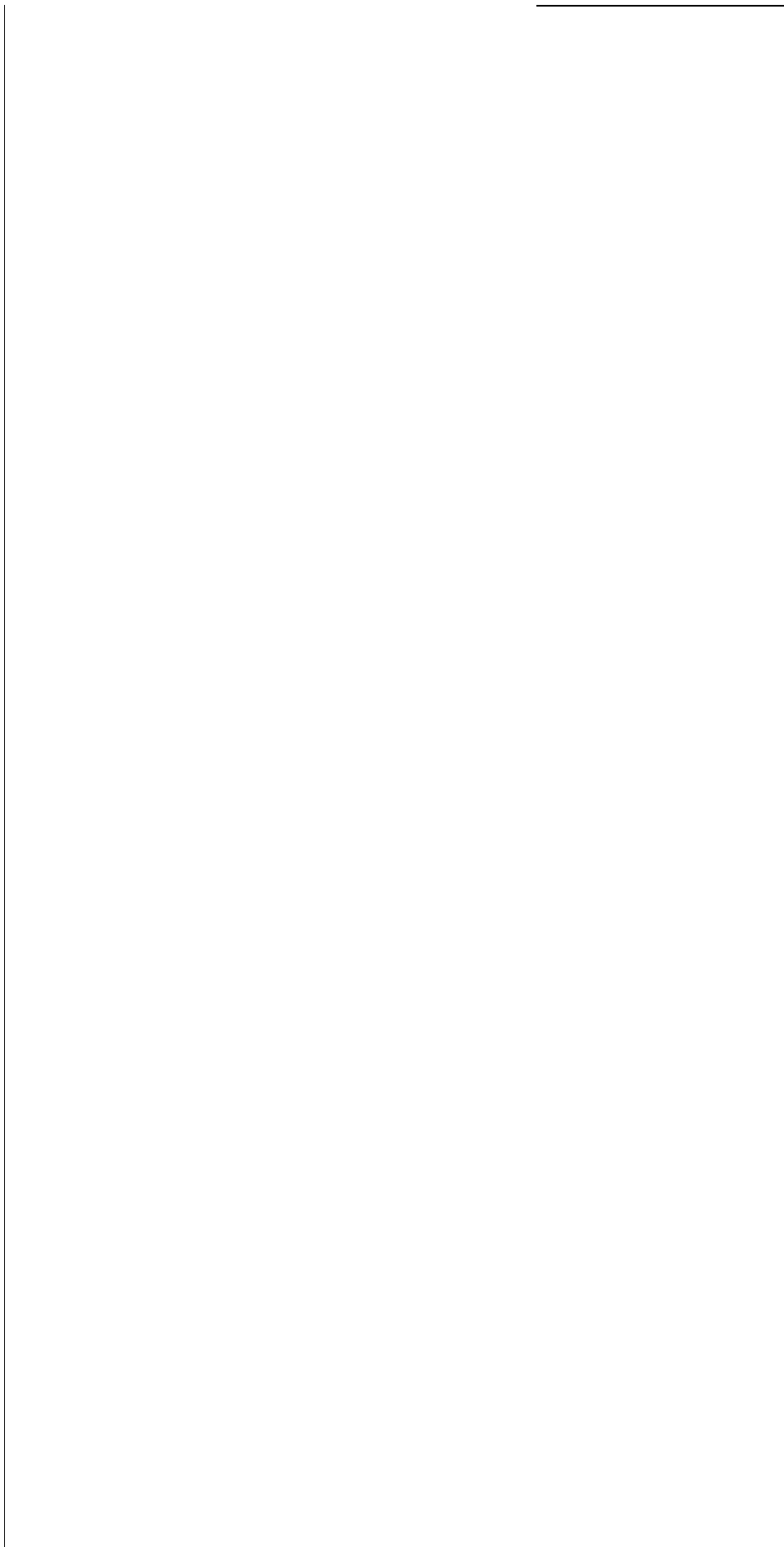
NO.

DESCRIPTION



SIGNATURE

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

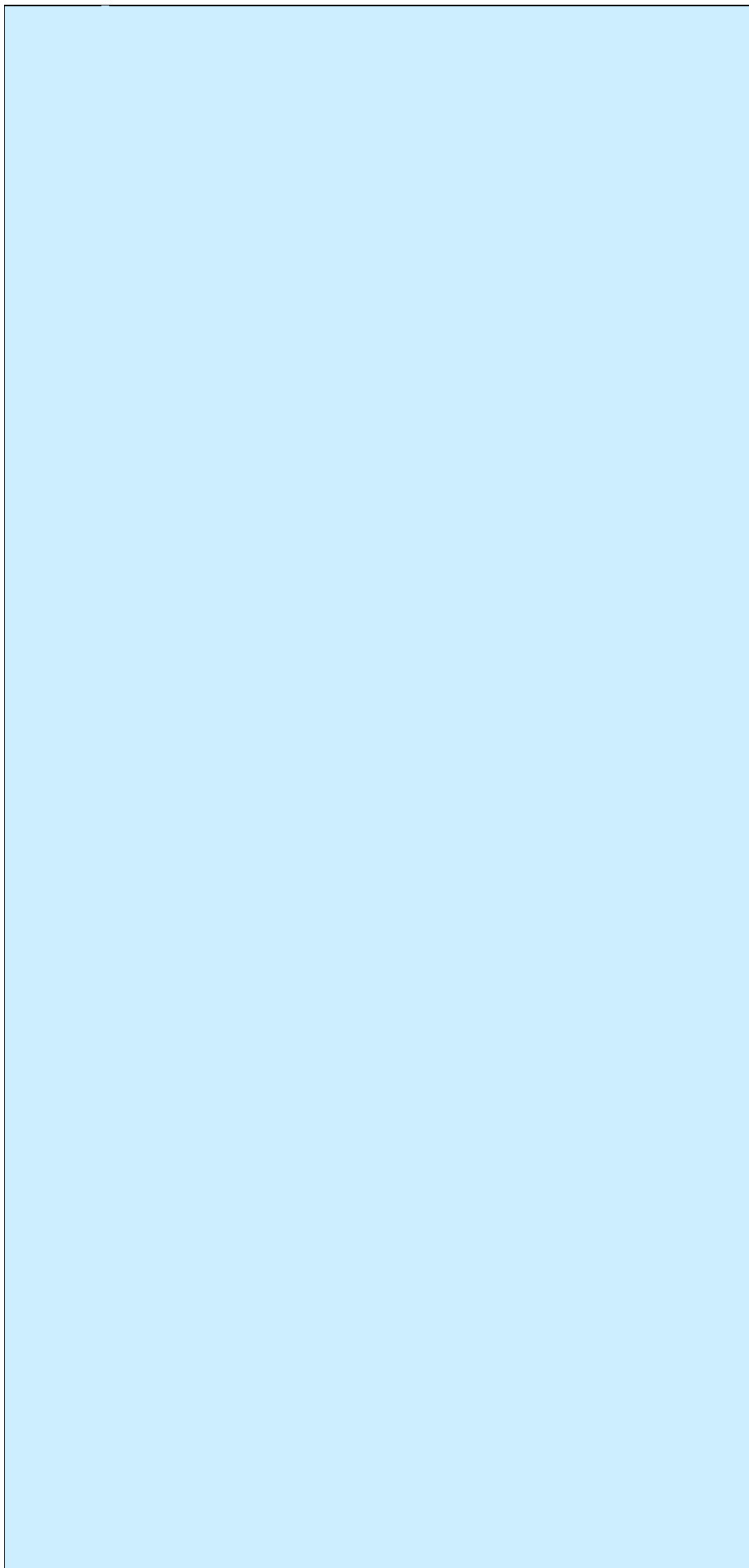


Dated: July 19, 2023

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.](#)

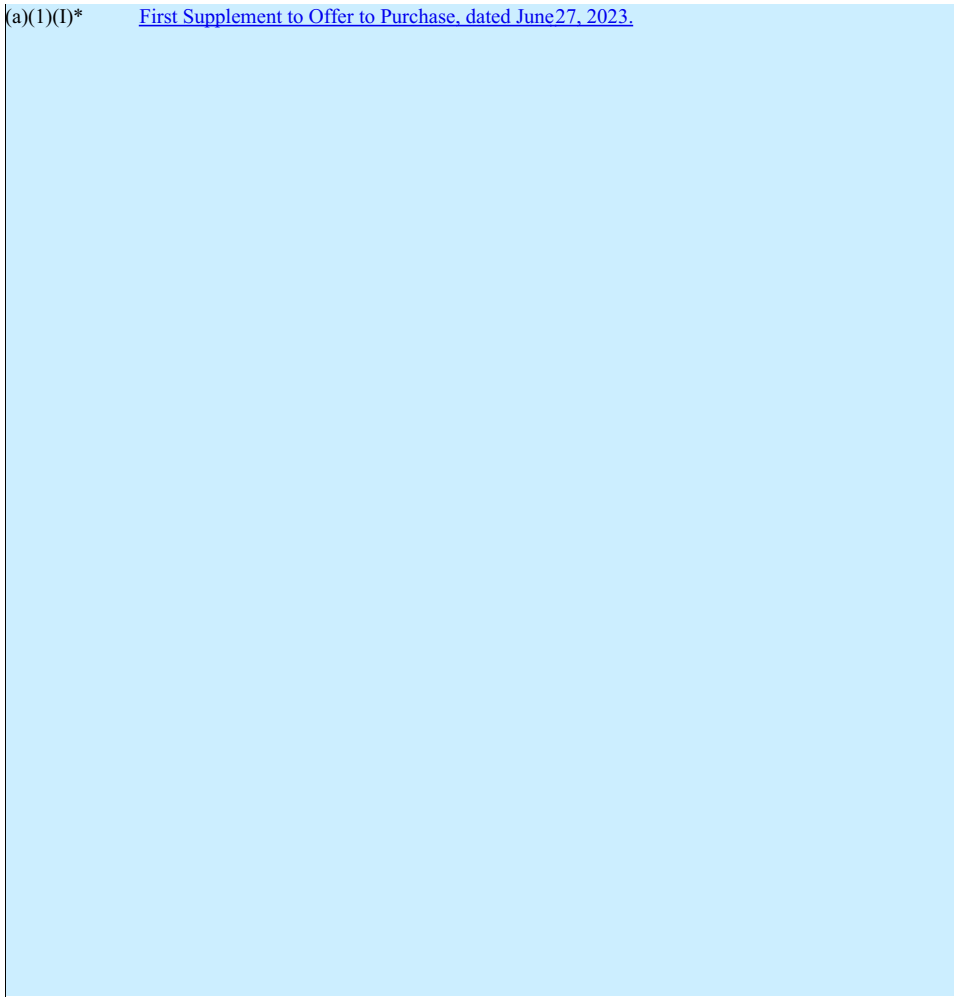
(a)(1)(G)** Declaration Form ("Declaration of Status for Israeli Income Tax Purposes").

(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.](#)

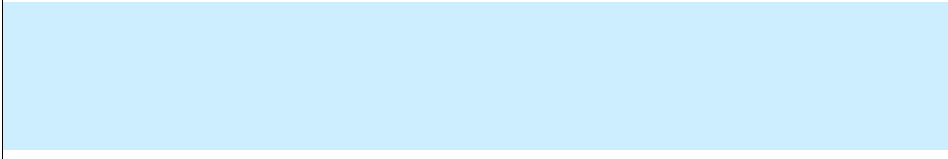


(a)(1)(K)*

[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)(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)(U)*

[Third Supplement to Offer to Purchase, dated July 18, 2023.](#)

(a)(1)(V)*

[Third Amended Letter of Transmittal.](#)

(a)(1)(Y)*

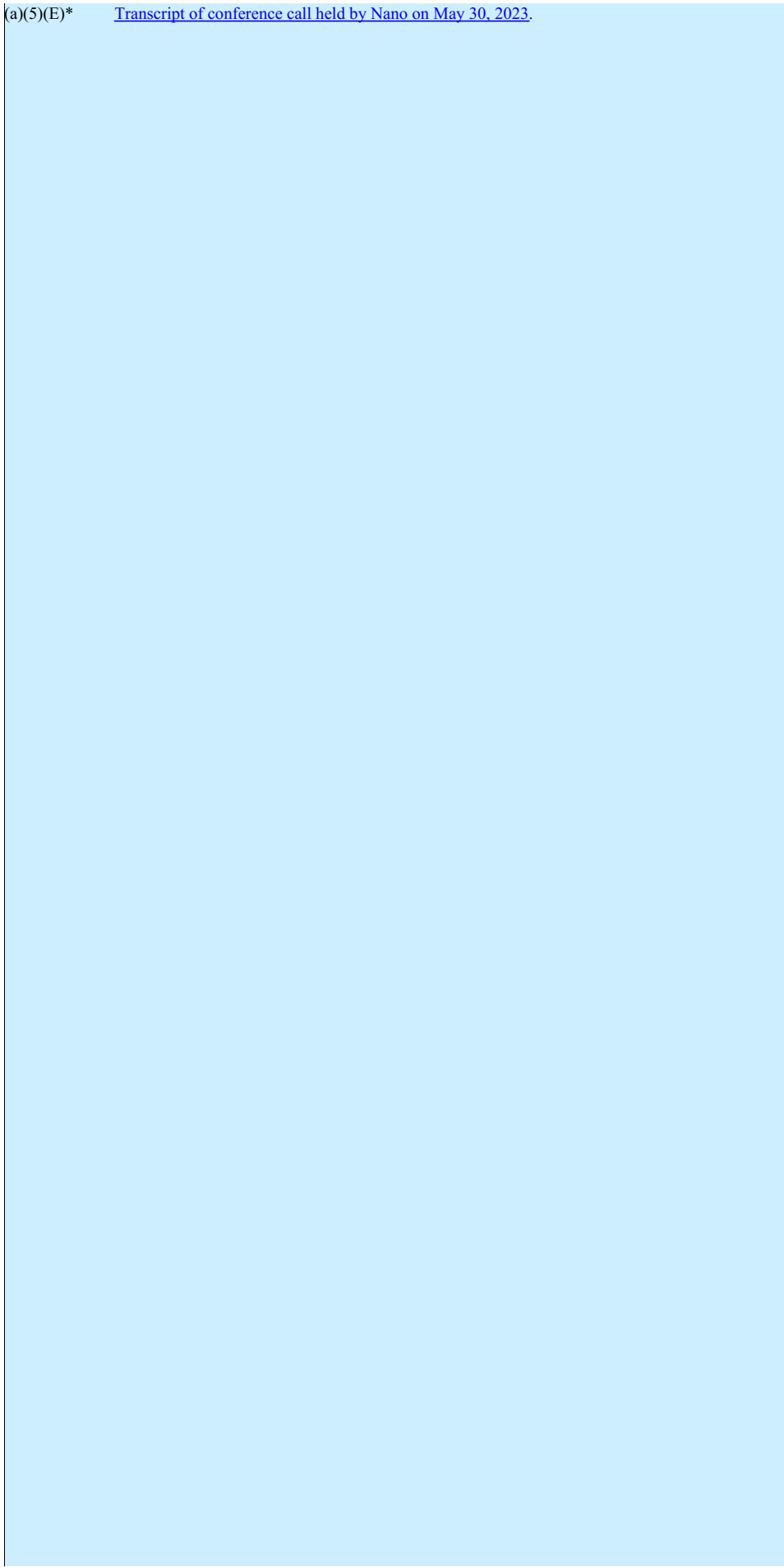
[Third Amended Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.](#)

(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.](#)

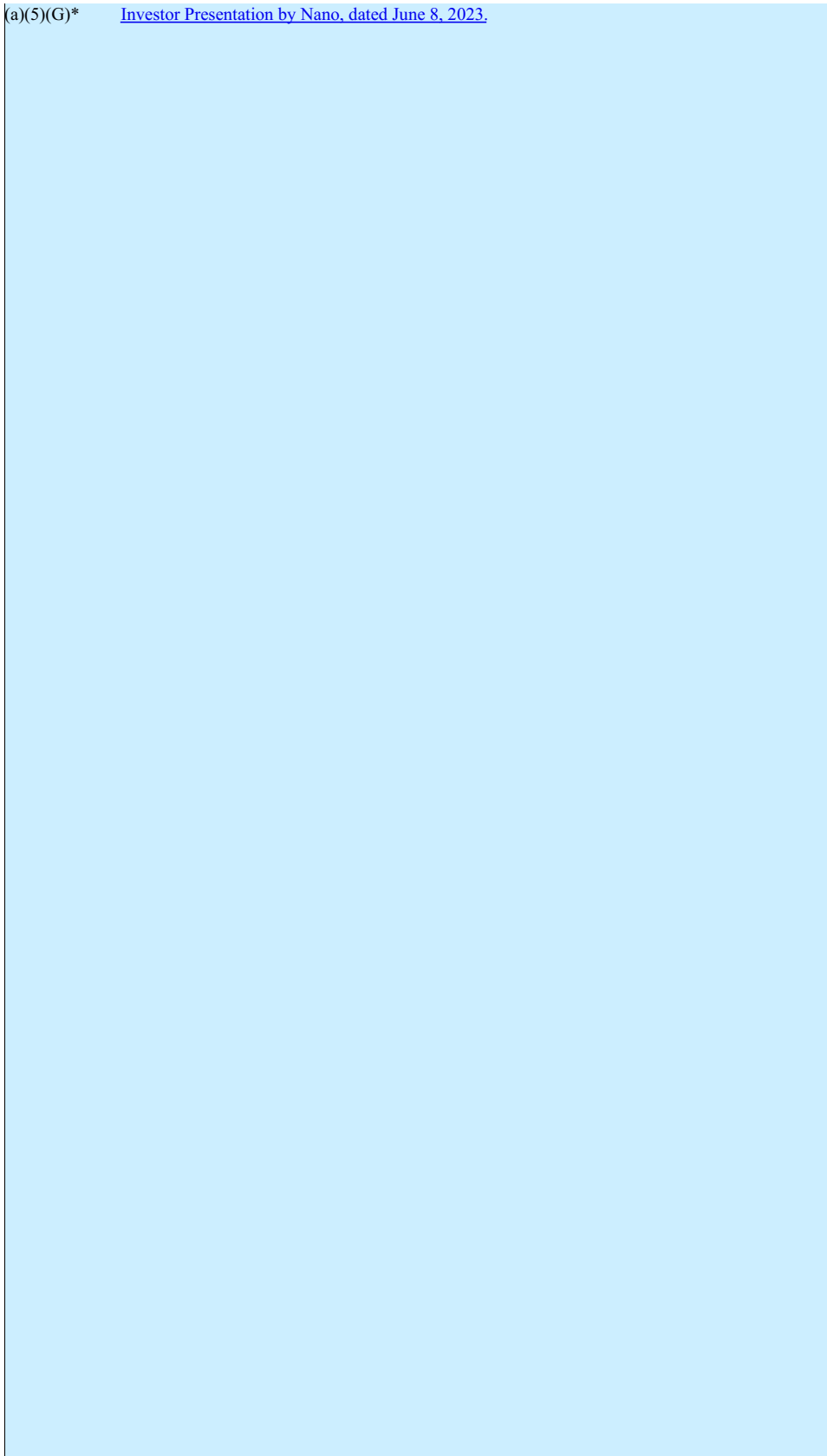


(a)(5)(F)*

[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)*

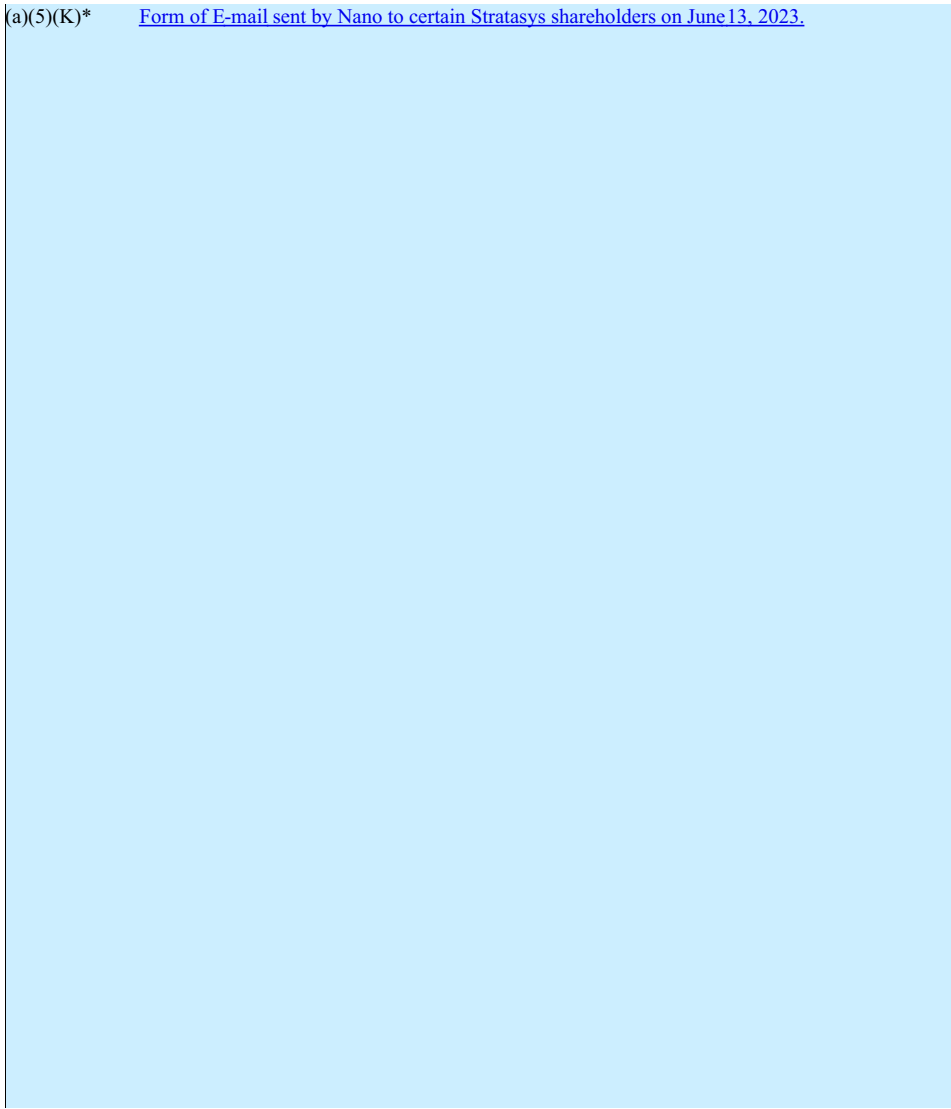
[Special Tender Offer Information Website, launched by Nano, as amended on June 29, 2023.](#)

(a)(5)(J)*

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

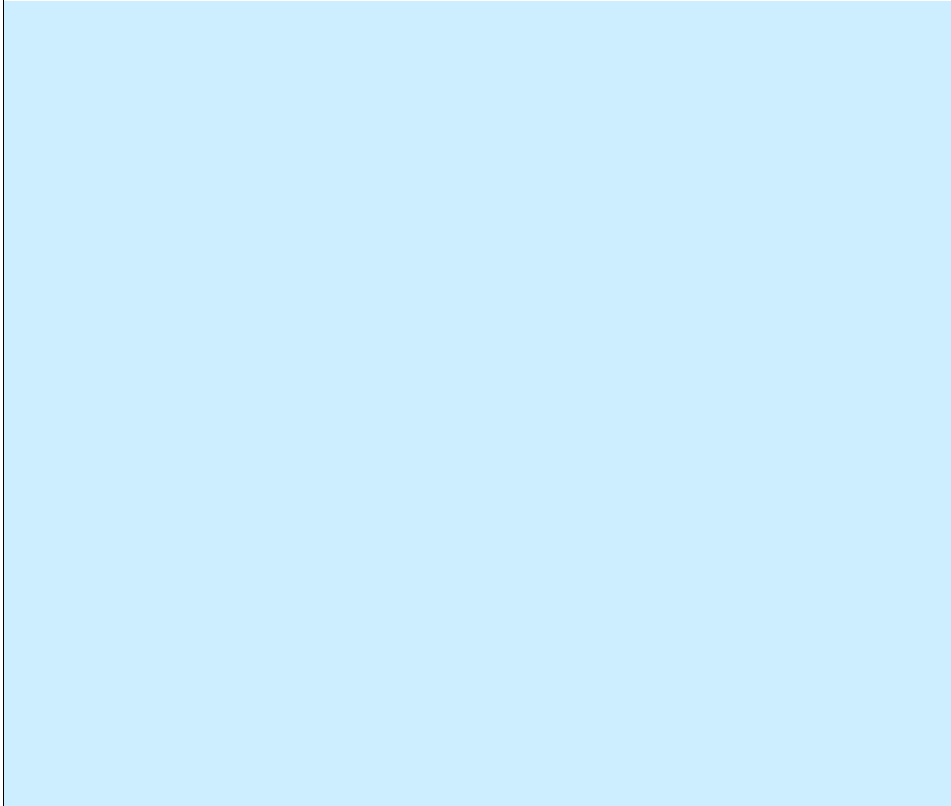
(a)(5)(K)*

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



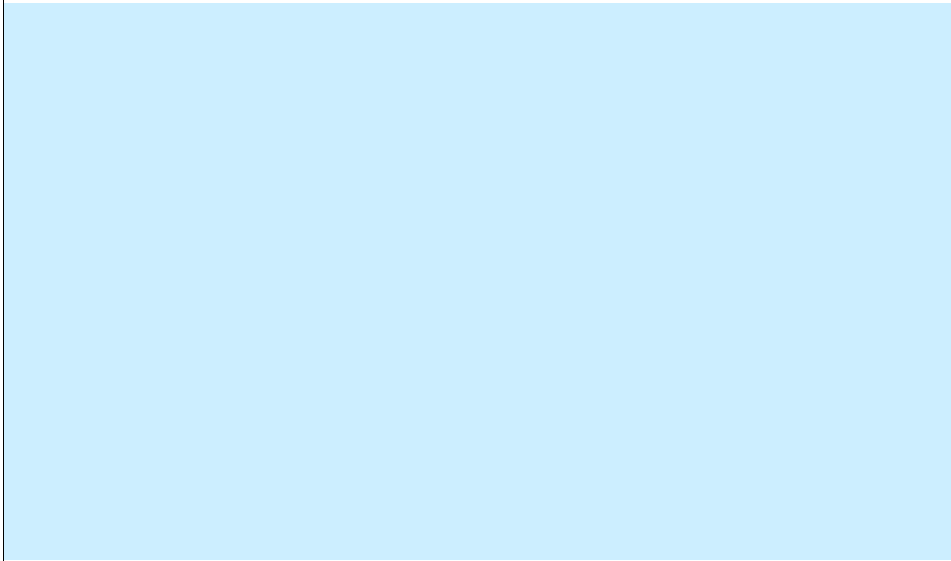
(a)(5)(L)*

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



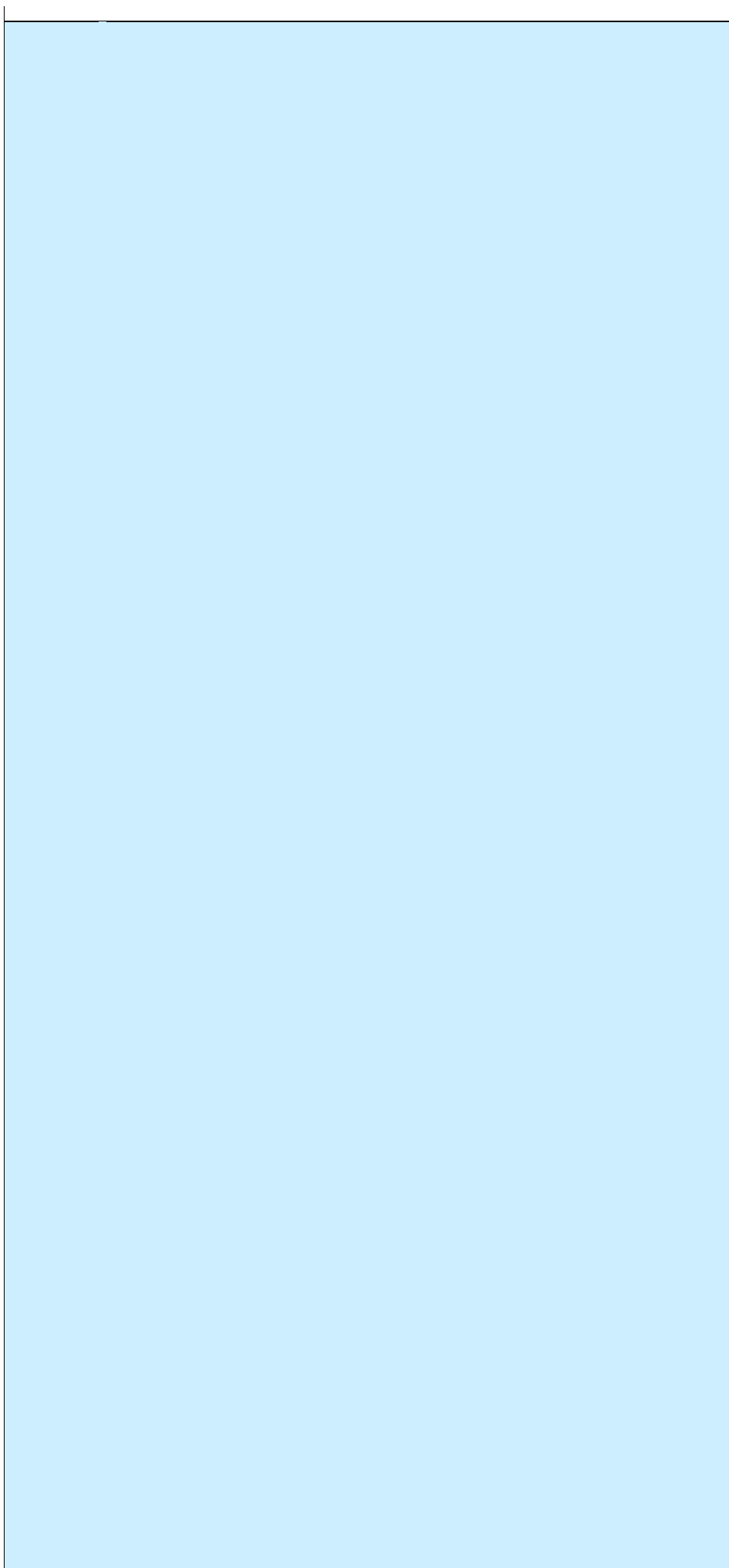
(a)(5)(N)*

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



NO.

DESCRIPTION

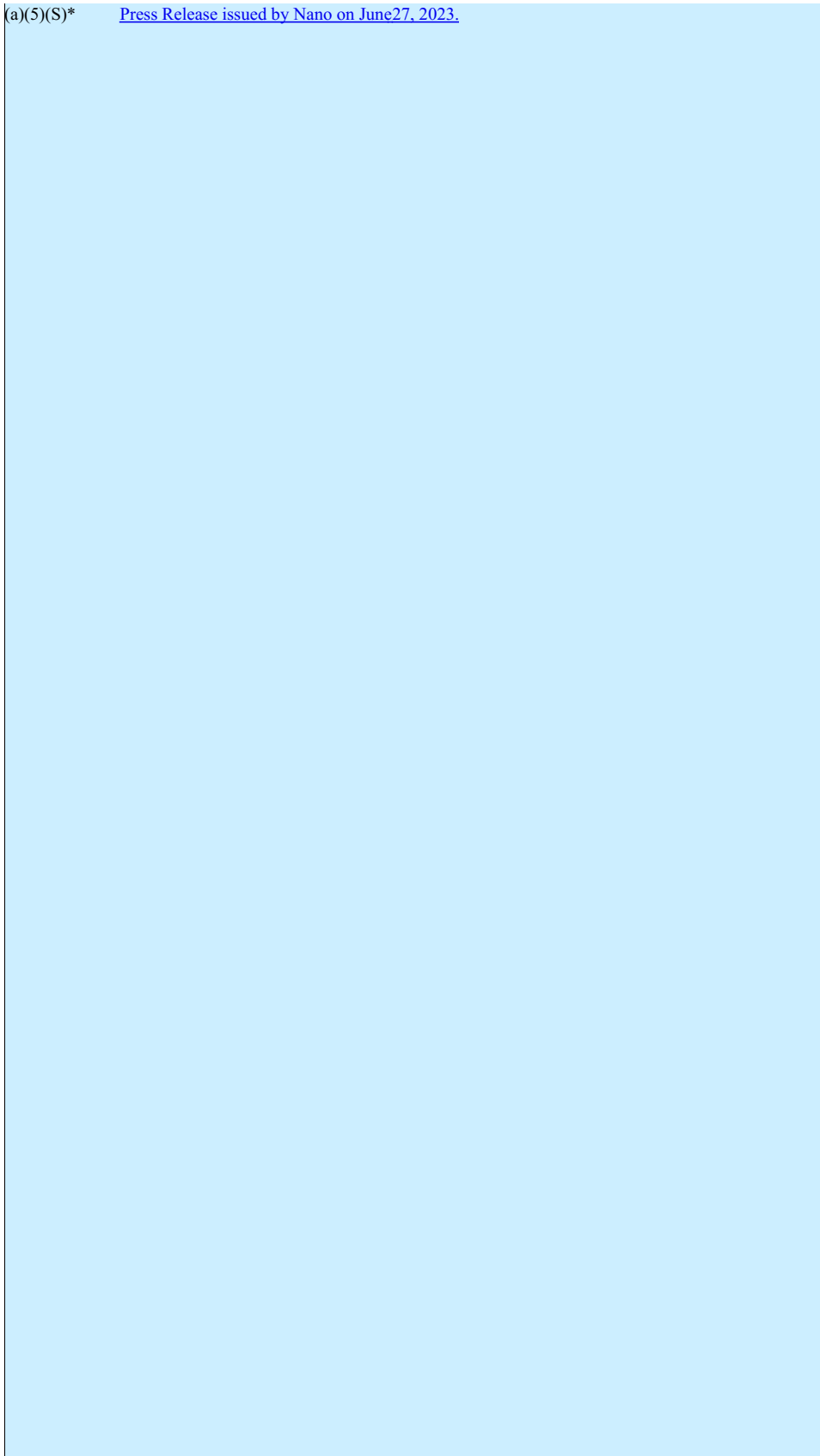


(a)(5)(Q)*

[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.](#)

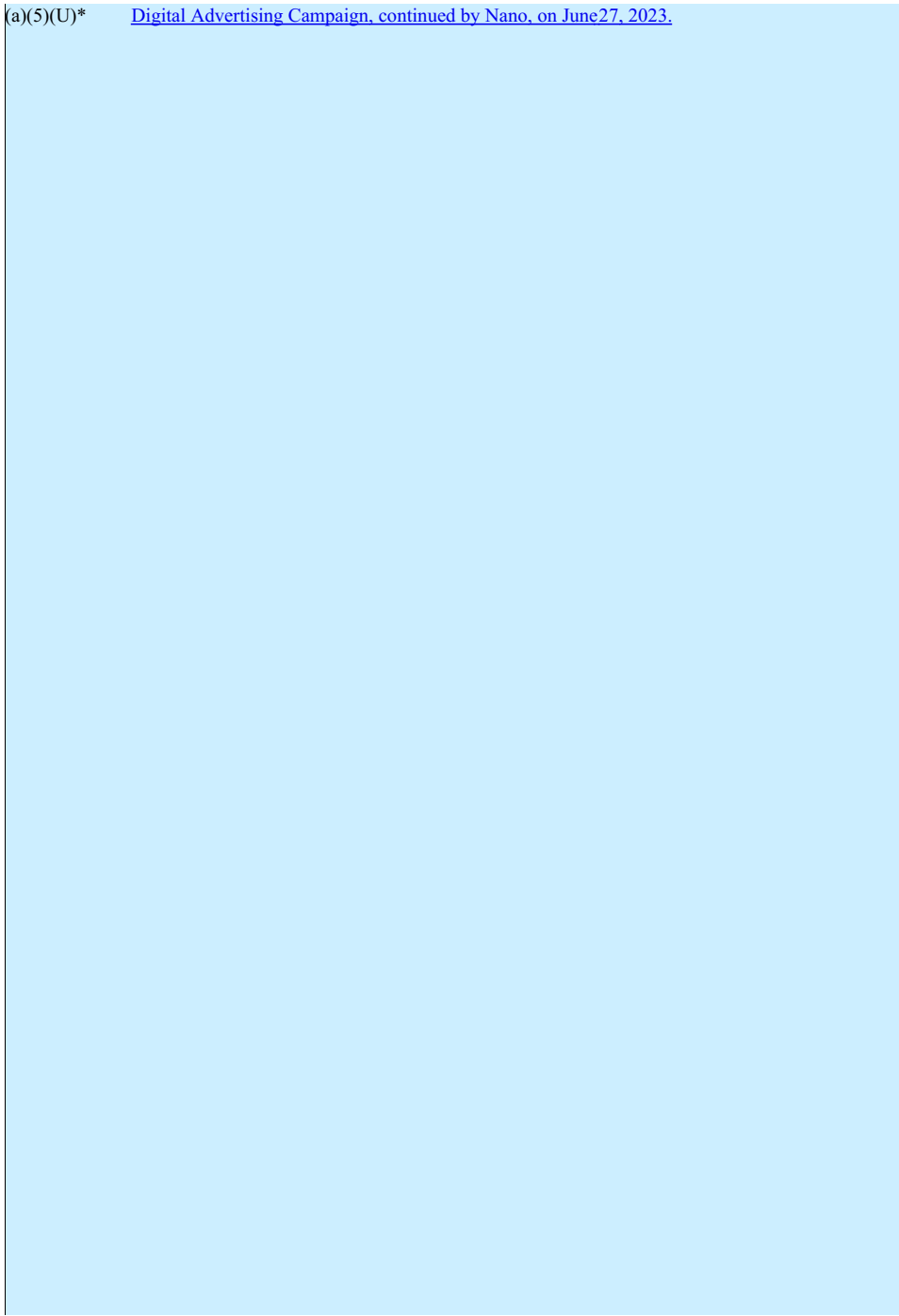


(a)(5)(T)*

[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.](#)

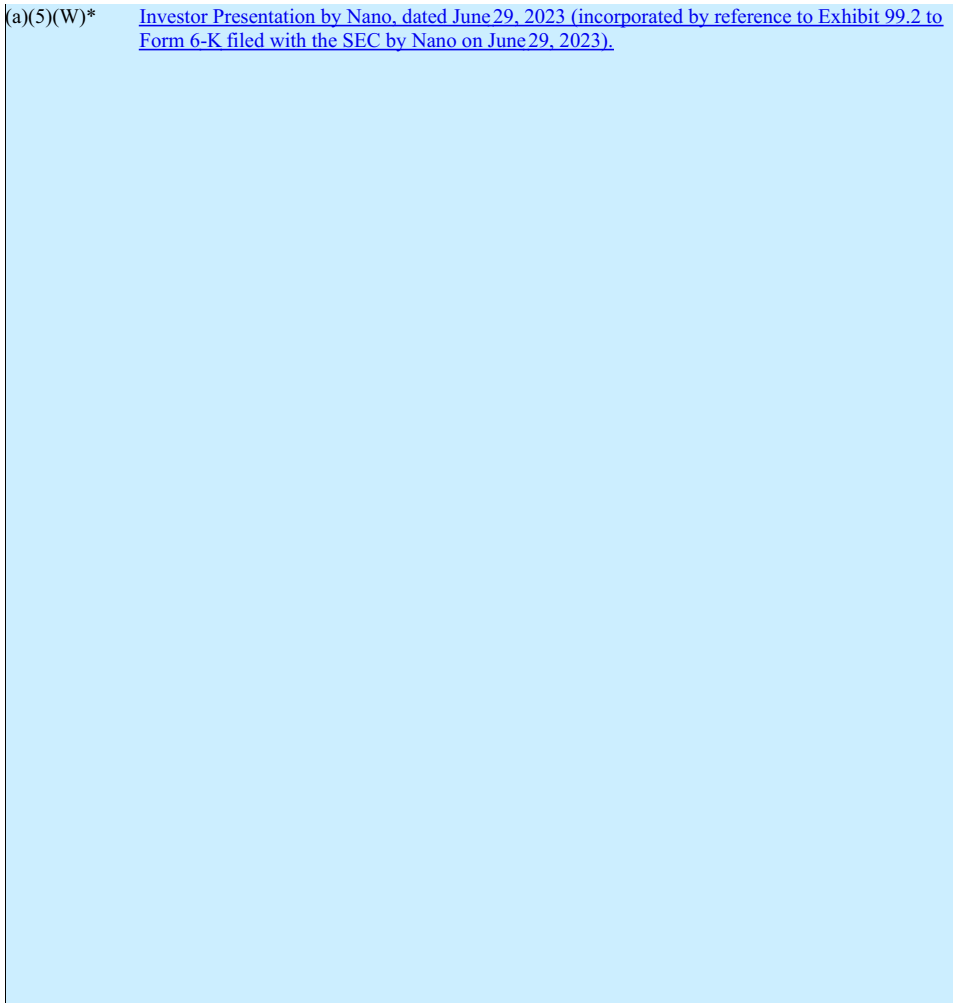


(a)(5)(V)*

[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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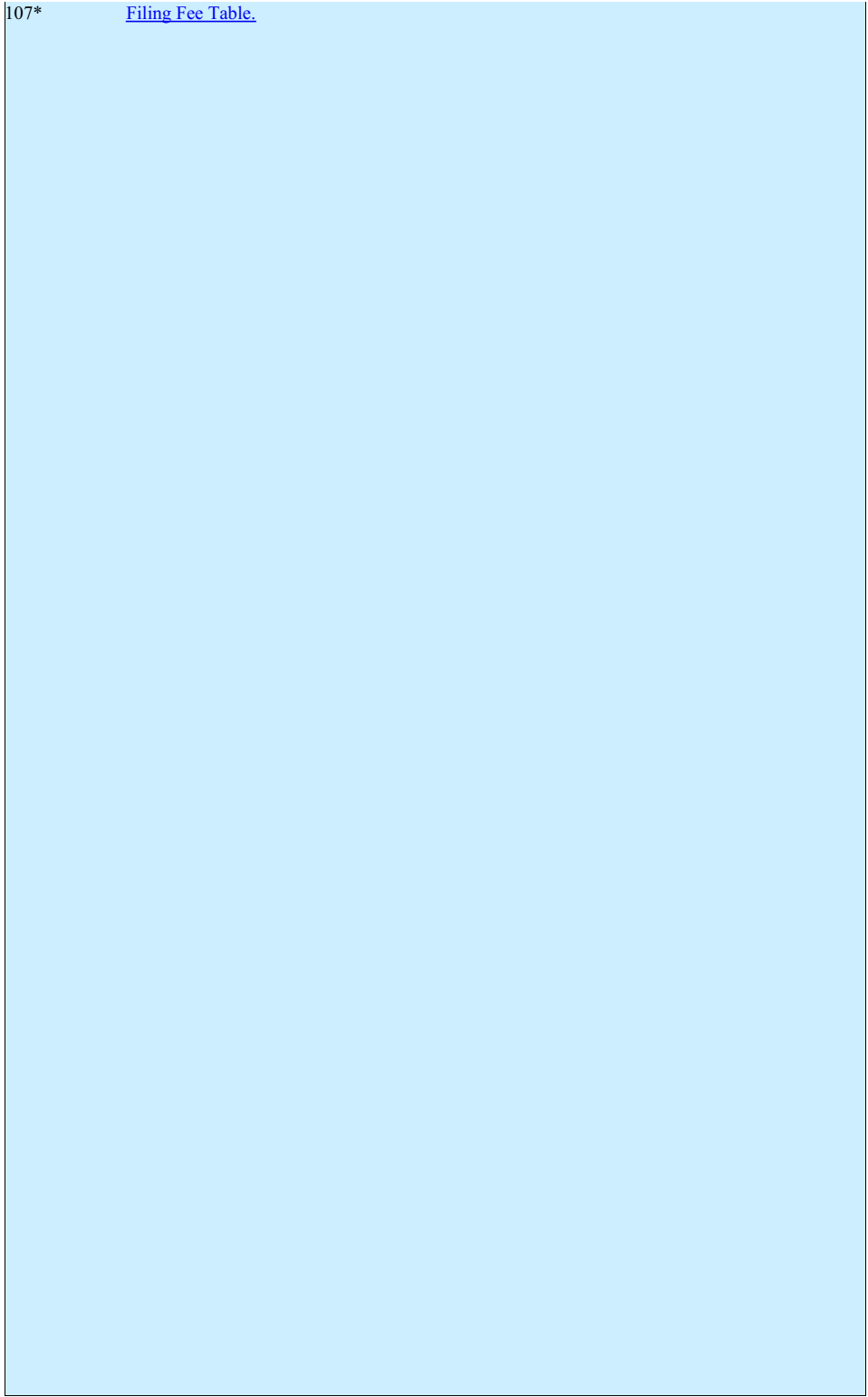
[Redacted]

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(b) – (h)

Not applicable.



* Previously filed.

** Filed herewith.

*** To be filed by amendment.



[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

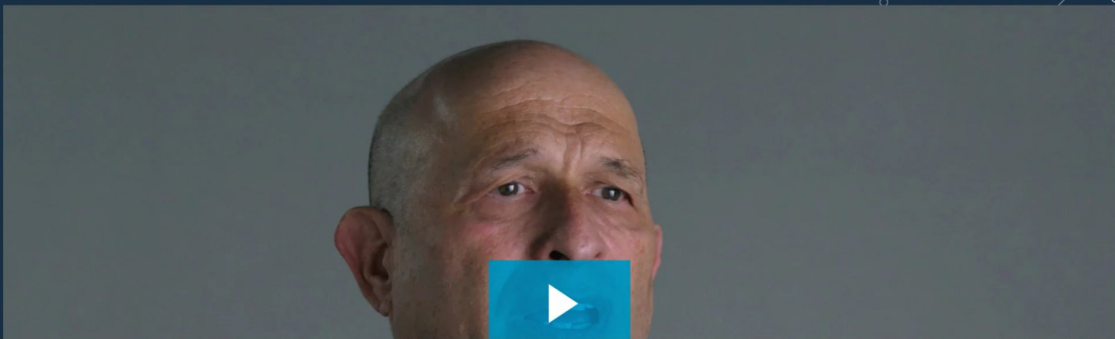


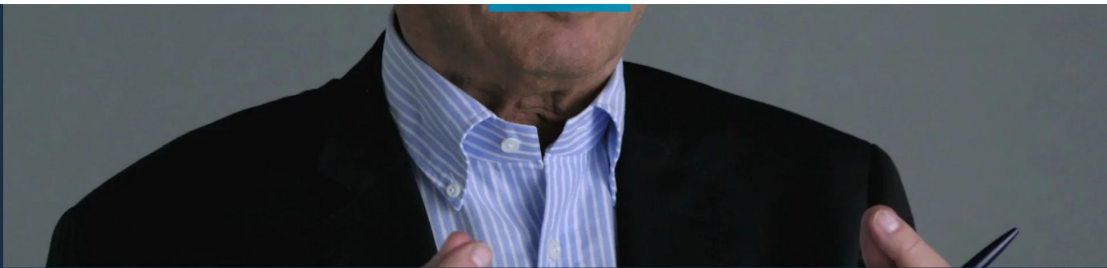
Guaranteed Cash



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



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

Nano Dimension

Investor Relations

ir@nano-di.com

Media

NanoDimension@fgsglobal.com

Information Agent

Georgeson

(877) 668-1646

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[Disclaimer](#)

Tender Offer Info

On July 18th, 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,¹ 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.²

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 11:59 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 period³ 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 11:59 p.m., New York time, on the Expiration Date, but not during the Additional Offer Period.

Conditions to the Tender Offer

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

How to Accept the Tender Offer

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.

¹ 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.

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

³ 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

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Media

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Information Agent

Georgeson

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Disclaimer

FAQ

About the Tender Offer and Eligibility

We are Nano Dimension Ltd. ("Nano Dimension" or "Nano"), a company organized under the laws of the State of Israel. Nano Dimension is a leading supplier of Additively Manufactured Electronics and multi-dimensional polymer, metal & ceramic Additive Manufacturing 3D printers. On July 18th, 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,¹ 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 11:59 p.m., New York time, on July 31st, 2023, or, if we subsequently extend the offer¹, before 11:59 p.m., New York time, on the date to which the offer is extended².

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 Stratasys Shares, representing approximately 30.0% of the outstanding Stratasys Shares as of the Expiration Date.

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

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

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

Yes.

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

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

What percentage of the Stratasys Shares does Nano Dimension currently own?

As of May 25, 2023, Nano Dimension owned 9,695,115 Stratasys Shares, or approximately 14.1% of the outstanding Stratasys Shares as of May 24, 2023.

Who can participate in the offer?

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

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.

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](#).

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

If any condition is not satisfied, we may elect not to purchase, or may be prohibited from purchasing, any Stratasys Shares tendered pursuant to the offer, or, subject to applicable law, we may waive such conditions.

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

will be returned promptly to their owners.

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.

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.

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.

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

cash burning business.

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

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

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

The tender offer is subject to mandatory CFIUS review. CFIUS 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's 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's 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's will operate independently.

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 11:59 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's shareholders with certain, near-term cash at a superior premium.

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's shareholders with certain, near-term cash at a superior premium.

Can the offer be extended and the offer price be raised again and under what circumstances?¹

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.

How will I be notified if the offer is extended again?¹

If Nano Dimension decides to extend the Expiration Date beyond 11:59 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.

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.

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.

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.

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

Will I have to pay any fee or commission?

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

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

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.

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.

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.

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.

What if I have already objected to the offer?

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

You may withdraw a previously submitted Notice of Objection at any time prior to 11:59 p.m., New York time, on July 31st, 2023, or, if we subsequently extend the offer, before 11:59 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 11:59 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.

Until what time may I withdraw previously tendered Stratasys Shares?

You may withdraw your tendered Stratasys Shares at any time before 11:59 p.m., 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.

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.

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

[Close All](#)

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.

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.

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.

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.

¹ On July 18th, 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 11:59 p.m., New York Time, on July 31st, 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 27th, 2023, Nano Dimension announced that it intends to purchase between 31.9% and 36.9% of the outstanding ordinary shares of Stratasys. The offer was previously scheduled to expire at 5:00 p.m. New York time on Monday, June 26th, 2023, and after that at until 5:00 p.m. New York time on July 24th, 2023.

² The period of time during which the offer remains open, as may be extended or adjusted for earlier termination of the offer, is referred to as the "Offer Period" and the date of completion of the Offer Period is referred to as the "Expiration Date". As required under Israeli law, if (i) the conditions of the offer have been satisfied or, subject to applicable law, waived by us; and (ii) with respect to each Stratasys Share owned by you, you have (a) not yet responded to the offer, (b) notified us of your objection to the offer, or (c) tendered such Stratasys Share but have properly withdrawn your tender during the Offer Period, then, you will be afforded an additional four (4) calendar-day period, during which you may tender each such Stratasys Share (we refer to this additional period as the "Additional Offer Period").

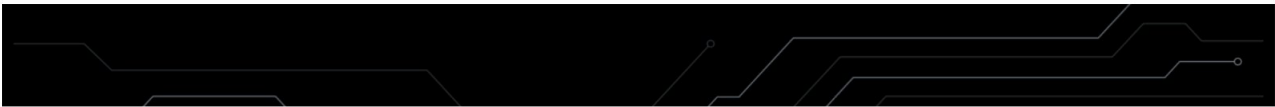
Nano Dimension

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Information Agent

Georgeson
(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 or by contacting Georgeson at (877) 668-1646.

Tender Offer Statement

- › Amendment No. 12 to Tender Offer Statement filed by Nano Dimension, **July 18, 2023**
- › Third Supplement to Offer to Purchase, **July 18, 2023**
- › Third Amended Letter of Transmittal, **July 18, 2023**
- › 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](#)

Press Releases

- › Nano Dimension Increases Its Proposed Price to \$25.00 per Share in Cash in its Special Tender Offer Price for Stratasys Shares, **July 18, 2023**
- › 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**

Presentations

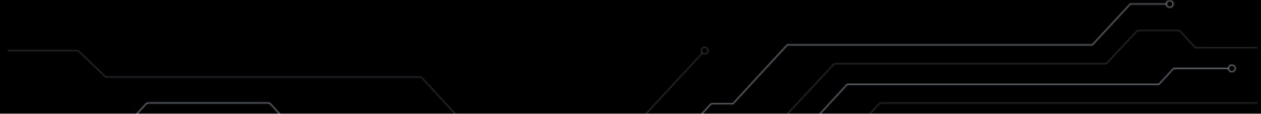
- › Process for Tendering Stratasys Shares
- › Stratasys Special Tender Offer Investor Call
- › Nano Dimension's Special Tender Offer for the Acquisition of a Controlling Interest in Stratasys
- › Nano Dimension's All Cash Special Tender Offer For Stratasys: Superior to Uncertain Alternatives

Nano Dimension

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Information Agent

Georgeson
(877) 668-1646



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 8th, 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 3rd, 2023, submitted to Stratasys on March 22nd, 2023;
- **\$19.55 per share**, reflecting a **37% premium** to the closing trading price as of March 3rd, 2023, submitted to Stratasys on March 29th, 2023; and
- **\$20.05 per share**, reflecting a **41% premium** to the closing trading price as of March 3rd, 2023, submitted to Stratasys on April 3rd, 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).

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Disclaimer





Nano Dimension Exposes Another Misleading News Release that Stratasys Board Distributes Unabashedly, Deceiving Shareholders and Public Quoting a Respectable Judge in a Totally Out-of-Context and Misguided Manner

*As a Re-phrase on Professor Albert Einstein statement:
Two things are Infinite: The universe and the Incompetence and Deceptiveness of Stratasys's Board of directors
And I'm not sure about the first one.*

VOTE AGAINST THEM!

To Learn More about Nano's Vision for Stratasys and Details of Its Special Tender Offer for Stratasys Shares, visit www.StratasysValueNow.com

Waltham, Mass., July 19, 2023 (GLOBE NEWSWIRE) -- Nano Dimension Ltd. (Nasdaq: NNDM "Nano Dimension", "Nano" or the "Company"), a leading supplier of Additively Manufactured Electronics ("AME") and multi-dimensional polymer, metal & ceramic Additive Manufacturing ("AM") 3D printers, which owns approximately 14.1% of Stratasys' (Nasdaq: SSYS) ("Stratasys"), exposes another misleading news release that the Stratasys board distributes unabashedly, deceiving shareholders and public, this time by quoting a respectable judge in a totally the out-of-context and wrong manner.

Remember – this exaggeration happened before, as a judge in USA has stated: "...under Stratasys' former Chief Executive Officer David Reis, Stratasys used "...hyperbole and exaggeration... mere puffery...vague and such obvious hyperbole... Stratasys's statements...are vague and unreliable"¹

This history of misleading disclosures raises serious questions about Stratasys' present statements: The same executives accountable for misleading their shareholders are still directors at the helm.

Direct quotes from the Israeli District Court Judge, interim document, from July 18th, 2023, translated to English:

"... I emphasize that my position here... is without fixing rivets and when my opinion is not fixed one way or the other in a way that should be cast on the final decision in the claims...[which will occur only]... after re-reading all the pleadings, the opinions, the evidence and the summaries of the parties

Anything I have said above is in generalities, and is disconnected from the rights plan that is in the proceeding in front of me... Does the Israeli Law needs poison pill"? This is a question that needs scrutiny, including, by the way, an analysis of its purpose, and checking other alternatives that the law proposes...

¹ <https://www.3ders.org/articles/20170726-stratasys-cleared-of-fraud-charges-over-comments-about-makerbot-replicator-3d-printers.html>

I am aware of the fact that the plaintiff [Nano Dimension] attacks in other ways the legality of the rights plan and I do not express my opinion on this matter at this stage...

...I would also like to clarify... at this stage:

- that **a court will be naturally suspicious of a company's board** of directors of a company without a controlling shareholder [STRATASYS].
- **which opposes a 'hostile' takeover bid and wants to instill a share rights plan of the "poison pill" type** In a situation like this, it seems that the ...
- **burden of persuasion and is on the board of directors** to prove that it is acting for the best interests of the shareholders and for the best interests of the company.
- The court's examination will be checking what the information was before the board of directors, **whether it acted** to obtain all the necessary information, consult with experts in the field, exercise proper business judgment.
- **...when the best interests of the shareholders and the best interests of the company before his eyes, and in that order.**
- It seems that the tendency will be to **examine not only the due process of making the decision.**
- **The starting point is "suspicion" towards the board of directors that is "holding to its entrenched horns" of the company's management,**
- ...after **it was granted "belligerent" authority in the form of the ability to activate a poison pill.** Hence, I think that tests from the domains of good faith and fiduciary duties should be used in ...
- **...examining a decision of the board of directors and its motives should scrutinize, testing if it has acted in the best interest of the shareholders and the company and in this order,** in rejecting the tender offer proposal and activating the poison pill..."

Bottom line:

Stratasys Shareholders, unfortunately it seems that one cannot rely on the accuracy and reliability of news releases and announcements and presentations which are written and published by your Board and management.

VOTE AGAINST THEM!

**LEARN MORE ABOUT NANO DIMENSION, ITS STRATEGY AND VISION,
INCLUDING ITS SPECIAL TENDER OFFER FOR STRATASYS AT www.stratasysvaluenow.com**

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

Important Information About the Special Tender Offer

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

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

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

About Nano Dimension

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

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

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

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

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

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995 and other Federal securities laws. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” and similar expressions or variations of such words are intended to identify forward-looking statements. For example, Nano Dimension is using forward-looking statements in this press release when it discusses its intention to replace the current Board of Directors of Stratasys with its own nominees and its plans for Stratasys director compensation. Because such statements deal with future events and are based on Nano Dimension’s current expectations, they are subject to various risks and uncertainties. Actual results, performance, or achievements of Nano Dimension could differ materially from those described in or implied by the statements in this press release. The forward-looking statements contained or implied in this press release are subject to other risks and uncertainties, including those discussed under the heading “Risk Factors” in Nano Dimension’s annual report on Form 20-F filed with the Securities and Exchange Commission (“SEC”) on March 30, 2023, and in any subsequent filings with the SEC. Except as otherwise required by law, Nano Dimension undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. References and links to websites have been provided as a convenience, and the information contained on such websites is not incorporated by reference into this press release. Nano Dimension is not responsible for the contents of third-party websites.

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