# Protecting Value for Stratasys Shareholders

September 2023





# Key reasons for rejection of DDD's proposal

### 3D System's ("DDD") current proposal significantly undervalues Stratasys ("SSYS")

- The revised proposal reflects a nominal value of \$15.26 per share for Stratasys, representing a premium of only 15% as of September 11, 2023, and only 3% premium to the unaffected closing stock price of Stratasys shares as of May 24
- Proposal is ~35% lower than the value implied by 3D Systems' July 13, 2023 proposal
- DDD continues to trade at a premium multiple to SSYS despite declining growth and significantly lower margins

## 2 Serious concerns about DDD' short-to-medium-term growth prospects

- DDD's core businesses are losing share across the board, and DDD itself has very limited growth engines going forward
- DDD reported Q2 results on August 9, 2023, missing its own guidance as well as street expectations, and significantly guiding down 2023 fiscal estimates
- Sales to Align Technologies (23% of DDD revenue) are declining and at high risk

# Key reasons for rejection of DDD's proposal

### Structural challenges to a path to attractive profitability

- DDD's portfolio already operates at gross margins that are significantly below the gross margins of Stratasys: DDD is at 39%, while Stratasys is at 49%
- Consensus 2023 estimates for DDD's EBITDA remain negative
- If DDD's dental business declines due to Align shifting its sourcing, DDD's profitability could fall even further and weigh down the margins of a combined company

## Net synergy potential is materially lower than what DDD is broadcasting

- DDD was unable to furnish any credible support backing its claim of cost synergies of more than \$110M
- Based on independent analysis performed by a leading consulting firm, the estimated annual cost synergies associated with the merger are \$74 to \$88M
- Based on detailed work performed by Stratasys management and independent advisors, there will be approximately \$50M of annual negative revenue synergies

# Key reasons for rejection of DDD's proposal

## Significant regulatory consummation risks and extended timeline to closing of 9 to 18 months

- Likely require a lengthy and extensive regulatory review process, an extended duration to closing and significant costs to obtain the required regulatory approvals
- This extended timeline to closing creates significant risks of employee attrition and channel disruption

## Serious concerns regarding the ability of DDD's management team to run a combined company

- DDD management has repeatedly missed estimates and lowered guidance; SSYS' management team, in contrast, has delivered superior performance
- Skepticism regarding DDD management's ability to deliver synergies based on its poor track record
- The combined entity will have a weak pro forma balance sheet \$57M in cash and \$460M in debt

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DDD's current proposal significantly undervalues SSYS

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Serious concerns about DDD's shortto-medium-term growth prospects 3

Structural challenges to a path to attractive profitability

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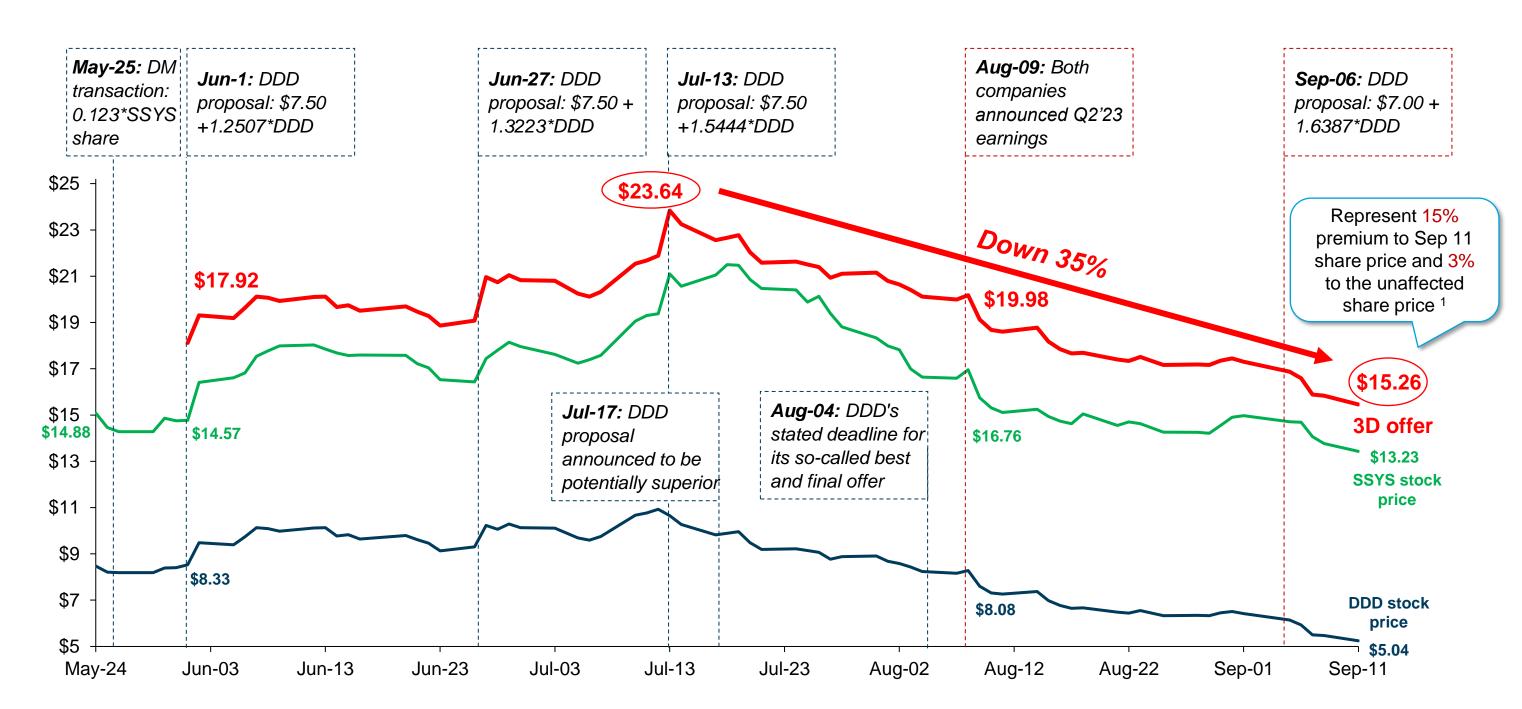
Net synergy potential is materially lower than what DDD is broadcasting 5

Significant regulatory consummation risks and extended timeline to closing of 9 to 18 months Serious concerns regarding the ability of DDD's management team

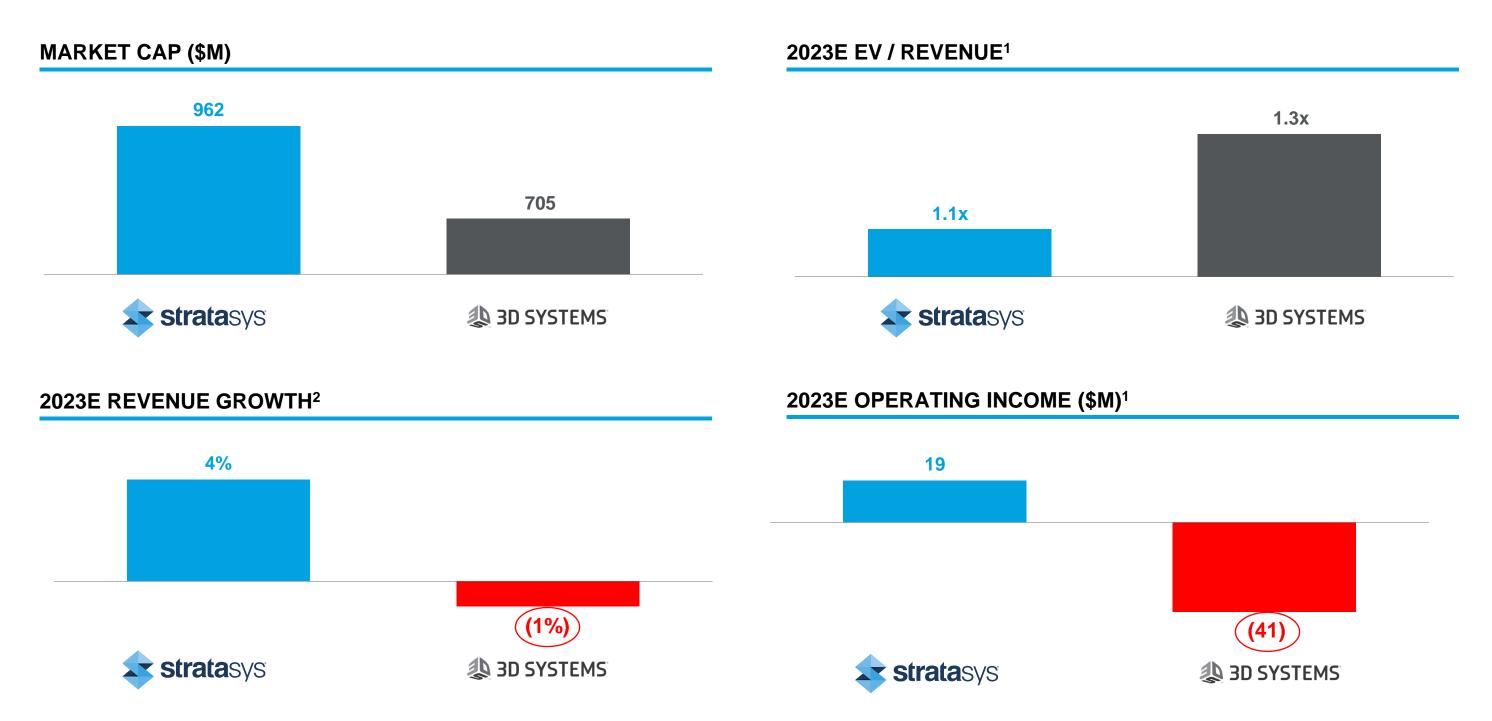
to run a combined

company

### Value of DDD's latest offer has decreased by ~35%



### SSYS continues to trade at a discount despite superior performance



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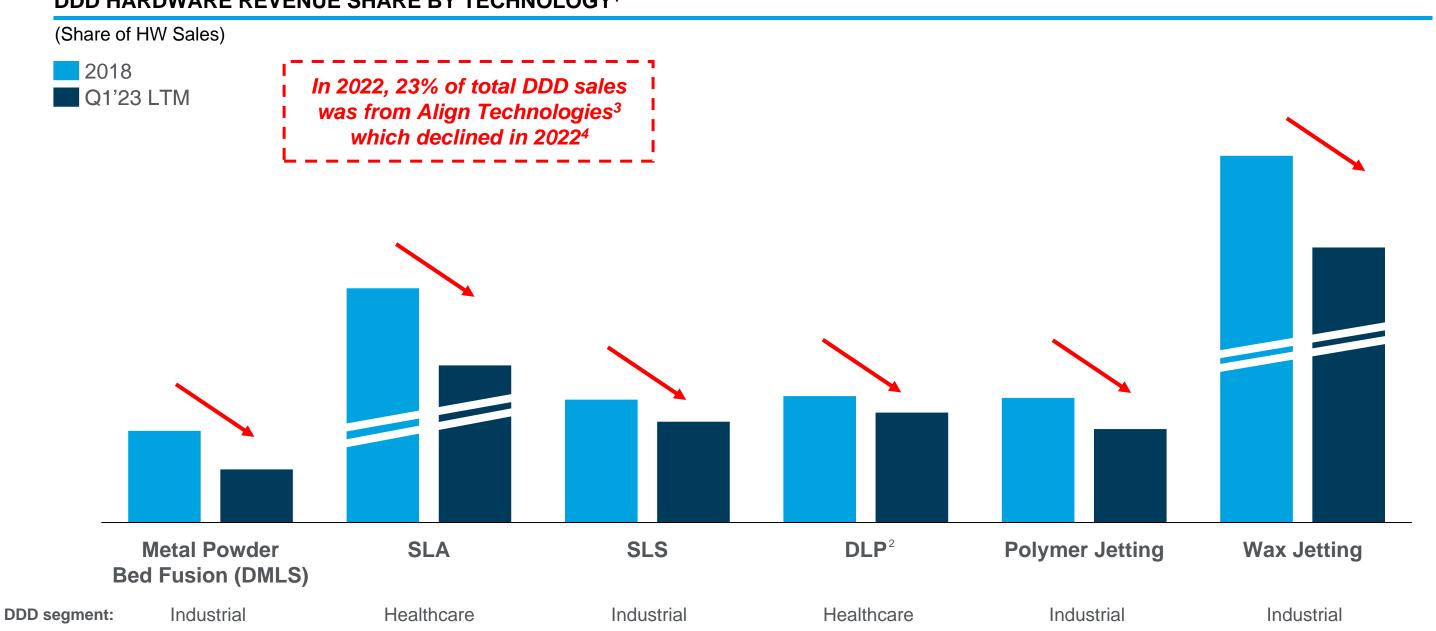
Significant regulatory consummation risks and extended timeline to closing of 9 to 18 months

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Serious concerns regarding the ability of DDD's management team to run a combined company

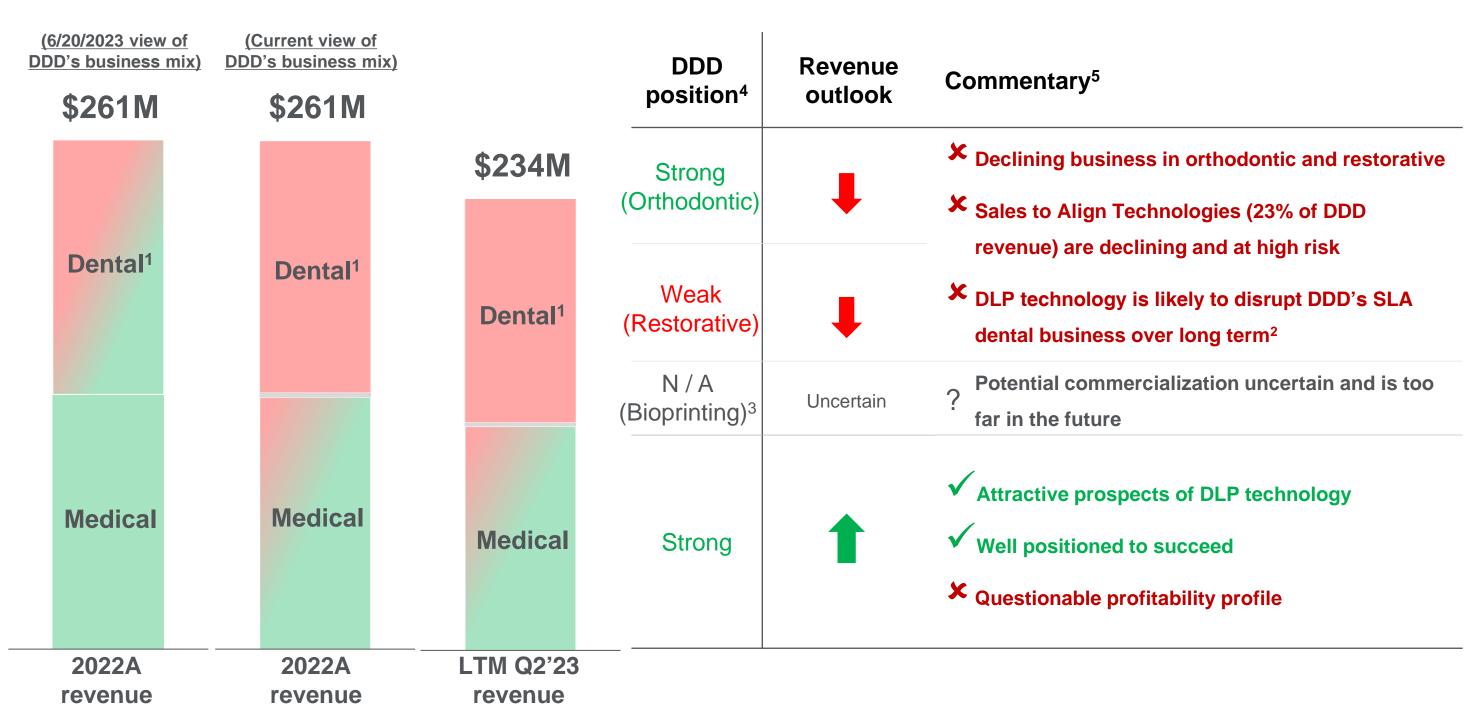
### DDD's core businesses are losing share across the board

#### DDD HARDWARE REVENUE SHARE BY TECHNOLOGY<sup>1</sup>



<sup>&</sup>lt;sup>1</sup> CONTEXT Shipments Report, \$20K+ aside from DLP where the primary offering is in the sub \$20K range; <sup>2</sup> DLP share is calculated from 2018 when they entered the market (2017 had no sales); <sup>3</sup> DDD broker universe implies Align as its largest customer; <sup>4</sup> DDD Investor Communications

### DDD's Healthcare business continues to deteriorate



Source: Company filings, Management assessment; <sup>1</sup> Assumes similar split between medical and dental revenue. Per 10-K one dental customer accounts for >20% of revenue; <sup>2</sup> DLP share of aligners is increasing: based on iData research, 100 medical and dental customer accounts for >20% of revenue; <sup>3</sup> DLP share of aligners is increasing: based on iData research, 100 medical and dental customer accounts for >20% of revenue; <sup>3</sup> DLP share of aligners is increasing: based on iData research, 100 medical and dental customer accounts for >20% of revenue; <sup>3</sup> DLP share of aligners is increasing: based on iData research, 100 medical and dental customer accounts for >20% of revenue; <sup>3</sup> DLP share of aligners is increasing: based on iData research, 100 medical and dental customer accounts for >20% of revenue; <sup>3</sup> DLP share of aligners is increasing: based on iData research, 100 medical and dental customer accounts for >20% of revenue; <sup>3</sup> DLP share of aligners is increasing: based on iData research, 100 medical and dental customer accounts for >20% of revenue; <sup>3</sup> DLP share of aligners is increasing: based on iData research, 100 medical and dental customer accounts for >20% of revenue; <sup>3</sup> DLP share of aligners is increasing: based on iData research, 100 medical and dental customer accounts for >20% of revenue; <sup>3</sup> DLP share of aligners is increasing: based on iData research, 100 medical and 100 DLP accounted for 13.9% of the 3D aligner position in 2020 and grew to 22.1% in 2022. This is mostly driven by DLP's advantageous throughput, accuracy improvements, and the availability of low-cost solutions; <sup>3</sup> Bioprinting does not currently contribute to revenue; 4 SSYS management view based on CONTEXT Shipment Report; 5 SSYS management view

# DDD's Industrial business continues to be weak with only few bright spots

(6/20/2023 view of DDD's business mix)	(Current view of DDD's business mix)		DDD position <sup>2</sup>	Revenue outlook	Commentary <sup>3</sup>	
\$277M	\$277M				Lacks technology needed to succeed in	
Metal <sup>1</sup>	Metal <sup>1</sup>	\$251M			metal mass production	
SLS <sup>1</sup>		Metal <sup>1</sup>	Weak	?		
	SLS <sup>1</sup>	SLS <sup>1</sup>			Good position in Metal for niche medical applications	
		Other industrial	Weak	1	> Outdated technology	
Other industrial	Other industrial		Strong in			
			SLA and		CJP is aging technology	
			MJP		SLA technology is losing share	
			jewelry			
2022A revenue	2022A revenue	LTM Q2'23 revenue				

### Sales to Align Technologies (23% of DDD revenue)<sup>1</sup> are at high risk

Align appears to be in the process of diversifying its suppliers and reducing procurement from DDD...

...and building printing capabilities in-house that could displace DDD altogether

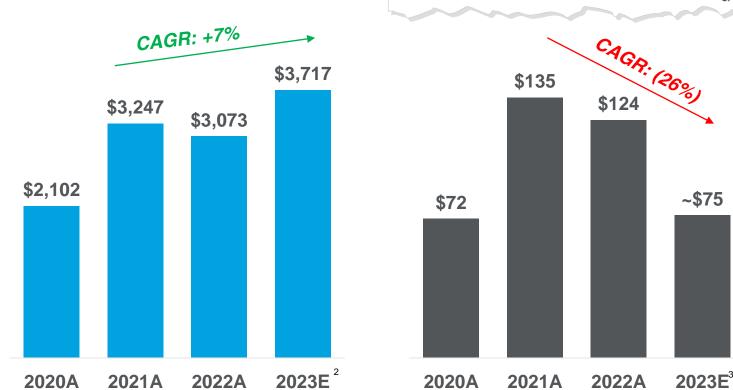
#### **ALIGN'S TECHNOLOGY REVENUE (\$M)**

#### DDD REVENUE FROM ALIGN<sup>1</sup> (\$M)

"3D Systems, a key supplier to Align, has also indicated declining dental revenues and is facing competition from other solutions adopted by Align, like those from EnvisionTEC"4

3DPRINT.COM

~\$75



"Align and Cubicure have worked together for many years...The agreement to acquire Cubicure ...will support our long-term growth strategy by enabling us to scale our 3D printing operations to eventually direct print millions of custom appliances per day"

> align Press release, 9/6/23

Align acquired Cubicure to print aligners directly which would eliminate the need to create dental molds, the current method that DDD technology enables

Source: Company earnings transcript as of Q2 2023

# While bioprinting could be a growth area, its success remains unproven with lengthy and uncertain regulatory approval processes ahead

Bioprinting investments and partnerships have failed to deliver commercial results in last 12 years

\$10-12M expected annual investment; will continue to burden profitability

Even under DDD's estimates human trials won't begin until 2026+1

Unlikely to reach FIH before 2030 and have meaningful commercial revenues from human organ bioprinting for several years after<sup>2</sup>

"At some point...it becomes a separate business ...
outside of that technological crossover, they really are
different end markets and potentially different customer – or
different investor bases... And whether we spin it or if we
take outside investment, that's a decision that we'll have
to follow"

- Jeff Graves, 8/9/23

DDD's role in the United Therapeutics partnership is to establish printing technology for organ scaffolds – NOT generating revenue from end-use tissue<sup>3</sup>

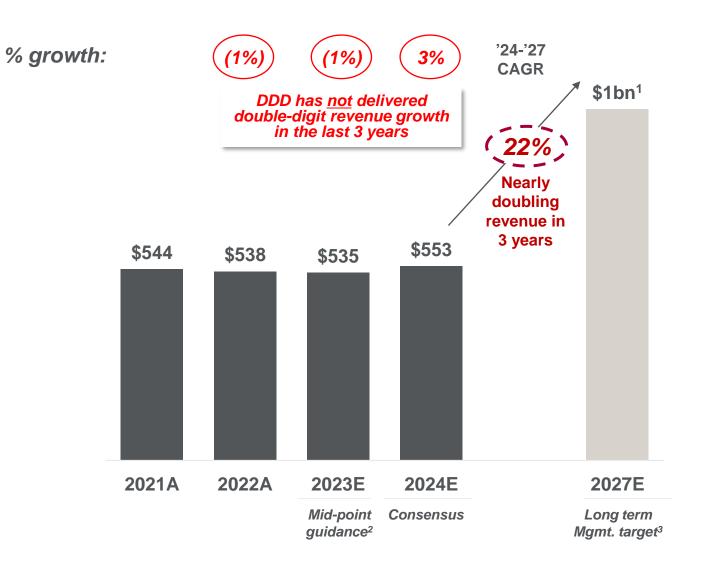
Even after 12 years of focus on bioprinting, there have been no meaningful commercial results making it hard to attribute material value to the business

# DDD's 2027 revenue target is highly ambitious given current business trends and lack of near-term growth drivers

#### **KEY DATA POINTS**

- 1 DDD's core businesses are losing share across the board
- 2 DDD's Healthcare business continues to deteriorate
- 3 DDD's Industrial business continues to be weak with only few bright spots
- 4 Sales to Align Technologies (23% of DDD revenue) are declining and at high risk<sup>1</sup>
- 5 While bioprinting could be a growth area, its success remains unproven with lengthy and uncertain regulatory approval processes ahead

#### **ORGANIC REVENUE (EXCLUDING DIVESTITURES) (\$M)**



proposal

significantly

undervalues SSYS

DDD's current

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**Structural** challenges to a path to attractive profitability

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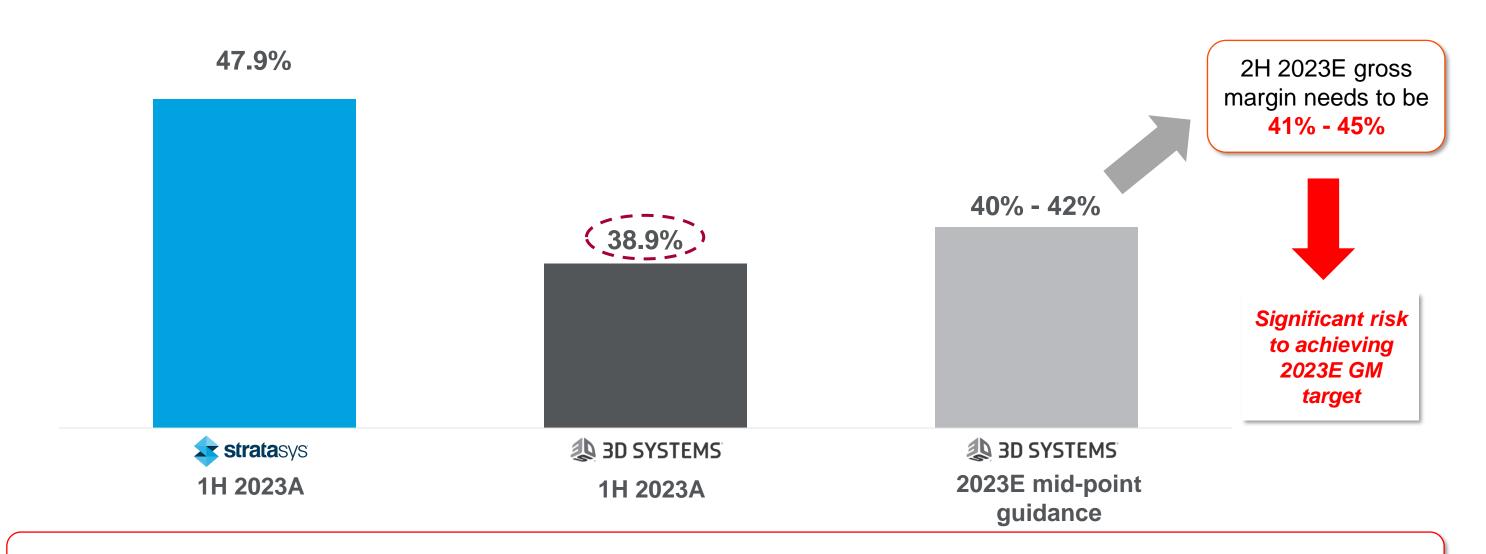
Significant regulatory consummation risks and extended timeline to closing of 9 to 18 months

Serious concerns regarding the ability of DDD's management team to run a combined

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### DDD also operates at materially discounted gross margins

#### NON-GAAP GROSS MARGIN PERFORMANCE AND OUTLOOK



Challenges in Dental business will likely weigh down on the margins of a combined company

Source: Company filings

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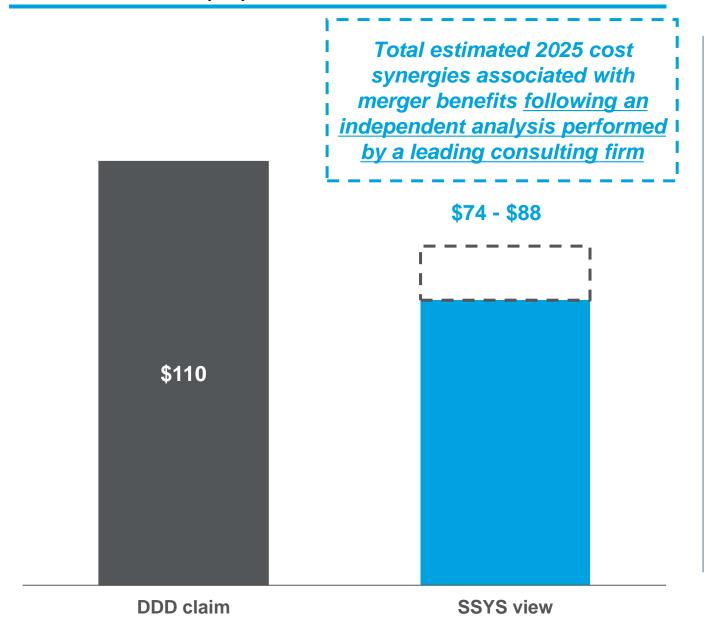
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Serious concerns regarding the ability of DDD's management team to run a combined company

# Cost synergies are substantially lower than DDD's estimate with significant concerns around revenue dis-synergies

#### **COST SYNERGIES (\$M)**



#### **ANNUAL REVENUE DIS-SYNERGIES**



3D Systems acknowledged that overlapping technologies and competing strategic priorities will likely result in revenue dis-synergies

Source: Company earnings transcript, SSYS management

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# Extended regulatory review could have adverse impact on both businesses

- There is a high risk of a lengthy and extensive regulatory review process for a transaction with DDD. If the transaction were to close, then it has potential to take 9-18 months
- Significant costs will be required to obtain the necessary regulatory approvals
- The significantly elongated timeline to close increases the risk of key employee attrition
- Customers and channel partner disruption is expected

 Severe limitations on ability of SSYS to pursue other acquisition opportunities during long pendency of the transaction 1

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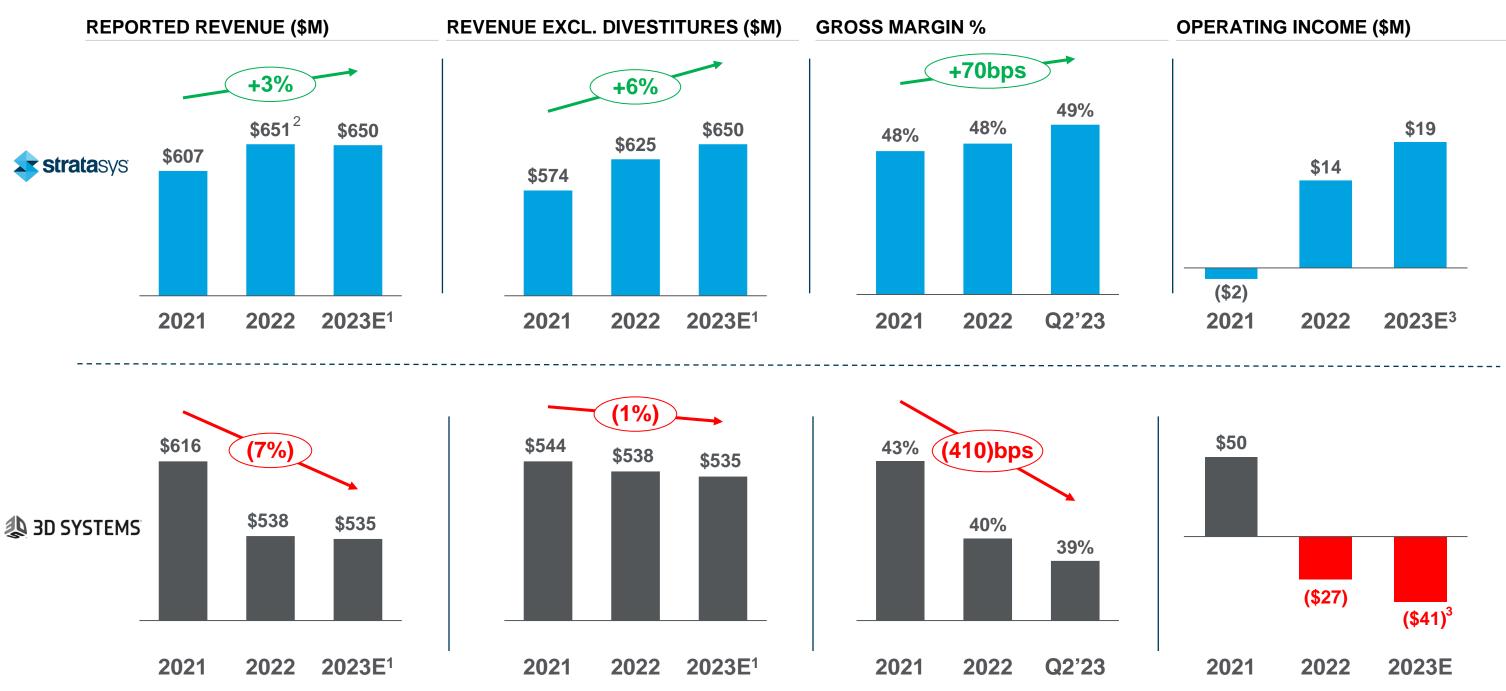
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Significant regulatory consummation risks and extended timeline to closing of 9 to 18 months 6

Serious
concerns
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### In the past 3 years, SSYS outperformed DDD across the board



### DDD has repeatedly missed consensus<sup>1</sup>

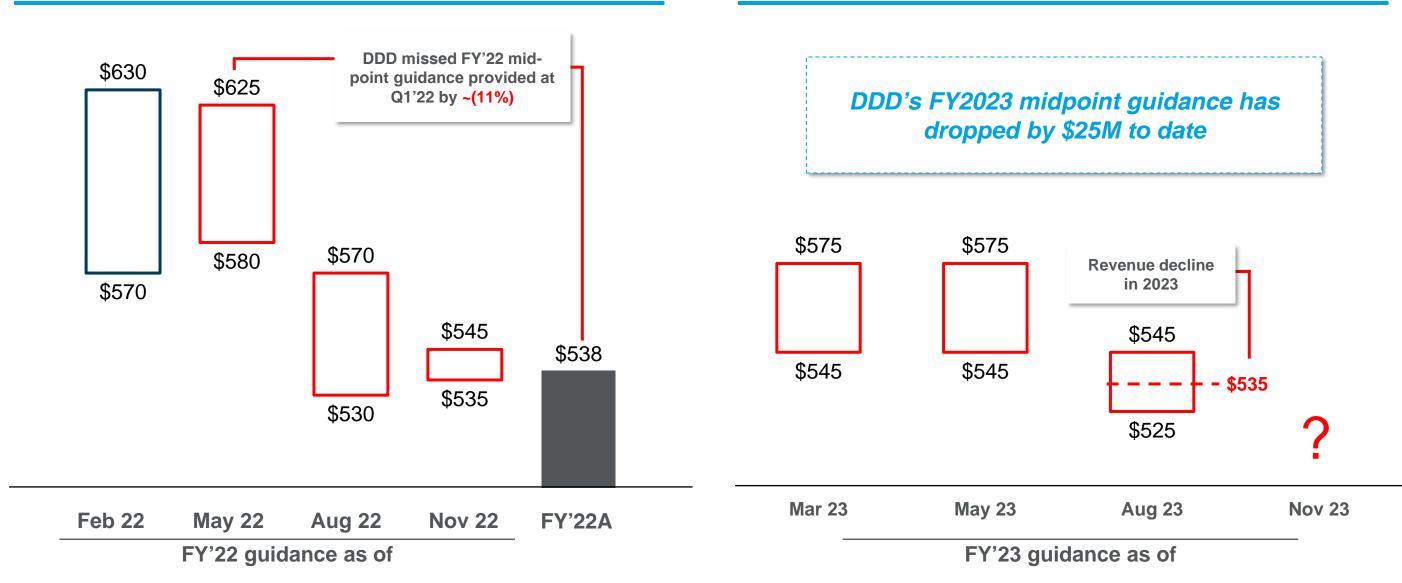
#### **ACTUALS VS CONSENSUS**

		<b>३</b> 3D SYSTI	EMS	<b>strata</b> sys		
Fiscal quarters (FYE 12/31)	Revenue	Adjusted EBITDA	A EPS	Revenue	Adjusted EBITDA	EPS
3Q20	✓	N/A	✓	✓	✓	✓
4Q20	✓	<b>x</b> (5%)	<b>x</b> (18%)	✓	✓	✓
1Q21	✓	✓	✓	✓	✓	$\checkmark$
2Q21	✓	✓	✓	✓	✓	✓
3Q21	✓	✓	✓	✓	✓	$\checkmark$
4Q21	✓	✓	✓	✓	✓	$\checkmark$
1Q22	✓	<b>x</b> (70%)	<b>x</b> (1,100%)	✓	✓	$\checkmark$
2Q22	<b>x</b> (3%)	<b>x</b> (137%)	<b>x</b> (600%)	✓	✓	✓
3Q22	<b>x</b> (1%)	✓	✓	_	✓	✓
4Q22	<b>x</b> (1%)	<b>x</b> (5%)	✓	✓	✓	✓
1Q23	<b>x</b> (5%)	<b>x</b> (236%)	<b>x</b> (29%)	✓	✓	✓
2Q23	<b>x</b> (5%)	<b>x</b> (203%)	<b>x</b> (21%)	<b>✓</b>	✓	✓
uarters beat	7/12	5/12	7/12	12/12	12/12	12/12

# DDD has history of reducing guidance, including most recent Q2 '23, creating significant uncertainty for SSYS shareholders

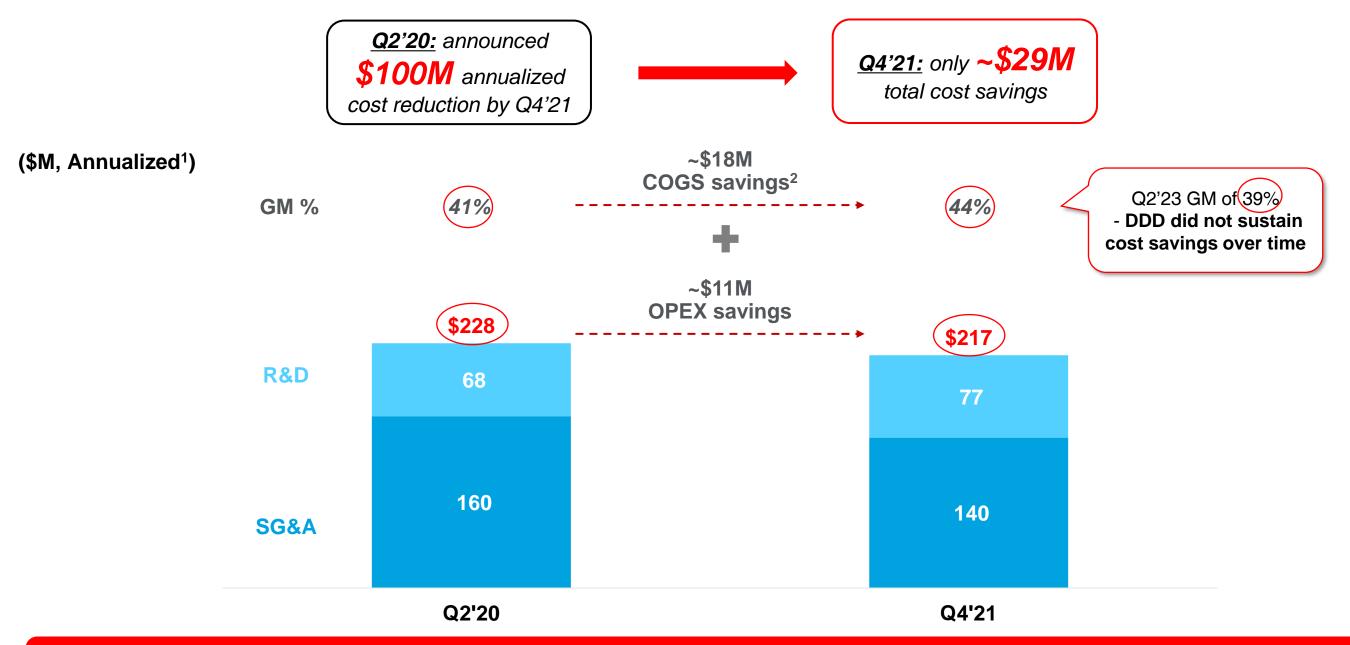
#### **EVOLUTION OF DDD'S 2022 REVENUE GUIDANCE (\$M)**

#### DDD 2023E REVENUE GUIDANCE (\$M)



Note: 1 2023 revenue guidance (Q1'23)

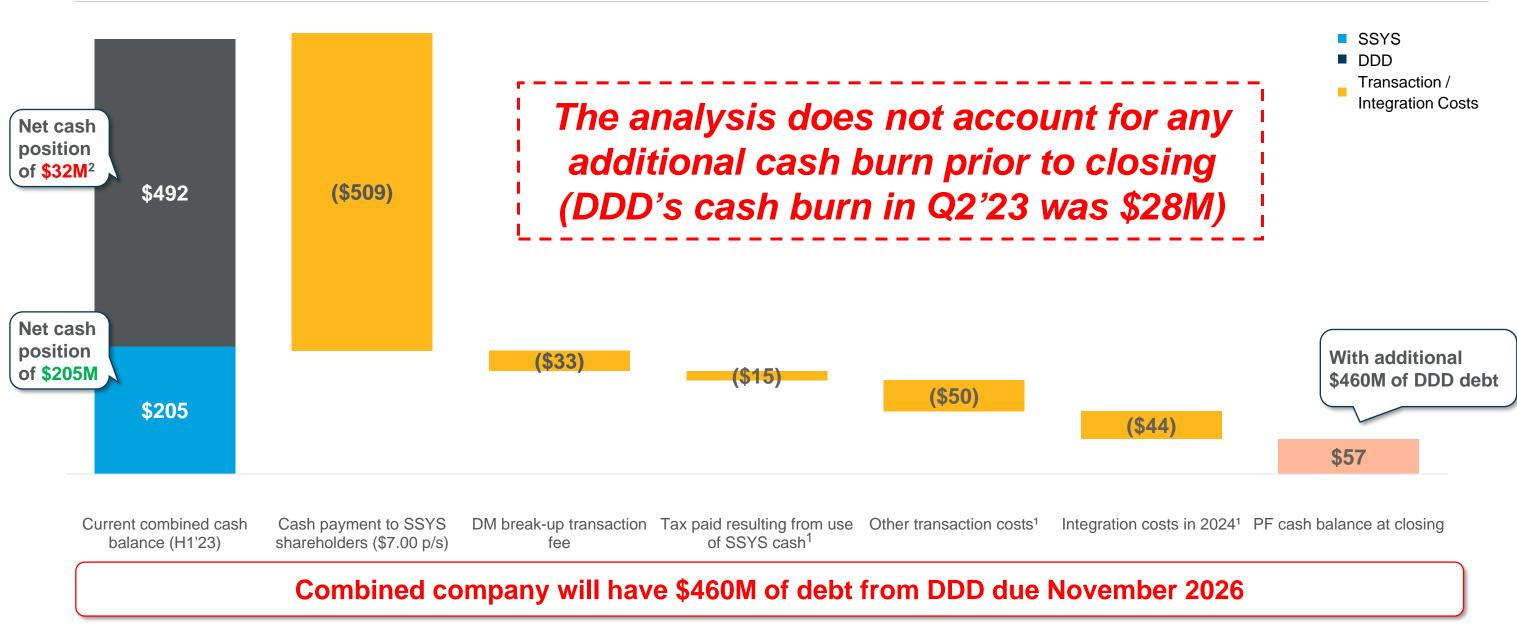
### DDD failed to realize its own targeted cost optimization program



DDD may have achieved ~\$29M of total cost savings, far undershooting its stated goal of \$100M (despite divesting 2 businesses)

# The combined entity would have a weak pro forma balance sheet and may require future equity raises





<sup>&</sup>lt;sup>1</sup> Per management guidance and assumes 1x in cost synergies spread out over two years; <sup>2</sup> DDD's \$460M convertible debt due by November 2026, with conversion price of ~\$35.92

### **Disclaimer**

#### **Forward-Looking Statements**

This document contains forward-looking statements that involve risks, uncertainties and assumptions. If the risks or uncertainties ever materialize or the assumptions prove incorrect, the actual results of Stratasys Ltd. and its consolidated subsidiaries ("Stratasys") may differ materially from those expressed or implied by such forward-looking statements and assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. Such forward-looking statements include statements relating to the proposed transaction between Stratasys and Desktop Metal. Inc. ("Desktop Metal"), including statements regarding the benefits of the transaction and the anticipated timing of the transaction, and information regarding the businesses of Stratasys and Desktop Metal, including expectations regarding outlook and all underlying assumptions, Stratasys' and Desktop Metal's objectives, plans and strategies, information relating to operating trends in markets where Stratasys and Desktop Metal operate, statements that contain projections of results of operations or of financial condition and all other statements of historical fact that address activities, events or developments that Stratasys or Desktop Metal intends, expects, projects, believes or anticipates will or may occur in the future. Such statements are based on management's beliefs and assumptions made based on information currently available to management. All statements in this communication, other than statements of historical fact, are forward-looking statements that may be identified by the use of the words "outlook," "guidance," "should," "estimates," and similar expressions. These forward-looking statements involve known and unknown risks and uncertainties, which may cause Stratasys' or Desktop Metal's actual results and performance to be materially different from those expressed or implied in the forward-looking statements. Factors and risks that may impact future results and performance include, but are not limited to those factors and risks described in Item 3.D "Key Information - Risk Factors", Item 4 "Information on the Company", and Item 5 "Operating and Financial Review and Prospects" in Stratasys' Annual Report on Form 20-F for the year ended December 31, 2022 and Part 1, Item 1A, "Risk Factors" in Desktop Metal's Annual Report on Form 10-K for the year ended December 31, 2022, each filed with the Securities and Exchange Commission (the "SEC"), and in other filings by Stratasys and Desktop Metal with the SEC. These include, but are not limited to: factors relating to actions taken by or other developments involving Nano Dimension Ltd. ("Nano"), including any future unsolicited tender offer similar to its recently-expired partial tender offer for shares of Stratasys or Nano's legal challenge to Stratasys' shareholder rights plan, and actions taken by Stratasys or its shareholders with respect to such actions or developments, the ultimate outcome of the proposed transaction between Stratasys and Desktop Metal, including the possibility that Stratasys or Desktop Metal shareholders will reject the proposed transaction; the effect of the announcement of the proposed transaction on the ability of Stratasys and Desktop Metal to operate their respective businesses and retain and hire key personnel and to maintain favorable business relationships; the timing of the proposed transaction; the occurrence of any event, change or other circumstance that could give rise to the termination of the proposed transaction; the ability to satisfy closing conditions to the completion of the proposed transaction (including any necessary shareholder approvals); other risks related to the completion of the proposed transaction and actions related thereto; changes in demand for Stratasys' or Desktop Metal's products and services; global market, political and economic conditions, and in the countries in which Stratasys and Desktop Metal operate in particular; government regulations and approvals; the extent of growth of the 3D printing market generally; the global macro-economic environment, including headwinds caused by inflation, rising interest rates, unfavorable currency exchange rates and potential recessionary conditions; the impact of shifts in prices or margins of the products that Stratasys or Desktop Metal sells or services Stratasys or Desktop Metal provides, including due to a shift towards lower margin products or services; the potential adverse impact that recent global interruptions and delays involving freight carriers and other third parties may have on Stratasys' or Desktop Metal's supply chain and distribution network and consequently. Stratasys' or Desktop Metal's ability to successfully sell both existing and newly-launched 3D printing products; litigation and regulatory proceedings that may be instituted against Stratasys or Desktop Metal related to the proposed transaction; impacts of rapid technological change in the additive manufacturing industry, which requires Stratasys and Desktop Metal to continue to develop new products and innovations to meet constantly evolving customer demands and which could adversely affect market adoption of Stratasys' or Desktop Metal's products; and disruptions of Stratasys' or Desktop Metal's information technology systems.

These risks, as well as other risks related to the proposed transaction, are included in the registration statement on Form F-4 and joint proxy statement/prospectus that has been filed with the Securities and Exchange Commission ("SEC") in connection with the proposed transaction. While the list of factors presented here is, and the list of factors presented in the registration statement on Form F-4 are, considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. For additional information about other factors that could cause actual results to differ materially from those described in the forward-looking statements, please refer to Stratasys' and Desktop Metal's respective periodic reports and other filings with the SEC, including the risk factors identified in Stratasys' and Desktop Metal's Annual Reports on Form 20-F and Form 10-K, respectively, and Stratasys' Form 6-K reports that published its results for the quarter ended March 31, 2023, which it furnished to the SEC on May 16, 2023, and Desktop Metal's most recent Quarterly Reports on Form 10-Q. The forward-looking statements included in this communication are made only as of the date hereof. Neither Stratasys nor Desktop Metal undertakes any obligation to update any forward-looking statements to reflect subsequent events or circumstances, except as required by law.

#### No Offer or Solicitation

This communication is not intended to and shall not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

### **Disclaimer**

#### **Important Additional Information**

In connection with the proposed transaction, Stratasys filed with the SEC a registration statement on Form F-4 that includes a joint proxy statement of Stratasys and Desktop Metal and that also constitutes a prospectus of Stratasys. Each of Stratasys and Desktop Metal may also file other relevant documents with the SEC regarding the proposed transaction. The registration statement was declared effective by the SEC on August 25, 2023. Stratasys filed the definitive proxy statement/prospectus was mailed to shareholders of Stratasys and Desktop Metal on or around August 28, 2023. Each of Stratasys and Desktop Metal may also file other relevant documents with the SEC regarding the proposed transaction. This document is not a substitute for the definitive proxy statement/prospectus or any other document that Stratasys or Desktop Metal may file with the SEC. In Judget 19, 1997 and 1997 a

#### Participants in the Solicitation

Stratasys, Desktop Metal and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about the directors and executive officers of Stratasys, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in Stratasys' proxy statement for its 2023 Annual General Meeting of Shareholders, which was filed with the SEC on March 3, 2023. Information about the directors and executive officers of Desktop Metal, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in Desktop Metal's proxy statement for its 2023 Annual Meeting of Stockholders, which was filed with the SEC on April 25, 2023 and Desktop Metal's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, which was filed with the SEC on March 1, 2023. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the joint proxy statement/prospectus and other relevant materials filed with the SEC regarding the proposed transaction. Investors should read the joint proxy statement/prospectus carefully before making any voting or investment decisions. You may obtain free copies of these documents from Stratasys or Desktop Metal using the sources indicated above.

#### **Use of Non-GAAP Financial Measures**

This communication contains certain forward-looking non-GAAP measures, which are based on internal forecasts and represent management's best judgment. Reconciliation of such measures to the most directly comparable GAAP financial measures cannot be furnished without unreasonable efforts due to inherent difficulty in forecasting the amount and timing of certain adjustments that are necessary for such reconciliations and which may significantly impact our GAAP results. [In particular, sufficient information is not available to calculate certain adjustments that are required to prepare a forward-looking statement of revenue, margin and EBITDA in accordance with GAAP for fiscal years 2024 and beyond. Stratasys also believes that such reconciliations would also imply a degree of precision that would be confusing or inappropriate for these forward-looking measures, which are inherently uncertain.] All revenue, margin, EBITDA and other P&L references are non-GAAP unless specified otherwise.