NANO DIMENSION LTD.
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an Annual General Meeting (the "**Meeting**") of Shareholders of Nano Dimension Ltd. (the "**Company**") will be held at the offices of the Company at 2 Ilan Ramon, Ness Ziona 7403635, Israel (the "**Company's Registered Address**"), on September 7, 2023, at 3:00 pm, Israel time.

The Meeting is being called for the following purposes:

1. To re-appoint Somekh Chaikin, Certified Public Accountants (Israel), a member of KPMG International, as the Company's independent auditor firm of the Company until the next annual general meeting of the shareholders, and to authorize the Company's Board of Directors to determine their compensation until the next annual general meeting;

2. Re-election or initial election (as applicable) to the Board of Directors, to serve as Class III directors of the Company for a term of three years that expires at the third annual general meeting of shareholders following such election and until they cease to serve in office in accordance with the provisions of the Company's Amended and Restated Articles of Association or any law, whichever is the earlier, of **either**:

   (a) The Nano Slate, a slate of three individuals nominated by the Company's Board of Directors, consisting of: Yoav Nissan Cohen (a current Nano board member), Mr. Oded Gera (a current Nano board member) and Col. (Res.) Channa (Hanny) Caspi (a current Nano board member) (collectively, the "**Nano Slate**"); **or**

   Or

   (b) The Murchinson Slate, a slate of three individuals nominated by Murchinson Ltd., a representative of Nomis Bay Ltd. ("Nomis"), one of Nano's shareholders, and of other holders of the Company's American Depositary Shares ("**ADS**"), consisting of: Mr. Robert (Bob) Pons, Mr. Phillip (Pinny) Borenstein and Ms. Karen Sarid (collectively, the "**Murchinson Slate**").

3. To amend article 39 of the Company's Amended and Restated Articles of Association.

4. To amend article 42 of the Company's Amended and Restated Articles of Association.

5. To approve the removal of certain directors from office.

In addition to the foregoing proposals, at the Meeting, the audited, consolidated financial statements of the Company for the year ended December 31, 2022 and the Company's annual report for the year 2022 will be presented to, and considered by, the Company's shareholders.

Board Recommendation

The Company's board of directors (the "Board of Directors") unanimously recommends that you vote <u>FOR</u> Proposals 1 and 2(a) and vote <u>AGAINST</u> to Proposals 3, 4 and 5, as described in the attached Proxy Statement.

Record Date

Shareholders of record at the close of business on July 31, 2023 (the "**Record Date**") are entitled to notice of and to vote at the Meeting, either in person or by appointing a proxy to vote in their stead at the Meeting (as detailed below).

Required Vote and Voting Procedures

Each of Proposals No. 1, 2 and 4 to be presented at the Meeting requires a Simple Majority, as defined in the Proxy Statement herein, of votes in person or by proxy at the Meeting.

Each of Proposals No. 3 and 5 to be presented at the Meeting requires a Special Majority, as defined in the Proxy Statement herein, of votes in person or by proxy at the Meeting.

How You Can Vote

A form of proxy for use at the Meeting is attached to the Proxy Statement, and a voting instruction form, together with a return envelope, will be sent to holders of American Depositary Shares representing the Company's Ordinary Shares of a nominal value of NIS 5.00 each ("**ADS**"). By appointing "proxies," shareholders and ADS holders may vote at the Meeting whether or not they attend. If a properly executed proxy in the attached form is received by the Company at least four (4) hours prior to the Meeting, all of the Ordinary Shares represented by the proxy shall be voted as indicated on the form. ADS holders should return their voting instruction form by the date set forth therein. Subject to applicable law and the rules of the Nasdaq Stock Market ("**Nasdaq**"), in the absence of instructions, the Ordinary Shares represented by properly executed and received proxies will be voted "FOR" the proposed resolution to be presented at the Meeting for which the Board of Directors recommends a "FOR."

Shareholders may revoke their proxies or voting instruction form (as applicable) in accordance with Section 9 of the Israeli Companies Law, 5759-1999 regulations (proxy and positions statements), by filing with the Company (in the case of holders of Ordinary Shares) or with the Bank of New York Mellon (in the case of holders of ADSs) a written notice of revocation or duly executed proxy or voting instruction form (as applicable) bearing a later date.

Shareholders holding Ordinary Shares may also (i) vote their shares in person at the Meeting by presenting a certificate of ownership that complies with the Israeli Companies Regulations (Proof of Ownership of Shares for Voting at General Meeting), 5760 – 2000, as amended, as proof of ownership of the shares on the Record Date, or (ii) send such certificate along with a duly executed proxy and including a copy of their identity card, passport or certification of incorporation, as the case may be, to the Company's Registered Address, Attention: Mr. Itay Mandel, the Company's Global Head of Legal, or Mr. Tomer Pinchas, the Company's Chief Operating Officer, e-mail address: itay.mandel@nano-di.com or tomer.p@nano-di.com, respectively, not less than 48 hours prior to the Meeting. In addition, shareholders of record (other than the Bank of New York Mellon) can surrender their shares with the Bank of New York Mellon in order to convert such shares to ADSs and vote as a holder of ADSs with the Bank of New York Mellon, provided such shareholders of record complete such conversion and registration of said shares to ADSs with the Bank of New York Mellon prior to the Record Date. ADS holders should return their proxies by the date set forth on their voting instruction card.

You may also request a copy of the materials relating to our Meeting, including this Proxy Statement and form of proxy for the Meeting, by contacting the Company's Chief Operating Officer, e-mail address: tomer.p@nano-di.com.

ADS holders should return their proxies by the date set forth on their voting instruction form.

If you have any questions regarding how to vote your shares, please call Innisfree M&A Incorporated, our proxy solicitor at (877) 717-3923 (in the United States and Canada) or +1 (412) 232-3561 (all other countries).

Sincerely,

Yoav Stern, Chairman of the Board of Directors
August 7, 2023

Exhibit 99.2

NANO DIMENSION LTD.

2 ILAN RAMON, NESS ZIONA, 7403635 ISRAEL
PROXY STATEMENT

**ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD ON SEPTEMBER 7, 2023**

The enclosed proxy is being solicited by the board of directors (the "**Board of Directors**") of Nano Dimension Ltd. (the "**Company**") for use at the Company's Annual General Meeting of Shareholders (the "**Meeting**") to be held on September 7, 2023, at 3:00 pm, Israel time, or at any adjournment or postponement thereof.

Upon the receipt of a properly executed proxy in the form enclosed, the persons named as proxies therein will vote the ordinary shares, par value New Israeli Shekels 5.00 each, of the Company (the "**Ordinary Shares**") covered thereby in accordance with the directions of the shareholders executing the proxy. In the absence of such directions, and except as otherwise mentioned in this proxy statement, the Ordinary Shares represented thereby will be voted in favor of the proposals described in this proxy statement.

Two or more shareholders present, personally or by proxy, holding not less than twenty five percent (25%) of the Company's outstanding Ordinary Shares, shall constitute a quorum for the Meeting. If within half an hour from the time the Meeting is convened a quorum is not present, the adjourned meeting shall be held on the same day, September 7, 2023, at 5:00 pm. Israel time. If a quorum is not present at the adjourned meeting within half an hour from the time appointed for such meeting, any number of shareholders present personally or by proxy shall be deemed a quorum and shall be entitled to deliberate and to resolve in respect of the matter for which the Meeting was convened. Abstentions and broker non-votes are counted as Ordinary Shares present for the purpose of determining a quorum.

Pursuant to the Israeli Companies Law, 5759-1999 (the "**Companies Law**"), each of Proposals No. 1, 2 and 4 described hereinafter requires the affirmative vote of shareholders present at the Meeting, in person or by proxy, and holding Ordinary Shares of the Company amounting in the aggregate to at least a majority of the votes actually cast by shareholders with respect to such proposal (a "**Simple Majority**").

Pursuant to the Company's Amended and Restated Articles of Association (the "**Company's Articles**"), each of Proposals No. 3 and 5, described hereinafter requires the affirmative vote of shareholder present at the Meeting, in person or by proxy, by a majority of 70% of the voting power represented at the Meeting (the "**Special Majority**").

Item 6 will not involve a vote by the shareholders and accordingly there is no proposed resolution.

In accordance with the Companies Law, and regulations promulgated thereunder, any shareholder of the Company holding at least 1% of the outstanding voting rights of the Company for the Meeting may submit to the Company a proposed additional agenda item for the meeting, to Mr. Itay Mandel, the Company's Global Head of Legal, or Mr. Tomer Pinchas, the Company's Chief Operating Officer, e-mail address: itay.mandel@nano-di.com or tomer.p@nano-di.com, respectively, no later than July 31, 2023.

Shareholders or ADS holders wishing to express their position on an agenda item for this Meeting may do so by submitting a written statement (a "**Position Statement**") to the Company's offices, c/o Mr. Itay Mandel, the Company's Global Head of Legal, or Mr. Tomer Pinchas, the Company's Chief Operating Officer, at 2 Ilan Ramon, Ness Ziona, Israel. Any Position Statement received will be furnished to the U.S. Securities and Exchange Commission ("**SEC**") on a Report on Form 6-K and will be made available to the public on the SEC's website at www.sec.gov. Position Statements should be submitted to the Company no later than August 28, 2023. A shareholder is entitled to contact the Company directly and receive the text of the proxy card and any Position Statement. The Board of Directors' response to the Position Statement will be submitted no later than September 2, 2023.

One shareholder or more holding Ordinary Shares which reflect 5% or more of the Company's share capital and voting rights (12,161,244 Ordinary Shares) and whoever holds 5% of the Company's share capital and voting rights is entitled to examine the Proxy Statement and voting material, during the Company's business days and working hours, according to applicable law.

It is noted that there may be changes on the agenda after publishing the Proxy Statement, including adding items on the agenda, and there may be Position Statements which can be published. Therefore, to the extent there are changes, the most updated agenda will be furnished to the SEC on a Report on Form 6-K and will be made available to the public on the SEC's website at www.sec.gov.

PROPOSAL 1
TO RE-APPOINT SOMEKH CHAIKIN, CERTIFIED PUBLIC ACCOUNTANTS (ISRAEL), A MEMBER OF KPMG INTERNATIONAL, AS INDEPENDENT PUBLIC ACCOUNTANTS OF THE COMPANY

Under the Companies Law, the appointment of independent public accountants requires the approval of the shareholders of the Company.

The Board of Directors has authorized and approved the re-appointment of the accounting firm of Somekh Chaikin, Certified Public Accountants (Israel), a member of KPMG International ("**Somekh Chaikin**"), as the Company's independent auditor firm until the next annual general meeting and authorized the Company's Board of Directors to determine their compensation until the next annual general meeting.

The Board of Directors believes that the re-appointment of Somekh Chaikin as the independent auditor of the Company is appropriate and in the best interest of the Company and its shareholders.

For additional information on the fees paid by the Company and its subsidiaries to Somekh Chaikin in each of the previous two fiscal years, please see Item 16C 'Principal Accountant Fees and Services' in the Company's annual report on Form 20-F for the year ended December 31, 2022, filed with the SEC on March 30, 2023.

The shareholders of the Company are requested to adopt the following resolution:

"RESOLVED, to re-appoint Somekh Chaikin as the Company's independent auditor firm until the next annual general meeting, and to authorize the Company's Board of Directors to determine their compensation until the next annual general meeting."

The re-appointment of Somekh Chaikin requires the affirmative vote of a Simple Majority.

The Board of Directors unanimously recommends a vote FOR the above proposal.

PROPOSAL 2
RE-ELECTION OR INITIAL ELECTION (AS APPLICABLE) OF THE COMPANY'S CLASS III DIRECTORS

Under the Companies Law and the Company's Amended and Restated Articles of Association, the management of the Company's business is vested in the Board of Directors. The Board of Directors may exercise all powers and may take all actions that are not specifically granted to our shareholders. The Company's Amended and Restated Articles of Association (the "**Company's Articles**") provide that the Company may have at least three and not more than twelve directors.

The Company's Board of Directors currently consists of nine (9) directors. The Company's directors are divided into three classes with staggered three-year terms. Each class of directors consists, as practically as possible, of one-third of the total number of directors constituting the entire Board of Directors. At each annual general meeting of the Company's shareholders, the re-election of directors following the expiration of the term of office of the directors of that class of directors is for a term of office that expires as of the date of the third annual general meeting following such re-election. Therefore, at each annual general meeting, the term of office of only one class of directors expires. Each director holds office until the annual general meeting of the Company's shareholders in which his or her term expires, unless he or she is removed by a vote of 70% of the total voting power of the Company's shareholders at a general meeting of the Company's shareholders, or upon the occurrence of certain events, in accordance with the Companies Law and the Company's Articles.

The Board of Directors has resolved to adopt the Nasdaq corporate governance exemption, and accordingly, the Company is not required to appoint external directors as such are defined in the Companies Law.

The Company's Board Diversity Matrix pursuant to Nasdaq's Rule 5605(f) is available on the Company's website at the following address: investors.nano-di.com/governance-1

According to the Company's Articles, the Company's directors are divided among three classes as follows:

(i) The Company's Class I directors are Amit Dror, Igal Rotem and Yoav Stern, whose current terms will expire at the Company's 2024 annual general meeting of shareholders and upon the election (and qualification) of their respective successors;

(ii) The Company's Class II directors are Simon Anthony-Fried, Ron Elazar Kleinfeld and J. Christopher Moran, whose current terms will expire at the Company's 2025 annual general meeting of shareholders and upon the election (and qualification) of their respective successors;

(iii) The Company's Class III directors are Yoav Nissan Cohen, Oded Gera and Col. (Res.) Channa (Hanny) Caspi, whose current terms will expire at the Meeting.

The Company's Board of Directors has approved the nomination of each of the following for re-election as a Class III directors - Yoav Nissan Cohen, Oded Gera and Col. (Res.) Channa (Hanny) Caspi (the "**Directors**"). The Company's Board of Directors recommends that shareholders re-elect each of the Directors as Class III directors, each for a three-year term (the "**Nano Slate**"). It is intended that proxies (other than those directing the proxy holders not to vote for the listed nominees or for one of them) will be voted for the re-election, as the case may be, of each nominee as a Class III director.

On July 31, 2023, the Company received a request from Murchinson Ltd. representing Nomis Bay Ltd. (the "**Proposing Shareholder**"), a shareholder of the Company holding approximately 1.1% of its voting rights, and other ADS holders. The Proposing Shareholder requested to add the initial election of three alternate directors nominees to replace the Directors as Class III directors (the "**Murchinson Slate**") as an item on the agenda of the Meeting. The Company's Board of Directors determined to enable its shareholders to consider the Murchinson Slate proposed by the Proposing Shareholder.

Company Board of Directors Nominees for Re-election

Each of the nominees in Nano Slate, whose professional background is provided below, has advised the Company that they are willing, able and ready to serve as a Class III director if re-elected, as the case may be. Additionally, in accordance with the Companies Law, each of the nominees in Nano Slate has certified to the Company that he or she meets all the requirements of the Companies Law for election as a director of a public company, and possesses the necessary qualifications and has sufficient time, to fulfill his or her duties as a director of the Company, taking into account the size and needs of the Company. The Company does not have any understanding or agreement with respect to the future election of either of the Directors.

In addition, the Nomination Committee and Board has determined that each of Yoav Nissan Cohen, Oded Gera and Col. (Res.) Channa (Hanny) Caspi is independent under the Nasdaq listing standards.

Subject to the re-election of. Yoav Nissan Cohen, Oded Gera and Col. (Res.) Channa (Hanny) Caspi, respectively, they will be entitled to indemnification and release letters as applicable and shall be covered by the Company's directors and officers insurance, all as previously approved in accordance with the Companies Law and the Company's compensation policy.

Set forth below is certain biographical information regarding the background and experience for each nominee:

Mr. Yoav Nissan Cohen

Mr. Yoav Nissan-Cohen has served on our board of directors since December 2022. Mr. Nissan-Cohen's career covers almost 40 years of scientific research, technology development, and executive management. He worked as a research scientist in General Electric's Research and Development Center in New York from 1988 to 1991. In 1991, he joined National Semiconductor, and in 1993 he was one of the founders of Tower Semiconductor Ltd. (TLV: TSEM), where he served as chief executive officer, took the company public on the Nasdaq Capital Market, and built a $1.5 billion advanced semiconductor facility. Mr. Nissan-Cohen was a venture partner in a large VC fund, and later served as the chairman and chief executive officer of Amimon, Inc., a semiconductor company, from 2005 to 2013, providing the only solution for a zero-latency wireless camera link for various medical and other video applications. Mr. Nissan-Cohen has been an executive board member in Weebit Nano (ASX: WBT) since January 2018, a semiconductor company developing a new class of semiconductor memory chips, and the chairman of VisionLab Ltd., a company specializing in advanced vision-based solutions for industrial and military applications, as well as TeraCyte Analytics Ltd., a biotechnology company which developed a platform for high throughput temporal analysis of live single-cells, with breakthrough applications for research, discovery, and development of new drugs and therapies. Mr. Nissan-Cohen holds a Ph.D. in physics from the Hebrew University in Jerusalem.

Ms. Oded Gera

Mr. Oded Gera has served on our board of directors since April 2021. Mr. Gera has served as Senior Global Advisor in Rothschild & Co. Global Advisory from 2018. He is the former Chairman and Founder of Rothschild & Co. in Israel. Mr. Gera has served as Lord Jacob Rothschild's Entrepreneur in Residence from 2004 to 2007, as well as an advisor to the board of directors of Robeco Sustainable Private Equity Fund from 1998 to 2006. Prior to his service at Rothchild & Co., Mr. Gera was the Chief Executive Officer of The Israel Diamond Exchange, which was subsequently bought by a public company in 1996. Previously, he was the founder and owner of the Oded Gera fashion house, which became a household name in Israel.

Ms. Channa (Hanny) Caspi

Ms. Channa (Hanny) Caspi has served on our board of directors since April 2022. Ms. Caspi is the Chief Executive Officer of C-OP Ltd., an international relations strategic consulting group, a position she has held since 2013. She had served for almost 30 years in the Israeli Defense Forces (IDF) from 1984 to 2013. She was the Head of the IDF International Defense Cooperation Department, designing international relations policy, expanding the security state connections and initiating, planning and organizing mutual activities with foreign defense forces - dialogues, visits and joint exercises. Prior to that, Ms. Caspi had served as the IDF Defense Attaché to The Netherlands, Belgium and Luxemburg and IDF representative to the North Atlantic Treaty Organization. She was credited for strengthening the cooperation between the IDF and the Netherlands Defense Forces, including expansion of the defense export and the relations between the Israeli and Dutch defense establishments. Ms. Caspi served from 1984 until 2007 in the IDF Attorney General Office as Head of the Legislation and Legal Advice Department. There, she had initiated and established a large-scale body for counseling and legislation to provide legal assistance in various subjects, which was integrated in the work of many military organizations. Ms. Caspi represented the IDF in the "Knesset" (Parliament), where she was involved in legislative processes and discussions, personally responsible for issuing legislations related to military activity. She was engaged in core legal issues with the Ministry of Justice and the Attorney General concerning petitions to the High Court of Justice. Ms. Caspi received a Bachelor of Law degree from the Bar-Ilan University, and is finalizing her thesis for a Master of Law degree from the Bar-Ilan University, and is a graduate of Tel Aviv University's special program for medicine and law and a graduate of the "Mifne" program for Senior Military Management.

Murchinson Slate Nominees for Initial Election

The following biographical information regarding the individuals nominated by the Proposing Shareholder for initial election at the Meeting that appears further below, is based solely on materials submitted to our Company by the Proposing Shareholder. **The Company takes no responsibility for its accuracy or completeness.**

Robert (Bob) Pons, age 67, has served as President and Chief Executive Officer of Spartan Advisors, Inc., a management consulting firm specializing in telecom and technology companies, since January 2017. From May 2016 to December 2016, Mr. Pons served as Executive Vice President of PTGi-ICS, a wholly owned subsidiary of HC2 Holdings, Inc. (formerly NYSE: HCHC) ("HC2") (formerly PTGi Holding, Inc. and Primus Telecommunications Group Inc.)(now Innovate Corp. (NYSE: VATE)), a publicly traded diversified holding company with an array of operating subsidiaries, including telecom/infrastructure, construction, energy, technology, gaming and life sciences. From May 2014 to May 2016, he served as Executive President of Business Development at HC2. From February 2011 to April 2014, Mr. Pons was Chairman of Live Micro Systems, Inc. (formerly Livewire Mobile), a comprehensive one-stop digital content solution for mobile carriers. From 2008 to 2011, Mr. Pons was Senior Vice President, Capital Markets, at TMNG Global (now Cartesian, Inc.), a global consulting firm to technology, media, communications and financial services companies. Prior to this, Mr. Pons served in a number of senior management roles in technology companies, including as President and Chief Executive Officer of Uphonia, Inc. (formerly SmartServ Online, Inc.), a wireless applications service provider, from 2003 to 2007, President of FreedomPay, Inc., a wireless device payment processing company, from 1999 to 2003, and President of Lifesafety Solutions, Inc., a software company catering to 911 call centers, from 1994 to 1999. Mr. Pons has also served on the boards of more than a dozen publicly traded companies, utilizing his more than 40 years of hands-on operating experience as a CEO and senior executive in high-growth companies and companies in need of turnaround strategies. Mr. Pons previously served on the Board of Directors of Seachange International Inc. (NASDAQ:SEAC) ("Seachange"), a global television and video advertising technology company, from February 2019 to July 2022 and as Chairman from November 2019 until he was appointed Executive Chairman from January 2021 until September 2021 and assumed the duties of Seachange's principal executive officer while the company conducted a search for a new Chief Executive Officer, at which time Mr. Pons continued his prior role as Chairman of Seachange until July 2022. Additionally, Mr. Pons previously served on the Boards of Directors of CCUR Holdings, Inc. (OTCPK: CCUR)(formerly Concurrent Computer Corp), a financial services company, from June 2020 to June 2021 and from July 2012 to December 2018, Alaska Communications Inc. (formerly NASDAQ: ALSK), a telecommunications company, from May 2018 to May 2019, Inseego Corp. (NASDAQ: INSG) (formerly Novatel Wireless), a mobile wireless and cloud solutions company, from October 2014 to October 2019, HC2 from September 2011 to June 2016 and MRV Communications, Inc. (formerly NASDAQ: MRVC), a communications equipment and services company, from October 2011 to August 2017. Mr. Pons also previously served on the Boards of Directors of Arbinet Corporation, Proxim Wireless Corporation, Network-1 Technologies, Inc., and DragonWave-X. Mr. Pons holds a B.A. degree from Rowan University with Honors.

*Phillip (Pinny) Borenstein***,** age 40, has served as a director, portfolio manager and partner at Hamilton Equity Partners LLC, a private equity firm, since March 2014. Mr. Borenstein founded and has served as a partner of Hamilton EQ Management LLC, a commercial real estate company, where he oversees M&A activity and manages its portfolio of commercial real estate and healthcare facilities with a value of over $500mm, since 2016. In addition, Mr. Borenstein raised the seed money and is an active partner and supporter of the Triumph Leadership Innovation group, an organization working to empower and develop young managers and entrepreneurs in Israel, since 2016. Mr. Borenstein earned a M.S. degree in accounting from Fairleigh Dickinson University, including research and studies relating to forensic reviews of public company financial reports, and a Bachelor of Talmudic Law from Yeshiva Shaar HaTorah.

*Karen Sarid***,** age 72, has served as a director, including as Chair of the audit committee and a member of the compensation and executive committees of Brainsway Ltd., (NASDAQ,TASE: BWAY), a healthcare services company, since December 2017. Previously, Ms. Sarid served as VP Beauty and Dental and as Chairman of China activities at Syneron Medical Ltd., a medical products and services company, from March 2014 to July 2017 and she served as President of Alma Lasers Ltd., global innovator of laser, lightbased, radiofrequency and ultrasound solutions for the aesthetic and surgical markets, from January 2012 to August 2013. Over the span of her career, Ms. Sarid has served in various senior-level operations, sales, financial and strategic roles and she received the CFO of the year in Israel of the CFO organization and the head of economic activities in Israel, in 1998. Ms. Sarid holds a BA in Economics and Accounting from the University of Haifa.

Reasons for Voting FOR Nano Slate Instead of Murchinson Slate

- Nano's nominees – seven of whom are independent – are exceptionally qualified directors with diverse skills and decades of expertise across the 3D printing and digital-cloud-manufacturing industry, as well as in technology, capital markets, corporate finance, M&A and strategic business development in the U.S., Europe and Israel.
- All of Nano's nominees have strong track records of value creation and have previously served as CEOs or in "C-suite" positions, through which they have created demonstrable increases in long-term shareholder value.
- Under the guidance of Nano's Board, Nano is executing on a focused growth strategy buoyed by strong fundamentals – this includes a disciplined, diligently developed M&A strategy focused on driving synergy value and delivering strong organic growth. This has resulted in revenue growth of 12x between 2020 and 2022 and is underpinned by a disciplined approach to capital allocation, taking advantage of opportunistic M&A, whilst maintaining prudent multiples and not overpaying as has been the case with so many of its competitors.

Considerations Against Murchinson Slate

- Murchinson is an eccentric family hedge fund with a history of dubious behavioral patterns – including stock manipulations, violations of law, and legal proceedings with regulatory authorities – and has launched a disruptive and damaging campaign that jeopardizes substantial long-term value for all Nano shareholders.
- Murchinson's goal is to remove 9 directors – 7 of whom are independent – all of whose skills are critical to Board oversight.
- Murchinson has presented no strategic plan and no vision for Nano's future. Their actions are motivated by a desire to elevate their own profile and make a quick profit by liquidating Nano at the expense of substantial long-term value creation potential for other shareholders.
- Murchinson's nominees cannot be deemed independent given that Murchinson has committed to paying each of its nominees $50,000 on a non-refundable basis simply for agreeing to stand for election.

The appointment of Murchinson's nominees would result in a majority of U.S. directors on Nano's Board. Under Nasdaq rules, Nano would no longer be exempt as a Foreign Private Issuer and would be subject to U.S. company disclosure obligations. This change in Nano's status would increase its costs dramatically.

Pursuant to Proposal 2, the Company will bring to its shareholders the following two resolutions, as to which shareholder may vote "FOR" only one of the two proposed resolutions, or abstain on the proposal (shareholders may not vote "AGAINST" either resolution):

a. **RESOLVED**, to approve the re-election to serve as directors of Nano Dimension Ltd. of a slate of nominees, comprised of the following individuals, together constituting the "Nano Slate", as Class III directors until the third annual general meeting of shareholders following such re-election and until he or she ceases to serve in office in accordance with the provisions of the Company's Articles or any law, whichever is the earlier: Yoav Nissan Cohen, Oded Gera and Col. (Res.) Channa (Hanny) Caspi;

   or

b. **RESOLVED**, to approve the election to serve as directors of Nano Dimension Ltd. of a slate of nominees, comprised of the following individuals, together constituting the "Murchinson Slate", as Class III directors until the 2026 annual general meeting of Nano's shareholders following such initial election and until he or she ceases to serve in office in accordance with the provisions of the Company's Articles or any law, whichever is the earlier: Robert Pons, Phillip Borenstein and Karen Sarid.

The slate of nominees that receives more votes "FOR" will be deemed re-elected or elected (as applicable), having received a majority of the votes cast on the proposal (as there will be no option of voting "AGAINST" either slate). Abstentions and broker non-votes, if any, will be disregarded in determining which of the slates has received a Simple Majority and will therefore have no impact on the outcome of voting on Proposal 2.

The Board of Directors unanimously recommends a vote <u>FOR</u> the foregoing resolution re-electing the Nano Slate, consisting of Yoav Nissan Cohen, Oded Gera and Col. (Res.) Channa (Hanny) Caspi.

The Board of Directors furthermore unanimously recommends that you disregard the Murchinson slate, and that you also disregard any proxy materials that you may receive from, or be directed to by, the Proposing Shareholder, including any proxy statement or proxy card.

PROPOSAL 3
TO AMEND ARTICLE 39 OF THE COMPANY'S AMENDED AND RESTATED ARTICLES OF ASSOCIATION.

On July 31, 2023, the Proposing Shareholder requested the Company's shareholders to adopt resolution at the Meeting:

"RESOLVED, that Article 39 of the Company's Articles is hereby amended and restated to read as follows:

"(a) Except for the External Directors if any (who shall be elected and serve in office in strict accordance with the provisions of the Companies Law, if so required by the Companies Law), Directors shall be elected at a General Meeting and shall hold office until the next Annual General Meeting held following their election and until their successors have been duly elected and qualified or until such earlier time as such Director's office is vacated.

(b) Prior to every General Meeting of the Company at which Directors are to be elected, the Board of Directors (or a Committee thereof) may select, by a resolution adopted by a majority of the Board of Directors (or such Committee), a number of Persons to be proposed to the Shareholders for election as Directors at such General Meeting (the "Nominees").

(c) Any Proposing Shareholder requesting to include on the agenda of a General Meeting a nomination of a Person to be proposed to the Shareholders for election or appointment as Director (such person, an "Alternate Nominee"), may so request provided that it complies with 145 Adelaide Street West, Fourth Floor, Toronto, ON M5H 4E5 Tel. +1 416 845 0666 Fax +1 416 981 7333 this Article 39(c) and Article 25 and applicable law. In addition to any information required to be included in accordance with applicable law, such a Proposal Request shall include information required pursuant to Article 25, and shall also set forth: (i) the name, address, telephone number, fax number and email address of the Alternate Nominee and all citizenships and residencies of the Alternate Nominee; (ii) a description of all arrangements, relations or understandings between the Proposing Shareholder(s) or any of its affiliates and each Alternate Nominee; (iii) a declaration signed by the Alternate Nominee that he consents to be named in the Company's notices and proxy materials relating to the Annual General Meeting, if provided or published, and, if elected, to serve on the Board of Directors and to be named in the Company's disclosures and filings; and (iv) a declaration signed by each Alternate Nominee as required under the Companies Law for the appointment of such an Alternate Nominee. The Company shall be entitled to publish any information provided by a Proposing Shareholder pursuant to this Article 39(c) and Article 25, and the Proposing Shareholder shall be responsible for the accuracy and completeness thereof.

(d) The Nominees or Alternate Nominees shall be elected or appointed by a resolution adopted at the General Meeting at which they are subject to election or appointment.

(e) Notwithstanding anything to the contrary in these Articles, the election, qualification, removal or dismissal of External Directors (if any) shall be only in accordance with the applicable provisions set forth in the Companies Law.

(f) Directors whose terms of office have expired or terminated may be re-elected. The aforesaid will not apply to External Directors (if any), whose reappointment shall be in accordance with the provisions of the Companies Law and the regulations promulgated thereunder.

(g) For the sake of clarity, with respect to the Annual General Meeting to be held in 2023 (the "2023 AGM"), the following shall apply: (i) any Directors elected or appointed by the Shareholders at the 2023 AGM, whether as Class III directors or otherwise, shall hold office until the next Annual General Meeting and until their successors have been duly elected and qualified or until such earlier time as such Director's office is vacated, and (ii) any Directors elected or appointed by the Shareholders prior to the 2023 AGM shall, unless removed at the 2023 AGM, hold office until the next General Meeting and until their successors have been duly elected and qualified or until such earlier time as such Director's office is vacated."

The amendment of article 39 of the Company's Articles requires the affirmative vote of a Special Majority (as defined above).
The Board of Directors unanimously recommends a vote AGAINST the above proposal.

PROPOSAL 4
AMEND ARTICLE 42 OF THE COMPANY'S AMENDED AND RESTATED ARTICLES OF ASSOCIATION

On July 31, 2023, the Proposing Shareholder requested the Company's shareholders to adopt resolution at the Meeting:

"RESOLVED, that the provisions of Article 42 (other than, for the sake of clarity, Article 42(e)) of the Company's Articles are hereby amended and restated to read as follows:

"The office of a Director shall be vacated and he or she shall be dismissed or removed: (a) ipso facto, upon his or her death; (b) if he or she is prevented by applicable law from serving as a Director; (c) if he or she is declared bankrupt; (d) if the Board determines that due to his or her mental or physical state he or she is unable to serve as a director; (e) […]; (f) by a resolution adopted at a General Meeting by a simple majority of the voting power represented at the General Meeting in person or by proxy and voting thereon, as one class, and disregarding abstentions from the count of the voting power present and voting. Such removal shall become effective on the date fixed in such resolution; (g) by his or her written resignation, such resignation becoming effective on the date fixed therein, or upon the delivery thereof to the Company, whichever is later; (h) with respect to an External Director, and notwithstanding anything to the contrary 145 Adelaide Street West, Fourth Floor, Toronto, ON M5H 4E5 Tel. +1 416 845 0666 Fax +1 416 981 7333 herein, only pursuant to applicable law; or (i) if his or her office is vacated by virtue of the order or decision of a competent court (in a litigation to which the Company is a party). Such removal shall become effective on the date fixed by the court order or decision."

The amendment of article 42 of the Company's Articles requires the affirmative vote of a Simple Majority.

The Board of Directors unanimously recommends a vote <u>AGAINST</u> the above proposal.

PROPOSAL 5
REMOVAL OF CERTAIN DIRECTORS FROM OFFICE.

On July 31, 2023, the Proposing Shareholder requested the Company's shareholders to adopt resolution at the Meeting:

"RESOLVED: to remove Mr. Yoav Stern from the Board of Directors;

RESOLVED THAT: to remove Mr. Igal Rotem from the Board of Directors;

RESOLVED THAT: to remove Mr. Amit Dror from the Board of Directors;

RESOLVED THAT: to remove Mr. Simon Anthony-Fried from the Board of Directors;

RESOLVED THAT: to remove Mr. J. Christopher Moran from the Board of Directors; and

RESOLVED THAT: to remove Mr. Ron Elazar Kleinfeld from the Board of Directors.

The removal of certain directors from office requires the affirmative vote of a Special Majority.

The Board of Directors unanimously recommends a vote AGAINST the above proposal.

Your vote is important! Shareholders are urged to complete and return their proxies promptly in order to, among other things, ensure action by a quorum and to avoid the expense of additional solicitation. If the accompanying proxy is properly executed and returned in time for voting, and a choice is specified, the shares represented thereby will be voted as indicated thereon. EXCEPT AS MENTIONED OTHERWISE IN THIS PROXY STATEMENT, IF NO SPECIFICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF THE PROPOSALS DESCRIBED IN THIS PROXY STATEMENT. Shareholders who hold shares of the Company through members of the Tel Aviv Stock Exchange and who wish to participate in the Meeting, in person or by proxy, are required to deliver proof of ownership to the Company, in accordance with the Israeli Companies Regulations (Proof of Ownership of a Share For Purposes of Voting at General Meetings), 5760 - 2000. Such shareholders wishing to vote by proxy are requested to attach their proof of ownership to the enclosed proxy.

Proxies and all other applicable materials should be sent to the Company's office at Ilan Ramon 2, Ness Ziona.

PRESENTATION AND DISCUSSION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE ANNUAL REPORT FOR THE YEAR ENDED DECEMBER 31, 2022

Pursuant to the Companies Law, the Company is required to present the Company's audited financial statements for the year ended December 31, 2022, to the Company's shareholders.

The financial statements and annual report on Form 20-F for the year ended December 31, 2022[1], filed with the SEC on March 30, 2023, are available on the Company's website at the following address:

https://investors.nano-di.com/financial-info

At the Meeting, shareholders will have an opportunity to review, ask questions and comment on the Company's audited consolidated financial statements and annual report for the year ended December 31, 2022.

This agenda item will not involve a vote by the shareholders, and accordingly there is no proposed resolution.

ADDITIONAL INFORMATION

The Company is subject to the informational requirements of the United States Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), as applicable to foreign private issuers. Accordingly, the Company files reports and other information with SEC. All documents which the Company will file on the SEC's EDGAR system will be available for retrieval on the SEC's website at http://www.sec.gov.

As a foreign private issuer, the Company is exempt from the rules under the Exchange Act prescribing certain disclosure and procedural requirements for proxy solicitations. In addition, the Company is not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as companies incorporated in states in the United States whose securities are registered under the Exchange Act. The Notice of the Annual General Meeting of Shareholders and the Proxy Statement have been prepared in accordance with applicable disclosure requirements in the State of Israel.

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS PROXY STATEMENT, AS AMENDED, OR THE INFORMATION FURNISHED TO YOU IN CONNECTION WITH THIS PROXY STATEMENT WHEN VOTING ON THE MATTER SUBMITTED TO SHAREHOLDER APPROVAL HEREUNDER. THE COMPANY HAS NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT FROM WHAT IS CONTAINED IN THIS DOCUMENT. THIS PROXY STATEMENT, AS AMENDED, IS DATED AUGUST 7, 2023. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS DOCUMENT IS ACCURATE AS OF ANY DATE OTHER THAN AUGUST 7, 2023, AND THE MAILING OF THIS DOCUMENT TO SHAREHOLDERS SHOULD NOT CREATE ANY IMPLICATION TO THE CONTRARY.

By Order of the Board of Directors

NANO DIMENSION LTD.

Yoav Stern, Chairman of the Board of Directors

[1] Including details regarding compensation granted to the Company's five most highly compensated officers and directors during or with respect to the year ended December 31, 2022.

NANO DIMENSION LTD.
PROXY
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints, Mr. Yoav Stern, Chief Executive Officer and Chairman of the Board of Directors, and Mr. Tomer Pinchas, the Company's Chief Operating Officer, and each of them, as agents and proxies of the undersigned, with full power of substitution to each of them, to represent and to vote on behalf of the undersigned all the Ordinary Shares of Nano Dimension Ltd. (the "**Company**") which the undersigned is entitled to vote at the Annual General Meeting of Shareholders (the "**Meeting**") to be held at the offices of the Company at 2 Ilan Ramon, Ness Ziona 7403635, Israel, on September 7, 2023, at 3:00 pm, Israel time, and at any adjournments or postponements thereof, upon the following matter, which is more fully described in the Notice of Annual General Meeting of Shareholders and Proxy Statement relating to the Meeting.

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made with respect to any matter, this Proxy will be voted in accordance with the Board of Directors recommendation for such matter. Any and all proxies heretofore given by the undersigned are hereby revoked.

(Continued and to be signed on the reverse side)

NANO DIMENSTION LTD.
ANNUAL GENERAL MEETING OF SHAREHOLDERS

Date of Meeting: September 7, 2023

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

1. To re-appoint Somekh Chaikin, Certified Public Accountants (Israel), a member of KPMG International, as the Company's independent auditor firm of the Company until the next annual general meeting of the shareholders, and to authorize the Company's Board of Directors to determine their compensation until the next annual general meeting.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

2 Re-election or initial election (as applicable) to the Board of Directors, to serve as Class III directors of the Company for a term of three years that expires at the third annual general meeting of shareholders following such re-election or initial election (as applicable) and until they cease to serve in office in accordance with the provisions of the Company's Articles or any law, whichever is the earlier, of **either**:

The Nano Slate, a slate of three individuals nominated by the Company's Board of Directors, consisting of: Yoav Nissan Cohen (a current Nano board member), Mr. Oded Gera (a current Nano board member) and Col. (Res.) Channa (Hanny) Caspi (a current Nano board member) (collectively, the "**Nano Slate**") ☐ **FOR**

Or

The Murchinson Slate, a slate of three individuals nominated by the Proposing shareholder, consisting of: Ms. Karen Sarid, Mr. Robert (Bob) Pons, and Mr. Phillip (Pinny) Borenstein (collectively, the "**Murchinson Slate**"). ☐ **FOR**

☐ **ABSTAIN**

3 To amend article 39 of the Company's Articles.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

4 To amend article 42 of the Company's Articles.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

5 To approve the removal of Mr. Yoav Stern from the Board of Directors.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

6 To approve the removal of Mr. Igal Rotem from the Board of Directors.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

7 To approve the removal of Mr. Amit Dror from the Board of Directors.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

8 To approve the removal of Mr. Simon Anthony-Fried from the Board of Directors.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

9 To approve the removal of Mr. J. Christopher Moran from the Board of Directors.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

10 To approve the removal of Mr. Ron Elazar Kleinfeld from the Board of Directors.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the Meeting or any adjournment or postponement thereof.

______________	______________	______________, 2023
NAME	SIGNATURE	DATE
______________	______________	______________, 2023
NAME	SIGNATURE	DATE

Please sign exactly as your name appears on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Exhibit 99.4

POSITION STATEMENT

July 31, 2023

Nano Dimension Ltd. (the "Company", "Nano" or "you")
2 Ilan Ramon St.
Ness Ziona 7403635
Israel
Attention: The Board of Directors (the "Board")

Re: Position Statement – Annual General Meeting

Dear Sir/Madam,

On July 24, 2023, the Company published a notice and proxy statement for an annual general meeting of the shareholders to be held on September 7, 2023 (the "Meeting" or "Annual Meeting"). Murchinson Ltd. ("Murchinson") and certain funds it advises and/or sub-advises set forth on the signature page of the Letter (as defined below) (the "Funds" and, together with Murchinson, the "Proposing Shareholders" or "we") respectfully submit this position statement in connection with the Meeting, including those agenda items set forth in our demand letter dated as of the date hereof (the "Letter").

Based on publicly available information, we currently hold an approximately 5.95% stake in the Company and, as reflected in the Letter, sought that Nano include Murchinson's proposals on the agenda of the Meeting to allow the shareholders of the Company to vote upon resolutions to substantially improve the Company's corporate governance.

As you know, on January 22, 2023, we have sought to convene a special meeting of the shareholders that was eventually held on March 20, 2023 (the "March Meeting") and which is the subject matter of ongoing litigations between Nano and us, including the ongoing litigations in the Israeli Court regarding the validity of the March Meeting (the "Israeli Litigations" and the "Israeli Court"). That March Meeting was designed to **moderately improve** the failed corporate governance of the Company **we identified at the time**, including by removing **only four** incumbent directors and appointing **only two** directors.

While we are confident that our position will prevail, the Israeli Court is expected to issue its decision only well after the date of the Annual Meeting. More importantly, given the actions taken (or omitted to be taken) by Nano since January 22, 2023, it is evident that Nano's corporate governance **actually needs a major overhaul** by way of (i) amending certain provisions of the Company's Articles of Association (as amended, the "Articles of Association"), (ii) removing **ALL** current directors of the Company, and (iii) electing (or appointing), in the aggregate, **five** new, truly independent, director nominees.

We believe these actions are **urgently** required in order to protect shareholders' interests, particularly for the following key reasons:

- ☐ **Egregious Corporate Governance.** We believe that Nano's financial and stock price performance is linked to its egregious corporate governance, and the level of management accountability it imposes. This poor governance is demonstrated by various counts, such as:

  - o ***The Board's Actions Around the demand to hold the March Meeting.*** Only a few days after our demand to call the March Meeting, the Company immediately embarked on a series of questionable actions, including a smear campaign against us, adoption of a poison pill, filing a dilutive registration statement, and, within a few weeks thereafter, seeking "transformative acquisitions" that led, on March 9, to its proposed unsolicited bid to acquire Stratasys (a transaction that Nano abandoned just a few days ago). All these actions were clearly designed to entrench the incumbent directors.

  - o ***The Board's Position on ADS' Holders Rights.*** Instead of respecting our clear right under local law to convene the March Meeting, trying to collaborate with us on Board refreshment, or, God forbid, challenge our proposals on their merits, the Board determined to initiate expensive cross-border litigations against us. More importantly, the Board blessed an "innovative" approach - contrary to the Company's prior actions and public disclosures, the Company took the position that ADS holders do not have any shareholder rights, the only shareholder entitled to exercise such rights is Bank of New York Mellon (the ADS depositary), and, consequently, the Company, among other things, is not even a public company. Regardless of the outcome of the Israeli Litigations, the failure of the Board to address shareholder concerns demonstrates the need for substantial change.

  - o ***The Staggered Board Structure.*** The ability to elect directors is one of the most important uses of the shareholder franchise. Accordingly, directors should be accountable to shareholders on an annual basis. We believe that Nano's classified Board structure, allowing directors to serve three-year terms, diminishes accountability and precludes the full exercise of the rights of shareholders to approve or disapprove annually the performance of a director or directors.

- ***The Board is too large.*** There are currently, per Nano's position (i.e., disregarding the March Meeting), nine members on the Board. Several studies have shown that companies with smaller boards tend to outperform peers with larger boards as they facilitate more in-depth discussions and increase accountability. Moreover, based on a sample we conducted of US-traded companies of similar size (in terms of market capitalization or of similar revenue to Nano's), yields an average board size of 6-7 members.

- ***Nano's current troubling governance structure resulted in the manipulation of Board classes.*** We believe we identified a pattern whereby appointed directors are often reclassified by the Board ahead of annual shareholders meetings to avoid shareholders having a say on the matter. Some Board-appointed directors, such as Mr. Oded Gera, Mr. Igal Rotem and Mr. Yoav Stern, Nano's CEO himself who, per Nano's position (i.e., disregarding the March Meeting), continued to serve for extended periods of time thanks to arbitrary changes of their classes. Conversely, other directors, stand for election two meetings in a row.

- ***Questionable affiliated party transactions approved by the Board.***

☐ A recent example is that the service agreement of the CEO, that expired on December 31, 2022 was extended **without obtaining the required shareholder approval**. The Company took a baseless position and stated that it will be extended until "**the next earliest meeting"** of shareholders but, even then, failed to bring such extension to the approval of shareholders thus far. Similarly, during September 2022, Nano re-priced share options granted to certain directors, whereby every two share options were converted into one RSU (without an exercise price), again **without shareholder approval.**

☐ Another telling example is the December 2022 special shareholders meeting, called by the Board to approve three proposals, including a 60% reduction in the exercise price of 27.7 million of the warrants issued to the CEO from $6.16 to $2.46 per share, misleadingly describing this gigantic benefit as a reasonable return on a miniscule "investment" by Mr. Stern. All three proposals were rejected by shareholders by an overwhelming majority and gained the admonishment of the two leading proxy advisory firms – ISS and Glass-Lewis.

☐ Another example is the approval by the Board of the April 2021 acquisition of DeepCube, a company that was founded and majority-owned by two of the thenserving directors of the Board, for approximately $70 million. This questionable acquisition is the subject of an ongoing lawsuit filed by an unrelated shareholder.

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- o ***Lack of transparency and meaningful disclosure***. We believe that the Company has publicly disseminated limited or self-serving information. A few recent examples of this attitude are:

- ☐ In January and March 2023, apparently in response to our March Meeting demand, the Board had approved the acceleration of various equity awards of some employees and executives in case of change of control or "other special circumstances", **without shareholders' approval** and without as much as disclosing how many options or RSUs are subject to this acceleration, who are those employees and executives and what are those mysterious "other special circumstances".

- ☐ In Nano's press release of March 9, the CEO stated that he looks "forward to continuing our discussions with Stratasys to reach a mutually acceptable transaction". Interestingly enough, a few weeks later, Stratasys issued its own press release, stating that there were multiple misstatements by the CEO, including "[c]ontrary to statements made by Mr. Stern, Stratasys' CEO Dr. Yoav Zeif has met with Mr. Stern only once, on March 9, 2023. This meeting was at Mr. Stern's request".

- ☐ **Stock Price Performance**. According to Bloomberg, the Company's market capitalization as of January 20, 2023, just before we called for the March Meeting, was approximately $550 million, reflecting a negative enterprise value (NEV) of approximately $400 million. As of July 28, 2023, its market capitalization was approximately $820 million, reflecting a NEV of approximately $340 million, despite the "re-activation" of the $100 million buy-back plan back in February 2023. We believe that this discount to cash value and NEV imply a significant lack of trust in the vision carried by the CEO and supported by the Board or, put differently, in their ability to create meaningful value for shareholders. And, while since the Stern-led Board reactivated the buyback plan the stock had recovered some, we believe that this rebound is short-lived and will fade away just like after the reactivation of this buyback in February.

1. <u>Our Position on Proposal No. 1 – Re-Appoint Auditors</u>

In Proposal 1, the Board recommends to re-appoint Somekh Chaikin, a member of KPMG International, as the Company's independent auditor until the next annual general meeting.

The Company paid KPMG almost $1.4 million for its services for 2022 (up from $951,000 in 2021, an increase of 40%). Compared for example to Stratasys, who paid approximately $1.0 million to its auditor for 2022, this $1.4 million fee seems to be on the high-end. We would also like to point out that before joining Nano, the Company's CFO, Yael Sandler, worked at KPMG. Accordingly, pending new information that might come to light, we currently intend to **<u>ABSTAIN</u>** on this Proposal 1.

2. Our Position on Proposal No. 2 – Election Three Class III Directors

In Proposal 2, the Board recommends the re-election of Yoav Nissan Cohen, Oded Gera and Channa Caspi (the "Nano Slate") as Class III directors for a term of three years.

As discussed above, Murchinson believes that none of the members of the Board (including the Nano Slate) have proved to be worthy stewards for shareholders, and Murchinson has serious concerns about their judgment (or lack thereof). To that end, we propose that the following three highly-qualified director candidates, who have significant experience and proven capabilities, be elected as directors: Ms. Karen Sarid, Mr. Robert (Bob) Pons and Mr. Phillip (Pinny) Borenstein (the "Murchinson Slate"). We believe each of them have the requisite skills and experience and are independent – from the Proposing Shareholders themselves, from Nano's management and, perhaps most importantly, from the CEO - so as to enhance the Board's objectivity and performance as a steward of shareholder interest and restore the market's trust in the Company.

Moreover, Murchinson points out that in the March Meeting (while its legality is contested by Nano in the Israeli Litigations), shareholders overwhelmingly supported the removal of Messrs. Gera and Nissan Cohen (Murchinson did not propose the removal of Ms. Caspi at that time).

We recommend that all of the Company's shareholders **VOTE FOR** the Murchinson Slate and **VOTE AGAINST** the Nano Slate to restore accountability and drive value for the benefit of all shareholders.

3. Our Position on Proposal No. 3 - Approve Amendments to Article 39

In furtherance of our goal to improve the corporate governance and instill a culture of accountability, we propose to amend Article 39 to declassify the Board and have directors elected on an annual basis. In our proposed amendment to Article 39, we clarify, among other things, that directors elected or appointed by the shareholders at the Annual Meeting will hold office until the next annual meeting (unless earlier time as such director's office is vacated).

We recommend that all of the Company's shareholders **VOTE FOR** Proposal No. 3.

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4. Our Position on Proposals No. 4 and 5 - Approve Amendments to Articles 41 and 42.

In the March Meeting (while its legality is contested by Nano in the Israeli Litigations), we amended (i) Article 41 in order to remove the Board's exclusive ability to fill vacancies (which ability was, so we believe, abused by the Board) and to provide shareholders with this power too (exclusively in case of vacancies caused by removal) and (ii) Article 42(f) to allow removal of directors also between annual meetings and by a simple majority vote – in line with best-in-class governance practices.

Proposal No. 4 further clarifies Article 41 (as amended in the March Meeting) by providing, among other things, that the term of any directors who serve by virtue of an appointment by the Board or shareholders shall expire if such Director's office is vacated.

Proposal No. 5 further clarifies Article 42 (as amended in the March Meeting) by adding that the office of a director may be vacated by virtue of the order or decision of a competent court.

These governance improvements will enable shareholders to more easily hold the board of directors accountable and prevent further entrenchment.

We recommend that all of the Company's shareholders **VOTE FOR** Proposals No. 4 and No. 5.

5. Our Position on Proposal No. 6 – Removal of Directors

Without any major changes in the composition of the Board, we are concerned that the current Board will continue to take actions to further entrench itself rather than to prioritize the best interests of the Company and its shareholders. Accordingly, we believe that, aside from electing our proposed nominees (per Proposal 2 and Proposal 7), removing ALL of the incumbent directors (including, for the sake of clarity, the directors that were removed in the March Meeting (while its legality is contested by Nano in the Israeli Litigations)) will have several benefits, including the benefits of (1) effectively reducing the size of the Board, and (2) increasing the chances that the incumbent directors will be ousted.

We recommend that all of the Company's shareholders **VOTE FOR** the removal from office of all of the current directors as stated under Proposal No. 6.

6. Our Position on Proposal No. 7 - Director Nominees

In furtherance of our goal to improve the corporate governance and instill a culture of accountability, we have also proposed that, in addition to our three director nominees described in our Proposal 2, the shareholders of the Company elect two additional, highly-qualified director candidates who have significant experience and proven capabilities as directors. We believe Ms. Timor Arbel-Sadras and Mr. Ofir Baharav each have the requisite skills and experience and are independent – from the Proposing Shareholders themselves, from Nano's management and, perhaps most importantly, from the CEO - so as to enhance the Board's performance as a steward of shareholder interest and restore the market's trust in the Company.

We recommend that all of the Company's shareholders **VOTE FOR** the appointment of these nominees, as stated under Proposal No. 7.

***

We believe that our proposals set forth in the enclosed Letter will help affect a long-overdue change to the Board, and importantly, help to align the Board with shareholders' interests to maximize value.

This Position Statement should not be construed to prejudice any of our claims, rights, arguments, demands, grounds and/or remedies under any contract, the Articles of Association and/or law. It is hereby further clarified that every claim and right of the undersigned, including those in relation to the pending lawsuits between the parties, and any other matter, are fully reserved.

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