ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF NANO DIMENSION LTD.

July 7, 2020

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

1. To appoint Somekh Chaikin as the Company's independent registered public accounting firm for the year ending December 31, 2020, and until the next annual general meeting, and to authorize the Company's Board of Directors to determine their compensation.

   ☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

2. To approve the Increase of Share Capital by NIS 1,000,000,000, to NIS 1,250,000,000, divided into 12,500,000,000 Ordinary Shares, par value NIS 0.10 each, and to amend the Company's articles of association to effect the same, as set forth in the Proxy Statement.

   ☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

3. To approve the Additional Increase of Share Capital by NIS 2,500,000,000, to NIS 3,750,000,000, divided into 37,500,000,000 Ordinary Shares, par value NIS 0.10 each, and to amend Article 35 of the Company's articles of association, as set forth in the Proxy Statement.

   ☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

4. To amend and restate the Compensation Policy for the Company's directors and officers, in the form attached as Exhibit A to the Proxy Statement.

   ☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

   4a. Are you a controlling shareholder of the Company and or have a personal interest (as such terms are defined in the Companies Law and in the Proxy Statement) in the approval of the proposal, as set forth in the Proxy Statement*

   ☐ **YES** ☐ **NO**

   * If you do not mark either Yes or No, your shares will not be voted for Proposal No. 4.

5. To approve the proposed Amended Terms of Mr. Yoav Stern, with regard to his position as the Company's President and Chief Executive Officer, as set forth in Exhibit B of this proxy statement, and to authorize the Company to enter into the Amended Advisory Agreement with Mr. Stern reflecting such Amended Terms.

   ☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

   5a. Are you a controlling shareholder of the Company and or have a personal interest (as such terms are defined in the Companies Law and in the Proxy Statement) in the approval of the proposal, as set forth in the Proxy Statement*

   ☐ **YES** ☐ **NO**

   * If you do not mark either Yes or No, your shares will not be voted for Proposal No. 5.

6. To approve the investment by Mr. Yoav Stern and the issuance of warrants to Mr. Yoav Stern, as set forth in Exhibit C to the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

6a. Are you a controlling shareholder of the Company and or have a personal interest (as such terms are defined in the Companies Law and in the Proxy Statement) in the approval of the proposal, as set forth in the Proxy Statement*

☐ **YES** ☐ **NO**

* If you do not mark either Yes or No, your shares will not be voted for Proposal No. 6.

7. To grant Mr. Ofir Baharav, Mr. Simon Anthony-Fried, Mr. Amit Dror, Mr. Yaron Eitan, Mr. Roni Kleinfeld, Mr. Christopher Moran, and Ms. Nira Poran, options to purchase Ordinary Shares, as set forth in the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

7a. Are you a controlling shareholder of the Company and or have a personal interest (as such terms are defined in the Companies Law and in the Proxy Statement) in the approval of the proposal, as set forth in the Proxy Statement?*

☐ **YES** ☐ **NO**

* If you do not mark either Yes or No, your shares will not be voted for Proposal No. 7.

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.

_____;	_____	_____, 2020
NAME	SIGNATURE	DATE
_____;	_____	_____, 2020
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 signed 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.