



This document prepared by Massivit 3D Printing Technologies Ltd. (hereinafter – the “**Company**” or “**Massivit**”) is a convenience translation of the report published by the Company in the Magna system and on the Tel Aviv Stock Exchange distribution site: <https://maya.tase.co.il/reports/details/1571242>

22 January 2024

## **Massivit 3D Printing Technologies Ltd.**

### **Shelf Offering Report**

According to a prospectus for supplementation and a shelf prospectus of Massivit 3D Printing Technologies Ltd. (the “**Company**”) bearing the date 23 February 2021 (the “**Prospectus**”) <sup>1</sup>, and in accordance with the provisions of the Securities Regulations (Shelf Offerings of Securities), 5766-2005 (the “**Shelf Offering Regulations**”), the Company hereby respectfully releases a shelf offering report for a rights offering and for the listing of the securities specified below (the “**Shelf Offering Report**” or the “**Offering Report**”):

In this Shelf Offering Report, the terms appearing herein shall be ascribed the meaning afforded thereto in the Prospectus, unless stated otherwise in the Offering Report.

#### **1. The securities offered in the Shelf Offering Report**

Between 7,290,848<sup>2</sup> and 7,797,149<sup>3</sup> ordinary shares of the Company of par value ILS 0.01 each (the “**Offered Shares**” and “**Shares**” or “**Ordinary Shares**” or the “**Company’s Shares**”, respectively), offered by way of a rights offering to the holders of the Company’s Ordinary Shares who shall hold the Company’s Ordinary Shares on the Record Date, as specified below, all in accordance with the Securities Regulations (Method of Public Offering of Securities), 5767-2007 (the “**Public Offering Regulations**”).

#### **2. Details regarding the Company’s capital and holdings of interested parties of the Company**

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<sup>1</sup> Released on 22 February 2021 (Ref. no.: 2021-01-020868), and as extended on 15 February 2023 until 22 February 2024 (Ref. no.: 2023-01-014794).

<sup>2</sup> Based on the quantity of Shares listed on the date of release of the Shelf Offering Report, i.e. 21, 872,543 Ordinary Shares of par value ILS 0.01, and assuming full exercise of the rights offered according to the Shelf Offering Report by the shareholders holding the Shares listed as aforesaid.

<sup>3</sup> Based on the quantity of the Company’s Shares listed immediately prior to the release of the Shelf Offering Report and full exercise of the rights by the holders of the listed shares, as stated in Footnote 2 above, and assuming that prior to the Record Date, exercise for shares will be effected of 1,518,902 unlisted options that the Company allotted that are exercisable for one share each and which shall vest by the Record Date (and have not yet been exercised or expired), as specified below: 985,567 out of 1,074,856 unlisted options (Massivit OP 02/21 – security no. 1173004) and 54,998 out of 60,000 unlisted options (Massivit OP 04/21 – security no. 1175959) (which are not subject to a mechanism of adjustment for the offering under this report); and 430,678 out of 642,531 unlisted options (Massivit OP 02/22 – security no. 1185255), 30,994 out of 56,999 unlisted options (Massivit OP 04/22 – security no. 1187715) and 16,665 out of 50,000 unlisted options (Massivit OP 10/22 – security no. 1190487) (which are subject to adjustment in respect of the offering under this report).

In respect of part of the unlisted options of the Company as stated in this footnote, the number of shares that shall derive from exercise thereof (and in accordance with the quantity of rights in respect thereof, insofar as are exercised) may be lower than the quantity stated due to their exercise through use of a ‘net exercise’ mechanism. For further details, see Section 5.12 of the Offering Report.

- 2.1. As of the date of the Shelf Offering Report, the Company's authorized share capital is 100,000,000 shares, and the Company's issued and paid-up share capital (on a non-diluted basis) is 21,872,543 shares, and 23,929,929 shares on a fully diluted basis<sup>4</sup>.

After the offering under this report, and assuming exercise of all of the rights offered hereunder, the Company's issued and paid-up capital shall include:

Shortly before the date of release of the Shelf Offering Report		After completion of the offering under the Shelf Offering Report and assuming exercise of the full minimum quantity of the rights		After completion of the offering under the Shelf Offering Report and assuming exercise of the full maximum quantity of the rights	
Issued and paid-up capital on a non-diluted basis	Issued and paid-up capital on a fully diluted basis <sup>5</sup>	Issued and paid-up capital on a non-diluted basis <sup>6</sup>	Issued and paid-up capital on a fully diluted basis <sup>7</sup>	Issued and paid-up capital on a non-diluted basis <sup>8</sup>	Issued and paid-up capital on a fully diluted basis <sup>9</sup>
21,872,543	23,929,929	29,163,391	31,220,777	29,669,692	31,727,078

- 2.2. The securities offered under the Shelf Offering Report will constitute, immediately after the issuance thereof (assuming exercise of all of the rights offered under the Shelf Offering Report), approx. 25% and approx. 23.4% (on a fully diluted basis) of the Company's issued and paid-up share capital and of its voting rights (according to the minimum quantity of rights), and approx. 26.3% and approx. 24.6% (on a fully diluted basis) of the Company's issued and paid-up share capital and of its voting rights (according to the maximum quantity of rights).
- 2.3. For details, to the best of the Company's knowledge, regarding holdings of interested parties and senior officers of the Company immediately prior to release of the Shelf Offering Report, see the immediate report released by the Company on 7 January 2024 (Ref. no.: 2024-01-003429), the information stated in which is incorporated herein by reference.

<sup>4</sup> For purposes of this report, 'on a fully diluted basis' and calculations on the basis thereof are on the theoretical assumption of exercise of unlisted options issued by the Company according to a ratio of exercise of each option for one ordinary share. In practice, the number of option shares and rates of full dilution may be different due to use of the 'net exercise' mechanism set forth in the terms and conditions of some of the said unlisted options.

<sup>5</sup> The figure includes the number of shares existing as of the date of this report in the issued and paid-up capital and assuming full dilution.

<sup>6</sup> The figure includes the number of shares existing as of the date of this report in the issued and paid-up capital and the minimum number of shares that shall be issued, i.e. 7,290,848 shares.

<sup>7</sup> The figure includes the number of shares existing as of the date of this report in the issued and paid-up capital and assuming full dilution, and the minimum number of shares that shall be issued, i.e. 7,290,848 shares.

<sup>8</sup> The figure includes the number of shares existing as of the date of this report in the issued and paid-up capital and the maximum number of shares that shall be issued, i.e. 7,797,149 shares.

<sup>9</sup> The figure includes the number of shares existing as of the date of this report in the issued and paid-up capital and assuming full dilution, and the maximum number of shares that shall be issued, i.e. 7,797,149 shares.

- 2.4. The Offered Shares are offered by way of a rights offering to the holders of the Company's Ordinary Shares who shall hold the Company's Ordinary Shares on the Record Date, as specified in Section 5 below, and in accordance with the Public Offering Regulations.
- 2.5. For details regarding notices of interested parties of the Company regarding their intention to exercise rights that are offered to them under this Shelf Offering Report, see Section 4 below.
- 2.6. The Shares offered under this Shelf Offering Report shall be registered, after issuance thereof, in the Company's shareholders' ledger in the name of the Tel Aviv Stock Exchange Nominee Company Ltd.

### 3. **Method of offering of the securities**

- 3.1. The Offered Shares (the "**Offered Securities**") are offered by way of a rights offering to the holders of the Entitling Securities (as defined in Section 5.1 below) through between 7,290,848 and 7,797,149 rights-units (the "**Units**" or the "**Rights-Units**"), such that any holder of 3 Ordinary Shares of the Company on the Record Date (as defined below) will be entitled to purchase one Rights-Unit, whose composition and price are as follows:

<u>Quantity</u>	<u>Price</u>
1 Ordinary Share at a price of ILS 5.239 per share	ILS 5.239
<b>Total price per Rights-Unit</b>	<b>ILS 5.239</b>

- 3.2. In consideration of the closing price of the Company's stock on TASE on 21 January 2024 (the last known closing price before adoption of the board's resolution), which was ILS 5.373 per share, and in consideration of the price and composition of the Rights-Units, as aforesaid, the "ex-rights" price per share, calculated according to the TASE Rules, is ILS 5.339 per share and the benefit component in the rights offering under this Shelf Offering Report, calculated according to such assumptions, is approx. 0.63%.
- 3.3. The offering of the Offered Shares under this Shelf Offering Report is not underwritten.
- 3.4. The Company shall release an immediate report, no later than three (3) Trading Days before the Rights Trading Day (as defined below), on any change in the quantity of the Rights-Units, in the event that the final quantity of the Rights-Units exceeds 7,290,848 Rights-Units (the minimal quantity of Rights-Units).

#### 4. **Exercise of rights by interested parties**

Until the date of release of the Offering Report, notices were received by the Company from some of the shareholders from among the group of controlling shareholders of the Company, who hold approx. 62.5% of the total holdings of the group of controlling shareholders immediately prior to release of the Shelf Offering Report (i.e., approx. 20.48% of the Company's issued and paid-up share capital (not on a fully diluted basis)), according to which they intend to exercise rights in the offering for a sum total of no less than ILS 7 million, i.e. a total of approx. 1,336,132 Rights-Units (without derogating from the possibility, at their discretion, of purchasing additional rights).

**The aforesaid does not preclude the right of the (said and/or additional) interested parties to purchase additional rights during the trade in the rights, insofar as they decide to do so.**

#### 5. **Details of the rights offering**

##### 5.1. **Definitions**

In this Shelf Offering Report, the following terms shall bear the meaning recorded below alongside them:

<b>"Record Date"</b>	1 February 2024. Where, after the record date, an amendment to the Shelf Offering Report is released, with no change to the structure of this offering, the record date determined in the Shelf Offering Report will not be changed.
<b>"Ex-Rights Trading Day"</b>	The Record Date, namely 1 February 2024.
<b>"Rights Trading Day"</b>	12 February 2024.
<b>"Entitling Securities"</b>	The Ordinary Shares existing on the Record Date in the Company's issued and paid-up share capital.
<b>"Deadline for Giving Notice of Exercise of the Rights"</b>	12 February 2024 (the Rights Trading Day), at a time that shall be determined for each Unregistered Entitled Person by the TASE member through which he holds the Entitling Securities.
<b>"Deadline for Exercise of the Rights"</b>	15 February 2024.
<b>"Entitled Persons" / "Unregistered Entitled Persons"</b>	Holder of the Entitling Securities who hold, on the Record Date, the Entitling Securities through the Transfer Agent.  As of the date of the Shelf Offering Report, the Company has no registered Entitled Persons (i.e. whose shares are registered in their name in the Company's shareholders' ledger, other than through the Transfer Agent).

“Transfer Agent”	Tel Aviv Stock Exchange Nominee Company Ltd.
“Rights Exercise Fee”	ILS 5.239 per Rights-Unit.
“Rights Exercise Fee Due Date”	15 February 2024, namely the Deadline for Exercise of the Rights.
“Business Day”	Any day on which most of the banks in Israel are open for transacting business.
“Trading Day”	A day on which trade takes place on the Tel Aviv Stock Exchange Ltd.

## 5.2. **Notices of rights**

5.2.1. As shortly as possible after the Record Date, the Company shall send the Transfer Agent rights letters in respect of the securities to which they are entitled, stating the fact that copies of the Prospectus and the Shelf Offering Report may be viewed on the website of the Israel Securities Authority (ISA), as well as an application form to exercise the rights. The rights letters shall state the possible courses of action as specified in Section 5.5 below.

5.2.2. The bylaws of the TASE Clearing House determine that the Unregistered Entitled Persons will receive from the TASE members through which they hold the Entitling Securities in respect of which they are entitled to the rights, appropriate notices of the possible courses of action as stated in Section 5.5.1 below.

## 5.3. **Fractions of rights**

5.3.1. Fractions of rights, i.e. the right to receive less than one whole Rights-Unit, to which the Unregistered Entitled Persons are entitled, which make up one unit, shall be sold by the TASE members through which the securities affording entitlement to such fractions are held, on the Rights Trading Day. The proceeds from the sale of the fractions that make up whole units as aforesaid, if any, net of their issuance price, sale expenses and any levy or tax that shall be imposed (provided that it is in an amount that exceeds ILS 50) shall be distributed by the said TASE members according to the rights of the Unregistered Entitled Persons by delivery of checks to such Entitled Persons or in bank credits by such TASE members, no later than fifteen (15) days after their sale as aforesaid.

## 5.4. **Trade in the rights**

5.4.1. Trade in the rights will take place on TASE on 12 February 2024.

- 5.4.2. It is possible to trade in the rights that shall be issued under this Shelf Offering Report through the TASE members on the Rights Trading Day.
  - 5.4.3. The unit of trading in the rights on TASE is the right to purchase a Rights-Unit as defined in Section 3.1 above, which comprises 1 Ordinary Share.
  - 5.4.4. In the event that on the Rights Trading Day there is a cessation in trading in the Entitling Securities or in the rights on TASE for more than 45 minutes, and trading therein on TASE is not resumed on such date, another rights trading day for the Entitling Securities will be held, on the following Trading Day. In such a case, the Deadline for Exercise of the Rights and the Rights Exercise Fee Due Date will be postponed accordingly.
  - 5.4.5. Where trading in the Entitling Securities or in the rights on TASE is ceased, or is suspended on the date determined as the Rights Trading Day, for a period not exceeding five (5) consecutive Trading Days, instructions received from the customers regarding trade in the rights shall remain in effect, unless different instructions shall have been received in respect thereof. Where cessation of the trade continues for more than 5 consecutive Trading Days, the customers' instructions shall be null and void.
  - 5.4.6. Any buyer of rights on the Rights Trading Day shall notify the TASE member through which he maintains his holding, by the Deadline for Exercise of the Rights, at a time that is determined by the TASE member, as to whether or not he is exercising them. Where no such notice is given, the rights will not be exercised and will expire.
- 5.5. **Exercise of the rights or sale thereof by Unregistered Entitled Persons**
- 5.5.1. In accordance with the bylaws of the TASE Clearing House, the TASE members shall send notices to the Unregistered Entitled Persons who hold, on the Record Date, the Entitling Securities through them. The TASE member shall specify in the notice the Unregistered Entitled Person's possible courses of action in respect of the rights registered in his favor, as follows: (a) to exercise the rights; (b) to sell the rights; or (c) not to sell or exercise the rights. Each of the TASE members shall state in its notice that if it does not receive any such instruction from any Unregistered Entitled Person through it, by the Rights Trading Day, at a time that shall be determined in its notice, such TASE member shall sell the rights on TASE, for such Unregistered Entitled Person, on the Rights Trading Day.
  - 5.5.2. Up to the Deadline for Giving Notice of Exercise of Rights, the Unregistered Entitled Persons shall notify the TASE members through which they hold the

Entitling Securities that: (1) they are exercising the rights; or (2) they wish to sell all or part of the rights, with or without a limit order; or (3) they do not wish to sell or exercise the rights. Refraining from giving notice as aforesaid by Unregistered Entitled Persons shall be deemed as an instruction to sell the rights without any limit order. Where an Unregistered Entitled Person gives notice of exercise of the rights, he will be entitled to revoke the same by a notice to the TASE member through which he holds the Entitling Securities until the Deadline for Exercise of the Rights.

5.5.3. Until the Deadline for Exercise of the Rights, at a time that shall be determined by the TASE member, an Unregistered Entitled Person who holds rights shall notify the TASE member through which he holds his rights as to whether or not he is exercising them. If no such notice is given, the rights held by such holder shall not be exercised, with the exception of rights that were held by the holder before the Rights Trading Day and which he gave notice of his request to exercise the rights by the deadline for giving the notice as aforesaid, and he did not change his said notice after the Rights Trading Day.

5.5.4. In accordance with the bylaws of the TASE Clearing House, on the Deadline for Exercise of the Rights, the TASE members shall submit to the clearing house in writing, no later than 12:00 a.m. (noon), the exercise applications for the number of rights registered in their favor at the TASE Clearing House, whose exercise was requested by the Unregistered Entitled Persons.

Any TASE member that did not submit, in writing, the said exercise applications shall be deemed by the TASE Clearing House as having requested not to exercise the rights, and the rights shall expire.

5.5.5. It is emphasized that the foregoing timetables are subject to the bylaws of the TASE Clearing House and to the TASE Regulations, as being on the date of release of the Shelf Offering Report.

5.5.6. No later than the Rights Exercise Fee Due Date, the consideration for the rights exercised by Unregistered Entitled Persons as aforesaid shall be transferred to the Company, through the TASE members through which they exercised the rights as aforesaid and through the TASE Clearing House.

## 5.6. **Ongoing exercise of the rights**

5.6.1. According to the TASE Regulations, the rights may be exercised on an ongoing basis, at any time, from the Trading Day following the Record Date, namely on 1 February 2024, until the Trading Day before the Rights Trading Day, i.e. 11 February 2024 (the “**Exercise Period**”), in accordance with the provisions specified below.



- 5.6.2. Unregistered Entitled Persons who wish to exercise their right for ongoing exercise of their rights or part thereof, shall give notice thereof to the TASE members through which they hold the Entitling Securities in the Exercise Period, together with the consideration for the requested units according to the following timetable:
- 5.6.2.1. An Unregistered Entitled Person's application for exercise of his rights that is received by 12:00 at the TASE member's offices shall be forwarded by the TASE member to the TASE Clearing House no later than 12:00 on the following Trading Day.
  - 5.6.2.2. Where the clearing house receives a notice from the TASE member regarding exercise of the rights by 12:00, the TASE Clearing House shall charge the TASE member with the financial consideration and credit the Transfer Agent therewith accordingly, no later than 12:00 on the next Trading Day after the said notice is delivered thereto.
  - 5.6.2.3. Where the Transfer Agent receives a credit notice as aforesaid by 12:00, the Transfer Agent shall forward the exercise application to the Company's offices no later than 12:00 on the following Trading Day.
  - 5.6.2.4. Any of the notices listed in Subsections 5.6.2.1 to 5.6.2.3 above that is received after 12:00 on any Trading Day shall be deemed to have been received before 12:00 on the following Trading Day.
- 5.6.3. The Company shall allot, on an ongoing basis, the securities in respect of which applications for ongoing exercise were submitted, after receipt of the full consideration therefor, and shortly after allotment thereof shall apply to TASE for the listing thereof.
- 5.6.4. An Unregistered Entitled Person who exercises his rights as aforesaid will be entitled to sell the securities that shall be allotted to him due to exercise of the rights upon delivery of the exercise notice to the TASE member through which he holds the existing securities in respect of which he is entitled to the rights.
- 5.6.5. The aforesaid notwithstanding, where trading in the Company's Shares is suspended during the Exercise Period, the rights will not be exercisable from the sixth (6th) consecutive Trading Day of the trade suspension until conclusion of the trade suspension. Notices for exercise of the rights that



were received by the sixth (6th) day as aforesaid and were not carried out, will be null and void.

It is emphasized that the timetables in connection with the above ongoing exercise are subject to the bylaws of the TASE Clearing House and to the TASE Regulations, as being on the date of release of the Shelf Offering Report.

5.7. **“Ex-rights” trade on TASE**

The Ex-Rights Trading Day will fall on 1 February 2024. The existing shares in the Company’s capital shall be traded on TASE ex-rights from this date (which is the Record Date).

5.8. **The shareholders’ ledger**

The Company’s shareholders’ ledger will be open from the date of release of this report (inclusive) until the end of the Record Date (namely from 22 January 2024 until the end of the Rights Trading Day, i.e. 12 February 2024).

5.9. **Unexercised rights**

Rights that are not exercised in accordance with the provisions of this Shelf Offering Report or for which consideration was not paid by the Deadline for Exercise of the Rights, shall expire and shall confer no right on their holders, and no securities shall be allotted in respect thereof. It is clarified that persons who exercise the rights have no right of setoff against the Company in respect of the amount they are required to pay.

5.10. **Special account**

No later than the Record Date, the Transfer Agent will open a special interest-bearing escrow account in the Company’s name at a banking corporation (the “**Special Rights Account**”). The Special Rights Account will be managed exclusively by the Transfer Agent for and on behalf of the Company, pursuant to the Securities Law, 5728-1968. The Transfer Agent shall transfer to the Special Rights Account all of the money that shall be received thereby (including the yield received in respect thereof).

5.11. **Certificates**

Allotment of the Entitling Securities in the framework of the rights offering shall be performed as follows:

5.11.1. No later than one Trading Day after the Rights Exercise Fee Due Date and subject to receipt of the full payment therefor by the Company, the Company shall send share certificates to the Transfer Agent for the Unregistered Entitled Persons who exercised their rights in accordance with this Offering

Report, for the securities included in the Units, the rights to purchase which were exercised by them.

5.11.2. The share certificates may be transferred, split, and waived in favor of others, by the submission of notice thereof to the Company in the standard language for such purpose. Any and all expenses entailed by such actions, including the taxes and levies entailed thereby, shall be borne and paid by the applicant seeking performance thereof.

5.12. **Adjustments to unlisted convertible securities as a result of the rights offering**

Due to the rights offering, the following adjustments shall be made to unlisted convertible securities that were issued by the Company and are in circulation immediately prior to the Shelf Offering Report:

5.12.1. With respect to 1,134,856 unlisted options – 1,074,856 options from Series Massivit OP 02/21 (security no. 1173004) and 60,000 options from Series Massivit OP 04/21 (security no. 1175959), no adjustment will be made due to the rights.

5.12.2. With respect to 922,530 unlisted options – 642,531 options from Series Massivit OP 02/22 (security no. 1185255), 56,999 options from Series Massivit OP 04/22 (security no. 1187715), 50,000 options from Series Massivit OP 10/22 (security no. 1190487), 138,000 options from Series Massivit OP 06/23 (security no. 1197623), 10,000 options from Series Massivit OP 07/23 (security no. 1200682) and 25,000 options from Series Massivit OP 12/23 (security no. 1203348), the number of shares deriving from exercise of the convertible securities will be adjusted to the benefit component in the rights, as expressed by the ratio between the closing price of the stock on TASE on the last Trading Day before the ex-date and the base price of the stock ex-rights (rounded off to a whole number).

6. **Principal terms of the Offered Securities**

6.1. **Offered Shares**

6.1.1. The Offered Shares under this Shelf Offering Report shall have equal rights as those of the existing Ordinary Shares in the capital of the Company and shall entitle their holders to all dividends in cash or in bonus shares, and to any other distribution to be announced or made by the Company (to the extent announced or made) after their listing.

For details with respect to the rights attached to the shares of the Company, see the articles of association of the Company as publicized by the Company on 24 February 2021 (Ref. No. 2021-01-022629).

- 6.1.2. In accordance with the provisions of the TASE Rules, after their issue, the Offered Shares shall be registered in the shareholders' ledger of the Company in the name of the Tel Aviv Stock Exchange Nominee Company Ltd.

## 7. Refraining from making arrangements

- 7.1. By signing this Shelf Offering Report the Company and the directors undertake to refrain from making arrangements that are not written in the Prospectus and/or in this Shelf Offering Report, in connection with the offering of the Offered Securities by way of rights pursuant to the Shelf Offering Report, their distribution to and dispersion among the public, and undertake to refrain from granting the buyers of the Offered Securities under the Shelf Offering Report the right to sell the Offered Securities bought by them beyond the provisions of the Prospectus and the Shelf Offering Report.
- 7.2. By signing this Shelf Offering Report the Company and the directors undertake to notify the ISA of any arrangement of which they are aware with a third party in connection with the offering of the Offered Securities by way of rights pursuant to the Shelf Offering Report, their distribution to and dispersion among the public, which is at odds with such undertaking as set out in Section 7.1 above.
- 7.3. By signing this Shelf Offering Report the Company and the directors undertake to refrain from engaging with any third party, in connection with the offering of the Offered Securities by way of rights pursuant to the Shelf Offering Report, their distribution to and dispersion among the public, who to the best of their knowledge has made arrangements contrary to the provisions of Section 7.1 above.

## 8. Refraining from equity dilution

During the period from the date of release of the Shelf Offering Report until allocation of the Offered Securities [offered] by way of rights under this Shelf Offering Report, the Company shall commit no act that constitutes equity dilution within the meaning thereof in the Securities Regulations (Draft Prospectus and Prospectus Details – Form Structure), 5729-1969, in relation to the Offered Securities.

## 9. Permits and approvals

- 9.1. All the permits, approvals and licenses required under to any law for the offering of the Offered Securities pursuant to this Shelf Offering Report, their issue and the release of this Shelf Offering Report have been granted.
- 9.2. The Company has applied to TASE with a request to list the Offered Shares [offered] by way of rights under the Shelf Offering Report, and TASE has granted its approval therefor. The Company shall apply to TASE within three (3) Trading Days after the Rights Exercise Fee Due Date, or after any current exercise of rights, if any, with a request to list thereon the Ordinary Shares.
- 9.3. **The aforesaid approval by TASE may not be deemed as confirmation of the details presented in the Shelf Offering Report, their credibility and their completeness, nor**

**does it constitute any expression of opinion about the Company or about the quality of the Offered Shares under the Shelf Offering Report or about the price at which they are offered.**

10. **Payment of fee**

In accordance with the provisions of Section 4A of the Securities Regulations (Fee for Application for Grant of a Prospectus Release Permit), 5755-1995, the Company shall pay the ISA the additional fee for the Offered Securities under the Shelf Offering Report.

11. **Taxation**

**As is the common practice when making decisions with respect to the investment of funds, the tax consequences related to investment in the Offered Securities under this Offering Report should be considered. The provisions included in this Offering Report regarding the taxation of the Offered Securities hereunder do not purport to constitute an authorized interpretation of the provisions of law mentioned herein, nor do they replace professional advice, in accordance with the special data and the specific circumstances of every investor.**

To clarify: Insofar as securities are offered to Company employees under this Shelf Offering Report, the tax consequences specified below may change, in accordance with the securities to be offered and the terms thereof.

According to presently existing law, the securities offered to the public under this shelf report (including the shares to arise from the exercise of the letter of rights) are governed by the tax arrangements concisely described below:

11.1. **Capital gains from sale of the Offered Securities**

In accordance with Section 91 of the Income Tax Ordinance [New Version]. 5721-1961 (the “**Ordinance**”), real capital gains from the sale of securities by an individual who is a resident of Israel is taxable at the marginal tax rate of the individual under Section 121 of the Ordinance, although the rate shall not exceed twenty five percent (25%), and the capital gains shall be deemed as the highest rung on his taxable income ladder. An exception to this is the sale of securities by an individual who is a “material shareholder” of a company – namely, who directly or indirectly holds, alone or jointly with another<sup>3</sup>, at least ten percent (10%) of one or more means of control<sup>4</sup> of the company – at the time of sale of the securities or at some time during the 12 months preceding such sale, for whom the real capital gain tax rate shall be a rate not to exceed thirty percent (30%) and all the capital gains shall be deemed as real capital gains. Furthermore, for an individual who claimed indexation and real interest expenses in respect of the securities, the capital gains from sale of the securities shall be taxed at a rate of thirty percent (30%), until directives and conditions for the deduction of real interest expenses under Sections 101A(a)9) or 101A(b) of the Ordinance are determined. Such reduced tax rate shall not apply to an individual for whom the income from sale of the securities constitutes income from a “business”, in accordance

with the provisions of Section 2(1) of the Ordinance, in which case a marginal tax rate shall apply as specified in Section 121 of the Ordinance.

A body corporate shall be liable for tax on real capital gains from the sale of securities at the corporate tax rate (23% as of the date of the issue).

In accordance with the provisions of Section 94 of the Ordinance, in the case of sale of the securities to be offered under this Prospectus by way of rights to the shareholders of the Company, or of shares originating from such rights, the bonus component of the allocated rights (the “**Rights**”) shall be attributed also to the existing shares by virtue of which the Rights were allocated to the shareholders of the Company (the “**Primary Shares**”), and the original price of the Rights and of the Primary Shares shall be proportionately adjusted to reflect such attribution of the bonus component. Furthermore, as concerns the date of acquisition of the Rights, the Rights shall be deemed as if they were acquired at the date when the Primary Share was acquired.

Exempt mutual funds as well as provident funds and entities that are exempt from tax under Section 9(2) of the Ordinance are exempt from tax in respect of capital gains from such sale of securities. Revenues of a liable mutual fund from the sale of securities shall be subject to the tax rate that applies to the income of an individual for whom the income is not income from a “business” or an “occupation”, unless otherwise expressly determined. Where no special tax rate is determined for the income, the income shall be taxed at the maximum rate specified in Section 121 of the Ordinance.

Losses in the tax year, which originate from sale of the Offered Securities during the tax year and which would be taxable if they were capital gains for their recipient, shall be offset against land appreciation and capital gains including profit from the sale of securities, either traded or not traded, either Israeli or foreign, and against interest and dividend that were paid in respect of those securities or other securities (provided that the tax rate applicable to such interest or dividend did not exceed the corporate tax rate where a company is concerned and did not exceed the tax rate prescribed by Sections 125B(1) of the Ordinance and 125C(b) of the Ordinance where an individual is concerned (a 25% tax rate)), in that tax year. Setoff of the losses shall be done by way of setoff of the capital loss against such capital gains or income from interest or from dividend.

In accordance with the Income Tax Regulations (Withholding from Consideration, from Payment or from Capital Gains in the Sale of Securities, in the Sale of Units of Mutual Funds or in Future Transactions), 5763-2002 (“**Capital Gains Withholding Regulations**”), when calculating the capital gains for the purpose of withholding tax from the sale of traded securities, units of mutual funds and future transactions (“**Marketable Securities**”), the party obligated to withhold the tax shall offset the capital loss generated by the sale of Marketable Securities that had been managed thereby provided that the gains were generated in the same tax year in which the loss was generated, either before the loss was generated or after the said time.

In the sale of shares by a body corporate, the amount of the capital loss generated by the sale of the shares shall be reduced by the amount of dividend received in respect of the shares during the 24 months preceding the sale, with the exception of dividend for which tax was paid (other than tax paid outside of Israel) at a rate of fifteen percent (15%) or more although no more than the amount of the loss.

As pertains to the withholding of tax from real capital gains in the sale of the Offered Securities, in accordance with the Capital Gains Withholding Regulations, an obligor (within the definition of this term in the said Regulations) that pays the seller consideration in the sale of the Securities shall withhold tax at a rate of twenty five percent (25%) of the real capital gains where the seller is an individual, and at the corporate tax rate (23% at the issue date) of the real capital gains where the seller is a body corporate. This is subject to certificates of exemption from (or a reduced rate of) tax withholding and subject to the setoff of losses that the withholder may make. Furthermore, no tax shall be withheld for provident funds, mutual funds and additional entities that are exempt from tax withholding under the law. If the tax in full is not withheld from the real capital gains at the date of sale, the provisions of Section 91(d) of the Ordinance and the directives thereunder with respect to reporting and advance payment by the seller in respect of such sale shall apply.

Insofar as the Offered Securities under this Shelf Offering Report are delisted from TASE, the tax withholding rate to be withheld at the time of their sale (after delisting) shall be thirty percent (30%) of the consideration, as long as no tax assessor certificate shall have been furnished which imposes a different tax withholding rate of tax withholding [sic] (including a tax withholding exemption).

The provisions of the Capital Gains Withholding Regulations shall not apply to an obligor which is a financial institution that pays consideration or another payment to a foreign resident seller in respect of exempt capital gains, if the foreign resident files with the financial institution, within 14 days of the account opening date and once every three years if he or his attorney was in Israel, a statement on Form 2402 of his being a foreign resident and of his entitlement to an exemption.

As a rule, foreign residents (individuals and corporations) are exempt from tax on capital gains in the sale of securities traded on TASE if the capital gains is not in their permanent enterprise in Israel. The foregoing shall not apply to a foreign resident company held by Israeli residents, in accordance with the provisions of Section 68A of the Ordinance. In a case where such exemption does not apply, the provisions of the tax convention (if any) between Israel and the jurisdiction of residency of the foreign resident shall apply. Furthermore, tax shall not be withheld by a banking corporation or TASE member for a foreign resident upon satisfaction of certain conditions.

#### 11.2. The tax rate to apply to income from dividends in respect of the Company's Shares

Dividends originating from the Company's Shares shall be taxable as a rule when received by Israeli resident individuals – at a rate of twenty five percent (25%), with



the exception of an individual who is a material shareholder of the Company at the date on which the dividend is received or at some date during the 12 months preceding it, for whom the tax rate shall be thirty percent (30%). Dividends received by Israeli resident companies are exempt as a rule from income tax (provided that the dividend does not originate from revenues generated or accrued outside of Israel nor from dividends originating outside of Israel, in which case the tax rate shall be [at the rate of the] corporate tax); however, where the dividends originate from outside of Israel or originate from income outside of Israel, the tax rate shall be [at the rate of the] corporate tax when received by a foreign resident (either an individual or a company) other than a material shareholder at the rate of twenty five percent (25%), subject to the tax conventions to which the State of Israel is a signatory; and when received by a liable mutual fund – in accordance with the tax rates imposed on individuals. Exempt mutual funds and provident funds and other entities that are tax exempt in accordance with Section 9(2) of the Ordinance shall be exempt from tax in respect of such dividends provided that such revenues do not constitute income [from] a “business” or an “occupation”. Where a company distributes a dividend that originates from revaluation profit, as a rule, capital gains tax may be imposed at the level of the dividend distributing company due to the notional realization of the revaluation sum distributed as a dividend.

Where a company distributes a dividend that originates from revaluation profit, as a rule, capital gains tax may be imposed at the level of the dividend distributing company due to the notional realization of the revaluation sum distributed as a dividend.

In accordance with the Income Tax Regulations (Withholding from Interest, from Dividends and from Certain Gains), 5765-2005 (the “**Withholding Regulations**”), the rate of the tax to be withheld<sup>5</sup> where concerned with dividends to individuals and to foreign residents in respect of the Company’s Shares, including distributions to such shareholders who are material shareholders<sup>6</sup> of the Company and whose shares are registered with and held by the Transfer Agent, shall be at a rate of twenty five percent (25%). For individuals or foreign residents who are material shareholders whose shares are neither registered with nor held by the Transfer Agent, tax at the rate of 30% shall be withheld from such income from dividend. For foreign residents, the tax withholding rate shall be subject to the provisions of a double taxation avoidance convention entered between the Company’s jurisdiction of residency and his jurisdiction of residency. Furthermore, insofar as a restricted tax rate shall have been determined by law for the dividend, tax shall be withheld according to the rate determined even if the shareholder is an Israeli resident body corporate. Under these Regulations, where a dividend is paid to an Israeli resident individual, for whom a restricted tax rate shall have been determined by law, the tax shall be withheld according to the rate determined.

### 11.3. Tax on high income

In accordance with Section 121B of the Ordinance, an individual whose taxable income in the tax year of 2024 exceeds ILS 721,560 (which sum is adjusted on an annual basis),

shall be liable for tax on the portion of his taxable income that exceeds the aforesaid amount, at an additional rate of 3%. The provisions of this section apply, *inter alia*, to capital gains from securities, apart from the inflationary capital gain component, and to income from dividends and from interest.

12. **The proceeds and purpose of the issue**

12.1. The Company's expected proceeds as a result of exercise of the rights offered in this offering, assuming exercise of all the rights offered under the Shelf Offering Report, and net of the estimated expenses entailed by the issue, shall be as follows<sup>10</sup>:

Gross proceeds expected	Approx. ILSS 38,194 thousand
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<u>Net of expenses related to the issue (estimation)</u>	<u>Approx. ILS 200 thousand</u>
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<b>Net proceeds expected</b>	<b>Approx. ILS 37,994 thousand</b>
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12.2. No minimal amount to be attained by this issue has been set. As concerns notices of the intention of exercise of rights received by the Company from interested parties thereof, see Section 4 of the Offering Report.

12.3. The proceeds of the issue will deepen the cash balances of the Company and reinforce the capital of the Company, and serve the funding of the continued current operating activities of the Company in accordance with the needs of the Company as being from time to time, and, *inter alia*, the continued development of the technology of the printers and the printing materials of the Company, market penetration of the products of the Company and working capital purposes, and all as shall be determined by the board of directors of the Company from time to time.

12.4. It is noted that, in accordance with the results of the offering and the needs of the Company, the Company may consider an additional capital raising round, according to such outline [and] terms and conditions and at such time as it shall deem fit (there being no certainty that such additional raising round will be executed), and all in accordance with the resolutions of the board of directors of the Company.

13. **TASE prices of the Company's Share**

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<sup>10</sup> The figures are based on the assumption of exercise of the entire minimal amount of the Offered Securities under this Offering Report and may change according to the actual results of the offering.

Details regarding the highest and lowest price of the Company's share in 2022 and 2023 and in 2024 (until shortly before the release of the Shelf Offering Report) (in *agorot*)<sup>11</sup>:

Year	High Closing Price		Low Closing Price	
	Price	Date	Price	Date
2022	1,991	15 February 2022	738.30	28 November 2022
2023	828.60	5 January 2023	426	2 November 2023
(*) 2024	572.4	1 January 2024	537.3	21 January 2024

(\*) From 1 January 2024 to 21 January 2024.

14. **Changes in or news of the Company's business**

In accordance with the provisions of Section 4 of the Shelf Offering Regulations, all the reports filed by the Company after release of the Prospectus are incorporated into the Shelf Offering Report by way of reference. The full version of such reports may be read on the distribution website of the ISA at [www.magna.isa.gov.il](http://www.magna.isa.gov.il) and the website of TASE at [www.maya.tase.co.il](http://www.maya.tase.co.il).

15. **Letter of consent by the auditors of the Company**

The consent of the auditor of the Company to inclusion (including by way of reference) of the auditor reports of 23 March 2021, 4 August 2021, 24 March 2022, 18 August 2022, 23 March 2023 and 27 August 2023, is attached hereto as an annex.

16. **Legal opinion**

The Company has received the following opinion from the law firm of Goldfarb Gross Seligman & Co. that serve as the attorneys for this issue:

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<sup>11</sup> Insofar as the highest and/or lowest price of the Company's share during the said periods was determined on several Trading Days during that period, the date presented in the table was selected randomly.

[Goldfarb Gross  
Seligman Logo]

**Electra Tower**  
98 Yigal Alon Street  
Tel Aviv 6789141  
Telephone (03) 608-9999  
Fax (03) 608-9909

[info@goldfarb.com](mailto:info@goldfarb.com)

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

To  
Massivit 3D Printing Technologies Ltd.

22 January 2024

Re: **Shelf Offering Report of Massivit 3D Printing Technologies Ltd. (the "Company") of 22 January 2024 (the "Shelf Offering Report")**

In reference to the prospectus of the Company bearing the date of 22 February 2021 (the "**Prospectus**") and the above-referenced Shelf Offering Report, we hereby provide our opinion as follows:

- [1] In our opinion, the rights attached to the offered securities were correctly described in the Shelf Offering Report.
- [2] In our opinion, the Company has the authority to issue the offered securities in the form described in the Prospectus and the Shelf Offering Report.
- [3] In our opinion, the directors of the Company have been duly appointed, and their names are included in the Shelf Offering Report.

We consent to the inclusion of this opinion in the Shelf Offering Report.

Sincerely,

Gur Nabel, Adv.

Cheli Cohen, Adv.

Goldfarb Gross Seligman & Co., Attorneys-at-Law



**MASSIVIT**

www.massivit3d.com | [info@massivit.com](mailto:info@massivit.com) | T. +972-8-6519486

Date: 21 January 2024

To  
The board of directors of Massivit 3D Printing Technologies Ltd. (the "Company")  
11 Pesach Lev, Lod

Dear Sir/Madam,

**Re: Shelf Offering Report of the Company scheduled for Release in January 2024**

We hereby inform you that we consent to the inclusion (including by way of reference) of our following reports in the above-referenced shelf offering report:

1. The auditor report of 28 March 2023 on the consolidated financial statements of the Company as of the dates 31 December 2022, and 2021 and for every one-year period ended on those dates.
2. The auditor report of 24 March 2022 on the consolidated financial statements of the Company as of the dates 31 December 2021, and 2020 and for every one-year period ended on those dates.
3. The auditor report of 24 March 2021 on the consolidated financial statements of the Company as of the dates 31 December 2020, and 2019 and for every one-year period ended on those dates.
4. A review report by the auditor of 24 August 2023 on consolidated condensed financial information of the Company as of 30 June 2023 and for the 6-month period ended on that date.
5. A review report by the auditor of 18 August 2022 on consolidated condensed financial information of the Company as of 30 June 2022 and for the 6-month period ended on that date.
6. A review report by the auditor of 3 August 2021 on consolidated condensed financial information of the Company as of 30 June 2021 and for the 6-month period ended on that date.

We consent to the inclusion of this letter in the Company's shelf offering report of January 2024.

Sincerely,

**Ziv Haft**  
**Accountants**

**Signatures**

**The Company:**

Massivit 3D Printing Technologies Ltd.

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**The Directors:**

Yaron Yecheskel

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Igor Yakubov

---

Gershon Miller

---

David (Dadi) Perlmutter

---

Dorit Ben Simon

---

Ziv Erez

---

Liat Hellman

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