



Stratasys Ltd.

Compensation Committee Charter

Adopted November 2022

Purpose

The Compensation Committee (the “**Committee**”) was created by the Board of Directors (the “**Board**”) of Stratasys Ltd. (the “**Company**”) to discharge the responsibilities set forth in this compensation committee charter and provide assistance to the Board in fulfilling its responsibilities relating to the determination and execution of the Company’s compensation philosophy and the compensation of the Company’s Chief Executive Officer and other executive officers of the Company. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

Membership

The Committee shall consist of at least two (2) members, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of the Nasdaq Global Select Market (“**Nasdaq**”) and Rule 10C-1 under the Securities Exchange Act of 1934, as amended. Committee members are appointed by the Board, including in order to fill vacancies or newly created positions, and may be removed by the Board at any time. The Board shall designate the Chair of the Committee.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Executive Compensation

- The Compensation Committee shall review and approve the compensation of the Chief Executive Officer and each of the Company’s other executive officers. In reviewing and approving executive officer compensation, the Committee shall, among other things:
 - o identify, review and approve corporate goals and objectives relevant to executive officer compensation;
 - o review and approve the Company’s peer companies and data sources for purposes of evaluating the Company’s compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements and compensation practices;
 - o evaluate the executive officer’s performance in light of such goals and objectives and determine the executive officer’s compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and
 - o determine and approve any short – and long-term incentive component of the executive officer’s compensation.

- The Committee shall approve transactions regarding office holders' compensation pursuant to Sections 272, 273, and 275 of the Israeli Companies Law 5759-1999 (the “**Companies Law**”) and exempt a transaction with the Company’s Chief Executive Officer from the approval of the general meeting of the Company’s shareholders pursuant to Section 272(C1)(3) of the Companies Law.

Management Succession

- The Committee may, in consultation with the Company’s Chief Executive Officer, periodically review the Company’s management succession planning, including policies for Chief Executive Officer selection and succession in the event of the incapacitation, retirement or removal of the Chief Executive Officer, and evaluations of, and development plans for, any potential successors to the Chief Executive Officer, and provide its recommendations on such matters to the entire Board.

Compensation Policies and Plans

- The Committee shall review the Company’s Compensation Policy for Executive Officers and Directors (the “**Compensation Policy**”) and approve and recommend to the Board for its approval amendments and/or modifications to the Compensation Policy in accordance with the requirements of the Companies Law, as well as recommend to the Board for its approval any amendments and/or modifications to any other compensation policies, incentive-based compensation plans and equity-based compensation plans, as applicable (collectively, the “**Compensation Plans and Policies**”) and oversee the development and implementation of the Compensation Plans and Policies in light of all relevant circumstances and recommend to the Board any amendments or modifications to the Compensation Plans and Policies that the Committee deems appropriate, including as required under the Companies Law.

Reporting to the Board

- The Committee shall report to the Board periodically.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Risk Assessment

- The Committee shall review and assess risks arising from the Company’s employee compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company.

Authority and Delegations

The Committee has the sole authority to retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers’ fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration all factors relevant to that person’s independence from management, including those independence factors enumerated by the Nasdaq listing rules.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company, subject to the requirements of applicable law.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee.