

VOTING FORM / POWER OF ATTORNEY

**FOR THE ANNUAL GENERAL MEETING OF MATERIALISE NV
ON 2 JUNE 2020**

GENERAL INFORMATION

I. DISTANCE VOTING AND ELECTRONIC ATTENDANCE

Considering the measures taken against the COVID-19 pandemic, the Annual Meeting will not be organized in person at the registered office of the Company. As an alternative, it will be possible to attend the Annual Meeting electronically and to enable distance voting. For this purpose, the shareholders are requested therefore to mention their e-mail address upon registration for participation.

Practical information in relation to the electronic participation will be announced on the website: <https://investors.materialise.com/>.

Only persons who are shareholders of the Company (and whose shares are registered in their name in the shareholders' register of the Company) on the third business day prior to the Meeting, i.e. on 28 May 2020 (the "**Registration Date**") at midnight (CET) are entitled to electronically participate in and vote at distance for the Annual Meeting.

In addition, in accordance with article 27 of the articles of association of the Company, the right of a shareholder to participate in and vote at the Meeting is subject to the notification in writing by the shareholder via this completed and signed voting form/proxy form, by the Registration Date at 17.00h (CET) at the latest of his/her intention to participate in the Meeting and the number of shares for which he/she wants to participate. Shareholders should send this voting form/power of attorney by e-mail to Mr. Felix Theus, (email: felix.theus@materialise.be)

II. GRANTING A POWER OF ATTORNEY

Any shareholder may be represented at the Meeting by a proxyholder.

The proxyholder must be designated by correctly completing and signing this voting form/power of attorney. In particular, carefully complete those sections concerning the granting of power of attorney in this voting form/power of attorney.

At the latest on the Registration Date at 17.00h (CET), the signed voting form/power of attorney must be sent by e-mail to Mr. Felix Theus (e-mail address: felix.theus@materialise.be).

III. QUESTIONS

Furthermore, the shareholders will be given the opportunity to ask their questions to management relating to items on the agenda via email. Such questions should be addressed to the Company by email (at the following e-mail address: felix.theus@materialise.be) by the Registration Date at the latest.

The undersigned (the “**Undersigned**”):

Residing at:

ID or Passport number:

Email Address:

Holding shares issued by Materialise, a company limited by shares, having its registered office at Technologielaan 15, 3001 Leuven and company number 0441.131.254 (the “**Company**”),

ONLY COMPLETE IF YOU PROVIDE A PROXY (POWER OF ATTORNEY)

Appoints as its special proxyholder (the “**Proxyholder**”), entitled to act alone, and with power of substitution:

.....

To represent him/her at the Annual General Meeting of Shareholders of the Company, which will be held electronically on June 2, 2020 at 10:00 am CET, and which will decide upon the following agenda described below, as well as at any other meeting with the same agenda.

The Proxyholder is entitled to, in the name and for the account of the Undersigned:

- signing the list of attendees and all deeds and minutes,
- participate to all deliberations, speak and ask questions;
- vote or abstain from voting on the items on the agenda of the abovementioned meeting as set out below; and
- in general, perform all useful or necessary actions on order to participate to the abovementioned meeting and perform this power of attorney.

AGENDA WITH PROPOSED RESOLUTIONS

1. Examination and discussion of the management report by the Board of Directors on the statutory annual accounts of Materialise NV and consolidated annual accounts for the Materialise group as at 31 December 2019.

NO VOTING REQUIRED

2. Communication of the consolidated annual accounts for the Materialise group relating to the financial year ended on 31 December 2019.

NO VOTING REQUIRED

3. Approval of the statutory annual accounts of Materialise NV

Proposed resolution: approval of the statutory annual accounts of Materialise NV relating to the financial year ended on 31 December 2019.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

4. Appropriation of the result

Proposed resolution: approval to carry forward the loss of the financial year (€5.519.577), together with the carried forward loss of the previous financial year (€17.825.920), being in the aggregate €23.345.497, in its entirety.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

5. Discharge to the directors

Proposed resolution: granting discharge to the directors for the performance of their mandate during the financial year ended on 31 December 2019.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

6. Discharge to the auditors

Proposed resolution: granting discharge to the auditors for the performance of their mandate during the financial year ended on 31 December 2019.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

7. Approval of the budget (currently under negotiation) of the auditors, and, in function thereof, confirmation of the auditors' mandate.

Proposed resolution: the negotiated budget of the auditors for the performance of the integrated (SOX and financial) audit is approved for the financial year that will end on 31 December 2020 and, as a result, the mandate of the auditor is confirmed.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

8. Appointment of directors

Proposed resolution: renewing the appointment as director of **Mr Wilfried Vancraen**, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the year 2020.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

Proposed resolution: renewing the appointment as director of **Mr Peter Leys**, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the year 2020.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

Proposed resolution: renewing the appointment as director of **A TRE C cvoa**, represented by Mr Johan De Lille, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the year 2020.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

Proposed resolution: renewing the appointment as director of **Ms Hilde Ingelaere**, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the year 2020.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

Proposed resolution: renewing the appointment as director of **Mr Jurgen Ingels**, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the year 2020.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

Proposed resolution: renewing the appointment as director of **Mr Jos Vander Sloten**, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the year 2020.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

Proposed resolution: renewing the appointment as director of **Ms Godelieve Verplancke**, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the year 2020.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

Proposed resolution: renewing the appointment as director **Mr Bart Luyten**, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the year 2020.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

Proposed resolution: renewing the appointment as director **Mr Volker Hammes**, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the year 2020.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

Proposed resolution: approval of the appointment as director **Mr Sander Vancraen** as of the date of the shareholders' meeting, for a period of one year after the shareholders' meeting which will be asked to approve the accounts for the year 2020.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

9. Powers

Proposed resolution: granting powers to Carla Van Steenberghe, Felix Theus and Ben Schepers, each with power to act alone and with power of substitution and without prejudice to other delegations of power to the extent applicable, for any filings and publication formalities in relation to the above resolutions.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

ONLY COMPLETE IF YOU PROVIDE A PROXY (POWER OF ATTORNEY)

If items on the agenda are changed or new items are added to the agenda, the Proxyholder shall:

- Be entitled to vote on such items as he/she deems appropriate; or
- Abstain from voting on such item.*

* *Strike if not applicable*

Done on (date) 2020, in(location)

Undersigned

(IF YOU PROVIDE A PROXY - The signature must be preceded by 'good for power of attorney').