

**POWER OF ATTORNEY**  
**FOR THE ANNUAL GENERAL MEETING OF MATERIALISE NV**  
**ON 6 JUNE 2023**

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

Residing at: .....

ID or passport number: .....

Email address: .....

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

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 on or around 6 June 2023 at or around 10:00 AM CEST, 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:

- sign 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;
- if items on the agenda are changed or new items are added to the agenda of the meeting, vote on such items as he/she deems appropriate; 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 annual 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 2022

**NO VOTING**

2. Communication of the consolidated annual accounts for the Materialise group relating to the financial year ended on 31 December 2022

**NO VOTING**

3. Approval of the statutory annual accounts of Materialise NV

*Proposed resolution:* The general meeting approves the statutory annual accounts of Materialise NV relating to the financial year ended on 31 December 2022.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

4. Appropriation of the result

*Proposed resolution:* The general meeting decides to impute the net loss of the financial year 2022 (-871,497 EUR) to the loss carried forward of the previous financial years (-11,466,999 EUR), as a result of which the aggregate loss amounts to -12,338,496 EUR.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

5. Discharge to the directors

*Proposed resolution:* The general meeting grants discharge to the directors for the performance of their mandate during the financial year ended on 31 December 2022.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

6. Discharge to the auditor

*Proposed resolution:* The general meeting grants discharge to the auditor for the performance of his mandate during the financial year ended on 31 December 2022.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

7. Appointment of directors

*Proposed resolution:* The general meeting renews 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 financial year 2023.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

*Proposed resolution:* The general meeting renews 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 financial year 2023.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

*Proposed resolution:* The general meeting renews the appointment as director of **A TRE C CVOA, permanently 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 financial year 2023.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

*Proposed resolution:* The general meeting renews 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 financial year 2023.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

*Proposed resolution:* The general meeting renews the appointment as director of **Mr Jürgen Ingels**, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the financial year 2023.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

*Proposed resolution:* The general meeting renews 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 financial year 2023.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

*Proposed resolution:* The general meeting renews 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 financial year 2023.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

*Proposed resolution:* The general meeting renews 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 financial year 2023.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

*Proposed resolution:* The general meeting renews 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 financial year 2023.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

*Proposed resolution:* The general meeting renews the appointment as director **Mr Sander Vancraen**, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the financial year 2023.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

8. Approval of remuneration of directors

*Proposed resolution:* Reconfirmation of the remuneration policy, as set out in the Company's Form 20-F that was filed with the SEC, an extract of which is included below:

*"During the year ended December 31, 2022, only the directorships of Mr. De Lille, Mr. Vander Sloten, Mr. Ingels, Mr. Luyten, Ms. Verplancke, Mr. Jeroen Vancraen and Mr. Hammes were remunerated. The directorships of Mr. Wilfried Vancraen, Mr. Leys and Ms. Ingelaere are not remunerated. They are remunerated in their capacity as senior management. During the year ended December 31, 2022, Mr. De Lille, Mr. Vander Sloten, Mr. Ingels, Mr. Luyten,*

*Ms. Verplancke, Mr. Jeroen Vancaeren and Mr. Hammes each received annual remuneration equal to € 11,000. In addition, Mr. De Lille, Mr. Vander Sloten, Mr. Ingels, Mr. Luyten, Ms. Verplancke, Mr. Jeroen Vancaeren and Mr. Hammes each received a remuneration of € 1,375 per physical board meeting that he or she attended and € 687.5 for each board meeting held via conference call (lasting more than one hour) that he or she attended.*

*In addition, the Chairman of the Audit Committee received an annual remuneration of € 8,250. Each independent member (including the Chairman) of the Audit Committee or the Remuneration and Nomination Committee received a remuneration of € 1,375 for each physical committee meeting that he or she attended, and € 687.5 for each committee meeting held via conference call (lasting more than one hour) and that he or she attended. The Remuneration and Nomination Committee benchmarks directors' compensation against peer companies to ensure that it is competitive. In addition, our board of directors sets and revises, from time to time, the rules and level of compensation for directors carrying out a special mandate or sitting on one or more of the board of directors committees and the rules for reimbursement of directors' business-related out-of-pocket expenses."*

#### **VOTING**

#### **FOR / AGAINST / ABSTAIN\***

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

#### 9. Reappointment of KPMG Bedrijfsrevisoren BV as auditor of the Company

*Proposed resolution:* The general meeting appoints KPMG Bedrijfsrevisoren BV, with company number 0419.122.548 and office at Luchthaven Brussel Nationaal 1K at 1930 Zaventem, as statutory auditor for a period of three years, charged with the audit of the statutory and consolidated annual accounts of the Company. The mandate will expire after the general meeting is held that deliberates on the accounts for the financial year 2025. KPMG Bedrijfsrevisoren BV appoints Mr. Götwin Jackers (registered with the Institute of Auditors under Nr. 2158), company auditor, as permanent representative. The general meeting decides that the annual remuneration of KPMG Bedrijfsrevisoren BV for its mandate as auditor will amount to a maximum of 1,100,000 EUR annually (excluding VAT, if applicable).

#### **VOTING**

#### **FOR / AGAINST / ABSTAIN\***

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

#### 10. Powers

*Proposed resolution:* The general meeting grants powers to Carla Van Steenberghe, Vincent Chantillon 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.**

Done on ..... (date) 2023, in .....(location)

Undersigned

\_\_\_\_\_  
*(The signature must be preceded by the phrase “good for power of attorney”).*