



Annual General Meeting of Materialise NV held at the registered office of the Company on Tuesday 16 June 2026 at 10:00 (CET): Resolutions

July 1, 2026

LEUVEN, Belgium, July 01, 2026 (GLOBE NEWSWIRE) -- **MATERIALISE NV**
Technologielaan 15
3001 Leuven
Company number: 0441.131.254
RPR Leuven

(the "Company")

Annual General Meeting of Materialise NV held at the registered office of the Company on Tuesday 16 June 2026 at 10:00 (CET): Resolutions

Free English translation for information purposes only

OPENING OF THE MEETING

The annual general meeting of shareholders (hereinafter the "**General Meeting**" or the "**Meeting**") of the Company was opened at 10:00 (CET) at the registered office of the Company, Technologielaan 15, 3001 Leuven, and was chaired by Mr Wilfried Vancraen, chairman of the Board of Directors of the Company (hereinafter the "**Chairman**"), in accordance with the articles of association of the Company.

BUREAU

Composition: The Chairman invited the following persons to form the bureau of the Meeting, in accordance with the articles of association of the Company:

- As secretary of the General Meeting: Ms Emma Heijmans (hereinafter the "**Secretary**");
- As vote counters: Mr Felix Theus, Ms Emma Heijmans and Ms Maja Frederix (hereinafter the "**Vote Counters**").

The shareholders' proxy holder appointed by the Board of Directors was present.

Verifications by the bureau: The Chairman requested the Secretary to report to the General Meeting on the findings and verifications carried out by the bureau with a view to the composition of the Meeting:

- Notices:
 - The notice convening the General Meeting, containing the agenda and all other information required by law, was given in due time in accordance with the articles of association and articles 7:128 et seq. of the Belgian Code of Companies and Associations (the "**BCCA**"). The Secretary recalled, and the bureau noted, that the agenda and the notice, together with the other documents required by law, were made available on the Company's website on 15 May 2026.
 - The notice was also sent to the directors, the statutory auditor and the holders of registered shares and holders of dematerialised shares via the applicable platforms.
 - The notice was also sent, in accordance with the provisions of the agreement entered into between the Company and the Company's depository bank, The Bank of New York Mellon ("**BNY**"), to the holders of ADSs (American Depositary Shares) in cooperation with Broadridge Financial Solutions.
 - In addition, all documents relating to this Meeting are available for inspection by shareholders at the registered office of the Company. Shareholders may obtain a copy of these documents free of charge upon first request.
- Verification of the powers of the participants:
 - Following verification, it was confirmed that the shareholders listed on the attendance list had timely complied with the legal and statutory formalities to participate in this Meeting. Shareholders had the option to (i) attend the Meeting in person, (ii) attend electronically, (iii) vote by proxy, or (iv) vote by correspondence.
 - With respect to holders of ADSs: these holders are not direct shareholders of the Company and submitted their voting instructions via Broadridge Financial Solutions to BNY, no later than 10 June 2026 at midnight (CET). BNY timely provided the Company with the aggregated voting instructions of the ADS holders.
 - The attendance list sets out the shareholders and their representatives who complied with the participation formalities (whether in person, electronically, by proxy, or by correspondence). This list was submitted to the bureau for verification and will be kept on file.

- Attendance list:
 - The attendance list shows that the shareholders who timely complied with the legal and statutory formalities represent 71,207,268 voting rights (i.e. an attendance of 76% out of a total of 92,507,910 voting rights, taking into account the double voting rights attached to the loyalty shares in accordance with the articles of association of the Company, and excluding the voting rights attached to treasury shares held by the Company). The above total number of voting rights takes into account the voting instructions of the ADS holders as aggregated by BNY.
 - In accordance with the articles of association of the Company and the BCCA, this Meeting may validly deliberate irrespective of the number of shares represented, and resolve by simple majority of the votes cast.
 - The Chairman acknowledged that this Meeting was duly constituted and could validly deliberate and vote on all agenda items.

THIRD PARTIES PRESENT AT THE MEETING

In addition to the members of the bureau, the following persons were present at the Meeting:

- Ms Brigitte de Vet-Veithen, CEO;
- Mr Koen Berges, CFO;
- Mr Tim Vermeiren, as permanent representative of KPMG Bedrijfsrevisoren BV, the statutory auditor of the Company.

AGENDA

Given that the agenda for the Meeting had been communicated to all shareholders (at least 30 days prior to the Meeting), the Meeting released the Chairman from reading out the full agenda. The agenda of the General Meeting is set out below:

1. Receipt and discussion of the annual reports, including the corporate governance statement and sustainability reporting (CSRD), of the Board of Directors on the statutory annual accounts of Materialise NV and the consolidated annual accounts of the Materialise group for the financial year ended 31 December 2025, as well as the auditor reports on the statutory and consolidated annual accounts
2. Receipt of the consolidated annual accounts of the Materialise group for the financial year ended 31 December 2025
3. Approval of the statutory annual accounts of Materialise NV
4. Appropriation of results
5. Acknowledgment and approval of the remuneration report
6. Discharge of directors
7. Discharge of the statutory auditor
8. Reappointment of the statutory auditor for the financial years 2026, 2027 and 2028 and remuneration
9. Reappointment of directors
10. Approval of director remuneration
11. Powers of attorney

Moving on to the first two agenda items (items 1 and 2), which did not require a vote, the Chairman referred to the following documents made available to the shareholders prior to the Meeting:

- The annual reports of the Board of Directors, including the corporate governance statement and sustainability reporting (CSRD), on the statutory annual accounts of Materialise NV and the consolidated annual accounts of the Materialise group for the financial year ended 31 December 2025;
- The auditor reports on the statutory and consolidated annual accounts; and
- The consolidated annual accounts of the Materialise group for the financial year ended 31 December 2025.

With the approval of the statutory auditor, the bureau was released from reading out these reports, as the information contained therein had already been made available to the shareholders prior to the Meeting.

VOTE

The Chairman proposed to proceed to the vote on the resolutions as set out in the agenda for the Meeting. It was recalled that shareholders had the possibility to cast their vote by proxy or by correspondence prior to the Meeting, or electronically. All votes validly received by the Company prior to the Meeting were taken into account and are reflected below in the voting results for each of the proposed resolutions.

1. Approval of the statutory annual accounts of Materialise NV

The general meeting approves the statutory annual accounts of Materialise NV for the financial year ended 31 December 2025.

VOTING

- Number of shares for which valid votes were cast: 40,218,228
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,205,332
- Vote:

- **For:** 71,158,899
- **Against:** 8,862
- **Abstain:** 37,571

1. Appropriation of results

The general meeting resolves to carry forward the profit available for appropriation for the financial year 2025 for an amount of EUR 11,232,308.80, combined with the profit carried forward from prior financial years for an amount of EUR 3,653,734.77. The amount held above the required statutory reserves shall be withdrawn from the statutory reserves and likewise carried forward.

VOTING

- Number of shares for which valid votes were cast: 40,220,270
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,374
- Vote:
 - **For:** 71,194,840
 - **Against:** 11,228
 - **Abstain:** 1,306

1. Acknowledgment and approval of the remuneration report

The general meeting resolves to approve the remuneration report, as included in the annual reports of the Board of Directors, for the financial year ended 31 December 2025.

VOTING

- Number of shares for which valid votes were cast: 40,220,197
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,301
- Vote:
 - **For:** 67,539,192
 - **Against:** 3,659,987
 - **Abstain:** 8,122

1. Discharge of directors

The general meeting resolves to grant discharge to the directors (and, where applicable, their permanent representatives) for the performance of their mandate during the financial year ended 31 December 2025.

VOTING

- **Wilfried Vancaen**
 - Number of shares for which valid votes were cast: 40,220,164
 - Percentage of share capital represented by these shares: 69.13%
 - Total number of valid votes cast: 71,207,268
 - Vote:
 - **For:** 71,148,577
 - **Against:** 11,591
 - **Abstain:** 47,100
- **Peter Leys**
 - Number of shares for which valid votes were cast: 40,220,271
 - Percentage of share capital represented by these shares: 69.13%
 - Total number of valid votes cast: 71,207,375
 - Vote:

- **For:** 71,148,657
- **Against:** 14,867
- **Abstain:** 43,851

- **Hilde Ingelaere**

- Number of shares for which valid votes were cast: 40,220,198
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,302
- Vote:
 - **For:** 71,148,628
 - **Against:** 14,874
 - **Abstain:** 43,800

- **Sander Vancraen**

- Number of shares for which valid votes were cast: 40,220,263
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,367
- Vote:
 - **For:** 71,148,698
 - **Against:** 14,880
 - **Abstain:** 43,789

- **Jozef Vander Sloten**

- Number of shares for which valid votes were cast: 40,220,270
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,374
- Vote:
 - **For:** 71,150,174
 - **Against:** 13,422
 - **Abstain:** 43,778

- **A TRE C BV (permanently represented by Johan De Lille)**

- Number of shares for which valid votes were cast: 40,220,263
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,367
- Vote:
 - **For:** 71,150,171
 - **Against:** 13,843
 - **Abstain:** 43,353

- **Jürgen Ingels**

- Number of shares for which valid votes were cast: 40,220,263
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,367
- Vote:
 - **For:** 71,156,583
 - **Against:** 13,431
 - **Abstain:** 37,353

- **Marleen Mannekens**

- Number of shares for which valid votes were cast: 40,220,263

- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,367
- Vote:
 - **For:** 71,156,580
 - **Against:** 13,423
 - **Abstain:** 37,364

- **Godelieve Verplancke**

- Number of shares for which valid votes were cast: 40,220,270
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,374
- Vote:
 - **For:** 71,156,563
 - **Against:** 13,458
 - **Abstain:** 37,353

- **Bart Luyten**

- Number of shares for which valid votes were cast: 40,220,164
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,268
- Vote:
 - **For:** 71,156,421
 - **Against:** 13,472
 - **Abstain:** 37,375

- **Volker Hammes**

- Number of shares for which valid votes were cast: 40,219,719
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,206,823
- Vote:
 - **For:** 71,149,538
 - **Against:** 13,932
 - **Abstain:** 43,353

1. Discharge of the statutory auditor

The general meeting resolves to grant discharge to the statutory auditor, being KPMG Bedrijfsrevisoren BV, with enterprise number 0419.122.548 and registered office at Brussels National Airport 1K, 1930 Zaventem, represented by Tim Vermeiren, for the performance of its mandate during the financial year ended 31 December 2025.

VOTING

- Number of shares for which valid votes were cast: 40,220,263
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,367
- Vote:
 - **For:** 71,132,055
 - **Against:** 31,737
 - **Abstain:** 43,575

1. Reappointment of the statutory auditor for the financial years 2026, 2027 and 2028 and remuneration

On the proposal of the audit committee, the general meeting appoints KPMG Bedrijfsrevisoren BV/SRL (B00001), with registered office at Brussels National Airport 1K, 1930 Zaventem, as statutory auditor for a term of three years, for the audit of the statutory and consolidated annual accounts of the Company and, for as long as legally required, to provide the assurance opinion relating to the sustainability reporting as set out in article 3:58, §6 of the Belgian Code of Companies and Associations (the "BCCA"), for

the financial years ended 31 December 2026–2027–2028. The mandate will expire following the general meeting convened to deliberate on the annual accounts for the financial year ending 31 December 2028. KPMG Bedrijfsrevisoren BV/SRL has designated Mr Tim Vermeiren (IBR No. A02567), certified auditor, as its permanent representative. The general meeting resolves that the annual remuneration of KPMG Bedrijfsrevisoren BV for its mandate as statutory auditor of the Company shall amount to a maximum of EUR 974,208 (excluding expenses and VAT, where applicable) on an annual basis and subject to indexation.

VOTING

- Number of shares for which valid votes were cast: 40,220,238
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,342
- Vote:
 - **For:** 71,190,489
 - **Against:** 8,650
 - **Abstain:** 8,203

1. Reappointment of directors

1. Directors nominated by the family shareholders

On the proposal of the family shareholders, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to renew the mandate of **Mr Wilfried Vancraen** as director for a period of one year expiring after the general meeting to be convened to approve the annual accounts for the financial year 2026.

VOTING

- Number of shares for which valid votes were cast: 40,220,236
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,340
- Vote:
 - **For:** 70,914,140
 - **Against:** 291,055
 - **Abstain:** 2,145

On the proposal of the family shareholders, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to renew the mandate of **Mr Peter Leys** as director for a period of one year expiring after the general meeting to be convened to approve the annual accounts for the financial year 2026.

VOTING

- Number of shares for which valid votes were cast: 40,220,246
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,350
- Vote:
 - **For:** 69,820,910
 - **Against:** 1,384,272
 - **Abstain:** 2,168

On the proposal of the family shareholders, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to renew the mandate of **Ms Hilde Ingelaere** as director for a period of one year expiring after the general meeting to be convened to approve the annual accounts for the financial year 2026.

VOTING

- Number of shares for which valid votes were cast: 40,220,146
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,250
- Vote:
 - **For:** 71,112,735
 - **Against:** 92,357
 - **Abstain:** 2,158

On the proposal of the family shareholders, in accordance with the recommendation and advice of the Remuneration and

Nomination Committee, the general meeting resolves to renew the mandate of **Mr Sander Vancraen** as director for a period of one year expiring after the general meeting to be convened to approve the annual accounts for the financial year 2026.

VOTING

- Number of shares for which valid votes were cast: 40,220,246
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,350
- Vote:
 - **For:** 71,114,291
 - **Against:** 90,912
 - **Abstain:** 2,147

On the proposal of the family shareholders, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to renew the mandate of **A TRE C BV, with Mr Johan De Lille as permanent representative** as director for a period of one year expiring after the general meeting to be convened to approve the annual accounts for the financial year 2026.

VOTING

- Number of shares for which valid votes were cast: 40,220,246
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,350
- Vote:
 - **For:** 67,318,527
 - **Against:** 3,886,697
 - **Abstain:** 2,126

On the proposal of the family shareholders, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to renew the mandate of **Mr Jürgen Ingels** as director for a period of one year expiring after the general meeting to be convened to approve the annual accounts for the financial year 2026.

VOTING

- Number of shares for which valid votes were cast: 40,220,246
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,350
- Vote:
 - **For:** 67,271,369
 - **Against:** 3,933,834
 - **Abstain:** 2,147

1. Independent directors

On the proposal of the Board of Directors, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to (a) renew the mandate of **Ms Marleen Mannekens** as independent director for a period of one year ending after the general meeting to be convened to approve the annual accounts for the financial year 2026, and (b) confirm her mandate in her capacity as independent member of the Board of Directors on the grounds that (i) Ms Marleen Mannekens meets, and has declared that she meets, the independence criteria set out in article 7:87 of the BCCA and provision 3.5 of the 2020 Belgian Corporate Governance Code, (ii) Ms Marleen Mannekens has expressly declared that she does not maintain any relationship with the Company or any significant shareholder that could compromise her independence, and (iii) the Board of Directors has expressly declared that it has no indication of any element that could cast doubt on the independence of Ms Marleen Mannekens within the meaning of article 7:87 of the BCCA.

VOTING

- Number of shares for which valid votes were cast: 40,220,239
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,343
- Vote:
 - **For:** 71,165,422

- **Against:** 29,755
- **Abstain:** 12,166

On the proposal of the Board of Directors, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to (a) renew the mandate of **Ms Godelieve Verplancke** as independent director for a period of one year ending after the general meeting to be convened to approve the annual accounts for the financial year 2026, and (b) confirm her mandate in her capacity as independent member of the Board of Directors on the grounds that (i) Ms Godelieve Verplancke meets, and has declared that she meets, the independence criteria set out in article 7:87 of the BCCA and provision 3.5 of the 2020 Belgian Corporate Governance Code, (ii) Ms Godelieve Verplancke has expressly declared that she does not maintain any relationship with the Company or any significant shareholder that could compromise her independence, and (iii) the Board of Directors has expressly declared that it has no indication of any element that could cast doubt on the independence of Ms Godelieve Verplancke within the meaning of article 7:87 of the BCCA.

VOTING

- Number of shares for which valid votes were cast: 40,220,246
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,350
- Vote:
 - **For:** 70,043,653
 - **Against:** 1,145,582
 - **Abstain:** 18,115

On the proposal of the Board of Directors, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to (a) renew the mandate of **Mr Bart Luyten** as independent director for a period of one year ending after the general meeting to be convened to approve the annual accounts for the financial year 2026, and (b) confirm his mandate in his capacity as independent member of the Board of Directors on the grounds that (i) Mr Bart Luyten meets, and has declared that he meets, the independence criteria set out in article 7:87 of the BCCA and provision 3.5 of the 2020 Belgian Corporate Governance Code, (ii) Mr Bart Luyten has expressly declared that he does not maintain any relationship with the Company or any significant shareholder that could compromise his independence, and (iii) the Board of Directors has expressly declared that it has no indication of any element that could cast doubt on the independence of Mr Bart Luyten within the meaning of article 7:87 of the BCCA.

VOTING

- Number of shares for which valid votes were cast: 40,220,173
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,277
- Vote:
 - **For:** 70,059,396
 - **Against:** 1,145,725
 - **Abstain:** 2,156

On the proposal of the Board of Directors, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to (a) renew the mandate of **Mr Volker Hammes** as independent director for a period of one year ending after the general meeting to be convened to approve the annual accounts for the financial year 2026, and (b) confirm his mandate in his capacity as independent member of the Board of Directors on the grounds that (i) Mr Volker Hammes meets, and has declared that he meets, the independence criteria set out in article 7:87 of the BCCA and provision 3.5 of the 2020 Belgian Corporate Governance Code, (ii) Mr Volker Hammes has expressly declared that he does not maintain any relationship with the Company or any significant shareholder that could compromise his independence, and (iii) the Board of Directors has expressly declared that it has no indication of any element that could cast doubt on the independence of Mr Volker Hammes within the meaning of article 7:87 of the BCCA.

VOTING

- Number of shares for which valid votes were cast: 40,220,239
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,343
- Vote:
 - **For:** 71,153,413
 - **Against:** 51,785
 - **Abstain:** 2,145

1. Approval of director remuneration

On the proposal of the Board of Directors, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to approve the following remuneration, with effect as from 1 January 2026:

- All directorships shall be remunerated with a fixed fee of EUR 2,900 per quarter.
- Directors who are members of the Audit Committee shall receive an additional remuneration of EUR 1,450 per attended meeting. The chairman of the Audit Committee shall receive an additional quarterly amount of EUR 2,170.
- Directors who are members of the Remuneration and Nomination Committee shall receive an additional remuneration of EUR 1,450 per attended meeting. The chairman of the Remuneration and Nomination Committee shall receive an additional quarterly amount of EUR 720.

VOTING

- Number of shares for which valid votes were cast: 40,220,290
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,394
- Vote:
 - **For:** 71,186,033
 - **Against:** 12,858
 - **Abstain:** 8,503

1. Powers of attorney

The general meeting resolves to grant powers of attorney to Felix Theus, Emma Heijmans and Maja Frederix, each with authority to act alone and with right of substitution and without prejudice to any other authorisations applicable, for any filing and publication formalities required in connection with the foregoing resolutions.

VOTING

- Number of shares for which valid votes were cast: 40,220,223
- Percentage of share capital represented by these shares: 69.13%
- Total number of valid votes cast: 71,207,327
- Vote:
 - **For:** 71,184,878
 - **Against:** 13,862
 - **Abstain:** 8,587

QUESTION AND ANSWER SESSION

The Chairman reminded the shareholders that, in accordance with article 7:139 of the BCCA and the articles of association of the Company, they have the right to ask questions to the Board of Directors or to the statutory auditor regarding their reports and the agenda items.

The Chairman confirmed that shareholders had the opportunity to submit their questions in writing no later than 10 June 2026. No written questions were received.

The Chairman proceeded to the live question-and-answer session. No further questions were raised from the floor of the Meeting.

CLOSING

As all agenda items of the Meeting had been dealt with, the Chairman thanked the shareholders and other participants for their attendance and contributions.

The Chairman released the Secretary from reading out these minutes.

These minutes have been drawn up in Dutch and English (the English version being a free translation for information purposes only). The minutes were signed by the Chairman, the Secretary and the Vote Counters, as well as by the other members of the bureau present and by the shareholders or proxy holders wishing to do so. The minutes will be published on the Company's website within 15 days after the Meeting, in accordance with the applicable legal provisions.

The Chairman declared the General Meeting closed.

The session was closed at 10:41 (CET).

Leuven, 16 June 2026.

Bernal Valverde

Materialise ☐

bernal.valverde@materialise.be