

**POWER OF ATTORNEY FOR THE ANNUAL GENERAL MEETING OF MATERIALISE NV  
ON 5 JUNE 2018**

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

Residing at .....

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**”),

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 June 5, 2018 at 10:00 am CET at the registered office of the Company, and which will decide upon the following agenda, 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 and consolidated annual accounts as at 31 December 2017.
- 2.** Communication of the consolidated annual accounts relating to the financial year ended on 31 December 2017.
- 3.** Approval of the statutory annual accounts

*Proposed resolution:* approval of the statutory annual accounts relating to the financial year ended on 31 December 2017.

**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 (€-12,302,333), together with the carried forward profit of the previous financial year (€ 9,117,961), being in the aggregate €-3,184,372, 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 2017.

**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 2017.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

**7. 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 2018.

**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 2018.

**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 2018.

**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 2018.

**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 Pol Ingelaere**, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the year 2018.

**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 Jürgen Ingels**, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the year 2018.

**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 Van der Sloten**, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the year 2018.

**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 2018.

**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 2018.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

**8. Powers**

*Proposed resolution:* granting powers to Carla Van Steenberg 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.

**9. Change of Control**

*Proposed resolution:* approval of the change of control clauses in the Finance Contract dated December 20, 2017, between Materialise N.V. and European Investment Bank (the “Finance Contract”), including, but not limited to the change of control clause set out in Article 4.03A(3) of the Finance Contract.

**VOTING**

**FOR / AGAINST / ABSTAIN\***

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

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.\*

Done on ..... 2018,

Undersigned

\_\_\_\_\_  
(The signature must be preceded by ‘good for power of attorney’).