

MATERIALISE NV
Technologielaan 15
3001 Leuven
Enterprise number: 0441.131.254
RPR/RPM Leuven

(the "**Company**")

Invitation to the Annual General Meeting of Materialise NV

The Board of Directors of Materialise NV (the "**Company**") has the honor to invite the shareholders, holders of subscription rights, directors and statutory auditor of the Company to the annual general shareholders' meeting of the Company (the "**Meeting**").

GENERAL INFORMATION

Date, time and location: The Meeting will be held on 6 June 2023 at 10 a.m. CEST. The Company will offer the possibility to attend the Meeting electronically and facilitates voting by proxy (for holders of shares in the Company) or by voting form (for holders of ADSs). It is recommended that security holders that wish to make use of their right to ask questions with respect to the items on the agenda of the Meeting do so in writing. The modalities of the aforementioned means of participation to the Meeting are set out in this invitation.

The shareholders of the Company will deliberate and vote on the following agenda:

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

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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 Vancraen 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 Vancraen 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.”

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 annually (excluding VAT, if applicable).

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.

PARTICIPATION TO THE MEETING

The Company will provide the possibility for the security holders to attend the Meeting electronically. Therefore, the security holders are requested to provide their e-mail address upon registration for participation. You will then receive an invitation to attend the Meeting electronically.

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 (the "**Registration Date**") at midnight (CET) are entitled to participate in and vote at the 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, by the Registration Date at 5:00 p.m. (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 such notification by e-mail to Mr. Vincent Chantillon, (email: vincent.chantillon@materialise.be)

QUESTIONS CONCERNING ITEMS ON THE AGENDA

During the Meeting a Q&A session will be scheduled. Holders of shares and subscription rights may submit written questions to the Company prior to the Meeting in relation to items on the agenda. Such questions should be addressed to the Company by email (at the following e-mail address: vincent.chantillon@materialise.be) by the Registration Date at the latest.

Questions will be answered during the Q&A session. Questions of a security holder will only be considered if he or she has complied with all admission formalities to attend the Meeting.

DESIGNATION OF PROXYHOLDERS

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

The proxyholder must be designated using the proxy form that is enclosed as an annex to this letter. The proxy form is also available on the Company's website.

At the latest on the Registration Date at 5:00 p.m. (CET), the signed proxy form must be sent by e-mail to Mr. Vincent Chantillon (e-mail address: vincent.chantillon@materialise.be).

IDENTIFICATION AND REPRESENTATION POWERS

The natural persons who intend to attend the Meeting in their capacity of owners of securities, proxyholders or representatives of a legal entity must be able to provide evidence of their identity in order to be granted access to the Meeting. The representatives of legal entities must hand over the documents establishing their capacity as corporate representative or attorney-in-fact. These documents will be verified immediately before the start of the Meeting.

RIGHTS OF HOLDERS OF SUBSCRIPTION RIGHTS

In accordance with article 7:135 of the Belgian Companies and Associations Code, the holders of subscription rights may, as already mentioned, attend the Meeting in an advisory capacity. In order to do so, they must comply with the same formalities for admission mentioned above as those applicable to the owners of shares.

AVAILABILITY OF DOCUMENTS

The following documents in preparation for the Meeting are made available at the Company's website <https://investors.materialise.com/governance-documents>:

1. Report by the Board of Directors on the statutory and consolidated annual accounts as at 31 December 2022;
2. Reports of the auditor on the statutory and consolidated annual accounts as at 31 December 2022;
3. Statutory annual accounts relating to the financial year ended on 31 December 2022;
4. Consolidated annual accounts relating to the financial year ended on 31 December 2022;
5. Proxy form

We look forward to welcoming you at the Meeting.

Sincerely yours,

On behalf of the Board of Directors,

Peter Leys
Director

Wilfried Vancraen
Director