

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

(the "**Company**")

### **Invitation to the Extraordinary General Meeting of Materialise NV**

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

### **GENERAL INFORMATION**

*Date, time and location:* The Meeting will be held on 3 June 2025 at 14:00 (CET) at the offices of notary public Stijn Raes (Kortrijksesteenweg 1147, 9051 Ghent).

The Company recommends that the security holders who wish to participate in the Meeting make, as much as practically possible, use of the right to vote by proxy or by voting form. Furthermore, it is recommended that security holders who wish to make use of their right to ask questions with respect to the items on the agendas of the Meeting do so in writing. The modalities of the aforementioned means of participation in the Meeting are set out in this invitation.

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

### **AGENDA EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

1. Consideration and discussion of the special report of the Board of Directors in accordance with Article 7:199 of the Belgian Companies and Associations Code with respect to the proposed renewal of the authorisation to the Board of Directors to increase the share capital in the context of the authorised capital.
2. Renewal of the authorisation to the Board of Directors to increase the capital in the context of the authorised capital.

*Proposed resolution:* The extraordinary general shareholders' meeting resolves to renew the authorisation to the Board of Directors to increase the share capital on one or more occasions, during a period of five (5) years from the publication of this authorisation in the Annexes to the Belgian Official Gazette, with an aggregate amount of maximum 100% of the current amount of the share capital of the Company, and this in accordance with the terms and conditions as set out in the special report of the Board of Directors prepared in accordance with Article 7:199 of the Belgian Companies and Associations Code, as referred to in agenda item 1 of this extraordinary general shareholders' meeting. In addition, the extraordinary general shareholders' meeting resolves, to the extent necessary and applicable, to grant a special authorisation to the Board of Directors, in the event of a public takeover bid on securities issued by the Company, to increase the share capital in any form, including a capital increase in which the preferential subscription right of the shareholders is restricted or cancelled, under the conditions set forth in Article 7:202 of the Belgian Companies and Associations Code, for a period of three (3) years as from the date of the extraordinary general shareholders' meeting deciding on this authorisation. Consequently, the extraordinary general shareholders' meeting resolves to amend letter a) and c) of Article 6 of the articles of association of the Company and to replace it with the following text (whereby the date

between square brackets will be the date on which the extraordinary general shareholders' meeting will approve the resolution):

**"ARTICLE 6: AUTHORISED CAPITAL**

a) *By decision of the general meeting of shareholders of 3 June 2025, which will enter into force on the day of publication of the decision in the Annexes to the Belgian Official Gazette, the Board of Directors was granted the authority to increase the share capital in one or more rounds up to a maximum total amount equal to Eight million nine hundred seventy-four thousand and ninety-eight cents (8,974,100.98 EUR).*

*The Board of Directors may only exercise the powers granted to it for a period of five (5) years from the publication of this authorisation in the Annexes to the Belgian Official Gazette.*

*This authorisation may be renewed in accordance with the applicable legal conditions.*

*The Board of Directors has not yet exercised the authority granted to it.*

(...)

c) *As far as needed and applicable, in the event of a public takeover bid for securities issued by the company, the Board of Directors shall also have a specific authorisation to increase the capital in any form whatsoever, including a capital increase in which the shareholders' preferential subscription right is restricted or suspended, under the conditions provided for in Article 7:202 of the Belgian Companies and Associations Code.*

*This authorisation is granted for a period of three (3) years, starting from the extraordinary general meeting of shareholders held on 3 June 2025.*

*This authorisation may be renewed for the same period by a decision of the general meeting made in accordance with the rules set for the amendment of the articles of association.*

*The capital increases decided upon in the context of this authorisation shall be imputed to the remaining part of the authorised capital as referred to in paragraph (a)."*

**Attendance quorum:** In accordance with the Belgian Companies and Associations Code, at least 50% of the outstanding shares must be present or represented at the extraordinary general shareholders' meeting for the deliberation and voting on the items on the aforementioned agenda of the extraordinary general shareholders' meeting. If such attendance quorum is not reached, a second extraordinary general shareholders' meeting will be convened with respect to these agenda items unless, if applicable, it is decided otherwise by the Board of Directors, and the attendance quorum will not be applicable to this second meeting.

**Voting and majority:** Subject to the applicable legal provisions, each share shall have one vote. In accordance with the applicable law, the proposed resolutions referred to in the above agenda of the extraordinary general shareholders' meeting will be passed if they are approved by a majority of 75% of the votes validly cast by the shareholders. . In accordance with Article 7:135 of the Belgian Companies and Associations Code, the holders of subscription rights may participate in the extraordinary general shareholders' meeting, but only with an advisory vote.

3. **Amendment of letter a) of article 25 of the Articles of Association regarding the date of the annual general meeting**

**Proposed resolution:** The extraordinary general shareholders' meeting resolves to amend Article 25 of the articles of association.

**"ARTICLE 25: ORDINARY, SPECIAL, AND EXTRAORDINARY GENERAL MEETING**

a) *The ordinary general meeting of shareholders, known as the annual meeting, must be convened each year on the Third Tuesday of June at ten (10.00) a.m. If that day is a public*

*holiday, the meeting will take place on the next working day (excluding Saturday) at the same time."*

Attendance quorum: In accordance with the Belgian Companies and Associations Code, at least 50% of the outstanding shares must be present or represented at the extraordinary general shareholders' meeting for the deliberation and voting on the items on the aforementioned agenda of the extraordinary general shareholders' meeting. If such attendance quorum is not reached, a second extraordinary general shareholders' meeting will be convened with respect to these agenda items unless, if applicable, it is decided otherwise by the Board of Directors, and the attendance quorum will not be applicable to this second meeting.

Voting and majority: Subject to the applicable legal provisions, each share shall have one vote. In accordance with the applicable law, the proposed resolutions referred to in the above agenda of the extraordinary general shareholders' meeting will be passed if they are approved by a majority of 75% of the votes validly cast by the shareholders. . In accordance with Article 7:135 of the Belgian Companies and Associations Code, the holders of subscription rights may participate in the extraordinary general shareholders' meeting, but only with an advisory vote.

#### 4. Powers

*Proposed resolution:* The general meeting grants powers to Stijn Raes, Felix Theus, Lina Galvis and Maja Frederix, 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 security holders the opportunity – respecting the modalities provided below – to ask their questions in writing to Ms. Lina Galvis, through the proxy form with voting instructions.

Practical information in relation to the electronic participation to the Meeting 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. 29<sup>th</sup> May 2025 (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 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 such notification by e-mail to Ms. Lina Galvis, (email: [lina.galvis@materialise.be](mailto:lina.galvis@materialise.be))

## **QUESTIONS CONCERNING ITEMS ON THE AGENDA**

During the Meeting a question time 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: [lina.galvis@materialise.be](mailto:lina.galvis@materialise.be)) by the Registration Date at the latest.

Questions validly addressed to the Company will be answered during the question time session. Questions of a security holder will only be considered if he or she has complied with all admission formalities to attend the Meetings.

## **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 at the Company's website.

At the latest on the Registration Date at 17.00h (CET), the signed proxy form must be sent by e-mail to Ms. Lina Galvis(e-mail address: [lina.galvis@materialise.be](mailto:lina.galvis@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**

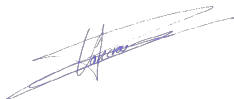
The following documents in preparation for the Meeting are made available at the Company's website <https://investors.materialise.com/governance-documents>:

1. Special report on authorised capital
2. Proposal of a new text of the articles of association, with indication of the amendments
4. Proxy form; and
5. Voting Form.

We hope to welcome you.

Sincerely yours,

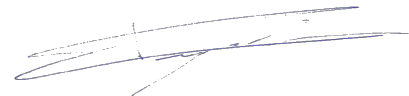
On behalf of the Board of Directors,



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Wilfried Vancraen

Director



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Hilde Ingelaere

Director