
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of July 2023

Commission File Number: 001-36515

Materialise NV

Technologielaan 15
3001 Leuven
Belgium
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

This Form 6-K is incorporated by reference into the registrant's Registration Statement on Form F-3 (File No. 333-213649).

Second Quarter 2023 Financial Results

Except as otherwise required by the context, references to “Materialise,” “Company,” “we,” “us” and “our” are to Materialise NV and its subsidiaries.

Second Quarter 2023 Results

Total revenue for the second quarter of 2023 increased 11.6% to 64,810 kEUR from 58,070 kEUR for the second quarter of 2022.

Revenue from our Materialise Software segment increased 3.6% to 11,030 kEUR for the second quarter of 2023 from 10,642 kEUR for the same quarter last year.

Revenue from our Materialise Medical segment increased 19.6% to 24,945 kEUR for the second quarter of 2023 compared to 20,855 kEUR for the same period in 2022.

Revenue from our Materialise Manufacturing segment increased 8.5% to 28,835 kEUR for the second quarter of 2023 from 26,574 kEUR for the second quarter of 2022.

Gross profit was 37,047 kEUR for the second quarter of 2023 compared to 32,030 kEUR for the same period last year, while gross profit as a percentage of revenue increased to 57.2% compared to 55.2% for the second quarter of 2022.

Research and development (“R&D”), sales and marketing (“S&M”) and general and administrative (“G&A”) expenses decreased in the aggregate by 1.3% to 33,176 kEUR for the second quarter of 2023 from 33,613 kEUR for the second quarter of 2022, with disciplined cost containment in S&M and G&A fully offsetting the increased costs of our continued R&D efforts.

Net other operating income, which includes the negative impact from the adverse arbitration award, was (4,468) kEUR compared to 498 kEUR for the second quarter of 2022.

Operating result amounted to (597) kEUR compared to (1,084) kEUR for the second quarter of 2022.

Net financial result was 635 kEUR compared to 2,580 kEUR for the second quarter of 2022.

The second quarter of 2023 contained income tax expenses of (532) kEUR, compared to (600) kEUR in the second quarter of 2022.

As a result of the above, net result for the second quarter of 2023 was (494) kEUR, compared to 896 kEUR for the same period in 2022. Total comprehensive income for the second quarter of 2023, which includes exchange differences on translation of foreign operations, was 140 kEUR compared to 771 kEUR for the corresponding 2022 period.

At June 30, 2023, after payment of the 5,189 kEUR arbitration award, we had cash and cash equivalents of 136,285 kEUR compared to 140,867 kEUR at December 31, 2022. Gross debt amounted to 72,412 kEUR, compared to 80,980 kEUR at December 31, 2022. As a result, our net cash position (cash and cash equivalents less gross debt) was 63,873 kEUR, an increase of 3,986 kEUR compared to December 31, 2022.

Cash flow from operating activities for the second quarter of the year 2023 was 775 kEUR compared to 8,636 kEUR for the same period in 2022. Total capital expenditures for the second quarter of 2023 amounted to 2,119 kEUR.

Net shareholders' equity at June 30, 2023 was 233,393 kEUR compared to 228,928 kEUR at December 31, 2022.

Adjusted EBITDA amounted to 4,755 kEUR for the second quarter of 2023 compared to 4,240 kEUR for the corresponding 2022 period. The Adjusted EBITDA margin (Adjusted EBITDA divided by total revenue) for the second quarter of 2023 was 7.3%, equal to the second quarter of 2022. Excluding the (5,189) kEUR negative impact resulting from the unexpected adverse resolution of an arbitration proceeding, our Adjusted EBITDA margin for the quarter would have been 15.3%.

Adjusted EBITDA from our Materialise Software segment increased to 1,973 kEUR from 821 kEUR while the segment Adjusted EBITDA margin (segment Adjusted EBITDA divided by segment revenue) was 17.9% compared to 7.7% for the corresponding prior-year period.

Adjusted EBITDA from our Materialise Medical segment amounted to 2,683 kEUR for the second quarter of 2023 compared to 4,474 kEUR while the segment Adjusted EBITDA margin was 10.8% compared to 21.5% for the second quarter of 2022. Adjusted EBITDA from our Materialise Medical segment for the second quarter of 2023 includes the (5,189) kEUR negative effect from an arbitration award granted against us in our previously disclosed indemnification dispute with Zimmer Biomet related to certain joint replacement devices. Excluding the (5,189) kEUR negative impact, the Adjusted EBITDA from our Materialise Medical segment for the quarter would have been 31.6%.

Adjusted EBITDA from our Materialise Manufacturing segment amounted to 2,708 kEUR compared to 1,581 kEUR for the same period last year, while the segment Adjusted EBITDA margin was 9.4% compared to 5.9% for the second quarter of 2022.

Non-IFRS Measures

Materialise uses EBITDA and Adjusted EBITDA as supplemental financial measures of its financial performance. EBITDA is calculated as net profit plus income taxes, financial expenses (less financial income), shares of profit or loss in a joint venture and depreciation and amortization. Adjusted EBITDA is determined by adding share-based compensation expenses, acquisition-related expenses of business combinations, impairments and revaluation of fair value due to business combinations to EBITDA. Management believes these non-IFRS measures to be important measures as they exclude the effects of items which primarily reflect the impact of long-term investment and financing decisions, rather than the performance of the company's day-to-day operations. As compared to net profit, these measures are limited in that they do not reflect the periodic costs of certain capitalized tangible and intangible assets used in generating revenues in the company's business, or the charges associated with impairments. Management evaluates such items through other financial measures such as capital expenditures and cash flow provided by operating activities. The company believes that these measurements are useful to measure a company's ability to grow or as a valuation measurement. The company's calculation of EBITDA and Adjusted EBITDA may not be comparable to similarly titled measures reported by other companies. EBITDA and Adjusted EBITDA should not be considered as alternatives to net profit or any other performance measure derived in accordance with IFRS. The company's presentation of EBITDA and Adjusted EBITDA should not be construed to imply that its future results will be unaffected by unusual or non-recurring items.

Exchange Rate

This document contains translations of certain euro amounts into U.S. dollars at specified rates solely for the convenience of readers. Unless otherwise noted, all translations from euros to U.S. dollars in this document were made at a rate of EUR 1.00 to USD 1.0866, the reference rate of the European Central Bank on June 30, 2023.

About Materialise

Materialise incorporates 30 years of 3D printing experience into a range of software solutions and 3D printing services, which form the backbone of the 3D printing industry. Materialise's open and flexible solutions enable players in a wide variety of industries, including healthcare, automotive, aerospace, art and design, and consumer goods, to build innovative 3D printing applications that aim to make the world a better and healthier place. Headquartered in Belgium, with branches worldwide, Materialise combines one of the largest groups of software developers in the industry with one of the largest 3D printing facilities in the world.

Consolidated income statements (Unaudited)

In '000	for the three months ended			for the six months ended	
	June 30,			June 30,	
	2023	2023	2022	2023	2022
	U.S.\$	€	€	€	€
Revenue	70,423	64,810	58,070	130,702	111,032
Cost of Sales	(30,168)	(27,764)	(26,040)	(56,814)	(50,118)
Gross Profit	40,255	37,047	32,030	73,888	60,914
Gross profit as % of revenue	57.2%	57.2%	55.2%	56.5%	54.9%
Research and development expenses	(10,311)	(9,489)	(8,955)	(18,506)	(16,770)
Sales and marketing expenses	(15,385)	(14,159)	(14,954)	(28,459)	(28,469)
General and administrative expenses	(10,353)	(9,528)	(9,704)	(18,573)	(18,148)
Net other operating income (expenses)	(4,855)	(4,468)	498	(3,948)	1,436
Operating (loss) profit	(649)	(597)	(1,084)	4,402	(1,036)
Financial expenses	(728)	(670)	(1,320)	(2,045)	(2,561)
Financial income	1,419	1,305	3,901	2,114	5,517
Share in loss of joint venture	-	-	-	-	-
(Loss) profit before taxes	42	38	1,496	4,471	1,921
Income Taxes	(578)	(532)	(600)	(1,249)	(898)
Net (loss) profit for the period	(536)	(494)	896	3,221	1,023
Net (loss) profit attributable to:	-	-	-	-	-
The owners of the parent	(530)	(488)	903	3,234	1,036
Non-controlling interest	(7)	(6)	(7)	(13)	(13)
Earning per share attributable to owners of the parent					
Basic	(0.01)	(0.01)	0.02	0.05	0.02
Diluted	(0.01)	(0.01)	0.02	0.05	0.02
Weighted average basic shares outstanding	59,067	59,067	59,064	59,067	59,064
Weighted average diluted shares outstanding	59,067	59,067	59,095	59,070	59,100

Consolidated statements of comprehensive income (Unaudited)

In 000€	for the three months ended			for the six months ended	
	June 30,			June 30,	
	2023	2023	2022	2023	2022
	U.S.\$	€	€	€	€
Net profit (loss) for the period	(536)	(494)	896	3,221	1,023
Other comprehensive income					
Recycling					
Exchange difference on translation of foreign operations	689	634	(125)	1,242	1,291
Non-recycling					
Fair value adjustments through OCI - Equity instruments	-	-	-	-	-
Other comprehensive income (loss), net of taxes	689	634	(125)	1,242	1,291
Total comprehensive income (loss) for the year, net of taxes	152	140	771	4,463	2,314
Total comprehensive income (loss) attributable to:					
The owners of the parent	157	144	778	4,473	2,327
Non-controlling interests	(4)	(4)	(7)	(10)	(13)

Consolidated statement of financial position (Unaudited)

In 000€	As of June 30, 2023	As of December 31, 2022
Assets		
Non-current assets		
Goodwill	44,345	44,155
Intangible assets	35,780	37,875
Property, plant & equipment	94,599	94,276
Right-of-Use assets	8,277	8,420
Investments in joint ventures	-	-
Deferred tax assets	1,251	1,186
Investments in convertible loans	3,618	3,494
Investments in non-listed equity instruments	307	307
Other non-current assets	4,997	5,136
Total non-current assets	193,173	194,847
Current assets		
Inventories	16,007	16,081
Trade receivables	45,859	51,043
Other current assets	8,935	8,424
Cash and cash equivalents	136,285	140,867
Total current assets	207,085	216,414
Total assets	400,259	411,262

In 000€	<u>As of June 30, 2023</u>	<u>As of December 31, 2022</u>
Equity and liabilities		
Equity		
Share capital	4,487	4,487
Share premium	233,895	233,895
Retained earnings and other reserves	(4,951)	(9,427)
Equity attributable to the owners of the parent	233,431	228,955
Non-controlling interest	(38)	(28)
Total equity	233,393	228,928
Non-current liabilities		
Loans & borrowings	49,823	55,873
Lease liabilities	5,123	5,147
Deferred tax liabilities	3,947	4,312
Deferred income	8,633	9,277
Other non-current liabilities	1,006	1,611
Total non-current liabilities	68,532	76,220
Current liabilities		
Loans & borrowings	14,631	17,058
Lease liabilities	2,835	2,902
Trade payables	22,790	23,230
Tax payables	2,129	1,246
Deferred income	40,579	41,721
Other current liabilities	15,370	19,957
Total current liabilities	98,334	106,114
Total equity and liabilities	400,259	411,262

Consolidated statement of cash flows (Unaudited)

In 000€	for the six months ended	
	June 30,	
	2023	2022
Operating activities		
Net (loss) profit for the period	3,221	1,023
<i>Non-cash and operational adjustments</i>		
Depreciation of property plant & equipment	7,364	7,630
Amortization of intangible assets	3,334	3,186
Impairment of goodwill and intangible assets	-	-
Share-based payment expense	-	(97)
Loss (gain) on disposal of intangible assets and property, plant & equipment	(106)	31
Movement in provisions	(591)	5
Movement reserve for bad debt and slow moving inventory	272	136
Financial income	(2,095)	(5,509)
Financial expense	2,055	2,564
Impact of foreign currencies	(84)	(61)
(Deferred) income taxes	1,254	885
<i>Working capital adjustments</i>	<i>(3,336)</i>	<i>10,154</i>
Decrease (increase) in trade receivables and other receivables	4,269	1,450
Decrease (increase) in inventories and contracts in progress	81	(2,839)
Increase (decrease) in deferred revenue	(1,772)	3,658
Increase (decrease) in trade payables and other payables	(5,914)	7,884
Income tax paid & Interest received	531	(201)
Net cash flow from operating activities	11,819	19,747

In 000€	for the six months ended	
	June 30,	
	2023	2022
Investing activities		
Purchase of property, plant & equipment	(4,333)	(7,494)
Purchase of intangible assets	(1,056)	(2,553)
Proceeds from the sale of property, plant & equipment & intangible assets (net)	218	184
Acquisition of subsidiary (net of cash)	-	(25,610)
Net cash flow used in investing activities	(5,172)	(35,473)
Financing activities		
Repayment of loans & borrowings	(8,617)	(9,018)
Repayment of leases	(1,744)	(1,668)
Capital increase	-	-
Interest paid	(891)	(1,155)
Other financial income (expense)	(33)	604
Net cash flow from (used in) financing activities	(11,285)	(11,236)
Net increase/(decrease) of cash & cash equivalents	(4,638)	(26,964)
Cash & Cash equivalents at the beginning of the year	140,867	196,028
Exchange rate differences on cash & cash equivalents	57	(930)
Cash & cash equivalents at end of the period	136,285	168,133

Reconciliation of Net Profit (Loss) to EBITDA and Adjusted EBITDA (Unaudited)

In 000€	for the three months ended		for the six months ended	
	June 30,		June 30,	
	2023	2022	2023	2022
Net profit (loss) for the period	(494)	896	3,221	1,023
Income taxes	532	600	1,249	898
Financial expenses	670	1,320	2,045	2,561
Financial income	(1,305)	(3,901)	(2,114)	(5,517)
Depreciation and amortization	5,353	5,374	10,664	10,816
EBITDA	4,755	4,289	15,066	9,780
Share-based compensation expense (1)	-	(49)	-	(97)
Adjusted EBITDA	4,755	4,240	15,066	9,683

(1) Share-based compensation expense represents the cost of equity-settled and share-based payments to employees.

Segment P&L (Unaudited)

In 000€	Materialise Software	Materialise Medical	Materialise Manufacturing	Total segments	Unallocated (1)	Consolidated
For the three months ended June 30, 2023						
Revenues	11,030	24,945	28,835	64,810	0	64,810
Segment (adj) EBITDA	1,973	2,683	2,708	7,364	(2,608)	4,755
Segment (adj) EBITDA %	17.9%	10.8%	9.4%	11.4%		7.3%
For the three months ended June 30, 2022						
Revenues	10,642	20,855	26,574	58,070	0	58,070
Segment (adj) EBITDA	821	4,474	1,581	6,876	(2,636)	4,240
Segment (adj) EBITDA %	7.7%	21.5%	5.9%	11.8%		7.3%
For the six months ended June 30, 2023						
Revenues	22,381	49,265	59,056	130,702	0	130,702
Segment (adj) EBITDA	4,409	10,035	5,906	20,350	(5,285)	15,066
Segment (adj) EBITDA %	19.7%	20.4%	10.0%	15.6%		11.5%
For the six months ended June 30, 2022						
Revenues	21,125	39,201	50,705	111,032	0	111,032
Segment (adj) EBITDA	2,753	7,701	4,192	14,647	(4,963)	9,683
Segment (adj) EBITDA %	13.0%	19.6%	8.3%	13.2%		8.7%

(1) Unallocated segment adjusted EBITDA consists of corporate research and development and corporate other operating income (expense), and the added share-based compensation expenses, acquisition related expenses of business combinations, impairments and fair value of business combinations that are included in Adjusted EBITDA.

Reconciliation of Net Profit (Loss) to Segment adjusted EBITDA (Unaudited)

In 000€	for the three months ended		for the six months ended	
	June 30,		June 30,	
	2023	2022	2023	2022
Net profit (loss) for the period	(494)	896	3,221	1,023
Income taxes	532	600	1,249	898
Financial cost	670	1,320	2,045	2,561
Financial income	(1,305)	(3,901)	(2,114)	(5,517)
Operating (loss) profit	(597)	(1,084)	4,402	(1,036)
Depreciation and amortization	5,353	5,374	10,664	10,816
Corporate research and development	737	816	1,459	1,465
Corporate headquarter costs	2,576	2,104	5,238	4,612
Other operating income (expense)	(705)	(640)	(1,412)	(1,211)
Segment adjusted EBITDA	7,364	6,568	20,350	14,647

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MATERIALISE NV

By: /s/ Wilfried Vancraen

Name: Wilfried Vancraen

Title: Chief Executive Officer

Date: July 26, 2023
