

**MATERIALISE NV**  
**Company having made a public appeal to savings**

**Technologielaan 15**  
**B-3001 Leuven**  
**Enterprise number 0441.131.254**  
**RPR/RPM Leuven**

**CONVOCATION TO ATTEND THE ORDINARY GENERAL MEETING OF 5 JUNE 2018**

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Leuven, 3 May 2018

Dear,

The board of directors of Materialise NV (the "**Company**") invites shareholders to attend the Ordinary General Meeting (the "**Meeting**") to be held on 5 June 2018 at [10.00h] at the registered office of the Company, to discuss and vote on the following agenda:

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.

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.

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.

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.

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.

*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.

*Proposed resolution:* renewing the appointment as director of **A TRE C vooa**, 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.

*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.

*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.

*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.

*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.

*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.

*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.

#### 8. Powers

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

#### 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.

*Translation for information purposes only.*

Persons attending the Meeting are invited to arrive 45 minutes before the time set for the Meeting in order to complete the registration formalities.

#### FORMALITIES FOR ADMISSION

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. on 31 May 2018 (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 Mr. Ben Schepers, (email: [ben.schepers@materialise.be](mailto:ben.schepers@materialise.be))

#### QUESTIONS CONCERNING ITEMS ON THE AGENDA

A time for questions is provided during the Meeting. Additionally, shareholders 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: [ben.schepers@materialise.be](mailto:ben.schepers@materialise.be)) by the Registration Date at the latest.

Questions validly addressed to the Company will be raised during the question time. Questions of a shareholder will only be considered if the latter 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 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 Mr Ben Schepers (e-mail address: [ben.schepers@materialise.be](mailto:ben.schepers@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 BONDS OR SUBSCRIPTION RIGHTS

In accordance with article 537 of the Belgian Companies Code, the holders of bonds or subscription rights may attend the Meeting in an advisory capacity. In order to do so, they must comply with the same formalities for admission mentioned above as apply to the owners of shares.

#### AVAILABILITY OF DOCUMENTS



*Translation for information purposes only.*

The following documents in preparation for the Meeting are made available at the Company's website:

1. Management report by the Board of Directors on the statutory and consolidated annual accounts as at 31 December 2017;
2. Reports of the auditor on the statutory and consolidated annual accounts as at 31 December 2017;
3. Statutory annual accounts relating to the financial year ended on 31 December 2017;
4. Consolidated annual accounts relating to the financial year ended on 31 December 2017;
5. Proxy form.

The shareholders and holders of bonds or subscription rights may inspect the management report and the documents which the law requires to make available to them, on business days and during normal office hours, at the registered office of the Company, Technologielaan 15, 3001 Leuven.

We hope to welcome you.

Sincerely yours,

For the Board of Directors



Name: Wilfried Vancraen  
Title: Director



Name: Peter Leys  
Title: Chairman