



Materialise Announces Proposed Public Offering of 3.0 Million American Depositary Shares (ADSs)

July 18, 2018

LEUVEN, Belgium--(BUSINESS WIRE)--Jul. 18, 2018-- Materialise NV ("Materialise") (NASDAQ:MTLS), a leading provider of additive manufacturing and medical software and of sophisticated 3D printing services, announced today that it intends to commence a registered underwritten public offering of 3.0 million ADSs. Each ADS will represent one ordinary share with no nominal value per share. Materialise intends to grant the underwriters a 30-day option to purchase up to an additional 450,000 ADSs. All of the ADSs in the proposed offering are to be sold by Materialise. The offering is subject to market conditions, and there can be no assurance as to whether or when the offering may be completed, or the actual size or terms of the offering.

Piper Jaffray & Co. is acting as Lead Bookrunner for the offering and KeyBanc Capital Markets and Bryan, Garnier & Co. are acting as Joint Bookrunners and KBC Securities USA is acting as Co-Manager for the offering.

The securities described above are being offered by Materialise pursuant to a shelf registration statement on Form F-3 (No. 333-226006) previously filed by Materialise with the Securities and Exchange Commission (the "SEC") and declared effective on July 6, 2018. The offering will be made only by means of a prospectus supplement and an accompanying prospectus. A preliminary prospectus supplement and the accompanying prospectus relating to the offering will be filed with the SEC and will be available on the SEC's website at www.sec.gov. When available, copies of the prospectus supplement and accompanying prospectus relating to this offering may be obtained from Piper Jaffray & Co. at 800 Nicollet Mall, J12S03, Minneapolis, MN 55402, Attn: Prospectus Department, or by telephone at 1-800-747-3924, or by email at prospectus@pjc.com.

This press release does not constitute an offer to sell any securities or the solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offer, if at all, will be made only by means of a prospectus supplement and accompanying prospectus forming a part of the effective registration statement.

No public offering will be made and no one has taken any action that would, or is intended to, permit a public offering in any country or jurisdiction, other than the United States, where any such action for such purpose is required, including in Belgium. Belgian investors, other than qualified investors within the meaning of the Belgian Act of 16 June 2006 relating to the public offers of securities and to the admission to trading of securities on regulated markets, as amended, will not be eligible to participate in the offering (whether in Belgium or elsewhere).

The transaction to which this communication relates will only be available to, and will be engaged in only with, in member states of the European Economic Area, persons falling within the meaning of Article 2(1)(e) of the Prospectus Directive 2003/71/EC as amended by Directive 2010/73/EU (the "Prospectus Directive"), and in the United Kingdom, investment professionals falling within article 19 (5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), persons falling within article 49 (2), (a) to (d) of the Order (high net worth companies, unincorporated associations, etc) and other persons to whom it may lawfully be communicated. In accordance with the Prospectus Directive, no prospectus is required in connection with the transaction described in this communication.

This communication is not for publication or distribution, directly or indirectly, in or into any state or jurisdiction into which doing so would be unlawful. The distribution of this communication may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdictions. Materialise assumes no responsibility in the event there is a violation by any person of such restrictions. The aforementioned offering and date of the first listing may be influenced by things such as market conditions. There is no guarantee that the offering or listing will occur. This communication does not constitute a recommendation in relation to the offering or the aforementioned securities.

About Materialise

Materialise incorporates 27 years of 3D printing experience into a range of software solutions and 3D printing services, which together 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 group of software developers in the industry with one of the largest 3D printing facilities in the world.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended and the Private Securities Litigation Reform Act of 1995. These forward-looking statements may include statements regarding the proposed underwritten public offering. Such statements are based on management's current assumptions and expectations of future events and are subject to a number of risks and uncertainties that could cause actual outcomes and results to differ materially, including: market conditions; Materialise's ability to satisfy closing conditions related to the proposed offering; and other risks set forth in Materialise's most recent Annual Report on Form 20-F, as well as other documents that Materialise files with the Securities and Exchange Commission, including the Registration Statement on Form F-3 (File No. 333-226006) for the offering. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Materialise disclaims any obligation to update these forward-looking statements because of new information, future events or circumstances or other factors.

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