

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 honour 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 7 June 2022 at 10 a.m. CEST. The Company will offer the possibility to attend the Meeting electronically and recommends that the security holders that wish to participate to 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 that 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 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 2021.
2. Communication of the consolidated annual accounts for the Materialise group relating to the financial year ended on 31 December 2021.
3. Approval of the statutory annual accounts of Materialise NV

Proposed resolution: approval of the statutory annual accounts of Materialise NV relating to the financial year ended on 31 December 2021.

4. Appropriation of the result

Proposed resolution: approval to impute the net profit of the financial year 2021 (€11,508,642.59) to the loss carried forward of the previous financial year (€22,975,641.74), as a result of which the aggregate loss amounts to €11,466,999,15.

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 2021.

6. Discharge to the auditor

Proposed resolution: granting discharge to the auditor for the performance of his mandate during the financial year ended on 31 December 2021.

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 financial year 2022.

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 financial year 2022.

Proposed resolution: renewing 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 2022.

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 financial year 2022.

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 financial year 2022.

Proposed resolution: renewing 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 2022.

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 financial year 2022.

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 financial year 2022.

Proposed resolution: renewing 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 2022.

Proposed resolution: renewing 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 2022.

8. Increase of the remuneration paid by the Company to non-executive directors and independent members of the audit or the remuneration and nomination committee.

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Proposed resolution: increasing the current remuneration paid to non-executive directors and independent members of the audit or the remuneration and nomination committee with 10%. The remuneration paid to directors is referred to in our Annual Report on Form 20-F, as filed with the U.S. Securities and Exchange Commission, and is partly fixed and partly based on attendance of meetings.

Such remuneration shall be payable to the non-executive directors (Mr. De Lille, Mr. Vander Sloten, Mr. Ingels, Mr. Luyten, Ms. Verplancke, Mr. Hammes and Mr. Sander Vancraen) and to the independent members of the audit committee or the remuneration and nomination committee.

9. Powers

Proposed resolution: granting 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.

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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 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 2021;
2. Reports of the auditor on the statutory and consolidated annual accounts as at 31 December 2021;
3. Statutory annual accounts relating to the financial year ended on 31 December 2021;
4. Consolidated annual accounts relating to the financial year ended on 31 December 2021;
5. Proxy and voting form

We hope to welcome you.

Sincerely yours,

On behalf of the Board of Directors,

Peter Leys

Director

Wilfried Vancraen

Director