

MATERIALISE NV

**WHISTLEBLOWING PROCEDURES FOR ACCOUNTING AND AUDITING MATTERS AND
CODE OF CONDUCT AND ETHICS VIOLATIONS**

The Audit Committee (the "**Audit Committee**") of the Board of Directors of Materialise NV (the "**Company**") has adopted these Whistleblowing Procedures for Accounting and Auditing Matters and Code of Conduct and Ethics Violations and (potential) breaches of EU law¹ (the "**Whistleblowing Procedures**") in order to facilitate (a) the receipt, retention and treatment of reports and complaints received regarding any questionable or unethical accounting, internal accounting controls or auditing matters (collectively, "**Accounting Matters**"), (b) the confidential, anonymous submission of concerns regarding questionable or unethical Accounting Matters and (c) the receipt and retention on a confidential and anonymous basis of potential violations and other matters ("**Ethics Matters**") related to the Code of Conduct and Ethics (the "**Code**").

All members of senior management and the board of directors and all employees, self-employed individuals (including freelance workers, contractors and subcontractors), shareholders, trainees, consultants, facilitators, third persons connected with a reporting person who could suffer work-related retaliation (e.g. colleagues or relatives) of the Company and its subsidiaries and those working under the supervision/direction of contractors, sub-contractors and suppliers (collectively, "**Covered Persons**") have a responsibility to guard against and report any questionable or unethical Accounting Matters, Ethics Matters or other related actions that can subject the Company or its personnel to civil or criminal liability. Under these Whistleblowing Procedures, if a Covered Person knows of, observes, suspects or becomes aware of any questionable or unethical Accounting Matters or Ethics Matters, that Covered Person must report that information immediately to a member of the Audit Committee or to the compliance officer of the Company who shall act as the chief compliance officer of the Company, or such other member of senior management as may be designated by the Board of Directors of the Company (the "**Compliance Officer**"), as set out below. Any person submitting a report or complaint to the Audit Committee or the Compliance Officer in good faith shall be protected from retaliation of any kind by these Whistleblowing Procedures. The Audit Committee and the Compliance Officer, each on behalf of the Company, are committed to achieving compliance with all applicable accounting standards, accounting controls and audit practices as well as compliance with matters contained in the Code and will be responsible for overseeing the resolution of concerns in this area.

¹ Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law, as implemented in national legislation of EU Member States (e.g. in Belgium, through the Law of 28 November 2022 on "*Wet betreffende de bescherming van melders van inbreuken op het Unie- of nationale recht vastgesteld binnen een juridische entiteit in de private sector*").

Scope of Matters Covered by Whistleblowing Procedures

These Whistleblowing Procedures relate to reports or complaints concerning any questionable or unethical Accounting Matters and Ethics Matters, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company's internal accounting controls;
- misrepresentation or false statement to or by a member of senior management or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full and fair reporting of the Company's financial condition; or
- any potential or suspected violation of the Code, including without limitation: personal conflicts of interest, inappropriate use of corporate opportunities, workplace discrimination, fraud or illegal acts involving any aspect of the Company's business, noncompliance with applicable laws, rules, and regulations, intentional or material misstatements in the Company's regulatory filings, internal books and records or activity that is harmful to the Company.

In addition, a party who knowingly and intentionally files a false report or provides false or deliberately misleading information in connection with an investigation of a report may face disciplinary action, up to and including termination of employment or other legal proceedings. Similarly, any Covered Person who discourages or prevents another person from making such a report or seeking the help or assistance she or he needs to make such a report may be subject to disciplinary action.

The whistleblower system is designed to protect employees and other parties who, in good faith disclose a situation that, in their opinion, qualifies as Accounting Matters or Ethics Matters, from retaliation and to ensure that such concerns are thoroughly investigated. Abuse of the whistleblower system for unrelated purposes such as seeking protection from performance-related accountability or shielding oneself from constructive feedback, may undermine the integrity of the system and the organization's ability to address genuine issues. Therefore, any Covered Person who misuses the whistleblower system by filing reports in bad faith, with improper motives, or for reasons unrelated to the whistleblower policy's intended purpose may face disciplinary action, even if the information provided does not meet the strict threshold of being 'false.'

The organization is committed to protecting individuals who make reports in good faith, even when the reported concerns ultimately do not constitute misconduct or policy violations. However, this protection does not extend to actions that are manipulative, abusive, or otherwise intended to misuse the whistleblower process. To ensure fairness, all reports will be carefully reviewed and investigated, and disciplinary action for misuse of the whistleblower system will be determined based on the specific circumstances of each case.

The Covered Persons may also report a breach of EU law in any of the following areas:

- public procurement;
- financial services, products and markets, and prevention of money laundering and terrorist

- financing;
- product safety and compliance;
- transport safety;
- protection of the environment;
- radiation protection and nuclear safety;
- food and feed safety, animal health and welfare;
- public health;
- consumer protection;
- protection of privacy and personal data, and security of network and information systems;
- breaches affecting the financial interests of the EU; or
- breaches relating to the EU internal market.

Reporting Violations of Accounting Matters

Covered Persons with concerns regarding questionable or unethical Accounting Matters or Ethics Matters have the possibility to report their concerns in writing and/or orally to the Chairman of the Audit Committee, any other member of the Audit Committee or to the Compliance Officer using one of the following methods:

- via the Company's Compliance Helpline at <http://www.openboard.info/MTLS/>, by emailing MTLS@openboard.info or by calling 877-221-5506;
- via regular mail to any member of the Audit Committee. Contact information for each of the Audit Committee member is included herein; or
- via regular mail to the Compliance Officer. Contact information for the Compliance Officer is included herein.

Covered Persons, who choose to report orally, can reach out to make a physical appointment within a reasonable period of time.

Covered Persons working from a Materialise office located in an EU Member State may choose to report any questionable or unethical Accounting Matter or Ethics Matter through the competent external reporting channel, as identified in accordance with Article 11.1 of the EU Directive 2019/1937. An overview of these external reporting channels is attached as Annex 1.

Covered Persons shall be responsible for reporting violations of Accounting Matters or Ethics Matters committed by themselves as well as others. The fact that a Covered Person reported his or her own violation, together with the degree of cooperation displayed by such Covered Person, and whether the violation is intentional or unintentional, will be given consideration in an investigation and any resulting disciplinary action.

Covered Persons may, if so desired, report complaints to the Audit Committee or the Compliance Officer on a confidential or anonymous basis (unless submitted via email). Confidential reporting means that the reporter's identity is disclosed only to a limited number of individuals with a legitimate need to know—such as those handling the investigation, implementing remedial actions, or as required by applicable laws—while ensuring their identity is protected to the fullest extent possible. Anonymous reporting, on the other hand, means the reporter does not disclose their identity at the time of reporting, and

no effort will be made to trace or ascertain their identity, ensuring they remain entirely unidentified throughout the process.

Investigating Violations

Upon receipt of a reported violation, the Chairman of the Audit Committee or the Compliance Officer, as applicable, will (i) determine whether the reported violation actually pertains to the Company's Accounting Matters or Ethics Matters and (ii) when possible, acknowledge receipt of the reported violation to the applicable Covered Person within 7 calendar days. Within 3 months of the acknowledgement of receipt, the Covered Person will receive feedback on the follow-up of the report.

Reported violations relating to Accounting Matters will be reviewed under the direction of the Audit Committee, which may seek, to the extent applicable, the guidance of such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review of the reported violation.

Prompt and appropriate corrective action will be taken when warranted in the judgment of the Audit Committee.

Reported violations relating to Ethics Matters will be reviewed by the Compliance Officer who may seek, to the extent applicable, the guidance of such other persons as the Compliance Officer determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review of the reported violation.

Prompt and appropriate corrective action will be taken when warranted in the judgment of the Compliance Officer.

Reporting and Retention of Reported Violations and Investigations

The Chairman of the Audit Committee or the Compliance Officer, as applicable, will maintain a log of all reported violations and complaints, documenting their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Audit Committee. The Company will maintain records of all reported violations and complaints in accordance with its document retention policy in effect from time to time and in compliance with applicable law.

Retaliation

The Company prohibits retaliation against any individual who, in good faith, reports or expresses concerns about questionable or unethical Accounting Matters or Ethics Matters, or against any individual who participates in, or otherwise supports, an investigation of such reports. Retaliation is reportable under this policy itself and may result in disciplinary action, up to and including termination of employment. Prohibited retaliation includes, but is not limited to, any form of adverse employment action, demotion, suspension, discipline, threats, intimidation or harassment. Retaliation will only be considered as a violation of this policy if it is determined that adverse actions were taken solely as a result of the individual filing the complaint or participating in the investigation. Actions taken for legitimate business reasons, such as performance-related issues or other documented concerns unrelated to the whistleblower's report, will not constitute retaliation under this policy.

Privacy

The Company refers to its confidentiality statement, annexed in their employment contract for all

employees of the Company and its subsidiaries and refers to the Data Protection Notice² for all other Covered Persons to ensure their security and confidentiality. By reporting a violation of these Whistleblowing Procedures, you acknowledge and agree that the Company may process, store and otherwise use the reported information as it deems appropriate to investigate and take appropriate action in response to your report, in accordance with applicable laws to data protection and whistleblower protection, and the Company's own policies. To the extent it is required that additional information be provided to individuals affected by a particular whistleblower report under applicable laws, the Company will comply with such requirements. However, in doing so, the Company may withhold the provision of specific information to certain individuals in accordance with applicable laws. The Company will also strive to maintain confidentiality of the whistleblower to the extent applicable laws permit.

Modification

The Audit Committee or the Board of Directors will review these Whistleblowing Procedures and consider changes to such procedures periodically. The Audit Committee or the Board of Directors of the Company can modify these Whistleblowing Procedures unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with applicable legal requirements and/or to accommodate Company organizational changes. These Whistleblowing Procedures, as in effect, will be made available via the intranet website of the Company.

Approved by the Board:

² <https://www.materialise.com/en/data-privacy-notice>
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CONTACT INFORMATION

Correspondence to a member of the Audit Committee and the Compliance Officer, which should be marked Personal and Confidential, may be addressed as follows:

Johan De Lille – Audit Committee Chairman

Mailing address: c/o Materialise NV
Technologielaan 15
3001 Leuven
Belgium

Marleen Mannekens – Audit Committee Member

Mailing address: c/o Materialise NV
Technologielaan 15
3001 Leuven
Belgium

Jürgen Ingels – Audit Committee Member

Mailing address: c/o Materialise NV
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Belgium

Carla Van Steenbergen – Compliance Officer of Materialise NV

Mailing address: Materialise NV
Technologielaan 15
3001 Leuven
Belgium

Lina Galvis – Designated Compliance Officer of Materialise NV

Mailing address: Materialise NV
Technologielaan 15
3001 Leuven
Belgium

ANNEX 1 – EXTERNAL REPORTING CHANNELS

Member states shall designate the authorities competent to receive, give feedback and follow up on reports, and shall provide them with adequate resources.

Country	Website
Austria	https://www.fma.gv.at/en/whistleblowing/
Belgium	https://www.vlaanderen.be/intern/personeel/integriteit/procedure-klokkenluidersmelding-diensten-vlaamse-overheid
Czech Republic	https://oznamovatel.justice.cz/chci-podat-oznameni/
France	https://www.amf-france.org/en/forms-and-declarations/whistleblowing https://cnil.fr/en https://www.diplomatie.gouv.fr/fr/le-ministere-et-son-reseau/lanceurs-d-alerte/
Germany	https://www.bafin.de/EN/DieBaFin/Hinweisgeberstelle/hinweisgeberstelle_node_en.html https://www.bundeskartellamt.de/EN/Banoncartels/Whistle-blower/whistle-blower_node.html
<u>Italy</u>	https://www.anticorruzione.it/-/whistleblowing
<u>Poland</u>	https://bip.brpo.gov.pl/pl
<u>Spain</u>	https://www.cnmv.es/portal/whistleblowing/presentacion.aspx?lang=en https://sedeelectronica.bde.es/sede/es/menu/ciudadanos/Reclamaciones__2e85b7714582d21.html