

MATERIALISE NV
Technologielaan 15
3001 Leuven
Company number: 0441.131.254
RPR Leuven

(the "**Company**")

Notice of annual shareholders' meeting of Materialise NV

The Board of Directors of Materialise NV (the "**Board of Directors**") has the honour of inviting the shareholders, holders of subscription rights, directors and statutory auditor of the Company to the annual shareholders' meeting of the Company (the "**Meeting**").

GENERAL INFORMATION

Date, time and location: The Meeting will be held on 16 June 2026 at 10:00 CET at the offices of the Company (Technologielaan 15, 3001 Leuven). The Company will offer the possibility to attend the Meeting electronically and will enable voting by proxy or by electronic means (for holders of registered shares and holders of dematerialised shares listed on Euronext Brussels) or by voting form (for holders of ADSs). Shareholders wishing to exercise their right to ask questions in respect of items on the agenda of the Meeting are advised to do so in writing. The modalities of the aforementioned means of participation in the Meeting are set out in this notice.

The shareholders of the Company will deliberate and vote on the following agenda:

- 1. Receipt and discussion of the annual reports, including the corporate governance statement and sustainability reporting (CSRD), of the Board of Directors on the statutory annual accounts of Materialise NV and the consolidated annual accounts of the Materialise group for the financial year ended 31 December 2025, as well as the auditor reports on the company and consolidated financial statements**

This agenda item does not require a resolution of the general meeting.

- 2. Receipt of the consolidated annual accounts of the Materialise group for the financial year ended 31 December 2025**

This agenda item does not require a resolution of the general meeting.

- 3. Approval of the statutory annual accounts of Materialise NV**

Proposed resolution: The general meeting approves the statutory annual accounts of Materialise NV for the financial year ended 31 December 2025.

- 4. Appropriation of results**

Proposed resolution: The general meeting resolves to carry forward the profit available for appropriation for the financial year 2025 for an amount of EUR 11,232,308.80, combined with the

profit carried forward from prior financial years for an amount of EUR 3.653.734,77. The amount held above the required statutory reserves shall be withdrawn from the statutory reserves and likewise carried forward.

5. Acknowledgment and approval of the remuneration report

Proposed resolution: The general meeting resolves to approve the remuneration report, as included in the annual reports of the Board of Directors, for the financial year ended 31 December 2025.

6. Discharge of directors

Proposed resolution: The general meeting resolves to grant discharge to the directors (and, where applicable, their permanent representatives) for the performance of their mandate during the financial year ended 31 December 2025.

7. Discharge of the statutory auditor

Proposed resolution: The general meeting resolves to grant discharge to the statutory auditor, being KPMG Bedrijfsrevisoren BV, with enterprise number 0419.122.548 and registered office at Brussels National Airport 1K, 1930 Zaventem, represented by Tim Vermeiren, for the performance of its mandate during the financial year ended 31 December 2025.

8. Reappointment of the statutory auditor for the financial years 2026, 2027 and 2028 and remuneration

Proposed resolution: On the proposal of the audit committee, the general meeting appoints KPMG Bedrijfsrevisoren BV/SRL (B00001), with registered office at Brussels National Airport 1K, 1930 Zaventem, as statutory auditor for a term of three years, for the audit of the statutory and consolidated annual accounts of the Company and, for as long as legally required, to provide the assurance opinion relating to the sustainability reporting as set out in article 3:58, §6 of the Belgian Code of Companies and Associations (the “**BCCA**”) for the financial years ended 31 December 2026–2027–2028. The mandate will expire following the general meeting convened to deliberate on the annual accounts for the financial year ending 31 December 2028. KPMG Bedrijfsrevisoren BV/SRL has designated Mr Tim Vermeiren (IBR No. A02567), certified auditor, as its permanent representative. The general meeting resolves that the annual remuneration of KPMG Bedrijfsrevisoren BV for its mandate as statutory auditor of the Company shall amount to a maximum of EUR 974.208 (excluding expenses and VAT, where applicable) on an annual basis and subject to indexation.

9. Appointment of directors

The Board of Directors proposes to renew the mandates of the following directors, taking into account (i) the nomination rights of family shareholders in accordance with article 16(b) of the Company's articles of association, (ii) the independence requirements of article 7:87 of the BCCA

and the Belgian Corporate Governance Code, and (iii) the composition requirements of the committees of the Board of Directors.

A. Directors nominated by the family shareholders

Proposed resolution: On the proposal of the family shareholders, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to renew the mandate of **Mr Wilfried Vancraen** as director for a period of one year expiring after the general meeting to be convened to approve the annual accounts for the financial year 2026.

Proposed resolution: On the proposal of the family shareholders, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to renew the mandate of **Mr Peter Leys** as director for a period of one year expiring after the general meeting to be convened to approve the annual accounts for the financial year 2026.

Proposed resolution: On the proposal of the family shareholders, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to renew the mandate of **Ms Hilde Ingelaere** as director for a period of one year expiring after the general meeting to be convened to approve the annual accounts for the financial year 2026.

Proposed resolution: On the proposal of the family shareholders, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to renew the mandate of **Mr Sander Vancraen** as director for a period of one year expiring after the general meeting to be convened to approve the annual accounts for the financial year 2026.

Proposed resolution: On the proposal of the family shareholders, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to renew the mandate of **A TRE C BV, with Mr Johan De Lille as permanent representative**, as director for a period of one year expiring after the general meeting to be convened to approve the annual accounts for the financial year 2026.

Proposed resolution: On the proposal of the family shareholders, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to renew the mandate of **Mr Jürgen Ingels** as director for a period of one year expiring after the general meeting to be convened to approve the annual accounts for the financial year 2026.

B. Independent directors

Proposed resolution: On the proposal of the Board of Directors, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to (a) renew the mandate of **Ms Marleen Mannekens** as independent director for a period of one year ending after the general meeting to be convened to approve the annual accounts for the financial year 2026, and (b) confirm her mandate in her capacity as independent member of the

Board of Directors on the grounds that (i) Ms. Marleen Mannekens meets, and has declared that she meets, the independence criteria set out in article 7:87 of the BCCA and provision 3.5 of the 2020 Belgian Corporate Governance Code, (ii) Ms. Marleen Mannekens has expressly declared that she does not maintain any relationship with the Company or any significant shareholder that could compromise her independence, and (iii) the Board of Directors has expressly declared that it has no indication of any element that could cast doubt on the independence of Ms. Marleen Mannekens within the meaning of article 7:87 of the BCCA.

Proposed resolution: On the proposal of the Board of Directors, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to (a) renew the mandate of **Ms Godelieve Verplancke** as independent director for a period of one year ending after the general meeting to be convened to approve the annual accounts for the financial year 2026, and (b) confirm her mandate in her capacity as independent member of the Board of Directors on the grounds that (i) Ms Godelieve Verplancke meets, and has declared that she meets, the independence criteria set out in article 7:87 of the BCCA and provision 3.5 of the 2020 Belgian Corporate Governance Code, (ii) Ms Godelieve Verplancke has expressly declared that she does not maintain any relationship with the Company or any significant shareholder that could compromise her independence, and (iii) the Board of Directors has expressly declared that it has no indication of any element that could cast doubt on the independence of Ms Godelieve Verplancke within the meaning of article 7:87 of the BCCA.

Proposed resolution: On the proposal of the Board of Directors, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to (a) renew the mandate of **Mr Bart Luyten** as independent director for a period of one year ending after the general meeting to be convened to approve the annual accounts for the financial year 2026, and (b) confirm his mandate in his capacity as independent member of the Board of Directors on the grounds that (i) Mr Bart Luyten meets, and has declared that he meets, the independence criteria set out in article 7:87 of the BCCA and provision 3.5 of the 2020 Belgian Corporate Governance Code, (ii) Mr Bart Luyten has expressly declared that he does not maintain any relationship with the Company or any significant shareholder that could compromise his independence, and (iii) the Board of Directors has expressly declared that it has no indication of any element that could cast doubt on the independence of Mr Bart Luyten within the meaning of article 7:87 of the BCCA.

Proposed resolution: On the proposal of the Board of Directors, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to (a) renew the mandate of **Mr Volker Hammes** as independent director for a period of one year ending after the general meeting to be convened to approve the annual accounts for the financial year 2026, and (b) confirm his mandate in his capacity as independent member of the Board of Directors on the grounds that (i) Mr Volker Hammes meets, and has declared that he meets, the independence criteria set out in article 7:87 of the BCCA and provision 3.5 of the 2020 Belgian Corporate Governance Code, (ii) Mr Volker Hammes has expressly declared that he does not maintain any relationship with the Company or any significant shareholder that could compromise his independence, and (iii) the Board of Directors has expressly declared that it has no indication of any element that could cast doubt on the independence of Mr Volker Hammes within the meaning of article 7:87 of the BCCA.

10. Approval of director remuneration

Proposed resolution: On the proposal of the Board of Directors, in accordance with the recommendation and advice of the Remuneration and Nomination Committee, the general meeting resolves to approve the following remuneration, with effect as from 1 January 2026:

- All directorships shall be remunerated with a fixed fee of EUR 2,900 per quarter.
- Directors who are members of the Audit Committee shall receive an additional remuneration of EUR 1,450 per attended meeting. The chairman of the Audit Committee shall receive an additional quarterly amount of EUR 2,170.
- Directors who are members of the Remuneration and Nomination Committee shall receive an additional remuneration of EUR 1,450 per attended meeting. The chairman of the Remuneration and Nomination Committee shall receive an additional quarterly amount of EUR 720.

11. Powers of attorney

Proposed resolution: The general meeting resolves to grant powers of attorney to Felix Theus, Emma Heijmans and Maja Frederix, each with authority to act alone and with right of substitution and without prejudice to any other authorisations applicable, for any filing and publication formalities required in connection with the foregoing resolutions.

PARTICIPATION IN THE MEETING

The Company will offer shareholders the possibility to attend the Meeting electronically. To this end, shareholders are requested to provide their email address at the time of registration. You will then receive an invitation to attend the Meeting electronically.

I. Registration

Only persons registered as shareholders on the fourteenth calendar day prior to the Meeting, being 2 June 2026 (the "**Record Date**") at midnight (CET):

- For registered shares and subscription rights, on the basis of the registration of the securities in the share register or subscription rights register of the Company;
- For dematerialised shares, on the basis of the registration of the shares in the accounts of a recognised account holder or of a central securities depository;
- For holders of ADSs, on the basis of the registration of the ADSs with the Company's depository bank (The Bank of New York, "**BNY**") on the ADS holder record date, being 7 May 2026,

will be entitled to participate in and, where applicable, vote at the Meeting.

II. Notification

Furthermore, in accordance with article 26 of the Company's articles of association, a shareholder's right to participate in the Meeting and exercise voting rights is subject to the shareholder providing written notification no later than the sixth calendar day prior to the date of the Meeting at midnight (CET), being 10 June 2026, of his/her intention to participate in the Meeting and of the number of shares in respect of which he/she wishes to participate. Shareholders must send this notification (i) by email to agm@materialise.be or (ii) by regular mail at the address Technologielaan 15, 3001 Leuven, Belgium, at the attention of the Chairman of the Board of Directors.

Holders of dematerialised shares must attach to each notification a certificate issued by the recognised account holder or a central securities depository, confirming the number of dematerialised shares registered in the shareholder's name in his/her accounts on the Record Date with which the shareholder wishes to participate in the Meeting.

Holders of ADSs are not required to submit a separate notification to the Company. They will receive proxy materials via Broadridge Financial Solutions and must submit their vote to BNY no later than 9 June 2026, in accordance with the instructions included in the ADR voting instruction card. BNY will transmit the aggregated voting instructions to the Company no later than 10 June 2026.

III. Participation

A shareholder who satisfies the admission requirements may participate in the Meeting as follows: (i) in person, (ii) by proxy, (iii) by correspondence, or (iv) electronically. To ensure an efficient registration process, shareholders or their proxies attending the Meeting in person are requested to register no later than 9:30. Natural persons attending the Meeting in their capacity as shareholders, proxies or representatives of legal entities may be required to prove their identity. Representatives of legal entities must in addition present documents evidencing their capacity as legal representative or authorised agent.

- a. **In person:** Each shareholder, other than holders of ADSs, is entitled to attend the Meeting in person.
- b. **By proxy:** Each shareholder, other than holders of ADSs, may be represented at the Meeting by a proxy holder. A shareholder wishing to be represented by proxy must deliver a written proxy no later than the sixth calendar day prior to the date of the Meeting at midnight (CET), being 10 June 2026, as follows:
 - i. The proxy form made available by the Board of Directors (i) as an annex to this notice, (ii) at the registered office of the Company, and (iii) on the Company's website must be used;
 - ii. The dated and signed proxy must reach the Company in good time (i) by email at agm@materialise.be, or (ii) by post to the address Technologielaan 15, 3001 Leuven, Belgium, for the attention of the Chairman of the Board of Directors;
 - iii. The appointment of a proxy holder must be made in accordance with the applicable rules of Belgian law, including the rules on conflicts of interest and the maintenance of a register. In addition, shareholders must satisfy the admission requirements described above under "I. Registration" and "II. Notification". A timely and duly completed proxy together with (for dematerialised shares) a valid certificate from

a recognised account holder or central securities depository will be deemed a valid "Registration" under I and a valid "Notification" under II.

- c. **Voting by correspondence:** Each shareholder, other than holders of ADSs, is entitled to cast his/her vote by correspondence by delivering a dated and signed form to the Company no later than the sixth calendar day prior to the date of the Meeting at midnight (CET), being 10 June 2026, as follows:
- i. The form made available by the Board of Directors (i) as an annex to this notice, (ii) at the registered office of the Company, and (iii) on the Company's website must be used. The correspondence voting form must be duly signed;
 - ii. The form must reach the Company in good time by post to the address Technologielaan 15, 3001 Leuven, Belgium, for the attention of the Chairman of the Board of Directors, or by email at agm@materialise.be;
 - iii. Shareholders must satisfy the admission requirements described above under "I. Registration" and "II. Notification". A timely and duly completed voting form together with (for dematerialised shares) a valid certificate from a recognised account holder or central securities depository will be deemed a valid "Registration" under I and a valid "Notification" under II.
- d. **Electronic voting:** Each shareholder, other than holders of ADSs, is entitled to cast his/her vote electronically, no later than the sixth calendar day prior to the date of the Meeting at midnight (CET), being 10 June 2026, via the electronic voting platform made available by the Company on its website. Shareholders must satisfy the admission requirements described above under "I. Registration" and "II. Notification". Timely and duly completing the electronic voting form together with (for dematerialised shares) a valid certificate from a recognised account holder or central securities depository will be deemed a valid "Registration" under I and a valid "Notification" under II.

ADDITIONAL AGENDA ITEMS AND PROPOSED RESOLUTIONS

Shareholders who, individually or collectively, hold at least 3% of the Company's share capital are entitled to place additional items on the agenda of the Meeting and to submit proposed resolutions in respect of items included in the agenda. Holders of ADSs are not direct shareholders of the Company and are therefore unable to exercise this right directly. For further information, ADS holders may contact BNY.

Shareholders wishing to exercise this right must, in order for their request to be dealt with at the Meeting:

- Demonstrate that they hold at least 3% of the share capital on the date of their request (i) on the basis of a certificate of registration of the relevant number of shares in the Company's shareholder register, or (ii) on the basis of a certificate issued by the recognised account holder or a central securities depository confirming that the relevant number of dematerialised shares is registered in their name in their account;
- Have satisfied the admission requirements described above in respect of that percentage of share capital;
- Where applicable, submit a written request, accompanied by the text of the matters to be addressed and the corresponding proposed resolutions, or by the text of the proposed resolutions to be placed on the agenda. Such written request must reach the Company (i) by post to the address Technologielaan 15, 3001 Leuven, Belgium, for the attention of the Chairman of the Board of Directors, or (ii) by email at agm@materialise.be, no later than 26 May 2026 at midnight (CET).

If applicable, the Company will publish an updated agenda no later than 1 June 2026. At the same time, the Company will in that case make available on its website (www.materialise.com) updated proxy and correspondence voting forms reflecting the updated agenda.

Proxies and correspondence votes received by the Company prior to the publication of an updated agenda shall remain valid in respect of the agenda items to which they relate, subject to applicable law and the further clarifications set out in the proxy forms and correspondence voting forms.

QUESTIONS RELATING TO AGENDA ITEMS

A question-and-answer session will be provided during the Meeting. Holders of shares and subscription rights also have the opportunity to submit written questions to the Company in advance of the Meeting in respect of matters included on the agenda. Such questions must be addressed to the Company (i) by email (at the following email address: agm@materialise.be), or (ii) by post to the address Technologielaan 15, 3001 Leuven, Belgium, for the attention of the Chairman of the Board of Directors, no later than the sixth calendar day prior to the date of the Meeting at midnight (CET), being 10 June 2026.

Written and oral questions will be discussed during the Meeting in accordance with applicable law.

IDENTIFICATION AND AUTHORITY TO REPRESENT

Natural persons wishing to attend the Meeting in their capacity as holders of securities, as proxies or as representatives of legal entities must be able to prove their identity in order to gain access to the Meeting. Representatives of legal entities must in addition present documents evidencing their capacity as representative or special agent. These documents will be verified immediately prior to the commencement of the Meeting.

RIGHTS OF HOLDERS OF SUBSCRIPTION RIGHTS

In accordance with article 7:135 of the Belgian Code of Companies and Associations, as already noted above, holders of subscription rights may attend the Meeting with an advisory vote. To do so, they must comply with the same formalities as those applicable to shareholders, as described above.

AVAILABILITY OF DOCUMENTS

The following documents in preparation for the Meeting may be consulted on the Company's website (<https://investors.materialise.com/governance-documents>) from thirty (30) days prior to the Meeting:

1. This notice, including the agenda and proposed resolutions (if applicable, as updated);
2. The total number of shares and voting rights as at the date of this notice;
3. Annual report of the Board of Directors on the statutory and consolidated annual accounts as at 31 December 2025, including the remuneration report;
4. Reports of the statutory auditor on the statutory and consolidated annual accounts as at 31 December 2025;
5. Statutory annual accounts for the financial year ended 31 December 2025;
6. Consolidated annual accounts for the financial year ended 31 December 2025;

7. Proxy and voting form.

DATA PROTECTION

The Company is responsible for the processing of personal data it receives from shareholders and proxy holders in the context of the Meeting, in accordance with applicable data protection legislation. The processing of such personal data is carried out in particular for the analysis and management of attendance and voting procedures in the context of the Meeting, in accordance with applicable law. Such personal data may be transferred to third parties for the purpose of assisting with the management of attendance and voting procedures, and for analysing the composition of the shareholder base. Personal data will not be retained for longer than is necessary in light of the aforementioned purpose and will therefore be deleted or anonymised. Shareholders and proxy holders may consult the Company's privacy policy at www.materialise.com/en/data-privacy-notice. This privacy policy contains detailed information on the processing of personal data, including the rights that data subjects may exercise against the Company in accordance with applicable data protection legislation. Shareholders and proxy holders may exercise their rights in relation to the personal data they have provided to the Company by contacting the Company via agm@materialise.be.

We look forward to welcoming you.

[signature page follows]

Yours faithfully,

On behalf of the Board of Directors,



Wilfried Vancraen
Director



Hilde Ingelaere
Director