

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 honor 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 4 June 2024 at 10 a.m. CEST. The Company will offer the possibility to attend the Meeting electronically and facilitates voting by proxy (for holders of shares in the Company) or by voting form (for holders of ADSs). It is recommended that security holders who wish to make use of their right to ask questions concerning the items on the agenda of the Meeting do so in writing. The modalities of the aforementioned means of participation in 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 2023
2. Communication of the consolidated annual accounts for the Materialise group relating to the financial year ended on 31 December 2023
3. Approval of the statutory annual accounts of Materialise NV

Proposed resolution: The general meeting approves the statutory annual accounts of Materialise NV relating to the financial year ended on 31 December 2023.

4. Appropriation of the result

Proposed resolution: The general meeting decides to appropriate the net profit for 2023, in the amount of €3,561,649, together with the loss carried forward from previous financial years in the amount of €12,338,497. The total amount to be appropriated and to be carried forward in its entirety is €8,776,848.

5. Discharge to the directors

Proposed resolution: The general meeting grants discharge to the directors for the performance of their mandate during the financial year ended on 31 December 2023.

6. Discharge to the auditor

Proposed resolution: The general meeting grants discharge to the auditor for the performance of his mandate during the financial year ended on 31 December 2023.

7. Appointment of directors

Proposed resolution: The general meeting renews 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 2024.

Proposed resolution: The general meeting renews 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 2024.

Proposed resolution: The general meeting renews 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 2024.

Proposed resolution: The general meeting renews 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 2024.

Proposed resolution: The general meeting renews 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 2024.

Proposed resolution: The general meeting renews 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 2024.

Proposed resolution: The general meeting renews 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 2024.

Proposed resolution: The general meeting renews the appointment as director of **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 2024.

Proposed resolution: The general meeting renews the appointment as director of **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 2024.

Proposed resolution: The general meeting renews the appointment as director of **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 2024.

8. Approval of remuneration of directors

Proposed resolution: The general meeting reconfirms the principles of the remuneration policy, as set out in the latest Company's 20-F annual report that was filed with the SEC in April 2024.

As of January 1st 2024, the directorship of Mr. Leys, Mr. De Lille, Mr. Vander Sloten, Mr. Ingels, Mr. Luyten, Ms. Verplancke, Mr. Sander Vancraen, and Mr. Hammes are remunerated with compensation of € 4900 every quarter. For the directors who are members of the Audit Committee an additional quarterly compensation of €1400 is established. An additional quarterly amount of €2100 is established for the Chairman of the Audit Committee. Finally, an additional quarterly compensation for the directors who are members of the Remuneration Committee is established with up to €1400.

9. Powers

Proposed resolution: The general meeting grants powers to Carla Van Steenbergen, Lina Galvis and Maja Frederix, 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 Ms. Lina Galvis, (email: lina.galvis@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: lina.galvis@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.

The proxyholder must be designated using the proxy form that is enclosed as an annex to this letter. The proxy form is also available on 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 Ms. Lina Galvis (e-mail address: lina.galvis@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 2023;
2. Reports of the auditor on the statutory and consolidated annual accounts as at 31 December 2023;
3. Statutory annual accounts relating to the financial year ended on 31 December 2023;
4. Consolidated annual accounts relating to the financial year ended on 31 December 2023;
5. Proxy form

We look forward to welcoming you at the Meeting.

Final version – Free translation for information purposes only

Sincerely yours,

On behalf of the Board of Directors,

Wilfried Vancraen

Director

Peter Leys

Director