materialise
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VOTING FORM / POWER OF ATTORNEY

FOR THE EXTRAORDINARY GENERAL MEETING OF MATERIALISE NV
ON NOVEMBER 14, 2025

The undersigned (the "**Undersigned**"): ……

Residing at .....

ID or Passport number: ……

Email Address: ……

Holding ……..... shares issued by Materialise, a belgian limited liability company (*naamloze vennootschap*), having its registered office at Technologielaan 15, 3001 Leuven and enterprise number 0441.131.254 (the "**Company**"),

ONLY COMPLETE IF YOU PROVIDE A PROXY

Appoints as its special proxyholder (the "**Proxyholder**"), entitled to act alone, and with power of substitution:

.....

To represent him/her at the Extraordinary General Meeting of Shareholders of the Company, which will be held on November 14, 2025 at 17:00 CET at the registered office of the Company (Technologielaan 15, 3001 Leuven). The deed will be digitally executed by notary Stijn Raes, with office at Kortrijksesteenweg 1147, 9051 Ghent. The shareholders of the Company will deliberate and vote on agenda described below.

The Proxyholder is entitled to, in the name and for the account of the Undersigned:

- signing the list of attendees and all deeds and minutes,
- participate to all deliberations, speak and ask questions;
- vote or abstain from voting on the items on the agenda of the abovementioned meeting as set out below; and
- in general, perform all useful or necessary actions in order to participate in the abovementioned meeting and perform this power of attorney.

AGENDA EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS WITH PROPOSED RESOLUTIONS

1. Acknowledgment of the report of the Board of Directors in accordance with article 7:179, § 1 of the Belgian Code of Companies and Associations (the "**BCCA**")

NO VOTING

2. Acknowledgment of the report of the statutory auditor of the Company in accordance with article 7:179, § 1 of the BCCA

NO VOTING

** Strike if not applicable*

3. Capital increase through conversion of unavailable share premium

Proposed resolution: The Meeting resolves, subject to the condition precedent of the completion of the Listing, to proceed with a capital increase of EUR 30,000,000.00 by converting part of the unavailable share premium into capital in the same amount. The Meeting resolves, subject to the condition precedent of the completion of the Listing, to determine that the new amount of the share capital amounts to EUR 34,487,050.49 and to amend article 5 of the articles of association of the Company accordingly.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

4. Capital reduction with creation of an available reserve

Proposed resolution: The Meeting resolves, subject to the condition precedent of the completion of the capital increase in accordance with the proposed resolution in agenda item 3, to proceed with a capital reduction of EUR 30,000,000.00, without repayment to the shareholders, with the creation of an available reserve in the same amount, in order to be able to use this amount to create an unavailable reserve for share buybacks as part of a possible Buyback Program. The capital reduction is not accompanied by a cancellation of existing shares of the Company, but will be borne by each share to the same extent, and each share of the Company will represent the same share of the new capital of the Company after the capital reduction. The Meeting resolves, subject to the condition precedent of the completion of the capital increase in accordance with the proposed resolution in agenda item 3, to determine that the new amount of the capital amounts to EUR 4,487,050.49 and to amend article 5 of the articles of association of the Company accordingly. In accordance with article 7:209 of the BCCA, the reserve formed during the period of two months following the publication of the determination of the capital reduction in the annexes to the Belgian State Gazette will be of an unavailable nature and therefore cannot be distributed or used for the aforementioned purpose.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

5. Transfer of the unavailable share premium balance to an available account

Proposed resolution: The Meeting resolves to make available the full amount of the unavailable share premium that has not been converted into capital in accordance with the proposed resolution in agenda item 3, booked on the unavailable account "share premium" on the liabilities side of the balance sheet, and to transfer it to the available account "share premium" on the liability side of the balance sheet, in order to have this amount count for the determination of the distributable amount in accordance with article 7:212 of the BCCA. The decision to be taken will be final, but its realisation will be subject to the conditions and deadlines for capital reductions provided for in article 7:208 et seq. of the BCCA.

VOTING

** Strike if not applicable*

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

6. Authorization for the acquisition, disposal and cancellation of treasury shares

Proposed resolution: The Meeting resolves to grant the Board of Directors a new authorization for the acquisition, disposal and cancellation of own shares, profit certificates or certificates relating thereto, and consequently to replace article 15 of the articles of association of the Company with the following text:

'Article 15: Acquisition and disposal of own securities

a) The company may acquire its own shares, profit certificates or certificates relating thereto, or subscribe to certificates after the issuance of the corresponding shares or profit certificates, in accordance with the relevant legal provisions.

b) By resolution of the shareholders' meeting of [date of the Meeting], the board of directors was authorized, without further resolution of the shareholders' meeting, in accordance with article 7:215 et seq. of the Code of Companies and Associations and within the limits provided for in this article, on or off the stock exchange, directly or indirectly, by means of purchase or exchange, contribution or any other form of acquisition, to acquire the maximum number of shares permitted by law at a price per share that may not be lower than one euro (EUR 1), and not higher than twenty percent (20%) above the highest closing prices of the American Depository Shares, which represent the shares of the company, on Nasdaq (if these are listed on Nasdaq), and of the Company's shares, on Euronext Brussels (if these are listed on Euronext Brussels) during a period of 30 calendar days prior to either the buyback date or, in the case of a public buyback tender offer, the announcement date thereof.

This power also applies to the acquisition of the shares of the company by one of its directly controlled subsidiaries, as referred to in and within the limits of article 7:221 of the Code of Companies and Associations.

This authorisation is valid for five years from the date of publication of this authorisation in the Annexes to the Belgian Official Gazette. This authorisation can be extended by a resolution of the shareholders' meeting and in accordance with the provisions of the Code of Companies and Associations.

c) The Board of Directors may only destroy or dispose of its own shares, profit certificates or certificates acquired in accordance with the relevant legal provisions and at a price determined by the Board of Directors. Without prejudice to the foregoing, the board of directors is particularly authorised to annul the acquired own shares, profit certificates or certificates relating thereto or, without further resolution of the shareholders' meeting and in accordance with article 7:215 et seq. of the Code of Companies and Associations, without limitation in time, on or off the stock exchange, directly or indirectly, by means of sale, exchange, contribution, conversion of bonds or any other form of disposal, (i) to one or more specific persons other than the employees (in this case, the directors who actually represent that person or the persons associated with him may not participate in the vote of the board of directors), and (ii) to the staff.

The foregoing also applies to the annulment or disposal of the shares of the company by one of

** Strike if not applicable*

its direct subsidiaries in accordance with article 7:221 of the Code of Companies and Associations.

d) By resolution of the shareholders' meeting of [date of the Meeting], the board of directors was also authorized, without further resolution of the shareholders' meeting and in accordance with the provisions of the Code of Companies and Associations, on or off the stock exchange, directly or indirectly, by means of purchase, sale, exchange, contribution, conversion of bonds or any other form of acquisition or disposal, to acquire or dispose of shares of the company, where such acquisition or disposal is necessary to prevent an imminent serious disadvantage to the company.

This authorisation is granted for a period of three years from the publication of this authorisation in the Annexes to the Belgian State Gazette. This authorisation can be extended for periods of three years by a resolution of the shareholders' meeting and in accordance with the provisions of the Code of Companies and Associations.

Finally, by resolution of the shareholders' meeting of [date of the Meeting], the board of directors was empowered, with the possibility of substitution, to bring the company's articles of association into line with the decisions to cancel the company's shares in accordance with the provisions of this article 15 and the relevant legal provisions.'

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

7. Approval of other amendments to the articles of association

Proposed resolution: The Meeting resolves to amend the articles of association of the Company and to approve the new consolidated text, including, among other things, the introduction in article 30 of the articles of association of a double voting right for shareholders who are eligible for this in accordance with article 7:53 of the BCCA. The amendment to the articles of association will enter into force subject to the condition precedent of and with effect from the completion of the Listing. The proposed new consolidated text of the articles of association is available on the Company's website: https://investors.materialise.com/.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

8. Approval of the remuneration policy

Proposed resolution: The Meeting resolves to approve the remuneration policy, subject to the condition precedent of and with effect from the completion of the Listing. The proposed remuneration policy is available on the Company's website: https://investors.materialise.com/

** Strike if not applicable*

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

9. Expansion of the mandate of the statutory auditor to include the assignment of assurance of sustainability information and acknowledgement of change of the permanent representative of the statutory auditor

   Proposed resolution: On the proposal of the Board of Directors, acting on the recommendation of the audit committee, the Meeting resolves to appoint KPMG Bedrijfsrevisoren BV, with company number 0419.122.548 and with registered office at Brussels National Airport 1K in 1930 Zaventem, for the remainder of its term as statutory auditor of the Company, represented by Mr. Tim Vermeiren, auditor, to be extended to include the assignment of assurance on the Company's sustainability information, subject to the condition precedent of and with effect from the completion of the Listing.

   The Meeting resolves to approve the remuneration for this assignment of EUR 60,000.00 (plus VAT and fixed costs of 6%) per year, subject to annual adjustments in function of the evolution of the consumer price index or as agreed in writing between the parties.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

10. Confirmation of the composition of the Board of Directors

    Proposed resolution: The Meeting confirms the composition of the Board of Directors and the qualification of each member as an independent, non-executive and/or executive member, as follows:

    - Wilfried Vancraen: executive, chairman;
    - Peter Leys: non-executive;
    - A Tre C CVOA, permanently represented by Johan De Lille: non-executive;
    - Hilde Ingelaere: performing;
    - Sander Vancraen: non-executive;
    - Jürgen Ingels: non-executive;
    - Marleen Mannekens: non-executive, independent;
    - Godelieve Verplancke: non-executive, independent;
    - Bart Luyten: non-executive, independent; and
    - Volker Hammes: non-executive, independent.

    The aforementioned confirmation is without prejudice to any other qualification of a member of the Board of Directors for purposes of and in accordance with the rules applicable to the Company with regard to the listing on Nasdaq.

VOTING

** Strike if not applicable*

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

11. Proxies

Proposed resolution: The Meeting resolves to grant a power of attorney to the members of the Board of Directors, each acting alone and with the right of substitution, to appear before the notary in order to, in accordance with the resolutions taken by the Meeting, establish the fulfilment of the conditions precedent to which certain of those resolutions are subject and, as a result, the irrevocable entry into force of those resolutions.

The Meeting resolves to grant a power of attorney to the members of the Board of Directors, each acting alone and with the right of substitution, to perform all acts necessary or appropriate for the execution of the resolutions taken.

The Meeting resolves to grant a power of attorney to Felix Theus, Lina Galvis, Carla Van Steenbergen, Marco Bertucci and Maja Frederix, each acting alone and with the right of substitution, for any filing and publication formalities relating to the foregoing resolutions.

The Meeting resolves to grant a power of attorney to the notary and all his employees, each acting individually, for any filing and publication formalities with regard to the foregoing resolutions and to ensure the coordination and filing of the new text of the articles of association of the Company.

VOTING

FOR / AGAINST / ABSTAIN*

If no choice is made, the Proxyholder will vote for the proposed resolution.

ONLY RELEVANT IF YOU ARE A PROXYHOLDER

If items on the agenda are changed or new items are added to the agenda, the Proxyholder shall:

- Be entitled to vote on such items as he/she deems appropriate; or
- Abstain from voting on such item.*

** Strike if not applicable*

** Strike if not applicable*

Done on …..... (date) 2025, in ……(location)

Undersigned

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(The signature must be preceded by "good for power of attorney").

** Strike if not applicable*