

**MATERIALISE NV**  
**Company subject to the Belgian Code of Companies and Associations**

**Technologielaan 15**  
**B-3001 Leuven**  
**Enterprise number 0441.131.254**  
**RPR/RPM Leuven**

**CONVOCATION TO ATTEND THE ORDINARY GENERAL MEETING OF 2 JUNE 2020**

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Leuven, 8 May 2020

Dear Sir, Dear Madam,

The Board of Directors of Materialise NV (the "**Company**") cordially invites our shareholders to attend the Ordinary General Meeting (the "**Meeting**") to be held on 2 June 2020.

Considering the Royal Decree n° 4 of 9 April 2020 relating to the fight against the COVID 19 pandemic, the shareholders and persons allowed to participate in the Meeting or their proxy holders are not permitted to be physically present at the Meeting.

The shareholders will discuss and vote on the following agenda:

**AGENDA**

1. Examination and discussion of the management 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 2019.
2. Communication of the consolidated annual accounts for the Materialise group relating to the financial year ended on 31 December 2019.
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 2019.

4. Appropriation of the result

*Proposed resolution:* approval to carry forward the loss of the financial year (€5.519.577), together with the carried forward loss of the previous financial year (€17.825.920), being in the aggregate €23.345.497, in its entirety.

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 2019.

6. Discharge to the auditors

*Proposed resolution:* granting discharge to the auditors for the performance of their mandate during the financial year ended on 31 December 2019.

7. Approval of the budget (currently under negotiation) of the auditors, and, in function thereof, confirmation of the auditors' mandate.

*Proposed resolution:* the negotiated budget of the auditors for the performance of the integrated (SOX and financial) audit is approved for the financial year that will end on 31 December 2020 and, as a result, the mandate of the auditor is confirmed.

8. 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 year 2020.

*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 year 2020.

*Proposed resolution:* renewing the appointment as director of **A TRE C cvoa**, 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 year 2020.

*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 year 2020.

*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 year 2020.

*Proposed resolution:* renewing the appointment as director of **Mr Jos Van der Sloten**, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the year 2020.

*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 year 2020.

*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 year 2020.

*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 year 2020.

*Proposed resolution:* approval of the appointment as director **Mr Sander Vancraen** as of the date of the shareholders' meeting, for a period of one year after the shareholders' meeting which will be asked to approve the accounts for the year 2020.

9. Powers

*Proposed resolution:* granting powers to Carla Van Steenberghe, Felix Theus 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.

## **FORMALITIES FOR ADMISSION**

Considering the measures taken against the COVID-19 pandemic, the Meeting will not be organized in person at the registered office of the Company.

The Company will provide the possibility for the shareholders to attend the Meeting through electronic communication. For this purpose, the shareholders are requested therefore to mention their e-mail address upon registration for participation. Furthermore, the shareholders will be given the opportunity – following the modalities provided below – to ask their questions in a written manner to Mr Felix Theus, through the proxy form with voting instructions.

Practical information in relation to the electronic participation will be announced on the website: <https://investors.materialise.com/> .

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, i.e. on 28 May 2020 (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 17.00h (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. Felix Theus, (email: [felix.theus@materialise.be](mailto:felix.theus@materialise.be))

## **QUESTIONS CONCERNING ITEMS ON THE AGENDA**

During the Meeting a question time session will be scheduled. Shareholders 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: [felix.theus@materialise.be](mailto:felix.theus@materialise.be)) by the Registration Date at the latest.

Questions validly addressed to the Company will be answered during the question time session. Questions of a shareholder will only be considered if the shareholder 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 at the Company's website.

At the latest on the Registration Date at 17.00h (CET), the signed proxy form must be sent by e-mail to Mr. Felix Theus (e-mail address: [felix.theus@materialise.be](mailto:felix.theus@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 BONDS OR SUBSCRIPTION RIGHTS

In accordance with article 7:135 of the Belgian Code of Companies and Associations, the holders of bonds or subscription rights may attend the Meeting in an advisory capacity. In order to do so, they must comply with the same formalities for admission mentioned above as apply 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. Management report by the Board of Directors on the statutory and consolidated annual accounts as at 31 December 2019;
2. Reports of the auditor on the statutory and consolidated annual accounts as at 31 December 2019;
3. Statutory annual accounts relating to the financial year ended on 31 December 2019;
4. Consolidated annual accounts relating to the financial year ended on 31 December 2019;
5. Proxy form; and
6. Voting Form.

We hope to welcome you.

Sincerely yours,

On behalf of the Board of Directors,

*Wilfried Vancraen*

Wilfried Vancraen (May 11, 2020)

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Name: Wilfried Vancraen

Title: Director

*Peter Leys*

Peter Leys (May 11, 2020)

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Name: Peter Leys

Title: Chairman