

Proxy and voting instructions to the Company-appointed representatives

A particular service Vapiano SE offers to shareholders is having them represented at the AGM by employees of Vapiano SE as the Company's proxies who will exercise their voting rights as per the express instructions of the shareholders. If a proxy is issued a power of attorney, shareholders are still required to register and provide proof of share ownership by the deadline and according to the provisions as stated in the section "Conditions for participating in the Annual General Meeting and exercising voting rights" in the invitation of the Annual General Meeting.

The completed and signed form for issuing the power of attorney and the instruction of Company proxies must be sent to the following address, fax number or e-mail address (e.g. as a pdf-file):

Vapiano SE
 c/o Better Orange IR & HV AG
 Haidelweg 48
 81241 Munich
 Germany

fax: +49 (0)89 / 8896906-55
email: vapiano@better-orange.de

It must have arrived at this address, fax number or e-mail address **no later than August 20, 2019 (24:00 hours)**.

Additionally, we also offer those shareholders, shareholder representatives, and their proxies who have properly registered before the deadline and who are in attendance at the Annual General Meeting the opportunity during the meeting itself to authorize the Company proxies to vote their shares in accordance with their instructions.

Proxy (please fill in)

I/We (Surname, name or company of the shareholder): _____
 herewith authorise, if applicable under revoking a former authorisation of a proxy, the Company-appointed representatives of Vapiano SE, Mr Thomas Wagner and Mr Michael Schwarz, both employees of Better Orange IR & HV AG, Munich, to represent me/us individually with disclosure of my/our name at the Annual General Meeting of Vapiano SE on August 21, 2019 with the power to delegate the authorisation to another person(s) and to exercise my/our vote inherent in the

(Number of shares): _____ shares pursuant to admission ticket No. _____
 in accordance with the following **instructions (please complete)**:

- I/We vote in favor of the resolutions proposed by the Company's Management **for all items** on the agenda as published in the notice of the AGM in the Federal Legal Gazette.
- I/We herewith **instruct the proxies** to vote as follows on the **individual** resolutions proposed by the Company's Management and published in the notice of the AGM in the Federal Legal Gazette:

Individual voting instructions for agenda item:	YES	NO	ABSTENTION
2. Resolution on approving the acts of the members of the Management Board for financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on approving the acts of the members of the Supervisory Board for financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of the auditor of the single-entity and consolidated financial statements for financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the repeal of authorised capital 2017 as well as the creation of a new authorised capital 2019 with the option of ruling out the statutory subscription right; amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution regarding the change in the Supervisory Board's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Elections to the Supervisory Board:			
a) Ms Vanessa Hall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Mr Ado Michael Nolte	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We herewith confirm that I/we have read and accepted the following "Legal notes concerning the issue of proxy and voting instructions to the Company's proxies".

_____, _____
 City Date Signature(s) or Person making the declaration (legible)

If you have any queries, please give me/us a call on: _____

Legal notes concerning the issue of proxy and voting instructions to the Company-appointed representatives

The proxies appointed by the company are obliged to vote on the agenda items exclusively in accordance with the shareholder's explicit instructions on the individual resolutions proposed by the company's management and published in the invitation to the Annual General Meeting in the Federal Legal Gazette (*Bundesanzeiger*). The proxies appointed by the company do not have any discretionary powers whatsoever when casting their votes.

During the voting procedure, the proxies appointed by the company will, in the following cases, abstain or not participate in the voting: if voting instructions have not been issued or are unclear, when voting on a counter-motion or motion on published agenda items proposed by shareholders, on motions unknown prior to the Annual General Meeting (e.g. procedural motions), and when voting on a resolution proposed by the company's management but diverging from that published in the invitation to the Annual General Meeting in the Federal Legal Gazette. The company's proxies will not accept any powers of attorney for filing objections against Annual General Meeting resolutions, to exercise the right to speak and ask questions or to file motions.

If the proxies appointed by the company receive several proxies with voting instructions from one individual shareholder through different channels (postal mail, e-mail, telefax), the last valid power of attorney received will be considered binding with the corresponding voting instructions. The issue of a proxy and voting instructions to the Company-appointed representatives can be revoked or changed in text form (postal mail, e-mail, telefax) by midnight (CEST) on August 20, 2019 (24:00 hours). Shareholders or their appointed proxies are entitled to personally attend the Annual General Meeting on August 21, 2019 even after issuing a power of attorney to the proxies appointed by the company. However it is mandatory to revoke the former issued proxy to the Company's proxies in text form. A special form to revoke a former issued proxy to the Company's proxies is available at the registration desks on the site of the AGM and is also available for download from the website at <http://ir.vapiano.com> under "AGM".

In addition, shareholders and their representatives have the opportunity to authorise the Company-appointed representatives to exercise their voting rights in accordance with their instructions during the annual general meeting.

If you have any queries in conjunction with the issue of a power of attorney, contact our hotline on telephone number +49 (0)89 889 690 620, on working days between 09.00 am to 05.00 pm (CEST).