

## Information on procedure for authorising a proxy-holder to exercise voting rights

### 1. General information

Shareholders who do not wish to participate in the Annual General Meeting in person may have their voting rights exercised by a proxy. In this case, they must properly issue a power of attorney to the proxy.

The power of attorney must be issued in text form (see Section 126b of the BGB) insofar as shareholders do not wish to issue the power of attorney to a credit institution, a shareholder association, or an equivalent person or institution (see below) in accordance with Article 53 of the Statute for a European company (SE) ("SE Regulation"), Section 135 (8) and (10) in conjunction with Section 125 (5) of the German Stock Corporation Act (AktG – Aktiengesetz). The same applies to the revocation of the power of attorney and the proof of power of attorney to be furnished to the Company.

The power of attorney and its revocation can be submitted to the Company at the below address, fax number or e-mail address:

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

The power of attorney and its revocation may also be submitted to the proxy. If the power of attorney is issued to the proxy, proof must be furnished of the power of attorney to the Company in text form insofar as shareholders do not wish to issue the power of attorney to a credit institution or a shareholders association or another equivalent person or institution in accordance with Article 53 of the SE Regulation, Section 135 (8) and (10) in conjunction with Section 125 (5) of the AktG. This proof may be furnished on the day of the Annual General Meeting at the entrance checkpoint or submitted to the aforementioned address, fax number, or e-mail address. The same applies to the revocation of the power of attorney.

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.

A form that may be used to grant power of attorney is available on the back of the admission ticket that will be sent to shareholders following punctual registration. It can also be used the following form.

#### a) Power of attorney to a person of your choice

A form that may be used to grant power of attorney is available on the back of the admission ticket that will be sent to shareholders following punctual registration. This is also available for download on the Company's website at <http://ir.vapiano.com> under "AGM".

#### b) 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.

Mr Thomas Wagner and Mr Harald Hossfeld, both employees of Better Orange IR & HV AG, Munich, have been designated as the Company-appointed representatives of Vapiano SE. Both have the power to delegate the authorisation to another person(s) and are authorised to act alone.

A form that can be used to issue powers of attorney and instructions to the Company's proxies will be sent to shareholders along with the admission ticket, which in turn will be sent when shareholders register punctually and according to the proper procedure described above. The form is also available for download on the Company's website at <http://ir.vapiano.com> under "AGM".

The completed and signed form for issuing the power of attorney and the instruction of Company proxies must be sent to the above stated address, fax number or e-mail address. It must have arrived at this address, fax number or e-mail address **no later than June 5, 2018 (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.

#### c) Proxy to a credit institution, a shareholder association

The issuance of powers of attorney to credit institutions, shareholder associations or other equivalent persons or institutions in accordance with Article 53 of the SE Regulation, Section 135 (8) and (10) in conjunction with Section 125 (5) of the AktG, or the revocation or provision of proof of such a power of attorney are subject to the statutory provisions, particularly Article 53 of the SE Regulation, Section 135 of the AktG, which require, among other things, that verifiable proof of such power of attorney be retained by the proxy.

### 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 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 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 June 5, 2018 (24:00 hours). Shareholders or their appointed proxies are entitled to personally attend the Annual General Meeting on June 6, 2018 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).**