

Power of attorney to a person of your choice

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.

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.

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.

Principal's details:

Admission ticket No: _____

Number of shares: _____

Surname of principal: _____

Name of principal: _____

City of principal: _____

Proxy's details and authorisation:

I/We herewith authorise, if applicable under revoking my/our former authorisation of a power of attorney,

Surname of proxy: _____

Name of proxy: _____

City of proxy: _____

to represent me/us with disclosure of my/our name at the Annual General Meeting of Vapiano SE on June 6, 2018 with the power to delegate the authorisation to another person(s) and to exercise my/our voting rights.

City, Date

Signature(s) of principal(s) or Person making the declaration (legible)

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).