

Summary Corporate Governance Statement and Corporate Governance Report

Corporate governance stands for responsible corporate management geared to long-term value creation. Efficient cooperation between the Management Board and the Supervisory Board as well as openness and transparency in corporate and financial communications are essential aspects of corporate governance at the Vapiano Group and strengthen stakeholders' confidence in the management and supervision of the company.

As a listed company, Vapiano SE makes the following corporate governance declaration for the 2018 financial year in accordance with Sections 289f and 315d of the German Commercial Code (HGB) with regard to Vapiano SE and the Vapiano Group. Furthermore, the Management Board and the Supervisory Board of Vapiano SE report below on the corporate governance at Vapiano SE in accordance with section 3.10 of the German Corporate Governance Code ("GCGC").

The corporate governance declaration will be published separately on the Internet in accordance with Sections 289f (1) and 315d of the German Commercial Code (HGB). It comprises the declaration of compliance pursuant to section 161 AktG, relevant information on corporate governance practices, a description of the working methods of the Executive Board and the Supervisory Board as well as the composition and working methods of the committees formed, the stipulations on the promotion of the participation of women in management positions pursuant to Art. 9 para. 1 lit. c SE Regulation in conjunction with the German Stock Corporation Act (AktG) and the German Stock Corporation Act (AktG). § Section 76 para. 4 and Section 111 para. 5 of the German Stock Corporation Act and the diversity concept of the Executive Board and the Supervisory Board.

Declaration of Conformity pursuant to § 161 AktG (German Stock Corporation Act)

Pursuant to Section 161 para. 1 sentence 1 of the German Stock Corporation Act, the Executive Board and the Supervisory Board of Vapiano SE are obliged to issue an annual declaration as to whether and to what extent the recommendations of the GCGC have been followed in the past and how this is intended for the future or which recommendations of the GCGC have not been applied and why not.

The Executive Board and the Supervisory Board of Vapiano SE have issued the following declaration:

"Declaration by the Executive Board and the Supervisory Board of Vapiano SE regarding the recommendations of the "Government Commission on the German Corporate Governance Code" pursuant to § 161 AktG (German Stock Corporation Act)

The Executive Board and the Supervisory Board of Vapiano SE declare that since the last declaration pursuant to § 161 AktG was made on 27 March 2018 they have complied with the recommendations of the German Corporate Governance Code as amended on 7 February 2017 and published by the

Summary Corporate Governance Statement and Corporate Governance Report

Federal Ministry of Justice in the official section of the Federal Gazette on 24 April 2017 with the exception of Clauses 5.3.2 (3), 5.3.3, 5.4.1 (2) and (4) as well as 7.1.2 of the Code with the exception of Clauses 5.3.2, 5.3.3, 5.4.1 (2) and 7.1.4 and that they will continue to comply with the recommendations with the aforementioned exceptions in the future.

Supplementary information on the independence of the Chairman of the Audit Committee (Section 5.3.2 Para. 3)

The Chairman of the Audit Committee is not independent as he is in close contact with a major shareholder. This is a deviation from section 5.3.2 (3) of the DCGK.

Supplementary information on the formation of a Nomination Committee (Item 5.3.3)

The Supervisory Board has not formed a Nomination Committee that nominates suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting for the election of Supervisory Board members. In the reporting year 2018, Vapiano SE had temporarily formed a Nomination Committee, which was dissolved on March 15, 2019. The tasks of the Nomination Committee were transferred to the Personnel Committee.

Development of concrete goals for the composition of the Supervisory Board and a competence profile for the entire Supervisory Board as well as reporting on the status of implementation (Section 5.4.1 (2) and (4))

The Supervisory Board did not except for a gender target specify specific objectives for its composition and did not draw up a competence profile for the entire Supervisory Board and accordingly did not report on the status of implementation in the Corporate Governance Report.

The Supervisory Board has made its election proposals for the Supervisory Board to date on the basis of the competence and experience of the respective candidate against specified selection criteria for the specific search. In this way, it was ensured that only suitable candidates covering as far as possible all knowledge, skills and professional experience relevant to the company are proposed for election to the Annual General Meeting by the Supervisory Board. Against the background of the recent resignation of two Supervisory Board members, however, the Supervisory Board recently adopted a profile of requirements for the Supervisory Board which, in addition to essential statutory requirements, also contains objectives for its composition and a competence profile for the entire Supervisory Board as well as the diversity concept for the Supervisory Board. This recommendation will therefore be complied with in the future.

Supplementary information on accounting and auditing (Section 7.1.2)

The 2019 annual and consolidated financial statements were not made publicly available within 90 days of the end of the financial year.

The refinancing negotiations for the financial restructuring of the Company and for the further implementation of the new strategic accentuation were not successfully concluded until 23 May 2019. Due to further requirements for the documentation of the negotiated refinancing, the annual and

Summary Corporate Governance Statement and Corporate Governance Report

consolidated financial statements can only be published once the negotiated refinancing has been conclusively documented.

The recommendation is to be fully complied with again in the future.

This declaration of compliance is available to the public on the Company's website at http://ir.vapiano.com/websites/vapiano/German/4000/corporate_br_governance.html

Cologne, June 2019

Vapiano SE

THE MANAGEMENT BOARD

THE SUPERVISORY BOARD"

A. Information on corporate governance practices

The executive bodies of Vapiano SE are the Management Board, the Supervisory Board and the Annual General Meeting. The company has a dual administrative and supervisory board system. The Executive Board and the Supervisory Board work independently of each other. A member of the Supervisory Board of the Company cannot at the same time be a member of the Management Board of the Company.

Good corporate governance is a central component of corporate management and forms the basis for decisions for responsible and sustainable corporate success. The members of the Management Board and the Supervisory Board are obliged to act in the interests of the company. No member of the Management Board or the Supervisory Board may pursue personal interests in making decisions.

1. Corporate governance principles and code of conduct

Integrity, ethical conduct and social responsibility are indispensable prerequisites for the business activities of Vapiano SE. They are based on the Code of Conduct adopted by the Board of Management on February 3, 2016, which standardizes the commitment of all employees in all Group companies to legal regulations and internal guidelines. The Board of Management and management have an important role model function and actively promote compliance with the corporate principles by employees. Vapiano SE also ensures that business and cooperation partners comply with the law, and the principles of the Code of Conduct.

In addition to legal requirements, compliance with human rights and the protection of minorities is a particular concern of Vapiano SE. The diversity of our employees is actively promoted and any discrimination on the grounds of nationality, ethnic origin, gender, marital status, age, disability, religion or sexual orientation is firmly rejected. Cooperation, open communication and feedback are further cornerstones of our corporate management. Finally, Vapiano SE claims to meet the highest

Summary Corporate Governance Statement and Corporate Governance Report

quality standards worldwide and to play a leading role in the field of system catering. To this end, the company constantly questions the status quo and continuously improves its processes. Vapiano SE takes any reports of product defects seriously and resolutely follows them up.

2. Directors' dealings and other publications

Persons with management responsibilities, in particular members of the Management Board and the Supervisory Board of Vapiano SE, as well as persons closely related to them, are obliged pursuant to Art. 19 of the EU Market Abuse Regulation to disclose certain transactions in shares or debt instruments of Vapiano SE, related derivatives or other related financial instruments (Directors' Dealings). Notifications of such transactions in 2018 are published on the Internet at http://ir.vapiano.com/websites/vapiano/German/1300/directors_-dealings.html.

The Management Board and the Supervisory Board attach great importance to transparency in corporate governance. The shareholders of Vapiano SE, all capital market participants, financial analysts, shareholder associations and the media are informed regularly and up to date about the situation and significant business changes of the company. The website <http://ir.vapiano.com/websites/vapiano/German/0/investor-relations.html>, on which financial announcements, ad hoc announcements and voting rights announcements are also published, is mainly used for comprehensive, timely information on an equal footing. In addition to extensive information on Vapiano SE and the Vapiano SE share, the financial calendar, which provides an overview of important dates in accordance with section 6.2 GCGC, can also be found there.

B. Description of the working methods of the Management Board and Supervisory Board as well as the composition and working methods of their committees

Vapiano SE, a dualistic Societas Europaea, has a two-tier management system consisting of the Executive Board and the Supervisory Board, each of which has its own independent powers. This two-tier system is characterised by a separation of management and supervisory bodies: the Management Board manages the company on its own responsibility, while the Supervisory Board monitors the Management Board and advises it on management. The Management Board and Supervisory Board of Vapiano SE cooperate closely and in a spirit of trust for the benefit of the company.

1. Working methods of the Management Board

The Company's business is conducted by the Management Board. It determines the corporate goals, the fundamental strategic orientation and the corporate policy and organization. These include in particular the management of the company, financing, the development of the personnel strategy, the filling of management positions, the development of managers and the presentation of the company

Summary Corporate Governance Statement and Corporate Governance Report

to the capital market and the public. It is also responsible for appropriate risk management and controlling within the company.

The Executive Board performs its management duties as a collegial body under its own responsibility and in accordance with the provisions of the Articles of Association (which were published on the Company's website at http://ir.vapiano.com/websites/vapiano/German/4000/corporate_br_governance.html), the rules of procedure for the Executive Board and the Supervisory Board and the resolutions of the Annual General Meeting. Irrespective of the overall responsibility for the overall management of the Company, the individual members of the Management Board are responsible for managing the departments assigned to them within the framework of the Management Board resolutions. The allocation of responsibilities within the Management Board is regulated in a schedule of responsibilities. The members of the Executive Board inform each other about all significant events and the course of business in their respective departments.

The work of the Management Board is regulated in more detail in rules of procedure for the Management Board. It stipulates, among other things, that fundamental questions of organisation, business policy and corporate planning are to be decided by the Board of Management as a whole. Furthermore, the by-laws stipulate that measures and transactions that are of major importance for the Company are to be discussed and decided jointly and that - in accordance with Art. 9 para. 1 lit. c SE Regulation in conjunction with Art. 9 para. 1 lit. c SE Regulation - the Board of Executive Directors is to decide on the measures and transactions that are of major importance for the Company. § Section 111 para. 4 AktG - certain measures and transactions of fundamental importance require the prior consent of the Supervisory Board.

The main objectives of the Executive Board include the development of the fundamental strategic orientation, the determination of corporate policy and group organisation, the enforcement of and compliance with laws and internal principles of conduct as well as appropriate risk management and risk controlling. It fills the Group's management positions and pays attention to diversity and the appropriate consideration of both women and men.

Resolutions of the Board of Management as a whole are regularly passed at weekly meetings. The Chairman is responsible for scheduling, convening and setting the agenda for Management Board meetings, chairing these meetings and drawing up the minutes. In principle, the Executive Board may pass resolutions by simple majority. In the event of a tie, the Chairman shall have the casting vote. The rules of procedure of the Management Board specify transactions that require the approval of the Supervisory Board. Resolutions of the Supervisory Board on the granting of such consent shall be passed, to the extent permitted by law, by a simple majority.

The Executive Board cooperates closely with the Supervisory Board and informs it regularly, promptly and comprehensively in particular about fundamental issues of corporate planning, the net assets, financial position and results of operations, the business development of the Group, the

Summary Corporate Governance Statement and Corporate Governance Report

implementation of the strategy and significant personnel developments. As a matter of principle, the Executive Board must submit a quarterly report to the Supervisory Board on the company's reporting subjects listed in Section 90 of the German Stock Corporation Act (AktG) as well as reports on the Group. It also submits further reports to the Supervisory Board on a monthly basis.

Conflicts of interest of Executive Board members must be disclosed to the Supervisory Board without delay. The other members of the Management Board are to be informed accordingly. Sideline activities, in particular Supervisory Board mandates in companies outside the Group, may only be undertaken by members of the Management Board with the consent of the Supervisory Board. Material transactions between the Group companies on the one hand and the members of the Executive Board and persons or companies related to them on the other require the approval of the Supervisory Board. These transactions must be in line with normal market conditions. There were no such contracts in the reporting period. There were also no conflicts of interest in the year under review.

The Company has taken out D&O insurance for the members of the Executive Board which meets the requirements of Art. 9 para. 1 lit. c SE Regulation in conjunction with Art. 9 para. 1 lit. c SE Regulation. § Section 93 para. 2 sentence 3 AktG.

2. Composition of the Management Board and diversity

The Management Board of Vapiano SE consists of at least two members in accordance with § 6 of the Articles of Association. Currently, the Executive Board consists of two members. The Management Board is appointed by the Supervisory Board and is obliged to report to it. The term of office of the Management Board is determined by the Supervisory Board upon appointment. The Supervisory Board appoints the members of the Management Board for a maximum term of five years. Together with the Management Board, it ensures long-term succession planning and also pays attention to diversity in the composition of the Management Board. In June 2018, the Supervisory Board adopted a diversity concept for the Board of Management in the interests of more detailed contouring of the diversity aspects. A reappointment or extension of the term of office, in each case for five years, is permissible.

Mr. Cornelius Everke was appointed to the Management Board as Chief Operating Officer with effect from May 1, 2018 and was appointed as the new Chairman of the Management Board with effect from December 1, 2018 following the resignation of Jochen Halfmann, former Chairman of the Management Board, with effect from November 30, 2018.

Mr. Lutz Scharpe continues to hold the position of Chief Financial Officer (CFO).

Information on the individual members of the Management Board is available on the Internet at <http://ir.vapiano.com/websites/vapiano/German/120/vorstand.html> .

Objectives of the diversity concept

Summary Corporate Governance Statement and Corporate Governance Report

The Supervisory Board is of the opinion that diversity aspects also play an important role for the sustainable development of the company in addition to the technical skills and experience of the members of the Management Board. Different personalities, experiences and knowledge avoid group thinking, enable more holistic considerations and thus enrich the work of the Management Board. The following objectives serve as guidelines for long-term succession planning and the selection of suitable candidates.

Diversity aspects

The Supervisory Board strives for a composition of the Management Board in which the members complement each other with regard to their personal and professional background, their experience and their specialist knowledge, so that the Management Board as a whole can draw on as broad a spectrum of different experiences, knowledge and skills as possible.

Proportion of women on the Management Board

When appointing members to the Executive Board, the Supervisory Board is guided by the principle of equal participation of women and men and actively promotes this goal, e.g. through the targeted search for female candidates for Executive Board membership. In view of the manageable size of the Executive Board and the generally limited circle of suitable candidates, it is nevertheless not always possible to guarantee equal representation of women and men. Against this background, on 17 June 2019 the Supervisory Board initially set a target quota of 0 % for the proportion of women on the Management Board of Vapiano SE until December 31st 2023.

Educational and professional background

The diversity of the Executive Board is also reflected in the individual educational and professional careers of its members as well as in their different experience horizons (e.g. industry experience). Different educational, professional and experience backgrounds are therefore expressly welcome. However, due to their personal and professional competencies and experience, each member of the Executive Board must be able to perform the duties of a member of the Executive Board in an internationally active, listed catering company and to maintain the reputation of Vapiano SE in the public eye. The members of the Management Board should also have a deeper understanding of the business of Vapiano SE and, as a rule, several years of management experience.

Furthermore, with regard to the business model of the company, at least one member should have particular expertise in the following areas:

- Strategy and strategic leadership;
- Catering business including relevant markets and customer needs;
- Operations and technology, including IT and digitization;
- Legal, corporate governance and compliance;
- Human resources, in particular human resources management and development;
- Finance including financing, accounting, controlling, risk management and internal control procedures.

Summary Corporate Governance Statement and Corporate Governance Report

Internationality

In view of the international orientation of Vapiano SE's activities, at least some of its members should have significant international experience.

Age

The age limit for Executive Board members is 65 years. There is no minimum age. However, board members should generally have several years of management experience at the time of their appointment, which requires some professional experience. Within this framework - for reasons of diversity and in the interest of long-term succession planning - a heterogeneous age structure within the Management Board is strived for, whereby age is not given central importance compared to the other criteria.

2. Working methods of the Supervisory Board

The Supervisory Board determines the composition of the Management Board, supervises the management of the Company by the Management Board, advises the Management Board on corporate governance and is involved in fundamental and important decisions. Measures and transactions of fundamental importance require the approval of the Supervisory Board in accordance with the rules of procedure for the Management Board. Other important tasks include the examination and approval of the annual financial statements and the approval of the consolidated financial statements. The tasks and internal organization of the Supervisory Board and its committees are governed by law, the Articles of Association, which are available on the Vapiano SE website at http://ir.vapiano.com/websites/vapiano/German/4000/corporate_br_governance.html, and the Rules of Procedure of the Supervisory Board. In addition, the GCGC contains recommendations on the work of the Supervisory Board.

The by-laws define the tasks and responsibilities of the Supervisory Board within the legal scope. In addition, the rules of procedure regulate in particular the convening and preparation of Supervisory Board meetings as well as the procedure for passing resolutions. The Chairman of the Supervisory Board coordinates the work of the Supervisory Board.

The Supervisory Board elects a Chairman and a Deputy Chairman from among its members. The Supervisory Board may remove the Chairman or the Deputy Chairman by a two-thirds majority.

Each member of the Supervisory Board is obliged to disclose to the Supervisory Board any conflicts of interest, in particular those which may arise as a result of a consulting or board function with customers, suppliers, lenders or other third parties. In its report to the Annual General Meeting, the Supervisory Board shall inform the Annual General Meeting of any conflicts of interest that have arisen and how they have been dealt with. Material and not only temporary conflicts of interest in the person of a Supervisory Board member shall lead to the termination of the mandate.

Summary Corporate Governance Statement and Corporate Governance Report

The Supervisory Board regularly adopts its resolutions at meetings. It meets at least every three months and holds at least six meetings per calendar year. The Management Board may participate in these meetings, unless the Supervisory Board decides to meet to the exclusion of the Management Board. In addition, third parties may also be consulted on individual matters. In principle, the Supervisory Board may pass resolutions by simple majority. In the event of a tie, a new vote shall be held in which the Chairman of the Supervisory Board has two votes.

The Annual General Meeting resolves on the remuneration of the Supervisory Board. The remuneration also includes the assumption of the costs of a liability insurance policy (so-called D&O insurance) taken out by the company for the members of the Supervisory Board. The insurance may provide for a deductible to be borne by the members of the Supervisory Board in the amount of 10% of the respective loss, which is limited to one and a half times the fixed annual remuneration of the respective member for all loss events occurring within an insurance year.

The Supervisory Board may form committees from among its members to which decision-making powers of the Supervisory Board may be delegated. The tasks, powers and procedures of the committees are determined by the Supervisory Board. Committees consist of at least three members of the Supervisory Board. The Supervisory Board has formed the following committees with the tasks described below:

Personnel Committee

Following the resignation of Dr. Thomas Tochtermann and Dr. Rigbert Fischer, the Personnel Committee consists of the following members of the Supervisory Board:

- Hinrich Stahl (Chairman), Vanessa Hall, Gregor Gerlach.

The Personnel Committee meets three times a year and as required. The Supervisory Board and any member of the Personnel Committee may request an extraordinary committee meeting from the Chairman of the Personnel Committee.

The Personnel Committee discusses key issues, prepares Supervisory Board resolutions and makes decisions if and to the extent that the Supervisory Board has delegated the adoption of resolutions on certain matters to it.

In particular, the Personnel Committee prepares the resolutions of the Supervisory Board on the appointment and dismissal of Management Board members, Management Board remuneration and the decision of the Supervisory Board on the approval of employment contracts with an annual remuneration of EUR 180,000.00 or more. It also regularly discusses long-term succession planning for the Executive Board. In doing so, it takes into account the company's management planning and also pays attention to diversity.

Summary Corporate Governance Statement and Corporate Governance Report

The Personnel Committee decides on behalf of the Supervisory Board, but subject to the mandatory responsibilities of the Supervisory Board, also on other matters relating to executives, such as consent to other activities of a member of the Board of Management.

Audit committee

Dr. Thomas Tochtermann resigned from the Audit Committee of Vapiano SE effective November 8, 2018. Ms. Vanessa Hall took up his position on the Audit Committee at that time. Therefore, the Audit Committee now consists of the following members:

- Kristian Wettling (Chairman), Vanessa Hall, Helen Jones.

The Audit Committee deals in particular with the monitoring of accounting, the accounting process, the effectiveness of the internal control system, the risk management system, compliance and the internal audit system, the monthly business development, the budget, the medium-term corporate planning and the audit of the annual financial statements. The Audit Committee submits a reasoned recommendation for the election of the auditor to the Supervisory Board. In the case of an invitation to tender for the audit mandate, the recommendation shall include at least two candidates. The Audit Committee monitors the independence of the auditor and also deals with the additional services it provides, the issuing of the audit mandate to the auditor, the determination of audit focal points and the fee agreement.

Instead of the Supervisory Board, the Audit Committee decides on the approval of contracts with auditors for additional consulting services insofar as the cumulative fees therefrom exceed or are expected to exceed 50% of the remuneration for the annual audit.

Nomination Committee

A Nomination Committee was formed in May 2018 and consisted of the following members: Hinrich Stahl (Chairman), Helen Jones, Gregor Gerlach, Dr. Thomas Tochtermann. The Nomination Committee met three times in the year under review. The Nomination Committee was dissolved again on 15 March 2019. The tasks were transferred by the Supervisory Board to the Personnel Committee.

3. Composition of the Supervisory Board and diversity

Pursuant to clauses 10.1 and 10.2 of the Company's Articles of Association and Art. 40 para. 2 sentence 1, para. 3 SE Regulation, Section 17 para. 1 sentence 1 SEAG, Sections 95, 96 para. 1 AktG, the Supervisory Board is composed of six shareholder representatives elected by the Stockholders' Meeting.

The Supervisory Board members are elected for the period until the end of the Shareholders' Meeting which resolves on the ratification of actions for the fourth year after the beginning of the term of office of the members. The General Meeting may determine a shorter term of office.

Summary Corporate Governance Statement and Corporate Governance Report

The composition of the Supervisory Board is such that its members have the overall knowledge, skills and professional experience required for the proper performance of their duties. Each member of the Supervisory Board shall ensure that he or she has sufficient time to carry out his or her mandate. The members of the Supervisory Board are responsible for carrying out the training and further education measures required for their tasks. No more than two former members of the Management Board shall belong to the Supervisory Board.

In view of the various requirements and recommendations regarding the composition of the Supervisory Board, in June 2019 the Supervisory Board adopted a profile of requirements for the Supervisory Board of the Company which, in addition to the main statutory requirements and recommendations of the GCGC regarding the composition of the Supervisory Board, contains the objectives of the Supervisory Board for its composition and the competence profile for the entire body as defined in section 5.4.1 (2) of the GCGC as well as the diversity concept for the Supervisory Board including the disclosures pursuant to section 289f (1) no. 6 of the HGB.

Objective of the requirement profile

The Supervisory Board strives for a composition that ensures qualified control and advice to the Management Board at all times. In this respect, the Supervisory Board is of the opinion that, in addition to professional and personal requirements, diversity aspects also play an important role for the effective work of the Supervisory Board - and thus for the sustainable development of the company. Different personalities, experience and knowledge avoid group thinking, enable more holistic considerations and thus enrich the work of the Supervisory Board. The following objectives serve as a guideline for long-term succession planning and the selection of suitable candidates and create transparency with regard to the key appointment criteria.

Requirements for individual members

General requirements

Based on their knowledge, skills and experience, the members of the Supervisory Board shall be able to perform their duties as members of the Supervisory Board of an internationally active catering company. Members of the supervisory board must comply with the mandate limits pursuant to Art. 9 para. 1 lit. c SE Regulation in conjunction with Art. 9 para. 1 lit. c SE Regulation. § Section 100 AktG and, as a rule, should comply with the limitation of supervisory board mandates recommended by the DCGK under clause 5.4.5.

The members of the supervisory board must be fluent in spoken and written English.

Availability

Each member of the Supervisory Board shall ensure that he or she has sufficient time to carry out his or her mandate. It must be taken into account that at least six ordinary Supervisory Board meetings are held each year, each of which requires appropriate preparation. Furthermore, sufficient time shall be provided for the review of the annual and consolidated financial statements and further time shall be required for membership in one or more Supervisory Board committees. In addition, additional

Summary Corporate Governance Statement and Corporate Governance Report

extraordinary meetings of the Supervisory Board or of a committee dealing with special topics are to be expected.

Age limit and length of service

The term of office of a member of the Supervisory Board shall, except in the cases specified in the Articles of Association of the Company or in the cases specified by law, generally end at the end of the Annual General Meeting following the 75th birthday of the member of the Supervisory Board. Supervisory board members should be available for at least one full term. Due to the high participation rates of the three largest shareholders of many years' standing, there should be no maximum length of service on the Supervisory Board.

Requirements and goals for the entire Supervisory Board

With regard to the composition of the full Supervisory Board, the Supervisory Board aims - also in the interest of diversity - at a composition in which the members complement each other with regard to their personal and professional background, their experience and their specialist knowledge, so that the full Supervisory Board can draw on as broad a spectrum of different experiences and specialist knowledge as possible.

General requirements

The Supervisory Board of Vapiano SE must at all times be composed in such a way that its members have the overall knowledge, abilities and professional experience required for the proper performance of the tasks of the Supervisory Board. Furthermore, the members of the supervisory board must in their entirety be familiar with the gastronomy sector in an international environment; and at least one member of the supervisory board must have expertise in the areas of accounting or auditing of financial statements within the meaning of Art. 9 para. 1 lit. c SE Regulation in conjunction with Art. 9 para. 1 lit. c SE Regulation. §§ Sections 100 para. 5 and 107 para. 4 AktG as well as clause 5.3.2 para. 3 DCGK.

Specific knowledge and experience

The Supervisory Board of Vapiano SE as a whole shall cover all areas of competence necessary for the effective performance of its duties. In accordance with the company's business model, this includes, in particular, in-depth knowledge and experience:

- in the management of a medium-sized, internationally active and listed company;
- in the restaurant or other hospitality business, including the relevant markets and customer needs;
- the areas of operations and technology, including IT systems and digitization;
- in the corporate development of an internationally active company; in accounting, financial reporting, controlling/risk management and in internal control procedures;
- in corporate governance/compliance.

Summary Corporate Governance Statement and Corporate Governance Report

The Supervisory Board strives for a composition in which at least one member is available as a competent contact person for each of the above-mentioned aspects.

Independence and conflicts of interest

The Supervisory Board shall take appropriate account of the ownership structure of the Company. At the same time, at least two Supervisory Board members shall be independent within the meaning of section 5.4.2 DCGK.

No person shall be a member of the Supervisory Board who exercises an advisory or executive function with material competitors, suppliers, franchisees or joint venture partners or lenders.

No more than two former members of the Executive Board may be members of the Supervisory Board. The members of the Executive Board may not become members of the Supervisory Board within two years of the end of their appointment unless their election is based on a proposal by shareholders holding more than 25 % of the voting rights in the Company. In the latter case, the change to the chairmanship of the Supervisory Board shall be an exception to be justified to the Annual General Meeting.

If conflicts of interest arise in an individual case - in particular those that may arise as a result of an advisory or board function with customers, suppliers, lenders or other third parties - the Supervisory Board member concerned is obliged to disclose this to the Supervisory Board. In its annual report to the Annual General Meeting, the Supervisory Board provides information on conflicts of interest that have arisen and how they have been dealt with. Material and not merely temporary conflicts of interest of a member of the Supervisory Board shall lead to the termination of his mandate.

Diversity (Diversity)

On 7 December 2017, the Supervisory Board set itself a target of 17% for the percentage for each gender in the Supervisory Board by 31 December 2018, in line with the status quo at the time the resolution was adopted. Vapiano SE has determined that upon full occupation of the Supervisory Board, the proportion of each gender in the Supervisory Board will be of up to 33%.

In addition, the diversity of the Supervisory Board is reflected, among other things, in the individual careers and activities of its members as well as in their different experience horizons (e.g. industry experience). In the interest of diversity, the Supervisory Board strives to achieve a composition in which the members complement each other in terms of their background, experience and expertise. The aim is also to ensure that some of the members have an international horizon of experience.

Internationality

At least one member of the Supervisory Board shall have many years of business experience in at least one international market outside Germany, Austria and Switzerland.

Summary Corporate Governance Statement and Corporate Governance Report

Status of implementation and future consideration

In the opinion of the Supervisory Board, the above objectives have been achieved to a large extent in the current composition of the Supervisory Board. The Supervisory Board is composed of persons with different professional backgrounds, experience and expertise, including members with significant international experience.

In the Supervisory Board, which currently has five members, the proportion of women is 40 %. Upon full occupation of the Supervisory Board in the future, the target quota for women should be 33 %. The age limit was not exceeded by any member at the time of election. With the current Chairman of the Supervisory Board, Ms. Vanessa Hall, and the Supervisory Board member, Ms. Helen Jones, the Supervisory Board currently has two independent members. Mrs. Vanessa Hall and Mr. Kristian Wettling also have special expertise and experience in the fields of accounting, auditing and internal control procedures and thus fulfils the requirements of Art. 9 para. 1 lit. c SE Regulation in conjunction with Art. 9 para. 1 lit. c SE Regulation, §§ Sections 100 para. 5 and 107 para. 4 AktG as well as clause 5.3.2 para. 3 DCGK. The Supervisory Board intends to strengthen its competency in the technology and digital aspects.

The Personnel Committee and the Supervisory Board will take into account the above requirements and objectives in succession planning, the search for suitable candidates and their proposals for the election of Supervisory Board members to the Annual General Meeting and at the same time strive to complete the competence profile for the entire Supervisory Board. This also applies to the filling of the vacant position following the departure of Dr. Thomas Tochtermann on 30 January 2019 and the mandate of Ms. Vanessa Hall which expires at the end of this year's Annual General Meeting. Following preparation by the Personnel Committee, the Supervisory Board will submit corresponding election proposals to this year's Annual General Meeting. However, the Annual General Meeting is not bound by the requirements profile or the election proposals of the Supervisory Board when electing the members of the Supervisory Board.

Further information

Further information on the activities of the Supervisory Board and its committees and on cooperation with the Executive Board in the reporting period can be found in the Report of the Supervisory Board. Additional information on the individual members of the Supervisory Board can be found on the Internet at <http://ir.vapiano.com/websites/vapiano/German/130/aufsichtsrat.html>

C. Disclosures pursuant to Section 289f (2) Nos. 4 and 5 of the German Commercial Code (HGB)

Pursuant to Art. 9 para. 1 lit. c SE Regulation in conjunction with Art. 9 para. 1 lit. c SE Regulation, the following applies to the Vapiano SE § Section 111 para. 5 sentence 1 AktG stipulates target figures for the proportion of women in the supervisory board, the management board and the two management levels below the management board.

Summary Corporate Governance Statement and Corporate Governance Report

On 7 December 2017, the Supervisory Board set itself a target per gender of 17% by 31 December 2018, in line with the status quo at the time the resolution was adopted. On June 17, 2019, the Supervisory Board resolved that the proportion of each gender in the Supervisory Board should be at least 33% by December 31, 2023.

In addition, on June 17, 2019, the Supervisory Board resolved, taking into account the current status quo, a target ratio of zero for the share of each sex in the Executive Board of Vapiano SE by December 31, 2023. For the two management levels of Vapiano SE below the Executive Board, the Executive Board set target quotas of at least 5% for the share of each sex in the first management level and at least 35% for the second management level by December 31, 2023 on June 17, 2019, taking into account the current status quo.

As the target figures were set taking into account the status quo, the previous targets were achieved in the year under review. In the long term, the company intends to increase the proportion of women in the two management levels below the Management Board level.

D. Shareholders and Annual General Meeting

The shareholders exercise their rights at the Annual General Meeting and exercise their voting rights there. The Annual General Meeting generally takes place within the first six months of each financial year. Each share entitles the holder to one vote at the Annual General Meeting. There are no shares with multiple voting rights, preferred shares or maximum voting rights.

Shareholders have the option of exercising their voting rights at the Annual General Meeting in person or through a proxy of their choice or through company proxies bound by instructions. In accordance with the Articles of Association, the Executive Board is also authorized to enable shareholders to exercise their voting rights in writing or by means of electronic communication (absentee voting). In the invitation to the Annual General Meeting, the conditions of participation, the voting procedure (also by proxy) and the rights of the shareholders are explained in particular.

The reports and documents required by law for the Annual General Meeting, including the annual report, are published together with the agenda on the Company's website under

<http://ir.vapiano.com/websites/vapiano/German/3500/hauptversammlungen.html>

published. Following the Annual General Meeting, the attendance and voting results can also be found there.

E. Financial Reporting and Auditing

The annual financial statements and the related management report of Vapiano SE are prepared by the Management Board in accordance with German commercial law (HGB) and the German Stock Corporation Act (AktG). The consolidated financial statements are prepared in accordance

Summary Corporate Governance Statement and Corporate Governance Report

with the International Financial Reporting Standards (IFRS) as adopted by the European Union and the additional requirements of German law pursuant to § 315e Abs. 1 HGB. The group management report is prepared in accordance with the provisions of the German Commercial Code (HGB). The annual and consolidated financial statements, together with the management report and group management report, are audited by the auditor and the supervisory board.

On 6 June 2018, at the proposal of the Supervisory Board, the Annual General Meeting appointed PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft as auditor for the annual financial statements and the consolidated financial statements as well as the respective management reports of Vapiano SE for the 2018 financial year. The Supervisory Board had previously satisfied itself of the auditor's independence.

Cologne, June 2019

Vapiano SE

The Management Board

The Supervisory Board