

**PROPOSED RESOLUTIONS PRESENTED TO THE ORDINARY AND  
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF CODERE, S.A., TO  
BE HELD AT FIRST CALL ON 7 MAY 2008**

**ONE.- Approval of the annual statements and management report, both of Codere, S.A. and its consolidated corporate group, for the financial year ended 31 December 2007, and the allocation of results corresponding to said year.**

To approve the Annual Statements and Management Report of the Company and the Consolidated Statements and Management Report of its corporate group, for the financial year ended 31 December 2007, drawn up by the Board of Directors of the Company, as well as the management carried out by the Board during the year. A copy of the Statements and Reports, as well as a copy of the auditors' verification, will be presented to the Mercantile Registry in order to be filed, together with the certificate of this resolution and the certificate of the allocation of results referred to in Art. 218 of the Spanish Corporations Act ("*Ley de Sociedades Anónimas*").

To approve the allocation of results for the financial year ended 31 December 2007, amounting to 43,131,101€, in light of the Proposal made by the Management Body, to the negative results obtained in previous years.

**TWO.- Approval of the management carried out by the Board of Directors during 2007.**

To approve the management carried out by the Board of Directors of Codere, S.A. during the 2007 financial year, ended 31 December 2007.

**THREE.- Designation or re-election of the accounts auditor for CODERE, S.A. and its consolidated corporate group.**

To re-elect, for a further year, i.e. for the 2008 financial year, the company "ERNST & YOUNG, S.A.", domiciled in Madrid, Plaza Pablo Ruiz Picasso 1, recorded at the Mercantile Registry of Madrid, tome 12,749, folio 215, sheet M-23123, holding Fiscal Identification Code B-78970506, and recorded at the Official Registry of Accounts Auditors under number SO 530, as the accounts auditor for the Company and its consolidated group.

**FOUR.- Authorisation to enable the Company to acquire its own shares, with the legal requirements and limits established in Articles 75. ff of the Spanish Corporations Act.**

1. This will nullify the authorisation, insofar as not used, granted for the acquisition of own shares, under point eight of the agenda, by the General Shareholders' Meeting held on 15 June 2007. To authorise, pursuant to the provisions established in Articles 75 ff. and the First Additional Provision, section 2, of the current Spanish Corporations Act, the derivative acquisition of own shares, at any time and as often as considered necessary, by Codere, S.A., either directly or through any subsidiary controlled by the Company, fully subscribed, either through a sale and purchase or by any other legal title for consideration.

The minimum purchase price or consideration will be the face value of the own shares acquired, and the maximum will be the result of increasing by 20% the listed value of the shares at their purchase date.

This authorisation will be granted for a term of eighteen months, counted as of the date of this Meeting, and is expressly subject to a limitation consisting of the face value of the own shares acquired further to this authorisation, added to the value of those already held by Codere, S.A. and any of its subsidiaries, in no event being able to exceed 5% of the Company's share capital at the purchase date.

It is hereby expressly stated that this authorisation may be used, in whole or in part, to acquire own shares to be delivered or transferred to directors or employees of the Company or its group companies, directly or as a result of the "Incentives Plan Benchmarked to the Share Value" referred to in the resolution adopted by this General Shareholders' Meeting under point five of the agenda.

2. To empower the Board of Directors, in the widest terms, in order to exercise the authorisation conferred by this resolution and to carry out the remaining provisions foreseen therein; said powers may be delegated by the Board of Directors to any Director, to the Secretary or Vice Secretary of the Board of Directors, or to any other person whom the Board of Directors expressly empowers for this purpose.

**FIVE.- Approval of an incentives plan benchmarked to the share value of CODERE, S.A. for executive managers, managers, advisors, senior executives and executives of the CODERE Group.**

1. To approve, for the purposes of Article 130 and the Fourth Additional Provision of the Spanish Corporation Act, as drafted by Act 55/1999, of 29 December, an Incentives Plan benchmarked to the share value, addressed to Executive Managers, Managers, Advisors, Senior Executives and Executives of the CODERE Group (hereinafter, the "*Incentives Plan Benchmarked to the Share Value*" or the "*Plan*", indistinctly), proposed by the Board of Directors in the following terms:
  - a) Instrumentation of the Plan: The Plan will entail the granting of Share Options, Revalued Share Rights or rights to receive shares, or a combination of the foregoing, which enables the Beneficiaries to receive or acquire shares of CODERE, S.A. or to receive an equivalent economic consideration in cash, in the terms established below.
  - b) Beneficiaries of the Plan: The Plan will be addressed to Executive Managers, Managers, Advisors, Senior Executives and certain Executives of the CODERE Group, designated by the Board of Directors of CODERE, S.A. following a proposal from CODERE, S.A.'s Appointments and Remuneration Committee. The potential number of beneficiaries is approximately 40.
  - c) Term: The Plan will have a maximum term of 5 years as of the day following its approval by this General Shareholders' Meeting.
  - d) Basic characteristics of the Options or Rights:
    - Cost-free and non-transferable.
    - Each Option or Right will grant its holder the possibility of receiving an ordinary share of CODERE, S.A., fully paid-up and listed for negotiation purposes, as the case may be, or, alternatively, to receive economic consideration in cash or in shares.

- The granting of any Options or Rights will not attribute to their Beneficiary the status of shareholder of the Company or, consequently, the political and economic rights inherent to said status.
  - The reference price of the Options or Rights that are initially granted will be the average weighted closing price during the ninety stock market sessions immediately preceding the date on which the General Shareholders' Meeting is held. In the case of any Executives who may join the Plan in the future, the reference price will be established through a resolution adopted by the Board of Directors, according to the market value of the share at all times.
  - The granting of the Options or Rights will be notified to the Beneficiary in a document, specifying the granting date, the number of Options or Rights granted and the reference price and, if applicable, the Exclusion Period and Exercise Period. The Beneficiary must expressly accept in writing the document granting the Options or Rights and the clauses containing the General Terms of the Plan that are attached thereto.
- e) Granting of the Options or Rights included in the Plan: In order for the persons included in the Plan to be able to receive and exercise the Options or Rights, or receive the corresponding shares, they must hold an employment or mercantile relationship with the Company or with any company belonging to the CODERE Group on the granting date(s).
- f) Maximum number of Shares assigned to the Plan: The maximum number of own shares of the Company assigned to the Plan may not exceed 1,100,000, representing 2% of the Company's share capital, of which a maximum of 550,000, i.e. 1% of the share capital, may be assigned to Executive Managers. If these shares are not assigned to Executive Managers, they may be assigned to the remaining Beneficiaries of the Plan.
- g) Coverage of the Plan: The Company may assign the shares in its treasury stock to cover the Plan, or may resort to any other adequate financial instrument that is determined by the Company.
2. To empower the Board of Directors of the Company, expressly granting it a power of replacement, in order to implement, whenever and in the manner it deems appropriate, to develop, formalise and execute the Plan in any of the forms foreseen in section a) above, adopting as many resolutions and signing as many public or private documents are necessary or appropriate to give it full effect, including a power of amendment, rectification, modification or addition to this resolution. And, in general, to adopt as many resolutions and take as many steps are necessary or merely appropriate to successfully implement the Plan.

If the Plan is instrumented through the granting of Share Options, the foregoing power will include the following, as a mere example:

- a) To establish the specific terms in which the Options will be granted and the CODERE, S.A. Shares will be delivered, if not foreseen in this resolution to be adopted.
- b) To draft, execute and present as many communications and complementary documentation is necessary or appropriate before any

public or private body, in order to execute the Share Option Plan,, to grant the Options and to delivery the CODERE, S.A. shares, including, if necessary, the corresponding prior notifications and Offering Circular.

- c) To take any step, make any statement or conduct any process before any body, entity or public or private registry, in order to obtain any authorisation or verification required to grant the Options and deliver the CODERE, S.A. shares.
- d) To negotiate, agree and execute counterpart and settlement agreements with any financial entities it may freely appoint, in the terms and conditions deemed adequate.
- e) To draft and publish as many announcements are necessary or appropriate.
- f) To draft, sign, execute and certify, as the case may be, any type of document related to the Share Option Plan.

**SIX.- To again approve and ratify, as necessary, the resolutions adopted by the Ordinary General Shareholders' Meeting of the Company held on 27 June 2006, in relation to the following points of the agenda:**

**6.1. Examination and approval, as the case may be, of the annual statements and management report of the Company, and consolidated statements and report of the Group, for the financial year ended 31 December 2005, and approval of the management carried out by the management body during that year.**

**6.2. Allocation of the results obtained in the financial year ended 31 December 2005, in light of the proposal made by the management body.**

**6.3. Designation or re-election of the Company's accounts auditors.**

**6.4. Any resolutions that may be applicable regarding the composition of the management body.**

**6.5. Authorisation to the Board of Directors in order to enable the derivate acquisition of own shares.**

**6.6. Approval of an Incentives Plan based on the value of the shares, addressed to the Executives and Managing Directors of the CODERE, S.A. Group.**

Justification for the resolution proposed:

As was stated in the Relevant Event notified by the company on 31 January 2008, Mercantile Court Number 1 of Madrid has issued a judgment which, on purely formal grounds, nullifies the Ordinary General Shareholders' Meeting of Codere, S.A. held on 27 June 2006 (approval of the 2005 annual statements, both individual and consolidated, approval of the management carried out by the management body during the year, allocation of the financial year's results, re-election of the accounts auditor, composition of the management body, authorisation for a derivative acquisition of own shares, and approval of an incentives plan based on the value of the shares).

Given that the Company does not agree with the reasoning of the first instance decision, it has filed the relevant appeal, which has been formalised in due time and form.

Although the Company believes that there are solid arguments to uphold the validity of the General Shareholders' Meeting of 27 June 2006, in order to avoid any type of harm to the Company, the Company's Board of Directors believes it is appropriate for the shareholders to again be requested to approve and ratify, as necessary, the resolutions presented to said Meeting held on 27 June 2007 and which are subject to challenge proceedings.

Resolution proposed:

To again approve and ratify, as necessary, the resolutions of the General Shareholders' Meeting of the Company held on 27 June 2006, under points 1 to 6 of the agenda.

For the necessary purposes, below is a literal transcription of said resolutions, to be approved again and ratified as necessary:

***“One.- Examination and approval, if applicable, of the annual statements and management report of the Company, and consolidated statements and report of its Group, for the financial year ended 31 December 2005, and approval of the management carried out by the management body during the year.***

*To approve the Annual Statements and Management Report of the company and the Consolidated Statements and Management Report of its corporate group, for the financial year ended 31 December 2005, drawn up by the Board of Directors of the company, including the management carried out by the Board during the year. A copy of the Statements and Reports, as well as a copy of the auditors' verification, will be deposited at the Mercantile Registry, together with a certificate of this resolution and the certificate recording the allocation of results, referred to in Art. 218 of the Spanish Corporations Act.*

***Two.- Allocation of results of the financial year ended 31 December 2005, in light of the proposal made by the management body.***

*To allocate the results of the financial year ended 31 December 2005, amounting to profits of 3,805,731 Euros, in light of the Proposal made by the Management Body, to Offset the Losses of previous years:*

*Results to be allocated ..... 3,805,731 Euros*  
*Assigned to: Offset of the losses of previous years ..... 3,805,731 Euros*

***Three.- Designation or re-election of the Company's accounts auditors.***

*To re-elect for a further year, i.e. for the year 2006, the company “ERNST & YOUNG, S.A.”, as Accounts Auditor of the Company and its Consolidated Group.*

***Four.- Any resolutions that may apply regarding the composition of the management body.***

*To accept the resignation requested by the Directors MESSRS JESÚS FRANCO MUÑOZ, JOAQUÍN FRANCO MUÑOZ, FRANCISCO JAVIER*

CARRO CALLEJA, WILLIAM LEE YOUNG and MARK TREVILLYAN THOMAS, thanking them for the services provided to the company during the time they held their post.

**Five.- Authorisation granted to the Board of Directors for the derivative acquisition of own shares.**

1.- To authorise, pursuant to the provisions established in Articles 75 ff. and the First Additional Provision, section 2, of the current Spanish Corporations Act, a derivative acquisition, at any time and as often as deemed necessary, by Codere, S.A, either directly or through any subsidiaries controlled by the latter, of its own shares, fully paid up, by means of a sale and purchase or by any other legal title for consideration.

The minimum purchase price or consideration will be the face value of the own shares acquired, and the maximum purchase price or consideration will be 22 euros per share.

This authorisation will be granted for a term of 18 months as of the date of this Meeting, and is expressly subject to the limitation consisting of the fact that the face value of the own shares acquired by virtue of this authorisation, added to the value of those already held by Codere, S.A. and any of its subsidiaries, may at no time exceed 10% of the former's share capital at the purchase date.

It is hereby expressly stated that this authorisation may be used in whole or in part to acquire own shares to be delivered or transferred to directors or workers of the Company or of its group companies, directly or as a result of the former exercising their option rights, all under the remuneration systems benchmarked to the listed value of Codere, S.A.'s shares.

2.- To empower the Board of Directors, in the widest terms, in order to exercise the authorisation covered by this resolution and to execute the remaining provisions contained therein; said powers may be delegated by the Board of Directors to any Director, to the Secretary or Vice Secretary of the Board of Directors, or to any other person whom the Board of Directors has expressly empowered for this purpose.

**Six.- Approval of an Incentives Plan based on the value of the shares, addressed to the Executives and Managing Directors of the CODERE, S.A. Group.**

To approve, for the purposes of Article 130 and the Fourth Additional Provision of the Spanish Corporation Act (this reference would not be necessary because the company is unlisted), as drafted by Act 55/1999, of 29 December, an Incentives Plan benchmarked to the share value, addressed to Executive Managers and Management Staff of the CODERE Group (hereinafter, the "Incentives Plan Benchmarked to the Share Value"), proposed by the shareholder "Masampe Holding B.V.", in the following terms:

- a) *Instrumentation of the Incentives Plan: The Plan will entail the granting of Share Options, Revalued Share Rights or rights to receive shares, or a combination of the foregoing, which enables the Beneficiaries to receive or acquire shares of CODERE, S.A. or to receive an equivalent economic consideration in cash, in the terms established below.*

- b) *Beneficiaries of the Incentives Plan: The Plan will be addressed to Executive Managers, the Senior Executive Staff and certain Executives of the Codere, S.A. Group, designated by the Board of Directors further to a proposal from the Appointments and Remunerations Committee of CODERE, S.A. The potential number of beneficiaries is approximately 40.*
- c) *Term: The Incentives Plan will have a maximum term of three years following its approval date.*
- d) *Basic characteristics of the Options or Rights:*
  - *Cost-free and non-transferable.*
  - *Each Option or Right will grant its holder the possibility of receiving an ordinary share of CODERE, S.A., fully paid-up and listed for negotiation purposes, as the case may be, or, alternatively, to receive economic consideration in cash or in shares.*
  - *The granting of any Options or Rights will not attribute to their Beneficiary the status of shareholder of the Company or, consequently, the political and economic rights inherent to said status.*
  - *The reference price of the Options or Rights that are initially granted will be 12 Euros. In the case of any Executives who may join the Plan in the future, the reference price will be established through a resolution adopted by the Board of Directors, according to the market value of the share at all times.*
  - *The granting of the Options or Rights will be notified to the Beneficiary in a document, specifying the granting date, the number of Options or Rights granted and the reference price. The Beneficiary must expressly accept in writing the document granting the Options or Rights and the clauses containing the General Terms of the Plan that are attached thereto.*
- e) *Granting of the Options or Rights included in the Incentives Plan Benchmarked to the Share Value: In order for the persons included in the Incentives Plan to be able to receive and exercise the Options or Rights, or receive the corresponding shares, they must hold an employment or mercantile relationship with the Company or with any company belonging to the CODERE, S.A. Group on the granting date(s).*
- f) *Maximum number of Shares assigned to the Incentives Plan Benchmarked to the Share Value: The maximum number of own shares of the Company assigned to the Incentives Plan may not exceed 1,000,000, representing 2% of the Company's share capital, of which a maximum of 200,000, i.e. 0.4% of the share capital, may be assigned to Executive Managers. If these shares are not assigned to Executive Managers, they may be assigned to the remaining Beneficiaries of the Plan.*
- g) *Coverage of the Incentives Plan Benchmarked to the Share Value: The Company may assign the shares in its treasury stock to cover the Incentives Plan Benchmarked to the Share Value, or may resort to any other adequate financial instrument or to newly issued shares.*
- h) *To empower the Board of Directors of the Company, expressly granting it a power of replacement, in order to implement, whenever and in the manner it deems appropriate, to develop, formalise and execute the Incentives Plan Benchmarked to the Share Value in any of the forms foreseen in section a) above, adopting as many resolutions and signing as many public or private documents are necessary or appropriate to*

*give it full effect, including a power of amendment, rectification, modification or addition to this resolution.”*

**SEVEN.- New approval and ratification, as necessary, of the resolutions adopted by the Extraordinary General Shareholders' Meeting of the Company, held on 30 January 2007, in relation to the following points of the agenda:**

**7.1.- Change of registered address.**

**7.2.- Consequent amendment of the By-laws.**

Justification for the resolution proposed:

The Extraordinary General Shareholders' Meeting of the Company held on 30 January 2007 was convened with the same formalities as the meeting of 27 June 2006.

As mentioned above, the Company believes that the Meeting held on 27 June 2006 was convened in compliance with all legal formalities and, therefore, is valid.

However, Mercantile Court Number 1 of Madrid has held that a purely formal defect exists and, consequently, has declared the nullity of said Meeting. This judgment has been accordingly appealed as the Company does not believe it conforms to law.

Notwithstanding the foregoing, and even though the General Shareholders' Meeting of the Company held on 30 January 2007 has not been challenged in any way whatsoever, given that it was convened with the same formalities as the Meeting of 27 June 2006, the Board of Directors, simply as a precautionary measure in order to avoid any potential harm to the Company, considers it appropriate to have the Company Meeting again approve and ratify, as necessary, the resolutions adopted by said Meeting of 30 January 2007, although there are not subject to any challenge proceedings.

Resolution proposed.

To again approve and ratify, as necessary, the resolutions adopted by the General Shareholders' Meeting of the Company, held on 30 January 2007, under points 1 and 2 of the agenda.

For the necessary purposes, the resolutions to be again approved and ratified, as necessary, are literally transcribed below:

***“One.- Change of registered address.***

*Approval of the change of registered address.- To approve the change of registered address of the corporation Codere, S.A., establishing its new registered address at Avenida Bruselas 26, within the municipality of Alcobendas, in the province of Madrid.*

***Two.- Consequent amendment of the By-laws.***

*As a result of the operation proposed, the wording of Article Three of the By-laws will be amended and will hereinafter read as follows:*



***“ARTICLE 3.-*** *The Company, domiciled at Avenida Bruselas 26, within the municipality of Alcobendas, in the province of Madrid, may establish the representative and branch offices it deems appropriate, both in Spain and abroad.*

*The management body is empowered to agree on the incorporation, removal or transfer of any branch offices, representative offices and agencies it deems appropriate, as well as to transfer the registered address within the same municipality.*

*This amendment must be recorded in a public deed, to be recorded at the Mercantile Registry according to Article 149 of the Spanish Corporations Act.”*

**EIGHT.- New approval and ratification, as necessary, of the resolutions adopted by the Ordinary and Extraordinary General Shareholders’ Meeting of the Company, held on 15 June 2007, in relation to the following points of the agenda:**

**8.1.- Approval of the annual statements and corporate management of CODERE, S.A. and of its consolidated group, as well as the proposed allocation of results of CODERE, S.A., all in relation to the financial year ended 31 December 2006.**

**8.2.- Re-election of the accounts auditors of CODERE, S.A. and its consolidated group for the financial year to be ended on 31 December 2007.**

**8.3.- Application for listing of the company’s shares on the Spanish Securities Markets, including their incorporation into the Stock Exchange Interconnection System.**

**8.4.- Amendment of Articles 16 and 24 of the company By-laws.**

**8.5.- An offering launched over the company shares, addressed to the shareholders, before their listing on the Stock Exchange. Subscription of the shareholders to the offering.**

**8.6.- Amendment of the Regulations applicable to the General Shareholders’ Meeting.**

**8.7.- Information on the amendments made to the Board of Directors’ Regulations.**

**8.8.- Authorisation to acquire treasury stock.**

**8.9.- Authorisation to the Board to carry out a share capital increase, with the possibility of excluding preferential subscription rights.**

Justification for the resolution proposed:

For the same reasons given in relation to the resolution proposed under the previous point of the agenda, given that the General Shareholders’ Meeting of the Company held on 15 June 2007 was held with the same formalities as the meeting of 27 June 2006, the Board of Directors deems it appropriate, purely as a precautionary measure and to avoid any type of potential harm for the Company, to have the Company Meeting again approve and ratify, as necessary, the resolutions adopted by said Meeting of 15 June 2007, even though they are not subject to any challenge proceedings.

Resolution proposed:

To again approve and ratify, as necessary, the resolutions adopted by the General Shareholders' Meeting of the Company held on 15 June 2007, under points 1 to 9 of the agenda.

For the necessary purposes, these resolutions to be again approved and ratified, as necessary, are literally transcribed below:

***“One.- Approval of the annual statements and corporate management of CODERE, S.A. and of its consolidated group, and the proposed allocation of results of CODERE, S.A., all in relation to the financial year ended 31 December 2006.*”**

- *To approve the Current Balance Sheet Profit and Loss Account, (individual) report and Management Report for the financial year ended 31 December 2006, as they were drawn up by the Management Body of the Company.*

*According to the Profit and Loss Account drawn up and approved, the company obtained results of 16,247,213 euros during the financial year ended 31 December 2006.*

- *To not approve the statements of the Consolidated Group regarding the financial year ended 31 December 2006.*
- *To approve the management of the Board of Directors of Codere, S.A. carried out during the financial year ended 31 December 2006.*
- *Of the results of 16,247,213 euros, to allocate 202,610 euros to the legal reserve and 16,044,603 euros to the negative results of previous years.*

*Said allocation does not breach the limits established by law and the corporate By-laws regarding the endowment of the Legal Reserve and the coverage of expenses not repaid. As a result of the allocation of dividends agreed, the net book assets may not be less than the share capital figure.*

*Said amounts, as soon as they are paid by the Company, will be subject to the legal provisions applicable to withholdings and deposits on account, as the case may be.*

***Two.- Re-election of the accounts auditors of CODERE, S.A. and its consolidated group for the financial year to end 31 December 2007.***

*To re-elect as Accounts Auditor of Codere, S.A., the firm ERNST & YOUNG, S.A., domiciled in Madrid, Plaza Pablo Ruiz Picasso 1, recorded at the Mercantile Registry of Madrid, Tome 12.749, Folio 215, Sheet M-23123, with Fiscal Identification Code B-78970506, and recorded at the Official Registry of Accounts Auditors under number SO 530.*

*The appointment will include an individual audit of the financial year to end 31 December 2007.*

Furthermore, and to the extent necessary, to approve the re-election of ERNST & YOUNG, S.A. as Accounts Auditor of the Company for the same year, to end 31 December 2007.

**Three.- Application for a listing of the company shares on the Spanish Securities Markets, including their incorporation into the Stock Exchange Interconnection System.**

To apply for a listing of the entire shares representing the share capital of Codere, S.A. on the Securities Markets of Madrid, Barcelona, Valencia and Bilbao, as well as their incorporation into the Spanish Stock Exchange Interconnection System ("Sistema de Interconexión Bursátil Español" or S.I.B.E.).

Further to the provisions established in Article 27.b) of the Trade Markets Regulations approved by Decree 1506/1967, of 30 June, insofar as applicable, it is hereby expressly stated that, if a subsequent application is made for de-listing, this will be adapted with the same formalities as the listing application and, in such case, the interest of the shareholders or debentureholders against the resolution or who did not issue their vote will be guaranteed. Furthermore, it is hereby expressly declared that the Company will be subject to the rules that already exist or may be issued in the future in Securities Market matters and, in particular, regarding trading, permanence and official de-listing.

To empower each and every member of the Board of Directors, the Managing Director, the Secretary of the Board of Directors, and the Financial Manager, Mr. Robert Aspsey Gray, holding current U.S.A. passport no. 111243632 (all holding powers of replacement) so that, joint and severally, i.e. any one of them indistinctly, may execute the steps and measures that are appropriate or necessary, including the execution of as many public or private documents are necessary, before the Spanish Securities Market Commission, the Governing Companies of Securities Markets, "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A." (IBERCLEAR) and any other bodies, entities or public/private registries, in order to apply, for and on behalf of Codere, S.A., for the listing of the entire shares of the Company on the Securities Markets of Madrid, Barcelona, Bilbao and Valencia, and their incorporation into the Spanish Interconnection Stock Exchange System and, in particular, to assume liability for the content of the offering circular, in the terms foreseen in Article 28 of the Securities Market Act and other applicable regulations.

**Four.- Amendment of Articles 16 and 24 of the company By-laws.**

To amend Articles 16 and 24 of the Company By-laws of Codere, S.A. which will hereinafter read as follows:

**"ARTICLE 16.- CALL OF THE MEETING.-** All General Meetings shall be called by the management body, at least one month before the scheduled date of the Meeting, through an announcement published in the Official Gazette of the Mercantile Registry and in one of the newspapers that is most widely distributed in the province.

The announcement will indicate whether the Meeting is Ordinary or Extraordinary, the date, place and object of the meeting, indicating all the issues to be discussed and, if so required by the Act, the shareholders' right to examine at the registered address any documents to be subject to the approval of the Board and, if applicable, to obtain, cost-free and immediately, any technical reports foreseen in

the Act. Furthermore, the date on which the Meeting, if applicable, will be held at second call, may be indicated. Between the first and second call at least twenty-four hours must elapse.

Those shareholders who represent, at least five per cent of the share capital, may request that a complementary document be published together with the announcement of a General Meeting, including one or more points of the agenda. This right must be exercised through an authentic notification, which must be received at the registered address within five days following the publication of the announcement. The complementary document of the announcement must be published fifteen days before the date scheduled for the Meeting.

Likewise, an Extraordinary General Meeting may be called when this is requested by a number of members who represent, at least five per cent of the share capital. The application must indicate the issues to be discussed at the Meeting, in the manner foreseen in the Spanish Corporations Act.

The provisions of this article will be rendered null and void whenever the Act imposes other requirements for those Meetings held to discuss specific issues, in which case what is specifically established shall apply.

If resolutions need to be adopted that affect various types of shares, or only part of the shares of the same class, or shares without voting rights, the requirements established in the Act for these cases must be met.”

**“ARTICLE 24.-** 1.- The Company will be governed and administered by a Board of Directors, consisting of a number of members of at least four and no more than fifteen, elected by the General Meeting. Members may be individuals or legal entities.

2.- The Board of Directors will elect a Chairman from amongst its members and, if it deems this appropriate, one or more Vice Chairmen to replace him, in the order established by the Board itself, in the event of absence or illness. Likewise, a Secretary will be appointed and, if deemed appropriate, a Vice Secretary, who may or may not be a member of the Board of Directors and who, in this latter case, will not have a right to vote. By defect or absence of the Secretary and Vice Secretary, the corresponding tasks will be exercised by the person appointed by the Chairman or his replacement.

3.- The Directors will hold their posts for a term of six years and may be re-elected for new periods of equal duration.

4.- Any parties who are involved in any cause of incompatibility, inability to hold post, incapacity or a prohibition established by law in any territorial scope that affects the Company, either in general or due to the Company’s object and activities, may not be Directors or represent Directors who are legal entities.

5.- The post of Director will be remunerated. This remuneration will cover the following three items:

a) A fixed annual remuneration to each Director of twenty-four thousand (24,000) euros.

b) Remuneration depending on attendance at the meetings of the Board of Directors. If the Board meetings are personally attended, each Director will be paid two thousand four hundred (2,400) euros per meeting.

c) Remuneration for all the Directors, consisting of an amount equivalent to 1% of the consolidated results obtained by the Company in the financial year, less 50%,

also for all the Directors, of the fixed remuneration accrued in the corresponding year further to section (a) above. The Board of Directors will determine each year the specific amount payable to each member, according to the posts held on the Board, as well as their effective dedication to the Company. In any case, participation in the Company results may only be effectively carried out pursuant to Article 130 of the Spanish Corporations Act.

The remuneration referred to in sections (a) to (c) above shall be automatically adjusted each year, upwards or downwards, to any fluctuations, up or down, suffered by the Spanish Retail Price Index, published by the National Statistics Institute.

Further to a resolution adopted by the General Shareholders' Meeting, Directors may also be remunerated through a delivery of shares or share options or by any other means of remuneration that is benchmarked to the share value.

6.- The payments foreseen in this Article will be compatible and independent from any wages, remuneration, indemnification, pensions, share options, remuneration systems that are benchmarked to the value of the shares or compensation of any kind established in general or specifically for those Directors who provide executive or professional services to the Company, regardless of the type of relationship held with the same, whether of an employment nature (ordinary or special senior executive relationship), commercial or lease of services; these relations will be compatible with their status as members of the Board of Directors.

7.- Remuneration shall be deemed to accrue by months in arrears, in such a way that each Director's remuneration will be proportional to the time the post is held during the year.

8.- The Company may take out public liability insurance for its Directors.

9.- The Board of Directors will meet as often as required in the Company's interest, on the days it decides and according to the Chairman, who is empowered to call a meeting whenever he deems this necessary. A meeting must also be held, within a maximum of fifteen days, whenever this is requested in writing by at least a third of the Directors.

10.- Meeting announcements will be sent by letter, telegram, fax or e-mail, personally addressed to each Director, at least five days before the scheduled date of the meeting. Nevertheless, when the Chairman believes that exceptional circumstances so require, the Board may be summoned by telephone, fax or e-mail, without having to comply with the foregoing prior notice.

11.- The Board Meeting will be validly constituted with the attendance of half plus one of its members, either present or represented.

12.- Directors may delegate their attendance and vote in writing to any other Director.

13.- All Board resolutions, except for those subject by law to a reinforced majority, will be adopted by an absolute majority of votes of the Directors, both represent and represented, and will be reflected in the corresponding Minutes.

14.- Directors will have access at all times, on their own or through sufficiently empowered attorneys, to the Company's accounts, for their own information.

15.- The Board of Directors will regulate its own operation, will accept the resignation of Directors and, if vacancies arise during the term for which its members were appointed, it will designate from amongst the shareholders the persons who will hold these posts until the first General Meeting is held.

16.- The Board will usually meet at the registered address, although it may meet at any other place(s), within or outside the municipality of the registered address, in Spain or abroad.

The Board may also hold a meeting in several places that are interconnected through audio or visual conference calls, or other remote means of communication, depending on the progress made in technology, enabling the recognition and identification of those in attendance, a permanent communication between the individuals attending the meeting, regardless of where they are located, and the ability to intervene and vote. Any individual attending in any of the foregoing manners will be understood, to all intents and purposes, to attend the relevant Board of Directors' Meeting. The meeting will be understood as held at the place where the Chairman is located.

In addition, if no member of the Board of Directors is against, voting sessions may be held in writing without a meeting. In this case, Directors may issue their votes and any comments they wish to record in the minutes, by e-mail or any other means."

**Five.- An offering launched over the company shares, addressed to the shareholders, before their listing on the Stock Exchange. Subscription of the shareholders to the offering.**

1.- Before the Company shares are listed on the Stock Market, to launch an Offering of Company shares, addressed to those shareholders who, owning shares of the Company, have subscribed to the Offering (in the terms foreseen by the Board of Directors), with all or part of their shares.

2.- To ratify the steps taken to date by the Board of Directors in relation to the Offering and subscription of the shareholders thereto, and to empower the Board, with express powers of replacement, so that it may adopt any resolutions in this regard as deemed appropriate, and take any steps and measures that are appropriate or necessary for this purpose.

3.- To empower the Board of Directors of the Company, as widely as may be necessary in law, with express powers of replacement, so that it may formalise any public or private document, adopt any resolution or decision and carry out any step or measure that may be appropriate or necessary to execute said Offering and, in particular, as a mere example without limitation:

a) To launch said Offering on behalf of the vendor shareholders, taking all the steps that are necessary or appropriate to ensure its successful execution.

b) To establish the terms of the Offering, amongst others and as a mere example: the structure of the Offering and its various tranches, the date and manner in which it is to be carried out, the procedure and system following to place the shares subject to the Offering, the way of determining the share price(s), the

*fixing of discounts in any tranche, the placement date or period, the global and managing coordinating entities and others that intervene in the placement or underwriting of the shares, the way in which the shares will be awarded if the securities requested by investors exceed the total offered and, in general, all the rules applicable to the Offering.*

*c) To draw up, execute and present the documentation related to the Offering (including, in particular, the Offering Circular) to the Spanish Securities Market Commission or any other public or private body, whether Spanish or foreign, further to applicable regulations, assuming liability for the content thereof (particularly regarding the content of the offering circular in the terms foreseen in Article 28 of the Securities Market Act and other applicable regulations), requesting its approval, verification or registration whenever necessary.*

*d) To carry out any step, statement or measure before the Spanish Securities Market Commission, the Governing Bodies of the Stock Markets of Madrid, Barcelona, Valencia and Bilbao, the Stock Markets Company IBERCLEAR, the General Directorate of Trading Policy and Foreign Investments, and any other body, entity or registry, whether public or private, in order to obtain the authorisation, verification and subsequent execution of the Offering.*

*e) To draw up, execute and sign as many public documents are necessary in relation to potential addressees of the Offering who do not reside in Spain, including, if applicable, the international offering document, in its preliminary and final versions, and to take any other step that may be necessary.*

*f) To carry out all the steps necessary pursuant to the terms and conditions of the Offering, including in particular the determination of the price(s) of the shares subject to the same.*

*g) To negotiate, agree and execute one or more underwriting and placement agreements for the national and international tranches of the Offering, Agency agreements, protocols or preliminary agreements related to said underwriting and placement agreements, including any that are appropriate to ensure the successful outcome of the Offering, in the terms that are deemed appropriate.*

*h) To draw up and publish as many announcements are necessary or appropriate.*

*i) To draw up, execute and sign and certify, if applicable, any type of document, including those related to the subscription and sale of the shares subject to the Offering, including any subscription bulletins.*

*j) To abandon the Offering, in those cases where this is legally possible and is appropriate for the Company.*

*k) And, in general, to take as many steps and to execute as many documents are necessary or appropriate to ensure the validity, effectiveness, development and execution of the Offering, including the interpretation, application, enforcement and development of any agreements approved, including any amendment and compliance with the same.*

**Six.- Amendment of the Regulations applicable to the General Shareholders' Meeting.**

*As a result of the approval by the Spanish Securities Market Commission of the Unified Code of Sound Governance of listed companies, to amend the Regulations applicable to the General Shareholders' Meeting of Codere, S.A., approved by the General Shareholders' Meeting of Codere, S.A. on 22 September 2005, not yet in force at the date hereof, specifically Articles 1, 2, 3, 7, 8, 9, 10, 11, 12, 14, 16, 18, 19, 20, 23, 24, 27 and 28, which will hereinafter read as indicated in Annex 1 hereto.*

*After the foregoing modifications, to approve a new consolidated text of the Regulations of the General Shareholders' Meeting, attached hereto as Annex 1, which will come into force on the listing date of the Company shares on the Stock Markets of Madrid, Barcelona, Bilbao and Valencia.*

#### **8.7.- Information on the modifications made to the Board of Directors' Regulations.**

*To inform the shareholders of the modifications made to the Regulations of the Company's Board of Directors, which were notified to the General Shareholders' Meeting on 22 September 2005, as a result of the approval, by the Spanish Securities Market Commission, of the Unified Code of Sound Governance of listed companies.*

*Attached hereto as Annex 2 is the new text of the Board of Directors' Regulations, which will be approved by the Board of Directors after the Meeting, after including any comments that may be made during the processing of the administrative file in relation to the offering and listing of the Company shares. Said Regulations will be effective as of the date the Company shares are listed on the Stock Markets of Madrid, Barcelona, Bilbao and Valencia.*

#### **8.8.- Authorisation for the purchase of treasury stock.**

*Pursuant to the provisions established in Articles 75 ff. of the Spanish Corporations Act, to authorise and empower the Board of Directors, with a power of replaced, so that the Company, directly or through any of its subsidiaries, may acquire shares of the Company in the following terms:*

*1.- Forms of purchase: sale and purchase of shares of the Company that the Board of Directors deems appropriate within the limits established in the following sections.*

*2.- Maximum number of shares to be purchased: representative shares, added to those already held, up to 5% of the share capital.*

*3.- Minimum and maximum purchase price: the purchase price will not be less than the face value of the shares or more than ONE HUNDRED AND TWENTY PER CENT (120%) over the listed price of the business day preceding the purchase, for trading purchases.*

*4.- Validity of the authorisation: eighteen months, following the adoption of this resolution.*

*The purchase will enable the Company, in any case, to endow the reserve foresee in Article 79.3 of the Spanish Corporations Act, without decreasing the capital or reserves, restricted by law or the by-laws. The shares to be purchased must be paid up in full.*



*An authorisation is expressly given for the shares acquired by the Company or its subsidiaries, further to the same, may be used, in whole or in part, upon delivery or sale to Codere Group's workers, employees, directors or services suppliers, if there is a recognised right, either directly or as a result of exercising the option rights held by the foregoing, for the purposes foreseen in the last paragraph of Article 75.1 of the Spanish Corporations Act.*

*This authorisation for the purchase of own shares, which will replace any that may have been previously granted by the Company's General Shareholders' Meeting, will be effective following the date the Company's shares are listed on the Stock Markets of Madrid, Barcelona, Bilbao and Valencia.*

**8.9.- Authorisation to the Board to carry out a share capital increase, with the possibility of excluding preferential subscription rights.**

*To empower the Board of Directors, with the widest scope that may be required in law, so that, further to the provisions of Article 153.1.b) of the Spanish Corporations Act, it may increase the share capital one or more times and at any time, within a term of five years following the celebration of this Meeting, up to a maximum of FOUR MILLION EIGHT HUNDRED AND THIRTY THOUSAND SIX HUNDRED AND THIRTY EUROS AND TWENTY CENTS (4,830,630.20€), through the issue of new shares, with or without voting rights, with or without an issue premium. The counter value of these new shares to be issued will consist of monetary contributions, and the Board may establish the terms and conditions of the capital increase and the characteristics of the shares; it may also freely offer any new shares not subscribed within the preferential subscription term(s). Furthermore, it may establish that, in the case of an incomplete subscription, the capital will be exclusively increased by the amount of the subscriptions made, and the relevant article of the Corporate By-laws regarding the share capital will be redrafted. Moreover, the Board of Directors should be empowered to exclude the preferential subscription rights, in the terms of Article 159 of the Spanish Corporations Act.*

*This delegation will be effective as of the date the Company's shares are listed on the Stock Markets of Madrid, Barcelona, Bilbao and Valencia, whereupon the authorisation conferred to the Board of Directors by the General Shareholders' Meeting of 15 June 2007 will be null and void, again pursuant to Article 153.1.b) of the Spanish Corporations Act.*

**NINE.- New approval and ratification, as necessary, of the resolutions adopted by the General Shareholders' Meeting of the Company held on 27 July 2007, in relation to the following points of the agenda:**

**9.1.- Approval of the consolidated annual statements and management report of the Codere, S.A. Group, in relation to the financial year ended 31 December 2006.**

Justification for the resolution proposed:

For the same reasons given in relation to the resolution proposed under point seven of the agenda, given that the General Shareholders' Meeting of the Company held on 15 June 2007 was held with the same formalities as the meeting of 27 June 2006, the Board of Directors deems it appropriate, purely as a precautionary measure and to avoid any type of potential harm for the Company, to have the Company Meeting again

approve and ratify, as necessary, the resolutions adopted by said Meeting of 27 July 2007, even though they are not subject to any challenge proceedings.

Resolution proposed:

To again approve and ratify, as necessary, the resolutions adopted by the General Shareholders' Meeting of the Company held on 27 July 2007, under point 1 of the agenda.

For the necessary purposes, these resolutions to be again approved and ratified, as necessary, are literally transcribed below:

***“One.- Approval of the consolidated annual statements and management report of the Codere, S.A. Group, for the financial year ended 31 December 2006.***

*To approve the annual statements (balance sheet, profit and loss account and report) and consolidated management report of Codere, S.A. and its dependent companies, corresponding to the financial year ended 31 December 2006, drawn up by the Board of Directors of the Company.*

*According to the profit and loss account drawn up and approved, the consolidated group led by Codere, S.A. obtained consolidated results of 8.9 million euros during the financial year ended 31 December 2006.”*

**TEN.- Delegation of powers to formalise, interpret, amend and enforce the resolutions adopted by the General Shareholders' Meeting.**

To empower each and every one of the members of the Board of Directors and the Secretary of the Board, in the widest terms, so that any one of them, indistinctly and jointly and severally, may take all the necessary steps and measures, and may adopt any steps that may be necessary for the execution and successful outcome of the resolutions adopted, including the publication of as many announcements are necessary, remedying, if necessary, any defects in the formalisation of such resolution, according to the comments made by the Mercantile Registry verbally or in writing, carrying out as many steps are necessary to record the resolutions adopted at the Mercantile Registry, if necessary.