



## **Translated from Spanish original**

Madrid, April 27, 2011

In accordance with article 82 of the Spanish Stock Market Act, Codere S.A hereby informs the *Comisión Nacional del Mercado de Valores* (Spanish stock market regulator) about the following:

### **SIGNIFICANT EVENT**

In its meeting on April 13, 2011, the Board of Directors of “CODERE Sociedad Anónima”, resolved to convene its shareholders to the Ordinary and Extraordinary General Meeting to be held at the Company’s head office located at Avda. de Bruselas nº 26, 28108 Alcobendas (Madrid), at 13.00h on June 9, 2011 under first summons and at the same time and place on June 10, 2011 under second summons to deliberate on the following:

### **AGENDA**

**ONE.-** Examination and approval of the annual financial statements (balance sheet, income statement, consolidated statement of changes in equity, cash flow and annual report), and the management report of CODERE, S.A and the annual financial statements (balance sheet, income statement, consolidated statement of changes in equity, cash flow and annual report) and the management report of its consolidated subsidiaries, as applicable, for the year ended December 31, 2010 and the application of the results for that period.

**TWO.-** Approval of the performance of the Board of Directors during the year ended December 31, 2010.

**THREE.-** Amendment of the Articles of Incorporation

- 3.1.** Amendment of articles 1; 15; 21; 23; 28; 29; 30; 31 and 32 of the Articles of Incorporation
- 3.2.** Amendment of article 16 of the Articles of Incorporation
- 3.3.** Amendment of article 17 of the Articles of Incorporation
- 3.4.** Amendment of article 19 of the Articles of Incorporation
- 3.5.** Amendment of article 24 of the Articles of Incorporation
- 3.6.** Amendment of article 26 of the Articles of Incorporation

**FOUR.-** Amendments of General Shareholders’ Meeting Regulations

- 4.1.** Amendment of articles 1, 2, 14 and 15 of the General Shareholders’ Meeting Regulations
- 4.2.** Amendment of articles 7 of the General Shareholders’ Meeting Regulations
- 4.3.** Amendment of articles 9 of the General Shareholders’ Meeting Regulations
- 4.4.** Amendment of articles 10 of the General Shareholders’ Meeting Regulations

- 4.5.** Amendment of articles 12 of the General Shareholders' Meeting Regulations
- 4.6.** Amendment of articles 16 of the General Shareholders' Meeting Regulations
- 4.7.** Amendment of articles 20 of the General Shareholders' Meeting Regulations

**FIVE.-** Appointment of Mr. William Blaine Richardson as Member of the Board of Directors, as Independent Director

**SIX.-** Authorisation for the Company to acquire treasury stock directly or through group companies.

**SEVEN.-** Conferral of authority for the formalisation, interpretation, correction and implementation of the resolutions adopted by the General Meeting of Shareholders.

#### **MATTERS OF CONSULTATIVE AND INFORMATIVE NATURE**

**EIGHT.-** Voting, in a consultative manner, on the Report on the Directors' Compensation Policy corresponding to the fiscal year 2010.

**NINE.-** Information about the partial amendment of the Board of Directors Regulations according to Article 516 of the redrafted text of the Limited Liability Companies Act.

**EIGHT.-** Presentation of the explanatory report regarding the sections of the management report included in article 116 bis of the Spanish Securities Exchange Act.

**ADDITIONALLY** the Company encloses (*in the materials in Spanish sent to the CNMV*) the entire text of the proposals which will be presented for voting at the General Meeting convened on June 9, 2011, as well as the compensation report corresponding to the year ended December 31, 2010. Attached herein (*included in the Spanish version*) is the explanatory report regarding the capital structure, management, governance and control systems included under article 116 bis of the Spanish Securities Exchange Act approved by the Board of Directors in their meeting on February 24, 2010.

This report, along with all the additional documentation related to the General Meeting of Shareholders, will be available for shareholders and investors both in the Company's head office and on the Company's website ([www.codere.com](http://www.codere.com)) beginning on the date of the Meeting announcement

Alcobendas (Madrid) April 27, 2011

**Rafael Catalá Polo**

Secretary of the Board of Directors.