



**ORDINARY AND EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS
ATTENDANCE CARD / PROXY STATEMENT**

The Ordinary and Extraordinary General Meeting of the Shareholders of CODERE S.A. will be held at the registered offices of the company located in Alcobendas, (Madrid), at Avda. de Bruselas 26, at 13:00 hours on the 25th of June 2009 on the first call or on the 26th of June, at the same time and place, on the second call.

It is expected that the Meeting will be held on the first call, to wit, 25 June 2009 at 13:00 hours.

RIGHT TO ATTEND

The Meeting may be attended by Shareholders of Record of at least 100 shares inscribed in the corresponding Account Register no later than five days prior to the scheduled date for the meeting in question, which shall be evidenced by the appropriate attendance card or by any other means allowed under current legislation. Shareholders wanting to attend the meeting must sign this card in the space provided and present it on the day of the meeting.

Signature of the attending shareholder

In, on 2009

**Mr./Ms.
NIF No.
No. of Shares**



PROXY STATEMENT

The shareholder to whom this Card has been issued hereby delegates his/her vote in this General Meeting to: (Check the box and write in the name of the shareholder acting as proxy. Valid only with the signature of the delegating shareholder in the appropriate space below).

☐ Mr./Ms. with NIF no.

- If no name is entered above, the delegation shall be understood to be conferred upon the Chair of the General Meeting or on the Director designated thereby.
- In the event that the proxy is subject to a conflict of interest in any of the votes, he or she is authorised to delegate the vote to a third party that is not in a situation of conflict of interest in order to act as proxy.

Voting instructions: (Mark the appropriate box with an X. If nothing is marked all votes will be cast in favour of the proposals of the Board of Directors).

Agenda	1	2	3	4	5	6
In Favour						
Opposed						
Abstain						

- This delegation shall also apply to any votes not contained on the agenda, in which case the proxy may freely vote as he or she may deem appropriate.

Signature of the attending shareholder

Signature of the Proxy

In, on 2009

**Mr./Ms.
NIF No.
No. of Shares**

SHAREHOLDERS APPOINTING A PROXY

Shareholders the right to attend meetings pursuant to article 11 of the Bylaws and article 13 of the Regulations of the General Shareholder Meetings, to whit shareholders of record of at least 100 shares, may delegate their votes to another person, who does not have to be another shareholder, by signing the attached proxy statement. The representation must be conferred by surrendering the duly completed attendance card and proxy statement, signed by both the delegating shareholder and the proxy.

The delegation meeting dropped off at the registered offices of the company or sent by post using the included return envelope, as specified in the Bylaws and the Regulations of the General Meeting. Proxies must also comply with the rules included in the notification of the meeting and on the website of the company (**www.codere.com**).

SHAREHOLDERS WANTING TO GROUP TOGETHER

Pursuant to article 11 of the Bylaws and article 13 of the Regulations of the General Shareholder Meetings, and a shareholder of less than 100 shares may group their shares with other shareholders until reaching at least the required figure and naming one person to represent them.

If you would like further information, please do not hesitate to contact the General Secretary on 913.542.849 or by e-mail to the following address: **secretaria.consejo@codere.com**.

AGENDA

ONE.- Examination and approval of the annual financial statements (balance sheet, profit and loss account, statements of changes to net equity, and cash flow statement and the notes thereto) and the management report of both CODERE, S.A. and its consolidated corporate group, for the financial year ended 31 December 2008, and the allocation of results corresponding to said year.

TWO.- Approval of the management carried out by the Board of Directors during 2008.

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

FOUR.- Reappointment of Directors.

4.1. Re-election of Mr. José Antonio Martínez Sampedro as Executive Director.

4.2. Re-election of Mr. Luis Javier Martínez Sampedro as Executive Director.

4.3. Re-election of Ms. Encarnación Martínez Sampedro as Executive Director.

4.4. Re-election of Mr. José Ramón Romero Rodríguez as Representative Director.

4.5. Re-election of Mr. José Ignacio Cases Méndez as Representative Director.

4.6. Re-election of Mr. Joseph Zappala as Independent Director.

4.7. Re-election of Mr. Eugenio Vela Sastre as Independent Director.

4.8. Re-election of Mr. Juan José Zornoza Pérez as Independent Director.

FIVE.- Authorisation to enable the Company to acquire its own shares either directly or through other group companies.

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