

DECLARATION OF RESPONSIBILITY

The attached annual financial statements for the year 2010 have been prepared by the Board of Directors of Codere, S.A. in their meeting of 24 February 2011.

Similarly, and in compliance with that established under article 8 of Royal Decree 1362/2007 of 19 October, which develops the Securities Exchange Act, Law 24/1998, of 28 July, all the members of the board of directors sign this document declaring, to the best of their knowledge, that the individual financial statements of Codere, S.A. and the consolidated financial statements of the Codere Group have been prepared in accordance with legally applicable accounting principles and offer a true and fair view of the net worth, financial position, cash flows and results of operations of the issuer and the companies included within the scope of consolidation taken as a whole, and that the Management Report, provides a faithful analysis of the business performance and results of operations of the issuer and of the companies included within the scope of consolidation taken as a whole, as well as a description of the primary risks and uncertainties that said companies face.

In Madrid, 24 february 2011.

José A. Martínez Sampedro
President

L. Javier Martínez Sampedro

Encarnación Martínez Sampedro

José R. Romero Rodríguez

Eugenio Vela Sastre

Juan J. Zornoza Pérez

Joseph Zappala

José I. Cases Méndez

Masmape S.L. (representado por Fernando Lorente Hurtado).