



**CODERE, S.A.**  
**Ordinary General Shareholders' Meeting**

On May 10th, 2017, the Company's Board of Directors resolved to convene an Extraordinary General Shareholders' Meeting, to be held in Alcobendas, at the registered offices located at Avda. De Bruselas nº 26 (28108 Madrid) on June 29<sup>th</sup> 2017 at 13:00 on first call, and on June 30<sup>th</sup> 2017 at 13:00 PM on second call, in accordance with the following

**AGENDA**

**FIRST.- Examination and approval of the annual financial statements (balance sheet, income statement, statements of changes in net equity, and cash flow statement and the notes to the Financial Statements) and the management report of Codere, S.A. and the annual financial statements (balance sheet, income statement, statements of changes to net equity, and cash flow statement and the notes thereto) and the management report of its consolidated corporate group, for the financial year ended December 31, 2016.**

**SECOND.- Examination and approval of the proposed application of earnings for the year ended December 31, 2016.**

**THIRD.- Approval of the management carried out by the Board of Directors during 2016.**

**FOURTH.- Delegation of faculties to formalise, interpret, rectify and execute the resolutions adopted by the General Meeting.**

**INFORMATION ONLY OR CONSULTATIVE QUESTIONS**

**FIFTH.- Annual Report on Directors' Compensation, to be submitted to a consultative vote.**

**SUPPLEMENT TO MEETING NOTICE.** In accordance with article 519 of the Spanish Corporations Law, shareholders who represent at least three percent of the share capital may request that a supplement to this meeting notice be published, including one or more items on the Agenda for the General Meeting, provided that the new items are accompanied by a justification or, as the case may be, by a justified proposed resolution. Additionally shareholders who represent at least three percent of the share capital may file substantiated proposed resolutions regarding topics included or which may be included on the Agenda for the General Meeting. These rights may be exercised by

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attestable notice which must be received at the Company's registered offices in Avda. Bruselas 26, Alcobendas 28108 Madrid, to the attention of the Secretary of the Board of Directors (Mr. Luis Argüello Álvarez), within five days following the publication of this official meeting notice indicating: i) identity of the shareholder exercising the right; ii) number of shares held; iii) an original certificate issued by the corresponding deposit entities, proving the ownership of the shares at the date of this call; iv) whole text of each substantiated proposed resolutions regarding topics included or which may be included on the Agenda and v) any other relevant documents. The supplement to the meeting notice shall be published, at least fifteen days before the date set for the Meeting. The Company will publish these proposed resolutions and the documentation attached including them into its website.

**RIGHT TO ATTEND AND VOTING:** In accordance with article 11 of the corporate bylaws, the right to attend Shareholders' Meetings is given to those shareholders with one hundred shares or more, who have their shares recorded in the pertinent book-entry ledger five days in advance of the meeting being held. They shall hold the relevant attendance card or similar document to prove they are shareholders. Shareholders who do not hold sufficient shares to attend the General Shareholders Meeting may group them together with those of other shareholders who do not have the right to attend until they reach the required minimum, appointing a representative.

Each share shall give the right to one vote, although in no case may a single shareholder, companies belonging to the same group or persons acting in a concerted manner in conjunction with the foregoing, cast a number of votes at a General Meeting in excess of those corresponding to shares which represent 44% of the share capital, even if the number of shares owned exceeds the aforementioned percentage of the share capital, without prejudice to the provision made in article 527 of the Companies Act.

This restriction does not affect those votes pertaining to the shares for which a shareholder holds a proxy as a consequence of the provision made in article 13 below, although, the restriction established above shall also apply in relation to the number of votes pertaining to the shares of each shareholder represented.

In accordance with legislation and the corporate bylaws, shareholders may exercise their right to vote in relation to the proposals on the matters on the agenda by post, electronic or any other remote means of communication, as long as the identity of the shareholder exercising the right to vote is duly guaranteed. To exercise the vote by post, the shareholders wishing to do so shall send the Company, directly or through the deposit entities, the attendance card duly completed and signed which must be received five days in advance of the meeting being held in first call.

**REPRESENTATION:** All shareholders with the right to attend may be represented at the General Meeting by another person, even if said person is not a shareholder, using the delegation formula. One shareholder may not be represented by more than one representative at the same General Shareholders Meeting.

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Representation shall be awarded specially for each General Shareholders Meeting in writing. Representation shall be revocable under all circumstances, where it shall be understood as revoked by the personal attendance at the meeting of the represented party.

**RIGHT TO INFORMATION:** Shareholders may request from the Board of Directors, until the fifth day prior to the scheduled date of the General Meeting, or verbally during the meeting, the information or explanations they consider necessary or submit any written questions they deem appropriate on the matters contained in the agenda or on publicly available information that has been provided by the Company to the Comisión Nacional del Mercado de Valores (Spanish stock market regulator) since the conclusion of the last General Meeting and on the auditor's report.

Shareholders have the right to check at the registered office (Monday through Friday, from 08:00am to 3:00 pm) all the documents related with the agenda including:

- a) The full text of the notice calling the shareholders' meeting.
- b) The full text of all the resolutions proposed by the Board, and the reports of the Board in the required issues;
- c) Individual Annual Financial Statements for 2016.
- d) Consolidated Annual Financial Statements for 2016.
- e) Management and audit reports for 2016.
- f) Responsibility Statement.
- g) The Annual Report on the Remuneration of Directors.
- h) Audit Committee Performance Report.
- i) Compliance Committee Performance Report.
- j) Appointments, Remuneration and Corporate Governance Committee Performance Report.
- k) Report on the independence of the audit firm.
- l) The total number of shares and voting rights on the date of the call to meeting.
- m) Specimen of the attendance card and delegation and indication of the means and procedures for obtaining said card.
- n) Indication of the means and procedures for appointing a proxy for the General Shareholders Meeting.
- o) Indication of the means and procedures for remote communication.
- p) Information on accesses.
- q) Additionally the Annual Corporate Governance Report for fiscal year 2016, approved by the Board on meeting held on February 27<sup>th</sup> 2017 is also available.

All texts and documents may be consulted and obtained on the company's website [www.codere.com](http://www.codere.com). The shareholders have also the right to ask for the free delivery of the copies of each document.

**PRESENCE OF A NOTARY:** The Board of Directors has resolved to request the presence of a Notary to take the minutes of the Extraordinary General Meeting, pursuant to the provisions of section 203 of the Spanish Companies Act, in connection with section 101 and 103 of the Companies Register's Regulations.

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**PERSONAL DATA PROTECTION:** In accordance with the provisions of Ley Orgánica 15/1999 from December 13th, the personal details of shareholders and where appropriate, their proxy holders, provided to the Company by said shareholders, their proxyholders or the entities where the former would have their shares deposited, through the entity lawfully authorized to keep the book-entries, shall be included in a file, of which CODERE S.A. shall be the controller, for the purposes of managing the development, fulfillment and control of the relationship existing with its shareholders. Those personal details shall be provided to the Notary, or to those who have the information right or if the data are publicly known. The shareholders meeting may be recorded and published on the website. By attending to the meeting shareholders give their consent to audio and video record and broadcast publicly on the corporate website the meeting. The rights of access, correction, and challenge may be exercise by the owner of the personal data by letter addressed to CODERE S.A. Alcobendas (Madrid) Avda. Bruselas 26, with the reference LPD.

**ELECTRONIC SHAREHOLDERS' FORUM.-** Pursuant to the provisions of section 539.2 of the Companies At, on the occasion of the call to meeting and until the General Shareholders' Meeting is held, Codere SA has enabled an Electronic Shareholders' Forum on the Company's corporate website ([www.codere.com](http://www.codere.com)) which shall be accessible, with appropriate safeguards, by both individual shareholders and any shareholder associations they may create to facilitate communications between them before the Meeting is held. Through it, once registered, it shall be possible to post initiatives to reach the sufficient percentage to exercise a minority right, offers and requests for voluntary proxies, and others.

Instructions for Access to and use of the Forum may be found on the Company's corporate website.

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