



Avda. de Bruselas, 26  
28108 Alcobendas  
Madrid  
Telf: 91 354 28 00  
Fax: 91 662 70 70

**PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS TO THE SHAREHOLDERS FOR DECISION AT THE GENERAL SHAREHOLDERS' MEETING TO BE HELD ON JUNE 29<sup>TH</sup> 2017 AT FIRST CALL, OR JUNE 30<sup>TH</sup> 2017 ON SECOND CALL.**

**ONE.- 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.**

To approve the Individual Annual Accounts (Balance Sheet, Income Statement, statement of changes in shareholders' Equity, cash flow Statement and notes) and the management report of CODERE S.A. and the Consolidated Financial Statements (Balance Sheet, Income Statement, global income statements, statement of changes in shareholders' Equity, cash flow Statement and notes) and the management report for the consolidated group of companies, for the fiscal year ended December 31<sup>st</sup> 2016, as finalized by the Board of Directors at its meeting of February 27<sup>th</sup>, 2017.

A copy of the Accounts and reports, as well as the audit report, shall be submitted to be deposited to the Trade Register, together with the certification of the present decision, and decision about allocation of profits or losses, established on section 279 of the Companies Act.



Avda. de Bruselas, 26  
28108 Alcobendas  
Madrid  
Telf: 91 354 28 00  
Fax: 91 662 70 70

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

To approve the proposed allocation of the profits/losses of Codere S.A in fiscal year 2016, (figures expressed in thousands euros):

Basis of application:

|   |         |
|---|---------|
| Results pursuant to the Income Statement (Loss) | (1,417) |
|---|---------|

Application:

|                     |         |
|---------------------|---------|
| Prior period losses | (1,417) |
|---------------------|---------|



Avda. de Bruselas, 26  
28108 Alcobendas  
Madrid  
Telf: 91 354 28 00  
Fax: 91 662 70 70

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

To approve the corporate management of the Board of Directors of Codere S.A. during fiscal year 2016.



Avda. de Bruselas, 26  
28108 Alcobendas  
Madrid  
Telf: 91 354 28 00  
Fax: 91 662 70 70

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

To authorize on a several basis, all and each Director, Secretary and Vice Secretary of the Board of Directors, such that, any of them may formalize and implement the foregoing resolutions, with the power for such purpose to publish any announcement it may be necessary, to attend a public notary to execute public documents, and correct any mistakes that could be made on these documents as the Trade Register may request, and to get the registration with the Trade Register, of the approved decisions if necessary.



Avda. de Bruselas, 26  
28108 Alcobendas  
Madrid  
Telf: 91 354 28 00  
Fax: 91 662 70 70

## **INFORMATION ONLY OR CONSULTATIVE QUESTIONS**

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

According with the Companies Act and best corporate practice, to vote, on a consultative basis, the Annual Report on Director's Remuneration for fiscal year 2016, which has been published together with all the documents relating to the Shareholders Meeting since the call.