

## STATEMENT OF RESPONSIBILITY OVER THE ANNUAL ACCOUNTS

The Individual, and Consolidated 2016 Annual Accounts have been prepared by the Board of Directors in its meeting held on February 27th 2017.

Accordingly with section 8 of Royal Decree 1362/2007, of October 19<sup>th</sup>, which develops Law 24/1998, of 28 July on the Securities Market, all the members of the Board of Directors of Codere S.A. sign the present statement of responsibility. To the best of our knowledge, the individual and consolidated financial statements has been drafted in accordance with the applicable accounting standards, and provide a true and fair view of the net worth, financial position and results of the issuer and companies in its consolidation scope taken as a whole, and the individual and consolidated directors' report contain an accurate analysis of the evolution, business results and position of the issuer and of the companies in its consolidation scope taken as a whole together with a description of the main risks and uncertainties which they face.

Madrid, 27th February 2017

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José A. Martínez Sampedro  
Chairman

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Luis Javier Martínez Sampedro  
Vice Chairman

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Timothy Paul Lavelle

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David Anthony Reganato

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Matthew Turner

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Norman Raúl Sorensen Valdez

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Manuel Martínez-Fidalgo Vázquez

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Joseph Zappala

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Masampe S.L.

Representative Pio Cabanillas Alonso

