



ORDINARY GENERAL SHAREHOLDER MEETING

SPECIMEN OF ATTENDANCE CARD/DELEGATION/VOTE BY POST

The ordinary general shareholders meeting shall be held at the registered office in Alcobendas (Madrid), Avda. De Bruselas 26, on June 29th 2017 at 13:00 CET (first call) or on June 30th 2017 at same time (second call).

Shareholders wishing to attend the General Shareholders Meeting, exercise their right to group together or award their representation **may obtain, from the corresponding deposit entities or the Company itself, after sufficient prior certification of their condition as shareholders, a nominative attendance and delegation card.**

ATTENDANCE

The General Shareholders Meeting may be attended by shareholders who hold 100 or more shares registered in their name in the corresponding annotations-in-account register five days prior to the date on which the meeting is to be held, and **certify this fact by the corresponding attendance card or certificate issued by the corresponding deposit entities or in whatsoever other way laid down in current legislation. The shareholder who wish to attend to the meeting shall sign this attendance card in the below blank, and to provide it at the meeting on the scheduled date, together with the certification of their condition as shareholders above said.**

Signature of the shareholder attending

In, 2017

Mr/Mrs.
Tax ID

Number of shares



PROXY

The shareholder to whom this card has been issued grants his proxy for this General Shareholders Meeting to: (please check the box, and appoint a representative. The shareholder must sign below, and attach the document which certifies his condition as shareholder as above said. The representative shall show an identity document, ID or passport).

☐ Mr/Mrs. Tax ID.....

- If you don't write the name of your proxy, it will be assumed that you have delegated your vote to the chairman of the Board of Directors of Codere S.A. or to the Director he may appoint.
- If the representative has a conflict of interest while voting any proposal of resolution, he is authorized to delegate his vote to any other person not in a conflict of interest who will exercise the proxy.

Voting instructions: (If you wish to provide express voting instructions to your proxy regarding all, or some of the items in the agenda, please complete the following table).

Issues on the agenda	1	2	3	4	5*
In favour					
Against					
Abstain					

* Consultative issue

Signature of the delegation shareholder

Proxy-Holder's signature

In, de 2017

Mr/Mrs.
Tax ID

Number of shares

VOTE BY POST

Shareholders who hold 100 or more shares registered in their name in the corresponding annotations-in-account register five days prior to the date on which the meeting is to be held, and certify this fact by the corresponding attendance card or certificate issued by the corresponding deposit entities or in whatsoever other way laid down in current legislation may, accordingly with art. 11 of the Bylaws, may exercise their right to vote by post. The shareholders who opt for distance voting shall be considered to be present for the constitution of the corresponding General Shareholder Meeting. For the intents and purposes of processing the votes issued by post, the votes must be received at least five days before the date set for the General Shareholder Meeting at first call, and those received later shall not be calculated (art. 25.4 Regulations of the General Shareholders Meeting of Codere S.A.).

Issues on the agenda	1	2	3	4	5*
In favour					
Against					
Abstain					

* Consultative issue

Signature of the voting shareholder

In, de 2017

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Mr/Mrs.
Tax ID
Number of shares.

SHAREHOLDERS WISHING TO DELEGATE THEIR VOTE OR VOTE BY POST.

Shareholders with attendance right (as per art. 11 of the Bylaws and art. 13 of the Regulations of the General Shareholders Meeting), that is, those shareholders who hold 100 or more shares registered in their name in the corresponding annotations-in-account register five days prior to the date on which the meeting is to be held, may award their representation to other person (even though said person is not a shareholder) by using the delegation formula. The representation shall be awarded by sending the attendance and delegation card duly completed and signed by the shareholder awarding the representation and also for his representative, or by remote means of communications that comply with the requirements laid down in art. 189.2 of the Spanish Companies Act.

The delegation card may be delivered in the register office or sent by post to General Secretariat, Avenida de Bruselas 26, Alcobendas (Madrid).

Accordingly with art. 25 of the Regulations of the General Shareholders Meeting, for the intents and purposes of processing the votes issued by post or by the electronic remote means of communication, **the votes must be received at least five days before the date set for the General Shareholder Meeting at first call, and those received later shall not be calculated.**

SHAREHOLDERS WHO WISH TO GROUP THEIR SHARES

Accordingly with art. 11 of the Bylaws and 13 of the Regulations of the General Shareholders Meeting, shareholders who do not hold at least 100 shares, 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.

If you need further clarification, please contact with the General Secretariat by phone (+3400913542849) or by email (secretaria.consejo@codere.com o inversor@codere.com).

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.