



Avda. de Bruselas, 26  
28108 Alcobendas  
Madrid  
Telf: 91 354 28 00  
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## **CODERE, S.A.**

### **Extraordinary General Shareholders' Meeting**

On March 30th, 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 May 11<sup>th</sup> 2017 at 13:00 in first call, and on May 12<sup>th</sup> 2017 at 13:00 in second call, in accordance with the following

### **AGENDA**

**FIRST.- Increase of capital through credit compensations. Delegation on the Board of Directors, with powers to sub-delegate, to establish whatsoever terms and conditions of the capital increase were not determined by the meeting, as stated by art. 297 of the Spanish Companies Act, and to redraft article 5 of the by-laws of Codere S.A.**

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

**REASONED PROPOSALS FOR RESOLUTIONS.** In accordance with article 519.3 of the Spanish Corporations Law, 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. This right may be exercised by attestable notice which must be received at the Company's registered offices, 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 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 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 bylaws, 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.



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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 provisions, where applicable, laid down in the Articles of Association, 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 though 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.

Representation shall be granted specifically 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 National Securities Exchange Commission since the conclusion of the last General Meeting.

Shareholders have the right to check at the registered office (Monday through Friday, from 08:00am to 15:00 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;



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- c) Report issued by the Board of Directors, explaining the proposed capital increase through credit compensation.
- d) The total number of shares and voting rights on the date of the call to meeting.
- e) Specimen of the attendance card and delegation and indication of the means and procedures for obtaining said card.
- f) Indication of the means and procedures for appointing a proxy for the General Shareholders Meeting.
- g) Indication of the means and procedures for remote communication

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.

**PERSONAL DATA PROTECTION:** In accordance with the provisions of Ley Orgánica 15/1999 of December 13th, the personal details of shareholders and where appropriate, of 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 on 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 record audiovisually and broadcast publicly on the corporate website the meeting. The rights of access, correction, and challenge may be exercised by the owner of the personal data by letter addressed to CODERE S.A. Alcobendas (Madrid) Avda. Bruselas 26, con la ref. LPD.

**ELECTRONIC SHAREHOLDERS' FORUM.-** Pursuant to the provisions of section 539.2 of the Companies Act, 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.



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

Madrid March 31st 2017.- Chairman of the Board of Directors, José Antonio Martínez Sampedro.