

In its meeting on April 13, 2011, the Board of Directors of “CODERE Sociedad Anónima”, resolved to convene its shareholders to the Ordinary General Meeting to be held at the Company’s head office located at Avda. de Bruselas nº 26, 28108 Alcobendas (Madrid), at 13.00h on June 9, 2011 under first summons and at the same time and place on June 10, 2011 under second summons to deliberate on the following:

AGENDA

ONE. Examination and approval of the annual financial statements (balance sheet, profit and loss account, statement of changes in net worth, cash flow statement and report), the management report of CODERE, S.A. and the annual financial statements (balance sheet, profit and loss account, statement of overall results, statement of changes in net worth, cash flow statement and report) and the management report of its consolidated group of companies corresponding to the year closed at 31 December 2010, together with the proposed application of the results for said year.

TWO. Approval of the work carried out by the Board of Directors during the year ended December 31, 2010.

THREE. Amendments of the Articles of Incorporation.

3.1. Amendment of articles 1; 15; 21; 23; 28; 29; 30; 31 and 32 of the Articles of Incorporation.

3.2. Amendment of article 16 of the Articles of Incorporation.

3.3. Amendment of article 17 of the Articles of Incorporation.

3.4. Amendment of article 19 of the Articles of Incorporation.

3.5. Amendment of article 24 of the Articles of Incorporation.

3.6. Amendment of article 26 of the Articles of Incorporation.

FOUR. Amendments of General Shareholders’ Meeting Regulations.

4.1. Amendment of articles 1, 2, 14 and 15 of the General Shareholders’ Meeting Regulations.

4.2. Amendment of article 7 of the General Shareholders’ Meeting Regulations.

4.3. Amendment of article 9 of the General Shareholders’ Meeting Regulations.

4.4. Amendment of article 10 of the General Shareholders’ Meeting Regulations.

4.5. Amendment of article 12 of the General Shareholders’ Meeting Regulations.

4.6. Amendment of article 16 of the General Shareholders’ Meeting Regulations.

4.7. Amendment of article 20 of the General Shareholders' Meeting Regulations.

FIVE. Appointment of Mr. William Blaine Richardson as Member of the Board of Directors, as Independent Director.

SIX. Authorization for the Company to acquire treasury stock directly or through group companies.

SEVEN. Award of powers of attorney to formalise, interpret, correct and enforce the resolutions adopted by the General Shareholders Meeting.

ADVISORY OR INFORMATIVE BUSINESS

EIGHT. Voting, in a consultative manner, on the Report on Directors' Compensation Policy corresponding to the fiscal year 2010.

NINE. Information on the partial amendment of the Board of Directors Regulations in accordance with the provisions of article 516 of the Spanish Companies Act.

TEN. Presentation of the explanatory report regarding the sections of the management report contained in repealed article 116 bis of the Spanish Securities Market Act.