

REPORT OF THE BOARD OF DIRECTORS OF CODERE, S.A., JUSTIFYING THE PROPOSED APPOINTMENT OF MRS. ELENA MONREAL ALFAGEME AS NOMINEE DIRECTOR OF THE COMPANY TO THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING TO BE HELD ON MAY 2021

1. PURPOSE OF THIS REPORT.

This report is issued by the Board of Directors of Codere, S.A. ("Codere S.A." or the "Company") in accordance with art. 529.decies par. 5 of the Spanish Companies Act, which requires the issuance by the Board of Directors of a report, detailing the competency, experience and merits of each candidate proposed, by stating:

"In each case, the proposal must be accompanied by an explanatory report by detailing the competency, experience and merits of each candidate proposed, which shall be added to the minutes of the general meeting or board meeting".

This report shall be attached to the minutes of the shareholders' meeting in which the appointment of Mrs. Monreal is approved.

2. JUSTIFICATION OF THE PROPOSAL.

On April 19 2021 the Appointments, Remuneration and Corporate Governance Committee issued a favorable report (attached to this report) in which it carried out an assessed of Mrs. Monreal Alfageme, in view of the need to ratify and appoint her as Nominee Director, position that she has been holding since she was appointed by cooptation on March 24, 2021.

The Appointments, Remuneration and Corporate Governance Committee has evaluated the training and professional experience of Ms. Monreal Alfageme, has analyzed her availability to perform the position and has verified her suitability for the position, ensuring compliance with the requirements established in the internal regulations of the Group for the highest ethical standards. Finally, the Committee has verified compliance with the requirements of the Directors Selection Policy, verifying that the candidate's profile contributes to a more diverse and balanced composition of the Board, by increasing the percentage of women on the Board by 14,2% and has especially valued her training and experience in technology risk management and cybersecurity.

The Appointments, Remuneration and Corporate Governance Committee has concluded that, from the information provided for its analysis, there are no evidences of any conflict of interest or any competitive situation in the candidate, nor any of the events of incompatibility or prohibitions for being appointed as Nominee Director, and consequently, the Committee has issued a favorable report.

In light of said report, attached as Schedule, the Board of Directors favourably evaluates the competency, experience and merits of Ms. Elena Monreal Alfageme and concludes that she has the required qualities to be appointed as a Nominee Director.

Madrid April 21 2021.

REPORT OF THE APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF CODERE S.A. ON THE PROPOSAL FOR THE RATIFICATION AND RE-ELECTION OF MRS. ELENA MONREAL ALFAGEME AS NOMINEE DIRECTOR OF THE COMPANY, BY THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING CALLED FOR MAY 2021

1. INTRODUCTION

Article 529.i of the Spanish Companies Law (*Ley de Sociedades de Capital*), with regard to appointments and reelections of directors, establishes in section 6:

“6. The proposal for appointment or reelection of any non-independent director shall be preceded, in addition, by a report of the appointments and remuneration committee”.

Along the same lines, both article 529.quindecies 3.d) of the Spanish Companies Law and article 2 of the Board Regulation of Codere S.A. (“Codere” or the “Company”), which establishes that the Board of Directors shall submit its proposals for appointment of Directors to the Shareholders’ Meeting and shall make the appropriate appointments by coopting “*at the proposal of the Appointments, Remuneration and Corporate Governance Committee, in the case of Independent Directors, and after a report issued by the Appointments, Remuneration and Corporate Governance Committee, in the case of other Directors*”. In addition, article 16.2.e. of the Board Regulation establishes that the Appointments, Remuneration and Corporate Governance Committee shall have competence to report the appointments of non-independent directors, for their nomination by coopting.

Pursuant to the aforementioned articles, the Appointments, Remuneration and Corporate Governance Committee has issued this report containing an assessment of Mrs. Elena Monreal Alfageme, based on the need to ratify and re-elect her in her position as Director, for which she was appointed by co-optation on March 24, 2021.

2. ASSESSMENT OF MRS. ELENA MONREAL ALFAGEME

a) Education and professional experience

Born on November 22, 1963, at Madrid (Spain).

Mrs. Elena Monreal Alfageme has a Bachelor’s Degree in Economics and Business Science, specialization in finance from the Comillas Pontifical University (ICADE) in Madrid. Later, she attended a one-year duration Advanced Marketing Management Practice Course in the Chartered Institute of Marketing, from the Manchester Metropolitan University (UK).

From 2010 to date, Mrs. Monreal Alfageme works in IBM Europe, in Global Technology Services Channel Management, currently for Europe and prior to that, as Deployment

Manager for Southwest Europe.

Between 2001 and 2009 Mrs. Monreal performed several positions in IBM Spain, within the Systems and Technology Division, such as Head of Business Development for SMEs in Spain. Prior to that, between 1986 and 2001, Mrs. Monreal Alfageme worked in the Software Division of IBM Spain, performing several marketing and product positions.

In addition, between 2014 and 2019, Mrs. Monreal was Founder shareholder of A1 Global Consulting S.L., a company specialized on Interim Management and Consultancy.

b) Availability to hold office

This Committee considers that Mrs. Monreal Alfageme's current professional duties will permit her to discharge those of director adequately.

c) Appointment and classification

Mrs. Monreal Alfageme has been proposed by certain shareholders Masampe S.L., Mr. José Antonio Martínez Sampedro, and Mr. Luis Javier Martínez Sampedro which hold a significant shareholding directly in Codere S.A., and will thus be classified as a Nominee Director.

Additionally, with this appointment the Company complies with the Shareholders Agreement dated April 6, 2016, to which the Company is adhered.

d) Suitability and incompatibilities

The Compliance Committee of Codere has verified Mrs. Monreal Alfageme's suitability to hold office, to ensure that she meets the requirements established by the internal regulations of the Group, and top ethical standards, as required by the money laundering prevention laws to which the company is subject.

The Committee has verified that Mrs. Monreal Alfageme is not included in any of the events of incompatibility contemplated in article 213 of the Spanish Companies Law for her appointment to director or in those contemplated in article 24.4 of the Articles of Association.

e) Verification of requirements under the Board Member Selection Policy

The Committee has assessed the profile, capabilities and experience of the candidate to director and has verified that, under the Law and the Board Member Selection Policy, the candidate is a person of renowned prestige, solvency, experience and training. In particular, the Committee specially welcomes her training, experience and knowledge in technology, digital transformation and management of technology risks, and more specifically in connection with cybersecurity risks.

In addition, the Committee considers that this appointment contributes to a diverse and balanced composition of the Board, as sought by the Board Members Selection Policy, including a woman in the composition of the Board, increasing the percentage of women

at the Board in 14,2%.

3. CONCLUSIONS

Now therefore, the Committee considers that Mrs. Monreal Alfageme's professional career and experience demonstrate that she has the knowledge, experience and merits necessary to hold office as Director of Codere S.A., and this Committee thus submits a favorable report to the Board of Directors for it to propose her ratification and re-election to the General Shareholders Meeting as Nominee Director of the Company.

April 2021.