

RULES FOR GRANTING A PROXY, EARLY REMOTE VOTING AND REMOTE ATTENDANCE AT THE GENERAL SHAREHOLDERS' MEETING

INTRODUCTION.

Article 25.3 of the Regulations of the General Shareholders' Meeting of Codere S.A. allows the Board of Directors to determine and develop, in accordance with the provisions laid down in legislation, the Articles of Association and said Regulations, the procedures for exercising the right to vote using remote means of communication and the way in which the fulfilment of the requirements for the exercise thereof may be confirmed and, in particular, the due identification of the shareholder issuing the vote.

Whatever the case, the regulations and instructions given by the Board of Directors in this regard shall be published on the Company's website.

As a result of the health crisis caused by COVID-19, the Company has decided to hold the meeting exclusively by remote means, and that shareholders participate in the General Meeting remotely, granting proxy or casting their vote prior to the meeting, or by remote attendance, without physically attending the venue where the meeting is to be held.

In this context, the Board of Directors of Codere S.A. has approved the following Rules on telematics attendance to the General Shareholders' Meeting to be held on May 11 2021 on first call, or on May 12 2021 on second call.

ATTENDANCE AND VOTING RIGHTS

Pursuant to Article 11 of the Company By-laws, all shareholders owning at least one hundred shares will be entitled to attend the company's General Meetings, provided that these are registered in their name in a book entry register, at least five days before the date scheduled for the Meeting. Furthermore, they must confirm their shareholder status with a suitable document for this purpose, permitted by law. In order to exercise a right to attend a Meeting it will be possible to group these shares. Each share grants the right to one vote. However, in no case may the same shareholder, companies belonging to the same group or others acting in concert with the foregoing, issue at a General Meeting a number of votes that exceeds those inherent to shares representing 44% of the capital stock, even if the number of shares held exceeds this percentage of the capital stock, without prejudice to what is provided in Article 527 of the Capital Stock Companies Act. This limitation will not affect the votes inherent to shares that are represented by a shareholder as a consequence of what is foreseen in Article 13 of the Company By-laws. However, the foregoing limitation will also apply to the number of votes inherent to the shares of each represented shareholder.

REPRESENTATION

Shareholders with the right to attend the meetings may delegate said right upon a proxy which does not need to be another shareholder provided said proxy has sufficient powers of representation. Proxies must be specific for the particular meeting and presented in writing. Such representation shall always be revocable. Personal attendance to the meeting shall be deemed to be the revocation of any proxies granted.

Unless otherwise indicated by the shareholder, proxies shall be extended to matters not on the agenda but which may be voted at the meeting, in which case the proxy shall cast the

vote in the manner they consider most favourable to the interests of the Company and the represented party. The same rule shall apply in relation to proposals that may be submitted for decision by the Shareholders and that have not been formulated by the Board of Directors, as well as in the case of proxies validly granted, without express voting instructions.

If the document containing the proxy does not include the identity of the representative, the shareholder shall be deemed to have appointed the Chairman, Secretary or Vice-Secretary of the Board, as their representative, in that order, in case of absence or in case of a conflict of interest.

Representation may be made by a) postal correspondence, or b) by electronic correspondence through the corporate web www.grupocodere.com

a) Appointment of representative by postal correspondence: the attendance card issued by the Iberclear participant, duly signed and completed in the corresponding “representation” section by the shareholder, shall be sent to the Company's address (Secretaría General, Avda. De Bruselas 26, 28108 Alcobendas, Madrid). Additionally, shareholders can appoint a representative by postal correspondence by signing the attendance card issued by the Company (available in www.grupocodere.com) and sending it by ordinary mail together with an original document, issued by the custodian bank, certifying the shares holding. Additionally, the Company should be provided with a copy of the DNI, passport or NIE of the representative, and his/her email and phone number, in order to provide him with access to the Meeting.

b) Appointment of a representative by electronic correspondence: shareholders who wish to appoint a representative by electronic means shall access to a platform installed in the Company's website (www.grupocodere.com), linking in “2021 Extraordinary Shareholders Meeting”, and then link in “Representation”, following the rules and instructions hereunder:

Shareholder should register as stated in section 2.a) below, providing, in addition to the documents requested therein, a copy of the DNI, passport or NIE of the representative.

Shareholder shall receive an email confirming that their request has been submitted. Once their identity and ownership of the shares have been verified, shareholder shall receive an email confirming that his proxy has been duly granted, and the representative shall receive another one, including the link to access the meeting.

Provisions contained in Telematic Attendance and Voting Section shall apply to the representative.

Appointment of a representative by electronic means, shall be deemed to be accepted by the representative should he attend telematically to the Meeting.

EARLY REMOTE VOTING

Shareholders entitled to attend and vote may cast their vote on the proposed resolutions on the agenda, in advance to the meeting by postal correspondence or by electronic correspondence through the web www.grupocodere.com. In accordance to art. 25 of the Regulations of the General Shareholders' Meeting of Codere, in order to 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 Shareholders Meeting at first call. Shareholders casting their vote in such way, shall be considered to

be present for the constitution of the corresponding General Shareholders Meeting.

a) By postal correspondence: In accordance with the Law and the Articles of Association, shareholders may exercise their right to vote on proposals regarding items on the agenda by postal correspondence, for which purpose they must send the duly completed and signed attendance card to the Company, directly (Secretaría General, Avda. De Bruselas 26, 28108 Alcobendas, Madrid), or through the depository institutions, signing in "Remote Voting" section.

b) By electronic means: Votes may also be cast by mail through electronic means, via a platform installed on the Company's website, www.grupocodere.com, link "2021 Extraordinary Shareholders' Meeting" section, section "Early Remote voting" and following the rules and instructions hereunder:

Shareholders who wish to use the early remote voting shall identify themselves including name, surname or corporate name, email, phone number and submit a copy of their DNI, NIE, passport or CIF, and if needed, their power of attorney. Additionally to those documents, the shareholder should need to provide a copy of the any kind of legal document accrediting their status as shareholders, and completing the way they vote for each item on the agenda. Once verified identity and ownership of the shares, shareholders will receive an email confirming that their vote has been accounted in the results of the meeting.

REMOTE ATTENDANCE AND VOTING

The appointment of a representative or early remote voting, shall be rendered null and void by the remote attendance of the shareholder to the Meeting.

Shareholders entitled to attend the company's General Meetings and their representatives, will be able to attend and vote in the General Shareholders' Meeting , via a platform installed on the Company's website, www.grupocodere.com, link "2021 Extraordinary Shareholders' Meeting" section, section "Remote voting" and following the instructions below:

1. General: Shareholders who have the right to attend, may attend the General Meeting using telematic means. To verify the identity of attendees, to guarantee attendees the ability to properly exercise their rights and to guarantee real-time interactivity and the proper development of the meeting, shareholders wishing to attend using telematic means are asked to access the Company's link "2021 Extraordinary Shareholders' Meeting" at www.grupocodere.com, and click on the "Remote Attendance to the Meeting" link, proceeding as stated in section 2 below.

2. Registration, access and attendance: In order to facilitate the proper management of the telematic attendance systems, shareholders wishing to attend the Meeting and vote telematically and in real time must:

(a) Register: Between the last day of the announcement of the Meeting and up to 23:59 hours on May 10, 2021, by clicking in the "2021 Extraordinary Shareholder's Meeting" at www.grupocodere.com, and then clicking on the "Remote Attendance to the Meeting" link. Shareholders must accredit their identity identifying their name, surname or corporate name, email, phone number and providing a copy of their ID card, NIE, passport or CIF, and powers of attorney where applicable.

In addition to those documents, shareholders must also provide a copy of the any kind of

legal document accrediting their status as shareholders. Registration of attendees will not be allowed outside this time period. The Company reserves the right to request additional means of identification from shareholders as it deems necessary to verify their status as shareholders and to ensure the authenticity of the vote or delegation.

Shareholders who has registered that way, shall receive an email confirming that their request have been received. Once identity and ownership of the shares have been verified, registered shareholders shall receive an email confirming their right of telematic attendance and providing them with a link, which will allow them to log in to the meeting.

(b) Log in and attendance: Once registered in accordance with the previous section (a) and received the abovesaid link, the shareholder shall log in to the Shareholders' Meeting between 15:00 and 16:00 hours on May 11, 2021. If the Shareholders' Meeting cannot be held on first call because the quorum is not sufficient, the Company shall inform this in its webpage and the platform for the remote attendance and then, the shareholder may be connected the following day in the same way and within the same time slot, to be held on second call. After the deadline indicated, no connection will be permitted and any shareholder who has not registered and connected will not be able to attend the General Meeting. Shareholders who register beforehand and do not log in to the meeting, will not be considered as attending. Once the connection is made, the shareholder may vote on the proposed resolutions until the end of each of the respective votes.

Shareholder who attends and votes remotely, must state the way they vote for each of the items on the agenda. If there are no indications, it shall be deemed to vote for the proposals of the Board of Directors on the items included in the agenda.

Votes on proposals regarding items included on the agenda of the meeting, must be cast within the time interval indicated for this purpose by the Chairman or the Secretary, once the proposal has been made and is deemed to be voted on.

3. Exercising the rights of intervention, information and proposal in the event of telematic attendance: Shareholders or their representatives who, in exercising their rights, intend to participate in the Meeting telematically and, where appropriate, intend to request information or clarification regarding the items on the agenda, request clarification regarding the information available to the public that the Company has provided to the National Securities Market Commission since the last General Meeting or regarding the auditor's report or to make any legally permitted proposals, must submit their intervention, question or proposal in writing by sending an electronic communication with their intervention or by attaching their written intervention via the "Statements" link enabled on the corporate website from 9:00 am on the day of the Meeting and until the moment in which the the Chairman or Secretary of the General Meeting declares the Meeting valid. Telematic attendees who wish to have their intervention recorded in the minutes of the Meeting shall indicate this clearly and expressly in that text. Interventions by telematic attendees may be read by the Secretary of the Meeting in light of their relevance during the speaking time, and requests for information or clarification made by telematic attendees will be answered verbally during the General Shareholders' Meeting or in writing, within seven days of it being held, in accordance with the provisions of the Spanish Companies Law.

4. Leaving the meeting: Telematic attendees who leave the Meeting once started, will be taking into account for quorum effects, and their votes shall be considered in favor of the proposals of the Board, even if they have not been casted yet.

5. Other issues: The telematic attendance of shareholders shall prevail over the remote votes cast in advance as well as the powers of representation granted prior to the holding of the General Meeting. The Company reserves the right to adopt appropriate measures in relation to mechanisms for telematic attendance at the Meeting when technical or security reasons require or impose this. The Company shall not be liable for any damages that may be caused to the shareholder arising from breakdowns, overloads, faulty lines, connection problems or any other cases of the same or similar nature, which is out of the Company's control, that prevent the use of the telematic attendance mechanisms for the Meeting

Madrid, Abril 2021.