

## **CODERE, S.A.** **Extraordinary General Shareholders' Meeting**

The Company's Board of Directors has 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 July 30<sup>th</sup> 2020 at 16:00 in first call, and on July 31<sup>th</sup> 2020 at 16:00 in second call, in accordance with the following

### **AGENDA**

**FIRST.- Approval, to the effects of the provisions set forth in Article 160.f) of the Spanish Companies Law, of the granting of security documents related to certain financing transactions.**

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

**GENERAL RECOMMENDATION.** As a result of the health crisis caused by COVID-19, the Company recommends 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.

If on the date the General Meeting is expected to take place, the current measures in force, in similar terms, persist, or the limitations to the possibilities of movement and meeting are restricted or recommended in some way, the General Meeting will be held without the physical or in-person attendance of the shareholders, their representatives or guests, in which case only attendance through remote attendance mechanisms will be possible.

In this case, shareholders will be informed by means of the publication of a complementary announcement to this call, at least five calendar days before the date of the meeting. In any case, the Company will inform in a timely manner of any other measures that may be necessary based on the resolutions or recommendations that may be issued by the competent authorities, through its website [www.grupocodere.com](http://www.grupocodere.com) or by any other means that may be necessary, depending on the scope of the measures.

The members of the Board of Directors must physically attend the General Meeting under the terms established in Article 180 of the Spanish Capital Companies Act. In the event that, as a result of the measures adopted to avoid health risks, in Spain or in their countries of residence, some or all of the directors are unable (or are not recommended) to travel physically to the place where the Meeting is to be held, the Board of Directors will arrange the necessary technical means to enable them to connect remotely in real time and participate in the meeting by remote communication means.

**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.

**ATTENDANCE AND VOTING RIGHTS:** Physical attendance: In accordance with Article 11 of the Articles of Association, shareholders holding one hundred or more shares shall have the right to attend the General Meetings of the company, provided that the shares are registered in their name in the corresponding register of account entries, at least five days prior to the date on which the meeting is to be held. They must also prove their status as shareholders with a document that, in accordance with the law, serves this purpose. For the exercise of the right to attend the Meeting, the grouping of shares shall be lawful. Each share will be entitled to one vote, although in no case may the same shareholder, the companies belonging to the same group or those acting in concert with the previous, issue in a General Shareholders' Meeting. a number of votes greater than those corresponding to shares that represent a percentage of 44% of the share capital, even when the number of shares held exceeds said percentage of the share capital, without prejudice to the provisions of article 527 of the Spanish Capital Companies Act. This limitation does not affect the votes corresponding to the shares in respect of which a shareholder holds the representation as a consequence of the provisions of article 13 of the Articles of Association, although, in relation to the number of votes corresponding to the shares of each represented shareholder, the previously established limitation shall also apply.

b) Remote attendance and voting: Shareholders entitled to attend and their representatives may attend and vote at the General Meeting through a platform installed in the Company's website [www.grupocodere.com](http://www.grupocodere.com), link "2020 Shareholders' Meeting" section "Attendance to the Shareholders Meeting", following the instructions and rules set out in the document "Rules on Electronic Attendance at the General Meeting", which the Board of Directors has approved on the occasion of the Meeting and which is available to shareholders together with the other documentation of the Meeting and which can be found on the corporate website [www.grupocodere.com](http://www.grupocodere.com). To access and use the system, shareholders must first register as users, evidencing their identity and the shares they hold.

c) Early remote voting: Shareholders may vote remotely in advance and will be counted as present for the purposes of constituting the meeting. Early remote voting may be exercised by post or electronic means, and in any case must be received at least five days before the date scheduled for the meeting on first call, those received later not counting:

- 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.

- 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](http://www.grupocodere.com), link "2020 Shareholders' Meeting" section, section "Remote voting" which will be active from the date of publication of the notice of the General Meeting. In order to access and use the System, shareholders must register as users, proving their identity and status as shareholders.

**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. Likewise, in the event that the power of representation received with no voting instructions is granted to any of the aforementioned individuals and they have a conflict of interest, the power of representation shall be understood to have been granted to the corresponding remaining person, also following the order in which they have been listed.

a) Appointment of representative by postal correspondence: the attendance card issued by the Iberclear participant, duly signed and completed in the corresponding section by the shareholder, shall be sent to the Company's address (Secretaría General, Avda. De Bruselas 26, 28108 Alcobendas, Madrid).

b) Appointment of a representative by electronic correspondence, through a platform installed in the Company's website ([www.grupocodere.com](http://www.grupocodere.com)), link "2020 Shareholders' Meeting" section "Representation" following the rules and instructions set out there. Appointment of a representative by electronic means, shall be deemed to be accepted by the representative should he attend in person or telematically to the Meeting. To access and use the system, shareholders must first register as users, evidencing their identity and the shares they hold.

**RIGHT TO INFORMATION:** Shareholders may request information or clarification from the directors up to five days prior to the date scheduled for the meeting, or submit written questions on the items on the agenda, as well as any clarifications they consider necessary regarding the information accessible to the public that the company has provided to the National Securities Market Commission since the last General Meeting was held. The Board of Directors empowers the Chief Executive Officer, the Director of Investor Relations, the Secretary and the Deputy Secretary to respond to requests for information on behalf of the Board.

Likewise, the shareholders are informed of their right to examine at the registered office the documentation affecting the agenda that will be submitted for approval by the Extraordinary General Meeting, including, among others:

- 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;
- c) The total number of shares and voting rights on the date of the call to meeting.
- d) Specimen of the attendance card and delegation and indication of the means and procedures for obtaining the said card.
- e) Indication of the means and procedures for appointing a proxy for the General Shareholders Meeting.
- f) Indication of the means and procedures for remote communication

In view of the limitations in force at any given time, arising from the situation generated by COVID-19

health crisis, it is recommended that shareholders who wish to obtain a copy of all or any of the documents indicated above send their request by e-mail to [Juntageneral@codere.com](mailto:Juntageneral@codere.com), since while such limitations exist, they may make it impossible for shareholders to attend and access the Company's registered office.

All the texts and documents of the General Meeting may be consulted and obtained on the company's website [www.grupocodere.com](http://www.grupocodere.com) in accordance with the provisions of article 518 of the Revised Text of the Spanish Capital Companies Act, with the same right to obtain the delivery or sending of copies of all the documents free of charge.

**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.

**DATA PROTECTION.-** The personal data of the shareholders and, if applicable, their representatives will be processed by the company CODERE, S.A. (hereinafter, CODERE) with Corporate Tax Identification number A-82110453 and registered office in Alcobendas (28108 Madrid), Avenida de Bruselas, no. 26, for the purpose of managing the holding of the General Meeting of Shareholders, which involves activities such as: i) The identification of the shareholder and, if applicable, the representation through which they act; ii) The registration of the interventions/questions and, if applicable, the direction of the vote. The development of this purpose is protected as it is necessary to comply with the regulations for capital companies and the Bylaws of CODERE. Shareholders and their representatives are also informed that the General Shareholders' Meeting might be held by electronic means, in person, or in both ways. Any case it will be recorded in order to guarantee their security and to generate an audiovisual record of the different interventions that may take place during the meeting. The data may be communicated to the Notary who will attend the General Shareholders' Meeting, as well as to those third parties who have a recognised right to information under the Law, or if the data is accessible to the public insofar as it is contained in the documentation available in the corporate communication tools, such as the website [www.grupocodere.com](http://www.grupocodere.com), annual reports or similar. The data will be kept for the time necessary to fulfil the purpose for which it was collected. The holders of the data can exercise their rights of access, rectification, opposition, suppression, portability and limitation to the treatment by e-mail to [proteccion.datos.es@codere.com](mailto:proteccion.datos.es@codere.com) or by postal communication to the registered office, indicating the reference "Data Protection" and accompanying the required documentation. They also have the right to lodge a complaint with the Supervisory Authority (in Spain, the AEPD).

**ELECTRONIC SHAREHOLDERS' FORUM** - In accordance with the provisions of Article 539.2 of the Spanish Capital Companies Act, an Electronic Shareholders' Forum has been set up on the company's website [www.grupocodere.com](http://www.grupocodere.com), which may be accessed by both individual shareholders and any voluntary associations that may be set up, in order to facilitate communication prior to the holding of the meeting. With the requirements, formalities and consequences that are established in the legal rules that in each case are applicable to this Shareholders' Forum, the initiatives to achieve a sufficient percentage to exercise a minority right provided for by law and offers or requests for voluntary representation may be published. The instructions for accessing the Electronic Forum, as well as its rules of operation, can be found on the aforementioned website.

Madrid July 14<sup>th</sup> 2020 Chairman of the Board Norman Sorensen Valdez.