

PROPOSED RESOLUTIONS PRESENTED TO THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF CODERE, S.A., TO BE HELD AT FIRST CALL ON 10 DECEMBER 2021, OR, ON THE SECOND CALL, ON 13 DECEMBER 2021.

I) PROPOSALS OF SHAREHOLDER MASAMPE S.L.

ONE.- Information and eventual decisions on matters raised by MASAMPE SL.

- 1.1. To approve the exercise of legal actions against certain creditors of the Company.**
- 1.2. To request the judicial approval in Spain of all the operations carried out under the restructuring.**
- 1.3. To request a fraud audit from of the online business of the Company.**
- 1.4. To exercise certain actions in connection with data protection.**

1.1. PROPOSAL RECEIVED BY SHAREHOLDER MASAMPE S.L.

To approve the exercise of legal actions against certain creditors of the Company.

- i. The so-called refinancing of the Codere Group implies that the creditors are going to take over all the assets of the Codere Group, without judicial intervention or approval, contrary to the principle of prohibition of the commissary agreement in Spain, and in execution of abusive agreements that can be qualified as an allegedly criminal act in Spain.
- ii. Aware of this alleged illegality, creditors seek (a) to reward those who collaborate in the execution of these allegedly criminal agreements, (b) to flee from their alleged liabilities through a complex web of interposed companies, which, far from eliminating their alleged liability, increase it with the modus operandi of their execution.
- iii. Spanish law imposes on the perpetrators of these allegedly criminal acts, among other consequences (i) the confiscation of the effects of the crime, and its benefits and (ii) the non-obligation to comply with the commitments made by the injured party in good faith, of the contracts entered into with the perpetrator in bad faith.
- iv. Consequently, once these creditors and the amounts of their debts have been presented to the Shareholders in the General Meeting, a resolution will be submitted thereto to take the appropriate actions under Spanish law against these creditors.

1.2. PROPOSAL RECEIVED BY SHAREHOLDER MASAMPE S.L.

To request the judicial approval in Spain of all the operations carried out under the restructuring.

- i. The restructuring provides for the judicial approval in Spain of the restructuring agreements of the Spanish subsidiaries, and excludes the parent company of the Codere Group, the Company.
- ii. No explanation has been given for this difference.
- iii. The restructuring agreement, as far as is known, is illegal in Spain, as it is not based on

any creditors' agreement, and simply hands over to the creditors all the assets, without any agreement, and without any valuation of the assets before 11 May 2021.

iv. Consequently, this restructuring of the Codere Group cannot be carried out without judicial approval in Spain, which is why it must be requested before the competent Spanish court.

1.3. PROPOSAL RECEIVED BY SHAREHOLDER MASAMPE S.L.

To request a fraud audit from of the Online business of the Company.

- i. Approximately 65% of Codere Online, S.A.'s activity is carried out in Spain, but, nevertheless, a complex system of subsidiary companies of the Company has been created in Gibraltar, Malta and other tax havens, which, with no known economic substance, contract with unknown suppliers in million-dollar amounts, at the same time as practically the entire labour structure in Spain has been dismantled.
- ii. There are more than justified reasons to request a fraud audit, not a financial audit, of the entire activity of Codere Online, S.A., which, moreover, they boast, is carried out only for the benefit of Codere Group's creditors, and not for the benefit of its shareholders.

1.4. PROPOSAL RECEIVED BY SHAREHOLDER MASAMPE S.L.

To exercise certain actions in connection with data protection.

- i. In the Codere Online, S.A. operation, the data of all customers resident in Spain are being used to transfer them en masse to companies not resident in Spain, for the benefit of third parties.
- ii. There is no evidence that the competent authorities have been informed in detail or that the necessary authorisations have been obtained.
- iii. Nor is there any record that each customer has been informed of the exact and specific use that will be made of their data, the benefit it generates and the identity of those beneficiaries.
- iv. Consequently, it is necessary to provide this information to the General Meeting and for Codere S.A. to take all appropriate actions to protect its customer databases.

II) PROPOSALS OF THE BOARD OF DIRECTORS.

TWO.- Modification of article 31 of the Corporate Bylaws.

To amend, in view of the corresponding report of the administrative body, Article 31 of the Articles of Association in the terms identified in bold and underlined below and which, if approved, will have the following wording:

*"If the Shareholders in General Meeting resolve to dissolve the company, it shall appoint one or more liquidators, always an odd number, **who shall have the whose powers provided for in shall also be determined in** accordance with the **provisions** of the Spanish Capital Companies Act **and any others that may be attributed to them by the Shareholders in General Meeting**. Once the liquidator **or** liquidators have been appointed, the powers and competencies of the **Board of Directors (Administrative Body)** shall cease, **with the consequent cessation of the directors and of all the offices thereof, such as the secretary or vice-secretary, the only competent body of the Company being, from that moment on, the General Shareholders' Meeting.***

The position of liquidator is subject to compensation.

The remuneration to be received by the liquidator or liquidators shall consist of a variable remuneration, based on a percentage of the net value of the assets resulting from the liquidation, which shall be determined by the Shareholders in General Meeting at the time of the appointment of the liquidator or liquidators. In addition, the Company may pay the liquidator a fixed monthly remuneration, as well as the amount of the excess and the premium for civil liability insurance.

In any case, the different remuneration systems and their maximum amounts, including those of the excess and the insurance premium, shall be determined by the Shareholders in General Meeting at the time of the appointment of the liquidator or liquidators."

THREE.- Acknowledgement of the resignation of Directors and approval of their management:

- 3.1 Mr. Norman Sorensen Valdez**
- 3.2 Mr. Manuel Martínez-Fidalgo Vázquez**
- 3.3 Mr. David Reganato**
- 3.4 Mr. Timothy Lavelle**
- 3.5 Mr. Matthew Turner**
- 3.6 Ms. Elena Monreal Alfageme**
- 3.7 MASAMPE, S.L.**

In a separate vote and after taking cognizance of his/her resignation (which is intended to be tendered by letter at the General Shareholders' Meeting, effective as of that date):

- 3.1 approve the management of Mr. Norman Sorensen Valdez as member and Chairman of the Board of Directors of the Company during the exercise of his duties.
- 3.2 approve the management of Mr. Manuel Martínez-Fidalgo Vázquez as a member of the Board of Directors of the Company during his term of office.
- 3.3 approve the management of Mr. David Reganato as a member of the Board of Directors of the Company during his term of office.
- 3.4 approve the management of Mr. Timothy Lavelle as member of the Board of Directors of the Company during the exercise of his duties.
- 3.5 approve the management of Mr. Matthew Turner as a member of the Board of Directors of the Company during his term of office.
- 3.6 approve the management of Ms. Elena Monreal Alfageme as a member of the Board of Directors of the Company during her term of office.
- 3.7 approve the management of MASAMPE, S.L. as a member of the Board of Directors of the Company during its term of office.

FOUR.- Approval of the dissolution of the Company by mere resolution of the General Meeting.

Approve the dissolution of the Company by mere resolution of the General Meeting, all in accordance with the terms of article 368 of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July.

As a result of the above: (i) the period of liquidation of the Company shall commence, and (ii) the Company, which shall retain its legal personality, shall add to its corporate name the expression "in liquidation" for the duration of the liquidation.

FIVE.- Appointment of a sole liquidator:

5.1 Fix the number of liquidators at one.

5.2 Appointment of Servicios de Liquidación Societaria, S.L. as sole liquidator.

5.3 Approval of the sole liquidator's remuneration.

By separate vote and subject to the prior approval of the dissolution referred to in the fourth resolution above:

5.1 Fix the number of liquidators at one.

5.2 To appoint Servicios de Liquidación Societaria, S.L. (a Spanish Company, with registered office in C/ Nuñez de Balboa, no. 114, floor 3-10, PC 28006 Madrid and tax number B67724518, being filed in the Trade Register of Madrid Tomo 42353, Book 0, folio 213, Section 8ª, Sheet M-749664), sole liquidator of the Company, indefinitely with the broadest powers, and expressly requesting it to develop, as soon as possible, each and all the actions, legally needed or mandatory, to achieve the full realisation of the liquidation of the Company, in particular and among others, to proceed to the distribution, if any, of the corresponding liquidation quota to the shareholders, which, taking into account that the shares are listed, must be carried out once that the Company has paid all its debts (including, those that may arise as contingent debts) or, if applicable, the corresponding amounts have been deposited those debts and has complied with any other obligations that may be demandable (or the term for them to be demanded has expired).

Additionally, liquidator is reminded of the full effectiveness of the resolution approved by the general shareholders meeting held in July 2020, by virtue of which, directors were granted liability coverage, based on section 24.9 of the Company's bylaws; such coverage covers any actions of the directors from July 25, 2020 until their effective termination or resignation. In line with the foregoing, the liquidator is further authorized to order the payment of any legal defense costs that may be imposed on the directors, including those cases in which the advisors request a provision of funds and such advisors are of recognized prestige; in the event that it is ultimately proven firmly and conclusively that the directors acted with gross negligence or to the detriment of the Company, directors will be required to repay such amounts to the Company.

5.3 Approve the sole liquidator's remuneration, which consists of:

- a) 2% of the net value of the assets resulting from liquidation, subject to a minimum limit of THREE HUNDRED AND TWENTY-FIVE THOUSAND EURO (€325,000) and a maximum limit of FOUR HUNDRED AND FIFTY THOUSAND EURO (€450,000).

Notwithstanding the above:

- (i) if the Company becomes insolvent, the liquidator shall only receive the aforementioned minimum (i.e. THREE HUNDRED AND TWENTY-FIVE THOUSAND EURO (€ 325,000)), irrespective of the volume of assets. With regard with said amount, the amount not already paid to the liquidator will be paid to him as soon as it is decided that the Company should file for bankruptcy; and
- (ii) if, for any other reason, the liquidation procedure extends by more than two years, the liquidator shall receive an additional fee of TEN THOUSAND EUROS (10.000.-€) per month, from January 2021 (included), payable within the first ten business days of each month.

Regarding the time of payment of remuneration stated in the first paragraph of this section a), and provided that liquidator maintain its position as such:

- (i) ONE HUNDRED AND FIFTY THOUSAND EURO (€150,000) shall be payable within ten working days from the day of acceptance of appointment;

- (ii) ONE HUNDRED THOUSAND EURO (100.000.-€) shall be payable at the time when one year has elapsed since the acceptance of his appointment or at the time when all the corporate assets have been transferred, whichever occurs earlier;
 - (iii) SEVENTY FIVE THOUSAND EURO (75.000.-€) shall be payable at the time when 18 months have elapsed since the acceptance of his appointment or at the time when six months have elapsed since all the corporate assets have been transferred, whichever occurs earlier; and
 - (iv) Any excess over the aforementioned THREE HUNDRED AND TWENTY-FIVE THOUSAND EUROS (325,000 €), and always under the maximum limit already mentioned, shall be payable at the time when, after the last previous payment, it is indisputable that the net value of the assets resulting from the liquidation exceeds THREE HUNDRED AND TWENTY-FIVE THOUSAND EUROS (325,000 €), or at the time when the Company's general meeting approves the final liquidation balance sheet, whichever occurs earlier.
- b) Payment of the excess and the civil liability insurance premium, together with its tax cost until the moment of the extinction of the Company: these amounts shall be payable within ten working days of their request to the Company by the liquidator, subject to documentary justification.

Given the single-person nature of the office of liquidator, the sum of the items contained in a) and b) above shall constitute the maximum amount of the remuneration, whether or not it is accrued in a single year.

SIX.- Request for suspension and delisting of the Company's shares.

6.1 Application for the suspension of trading of the Company's shares.

6.2 Application for delisting of the Company's shares.

By separate vote:

- 6.1** To request the National Securities Market Commission, in the event that the dissolution referred to in the fourth proposed resolution above is approved, to suspend trading in the Company's shares and that trading in the Company's shares remain suspended from that time until the definitive delisting takes place.
- 6.2** To request the National Securities Market Commission, in the event that the dissolution referred to in the fourth proposed resolution above is approved and at the appropriate time, to proceed with the delisting of the Company's shares.

SEVEN.- Delegation of powers to formalise, interpret, amend and enforce the resolutions adopted by the General Shareholders' Meeting.

Empower the sole liquidator, in the widest terms possible, jointly and severally, may take all the necessary steps and measures, and may adopt any steps that may be necessary for the execution and successful outcome of the resolutions adopted, including the publication of as many announcements as are necessary, appearing before notaries public to record the documents in public deeds, remedying, if necessary, any defects in the formalisation of such resolutions, according to the comments made by the Mercantile Registry verbally or in writing, carrying out as many steps are necessary to record the resolutions adopted at the Mercantile Registry, if necessary.