



**INDICATION OF THE MEANS AND PROCEDURES FOR APPOINTING
A PROXY FOR THE GENERAL SHAREHOLDERS MEETING**

Art. 13 of the Bylaws states that any shareholder having the right to attend (at least 100 shares) may attend Shareholders' Meetings represented by any person, who need not be a shareholder, provided that such person has sufficient powers for the purpose.

In accordance with art. 13 of the Regulations of the General Shareholders meeting of Codere, S.A., shareholders who do not hold sufficient shares to attend the General Shareholders Meeting may group them together with those of other shareholders who do not have the right to attend until they reach the required minimum, appointing a representative. They may also award their representation to another shareholder with the right to attend.

The group shall accredit itself by a special writ for each General Shareholders Meeting signed by all the shareholders in the group, appointing the shareholder from among them to represent them and through the exhibition of the attendance cards and delegation referred to in art.13.3. of the Regulations of the General Shareholders Meeting. Shareholders wishing to exercise their right to group together or award their representation in accordance with the provisions laid down in article 14 of said regulation, may obtain, from the corresponding deposit entities or the Company itself, after sufficient prior certification of their condition as shareholders, a nominative attendance and delegation card.

Art. 14 of the Regulations of the General Shareholders meeting which states the representation for attending the General Shareholder Meeting states that the representation shall be awarded specially for each General Shareholders Meeting in writing by sending the attendance and delegation card duly completed and signed by the shareholder awarding the representation or by means of communication that comply with the requirements laid down in art. 189.2 of the Spanish Companies Act and other applicable legislation for the exercise of the right to remote voting and laid down by the Board of Directors in general or for each General Shareholders Meeting.

The representation shall be revocable under all circumstances, where it shall be understood as revoked by the personal attendance at the Meeting of the represented party or, where applicable, by the exercise of his right to remote voting.

Art. 14 also states that one shareholder may not be represented by more than one representative at the same General Shareholders Meeting.