



ORDINARY GENERAL SHAREHOLDER MEETING
SPECIMEN OF ATTENDANCE CARD/ VOTE BY POST/ DELEGATION

The ordinary general shareholder meeting shall be held at the registered office in Alcobendas (Madrid), Avda. De Bruselas 26, on June 27th 2018 at 13:00 CET (first call) or on June 28th 2018 at same time (second call).

Shareholders wishing to attend the General Shareholders Meeting, exercise their right to group together or award their representation **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.**

ATTENDANCE

The General Shareholders Meeting may be attended by shareholders who hold 100 or more shares registered in their name in the corresponding annotations-in-account register five days prior to the date on which the meeting is to be held, and **certify this fact by the corresponding attendance card or certificate issued by the corresponding deposit entities or in whatsoever other way laid down in current legislation. The shareholder who wish to attend to the meeting shall sign this attendance card in the below blank, and to provide it at the meeting on the scheduled date, together with the certification of their condition as shareholders above said.**

Signature of the shareholder attending

In, 2018

Mr/Mrs.
Tax ID

Number of shares



VOTE BY POST

Shareholders who hold 100 or more shares registered in their name in the corresponding annotations-in-account register five days prior to the date on which the meeting is to be held, and certify this fact by the corresponding attendance card or certificate issued by the corresponding deposit entities or in whatsoever other way laid down in current legislation may, accordingly with art. 11 of the Bylaws, may exercise their right to vote by post. The shareholders who opt for distance voting shall be considered to be present for the constitution of the corresponding General Shareholder Meeting. For the intents and purposes of processing the votes issued by post, the votes must be received at least five days before the date set for the General Shareholder Meeting at first call, and those received later shall not be calculated (art. 25.4 Regulations of the General Shareholders Meeting of Codere S.A.).

If new issues, not initially included on the agenda, or new proposed resolutions are put to a vote, the vote by post will be understood as issued in the sense in which the Chairman of the EGM will vote, in respect of those shares which he has not received specific voting instructions for those issues or proposed decisions. If the Chairman of the EGM is in a conflict of interest regarding those new issues or proposed decisions, this voting will be understood as issued against them.

Issues on the agenda	1	2	3	4	5	6	7	8	9	10	11	12
In favor												
Against												
Abstain												

Item 13 of the agenda is informative only.

Signature of the voting shareholder

Mr/Mrs.
Tax ID
Number of shares
In,2018

PROXY

The shareholder to whom this card has been issued grants his proxy for this General Shareholders Meeting to: (please check the box, and appoint a representative. The shareholder must sign below, and attach the document which certifies his condition as shareholder as above said. The representative shall show an identity document, ID or passport).

Mr/Mrs. Tax ID.....

- If you don't write the name of your proxy, it will be assumed that you have delegated your vote to the chairman of the Board of Directors of Codere S.A. or to the Director he may appoint. In absence of specific instructions, the proxy-holder will vote in favor of the proposals of agreement submitted to the AGM at the time in which it was convened.
- If new issues, not initially included on the agenda, or new proposed resolutions are put to a vote, the proxy-holder will vote in the manner he deems appropriate, except he receives specific voting instructions from the shareholder.
- If the representative has a conflict of interest while voting any of the issues or proposal or resolutions submitted to the EGM, he is authorized to delegate his vote to any other person not in a conflict of interest who will exercise the proxy, regarding those issues or proposals. In case he does not delegate his vote, then the proxy-holder is here mandated to vote against them.

Voting instructions: (If you wish to provide express voting instruction to your proxy regarding all, or some of the items in the agenda, please complete the following table).

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Item 13 of the agenda is informative only.

Signature of the delegation shareholder

Proxy-Holder's signature

In, de 2018

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Mr/Mr
Tax ID
Number of shares

SHAREHOLDERS WISHING TO DELEGATE THEIR VOTE OR VOTE BY POST.

Shareholders with attendance right (as per art. 11 of the Bylaws and art. 13 of the Regulations of the General Shareholders Meeting), that is, those shareholders who hold 100 or more shares registered in their name in the corresponding annotations-in-account register five days prior to the date on which the meeting is to be held, may award their representation to other person (even though said person is not a shareholder) by using the delegation formula. The representation shall be awarded by sending the attendance and delegation card duly completed and signed by the shareholder awarding the representation and also for his representative, or by remote means of communications that comply with the requirements laid down in art. 189.2 of the Spanish Companies Act.

The delegation card may be delivered in the register office or sent by post to General Secretariat, Avenida de Bruselas 26, Alcobendas (Madrid).

Accordingly with art. 25 of the Regulations of the General Shareholders Meeting, for the intents and purposes of 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 Shareholder Meeting at first call, and those received later shall not be calculated.**

SHAREHOLDERS WHO WISH TO GROUP THEIR SHARES

Accordingly with art. 11 of the Bylaws and 13 of the Regulations of the General Shareholders Meeting, shareholders who do not hold at least 100 shares, 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.

If you need further clarification, please contact with the General Secretariat by phone (+3400913542849) or by email (secretaria.consejo@codere.com o inversor@codere.com).

AGENDA

ONE.- Examination and approval of the annual accounts (balance sheet, profit and loss account, statement of changes in net wealth, cash flow statement and annual report) and management report of CODERE, S.A., and of the annual accounts (balance sheet, profit and loss account, statement of comprehensive income, statement of changes in net wealth, cash flow statement and annual report) and management report of its consolidated corporate group, for the financial year ending 31 December 2017.

TWO.- Examination and approval of the proposed allocation of results of the financial year ending 31 December 2017.

THREE.- Approval of the Board of Directors' management during 2017.

FOUR.- Re-election of Board Members. The following proposals will be separately voted upon:

- 4.1. Re-election of Mr. Norman Raúl Sorensen Valdez, as an Independent Director.
- 4.2. Re-election of Mr. Matthew Charles Turner, as an Independent Director.
- 4.3. Re-election of Mr. David Anthony Reganato, as a Proprietary Director.
- 4.4. Re-election of Mr. Timothy Paul Lavelle, as a Proprietary Director.
- 4.5. Re-election of Mr. Manuel Martínez-Fidalgo Vázquez, as a Proprietary Director.

FIVE.- Authorisation to acquire own shares, directly or through Group companies.

SIX.- Authorisation to the Board of Directors, for a maximum term of five years, to issue ordinary bonds, debentures, promissory notes and other securities that recognize or create debt, as well as preference shares and other equivalent instruments, and guarantee those issuances by Companies of Group Codere, and apply for their admission to trading.

SEVEN.- Authorisation to the Board of Directors to increase the share capital once or several times in accordance with art. 297.1.b) of the Spanish Companies Act, at any time within a period of 5 years at most, through monetary contributions amounting to a maximum nominal amount of 101,942,960,36 euros (equivalent to 20% of the current share capital), under the terms and conditions it may deem appropriate. Granting the Board the power to exclude the pre-emptive subscription right stated in art. 506 of the Spanish Companies Act.

EIGHT.- Amendment of art. 16 of the Bylaws.

NINE.- Amendment of art. 10.1 of the Regulations of the General Shareholders Meeting of Codere S.A.

TEN.- Approval of the 15 days advance notice with which the General Shareholders meeting must be convened in accordance to art. 515 of the Spanish Companies Act.

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

CONSULTATIVE OR INFORMATIVE ITEM

TWELVE.- Consultative vote held on the Annual Directors Remuneration Report for the 2017 financial year.

THIRTEEN.- Information on the amendment of the Regulations of the Board of Directors of the Company.