

**REPORT OF THE NOMINATIONS, REMUNERATION AND CORPORATE
GOVERNANCE COMMITTEE OF CODERE, S.A. IN RELATION TO
THE APPOINTMENT OF TWO NEW DOMINICAL DIRECTORS**

1. INTRODUCTION.

This report is issued in connection with the appointment of two directors that shall cover the vacant posts produced in the Board of Directors.

The selection of the two proposed directors has taken place following the evaluation process of two candidates presented by the so-named "Key Executive Parties" under the shareholders' agreement of the Company dated 6 April 2016, and upon concluding favourably on the suitability of the two candidates purpose of this report. The two proposed directors will be dominical directors.

Article 529.decies of the Spanish Companies Act, in relation to the appointment and re-election of directors, establishes in section 6 that:

"The proposal for the appointment or re-election of any non-independent director must also be preceded by a report from the Nominations and Remuneration Committee".

Article 529.quindecies 3d) of the Spanish Companies Act and article 2 of the Regulations of the Board of Directors of Codere S.A. are similar, stating that the Board of Directors will make its proposals for the appointment of Directors to the General Shareholders' Meeting and will make the appropriate Nominations by co-optation *"at the proposal of the Nominations, Remuneration and Corporate Governance Committee, in the case of Independent Directors; and following a report from the Nominations, Remuneration and Corporate Governance Committee in the case of the remaining Directors"*. Likewise, Article 16.2.e. of the Board Regulations establishes as the competence of the Nominations, Remuneration and Corporate Governance Committee to *"report on the Nominations of the remaining directors, for appointment by co-option or for submission to the decision of the general shareholders' meeting, as well as the proposals for their re-election or separation by the general shareholders' meeting"*.

Pursuant to these articles, the Nominations, Remuneration and Corporate Governance Committee issues this report containing an evaluation of two dominical directors whose appointment is proposed.

2. EVALUATION OF MR. ALBERTO MANZANARES SECADES

a) Education and personal experience

Mr. Manzanares holds a Law degree from the Universidad Autónoma de Madrid and a Doctorate in Civil Law from the same university.

He is currently Counsel with the Corporate and Financial practice area of the law firm Ontier.

Previously he was a partner for many years and, subsequently, Of Counsel until 2018, of the law firm Clifford Chance, specialising in the Banking and Finance sector, particularly in corporate finance transactions such as syndicated loans, and acquisition and asset financings, as well as other types of refinancing and restructuring procedures.

He is also currently Professor at the Instituto de Empresa and has been for many years Associate Professor at the Universidad Autónoma, as well as Honorary Professor of the same university, and Collaborating Professor in the Master's Degree in Access to Law.

b) Appointment and category

If appointed, Mr. Alberto Manzanares Secades would join as dominical director appointed by the Key Executive Parties under the shareholders' agreement of the Company dated 6 April 2016, published through relevant fact no. 237456 dated 15 April 2016.

c) Suitability

The Compliance Committee of Codere, S.A. has verified the suitability of Mr. Alberto Manzanares Secades for the exercise of the office, ensuring that he meets the requirements established in the Group's internal regulations.

c) Absence of incompatibility and conflicts

It has been verified that the candidate is not under any cause of incompatibility, prohibition or permanent conflict of interests that prevents him from duly performing the duties of his position.

3. EVALUATION OF MR. FERNANDO SEMPERE RODRÍGUEZ

a) Education and personal experience

Mr. Sempere holds a Law degree from the Universidad Autónoma de Madrid and a Diploma from Centro de Estudios Tributarios y Económicos.

He currently practises as an active lawyer in the firm of Velázquez Abogados, of which he is a founding partner, having previously practised law at other firms, and being especially active in the field of gambling law, as evidenced by his publications.

He participates on the boards of directors of various publishing companies, and has experience in the management of companies dedicated to the gambling sector, as will be afterwards detailed.

b) Appointment and category

If appointed, Mr. Sempere would become a dominical director appointed by the Key Executive Parties under the Company's shareholders' agreement dated 6 April 2016, published in relevant fact No. 237456 dated 15 April 2016.

c) Suitability

The Compliance Committee of Codere, S.A. has verified the suitability of Mr. Fernando Sempere for the performance of his duties, ensuring that he meets the requirements established in the Group's internal regulations.

c) Absence of incompatibilities and conflicts

Regarding Mr. Sempere, and according to its own declaration, the following circumstances have been identified:

- Regarding the companies of the Comar Group, he: (i) is a minority shareholder, not member of the Board of Directors, of the company Casino del Atlántico, S.A.; (ii) is a director non-shareholder of the company Casino Marítimo, S.A.; and (iii) renders professional advice to various companies of the group regarding luck, betting and gambling games; and
- Regarding companies related to the controlling shareholder of the Comar group (Heirmarmene, S.L.U.), he is director in several companies in the publisher sector, which have no relation with the activity sector of the Codere group.

In this sense, it has been verified that the Codere group has a historic collaboration relation since 2012 with the Comar Group in Spain (as of this date, there are commercialization and exploitation contracts of sports bets and authorized premises in various Autonomous regions in place) and, on the other side, the Comar group is shareholder of 49% of the share capital of Codere Apuestas Galicia, S.L.

Notwithstanding the above, the Company considers that the commercial relation with the Comar group is not especially significant in its activities as a whole. The revenues of the Codere group deriving from its commercial relations with the Comar group are below 3% of its total revenues in Spain in 2018.

On its part, it is estimated that the Comar Group's revenues derived from its commercial relations with the Codere group represent as well less than 3% of its total revenues in Spain in 2018.

To the above, it is worth adding that the activity performed by Mr. Sempere in the Comar group is limited and does not affect in any way the commercial or corporate strategy related to the commercial interests of Codere.

Finally, Mr. Sempere has stated that, in the event of being appointed as director of Codere, S.A., he will refrain from participating in the deliberations and voting of any decision in which there might be a direct or indirect conflict of interest with the Codere group.

For all the above, it is concluded that the known and described circumstances do not prevent Mr. Sempere from duly performing the duties of his position, without appreciating an invalidating conflict of interest.

3. CONCLUSIONS

As a result of the foregoing, taking into account their personal and professional conditions, this Committee understands that both Mr. Alberto Manzanares Secades and Mr. Fernando Sempere Rodríguez have the knowledge, aptitudes, experience, capabilities and merits necessary to hold the position of Director of Codere S.A. This Committee therefore considers them suitable and submits a favourable report to the Board of Directors to propose to the General Shareholders' Meeting their appointment as directors for the statutory period of two years, with the category of dominical directors.

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