

PROPOSED RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY GENERAL SHAREHOLDERS MEETING OF CODERE S.A., TO BE HELD ON FIRST CALL ON JUNE 26, 2019 OR, ON SECOND CALL, ON JUNE 27, 2019.

ONE.- Annual accounts and corporate management.

1.1.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 ended December 31, 2018.

1.2. Examination and approval of the Non-financial statement for the financial year ended December 31, 2018.

1.3.Examination and approval of the Board of Directors' management during 2018.

1.1.To approve the Annual Accounts (balance sheet, profit and loss account, statement of changes in net wealth, cash flow statement and annual report) and the Management Report of the company CODERE S.A. and the consolidated 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 corporate group, for the financial year ending December 31, 2018, formulated by the company's Board of Directors at its meeting of February 26, 2019.

A copy of the Accounts and Reports, to include the auditors' verification report, will be filed for deposit at the Commercial Registry, along with a certification of this resolution and the one related to the allocation of results, referred to in Art. 279 of the Consolidated Version of the Capital Stock Companies Act.

1.2. To approve the non-financial statement for the financial year ended December 31, 2018, included in the Management Report of CODERE S.A. and formulated by the Board of Directors at its meeting of February 26, 2019.

1.3. To approve the management carried out by Codere S.A.'s Board of Directors during the 2018 financial year, ended December 31, 2018.

TWO.- Examination and approval of the proposed allocation of results of the financial year ending December 31, 2018.

In light of the proposal made by the management body, to approve the allocation of results for the financial year ended December 31, 2018, as follows (figures in thousands of Euros):

Distributable base:

Balance in the profit and loss account	(9,447)
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Allocation:

To the legal reserve	
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To negative results of previous years	(9,447)
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THREE.- Appointment of Directors. The following proposals will be separately voted upon:

3.1. Appointment of Mr. Alberto Manzanares Secades as Proprietary Director.

3.2. Appointment of Mr. Fernando Sempere Rodríguez as Proprietary Director.

3.1. Pursuant to the Board of Directors' proposal, to appoint Mr. Alberto Manzanares Secades as Proprietary Director, for the maximum by-law term of 2 years.

The Meeting is informed that this proposed appointment was made by the Appointments, Remuneration and Corporate Governance Committee, and was duly made available to the Shareholders following publication of the announcement and until the General Meeting was held.

3.2. Pursuant to the Board of Directors' proposal, to appoint Mr. Fernando Sempere Rodríguez as Proprietary Director, for the maximum by-law term of 2 years.

The Meeting is informed that this proposed appointment was made by the Appointments, Remuneration and Corporate Governance Committee, and was duly made available to the Shareholders following publication of the announcement and until the General Meeting was held.

FOUR.- Re-election of the Auditors of the Company and its Consolidated Group.

Re-elect for a three years term (fiscal years 2019, 2020 and 2021) “ERNST & YOUNG S.L.” as audit firm for the Company and its Group. “ERNST & YOUNG S.L.” has its registered office in Madrid, Plaza Pablo Ruiz Picasso 1, registered in the Trade Register of Madrid with the next inscription data: tomo 12.749, Libro 0, folio 215, Sección 8ª hoja M-23123, C.I.F B-78970506, and registered in the R.O.A.C. with number SO530.

FIVE.- Compensation Policy for Directors of Codere S.A. Maximum amount to satisfy all Directors in that condition.

To approve the Compensation Policy for Directors of Codere S.A. for fiscal years 2019, 2020 and 2021. Said Policy has been made available to shareholders, together with all the materials related to this General meeting, since the date of its announcement.

Pursuant to Section 529 septedecies of the Spanish Companies Act, this Remuneration Policy determines that maximum amount of annual remuneration to satisfy all directors in that condition is TWO MILLION EUROS (€2,000,000).

SIX.- 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.

To approve, in accordance with art. 515 of the Spanish Companies Act, that the Extraordinary General Shareholders meetings may be called with a 15 days of previous notice, provided that the Company provides electronic voting procedures effectively accessible to all shareholders. These resolutions shall be in force until the next Annual General Meeting.

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

To empower each and every one of the members of the Board of Directors and Secretary and Vice-Secretary of the Board of Directors, in the broadest terms, so that any one of them, indistinctly and jointly and severally, may carry out any steps and actions required, or adopt any measures that may be necessary to successfully enforce the resolutions adopted, including the publication of any necessary announcements, appearing before a Notary Public to formalise the resolutions in a public deed, remedying any defects in the formalisation of such resolutions, following the Commercial Registry's verbal or written comments, taking any steps that may be necessary to ensure that the resolutions adopted are registered at the Commercial Registry, if necessary.

EIGHTH.- Consultative vote held on the Annual Directors Remuneration Report for the 2018 financial year.

Pursuant to the Capital Stock Companies Act and best practices in Corporate Governance, to hold a consultative vote on the Annual Directors Remuneration Report of “Codere S.A.”, which was made available to the shareholders along with the other General Meeting documentation following its announcement date.

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

The Company has made available to all shareholders the report on this issue.