

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 26th 2019 at 12:00 CET (first call) or on June 27th 2019 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, 2019

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.).

Issues on the agenda	1.1	1.1. shareholder alternative resolution	1.2	1.2. shareholder alternative resolution	1.3	1.3. shareholder alternative resolution	2	3.1	3.2	4	5	6	7	8	9	10 shareholder proposed resolution
In favor																
Against																
Abstain																

Item 9 of the agenda is informative only.

Signature of the voting shareholder

Mr/Mrs.
Tax ID
Number of shares
In,2019

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).

- 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.

[illegible]

In case of Proxy or remote voting, and in relation to all items of the Agenda, the Proxy-holder will cast the vote as indicated in the delegation card and in absence of instructions, in accordance with section 24 of the Regulations of the Regulations of the General Shareholders Meeting of the Company, and Recommendation 10 of the Code of Good Corporate Governance, it will be understood as voting in favour of the proposed resolution.

Proxy-Holder's signature

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Mr/Mr	Tax ID	Number of shares
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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.- 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.

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

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.

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

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

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.

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

CONSULTATIVE OR INFORMATIVE ITEM

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

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

ADDITIONAL ITEM

TENTH.- Exercise of Corporate action against Mr. Norman Sorensen Valdez and his dismissal as director.