

REPORT OF THE AUDIT COMMITTEE
FOR THE MEETING TO BE HELD ON
26 FEBRUARY 2019

A. INTRODUCTION

Section 4 of Article 529R of the Capital Companies Act, introduced by the Fourth Final Provision of Law 22/2015, of 20 July, on auditing, provides, without prejudice to other functions attributed or pursuant to the Bylaws, the Regulations of the Board of Directors, the audit committee shall have at least the following competence:

"e) Establish appropriate relations with the external auditor to receive information on any issues that may pose a threat to their independence, for consideration by the committee, and any others related to the development process of the audit, and, when appropriate, authorization of services other than those prohibited under the terms set out in article 5, sections 4 and 6.2.b) of Regulation (EU) No 537/2014 of 16 April, and 3rd section of chapter IV of Title I of Law 22/2015, of 20 July, on auditing, on the regime of independence, as well as other communications provided for in audit legislation and auditing standards. In any case, the Audit Committee shall receive annually from the external auditors written confirmation of their independence from any directly or indirectly related entity or entities thereof, as well as detailed and individualized information of any additional services of any class provided to said entities by said external auditors or by persons or entities linked to them in accordance with applicable legislation on account auditing.

*f) **Annually issue, prior to issuance of the audit report, a report which will express an opinion on the independence of the auditors or audit firms.** This report shall contain, in any case, reasoned assessment of the performance of each and every one of the additional services referred to in the previous paragraph, considered individually and collectively, other than the statutory audit and in connection with the independence or the regulations of the audit activity".*

These obligations are incorporated in the Bylaws of Codere, S.A. in Article 26 and in the Regulations of the Board of Directors under Article 14.

Specifically, Article 14, paragraph 3 2nd g) of the Regulation of the Board of Directors of Codere, S.A. provides that it is the duty of the Audit Committee to:

"Annually issue, prior to issuance of the audit report, a report which will express an opinion on the independence of the auditors or audit firms. This report shall, in any case, report on the provision of additional services as referred to above".

In addition, the said article 14.3. in paragraph c) provides that the Committee is required to ensure the independence of the external auditor, and to this end shall:

- i) That the company communicate the change in auditor as a relevant fact to the Spanish Securities and Market Commission (CNMV), together with a statement on the eventual existence of disagreements with the outgoing auditor and, if such disagreements had existed, what they consisted of;*

- ii) *Ensure that the company and the auditor respect the regulations in force regarding the provision of services other than auditing services, the limits to the concentration of the auditor's business and, in general, all other norms established to ensure the independence of the auditors;*
- iii) *That in the event that the auditor should choose to resign, the Committee shall examine the reasons why.*

Accordingly, the Audit Committee of Codere, S.A. in the meeting on 26 February 2019, resolved to test the independence of the auditor of the company the group, issuing the opinion that the law and internal company regulations so requires.

B. REVIEW OF AUDITOR INDEPENDENCE.

As already mentioned in the preceding section, Article 14 of the Regulation of the Board of Directors of Codere, S.A. indicates that for the purpose of ensuring the independence of the external auditor, the Audit Committee must check or ensure certain points, specifically:

b.1.) Ensure that the company and the auditor respect the regulations in force regarding the provision of services other than auditing services, the limits to the concentration of the auditor's business and, in general, all other norms established to ensure the independence of the auditors;

With regard to the receipt of fees billed by the audit firm and its related companies to the Codere Group, said fees amounted in 2018 to a total of 2.329.351 euro, of which 1.619.983 euro correspond to audit, and rest, amounting to 709.368 euro for services other than auditing (verification services, tax advice...).

	CODERE SA	REST GROUP	TOTAL
EY Audit Fees	207.874	1.412.109	1.619.983
Other services connected with auditing	37.050	76.181	113.231
Tax services	0	479.137	479.137
Other services	39.000	78.000	117.000
Total Payment to EY	283.924	2.045.427	2.329.351

This implies that fees charged by the auditing firm and its affiliates for services other than audit companies, represent 30,45% of the total amount invoiced by ERNST & YOUNG S.L. and its related companies form Codere S.A. and its Group and therefore, most of the revenue that the firm receives are specific to audit work.

In addition, the auditing company includes in its Annual Transparency report 2018 (published on its website [https://www.ey.com/Publication/vwLUAssets/ey-informe-anual-de-transparencia-2018/\\$FILE/ey-informe-anual-de-transparencia-2018.pdf](https://www.ey.com/Publication/vwLUAssets/ey-informe-anual-de-transparencia-2018/$FILE/ey-informe-anual-de-transparencia-2018.pdf)) on its revenues in the year ended 30 June 2018 (last published):

**Revenues of Ernst & Young S.L.
Year ended 30 June 2018**

	Revenues (in thousands of euro)	Percentage
Audit work	98.916	38%
Other services	159.893	62%
TOTAL	258.809	100%

Given that the total amount invoiced to the Codere Group by E&Y Spain amounted to 816.814 euros, we can conclude that this figure represents 0,3% of the revenues of the auditing firm in Spain during the year ended 30 June 2018.

As for EY global revenues for the year ended 30 June 2018, the company has published on its website (<https://www.ey.com/es/es/newsroom/news-releases/ey-logra-unos-ingresos-record-de-34-800-millones-de-dolares>). Total revenue reached 34,800 million dollars (equivalent to €30.774 million¹) in all markets and for all services. Accordingly, the amount billed to the Codere Group in 2018 for audit work and other services, would for the EY Group represent 0'007% of their worldwide income.

Based on the information disclosed above, the Audit Committee concludes that there are no objective reasons to question the independence of the Auditor.

b.2.) In the event that the auditor should choose to resign, the Committee shall examine the reasons why.

Since the resignation of the external auditor has not occurred, the Audit Committee has nothing to report on this matter.

b.3.) The Audit Committee shall receive annually from the auditors or audit firms written confirmation of their independence from any directly or indirectly related entity or entities thereof, and information of any additional services of any class provided to said entities by said auditors or audit firms.

The Audit Committee of Codere S.A. received in the meeting of 26 February 2019 written confirmation from the external auditors of their independence, formalized by letter dated 20 February 2019 signed by the Partner responsible for the account of Codere S.A. and its consolidated group.

This declaration of independence implies that the auditor of the Company during 2018 has not incurred any of the grounds of incompatibility contained in the Law on Auditing that prevent them from exercising their duties with due independence.

C. CONCLUSIONS

The Audit Committee of Codere S.A., in view of the circumstances set out above and all applicable legislation, believes that there is no reason to doubt the independence of the ERNST

& YOUNG S.L. during the year 2018 and so hereby declares.

In Madrid, on 26 February 2019