

CODERE, S.A.

F/A. Mr. Norman Sorensen Valdez
(Chairman of the Board of Directors)
Avenida de Bruselas, 26
(28108) Alcobendas -Madrid

Madrid, March 2, 2020

Dear Sirs,

Pursuant to article 168 of Spanish Legislative Royal Decree 1/2010 of July 2 passing the restated Companies Law (*Real Decreto Legislativo 1/2010, de 2 de julio, por el que se aprueba el texto refundido de la Ley de Sociedades de Capital* (-"**LSC**"), article 16 of the Articles of Association and article 9.2 of the Shareholders' Meeting Regulation of CODERE, S.A. (the "Company"), the shareholder MASAMPE, S.L., beneficial owner and actual holder of 14,670,072 shares in the Company, representing 12.38% of the share capital, hereby requests the Board of Directors to call the Special Shareholders' Meeting to decide on the removal of the following Board members:

- Norman R. Sorensen Valdez
- Matthew Turner
- Timothy Lavelle

To such effect, it is requested that the agenda for the Special Shareholders' Meeting subject matter of this request for call should contain the following items:

ONE Removal of independent Director Norman R. Sorensen Valdez

TWO Removal of independent Director Matthew Turner

THREE Removal of nominee Director Timothy Lavelle

For the appropriate purposes, the following documents are attached hereto:

1. Copy of the certificate evidencing the holder of said shares and that they represent a shareholding exceeding the required 3% of the share capital of the Company.
2. Proposals for resolutions relating to the aforementioned items on the agenda, and the relevant grounds, meeting the legal requirements, for their publication and to make them available to the shareholders of the Company when the requested meeting is called.

Yours sincerely,

MASAMPE, S.L.

(Represented by José Antonio Martínez Sampedro- Sole Director -)

FOUNDED PROPOSALS FOR RESOLUTIONS SUBMITTED TO THE SPECIAL SHAREHOLDERS' MEETING OF CODERE, S.A., EXERCISING THE RIGHT TO REQUEST THAT THE SHAREHOLDERS' MEETING BE CALLED PURSUANT TO ARTICLE 168 OF THE COMPANIES LAW, ARTICLE 16 OF THE ARTICLES OF ASSOCIATION AND ARTICLE 9.2 OF THE SHAREHOLDERS' MEETING REGULATION

Exercising the right conferred by article 168 of Spanish Legislative Royal Decree 1/2010 of July 2 passing the restated Companies Law (*Real Decreto Legislativo 1/2010, de 2 de julio, por el que se aprueba el texto refundido de la Ley de Sociedades de Capital -"LSC"* or the "**Companies Law**"-), article 16 of the Articles of Association and article 9.2 of the Shareholders' Meeting Regulation of CODERE, S.A. (the "**Company**"), the shareholder MASAMPE, S.L., beneficial owner and actual holder of 14,670,072 shares in the Company, representing 12.38% of the share capital, has requested the Board of Directors to call a Special Shareholders' Meeting to decide on the removal of the following Board members: (i) independent Director Norman R. Sorensen Valdez, (ii) independent Director Matthew Turner, and (iii) nominee Director Timothy Lavelle.

For the appropriate purposes, this document contains (i) proposals for specific resolutions relating to the aforementioned items on the agenda for the notice of call for the Special Shareholders' Meeting; and (ii) the relevant grounds for the proposals for resolutions.

1. RESOLUTION RELATING TO THE REMOVAL OF INDEPENDENT DIRECTOR NORMAN R. SORENSEN VALDEZ

Proposal for a resolution:

"ONE *Removal of independent Director Norman R. Sorensen Valdez.*

To remove Norman Sorensen Valdez from office as director of the Company."

Grounds:

Masampe, S.L., shareholder of the Company, proposes the removal of independent Director Norman R. Sorensen Valdez, for violating, on an ongoing manner and repeatedly, the duties of loyalty and due diligence that, pursuant to articles 225, 227 et seq. of the Companies Law, are required from him as director of the Company. In particular, among other actions, it is deemed that he has failed in such duties since, in his capacity as Chairman of the Board of Directors and Audit Committee, he has assumed a leading role in the internal investigations and decisions finally adopted by the Board of Directors of the Company relating to the accounting inconsistencies reported to the market as Relevant Facts on October 7 and November 13, 2019, causing with his actions serious damage to the corporate interests, since the investigations have concluded that fraudulent accounting has occurred, avoiding in-depth investigation of the matter and, thus, the attribution of liability.

Thus, it is requested that a Special Shareholders' Meeting of the Company be called to resolve the removal of Mr. Sorensen from office as director of Codere.

2. RESOLUTION RELATING TO THE REMOVAL OF INDEPENDENT DIRECTOR MATTHEW TURNER

Proposal for a resolution:

"TWO *Removal of independent Director Matthew Turner.*

To remove Matthew Turner from office as director of the Company."

Grounds:

Masampe, S.L., shareholder of the Company, proposes the removal of independent Director Matthew Turner, for violating, on an ongoing manner and repeatedly, the duties of loyalty and due diligence that, pursuant to articles 225, 227 et seq. of the Companies Law, are required from him as director of the Company. In particular, among other actions, it is deemed that he has failed in such duties since, in his capacity as director and member of the Audit Committee, he has participated in a relevant manner in the internal investigations and decisions finally adopted by the Board of Directors of the Company relating to the accounting inconsistencies reported to the market as Relevant Facts on October 7 and November 13, 2019, causing with his actions serious damage to the corporate interests, since the investigations have concluded that fraudulent accounting has occurred, avoiding in-depth investigation of the matter and, thus, the attribution of liability.

Thus, it is requested that the Special Shareholders' Meeting of the Company be called to resolve the removal of Mr. Turner as director of Codere.

3. RESOLUTION RELATING TO THE REMOVAL OF NOMINEE DIRECTOR TIMOTHY LAVELLE

Proposal for a resolution:

"THREE *Removal of nominee Director Timothy Lavelle.*

To remove Timothy Lavelle from office as directors of the

Company."

Grounds:

Masampe, S.L., shareholder of the Company, proposes the removal of nominee Director Timothy Lavelle, for violating, on an ongoing manner and repeatedly, the duties of loyalty and due diligence that, pursuant to articles 225, 227 et seq. of the Companies Law, are required from him as director of the Company. In particular, among other actions, it is deemed that he has failed in such duties since, in his capacity as director and member of the Audit Committee, he has participated in a relevant manner in the internal investigations and decisions finally adopted by the Board of Directors of the Company relating to the accounting inconsistencies

reported to the market as Relevant Facts on October 7 and November 13, 2019, causing with his actions serious damage to the corporate interests, since the investigations have concluded that fraudulent accounting has occurred, avoiding in-depth investigation of the matter and, thus, the attribution of liability.

Thus, it is requested that the Special Shareholders' Meeting of the Company be called to resolve the removal of Mr. Lavelle as director of Codere.