



**ORDINARY & EXTRAORDINARY GENERAL SHAREHOLDER MEETING
SPECIMEN OF ATTENDANCE CARD/ VOTE BY POST/ DELEGATION**

The ordinary & extraordinary general shareholder meeting shall be held at the registered office in Alcobendas (Madrid), Avda. De Bruselas 26, on July 24th 2020 at 16:00 CET (first call) or on July 25th 2020 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

Mr./Mrs.
Tax ID
Number of shares
In, 2020

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	1.2	1.3	2	3.1	3.1. Shareholder's alternative resolution	3.2	3.2. Shareholder's alternative resolution	3.3.	3.4.	3.4. Shareholder's alternative resolution	3.5	3.6	4.1.	4.2.	4.3	5	6	7	8	9	10	11	12	13	14	15	16	17
In favor																													
Against																													
Abstain																													

Item 11 and 12 of the agenda are informative only.

Signature of the voting shareholder

Mr./Mrs.
Tax ID
Number of shares
In2020

PROXY

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).

Mr/Mrs. Tax ID.....

- Except otherwise indicated, proxy shall be deemed to be extended to those items not included in the agenda, that may be voted during the meeting, as well as proposed decisions not submitted by the Board of Directors.
- If you don't write the name of your proxy, it will be assumed that you have delegated your vote to the Chairman, Secretary or Vice Secretary of the Board of Directors of Codere S.A. in that order in case of absence or conflict of interest.
- If you have not included voting instructions, you have included as representative any of the aforementioned individuals, and he/she was in a conflict of interest, the proxy shall be deemed granted to any of the remaining, in the established order.

Voting instructions: (If you wish to provide express voting instruction to your proxy regarding all, or some of the items in the agenda, please complete the following table).

Issues on the agenda	1.1	1.2	1.3	2	3.1	3.1. Shareholder's alternative resolution	3.2	3.2. Shareholder's alternative resolution	3.3.	3.4.	3.4 Shareholder's alternative resolution	3.5	3.6	4.1.	4.2.	4.3	5	6	7	8	9	10	11	12	13	14	15	16	17
In favor																													
Against																													
Abstain																													

Item 11 and 12 of the agenda are informative only.

Signature of the delegation shareholder

Proxy-Holder's signature

In, de 2020

Mr/Mr
Tax ID
Number of shares

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) and also by electronic means, through a platform installed in the Company's website (www.grupocodere.com), link "2020 Shareholders' Meeting" section "Representation" following the rules and instructions set out there.

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 (juntageneral@codere.com o inversor@codere.com).

AGENDA

ONE - Annual accounts and company management.

- 1.1. Examination and approval of the annual financial statements (balance sheet, income statement, statement of changes in net equity, the cash flow statement and notes thereto), and the management report of CODERE, S.A., and of the annual financial statements (balance sheet, income statement, the statement of comprehensive income, statement of changes in net equity, the cash flow statement and the notes thereto) and the management report of its consolidated group of companies, for the year ended 31 December 2019.
- 1.2. Examination and approval, as the case may be, of the non-financial information statement for the year ended 31 December 2019.

1.3. Examination and approval, as the case may be, of the performance of the Board of Directors during the year ended 31 December 2019.

TWO.- Examination and approval of the proposed distribution of profit for the year ended 31 December 2019.

THREE - Re-election of directors. The following proposals shall be subject to a separate vote:

3.1. Re-election of Mr. Norman R. Sorensen Valdez as an Independent Director

3.2. Re-election of Mr. Matthew Turner as Independent Director.

3.3. Re-election of Mr. David Reganato as Nominee Director.

3.4. Re-election of Mr. Timothy Lavelle as Nominee Director.

3.5. Re-election of Mr. Manuel Martínez-Fidalgo Vázquez as Nominee Director.

3.6. Re-election of MASAMPE S.L. as Nominee Director.

FOUR.- Reduction of capital by reducing the nominal value of the shares and creation of a non-disposable reserve in accordance with article 335 c) of Spanish Company Law.

4.1. Agreement on the reduction in capital.

4.2. Modification of article 5 of the Corporate Bylaws

4.3. Delegation of powers to the board of directors.

FIVE.- Modification of section 9 of article 24 of the Corporate Bylaws.

SIX.- Setting of the maximum amounts to be paid to the directors.

SEVEN.- Approval, if appropriate, of the modification of sections 4 and 5 of the current policy on directors' remuneration, applicable to the 2019, 2020 and 2021 financial years, and modification of the maximum global annual amount of directors' remuneration.

EIGHT.- Authorization to enable the Board of Directors to acquire own shares either directly or through other group companies.

NINE - Approval of the fifteen-day period for calling Extraordinary General Meetings under the terms of Article 515 of the Spanish Capital Companies Act.

TEN.- Delegation of powers to formalise, interpret, amend and enforce the resolutions adopted in the General Shareholders' Meeting.

POINTS OF AN ADVISORY OR INFORMATIVE NATURE

ELEVEN.- Vote, in an advisory capacity, on the 2019 Remuneration Policy Report.

TWELVE.- Information on the modification of the Regulations of the Board of Directors of the Company.

At the request of Masampe, S.L. (shareholder representing more than three percent of the share capital) under the provisions of Article 168 of the Spanish Capital Companies Act, the following are included

POINTS REQUESTED AT THE REQUEST OF THE SHAREHOLDER MASAMPE S.L.

THIRTEEN.- Termination of the Independent Director Mr. Norman R. Sorensen Valdez.

FOURTEEN.- Termination of the Independent Director Mr. Matthew Turner.

FIFTEEN.- Termination of the Nominee Director Mr. Timothy Lavelle.

ADDITIONAL ITEMS

SIXTEEN.- Appointment of Mr. José Antonio Martínez Sampedro as director of the Company.

SEVENTEEN.- Appointment of Mr. Luis Javier Martínez Sampedro as director of the Company.