

PROCEDURE FOR THE EXERCISE OF THE RIGHTS OF REPRESENTATION AND VOTING BY MEANS OF REMOTE COMMUNICATION

The Board of Directors, pursuant to the authorization granted by Article 11 of the Bylaws and 25 of the Regulation of the Annual General Meeting, has authorized the following procedure for the exercise of the rights of representation and voting by means of remote communication at the Annual General Meeting.

1. Right to representation.

The right to attend the Annual General Meeting may be delegated to another person, who may or may not be a shareholder. Representation must be given in a special capacity for each Annual General Meeting by any of the means indicated below. Such representation shall always be revocable. Personal attendance to the meeting shall be deemed to be the revocation of any proxies granted.

Unless otherwise indicated by the shareholder, proxies shall be extended to matters not on the agenda but which may be voted at the meeting, in which case the proxy shall cast the vote in the manner they consider most favourable to the interests of the Company and the represented party. The same rule shall apply in relation to proposals that may be submitted for decision by the Shareholders and that have not been formulated by the Board of Directors, as well as in the case of proxies validly granted, without express voting instructions.

If the document containing the proxy does not include the identity of the representative, the shareholder shall be deemed to have appointed the Chairman, Secretary or Vice-Secretary of the Board, as their representative, in that order, in case of absence or in case of a conflict of interest. Likewise, in the event that the power of representation received with no voting instructions is granted to any of the aforementioned individuals and they have a conflict of interest, the power of representation shall be understood to have been granted to the corresponding remaining person, also following the order in which they have been listed.

a) By postal correspondence: the attendance card issued by the Iberclear participant (or the one provided by the Company through its web www.grupocodere.com together with a legal document evidencing the number of shares held), duly signed and completed in the corresponding section by the shareholder, shall be sent to the Company's address (Secretaría General, Avda. De Bruselas 26, 28108 Alcobendas, Madrid).

b) by electronic correspondence, 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. Appointment of a representative by electronic means, shall be deemed to be accepted by the representative should he attend in person or telematically to the Meeting. To access and use the system, shareholders must first register as users, evidencing their identity and the shares they hold.

2. Casting of votes.

Shareholders may exercise their right to vote, without having to attend the Annual General Meeting, by using any of the following means. Shareholders who cast their votes in this way shall be considered present for the purposes of the constitution of the Annual General Meeting.

a) By the postal correspondence: The vote shall be cast by filling in the attendance card included in the "Remote Voting" section issued by the depository entity, or which the Company makes available to shareholders via its website (www.grupocodere.com) in the section concerning the Annual General Meeting together with a legal document evidencing the number of shares held. The original card, duly completed and signed, must be sent by postal mail to the Company's registered office (Avda. De Bruselas 26, 28108 Alcobendas, Madrid), to the attention of the Secretaría General

b) By electronic means: Votes may also be cast by mail through electronic means, via a platform installed on the Company's website, www.grupocodere.com, link "2020 Shareholders' Meeting" section, section "Remote voting" which will be active from the date of publication of the notice of the General Meeting. In order to access and use the System, shareholders must register as users, proving their identity and status as shareholders.

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 Shareholders Meeting at first call and those received later shall not be calculated.

3. Common rules for the exercise of rights of representation and voting by means of remote communication.

- Rights of representation and attendance: Shareholders exercising their rights of representation and voting by remote means of communication must have their shares entered in the corresponding Accounts Register five days prior to the Annual General Meeting.
- Legal entities with the status of shareholders: in the case of legal entities with the status of shareholders, the Company reserves the right to require evidence of the sufficiency and validity of the power of attorney of the individual acting on behalf of the shareholder.
- The shareholder's attendance in person at the Annual General Meeting shall render null and void the vote or delegation of representation that had been communicated to the Company by any of the aforementioned remote means of communication.
- Completing the attendance card: In the event that the attendance card does not indicate the way the shareholder has voted, the shareholder will be considered in any case to vote in favor of the proposals for resolutions made by the Board of Directors at each item on the Agenda published in the announcement notice.