

NOTIFICATION OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF CODERE S.A

The Board of Directors of "CODERE Sociedad Anónima", by resolution adopted on May 19 2021, has resolved to convene an Ordinary General Shareholders' Meeting, **to be held exclusively by remote means**, in Alcobendas, at the registered offices located at Avda. De Bruselas nº 26 (28108 Madrid, at 16.00 hours on June 22, 2021, on first call, and at the same time and place, on June 23, 2021, on second call, in accordance with the following

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 2020.
- 1.2. Examination and approval, as the case may be, of the non-financial information statement for the year ended 31 December 2020.
- 1.3. Examination and approval, as the case may be, of the performance of the Board of Directors during the year ended 31 December 2020.

TWO.- Examination and approval of the proposed distribution of profit for the year ended 31 December 2020.

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

FOUR. - Delegation of faculties to formalise, interpret, rectify and execute the resolutions adopted by the General Meeting.

POINTS OF AN ADVISORY OR INFORMATIVE NATURE

FIVE.- Vote, in an advisory capacity, on the 2020 Remuneration Policy Report.

MEETING HELD EXCLUSIVELY BY REMOTE MEANS

In response to the health crisis caused by COVID-19 and as provided for in the eighth final provision of Royal Decree-Law 5/2021, of 12 March, on extraordinary measures to support business solvency in response to the COVID-19 pandemic, which modifies Royal Decree-Law 34/2020, of 17 November, on urgent measures to support business solvency and the energy sector, and on tax matters, Codere's Board of Directors **has decided to hold the Ordinary General Meeting called by this announcement exclusively by remote means**, to safeguard the general interests, health and safety of shareholders, employees and other persons involved in preparing and holding the Meeting, in accordance with current health

regulations. **This means that there will be no physical attendance by shareholders or their proxies.** However, the exercise of the rights of all shareholders shall be guaranteed at all times, as well as their identity and legitimacy and that of their proxies, ensuring that all attendees can effectively participate in the meeting through remote communication channels under applicable legislation, exercising their rights to take part, receive information, make proposals and vote. The Board of Directors of Codere offers the possibility of participating in the meeting through the following channels, to ensure that shareholders who wish to attend and exercise their right to vote can do so: (i) representation; (ii) remote attendance and voting; (iii) early voting through remote communication means; and iv) other means made available by the company, which are detailed in the following sections, on "Rights of attendance, representation and remote voting" and "Remote attendance of the Extraordinary General Meeting". Likewise, the directors may attend the meeting by audio or video conference, regardless of the location of the Chairman of the Board.

COMPLEMENT TO THE NOTICE OF MEETINGS AND PROPOSALS OF RESOLUTIONS:

According to the provisions of Article 519 of the Consolidated Text of the Capital Companies Act, shareholders representing at least, three percent of the share capital, may request the publication of a supplement to the present call of the General Meeting including one or more items on the agenda, as long as the new items are accompanied by a justification or, as the case may be, by a substantiated proposal for a resolution. Likewise, shareholders representing at least three percent of the share capital may submit substantiated proposals for resolutions on matters already included or to be included on the agenda. The exercise of these rights must be made by means of reliable notification to be received at the registered office, addressed to the Secretary of the Board of Directors (Mr. Luis Argüello Álvarez Avda. de Bruselas 26, 28108 Alcobendas, Madrid) within five days following the publication of this notice, indicating: i) identity of the shareholder exercising the right; ii) number of shares held; iii) attendance card or certificate issued by the corresponding depositary entities proving the ownership of the shares on the date of the notice; iv) complete text of the substantiated proposals of matters included or to be included in the agenda; v) any other relevant document. The complement to the notice shall be published, where the case may be, at least fifteen days prior to the date set for the meeting of the Shareholders' Meeting.

The Company shall ensure the diffusion of these proposed resolutions and of the documentation that may be attached to the rest of the shareholders, by means of their insertion on the corporate website.

The company shall ensure the diffusion of these proposed resolutions and the documentation that may be attached to the rest of the shareholders, by means of their insertion on the corporate website.

ATTENDANCE AND VOTING RIGHTS

Pursuant to Article 11 of the Company By-laws, all shareholders owning at least one hundred shares will be entitled to attend the company's General Meetings, provided that these are registered in their name in a book entry register, at least five days before the date scheduled for the Meeting. Furthermore, they must confirm their shareholder status with a suitable document for this purpose, permitted by law. In order to exercise a right to attend a Meeting it will be possible to group these shares. Each share grants the right to one vote. However, in no case may the same shareholder, companies belonging to the same group or others acting in concert with the foregoing, issue at a General Meeting a number of votes that exceeds those inherent to shares representing 44% of the capital stock, even if the number of shares held exceeds this percentage of the capital stock, without prejudice to what is

provided in Article 527 of the Capital Stock Companies Act. This limitation will not affect the votes inherent to shares that are represented by a shareholder as a consequence of what is foreseen in Article 13 of the Company By-laws. However, the foregoing limitation will also apply to the number of votes inherent to the shares of each represented shareholder.

REPRESENTATION

Shareholders with the right to attend the meetings may delegate said right upon a proxy which does not need to be another shareholder provided said proxy has sufficient powers of representation. Proxies must be specific for the particular meeting and presented in writing. 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.

Representation may be made by a) postal correspondence, or b) by electronic correspondence through the corporate web www.grupocodere.com

a) Appointment of representative by postal correspondence: the attendance card issued by the Iberclear participant, duly signed and completed in the corresponding “representation” section by the shareholder, shall be sent to the Company's address (Secretaría General, Avda. De Bruselas 26, 28108 Alcobendas, Madrid). Additionally, shareholders can appoint a representative by postal correspondence by signing the attendance card issued by the Company (available in www.grupocodere.com) and sending it by ordinary mail together with an original document, issued by the custodian bank, certifying the shares holding.

b) Appointment of a representative by electronic correspondence: shareholders who wish to appoint a representative by electronic means shall access to a platform installed in the Company's website (www.grupocodere.com), linking in “2021 Ordinary Shareholders Meeting”, and then link in “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 telematically to the Meeting.

EARLY REMOTE VOTING

Shareholders entitled to attend and vote may cast their vote on the proposed resolutions on the agenda, in advance to the meeting by postal correspondence or by electronic correspondence through the web www.grupocodere.com. In accordance to art. 25 of the Regulations of the General Shareholders' Meeting of Codere, in order to 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. Shareholders casting their vote in such way, shall be considered to be present

for the constitution of the corresponding General Shareholders Meeting.

a) By postal correspondence: In accordance with the Law and the Articles of Association, shareholders may exercise their right to vote on proposals regarding items on the agenda by postal correspondence, for which purpose they must send the duly completed and signed attendance card to the Company, directly (Secretaría General, Avda. De Bruselas 26, 28108 Alcobendas, Madrid), or through the depository institutions.

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 "2021 Ordinary Shareholders' Meeting" section, section "Early Remote voting" and following the instructions thereof.

REMOTE ATTENDANCE AND VOTING

The appointment of a representative or early remote voting, shall be rendered null and void by the remote attendance of the shareholder to the Meeting.

Shareholders entitled to attend the company's General Meetings and their representatives, will be able to attend and vote in the General Shareholders' Meeting, via a platform installed on the Company's website, www.grupocodere.com, link "2021 Ordinary Shareholders' Meeting" section, section "Remote voting" and following the instructions thereof. To access the system, shareholders shall register as user, proving their identity and their condition as shareholders. Shareholders shall prove their identity on the computer platform by attaching to the electronic platform, in the manner indicated therein, a scanned copy of the national ID document, passport or NIE, (or tax number in the case of legal entities), as well as the scanned attendance and proxy card.

Shareholders attending and voting remotely, shall indicate the sense of their voting for each of the items on the agenda. If the shareholder does not cast a vote in any of the items included in the agenda, it will be understood that he/she is voting in favour of the proposal of the Board of Directors.

The Board of Directors has approved a document called "Regulations for the proxy, early remote voting and remote attendance and voting to the General Shareholders Meeting" which includes and details the rules of those participation process, which is available to the shareholders together with the rest of the materials of the Meeting, in www.grupocodere.com.

RIGHT TO INFORMATION: Shareholders may request information or clarification from the directors up to five days prior to the date scheduled for the meeting, or submit written questions on the items on the agenda, as well as any clarifications they consider necessary regarding the information accessible to the public that the company has provided to the National Securities Market Commission since the last General Meeting was held. The Board of Directors empowers the Chief Executive Officer, the Director of Investor Relations, the Secretary and the Deputy Secretary to respond to requests for information on behalf of the Board.

Likewise, the shareholders are informed of their right to examine at the registered office the documentation affecting the agenda that will be submitted for approval by the Extraordinary General Meeting, including, among others:

- a) The full text of the notice calling the shareholders' meeting.
- b) the full text of all the resolutions proposed by the Board, and the reports of the Board in

the required issues;

c) The Annual Financial Statements (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes to the financial statements) of the Company for the year 2020;

d) The Annual Accounts (balance sheet, profit and loss account, statement of comprehensive income, statement of changes in equity, cash flow statement and notes to the financial statements) of its Consolidated Group for the year 2020

e) The report of management and of the Auditors, of the Company, and of its Consolidated Group, all of which refer to fiscal year 2020;

f) Declaration of responsibility

g) Annual Report on Directors' Remuneration for the 2020 fiscal year;

h) Annual Report of the Audit Committee;

i) Annual report of the Compliance Committee;

j) Annual Report of the Nominating, Compensation and Corporate Governance Committee;

k) Report on the independence of the auditor;

l) Report on related-party transactions 2020;

m) 2020 Integrated Report. Statement of non-financial information;

n) The total number of shares and voting rights on the date of the meeting;

o) Model of attendance card and proxy.

p) Indication of the means and procedures for granting proxies at the General Meeting.

q) Indication on the means and procedures for remote communication.

r) Additionally, it is hereby stated that the Annual Corporate Governance Report corresponding to fiscal year 2020, approved by the Board of Directors of the Company at its meeting held on February 25, 2021, is available to the shareholders at the registered office and is accessible by telematic means through the Company's website.

In view of the limitations in force at any given time, arising from the situation generated by COVID-19 health crisis, it is recommended that shareholders who wish to obtain a copy of all or any of the documents indicated above send their request by e-mail to Juntageneral@codere.com, since while such limitations exist, they may make it impossible for shareholders to attend and access the Company's registered office. For that purpose, it is recommended to contact by phone (+34 91 354 2800) in order to arrange an appointment and provide the documents at the registered office if so desired.

All the texts and documents of the General Meeting may be consulted and obtained on the company's website www.grupocodere.com in accordance with the provisions of article 518 of the Revised Text of the Spanish Capital Companies Act, with the same right to obtain the delivery or sending of copies of all the documents free of charge.

PRESENCE OF A NOTARY: The Board of Directors has resolved to request the presence of a Notary to take the minutes of the Extraordinary General Meeting, pursuant to the provisions of section 203 of the Spanish Companies Act, in connection with section 101 and 103 of the Companies Register's Regulations.

DATA PROTECTION.- The personal data of the shareholders and, if applicable, their representatives will be processed by the company CODERE, S.A. (hereinafter, CODERE) with Corporate Tax Identification number A-82110453 and registered office in Alcobendas (28108 Madrid), Avenida de Bruselas, no. 26, for the purpose of managing the holding of the General Meeting of Shareholders, which involves activities such as: i) The identification of the shareholder and, if applicable, the representation through which they act; ii) The registration of the interventions/questions and, if applicable, the direction of the vote. The development of this purpose is protected as it is necessary to comply with the regulations for

capital companies and the Bylaws of CODERE. Shareholders and their representatives are also informed that the General Shareholders' Meeting might be held by electronic means, in person, or in both ways. Any case it will be recorded in order to guarantee their security and to generate an audiovisual record of the different interventions that may take place during the meeting. The data may be communicated to the Notary who will attend the General Shareholders' Meeting, as well as to those third parties who have a recognised right to information under the Law, or if the data is accessible to the public insofar as it is contained in the documentation available in the corporate communication tools, such as the website www.grupocodere.com, annual reports or similar. The data will be kept for the time necessary to fulfil the purpose for which it was collected. The holders of the data can exercise their rights of access, rectification, opposition, suppression, portability and limitation to the treatment by e-mail to proteccion.datos.es@codere.com or by postal communication to the registered office, indicating the reference "Data Protection" and accompanying the required documentation. They also have the right to lodge a complaint with the Supervisory Authority (in Spain, the AEPD).

ELECTRONIC SHAREHOLDERS' FORUM - In accordance with the provisions of Article 539.2 of the Spanish Capital Companies Act, an Electronic Shareholders' Forum has been set up on the company's website www.grupocodere.com, which may be accessed by both individual shareholders and any voluntary associations that may be set up, in order to facilitate communication prior to the holding of the meeting. With the requirements, formalities and consequences that are established in the legal rules that in each case are applicable to this Shareholders' Forum, the initiatives to achieve a sufficient percentage to exercise a minority right provided for by law and offers or requests for voluntary representation may be published. The instructions for accessing the Electronic Forum, as well as its rules of operation, can be found on the aforementioned website.

Madrid May 19 2021 Chairman of the Board Norman Sorensen Valdez.