

Madrid, July 6, 2021

In accordance with article 227 of the consolidated text of the Spanish Stock Market Act approved by the Legislative Royal Decree 4/2015 of 23 October, Codere S.A. (the "**Company**") and together with its subsidiaries, "**Codere**"), hereby informs of the following:

OTHER RELEVANT INFORMATION

Online Transaction

As referred to in its inside information announcement dated 22 June 2021 (register number 945), certain Codere entities, including Codere Newco, S.A.U. and Servicios de Juego Online, S.A.U., have entered into a business combination agreement relating to a transaction (the "**Online Transaction**") involving the disposal of a minority interest in Codere's online business.

Consent Solicitations

As also referred to in that announcement:

- Codere launched a consent solicitation process (the "**Consent Solicitations**") to seek consents from the holders of its approximately €353 million super senior secured notes due 2023 (the "**Super Senior Notes**"); and its €500 million and \$300 million senior secured notes due 2023 (the "**Senior Notes**" and together with the Super Senior Notes, the "**Notes**"; and the holders thereof, the "**Noteholders**"), to certain waivers and amendments to the indentures for the Notes in connection with the Online Transaction (the "**Waivers and Amendments**").
- The members of an ad hoc committee of Codere's largest Noteholders gave advance commitments to vote in favour of the Consent Solicitations.

Results of Consent Solicitations

The Company hereby confirms that the Consent Solicitations have now closed, and the results of the Consent Solicitations are as follows:

| | Voted in favour (% of total outstanding) | Voted against (% of total outstanding) |
|--|--|--|
| Super Senior Notes | 90.31% | 0% |
| Senior Notes (aggregate – an exchange rate of USD 1: EUR 0.8242 has been used) | 88.97% | 0% |
| Senior Notes (USD) (provided for information only – aggregate vote is determinative) | 92.12% | 0% |
| Senior Notes (EUR) (provided for information only – aggregate vote is determinative) | 87.41% | 0% |

The Waivers and Amendments required the consent of the holders of a majority of each of the Super Senior Notes and the Senior Notes, respectively. Accordingly, the Company confirms that the Waivers and Amendments have been approved, and that supplemental indentures giving effect to the Waivers and Amendments have now been entered into.

Restructuring

The Consent Solicitations in relation to the Online Transaction are, for the avoidance of doubt, separate from the consent solicitations that Codere intends to use to implement its wider financial restructuring (the "**Restructuring**"), as referred to in its "Other Relevant Information" announcement dated 2 July 2021 (register number 10446), among others. Further updates in relation to the Restructuring are expected to follow in due course.



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Chief Financial Officer

No Offer or Solicitation

This communication is not a proxy statement and does not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed Online Transaction. This communication also does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor will there be any sale of securities in any states or jurisdictions in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities will be made except by means of a prospectus meeting the requirements of section 10 of the Securities Act of 1933, as amended, or an exemption therefrom.