

Alcobendas May 20<sup>th</sup>, 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. hereby informs of the following:

## **OTHER RELEVANT INFORMATION**

The Board of Directors of Codere S.A., has decided to call the Ordinary General Shareholders' Meeting of the Company, to be held exclusively by remote means at the Company's head office, located in Alcobendas (Madrid), Avda. de Bruselas 26, 28108 at 16.00 on June 22, 2021, on first call, and at the same time and venue, on June 23, 2021 at second call.

The text of the aforementioned notice is attached to this communication, including the agenda of the general meeting, which will be published in the next few days in accordance with the legal and statutory terms. Likewise as the full text of the proposed resolutions made by the Board of Directors in relation to the various items on the agenda.

All the documentation of the Meeting will be available to the shareholders at the registered office and on the Company's website, [www.grupocodere.com](http://www.grupocodere.com).

Luis Argüello Álvarez  
Non-director secretary of the board of directors

English translation for information purposes. Spanish version shall prevail.

**CODERE, S.A.**  
**Ordinary General Shareholders' Meeting**

The Company's Board of Directors 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) on June 22<sup>nd</sup> 2021 at 16:00 in first call, and on June 23<sup>rd</sup> 2021 at 16:00 in second call, in accordance with the following

**AGENDA**

**FIRST.- 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.**

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

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

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

**POINTS OF AN ADVISORY OR INFORMATIVE NATURE**

**FIFTH.- 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

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Extraordinary 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.

## **REASONED PROPOSALS FOR RESOLUTIONS**

In accordance with article 519.3 of the Spanish Corporations Law, shareholders who represent at least three percent of the share capital may file substantiated proposed resolutions regarding topics included or which may be included on the Agenda for the General Meeting. This right may be exercised by attestable notice which must be received at the Company's registered offices, Avda. Bruselas 26, Alcobendas 28108 Madrid, to the attention of the Secretary of the Board of Directors (Mr. Luis Argüello Álvarez), within five days following publication of this official meeting notice indicating: i) identity of the shareholder exercising the right; ii) number of shares held; iii) an original certificate issued by the corresponding deposit entities, proving the ownership of the shares at the date of this call; iv) whole text of each substantiated proposed resolutions regarding topics included or which may be included on the Agenda and v) any other relevant documents.

The Company will publish these proposed resolutions and the documentation attached including them into its 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.

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## 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](http://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](http://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](http://www.grupocodere.com)), linking in “2021 Extraordinary 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](http://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.

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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](http://www.grupocodere.com), link "2021 Extraordinary 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](http://www.grupocodere.com), link "2021 Extraordinary 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](http://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

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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](mailto: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 desired.

All the texts and documents of the General Meeting may be consulted and obtained on the company's website [www.grupocodere.com](http://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

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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](http://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](mailto: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](http://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<sup>th</sup> 2021 Chairman of the Board Norman Sorensen Valdez.

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**PROPOSED RESOLUTIONS OF THE BOARD OF DIRECTORS TO BE SUBMITTED TO THE ORDINARY GENERAL SHAREHOLDERS MEETING OF CODERE S.A., TO BE HELD ON FIRST CALL ON JUNE 22, 2021 OR, ON SECOND CALL, ON JUNE 23, 2021.**

**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.**
- 1.1. To approve the Annual Accounts (balance sheet, profit and loss account, statement of changes in net wealth, cash flow statement and annual report) and the Management Report of the company CODERE S.A. and the consolidated Annual Accounts (balance sheet, profit and loss account, statement of comprehensive income, statement of changes in net wealth, cash flow statement and annual report) and Management Report of its corporate group, for the financial year ending December 31, 2020, formulated by the company's Board of Directors at its meeting of February 25, 2021.
- A copy of the Accounts and Reports, to include the auditors' verification report, will be filed for deposit at the Commercial Registry, along with a certification of this resolution and the one related to the allocation of results, referred to in Art. 279 of the Consolidated Version of the Capital Stock Companies Act.
- 1.2. To approve the non-financial statement for the financial year ended December 31, 2020, included in the Management Report of CODERE S.A. and formulated by the Board of Directors at its meeting of February 25, 2021.
- 1.3. To approve the management carried out by Codere S.A.'s Board of Directors during the 2020 financial year, ended December 31, 2020.

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

In light of the proposal made by the management body, to approve the allocation of results for the financial year ended December 31, 2020, as follows (figures in thousands of Euros):

**Distributable base:**

Balance in the profit and loss account	(377,547)
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**Allocation:**

To negative results of previous years	(377,547)
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**THREE.- Delegation of powers to formalise, interpret, amend and enforce the resolutions adopted in the General Shareholders' Meeting.**

To approve, in accordance with art. 515 of the Spanish Companies Act, that the Extraordinary General Shareholders meetings may be called with a 15 days of previous notice, provided that the Company provides electronic voting procedures effectively accessible to all shareholders. These resolutions shall be in force until the next Annual General Meeting.

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

To empower each and every one of the members of the Board of Directors and Secretary and Vice-Secretary of the Board of Directors, in the broadest terms, so that any one of them, indistinctly and jointly and severally, may carry out any steps and actions required, or adopt any measures that may be necessary to successfully enforce the resolutions adopted, including the publication of any necessary announcements, appearing before a Notary Public to formalise the resolutions in a public deed, remedying any defects in the formalisation of such resolutions, following the Commercial Registry's verbal or written comments, taking any steps that may be necessary to ensure that the resolutions adopted are registered at the Commercial Registry, if necessary.

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

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Pursuant to the Capital Stock Companies Act and best practices in Corporate Governance, to hold a consultative vote on the Annual Directors Remuneration Report of “Codere S.A.”, which was made available to the shareholders along with the other General Meeting documentation following its announcement date.

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