

Codere Online to become the first publicly-listed online gaming operator in Latin America via business combination with DD3 Acquisition Corp. II

- **The online gaming subsidiary of Grupo Codere, launched in 2014, will be listed on the US stock market after its merger with the special purpose acquisition company (SPAC) DD3 Acquisition Corp. II.**
- **Existing Codere Online management to continue operating the business and Codere Group to maintain majority ownership post-business combination.**
- **Proceeds are intended to be used primarily to fund marketing expenditures, technology platform improvements and expansion into new high-growth markets.**
- **Codere Online is thus positioned with the aim of being the leading online sports betting and gaming operator in Latin America.**

Madrid, June 21st, 2021- Codere, a leading Spanish multinational company in the private gaming sector, have entered into a definitive business combination agreement of Codere Online Luxembourg, S.A. (“Holdco”), Servicios de Juego Online, S.A.U. (“SEJO”) and its consolidated subsidiaries, with the publicly-traded special purpose acquisition company DD3 Acquisition Corp. II (Nasdaq: DDMX, “DD3”), approved this Monday by its Board of Directors.

This merge will result in Codere Online, of an estimated enterprise value of approximately \$350 million, becoming a public company, traded on the US Nasdaq stock market. Existing Codere Online management to continue operating the business and Codere Group to maintain majority ownership post-business combination.

“We are proud of this deal, which will provide our online team with the financial resources needed to grow Codere Online and take it to a new, higher level. It is a good signal of the value we have been able to create in the last three years with the fostering of this business”, explains **Vicente Di Loreto, CEO of Codere Group**.

On his part, **Moshe Edree, Managing Director of Codere Online**, affirms “we are thrilled to partner with DD3. This deal brings together the renowned Codere brand and our deep expertise in growing online gaming businesses with a world-class sponsor like DD3 that has a proven track record of building businesses through a team of seasoned investors. By going public and with the new capitalization, we will be in a superb position to leverage our online business in our core countries of Spain, Italy, Mexico, Colombia and Panama, as well as the City of Buenos Aires, where we expect to start operating in late 2021, to fuel our further expansion in other high-growth Latin American markets.”

In this way, Codere Online seeks to take its business model in Spain and Mexico as a base to promote its development in other markets where the company is already present, such as Colombia, Panama or in the City of Buenos Aires, where it will soon begin its operation; as well as being a pioneer in those environments in which the activity could soon be regulated, such as Brazil, Chile, Peru, Uruguay or other regions of Argentina. At the same time, it will analyze options for accessing the Hispanic online gambling niche in the United States.

Martin Werner, founding partner of DD3 Capital Partners said, “we are excited to partner with Moshe and his team to bring Codere Online to the public markets. The omnichannel presence of Codere, paired with the expansive addressable market and limited competition from global gaming operators, gives Codere Online a unique advantage in their expansion across Latin America.”

Transaction overview

The business combination values the combined company at an estimated enterprise value of approximately \$350 million, or 2.3x Codere Online’s estimated 2022 revenue of approximately \$150 million, and an implied equity market capitalization of approximately \$500 million.

Four institutional investors (DD3 Capital Partners Baron Funds, MG Capital, y LarrainVial) have committed to a private investment of more than \$67 million that will close concurrently with the business combination. DD3 has \$125 million of cash in its trust account that, together with the private investment are to be used to fund marketing expenditures, technology platform improvements and expansion into new high-growth Latin American markets.

The respective managing bodies of Codere Online and DD3 have approved the proposed business combination. Completion of the proposed business combination is expected in the fourth quarter of 2021.

Additional information about the proposed business combination is available at www.sec.gov, and in the investors section of the Codere Group website <https://www.grupocodere.com/accionistas-inversores/>, as well as on the recently launched Codere Online website www.codereonline.com.

Grupo Codere continues with the financial restructuring process started in April

This important operation does not imply any change in the restructuring process of the company communicated to the market in April as a consequence of the severe liquidity problems that the group is going through as a result of the pandemic.

The liquidity that this operation generates will be invested mainly in Codere Online. The rest of the group could only receive up to a maximum amount of 30 million dollars and this, subject to the fulfillment of certain conditions. Besides that, the valuation obtained for our online business is not an adequate reference for the rest of the company assets or its retail operation.

The group will continue to report on the restructuring process as relevant milestones occur and recalls that Codere S.A. will reduce its participation in the new consolidated group to 5% (additionally with warrants that will entitle up to 15% of the capital subject to certain conditions) as expressed in the relevant communications regarding the restructuring. Once completed the financial restructuring, the company expects to proceed with its liquidation, thus losing its condition as a listed company.

About Codere

Codere is an international gaming operator, with presence in seven countries in Europe -Spain and Italy- and Latin America -Argentina, Mexico, Panama, Colombia and Uruguay-, which operates slot machines, bingo seats and sports betting terminals with an omnichannel offer, both

through the online channel and the retail, that include gambling halls, arcades, 9,200 bars and racetracks.

www.grupocodere.com.

About Codere Online

Codere Online launched in 2014 as part of the renowned casino operator Codere Group. Codere Online offers online sports betting and online casino through its state-of-the art website and mobile application. Codere currently operates in its core markets of Spain, Italy, Mexico, Colombia and Panama and expects to start operating in the City of Buenos Aires (Argentina) in late 2021. Codere Online's online business is complemented by Codere Group's physical presence throughout Latin America, forming the foundation of the leading omnichannel gaming and casino presence in the region.

www.codereonline.com

About DD3 Acquisition Corp. II

DD3 DD3 was formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, recapitalization, reorganization or other similar business combination with one or more businesses or entities. DD3's efforts to identify a prospective target business are not limited to a particular industry or geographic region.

www.dd3.mx/en/spac

Codere with responsible gaming

Codere is firmly committed to the development of a gaming offer with all the guarantees for the user. With this aim, the group carries out its activity by implementing the best responsible gaming practices, promoting transparency and supporting public policies for the user guarantees, the protection of vulnerable groups and the sustainability of the industry

