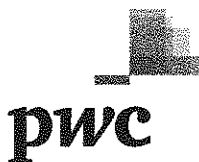


**CODERE, S.A.**

Audit Report, Consolidated Annual Accounts and  
Consolidated Directors' Report for  
the year ended 31 December 2010



***This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation***

To the Shareholders of Codere, S.A.:

We have audited the consolidated annual accounts of Codere, S.A. (parent company) and its subsidiaries (the Group), consisting of the consolidated balance sheet at 31 December 2010, the consolidated income statement, the consolidated statement of recognised income and expenses, the consolidated statement of changes in equity, the consolidated cash flow statement and related notes to the consolidated annual accounts for the year then ended. As explained in Note 2, the Directors of the company are responsible for the preparation of these consolidated annual accounts in accordance with the International Financial Reporting Standards as endorsed by the European Union, and other provisions of the financial reporting framework applicable to the Group. Our responsibility is to express an opinion on the consolidated annual accounts taken as a whole, based on the work performed in accordance with the legislation governing the audit practice in Spain, which requires the examination, on a test basis, of evidence supporting the annual accounts and an evaluation of whether their overall presentation, the accounting principles and criteria applied and the estimates made are in accordance with the applicable financial reporting framework.

In our opinion, the accompanying consolidated annual accounts for 2010 present fairly, in all material respects, the consolidated equity and financial position of Codere, S.A. and its subsidiaries at 31 December 2010 and the consolidated results of its operations and the consolidated cash flows for the year then ended in accordance with the International Financial Reporting Standards as endorsed by the European Union, and other provisions of the applicable financial reporting framework.

The accompanying consolidated directors' Report for 2010 contains the explanations which the parent company's directors consider appropriate regarding the Group's situation, the development of its business and other matters and does not form an integral part of the consolidated annual accounts. We have verified that the accounting information contained in the consolidated directors' Report is in agreement with that of the consolidated annual accounts for 2010. Our work as auditors is limited to checking the consolidated directors' Report in accordance with the scope mentioned in this paragraph and does not include a review of information other than that obtained from the accounting records of Codere, S.A. and its subsidiaries.

PricewaterhouseCoopers Auditores, S.L.

Antonio Vázquez  
Partner

25 February 2011

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**CODERE, S.A. AND SUBSIDIARIES**

Consolidated Annual Report and Consolidated Management Report  
for the year ended December 31, 2010

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**Consolidated Management Report**

**Annual Report on Corporate Governance**

**CODERE, S.A. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEET**  
**(Thousands of euros)**

<b>ASSETS</b>	<b>Note</b>	<b>As of December, 31</b>	
		<b>2010</b>	<b>2009</b>
<b>Non-currentes assets</b>		<b>1,200,543</b>	<b>922,620</b>
Intangible assets	7	244,762	201,354
Intangible assets and rights		333,547	272,723
Depreciation and Provisions		(88,785)	(71,369)
Tangible fixed assets	8	411,197	353,256
Slot machines		257,203	223,401
Land and buildings		200,647	181,099
Lease hold improvements		121,658	84,142
Technical installations and machinery		56,154	41,299
Other tangible fixed assets		117,281	107,250
Depreciation and Provisions		(341,746)	(283,935)
Goodwill	10	289,544	263,149
Long term financial investments	11	217,591	67,711
Loans and receivables		209,584	58,373
Held to maturity investments		7,304	8,385
Other financial assets		703	953
Deferred tax assets	12	37,194	37,025
Other non-currents assets		255	125
<b>Current assets</b>		<b>223,604</b>	<b>276,418</b>
Inventories	14	9,745	9,457
Accounts receivables	15	95,870	145,716
Trade receivables		27,396	75,795
Income tax assets		3,619	4,116
Other account receivables		64,855	65,805
Short term financial investments	16	24,963	25,862
Held to maturity investments		1,531	1,218
Other loans and investments		23,432	24,644
Other short term investments		2,425	5,178
Cash and cash equivalents	24	90,601	90,205
<b>TOTAL ASSETS</b>		<b>1,424,147</b>	<b>1,199,038</b>

The accompanying Notes are an integral part of these IFRS-EU Annual Accounts.

**CODERE, S.A. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEET**  
(Thousands of euros)

SHAREHOLDER´S EQUITY AND LIABILITIES	NotE	As of December 31,	
		2010	2009
<b>Shareholder´s equity attributable to equity holders of the parents</b>	17	<b>106,404</b>	<b>41,845</b>
Share capital		11,007	11,007
Additional paid-in capital		231,280	231,280
Legal reserve and retained earnings		(99,721)	(117,031)
Revaluation reserve		4,765	4,879
Translation differences		(70,258)	(107,373)
Profit/(Loss) for the year attributable to equity holders of the parents		29,331	19,083
<b>Minority Interest</b>	17	<b>26,631</b>	<b>19,624</b>
<b>Total Shareholders equity</b>		<b>133,035</b>	<b>61,469</b>
<b>Non-current liabilities</b>		<b>964,627</b>	<b>875,668</b>
Deferred revenues		544	784
Provisions	18	30,253	31,158
Long-term debt	19	891,056	811,067
Payable to credit entities		60,975	68,475
Issued senior notes		747,690	657,766
Other accounts payable		82,391	84,826
Deferred tax liabilities	12	42,774	32,659
<b>Current liabilities</b>		<b>326,485</b>	<b>261,901</b>
Accrual accounts and others	18	4,354	3,919
Payable to credit entities	19	37,259	20,294
Bonds and other marketable securities		4,112	3,604
Other non-trade payables	19	169,586	132,931
Trade accounts payable	19	92,032	88,195
Income tax liabilities		19,142	12,958
<b>TOTAL SHAREHOLDER´S EQUITY AND LIABILITIES</b>		<b><u>1,424,147</u></b>	<b><u>1,199,038</u></b>

The accompanying Notes are an integral part of these IFRS-EU Annual Accounts.

**CODERE, S.A. AND SUBSIDIARIES**  
**CONSOLIDATED INCOME STATEMENT**  
**(Thousands of euros)**

	<b>Note</b>	<b>2010</b>	<b>2009</b>
Operating revenues		1,126,509	967.925
Net revenues from gaming activities		1,123,642	952.178
Other revenues		2,867	15.747
Operating expenses	23	(986,288)	(847.007)
Materials used and other external expenses		(74,770)	(71.406)
Personnel expenses		(204,434)	(174.918)
Depreciation and amortization		(99,806)	(92.798)
Variation in operating provisions		(1,028)	(3.353)
Other operating expenses		(606,242)	(490.551)
Impairment of assets		(8)	(13.975)
Gains or losses losses on asset disposals		3,501	(4.730)
<b>CONSOLIDATED OPERATING PROFIT</b>		<b>143,722</b>	<b>116.194</b>
Financial revenues	23	8,648	7.723
Financial expenses	23	(77,905)	(76.159)
Exchange gains (losses), net		1,012	10.040
<b>CONSOLIDATED INCOME/(LOSS) BEFORE TAXES</b>		<b>75,477</b>	<b>57.798</b>
Corporate income tax	21	(45,359)	(36.681)
<b>CONSOLIDATED PROFIT/LOSS FOR THE YEAR OF CONTINUING OPERATIONS</b>	3	<b>30,118</b>	<b>21.117</b>
<b>Profit/(loss) of discontinued operations</b>	23	1,323	-
<b>CONSOLIDATED PROFIT / LOSS FOR THE YEAR</b>		<b>31,441</b>	<b>21.117</b>
Attributable to:			
Minority interest		2,110	2.034
Equity holders of the parent		29,331	19.083
<b>Basic and diluted Profit per Share (in euros) of continuing operations</b>	23	<b>0.57</b>	<b>0.38</b>
<b>Basic and diluted Profit per Share (in euros) of discontinued operations</b>	23	<b>0.02</b>	<b>-</b>
<b>Basic and diluted Profit per Share (in euros) attributable to equity holders of the parent (in euros)</b>	23	<b>0.51</b>	<b>0.35</b>

The accompanying Notes are an integral part of these IFRS-EU Annual Accounts.



**CODERE, S.A. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
(Thousands of euros)

	<b>Note</b>	<b>2010</b>	<b>2009</b>
<b>Consolidate profit/loss for the year</b>		<b>31,441</b>	<b>21,117</b>
<b>Other comprehensive income:</b>			
Hedging	20	(989)	(15,970)
Translation differences		36,662	(11,687)
<b>Other consolidated comprehensive net income</b>		<b>35,673</b>	<b>(27,657)</b>
<b>Total comprehensive income for the year</b>		<b>67,114</b>	<b>(6,540)</b>
Attributable to Equity holders of the parent		<b>65,457</b>	<b>(8,291)</b>
Attributable to Minority Interests		<b>1,657</b>	<b>1,751</b>

The accompanying Notes are an integral part of these IFRS-EU Annual Accounts.

**CODERE, S.A. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
(Thousands of euros)

		Share capital	Additional paid-in capital	Retained earnings	Revaluations reserves	Translation differences	Results attributable to the equity holders of the parent	Shareholders' equity	Minority Interest	Total Shareholders' equity
	Note									
Balance at December 31, 2009		11,007	231,280	(117,031)	4,879	(107,373)	19,083	41,845	19,624	61,469
Profit/(Loss) for the year		-	-	-	-	-	29,331	29,331	2,110	31,441
Other consolidated comprehensive income for the year		-	-	(989)	-	37,115	-	36,126	(453)	35,673
Total consolidated comprehensive income		-	-	(989)	-	37,115	29,331	65,457	1,657	67,114
Reversion of Revaluation Reserves		-	-	114	(114)	-	-	-	-	-
Variation of the perimeter and Business Combinations										
- Acquisitions of minority interests	6	-	-	(1,631)	-	-	-	(1,631)	820	(811)
- Business combinations	6	-	-	-	-	-	-	-	6,585	6,585
Reserves of treasury shares	17.c	-	-	(184)	-	-	-	(184)	-	(184)
Provision for put options	18.2	-	-	800	-	-	-	800	-	800
Profit of treasury shares		-	-	117	-	-	-	117	-	117
Dividends (*)		-	-	-	-	-	-	-	(2,055)	(2,055)
Transfers of results to retained earnings		-	-	19,083	-	-	(19,083)	-	-	-
Total variation in equity		-	-	18,299	(114)	-	(19,083)	(898)	5,350	4,452
Balance at December 31, 2010		11,007	231,280	(99,721)	4,765	(70,258)	29,331	106,404	26,631	133,035

(\*) Correspond to dividends distributed to minority interests of spanish subsidiaries.  
The accompanying Notes are an integral part of these IFRS-EU Annual Accounts.

**CODERE, S.A. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
(Thousands of euros)

		Additional		Retained earnings	Revaluations reserves	Translation differences	Results attributable to the equity holders of the parent	Shareholders' equity	Minority Interest	Total Shareholders' equity
Note	Share capital	paid-in-capital								
Balance at December 31, 2008		11,007	231,280	(86,463)	4,987	(95,969)	(10,570)	54,272	20,663	74,935
Consolidated Profit / (Loss) for the year		-	-	-	-		19,083	19,083	2,034	21,117
Other consolidated comprehensive income				(15,970)	-	(11,404)	-	(27,374)	(283)	(27,657)
Total consolidated comprehensive income		-	-	(15,970)	-	(11,404)	19,083	(8,291)	1,751	(6,540)
Provision for put options	18.2	-	-	194	-	-	-	194	-	194
Reversion tax effect of capital issuance costs 2007		-	-	(3,731)	-	-	-	(3,731)	-	(3,731)
Reversion of revaluation reserves		-	-	108	(108)	-	-	-	-	-
Reserves of treasury shares	17.c	-	-	(13)	-	-	-	(13)	-	(13)
Acquisitions of minority interests	6	-	-	(586)	-	-	-	(586)	(470)	(1,056)
Dividends (*)		-	-	-	-	-	-	-	(2,320)	(2,320)
Transfer of results to retained earnings		-	-	(10,570)	-	-	10,570	-	-	-
Total variation in equity		-	-	(14,598)	(108)	-	10,570	(4,136)	(2,790)	(6,926)
Balance at December 31, 2009		11,007	231,280	(117,031)	4,879	(107,373)	19,083	41,845	19,624	61,469

(\*) Correspond to dividends distributed to minority interests of spanish subsidiaries.  
The accompanying Notes are an integral part of these IFRS-EU Annual Accounts.

**CODERE, S.A. AND SUBSIDIARIES**  
**CONSOLIDATED CASH FLOW STATEMENT**  
**(Thousands of euros)**

	<b>Note</b>	<b>2010</b>	<b>2009</b>
Consolidated income/(loss) before taxes		75,477	57,798
Financial results		68,245	58,396
Expenses than do not represents cash movements		121,553	124,409
Depreciation and amortizations		99,806	92,798
Impairment of assets		8	13,975
Other operating expenses		21,740	17,636
Income that does not represent cash movements		(9,565)	(1,762)
Working capital from operating activities		(16,969)	(21,205)
Corporate income tax paid		(39,410)	(44,781)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>24</b>	<b>199,332</b>	<b>172,855</b>
Payments for capital expenditures		(111,908)	(97,380)
Proceeds from divestments of Capital expenditures		199	-
Payments for Long term loans		(20,739)	(27,946)
Proceeds from Long term loans		28,685	41,378
Payments for Investments		(54,330)	(11,435)
<b>NET CASH FROM IN INVESTING ACTIVITIES</b>	<b>24</b>	<b>(158,093)</b>	<b>(95,383)</b>
<b>Bonds issue</b>		<b>95,008</b>	<b>-</b>
Drawing under Senior Debt		64,475	58,492
Repayments Senior debt		(48,475)	(105,432)
Other debt repayments		(1,070)	(773)
<b>Variation in financial debt</b>		<b>14,930</b>	<b>(47,713)</b>
Bank loan received		5,473	37,781
Bank loan repayments		(32,026)	(3,980)
<b>Variations in other bank loan</b>		<b>(26,553)</b>	<b>33,801</b>
<b>Dividend payments</b>		<b>(2,268)</b>	<b>(1,475)</b>
Other financial debt received		4,228	15,850
Other financial debt repayments		(68,243)	(949)
<b>Variations in other financial debts</b>		<b>(64,015)</b>	<b>14,901</b>
Payments for equity instruments		(2,043)	(1,863)
Proceeds for equity instruments		1,978	1,849
<b>Net investments in equity shares</b>		<b>(65)</b>	<b>(14)</b>
<b>Interest income</b>		<b>3,100</b>	<b>1,781</b>
<b>Interest expenses</b>		<b>(70,905)</b>	<b>(68,421)</b>
<b>Cash effect in exchange rates</b>		<b>4,717</b>	<b>(1,482)</b>
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>24</b>	<b>(46,051)</b>	<b>(68,622)</b>
<b>INCREASE/DECREASE) NET CASH AND CASH EQUIVALENTS</b>		<b>(4,812)</b>	<b>8,850</b>
Reconciliation			
Cash and cash equivalents at beginning of period		90,205	83,292
Net cash and cash equivalents effect of exchange rate changes		5,208	(1,937)
Cash and cash equivalents at end of period		90,601	90,205
	<b>24</b>	<b>(4,812)</b>	<b>8,850</b>

There are further explanations about the most significant amounts of this chart in Note 24.  
The accompanying Notes are an integral part of these IFRS-EU Annual Accounts.

**CODERE, S.A. AND SUBSIDIARIES**  
**REPORT ON THE 2010 FISCAL YEAR**  
**(Thousand euros)**

**1. GENERAL INFORMATION**

Codere S.A. (hereinafter the “company” or the “parent company”) was incorporated on 20<sup>th</sup> July 1998 as *sociedad anónima* (public limited company PLC.). It has domicile and registered offices in Avenida de Bruselas 26 in Alcobendas (Madrid).

The corporate purpose of Codere S.A. is described in article 2 of its bylaws and consists of development of investment and reinvestment activities in real estate, hospitality services, amusement and slot machines, casinos, bingo halls and other lawful gaming activities; the use of its funds to acquire ownership interests in Spanish and foreign corporations with the same or a similar corporate purpose; and the coordination of the provision of legal, tax and financial advisory services.

Codere, S.A. and its dependent companies (hereinafter “Codere Group” or “the Group”) are mainly engaged in business activities in the private gaming industry, consisting primarily of the operation of amusement and slot machines, sports betting, bingo halls, casinos and racetracks in Spain, Italy and Latin America. (Argentina, Brazil, Colombia, Mexico, Panama and Uruguay). Companies part of the Group are broken down in Appendix I.

**2. ACCOUNTING POLICIES**

Main accounting policies that have been used to prepare these consolidated annual accounts are described below. These policies have been evenly applied for all years except where otherwise indicated.

**a) Basis for presentation**

Consolidated annual accounts are prepared according to accounting records of Codere S.A. and the consolidated companies. They are presented in thousands of euros in accordance with the International Financial Reporting Standards approved by the European Union (IFRS-EU) on 31st December 2010. They are prepared on the historical cost basis except for financial instruments held for trading that have been measured at fair value and the land and buildings, which are reflected at their historical cost value taking as the historical cost the revalued value up to the fair value at the time of first application of IFRS-UE.

The preparation of the consolidated annual accounts, responsibility of the Company Directors, requires the use of some accounting estimates and Directors must exert their judgement when applying accounting policies in Codere Group. Areas that require an accurate judgement or the most complex or those which are significant for the annual accounts are described in Note 4.

**a.1) New standards, amendments and interpretations**

Standards, amendments and interpretations applicable with effective date during financial year 2010 are the following:

<b><u>Effective for annual periods beginning on:</u></b>		
IFRS 3 (Revised)	Business Combination	1st July 2009
IAS 8	Accounting Policies, Changes in accounting estimates and errors	1st January 2010

**CODERE, S.A. AND SUBSIDIARIES**  
**REPORT ON THE 2010 FISCAL YEAR**  
**(Thousand euros)**

NIC 27 (Revised)	Consolidated and separate financial statements	1st July 2009
IFRS 1 (Revised)	First time adoption of IFRS	1st July 2009
IFRS 2 (amendment)	Share-based Payment	1st January 2010
IFRS 5 (amendment)	Non-current Asset Held for Sale and Discontinued	1st July 2009
IAS 39 (amendment)	Items which can be classified as hedge items	1st July 2009
IFRIC 12	Service Concession arrangements	30th March 2009
IFRIC 15	Agreements for the construction of real estate	1st January 2010
IFRIC 16	Hedges of a Net Investment in a Foreign Operation	1st July 2009
IFRIC 17	Distributions of Non-cash Assets to Owners	1st July 2009
IFRIC 18	Transfers of Assets from Customers	1st July 2009

Improvement project published by IASB in April 2009, which affects the following standards and interpretations:

IAS 1 (amendment)	Presentation of Financial Statements	1st January 2010
IAS 7 (amendment)	Statement of Cash Flows	1st January 2010
IAS 17 (amendment)	Leases	1st January 2010
IAS 18 (Amendment)	Revenue	1st January 2010
IAS 36 (Amendment)	Impairment of Assets	1st January 2010
IAS 38 (Amendment)	Intangible Assets	1st January 2010
IAS 39 (Amendment)	Financial Instruments: Recognition and Measurements	1st January 2010
IFRS 2	Share-based Payment	1 de julio de 2009
IFRS 5	Non-current Asset Held for Sale and Discontinued	1st January 2010
IFRS 8	Operating Segment	1st January 2010
IFRIC 9	Reassessment of Embedded Derivatives	1st January 2010
IFRIC 16	Hedges of a Net Investment in a Foreign Operation	1st July 2010

Directors consider the adoption of these new standards has not had a significant impact in the equity and financial position of the Group, in its income statements and its requirements to disclosure information except for the IFRS 3 (revised) whose impact implies the recognition of incomes amounting 7.5 million euros related to the purchase of William Hills's 50% stake in Codere Apuestas S.L. (Note 6).

In addition, the following standards and interpretations have been issued and are going to come into force shortly but have not yet been adopted by the Group from 1st January 2010:

**Compulsory  
application for  
fiscal years started  
after:**

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**CODERE, S.A. AND SUBSIDIARIES**  
**REPORT ON THE 2010 FISCAL YEAR**  
**(Thousand euros)**

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IAS 24	Related Party Disclosures	1st January 2011
IAS 32 (amendment)	Classifications of rights issues	1st February 2011
IFRS 1 (amendment)	Limited exemption to the requirement to disclose comparative information according to IFRS 7 applicable to IFRS first-time adoption	1st July 2010
IFRIC 14 (amendment)	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	1st January de 2011
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments	30th June 2010

Improvements Project published by IAS in April 2010 that affects the following standards and interpretations:

IAS 1	First time adoption of IFRS	1st January 2011
IAS 3	Business Combination	1st July 2010
IFRS 7	Financial Instruments: Disclosures	1st July 2010
IAS1	Presentation of Financial Statements	1st January 2011

The directors do not consider that the adoption of these new standards will have any significant impact on the consolidate annual accounts of the Group.

**a.2) Comparability**

For more transparency and detail some figures corresponding to 2009 have been reclassified in these consolidated annual accounts, never relevant amounts. During this year, income from sports betting have been recorded net as it is described in note 2.b.20. If the recording would have been similar in 2009 it would have result in lower income and lower expenses amounting 2,035 thousands of euros

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**b) Accounting policies**

**b.1) Consolidation**

- **Subsidiaries**

Subsidiaries are considered the entities in which the Group has enough power to monitor financial and operating policies and this power usually comes along with holding a majority of the voting rights. When evaluating if the Group controls other entity, the existence and effect of the potential voting rights that can currently be executed or changes are taking into account. Subsidiaries are consolidated since the date the Group starts having power to govern them and they are excluded from the consolidation when the Group stop holding that power.

In order to record the acquisition of subsidiaries by the Group, the acquisition method is used. The transferred consideration of the acquisition corresponds with the Fair value of the transferred assets, accrued liabilities and equity interest issued by the Group. The transferred consideration also includes the fair value of any asset or liability deriving from a contingent consideration agreed. Costs related to the acquisition are recorded as expenses in the fiscal year when it was incurred. Identifiable assets acquired and liabilities and contingent liabilities in a business combinations are recorded in their fair value as of the date of the acquisition. For every business combination, the group choose to record any non-dominant stake acquired as their fair value or the proportional part of the non-dominant stake of net identifiable assets of the subsidiary acquired.

Investments in subsidiaries are measured by their cost minus accumulated impairment losses. Cost is adjusted to reflect changes in the final consideration deriving from variations on the contingent consideration. Cost also includes costs directly related to the investment.

Goodwill is measured as the surplus of the sum of the transferred consideration, the amount of any non-dominant stake in the subsidiary and the fair value, as of the date of the acquisition, of the stake in the net worth of the subsidiary acquired, previously held by the buyer fr the net amount, as of the date of the acquisition, of the identifiable assets acquired and assumed liabilities. If thios amount is lower than the fair value of the subsidiary acquired net assets, if the purchase was made under advantageous conditions, the difference is directly recorded as profit in the all-inclusive income statement.

Intercompany transaction, balances and non-realizable profit by transaction among entities of the group are eliminated. Non-realizable losses are also eliminated. Accounting policies of the subsidiaries have been modified when necessary in order to assure that they ar in agreement with policies adopted by the Group.

- **Non dominant transactions and stake**

The Group records transactions with non-dominant stake as transactions with the shareholders of the Group. In the purchase of non dominant stake, difference between the consideration paid and the corresponding amount in books of the subsidiary's net assets are recorded in the net worth. Profit or losses on non dominant stake disposal are also recoded under net worth.



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When the Group stops having significant control or influence, any stake retained in the entity is measured to its fair value and the lower amount in books of the investment is recorded against the income statement. The fair value is the initial amount in books for subsequent accounting purposes of the stake retained in the venture, business combination or financial asset. In addition to this, all amounts previously recorded in other income statement related to that entity is recorded as if the Group had directly sold all related assets and liabilities. This would mean that amounts previously recorded in the other income statement can be reclassified in the income statement.

If the stake of the subsidiary is reduced but the significant influence on it is maintained, it is only reclassified in the income statement the proportional part of the amounts previously recorded.

- **Associates**

Companies in which the Group has a significant influence but it does not have the controlant it has a direct and/or indirect ownership interest of less than 50% and more than 20%. Investments in associates are recorded by the equity method and are initially recorded according to their cost. Investment on associates influences on goodwill identified in the acquisition, net of losses of impairment.

The stake on losses or profit following the acquisition of associates is recorded in the income statement and the stake on movements after the acquisition are recorded on the other all-inclusive income statement. Movements accrued after the acquisition are adjusted against the amount in books of the investment. When the stake of the Group on the losses of the associate is similar or higher than its stake on it, including any non insured receivables, the Group does not record additional losses except when it has obligations or it has paid on behalf of the associate.

As of December 31, 2010 and 2009, there were no companies consolidated into the Group using this method.

- **Joint Ventures**

Joint ventures are consolidated by the proportional integration method, which involves recognizing a proportionate share of the joint venture's assets, liabilities, income and expenses in the consolidated annual according to the stake Codere Group holds on them. Joint ventures are those entities in which the parties have joint control that is applied when the strategic decisions of the activities, both financial and operating, need the unanimous consent of the parties.

Assets, liabilities, revenue and expenses related to joint ventures are recorded in the consolidated balance sheet and the income statement according to their specific nature.

**b.2) Segment information**

Information related to operating segments appears according to the internal information provided to the Directors of the Group

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**b.3) Foreign Exchange Conversion**

**b.3.1) Functional currency**

Entries included in annual accounts of each Group entity is recorded in the local currency in which that entity operates ("functional currency"). Consolidated annual accounts appear in Euros which is the functional and working currency of Codere Group.

**b.3.2) Transactions and balances**

Foreign currency transactions are translated into functional currency at the exchange rates prevailing on the transaction date or on the valuation date, in the case of entries that have been measured again. Exchange gains or losses arising on the settlement of balances arising from foreign currency transactions are recorded in the profit and loss account as they arise.

The monetary items denominated in foreign currency are converted into the corresponding functional currency at the rate of exchange at the end of the year. All the positive and negative differences of exchange, whether realised or not, are assigned to the income statement of the financial year, except the differences of exchange generated by intra-group monetary items which are considered to form part of the investment in a foreign subsidiary, included in the section of "Translation differences" of the consolidated worth.

Foreign currency non monetary items which have been measured at their historical cost value, will be converted as of the date of the transaction and foreign currency non monetary items which have been measured at fair value, will be converted using exchange rate as of the date the fair value is established

**b.3.3) Companies of the Group**

Results and income statement of the companies part of the Group whose functional currency is different from euros convert to euros as follows:

- Assets and liabilities of each balance sheet will be converted using the closing exchange rate as of the date of the balance sheet.
- Revenue and expenses of each income statement will be converted using the monthly average exchange rate.
- The difference between the equity of foreign companies, including the income statement balance as per the above point, translated using the historical exchange rate and the net equity position resulting from the translation of assets, rights and obligations as per the first point above is recorded, as a positive or negative figure as appropriate, as equity on the consolidated balance sheet under "Translation differences".

Adjustments to goodwill and fair value derived from the acquisition of a foreign entity are considered assets and liabilities of the foreign entity and they are converted using the closing foreign exchange rate.

**b.4) Intangible assets**

The intangible assets acquired by the Group are stated at cost less accumulated amortization and impairment losses.

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Subsequent expenditure on capitalized intangible assets is capitalized only when it increases the future economic benefit embodied in the specific asset to which it relates. All other expenditure is expensed as incurred.

- Gaming licenses include amounts paid to authorities and they are paid off for the period of the concession associated therewith
- Exclusivity rights include payments to bar owners for the installation of machines in those bars and they are amortized over the term of the related contract
- Brand names acquired from third parties are recorded in their historical price.
- Installation rights include amounts paid to authorities regarding the different authorizations for the installation of gaming machines. They are amortized over the term of the authorization.

For those intangible assets having finite useful lives, amortization is charged to the consolidated income statement on a straight-line basis over the relevant estimated useful life. The intangible assets are amortized from the date they are available for use. The amortization rates applied are as follows:

	<b>Annual Depreciation Rate</b>
Gaming Licenses	2.5%-7.1%
Exclusivity rights	15%-25%
Installation rights	10% - 33%
Client´s portfolio	4.5%
Computer software	20%
Leasehold assignment rights	10% - 20%

**b.5) Tangible fixed assets**

Tangible fixed assets are carried at cost. Nevertheless, at the first time adoption of IFRS-EU, the Group adopted the decision to revalue land and buildings, using this fair value as cost at that moment.

This revaluation of such land and buildings is recognized directly in equity. A decrease in carrying amount arising on the revaluation of such land and buildings is first charged as an expense in the consolidated income statement. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the revaluation reserve is transferred directly to retained earnings.

Subsequent expenditure on tangible fixed assets is capitalized only when it increases the future economic benefit embodied in the specific asset to which it relates. All other expenditure is expended as incurred.

Non-removable installations in bingo halls and casinos are depreciated over the shorter of the term of the related lease contracts or the depreciation period used for such assets.

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Depreciation is charged to the consolidated income statement on a straight-line basis over the estimated useful lives of each component of the tangible fixed assets. The elements are depreciated from the date they are available for use. Land is not depreciated. The depreciation rates applied are as follows:

	<b>Annual Depreciation Rate</b>
Slot machines	10% - 40%
Amusements machines	10% - 40%
Other installations, tools and furniture	7% - 30%
Information processing hardware	10% - 30%
Transport equipment	10% - 30%
Buildings	2% - 3%
Leasehold improvements	10% - 30%
Technical installations and machinery	7% - 30%

Financial expenses related to loans directly attributable to acquisition, construction or production of tangible assets, in the terms and conditions included in the revised IAS 23, are recorded as part of the cost of that asset.

**b.6) Goodwill**

All business combinations are accounted for by applying the purchase method of accounting. Goodwill represents the difference between the acquisition cost and the fair value of the net identifiable assets acquired and liabilities assumed.

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is no longer amortized but is tested annually for impairment. The goodwill is assigned to the Group's cash generating units which coincide, in general, with the operative segments, which correspond to geographical areas (except the division for activities in Spain and Italy), as the cash generating units which make up the lines of activity (slot machines, bingo and casinos), do not provide sufficiently detailed information for individual analysis, since normally several different kinds of operations coincide in the same location; for example, slot machines may be installed in bingo halls and casinos (Note 6).

Nevertheless, and given the market characteristics of the Codere Group in Italy (Note 10), the Management of the Group has opted to modify, in the 2007 financial year, its system of management for operations in that country, starting to assign the goodwill to the following groups of cash generating units: indirectly operated slot machines (business in which Codere has a part, but without being involved in the operation), and bingos.

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**b.7) Impairment of non financial assets**

At each end of year the presence or otherwise of indications of possible impairment of the value of the fixed non-current assets is evaluated, including goodwill and intangibles. If there are such indications, or when it is a matter of assets whose nature demands an annual analysis of impairment, the Group estimates the recoverable value of the asset, and this is the larger of the fair value, deducted from transfer costs, and its value in use. This value in use is determined by means of the deduction of future estimated cash flows, applying a rate of deduction before tax which reflects the value of the money over time and considering the specific risks associated with the asset.

When the recoverable value of an asset is below its net accounting value, it is considered that there is an impairment of value. In this case, the carrying value is adjusted to the recoverable value, assigning the loss to the income statement. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to such cash-generating units and then, to reduce the carrying amount of the other assets in the unit based on an individual analysis of the assets impaired.

For those assets which do not generate highly independent cash flows, the recoverable amount is determined for the cash generating units to which the valued assets belong.

The charges for depreciation of future periods are adjusted to the new accounting value during the remaining useful lifetime.

When new events take place, or changes of pre-existing circumstances, which show that a loss due to impairment recorded in a foregoing period might have disappeared or been reduced, a new estimate is made of the recoverable value of the corresponding asset. The losses due to impairment that have been recorded previously only revert if the hypotheses used in the calculation of the recoverable value had been changed since the most recent loss due to impairment was recognised. In this case, the carrying value of the asset is increased up to its new recoverable value, with the limit of the net accounting value which that asset would have had if no losses due to impairment in previous periods had been recorded. The reversion is recorded in the income statement and the charges for depreciation in future periods are adjusted to the new carrying value. The losses due to impairment of goodwill are not the object of reversion in subsequent periods.

In order to determine the calculations of impairment, the Group estimates future cash flows for each cash generating unit has been done using projection models including the most relevant operational, financial and macro-economic indicators in each case. The explicit projection horizon used is five years. Since then on, a specified terminal value is estimated as a perpetual annuity calculated with a constant growth rate. The first year of the explicit projection horizon is based on the detailed budgets approved at each unit for the next financial year and includes, when appropriate, the variations due to significant developments that have occurred after their approval. The subsequent years of the explicit projection horizon reflect the ups and downs reasonably expected according to the strategies and action plans defined by the Group for each of the markets where it operates, in accordance with their distinctive characteristics and their individual competitive dynamics.

For goodwill, the recoverable amounts are estimated as of the date of the balance sheet. The losses corresponding to acknowledged goodwill impairments cannot be reversed in future periods.

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**b.8) Financial Assets**

Financial investments classified as held for trading are stated at fair value, with any resultant loss or gain recognized in the consolidated income statement. The fair value is their quoted price at the consolidated balance sheet date.

Loans, receivables and financial investments where the Group has the positive intent and ability to hold to maturity, are stated at amortized cost less impairment losses.

Other financial investments held by the Group are classified as available-for-sale and are stated at fair value, less all necessary sale expenses, with any resultant gain or loss being recognized directly in equity. When these investments are sold, the cumulative gain or loss previously recognized directly in equity is then recognized in the income statement.

If an available-for-sale investment does not have a quoted market price in an active market and other methods of determining fair value do not result in a fair estimate, the investment is measured at cost less impairment losses.

In the consolidated balance sheet, loans and accounts receivable maturing in under 12 months from the balance sheet date are classified as current and those maturing over 12 months from the balance sheet date as non-current. The Group records provisions for impairment on loans and accounts receivable when there are circumstances that reasonably permit them to be classified as doubtful

Acquisitions and other dispositions of usual financial assets are recognised on the date of the negotiation which corresponds to the date when the Group arranges to acquire or sell an asset.

Information regarding derivative financial instruments is detailed in the Note b.11.

**b.9) Inventories**

Inventories mainly include bingo cards and bars and restaurants inventories. Inventories are stated at the lower of acquisition cost or net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and selling expenses.

**b.10) Impairment of financial assets**

When a decline in the fair value of an available-for-sale financial asset has been recognized directly in equity and there is objective evidence that the asset is impaired, the cumulative losses that have been recognized directly in equity are recognized in the current year profit and loss account even though the financial asset has not been de-recognized. The amount of cumulative loss that is recognized in profit or loss is the difference between the acquisition cost and current fair value, less any impairment loss on that financial asset previously recognized in profit or loss.

An impairment loss of an investment in an equity instrument classified as available-for-sale is not reversed through the profit and loss account, rather through equity.

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If the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in the profit and loss account, this loss would be reversed through the profit and loss account.

The recoverable amount of the Group's investments in held-to-maturity securities and receivables carried at amortized cost is calculated as the present value of estimated future cash flows, discounted at the original effective interest rate.

An impairment loss of a held-to-maturity security or a receivable carried at amortized cost is reversed if the subsequent increase in the recoverable amount can be related objectively to an event occurring after the impairment loss was recognized.

**b.11) Derivative Financial Instruments and Hedge Activities**

The Group enters into hedge contracts to hedge foreign exchange rate changes affecting the operations of Mexico and Argentina, which account for a significant percentage of the Group's total sales.

These contracts' aim is to hedge an important percentage of the consolidated sales of the Group. Sales denominated in Argentinean pesos and Mexican pesos which are subject to the economical risk of the Group due to the fluctuations in the exchange rate of these currencies regarding the euro. Through these hedge contracts, exchange rate variations in order to reduce fluctuations in the consolidated sales in euros of the Codere Group.

These hedge contracts entered by Codere Group are forwards. These forwards consists on a contract on credit whose aim is to establish on the date of contracting expected exchange rate when buying or selling Argentinean or Mexican pesos versus American dollars and/or euros. Main features of these forward contracts are:

- There is a exchange rate for buying or selling these currencies listed in regulated markets
- It constitutes a binding contract among the parties, top financial entities and Codere Group.
- Basics conditions are not standardized, every financial entity establish its exchange rates on credit according to supply and demand
- It does not involve an initial payment
- Liquidation will be calculated on differentials between the price agreed and the market price on the date of the forward or the date of the liquidation.

The price of the forwards will be established according to the spot, plus/less the interest rate differential between the currencies subject to the exchange, moved to the term of the forward. This interest rate differential capitalized since the current date is the one that allows fixing future exchange rate of the currencies.

The hedged items are identified amounts of sales denominated in Argentinean pesos and Mexican pesos, identified as cash flow hedges on highly probable forecasted transactions. The hedges related to the variation in the cash flows that are attributable to foreign currency risk associated with these forecasted transactions.

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The Group measures the effectiveness of a hedge by comparing the cash flow of the estimated sales to which the hedge risk is attributed with the fair value of the hedge instrument. This fair value is calculated by applying to current exchange rate according to its maturity the nominal value of the hedge instrument.

The variations in the fair value of the derivatives which satisfy the requirements and have been assigned to covering cash flows, as they are highly effective, are recognised in equity. The part considered to be ineffective is assigned directly to results. When the expected transaction or the firm undertaking are transformed into the accounting entry of a non-financial asset or liability, the accumulated profits and losses in equity turn to form part of the initial cost of the corresponding asset or liability. In other cases, the profits and losses previously recognised in equity are assigned to results in the same period in which the transaction covered affected the results in the first period in which the transaction covered affects the net result.

**b.12) Trade receivables**

Trade receivables are amounts owed by the customers due to the sale of goods or services during the operating period. If the amount is due within (or in the normal operating period if longer) they are classified as current assets, otherwise they are considered non current assets.

Trade receivables are initially recorded regarding their fair value and then their amortized cost according to the method of effective interest rate less losses related to the value impairment.

**b.13) Cash and cash equivalents**

Cash and cash equivalents is comprised of cash at banks, cash on hand, and short-term deposits with an original maturity of three months or less, which are not subject to significant fluctuations.

**b.14) Share Capital**

Ordinary shares are classified as shareholders' equity.

Incremental costs directly attributable to the issuance of new shares or options are recorded in the net worth as a deduction, net of taxes, of the revenue.

When any entity of the Group acquire shares of the Company (own shares), the paid consideration, including the incremental cost directly attributable (net of income tax) is deducted from the net worth attributable to the tenants of worth in the Company until it is cancelled, new issued or transferred. Gains or losses on the sale of these shares is recorded in shareholder's equity.

**b.15) Payables**

Payables are amounts owed due to the purchase of goods or services acquired to suppliers during the ordinary operating period. Payables are classified as current liabilities if the amount is due within one year (or in the normal operating period if longer). Otherwise, they are considered non current liabilities.

Trade receivables are initially recorded regarding their fair value and then their amortized cost according to the method of effective interest rate less losses related to the value impairment.

**b.16) Financial debt**



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Financial debts are initially recorded in their fair value less transaction costs in which they incurred. Subsequently, financial debts are measured regarding their amortized value; any difference between amounts borrowed (net of costs needed for their obtention) and the redemption value is recorded in the income statement during the life of the debt according to the method of the effective interest rate

Commissions paid in order to obtain credit facilities are recorded as costs of debt transaction when it is likely that part or all of it is going to be drawn. In this case, commissions differ until the disposition takes place. When it is unlikely, the commission is capitalized as an anticipated payment for liquidity services and it is amortized during the period referred in the credit availability.

**b.17) Current and deferred taxes**

Income tax in the consolidated profit and loss account includes both current and deferred taxes. Income tax expense is recognized in the consolidated income statement except to the extent that the tax relates to items directly recognized in equity, in which case the tax is also recognized in equity.

The consolidated income statement for the financial year includes the expense for Company Tax of the consolidated companies by global and proportional integration, in the calculation of which the amount of the tax accrued over the financial year, the differences between the taxable base and the consolidated accounting result, as well as the bonuses and deductions in the amount to which the group companies have a right are contemplated.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the consolidated balance sheet date, and any adjustment to tax payable in respect to previous years.

Deferred income tax is recorded, using the liability method, for all temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes calculated at the consolidated balance sheet date.

Deferred taxes relating to the following temporary differences are not recorded: goodwill not deductible for tax purposes and the initial recognition of an asset or liability in a transaction that at the time of the transaction affects neither the accounting profit nor taxable profit or loss.

Deferred taxes to temporary differences that arise in investment in subsidiaries and associates are recognized except when the Group could control the date of the temporary differences reversal and it is possible that they were not going to be reverted in the foreseeable future.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is expected to be realized or the liability is expected to be settled, based on tax rates (and tax laws) that have been enacted at the consolidated balance sheet date.

Deferred income tax assets are recognized for all deductible temporary differences, carry-forwards of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each consolidated balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

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**b.18) Employee benefits**

- Severance pay

Severance pay is given to employees due to the decision of the Group to terminate his or her employment agreement before the legal age of retirement or when the employee agrees to terminate it in exchange for some benefits. The Group recognizes these benefits when it is engaged to terminate current agreements according to a detailed formal plan which is not going to change. When an offer is made in order to promote voluntary resignation of employees, severance pays are measured regarding the number of employees that are expected to accept this offer. Benefits that are not going to be paid within the twelve months since the date of the balance sheet are deducted to their current value.

- Bonus

The Group recognizes a liability and bonus expenses when it is agreed by contract or when the practice in the past becomes an implicit liability.

- Retirement bonus

Retirement bonus are recorded with the amount accrued to the closing date for the fiscal year for those entities in which, according to their collective agreements, this is applied.

**b.19) Provisions and contingent liabilities**

A provision is recognized in the consolidated balance sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. The amount recognized as a provision is the best estimate of the expenditure required to settle the present obligation at the consolidated balance sheet date.

Provisions are reviewed at each consolidated balance sheet date and adjusted to reflect the current best estimate of the related liability.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a borrowing cost.

For its part, contingent liabilities are considered to be those possible obligations arising as a consequence of past events, the materialisation of which is conditional upon one or more future events independently of the will of the consolidated companies. These contingent liabilities are not the object of accounting record, with the details thereof being presented in the report (Note 22).

**b.20) Recognition of revenue**

Revenues and expenses are recognized on an accrual basis, i.e. when the actual flow of the related goods and services occurs, regardless of when the resulting monetary or financial flow arises.

Revenue for the main business lines are posted to accounts as follows:

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- Slots: Revenues from slot machines are recorded as the net win collected, including taxes payable, except in Uruguay where there are no direct taxes.
- Bingo: Revenues from bingo halls are recorded as the total amount of bingo cards sold, according to their face value, less bingo prizes, which are recorded as a deduction of the gross revenue.
- Casinos and others: Revenues are recorded at the net amount collected by the operator.
- Racetracks: the total amount wagered by players is recorded as revenue, less racetracks prizes.
- Betting: This income is entered into the accounts as the net takings for the operator.

Interest income are recognised by using the effective interest rate method. When a receivable records an impairment loss, the Group reduces carrying amount to its recoverable value, which is calculated as estimated future cash flows, discounted at the original effective tax rate of the instrument, and it continues updating the receivable as interest income. Loans interest income which recorded impairment loss are recognised using the original effective tax rate.

Dividend revenue are recorded when the right to receive the payment is established.

**b.21) Leases**

Leases in which the lessor substantially assumes risks and advantages as considered operating leases. Payments of operating leases (net of bonus received from the lessor) are recorded in the income statement in a linear base during the period of leasing

The Group leases some tangible fixed assets. Those leases in which the Group substantially assumes all the risks and rewards of the ownership are classified as finance leases. Finance leases are capitalized at the beginning of the leasing, at the lower value between the fair value of the leased good and current value of minimum lease payments.

Every payment of the lease is divided into liability and financial burden. Liabilities of lease payments, net of financial burdens, are included in long term accounts payable. The amount corresponding to the interest derived from the financial burden is recorded in the income statement during the period of leasing so it is obtained a constant periodic interest rate in the debt pending to be amortized during each period. Tangible fixed assets acquired through finance lease are amortized during the shortest time between the useful life of the asset and the lease period.

**b.22) Earning per share**

Basic profit per share is calculated as the quotient of the result of the period for the dominant company and the average number of ordinary shares during that period, taking into account own shares of the Group

**b.23) Discontinued operations**

Discontinued operations are all component of the Group that has been transferred, it has been used in a different way or it has been classified for sale and it represents an important business line or geographic area in the operations, is part of an individual plan or it is dependant exclusively acquired for sale. Results from discontinued operations is recorded in a specific line in the income statement net of taxes.

**3. GOALS AND MANAGEMENT POLICIES FOR FINANCIAL RISK**

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**a) Sources of funding of the Group and policy of leverage.**

The Group generally obtains funding from third parties with the following purposes:

- Funding the operational needs of the companies in the Group
- Funding the investments from the Business Plan of the Group

In relation with the structure of the capital of the Group, two levels of priority of payment are maintained towards the financial creditors:

- In the first place, the priority debt, with expiry in different periods, signed with national and international banks of the first order.
- In the second place, the issue of obligations, the payment for which, under certain circumstances, is subordinate to that of the priority debt; with expiry in 2015, and subscribed by international financial investors.

In relation with the policy of leverage followed by the Group, the criterion is not to indebt oneself above certain multiples of its EBITDA, of its consolidated Cash Flow and of its Service of the Debt, which is in accordance with the obligations contracted for with financial creditors and investors.

**b) Main risks for the Group**

The main risks in business for the Group include but are not limited to, on the one hand, those relating to the gaming sector in which the Group operates (regulatory risk as this is an intensely regulated sector, risk of public perception of the gaming sector, risk of increase in competition) and on the other, those specific to Codere (political, economic and monetary risks associated with international operations, risks of litigation, risks deriving from the indebtedness of the company, risks of dependence on third parties as the Group does not own some of the gaming licences that we operate, risks deriving from the growth strategy, risk of concentration on the supply of slot machines in Spain, risks of incapacity for offering safe gaming products and maintenance of integrity and security of the business lines, and the risk of operating in a joint venture with third parties in some of our operations).

**c) Financial risk management**

The operations expose the Group to several financial risks: market risk (including exchange rate risk, risk of fair value due to interest rate and price risk), credit risk and liquidity risk. The program of risk management of the Group focuses on uncertainty of financial markets and it tries to minimize potential adverse effects related to the financial profitability of the Group. The Group uses derivative financial instruments in order to cover some risk exposures.

Main financial instruments of the group include credit facilities, bank loans, issuance of liabilities and finance and operating leases. Main goal of these instruments is, on the one hand, financing need of flowing capital and on the other, finance the investments.

Risk management is controlled by the Central Treasury department of the Group according to policies approved by the Board of Directors. This department identifies, evaluates and covers financial risks with the help of the operating units of the Group. The Board provides writing policies for the global risk management as well as for specific areas such as foreign exchange risk, interest

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rate risk, liquidity risk, use of derivative or non derivative financial instruments and liquidity surplus investment.

*c.1) Market risk*

*Exchange rate risk (currencies)*

The Codere Group keeps investments of a significant nature in countries with a currency other than the euro, and the investments in Argentinean and Mexican pesos are particularly important.

The Group's policy in this regard is to minimize the situations in which the companies have assets and liabilities denominated in different currencies, so that potential devaluations in these currencies would not impact the Group's shareholders equity. Also, hedging contracts have been entered into in order to eliminate exchange rate risk of Latin American currencies, in particular the Mexican and Argentine pesos. The aim of the Group is in this sense to cover an identified part of its cash flows in these countries, by means of the use of contracts of exchange rate on credit on those currencies (see disclosure of these contracts of exchange rate in Note 20).

For the presentation of the market risks, IFRS 7 requires an analysis of sensitivity which shows the hypothetical effects of changes in the relevant variables of risk on the results and own funds. The exchange rate risk as it is defined by the IFRS 7 arises from financial assets or liabilities of a monetary nature denominated in a currency which is not the functional one for each company. The differences which arise in the results from the transformation of the financial statements to the currency of presentation of the financial statements of the Group are not taken into account.

The companies of the Group carry out their operations predominantly in their respective functional currencies. As a consequence, the exchange rate risk which arises from the operations is low.

A table is presented below with the effects on results and shareholders' equity (in thousand euros) of the variations of exchange rate with regard to the close for the most significant currencies of the Group:

Currency	Exchange rate 12.31.2010	Thousand euros			
		10% devaluation of the euro		10% appreciation of the euro	
		Impact on results	Impact of own shares	Impact on results	Impact of own shares
ARS/EUR	5.27	(242)	-	242	-
BRL/EUR	2,23	78	1,045	(78)	(1,045)
COP/EUR	2,557.46	12	-	(12)	-
USD/EUR	1.34	55	799	(55)	(799)
UYU/EUR	26.86	52	420	(52)	(420)
MXN/EUR	16.54	10,787	-	(10,787)	-

Currency	Exchange rate 12.31.2010	Thousand euros			
		10% devaluation of the euro		10% appreciation of the euro	
		Impact on results	Impact of own shares	Impact on results	Impact of own shares
ARS/USD	3.98	198	-	(198)	-
BRL/USD	1.67	30	950	(30)	(950)
COP/USD	1,913.98	22	-	(22)	-

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MXN/USD	12.38	(3,804)	16,726	3,804	(16,726)
UYU/USD	20.10	23	80	(289)	(80)
EUR / USD	0.75	(7,948)	(31,854)	7,948	31,854

Currency	Exchange rate 12.31.2009	Thousand euros			
		10% devaluation of the euro	10% appreciation of the euro	Impact on results	Impact of own shares
ARS/EUR	5.45	216	-	(216)	-
BRL/EUR	2.51	-	856	-	(856)
COP/EUR	2,944.92	13	-	(13)	-
USD/EUR	1.44	57	333	(57)	(333)
UYU/EUR	28.29	-	-	-	-
MXN/EUR	18.79	4,270	-	(4,270)	-

Currency	Exchange rate 12.31.2010	Thousand euros			
		10% devaluation of the euro	10% appreciation of the euro	Impact on results	Impact of own shares
ARS/USD	3.80	3,786	-	(3,786)	-
BRL/USD	1.74	-	733	-	(733)
COP/USD	2,044.23	58	-	(58)	-
MXN/USD	13.04	(6,069)	10,441	6,069	(10,441)
UYU/USD	19.64	289	-	(289)	-
EUR / USD	0.69	(4,269)	(22,682)	4,269	22,682

Main variations with regard of the analysis of foreign exchange risk in 2010 compared to 2009 are:

- Mexican peso/euro: the increase as of December 31, 2010 is due to the higher number of loans in euros between Spanish and Mexican companies compared to 2009.
- Mexican peso/dollar: the increase as of December 31, 2010 is partially due to the increase of long term receivables from Caliente Group recorded in the balance sheet compared to 2009 and the higher number of loans in dollars between Spanish and Mexican companies.
- Euro/Dollar: the increase as of December 31, 2010 is due to the higher number of loans in dollars granted by Codere S.A. and Codere America S.L.U. to the rest of companies of the Group

*Price risk*

Codere Group is not subject to this risk because it is a gaming operator and it does not have equity derived from investments of the Group and recorded in the consolidated balance sheet as available for sale or fair value with change in results.

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*Risk of interest rate*

Codere Group has note issuances in international markets at fixed interest rates for a face value of 760 million euros. The rest of the Group's financial debt, normally bank debt, amounting to around 98 million euros at year end, is normally borrowed at variable interest rates (Euribor/Libor/TIEE).

As a result of this capital structure and given that fixed rate note issuances account for almost 88 % of the Codere Group's overall debt, the Group's exposure to interest rate risk and its potential impact on the Group's income statement is low.

Sensibility of variations in interest rate is described in the following chart:

Concept	Increase (+) / decrease (-) in interest rate (basics points)	Thousand euros	
		2010	2009
Impacto on profit after tax	+50	(438)	(424)
	-50	438	424
Impact on equity	+50	(438)	(424)
	-50	438	424

*c.2) Credit risk*

The main financial assets of the Group exposed to the credit risk are:

- Investments in financial assets included in the balance of cash and equivalents (short term) (Note 16 and 24).
- Long term financial assets (Note 11).
- Derivatives (Note 20)
- Balances relating to clients and other accounts to be received (Note 15).

The global amount of the exposure of the Group to the credit risk is made up of the balance of the above-mentioned headings, in as far as the Group does not have lines of credit awarded to third parties with the exception of the advanced payments to bar owners which are included in the heading "Accounts Receivable".

With regard to the risk of formalisation of investments in financial products or contracting of financial derivatives the Codere Group has established internally criteria for minimising them, establishing that the balancing entries are always credit institutions with high levels of credit classification (according to the rating of the prestigious international agencies). Additionally, the Management of the Codere Group sets down maximum limits, to be invested or to contract, with periodical review thereof.

In the case of operations in countries in which, due to its economical and socio-political condition it is not possible to achieve high levels of credit quality, mainly branches and subsidiaries of foreign institutions are selected which, either fulfill or come close to fulfilling the criteria of quality set down, as well as the local institutions of the greatest size.

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With regard to the risk linked with commercial debtors, as well as with regard to the long-term accounts to be received, it is worth pointing out that there is a great diversity of debtors, with private institutions being a significant part thereof.

**Higher exposure**

The Group's credit risk exposure mainly relates to trade accounts payable including rights of severance derived from the services provided to Calietne group and advance payments to site owners corresponding to the collection of machines located in their sites. Amounts for these concepts are recorded in the balance sheet net of insolvency provisions amounting 44,991 and 108,784 respectively as of December 31, 2010 and 2009.

Insolvency provisions are determined regarding the following criteria:

- Debt term
- Existence of insolvency proceedings
- Analysis of financial availability of the customer in order to give the loan back.

Note 15 includes impairment provisions of receivables as of December 31, 2010 and 2009. These provisions represents the best Group's estimation of losses regarding receivables.

Credit risk higher exposure of the Group, depending on the financial instrument and without discounting amounts covered by guarantees, mentioned below, are below broken down as of December 31, 2010 and 2009.

<b>Concept</b>	<b>Thousand euros</b>	
	<b>2010</b>	<b>2009</b>
Long-term receivables with Caliente Group	183,624	-
Trade receivables	44,991	108,784
Cash and cash equivalent	90,601	90,205
Other financial assets	24,963	25,862
	<b>344,179</b>	<b>224,852</b>

"Trade receivables" and "short term financial investment" as of December 31, 2009 mainly included debt with Caliente group amounting €64 million whose risk is covered due to the agreement in July 16, 2010 with this Group in order to restructure previous agreements between Codere and Caliente (See Note 4g).

**c.3) Liquidity risk**

The liquidity risk is defined as the risk that the Codere Group would have if it were not capable of resolving or of fulfilling its obligations in time and/or at a fair price.

The Financial and Economic Management of the Group is responsible for both the liquidity and the financing and for the global management. Furthermore, liquidity and risks of financing, related with processes and policies, are supervised by that Management.



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The Codere Group manages its liquidity risk on a consolidated basis, based on the needs of the companies, on taxes, of capital or of multiple considerations of regulation, applicable through numerous sources of funding, with the aim of maintaining its flexibility. The Management controls the net liquidity position of the Group by mobile projections of expected cash flows. The Cash and other equivalent assets of the Group are maintained in the main regulated bodies.

The following table shows how the Financial and Economic Management monitors the net liquidity, on the basis of the contractual obligations of the remaining expiries of the financial assets and liabilities, with the exclusion of commercial debts to be received and to pay on December 31, 2010 and 2009.

				Thousands	euros
	Balance at 12/31/10	From 01/01/2011 to 03/31/ 2011	From 01/01/2011 to 12/31/ 2011	From 01/01/2011 to 12/31/2013	From 01/01/2010 to 12/31/2015
<b>Current asset</b>					
Portfolio of short term securities	1,531	1,531	1,531	1,531	1,531
Cash and other equivalent assets	90,600	90,600	90,600	90,600	90,600
<b>Total current assets</b>	92,131	92,131	92,131	92,131	92,131
<b>Total non-current liabilities</b>					
Obligations, bonds and other negotiable securities	747,690	-	-	2,589	763,483
Long-term debt with credit institutions	60,976	-	-	18,541	60,976
<b>Total non-current liabilities</b>	808,666	-	-	21,130	824,459
<b>Current liabilities</b>					
Short term obligations and bonds	4,112	647	4,112	4,112	4,112
Short term debt with credit institutions	37,259	24,282	37,259	37,259	37,259
<b>Total current liabilities</b>	41,371	24,929	41,371	41,371	41,371
Expected results foreign exchange rate hedges (liability)	(4,122)	(2,263)	(4,122)	(4,122)	(4,122)
<b>Net liquidity</b>	<b>(762,028)</b>	<b>64,939</b>	<b>46,638</b>	<b>25,508</b>	<b>(777,821)</b>

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	Thousands				euro
	Balance at 12/31/2009	From 01/01/2010 to 03/31/ 2010	From 01/01/2010 to 12/31/ 2010	From 01/01/2010 to 12/31/2013	From 01/01/2010 to 12/31/2015
<b>Current asset</b>					
Portfolio of short term securities	1,218	1,218	1,218	1,218	1,218
Cash and other equivalent assets	90,205	90,205	90,205	90,205	90,205
<b>Total current assets</b>	<b>91,423</b>	<b>91,423</b>	<b>91,423</b>	<b>91,423</b>	<b>91,423</b>
<b>Total non-current liabilities</b>					
Obligations, bonds and other negotiable securities	657,766	-	-	3,471	664,201
Long-term debt with credit institutions	68,475	-	-	14,458	68,475
<b>Total non-current liabilities</b>	<b>726,241</b>	<b>-</b>	<b>-</b>	<b>17,929</b>	<b>732,676</b>
<b>Current liabilities</b>					
Short term obligations and bonds	3,604	600	3,604	3,604	3,604
Short term debt with credit institutions	20,294	8,581	20,294	20,294	20,294
<b>Total current liabilities</b>	<b>23,898</b>	<b>9,181</b>	<b>23,898</b>	<b>23,898</b>	<b>23,898</b>
Expected results foreign exchange rate hedges (liability)	(3,133)	(2,027)	(3,133)	(3,133)	(3,133)
<b>Net liquidity</b>	<b>(661,849)</b>	<b>80,215</b>	<b>64,392</b>	<b>46,463</b>	<b>(668,284)</b>

Charts above do not include flows derived from the Group activity as well as payments and interests of debts and liabilities for the periods mentioned.

The management of this risk is also centred on the detailed monitoring of the expiry of the different lines of debt (which is mentioned likewise in Note 19 of the report), as well as the proactive management and the maintenance of lines of credit which make it possible to cover the expected needs for cash.

The management of the liquidity risk, it is emphasised that both at the level of the Group and at the level of each area of business and projects plans are made in a systematic manner about the generation and expected need for cash which make it possible to determine and follow in a continuous manner the position of liquidity of the Group.

The Clauses relating to the early maturity of the bonds issued by the Codere Group with a par value of 660 million euros maturing on 15 June 2015, totally or partially, are the habitual clauses in these types of agreement. In certain circumstances, each bondholder could request the early repurchase of their certificates, i.e:

- where there is a change of control with respect to the principal guarantor (Codere S.A.), or
- in the event of disposal of assets under certain circumstances, with respect to the funds derived from said disposal that exceed 10 million euros.

Under certain cases of default, the total bonds could become payable (acceleration of maturity):

- immediately: in certain bankruptcy or insolvency cases
- at the request of the holders of at least 25% of the total amount, in cases of continuous default, including, amongst others:
  - o default of more than 30 days in the payment of principal due and accrued interest.

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- default vis-à-vis requests for early repurchase where appropriate.
- default on the payment due or the acceleration of other debts totalling in aggregate at least 10 million euros.
- complying more than 30 days late with specific requests for compliance with other obligations established in the borrowing agreement.

The above list, comprising the most significant cases, is not exhaustive.

Even in the event of declaration of the acceleration of maturity, the bondholders could subsequently abandon the action if the issuer remedies the default that has given rise to the same.

At the date of formulation of these annual financial statements, no circumstance or event of default has been verified that could result in a request for early repurchase or declaration of acceleration of maturity of the bonds issued. On the understanding that it will continue to operate reasonably, the Codere Group does not expect that such circumstances or events will occur in the future.

Approximately 88% of the total gross financial debt recorded by the Codere Group at 31 December 2010, including the bonds issued with a par value of 760 million euros, have an agreed maturity date in 2015. In this respect, the maturity dates of the financial debt applicable prior to said date are moderate in total and according to foreseeable cash flow expectations do not present liquidity risk, considered as not being able to meet the payment obligations assumed.

In relation to the bonds issued with a par value of 760 million maturing in 2015, the aim of the Codere Group is that financing in at least a similar amount forms part of its permanent capital. Thus, as the maturity date originally agreed to comes closer and when the market conditions are right, the Codere Group will make the necessary effort to replace said financing either with financing of similar characteristics but with deferred maturity, or with another type of financing or with an increase in the capital and reserves of Codere S.A. or any of its subsidiaries or with a combination of any of the above alternatives.

d) Capital risk

The objective of the Group in the management of the capital is to safeguard the capacity to continue to manage the recurrent activities as well as the capacity to continue growing in new projects, maintaining an optimum relationship between the capital and the debt with the final objective of creating value for the shareholders.

The Group is financing its growth on three pillars:

- The internal generation of cash flow in the recurrent business
- The ability to grow in investments in new projects which are in large part financed with the guarantee of the flows of the project itself, and which feed back into the capacity for growth in the recurrent activities of the Group
- A policy of rotation of assets which makes it possible in turn to continue to finance investments in new projects

In this sense, the optimum level of indebtedness of the Group is not fixed on the basis of a global ratio of debt over internal resources but with the objective of maintaining a moderate level of indebtedness.

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The Codere Group does not consider the debt to equity ratio as an ideal indicator to define its capital policy since the consolidated equity could be affected by various factors which are not necessarily indicative of its capacity to comply with its financial obligations in the future: amongst others, due to:

- variations owing to the effect of fluctuations in functional currencies other than the euro through exchange differences
- high depreciation and amortisation charges derived from periods of high levels of growth investments
- losses on asset deterioration that are not assumed to be recurrent and do not entail the expenditure of funds at the time they are recorded

The capital policy is not defined in quantitative terms of a target debt to equity ratio in the short-term but is adjusted in a way that the Group is able to continue managing its recurrent activities normally, handling its growth opportunities, maintaining adequate borrowing levels according to its future cash flow forecast and always in compliance with the quantitative limits imposed on it under its main borrowing agreements.

None of the main borrowing agreements concluded by the Codere Group, these being the Group's senior revolving credit facility with a maximum cash drawdown of 60 million euros and the bonds issued with a par value of 760 million euros, establish specific restrictions as concerns the debt to equity ratio.

In accordance with the provisions of Note 19, within the main quantitative restrictions established by the aforementioned senior revolving credit facility is that of maintaining compliance with covenants over periods of 12 months ended at the end of each quarter.

At 31 December 2010, the Codere Group complies with all the restrictions imposed on it under its main borrowing agreements and, on the understanding that it will continue to operate reasonably, no default events are expected to occur in the future.

The Codere Group has no plans to distribute dividends in the short term.

e) Fair value estimates

The following chart includes an analysis of financial instrument measured in reaconable value and classified by the valuation method. Differnet levels have been defined as follows:

Quoted price (not adjusted) in Stock markets for similar assets and liabilities (level 1).

Data, different from the quoted price included in level one, which are observable both directly (that is the prices) and indirectly (that is derivatives) (level 2).

Asset or liability data which are not based on observable market data (that is non observable data) (level 3).

The following chart shows assets and liabilities of the Group measured at fair value as of December 31, 2010 and 2009:

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<b>Liability (Level 2)</b>	<b>Thousand euros</b>	
	<b>2010</b>	<b>2009</b>
Hedging Instruments	4,122	3,133
Provision for options	1,469	2,269

Fair value of financial instruments that are not listed in an active market (such as derivatives from non official markets) are determined by using valuation techniques. These techniques maximize the use of measurable data from the market that are available and they are based, on a lower extent, on specific estimates of entities. If all significant data required to calculate fair value are measurable, the instrument is included in the second level.

Specific techniques for the valuation of financial instruments include:

- Price quotes or prices established by brokers for similar instruments.
- Current value of foreign exchange futures is established using future exchange rates as of the date of the balance sheet, discounting the amount resulting from the current value.

#### **4. ACCOUNTING ESTIMATES AND JUDGEMENTS**

The preparation of consolidated annual accounts in conformity with IFRS-EU requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and are continuously revised. Current results can differ depending on the estimates. Accounting principles and areas that require more judgments and estimates in the preparation of consolidated annual accounts are the following:

##### **a) Estimated losses due to goodwill impairment**

The Group yearly check if the goodwill has any losses due to value impairment according to the accounting policy of Note 2. Recoverable amounts from cash-generating units have been defined regarding using value calculation. These calculations require the use of estimations (Note 13).

##### **b) Income tax**

The Group is subject to various different tax and income tax jurisdictions. It is a difficult and accurate task to calculate provisions for income tax for all the countries. There are a lot of transactions and calculations in which it is difficult to determine the amount of tax.

The group recognises liabilities due to possible tax claims depending of the estimates of the need of additional taxes. When final tax results differ from amounts initially recognized, those difference impact on the income taxes and deferred taxes provisions within the year in which it was determined.

##### **c) Fair value of derivatives**

Fair value of financial instruments which are not negotiated in an active market are determined by valuation techniques. The Group decides some methods and make some hypotheses based on the market conditions as of the date of each balance sheet.

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**d) Provisions for litigations and other contingencies**

The group has estimated some risks and the cost of them and it has recorded a provision when the risk is considered possible by estimating the cost of the liability.

**e) Claims in Italy**

**(i) Assesment of gaming tax on recreational machines ("PREU")**

Concerning the penalties for the delay in paying the gaming tax on the operations of recreational machines ("PREU") of the fiscal years from 2004 to 2007, set out below is the current situation and the situation during 2010 and 2009:

With respect to the 2004 and 2005 PREU assessment, the Group received some penalties amounting (including late –payment interests) 2,317 thousand euros. Codere Network, S.p.A. asked and obtained in 2009 from AAMS the deferral in 60 instalments of the above mentioned amount. As a result, at 31 December 2010 the consolidated financial statements record an amount of 464 thousands euro under "Other long-term payables" and 1,159 thousands euro under "Other short-term non-trade payables".

Concerning the 2006, 2007 and 2008 PREU assessment there are not additional penalties or late-payment interest. Additionally, due to notifications mentioned above regarding PREU assessment for fiscal years from 2004 to 2007, Codere Network S.p.A. had a credit with AAMS amounting to 3,308 thousand euros. After the PREU payments corresponding to January and February 2008 (accepted by AAMS), credit in favour of Codere Network amounts 2,354 thousand euros.

Following the 2008 PREU assessment, AAMS has recognized a credit of 2,066 thousand euros instead of the initial 2,353 thousand euros. The Group considers there is a mistake in the calculation so it is going to contest it.

**(ii) Court of Auditors (Corte dei Conti) and AAMS**

On 10 May 2007 the Regional Attorney of the Lazio Court of Auditors (Corte dei Conti) asked AAMS officials and all gaming concessionaires, including Codere Network S.p.A., to submit allegations in relation to the following instances of non-compliance:

- (a) Failure to start up the telemetric network within the established period of time. Non-compliance initially quantified at 480 thousands euro.
- (b) Failure to activate the network within the established period of time. Non-compliance initially quantified at 1,200 thousands euro.
- (c) Failure to complete the network connection within the established period of time. Non-compliance initially quantified at 1.778 thousands euro.
- (d) Failure to provide minimum service levels. Non-compliance initially quantified at 3,043,288 thousands euro.

The main aspects in 2010 and 2009 with respect to such non-compliance and the corresponding claims by the Corte dei Conti and AAMS, are as follows:

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*On the part of AAMS:*

On 12 January 2010 the TAR Lazio published the judgements through which it rejected the appeals filed by Codere Network, S.p.A., and confirmed the validity of the penalty measures established by the AAMS in relation to paragraphs (a), (b) and (c), but amounts have been modified. The non-compliance penalties relating to paragraphs (a), (b) and (c), amounting to 675 thousands euro, have been fully provided for in the consolidated financial statements, as of December 31, 2010. Codere Network, S.p.A. is assessing the possibility of contesting these judgements before the Cabinet.

Regarding the administrative procedure concerning non-compliance in (d) was on going and the work of the technical committee appointed to define service levels and the arrangement to calculate penalties had yet to be reported. As of the date of publication of these financial statements, AAMS has not communicated the penalty amount for (d). Guarantees delivered by the company in order to develop its activity were already recorded in previous years as a prudence measure (see Note 18). Anyway, administrators of the Group consider the provision amount as of December 31, 2010, the potential maximum cost for Codere that can arise from this process (Note 28).

*On the part of the Court of Auditors:*

After several legal procedures, on October 11, 2010 the Court of Auditors passed sentence 2152/2010 in which it ordered the company Digit S.p.A. a technical consultancy ("a non economical public entity") in order to valuate difficulties concessionaires faced when activating the telematic network (lack of telephone lines for this respect, agents behavior, etc.) as well as technical faults in the main system of AAMS related to the services that has to be rendered to the concessionaires.

The sentence, in addition to the six-month period granted to Digit S.p.A. for developing the consultancy (in which concessionaires can take part and name their own agents) decided the following:

- The amount of 3,043,288 thousands euro required by the district attorney has not been accepted
- The concessionaires nullity, including Codere Network S.p.A. has been rejected.

(iii) Recognition of Codere Network as a public corporation

On 10 January 2009 Codere Network, S.p.A., as well as the other machine network operators in Italy, received a request from the Corte dei Conti requiring it, on the understanding that Codere Network, S.p.A. is a public corporation, to file information concerning bet amounts, profits and the PREU.

The District Attorney's Office of the Court of Auditors called Codere Network S.p.A. to a trial in order to impose a sentence to pay a pecuniary sentence according to 46R.D. n. 1214/34 which regulates assumptions when the information demanded to public corporations since 2004 has not been delivered. According to this article, Codere Network S.p.A has to pay 55 and 35 million euros for the 2004/2005 and 2006 respectively.

After the appeals, the court of auditors published sentence n. 2110/2010 in which it established that the accounts requested by the District Attorney's Office is not applicable and the penalty

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required to Codere Network S.p.A. was rejected so there are no provision for it in the balance herein.

**f) Modification of the agreement for the Codere Network concession**

On January 27, 2009, the "Atto aggiuntivo ed integrativo alla Convenzione di concessione" document was signed between Codere Network, S.p.A. and the Italian regulatory body, the AAMS (Amministrazione Autonoma dei monopoli di Stato), which modified the concession charge from 0.8% of the amounts gambled paid by Codere Network, S.p.A. since January 1, 2007. This amendment results in 0.3% corresponds to the concession charge and 0.5% corresponds to a deposit created temporarily and to be returned to the concession holders on the basis of rules regarding the levels of investment in the network and the levels of service obtained:

Codere Group considers that 96.5% of the 0.5% described above will be recovered. As a result of that estimate, at 31 December 2010 a deposit has been reflected under "Other short-term loans and investments" on the accompanying balance sheet amounting to €3,846k and a provision has been recorded of €132k under "Provisions".

Regarding the charge for 2009, on June 7, 2010, AAMS clear that charge, paying Codere Network S.p.A. a final amount of 3,137 thousand euros compared to the credit recorded as of December 31, 2009 amounting 3,150 thousand euros.

On the other hand, in 2009 the AAMS has assessed the change for 2008 and 2007 and paid Codere Network, S.p.A. a total of €2,942k and €3,091k for those years, respectively. As a result of this assessment, at 31 December 2009 the €6,054k which had been provided for in 2008 was reversed. This reversal was reflected in the income statement at 31 December 2009 under "Other operating expenses".

On March 23, 2010 it was modified the concession agreement between AAMS and Codere Network S.p.A. ("Atto aggiuntivo alla Convenzione di Concessione") in which the new type of machines, Videolotteries (VLT), are regulated.

**g) Caliente transaction**

On July 16, 2010 Codere signed definitive documentation with Caliente Group (hereinafter "Caliente") in order to restructure their previous agreement. This agreement is subject to the approval of Cofeco, the Mexican Federal Competition Commission (COFECO) and in it it is agreed the following:

- Codere will acquire 67.3% of the capital stock of the Caliente subsidiaries Jomaharho, S.A. de C.V. and Grupo Caliente, S.A. de C.V., with the remaining 32.7% held by Caliente. These 2 holding companies ("the JointHoldcos") are in turn owners of 100% of the capital stock of other 3 entities, Operadora Cantabria, S.A. de C.V., Libros Foráneos, S.A. de C.V. and Operadora de Espectáculos, S.A. de C.V. ("the JointOpcos"). These three entities operate 35 gaming halls in Mexico
- Codere and Caliente will restructure the approximate U.S. \$ 171.5 million debt owed by Caliente to Codere, as of May 31, 2010 as follows: U.S. \$71 million will be exchanged for Codere's stake in the JointHoldcos and U.S. \$75 million will be a loan from Codere to the JointOpcos. The remaining U.S. \$25.5 million will be the new amount of the Caliente debt to Codere.



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- Codere and Caliente will hold indirect stakes representing 67.3% and 32.7%, respectively, of the capital stock of each of Promojuegos, S.A. de C.V. and Mio Games, S.A. de C.V. In connection with the changes in equity stakes in Promojuegos, S.A. de C.V. and Mio Games, S.A. de C.V., Grupo Inverjuegos, S.A. de C.V. (a company owned 50% by Codere and Caliente before this agreement and will be owned 67,3% by Codere and 32,7% by Caliente after this agreement) will owe to Codere Mexico, S.A. de C.V. U.S. \$ 16.8 million that will be paid after 2012.
- The current management services agreements with Caliente will be terminated and new management services agreements will be entered into among Codere and the JointOpcos for an aggregate annual fee of up to a maximum of U.S. \$ 36,4 million through 2014. Temporally, in connection with the new management services agreements Codere will also provide transitional assistance services to the JointOpcos for an aggregate monthly fee of U.S. \$ 1 million from July 1, 2010 until the earlier of (a) Cofeco approval and (b) December 31, 2010. Codere will also enter into management services agreements with Promojuegos, S.A. de C.V. and Mio Games, S.A. de C.V. for an aggregate annual fee of up to a maximum of U.S. \$ 7,6 million through 2014.

Pursuant to this agreement with Caliente, Codere Mexico, S.A. de C.V. will agree to finance the payment of up to U.S. \$ 75 million of noncurrent liabilities owing by the JointOpcos to third parties, of which U.S. \$ 54 million are tax liabilities owing to Mexican authorities, through a revolving credit facility of an aggregate principal amount of U.S. \$ 40 million, which may be increased up to U.S. \$ 100 million, among Codere Mexico, S.A. de C.V. as lender and the JointOpcos and the Joint Holdcos as jointly and severally liable borrowers ("Caliente RCF"). The obligation to repay amounts borrowed under the Caliente RCF will be secured by pledges over all the shares of each of the JointOpcos held by the Caliente Companies.

This agreement is subject to the necessary approval of Cofeco. The Group believes that the Cofeco review process will take as long as six months, but such review period could be significantly longer. Administrators cannot assure that Cofeco will approve this agreement on a timely basis or at all and the Group might incur in additional costs if Cofeco requires the parties to partially or totally unwind or modify the expected agreement. Even though the Group believes that no aspect of the expected agreement amounts to an absolute or relative monopolistic activity, it cannot assure that Cofeco will agree with such conclusion, or determine a full or partial rescission of the agreement.

In the opinion of the Board of Directors and management of Codere, as well as of their legal advisors, the approvals of Cofeco are likely to be obtained within a reasonable timeframe.

Following the transfer of equity stakes that will take place upon the consummation of this agreement, which is subject to Cofeco approval, certain call and put options will be available, including a call option for Caliente shareholders to acquire all the shares of the JointHoldcos that would be held by Codere Mexico, S.A. de C.V., which option will expire on December 31, 2013. Exercise of this option is subject to prior settlement of all outstanding debts of Caliente companies with Codere Group. If Caliente shareholders will exercise such call option, Codere Mexico, S.A. de C.V. will have the option to acquire all the shares of Promojuegos, S.A. de C.V. and Mio Games, S.A. de C.V. that will be held by Turística Akalli, S.A. de C.V. The Group believes that such options will likely not be exercised because the option price has been fixed at a price significantly above market values. In addition, Codere Mexico, S.A. de C.V., on one hand, and Caliente shareholders and Turística Akalli, S.A. de C.V., on the other, will have a right of first refusal to

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purchase shares in the JointOpcos, Promojuegos, S.A. de C.V. or Mio Games, S.A. de C.V., as the case may be, that will be offered to third parties.

At the same time, the agreement establishes that Caliente has the right to purchase 7.3% stake of Joint Holdcos and Grupo Interjuego S.A. de C.V for an agreed amount of 27 million dollar plus interest accrued less the proportional part of the dividends distributed from the signature of the Agreement to the moment the option was executed. The right can be exercised until June 30, 2015, it can be partially exercised in minimum traces of 5.5 million dollar. Along with this right of Caliente, Codere has the right to sell the same percentage of stake of the above mentioned companies at the same price and the option can be executed on June 30, 2015 including the stake that had not been acquired by Caliente during the period.

Amount owed to Codere Group by Caliente as of December 31, 2010 is 192 million euros and it is detailed in Note 11.

As an additional guarantee, Caliente has pledged its shares in Joint Holdcos as security in favour of Codere Group, as a payment guarantee for the amounts owed to Codere. The value of Caliente businesses operated by Joint Holdcos and Joint Opcos is higher than the debt amount, based on the valuation made by independent consultants that was required by Codere.

In the opinion of the Board of Directors and management of Codere, this agreement will provide full recoverability of the fair value of all amounts receivable from Caliente companies at the date of signature of the agreement.

**5. SEGMENT INFORMATION**

The management has determined operative segments based on reports used to take strategic decision. The company considers the business from a geographical and activity point of view, with the only exception of Spain and Italy, which have operating segments per activity identified. The operating business are organized and managed separately according to the geographical zone where the activity is carried out, with each country representing a strategic business unit that is involved in different activities and serves different markets.

The Group's operating segments and their principal business activities are as follows:

- Spain AWP: Operation of slot machines.
- Spain Bingo: Operation of bingo halls.
- Spain Sport Betting: Operation of Betting halls.
- Mexico: Operation of bingo halls including electronic bingo terminals and amusement machines in collaboration with the Caliente Group and the Compañía Interamericana de Entretenimiento, S.A. de C.V. (CIE) Group, as well as operations of betting agencies in collaboration with CIE, as well as the Hipódromo Las Americas and the "Centro Banamex" Convention Centre.
- Argentina: Operation of bingo halls with slot machines.
- Colombia: Operation of slot machines, bingo halls and casinos.
- Italy Machines: Operation of slot machines and operation of slot machine interconnection network
- Italy Bingos: operation of bingo halls.
- Uruguay: Operation of a racetrack, slot machines and betting office operations.
- Panama: Operation of a racetrack, slot machines, casinos and betting office operations.
- Brazil: Betting office operations.
- Corporate Overheads: Management services and operations support

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The Group also manages its operations along business lines and separately tracks its AWP machine, bingo hall, betting location, casinos and headquarters operating results. However, several different kinds of operations often coincide in the same business line, since slot machines are also installed in bingo halls and casinos. Given that is not possible to specifically separate the costs corresponding to each activity carried on (with the exception of Spain and Italy), the Group considers that each of the geographical areas listed previously may be considered as operating segments.

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a) Operating Segments

<b>Income Statement 2010</b>	<b>Spain AWP</b>	<b>Spain Bingo</b>	<b>Spain Sports Betting</b>	<b>México</b>	<b>Argentina</b>	<b>Chile</b>	<b>Colombia</b>	<b>Italy AWP</b>	<b>Italy Bingos</b>	<b>Uruguay</b>	<b>Brszil</b>	<b>Panamá</b>	<b>Corporate Overheads</b>	<b>Internal Operations (*)</b>	<b>Total</b>
Operating revenues															
Revenues from external customers	171,743	21,917	5,318	219,326	461,028	-	27,442	49,435	88,029	16,932	2,900	62,208	231	-	1,126,509
Inter-segment revenues	-	-	-	-	-	-	-	-	-	-	-	-	31,958	(31,958)	-
	171,743	21,917	5,318	219,326	461,028	-	27,442	49,435	88,029	16,932	2,900	62,208	32,189	(31,958)	1,126,509
Operating expenses															
Depreciation and amortization	(28,907)	(1,247)	(5,819)	(19,161)	(16,829)	-	(3,523)	(3,964)	(5,125)	(1,909)	(713)	(10,280)	(2,329)	-	(99,806)
Variation in operating provisions	(2,003)	-	-	-	-	-	(45)	561	459	-	-	-	-	-	(1,028)
Otros operating expenses	(117,400)	(20,431)	(10,077)	(143,109)	(314,671)	(34)	(21,735)	(43,240)	(78,596)	(13,723)	(4,991)	(57,817)	(59,630)	-	(885,454)
	(148,310)	(21,678)	(15,896)	(162,270)	(331,500)	(34)	(25,303)	(46,643)	(83,262)	(15,632)	(5,704)	(68,097)	(61,959)	-	(986,288)
Gains on losses on asset disposals	(2,212)	(2)	5,392	268	51	-	104	(63)	(113)	-	-	(10)	86	-	3,501
Inter-segment expenses	(4,091)	(392)	(2,116)	(12,596)	(10,553)	-	(336)	(243)	(1,292)	(34)	-	(305)	-	31,958	-
<b>OPERATING PROFIT</b>	<b>17,130</b>	<b>(155)</b>	<b>(7,302)</b>	<b>44,728</b>	<b>119,025</b>	<b>(34)</b>	<b>1,907</b>	<b>2,486</b>	<b>3,363</b>	<b>1,266</b>	<b>(2,804)</b>	<b>(6,204)</b>	<b>(29,684)</b>	<b>-</b>	<b>143,721</b>
External financial revenues	685	-	-	6,109	203	-	26	324	66	58	23	476	678	-	8,648
Inter-segment financial revenues	-	-	-	-	-	-	-	-	-	-	-	-	29,842	(29,842)	-
External financial expenses	(3,052)	(1)	(77)	(7,928)	(1,340)	-	(665)	(46)	(272)	(606)	(54)	(627)	(63,238)	-	(77,906)
Inter-segment financial expenses	686	(306)	(241)	(21,538)	(821)	-	32	(1,268)	(3,195)	(233)	(2,152)	(806)	-	29,842	-
Net exchange differences	-	-	(16)	1,311	846	73	14	-	(1)	(66)	(308)	212	(1,054)	-	1,011
<b>NET FINANCIAL RESULTS</b>	<b>(1,681)</b>	<b>(307)</b>	<b>(334)</b>	<b>(22,046)</b>	<b>(1,112)</b>	<b>73</b>	<b>(593)</b>	<b>(990)</b>	<b>(3,402)</b>	<b>(847)</b>	<b>(2,491)</b>	<b>(745)</b>	<b>(33,772)</b>	<b>-</b>	<b>(68,245)</b>
<b>INCOME/(LOSS) BEFORE TAXES</b>	<b>15,442</b>	<b>(462)</b>	<b>(7,636)</b>	<b>22,682</b>	<b>117,913</b>	<b>39</b>	<b>1,314</b>	<b>1,496</b>	<b>(39)</b>	<b>419</b>	<b>(5,294)</b>	<b>(6,949)</b>	<b>(63,456)</b>	<b>-</b>	<b>75,476</b>
Income tax expense	(4,972)	243	1,484	(6,698)	(40,029)	-	253	2,529	(1,501)	463	(394)	779	2,484	-	(45,359)
<b>CONSOLIDATED INCOME/ (LOSS)</b>	<b>10,477</b>	<b>(219)</b>	<b>(6,152)</b>	<b>15,984</b>	<b>77,884</b>	<b>39</b>	<b>1,567</b>	<b>4,025</b>	<b>(1,541)</b>	<b>882</b>	<b>(5,689)</b>	<b>(6,170)</b>	<b>(60,972)</b>	<b>-</b>	<b>30,115</b>
Consolidated profit of discontinued operations	-	-	-	-	-	-	-	1,323	-	-	-	-	-	-	1,323
<b>CONSOLIDATED INCOME / (LOSS)</b>	<b>10,476</b>	<b>(219)</b>	<b>(6,152)</b>	<b>15,984</b>	<b>77,884</b>	<b>39</b>	<b>1,567</b>	<b>5,348</b>	<b>(1,541)</b>	<b>882</b>	<b>(5,689)</b>	<b>(6,170)</b>	<b>(60,972)</b>	<b>-</b>	<b>31,438</b>
Attributable to:															
Minority Interest	1,845	-	(1,131)	(322)	932	-	144	331	37	-	-	469	(195)	-	2,110
Equity holders of the parent	8,630	(219)	(5,021)	16,306	76,954	39	1,424	5,017	(1,577)	884	(5,688)	(6,636)	(60,783)	-	29,331
<b>CONSOLIDATED INCOME / (LOSS)</b>	<b>10,477</b>	<b>(219)</b>	<b>(6,152)</b>	<b>15,984</b>	<b>77,886</b>	<b>39</b>	<b>1,568</b>	<b>5,348</b>	<b>(1,540)</b>	<b>884</b>	<b>(5,688)</b>	<b>(6,167)</b>	<b>(60,972)</b>	<b>-</b>	<b>31,441</b>

(\*) Internal transactions are carried out at market prices and correspond primarily to expenses born by the parent companies on behalf of the remaining Group companies.

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<b>Income Statement 2009</b>	<b>Spain AWP</b>	<b>Spain Bingo</b>	<b>Spain Sports Betting</b>	<b>México</b>	<b>Argentina</b>	<b>Chile</b>	<b>Colombia</b>	<b>Italy AWP</b>	<b>Italy Bingos</b>	<b>Uruguay</b>	<b>Brszil</b>	<b>Panamá</b>	<b>Corporate Overheads</b>	<b>Internal Operations (*)</b>	<b>Total</b>
Operating revenues	176,636	22,839	3,372	193,073	351,859	-	23,173	42,208	88,450	14,852	2,320	48,022	1,121	-	967,925
Revenues from external customers	-	-	-	-	-	-	-	-	-	-	-	-	28,027	(28,027)	-
Inter-segment revenues	176,636	22,839	3,372	193,073	351,859	-	23,173	42,208	88,450	14,852	2,320	48,022	29,148	(28,027)	967,925
Operating expenses															
Depreciation and amortization	(30,286)	(1,200)	(857)	(19,188)	(14,123)	-	(18,517)	(3,944)	(5,008)	(1,594)	(668)	(8,863)	(2,525)	-	(106,773)
Variation in operating provisions	(2,619)	-	-	(189)	-	-	(274)	(123)	-	-	-	(148)	-	-	(3,353)
Otros operating expenses	(128,859)	(22,023)	(5,816)	(122,099)	(232,298)	(45)	(18,320)	(31,279)	(82,917)	(11,067)	(2,384)	(35,614)	(44,154)	-	(736,875)
	(161,764)	(23,223)	(6,673)	(141,476)	(246,421)	(45)	(37,111)	(35,346)	(87,925)	(12,661)	(3,052)	(44,625)	(46,679)	-	(847,001)
Gains on losses on asset disposals	(2,498)	(3)	(115)	(97)	20	-	(1,442)	(429)	(163)	-	-	(3)	-	-	(4,730)
Inter-segment expenses	(3,309)	(520)	(583)	(10,503)	(9,459)	-	(171)	(96)	(1,080)	-	-	(2,306)	-	28,027	-
<b>OPERATING PROFIT</b>															
External financial revenues	9,065	(907)	(3,999)	40,997	95,999	(45)	(15,551)	6,337	(718)	2,191	(732)	1,088	(17,531)	-	116,194
Inter-segment financial revenues															
External financial expenses	1,442	-	5	3,974	367	-	51	486	86	55	9	92	1,156	-	7,723
Inter-segment financial expenses	-	-	-	-	-	-	-	-	-	-	-	-	22,026	(22,026)	-
Net exchange differences	(4,976)	-	(16)	(6,290)	(1,978)	-	(1,384)	(36)	(332)	(420)	0,00	(591)	(60,136)	-	(76,159)
<b>NET FINANCIAL RESULTS</b>	(662)	(343)	(16)	(18,586)	4,072	-	31	(802)	(3,063)	(43)	(1,830)	(784)	-	22,026	-
	-	-	(109)	6,713	5,461	580	42	-	(0)	(970)	179	(80)	(1,776)	-	10,040
<b>INCOME/(LOSS) BEFORE TAXES</b>															
Income tax expense	(4,196)	(343)	(136)	(14,189)	7,922	580	(1,260)	(352)	(3,309)	(1,378)	(1,642)	(1,363)	(38,730)	-	(58,396)
<b>CONSOLIDATED INCOME/ (LOSS)</b>	4,869	(1,250)	(4,135)	26,808	103,921	535	(16,811)	5,985	(4,027)	813	(2,374)	(275)	(56,261)	-	57,798
Consolidated profit of discontinued operations															
<b>CONSOLIDATED INCOME / (LOSS)</b>	(671)	-	-	(5,779)	(33,417)	260	(292)	1,960	2,282	62	(332)	(525)	(229)	-	(36,681)
Attributable to:	4,198	(1,250)	(4,135)	21,029	70,504	795	(17,103)	7,945	(1,745)	875	(2,706)	(800)	(56,490)	-	21,117
Minority Interest															
Equity holders of the parent	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>CONSOLIDATED INCOME / (LOSS)</b>	4,198	(1,250)	(4,135)	21,029	70,504	795	(17,103)	7,945	(1,745)	875	(2,706)	(800)	(56,490)	-	21,117
<b>Income Statement 2010</b>															
Operating revenues	1,455	-	-	(159)	682	-	161	147	-	-	-	(246)	(6)	-	2,034
Revenues from external customers	2,743	(1,250)	(4,135)	21,188	69,822	795	(17,264)	7,798	(1,745)	875	(2,706)	(554)	(56,484)	-	19,083
Inter-segment revenues	4,198	(1,250)	(4,135)	21,029	70,504	795	(17,103)	7,945	(1,745)	875	(2,706)	(800)	(56,490)	-	21,117

(\*) Internal transactions are carried out at market prices and correspond primarily to expenses born by the parent companies on behalf of the remaining Group companies.

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<b>Balance at 12.31.2010</b>	Spain AWP	Spain Bingo	Spain Sports Betting	Mexico	Argentina	Chile	Colombia	Italy AWP	Italy Bingo	Uruguay	Brasil	Panama	Corporate Overhead	Total
Intangible assets	50,665	7	7,544	100,469	27,331	-	84	23,571	2,028	854	1,827	27,246	3,136	244,762
Tangible fixed assets	50,774	6,120	8,635	179,398	71,503	-	17,327	3,606	22,082	17,274	1,682	30,277	2,519	411,197
Goodwill	97,684	8,948	-	42,579	45,885	-	-	23,988	45,251	-	-	25,209	-	289,544
Long term financial investments	9,980	127	159	183,871	552	-	1	6,632	4,348	699	-	5,742	5,480	217,591
Deferred tax assets	3,080	55	3,563	7,011	1,690	-	766	5,563	5,034	846	308	832	8,446	37,194
Other deferred assets	-	-	-	9	-	-	-	-	-	-	-	-	246	255
Current assets	35,327	339	1,909	63,568	36,056	117	4,199	24,632	15,094	7,123	350	12,975	21,915	223,604
<b>TOTAL ASSET</b>	<b>247,510</b>	<b>15,596</b>	<b>21,810</b>	<b>576,905</b>	<b>183,017</b>	<b>117</b>	<b>22,377</b>	<b>87,992</b>	<b>93,837</b>	<b>26,796</b>	<b>4,167</b>	<b>102,281</b>	<b>41,742</b>	<b>1,424,147</b>
Deferred revenues	13	-	-	-	-	-	-	-	-	-	-	-	532	545
Provisions	15	168	475	2,442	7,781	-	106	13,196	3,145	-	34	1,969	921,00	30,253
Long-term debt	34,344	1,123	3,465	88,747	6,895	-	669	23,929	2,506	3,440	(16)	17,902	750,826	933,830
Current liabilities	62,596	1,469	3,902	103,919	43,904	104	5,196	17,338	24,984	5,156	4,591	16,397	36,929	326,485
<b>TOTAL LIABILITY</b>	<b>96,968</b>	<b>2,760</b>	<b>7,842</b>	<b>195,108</b>	<b>58,580</b>	<b>104</b>	<b>5,971</b>	<b>54,463</b>	<b>30,635</b>	<b>8,596</b>	<b>4,609</b>	<b>36,268</b>	<b>789,208</b>	<b>1,291,113</b>
<b>OTHER INFORMATION</b>														
Capital expenditure	28,260	689	6,162	57,417	30,685	-	3,263	13,996	7,029	5,364	194	1,085	600	154,687
Intangible assets	9,466	-	1,678	131	810	-	102	11,147	86	853	9	603	330	25,215
Tangible fixed assets	18,794	689	4,484	57,286	29,848	-	3,161	2,819	6,943	4,511	185	482	270	129,472
Other non-cash expenses	4,282	8	2,205	12,195	394	-	179	471	670	83	445	3	804	21,379

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<b>Balance at 12.31.2009</b>	Spain AWP	Spain Bingo	Spain Sports Betting	Mexico	Argentina	Chile	Colombia	Italy AWP	Italy Bingo	Uruguay	Brasil	Panama	Corporate Overhead	Total
Intangible assets	57,737	14	1,867	90,806	28,335	-	37	13,439	758	75	1,913	2,056	4,317	201,354
Tangible fixed assets	52,923	6,669	4,781	160,551	55,675	-	14,311	4,060	19,088	13,930	1,682	16,514	3,072	353,256
Goodwill	98,694	8,947	-	37,489	44,367	-	-	19,647	38,622	-	-	15,383	-	263,149
Long-term financial investments	14,207	116	81	35,995	196	-	4	7,348	4,637	588	-	3,952	587	67,711
Deferred tax assets	3,633	51	-	13,032	2,757	-	97	2,566	5,234	180	639	390	8,446	37,025
Other deferred assets	-	-	-	15	-	-	-	-	-	-	-	-	110	125
Current assets	39,169	483	1,868	115,335	39,987	137	2,524	21,036	12,465	5,408	378	7,733	29,895	276,418
<b>TOTAL ASSET</b>	<b>266,363</b>	<b>16,280</b>	<b>8,597</b>	<b>453,223</b>	<b>171,317</b>	<b>137</b>	<b>16,973</b>	<b>68,096</b>	<b>80,804</b>	<b>20,181</b>	<b>4,612</b>	<b>46,028</b>	<b>46,427</b>	<b>1,199,038</b>
Deferred revenue	62	-	-	-	-	-	-	-	-	-	-	-	722	784
Provisions	15	163	-	1,452	10,135	-	369	15,038	3,170	-	127	689	-	31,158
Long-term debt	42,226	900	1,016	98,234	3,524	-	8,415	12,997	5,670	4,201	-	3,437	663,106	843,726
Current liabilities	40,076	1,528	1,263	108,978	40,897	89	6,282	11,336	13,405	3,799	3,264	4,543	26,441	261,901
<b>TOTAL LIABILITY</b>	<b>82,379</b>	<b>2,591</b>	<b>2,279</b>	<b>208,664</b>	<b>54,556</b>	<b>89</b>	<b>15,066</b>	<b>39,371</b>	<b>22,245</b>	<b>8,000</b>	<b>3,391</b>	<b>8,669</b>	<b>690,269</b>	<b>1,137,569</b>
OTHER INFORMATION														
Capital expenditure	34,899	213	3,029	69,348	30,137	-	7,657	16,204	3,727	1,727	87	1,738	898	169,664
Intangible asset	12,141	-	953	5,515	12,389	-	40	12,577	22	15	8	7	795	44,462
Tangible fixed asset	22,758	213	2,076	63,833	17,748	-	7,617	3,627	3,705	1,712	79	1,731	103	125,202
Other non-cash expenses	4,623	(4)	116	19,710	11	-	1,418	(4,920)	153	94	(758)	2	(192)	20,253

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b) Business Units

	Thousands euro					
<b>Year 2010</b>	<b>AWPs</b>	<b>Bingos</b>	<b>Casinos</b>	<b>Sports Betting</b>	<b>Corporate Overhead</b>	<b>Total</b>
Revenues from external customers	244,501	832,613	43,846	5,318	231	1,126,509
Inter-segment revenues	(4,736)	(24,918)	(188)	(2,116)	31,958	-
<b>Operating revenue</b>	<b>239,765</b>	<b>807,695</b>	<b>43,658</b>	<b>3,202</b>	<b>32,189</b>	<b>1,126,509</b>
OTHER INFORMATION						
<b>Total segment assets</b>	<b>371,488</b>	<b>913,553</b>	<b>75,424</b>	<b>21,811</b>	<b>41,742</b>	<b>1,424,147</b>

	Thousands euro					
<b>Year 2009</b>	<b>AWPs</b>	<b>Bingos</b>	<b>Casinos</b>	<b>Sports Betting</b>	<b>Corporate Overhead</b>	<b>Total</b>
Revenues from external customers	240,621	691,742	31,070	1,337	1,120	967,925
Inter-segment revenues	(2,152)	(23,066)	(2,226)	(583)	28,027	-
<b>Operating revenue</b>	<b>238,469</b>	<b>668,676</b>	<b>28,844</b>	<b>754</b>	<b>29,147</b>	<b>967,925</b>
OTHER INFORMATION						
<b>Total segment assets</b>	<b>368,952</b>	<b>755,716</b>	<b>19,346</b>	<b>8,597</b>	<b>46,427</b>	<b>1,199,038</b>

**6. VARIATION IN THE PERIMETER AND BUSINESS COMBINATIONS**

**a) Variations in the consolidation perimeter**

**a.1) Fiscal year 2010**

Main variations in the consolidation perimeter are the following:

- On January 11, 2010 the Group acquired 100% stake in Powelton Company Inc. that has the right to acquire a 63.63% stake of the international Panamanian company Thunderbird Gaming (Panama) Corporation for the sum of 1,187 thousand euros.
- On January 20, 2010 the stake that Codere S.A. owned in Codere Apuestas España S.L.U. increase to 100% from 50% that results in an increase of the stake in Codere Apuestas S.A.U. from 50% to 100% and in Garaipen Victoria Apustuak, S.L. from 35.01% to 69.425%. The increase of the stake results in the recognition of minority interest amounting 1,255 thousand euros when Apuestas Group was integrated through the global integration method. Subsequently, on May 25, 2010 the stake of Codere Apuestas España S.L.U. in Garaipen Victoria Apustuak S.L. increased to 73.7% from 69.425%.
- On January 26, 2010 the group sold its stake in the company 2010-S-Matic, S.L.U.
- On March 24, 2010 the stake owned by Codere S.A. in the company Desarrollo Online Juegos Regulados, S.A. increased to 85% from 25%. The cost of the acquisition amounts 600 thousand euros. In 2010 it was consolidated by the proportional integration method.
- The companies Juegamax de las Américas, S.A. de C.V. y Administradora Mexicana de Hipódromo, S.A. de C.V. II Asociación en Participación were incorporated on June 16 and



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21, 2010 respectively. Its corporate purpose is the operation and exploitation of gaming concessions and licenses for the exploitation of gaming halls.

- On June 22, 2010 Codere Apuestas Navarra, S.A.U. was incorporated
- On July 2, 2010 the Dutch company Hegelhof Associates, B.V. was liquidated
- On July 30, 2010 the stake owned in the Panamanian company Hípica de Panamá, S.A., increased to 100% from 90% for the sum of 814 thousand euros.
- On August 19, 2010 the Group received the required approvals from the Panamanian authorities to acquire the international Panamanian company Thunderbird Gaming (Panama) Corporation for the sum of 25,857 thousand euros. The purchase agreement includes a non-competence right for three years that the Group acquired for the sum of 3,895 thousand euros. This company operates six casinos in Panama.
- On September 27, 2010 the Group acquired 75% stake of the Italian companies King bingo, s.r.l. and King Slot, s.r.l. for the sum of 3,876 thousand euros and 3,163 thousand euros respectively.
- On November 11, 2010 the company Codere Interactiva Italia s.r.l. was incorporated.
- On December 3, 2010 the company acquired 55% stake of the Italian company FG Slot Services, S.r.l.
- On November 24, 2010 the Mexican company Impulsora Recreativo de Entretenimiento, S.A. de C.V. was incorporated.
- On December 3, 2010 the Mexican company Administradora Mexicana de Hipódromo, S.A. de C.V. III Asociación en Participación was incorporated.
- On December 7, 2010 the Mexican company Hotel Entretenimiento Las Américas, S.A. de C.V. was incorporated.

In 2010 it was undertaken the absorption merger of Nanos S.A. by Itapoan S.A.

The effect of these incorporations on the consolidated annual accounts for 2010 is an increase in net assets of 37,659 thousands euros, an increase in turnover of 21,008 thousands euros and a loss of 1,498 thousands euros. Information regarding assets contributed by these companies on acquisition is set out below in this note.

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If the acquisition of all the companies purchased during the 2010 financial year had been effective on 1st January, they would have contributed, for the totality the financial year, operating revenue of 43,803 thousands euros and a loss of 1,358 thousands euros.

The impact in equity resulting from the increase of stake in those companies in which the Group already had shares increased in 2010 to 1,631 thousand euros.

**a.2) Fiscal year 2009**

During the 2009 financial year, the main variations in the perimeter have been as follows:

- On January 23, 2009 the company Codere Technology Network, L.L.C. was dissolved.
- On February 5, 2009, it was undertaken the absorption merger of Automáticos Arga, S.L. by Codere Navarra S.L.
- On February 16, 2009 Codere Interactiva SL was incorporated.
- On February 19, 2009 it was undertaken the absorption merger of the Mexican companies Impulsora de Bienes, S.A. de C.V., Crea Producciones para TV, S.A. de C.V. and Administradora de Personal del Hippodrome, S.A. de C.V by Entretenimiento Virtual, S.A. de C.V.
- On February 26, 2009 the stake owned by Codere Logroño, S.L. in Codandredi, S.L. increased from the 50% to the 100% (for the purpose of the Group, it increased from 37.52% to 75.03%).
- On March 25 2009, the stake owned by Codere Valencia in Recreativos Agut-85, S.A. increased from the 50% to 100% (for the purpose of the Group, it increased from 47.36% to 94.72%).
- On April 24, 2009 the stake owned by Codere Madrid, S.L. in Recreativos Oteín S.L. increased from the 90% to 100%.
- On June 3, 2009 2010-S-Matic, S.L. was incorporated. Its corporate purpose is the exploitation of machines, amusement arcades and gaming halls, as well as the execution of preparatory, necessary, accessory, complementary or related activities.
- On June 5, 2009 the stake owned by the Group in Caneda, S.L. was sold. The benefit recorded amounted to 84 thousand euro.
- In October 2009 it was undertaken the absorption merger of Opertrinidad, S.L. and Recreativos Sierra Sur, S.L. by Operibérica, S.A., the absorption merger of Recreativos Oteín, S.L. by Codere Madrid, S.A and the absorption merger of Codandredi, S.L by Codere Logroño, S.L.
- On November 18, 2009 the Colombian company Intergames de Colombia, S.A. was dissolved.
- In December 2009 it was undertaken the absorption merger of Opealmar, S.L., Vimatir, S.L. and Recreativos Agut-85, S.A. by Codere Valencia, S.A. and the absorption merger of Gamatronic, S.L by Recreativos Ruan, S.L.

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- On December 15, 2009 the company Desarrollo Online Juegos Regulados S.A. was incorporated.

The effect of these incorporations on the consolidated annual accounts for 2009 is an increase in net assets of 1,158 thousands euros, an increase in turnover of 74 thousands euros and a loss of 42 thousands euros. Information regarding assets contributed by these companies on acquisition is set out below in this note.

The variations in the perimeter in 2009 have not result in a combination of businesses.

The impact in equity resulting from the increase of stake in those companies in which the Group already had shares increased in 2009 to 586 thousand euros.

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Information on assets and liabilities as of the date of acquisition and the contribution to the Group's net income of the companies acquired, incorporated or in which the stake was increased is provided in the table below (in thousands of euro):

<b>Year 2010</b>	Thunderbird Gaming Panamá	Apuestas Deportivas España	King Slot, S.L.	King Bingo, S.L.	FG Slot Service S.R.L.	<b>Business Combination</b>	Codere Apuesta Navarra, S.A.	Codere Interactiva Italia S.R.L.	Juegamax de las Americas, SA de CV	Impulsora Recreativa AMH, SA de CV	Administradora Mexicana de Hipodromo, SA de CV III (1)	Hotel Entretenimiento Las Americas, S.A. de C.V.	Administradora Mexicana de Hipodromo, SA de CV II (1)	Total
							(*)	(*)	(*)	(*)	(*)	(*)	(*)	
Acquisition/Incorporate date	19.08.10	20.01.10	27.09.10	27.09.10	03.12.10		22.06.10	11.11.10	16.06.10	24.11.10	03.12.10	07.12.10	21.06.10	
% Acquired	63.63%	50%	75%	75%	55%		100%	100%	49%	49%	49%	49%	49%	
Cost	30,939	-	3,163	3,876	4,328	<b>42,306</b>	60	10	-	3	-	-	-	<b>42,379</b>
Goodwill	8,813	-	2,758	3,871	4,811	<b>20,253</b>	-	-	-	-	-	-	-	<b>20,253</b>
Intangible assets	26,807	9,829	643	542	-	<b>37,821</b>	-	-	-	-	-	-	123	<b>37,944</b>
Tangible fixed assets	19,871	10,669	1,710	505	880	<b>33,635</b>	-	-	-	-	1,791	-	195	<b>35,621</b>
Other non-current asset	-	2,345	4	-	-	<b>2,349</b>	-	-	-	-	-	-	-	<b>2,349</b>
Current assets	-	3,633	32	25	157	<b>3,847</b>	-	7	3	6	29	3	67	<b>3,962</b>
Cash	5,226	-	114	10	1,129	<b>6,479</b>	60	3	3	-	-	(3)	99	<b>6,641</b>
Equity	(24,225)	(15,020)	(543)	(10)	(274)	<b>(40,072)</b>	(58)	(10)	(6)	(6)	-	-	-	<b>(40,152)</b>
Provisions	-	-	(26)	(15)	-	<b>(41)</b>	-	-	-	-	-	-	-	<b>(41)</b>
Other non-current liabilities	(21,713)	(3,958)	-	(4)	-	<b>(25,675)</b>	(2)	-	-	-	-	-	-	<b>(25,677)</b>
Current liabilities	(5,966)	(7,498)	(1,934)	(1,053)	(1,892)	<b>(18,343)</b>	-	-	-	-	(1,820)	-	(484)	<b>(20,647)</b>
2010 Contribution to the Group income	(1,610)	(5,019)	25	77	(95)	<b>(6,622)</b>	(229)	(211)	-	-	(13)	-	8	<b>(7,067)</b>

(1) Joint Ventures

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<u>Year 2009</u>	<u>Codere Interactiva, S.L.</u>	<u>2010 S-Matic, S.L.U.</u>	<u>Desarrollo online juegos regulados, S.A.</u>	<u>Total</u>
	(*)	(*)	(*)	
Acquisition/Incorporate date	16.02.09	03.06.09	15.12.09	
% Acquired	90%	100%	25%	
Cash	30	3,006	250	3,286
Equity	(30)	(3,006)	(250)	(3,286)
Contribution to Group income 2009	(61)	19	-	(42)

(\*) Start ups of the financial year

**b) Business Combinations**

**b.1) Purchase of 50% of Codere Apuestas España, S.L.**

On January 20, 2010 Codere acquired William Hill's 50% stake in the company Codere Apuestas España S.L. for one euro. William Hill decided to focus its international sports betting strategy on the internet via William Hill Online with its withdrawal from the joint venture. Codere Group reinforces its commitment with the sports betting in Spain.

	<b>Thousand euros</b>	
	<b>Definite accounting</b>	<b>Provisional accounting</b>
Estimated recoverable amount 100% CGU Apuestas	23,696	32,936
Fair Value 50% previous share	11,848	16,468
Book value 50% previous share	(4,385)	(4,385)
Profit registered	7,463	12,083
Considerations (including contingent amounts)	475	755
Minority Interests	1,255	1,255
Fair Value 50% previous share	11,848	16,468
Book value of identified assets and liabilities of 100% of Codere Apuestas	(9,582)	(9,582)
Initial goodwill	3,996	8,896
Allocation of goodwill to net assets	4,131	-
Additional profit registered	135	-
Final goodwill	-	8,896
Profit	<b>7,598</b>	-

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As of that date, the Codere Apuestas España, S.L. and its subsidiaries stake previously owned by the Group had a fair value of 32,936 thousand euros. That value is the current value net from future cash flows projected that are derived from operating assets of the sports betting unit. The provisional accounting of business combinations was recorded in goodwill amounting 8,896 thousand euros and profit recorded in the line "Gains or losses on asset disposals" amounting 12,083 thousand euros when comparing that fair value of the 50% stake in Codere Apuestas España, S.L. (which increase 50% of 32,935 thousand euros, 16,468 thousand euros) regarding its book value (amounting 4,385 thousand euros).

In June 2010, on basis of valuation report by an independent consultant, profit and goodwill, firstly recorded in 4,620 thousand euros, were provisionally adjusted, after taking as fair value of the business purchased, 23,696 thousand euros. Difference with the previously fair value is mainly attributable to the diversion between the real result of the business unit Codere Apuestas and the budget for the first half 2010. That downwards discrepancy is due to :

- In the first half 2010 there was a delay in the opening of new sport betting halls in Madrid.
- In the first half of 2010 there was a delay in the installation of a new software in the Self service terminals (SSTs) in the Basque Region and the the installation of those terminals with regard of the original plan.

In the 4Q of 2010, on basis of a valuation report by an independent consultant, the provisional goodwill includes mainly intangible assets (licenses) and non operating losses which have not been compensated amounting 4,131 thousand euros. The consideration initially estimated have been adjusted due to the recognition of a contingent amount of 475 thousand euros.

As a result, reasonable value of the acquired company's assets and liabilities have been identified. See below the book and fair value of the assets and liabilities acquired in this operation (thousand euros):

	Thousand euros	
	Apuestas España	
	Fair Value	Book Value
<b>Balance at 12.31.2009</b>		
Intangible asset	9,829	4,644
Tangible fixed asset	10,669	10,669
Non-current financial asset	171	171
Deferred tax assets	2,174	-
Current assets	3,633	3,633
<b>TOTAL ASSET</b>	<b>26,476</b>	<b>19,117</b>
Equity	11,989	8,333
Minority interest (*)	3,031	1,255
Long-term debt (**)	2,506	2,031
Deferred tax liabilities	1,452	-
Current liabilities	3,063	3,063
Intercompany operations (***)	4,435	4,435
<b>TOTAL LIABILITIES</b>	<b>26,476</b>	<b>19,117</b>

(\*) Non dominant shares include the book value of the 30.5% stake in Garaipen Victoria Apustuak, S.L., a subsidiary of Codere España Apuestas, S.L.

(\*\*) This line includes a contingent consideration amounting 475 thousand euros.

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(\*\*\*)Intercompany operations are settlement among the subsidiaries of Codere Apuestas and the rest of subsidiaries of Codere Group, mainly Codere S.A. that were eliminated during the consolidation process.

In December 2010, due to a change in the direction of the sports betting business, provisions and asset disposals amounting 2,458 thousand euros and 2,204 thousand euros respectively were recorded

Income and expenses of Codere Apuestas España, S.L. and its subsidiaries since the date of the acquisition are shown in Note 5. Result of Apuestas España includes the profit of the measure, at fair value, of 50% stake that Codere Group held previously as well as the above mentioned amount of provisions and disposals

#### **b.2) Purchase of 63.63% of International Thunderbird Gaming (Panamá) Corporation**

On August 19, 2010, following receipt of regulatory approvals, we completed the previously announced purchase agreement signed 15 March, 2010 of Thunderbird Resorts Inc.'s 63.6% stake Thunderbird Gaming (Panamá) Corporation for the sum of 27,044 thousand euros. This company operates six casinos in Panama, under the Fiesta brand. This agreement includes the acquisition of a non-competence right valid for three years, amounting 3,895 thousand euros. There are no contingent payments derived from the purchase agreement.

The main reason for the business combination is the increase in the number of casinos that Codere owns in Panama and increase the presence in this market. In addition, Codere Group is expecting synergies in the business combination between the company acquired International Thunderbird Gaming (Panamá) Corporation and the subsidiaries Alta Cordillera, S.A. and Hípica de Panamá. During the second half of 2010, on the basis of a valuation report by an independent consultant, we have made the purchase price allocation to assets and liabilities acquired and contingent liabilities assumed.

As a result, reasonable value of the acquired company's assets and liabilities have been identified. See below the book and fair value of the assets and liabilities acquired in this operation (thousand euros):

	Thousand euros	
	Thunderbird Gaming Panamá	
	Fair Value	Book Value
<b>Balance at 08.19.2010</b>		
Intangible asset	26,807	1,223
Tangible fixed asset	19,871	19,327
Current asset	5,226	5,226
<b>TOTAL ASSET</b>	<b>51,904</b>	<b>25,776</b>
Equity	3,672	5,771
Minority Interest	2,099	-
Financial debt	12,160	12,160
Deferred tax liability	9,553	1,878
Current liabilities	5,966	5,966
<b>TOTAL LIABILITIES</b>	<b>33,450</b>	<b>25,775</b>
Net carrying value assets acquired	22,126	
Acquisition price (*)	(30,939)	
<b>Goodwill (Note 10)</b>	<b>8,813</b>	-

(\*)Price of the 63.63% stake of Thunderbird Gaming (Panamá) Corporation amounting 28,75 thousand euros, 1,187 thousand euros for Powelton and 3,895 thousand euros corresponding to non-competence right.

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Minority interest have been recorded based on its stake in the net assets book value of the company International Thunderbird Gaming (Panamá) Corporation.

Those fair values have been obtained on the basis of business combination price allocation report written by an independent expert. Income and expenses of International Thunderbird Gaming (Panamá) Corporation since the acquisition date are the following:

	Thousand euros
<b><u>Income Statement December 2010</u></b>	<b><u>Thunderbird Gaming Panama</u></b>
Operating Revenue	
Revenues from external customers	14,458
	14,458
Operating expenses	
Depretiation and amortization	(2,730)
Other operating expenses	(13,293)
	<u>(16,023)</u>
Gains and losses on asset disposals	(8)
Inter-segment expenses	<u>0</u>
<b>OPERATING PROFIT</b>	<b>(1,573)</b>
External financial revenues	16
External financial expenses	(387)
<b>FINANCIAL RESULTS</b>	<b>(371)</b>
<b>INCOME BEFORE TAXES</b>	<b>(1,944)</b>
Income tax expenses	<u>863</u>
<b>PROFIT/(LOSS) FOR THE YEAR OF CONTINUING OPERATIONS</b>	<b>(1,081)</b>
Profit/(Loss) of discontinued operations	<u>-</u>
<b>CONSOLIDATED PROFIT/(LOSS)</b>	<b>(1,081)</b>
Attributable to:	
Minority Interest	529
Equity holders of the parent	<u>(1,610)</u>
<b>CONSOLIDATED PROFIT/(LOSS)</b>	<b><u>(1,081)</u></b>



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**b.3) Purchase of 75% stake of King Bingo, s.r.l and Kingo Slot, s.r.l.**

On September 27, 2010 Codere acquired 75% stake of the Italian companies King Bingo, s.r.l. y King Slot, s.r.l. for the sum of 3,876 thousand euros and 3,163 thousand euros respectively. The purchase price includes 3,463 and 2,826 thousand euros corresponding to the purchase of 67% stake of both companies, respectively and the acquisition arrangement on November 2011, of an additional 8% of both companies for the sums of 413 thousand euros and 337 thousand euros, respectively. This purchase price includes a contingent consideration amounting 1,723 thousand euros, that will be liquidated on November 2011 depending on the operating profit before amortization and depreciation recorded related to the exploitation of the premises annexed to bingo hall leased by King Slot, s.r.l. from May to October 2011.

The reason for acquiring these companies is the exploitation of a bingo hall and a gaming hall located in Caserta.

As of the date of this release, initial accounting of business combination related to the acquisition is unfinished, therefore, amounts recorded in the income statement as of December 31, 2010 are provisional. Codere Group is assigning business combination so it is going to adjust retroactively provisional amounts recorded on the date of the acquisition. During 2011 Codere Group is going to assign provisional Goodwill amounting 6,629 thousand euros to the different assets and liabilities of King Bingo, s.r.l and Kingo Slot, s.r.l. Minority interest has been valued for the accounting value of net assets.

Note 6 includes assets and liabilities of King Bingo, s.r.l and King Slot, s.r.l as of the date of the acquisition, contribution to the Group net profits as well as provisional Goodwill recorded as of December 31, 2010.

**b.4) Purchase of 55% stake of FG Slot Services, s.r.l**

On December 3, 2010 Codere acquired 55% stake of the Italian company FG Slot Services, s.r.l., whose corporate purpose is the exploitation of gaming machines, for the sum of 4,328 thousand euros. This purchase price includes a contingent consideration amounting 1,200 thousand euros, that will be liquidated on April 2012 depending on the operating profit recorded by FG Slot Services, s.r.l. during fiscal year 2011.

The reason to acquire this company is extend the market share in the segment of Italy Awp.

As of the date of this release, initial accounting of business combination related to the acquisition is unfinished, therefore, amounts recorded in the income statement as of December 31, 2010 are provisional. Codere Group is assigning business combination so it is going to adjust retroactively provisional amounts recorded on the date of the acquisition. During 2011 Codere Group is going to assign provisional Goodwill amounting 4,811 thousand euros to the different assets and liabilities of FG Slot Services, s.r.l.. Minority interest has been valued for the accounting value of net assets.

Note 6 includes assets and liabilities of FG Slot Services, s.r.l. as of the date of the acquisition, contribution to the Group net profits as well as provisional Goodwill recorded as of December 31, 2010.

**7. INTANGIBLE ASSETS**

Details and movements in lines included in "Intangible Assets" are the following:

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**Year 2010**

	Thousand euros					
<u>Cost</u>	<u>Balance at 12.31.09</u>	<u>Business Combinations</u>	<u>Additions</u>	<u>Retirements</u>	<u>Translation differences</u>	<u>Balance at 12.31.10</u>
Bingo licences	32,965		22	(1,122)	1,121	32,986
Exclusivity rights	79,923	6,738	6,846	(11,054)	202	82,655
“Yak” brand of ICELA	8,002		-	-	1,087	9,089
Gaming licences in ICELA	70,372		-	-	9,554	79,926
Brands	1,101		178	-	-	1,279
Other exclusivity rights	54,798	29,287	11,416	(1,274)	2,402	96,629
Client portfolio	3,268		-	-	-	3,268
Merger goodwill	-		-	-	-	-
Computer software	20,408	1,747	4,222	(1,319)	385	25,443
Advance for intangible asset	1,018	49	664	(1,387)	25	369
Leasehold assignment rights	868		-	(90)	3	781
Total	272,723	37,821	23,348	(16,246)	14,779	333,546
<u>Accumulated Amortization</u>						
Bingo licences	(5,311)	-	(2,543)	-	(132)	(7,986)
Exclusivity rights	(38,318)	-	(14,134)	9,005	(30)	(43,477)
Gaming licences in ICELA	(1,819)	-	(1,976)	-	(267)	(4,062)
Other exclusivity rights	(12,230)	-	(3,194)	1,245	(1,054)	(15,233)
Clients portfolio	(272)	-	(182)	-	-	(454)
Computer software	(11,224)	-	(3,930)	951	(91)	(14,294)
Leasehold assignment rights	(731)	-	(46)	89	-	(688)
Total	(69,905)	-	(26,005)	11,290	(1,574)	(86,194)
Provisions	(1,464)	-	(1,275)	-	-	(2,590)
Net carrying amount	201,354					244,762

Additions to "Exclusivity rights" are attributable to new contracts for machines installation in bars, mainly in Spain.

Column "Business combination" mainly includes:

- Value of licenses to operate Sports Betting activities in Spain and licenses to operate 6 casinos in Panama, included in "Other exclusivity rights".
- Fair value of the right of use of brand name "Fiesta" (Grupo International Thunderbird Gaming (Panama) operated the casinos under this band name) included in the line "Other exclusivity rights"

In the column "Business combinations", non competence right acquired in the purchase agreement of 63,63% stake of de International Thunderbird Gaming (Panamá) for the sum of 3,895 thousand euros is included in the line "Other exclusivity rights".

Additions under "Other exclusivity rights" in 2010 are essentially attributable to the acquisition of the second group of licenses for installing and operating a new type of machines in Italy for the sum of 10,448 thousand euros.

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Addition under "Provisiones" in 2010 includes 1,126 thousand euros attributable to the reduction in the value of intangible assets in the segment of Sports Betting in Spain, due to the discontinuation of the use of an IT application.

**Year 2009**

Thousand of euro						
<u>Cost</u>	Balance at 12.31.08	Business Combinations	Additions	Retirements	Translation differences	Balance at 12.31.09
Bingo Licenses	4,802		- 11,743	-	(3,580)	32,965
Exclusivity rights	78,218		- 11,703	(10,629)	631	79,923
"Yak" brand of ICELA	7,844		-	-	158	8,002
Gaming license in ICELA	68,983		-	-	1,389	70,372
Brands	1,086		- 16	-	(1)	1,101
Other exclusivity rights	38,825		- 16,260	(452)	165	54,798
Clients portfolio	3,268		-	-	-	3,268
Computer software	16,803		- 3,665	(63)	3	20,408
Advance for intangible asset	2,277		- 992	(2,192)	(59)	1,018
Leasehold assignment rights	1,021		- 83	(244)	8	868
<b>Total</b>	<b>243,127</b>		<b>- 44,462</b>	<b>(13,580)</b>	<b>(1,286)</b>	<b>272,723</b>
<u>Accumulated Amortization</u>						
Bingo licences	(4,134)		- (1,749)	-	572	(5,311)
Exclusivity rights	(31,981)		-(14,207)	8,050	(180)	(38,318)
Gaming licences in ICELA	(2,012)		- (1,757)	1,957	(7)	(1,819)
Other exclusivity rights	(10,065)		- (1,890)	188	(463)	(12,230)
Clients portfolio	(91)		- (181)	-	-	(272)
Computer software	(8,422)		- (3,252)	446	4	(11,224)
Leasehold assignment rights	(836)		- (97)	205	(3)	(731)
<b>Total</b>	<b>(57,541)</b>		<b>-(23,133)</b>	<b>10,846</b>	<b>(77)</b>	<b>(69,905)</b>
<u>Provisions</u>						
Provisions	(1,315)		- (1,464)	1,315	-	(1,464)
<b>Net carrying amount</b>	<b>184,271</b>					<b>201,354</b>

Additions to "Bingo licenses" during 2009 mainly corresponded to the upfront payment amount related to the renewal of Puerto and San Martin bingo licenses in Argentina.

Additions to "Other exclusivity rights" mainly correspond to the acquisition of licenses to install and operate a new type of machines in Italy, amounting €10,125 thousand and the right of use of the brand name Rio in halls from ICELA amounting €4,583 thousand approximately.

**7.a) Other information**

The only intangible assets that the Group holds with unlimited shelf life are the non-amortizable rights of installation and brand names amounting as of December 31, 2010 to 16,318 (including 3,068 thousand euros corresponding to the right of use of brand name "Fiesta" in Panama) and 13,436 thousand euros as of December 31, 2009.

On December 31, 2010, the Group did not have any significant commitment for the sale or purchase of intangible assets.

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**8. TANGIBLE FIXED ASSETS**

Details and movements of lines included in "Tangible fixed assets" in the following:

							Thousand euros
Year 2010	Balance at	Busines s Combina tion				Translation	Balance at
Cost	12.31.2009		Additions	Retirements	Transfers	Differences	31.12.2010
Slot machines	211,326	8,830	58,397	(53,162)	2,708	14,813	242,912
Amusement machines	12,075	185	2,906	(876)	-	-	14,290
Other installation, tools and furniture	46,816	2,850	7,899	(5,206)	(3)	2,195	54,551
Information processing hardware	33,048	4,847	2,362	(7,166)	(107)	2,460	35,444
Transport equipment	6,474	143	440	(1,139)	-	334	6,252
Land	14,308	234	231	(241)	-	214	14,746
Buildings	166,791	1,159	7,442	(65)	(7,933)	18,508	185,902
Leasehold improvements	84,142	11,561	13,026	(7,476)	15,664	4,736	121,653
Technical installations and machinery	41,299	2,208	5,243	(1,624)	7,059	1,970	56,155
Advance and construction in progress	20,912	1,618	26,304	(12,008)	(17,388)	1,600	21,038
<b>Total</b>	<b>637,191</b>	<b>33,635</b>	<b>124,250</b>	<b>(88,963)</b>	<b>-</b>	<b>46,830</b>	<b>752,943</b>
	Balance at	Busines s Combina tion				Translation	Balance at
Accumulated Amortization	12.31.2009		Additions	Retirements	Tranfers	Differences	12.31.2010
Slot machines	(112,157)	-	(40,038)	26,813	6,030	(6,249)	(125,601)
Amusement machines	(10,489)	-	(700)	865	60	-	(10,264)
Other installation, tolos and furniture	(21,905)	-	(8,098)	740	988	(644)	(28,919)
Information processing hardware	(19,629)	-	(3,948)	568	(2,039)	(1,087)	(26,135)
Transport equipment	(3,454)	-	(558)	442	(906)	14	(4,462)
Constructions	(36,101)	-	(2,352)	0	(3,171)	(3,825)	(45,449)
Leasehold improvements	(35,959)	-	(12,493)	105	(1,481)	(1,807)	(51,635)
Technical installations and machinery	(28,795)	-	(2,931)	257	519	(2,680)	(33,630)
<b>Total</b>	<b>(268,489)</b>	<b>-</b>	<b>(71,118)</b>	<b>29,790</b>	<b>-</b>	<b>(16,278)</b>	<b>(326,095)</b>
<b>Provision</b>	<b>(15,446)</b>	<b>-</b>	<b>(1,556)</b>	<b>1,616</b>	<b>-</b>	<b>(265)</b>	<b>(15,651)</b>
<b>Net carrying amount</b>	<b>353,256</b>						<b>411,197</b>

Additions under to business combinations are recorded regarding their fair value (see Note 6)  
Additions under "slot machines" principally reflect the new financial lease agreement between ICELA Group and IGT; renewal of Spain AWP portfolio and the acquisition of new machines in Argentina. Retirements under this line are mainly attributable to the cancelation of retirements of AWPs in Mexico, Colombia and Spain.

Additions under "Advances and construction in progress" correspond to investments made by Codere Mexico, S.A. de C.V. for the construction and refurbishment of halls owned by Caliente Group as well as investors made by Promojuegos de Mexico, S.A. de C.V and subsidiaries of the Group in Argentina in order to refurbish bingo halls.

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Additions under "Provisions" include €1,334 thousand related to a reduction in the accounting value of tangible assets in the Sports betting business in Spain. Retirements under this line reflect the reduction of value reversal recorded in Colombia as a result of the reduction of the park.

Figures under "Transfers" in 2010 and 2009 mainly include the transfer of the investment in construction and refurbishment in progress made by Codere Mexico, S.A. de C.V. halls owned by Caliente Group recorded in "Advances and construction in progress" until the date they are available as well as the transfer of investments made by Promojuegos de Mexico, S.A. de C.V. and the subsidiaries of the Group in Argentina for the refurbishment of bingo halls once they start operating.

**Year 2009**

							Thousand euros
<b>Cost</b>	<b>Balance at 12.31.2008</b>	<b>Business Combinations</b>	<b>Additions</b>	<b>Retirements</b>	<b>Transfers</b>	<b>Translation differences</b>	<b>Balance at 12.31.2009</b>
Slot machines	200,421	-	69,062	(56,746)	1,109	(2,520)	211,326
Amusement machines	12,871	-	65	(861)	-	-	12,075
Other installation, tolos and furniture	43,626	-	4,787	(15,615)	13,790	228	46,816
Information processing hardware	31,180	-	3,090	(981)	(16)	(225)	33,048
Transport equipment	7,026	-	292	(843)	(20)	19	6,474
Land	14,361	-	463	11	-	(527)	14,308
Constructions	154,424	-	9,947	(2,152)	2,974	1,598	166,791
Leasehold improvements	75,049	-	7,440	171	732	750	84,142
Technical installations and machinery	39,215	-	4,386	(741)	(732)	(829)	41,299
Advance and construction in progress	25,376	-	25,670	(11,511)	(17,837)	(786)	20,912
<b>Total</b>	<b>603,549</b>	<b>-</b>	<b>125,202</b>	<b>(89,268)</b>	<b>-</b>	<b>(2,292)</b>	<b>637,191</b>
<b>Accumulated Amortization</b>	<b>Balance at 12.31.2008</b>	<b>Business Combinations</b>	<b>Additions</b>	<b>Retirements</b>	<b>Transfers</b>	<b>Translation differences</b>	<b>Balance at 12.31.2009</b>
Slot machines	(89,279)	-	(38,431)	20,330	(5,869)	1,092	(112,157)
Amusement machines	(10,515)	-	(641)	667	-	-	(10,489)
Other installation, tolos and furniture	(22,831)	-	(4,853)	972	4,749	58	(21,905)
Information processing hardware	(19,241)	-	(3,921)	3,385	16	132	(19,629)
Transport equipment	(4,889)	-	778	701	-	(44)	(3,454)
Constructions	(35,104)	-	(3,253)	1,446	1,134	(324)	(36,101)
Leasehold improvements	(28,698)	-	(7,926)	247	148	270	(35,959)
Technical installations and machinery	(17,871)	-	(11,418)	221	(178)	451	(28,795)
<b>Total</b>	<b>(228,428)</b>	<b>-</b>	<b>(69,665)</b>	<b>27,969</b>	<b>-</b>	<b>1,635</b>	<b>(268,489)</b>
<b>Provisions</b>	<b>(1,333)</b>	<b>-</b>	<b>(15,446)</b>	<b>1,286</b>	<b>-</b>	<b>47</b>	<b>(15,446)</b>
<b>Net carrying amount</b>	<b>373,788</b>						<b>353,256</b>

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Additions under “slot machines” principally reflected the new financial lease agreement by ICELA Group and IGT-Mexicana, S. de R.L. de C.V. (IGT) entered on April 3, 2009 that substitutes the agreement in force until that date; renewal of Spain AWP portfolio and the acquisition of new machines in Argentina. Retirements under this line were mainly attributable to the cancelation of the financial lease agreement of ICELA, mentioned above, and the retirements of AWP’s in Spain.

Retirements under “Other installations, tools and furniture” principally correspond to the refurbishment of halls made by Codere Mexico, S.A. de C.V. to Caliente Group.

Additions under “Advances and construction in progress” correspond to investments made by Codere Mexico, S.A. de C.V. for the construction and refurbishment of halls owned by Caliente Group. Retirements under this line were attributable to the end of works for the construction of a new plant in Girona.

Additions under “Buildings” were mainly due to the construction of a new plant in Girona and improvement works in halls owned by ICELA Group.

Additions under “Provisions” include €12,969 thousand related to a reduction in the accounting value of tangible assets in Colombia (see Note 18).

On December 31, 2010 and 2009, the Group did not have any significant commitment for the sale or purchase of tangible fixed assets.

The Group holds certain assets under a financial leasing regime. The heading “Slot Machines” mainly includes assets belonging to the ICELA Group for a value of 16,321 thousand euros, in Spain for a sum of 12,359 thousand euros, in Argentina for a value of 8,295 thousand euros and in Mexico (excluding ICELA Group) for 6,540 thousand euros. The heading “Technical installations and machinery” mainly includes assets belonging to the ICELA Group for a value of 2,318 thousand euros and Colombia and Italy for a sum of 752 and 387 thousand euros respectively. As of December 31st, 2010 and 2009, the values of the assets held under financial leasing are as follows (in thousands of euros):

	Thousand euros			Thousand euros		
	December 2010			December 2009		
	Cost	Accumulated depreciation	Net carrying amount	Cost	Accumulated depreciation	Net carrying amount
Slot machines	55,702	(11,658)	44,044	41,838	(19,464)	22,374
Technical installations and machinery	8,828	(5,330)	3,498	7,057	(3,875)	3,048
Transport equipment	484	(369)	115	351	(91)	394
Total	65,014	(17,357)	47,657	49,246	(23,430)	25,816

Note 19.a.4) includes minimum financial lease payments and the calculation of the fair value of future minimum payments.

The Group has operative leases over certain elements of the fixed assets. These leases are associated mainly with the regime of letting or concession under which the headquarters of the companies are in each of the countries, the premises where the gaming activity takes place, car

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parks, etc. These leases are in the majority of cases updated on the basis of the yearly consumer price index. There is no restriction at all for the Group with regard to contracting these leases. The expense recognised in the profit and loss statement during the 2010 and 2009 financial years corresponding to operating leases amounts to 48,107 and 41,660 thousand euros (see Note 23), with the expiry of the contracts being between 3 and 10 years.

As of December 31, 2010, the Group has the following non cancellable payment commitments related to operating leases in premises and halls, offices and means of transport where it is the leasee (in thousand euros):

	<b>Thousand euros</b>			
	<u>With in one year</u>	<u>Between two and five years</u>	<u>After five years</u>	<u>Total future payments</u>
Total non-cancellable paymentos commitments	<u>13,889</u>	<u>29,900</u>	<u>10,602</u>	<u>54,391</u>

In the fiscal year 2010, 346 thousand of euros in interests have been capitalized (2009: 0 euros)

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**9. JOINT VENTURES**

The interest in current assets, non-current assets, short-term creditors, long-term creditors, income and expenses of the consolidated company are the following (in thousand euros), on the basis of the percentage of participation in each of them:

	Thousand euros										
	Hípica Rioplatense Argentina, S.A.	Hípica Rioplatense Uruguay, S.A.	Entretenimiento Recreativo, S.A. de C.V.	Cent.Conve nc.America s, S.A. de C.V.	Juegamax de las Americas, S.A.de C.V.	Impulsora Centro de Entretenimiento Las Américas, S.A. de C.V.	Calle del Entretenimiento, S.A. de C.V.	Secofach, S.A. de C.V.	Impulsora Recreativa Amh, S.A. de C.V.	Grupo Inverjuego, S.A.	Subtotal
<b>Year 2010</b>											
Intangible fixed assets	-	850	-	-	-	-	-	-	-	-	850
Tangible fixed assets	-	14,599	-	-	-	-	-	-	-	-	14,599
Long-term investments	-	138	-	-	-	-	-	-	-	-	138
Deferred tax assets	-	637	248	-	-	-	-	244	-	-	1,129
Current asset	46	4,844	2,478	2	1	504	31	1,019	1	3	8,929
<b>TOTAL ASSETS</b>	<b>46</b>	<b>21,068</b>	<b>2,726</b>	<b>2</b>	<b>1</b>	<b>504</b>	<b>31</b>	<b>1,263</b>	<b>1</b>	<b>3</b>	<b>25,645</b>
Deferred revenue	-	(171)	-	-	-	-	-	-	-	-	(171)
Long-term debts	-	(3,269)	-	-	-	-	-	(526)	-	-	(3,795)
Current liabilities	(21)	(4,388)	(4,022)	-	-	(117)	(104)	(2,204)	-	-	(10,856)
<b>TOTAL LIABILITIES</b>	<b>(21)</b>	<b>(7,828)</b>	<b>(4,022)</b>	<b>-</b>	<b>-</b>	<b>(117)</b>	<b>(104)</b>	<b>(2,730)</b>	<b>-</b>	<b>-</b>	<b>(14,822)</b>
OTHER INFORMATION											
Operating revenue	-	16,932	6	-	-	-	-	-	-	-	16,938
Operating expenses	-	(15,107)	(28)	-	(2)	(67)	(184)	(4,802)	-	-	(20,190)
Financial revenues	-	244	-	-	-	-	-	-	-	-	244
Financial expenses	-	(864)	-	-	-	-	-	(2)	-	-	(866)



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								Thousand euros	
	Entretenimiento Virtual, S,A, de C,V,	Servicios Administrativos Hipódromo, S,A, de C,V,	Sortijuegos, S,A, de C,V,	Administradora Mexicana del Hipódromo, S,A, de C,V,	Asociaciones en Participación (*)	Carrasco Nobile, S,A,	Hotel Entret,Amh S,A, de C,V,	Subtotal	Total
<b>Year 2010</b>									
Intangible fixed assets	-	-	-	94,866	2,504	4	-	97,374	98,224
Tangible fixed assets	10	-	1	148,985	6,438	2,675	-	158,109	172,708
Long-term investments	-	-	-	-	-	561	-	561	699
Deferred tax assets	9	172	-	3,942	-	209	-	4,332	5,461
Current asset	1,504	421	1,636	25,409	7,358	2,119	-	38,447	47,376
<b>TOTAL ASSETS</b>	<b>1,523</b>	<b>593</b>	<b>1,637</b>	<b>273,202</b>	<b>16,300</b>	<b>5,568</b>	<b>-</b>	<b>298,823</b>	<b>324,468</b>
Deferred revenue	-	(195)	-	(24,887)	-	-	-	(25,082)	(25,253)
Long-term debts	-	(1,540)	-	(40,668)	(67)	-	-	(42,275)	(46,070)
Current liabilities	(1,478)	(5,570)	(3,824)	(37,611)	(3,258)	(763)	-	(52,504)	(63,360)
<b>TOTAL LIABILITIES</b>	<b>(1,478)</b>	<b>(7,305)</b>	<b>(3,824)</b>	<b>(103,166)</b>	<b>(3,325)</b>	<b>(763)</b>	<b>-</b>	<b>(119,861)</b>	<b>(134,683)</b>
<b>OTHER INFORMATION</b>									
Operating revenue	7	69	278	124,466	1,490	-	-	126,310	143,248
Operating expenses	(6)	(20,655)	(904)	(76,510)	(356)	(527)	-	(98,958)	(119,148)
Financial revenues	1	-	(26)	3,455	67	112	-	3,609	3,853
Financial expenses	(1)	(4)	102	(5,780)	(78)	(123)	-	(5,884)	(6,750)

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(\*) It includes assets/liabilities and operations controlled by Administradora Mexicana de Hipódromos, S.A. de C.V. in Mexico and it has revenue and expenses according to its percentage of stake on it.

	Thousand euros								
	Hípica Rioplatense Argentina, S.A,	Hípica Rioplatense Uruguay, S.A,	Entretenimiento Recreativo, S,A, de C,V,	Codere Apuestas España, S,L,	Codere Apuestas, S,A,	Impulsora Centro de Entretenimiento Las Américas, S,A, de C,V,	Calle del Entretenimiento, S,A, de C,V,	Secofach, S,A, de C,V,	Subtotal
<b>Year 2009</b>									
Intangible fixed assets	-	76	-	188	617	-	-	-	881
Tangible fixed assets	-	13,888	-	26	3,463	-	-	-	17,377
Long-term investments	-	128	-	-	71	-	-	-	199
Deferred tax assets	-	163	224	-	-	-	-	111	498
Current asset	45	5,174	2,017	759	467	433	24	1,026	9,945
<b>TOTAL ASSETS</b>	<b>45</b>	<b>19,429</b>	<b>2,241</b>	<b>973</b>	<b>4,618</b>	<b>433</b>	<b>24</b>	<b>1,137</b>	<b>28,900</b>
Deferred revenue	-	-	-	-	-	-	-	-	-
Long-term debts	-	(4,201)	-	(1,016)	-	-	-	-	(5,217)
Current liabilities	(20)	(3,619)	(4,296)	(92)	(543)	(57)	(50)	(1,742)	(10,419)
<b>TOTAL LIABILITIES</b>	<b>(20)</b>	<b>(7,820)</b>	<b>(4,296)</b>	<b>(1,108)</b>	<b>(543)</b>	<b>(57)</b>	<b>(50)</b>	<b>(1,742)</b>	<b>(15,636)</b>
OTHER INFORMATION									
Operating revenue	-	14,853	205	3	2,766	-	204	22	18,053
Operating expenses	(1)	(12,747)	(175)	(278)	(4,726)	(37)	(144)	(3,128)	(21,236)
Financial revenues	-	55	2	1	(52)	1	-	-	7
Financial expenses	(1)	(1,506)	(181)	(67)	(1)	(35)	4	(1)	(1,788)

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Thousand euros

	Entretenimiento Virtual, S.A. de C.V.	Servicios Administrativ os Hipódromo, S.A. de C.V.	Sortijuegos, S.A. de C.V.	GaraipenVicto ria Apustuak, S.L.	Grupo Inverjuego, S.A.	Administradora Mexicana del Hipódromo, S.A. de C.V.	Asociación en Participación	Carrasco Nobile, S.A.	Subtotal	Total
<b>Year 2009</b>										
Intangible fixed assets	-	-	-	1,062	-	85,592	2,136	-	88,790	89,671
Tangible fixed assets	13	-	276	1,293	-	142,991	4,566	41	149,180	166,557
Long-term investments	-	-	-	10	-	-	-	460	470	669
Deferred tax assets	8	121	-	-	-	4,719	-	17	4,865	5,363
Current asset	778	371	4,385	642	2	20,062	5,550	137	31,927	41,872
<b>TOTAL ASSETS</b>	<b>799</b>	<b>492</b>	<b>4,661</b>	<b>3,007</b>	<b>2</b>	<b>253,364</b>	<b>12,252</b>	<b>655</b>	<b>275,232</b>	<b>304,132</b>
Deferred revenue	-	-	-	-	-	(22,819)	-	-	(22,819)	(22,819)
Long-term debts	-	-	-	-	-	(70,125)	-	-	(70,125)	(75,342)
Current liabilities	(758)	(3,641)	(5,942)	(628)	-	(41,867)	(2,354)	(175)	(55,365)	(65,784)
<b>TOTAL LIABILITIES</b>	<b>(758)</b>	<b>(3,641)</b>	<b>(5,942)</b>	<b>(628)</b>	<b>-</b>	<b>(134,811)</b>	<b>(2,354)</b>	<b>(175)</b>	<b>(148,309)</b>	<b>(163,945)</b>
<b>OTHER INFORMATION</b>										
Operating revenue	2	68	882	602	1	95,015	410	-	96,980	115,033
Operating expenses	(12)	(14,492)	(2,319)	(1,670)	-	(64,778)	(788)	(48)	(84,107)	(105,343)
Financial revenues	1	1	(77)	5	-	8,814	101	(7)	3,891	3,898
Financial expenses	-	(3)	(399)	(5)	-	(6,089)	(104)	-	(6,600)	(8,388)

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The average of employees in the companies consolidated by the integrated proportional method during 2010 was 3,696 employees according to the corresponding share in the subsidiary (2009: 2,556 employees)

**10. GOODWILL**

	Thousand euros	
	Balance at 12.31.10	Balance at 12.31.09
Goodwill on Consolidation	246,388	219,298
Merger Goodwill	43,156	43,851
	<b>289,544</b>	<b>263,149</b>

**a) Goodwill on consolidation**

The detail, by company, of the Goodwill on Consolidation on December 31, 2010 and 2009 and the variations during those years are as follows (in thousands of euro):

Year 2010		Thousand euros			
Holding Company	Balance at 12.31.2009	Additions	Retirements	Translation differences	Balance at 12.31.2010
Bingos del Oeste, S.A.	53	-	-	-	53
Bingos Platenses, S.A.	53	-	-	1	54
Codemática, S.r.L.	13,773	-	-	-	13,773
Codere América, S.L.U.	1,625	-	-	56	1,681
Codere Argentina, S.A. (*)	6,014	-	-	206	6,220
Codere Barcelona, S.A.U. (*)	584	-	-	-	584
Codere Chile, Ltda. (*)	14,614	-	-	1,143	15,757
Codere España, S.L.U.	35,796	-	-	-	35,796
Codere Internacional, S.L.U.	25,086	-	-	-	25,086
Codere Italia, S.p.A.	5,873	4,811	(471)	-	10,213
Codere Madrid, S.A.U.	354	-	-	-	354
Codere México, S.A. de C.V.	35,065	-	-	4,760	39,825
Codere Panamá, S.A.	767	-	-	62	829
Codere, S.A. (*)	58,461	-	-	1,181	59,642
Comercial Yontxa, S.A.	266	-	-	-	266
Grupo Inverjuego, S.A. de C.V.	617	-	-	83	700
Iberargen, S.A.	66	-	-	2	68
Operbingo Italia, S.p.A.	13,536	6,629	-	-	20,165
Operibérica, S.A.U. (*)	4,522	-	-	-	4,522
Recreativos Mae, S.L.U.	2,173	-	-	-	2,173
Alta Cordillera, S.A.	-	8,813	-	(186)	8,627
	<b>219,298</b>	<b>20,253</b>	<b>(471)</b>	<b>7,308</b>	<b>246,388</b>

(\*) The head company of the subgroup of companies that generate them is identified. In section a.1) of the present note, detail is given per cash generating unit.

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Additions in 2010 correspond to business combination described in Note 6. Retirement is related to the price adjustment in the acquisition of Seven Cora, S.r. in 2007.

<b>Year 2009</b>	<b>Thousand euros</b>				
<b>Holding Company</b>	<b>Balance at 12.31.2008</b>	<b>Additions</b>	<b>Retirements</b>	<b>Translation differences</b>	<b>Balance at 12.31.2009</b>
Bingos Codere, S.A.	377	-	(377)	-	-
Bingos del Oeste, S.A.	60	-	-	(7)	-
Bingos Platenses, S.A.	60	-	-	(7)	53
Codemática, S.r.L.	13,773	-	-	-	53
Codere América, S.L. U.	1,850	-	-	(225)	13,773
Codere Argentina, S.A. (*)	6,845	-	-	(831)	1,625
Codere Barcelona, S.A. (*)	584	-	-	-	6,014
Codere Chile, Ltda. (*)	15,128	-	-	(514)	584
Codere España, S.L.U.	35,796	-	-	-	14,614
Codere Internacional, S.L.U.	24,186	900	-	-	35,796
Codere Italia, S.p.A.	5,873	-	-	-	25,086
Codere Logroño, S.L.	481	-	(481)	-	5,873
Codere Madrid, S.A.U.	1,538	-	(1,184)	-	-
Codere México, S.A. de C.V.	34,373	-	-	692	354
Codere Panamá, S.A.	793	-	-	(26)	35,065
Codere Valencia, S.A. (*)	511	-	(511)	-	767
Codere, S.A. (*)	63,233	-	-	(4,772)	-
Comercial Yontxa, S.A.	266	-	-	-	58,461
Grupo Inverjuego, S.A. de C.V.	605	-	-	12	266
Iberargen, S.A.	75	-	-	(9)	617
Operbingo Italia, S.p.A.	13,536	-	-	-	66
Operibérica, S.A.U. (*)	5,412	-	(890)	-	13,536
Recreativos Mae, S.L.	2,173	-	-	-	4,522
Codere Navarra, S.L.	648	-	(648)	-	2,173
Recreativos Ruan, S.A.	1,211	-	(1,211)	-	-
	<b>229,387</b>	<b>900</b>	<b>(5,302)</b>	<b>(5,687)</b>	<b>219,298</b>

(\*) The head company of the subgroup of companies that generate them is identified. In section a.1) of the present note, detail is given per cash generating unit.

Addition is due to the price adjustment in the acquisition of Operbingo, S.p.A. (see note 25.a.). Retirements are mainly attributable to transfers to Merger Goodwill due to mergers recorded in 2009.

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The detail of the consolidation goodwill on December 31, 2010 and 2009 detailed by groups of cash generating units with which it is related, is the following, (expressed in thousand euros):

	Thousand euros				
	Losses due to impairment				
<u>Year 2010</u>	<u>Cost</u>	<u>2008 and before</u>	<u>2009</u>	<u>2010</u>	<u>Net Value</u>
Spain machines	67,640	-	-	-	67,640
Argentina	43,773	-	-	-	43,773
Italy machines	36,454	(12,468)	-	-	23,986
Italia - Bingos and bets	77,976	(32,725)	-	-	45,251
Panamá	25,213	-	-	-	25,213
México	40,525	-	-	-	40,526
	<b>291,581</b>	<b>(45,193)</b>	<b>-</b>	<b>-</b>	<b>246,388</b>

	Thousand euros				
	Losses due to impairment				
<u>Year 2009</u>	<u>Cost</u>	<u>2008 and before</u>	<u>2009</u>	<u>2010</u>	<u>Net Value</u>
Spain machines	67,638	-	-	-	67,638
Argentina	42,327	-	-	-	42,327
Italy machines	32,115	(12,468)	-	-	19,647
Italia - Bingos and bets	71,347	(32,725)	-	-	38,622
Panamá	15,382	-	-	-	15,382
México	35,682	-	-	-	35,682
	<b>264,491</b>	<b>(45,193)</b>	<b>-</b>	<b>-</b>	<b>219,298</b>

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**b) Merger goodwill**

<b>Year 2010</b>	<b>Thousand euros</b>				
	<b>Balance at 12.31.2009</b>				<b>Balance at 12.31.2010</b>
<b>Absorbing Company</b>	<b>Net accounting value</b>	<b>Additions</b>	<b>Retirements</b>	<b>Translation differences</b>	<b>Net accounting value</b>
Aut. Mendoza, S.L.	111	-	-	-	111
Codere Barcelona, S.A.U.	5,376	-	-	-	5,376
Codere Logroño, S.A.	481	-	-	-	481
Codere Madrid, S.A.U.	8,046	-	-	-	8,046
Codere México, S.A. de C.V.	1,807	-	-	245	2,052
Codere Navarra, S.L.	1,205	-	-	-	1,205
Codere Valencia, S.A.	1,712	-	-	-	1,712
Comercial Yontxa, S.A.	293	-	-	-	293
Iberargen, S.A.	2,041	-	-	71	2,112
Misuri, S.A.U.	8,947	-	-	-	8,947
Oper Sherka, S.L.U.	1,951	-	-	-	1,951
Operibérica, S.A. U.	8,521	-	(1,011)	-	7,510
Recreativos Obelisco, S.L.	1,834	-	-	-	1,834
Resur Cádiz, S.L.	120	-	-	-	120
Recreativos Ruan, S.A.	1,016	-	-	-	1,016
Sigirec, S.L.	390	-	-	-	390
	<b>43,851</b>	<b>0</b>	<b>(1,011)</b>	<b>316</b>	<b>43,156</b>

Retirements from Merger Goodwill correspond to the sale of the company 2010-S-Matic, S.L.

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<b>Year 2009</b>	<b>Thousand euros</b>				
	<b>Balance at 12.31.2008</b>				<b>Balance at 12.31.2009</b>
<b>Absorbing Company</b>	<b>Net accounting value</b>	<b>Additions</b>	<b>Retirements</b>	<b>Translation differences</b>	<b>Net Accounting value</b>
Aut, Mendoza, S,L,	111	-	-	-	111
Bingos Codere, S,A,	550	-	(589)	39	-
Codere Barcelona, S,A,U,	5,376	-	-	-	5,376
Codere Colombia, S,A,	253	-	(264)	11	-
Codere Logroño, S,A,	-	481	-	-	481
Codere Madrid, S,A,U,	6,745	1,301	-	-	8,046
Codere México, S,A, de C,V,	1,771	-	-	36	1,807
Codere Navarra, S,L,	543	662	-	-	1,205
Codere Valencia, S,A,	1,201	511	-	-	1,712
Comercial Yontxa, S,A,	293	-	-	-	293
Gomcasti, S,L,	280	-	(280)	-	-
Iberargen, S,A,	2,324	-	-	(283)	2,041
Misuri, S,A,	8,947	-	-	-	8,947
Oper Sherka, S,L,U,	1,951	-	-	-	1,951
Operibérica, S,A, U,	7,631	890	-	-	8,521
Recreativos	-	-	-	-	-
Obelisco, S,L,	1,834	-	-	-	1,834
Resur Cádiz, S,L,	120	-	-	-	120
Recreativos Ruan, S,A,	-	1,016	-	-	1,016
Sigirec, S,L,	390	-	-	-	390
	<b>40,320</b>	<b>4,861</b>	<b>(1,133)</b>	<b>(197)</b>	<b>43,851</b>

The additions from the merger goodwill in 2009 mainly correspond to transfers of consolidation goodwill due to legal operations of merger.

The detail of the merger goodwill on December 31, 2010 and 2009 detailed by groups of cash generating units with which it is related, is the following, (expressed in thousand euros):

	<b>Thousand euros</b>	
	<b>12.31.10</b>	<b>12.31.09</b>
Spain machines	30,045	31,056
Spain Bingo	8,947	8,947
Argentina	2,112	2,041
México	2,052	1,807
	<b>43,156</b>	<b>43,851</b>



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**11. LONG TERM FINANCIAL INVESTMENT**

The detail and variation for the years 2010 and 2009 of "Long-term financial investments" is as follows, (in thousands of euro):

**Year 2010**

Concept						Thousand euros
	Balance at 12.31.2009	Additions	Retirements	Transfers	Translation differences	Balance at 12.31.2010
Loans and receivables	58,373	59,013	(5,310)	89,755	7,753	209,584
Held to maturity investments	8,385	1,532	(3,206)	593	-	7,304
Other financial assets	953	-	(250)	-	-	703
	<b>67,711</b>	<b>60,545</b>	<b>(8,766)</b>	<b>90,348</b>	<b>7,753</b>	<b>217,591</b>

**Year 2009**

Concept						Thousand euros
	Balance at 12.31.2008	Additions	Retirements	Transfers	Translation differences	Balance at 12.31.2009
Loans and receivables	75,254	15,255	(27,916)	-	(4,190)	58,373
Assets held for sale	703	-	-	(703)	-	-
Held to maturity investments	9,862	748	(2,225)	-	-	8,385
Other financial assets	-	250	-	703	-	953
	<b>85,819</b>	<b>16,223</b>	<b>(30,141)</b>	<b>-</b>	<b>(4,190)</b>	<b>67,711</b>

Transfers mainly include reclassification of receivables from Caliente Group that were recorded in "Accounts receivables" until June 2010. This reclassification is due to the agreement signed with Caliente (Note 4g). Moreover, additions include 51,079 thousand euros related to loans granted in 2010 following this agreement.

Discounted cash flow of long term financial investment as of December 31, 2010 and 2009 is considered by applying a market interest rate, to approach its carrying amount. Due to this, the fair value of the long-term financial investments does not significantly differ from their accounting value.

Value in books for this line is recorded in the following currencies:

Currency	Thousand euros	
	Balance at 12.31.2010	Balance at 12.31.2009
Euros	26,727	26,976
Dolar	190,273	39,875
Argentine pesos	452	166
Mexican pesos	-	102
Uruguay pesos	138	588
Colombian pesos	2	4
	<b>217,592</b>	<b>67,711</b>

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a) "Loans and receivables":

Type	Company	Thousand euros	
		Balance at 12.31.10	Balance at 12.31.09
Long-term loan	Codere México, S.A	183,624	14,967
Long-term loan	Promociones Recreativas Mexicanas, S.A de C.V	-	20,926
Long-term loan	Codere Italia, S.p.A.	4,673	5,509
Long-term loan	Codere América, S.L.U.	4,318	-
Long-term loan	Hípica de Panamá, S.A.	3,481	3,310
Long-term loan	Grupo Operbingo Italia, S.p.A.	4,154	4,467
Long-term loan	Codere Madrid, S.A.U.	839	1,212
Long-term loan	Operibérica, S.A.U.	1,097	1,704
Other minor loan to third parties		7,398	6,278
<b>TOTAL</b>		<b>209,584</b>	<b>58,373</b>

Long term receivables of Codere Mexico S.A with Caliente have been recorded at their amortized cost, using a discount rate of 8%.

The summary of movement and amounts as of December 31, 2010 with Caliente is the following (thousand euros):

	Thousand euros				
	Balance at 12.31.09	Additions	Transfers	Translation differences	Balance at 12.31.10
Current (Note 15)	72,947	26,163	(90,348)	-	8,762
Non-current	35,893	51,079	90,348	6,304	183,624
	<b>108,840</b>	<b>77,242</b>	<b>-</b>	<b>6,304</b>	<b>192,386</b>

Details on amortized costs of main credits according to their maturity are the following:

	December 2010										
	Thousand euros										
	Codere Madrid, S.A.U.	Operibérica, S.A.U.	Codere Italia, S.p.A.	Grupo Operbingo, S.p.A.	Hípica de Panamá, S.A.	Codere México, S.A.(*)	Codere América, S.A.	Rest Spain AWP	Rest Italy AWP	Resto	Total
Year	S.A.U.	ca, S.A.U.	S.p.A.	, S.p.A.	S.A.	S.A.(*)	S.A.				
2011	-	-	-	-	-	-	-	-	-	-	-
2012	644	918	4,673	-	-	-	-	2,391	-	292	8,918
2013	13	179	-	-	-	-	-	-	-	27	219
2014	137	-	-	-	-	-	-	10	-	60	207
2015	15	-	-	-	-	-	4,318	17	-	20	4,370
Siguientes	30	-	-	4,154	3,480	183,624	-	57	1,718	2,807	195,870
Total	839	1,097	4,673	4,154	3,480	183,624	4,318	2,475	1,718	3,206	209,584

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(\*) Receivables from Caliente, as described in note 4.g, after COFECO approval will be recorded as investments and credits to companies in the Group. The surplus will be paid since fiscal year 2015.

December 2009												
Thousand euros												
Year	Codere México	Promoc. Rec. Mexicanas	Codere Italia	Codere América	Hípica de Panamá	Codere Girona	Grupo Operbingo	Codere Madrid	Operibérica	Resto Spain AWP	Rest	Total
2011	5,479	10,254	5,509	-	-	71	65	1,125	1,525	2,403	781	27,212
2012	4,238	6,696	-	-	-	-	-	14	-	15	-	10,963
2013	3,583	3,348	-	-	-	-	166	13	179	-	-	7,289
2014	1,667	628	-	-	-	-	-	14	-	-	-	2,309
2015	-	-	-	-	-	-	-	-	-	-	-	-
Siguientes	-	-	-	-	3,310	-	4,236	46	-	18	2,990	10,600
Total	14,967	20,926	5,509	-	3,310	71	4,467	1,212	1,704	2,436	3,771	58,373

b) Held to maturity investments are the following:

<b>Type of investments</b>	<b>Thousand euros</b>	
	<b>Balance at 12.31.10</b>	<b>Balance at 12.31.09</b>
Hopper deposits	3,727	3,692
Long-term fixed income securities	1,092	2,943
Earnest money contracts	94	483
Others	2,391	1,267
	<b>7,304</b>	<b>8,385</b>

c) Other financial assets

In 2010 retirements are due to the change in the consolidation method of the company Desarrollo Online Juegos Regulados, S.A. (Note 2.b.1). In 2009 it was mainly recorded the investment made by Desarrollo Online Juegos Regulados, S.A. (ver Note 2.b.1).

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**12. DEFERRED TAXED ASSETS AND LIABILITIES**

Analysis of deferred tax assets and liabilities are attributable to the following, (in thousand euros):

	Balance at 12.31.2010		Balance at 12.31.2009	
	Assets	Liabilities	Assets	Liabilities
Start-up expenses	5,868	-	7,033	-
Intangible assets	788	(36,146)	987	(24,589)
Tangible fixed assets	3,588	(4,264)	2,636	(6,086)
Long-term financial expenses	585	(861)	1,068	(672)
Exchange gains	-	(163)	-	(163)
Tax credits	22,924	-	21,054	-
Other deferred taxes	3,441	(1,340)	4,247	(1,149)
<b>Total</b>	<b>37,194</b>	<b>(42,774)</b>	<b>37,025</b>	<b>(32,659)</b>

Deferred tax Assets/ (liabilities) to recover in more than twelve months

	25,939	(33,828)	23,310	(28,277)
Deferred tax Assets/ (liabilities) to recover in twelve months	11,255	(8,946)	13,715	(4,382)
<b>Total</b>	<b>37,194</b>	<b>(42,774)</b>	<b>37,025</b>	<b>(32,659)</b>

The detail of deferred tax assets and liabilities recognized by the Group and movements thereon is the following:

	Thousand euros					
	Balance at 12.31.09	Charge to income for the year	Business Combination	Reclasificación	Translation differences	Balance at 12.31.10
<b>Year 2010</b>						
<b>Assets</b>						
Tax credits	21,054	(519)	2,174	(550)	765	22,924
Start-up expenses	7,033	(1,843)	-	-	678	5,868
Financial investments	1,068	(727)	-	-	244	585
Intangible assets	987	(199)	-	-	-	788
Tangible fixed assets	2,636	358	-	550	44	3,588
Other assets for deferred taxes	4,247	(947)	-	-	141	3,441
	<b>37,025</b>	<b>(3,877)</b>	<b>2,174</b>	<b>-</b>	<b>1,872</b>	<b>37,194</b>
<b>Liabilities</b>						
Revaluation of properties and investment in tangible assets	(6,086)	4,064	(1,878)	-	(364)	(4,264)
Inversiones financieras	(672)	(191)	-	-	2	(861)
Exchange gains	(163)	-	-	-	-	(163)
Intangible asset	(24,589)	425	(9,290)	-	(2,692)	(36,146)
Other liabilities for deferred taxes	(1,149)	(193)	-	-	2	(1,340)
	<b>(32,659)</b>	<b>4,105</b>	<b>(11,168)</b>	<b>-</b>	<b>(3,052)</b>	<b>(42,774)</b>
<b>Net deferred taxes</b>	<b>4,366</b>					<b>(5,580)</b>

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Deferred tax assets due to net operating losses pending compensation are recorded depending on the possible tax profit through future tax profits

The balance for tax credits corresponds mainly to the activation of net operating losses tax from the companies in Spain and Italy for the amount of €11,957 thousand and €9,862 respectively. Movements under "Tax credits" during 2010 mainly include the activation of net operating losses in the companies Codere Network, S.p.A, Bingos Codere, S.A. and Garaipen Victoria Apustuak, S.A amounting €2,829 thousand, €718 thousand and 1,389 thousand respectively and the partial consumption of net operating losses recorded in Codere México, S.A. de C.V. amounting 5,651 thousand of euros.

Column "business combinations" includes tax effect of the assets at fair value recorded in the business combinations due to the acquisition of 50% stake of Codere Apuestas España, S.L. and 63.63% stake of International Thunderbird Gaming Panama.

Thousand euros					
<b>Year 2009</b>	<b>Balance at 12.31.08</b>	<b>Charge to income for the year</b>	<b>Charge to reserves for the year</b>	<b>Transfers</b>	<b>Balance at 12.31.09</b>
<b>Assets</b>					
Tax credits	14,058	9,876	-	(2,880)	21,054
Start-up expenses	11,653	(889)	(3,731)	-	7,033
Financial investments	2,281	(1,213)	-	-	1,068
Intangible assets	727	(1,360)	-	1,620	987
Tangible fixed assets	64	2,572	-	-	2,636
Other assets for deferred taxes	185	1,182	-	2,880	4,247
	<b>28,968</b>	<b>10,168</b>	<b>(3,731)</b>	<b>1,620</b>	<b>37,025</b>
<b>Liabilities</b>					
Revaluation of properties and investment in					
tangible assets	(5,640)	1,635	-	(2,081)	(6,086)
Inversiones financieras	(691)	19	-	-	(672)
Exchange gains	(163)	-	-	-	(163)
Intangible asset	(23,056)	(1,533)	-	-	(24,589)
Other liabilities for deferred taxes	(168)	(981)	-	-	(1,149)
	<b>(29,718)</b>	<b>(860)</b>	<b>-</b>	<b>(2,081)</b>	<b>(32,659)</b>
<b>Net deferred taxes</b>	<b>(750)</b>				<b>4,366</b>

Amount recorded in charge to reserves in the movement of assets for deferred taxes for start-up expenses correspond to a reversion of the tax effect for Codere S.A. capital increase expenses in 2007 amounting €3,731 thousand, due to the deduction in 2008 tax of these capital increase expenses.

"Other deferred assets" mainly includes work and tax contingencies provisions in Argentina.

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Amounts recorded in the column "Reclassification" for the concepts "Deferred tax assets", "Intangible assets" and liabilities for deferred taxes for "Revaluation of properties and investment in tangible assets" amounting €1,620 and €2,081 thousand respectively related to amounts recorded as of December 31, 2008 in caption "Other accounts receivables" and "other short term non-trade payable" respectively.

**13. IMPAIRMENT OF NON FINANCIAL ASSETS**

Non-current assets whose recoverability is measured by impairment test are those included in "Intangible assets", "Tangible fixed assets" and "Goodwill".

During 2010 there are not losses recorded with regard to impairment of assets.

Due to the impairment test in 2009, the Group recorded a reduction of its assets in Colombia. The total amount impaired was €13,972 thousand. This impairment is mainly attributable to a negative impact of the increase in gaming taxes that affects our operations in Colombia. Impairment has been applied to the total value of the goodwill assigned to this business unit amounting €853 thousand, to the total value of intangible assets of the business units amounting €150 thousand and to a part of the value of tangible fixed assets amounting €12,969 thousand euros.

Method for determining the recoverable value of the cash generation units and the key hypotheses used in the calculations:

The basis on which the Group determines the recoverable value of the cash generating units is the value criterion used. The value in use is equivalent to the net current value of projected future cash flows derived from the operational assets of each unit identified.

*Cash-flow projection*

The estimation of future cash flows for each cash generating unit has been done using projection models including the most relevant operational, financial and macro-economic indicators in each case. The explicit projection horizon used is five years. From then on, a specified terminal value is estimated as a perpetual annuity calculated with a constant growth rate. The first year of the explicit projection horizon is based on the detailed budgets approved at each unit for the 2011 financial year and includes, where appropriate, the variations due to significant developments that have occurred after their approval (e.g. changes in tax regulations in Colombia, etc.). The subsequent years of the explicit projection horizon reflect the ups and downs reasonably expected according to the strategies and action plans defined by the Group for each of the markets where it operates, in accordance with their distinctive characteristics and their individual competitive dynamics. With respect to capital investments, those necessary to keep each business at its current level have been included. Only those growth investments explicitly approved for the 2010 financial year are included, together with, exceptionally, those corresponding to the necessary and natural development foreseeable in certain markets (e.g. the exploitation of unused licences in Mexico). The rate used to discount the cash flows corresponds to the mean weighted cost of capital, in local currency, calculated for each unit. The mean weighted cost of capital considers both the cost of the company's own capital and that of third parties, weighted according to a defined target capital structure. The cost of the company's own capital varies for each unit, depending on the risk premium corresponding to the market and the specific risk of the country in which it is operating, including its exchange rate risk. The discount rates used, for reasons of practical feasibility, are after-tax rates. In addition, the discounted cash flows also included the tax effects. The growth rate used to calculate the final value of each unit is equivalent to the

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normalized GDP growth contemplated in the long term macro-economic projections for each country.

In those cash generating units with a functional currency that is not the euro, the cash-flow projections were made in the corresponding local currency and their net present value is converted to euros at the exchange rate in force on December 31, 2010.

*Key hypotheses*

The most relevant operational hypotheses for gambling operations are, in general, those related to the capacity of installed gaming systems (number of arcades, casinos, racetracks or betting agencies, slot machines installed, capacity of bingo halls, etc.) as well as the net win either per machine, by attendance or by visitor to arcades. The evolution of these variables determines a certain growth in revenue during the projection period. Other relevant factors are the levels of efficiency and operational leverage achieved, basically reflected in the EBITDA margin. Next, the value of the net operating assets registered for each cash generating unit is noted as of December 31st, 2010, together with the key hypotheses used to calculate their value in use and, where appropriate, the impairment loss determined. The key hypotheses comprise the after-tax discount rates, the growth rate in the regime used for estimation of the final value, the compound mean annual rate of growth for the revenue in local currency estimated for the explicit projection horizon and the percentage variation in the EBITDA margin in the twelve months ended December 31, 2010 and the last year in the explicit projection period.:

<b>Cash generating unit</b>	<b>Thousand euros</b>		
	Value of net operating assets (1) at 12.31.10	Impairment loss 12.31.10	After tax discount rate
Spain Machines	199,123	-	9,5%
Argentina	144,718	-	15,5%
México <sup>(3)</sup>	322,446	-	10,5%
Italia – Indirect and Network <sup>(4)</sup>	51,165	-	9,3%
Italy – Bingos <sup>(5)</sup>	69,361	-	9,3%
Spain Bingos <sup>(6)</sup>	15,074	-	9,5%
Spain Sports betting <sup>(7)</sup>	16,180	-	10,2%
Panamá <sup>(8)</sup>	82,733	-	10,2%
Colombia	17,411	-	10,7%
Uruguay	15,450	-	13,4%
Headquartes and others	11,842	-	
	<b>945,503</b>	<b>-</b>	

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<b>Cash generating unit</b>	<b>Perpetual growth rate</b>	<b>Revenues compound annual growth rate<sup>(2)</sup></b>	<b>EBITDA margin Variation<sup>(2)</sup></b>
Spain Machines	2.0%	2.5%	4.1p.p.
Argentina	3.0%	12.9%	(0.0p.p.)
México <sup>(3)</sup>	3.8%	14.4%	(4.3p.p.)
Italia – Indirect and Network <sup>(4)</sup>	1.3%	24.1%	(1.5p.p.)
Italy – Bingos <sup>(5)</sup>	1.3%	2.7%	5.7p.p.
Spain Bingos <sup>(6)</sup>	2.0%	0.3%	9.8p.p.
Spain Sports Betting <sup>(7)</sup>	2.0%	31.0%	154p.p.
Panamá <sup>(8)</sup>	5.0%	28.4%	10p.p.
Colombia	4.5%	5.7%	(1.5p.p.)
Uruguay	4.0%	8.8%	3.9p.p.

(1) includes net value of goodwill, intangible assets and tangible fixed assets.

(2) Obtained after comparing magnitudes corresponding to the last year of the projection explicit horizon and those corresponding to twelve months ended December 2010

(as it is quarterly reported and changed to local currency using average exchange rate .

(3) It means the perfection of the Caliente Transaction (pending COFECO approval) and changes derived from business structure

(4) Loterías It implies changes in the business model derived from the exploitation of Video Lotteries Terminals (VLTs) Incorpora la adquisición de la sociedad starting in the last quarter 2010. It includes the acquisition of the company

FG Slot Service, SRL since December 2010.

(5) It includes the acquisition of the companies King Slot, SL and King Bingo, SL since September 2010

(6) On December 23, 2010 Act 9/2010 of Fiscal, administrative measures and rationalization of the public sector was passed in Comunidad de Madrid . This act amends Bingo gaming tax rate and percentage for prizes since 2011

(7) It includes the beginning of the operations in Comunidad de Navarra in 4Q 2010

(8) It includes the acquisition of Thunderbird Gaming Panama since August 2010. During 2010 operating profit was negatively affected by exceptional events such as the closure of Casino Colon (reopened on September 2010) and expenses from procedures associated to the acquisition of Thunderbird stake

*Analysis of sensitivity in some key hypotheses*

In the following chart, it is shown every cash generating unit that were not impaired during the year and what would be the value they would take, their own or the rate of deduction before taxes or the rate of vegetative growth used when calculating the final value so that the difference between the value in use and the carrying amount of the net operating assets were nil.



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**Value required in hypotheses to eliminate  
the excess of fair value from value in books**

<b>Cash generating unit</b>	<b>After tax discount rate</b>	<b>Perpetual growth rate</b>
Spain machines	12.9%	(3.3%)
Argentina	68.6%	n.a.
México	17.8%	(9.7%)
Italia – Indirect and Network	11.3%	(2.0%)
Italy – Bingos	11.0%	(1.2%)
Spain Bingos	13.3%	(4.0%)
Spain sports betting	11.6%	0.1%
Panamá	12.3%	2.1%
Colombia	12.1%	2.6%
Uruguay	20.9%	(11.9%)

**14. INVENTORIES**

	<b>Thousand euros</b>	
	<b>12.31.10</b>	<b>12.31.09</b>
Slot machines	2,603	2,005
Machines spare parts	3,860	3,900
Bars and restaurant	419	311
Bingo cards	1,869	1,990
Others	994	1,251
	<b>9,745</b>	<b>9,457</b>

Inventories recorded as expenses in 2010 and 2009 amounted €28,195 and 17,688 thousand euros, respectively.

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**15. ACCOUNTS RECEIVABLES**

a) Trade receivables for services

As of December 31, 2010 and 2009 line "trade receivables for services" includes the following concepts, 8,762 thousand of euros and 64,062 thousand euros respectively corresponding to the collection right from halls transfers and the render of services to Caliente Group. Differences between both amounts is mainly due to the agreement signed with Caliente Group on July 16, 2010 (See Note 4.g.). Receivables from Caliente have been reclassified to "Long term financial investments". There are not provisions due to impairment of customers.

b) Other accounts receivables:

	<b>Thousand euros</b>	
	<b>Balance at 12.31.10</b>	<b>Balance at 12.31.09</b>
Sundry debtors	65,046	72,555
Accrued tax receivables	37,638	32,145
Accounts to charge to staff	667	671
Provisions	(38,496)	(39,566)
<b>Total</b>	<b>64,855</b>	<b>65,805</b>

Accounts receivable from "sundry debtors" includes at December 31, 2010, approximately 28,689 thousand euros (32,199 thousand euros at December 31, 2009) of advanced payments to bar owners, of their portion of the net takings of the slot machines placed in their establishment. These advances are recovered based on the takings obtained. It is additionally included in this line 15,131 thousand euros (18,357 thousand euros as of December 31, 2009) of Codere Network S.p.A. with regard to receivables from gaming machines operators in Italy. The remaining balance is made up of a very significant number of small receivables.

"Accrued taxes receivable" includes 19,935 thousand euros in 2010 (18,243 thousand at December 31, 2009) as accounts receivable from Public Administrations for indirect taxes, direct taxes and duties to be refunded due to favourable rulings, for which collection is not deemed doubtful.

The heading "Provisions", as of December 31, 2010, includes an amount of 21,124 thousand euros corresponding to machines in Spain (19,548 thousand euros at December 31, 2009) mainly intended to cover the advances in takings and 13,468 thousand euros corresponding to the Codere Network, S.p.A. company (16,006 thousand euros as of December 31st, 2009) intended to cover the accounts receivable from slot machine operators in Italy.

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Movements in provision and other accounts receivables are the following (in thousand euro):

	<b>Thousand euros</b>
<b>Balance at 01.01.2010</b>	<b>(39,566)</b>
Impairment	(18,756)
Reversion	18,692
Cancelations	1,474
Translations differences	(340)
<b>Balance at 12.31.2010</b>	<b>(38,496)</b>

The amounts in books of Accounts receivables is recorded in the following currencies:

	<b>Thousand euros</b>	
<b>Currency</b>	<b>2010</b>	<b>2009</b>
Euros	23,810	40,863
Dolars	22,604	69,080
Argentine Pesos	8,562	7,208
Mexican Pesos	37,352	25,633
Uruguay Pesos	2,549	1,963
Colombian Pesos	740	650
Chile Pesos	50	43
Brasilean Reales	203	276
	<b>95,870</b>	<b>145,716</b>

**16. SHORT TERM FINANCIAL INVESTMENT**

The detail of the short-term financial investments and the variations therein during 2010 and 2009 is as follows (in thousand euros):

<b>Year 2010</b>	<b>Balance at 12.31.09</b>	<b>Additions</b>	<b>Retirements</b>	<b>Translation differences</b>	<b>Balance at 12.31.10</b>
Investments in short term securities	1,218	195	(13)	131	1,531
Other credits	24,644	9,609	(10,898)	75	23,432
	<b>25,862</b>	<b>9,804</b>	<b>(10,911)</b>	<b>206</b>	<b>24,963</b>

<b>Year 2009</b>	<b>Balance at 12.31.08</b>	<b>Additions</b>	<b>Retirements</b>	<b>Translations differences</b>	<b>Balance at 12.31.09</b>
Investments in short term securities	235	1,023	(38)	(2)	1,218
Other credits	33,774	20,105	(29,278)	43	24,644
	<b>34,009</b>	<b>21,128</b>	<b>(29,316)</b>	<b>41</b>	<b>25,862</b>

The fair value of the short-term financial investments on December 31, 2010 and 2009 does not significantly differ from their accounting value.

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The Investments in short-term securities correspond fundamentally to bank deposits and investments in repos in the short term, with an original expiry date greater than three months which accrue a market interest rate.

The heading of "Other credits" has the following detail, expressed in thousand euros:

Type	Thousand euros	
	Balance at 12.31.10	Balance at 12.31.09
Short-term credit	12,568	17,235
Deposit and bonds constituted	7,566	6,760
Short-term impositions	3,298	649
	<b>23,432</b>	<b>24,644</b>

Within the heading of Short term credits the account receivable from Director and management team for the loans granted for the purchase of Codere S.A.'s which amounted as of December 31, 2010 to 6,234 thousand euros (6,102 thousand on December 31, 2009) and includes the interest accrued and not received at the close of year. These credits are guaranteed by the shares themselves.

In addition, the reduction of the balance in this line in 2010 is due to the agreement with Caliente in which a loan granted to Hipódromo de Aguas Calientes, S.A. de C.V. in previous years was transferred to "non current assets" (see note 11).

The heading "Deposits and bonds provided" mainly contains the bonds delivered prior to the formalization of the concessions in the Spain Awp and a deposit recorded in Codere Network, S.p.A. attributable to the amount expected to restore according to the modification of the "Concession agreement" of Codere Network, S.p.A.

Amounts in books of this line is recorded in the following currencies:

Currency	Thousand euros	
	2010	2009
Euros	20,628	20,755
Dolars	-	3,126
Argentine Pesos	864	232
Mexican Pesos	1,519	1,344
Uruguay Pesos	1,948	405
Colombian Pesos	4	-
	<b>24,963</b>	<b>25,862</b>

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**17. SHAREHOLDERS' EQUITY**

a) Share Capital

As of December 31, 2010 and 2009 share capital of Codere, S.A. amounted to 11,007,924 euros, consisted of 55,036,470 fully subscribed and paid bearer shares of 0.20 euro par value. The Group's shares are listed in Madrid Stock Market since October 19, 2007.

As of December 31, 2010 and 2009, the detail of the main shareholders of Codere, S.A. is as follows:

Shareholders	% of holding	
	% 2010	% 2009
Masampe Holding, B.V.	51.35	51.35
D. José A. Martínez Sampedro	12.42	11.79
Noonday Asset Management, LLP	5.01	-
Other minority shareholders	31.22	36.86
	<b>100</b>	<b>100</b>

Chart above reflects, in an individualized way, stake of significant shareholders, that's it, those shareholders that, according to the Stock Market Act, acquired stake that gives them voting right in a listed company and as a result, they have to notify it to CNMV (Spanish Stock Exchange Commission) and to Codere S.A. when this right reaches, is higher or is reduced to 3%.

As of December 31st, 2010, 69.13% of stake (67.9% in 2009) were owned, directly or indirectly by the members of the Board of Directors.

During 2010 members of the senior management sold in the market 6,450 shares (0 shares in 2009) of the company amounting €6.70 per share. There were no purchases by the Directors during 2010.

During 2009 members of the senior management acquired in the market 6,450 shares of the company amounting €6.23 per share.

b) Additional paid-in capital

Codere S.A. paid-in surplus appears as a result of the capital increase approved in the Annual General Meetings of Shareholders that took place on December 20, 1999 ( for the sum of 52,610 thousand of euros), on January 27, 2006 (for the sum of 38,901 thousand of euros) and on October 18, 2007 (for the sum of 139,769 thousand of euros). This reserve is freely disposed.

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c) Own shares

On June 10, 2010 Annual General Meeting of Shareholders approved the authorization for the derivative acquisition of own shares, fully paid through purchase at any time and all the times it may be necessary, by Codere S.A. both directly or through its subsidiaries in which it is the parent company. The minimum price or consideration will be the value of treasury shares acquired and the maximum result from increasing 20% to the market value as of the date of the acquisition. This authorization is available for a eighteen-month period and it is subject to a limitation that would never exceed, along with those that Codere and its subsidiaries already own, 5% of share capital. The General Board is entitled to execute this authorization.

Liquidity Contract

On January 28, 2009, Codere, S.A. entered into a liquidity contract with Crédit Agricole Cheuvreux, S.A. in order to increase its liquidity and foster the regular listing of the Company's shares. This contract came into force on February 18, 2009. The main characteristics of the contract signed, in line with the provisions of the applicable regulations, are as follows:

- Identity of the financial intermediary: Crédit Agricole Cheuvreux, S.A.
- Securities referred to in the contract: Ordinary shares in Codere, S.A. listed for official trading on the Official Stock Markets
- Duration of the contract: 12 months, with tacit extensions for the same term unless otherwise indicated by the parties.
- Intended effect on the cash account: 500 thousands euros provided that may be extended by another 250,000 euros if the parties agree it is necessary in accordance with the provisions of point 5 of the second rule in Circular 3/2007 of the Spanish Securities Commission (CNMV). As of December 31, 2010 the amount paid was €750 thousand.
- Shares intended for the securities account have political and economical rights cancelled.
- Prior acquisition of shares for deposit in the securities account.

As of December 31, 2010, the Company owned 24,261 own shares (8,695 shares in 2009). 7,261 shares (8,695 in 2009) were acquired by credit Agricole that represents less 10% of the total number of Codere S.A. shares, limit established by the law, that amount 197 thousand euros in the shareholder's equity. Average price of acquisition amounts 8.11 euros per share. These shares are fully paid.

d) Legal reserves

According to current Spanish legislation companies must establish a legal reserve and in each year where there are profits, a minimum of 10% of the profit for the year must be assigned to this legal reserve, until the reserve reaches 20% of the total share capital. As of December 31, 2010 and 2009, legal reserves amount 1,932 thousand euros.

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Until this amount reaches 20% of the share capital, this reserve may only be used to offset losses whenever there are no other reserves available for this purpose.

e) Other information

Codere, S.A., as the principal guarantor of the senior notes issued by Codere Finance (Luxembourg), S.A. in 2005, 2006 and 2010 has restrictions when approving or paying dividends before the redemption of the senior notes, due in 2015.

There are no legal restrictions on the free distribution of dividends to Spain from any Latin American or European countries in which the Codere Group operates, even in Spain.

In the case of Argentina, dividends may only be distributed after offsetting the tax losses of previous years. All of the companies are currently able to distribute dividends.

Once attentions required by law or articles of incorporation and the above mentioned limitations are covered, dividends can only be distributed with charge in the net profit of the corresponding fiscal year or the freely disposed reserves if the value of the net worth, due to the distribution is not lower than share capital. If there are recorded losses from previous years that make the value of the net worth lower than the share capital, profit will be used to compensate these losses. Due to this, profits from net worth can never be directly or indirectly distributed.

f) Information by company

Details of net worth of the different companies of the group as of December 31, 2010 are included in Exhibit II.

**18. PROVISIONS**

**18.1. Non current provisions**

<b>Year 2010</b>	<b>Balance at 12.31.09</b>	<b>Additions</b>	<b>Retirements</b>	<b>Transfers</b>	<b>Transactions differences</b>	<b>Balance at 12.31.10</b>
Provisions for taxes	6,567	1,415	(4,573)	-	295	3,704
Provisions for pensions	3,833	849	(546)	-	664	4,800
Other provisions	20,758	4,718	(4,078)	-	351	21,749
	<b>31,158</b>	<b>6,982</b>	<b>(9,197)</b>	<b>-</b>	<b>1,310</b>	<b>30,253</b>

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<b>Year 2009</b>	<b>Balance at 12.31.09</b>	<b>Additions</b>	<b>Retirements</b>	<b>Transfers</b>	<b>Translations differences</b>	<b>Balance at 12.31.09</b>
Provisions for taxes	10,962	898	(4,184)	-	(1,109)	6,567
Provisions for pensions	3,285	542	(16)	-	22	3,833
Other provisions	25,106	4,719	(10,351)	(821)	(442)	20,758
	<b>39,353</b>	<b>6,159</b>	<b>(14,551)</b>	<b>(821)</b>	<b>(1,529)</b>	<b>31,158</b>

a) Provisions for taxes

The provisions for taxes included mainly the deeds of inspection, which are currently being appealed against, initiated against companies in Argentina as of December 31, 2010 and 2009 for an approximate amount of 2,768 and 6,547 thousand euros, respectively. "Retirements and others" are mainly due to the reversion recorded in the Argentinean companies as a result of the prescription of tax contingencies.

b) Provisions for pensions

The amounts that a number of companies in the Group pay in favour of their employees in accordance with the provisions of their collective agreements are included in the section on Provision for pensions.

c) Other provisions

As of December 31, 2010, the section of Other provisions, includes a total of 11,846 and 12,304 thousand registered by Codere Network, S.p.A. for dealing with possible liabilities which might arise from the claims open in Italy (Nota 4f).

Additions in 2010 include 1,026 thousand euros corresponding to the provision to Banco Central de la República Argentina "BCRA" (Argentinian National Bank) for the fiscal years from 2002 to 2004 derived from some transactions in foreign currency. It is also included 475 thousand euros for the contingent payment recorded as a result of the acquisition of Codere Apuestas España, S.L.U. by Codere S.A. (Note 6.b).

Retirements in fiscal year 2010 mainly include a restructuring provision reversal in Italy amounting 1,323 thousand euros (see note 23.g.)

During 2009 "Retirements and others" includes the provision reversal of 6,054 thousand euros related to amounts of the corresponding provision regarding deposits for 2007 and 2008 derived from the modification of the concession agreement of Codere Network, S.p.A. (see Note 4.f). Within this concept there are 132 and 110 thousand euros recorded as of December 31, 2010 and 2009.

The heading also contains the Group's undertakings with the personnel, according to the labour legislation in force in each country, as well as the provisions for labour-related contingencies endowed during these periods.



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**18.2. Current Provisions**

This heading corresponds to the provision for the market valuation of the stock option offered to various executives of Codere, S.A. At the end of 2005 and during the first quarter of the 2006 financial year, 1,000,000 ordinary shares previously held as treasury stock were sold to the management at a price of 7.88 euros per share, the price at which several operations were executed with third parties. This share purchase was financed by Codere, S.A. through loans to these executives in the amount of 7,880 thousand euros, accruing interest at 2,5% per annum. The Company granted the said executives, in turn, the right, on maturity of the loan, to offset the amount pending payment (principal plus interest) by delivering the shares financed by the Company. This clause has been considered as a "right to sell" (put option) granted to the executives and the Company has proceeded with the corresponding valuation. Any variations in the value of the said option are recorded directly under shareholders equity.

With this option, each manager had the chance to repay the loan to Codere, S.A. after 18 months had elapsed from the acquisition date. This deadline has since been renewed successively until December, 2011. Codere holds a pre-emptive acquisition right over the shares held by each executive, which may be exercised if the manager indicates the intention to convey the shares to a third party not already a shareholder in the company.

Thousand euros				
	Balance at 12.31.09	Additions	Retirements	Balance at 12.31.10
<b>Year 2010</b>				
Provision for options of loans on shares	2,269	428	(1,228)	1,469

During 2010, cuts in provision reflect the update of this option market value as of year-end closure and the acquisition of own shares by Codere for the sum of 7.88 (Note 17e)

Thousand euros				
	Balance at 12.31.08	Additions	Retirements	Balance at 12.31.09
<b>Year 2009</b>				
Provision for options of loans on shares	2,463	-	(194)	2,269

During the 2009 financial year, the eliminations from the provisions correspond only to the market value of the actualization of the option at the end of the year.

As of December 31, 2010 and 2009, only the market value of the option for the credits still outstanding is shown. This value of the resulting option has been calculated on the basis of the market valuation taking into account the security's volatility, the salvage value of the loans and other constraints.

The data used in the valuation model are as follows:

	2010	2009
"Strike"	10.597	9.524
Expected volatility	29.574%	50.994%
Annual rate	1.292%	1.235%
Implicit rate	8.7773%	6.5585%
<b>Total price</b>	<b>2.27</b>	<b>3.47</b>

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**19. FINANCIAL LIABILITIES**

a) Other long-term payable accounts

	<b>12.31.10</b>	<b>12.31.09</b>
Senior Notes issued by Codere Finance (Luxemburgo), S.A. and by Hípica Rioplatense Uruguay, S.A.	747,690	657,766
Payable to credit entities	60,975	68,475
Other payables	60,086	61,598
Financial debt leases	22,305	23,228
<b>Long-term payables</b>	<b>891,056</b>	<b>811,067</b>

a.1) Senior Notes and Senior Credit facilities

As of June 24, 2005, Codere Finance (Luxembourg), S.A. issued senior notes amounting to 335 million euros, at an interest rate of 8.25% and with a maturity date of June 15, 2015. On April 19, 2006 Codere Finance (Luxembourg), S.A. issued an additional senior note for 165 million euros, and on November 7, 2006 issued a further note for 160 million euros.

Both the note issued in April 2006, at a premium of 106.25% and the note issued in November 2006, at a premium of 107.25% became fungible and formed a single issuance together with the note issued on 2005.

On July 22, 2010 Codere Finance (Luxembourg) issued an additional €100 million with an issue price of 94%. The issuance, whose coupon is 8.25%, is guaranteed by Codere S.A. and several of its subsidiaries. This issuance has the same conditions as those previously issued and its maturity is in 2015.

The detail of the senior notes issuances is indicated in the following table:

					<b>Thousand euros</b>	
	<b>Nominal (th.euros)(*)</b>	<b>Local currency</b>	<b>Effective interest rate</b>	<b>Maturity</b>	<b>12.31.10</b>	<b>12.31.09</b>
Senior Note issued by Codere Finance (Luxembourg), S.A.	335,000	Euros	8.76%	15.06.15	327,599	325,968
Senior Note issued by Codere Finance (Luxembourg), S.A.	165,000	Euros	8.23%	15.06.15	165,145	165,178
Senior Note issued by Codere Finance (Luxembourg), S.A.	160,000	Euros	7.96%	15.06.15	161,964	162,422
Senior Note issued by Codere Finance (Luxembourg), S.A.	100,000	Euros	10.71%	15.06.15	89,714	-
Notes issued by Hipica Rioplatense Uruguay, S.A.	15,000(*)	Dólares	6.00%	14.03.14	3,268	4,198
<b>Total</b>					<b>747,690</b>	<b>657,766</b>

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(\*) This amount corresponds to the entire issue of the negotiable obligation by Hípica Rioplatense de Uruguay. Codere Group consolidates the 50% by proportional integration.

The fair value of the bonds, calculated regarding the quotation value, is as follows:

	<b>31.12.10</b>	<b>31.12.09</b>
Senior Note issued by Codere Finance (Luxembourg), S.A.	779,900	584,100
Note issued by Hípica Rioplatense Uruguay, S.A.	5,837	5,206
	<b>785,737</b>	<b>589,306</b>

Fair value of Notes issued by Codere Finance (Luxembourg) S.A. and Hípica Rioplatense Uruguay S.A. has been calculated according to quotation value of those Notes as of December 31, 2010 and 2009, respectively.

These notes are guaranteed on a senior basis by Codere, S.A. as well as by a number of subsidiary guarantors as listed below.

Codere Finance (Luxembourg), S.A. and the guarantors of the notes have become part of the issuing entity of the notes, together with Deutsche Trustee Company Limited as collateral agent and Deutsche Bank AG (London branch) as Principal Paying Agent. Among other things, the entity may limit the capacity of the issuer or the guarantors to:

- Carry out certain restricted payments and investments
- Issue additional debt and issue preferred shares
- Guarantee third parties not belonging to the restricted Group
- Limit the capacity of the guarantors to distribute dividends, or transfer or sell assets

And additionally has the authority, to:

- Require compliance with certain ratios
- Take on additional debt over and above certain ratios

The issuer will pay interest on the notes semiannually on June 15 and December 15 of each year. Codere Finance (Luxembourg), S.A. may also redeem part or all the notes at a repurchase price equal to 100% of the principal plus the applicable premium (between 0% and 2.75%)

Additional guarantors are:

Alta Cordillera, S.A.	Codere Valencia, S.A.
Bingo Oasis S.r.L.	Colonder, S.A.
Bingo Re S.r.L.	Giomax, S.r.L.
Bingos Codere, S.A.	Hípica de Panamá, S.A.
Bingos del Oeste, S.A.	Iberargen, S.A.
Bingos Platenses, S.A.	Interbas, S.A.
Bintegral, S.p.A.	Interjuegos, S.A.
Codere, S.A.	Intermar Bingos, S.A.
Codere América, S.L.U.	Intersare, S.A.
Codere Argentina, S.A.	Misuri, S.A.U.
Codere Barcelona, S.A.U.	Nanos, S.A.
Codere Colombia, S.A.	Operbingo Italia, S.p.A.

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Codere España, S.L.U.	Operibérica, S.A.U.
Codere Internacional, S.L.U.	Promociones Recreativas Mexicanas, S.A. de C.V.
Codere Madrid, S.A.U.	Promojuegos de México, S.A.
Codere México, S.A.	Recreativos Cósmicos, S.L.U.
Codere Network, S.p.A.	Recreativos Mae, S.L.U.
Codere Uruguay, S.A.	Vegas, S.r.L.

The primary security for the notes is provided by a loan agreement between Codere Finance (Luxembourg), S.A. and Codere, S.A. (at an equivalent interest rate to the notes) while the secondary security is provided by the pledge of shares of Codere España, S.L. and Codere Internacional, S.L.

The general terms of the Notes also establish that any Codere Group company debt is subordinate to the payment obligations of the note, with the exception of those debts that have a specific asset as guarantee.

As of December 31, 2010 and 2009, accrued interest pending payment amount to 2,612 thousand euros and 2,269 thousand euros respectively.

a.2) Long-term payable to credit entities

	Effective Interests rate	Maturity	Thousand euros	
			12.31.10	12.31.09
Spain machines	3.48%	2011-2015	949	1,838
Italy Group	3.22%	2011-2014	5,852	5,568
Codere Colombia	DTF TA +5.20%	2012	-	7,184
ICELA Group	TIIE + 2.27%	2015	29,546	26,014
Panama Group	9.06%	2011-2016	6,496	1,700
México Group	TIIE + 3.50%	2014	18,132	26,165
Uruguay Group	8.75%	2012	-	6
<b>Total</b>			<b>60,975</b>	<b>68,475</b>

This heading mainly correspond to locally issued debt to finance Codere's Business expansion in these countries, at market interest rates. The most significant debt is that of the Icela Group due to the different investments made at the Centro Banamex, the racetrack and the Royal arcade as well as debt hold by Codere Mexico S.A. de C.V.

The credits granted to Italy Group are guaranteed by Codere Italia, S.p.A., those granted to Codere Colombia, S.A. are guaranteed by Codere S.A. and those granted to the ICELA Group are guaranteed by CIE Holding.

Increase of Long-term payable to credit entities in Panama is due to the addition of the financial debt of International Thunderbird Gaming (Panama) Corporation (Note 6.b)

The fair value of the Long-term debt payable to credit entities on December 31, 2010 and 2009 does not significantly differ from their accounting value.

a.3) Other long term debt

Amounts recorded as "Other long-term debt", which at December 31, 2010 and 2009 amounted to 60,086 and to 61,958 thousand euros, respectively include long-term accounts payable in Spanish

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companies generated by the purchase of companies and by payments pending rights of exclusivity for approximately 19,185 thousand euros in 2010 and 22,606 thousand euros in 2009.

Additionally, as of December 31, 2010 and 2009 it is included 9,437 and 13,047 thousand euros corresponding to long-term debt related to tax deferral due to the approval of the deferral of some machines in Comunidad de Madrid, Cantabria, Comunidad Valenciana and Cataluña. Short-term amounts are recorded under "Other short-term non-trade payable". Interest accrued regarding these debts is established as the legal interest rate in Spain.

It is also included debt due to acquisition of licenses by Codere Network,S.p.A in order to install and operate a new type of machine in Italy (video lotteries).

a.4) Financial debts leases

Details regarding amounts to pay for financial leases as of December 31, 2010 and 2009 are the following:

	<b>Lease Payments</b>		<b>Present value of minimum payments</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Within one year	15,898	12,460	14,172	10,001
Between one and five years	24,890	26,114	22,305	23,228
	<b>40,788</b>	<b>38,574</b>	<b>36,477</b>	<b>33,229</b>
Less:				
Future finance costs	(4,311)	(5,345)		
Recognised as:				
Non-current liabilities under finance lease			22,305	23,228
Current liabilities under finance lease			14,172	10,001

Financial leases are mainly attributable to AWP's. Amounts to pay in a short-term are recorded under "Other short-term non-trade payable"

It additionally includes on December 31, 2010 and 2009, 15,044 and 20,397 thousand euros, respectively for the part to pay in the long term corresponding to the financial lease of slot machines of the ICELA Group and Codere Mexico S.A. de C.V.

The fair value of the "Other payables" on December 31, 2010 and 2009 does not significantly differ from their accounting value.

The amounts of "Long term debts" and "deferred taxes" is recorded in the following currencies:

<b>Currency</b>	<b>12.31.10</b>	<b>12.31.09</b>
Euros	808,759	709,408
Dolars	46,792	24,272
Argentine Pesos	1,305	1,097
Mexican Pesos	72,603	98,234
Uruguay Pesos	3,440	2,300
Colombian Pesos	667	8,415
Pound	278	-
Brasilean Real	16	-
	<b>933,828</b>	<b>843,726</b>

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Detail on long term debt classified by type of debt and maturity is the following:

Year	12.31.2010			12.31.2009		
	Debt with Credit Institutions	Other Long-term payables	Total	Debt with Credit Institutions	Other Long-term payables	Total
2011	-	-	-	16,434	32,308	48,742
2012	13,734	26,194	39,928	14,685	17,293	31,978
2013	7,858	11,417	19,275	6,264	14,414	20,678
2014	6,507	4,008	10,515	4,951	2,450	7,401
			776,90			679,58
2015	29,576	747,324	0	26,014	653,568	2
Resto	3,300	41,138	44,438	127	22,559	22,686
<b>Total</b>	<b>60,975</b>	<b>830,081</b>	<b>891,056</b>	<b>68,475</b>	<b>742,592</b>	<b>811,067</b>

b) Current liabilities

b.1) Short-term payables to creditor entities

	Thousands euro	
	Balance at 12.31.10	Balance at 12.31.09
Shor-term loans	23,029	19,088
Lines of discount and credit policies	14,133	1,115
Interest accrued	97	91
Total debt with credit institutions	37,259	20,294
Amount available	43,189	58,711
Total limit	80,449	79,005

As of December, 31, 2010 it mainly included short-term payable to credit entities from Codere Mexico, S.A. de C.V amounting €5,069 thousand, from ICELA Group, amounting €5,923 thousand, Italian Group amounting 6,361thousand euros and Panamanian Group for the sum of 5,142 thousand euros. As of December, 31, 2009 it mainly included short-term payable to credit entities from Codere Mexico, S.A. de C.V amounting €7,443 thousand, from ICELA Group, amounting €5,215 thousand and from Operbingo, S.p.A. amounting €3,585 thousand.

This caption includes the credit line drawn down in the amount of approximately 18 and 2 million euros as of December 31, 2010 and 2009, respectively. In October, 2007, the Company obtained a "Senior" credit line in the amount of 100,000 thousand euros and for a maximum period of three years granted by Barclays Bank PLC as the agent. This credit line is a revolving credit of 60,000 thousand euros at a nominal annual interest rate of Euribor + 1.75% and 40,000 thousand euros for surety guarantees. The issuing entity required compliance with annual ratios (covenants) periodically analyzed by the company. It mainly limited the debt level and the requirements regarding the compliance with coverage ratios and the company comply with all of them during all periods.

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On June 15, 2010 Codere renewed the above mentioned senior revolving agreement (multicurrency and multi-borrower) that draw up to an aggregate principal amount of €120 million, potentially extendable to €180 million. The interest rate applicable to amounts drawn is Euribor/Libor +4.50%, for three years.

Balances (in thousand euros), their maturity and interest rates applied as of December 31, 2010 and 2009 are the following:

**Year 2010**

<b>Dispositions</b>	<b>Interest rate</b>	<b>Maturity</b>
14,000	5.32%	13/01/2011
4,000	5.31%	31/01/2011
18,000		

**Year 2009**

<b>Dispositions</b>	<b>Interest rate</b>	<b>Maturity</b>
2,000	2.23%	25/01/2010
2,000		

There is an Intercreditor Agreement, that links existing guarantees to both debt categories, bonds and senior debt, giving priority to the senior debt.

**b.2) Other non-trade payables and tax deferral**

	<b>Balance at 12.31.10</b>	<b>Balance at 12.31.09</b>
Accrued tax payable	83,436	74,930
Deferred gaming taxes	36,737	17,213
Compensation payables	17,058	13,211
Other payables	51,497	40,535
	<b>188,728</b>	<b>145,889</b>

**b.2.1) Internal Revenue Service**

This line includes the outstanding balances payable for VAT, IRPF (personal income tax), Corporate income tax and other taxes.

**b.2.2) Tax deferral**

This heading contains the account payable as a result of the request and approval for deferral of the levies payable in Spain for a certain number of slot machines in Spain in the Regions of Madrid,

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Cantabria, Valencia and Catalonia. This heading contains the amounts request as well as the amounts approved with an expiry term less than one year.

*b.2.3) Other payables*

In this section, in the 2010 and 2009 financial year, there are 4,728 and 6,062 thousand euros for the short term financial leases supplied by the purchase of the ICELA Group and Codere Mexico S.A. de CV

It also includes in the 2010 and 2009 financial years, respectively, 5,730 and 7,604 thousand euros corresponding to short-term debts to bar owners for rights of exclusivity and for the purchase of companies.

This heading includes in the 2010 and 2009 financial years 6,707 and 8,220 thousand euros, respectively corresponding to the short-term debt for the acquisition of the stake in Argentinean companies by the main minority shareholder in those companies.

As of December 31, 2010 the potential loss originating from the exchange rate hedges contracts amounting 4,122 thousand euros has been recorded under this heading. As of December 31, 2009 the potential loss originating from the exchange rate hedges contracts amounting 3,133 thousand euros has been recorded under this heading. (See note 20)

In compliance with 15/2010 Act of amendment of 3/2004 Act which establishes regulations against late payments in commercial transactions, in the Spanish subsidiaries of the Group, the amount owed to providers, that as of the date of closing has a deferral higher than legal term of payment, is 870 thousand euros as of December 31, 2010.

The accounting value of the current liabilities is not significantly different from their fair value as of December 31st, 2010 and 2009

c) Loans guaranteed by the Group

Apart from the pledging of shares in the Group Companies as indicated in paragraph a.1) above, at December 31, 2010 and 2009 certain subsidiaries of the Group have guaranteed fixed assets for the sum of 39,421 and 14,907 thousand euros, respectively, as indicated in Note 22.

d) Current liabilities in foreign currencies

<b>Currencies</b>	<b>12.31.2010</b>	<b>12.31.2009</b>
Euros	(143,449)	(95,143)
Dólar	(47,694)	(39,777)
Argentine pesos	(37,133)	(37,832)
Mexican pesos	(83,017)	(77,880)
Uruguay pesos	(4,454)	(2,688)
Colombian pesos	(5,250)	(6,282)
Pounds	(793)	-
Chile pesos	(104)	(89)
Brasilean Real	(4,591)	(2,210)
	<b>(326,485)</b>	<b>(261,901)</b>

**20. DERIVATIVE OPERATIONS**



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Codere, S.A. has continued subscribing during the 2010 financial year to a range of hedging contracts with cover exchange rates, of an amount identified from the sales expected from the Argentinean and Mexican companies, with the aim of reducing the impact of the fluctuations in the exchange rates.

When the Group buys derivative financial instruments, it documents every operation in which hedge accounting is going to be applied. Documentation includes identification of the hedge instrument, the hedged element, nature of the risk that is going to be hedged and how efficiency of that instrument is going to be measured.

Profits or losses of hedge operations until closing, are recorded in the income statement in the line operating revenue, corresponding to the hedged asset. The reasonable value of the balancing entry is included under current liabilities "Other debts". (Note 19)

The amounts in Argentine pesos, Mexican pesos, dollars and euros, their maturity dates, and the exchange rates set for these hedging operations, together with the potential gains or losses as of December 31, 2010 and 2009 are as follows:

**Year 2010**

Argentine pesos	US Dollars	Exchange rate	Maturity date	Gain/loss at 12.31.2010
73.391	15.800	4.645	31/03/2010	(2,346)
86.835	21.000	4.135	30/06/2010	(881)
106.500	25.000	4.260	30/09/2010	(1,326)
106.063	25.000	4.243	30/12/2010	(1,191)
<b>372.789</b>				<b>(5,743)</b>

Mexican pesos	Euros	Exchange rate	Maturity date	Gain/loss at 12.31.2010
153.347	7.900	19.411	31/03/2010	(1,264)
163.640	8.000	20.455	30/06/2010	(2,501)
<b>316.987</b>				<b>(3,765)</b>

Mexican pesos	Us Dollars	Exchange rate	Maturity date	Gain/loss at 12.31.2010
188.085	15.000	12.539	30/09/2010	(29)
215.548	17.000	12.679	30/12/2010	(347)
<b>403.633</b>				<b>(376)</b>

US Dollars	Euros	Exchange rate	Maturity date	Gain/loss at 12.31.2010
15.800	11.195	1.411	31/03/2010	(550)
<b>15.800</b>	<b>11.195</b>			<b>(550)</b>
<b>TOTAL</b>				<b>(10,434)</b>

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**Year 2009**

Argentine pesos	US Dollars	Exchange rate	Maturity date	Gain/loss at 12.31.2009
34.630	10.000	3.463	31/03/2009	509
34.630	10.000	3.463	31/03/2009	509
35.635	10.000	3.564	30/06/2009	446
36.200	10.000	3.620	30/06/2009	341
75.500	20.000	3.775	30/09/2009	235
49.395	11.100	4.450	31/12/2009	(1.269)
19.438	5.000	3.888	31/12/2009	(58)
<b>285.428</b>				<b>713</b>

Mexican pesos	Euros	Exchange rate	Maturity date	Gain/loss at 12.31.2010
97.781	6.200	15.771	31/03/2009	1.037
98.820	6.200	15.939	30/06/2009	840
82.128	5.000	16.426	30/09/2009	829
82.680	5.000	16.536	31/12/2009	580
<b>361.409</b>				<b>3,286</b>

US Dollars	Euros	Exchange rate	Maturity date	Gain/loss at 12.31.2010
20.000	14.388	1.390	31/03/2009	(638)
20.000	14.414	1.388	30/06/2009	202
20.000	14.444	1.385	30/09/2009	723
16.100	10.781	1.493	31/12/2009	(452)
<b>76.100</b>	<b>54.027</b>			<b>(165)</b>
<b>TOTAL</b>				<b>3,834</b>

The movement in the valuation of foreign exchange contracts, disclosing effect in shareholders' equity measured at fair value and effect in the income statement, is described below:

	<b>2010</b>	<b>2009</b>
<b>Fair value hedge balance at the beginning of the period</b>	<b>(3,113)</b>	<b>12,837</b>
Fair value variation recognised in equity	9,425	(19,804)
Fair value variation recognised in Income Statement	(10,434)	3,834
<b>Fair value hedge balance at the end of the period</b>	<b>(4,122)</b>	<b>(3,113)</b>

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**21. TAX MATTERS**

Codere, S.A. is subject to Spanish corporate income tax and, since January 1, 2000, has been taxed under the consolidated tax regime regulated in Chapter VII of Title VIII of the re-drafted text of the Corporate Income Tax Act as per Royal Legislative Decree 4 dated March 5, 2004.

In the 2010 financial year the group comprises the following companies:

- Codere, S.A., as the Parent and payee company
- The following dependent companies:

**National fiscal group 2010:**

Codere, S.A.	Colonder, S.L.
Cartaya, S.A.	J.M. Quero y Asociados, S.A.
CF-8, S.L.	JPV Matic 2005, S.L.
Codere América, S.L.	Juego de Bingo, S.A.
Codere Asesoría, S.A.	Misuri, S.A.
Codere Barcelona, S.A.	Nididem, S.L.
Codere Distribuciones, S.L.	Operibérica, S.A.
Codere España, S.L.	Recreativos Mae, S.L.
Codere Interactiva, S.L.	Red Aeam, S.A.
Codere Internacional, S.L.	Recreativos Cósmicos, S.L.
Codere Logroño, S.L.	Recreativos Populares, S.L.
Codere Madrid, S.A.	Sigirec, S.L.
Codere Valencia, S.A.	Super Pik, S.L.

**National fiscal group 2009:**

2010 Smatic, S.L.	Codere Distribuciones, S.L.
Cartaya, S.A.	J.M. Quero y Asociados, S.A.
Codere América, S.L.U.	JPV Matic 2005, S.L.
Codere Asesoría, S.A.	Juego de Bingo, S.A.
CF-8, S.L.	Misuri, S.A.
Codere Barcelona, S.A.	Nididem, S.L.
Codere Internacional, S.L.	Operibérica, S.A.
Codere Interactiva, S.L.	Recreativos Cósmicos, S.L.
Codere Logroño, S.L.	Recreativos Mae, S.L.U.
Codere Madrid, S.A.U.	Recreativos Populares, S.L.
Codere Valencia, S.A.	Red Aeam, S.A.
Colonder, S.A.	Sigirec, S.L.
Codere España, S.L.U.	Super Pik, S.L.

(\*)These companies were included in the 2009 financial year

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The Italian companies are also included in the consolidated tax regime applicable in Italy. This consolidated regime is applied from January 1, 2005 for companies included in the tax group headed by Codere Italia, S.p.A., and since January 1, 2006 for companies included in the tax group headed by Operbingo Italia, S.p.A. The subsidiary companies included in each consolidated tax group in the 2010 and 2009 financial years are:

**Italian fiscal groups 2010**

Codere Italia Group	Operbingo Group
Codere Italia S.p.A.	Operbingo Italia S.p.A.
Cristaltec Service S.r.L.	Bingo Re S.r.L.
Seven Cora Service S.r.L.	Bintegral S.p.A.
Vasa e Azzena Service S.r.L.	Bingo Oasis S.r.L.
Opergiochi Italia S.r.L.	Immobilgest S.r.L.
Codestrada S.r.L.	Gestioni Marconi S.r.L.
Gaming New S.r.L. (*)	Giomax S.r.L.
CodereNetwork S.p.A. (*)	Opergames S.r.L.
Codematica S.r.L. (*)	Winner Bet S.r.L.
Codere Gaming Italia S.r.L. (*)	Palace Bingo S.r.L.
	Parisiennne S.r.L.
	Maxibingo S.r.L.
	Vegas S.r.L.

(\*)These companies were included in the 2010 financial year

**Italian fiscal groups 2009**

Codere Italia Group	Operbingo Group
Codere Italia S.p.A.	Operbingo Italia S.p.A.
Cristaltec Service S.r.L.	Bingo Re S.r.L.
Seven Cora Service S.r.L.	Bintegral S.p.A.
Vasa e Azzena Service S.r.L.	Bingo Oasis S.r.L.
Opergiochi Italia S.r.L.	Immobilgest S.r.L.
Codestrada S.r.L.	Gestioni Marconi S.r.L.
Gaming New S.r.L.	Giomax S.r.L.
Parisiennne S.r.L.	Opergames S.r.L.
Maxibingo S.r.L.	Winner Bet S.r.L.
Vegas S.r.L.	Palace Bingo S.r.L.

In 2009 Codere Apuestas, S.L. fiscal Group was incorporated and it comprises that company as parent company and Codere Apuestas, S.A. as subsidiary. In 2010, the company Codere Apuestas Navarra, S.A.U. was incorporated to the perimeter.

The remainder companies files individual tax returns.

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The resident companies in Spain are subject to tax at 30% of their taxable income for the 2010 financial year. However, certain tax credits can be deducted from their gross tax payable. The resident companies abroad are subject to the tax legislation and tax rates applicable in the countries in which they are located, and the tax rates range from 25% to 35%, except in Chile where it is 17%.

Taxes cannot be considered to have been definitively settled until the tax returns filed have been audited by the tax inspection authorities or until the statute-of-limitations period has expired.

In January 2010, Italian companies Bingo Re S.r.l and Bintegral S.p.A. began an inspection regarding taxes from fiscal year 2007. As of the date of the publication of these financial statements, there was not a relevant event related to this inspection.

Management of Codere, S.A. considers that the consolidated Codere Group companies have correctly filed the tax returns for the taxes applicable to them and, accordingly, that, in the event of a tax audit, no additional significant liabilities would arise.

A reconciliation of income tax expense applicable to accounting profit before income tax at the statutory income tax rate to income tax expense at the Group's effective income tax rate for the year ended December 31, 2010 and 2009 is as follows (in thousand euros):

	<b>December 2010</b>	<b>December 2009</b>
Consolidated income/(loss) per books before taxes	75,477	57,798
At statutory income tax rate 30%	22,643	17,339
Tax differences in different countries	5,656	3,902
Tax effect of unrecognized tax losses and permanent differences	22,205	26,639
Recognised tax losses	(5,145)	(11,199)
Income tax expenses reported in consolidated income statement	<u>45,359</u>	<u>36,681</u>

Concept "Tax rate differences in the different countries" includes difference between applying nominal tax rate in Spain, 30% in 2010 and 2009 to the consolidated accounting result before taxes and applying the corresponding nominal tax rate from each country to the consolidated accounting result before taxes. The amounts 5,656 and 3,902 thousand euros correspond mainly to the difference between the nominal tax rate in Spain and the ones applying in Argentina, whose nominal tax rate amount to 35%.

Concept "Tax effect of unrecognized tax losses and non temporary differences" includes the following concepts:

- Tax effect of unrecognized tax losses: it includes tax effect of tax losses unrecognised mainly in Spain, Italy and Brazil as of December 31, 2010 and 2009.
- Non temporary differences: It includes non temporary differences of the companies in the Group by applying nominal tax rate of each country.

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- In addition, this line includes corporate income taxes recorded by Spanish companies attributable to foreign taxes paid into the different countries due to revenues (services rendered and interests) recognised in Codere, S.A.

Concept "Activation of Net Operating Losses" includes in 2010 the activation of NOLs in Codere Network, S.p.A, Bingos Codere, S.A. and Garaipen Victoria Apustuak, S.L. In 2009 it included activation of NOLs generated by some Italian companies and Codere Mexico S.A. de C.V.

The main components of the cost for Company Tax for the years 2010 and 2009 are the following:

<b>Consolidated results account</b>	<b>Thousand euros</b>	
	<b>2010</b>	<b>2009</b>
Tax on current companies		
- Gasto por impuesto sobre sociedades corriente	45,587	45,989
Deferred on tax companies		
- Related to increase and decrease on temporary differences	(228)	(9,308)
	<b>45,359</b>	<b>36,681</b>

Tax losses pending to compensate in Codere Group at December 31, 2010 and 2009, after taking into account the taxes payable for both financial years, are as follows (in thousand euros):

<b>Company</b>	<b>2010</b>	<b>2009</b>
Codere, S.A. (tax group)	321,752	300,830
Resto España	43,792	30,649
Italia	78,997	72,987
México	35,553	49,589
Argentina	679	743
Panamá	5,660	5,253
Uruguay	1,224	3,190
Brasil	22,405	-
Colombia	33,634	1,811
<b>Total</b>	<b>543,696</b>	<b>465,052</b>

The unrecognised deferred tax assets amounted to 139,243 and 118,030 thousand euros on December 31, 2010 and 2009, respectively.

The tax credit that could arise in connection with these net operating losses for future years' corporate income tax purposes was not recorded in the Group's consolidated balance sheet, except in the case of tax loss carry forwards for Codere, S.A. for which a tax of 8,394 Italian companies, amounting €10,204 thousand, Garaipen Victoria Apustuak, S.L. (3.563 thousand euros), Codere Bingos, S.A. (777 thousand euros) and Codere México, S.A de C.V. (662 thousand euros). According to the Management it will be compensated in the periods allowed by law, with future profits.

The period of tax losses since the close of the 2010 and 2009 financial years is as follows (in thousand euros):

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Year	2010		2009	
	España	Other countries	España	Other countries
2010	-	-	48	12.110
2011	48	6,843	48	6,829
2012	30	11,962	30	11,883
2013	54	5,482	54	6,398
2014	1,064	6,727	1,064	5,714
2015	1,576	2,888	1,576	7,768
2016	5,374	5,721	3,472	4,522
2017	3,917	5,240	3,917	4,115
2018	14,279	22,309	14,279	23,100
2019	38,858	137	38,858	5,684
2020	39,223	88	39,223	-
2021	84,239	0	84,239	-
2022	68,403	0	68,403	-
2023	26,235	0	26,235	-
2024	46,401	0	-	-
Años siguientes	35,843	389	-	-
Indefinido	0	110,366	50,034	45,449
<b>Total</b>	<b>365,544</b>	<b>178,152</b>	<b>331,480</b>	<b>133,572</b>

The amounts of deductions pending to be applied and their period of expiration at December, 31 2010 and 2009 are the following:

Year	2009	2010
2009	659	-
2010	793	-
2011	1,050	1,050
2012	878	878
2013	846	846
2014	946	946
2015	814	814
2016	867	867
2017	1,093	1,093
2018	3,284	3,284
2019	2,130	7,256
2020	-	2,611
<b>Total</b>	<b>13,360</b>	<b>19,645</b>

These deductions are not activated.

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**22. GUARANTEE COMMITMENTS TO THIRD PARTIES AND OTHER CONTINGENT LIABILITIES**

One of the main business activities of the Codere Group companies is the operation of amusement and gaming machines, for which in Spain there are guarantees required by Royal Decree 593 dated April 27, 1990. These guarantees have been duly deposited with the corresponding Spanish Regional Governments.

Although Codere, S.A. does not carry on any gaming activity, Codere, S.A. has its own guarantees provided from the operating company to Group companies in view of the demand, from the financial institutions, of having a guarantee from the dominant company.

As of December 31, 2010 and 2009 the detail of the guarantees provided is as follows (in thousand euros):

<b>Guarantees</b>	<b>Balance at 12.31.10</b>	<b>Balance at 12.31.09</b>
Gaming guarantees	56,365	50,997
Other guarantees	13,681	19,681
<b>Total</b>	<b>70,046</b>	<b>70,678</b>

Codere, S.A. acts as the main guarantor of the bonds issued by Codere Finance (Luxembourg), S.A. through a credit contract between both companies, with a range of interest which is equivalent to that of the bonds. These bonds are guaranteed in the second order by the pledging of the shares of Codere España, S.L. and Codere Internacional, S.L.

Within the banking guarantees, as of December 31, 2010 and 2009 the most significant are those given by Codere, S.A. to guarantee the performance of the obligations deriving from the granting by the L'Amministrazione Autonoma dei Monopoli dei Stato of the administrative concession to Codere Network, S.p.A. for the activation and management of the gambling management network in Italy, in the amount as of December 31, 2010, of 10,614 thousand euros.

Codere, S.A. also guarantees the fulfilment of the obligations deriving vis-à-vis the Tax Department of the Madrid Regional Government for the organization and marketing of Sports Betting in the amount of 5,970 and 12,003 thousand euros at December, 31 2009 and 2010. The increase in the guarantee is due to the purchase of William Hill's 50% stake in Codere Apuestas S.L., so Codere S.A. has to assume 50% of guarantee granted by William Hill.

There are also other non-bank guarantees provided by the Codere, S.A., the most important of which are:

- Generali in Italy has issued guarantees related to the leasing of bingo halls and bingo concessions in favour of Operbingo Group companies amounting to 7.5 million euros, which are counter-guaranteed by Codere, S.A.

In the judgement of the management, no significant liabilities are derived from the granting of these guarantees.



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The following companies have lands, buildings and machinery which are guarantee of bank loans and guarantee of tax deferral (in the case of Spanish companies). Their depreciated cost are the following (in thousand euros):

	<b>12.31.10</b>		
	<b>Land and Buildings</b>	<b>Machines</b>	<b>Total</b>
Alta Cordillera, S.A.	79	-	79
Operibérica, S.A.	2,122	213	2,335
Codere Madrid, S.A.U.	-	12,784	12,784
Codere Valencia S.A.	5,816	5,972	11,788
Codere Asesoría, S.A.	4,379	-	4,379
Codere Barcelona, S.A.	3,772	-	3,772
Codere Gandía, S.A.	155	-	155
Recreativos Mae, S.L.	1,631	-	1,631
Codere Navarra, S.L.	197	-	197
Gistra, S.L.	125	-	125
Recreativos Ruan, S.A.	32	-	32
J.M.Quero S.A.	1,229	-	1,229
Codere Colombia, S.A.	-	-	-
Thunderbird	915	-	915
	<b>20,452</b>	<b>18,969</b>	<b>39,421</b>

**23. REVENUE AND EXPENSES**

a) Other operating expenses

<b>Concept</b>	<b>2010</b>	<b>2009</b>
Gaming taxes	321,969	277,209
Other taxes	35,493	28,103
Independent professional services	33,298	27,737
Leasing of machines	11,455	6,300
Other leases	36,652	35,360
Supplies	22,814	18,994
Travel costs	5,205	4,673
Advertising and Public Relations	25,840	17,982
Repair and maintenance	22,981	20,970
Insurance premiums	2,684	2,418
Other services	75,678	38,703
Other	12,173	12,102
<b>Total</b>	<b>606,242</b>	<b>490,551</b>

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b) Personnel expenses

The detail of the Group's consolidated personnel expenses for 2010 and 2009 are broken down as follows (expressed in thousand euros):

Concept	2010	2009
Wages, salaries etc.	159,497	142,195
Social Security Costs	43,858	31,701
Other social expenses	1,079	1,022
<b>Total</b>	<b>204,434</b>	<b>174,918</b>

Line "Wages, salaries etc" includes compensations amounting 4,079 thousand euros in 2010 (7,440 thousand euros in 2009)

c) Personnel

Codere Group's approximate consolidated average headcount in 2010 and 2009 is approximately as indicated below:

	2010		2009	
	N° of employees		N° of employees	
	Male	Female	Male	Female
Managers	157	28	141	25
Supervisors	545	135	519	133
Specialists	170	113	147	83
Clerical Staff	1,127	937	990	781
Messengers etc	590	373	536	319
Sales person	2,380	1,893	2,149	1,770
Collectors	387	124	364	50
Mechanics	472	5	487	5
Other employees	5,381	2,875	3,489	2,055
<b>Total</b>	<b>11,209</b>	<b>6,483</b>	<b>8,822</b>	<b>5,221</b>

Distribution of average as of December 31, 2010 and 2009 does not significantly differ from average headcount data except Thunderbird staff (1,200 employees) that introduced its employees in August 2010.

100% of the staff has been considered independently of the method of consolidation used for these companies. The people who carry on their activities in the halls of the Caliente Group, also in Mexico, have not been included as they belong to the Mexican partner and the Codere Group is the operator.

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d) *Earning/ Loss per share*

*Basic profit per share*

December 2010			December 2009		
Net profit (Th. €)	Average no. of shares	Basic profit per share (euros)	Net profit (Th. €)	Average no. of shares	Basic profit per share (euros)
31,441	55,010,775	0.57	21,117	55,023,125	0.38

*Basic and diluted profit (loss) per share attributable to equity holders of the parent (in euros)*

December 2010			December 2009		
Net profit (Th. €)	Average no. of shares	Basic profit per share (euros)	Net profit (Th. €)	Average no. of shares	Basic profit per share (euros)
29,331	55,010,775	0.53	19,083	55,023,125	0.35

*Basic and diluted profit (loss) per share from continuing operations attributable to equity holders of the parent (in euros).*

December 2010			December 2009		
Net profit (Th. €)	Average no. of shares	Basic profit per share (euros)	Net profit (Th. €)	Average no. of shares	Basic profit per share (euros)
28,008	55,010,775	0.51	19,083	55,023,125	0.35

*Basic and diluted profit (loss) per share from discontinued operations.*

December 2010			December 2009		
Net profit (Th. €)	Average no. of shares	Basic profit per share (euros)	Net profit (Th. €)	Average no. of shares	Basic profit per share (euros)
1,323	55,010,775	0.02	-	-	-

The profit diluted per share is calculated by adjusting the average weighted number of ordinary shares in circulation to reflect the conversion of all the potential diluting ordinary shares. For these purposes, it is considered that the conversion takes place at the beginning of the period or at the moment of the issue of the potential ordinary shares, if they have been put into circulation during the period itself.

On December 31, 2010 and 2009, in the Group there were no potentially diluted ordinary shares as there had not been any issue of convertible debt and the systems of retribution linked to the share (Note 16) will not involve any increase in capital for the Group, and therefore, under no circumstances is the existence of diluted effects foreseen.

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Due to the portfolio of own shares, the profit diluted per share is calculated in 2010 with an average of shares 55,010,775 (2009: 55.023.125 shares).

e) Financial expenses and revenue

<i>(Thousands of euros)</i>	2010	2009
<b>Financial costs</b>		
Contractual costs and interest	77,522	75,916
Financial Actualisation of provision and Other liabilities	383	243
Other financial costs	-	-
<b>Total</b>	<b>77,905</b>	<b>76,159</b>
<b>Financial income</b>		
Income from interest	7,698	6,667
Income from negotiable securities and fixed assets	543	976
Other financial income	407	80
<b>Total</b>	<b>8,648</b>	<b>7,723</b>

f) Exchange gains (losses), net

This caption includes 23,081 thousand euros of exchange gains and 22,069 thousand euros of exchange losses in the 2010 financial year. This caption included 32,608 thousand euros of exchange gains and 22,568 thousand euros of exchange losses in the 2009 financial year.

g) Discontinued Operations Result

As a result of the sale of the our Italian companies Gaming Services, S.r.L. and Gaming Re, S.r.L., in 2008, the Group restructured tasks related to management and operations in Italy for a sum of near 3 million euros. That cost was made a provision as of December 31, 2008 and that amount was recorded in "profit/loss of discontinued operations". As of December 31, 2010 real cost of that restructure was lower than 3 million euros, so the surplus amounting 1,323 thousand euros was reversed and recorded in the line "profit/loss of discontinued operations".

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**24. ADDITIONAL INFORMATION ON CONSOLIDATED CASH FLOW STATEMENT**

**24.1 Breakdown of cash and cash equivalents**

	Thousand euros	
	2010	2009
Cash equivalent	3,810	6,902
Cash	86,791	83,303
	<b>90,601</b>	<b>90,205</b>

Cash details is the following:

	Thousand euros	
	2010	2009
Euros	49,751	40,386
Dolars	15,855	22,184
Argentine pesos	14,887	16,649
Mexican pesos	7,117	9,960
Uruguay pesos	479	-
Colombian pesos	2,322	831
Chile pesos	67	94
Brasilean Real	123	101
<b>Total</b>	<b>90,601</b>	<b>90,205</b>

**24.2 Analysis and Comments on Cash Flow 2010**

*Net cash flow from the operations*

Net cash from operating activities for the year ended December 31, 2010 was 199,332 thousand euros, an increase of 15.3% from 172,855 thousand euros for the same period the prior year.

Net cash flow investment activities:

Regarding cash used in investment activities, there were negative variations for tangible fixed assets acquisitions amounting 111,908 thousand euros, positive variations due to tangible fixed assets sale for 199 thousand euros, 7,946 thousand euros received as long term credits consisting in: 6,485 thousand euros from caliente (3,197 thousand euros of payment of credits and 9,682 thousand euros of collection of credits), a net decrease of 1,618 thousand euros related to credit to bar owners in Spain (payments of loans amounting 7,570 thousand euros, net of collections and collections of 9,188 thousand euros), 157 thousand euros for long term credits for bar owners in the BU of Italy Awp (payments of loans amounting 9,972 thousand euros, net of collections and collections of 9,815 thousand euros). There are payments for the purchase of companies (net of cash acquired) amounting 54,330 thousand euros, mainly for the acquisition of thunderbird, 29,860 thousand euros, deferred payment for the acquisition of minorities in Argentina amounting 5,606

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thousand euros, deferred payment of ICELA of 9,259 thousand euros, and payment for the acquisition of Saprish operators amounting 3,366 thousand euros and the acquisition of an operator and a bingo hall in Italy for the sum of 5,427 thousand euros

*Net cash flow from financing activities*

Net cash used in financing activities was 46.051 thousand euros, the principal drivers of which were as follows:

- Positive variation amounting 95,008 thousand euros that includes Bonds issue of 100,000 thousand euros, a discount of 6,000 thousand euros for the Bonds issue and funds received for accrued interest of this Bond since June 15, 2010 amounting 1,070 thousand euros.
- A net increase of 14,930 thousand euros in financial debt resulting from 16,000 thousand euros in repayments under the Senior Credit Facility and a 1,070 thousand euros amortization of the Hípica Rioplatense de Uruguay bond.
- A net decrease of bank credits amounting 26,553 thousand euros mainly due to the amortization of credits in Colombia, Mexico Spain AWP and Italy Bingos, that offset funds from new credits mainly in Italy.
- Negative variation in other debt of 64,015 thousand euros, which consists of an increase in liabilities due to the deferral of gaming taxes in Spain (4,228 thousand euros) and an increase in financial assets of 58,170 thousand euros (that includes credit granted to operators included in the Caliente transaction amounting 51,404 thousand euros) and expenses related to the renewal of Senior Facilities Agreement of 4,870 thousand euros and Bond issue amounting 5,203 thousand euros.
- Dividends paid to minorities amounting 2,268 thousand euros, financial expenses for the sum of 70,905 thousand euros, financial revenue amounting 3,100 thousand euros and a net positive variation due to foreign exchange rates for the sum of 4,717 thousand euros (13,627 thousand euros of positive variations and 8,910 thousand euros of negative variations).

Variations in foreign exchange rates (in the conversion of the cash balances) resulted in a positive impact of 5.208 thousand euros.

During the year ended December 31, 2010 we had a net increase in cash of 4,812 thousand euros.

**24.3. Analysis cash flow 2009**

In the current Annual Accounts there were included some reclassifications in the lines related to cash flow net of investment activities (decrease) and financing activities (increase) for the sum of 8,915 thousand euros, respectively in order to facilitate their comparability with 2010 financial year.

*Net cash flow from the operations*

Net cash from operating activities for the year ended December 31, 2009 was 172,855 thousand euros.

*Net cash flow investment activities:*

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We used cash for capital expenditures, there were payments for the purchase of tangible fixed assets amounting 97,380 thousand euros; we received net funds of 13,432 thousand euros in long term loans consisting of: 11,117 thousand euros received from Caliente (repayments of 22,338 thousand euros, net of receivables generated of 11,221 thousand euros), a net decrease of 2,510 thousand euros received for long-term loans provided to Spain AWP site owners (repayments of 11,822 thousand euros, net of 9,312 thousand euros in loans), and 195 thousand euros for long-term loans provided to Italy AWP site owners 7,413 thousand euros in loans, net of 7,218 thousand euros in repayments). We has a negative flow net of investments for the sum of 11,435 thousand euros due to deferral of the acquisition of minorities in Argentina amounting 5,573 thousand euros, payment for the acquisition of operators in Spain for the amount of 3,803 thousand euros, deferred payment of the purchase of operators in Italy amounting 909 thousand euros, payment of options in machines installed in Italy amounting 900 thousand euros and other investments amounting 250 thousand euros.

*Net cash flow from financing activities*

Net cash used in financing activities was 68.622 thousand euros.

The principal drivers of which were as follows:

- A net decrease of 47,713 thousand euros in financial debt resulting from 46,940 thousand euros in repayments under the Senior Credit Facility and a 773 thousand euros amortization of the Hípica Rioplatense de Uruguay bond.
- A net increase in other bank loans of 33,801 thousands of euro, due primarily to new bank loans contracted in Mexico, partly offset by repayments in Panama and Italy Bingo.
- Positive variation in other debt of 14,901 thousand euros, which consists of an increase in debts due to tax deferral amounting 15,850 thousand euros and an increase in financial assets for the sum of 949 thousand euros.
- Dividends paid to minorities of 1,475 thousand euros, financial expenses of 68,421 thousand euros, financial income of 1.781 thousand euros and a net negative variation of 1,482 related to changes in exchange rates (13,206 thousand euros in positive variations and 14,688 thousand euros in negative variations).

Variations in foreign exchange rates (in the conversion of the cash balances) resulted in a negative impact of 1.937 thousand euros.

During the year ended December 31, 2009 we had a net increase in cash of 8.850 thousand euros.

**24.4. Conciliation between accrued investments and paid investments:**

	Thousand euros	
	2010	2009
Accrued net investments	141,213	86,432
Debt variations	16,880	8,951

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Paid investments

**158,093**

**95,383**

**25. INFORMATION ABOUT RELATED PARTIES**

The transactions and balances with non-Group related companies as of December 31, 2010 and 2009 were as follows (in thousand euros):

<b>Company</b>	<b>Position</b>	<b>Loans</b>	<b>Services Rendered</b>
<b>Year 2010</b>			
Encarnación Martínez Sampedro	Director/Manager	473	-
Luis Javier Martínez Sampedro	Director/Manager	947	-
Masampe, S.L.	Director	-	538
Recreativos Metropolitano	Related Activity	-	324
Rafael Catalá	Manager	95	-
Robert Gray	Board's advisor	2,065	38
Ricardo Moreno	Manager	474	-
Fernando Ors	Manager	142	-
Vicente Di Loreto	Manager	95	-
Jaime Estalella	Manager	95	-
José Ramón Romero	Manager	473	450
José Ramón Ortúzar	Manager	142	-
Arturo Alemany	Manager	901	-
Pedro Vidal	Manager	142	-
David Elízaga	Manager	95	-
Adolfo Carpena	Manager	95	-
<b>Total</b>		<b>6,234</b>	<b>1,350</b>

<b>Company</b>	<b>Position</b>	<b>Acc. Receivable</b>	<b>Loans</b>	<b>Services Rendered</b>
<b>Year 2009</b>				
Encarnación Martínez Sampedro	Director/Manager	-	463	-
Luis Javier Martínez Sampedro	Director/Manager	-	927	-
José Ramón Romero	Manager	-	463	454
Masampe, S.L.	Director	-	-	557
Promobowling, S.A.	Related Activity	93	-	-
Joaquín Gomis Estada	Shareholder	82	-	-
Arturo Alemany	Advisor	-	863	-
Fernando Ors	Manager	-	139	-
Vicente Di Loreto	Manager	-	93	-
Jaime Estalella	Manager	-	93	-
José Ramón Ortúzar	Manager	-	139	-
Pedro Vidal	Manager	-	139	-
Ricardo Moreno	Manager	-	464	-
Adolfo Carpena	Manager	-	93	-
Jorge Martín	Manager	-	15	-
Robert Gray	Board's advisor	-	2,025	-
David Elízaga	Manager	-	93	-
Rafael Catalá	Manager	-	93	-
Recreativos Metropolitano	Related Activity	-	-	324
<b>Total</b>		<b>175</b>	<b>6,102</b>	<b>1,335</b>



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Transactions with related parties have been carried out on market terms. During the year ended December 31, 2010 and 2009, no provision has been made for doubtful collection of balances with related parties.

Main operations with related parties have been:

a) Acquisition of Operbingo (Italy)

On December 15, 2005, Codere acquired 100% of Operbingo, which at that time owned and operated 11 bingo halls located throughout Italy. These bingo halls were managed by Codere Italia S.p.A. Among the shareholders of this company was Francomar Investments, S.A., which owned 41% of its shares, and Prisamar, S.A., which owned 10% of Operbingo, S.p.A. Both companies belonged to the Francomar Group, which is 50% owned by the Martínez Sampedro family.

The total cost of this transaction was 56.4 million euros. This included amounts disbursed for the acquisition (33.3 million euros) plus 23.1 million euros corresponding to the net debt assumed.

Under the terms of the purchase agreement, the sellers were entitled to the net profit of certain type B slot machines that could be installed at the bingo halls if permitted by prevailing legislation. This right was assigned a fixed price of one euro per machine and a variable price calculated by subtracting from the amount of games played, the awarded prizes, taxes, network concessionaire costs, and 2,000 euros each year per machine (this last amount was allocated to the Codere Group).

The Codere Group acquired a 0.9 million euro repurchase option on this right of the sellers for an amount that will be no less than 5 million euros and no more than 11 million euros. This right was registered as goodwill by an amount of 11 million euros. This calculation is made by applying a mathematical formula to the amounts collected from the slot machines for the period during which this right may be exercised (from September 2008 to March 2009). The Codere Group exercised this option in 2009.

b) Framework slot machine purchase agreement with Recreativos Franco.

On December 1, 2008, a new framework agreement was signed with Recreativos Franco and in force until November 30th, 2010, whereby the Codere Group acquires the machines from Recreativos Franco by means of a deferred payment, establishing a buy-back clause whereby Recreativos Franco is obliged to purchase the machines referred to in the initial sale and purchase whenever Codere so requires. The Codere Group may lease these machines to companies in the Group.

On April 1, 2009 was signed a new framework gaming machine lease agreement with Recreativos Franco, S.A. which expires on March 31, 2012. Codere Group can lease these machines to companies of the same Group.

c) Ballesteros transaction

In September 2000, Hispano Chilenos, S. A., a company owned by Mr. Jesús Franco, ceded to the Codere Group its rights and obligations relating to the purchase of 50% of the shares of the Ballesteros Group for a total price of 15.5 million euros. The Ballesteros Group is a Spanish bingo hall operator with twelve bingo halls in the Autonomous Community of Castilla-León and one in Venezuela, in which it has been granted other bingo licenses. Codere is currently involved in a lawsuit with the Ballesteros Group; the related contingent liability has been fully accrued. The

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lawsuits initially brought by both parties (the Ballesteros Group claimed 24,000 thousand euros from Codere) were dismissed in the first instance and Codere, in the month of July, 2007, proceeded to lodge an appeal, without the Ballesteros Group having presented any appeal against the judgement. On September 23, 2009 the Madrid Provincial Court issued a judgement on our appeal sentencing Mr. José Ballesteros and his wife to return to Codere approximately €12.0 million. Additionally, Codere Group has submitted a cassation appeal requesting payment of interests accrued since the date of the initial claim, and expect the Supreme Court to issue a ruling on this appeal within a period of no less than 2 or 3 years.

At the beginning of 2010 those amounts have been returned to Codere. As a result of the description above, the Group has reversed €12 million approximately recording this reversion in the 2009 Consolidated Income Statement.

d) Lease of other offices

In Comunidad Autonoma de Madrid the technical, service, maintenance and collection personnel of the Codere Group work at the facilities in Getafe and Coslada leased from the Francomar Investments, S.A. (company related to the main shareholders of Codere, S.A.).

e) Rewards for Administrators and Executive Management

Salaries, attendance fees and other compensation of the Board of Directors of Codere S.A. are as follows (thousand euros):

	<b>Thousand euros</b>	
	<b>2010</b>	<b>2009</b>
Rewards for the Board of Directors	594	446
Services rendered (*)	1,319	1,335
Fixed and variable salaries	351	587
	<b>2,264</b>	<b>2,388</b>

(+) In the years 2010 and 2009 it was included 450 thousand euros each year, corresponding to the fees received by the legal office of Mr. José Ramón Romero for legal counsel to the Codere Group

The remuneration paid to executive management of the Codere Group in 2010 amounted to 5,023 thousand euros (5,247 thousand euros on December 31, 2009). In 2010 there is an amount of 198 thousand euros for severance payments. In addition, the work contracts of several Spanish members of the Codere management team contain clauses stipulating termination benefits in the event of dismissal, in addition to the mandatory dismissal indemnities required by prevailing legislation. The total amount that would be owed by virtue of these contracts at December 31, 2010 and 2009 was approximately 1.2 and 1.5 million euros.

At December 31, 2010 and 2009, there were no advances made to members of the Board of Directors. Services rendered to administrators are included in this line. Furthermore, there are no obligations regarding pensions for former or current members of the Board. Loans granted to Directors and Executive Managers are described in Note 16.

Article 229.1 of the Capital Companies Act, passed by Royal decree 1/2010 of July 2, establishes that Directors have to communicate to the Board and, the rest of Directors, any direct or indirect

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conflict or interest that may arise regarding the Company. The affected Director have to abstain to take part in agreements or decisions related to the operations linked to the conflict. Directors assure they do not participate or hold stake in companies with similar or complementary purpose different from those indicated in Appendix III.

In addition, they have stated that they do not conduct, for their own account or for that of third parties, any activity that is the same, similar, or complementary to that of the Company's corporate purpose, except in the cases indicated in Exhibit III.

Administrators, or any other person acting on the behalf, did not make operations with the company different from its current activities or out of the market conditions during this year.

**26. AUDITORS' REMUNERATION**

The fees invoiced by auditors firms are the following:

	<b>PricewaterhouseCoopers Audiores, S.L.</b>	<b>Other companies of PwC</b>	<b>Other auditors</b>	<b>Total</b>
<b>Year 2010</b>				
Audit services	328	982	24	1,334
Audit related services	201	178	-	379
Tax advisory	-	42	-	42
Other services	108	60	-	168
<b>Total Ejercicio 2010</b>	<b>637</b>	<b>1,262</b>	<b>24</b>	<b>1,923</b>
<b>Year 2009</b>				
Audit services	295	746	98	1,139
Audit related services	10	-	-	10
Tax advisory	-	136	9	145
Other services	-	39	-	39
<b>Liquidez neta</b>	<b>305</b>	<b>921</b>	<b>107</b>	<b>1,333</b>

**27. ENVIRONMENTAL ASPECTS**

Any operation whose purpose is minimizing environmental impact and protecting and improving the environment is considered an environment activity.

During 2009 and 2010 Codere group did not invest significant amounts for the protection and improvement of the environment

The attached consolidated balance sheet does not include any provision for environmental matters since Companies' Management believes that, as of the end of the year, there are no obligations to be settled in future arising out of the Companies' actions to prevent, reduce or repair harm to the environment and that, should these exist, they would not be material.

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Possible contingencies, compensations and other risks related to the environment that the Group could have been covered by insurance policies that the Group has.

**28. SUBSEQUENT EVENTS**

On February 23, 2011, the Group received a notification from the Italian gaming regulator AAMS (Amministrazione Autonoma dei monopoli di Stato) in which a penalty for the sum of 2,731 thousand euros related to the failure to comply with the minimum services (Note 4.e) was communicated. However, as of the date of this release, the Group had not received any notification from the Court of Auditors (Corte dei Conti) related to the penalty due to failure to comply with minimum services so the amount of the provision has been modified as of December 31, 2010.

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**EXHIBIT I  
Consolidated Group**

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Name	Activity	Consolidation Method	2010		2009	
			%		%	
			Participation	Owner	Participation	Owner
SPAIN:						
AUTOMÁTICOS MENDOZA, S.L. C/ Real, 10 Lepe (Huelva)	Operation of gaming machines	IG	50%	OPERIBERICA, S.A.	50%	OPERIBERICA, S.A.
CARTAYA, S.A.U. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Operation of bingo halls	IG	100%	CODERE ESPAÑA, S.L.	100%	CODERE ESPAÑA, S.L.
C-F8, S.L. C/ta. de Toledo, km – 11.500 Getafe (Madrid)	Operation of gaming machines	IG	75%	CODERE MADRID, S.A.	75%	CODERE MADRID, S.A.
CODERE APUESTAS, S.A.U. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Sports betting	IG	100%	CODERE APUESTAS ESPAÑA, S.L.	50%	CODERE APUESTAS ESPAÑA, S.L.
CODERE APUESTAS ESPAÑA, S.L. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Sports betting	IG	100%	CODERE, S.A.	50%	CODERE, S.A.
CODERE APUESTAS NAVARRA S.A. Calle C, nave 48, Polígono Industrial Talluntxe II 31110 Noaín (Navarra)	Sports betting	IG	100%	CODERE APUESTAS ESPAÑA S.L.	-	-
CODERE AMÉRICA, S.L.U. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Management of the equity of companies resident in countries other than Spain	IG	100%	CODERE INTERNACIONAL, S.L.	100%	CODERE INTERNACIONAL, S.L.
CODERE ASESORÍA, S.A.U. Avda. Alquería de Moret, 19-21 Picanya (Valencia)	Operation of gaming machines	IG	94.72%	CODERE VALENCIA, S.A.	94.72%	CODERE VALENCIA, S.A.
CODERE BARCELONA, S.A.U. Mercaders, 1 Pol. Ind. Riera de Caldes Palau de Plegamans (Barcelona)	Operation of gaming machines	IG	100%	CODERE ESPAÑA, S.L.	100%	CODERE ESPAÑA, S.L.
CODERE DISTRIBUCIONES, S.L.U. Mercaders, 1 Pol. Ind. Riera de Caldes Palau de Plegamans (Barcelona)	Operation, distribution and marketing of gaming machines	IG	100%	CODERE BARCELONA, S.A.	100%	CODERE BARCELONA, S.A.
CODERE ESPAÑA, S.L.U. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Holding company, operation of gaming machines and bingo halls	IG	100%	CODERE, S.A.	100%	CODERE, S.A.
CODERE GANDIA, S.A. Guardamar, 15 Gandía (Valencia)	Operation of gaming machines	IG	50%	CODERE ESPAÑA, S.L.	50%	CODERE ESPAÑA, S.L.

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			%		%	
			Participation	Owner	Participation	Owner
CODERE GIRONA, S.A. Ctra. Barcelona, 162 Girona (Barcelona)	Operation of gaming machines	IG	66.67%	CODERE ESPAÑA, S.L.	66.67%	CODERE ESPAÑA, S.L.
CODERE GUADALAJARA, S.A. Avda. de Bruselas, 26 Alcobendas (Madrid)	Operation of gaming machines	IG	50%	CODERE MADRID, S.A.	50%	CODERE MADRID, S.A.
CODERE HUESCA, S.L. Mercaders 1 Palau Solita IP legamans (Barcelona)	Operation of gaming machines	IG	51.02%	CODERE BARCELONA, S.A.	51.02%	CODERE BARCELONA, S.A.
CODERE INTERNACIONAL, S.L. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Holding company	IG	100%	CODERE, S.A.	100%	CODERE, S.A.
CODERE INTERACTIVA, S.L. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Operation of gaming in television, internet or telephony	IG	90%	CODERE, S.A.	90%	CODERE, S.A.
CODERE LOGROÑO, S.L. Piqueras 1333 Arrubal - La Rioja	Operation of gaming machines	IG	75.03%	CODERE BARCELONA, S.A.	75.03%	CODERE BARCELONA, S.A.
CODERE MADRID, S.A.U. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Operation of gaming machines	IG	100%	CODERE ESPAÑA, S.L.	100%	CODERE ESPAÑA, S.L.
CODERE NAVARRA, S.A. Santa Marta, 8 Pamplona	Operation of gaming machines	IG	50%	CODERE BARCELONA, S.A.	50%	CODERE BARCELONA, S.A.
CODERE VALENCIA, S.A. Avda. Alquería de Moret, 19-21 Picanya (Valencia)	Operation of gaming machines	IG	94.72%	CODERE ESPAÑA, S.L.	94.72%	CODERE ESPAÑA, S.L.
CODERE, S.A. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Financial and accounting services	IG	100%	-	100%	-
COLONDER, S.A. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Holding company	IG	100%	CODERE AMÉRICA, S.L.	100%	CODERE AMÉRICA, S.L.
COMERCIAL YONTXA, S.A. (6) C/Nicolás Alcora, 1 48003 Bilbao	Operation of gaming machines	IG	51%	OPERIBERICA, S.A.	51%	OPERIBERICA, S.A.
DESARROLLO ONLINE JUEGOS REGULADOS, C/ Manises nº 33 28224 Pozuelo de Alarcón (Madrid)	Operation of gaming through internet	IG	85%	CODERE, S.A.	25%	CODERE, S.A.
EL PORTALÓN, S.L. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Operation of gaming machines	IG	50%	CODERE MADRID, S.A.	50%	CODERE MADRID, S.A.

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Name	Activity	Consolidation Method	2010		2009	
			%		%	
			Participation	Owner	Participation	Owner
GARAIPEN VICTORIA AP USTUAK, S.L. C/ Nicolás Alkorta, 1 48003 Bilbao	Sports betting	IG	73.7%	CODERE AP UESTAS ESPAÑA, S.L. y COMERCIAL YONTXA S.A.	35.01%	CODERE AP UESTAS ESPAÑA, S.L. y COMERCIAL YONTXA S.A.
GESTRA, S.L.U. C/ Velázquez, 18 46018 Valencia	Leasing of halls/shops	IG	47.36%	RECREATIVOS RUAN, S.A.	47.36%	RECREATIVOS RUAN, S.A.
J.M. QUERO Y ASOCIADOS, S.A.U. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Operation of gaming machines	IG	100%	CODERE ESPAÑA, S.L.	100%	CODERE ESPAÑA, S.L.
JP VMATIC 2005, S.L.U. Avda. Alquería de Moret, 19-21 Picanya (Valencia)	Operation of gaming machines	IG	100%	CODERE ESPAÑA, S.L.	100%	CODERE ESPAÑA, S.L.
JUEGO DE BINGOS, S.A.U. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Bingo & hotel business	IG	100%	MISURI, S.A.	100%	MISURI, S.A.
MEPE, S.A. C/ Ferrocarril, 33 28820 Coslada (Madrid)	Operation of gaming machines	IG	50%	CODERE MADRID, S.A.	50%	CODERE MADRID, S.A.
MISURI, S.A.U. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Bingo halls	IG	100%	CODERE ESPAÑA, S.L.	100%	CODERE ESPAÑA, S.L.
NDIDEM, S.L.U. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Account management	IG	100%	CODERE AMÉRICA, S.L.	100%	CODERE AMÉRICA, S.L.
OPERIBÉRICA, S.A.U. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Operation of gaming machines	IG	100%	CODERE ESPAÑA, S.L.	100%	CODERE ESPAÑA, S.L.
OPEROESTE, S.A. C/Hernán Cortés, 188 Villanueva de la Serena (Badajoz)	Operation of gaming machines	IG	50%	OPERIBÉRICA, S.A.	50%	OPERIBÉRICA, S.A.
OPERSHERKA, S.L.U. Travesía de la PazMADRID	Operation of gaming machines	IG	51%	COMERCIAL YONTXA, S.A.	51%	COMERCIAL YONTXA, S.A.
PRIMER CONTINENTE, S.L.U. C/ Guardamar, 15, bajo 46701 Gandía (Valencia)	Operation of hotel activities	IG	50%	CODERE GANDIA, S.A.	50%	CODERE GANDIA, S.A.



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			%		%	
			Participation	Owner	Participation	Owner
RECREATIVOS ACR, S.L. Polígono Espíritu Santo, Parcela 11-12 33010 Oviedo (Asturias)	Operation of gaming machines	IG	50%	OPERIBÉRICA, S.A.	50%	OPERIBÉRICA, S.A.
RECREATIVOS CÓSMICOS, S.L.U. C/ Palmer, 36 Inca (Mallorca)	Explotación de máquinas recreativas y de azar	IG	100%	RECREATIVOS MAE, S.L.	100%	RECREATIVOS MAE, S.L.
RECREATIVOS MAE, S.L.U. C/ta. Palma – Alcudia, km. 19400 Consell (Mallorca)	Operation of gaming machines	IG	100%	CODERE ESPAÑA, S.L.	100%	CODERE ESPAÑA, S.L.
RECREATIVOS OBELISCO, S.L. Huercal de Almería. C/ San Rafael-73. Polígono Almería	Operation of gaming machines	IG	60.61%	OPERIBÉRICA, S.A.	60.61%	OPERIBÉRICA, S.A.
RECREATIVOS POPULARES, S.L. C/ Puente de la Reina, 26- Bajo Valladolid	Operation of gaming machines	IG	75%	OPERIBÉRICA, S.A.	75%	OPERIBÉRICA, S.A.
RECREATIVOS RUAN, S.A. C/ Velázquez, 18 Valencia	Operation of gaming machines	IG	47.36%	CODERE VALENCIA, S.A.	47.36%	CODERE VALENCIA, S.A.
RED AEAM, S.A.U. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Juego de bingo	IG	100%	MISURI, S.A.	100%	MISURI, S.A.
RESTIY CIA, S.L. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Operation of gaming machines	IG	50%	CODERE MADRID, S.A.	50%	CODERE MADRID, S.A.
RESUR CÁDIZ, S.L. Avda Ana de Viya, 17 Planta Baja, Cádiz	Operation of gaming machines	IG	50%	CODERE ESPAÑA, S.L.	50%	CODERE ESPAÑA, S.L.
ROSPAY, S.L. C/ Kennedy, 12 bajo Benidorm (Alicante)	Operation of gaming machines	IG	50%	CODERE GANDIA, S.A.	50%	CODERE GANDIA, S.A.
SIGIREC, S.L. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Operation of gaming machines	IG	75.05%	OPERIBÉRICA, S.A.	75.05%	OPERIBÉRICA, S.A.

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			%		%	
			Participation	Owner	Participation	Owner
SUPER PIK, S.L. Avda. de Bruselas, 26 28108 Alcobendas (Madrid)	Operation of gaming machines	IG	79.93%	CODERE MADRID, S.A.	79.93%	CODERE MADRID, S.A.
2010-S-MATIC, S.L. Calle Paris, 9 Sevilla	Operation of gaming machines	IG	-	-	100%	OPERIBÉRICA, S.A.
<b>ARGENTINA</b>						
BINGOS DE LOESTE, S.A. Avda. De Córdoba, 1417 5ºB Buenos Aires (Argentina)	Lotteries & bingo halls	IG	100%	CODERE ARGENTINA, S.A. y BINGOS PLATENSES, S.A	100%	CODERE ARGENTINA, S.A. y BINGOS PLATENSES, S.A
BINGOS PLATENSES, S.A. Av. Córdoba, 1417 Buenos Aires (Argentina)	Operation of bingo halls	IG	100%	CODERE ARGENTINA, S.A. y CODERE AMERICA	100%	CODERE ARGENTINA, S.A. y CODERE AMERICA
CODERE ARGENTINA, S.A. Av. Córdoba 1417 Buenos Aires (Argentina)	Account management	IG	100%	CODERE AMÉRICA, S.L., NIDDEM S.L. e IBERARGEN, S.A.	100%	CODERE AMÉRICA, S.L., NIDDEM S.L. e IBERARGEN, S.A.
HÍPICA RIO PLATENSE, S.A. Av. Del Libertador 1068, P 9º Buenos Aires (Argentina)	Investment	IP	50%	CODERE ARGENTINA, S.A.	50%	CODERE ARGENTINA, S.A.
IBERARGEN, S.A. Combate de los Pozos, 639-641 Buenos Aires, C.F. (Argentina)	Operation of bingo, lotteries & hotel business	IG	100%	CODERE S.A. Y NIDDEM, S.L.	100%	CODERE S.A. Y NIDDEM, S.L.
INTERBAS, S.A. Combate de los Pozos, 639-641 Buenos Aires, C.F. (Argentina)	Operation of lotteries & bingo	IG	100%	CODERE S.A. E IBERARGEN S.A.	100%	CODERE S.A. E IBERARGEN S.A.
INTERJUEGOS, S.A. Avda. De Córdoba, 1417 5ºB Buenos Aires (Argentina)	Lotteries & Bingo	IG	100%	CODERE ARGENTINA, S.A. y CODERE AMÉRICA, S.L.	100%	CODERE ARGENTINA, S.A. y CODERE AMÉRICA, S.L.
INTERMAR BINGOS, S.A. Av. Córdoba, 1417 Buenos Aires (Argentina)	Operation of bingo halls	IG	80%	CODERE AMÉRICA, S.L. y CODERE ARGENTINA, S.A.	80%	CODERE AMÉRICA, S.L. y CODERE ARGENTINA, S.A.
ITAPOAN, S.A. Combate de los Pozos, 639-641 Buenos Aires, C.F. (Argentina)	Operation of bingo halls	IG	81.76%	IBERARGEN, S.A. E INTERBAS, S.A.	81.76%	IBERARGEN, S.A. E INTERBAS, S.A.
NANOS, S.A. Avda. San Juan, 2345 Buenos Aires (Argentina)	Operation of bingo halls		100%	IBERARGEN, S.A. E INTERBAS, S.A.	100%	IBERARGEN, S.A. E INTERBAS, S.A.

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Name	Activity	Consolidation Method	2010		2009	
			%		%	
			Participation	Owner	Participation	Owner
SAN JAME, S.A. Avda. De Córdoba, 1417 5º B Buenos Aires (Argentina)	Real estate	IG	100%	CODERE ARGENTINA, S.A. y BINGOS DEL OESTE, S.A.	100%	CODERE ARGENTINA, S.A. y BINGOS DEL OESTE, S.A.
<b>BRAZIL</b>						
CODERE DO BRASIL Ltda. Avda Juscelino Kubitschek 28-4º Andar Ciudad de Sao Paulo (Estado de Sao Paulo)	Operation of gaming machines and horse racing betting management	IG	100%	CODERE AMÉRICA, S.L. Y NIDDEM, S.L.	100%	CODERE AMÉRICA, S.L. Y NIDDEM, S.L.
<b>CHILE:</b>						
CODERE CHILE, Ltda. Avda. Andrés Bello N°2711, Piso 19 Las Condes (Santiago de Chile)	Investment, leasing, sales, purchase and sale of goods.	IG	100%	CODERE AMÉRICA, S.L. y NIDDEM, S.L.	100%	CODERE AMÉRICA, S.L. y NIDDEM, S.L.
<b>COLOMBIA:</b>						
BINGOS CODERE, S.A. C/ 13, N 1 65-A-83 Santa Fe de Bogotá (Colombia)	Operation of bingo halls	IG	99.99%	NIDDEM, S.L., INTERSARE, S.A., CODERE COLOMBIA, S.A., COLONDER, S.A. Y CODERE AMÉRICA S.L.	99.99%	NIDDEM, S.L., INTERSARE, S.A., CODERE COLOMBIA, S.A., COLONDER, S.A. Y CODERE AMÉRICA S.L.
CODERE COLOMBIA, S.A. C/ 13, N 1 65-A-83 Santa Fe de Bogotá (Colombia)	Operation of electronic games & games chance	IG	99.99%	COLONDER, S.A., NIDDEM, CODERE AMÉRICA, S.L. Y CODERE INTERNACIONALS L.	99.99%	COLONDER, S.A., NIDDEM, CODERE AMÉRICA, S.L. Y CODERE INTERNACIONALS L.
INTERSAIRE, S.A. C/13, N165-A-83 Santa Fe de Bogotá (Colombia)	Direct marketing operations & operation of electronic game machines through third parties.	IG	59.89%	CODERE COLOMBIA Y NIDDEM, S.L.	59.89%	CODERE COLOMBIA Y NIDDEM, S.L.
<b>HOLLAND:</b>						
HEGELHOF ASSOCIATES B.V. Claude Debussylaan 24 1082 MD Amsterdam (Holanda),	Holding company	IG	-	-	100%	CODERE AMÉRICA, S.L.
<b>ITALY</b>						
BINGOS OASES, S.r.L. Viale Giulio Cesare, 2 Roma	Operation of bingo halls	IG	100%	OPERBINGO ITALIA, S.r.L.	100%	OPERBINGO ITALIA, S.r.L.
BINGO RE, S. R. L. Via Cornelia, 498 Roma	Operation of bingo halls	IG	100%	OPERBINGO ITALIA, S.r.L.	100%	OPERBINGO ITALIA, S.r.L.

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Name	Activity	Consolidation Method	2010		2009	
			%		%	
			Participation	Owner	Participation	Owner
BINTEGRAL, S.p.A. Via Cornelia, 498 Roma	Operation of bingo halls	IG	100%	OPERBINGO ITALIA, S.r.L.	100%	OPERBINGO ITALIA, S.r.L.
CODERE GAMING ITALIA, S.r.L. Via de Villa Patrizi, 13 Roma	Holding company	IG	100%	CODERE ITALIA, S.p.A.	100%	CODERE ITALIA, S.p.A.
CODERE ITALIA, S.p.A. Via di Villa Patrizi, 13 Roma	Redering of counselling services	IG	100%	CODERE INTERNACIONAL, S.L.	100%	CODERE INTERNACIONAL, S.L.
CODEMATICA, S.r.L. Via de Villa Patrizi, 13 Roma	Operation of gaming machines	IG	100%	CODERE GAMING ITALIA, S.r.L.	100%	CODERE GAMING ITALIA, S.r.L.
CODERE INTERATTIVA ITALIA SRL Via Cornelia, 498 Roma	Operation of gaming in television, internet or telephony	IG	95%	CODERE INTERATTIVA S.L.Y	-	-
CODERE NETWORK, S.p.A. Via Adolfo Ravà, 124 Roma	Operation of bingo halls	IG	100%	CODEMATICA, S.R.L.	100%	CODEMATICA, S.R.L.
CODESTRADA, S.r.L. Via de Villa Patrizi, 13 Roma	Operation of gaming machines	IG	100%	CODERE ITALIA, S.p.A.	100%	CODERE ITALIA, S.p.A.
CRISTALTEC SERVICE, S.r.L. Via Baldo Degli Ubaldi, 168 Roma	Operation of gaming machines	IG	51%	CODERE ITALIA, S.p.A.	51%	CODERE ITALIA, S.p.A.
FG SLOT SERVICE SRL Via Cornelia, 498 Roma	Operation of gaming machines	IG	55%	CODERE ITALIA, S.p.A.	-	-
GAMING NEW, S.r.L. Via de Villa Patrizi, 13 Roma	Operation of gaming machines	IG	100%	CODERE ITALIA, S.p.A.	100%	CODERE ITALIA, S.p.A.
GESTIONIMARCONI, S.r.L. Via Cornelia, 498 Roma	Operation of bingo halls	IG	100%	BINGO RE, S.r.L.	100%	BINGO RE, S.r.L.
GIOMAX, S.r.L. Via Cornelia, 498 Roma	Operation of bingo halls	IG	100%	OPERBINGO ITALIA, S.r.L.	100%	OPERBINGO ITALIA, S.r.L.
NMOBILGEST, S.r.L. Via Cornelia, 498 Roma	Operation of bingo halls	IG	100%	OPERBINGO ITALIA, S.r.L.	100%	OPERBINGO ITALIA, S.r.L.
KING SLOT S.R.L. Maddaloni (CE), ITALIA, VIA STRADA STATALE	Operation of bingo halls	IG	67%	OPERBINGO ITALIA, S.r.L.	-	-
KING BINGO, S.R.L. Maddaloni (CE), ITALIA, VIA STRADA STATALE	Operation of bingo halls	IG	67%	OPERBINGO ITALIA, S.r.L.	-	-
MAXBINGO, S.r.L. Via Cornelia, 498 Roma	Operation of bingo halls	IG	100%	OPERBINGO ITALIA, S.r.L.	100%	OPERBINGO ITALIA, S.r.L.
OPERBINGO ITALIA, S.p.A. Via Trinchese, 29 Lecce	Operation of bingo halls	IG	100%	CODERE INTERNACIONAL, S.L.	100%	CODERE INTERNACIONAL, S.L.
OPERGAMES, S.r.L. Via Cornelia, 498 Roma	Operation of bingo halls	IG	100%	OPERBINGO ITALIA, S.p.A.	100%	OPERBINGO ITALIA, S.p.A.
OPERGIOCHI ITALIA, S.R.L. Via de Villa Patrizi, 13 Roma	Operation of gaming machines	IG	100%	CODERE ITALIA, S.p.A.	100%	CODERE ITALIA, S.p.A.

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			%		%	
			Participation	Owner	Participation	Owner
OPERINVESTMENTS, S.r.L. Via Cornelia, 498 Roma	Operation of bingo halls	IC	100%	OPERBINGO ITALIA, S.p.A..	100%	OPERBINGO ITALIA, S.p.A..
OPERSLOTS ITALIA, S.r.L. Via Cornelia, 498 Roma	Operation of bingo halls	IC	100%	OPERBINGO ITALIA, S.p.A..	100%	OPERBINGO ITALIA, S.p.A..
PALACE BINGO, S.r.L. Via Cornelia, 498 0166 Roma	Operation of bingo halls	IC	100%	WINNER BET S.R.L.	100%	WINNER BET S.R.L.
SEVEN CORA SERVICE, S.r.L. Della Meccanica, 21- zona d/3 15100 Alessandria - Italia	Operation of gaming machines	IC	60%	CODERE ITALIA, S.p.A.	60%	CODERE ITALIA, S.p.A.
VASA & AZZENA SERVICE, S.r.L. Via Baldo degli Ubaldi 168 Roma	Operation of gaming machines	IC	51%	CODERE ITALIA, S.p.A.	51%	CODERE ITALIA, S.p.A.
VEGAS, S.r.L. Via di Corticella, 216 Bologna	Operation of bingo halls	IC	100%	BINGO RE, S.r.L.	100%	BINGO RE, S.r.L.
WINNER BET, S.r.L. Via Cornelia, 498 Roma	Operation of bingo halls	IC	100%	OPERBINGO ITALIA, S.p.A.	100%	OPERBINGO ITALIA, S.p.A.
PARISIENNE, S.L. Via Cornelia, 498 00166 Roma	Operation of bingo halls	IC	100%	WINNER BET, S.R.L.	100%	WINNER BET, S.R.L.
<b>LUXEMBOURG:</b>						
CODERE FINANCE, S.A. 6C, Parc d'Activités Syrdall, L-5365 Munsbach	Holding company	IC	100%	CODERE, S.A. y CODERE ESPAÑA, S.L.	100%	CODERE, S.A. y CODERE ESPAÑA, S.L.
<b>MEXICO:</b>						
ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. de C.V. Palmas 1005 Desp 714, Col.Lomas Chapultepec	Operation, administration and development of horse & greyhound racetracks & sporting events	IP	49%	IMPULSORA CENTRO DE ENTRETENIMIENTO LAS AMÉRICAS, S.A. de C.V. y SERVICIOS ADMINISTRATIVOS DEL HIPÓDROMO, S.A. de C.V.	49%	IMPULSORA CENTRO DE ENTRETENIMIENTO LAS AMÉRICAS, S.A. de C.V. y SERVICIOS ADMINISTRATIVOS DEL HIPÓDROMO, S.A. de C.V.
ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. DE C.V.						
ASOCIACIÓN EN PARTICIPACIÓN Av Del Conscripto 311 Acc 4 Caballeriza 6D-102 Lomas de Sotelo	Operation, administration and development of horse & greyhound racetracks & sporting events	IP	49%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A de C.V.y ENTRETENIMIENTO RECREATIVO, S.A. DE C.V.	49%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A de C.V.y ENTRETENIMIENTO RECREATIVO, S.A. DE C.V.
ADMINISTRADORA MEXICANA DEL HIPÓDROMO II, S.A. de C.V. Palmas 1005 Desp 714, Col.Lomas Chapultepec	Operation, administration and development of horse & greyhound racetracks & sporting events	IP	24.9%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. de C.V. JUEGAMAX DE LAS AMÉRICAS S.A. DE CV y ENTRETENIMIENTO VIRTUAL, S.A. de C.V.	-	-
ADMINISTRADORA MEXICANA DEL HIPÓDROMO III, S.A. de C.V.						
Palmas 1005 Desp 714, Col.Lomas Chapultepec	Operation, administration and development of horse & greyhound racetracks & sporting events	IP	46.55%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. de C.V, IMPULSORA CENTRO DE ENTRETENIMIENTO LAS AMÉRICAS, S.A. de C.V. y ENTRETENIMIENTO VIRTUAL, S.A. de C.V.	-	-
CALLE DEL ENTRETENIMIENTO, S.A. de C.V. Av Del Conscripto 311 Acc 4 Caballeriza 6D-102 Lomas de Sotelo	Promotion, construction, organization, operation, acquisition & participation in social capital & corporate property	IP	49%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. de C.V. y ENTRETENIMIENTO VIRTUAL S.A de C.V.	49%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. de C.V. y ENTRETENIMIENTO VIRTUAL S.A de C.V.

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			%		%	
			Participation	Owner	Participation	Owner
CODERE MÉXICO, S.A. de C.V. P° de la Reforma 905 Col Lomas de Chapultepec CP 11000 México D.F.	Account management	IG	100%	CODERE AMÉRICA, S.L. y NIDIDEM, S.L.	100%	CODERE AMÉRICA, S.L. y NIDIDEM, S.L.
CENTRO DE CONVENCIONES LAS AMÉRICAS Av Del Conscripto 311 Acc 4 Caballeriza 6D-102	Management, Operation and Development of Expositions and Conventions	IP	49%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A de C.V.y ENTRETENIMIENTO VIRTUAL S.A. DE	49%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A de C.V.y ENTRETENIMIENTO VIRTUAL S.A. DE
Lomas de Sotelo		IP	49%	IMPULSORA CENTRO DE ENTRETENIMIENTO LAS AMÉRICAS, S.A de C.V y ENTRETENIMIENTO VIRTUAL, S.A. de C.V	49%	IMPULSORA CENTRO DE ENTRETENIMIENTO LAS AMÉRICAS, S.A de C.V y ENTRETENIMIENTO VIRTUAL, S.A. de C.V
ENTRENAMIENTO RECREATIVO, S.A. de C.V. P° de las Palmas, 1005	Operation of games permitted by law	IP	49%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. de C.V. y CENTRO DE CONVENCIONES LAS AMÉRICAS S.A DE C.V	49%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. de C.V. y CENTRO DE CONVENCIONES LAS AMÉRICAS S.A DE C.V
DET. 512 México		IP	49%			
ENTRETENIMIENTO VIRTUAL, S.A. de C.V. Av Del Conscripto 311 Acc 4 Caballeriza 6D-101 Lomas de Sotelo	Promotion, construction, organization, operation, acquisition & participation in social capital & corporate property	IP				
GRUPO INVERJUEGO, S.A. de C.V. Blub. Manuel Ávila Camacho, 40 Lomas de Chapultepec	Gaming	IP	50%	CODERE MÉXICO, S.A.	50%	CODERE MÉXICO, S.A.
HOTEL ENTRETENIMIENTO LAS AMÉRICAS, S.A. DE C.V. Av Del Conscripto 311 Acc 4 Caballeriza 6D-102	Construction and managements of sports and turistic resorts	IP	49%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. de C.V	-	-
Lomas de Sotelo IMPULSORA RECREATIVA DE ENTRETENIMIENTO AMH, S.A. DE C.V. Av Del Conscripto 311 Acc 4 Caballeriza 6D-102		IP	46.55%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. de C.V y ENTRETENIMIENTO VIRTUAL, S.A. de C.V.	-	-
Lomas de Sotelo IMPULSORA CENTRO DE ENTRETENIMIENTO LAS AMÉRICAS, S.A. de C.V. Av Del Conscripto 311 Acc 4 Caballeriza 6D-102 Lomas de Sotelo	Payroll services	IP	49%	CODERE MÉXICO, S.A.	49%	CODERE MÉXICO, S.A.
JUEGAMAX DE LAS AMÉRICAS S.A. DE CV		IP	24.9%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. de C.V.y ENTRETENIMIENTO VIRTUAL, S.A. de C.V.	24.9%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. de C.V.y ENTRETENIMIENTO VIRTUAL, S.A. de C.V.
Av Del Conscripto 311 Acc 4 Caballeriza 6D-102 Lomas de Sotelo	Operation and managements gamings halls	IG	74.5%	CODERE MÉXICO, S.A. Y GRUPO INVERJUEGO, S.A. DE C.V.	74.5%	CODERE MÉXICO, S.A. Y GRUPO INVERJUEGO, S.A. DE C.V.
MIO GAMES, S.A. DE C.V. Club. Manuel Ávila Camacho, n° 460 –D int. Colonia San Andrés Ato to 53300 Naucalpan Estado de México	Gaming	IG	100%	CODERE MÉXICO, S.A.Y NIDIDEM S.L.	100%	CODERE MÉXICO, S.A.Y NIDIDEM S.L.
PROMOCIONES RECREATIVAS MEXICANAS, Reforma 905, Col Lomas de Chapultepec 110000 México D.F.	Consultancy, operation, administration and activities related to games of numbers remotely transmitted to predetermined locations	IG	99.99%	CODERE MÉXICO, S.A.	99.99%	CODERE MÉXICO, S.A.
PROMOJUEGOS DE MÉXICO, S.A. de C.V. Blub. Manuel Ávila Camacho, 40 Lomas de Chapultepec	Gaming	IG	100%	CODERE MÉXICO, S.A.Y NIDIDEM S.L.	100%	CODERE MÉXICO, S.A.Y NIDIDEM S.L.
RECREATIVOS CODERE, S.A. DE C.V. Club Manuel Ávila Camacho, 40 Lomas de Chapultepec	Gaming	IG	100%	CODERE MÉXICO, S.A.Y NIDIDEM S.L.	100%	CODERE MÉXICO, S.A.Y NIDIDEM S.L.

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			Participation	Owner	Participation	Owner
RECREATIVOS MARINA, S.A. de C.V. Blub. Manuel Ávila Camacho, 40 Lomas de Chapultepec SECOFACH, S.A. de C.V.	Gaming	IG	52%	CODERE MÉXICO, S.A.	52%	CODERE MÉXICO, S.A.
Av Del Conscripto 311 Acc 4 Caballeriza 6D-101 Lomas de Sotelo	Provision of personnel administration services, contracting of personnel, consultancy and labour assistance, payroll management	IP	49%	SERVICIOS ADMINISTRATIVOS DEL HIPÓDROMO, S.A. de C.V. y ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A de C.V.	49%	SERVICIOS ADMINISTRATIVOS DEL HIPÓDROMO, S.A. de C.V. y ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A de C.V.
SERVICIOS ADMINISTRATIVOS DEL HIPÓDROMO, S.A. de C.V. Av Del Conscripto 311 Acc 4 Caballeriza 6D-101 Lomas de Sotelo	Provision of personnel administration services, contracting of personnel, consultancy and labour assistance, payroll management	IP	49%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. de C.V. Y CENTRO DE CONVENCIONES LAS AMÉRICAS S.A DE C.V	49%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. de C.V. Y CENTRO DE CONVENCIONES LAS AMÉRICAS S.A DE C.V
COMERCIALIZADORA SORTIUEGOS, S.A. de Av Del Conscripto 311 Acc 4 Caballeriza 6D-110 Lomas de Sotelo	Other business support services	IP	49%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. de C.V. y ENTRETENIMIENTO VIRTUAL S.A. de C.V.	49%	ADMINISTRADORA MEXICANA DEL HIPÓDROMO, S.A. de C.V. y ENTRETENIMIENTO VIRTUAL S.A. de
<b>PANAMA:</b>						
ALTA CORDILLERA, S.A. Urbanización El Cangrejo Edificio 27 Ciudad de Panamá CODERE PANAMÁ, S.A.	Operation of casino complexes	IG	100%	CODERE CHILE, LTDA. CODERE AMÉRICA, S.L.	100%	CODERE CHILE, LTDA. CODERE AMÉRICA, S.L.
C/ 53 Urbanización Obarrio torre Swiss Bank, 16 Panamá	Account management	IG	100%	CODERE AMÉRICA, S.L.	100%	CODERE AMÉRICA, S.L.
HÍPICA DE PANAMÁ, S.A. C/ 53 Urbanización Obarrio torre Swiss Bank, 16 Panamá	Horse racing activity & slot machines	IG	100%	CODERE PANAMÁ, S.A.	90%	CODERE PANAMÁ, S.A.
POWELTON, Inc. British Virgin Islands	Inactive company	IG	100%	CODERE AMÉRICA S.L.	-	-
INTERNATIONAL THUNDERBIRD GAMING Calle 53 y Eusebio A. Morales, El Cangrejo, Ciudad	Operation of casino complexes		63.63%	ALTA CORDILLERA S.A.	-	-
<b>PUERTO RICO:</b>						
CODERE PUERTO RICO, Inc. Puerto Rico	Account management	IG	99.99%	CODERE AMÉRICA S.L.	99.99%	CODERE AMÉRICA S.L.
<b>URUGUAY:</b>						
CODERE URUGUAY, S.A. C/ Juncal B27 Apto. 2201 Montevideo (Uruguay)	Installation, administration and operation of bingo halls & complementary services	IG	100%	COLONDER, S.A. y CODERE AMÉRICA, S.L.	100%	COLONDER, S.A. y CODERE AMÉRICA, S.L.
HÍPICA RIOPLATENSE URUGUAY, S.A. Juan Benito Blanco 805, Uruguay	Operation of horse racing activity, slot machines, etc.	IP	50%	CODERE URUGUAY, S.A.	50%	CODERE URUGUAY, S.A.
CARRASCO NOBLE, S.A. Juncal B05 Unidad 1604, Montevideo	machines halls and similar activities	IP	51%	CODERE MÉXICO, S.A.	51%	CODERE MÉXICO, S.A.



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Legend:

I.G.: Global Integration

I.P.: Proportional Inegration

% Participation: Direct and Indirect Method

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**EXHIBIT II**  
**Reserves and results by company**

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The detail related to different accounts of reserves and results on December 31, 2010 is the following, (expressed in thousand euros):

<b>Company</b>	<b>Share capital</b>	<b>Additional paid-in capital</b>	<b>Retained earning</b>	<b>Profit/Loss</b>	<b>Interim Dividend</b>	<b>Total Shareholders equity</b>
ADMINISTRADORA MEXICANA DEL HIPÓDROMO,	127,050	9,718	154,191	27,631	-	318,590
ADMINISTRADORA MEXICANA DEL HIPÓDROMO II,	1,460	-	-	30	-	1,490
ADMINISTRADORA MEXICANA DEL HIPÓDROMO III,	0	-	-	(50)	-	(50)
ALTA CORDILLERA, S.A.	4,490	-	7,760	(5,282)	-	6,969
ASOCIACION EN PARTICIPACION	15,377	-	2,505	5,436	-	23,317
AUTOMÁTICOS ARGA, S.L.	0	-	-	-	-	-
AUTOMÁTICOS MENDOZA, S.L.	17	17	(102)	(251)	-	(320)
BINGO RE, S. R. I.	100	-	6,456	4,153	-	10,709
BINGOS CODERE, S.A.	2,266	-	(1,556)	1,267	-	1,977
BINGOS DEL OESTE, S.A.	107	-	208	3,332	-	3,648
BINGOS OASIS, S.r.L.	10	-	2,276	(842)	-	1,444
BINGOS PLATENSES, S.A.	0	-	(18)	5,516	-	5,498
BINTEGRAL, S. p. A.	300	-	13,839	205	-	14,343
CALLE DEL ENTRENAMIENTO, S.A. de C.V.	4	-	(1,019)	(29)	-	(1,043)
CANEDA, S.L.	0	-	-	-	-	-
CARRASCO NOBILE, S.A.	6	-	(153)	(1,356)	-	(1,503)
CARTAYA, S.L.	120	-	(2,763)	(1)	-	(2,643)
CENT.CONVENC.AMERICAS, S.A. DE C.V.	3	-	-	-	-	3
C-F8, S.L.	60	-	164	87	-	311
CODEMATICA, S.r.L.	10	-	(29)	(29)	-	(48)
CODERE AMÉRICA, S.L.	83,154	-	62,783	19,769	-	165,706
CODERE APUESTAS ESPAÑA, S.L.	662	32,286	(4,213)	6,916	-	35,651
CODERE APUESTAS, S.A.	60	-	(18,931)	(9,524)	-	(28,395)
CODERE APUESTAS NAVARRA, S.A.	2,000	-	(23)	(229)	-	1,748
CODERE ARGENTINA, S.A.	356	1,956	(1,526)	14,246	-	15,032
CODERE ASESORÍA, S.A.	60	-	3,628	(24)	-	3,665
CODERE BARCELONA, S.A.	1,382	-	55,974	2,416	-	59,772
CODERE COLOMBIA, S.A.	13,606	21,376	(10,328)	(458)	-	24,196
CODERE CHILE, Ltda.	16	-	8	-	-	25
CODERE DISTRIBUCIONES, S.L.	3	-	(3,276)	(109)	-	(3,382)
CODERE DO BRASIL Ltda.	3,153	-	(24,535)	(3,716)	-	(25,098)
CODERE ESPAÑA, S.L.	2,613	5,185	(32,425)	(16,611)	-	(41,238)
CODERE FINANCE, S.A.	35	-	1,358	479	-	1,872
CODERE GAMING ITALIA, S.r.L.	10	-	(275)	32	-	(233)
CODERE GANDIA, S.A.	60	-	2,833	(22)	-	2,871
CODERE GIRONA, S.A.	126	-	11,229	1,210	-	12,565
CODERE GUADALAJARA, S.A.	120	-	102	69	-	291
CODERE HUESCA, S.L.	5	-	752	137	-	894
CODERE INTERACTIVA, S.L.	30	-	(61)	(140)	-	(171)
CODERE INTERATTIVA ITALIA, S.R.L.	10	-	-	-	-	10
CODERE INTERNACIONAL, S.L.	84,397	-	(140,862)	236	-	(56,229)
CODERE ITALIA, Sp.A.	16,173	-	(1,472)	(62)	-	14,640

**CODERE, S.A. AND SUBSIDIARIES**  
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**(Thousand euros)**

<b>Company</b>	<b>Share capital</b>	<b>Additional paid-in capital</b>	<b>Retained earning</b>	<b>Profit/Loss</b>	<b>Interim Dividend</b>	<b>Total Shareholders equity</b>
CODERE LOGROÑO, S.L.	6	-	170	(142)	-	34
CODERE MADRID, S.A.	90	-	51,269	890	-	52,250
CODERE MÉXICO, S.A. de C.V.	51,221	31	44,976	(5,913)	-	90,315
CODERE NAVARRA, S.L.	301	901	612	190	-	2,004
CODERE NETWORK, S.p.A.	2,000	-	(3,888)	5,142	-	3,254
CODERE PANAMÁ, S.A.	-	-	(236)	56	-	(180)
CODERE PUERTO RICO, Inc.	748	-	(748)	-	-	-
CODERE URUGUAY, S.A.	15,574	-	(357)	46	-	15,264
CODERE VALENCIA, S.A.	130	-	4,284	854	-	5,267
CODERE, S.A.	11,007	231,280	(218,852)	21,840	-	45,275
CODESTRADA, S.r.L.	10	-	(2)	(2)	-	6
COLONDER, S.A.	9,761	-	698	73	-	10,532
COMERCIAL YONTXA, S.A.	481	-	6,895	1,329	-	8,705
CRISTALTEC SERVICE, S.r.L.	10	-	99	106	-	215
DESARROLLO ONLINE JUEGOS REGULADOS, S.A.	1,753	-	(74)	(1,207)	-	471
EL PORTALÓN, S.L.	3	-	423	112	-	538
ENTRENIMIENTO RECREATIVO, S.A. de C.V.	57,693	-	54,008	3,494	-	115,195
ENTRETENIMIENTO VIRTUAL, S.A. de C.V.	27,426	-	74,439	69	-	101,934
FG SLOT SERVICE S.R.L.	116	-	(1)	159	-	274
GAMATRONIC, S.L.	0	-	-	-	-	-
GAMING NEW, S.r.L.	10	-	(2)	(2)	-	7
GARAIPEN VICTORIA APUSTUAK, S.A.	7,065	-	(856)	(3,961)	-	2,248
GESTIONI MARCONI, S.r.L.	11	-	4,011	(337)	-	3,684
GIOMAX, S.r.L.	69	-	26,992	136	-	27,197
GISTRA, S.L.	270	-	(36)	1	-	235
GRUPO INVERJUEGO, S.A. de C.V.	1,663	-	(37)	(1)	-	1,626
HÍPICA DE PANAMÁ, S.A.	-	-	(8,158)	(1,810)	-	(9,968)
HÍPICA RIOPLATENSE URUGUAY, S.A.	30,461	-	(3,235)	3,017	-	30,244
HÍPICA RIOPLATENSE, S.A.	14	-	(4)	(1)	-	9
HOTEL ENTRET .AMH S.A. DE C.V.	3	-	-	0	-	3
IBERARGEN, S.A.	9,413	-	433	40,887	-	50,733
IMPULSORA CENTRO DE ENTRETENIMIENTO LAS	197,135	6,844	41,594	14,602	-	260,175
IMPULSORA RECREATIVA AMH, S.A. DE C.V.	6	-	-	-	-	6
INMOBILGEST, S.r.L.	30	-	1,972	575	-	2,578
INTERBAS, S.A.	704	-	431	22,960	-	24,095
INTERJUEGOS, S.A.	2	-	55	6,792	-	6,849
INTERMAR BINGOS, S.A.	19	-	1,404	4,374	-	5,798
INTERSARE, S.A.	532	-	1,404	349	-	2,285
ITAPOAN, S.A.	922	-	545	266	-	1,733
J.M. QUERO Y ASOCIADOS, S.A.	97	-	(2,242)	(204)	-	(2,350)
JPVMATIC 2005, S.L.	3	-	988	841	-	1,833
JUEGAMAX DE LAS AMÉRICAS, S.A. DE C.V.	6	1,460	-	(4)	-	1,462

**CODERE, S.A. AND SUBSIDIARIES**  
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**(Thousand euros)**

<b>Company</b>	<b>Share capital</b>	<b>Additional paid-in capital</b>	<b>Retained earning</b>	<b>Profit/Loss</b>	<b>Interim Dividend</b>	<b>Total Shareholders equity</b>
JUEGO DE BINGOS, S.A.	436	-	(2,483)	(0)	-	(2,048)
KING BINGO S.r.L.	10	-	-	102	-	112
KING SLOT S.r.L.	100	452	(9)	36	-	580
MAXIBINGO, S.r.L.	35	3	18	224	-	279
MEPE, S.A.	180	596	484	180	-	1,440
MIO GAMES, S.A. DE C.V.	963	-	(1,290)	(1,258)	-	(1,585)
MISURI, S.A.	2,542	-	(2,172)	(573)	-	(202)
NIDIDEM, S.L.	380	-	4,168	2,884	-	7,432
OPERBINGO ITALIA, S.p.A.	10,180	-	(54,147)	(3,312)	-	(47,279)
OPERGAMES, S.r.L.	10	-	390	(98)	-	302
OPERGIOCHI ITALIA, S.R.L.	10	-	218	(218)	-	10
OPERIBÉRICA, S.A.	2,104	-	18,930	1,318	-	22,351
OPERINVESTMENTS, S.r.L.	10	-	6	(0)	-	15
OPEROESTE, S.A.	204	-	692	211	-	1,107
OPERSHERKA, S.L.	1,049	-	1,305	235	-	2,589
OPERSLOTS ITALIA, S.r.L.	10	-	166	(24)	-	152
PALACE BINGO, S.r.L.	60	280	20	2,095	-	2,455
PARISIENNE, S.L.	10	-	12	713	-	736
PRIMER CONTINENTE, S.L.	3	-	41	(42)	-	2
PROMOCIONES RECREATIVAS MEXICANAS, S.A. de	2,042	-	(7,317)	1,005	-	(4,269)
PROMOJUEGOS DE MÉXICO, S.A. de C.V.	351	-	2,921	(1,807)	-	1,465
RECREATIVOS ACR, S.L.	24	-	94	256	-	373
RECREATIVOS CODERE, S.A. DE C.V.	3	-	(3)	(0)	-	(0)
RECREATIVOS COSMICOS, S.L.	30	-	(1,071)	(918)	-	(1,959)
RECREATIVOS MAE, S.L.	294	-	4,520	(108)	-	4,706
RECREATIVOS MARINA, S.A. de C.V.	3	-	(6)	(1)	-	(4)
RECREATIVOS OBELISCO, S.L.	37	703	293	(189)	-	844
RECREATIVOS POPULARES, S.L.	24	-	367	195	-	586
RECREATIVOS RUAN, S.A.	72	-	2,219	201	-	2,493
RED AEAM, S.A.	60	-	(3)	1	-	58
RESTI Y CIA, S.L.	3	-	266	103	-	372
RESUR CÁDIZ, S.L.	30	-	373	(60)	-	342
ROSPAY, S.L.	60	-	267	10	-	338
SAN JAIME, S.A.	234	-	325	(387)	-	173
SECOFACH, S.A. de C.V.	3	-	(976)	(323)	-	(1,296)
SERVICIOS ADMINISTRATIVOS DEL HIPÓDROMO, S.A.	3	-	(1,876)	(654)	-	(2,527)
SEVEN CORA SERVICE, S.r.L.	20	-	847	144	-	1,010
SIGIREC, S.L.	96	-	279	121	-	496
SORTIJUEGOS, S.A. de C.V.	33	-	4,066	1,327	-	5,426
SUPER PIK, S.L.	3	-	2,613	388	-	3,004
THUNDERBIRD GAMING PANAMA	3,293	3,091	(513)	739	-	6,610
VASA & AZZENA SERVICE, S.r.L.	10	-	349	306	-	664
VEGAS, S.r.L.	10	-	4,158	(434)	-	3,734
WINNER BET, S.r.L.	30	-	80	1,775	-	1,884

**CODERE, S.A. AND SUBSIDIARIES**  
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**EXHIBIT III**  
**DECLARATIONS BY THE DIRECTORS**

**Stake and position of the Directors of the Board in other companies with similar purpose to Codere S.A:**

Article 229.1 of the Capital Companies Act, passed by Royal decree 1/2010 of July 2, establishes that Directors have to communicate to the Board and, the rest of Directors, any direct or indirect conflict or interest that may arise regarding the Company. The affected Director have to abstain to take part in agreements or decisions related to the operations linked to the conflict. Directors assure they do not participate or hold stake in companies with similar or complementary purpose to Codere S.A. and different from those indicated in Appendix III.

At the same time, Directors have to communicate their direct or indirect stake that they, or the people related to them, have in the capital of other company with similar or complementary purpose, as well as their positions or tasks that they develop. They have to inform about their self employment or their employment by third party they have if it has similar or complementary purpose to Codere S.A.

Due to this it is necessary to include the following information provided by Directors that as of December 31, 2010 are members of Boards in the following companies:

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
José Antonio Martínez Sampedro	Francomar Investments S,A	Director and Chairman of the Board	52	
José Antonio Martínez Sampedro	Majista S,A,	Joint Director	-	26
José Antonio Martínez Sampedro	Centros de ocio familiar SL	-	-	8.84
José Antonio Martínez Sampedro	Promobowling S,A,	Director and Chairman of the Board	6.58	17.68
José Antonio Martínez Sampedro	Planet Bowling España S,A,	-	-	24.26
José Antonio Martínez Sampedro	Promobowling Levante S,A,	-	-	24.26
José Antonio Martínez Sampedro	Magic Recreativos SL	-	-	16.98
José Antonio Martínez Sampedro	Zarabowling SA	-	-	16.98
José Antonio Martínez Sampedro	Sunset Bowling SL	-	-	24.26
José Antonio Martínez Sampedro	Majicol	-	-	26.52
José Antonio Martínez Sampedro	Bingos del Oeste SA	-	-	63.771
José Antonio Martínez Sampedro	Bingos Platenses SA	-	-	63.771
José Antonio Martínez Sampedro	Codere Argentina SA	-	-	63.771
José Antonio Martínez Sampedro	Hípica Rioplatense Argentina SA	-	-	31.886
José Antonio Martínez Sampedro	Iberargen SA	-	-	63.771

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
José Antonio Martínez Sampedro	Interbas SA	-	-	63.771
José Antonio Martínez Sampedro	Interjuegos SA	-	-	63.771
José Antonio Martínez Sampedro	Intermar Bingos SA	-	-	51.017
José Antonio Martínez Sampedro	Itapoan SA	-	-	61.61
José Antonio Martínez Sampedro	Nanos SA	-	-	63.771
José Antonio Martínez Sampedro	San Jaime SA	-	-	63.771
José Antonio Martínez Sampedro	Codere Brasil Ltda	-	-	63.771
José Antonio Martínez Sampedro	Codere Chile Ltda	-	-	63.771
José Antonio Martínez Sampedro	Bingos Codere SA	-	-	63.765
José Antonio Martínez Sampedro	Codere Colombia SA	-	0.00005	63.765
José Antonio Martínez Sampedro	Intersare SA	-	0.004	38.192
José Antonio Martínez Sampedro	Codere Asesoría SA	-	-	60.404
José Antonio Martínez Sampedro	Codere Barcelona SA	-	-	63.771
José Antonio Martínez Sampedro	Automáticos Leman SL	-	-	8.622
José Antonio Martínez Sampedro	Automáticos Mendoza SL	-	-	31.866
José Antonio Martínez Sampedro	C-F8 S,L,	Joint Director	-	47.828
José Antonio Martínez Sampedro	Cartaya SA*	-	-	63.771
José Antonio Martínez Sampedro	Codere América SL*	Joint Director	-	63.771
José Antonio Martínez Sampedro	Codere Apuestas España SL*	-	-	63.771
José Antonio Martínez Sampedro	Codere Apuestas SA*	-	-	63.771
José Antonio Martínez Sampedro	Codere Apuestas Navarra SAU*	-	-	63.771
José Antonio Martínez Sampedro	Codere Distribuciones SL*	Joint Director	-	63.771
José Antonio Martínez Sampedro	Codere España SL*	Joint Director	-	63.771
José Antonio Martínez Sampedro	Codere Gandía SL*	-	-	31.886
José Antonio Martínez Sampedro	Codere Girona SA*	-	-	42.516
José Antonio Martínez Sampedro	Codere Guadalajara SA*	-	-	31.886



DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
José Antonio Martínez Sampedro	Codere Huesca SL*	-	-	32.536
José Antonio Martínez Sampedro	Codere Interactiva SL*	Director and Chairman of the Board	-	57.394
José Antonio Martínez Sampedro	Codere Internacional SL*	Joint Director	-	63.771
José Antonio Martínez Sampedro	Codere Logroño SL*	-	-	47.847
José Antonio Martínez Sampedro	Codere Madrid SA*	Joint Director	-	63.771
José Antonio Martínez Sampedro	Codere Navarra SL*	-	-	31.886
José Antonio Martínez Sampedro	Codere Valencia SA*	Joint Director	-	60.404
José Antonio Martínez Sampedro	Colonder SA*	Joint Director	-	63.771
José Antonio Martínez Sampedro	Comercial Yontxa SA*	-	-	32.523
José Antonio Martínez Sampedro	Desarrollo Online Juegos Regulados SA*	-	-	54.205
José Antonio Martínez Sampedro	El Portalón SL*	-	-	31.886
José Antonio Martínez Sampedro	Garaipen Victoria Apustuak SL*	-	-	46.999
José Antonio Martínez Sampedro	Gistra SL*	-	-	30.202
José Antonio Martínez Sampedro	J,M,Quero S,A,*	-	-	63.771
José Antonio Martínez Sampedro	JPVMatic 2005 S,L,*	-	-	63.771
José Antonio Martínez Sampedro	Juego de Bingo S,A,*	-	-	63.771
José Antonio Martínez Sampedro	Mepe, S,A,*	-	-	31.886
José Antonio Martínez Sampedro	Misuri S,A,*	-	-	63.771
José Antonio Martínez Sampedro	Nididem S,L,*	Joint Director	-	63.771
José Antonio Martínez Sampedro	Oper Sherka S,L,*	-	-	32.523
José Antonio Martínez Sampedro	Operibérica S,A,*	-	-	63.771
José Antonio Martínez Sampedro	Operoeste S,A,*	-		31.886
José Antonio Martínez Sampedro	Primer Continente SL*	-	-	31.886
José Antonio Martínez Sampedro	Recreativos ACR, S,L,*	-	-	31.886
José Antonio Martínez Sampedro	Recreativos Cósmicos, S,L,*	-	-	63.771
			% STAKE	

<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
José Antonio Martínez Sampedro	Recreativos Mae, S,L,*	Joint Director	-	63.771
José Antonio Martínez Sampedro	Recreativos Obelisco S,L,*	-	-	38.652
José Antonio Martínez Sampedro	Recreativos Populares S,L,*	-	-	47.828
José Antonio Martínez Sampedro	Recreativos Ruan S,A,*	-	-	30.202
José Antonio Martínez Sampedro	Red Aeam S,A,*	-	-	63.771
José Antonio Martínez Sampedro	Resti y Cia, S,L,*	-	-	31.886
José Antonio Martínez Sampedro	Resur Cadiz S,L,*	-	-	31.886
José Antonio Martínez Sampedro	Rospay, S,L,*	-	-	31.886
José Antonio Martínez Sampedro	Sigirec S,L,*	-	-	47.860
José Antonio Martínez Sampedro	Super Pik S,L,*	-	-	47.828
José Antonio Martínez Sampedro	Bingo Oasis S,R,L,*	-	-	63.771
José Antonio Martínez Sampedro	Bingo Re S,R,L,*	-	-	63.771
José Antonio Martínez Sampedro	Bintegral S,P,A,*	-	-	63.771
José Antonio Martínez Sampedro	Codematica SRL,*	-	-	63.771
José Antonio Martínez Sampedro	Codere Gaming Italia SRL,*	-	-	63.771
José Antonio Martínez Sampedro	Codere Italia SPA,*	-	-	63.771
José Antonio Martínez Sampedro	Codestrada SRL,*	-	-	63.771
José Antonio Martínez Sampedro	Cristaltec SRL*	-	-	32.523
José Antonio Martínez Sampedro	FG Slot Service SRL*	-	-	35.074
José Antonio Martínez Sampedro	Formula Bingo Spa*	-	-	2.35
José Antonio Martínez Sampedro	Formula Giochi Spa in liquidazione *	-	-	5.34
José Antonio Martínez Sampedro	Gaming New SRL,*	-	-	63.771
José Antonio Martínez Sampedro	Gestioni Marconi S,R,L,*	-	-	63.771
José Antonio Martínez Sampedro	Giomax S,R,L,*	-	-	63.771
José Antonio Martínez Sampedro	Immobilgest S,R,L,*	-	-	63.771
José Antonio Martínez Sampedro	Maxibingo S,R,L,*	-	-	63.771
			<b>% STAKE</b>	

<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
José Antonio Martínez Sampedro	Operbingo Italia S,P,A,*	-	-	63.771
José Antonio Martínez Sampedro	Operglass S,R,L,*	-	-	63.771
José Antonio Martínez Sampedro	Operglass Italia SRL,*	-	-	63.771
José Antonio Martínez Sampedro	Operinvestments S,R,L,*	-	-	63.771
José Antonio Martínez Sampedro	Operslots S,R,L,*	-	-	63.771
José Antonio Martínez Sampedro	Palace Bingo , SRL*	-	-	63.771
José Antonio Martínez Sampedro	Parisiene, SRL*	-	-	63.771
José Antonio Martínez Sampedro	Codere Network SPA*	-	-	63.771
José Antonio Martínez Sampedro	Seven Cora, SRL,*	-	-	38.263
José Antonio Martínez Sampedro	Vasa e Azzena Service S,R,L,*	-	-	32.523
José Antonio Martínez Sampedro	Vegas S,R,L,*	-	-	63.771
José Antonio Martínez Sampedro	Winner Bet, SRL*	-	-	63.771
José Antonio Martínez Sampedro	Codere Interattiva Italia SRL*	-	-	60.646
José Antonio Martínez Sampedro	King Bingo SRL*	-	-	42.727
José Antonio Martínez Sampedro	Kiing Slot SRL*	-	-	42.727
José Antonio Martínez Sampedro	Codere Finance (Luxembourg), S,A,*	-	-	63.771
José Antonio Martínez Sampedro	Administradora Mexicana de Hipódromo S,A, C,V,*	Director Shareholder B Series	-	31.248
José Antonio Martínez Sampedro	Calle Entretenimiento las Américas SA CV*	-	-	31.248
José Antonio Martínez Sampedro	Centro Convenciones las Américas, S,A, DE C,V,*	-	-	31.248
José Antonio Martínez Sampedro	Codere México S,A,*	Chairman of the Board	-	63.771
José Antonio Martínez Sampedro	Entretenimiento Recreativo S,A,*	Director Shareholder B Series	-	31.248
José Antonio Martínez Sampedro	Entretenimiento Virtual, S,A, DE C,V,*	-	-	31.248
José Antonio Martínez Sampedro	Grupo Inverjuego, S,A,*	-	-	31.886
José Antonio Martínez Sampedro	Hotel entretenimiento las Américas SA CV*	Member Board	-	31.248
			<b>% STAKE</b>	

DIRECTOR	COMPANY	POSITION	DIRECT	INDIRECT
José Antonio Martínez Sampedro	Impulsora Centros de Entretenimiento las Américas SA CV*	Director Shareholder B Series	-	31.248
José Antonio Martínez Sampedro	Impulsora Recrativa Entretenimiento AMH SA CV*	-	-	29.654
José Antonio Martínez Sampedro	Juegamax de las Américas SA DE CV *	-	-	15.490
José Antonio Martínez Sampedro	Mio Games S,A, C,V,*	-	-	47.509
José Antonio Martínez Sampedro	Promociones Recreativas Mexicanas S,A, DE CV SOFOM ENR*	-	-	63.771
José Antonio Martínez Sampedro	Promojuegos de Mexico, S,A,*	-	-	63.707
José Antonio Martínez Sampedro	Recreativos Codere S,A, DE C,V,*	-	-	63.771
José Antonio Martínez Sampedro	Recreativos Marina, S,A,*	-	-	33.161
José Antonio Martínez Sampedro	Servicios Compartidos en Factor Humano SA CV *	-	-	31.248
José Antonio Martínez Sampedro	Servicios Administrativos Hipódromo, S,A, C,V,*	-	-	31.248
José Antonio Martínez Sampedro	Coercializadora Sortijuegos, S,A, DE C,V,*	-	-	31.248
José Antonio Martínez Sampedro	Carrasco Nobile S,A,B DE C,V*	-	-	32.523
José Antonio Martínez Sampedro	Alta Cordillera, S,A,*	-	-	63.771
José Antonio Martínez Sampedro	Codere Panamá, S,A,*	-	-	63.771
José Antonio Martínez Sampedro	Compañía de Recreativos de Panamá SA*	-	-	63.771
José Antonio Martínez Sampedro	Hípica de Panamá, S,A,*	-	-	63.771
José Antonio Martínez Sampedro	International Thunderbird Gaming Panama CORP,*	-	-	40.577
José Antonio Martínez Sampedro	Codere Puerto Rico INC,*	-	-	63.765
José Antonio Martínez Sampedro	Codere Uruguay S,A,*	-	-	63.771
José Antonio Martínez Sampedro	Hípica Rioplatense Uruguay S,A,*	-	-	31.886
Mª Carmen Martínez Sampedro	Francomar Investments SA	Board member	12	
Mª Carmen Martínez Sampedro	Majisa SA	-	-	6
			<b>% STAKE</b>	

<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
M <sup>a</sup> Carmen Martínez Sampedro	Centros de Ocio Familiar SL	-	-	2.04
M <sup>a</sup> Carmen Martínez Sampedro	Promobowling SA	Board member	39.59	13.46
M <sup>a</sup> Carmen Martínez Sampedro	Planet Bowling España SA	Secretary of the Board	-	53.05
M <sup>a</sup> Carmen Martínez Sampedro	Promobowling Levante SA	Joint Director	-	53.05
M <sup>a</sup> Carmen Martínez Sampedro	Magic Recreativos SL	Sole Director	-	37.14
M <sup>a</sup> Carmen Martínez Sampedro	Zarabowling SA	Secretary of the Board	-	37.14
M <sup>a</sup> Carmen Martínez Sampedro	Sunset Bowling SL	Sole Director	-	53.05
M <sup>a</sup> Carmen Martínez Sampedro	Majicol	-	-	6.12
M <sup>a</sup> Carmen Martínez Sampedro	Bingos del Oeste SA*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Bingos Platenses SA*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Argentina SA*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Hípica Rioplatense Argentina SA*	-	-	0.909
M <sup>a</sup> Carmen Martínez Sampedro	Iberargen SA*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Interbas S,A,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Interjuegos S,A,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Intermar Bingos S,A,*	-	-	1.454
M <sup>a</sup> Carmen Martínez Sampedro	Itapoan S,A,*	-	-	3.66
M <sup>a</sup> Carmen Martínez Sampedro	Nanos S,A,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	San Jaime S,A,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Brasil Ltda*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Chile Ltda*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Bingos Codere SA*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Colombia SA*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Intersare SA*	-	-	1.088
M <sup>a</sup> Carmen Martínez Sampedro	Codere Asesoría SA*	-	-	1.721
M <sup>a</sup> Carmen Martínez Sampedro	Codere Barcelona SA*	-	-	1.817
			<b>% STAKE</b>	

<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
M <sup>a</sup> Carmen Martínez Sampedro	Automáticos Leman SL*	-	-	0.246
M <sup>a</sup> Carmen Martínez Sampedro	Automáticos Mendoza SL*	-	-	0.909
M <sup>a</sup> Carmen Martínez Sampedro	C-F8 S,L,*	-	-	1.363
M <sup>a</sup> Carmen Martínez Sampedro	Cartaya SA*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere América SL*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Apuestas España SL*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Apuestas SA*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Apuestas Navarra SAU*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Distribuciones SL*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere España SL*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Gandía SL*	-	-	0.909
M <sup>a</sup> Carmen Martínez Sampedro	Codere Girona SA*	-	-	1.211
M <sup>a</sup> Carmen Martínez Sampedro	Codere Guadalajara SA*	-	-	0.909
M <sup>a</sup> Carmen Martínez Sampedro	Codere Huesca SL*	-	-	0.927
M <sup>a</sup> Carmen Martínez Sampedro	Codere Interactiva SL*	-	-	1.635
M <sup>a</sup> Carmen Martínez Sampedro	Codere Internacional SL*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Logroño SL*	-	-	1.363
M <sup>a</sup> Carmen Martínez Sampedro	Codere Madrid SA*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Navarra SL*	-	-	0.909
M <sup>a</sup> Carmen Martínez Sampedro	Codere Valencia SA*	-	-	1.721
M <sup>a</sup> Carmen Martínez Sampedro	Colonder SA*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Comercial Yontxa SA*	-	-	0.927
M <sup>a</sup> Carmen Martínez Sampedro	Desarrollo Online Juegos Regulados SA*	-	-	1.544
M <sup>a</sup> Carmen Martínez Sampedro	El Portalón SL*	-	-	0.909
M <sup>a</sup> Carmen Martínez Sampedro	Garaipen Victoria Apustuak SL*	-	-	1.339
M <sup>a</sup> Carmen Martínez Sampedro	Gistra SL*	-	-	0.861
			<b>% STAKE</b>	

<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
Mª Carmen Martínez Sampedro	J,M,Quero S,A,*	-	-	1.817
Mª Carmen Martínez Sampedro	JPVMatic 2005 S,L,*	-	-	1.817
Mª Carmen Martínez Sampedro	Juego de Bingo S,A,*	-	-	1.817
Mª Carmen Martínez Sampedro	Mepe, S,A,*	-	-	0.909
Mª Carmen Martínez Sampedro	Misuri S,A,*	-	-	1.817
Mª Carmen Martínez Sampedro	Nididem S,L,*	-	-	1.817
Mª Carmen Martínez Sampedro	Oper Sherka S,L,*	-	-	0.927
Mª Carmen Martínez Sampedro	Operibérica S,A,*	-	-	1.817
Mª Carmen Martínez Sampedro	Operoeste S,A,*	-	-	0.909
Mª Carmen Martínez Sampedro	Primer Continente SL*	-	-	0.909
Mª Carmen Martínez Sampedro	Recreativos ACR, S,L,*	-	-	0.909
Mª Carmen Martínez Sampedro	Recreativos Cósmicos, S,L,*	-	-	1.817
Mª Carmen Martínez Sampedro	Recreativos Mae, S,L,*	-	-	1.817
Mª Carmen Martínez Sampedro	Recreativos Obelisco S,L,*	-	-	1.101
Mª Carmen Martínez Sampedro	Recreativos Populares S,L,*	-	-	1.363
Mª Carmen Martínez Sampedro	Recreativos Ruan S,A,*	-	-	0.861
Mª Carmen Martínez Sampedro	Red Aeam S,A,*	-	-	1.817
Mª Carmen Martínez Sampedro	Resti y Cia, S,L,*	-	-	0.909
Mª Carmen Martínez Sampedro	Resur Cadiz S,L,*	-	-	0.909
Mª Carmen Martínez Sampedro	Rospay, S,L,*	-	-	0.909
Mª Carmen Martínez Sampedro	Sigirec S,L,*	-	-	1.364
Mª Carmen Martínez Sampedro	Super Pik S,L,*	-	-	1.363
Mª Carmen Martínez Sampedro	Bingo Oasis S,R,L,*	-	-	1.817
Mª Carmen Martínez Sampedro	Bingo Re S,R,L,*	-	-	1.817
Mª Carmen Martínez Sampedro	Bintegral S,P,A,*	-	-	1.817
Mª Carmen Martínez Sampedro	Codemática SRL,*	-	-	1.817
			<b>% STAKE</b>	

<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
M <sup>a</sup> Carmen Martínez Sampedro	Codere Gaming Italia SRL,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Italia SPA,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codestrada SRL,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Cristaltec SRL*	-	-	0.927
M <sup>a</sup> Carmen Martínez Sampedro	FG Slot Service SRL*	-	-	0.999
M <sup>a</sup> Carmen Martínez Sampedro	Formula Bingo Spa*	-	-	0.36
M <sup>a</sup> Carmen Martínez Sampedro	Formula Giochi Spa in liquidazione*	-	-	0.82
M <sup>a</sup> Carmen Martínez Sampedro	Gaming New SRL,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Gestioni Marconi S,R,L,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Giomax S,R,L,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Immobilgest S,R,L,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Maxibingo S,R,L,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Operbingo Italia S,P,A,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Opergames S,R,L,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Opergiochi Italia SRL,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Operinvestments S,R,L,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Operslots S,R,L,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Palace Bingo , SRL*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Parisiennne, SRL*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Network SPA*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Seven Cora, SRL,*	-	-	1.090
M <sup>a</sup> Carmen Martínez Sampedro	Vasa e Azzena Service S,R,L,*	-	-	0.927
M <sup>a</sup> Carmen Martínez Sampedro	Vegas S,R,L,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Winner Bet, SRL*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Interattiva Italia SRL*	-	-	1.728
M <sup>a</sup> Carmen Martínez Sampedro	King Bingo SRL*	-	-	1.217
			<b>% STAKE</b>	



<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
Mª Carmen Martínez Sampedro	Kiing Slot SRL*	-	-	1.217
Mª Carmen Martínez Sampedro	Codere Finance (Luxembourg), S,A,*	-	-	1.817
Mª Carmen Martínez Sampedro	Administradora Mexicana de Hipódromo S,A, C,V,*	-	-	0.890
Mª Carmen Martínez Sampedro	Calle Entretenimiento las Américas SA CV*	-	-	0.890
Mª Carmen Martínez Sampedro	Centro Convenciones las *Américas, S,A, DE C,V,	-	-	0.890
Mª Carmen Martínez Sampedro	Codere México S,A,*	-	-	1.817
Mª Carmen Martínez Sampedro	Entretenimiento Recreativo S,A,*	-	-	0.890
Mª Carmen Martínez Sampedro	Entretenimiento Virtual, S,A, DE C,V,*	-	-	0.890
Mª Carmen Martínez Sampedro	Grupo Inverjuego, S,A,*	-	-	0.909
Mª Carmen Martínez Sampedro	Hotel entretenimiento las Américas SA CV*	-	-	0.890
Mª Carmen Martínez Sampedro	Impulsora Centros de Entretenimiento las Américas SA CV*	-	-	0.890
Mª Carmen Martínez Sampedro	Impulsora Recrativa Entretenimiento AMH SA CV*	-	-	0.845
Mª Carmen Martínez Sampedro	Juegamax de las Américas SA DE CV *	-	-	0.441
Mª Carmen Martínez Sampedro	Mio Games S,A, C,V,*	-	-	1.354
Mª Carmen Martínez Sampedro	Promociones Recreativas Mexicanas S,A, DE CV SOFOM ENR*	-	-	1.817
Mª Carmen Martínez Sampedro	Promojuegos de Mexico, S,A,*	-	-	1.815
Mª Carmen Martínez Sampedro	Recreativos Codere S,A, DE C,V,*	-	-	1.817
Mª Carmen Martínez Sampedro	Recreativos Marina, S,A,*	-	-	0.945
Mª Carmen Martínez Sampedro	Servicios Compartidos en Factor Humano SA CV *	-	-	0.890
Mª Carmen Martínez Sampedro	Servicios Administrativos Hipódromo, S,A, C,V,*	-	-	0.890
Mª Carmen Martínez Sampedro	Coomercializadora Sortijuegos, S,A, DE C,V,*	-	-	0.890
Mª Carmen Martínez Sampedro	Carrasco Nobile S,A,B DE C,V*	-	-	0.927

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
M <sup>a</sup> Carmen Martínez Sampedro	Alta Cordillera, S,A,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Panamá, S,A,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Compañía de Recreativos de Panamá SA*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Hípica de Panamá, S,A,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	International Thunderbird Gaming Panama CORP,*	-	-	1.156
M <sup>a</sup> Carmen Martínez Sampedro	Codere Puerto Rico INC,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Codere Uruguay S,A,*	-	-	1.817
M <sup>a</sup> Carmen Martínez Sampedro	Hípica Rioplatense Uruguay S,A,*	-	-	0.909
Angel Martínez Sampedro	Francomar Investments SA	-	2	
Angel Martínez Sampedro	Majisa SA	-	-	1
Angel Martínez Sampedro	Centros de Ocio Familiar SL	-	-	0.34
Angel Martínez Sampedro	Promobowling SA	-	6.67	0.68
Angel Martínez Sampedro	Planet Bowling España SA	-	-	7.35
Angel Martínez Sampedro	Promobowling Levante SA	-	-	7.35
Angel Martínez Sampedro	Magic Recreativos SL	-	-	5.15
Angel Martínez Sampedro	Zarabowling SA	-	-	5.15
Angel Martínez Sampedro	Sunset Bowling SL	-	-	7.35
Angel Martínez Sampedro	Majicol	-	-	1.02
Angel Martínez Sampedro	Itapoan SA	-	-	0.36
Angel Martínez Sampedro	Formula Giochi Spa	-	-	0.13
Angel Martínez Sampedro	Formula Bingo Spa	-	-	0.05
M <sup>a</sup> Carmen Soria Puertas	Bingos del Oeste SA*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Bingos Platenses SA*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Argentina SA*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Hípica Rioplatense Argentina SA*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Iberargen SA*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Interbas S,A,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Interjuegos S,A,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Intermar Bingos S,A,*	-	-	0.003
M <sup>a</sup> Carmen Soria Puertas	Itapoan S,A,*	-	-	0.003
M <sup>a</sup> Carmen Soria Puertas	Nanos S,A,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	San Jaime S,A,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Brasil Ltda*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Chile Ltda*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Bingos Codere SA*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Colombia SA*	-	-	0.004

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
M <sup>a</sup> Carmen Soria Puertas	Intersare SA*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Codere Asesoría SA*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Barcelona SA*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Automáticos Leman SL*	-	-	0.001
M <sup>a</sup> Carmen Soria Puertas	Automáticos Mendoza SL*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	C-F8 S,L,*	-	-	0.003
M <sup>a</sup> Carmen Soria Puertas	Cartaya SA*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere América SL*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Apuestas España SL*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Apuestas SA*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Apuestas Navarra SAU*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Distribuciones SL*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere España SL*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Gandía SL*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Codere Girona SA*	-	-	0.003
M <sup>a</sup> Carmen Soria Puertas	Codere Guadalajara SA*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Codere Huesca SL*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Codere Interactiva SL*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Internacional SL*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Logroño SL*	-	-	0.003
M <sup>a</sup> Carmen Soria Puertas	Codere Madrid SA*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Navarra SL*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Codere Valencia SA*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Colonder SA*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Comercial Yontxa SA*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Desarrollo Online Juegos Regulados SA*	-	-	0.003
M <sup>a</sup> Carmen Soria Puertas	El Portalón SL*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Garaipen Victoria Apustuak SL*	-	-	0.003
M <sup>a</sup> Carmen Soria Puertas	Gistra SL*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	J,M,Quero S,A,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	JPVMatic 2005 S,L,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Juego de Bingo S,A,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Mepe, S,A,*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Misuri S,A,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Nididem S,L,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Oper Sherka S,L,*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Operibérica S,A,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Operoeste S,A,*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Primer Continente SL*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Recreativos ACR, S,L,*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Recreativos Cósmicos, S,L,*	-	-	0.004

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
M <sup>a</sup> Carmen Soria Puertas	Recreativos Mae, S,L,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Recreativos Obelisco S,L,*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Recreativos Populares S,L,*	-	-	0.003
M <sup>a</sup> Carmen Soria Puertas	Recreativos Ruan S,A,*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Red Aeam S,A,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Resti y Cia, S,L,*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Resur Cadiz S,L,*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Rospay, S,L,*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Sigirec S,L,*	-	-	0.003
M <sup>a</sup> Carmen Soria Puertas	Super Pik S,L,*	-	-	0.003
M <sup>a</sup> Carmen Soria Puertas	Bingo Oasis S,R,L,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Bingo Re S,R,L,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Bintegral S,P,A,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codematica SRL,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Gaming Italia SRL,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Italia SPA,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codestrada SRL,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Cristaltec SRL*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	FG Slot Service SRL*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Formula Bingo Spa*	-	-	0.000
M <sup>a</sup> Carmen Soria Puertas	Formula Giochi Spa in liquidazione*	-	-	0.000
M <sup>a</sup> Carmen Soria Puertas	Gaming New SRL,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Gestioni Marconi S,R,L,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Giomax S,R,L,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Immobilgest S,R,L,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Maxibingo S,R,L,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Operbingo Italia S,P,A,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Operglass S,R,L,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Opergiochi Italia SRL,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Operinvestments S,R,L,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Operslots S,R,L,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Palace Bingo , SRL*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Parisiene, SRL*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Network SPA*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Seven Cora, SRL,*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Vasa e Azzena Service S,R,L,*	-	-	0.002
M <sup>a</sup> Carmen Soria Puertas	Vegas S,R,L,*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Winner Bet, SRL*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	Codere Interattiva Italia SRL*	-	-	0.004
M <sup>a</sup> Carmen Soria Puertas	King Bingo SRL*	-	-	0.003
M <sup>a</sup> Carmen Soria Puertas	Kiing Slot SRL*	-	-	0.003
M <sup>a</sup> Carmen Soria Puertas	Codere Finance (Luxembourg), S,A,*	-	-	0.004

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
Mª Carmen Soria Puertas	Administradora Mexicana de Hipódromo S,A, C,V,*	-	-	0.002
Mª Carmen Soria Puertas	Calle Entretenimiento las Américas SA CV*	-	-	0.002
Mª Carmen Soria Puertas	Centro Convenciones las *Américas, S,A, DE C,V,	-	-	0.002
Mª Carmen Soria Puertas	Codere México S,A,*	-	-	0.004
Mª Carmen Soria Puertas	Entretenimiento Recreativo S,A,*	-	-	0.002
Mª Carmen Soria Puertas	Entretenimiento Virtual, S,A, DE C,V,*	-	-	0.002
Mª Carmen Soria Puertas	Grupo Inverjuego, S,A,*	-	-	0.002
Mª Carmen Soria Puertas	Hotel entretenimiento las Américas SA CV*	-	-	0.002
Mª Carmen Soria Puertas	Impulsora Centros de Entretenimiento las Américas SA CV*	-	-	0.002
Mª Carmen Soria Puertas	Impulsora Recrativa Entretenimiento AMH SA CV*	-	-	0.002
Mª Carmen Soria Puertas	Juegamax de las Américas SA DE CV *	-	-	0.001
Mª Carmen Soria Puertas	Mio Games S,A, C,V,*	-	-	0.003
Mª Carmen Soria Puertas	Promociones Recreativas Mexicanas S,A, DE CV SOFOM ENR*	-	-	0.004
Mª Carmen Soria Puertas	Promojuegos de Mexico, S,A,*	-	-	0.004
Mª Carmen Soria Puertas	Recreativos Codere S,A, DE C,V,*	-	-	0.004
Mª Carmen Soria Puertas	Recreativos Marina, S,A,*	-	-	0.002
Mª Carmen Soria Puertas	Servicios Compartidos en Factor Humano SA CV *	-	-	0.002
Mª Carmen Soria Puertas	Servicios Administrativos Hipódromo, S,A, C,V,*	-	-	0.002
Mª Carmen Soria Puertas	Coomercializadora Sortijuegos, S,A, DE C,V,*	-	-	0.002
Mª Carmen Soria Puertas	Carrasco Nobile S,A,B DE C,V*	-	-	0.002
Mª Carmen Soria Puertas	Alta Cordillera, S,A,*	-	-	0.004
Mª Carmen Soria Puertas	Codere Panamá, S,A,*	-	-	0.004
Mª Carmen Soria Puertas	Compañía de Recreativos de Panamá SA*	-	-	0.004
Mª Carmen Soria Puertas	Hípica de Panamá,	-	-	0.004

	S,A,*			
			% STAKE	
<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
Mª Carmen Soria Puertas	International Thunderbird Gaming Panama CORP,*	-	-	0.003
Mª Carmen Soria Puertas	Codere Puerto Rico INC,*	-	-	0.004
Mª Carmen Soria Puertas	Codere Uruguay S,A,*	-	-	0.004
Mª Carmen Soria Puertas	Hípica Rioplatense Uruguay S,A,*	-	-	0.002
Mónica Martínez Soria	Bingos del Oeste SA*	-	-	0.002
Mónica Martínez Soria	Bingos Platenses SA*	-	-	0.002
Mónica Martínez Soria	Codere Argentina SA*	-	-	0.002
Mónica Martínez Soria	Hípica Rioplatense Argentina SA*	-	-	0.001
Mónica Martínez Soria	Iberargen SA*	-	-	0.002
Mónica Martínez Soria	Interbas S,A,*	-	-	0.002
Mónica Martínez Soria	Interjuegos S,A,*	-	-	0.002
Mónica Martínez Soria	Intermar Bingos S,A,*	-	-	0.002
Mónica Martínez Soria	Itapoan S,A,*	-	-	0.002
Mónica Martínez Soria	Nanos S,A,*	-	-	0.002
Mónica Martínez Soria	San Jaime S,A,*	-	-	0.002
Mónica Martínez Soria	Codere Brasil Ltda*	-	-	0.002
Mónica Martínez Soria	Codere Chile Ltda*	-	-	0.002
Mónica Martínez Soria	Bingos Codere SA*	-	-	0.002
Mónica Martínez Soria	Codere Colombia SA*	-	-	0.002
Mónica Martínez Soria	Intersare SA*	-	-	0.001
Mónica Martínez Soria	Codere Asesoría SA*	-	-	0.002
Mónica Martínez Soria	Codere Barcelona SA*	-	-	0.002
Mónica Martínez Soria	Automáticos Leman SL*	-	-	0.000
Mónica Martínez Soria	Automáticos Mendoza SL*	-	-	0.001
Mónica Martínez Soria	C-F8 S,L,*	-	-	0.002
Mónica Martínez Soria	Cartaya SA*	-	-	0.002
Mónica Martínez Soria	Codere América SL*	-	-	0.002
Mónica Martínez Soria	Codere Apuestas España SL*	-	-	0.002
Mónica Martínez Soria	Codere Apuestas SA*	-	-	0.002
Mónica Martínez Soria	Codere Apuestas Navarra SAU*	-	-	0.002
Mónica Martínez Soria	Codere Distribuciones SL*	-	-	0.002
Mónica Martínez Soria	Codere España SL*	-	-	0.002
Mónica Martínez Soria	Codere Gandía SL*	-	-	0.001
Mónica Martínez Soria	Codere Girona SA*	-	-	0.001
Mónica Martínez Soria	Codere Guadalajara SA*	-	-	0.001
Mónica Martínez Soria	Codere Huesca SL*	-	-	0.001
Mónica Martínez Soria	Codere Interactiva SL*	-	-	0.002
Mónica Martínez Soria	Codere Internacional SL*	-	-	0.002

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
Mónica Martínez Soria	Codere Logroño SL*	-	-	0.002
Mónica Martínez Soria	Codere Madrid SA*	-	-	0.002
Mónica Martínez Soria	Codere Navarra SL*	-	-	0.001
Mónica Martínez Soria	Codere Valencia SA*	-	-	0.002
Mónica Martínez Soria	Colonder SA*	-	-	0.002
Mónica Martínez Soria	Comercial Yontxa SA*	-	-	0.001
Mónica Martínez Soria	Desarrollo Online Juegos Regulados SA*	-	-	0.002
Mónica Martínez Soria	El Portalón SL*	-	-	0.001
Mónica Martínez Soria	Garaipen Victoria Apustuak SL*	-	-	0.001
Mónica Martínez Soria	Gistra SL*	-	-	0.001
Mónica Martínez Soria	J,M,Quero S,A,*	-	-	0.002
Mónica Martínez Soria	JPVMatic 2005 S,L,*	-	-	0.002
Mónica Martínez Soria	Juego de Bingo S,A,*	-	-	0.002
Mónica Martínez Soria	Mepe, S,A,*	-	-	0.001
Mónica Martínez Soria	Misuri S,A,*	-	-	0.002
Mónica Martínez Soria	Nididem S,L,*	-	-	0.002
Mónica Martínez Soria	Oper Sherka S,L,*	-	-	0.001
Mónica Martínez Soria	Operibérica S,A,*	-	-	0.002
Mónica Martínez Soria	Operoeste S,A,*	-	-	0.001
Mónica Martínez Soria	Primer Continente SL*	-	-	0.001
Mónica Martínez Soria	Recreativos ACR, S,L,*	-	-	0.001
Mónica Martínez Soria	Recreativos Cósmicos, S,L,*	-	-	0.002
Mónica Martínez Soria	Recreativos Mae, S,L,*	-	-	0.002
Mónica Martínez Soria	Recreativos Obelisco S,L,*	-	-	0.001
Mónica Martínez Soria	Recreativos Populares S,L,*	-	-	0.002
Mónica Martínez Soria	Recreativos Ruan S,A,*	-	-	0.001
Mónica Martínez Soria	Red Aeam S,A,*	-	-	0.002
Mónica Martínez Soria	Resti y Cia, S,L,*	-	-	0.001
Mónica Martínez Soria	Resur Cadiz S,L,*	-	-	0.001
Mónica Martínez Soria	Rospay, S,L,*	-	-	0.001
Mónica Martínez Soria	Sigirec S,L,*	-	-	0.002
Mónica Martínez Soria	Super Pik S,L,*	-	-	0.002
Mónica Martínez Soria	Bingo Oasis S,R,L,*	-	-	0.002
Mónica Martínez Soria	Bingo Re S,R,L,*	-	-	0.002
Mónica Martínez Soria	Bintegral S,P,A,*	-	-	0.002
Mónica Martínez Soria	Codematica SRL,*	-	-	0.002
Mónica Martínez Soria	Codere Gaming Italia SRL,*	-	-	0.002
Mónica Martínez Soria	Codere Italia SPA,*	-	-	0.002
Mónica Martínez Soria	Codestrada SRL,*	-	-	0.002
Mónica Martínez Soria	Cristaltec SRL*	-	-	0.001
Mónica Martínez Soria	FG Slot Service SRL*	-	-	0.001
Mónica Martínez Soria	Formula Bingo Spa*	-	-	0.000
Mónica Martínez Soria	Formula Giochi Spa in liquidazione*	-	-	0.000
Mónica Martínez Soria	Gaming New SRL,*	-	-	0.002

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
Mónica Martínez Soria	Gestioni Marconi S,R,L,*	-	-	0.002
Mónica Martínez Soria	Giomax S,R,L,*	-	-	0.002
Mónica Martínez Soria	Immobilgest S,R,L,*	-	-	0.002
Mónica Martínez Soria	Maxibingo S,R,L,*	-	-	0.002
Mónica Martínez Soria	Operbingo Italia S,P,A,*	-	-	0.002
Mónica Martínez Soria	Opergames S,R,L,*	-	-	0.002
Mónica Martínez Soria	Opergiochi Italia SRL,*	-	-	0.002
Mónica Martínez Soria	Operinvestments S,R,L,*	-	-	0.002
Mónica Martínez Soria	Operslots S,R,L,*	-	-	0.002
Mónica Martínez Soria	Palace Bingo , SRL*	-	-	0.002
Mónica Martínez Soria	Parisiennne, SRL*	-	-	0.002
Mónica Martínez Soria	Codere Network SPA*	-	-	0.002
Mónica Martínez Soria	Seven Cora, SRL,*	-	-	0.001
Mónica Martínez Soria	Vasa e Azzena Service S,R,L,*	-	-	0.001
Mónica Martínez Soria	Vegas S,R,L,*	-	-	0.002
Mónica Martínez Soria	Winner Bet, SRL*	-	-	0.002
Mónica Martínez Soria	Codere Interattiva Italia SRL*	-	-	0.002
Mónica Martínez Soria	King Bingo SRL*	-	-	0.001
Mónica Martínez Soria	Kiing Slot SRL*	-	-	0.001
Mónica Martínez Soria	Codere Finance (Luxembourg), S,A,*	-	-	0.002
Mónica Martínez Soria	Administradora Mexicana de Hipódromo S,A, C,V,*	-	-	0.001
Mónica Martínez Soria	Calle Entretenimiento las Américas SA CV*	-	-	0.001
Mónica Martínez Soria	Centro Convenciones las Américas, S,A, DE C,V,*	-	-	0.001
Mónica Martínez Soria	Codere México S,A,*	-	-	0.002
Mónica Martínez Soria	Entretenimiento Recreativo S,A,*	-	-	0.001
Mónica Martínez Soria	Entretenimiento Virtual, S,A, DE C,V,*	-	-	0.001
Mónica Martínez Soria	Grupo Inverjuego, S,A,*	-	-	0.001
Mónica Martínez Soria	Hotel entretenimiento las Américas SA CV*	-	-	0.001
Mónica Martínez Soria	Impulsora Centros de Entretenimiento las Américas SA CV*	-	-	0.001
Mónica Martínez Soria	Impulsora Recrativa Entretenimiento AMH SA CV*	-	-	0.001
Mónica Martínez Soria	Juegamax de las Américas SA DE CV *	-	-	0.000
Mónica Martínez Soria	Mio Games S,A, C,V,*	-	-	0.001
			% STAKE	



<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
Mónica Martínez Soria	Promociones Recreativas Mexicanas S,A, DE CV SOFOM ENR*	-	-	0.002
Mónica Martínez Soria	Promojuegos de Mexico, S,A,*	-	-	0.002
Mónica Martínez Soria	Recreativos Codere S,A, DE C,V,*	-	-	0.002
Mónica Martínez Soria	Recreativos Marina, S,A,*	-	-	0.001
Mónica Martínez Soria	Servicios Compartidos en Factor Humano SA CV *	-	-	0.001
Mónica Martínez Soria	Servicios Administrativos Hipódromo, S,A, C,V,*	-	-	0.001
Mónica Martínez Soria	Coomercializadora Sortijuegos, S,A, DE C,V,*	-	-	0.001
Mónica Martínez Soria	Carrasco Nobile S,A,B DE C,V*	-	-	0.001
Mónica Martínez Soria	Alta Cordillera, S,A,*	-	-	0.002
Mónica Martínez Soria	Codere Panamá, S,A,*	-	-	0.002
Mónica Martínez Soria	Compañía de Recreativos de Panamá SA*	-	-	0.002
Mónica Martínez Soria	Hípica de Panamá, S,A,*	-	-	0.002
Mónica Martínez Soria	International Thunderbird Gaming Panama CORP,*	-	-	0.001
Mónica Martínez Soria	Codere Puerto Rico INC,*	-	-	0.002
Mónica Martínez Soria	Codere Uruguay S,A,*	-	-	0.002
Mónica Martínez Soria	Hípica Rioplatense Uruguay S,A,*	-	-	0.001
Cristina Martínez Soria	Bingos del Oeste SA*	-	-	0.002
Cristina Martínez Soria	Bingos Platenses SA*	-	-	0.002
Cristina Martínez Soria	Codere Argentina SA*	-	-	0.002
Cristina Martínez Soria	Hípica Rioplatense Argentina SA*	-	-	0.001
Cristina Martínez Soria	Iberargen SA*	-	-	0.002
Cristina Martínez Soria	Interbas S,A,*	-	-	0.002
Cristina Martínez Soria	Interjuegos S,A,*	-	-	0.002
Cristina Martínez Soria	Intermar Bingos S,A,*	-	-	0.002
Cristina Martínez Soria	Itapoan S,A,*	-	-	0.002
Cristina Martínez Soria	Nanos S,A,*	-	-	0.002
Cristina Martínez Soria	San Jaime S,A,*	-	-	0.002
Cristina Martínez Soria	Codere Brasil Ltda*	-	-	0.002
Cristina Martínez Soria	Codere Chile Ltda*	-	-	0.002
Cristina Martínez Soria	Bingos Codere SA*	-	-	0.002
Cristina Martínez Soria	Codere Colombia SA*	-	-	0.002
Cristina Martínez Soria	Intersare SA*	-	-	0.001

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
Cristina Martínez Soria	Codere Asesoría SA*	-	-	0.002
Cristina Martínez Soria	Codere Barcelona SA*	-	-	0.002
Cristina Martínez Soria	Automáticos Leman SL*	-	-	0.000
Cristina Martínez Soria	Automáticos Mendoza SL*	-	-	0.001
Cristina Martínez Soria	C-F8 S,L,*	-	-	0.002
Cristina Martínez Soria	Cartaya SA*	-	-	0.002
Cristina Martínez Soria	Codere América SL*	-	-	0.002
Cristina Martínez Soria	Codere Apuestas España SL*	-	-	0.002
Cristina Martínez Soria	Codere Apuestas SA*	-	-	0.002
Cristina Martínez Soria	Codere Apuestas Navarra SAU*	-	-	0.002
Cristina Martínez Soria	Codere Distribuciones SL*	-	-	0.002
Cristina Martínez Soria	Codere España SL*	-	-	0.002
Cristina Martínez Soria	Codere Gandía SL*	-	-	0.001
Cristina Martínez Soria	Codere Girona SA*	-	-	0.001
Cristina Martínez Soria	Codere Guadalajara SA*	-	-	0.001
Cristina Martínez Soria	Codere Huesca SL*	-	-	0.001
Cristina Martínez Soria	Codere Interactiva SL*	-	-	0.002
Cristina Martínez Soria	Codere Internacional SL*	-	-	0.002
Cristina Martínez Soria	Codere Logroño SL*	-	-	0.002
Cristina Martínez Soria	Codere Madrid SA*	-	-	0.002
Cristina Martínez Soria	Codere Navarra SL*	-	-	0.001
Cristina Martínez Soria	Codere Valencia SA*	-	-	0.002
Cristina Martínez Soria	Colonder SA*	-	-	0.002
Cristina Martínez Soria	Comercial Yontxa SA*	-	-	0.001
Cristina Martínez Soria	Desarrollo Online Juegos Regulados SA*	-	-	0.002
Cristina Martínez Soria	El Portalón SL*	-	-	0.001
Cristina Martínez Soria	Garaipen Victoria Apustuak SL*	-	-	0.001
Cristina Martínez Soria	Gistra SL*	-	-	0.001
Cristina Martínez Soria	J,M,Quero S,A,*	-	-	0.002
Cristina Martínez Soria	JPVMatic 2005 S,L,*	-	-	0.002
Cristina Martínez Soria	Juego de Bingo S,A,*	-	-	0.002
Cristina Martínez Soria	Mepe, S,A,*	-	-	0.001
Cristina Martínez Soria	Misuri S,A,*	-	-	0.002
Cristina Martínez Soria	Nididem S,L,*	-	-	0.002
Cristina Martínez Soria	Oper Sherka S,L,*	-	-	0.001
Cristina Martínez Soria	Operibérica S,A,*	-	-	0.002
Cristina Martínez Soria	Operoeste S,A,*	-	-	0.001
Cristina Martínez Soria	Primer Continente SL*	-	-	0.001
Cristina Martínez Soria	Recreativos ACR, S,L,*	-	-	0.001
Cristina Martínez Soria	Recreativos Cósmicos, S,L,*	-	-	0.002
Cristina Martínez Soria	Recreativos Mae, S,L,*	-	-	0.002

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
Cristina Martínez Soria	Recreativos Obelisco S,L,*	-	-	0.001
Cristina Martínez Soria	Recreativos Populares S,L,*	-	-	0.002
Cristina Martínez Soria	Recreativos Ruan S,A,*	-	-	0.001
Cristina Martínez Soria	Red Aeam S,A,*	-	-	0.002
Cristina Martínez Soria	Resti y Cia, S,L,*	-	-	0.001
Cristina Martínez Soria	Resur Cadiz S,L,*	-	-	0.001
Cristina Martínez Soria	Rospay, S,L,*	-	-	0.001
Cristina Martínez Soria	Sigirec S,L,*	-	-	0.002
Cristina Martínez Soria	Super Pik S,L,*	-	-	0.002
Cristina Martínez Soria	Bingo Oasis S,R,L,*	-	-	0.002
Cristina Martínez Soria	Bingo Re S,R,L,*	-	-	0.002
Cristina Martínez Soria	Bintegral S,P,A,*	-	-	0.002
Cristina Martínez Soria	Codematica SRL,*	-	-	0.002
Cristina Martínez Soria	Codere Gaming Italia SRL,*	-	-	0.002
Cristina Martínez Soria	Codere Italia SPA,*	-	-	0.002
Cristina Martínez Soria	Codestrada SRL,*	-	-	0.002
Cristina Martínez Soria	Cristaltec SRL*	-	-	0.001
Cristina Martínez Soria	FG Slot Service SRL*	-	-	0.001
Cristina Martínez Soria	Formula Bingo Spa*	-	-	0.000
Cristina Martínez Soria	Formula Giochi Spa in liquidazione*	-	-	0.000
Cristina Martínez Soria	Gaming New SRL,*	-	-	0.002
Cristina Martínez Soria	Gestioni Marconi S,R,L,*	-	-	0.002
Cristina Martínez Soria	Giomax S,R,L,*	-	-	0.002
Cristina Martínez Soria	Immobilgest S,R,L,*	-	-	0.002
Cristina Martínez Soria	Maxibingo S,R,L,*	-	-	0.002
Cristina Martínez Soria	Operbingo Italia S,P,A,*	-	-	0.002
Cristina Martínez Soria	Opergames S,R,L,*	-	-	0.002
Cristina Martínez Soria	Opergiochi Italia SRL,*	-	-	0.002
Cristina Martínez Soria	Operinvestments S,R,L,*	-	-	0.002
Cristina Martínez Soria	Operslots S,R,L,*	-	-	0.002
Cristina Martínez Soria	Palace Bingo , SRL*	-	-	0.002
Cristina Martínez Soria	Parisienne, SRL*	-	-	0.002
Cristina Martínez Soria	Codere Network SPA*	-	-	0.002
Cristina Martínez Soria	Seven Cora, SRL,*	-	-	0.001
Cristina Martínez Soria	Vasa e Azzena Service S,R,L,*	-	-	0.001
Cristina Martínez Soria	Vegas S,R,L,*	-	-	0.002
Cristina Martínez Soria	Winner Bet, SRL*	-	-	0.002
Cristina Martínez Soria	Codere Interattiva Italia SRL*	-	-	0.002
Cristina Martínez Soria	King Bingo SRL*	-	-	0.001
Cristina Martínez Soria	Kiing Slot SRL*	-	-	0.001
Cristina Martínez Soria	Codere Finance (Luxembourg), S,A,*	-	-	0.002
			% STAKE	

<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
Cristina Martínez Soria	Administradora Mexicana de Hipódromo S,A, C,V,*	-	-	0.001
Cristina Martínez Soria	Calle Entretenimiento las Américas SA CV*	-	-	0.001
Cristina Martínez Soria	Centro Convenciones las Américas, S,A, DE C,V,*	-	-	0.001
Cristina Martínez Soria	Codere México S,A,*	-	-	0.002
Cristina Martínez Soria	Entretenimiento Recreativo S,A,*	-	-	0.001
Cristina Martínez Soria	Entretenimiento Virtual, S,A, DE C,V,*	-	-	0.001
Cristina Martínez Soria	Grupo Inverjuego, S,A,*	-	-	0.001
Cristina Martínez Soria	Hotel entretenimiento las Américas SA CV*	-	-	0.001
Cristina Martínez Soria	Impulsora Centros de Entretenimiento las Américas SA CV*	-	-	0.001
Cristina Martínez Soria	Impulsora Recrativa Entretenimiento AMH SA CV*	-	-	0.001
Cristina Martínez Soria	Juegamax de las Américas SA DE CV *	-	-	0.000
Cristina Martínez Soria	Mio Games S,A, C,V,*	-	-	0.001
Cristina Martínez Soria	Promociones Recreativas Mexicanas S,A, DE CV SOFOM ENR*	-	-	0.002
Cristina Martínez Soria	Promojuegos de Mexico, S,A,*	-	-	0.002
Cristina Martínez Soria	Recreativos Codere S,A, DE C,V,*	-	-	0.002
Cristina Martínez Soria	Recreativos Marina, S,A,*	-	-	0.001
Cristina Martínez Soria	Servicios Compartidos en Factor Humano SA CV *	-	-	0.001
Cristina Martínez Soria	Servicios Administrativos Hipódromo, S,A, C,V,*	-	-	0.001
Cristina Martínez Soria	Coomercializadora Sortijuegos, S,A, DE C,V,*	-	-	0.001
Cristina Martínez Soria	Carrasco Nobile S,A,B DE C,V*	-	-	0.001
Cristina Martínez Soria	Alta Cordillera, S,A,*	-	-	0.002
Cristina Martínez Soria	Codere Panamá, S,A,*	-	-	0.002
Cristina Martínez Soria	Compañía de Recreativos de Panamá SA*	-	-	0.002
Cristina Martínez Soria	Hípica de Panamá, S,A,*	-	-	0.002

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
Cristina Martínez Soria	International Thunderbird Gaming Panama CORP,*	-	-	0.001
Cristina Martínez Soria	Codere Puerto Rico INC,*	-	-	0.002
Cristina Martínez Soria	Codere Uruguay S,A,*	-	-	0.002
Cristina Martínez Soria	Hípica Rioplatense Uruguay S,A,*	-	-	0.001
Ana María Fornieles Cañadas	Recreativos Metropolitano SL	Joint Director	-	
Carmen Ferrer Palasi	Bingos del Oeste SA*	-	-	0.038
Carmen Ferrer Palasi	Bingos Platenses SA*	-	-	0.038
Carmen Ferrer Palasi	Codere Argentina SA*	-	-	0.038
Carmen Ferrer Palasi	Hípica Rioplatense Argentina SA*	-	-	0.019
Carmen Ferrer Palasi	Iberargen SA*	-	-	0.038
Carmen Ferrer Palasi	Interbas S,A,*	-	-	0.038
Carmen Ferrer Palasi	Interjuegos S,A,*	-	-	0.038
Carmen Ferrer Palasi	Intermar Bingos S,A,*	-	-	0.030
Carmen Ferrer Palasi	Itapoan S,A,*	-	-	0.031
Carmen Ferrer Palasi	Nanos S,A,*	-	-	0.038
Carmen Ferrer Palasi	San Jaime S,A,*	-	-	0.038
Carmen Ferrer Palasi	Codere Brasil Ltda*	-	-	0.038
Carmen Ferrer Palasi	Codere Chile Ltda*	-	-	0.038
Carmen Ferrer Palasi	Bingos Codere SA*	-	-	0.038
Carmen Ferrer Palasi	Codere Colombia SA*	-	-	0.038
Carmen Ferrer Palasi	Intersare SA*	-	-	0.023
Carmen Ferrer Palasi	Codere Asesoría SA*	-	-	0.036
Carmen Ferrer Palasi	Codere Barcelona SA*	-	-	0.038
Carmen Ferrer Palasi	Automáticos Leman SL*	-	-	0.005
Carmen Ferrer Palasi	Automáticos Mendoza SL*	-	-	0.019
Carmen Ferrer Palasi	C-F8 S,L,*	-	-	0.029
Carmen Ferrer Palasi	Cartaya SA*	-	-	0.038
Carmen Ferrer Palasi	Codere América SL*	-	-	0.038
Carmen Ferrer Palasi	Codere Apuestas España SL*	-	-	0.038
Carmen Ferrer Palasi	Codere Apuestas SA*	-	-	0.038
Carmen Ferrer Palasi	Codere Apuestas Navarra SAU*	-	-	0.038
Carmen Ferrer Palasi	Codere Distribuciones SL*	-	-	0.038
Carmen Ferrer Palasi	Codere España SL*	-	-	0.038
Carmen Ferrer Palasi	Codere Gandía SL*	-	-	0.019
Carmen Ferrer Palasi	Codere Girona SA*	-	-	0.025
Carmen Ferrer Palasi	Codere Guadalajara SA*	-	-	0.019
Carmen Ferrer Palasi	Codere Huesca SL*	-	-	0.019
Carmen Ferrer Palasi	Codere Interactiva SL*	-	-	0.034

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
Carmen Ferrer Palasi	Codere Internacional SL*	-	-	0.038
Carmen Ferrer Palasi	Codere Logroño SL*	-	-	0.029
Carmen Ferrer Palasi	Codere Madrid SA*	-	-	0.038
Carmen Ferrer Palasi	Codere Navarra SL*	-	-	0.019
Carmen Ferrer Palasi	Codere Valencia SA*	-	-	0.036
Carmen Ferrer Palasi	Colonder SA*	-	-	0.038
Carmen Ferrer Palasi	Comercial Yontxa SA*	-	-	0.019
Carmen Ferrer Palasi	Desarrollo Online Juegos Regulados SA*	-	-	0.032
Carmen Ferrer Palasi	El Portalón SL*	-	-	0.019
Carmen Ferrer Palasi	Garaipen Victoria Apustuak SL*	-	-	0.028
Carmen Ferrer Palasi	Gistra SL*	-	-	0.018
Carmen Ferrer Palasi	J,M,Quero S,A,*	-	-	0.038
Carmen Ferrer Palasi	JPVMatic 2005 S,L,*	-	-	0.038
Carmen Ferrer Palasi	Juego de Bingo S,A,*	-	-	0.038
Carmen Ferrer Palasi	Mepe, S,A,*	-	-	0.019
Carmen Ferrer Palasi	Misuri S,A,*	-	-	0.038
Carmen Ferrer Palasi	Nididem S,L,*	-	-	0.038
Carmen Ferrer Palasi	Oper Sherka S,L,*	-	-	0.019
Carmen Ferrer Palasi	Operibérica S,A,*	-	-	0.038
Carmen Ferrer Palasi	Operoeste S,A,*	-	-	0.019
Carmen Ferrer Palasi	Primer Continente SL*	-	-	0.019
Carmen Ferrer Palasi	Recreativos ACR, S,L,*	-	-	0.019
Carmen Ferrer Palasi	Recreativos Cósmicos, S,L,*	-	-	0.038
Carmen Ferrer Palasi	Recreativos Mae, S,L,*	-	-	0.038
Carmen Ferrer Palasi	Recreativos Obelisco S,L,*	-	-	0.023
Carmen Ferrer Palasi	Recreativos Populares S,L,*	-	-	0.029
Carmen Ferrer Palasi	Recreativos Ruan S,A,*	-	-	0.018
Carmen Ferrer Palasi	Red Aeam S,A,*	-	-	0.038
Carmen Ferrer Palasi	Resti y Cia, S,L,*	-	-	0.019
Carmen Ferrer Palasi	Resur Cadiz S,L,*	-	-	0.019
Carmen Ferrer Palasi	Rospay, S,L,*	-	-	0.019
Carmen Ferrer Palasi	Sigirec S,L,*	-	-	0.029
Carmen Ferrer Palasi	Super Pik S,L,*	-	-	0.029
Carmen Ferrer Palasi	Bingo Oasis S,R,L,*	-	-	0.038
Carmen Ferrer Palasi	Bingo Re S,R,L,*	-	-	0.038
Carmen Ferrer Palasi	Bintegral S,P,A,*	-	-	0.038
Carmen Ferrer Palasi	Codemática SRL,*	-	-	0.038
Carmen Ferrer Palasi	Codere Gaming Italia SRL,*	-	-	0.038
Carmen Ferrer Palasi	Codere Italia SPA,*	-	-	0.038
Carmen Ferrer Palasi	Codestrada SRL,*	-	-	0.038
Carmen Ferrer Palasi	Cristaltec SRL*	-	-	0.019
Carmen Ferrer Palasi	FG Slot Service SRL*	-	-	0.021
Carmen Ferrer Palasi	Formula Bingo Spa*	-	-	0.001
Carmen Ferrer Palasi	Formula Giochi Spa in	-	-	0.001

	liquidazione*			
			% STAKE	
<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
Carmen Ferrer Palasi	Gaming New SRL,*	-	-	0.038
Carmen Ferrer Palasi	Gestioni Marconi S,R,L,*	-	-	0.038
Carmen Ferrer Palasi	Giomax S,R,L,*	-	-	0.038
Carmen Ferrer Palasi	Immobilgest S,R,L,*	-	-	0.038
Carmen Ferrer Palasi	Maxibingo S,R,L,*	-	-	0.038
Carmen Ferrer Palasi	Operbingo Italia S,P,A,*	-	-	0.038
Carmen Ferrer Palasi	Opergames S,R,L,*	-	-	0.038
Carmen Ferrer Palasi	Opergiochi Italia SRL,*	-	-	0.038
Carmen Ferrer Palasi	Operinvestments S,R,L,*	-	-	0.038
Carmen Ferrer Palasi	Operslots S,R,L,*	-	-	0.038
Carmen Ferrer Palasi	Palace Bingo , SRL*	-	-	0.038
Carmen Ferrer Palasi	Parisienn, SRL*	-	-	0.038
Carmen Ferrer Palasi	Codere Network SPA*	-	-	0.038
Carmen Ferrer Palasi	Seven Cora, SRL,*	-	-	0.023
Carmen Ferrer Palasi	Vasa e Azzena Service S,R,L,*	-	-	0.019
Carmen Ferrer Palasi	Vegas S,R,L,*	-	-	0.038
Carmen Ferrer Palasi	Winner Bet, SRL*	-	-	0.038
Carmen Ferrer Palasi	Codere Interattiva Italia SRL*	-	-	0.036
Carmen Ferrer Palasi	King Bingo SRL*	-	-	0.025
Carmen Ferrer Palasi	Kiing Slot SRL*	-	-	0.025
Carmen Ferrer Palasi	Codere Finance (Luxembourg), S,A,*	-	-	0.038
Carmen Ferrer Palasi	Administradora Mexicana de Hipódromo S,A, C,V,*	-	-	0.019
Carmen Ferrer Palasi	Calle Entretenimiento las Américas SA CV*	-	-	0.019
Carmen Ferrer Palasi	Centro Convenciones las Américas, S,A, DE C,V,*	-	-	0.019
Carmen Ferrer Palasi	Codere México S,A,*	-	-	0.038
Carmen Ferrer Palasi	Entretenimiento Recreativo S,A,*	-	-	0.019
Carmen Ferrer Palasi	Entretenimiento Virtual, S,A, DE C,V,*	-	-	0.019
Carmen Ferrer Palasi	Grupo Inverjuego, S,A,*	-	-	0.019
Carmen Ferrer Palasi	Hotel entretenimiento las Américas SA CV*	-	-	0.019
Carmen Ferrer Palasi	Impulsora Centros de Entretenimiento las Américas SA CV*	-	-	0.019
Carmen Ferrer Palasi	Impulsora Recrativa Entretenimiento AMH SA CV*	-	-	0.018
Carmen Ferrer Palasi	Juegamax de las Américas SA DE CV *	-	-	0.009
Carmen Ferrer Palasi	Mio Games S,A, C,V,*	-	-	0.028

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
Carmen Ferrer Palasi	Promociones Recreativas Mexicanas S,A, DE CV SOFOM ENR*	-	-	0.038
Carmen Ferrer Palasi	Promojuegos de Mexico, S,A,*	-	-	0.038
Carmen Ferrer Palasi	Recreativos Codere S,A, DE C,V,*	-	-	0.038
Carmen Ferrer Palasi	Recreativos Marina, S,A,*	-	-	0.020
Carmen Ferrer Palasi	Servicios Compartidos en Factor Humano SA CV *	-	-	0.019
Carmen Ferrer Palasi	Servicios Administrativos Hipódromo, S,A, C,V,*	-	-	0.019
Carmen Ferrer Palasi	Coomercializadora Sortijuegos, S,A, DE C,V,*	-	-	0.019
Carmen Ferrer Palasi	Carrasco Nobile S,A,B DE C,V*	-	-	0.019
Carmen Ferrer Palasi	Alta Cordillera, S,A,*	-	-	0.038
Carmen Ferrer Palasi	Codere Panamá, S,A,*	-	-	0.038
Carmen Ferrer Palasi	Compañía de Recreativos de Panamá SA*	-	-	0.038
Carmen Ferrer Palasi	Hípica de Panamá, S,A,*	-	-	0.038
Carmen Ferrer Palasi	International Thunderbird Gaming Panama CORP,*	-	-	0.024
Carmen Ferrer Palasi	Codere Puerto Rico INC,*	-	-	0.038
Carmen Ferrer Palasi	Codere Uruguay S,A,*	-	-	0.038
Carmen Ferrer Palasi	Hípica Rioplatense Uruguay S,A,*	-	-	0.019
Encarnación Martínez Sampedro	Francomar Investments SA	Director and Secretary of the Board	12	
Encarnación Martínez Sampedro	Majisa SA	-	-	6
Encarnación Martínez Sampedro	Centros de Ocio Familiar SL	Director and Secretary of the Board	-	2.04
Encarnación Martínez Sampedro	Promobowling SA	-	6.58	4.08
Encarnación Martínez Sampedro	Planet Bowling España SA	Director and Chairman of the Board	-	10.66
Encarnación Martínez Sampedro	Promobowling Levante SA	Joint Director	-	10.66
Encarnación Martínez	Magic Recreativos SL	-	-	7.39



Sampedro				
			% STAKE	
<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
Encarnación Martínez Sampedro	Zarabowling SA	-	-	7.39
Encarnación Martínez Sampedro	Sunset Bowling SL	-	-	10.66
Encarnación Martínez Sampedro	Majicol	-	-	6.12
Encarnación Martínez Sampedro	Bingos del Oeste SA*	-	-	2.184
Encarnación Martínez Sampedro	Bingos Platenses SA*	-	-	2.184
Encarnación Martínez Sampedro	Codere Argentina SA*	-	-	2.184
Encarnación Martínez Sampedro	Hípica Rioplatense Argentina SA*	-	-	1.092
Encarnación Martínez Sampedro	Iberargen SA*	-	-	2.184
Encarnación Martínez Sampedro	Interbas S,A,*	-	-	2.184
Encarnación Martínez Sampedro	Interjuegos S,A,*	-	-	2.184
Encarnación Martínez Sampedro	Intermar Bingos S,A,*	-	-	1.747
Encarnación Martínez Sampedro	Itapoan S,A,*	-	-	3.97
Encarnación Martínez Sampedro	Nanos S,A,*	-	-	2.184
Encarnación Martínez Sampedro	San Jaime S,A,*	-	-	2.184
Encarnación Martínez Sampedro	Codere Brasil Ltda*	-	-	2.184
Encarnación Martínez Sampedro	Codere Chile Ltda*	-	-	2.184
Encarnación Martínez Sampedro	Bingos Codere SA*	-	-	2.184
Encarnación Martínez Sampedro	Codere Colombia SA*	-	-	2.184
Encarnación Martínez Sampedro	Intersare SA*	-	-	1.308
Encarnación Martínez Sampedro	Codere Asesoría SA*	Joint Director	-	2.069
Encarnación Martínez Sampedro	Codere Barcelona SA*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Automáticos Leman SL*	-	-	0.295
Encarnación Martínez Sampedro	Automáticos Mendoza SL*	Conjoint Solidario	-	1.092
Encarnación Martínez Sampedro	C-F8 S,L,*	Joint Director	-	1.638
Encarnación Martínez Sampedro	Cartaya SA*	Sole Director	-	2.184
Encarnación Martínez	Codere América SL*	Joint Director	-	2.184

Sampedro				
			% STAKE	
<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
Encarnación Martínez Sampedro	Codere Apuestas España SL*	-	-	2.184
Encarnación Martínez Sampedro	Codere Apuestas SA*	-	-	2.184
Encarnación Martínez Sampedro	Codere Apuestas Navarra SAU*	-	-	2.184
Encarnación Martínez Sampedro	Codere Distribuciones SL*	Joint Director	-	2.184
Encarnación Martínez Sampedro	Codere España SL*	Joint Director	-	2.184
Encarnación Martínez Sampedro	Codere Gandía SL*	Chairman and CEO	-	1.092
Encarnación Martínez Sampedro	Codere Girona SA*	Joint Director	-	1.456
Encarnación Martínez Sampedro	Codere Guadalajara SA*	Chairman and CEO	-	1.092
Encarnación Martínez Sampedro	Codere Huesca SL*	-	-	1.114
Encarnación Martínez Sampedro	Codere Interactiva SL*	-	-	1.966
Encarnación Martínez Sampedro	Codere Internacional SL*	Joint Director	-	2.184
Encarnación Martínez Sampedro	Codere Logroño SL*	-	-	1.639
Encarnación Martínez Sampedro	Codere Madrid SA*	Joint Director	-	2.184
Encarnación Martínez Sampedro	Codere Navarra SL*	-	-	1.092
Encarnación Martínez Sampedro	Codere Valencia SA*	Joint Director	-	2.069
Encarnación Martínez Sampedro	Colonder SA*	Joint Director	-	2.184
Encarnación Martínez Sampedro	Comercial Yontxa SA*	-	-	1.114
Encarnación Martínez Sampedro	Desarrollo Online Juegos Regulados SA*	-	-	1.856
Encarnación Martínez Sampedro	El Portalón SL*	Conjoint Solidario	-	1.092
Encarnación Martínez Sampedro	Garaipen Victoria Apustuak SL*	-	-	1.610
Encarnación Martínez Sampedro	Gistra SL*	-	-	1.034
Encarnación Martínez Sampedro	J,M,Quero S,A,*	-	-	2.184
Encarnación Martínez Sampedro	JPVMatic 2005 S,L,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Juego de Bingo S,A,*	-	-	2.184
Encarnación Martínez Sampedro	Mepe, S,A,*	Joint Director	-	1.092

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
Encarnación Martínez Sampedro	Misuri S,A,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Nididem S,L,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Oper Sherka S,L,*	Sole Director	-	1.114
Encarnación Martínez Sampedro	Operibérica S,A,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Operoeste S,A,*	Joint Director	-	1.092
Encarnación Martínez Sampedro	Primer Continente SL*	-	-	1.092
Encarnación Martínez Sampedro	Recreativos ACR, S,L,*	-	-	1.092
Encarnación Martínez Sampedro	Recreativos Cósmicos, S,L,*	Joint Director	-	2.184
Encarnación Martínez Sampedro	Recreativos Mae, S,L,*	Joint Director	-	2.184
Encarnación Martínez Sampedro	Recreativos Obelisco S,L,*	Consejero y Presidente	-	1.324
Encarnación Martínez Sampedro	Recreativos Populares S,L,*	Conjoint Solidario	-	1.638
Encarnación Martínez Sampedro	Recreativos Ruan S,A,*	-	-	1.034
Encarnación Martínez Sampedro	Red Aeam S,A,*	Joint Director	-	2.184
Encarnación Martínez Sampedro	Resti y Cia, S,L,*	Conjoint Director	-	1.092
Encarnación Martínez Sampedro	Resur Cadiz S,L,*	-	-	1.092
Encarnación Martínez Sampedro	Rospay, S,L,*	-	-	1.092
Encarnación Martínez Sampedro	Sigirec S,L,*	Director	-	1.639
Encarnación Martínez Sampedro	Super Pik S,L,*	Sole Director	-	1.638
Encarnación Martínez Sampedro	Bingo Oasis S,R,L,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Bingo Re S,R,L,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Bintegral S,P,A,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Codemática SRL,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Codere Gaming Italia SRL,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Codere Italia SPA,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Codestrada SRL,*	Sole Director	-	2.184
			% STAKE	

<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
Encarnación Martínez Sampedro	Cristaltec SRL*	-	-	1.114
Encarnación Martínez Sampedro	FG Slot Service SRL*	-	-	1.201
Encarnación Martínez Sampedro	Formula Bingo Spa*	-	-	0.36
Encarnación Martínez Sampedro	Formula Giochi Spa in liquidazione*	-	-	0.83
Encarnación Martínez Sampedro	Gaming New SRL,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Gestioni Marconi S,R,L,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Giomax S,R,L,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Immobilgest S,R,L,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Maxibingo S,R,L,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Operbingo Italia S,P,A,*	Chairman of the Board	-	2.184
Encarnación Martínez Sampedro	Opergames S,R,L,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Opergiochi Italia SRL,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Operinvestments S,R,L,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Operslots S,R,L,*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Palace Bingo , SRL*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Parisienne, SRL*	Sole Director	-	2.184
Encarnación Martínez Sampedro	Codere Network SPA*	Director	-	2.184
Encarnación Martínez Sampedro	Seven Cora, SRL,*	-	-	1.310
Encarnación Martínez Sampedro	Vasa e Azzena Service S,R,L,*	-	-	1.114
Encarnación Martínez Sampedro	Vegas S,R,L,*	Director	-	2.184
Encarnación Martínez Sampedro	Winner Bet, SRL*	Director	-	2.184
Encarnación Martínez Sampedro	Codere Interattiva Italia SRL*	Director	-	2.077
Encarnación Martínez Sampedro	King Bingo SRL*	-	-	1.463
Encarnación Martínez Sampedro	Kiing Slot SRL*	-	-	1.463
Encarnación Martínez Sampedro	Codere Finance (Luxembourg), S,A,*	-	-	2.184
Encarnación Martínez Sampedro	Administradora Mexicana de Hipódromo S,A, C,V,*	-	-	1.070

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
Encarnación Martínez Sampedro	Calle Entretenimiento las Américas SA CV*	-	-	1.070
Encarnación Martínez Sampedro	Centro Convenciones las Américas, S,A, DE C,V,*	-	-	1.070
Encarnación Martínez Sampedro	Codere México S,A,*	-	-	2.184
Encarnación Martínez Sampedro	Entretenimiento Recreativo S,A,*	-	-	1.070
Encarnación Martínez Sampedro	Entretenimiento Virtual, S,A, DE C,V,*	-	-	1.070
Encarnación Martínez Sampedro	Grupo Inverjuego, S,A,*	-	-	1.092
Encarnación Martínez Sampedro	Hotel entretenimiento las Américas SA CV*	-	-	1.070
Encarnación Martínez Sampedro	Impulsora Centros de Entretenimiento las Américas SA CV*	-	-	1.070
Encarnación Martínez Sampedro	Impulsora Recrativa Entretenimiento AMH SA CV*	-	-	1.016
Encarnación Martínez Sampedro	Juegamax de las Américas SA DE CV *	-	-	0.530
Encarnación Martínez Sampedro	Mio Games S,A, C,V,*	-	-	1.627
Encarnación Martínez Sampedro	Promociones Recreativas Mexicanas S,A, DE CV SOFOM ENR*	-	-	2.184
Encarnación Martínez Sampedro	Promojuegos de Mexico, S,A,*	-	-	2.182
Encarnación Martínez Sampedro	Recreativos Codere S,A, DE C,V,*	-	-	2.184
Encarnación Martínez Sampedro	Recreativos Marina, S,A,*	-	-	1.136
Encarnación Martínez Sampedro	Servicios Compartidos en Factor Humano SA CV *	-	-	1.070
Encarnación Martínez Sampedro	Servicios Administrativos Hipódromo, S,A, C,V,*	-	-	1.070
Encarnación Martínez Sampedro	Coomercializadora Sortijuegos, S,A, DE C,V,*	-	-	1.070
Encarnación Martínez Sampedro	Carrasco Nobile S,A,B DE C,V*	-	-	1.114
Encarnación Martínez Sampedro	Alta Cordillera, S,A,*	-	-	2.184
Encarnación Martínez Sampedro	Codere Panamá, S,A,*	-	-	2.184
Encarnación Martínez Sampedro	Compañía de Recreativos de	-	-	2.184

	Panamá SA*			
Encarnación Martínez Sampedro	Hípica de Panamá, S,A,*	-	-	2.184
Encarnación Martínez Sampedro	International Thunderbird Gaming Panama CORP,*	-	-	1.390
Encarnación Martínez Sampedro	Codere Puerto Rico INC,*	-	-	2.184
Encarnación Martínez Sampedro	Codere Uruguay S,A,*	-	-	2.184
Encarnación Martínez Sampedro	Hípica Rioplatense Uruguay S,A,*	-	-	1.092
José Ramón Romero Rodríguez	Bingos del Oeste SA*	-	-	0.091
José Ramón Romero Rodríguez	Bingos Platenses SA*	-	-	0.091
José Ramón Romero Rodríguez	Codere Argentina SA*	-	-	0.091
José Ramón Romero Rodríguez	Hípica Rioplatense Argentina SA*	-	-	0.046
José Ramón Romero Rodríguez	Iberargen SA*	-	-	0.091
José Ramón Romero Rodríguez	Interbas S,A,*	-	-	0.091
José Ramón Romero Rodríguez	Interjuegos S,A,*	-	-	0.091
José Ramón Romero Rodríguez	Intermar Bingos S,A,*	-	-	0.073
José Ramón Romero Rodríguez	Itapoan S,A,*	-	-	0.074
José Ramón Romero Rodríguez	Nanos S,A,*	-	-	0.091
José Ramón Romero Rodríguez	San Jaime S,A,*	-	-	0.091
José Ramón Romero Rodríguez	Codere Brasil Ltda*	-	-	0.091
José Ramón Romero Rodríguez	Codere Chile Ltda*	-	-	0.091
José Ramón Romero Rodríguez	Bingos Codere SA*	-	-	0.091
José Ramón Romero Rodríguez	Codere Colombia SA*	-	-	0.091
José Ramón Romero Rodríguez	Intersare SA*	-	-	0.054
José Ramón Romero Rodríguez	Codere Asesoría SA*	-	-	0.086
José Ramón Romero Rodríguez	Codere Barcelona SA*	-	-	0.091
José Ramón Romero Rodríguez	Automáticos Leman SL*	-	-	0.012
José Ramón Romero Rodríguez	Automáticos Mendoza SL*	-	-	0.046
José Ramón Romero Rodríguez	C-F8 S,L,*	-	-	0.068
			<b>% STAKE</b>	

<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
José Ramón Romero Rodríguez	Cartaya SA*	-	-	0.091
José Ramón Romero Rodríguez	Codere América SL*	-	-	0.091
José Ramón Romero Rodríguez	Codere Apuestas España SL*	-	-	0.091
José Ramón Romero Rodríguez	Codere Apuestas SA*	-	-	0.091
José Ramón Romero Rodríguez	Codere Apuestas Navarra SAU*	-	-	0.091
José Ramón Romero Rodríguez	Codere Distribuciones SL*	-	-	0.091
José Ramón Romero Rodríguez	Codere España SL*	-	-	0.091
José Ramón Romero Rodríguez	Codere Gandía SL*	-	-	0.046
José Ramón Romero Rodríguez	Codere Girona SA*	-	-	0.061
José Ramón Romero Rodríguez	Codere Guadalajara SA*	-	-	0.046
José Ramón Romero Rodríguez	Codere Huesca SL*	-	-	0.046
José Ramón Romero Rodríguez	Codere Interactiva SL*	Director	-	0.082
José Ramón Romero Rodríguez	Codere Internacional SL*	-	-	0.091
José Ramón Romero Rodríguez	Codere Logroño SL*	-	-	0.068
José Ramón Romero Rodríguez	Codere Madrid SA*	-	-	0.091
José Ramón Romero Rodríguez	Codere Navarra SL*	-	-	0.046
José Ramón Romero Rodríguez	Codere Valencia SA*	-	-	0.086
José Ramón Romero Rodríguez	Colonder SA*	-	-	0.091
José Ramón Romero Rodríguez	Comercial Yontxa SA*	-	-	0.046
José Ramón Romero Rodríguez	Desarrollo Online Juegos Regulados SA*	-	-	0.077
José Ramón Romero Rodríguez	El Portalón SL*	-	-	0.046
José Ramón Romero Rodríguez	Garaipen Victoria Apustuak SL*	-	-	0.067
José Ramón Romero Rodríguez	Gistra SL*	-	-	0.043
José Ramón Romero Rodríguez	J,M,Quero S,A,*	-	-	0.091
José Ramón Romero Rodríguez	JPVMatic 2005 S,L,*	-	-	0.091
José Ramón Romero Rodríguez	Juego de Bingo S,A,*	-	-	0.091
José Ramón Romero	Mepe, S,A,*	-	-	0.046

Rodríguez				
José Ramón Romero Rodríguez	Misuri S,A,*	-	-	0.091
José Ramón Romero Rodríguez	Nididem S,L,*	-	-	0.091
José Ramón Romero Rodríguez	Oper Sherka S,L,*	-	-	0.046
José Ramón Romero Rodríguez	Operibérica S,A,*	-	-	0.091
José Ramón Romero Rodríguez	Operoeste S,A,*	-	-	0.046
José Ramón Romero Rodríguez	Primer Continente SL*	-	-	0.046
José Ramón Romero Rodríguez	Recreativos ACR, S,L,*	-	-	0.046
José Ramón Romero Rodríguez	Recreativos Cósmicos, S,L,*	-	-	0.091
José Ramón Romero Rodríguez	Recreativos Mae, S,L,*	-	-	0.091
José Ramón Romero Rodríguez	Recreativos Obelisco S,L,*	-	-	0.055
José Ramón Romero Rodríguez	Recreativos Populares S,L,*	-	-	0.068
José Ramón Romero Rodríguez	Recreativos Ruan S,A,*	-	-	0.043
José Ramón Romero Rodríguez	Red Aeam S,A,*	-	-	0.091
José Ramón Romero Rodríguez	Resti y Cia, S,L,*	-	-	0.046
José Ramón Romero Rodríguez	Resur Cadiz S,L,*	-	-	0.046
José Ramón Romero Rodríguez	Rospay, S,L,*	-	-	0.046
José Ramón Romero Rodríguez	Sigirec S,L,*	-	-	0.068
José Ramón Romero Rodríguez	Super Pik S,L,*	-	-	0.068
José Ramón Romero Rodríguez	Bingo Oasis S,R,L,*	-	-	0.091
José Ramón Romero Rodríguez	Bingo Re S,R,L,*	-	-	0.091
José Ramón Romero Rodríguez	Bintegral S,P,A,*	-	-	0.091
José Ramón Romero Rodríguez	Codemática SRL,*	-	-	0.091
José Ramón Romero Rodríguez	Codere Gaming Italia SRL,*	-	-	0.091
José Ramón Romero Rodríguez	Codere Italia SPA,*	-	-	0.091
José Ramón Romero Rodríguez	Codestrada SRL,*	-	-	0.091
José Ramón Romero Rodríguez	Cristaltec SRL*	-	-	0.046
José Ramón Romero Rodríguez	FG Slot Service SRL*	-	-	0.050



DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
José Ramón Romero Rodríguez	Formula Bingo Spa*	-	-	0.001
José Ramón Romero Rodríguez	Formula Giochi Spa in liquidazione*	-	-	0.003
José Ramón Romero Rodríguez	Gaming New SRL,*	-	-	0.091
José Ramón Romero Rodríguez	Gestioni Marconi S,R,L,*	-	-	0.091
José Ramón Romero Rodríguez	Giomax S,R,L,*	-	-	0.091
José Ramón Romero Rodríguez	Immobilgest S,R,L,*	-	-	0.091
José Ramón Romero Rodríguez	Maxibingo S,R,L,*	-	-	0.091
José Ramón Romero Rodríguez	Operbingo Italia S,P,A,*	-	-	0.091
José Ramón Romero Rodríguez	Opergames S,R,L,*	-	-	0.091
José Ramón Romero Rodríguez	Opergiochi Italia SRL,*	-	-	0.091
José Ramón Romero Rodríguez	Operinvestments S,R,L,*	-	-	0.091
José Ramón Romero Rodríguez	Operslots S,R,L,*	-	-	0.091
José Ramón Romero Rodríguez	Palace Bingo , SRL*	-	-	0.091
José Ramón Romero Rodríguez	Parisiene, SRL*	-	-	0.091
José Ramón Romero Rodríguez	Codere Network SPA*	-	-	0.091
José Ramón Romero Rodríguez	Seven Cora, SRL,*	-	-	0.055
José Ramón Romero Rodríguez	Vasa e Azzena Service S,R,L,*	-	-	0.046
José Ramón Romero Rodríguez	Vegas S,R,L,*	-	-	0.091
José Ramón Romero Rodríguez	Winner Bet, SRL*	-	-	0.091
José Ramón Romero Rodríguez	Codere Interattiva Italia SRL*	-	-	0.087
José Ramón Romero Rodríguez	King Bingo SRL*	-	-	0.061
José Ramón Romero Rodríguez	Kiing Slot SRL*	-	-	0.061
José Ramón Romero Rodríguez	Codere Finance (Luxembourg), S,A,*	-	-	0.091
José Ramón Romero Rodríguez	Administradora Mexicana de Hipódromo S,A, C,V,*	Director	-	0.045
José Ramón Romero Rodríguez	Calle Entretenimiento las Américas SA CV*	-	-	0.045

			% STAKE	
DIRECTOR	COMPANY	POSITION	DIRECT	INDIRECT
José Ramón Romero Rodríguez	Centro Convenciones las *Américas, S,A, DE C,V,	-	-	0.045
José Ramón Romero Rodríguez	Codere México S,A,*	-	-	0.091
José Ramón Romero Rodríguez	Entretenimiento Recreativo S,A,*	Director	-	0.045
José Ramón Romero Rodríguez	Entretenimiento Virtual, S,A, DE C,V,*	-	-	0.045
José Ramón Romero Rodríguez	Grupo Inverjuego, S,A,*	-	-	0.046
José Ramón Romero Rodríguez	Hotel entretenimiento las Américas SA CV*	Director	-	0.045
José Ramón Romero Rodríguez	Impulsora Centros de Entretenimiento las Américas SA CV*	Director	-	0.045
José Ramón Romero Rodríguez	Impulsora Recrativa Entretenimiento AMH SA CV*	-	-	0.042
José Ramón Romero Rodríguez	Juegamax de las Américas SA DE CV *	-	-	0.022
José Ramón Romero Rodríguez	Mio Games S,A, C,V,*	-	-	0.068
José Ramón Romero Rodríguez	Promociones Recreativas Mexicanas S,A, DE CV SOFOM ENR*	-	-	0.091
José Ramón Romero Rodríguez	Promojuegos de Mexico, S,A,*	-	-	0.091
José Ramón Romero Rodríguez	Recreativos Codere S,A, DE C,V,*	-	-	0.091
José Ramón Romero Rodríguez	Recreativos Marina, S,A,*	-	-	0.047
José Ramón Romero Rodríguez	Servicios Compartidos en Factor Humano SA CV *	-	-	0.045
José Ramón Romero Rodríguez	Servicios Administrativos Hipódromo, S,A, C,V,*	-	-	0.045
José Ramón Romero Rodríguez	Coomercializadora Sortijuegos, S,A, DE C,V,*	-	-	0.045
José Ramón Romero Rodríguez	Carrasco Nobile S,A,B DE C,V*	-	-	0.046
José Ramón Romero Rodríguez	Alta Cordillera, S,A,*	-	-	0.091
José Ramón Romero Rodríguez	Codere Panamá, S,A,*	-	-	0.091
José Ramón Romero Rodríguez	Compañía de Recreativos de Panamá SA*	-	-	0.091
			% STAKE	

<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
José Ramón Romero Rodríguez	Hípica de Panamá, S,A,*	-	-	0.091
José Ramón Romero Rodríguez	International Thunderbird Gaming Panama CORP,*	-	-	0.058
José Ramón Romero Rodríguez	Codere Puerto Rico INC,*	-	-	0.091
José Ramón Romero Rodríguez	Codere Uruguay S,A,*	-	-	0.091
José Ramón Romero Rodríguez	Hípica Rioplatense Uruguay S,A,*	-	-	0.046
Luis Javier Martínez Sampedro	Francomar Investments S,A,	Director	12.00	
Luis Javier Martínez Sampedro	Majisa S,A,	-	-	6.00
Luis Javier Martínez Sampedro	Centros de Ocio Familiar S,L,	-	-	2.04
Luis Javier Martínez Sampedro	Promobowling S,A,	-	6.58	4.08
Luis Javier Martínez Sampedro	Planet Bowling España S,A,	-	-	10.66
Luis Javier Martínez Sampedro	Promobowling Levante S,A,	-	-	10.66
Luis Javier Martínez Sampedro	Magic Recreativos S,L,	-	-	7.39
Luis Javier Martínez Sampedro	Zarabowling S,A,	-	-	7.39
Luis Javier Martínez Sampedro	Sunset Bowling S,L,	-	-	10.66
Luis Javier Martínez Sampedro	Recreativos Metropolitanos S,L,	Joint Director	100	1.178
Luis Javier Martínez Sampedro	Majicol	-	-	6.12
Luis Javier Martínez Sampedro	Bingos del Oeste SA*	Director	-	2.537
Luis Javier Martínez Sampedro	Bingos Platenses SA*	Director	-	2.537
Luis Javier Martínez Sampedro	Codere Argentina SA*	Director	-	2.537
Luis Javier Martínez Sampedro	Hípica Rioplatense Argentina SA*	-	-	1.269
Luis Javier Martínez Sampedro	Iberargen SA*	Chairman of the Board	-	2.537
Luis Javier Martínez Sampedro	Interbas S,A,*	Chairman of the Board	-	2.537
Luis Javier Martínez Sampedro	Interjuegos S,A,*	Director	-	2.537
Luis Javier Martínez Sampedro	Intermar Bingos S,A,*	Director	-	2.030
Luis Javier Martínez Sampedro	Itapoan S,A,*	Presidente del Directorio	-	4.26
Luis Javier Martínez Sampedro	Nanos S,A,*	Chairman of the Board	-	2.537

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
Luis Javier Martínez Sampedro	San Jaime S,A,*	Director	-	2.537
Luis Javier Martínez Sampedro	Codere Brasil Ltda*	-	-	2.537
Luis Javier Martínez Sampedro	Codere Chile Ltda*	-	-	2.537
Luis Javier Martínez Sampedro	Bingos Codere SA*	-	-	2.537
Luis Javier Martínez Sampedro	Codere Colombia SA*	-	-	2.537
Luis Javier Martínez Sampedro	Intersare SA*	-	0.1	1.519
Luis Javier Martínez Sampedro	Codere Asesoría SA*	-	-	2.403
Luis Javier Martínez Sampedro	Codere Barcelona SA*	-	-	2.537
Luis Javier Martínez Sampedro	Automáticos Leman SL*	-	-	0.343
Luis Javier Martínez Sampedro	Automáticos Mendoza SL*	-	-	1.269
Luis Javier Martínez Sampedro	C-F8 S,L,*	-	-	1.903
Luis Javier Martínez Sampedro	Cartaya SA*	-	-	2.537
Luis Javier Martínez Sampedro	Codere América SL*	Joint Director	-	2.537
Luis Javier Martínez Sampedro	Codere Apuestas España SL*	-	-	2.537
Luis Javier Martínez Sampedro	Codere Apuestas SA*	-	-	2.537
Luis Javier Martínez Sampedro	Codere Apuestas Navarra SAU*	-	-	2.537
Luis Javier Martínez Sampedro	Codere Distribuciones SL*	-	-	2.537
Luis Javier Martínez Sampedro	Codere España SL*	-	-	2.537
Luis Javier Martínez Sampedro	Codere Gandía SL*	-	-	1.269
Luis Javier Martínez Sampedro	Codere Girona SA*	-	-	1.691
Luis Javier Martínez Sampedro	Codere Guadalajara SA*	-	-	1.269
Luis Javier Martínez Sampedro	Codere Huesca SL*	-	-	1.294
Luis Javier Martínez Sampedro	Codere Interactiva SL*	-	-	2.283
Luis Javier Martínez Sampedro	Codere Internacional SL*	Joint Director	-	2.537
Luis Javier Martínez Sampedro	Codere Logroño SL*	-	-	1.904
Luis Javier Martínez Sampedro	Codere Madrid SA*	-	-	2.537

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
Luis Javier Martínez Sampedro	Codere Navarra SL*	-	-	1.269
Luis Javier Martínez Sampedro	Codere Valencia SA*	-	-	2.403
Luis Javier Martínez Sampedro	Colonder SA*	-	-	2.537
Luis Javier Martínez Sampedro	Comercial Yontxa SA*	-	-	1.294
Luis Javier Martínez Sampedro	Desarrollo Online Juegos Regulados SA*	Chairman of the Board – Joint Director	-	2.156
Luis Javier Martínez Sampedro	El Portalón SL*	-	-	1.269
Luis Javier Martínez Sampedro	Garaipen Victoria Apustuak SL*	-	-	1.870
Luis Javier Martínez Sampedro	Gistra SL*	-	-	1.202
Luis Javier Martínez Sampedro	J,M,Quero S,A,*	-	-	2.537
Luis Javier Martínez Sampedro	JPVMatic 2005 S,L,*	-	-	2.537
Luis Javier Martínez Sampedro	Juego de Bingo S,A,*	-	-	2.537
Luis Javier Martínez Sampedro	Mepe, S,A,*	-	-	1.269
Luis Javier Martínez Sampedro	Misuri S,A,*	-	-	2.537
Luis Javier Martínez Sampedro	Nididem S,L,*	-	-	2.537
Luis Javier Martínez Sampedro	Oper Sherka S,L,*	-	-	1.294
Luis Javier Martínez Sampedro	Operibérica S,A,*	-	-	2.537
Luis Javier Martínez Sampedro	Operoeste S,A,*	-	-	1.269
Luis Javier Martínez Sampedro	Primer Continente SL*	-	-	1.269
Luis Javier Martínez Sampedro	Recreativos ACR, S,L,*	-	-	1.269
Luis Javier Martínez Sampedro	Recreativos Cósmicos, S,L,*	-	-	2.537
Luis Javier Martínez Sampedro	Recreativos Mae, S,L,*	-	-	2.537
Luis Javier Martínez Sampedro	Recreativos Obelisco S,L,*	-	-	1.538
Luis Javier Martínez Sampedro	Recreativos Populares S,L,*	-	-	1.903
Luis Javier Martínez Sampedro	Recreativos Ruan S,A,*	-	-	1.202
Luis Javier Martínez Sampedro	Red Aeam S,A,*	-	-	2.537
Luis Javier Martínez	Resti y Cia, S,L,*	-	-	1.269

Sampedro				
			% STAKE	
<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
Luis Javier Martínez Sampedro	Resur Cadiz S,L,*	-	-	1.269
Luis Javier Martínez Sampedro	Rospay, S,L,*	-	-	1.269
Luis Javier Martínez Sampedro	Sigirec S,L,*	-	-	1.904
Luis Javier Martínez Sampedro	Super Pik S,L,*	-	-	1.903
Luis Javier Martínez Sampedro	Bingo Oasis S,R,L,*	-	-	2.537
Luis Javier Martínez Sampedro	Bingo Re S,R,L,*	-	-	2.537
Luis Javier Martínez Sampedro	Bintegral S,P,A,*	-	-	2.537
Luis Javier Martínez Sampedro	Codematica SRL,*	-	-	2.537
Luis Javier Martínez Sampedro	Codere Gaming Italia SRL,*	-	-	2.537
Luis Javier Martínez Sampedro	Codere Italia SPA,*	-	-	2.537
Luis Javier Martínez Sampedro	Codestrada SRL,*	-	-	2.537
Luis Javier Martínez Sampedro	Cristaltec SRL*	-	-	1.294
Luis Javier Martínez Sampedro	FG Slot Service SRL*	-	-	1.395
Luis Javier Martínez Sampedro	Formula Bingo Spa*	-	-	0.37
Luis Javier Martínez Sampedro	Formula Giochi Spa in liquidazione*	-	-	0.84
Luis Javier Martínez Sampedro	Gaming New SRL,*	-	-	2.537
Luis Javier Martínez Sampedro	Gestioni Marconi S,R,L,*	-	-	2.537
Luis Javier Martínez Sampedro	Giomax S,R,L,*	-	-	2.537
Luis Javier Martínez Sampedro	Immobilgest S,R,L,*	-	-	2.537
Luis Javier Martínez Sampedro	Maxibingo S,R,L,*	-	-	2.537
Luis Javier Martínez Sampedro	Operbingo Italia S,P,A,*	-	-	2.537
Luis Javier Martínez Sampedro	Opergames S,R,L,*	-	-	2.537
Luis Javier Martínez Sampedro	Opergiochi Italia SRL,*	-	-	2.537
Luis Javier Martínez Sampedro	Operinvestments S,R,L,*	-	-	2.537
Luis Javier Martínez Sampedro	Operslots S,R,L,*	-	-	2.537
Luis Javier Martínez	Palace Bingo , SRL*	-	-	2.537

Sampedro				
			% STAKE	
<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
Luis Javier Martínez Sampedro	Parisienne, SRL*	-	-	2.537
Luis Javier Martínez Sampedro	Codere Network SPA*	-	-	2.537
Luis Javier Martínez Sampedro	Seven Cora, SRL,*	-	-	1.522
Luis Javier Martínez Sampedro	Vasa e Azzena Service S,R,L,*	-	-	1.294
Luis Javier Martínez Sampedro	Vegas S,R,L,*	-	-	2.537
Luis Javier Martínez Sampedro	Winner Bet, SRL*	-	-	2.537
Luis Javier Martínez Sampedro	Codere Interattiva Italia SRL*	-	-	2.413
Luis Javier Martínez Sampedro	King Bingo SRL*	-	-	1.700
Luis Javier Martínez Sampedro	Kiing Slot SRL*	-	-	1.700
Luis Javier Martínez Sampedro	Codere Finance (Luxembourg), S,A,*	-	-	2.537
Luis Javier Martínez Sampedro	Administradora Mexicana de Hipódromo S,A, C,V,*	-	-	1.243
Luis Javier Martínez Sampedro	Calle Entretenimiento las Américas SA CV*	-	-	1.243
Luis Javier Martínez Sampedro	Centro Convenciones las *Américas, S,A, DE C,V,	-	-	1.243
Luis Javier Martínez Sampedro	Codere México S,A,*	Account management	-	2.537
Luis Javier Martínez Sampedro	Entretenimiento Recreativo S,A,*	-	-	1.243
Luis Javier Martínez Sampedro	Entretenimiento Virtual, S,A, DE C,V,*	-	-	1.243
Luis Javier Martínez Sampedro	Grupo Inverjuego, S,A,*	-	-	1.269
Luis Javier Martínez Sampedro	Hotel entretenimiento las Américas SA CV*	-	-	1.243
Luis Javier Martínez Sampedro	Impulsora Centros de Entretenimiento las Américas SA CV*	-	-	1.243
Luis Javier Martínez Sampedro	Impulsora Recrativa Entretenimiento AMH SA CV*	-	-	1.180
Luis Javier Martínez Sampedro	Juegamax de las Américas SA DE CV *	-	-	0.616
Luis Javier Martínez Sampedro	Mio Games S,A, C,V,*	-	-	1.890
Luis Javier Martínez Sampedro	Promociones Recreativas Mexicanas S,A, DE CV SOFOM	-	-	2.537

	ENR*			
			% STAKE	
<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
Luis Javier Martínez Sampedro	Promojuegos de Mexico, S,A,*	-	-	2.534
Luis Javier Martínez Sampedro	Recreativos Codere S,A, DE C,V,*	-	-	2.537
Luis Javier Martínez Sampedro	Recreativos Marina, S,A,*	-	-	1.319
Luis Javier Martínez Sampedro	Servicios Compartidos en Factor Humano SA CV *	-	-	1.243
Luis Javier Martínez Sampedro	Servicios Administrativos Hipódromo, S,A, C,V,*	-	-	1.243
Luis Javier Martínez Sampedro	Coomercializadora Sortijuegos, S,A, DE C,V,*	-	-	1.243
Luis Javier Martínez Sampedro	Carrasco Nobile S,A,B DE C,V*	-	-	1.294
Luis Javier Martínez Sampedro	Alta Cordillera, S,A,*	Chairman of the Board	-	2.537
Luis Javier Martínez Sampedro	Codere Panamá, S,A,*	Chairman of the Board	-	2.537
Luis Javier Martínez Sampedro	Compañía de Recreativos de Panamá SA*	Chairman of the Board	-	2.537
Luis Javier Martínez Sampedro	Hípica de Panamá, S,A,*	Chairman of the Board	-	2.537
Luis Javier Martínez Sampedro	International Thunderbird Gaming Panama CORP,*	Chairman of the Board	-	1.614
Luis Javier Martínez Sampedro	Codere Puerto Rico INC,*	-	-	2.537
Luis Javier Martínez Sampedro	Codere Uruguay S,A,*	-	-	2.537
Luis Javier Martínez Sampedro	Hípica Rioplatense Uruguay S,A,*	-	-	1.269
Joseph Zappala	Tucson Greyhound Park	Chairman	80	
Joseph Zappala	Bingos del Oeste SA*	-	-	0.506
Joseph Zappala	Bingos Platenses SA*	-	-	0.506
Joseph Zappala	Codere Argentina SA*	-	-	0.506
Joseph Zappala	Hípica Rioplatense Argentina SA*	-	-	0.253
Joseph Zappala	Iberargen SA*	-	-	0.506
Joseph Zappala	Interbas S,A,*	-	-	0.506
Joseph Zappala	Interjuegos S,A,*	-	-	0.506
Joseph Zappala	Intermar Bingos S,A,*	-	-	0.405
Joseph Zappala	Itapoan S,A,*	-	-	0.414
Joseph Zappala	Nanos S,A,*	-	-	0.506
Joseph Zappala	San Jaime S,A,*	-	-	0.506
Joseph Zappala	Codere Brasil Ltda*	-	-	0.506
Joseph Zappala	Codere Chile Ltda*	-	-	0.506



DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
Joseph Zappala	Bingos Codere SA*	-	-	0.506
Joseph Zappala	Codere Colombia SA*	-	-	0.506
Joseph Zappala	Intersare SA*	-	-	0.303
Joseph Zappala	Codere Asesoría SA*	-	-	0.479
Joseph Zappala	Codere Barcelona SA*	-	-	0.506
Joseph Zappala	Automáticos Lemán SL*	-	-	0.068
Joseph Zappala	Automáticos Mendoza SL*	-	-	0.253
Joseph Zappala	C-F8 S,L,*	-	-	0.380
Joseph Zappala	Cartaya SA*	-	-	0.506
Joseph Zappala	Codere América SL*	-	-	0.506
Joseph Zappala	Codere Apuestas España SL*	-	-	0.506
Joseph Zappala	Codere Apuestas SA*	-	-	0.506
Joseph Zappala	Codere Apuestas Navarra SAU*	-	-	0.506
Joseph Zappala	Codere Distribuciones SL*	-	-	0.506
Joseph Zappala	Codere España SL*	-	-	0.506
Joseph Zappala	Codere Gandía SL*	-	-	0.253
Joseph Zappala	Codere Girona SA*	-	-	0.337
Joseph Zappala	Codere Guadalajara SA*	-	-	0.253
Joseph Zappala	Codere Huesca SL*	-	-	0.258
Joseph Zappala	Codere Interactiva SL*	-	-	0.455
Joseph Zappala	Codere Internacional SL*	-	-	0.506
Joseph Zappala	Codere Logroño SL*	-	-	0.380
Joseph Zappala	Codere Madrid SA*	-	-	0.506
Joseph Zappala	Codere Navarra SL*	-	-	0.253
Joseph Zappala	Codere Valencia SA*	-	-	0.479
Joseph Zappala	Colonder SA*	-	-	0.506
Joseph Zappala	Comercial Yontxa SA*	-	-	0.258
Joseph Zappala	Desarrollo Online Juegos Regulados SA*	-	-	0.430
Joseph Zappala	El Portalón SL*	-	-	0.253
Joseph Zappala	Garaipen Victoria Apustuak SL*	-	-	0.373
Joseph Zappala	Gistra SL*	-	-	0.240
Joseph Zappala	J,M,Quero S,A,*	-	-	0.506
Joseph Zappala	JPVMatic 2005 S,L,*	-	-	0.506
Joseph Zappala	Juego de Bingo S,A,*	-	-	0.506
Joseph Zappala	Mepe, S,A,*	-	-	0.253
Joseph Zappala	Misuri S,A,*	-	-	0.506
Joseph Zappala	Nididem S,L,*	-	-	0.506
Joseph Zappala	Oper Sherka S,L,*	-	-	0.258
Joseph Zappala	Operibérica S,A,*	-	-	0.506
Joseph Zappala	Operoeste S,A,*	-	-	0.253
Joseph Zappala	Primer Continente SL*	-	-	0.253
Joseph Zappala	Recreativos ACR, S,L,*	-	-	0.253

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
Joseph Zappala	Recreativos Cósmicos, S,L,*	-	-	0.506
Joseph Zappala	Recreativos Mae, S,L,*	-	-	0.506
Joseph Zappala	Recreativos Obelisco S,L,*	-	-	0.307
Joseph Zappala	Recreativos Populares S,L,*	-	-	0.380
Joseph Zappala	Recreativos Ruan S,A,*	-	-	0.240
Joseph Zappala	Red Aeam S,A,*	-	-	0.506
Joseph Zappala	Resti y Cia, S,L,*	-	-	0.253
Joseph Zappala	Resur Cadiz S,L,*	-	-	0.253
Joseph Zappala	Rospay, S,L,*	-	-	0.253
Joseph Zappala	Sigirec S,L,*	-	-	0.380
Joseph Zappala	Super Pik S,L,*	-	-	0.380
Joseph Zappala	Bingo Oasis S,R,L,*	-	-	0.506
Joseph Zappala	Bingo Re S,R,L,*	-	-	0.506
Joseph Zappala	Bintegral S,P,A,*	-	-	0.506
Joseph Zappala	Codematica SRL,*	-	-	0.506
Joseph Zappala	Codere Gaming Italia SRL,*	-	-	0.506
Joseph Zappala	Codere Italia SPA,*	-	-	0.506
Joseph Zappala	Codestrada SRL,*	-	-	0.506
Joseph Zappala	Cristaltec SRL*	-	-	0.258
Joseph Zappala	FG Slot Service SRL*	-	-	0.278
Joseph Zappala	Formula Bingo Spa*	-	-	0.007
Joseph Zappala	Formula Giochi Spa in liquidazione*	-	-	0.016
Joseph Zappala	Gaming New SRL,*	-	-	0.506
Joseph Zappala	Gestioni Marconi S,R,L,*	-	-	0.506
Joseph Zappala	Giomax S,R,L,*	-	-	0.506
Joseph Zappala	Immobilgest S,R,L,*	-	-	0.506
Joseph Zappala	Maxibingo S,R,L,*	-	-	0.506
Joseph Zappala	Operbingo Italia S,P,A,*	-	-	0.506
Joseph Zappala	Opergames S,R,L,*	-	-	0.506
Joseph Zappala	Opergiochi Italia SRL,*	-	-	0.506
Joseph Zappala	Operinvestments S,R,L,*	-	-	0.506
Joseph Zappala	Operslots S,R,L,*	-	-	0.506
Joseph Zappala	Palace Bingo , SRL*	-	-	0.506
Joseph Zappala	Parisiene, SRL*	-	-	0.506
Joseph Zappala	Codere Network SPA*	-	-	0.506
Joseph Zappala	Seven Cora, SRL,*	-	-	0.304
Joseph Zappala	Vasa e Azzena Service S,R,L,*	-	-	0.258
Joseph Zappala	Vegas S,R,L,*	-	-	0.506
Joseph Zappala	Winner Bet, SRL*	-	-	0.506
Joseph Zappala	Codere Interattiva Italia SRL*	-	-	0.481
Joseph Zappala	King Bingo SRL*	-	-	0.339
Joseph Zappala	Kiing Slot SRL*	-	-	0.339

DIRECTOR	COMPANY	POSITION	% STAKE	
			DIRECT	INDIRECT
Joseph Zappala	Codere Finance (Luxembourg), S,A,*	-	-	0.506
Joseph Zappala	Administradora Mexicana de Hipódromo S,A, C,V,*	-	-	0.248
Joseph Zappala	Calle Entretenimiento las Américas SA CV*	-	-	0.248
Joseph Zappala	Centro Convenciones las *Américas, S,A, DE C,V,	-	-	0.248
Joseph Zappala	Codere México S,A,*	-	-	0.506
Joseph Zappala	Entretenimiento Recreativo S,A,*	-	-	0.248
Joseph Zappala	Entretenimiento Virtual, S,A, DE C,V,*	-	-	0.248
Joseph Zappala	Grupo Inverjuego, S,A,*	-	-	0.253
Joseph Zappala	Hotel entretenimiento las Américas SA CV*	-	-	0.248
Joseph Zappala	Impulsora Centros de Entretenimiento las Américas SA CV*	-	-	0.248
Joseph Zappala	Impulsora Recrativa Entretenimiento AMH SA CV*	-	-	0.235
Joseph Zappala	Juegamax de las Américas SA DE CV *	-	-	0.123
Joseph Zappala	Mio Games S,A, C,V,*	-	-	0.377
Joseph Zappala	Promociones Recreativas Mexicanas S,A, DE CV SOFOM ENR*	-	-	0.506
Joseph Zappala	Promojuegos de Mexico, S,A,*	-	-	0.505
Joseph Zappala	Recreativos Codere S,A, DE C,V,*	-	-	0.506
Joseph Zappala	Recreativos Marina, S,A,*	-	-	0.263
Joseph Zappala	Servicios Compartidos en Factor Humano SA CV *	-	-	0.248
Joseph Zappala	Servicios Administrativos Hipódromo, S,A, C,V,*	-	-	0.248
Joseph Zappala	Coomercializadora Sortijuegos, S,A, DE C,V,*	-	-	0.248
Joseph Zappala	Carrasco Nobile S,A,B DE C,V*	-	-	0.258
Joseph Zappala	Alta Cordillera, S,A,*	-	-	0.506
Joseph Zappala	Codere Panamá, S,A,*	-	-	0.506
Joseph Zappala	Compañía de Recreativos de	-	-	0.506

	Panamá SA*			
			% STAKE	
<b>DIRECTOR</b>	<b>COMPANY</b>	<b>POSITION</b>	<b>DIRECT</b>	<b>INDIRECT</b>
Joseph Zappala	Hípica de Panamá, S,A,*	-	-	0.506
Joseph Zappala	International Thunderbird Gaming Panama CORP,*	-	-	0.322
Joseph Zappala	Codere Puerto Rico INC,*	-	-	0.506
Joseph Zappala	Codere Uruguay S,A,*	-	-	0.506
Joseph Zappala	Hípica Rioplatense Uruguay S,A,*	-	-	0.253

## **CONSOLIDATED MANAGEMENT REPORT**

## **CODERE S.A. AND SUBSIDIARIES**

### **2010 CONSOLIDATED MANAGEMENT REPORT**

#### ***Evolution of the businesses of the Group***

During 2010 Codere results shows a continuous growth in the three main markets, Argentina, Mexico and Spain AWP.

Investments in 2010 were €141.3 millions compared to €86 millions in 2009, mainly due to the purchase of 6 casinos in Panama and the growth of the park and halls in Argentina, Mexico and Italy.

Some highlights of the fiscal year are:

- *Acquisition of 50% stake of Codere Apuestas España , S.L.*

On January 20, 2010 Codere acquired William Hill's 50% stake in the company Codere Apuestas España S.L. William Hill decided to focus its international sports betting strategy on the internet via William Hill Online with its withdrawal from the joint venture. Codere Group reinforces its commitment with the sports betting in Spain.

- *Caliente Transaction*

On July 16, 2010, we signed definitive documentation with Grupo Caliente to restructure our previous contractual relationship. This agreement is subject to Cofeco approval, that the Group have not received yet, and its content is described in Note 4 of the Annual Report:

According to the Board of Directors, the Management and the legal advisors of Codere, COFECO approval will be obtained without significant changes regarding agreement signed between the parties.

- *Acquisition of 63,63% stake of Internacional Thunderbird Gaming (Panama) Corporation*

On August 19, 2010, following receipt of regulatory approvals, we completed the previously announced on March 15, 2010 purchase of Thunderbird Resorts Inc.'s 63.63% stake Thunderbird Gaming (Panamá) Corporation. This company operates six casinos in Panama under the brand name Fiesta.

- *Acquisition of Italian bingo and gaming hall operated under the "Royal" brand*

In October 2010 we closed the acquisition of a majority stake in a bingo and a gaming hall operated under the "Royal" brand.

#### ***Financial results of the Grupo***

##### *Operating revenue*

Operating revenue increased by €158.6 million, or 16.4%, to €1,126.5 million in 2010 from €967.9 million in 2009.

The increase was principally attributable to: Argentina (€109.1 million) due to an increase in the net win per machine per day and in the number of machines installed, and the absence of the revenue decrease registered in 2009 due to the impact of the H1N1 virus in Q3 2009, partially offset by the losses on the foreign exchange contracts which matured during the period; Mexico (€26.2 million) due to the appreciation of the Mexican peso against the euro compared to 2009, the absence of the revenue decrease registered in 2009 due to the impact of the H1N1 virus in Q2 2009 and the increase in the machine portfolio, partially offset by the losses on the foreign exchange contracts which matured during the period, and the lower sales to Caliente; Panama (€14.3 million) due to

the consolidation of the six casinos acquired (beginning September 1, 2010), the appreciation of the US dollar against the euro compared to 2009, partially compensated by the temporary closure of Casino Colon (June 1, 2009 to September 25, 2010); Italy (€6.7 million) due to the increase in net win per machine per day, the consolidation of the Caserta hall (beginning October 2010), and the roll-out of the VLTs (beginning October 2010), partially offset by a decrease in bingo revenues as a result of an increase in the prize payout (revenues are net of prizes). This increase was partially offset by a decrease in Spain AWP (€4.8 million) due to the decrease in the portfolio installed, and to a lesser extent, to the decrease in the number of machines sold to third parties

#### Operating Expenses

Operating expenses increased by €139.2 million, or 16.4%, to €986.2 million in 2010 from €847.0 million in 2009.

The increase was principally attributable to: Argentina (€86.1 million) principally due to the increase in gaming taxes associated with the increased commercial activity and the canon tax surcharge associated with the renewals of La Plata, Puerto and San Martin, to higher operating costs related to the increase in the number of machines installed, including personnel, and inflation, and to the appreciation of the Argentine peso against the euro compared to the comparable period in 2009; Mexico (€22.9 million) due to the appreciation of the Mexican peso and the increase in installed capacity in ICELA and Promojuegos, partially compensated by the lower sales to Caliente; Panama (€21.5 million) due primarily to the consolidation of the six casinos acquired, the appreciation of the U.S. dollar against the euro, the increase in gaming tax beginning in Q1 2010 and the €4.0 million non-recurring charges recorded in the period; and Spain Sports Betting (€10.7 million) due primarily to the consolidation of 100% of the business, compared to 50% in 2009 and to the increase in the number of betting locations, including the roll-out in Navarra (beginning in October 2010). The increase was partially offset by the decrease in costs in: Spain AWP (€12.6 million) due to cost reduction initiatives (including the absence of non-recurring charges associated with the restructurings recorded in 2009), a decrease in gaming taxes associated with the decrease in the number of machines installed, and the reduction in the number of machines sold to third parties; Colombia (€11.7 million) due to the absence of a €14.0 million impairment charge recorded in Q4 2009, partially compensated by the appreciation of the Colombian peso against the euro.

#### Gains or losses on asset disposals or acquisitions

Results on asset disposals or acquisitions increased from a loss of €4.7 million in 2009 to a gain of €3.5 million in 2010 primarily as a result of the consolidation of 100% of the Sports Betting business (€7.5 million) following the purchase of William Hill's 50% stake in January 2010.

#### Operating Profit

Operating profit increased by €27.6 million, or 23.8%, to €143.8 million in 2010 from €116.2 million in 2009. Operating margin increased to 12.8% in 2010 from 12.0% in 2009.

### EBITDA

EBITDA increased by €10.0 million, or 4.3%, to €241.1 million in 2010 from €231.1 million in 2009. The increase in EBITDA was principally attributable to operations in Argentina, Mexico, Spain AWP and Panama

### Financial Revenues

Financial revenues in 2010 increased by €1.0 million, or 13.0%, to €8.7 million from €7.7 million in 2009.

### Financial Expenses

Financial expenses increased by €1.8 million, or 2.4%, to €78.0 million in 2010 from €76.2 million in 2009. The increase was principally attributable to: the interest accrued on the €100 million Senior Notes issued in July 2010, costs associated with the early cancellation of the Senior Credit Facility; to the absence of €2.5 million in non-recurring, non-cash charge recorded in 2009 in Spain AWP, and financial expenses associated with the debt assumed in the acquisition of the six casinos in Panama (consolidated beginning September 2010).

### Exchange gains (losses), net

Exchange gains (losses), which reflect the impact of changes in exchange rates on balances in foreign currencies, decreased by €9.0 million to a gain of €1.0 million in 2010, from €10.0 million in 2009 due to absence, in 2010, of the volatility of the Argentine and Mexican pesos against the US dollar in 2009.

### Corporate Income Tax

Corporate income tax increased by €8.8 million to €45.4 million in 2010 from €36.6 million in 2009 mainly due to the absence, in 2010, of the positive effect of the activation of NOLs in Mexico and Italy recorded in 2009

### Net Income

As a result of the foregoing, net income increased by €10.2 million, or 53.4%, to €29.3 million in 2010 from €19.1 million in 2009.

### ***Forseeable evolution of the Group***

For the fiscal year 2011, the Group plans to continue the growth strategy that has been developed.

In Argentina it is expected a growth as a result of the increase in net wins per machine per day due to the continuous implementation of TITO and other "coinless" system and the growth of the park.

In Mexico it is expected a growth derived from the increase of the park, the adaptation of halls to comply with the antitobacco regulation, continuous deployment of Class III machines, and the consolidation of halls purchased following Caliente transaction (assuming COFECO approval).

In Spain, it is expected a slight decrease in the business mainly due to the antitobacco regulation since January 2011.

In Italy, it is expected an increase in the business, in the machines and bingo operations due to the deployment of the new machines (video lotteries) and the higher number of bingo halls.



### **Main risks for the Group**

The main risks in business for the Group include but are not limited to, on the one hand, those relating to the gaming sector in which we operate (regulatory risk as this is an intensively regulated sector, risk of public perception of the gaming sector, risk of increase in competition) and on the other, those specific to Codere (political, economic and monetary risks associated with international operations, risks of litigation, risks deriving from the indebtedness of the company, risks of dependence on third parties as we do not own some of the gaming licences that we operate, risks deriving from the growth strategy, risk of concentration on the supply of slot machines in Spain, risks of incapacity for offering safe gaming products and maintenance of integrity and security of the business lines, and the risk of operating in a joint venture with third parties in some of our operations).

For a more detailed description of the Company's main risks, please refer to the corresponding Notes of the Consolidated Annual Accounts.

### **Information required by article 116 bis of the Securities Market Act**

- a. The structure of the capital, including securities which are not negotiated in a community regulated market, with an indication of the different kinds of shares and, for each kind of shares, the rights and obligations conferred and the percentage of the corporate capital that it represents.**

As of December 31, 2010 the corporate capital is ELEVEN MILLION SEVEN THOUSAND TWO HUNDRED NINETY FOUR EUROS (€11,007,294) represented by 55,036,470 shares of twenty euro cents (0.20€) of nominal value each.

All the shares have an only class and they are represented by book entries, fully subscribed and paid, and they confer to their holder the condition of shareholder giving them all rights recognised by law and articles of incorporation.

- b. Any restriction on the transferability of securities**

The articles of incorporation of Codere S.A. establish restrictions on the transferability of securities

- c. Significant holdings in the capital, direct or indirect.**

It is important to highlight that Royal Decree 1362/2007, that expands provisions of Law 24/1988 of 28 July 1988, on stock market, continues the regulatory process concerning requirements of transparency related to information on issuers whose securities are accepted in negotiation in an official secondary market. It takes into account that accurate, complete and punctual information about issuers promotes investor confidence and makes possible the informed valuation of their performance and assets.

Section 23.1 of the above mentioned Royal Decree, establishes some situations in which the shareholder has to communicate the issuers and the CNMV (Spanish Stock Market Regulator) the transfer of shares of the company; when the shareholder's stake reach, exceed or reduce del 3%, 5%, 10%, 15%, 20%, 25%, 30%, 35%, 40%, 45%, 50%, 60%, 70%, 75%, 80% and 90% as a result of certain operations.

According to this, significant shareholders who informed to Codere S.A as of December 31, 2010 are the following:

Shareholder	Number of direct votes	Number of indirect votes	% of total votes
José Antonio Martínez Sampedro	6,838,261	28,259,088	63,771 %
Masampe Holding B,V,	28,259,088		51,346%
Noonday Asset Management LLP		2,754,908	5,006%

**d. Any restriction on the right to vote;**

There are neither legal restrictions nor restrictions imposed by the articles on the voting rights.

**e. Para-corporate agreements;**

Currently no para-corporate agreements, which affect the company in accordance with the provisions of article 519 of Royal Decree 1/2010 of the Capital Companies Act

**f. The rules applicable to the appointment and replacement of the members of the organ of governance and the amendment of the company's Articles of Association;**

Appointment

Article 14, sections 1, 2 and 3 of Codere's Articles of Incorporation establish that the company will be ruled and managed by the Board of Directors, formed by a number of member never lower than four or higher than 15, chosen by the Shareholders Annual Meeting. Members can be a physical person or a legal entity.

At the same time it is established that the Board of Directors decides among the Directors their corresponding position. Directors will hold their position during six years and they can be reelected for new terms.

According to the above mentioned, on section 7 of the article 7 of the Regulations for the General Meetings of Shareholders, it is specified in section a) that is competence of that body to determine the number of administrator necessary for the management of the company as well as appoint and divide the member of it.

Finally, there are regulations related to the appointment of the management in articles 1, 2 and 3 of the Regulation of the Board of Directors in which apart from determine the number of directors according to the above mentioned, it is established that people appoint Director have to commit conditions required by Law and Articles of Incorporation and those that appear in the Regulations of the Board. At the same time it is stated that the Board of Directors endeavors to have three type of directors (executive, shareholder and independent).

Sustitution or replacement

In addition, Article 3 of the Regulations of the Board of Directors considers the situations when directors have to tender their resignation or can be dismissed. Those situations are the following:

- Directors will resign for the legal od statutory causes established.
- Shareholder Directors will tender their resignation when the shareholders they represent entirely sell their stake or reduce it to levels that demand a reduction of Shareholder directors.
- Independant Directors can be resigned due to fair cause that is, when the directors fail to comply with their duties linked to their position or any circumstances makes no possible their

classification as independent. In addition they can be resigned when a takeover bid, merger or any similar operation among companies occurs.

Directors have to resign in the case they can affect credibility and reputation of the company.

Article 24 section 15 of the Articles of Incorporation of Codere S.A. also states that the Board of Directors will accept the resignation of Directors and if there are vacancies during the period they were appointed, it will appoint among its shareholders new member until the date of the following Shareholder General Meeting.

Amendment to the Articles of Association.

With regard to the amendment of the company's Articles of Association, this will be governed by the provisions of the applicable legislation in force.

As exception, article 19 of the Articles of Incorporation anticipates that change, merger or split agreements in the company, the dissolution of it according to article 260.1.1º of the Limited companies Act and the amendment of article 19 of the articles of Incorporation will always the positive vote of 75% of stake present or represented in the Meeting.

**g. The powers of the members of the Board of Directors and, in particular, those related to the possibility of issuing or repurchasing shares.**

The company, Codere S.A., appointed as Managing Director, Mr. José Antonio Martínez Sampedro, to whom all the legal powers of the Board of Directors that were delegable by the articles were delegated.

Likewise, Codere, S.A. has granted in favour of Ms. Encarnación Martínez Sampedro and Mr. Luis Javier Martínez Sampedro general powers without the power of substitution. This powers were approved by the Board of Directors and registered at the Company Registry.

Except for that which has already been set out, the members of the Board of Directors of Codere S.A. considered individually lack the power of attorney to issue or repurchase shares of the company, and powers of attorney of any other kind.

Additionally in the Shareholder General Meeting of June 10, 2010 the following agreements were approved.

*"FOURTH.- Authorization for the purchase of own shares, directly or through the companies of the Group.*

*1. Eliminate, in the part that is not being used, the authorisation for the purchase of own shares conferred under the fifth point of the agenda in the Shareholders General Meeting held on July 25, 2009, authorize, according to current regulations, derivative acquisition, any time all the necessary times, by Codere S.A. directly or through any of its subsidiaries, of fully paid shares by the sale or for consideration.*

*Minimum price or consideration is the nominal value of the acquired own shares and maximum the result of increasing a 20% of the quoted value as of the date of the acquisition.*

*This is an eighteen-month authorization since the date of this meeting. It is subject to the limitation that nominal value of the own shares acquired added to those that Codere S.A. or any of its subsidiaries already have, can never exceed the maximum authorized by law.*

*It is expressly stated that this authorization can be totally or partially used for the purchase of own shares in order to be delivered or transferred to Advisors, Executives, and workers of the company or its subsidiaries, directly or through the options rights, regarding the quote price of Codere S.A. according to Art. 75 of the Unlimited Liability companies Act*

*2. Authorize the Board of Directors, in all fields, to give the authorization mentioned herein and develop provisions herein. This faculty can be delegated to any Director, the Secretary or the Vice Secretary of the Board or any other personseht oard gives powers to do it.*

*FIFTH: Delegate to the Board for a five-year term the faculty to issue obligations, Notes, IOUs and other values that recognized or create a debt, as well as preferential stake or similar values,*

*guarantee the issuance of those values by subsidiaries of the Group and apply for their admission to negotiate in secondary markets.*

*Delegate to the Board of Directors the faculty to issue negotiable values, according to general regulations related to issuance of obligations and according to article 319 of The Registry of Companies Regulations and similar regulation, complying with the following:*

- 1. Negotiable values referred can be obligations, bonds, notes, IOUs and any others that recognize or create a debt as well as preferential stake or similar.*
- 2. The issuance of them can be made one or several times within the (5) five-year term since the date of this release.*
- 3. The total maximum nominal amount of the issuance or issuances of values agreed under conditions herein can never exceed the amount of one thousand million euros (€1,000,000,000) or its equivalent in different currencies.*
- 4. The delegation of powers will be extendable as far as it is required by law: (i) fix different aspects and conditions of each issuance, including by way of information without limitation, the price of issuance (respecting applicable quantitative limits), mode, that is obligations, bonds, Notes, IOUs and other values that recognize or create a debt, as well as preferential stake or similar values, nominal value of the values, type of issuance, place of issuance, currency, redemption price, interest rate or type of compensation, procedure and dates of coupon payments, or compensation, term and amortization and date of maturity or , perpetual character of values, subordinations clauses, guarantees of issuance, applicable law, representation of values, such as titles, account entries or any other form admitted by law, issue admission and, generally, any other condition of the issuance (including subsequent amendments); and (ii) make all necessary, including everything according to the Stock Market regulation in order to execute specific issuances agreed with this delegation.*
- 5. Board of Directors is likewise authorized to guarantee, on behalf of the Company and in the way it estimates more appropriate, the issuance of values, mentioned in section 1, by subsidiaries of the Group, within the limit established in section 3. This authorization is additional to that debt issue by the subsidiary of the Group Codere Finance (Luxembourg) S.A. and it is guaranteed by Codere S.A. and other subsidiaries of the Group, for a nominal amount as of the date of this release of €660 million.*
- 6. The Board of Directors has the power to apply for admission to trading of the securities issued on secondary markets, official or non official, organized or not, national or foreign according to this delegation. The Board is empowered to make all necessary before the corresponding authorities of the national or foreign stock markets, in order to be listed in those markets. Regarding this, article 27 of the Stock Market Regulations established that when it is applied to be listed after being excluded, this application will be done following the same formalities described in that article and the interest of the issuers who object or do not vote the agreement will be guaranteed by complying with conditions established in the Unlimited Companies Act and similar regulations, all of it established in the above mentioned Stock Market Regulations, and Stock Market Act and dispositions.*
- 7. The Board of directors is authorized to delegate its powers to the President and Managing Director, any other Director or any other person empowered by the Board of Directors who has faculty of substitution"*

- h. The significant agreements made by the company and which come into force, whether they are modified or conclude in the case of change of control of the company as a result of a takeover bid, and their effects, except when their disclosure is seriously damaging for the company. This exception will not be applied when the company is legally obliged to give publicity to this information.**

It is important to highlight the following agreements:

**1.- Senior Facilities Agreement:** On June 15, 2010, Codere S.A. renewed its senior facilities agreement of €100 million with maturity in October 2010. In the new agreement (multi-currency and

multi-borrower) which enables us to draw up to an aggregate principal amount of €120 million, extendable to €180 million with an interest rate of Euribor/Libor +4. 50% and has a term of three years.

**2.- €100 million Senior Notes Offering:** On July 22, 2010, our wholly owned subsidiary, Codere Finance (Luxembourg) issued an additional €100 million 8.25% Senior Notes due 2015 that was fully subscribed on this date. Issue, that was guaranteed by Codere S.A. and several of its subsidiaries, is additional to the issue of Notes by Codere Finance (Luxembourg) since June 2005. If there is a change of control of Codere S.A the holders of them can ask for the anticipated purchase of all or part of their certificates.

**i. The agreements between the company and its officers and management or employees which order compensation when they resign or are unfairly dismissed or if the employment relationship reaches its end as the result of a takeover bid.**

Several of the members of the managerial team of Codere have employment contracts which include provisions for special payments for dismissal as well as those which are obligatory by virtue of the applicable legislation. The global value of the payments for dismissal by virtue of these contracts was of 1.2 million euros approximately on December 31, 2010 and 1.45 million euros in 2009.

***Other aspects***

Regarding employees the average number of employees increased in 2010 in 3,649 employees to 17,692 from 14,043 employees in 2009.

The Codere Group has not devoted significant funds to activities of Research and Development in the 2009 financial year.

On January 28, 2009, Codere, S.A. entered into a liquidity contract with Crédit Agricole Cheuvreux, S.A. in order to increase its liquidity and foster the regular listing of the Company's shares. This contract came into force on February 18, 2009. As of December 31, 2010, the company owned 24,261 own shares (8,695 shares in 2009). 7,621 shares of them (8,695 shares in 2009) acquired by Crédit Agricole that represents an amount under 10% of the total amount of shares of Codere S.A., limit fixed by law. Price of acquisition is 8.11 euros per share. These shares are fully disbursed.

## **ANNUAL REPORT ON CORPORATE GOVERNANCE**

## **ANNUAL REPORT ON CORPORATE GOVERNANCE**

### **LISTED COMPANIES**

### **IDENTIFICATION DETAILS OF ISSUER**

**DATE FINANCIAL YEAR ENDED: 31/12/2010**

**C.I.F. (Tax I.D. Code): A-82110453**

**Company Name: CODERE, S.A.**

## STANDARD FORMAT: ANNUAL REPORT ON CORPORATE GOVERNANCE BY LISTED COMPANIES

For a better understanding of this standard format and the subsequent preparation of your submission, please follow the instructions provided at the end of the report.

### A – OWNERSHIP STRUCTURE

A.1 Complete the following table on the company's share capital:

Date of last change	Share Capital (euros)	Number of shares	Number of voting rights
19/10/2007	11,007,294.00	55,036,470	55,036,470

Indicate whether there are different classes of shares with different associated rights.

NO

A.2 List the direct and indirect holders of significant shareholdings in your company on the date of close of accounts for the year.

Indicate the most significant movements in the shareholder structure occurring in the course of the financial year:

Name or company name of the shareholder	Date of the transaction	Description of the transaction
NOONDAY ASSET MANAGEMENT LLP	25/03/2010	Shareholdings exceeded 3% of the share capital
NOONDAY ASSET MANAGEMENT LLP	17/11/2010	Shareholdings exceeded 5% of the share capital



A.3 Complete the following tables with respect to the members of the company's Board of Directors holding voting rights attached to company shares:

Name or company name of the director	Number of direct voting rights	Number of indirect voting rights (*)	% of total voting rights
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	6,838,261	28,259,088	63.771
ENCARNACIÓN MARTÍNEZ SAMPEDRO	1,202,000	0	2.184
EUGENIO VELA SASTRE	0	20,718	0.038
JOSEPH ZAPPALA	278,738	0	0.506
JOSÉ RAMÓN ROMERO RODRÍGUEZ	50,000	0	0.091
LUIS JAVIER MARTÍNEZ SAMPEDRO	1,296,035	100,000	2.537

Name or company name of the indirect owner of the shareholding	Through: Name or company name of the direct owner of the shareholding	Number of direct voting rights	% of total voting rights
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	MASAMPE HOLDING, B.V.	28,259,088	51.346
ENCARNACIÓN MARTÍNEZ SAMPEDRO	SOLGIM INVERSIONES SICAV, S.A.	100,000	0.182
EUGENIO VELA SASTRE	CARMEN FERRER PALASÍ	20,718	0.038

<b>% of total voting rights held by the Board of Directors</b>	<b>69.127</b>
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Complete the following tables with respect to the members of the company's Board of Directors owning rights on company shares:

A.4 Indicate, if applicable, the relationships of a family, business, contractual or corporate nature existing among the owners of significant shareholdings, to the extent that such relationships are known to the company, unless they are of scant relevance or derive from ordinary business activities:

**Type of relationship:**

Corporate

**Brief description:**

José Antonio Martínez Sampedro is the majority shareholder of Masampe Holding BV.

Name or company name of related parties
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO
MASAMPE HOLDING, B.V.

A.5 Indicate, if applicable, any relationships of a family, business, contractual or corporate nature existing among the owners of significant shareholdings and the company and/or its group, unless they are of scant relevance or derive from ordinary business activities:

**Type of relationship:**

Corporate

**Brief description:**

MASAMPE HOLDING BV. is the company's major shareholder.

Name or company name of related parties
MASAMPE HOLDING, B.V.

A.6 Indicate whether any shareholder agreements have been notified to the company which could affect it in the terms established in art. 112 of the Securities Market Act. If applicable, briefly describe such agreements and list the shareholders bound by them:

NO

Indicate whether the company is aware of any concerted actions among its shareholders. If applicable, provide a brief description:

NO

In the event that during the year any such covenants or agreements or concerted actions were amended or broken, please indicate expressly below:

A.7 Indicate whether there is any natural or legal person who exercises or could exercise control over the company in accordance with article 4 of the Securities Market Act. If so, identity such person below:

YES

Name or company name
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO
Remarks
José Antonio Martínez Sampedro through MASAMPE HOLDING, B.V.

A.8 Complete the following tables with respect to the company's treasury shares:

At year-end:

Number of direct shares	Number of indirect shares (*)	% total share capital
24,261	0	0.044

(\*) Through:

<b>Total</b>	0
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Specify significant changes, as per Royal Decree 1362/2007, occurring during the year:

<b>Gain/(Loss) on treasury shares sold during the period (thousands of euros)</b>	75
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A.9 Specify the terms and conditions and the duration of the authority given to the Board of Directors in order to acquire or transfer treasury shares.

The General Shareholders' Meeting held on 10 June 2010 approved the following as point four on the Agenda:

1. Relinquishing the unused portion of the authority given for the buy-back of shares under point five on the agenda of the General Shareholders' Meeting held on 25 June 2009, to approve, in accordance with the relevant legislation, the derivative acquisition by Codere, S.A., at any time and as often as deemed advisable, either directly or through any of the subsidiaries of which it is the parent company, of its own fully paid-up shares, by purchase or under any other legal title involving a consideration.

The minimum purchase price or consideration will be the nominal value of the shares bought back and the maximum will be the result of increasing the share price on the date of purchase by 20 percent.

Such authority is granted for a period of eighteen months counting from the date of this Meeting and is expressly subject to the restriction that at no time may the nominal value of the shares bought-back under this authority, added to that of those already owned by Codere, S.A. and any of its subsidiaries, exceed the maximum amount allowed by Law at any time.

It is expressly stated that this authority may be used fully or partially for the acquisition of the company's own shares to be handed over or transferred to consultants, senior management staff and employees of the company or of companies in its group, directly or as a consequence of the exercise by the aforementioned of their option rights, within the framework of the remuneration systems indexed to the Codere, S.A. share price (ART. 75, Companies Act).

2. To empower the Board of Directors, in the broadest terms, for the exercise of the authority concerned in this resolution and in order to carry out the rest of the planned actions contained therein, with the possibility of the delegation of such powers by the Board of Directors to any of the Directors, the Secretary or Deputy Secretary of the Board, or to any other person whom the Board of Directors may expressly empower for this purpose.

A.10 Indicate, if applicable, any restrictions imposed by law or by the Articles of Association to the exercise of voting rights, as well as the legal restrictions to the acquisition or transfer of shareholdings. Indicate whether there are legal restrictions to the exercise of voting rights:

NO

<b>Maximum percentage of voting rights which a shareholder may exercise under legal restriction</b>	0
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Indicate whether there are restrictions to the exercise of voting rights in the Articles of Association:

NO

<b>Maximum percentage of voting rights which a shareholder may exercise under a restriction established in the Articles of Association</b>	0
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Indicate whether there are legal restrictions to the acquisition or transfer of shareholdings:

NO

A.11 Indicate whether the General Meeting has agreed to adopt neutralisation measures with respect to a takeover bid pursuant to Act 6/2007.

NO

If yes, explain the measures approved and the terms in which the restrictions will become ineffective:

## B – COMPANY MANAGEMENT STRUCTURE

### B.1 Board of Directors

B.1.1 Specify the maximum and minimum number of directors established in the Articles of Association:

<b>Maximum number of directors</b>	15
<b>Minimum number of directors</b>	4

B.1.2 Complete the following table with the details of the members of the Board:

<b>Name or company name of director</b>	<b>Representative</b>	<b>Position on the Board</b>	<b>Date of initial appt.</b>	<b>Date of last appt.</b>	<b>Election Procedure</b>
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	-	CHAIRMAN – MANAGING DIRECTOR	07/05/1999	25/06/2009	VOTING AT GENERAL SHAREHOLDERS' MEETING
MASAMPE, S.L.	FERNANDO LORENTE HURTADO	DEPUTY CHAIRMAN	25/06/2009	25/06/2009	VOTING AT GENERAL SHAREHOLDERS' MEETING
ENCARNACIÓN MARTÍNEZ SAMPEDRO	-	DIRECTOR	17/06/1999	25/06/2009	VOTING AT GENERAL SHAREHOLDERS' MEETING
EUGENIO VELA SASTRE	-	DIRECTOR	17/06/1999	25/06/2009	VOTING AT GENERAL SHAREHOLDERS' MEETING
JOSEPH ZAPPALA	-	DIRECTOR	20/11/2002	25/06/2009	VOTING AT GENERAL SHAREHOLDERS' MEETING
JOSÉ IGNACIO CASES MÉNDEZ	-	DIRECTOR	17/06/1999	25/06/2009	VOTING AT GENERAL SHAREHOLDERS' MEETING

Name or company name of director	Representative	Position on the Board	Date of initial appt.	Date of last appt.	Election Procedure
JOSÉ RAMÓN ROMERO RODRÍGUEZ	-	DIRECTOR	17/06/1999	25/06/2009	VOTING AT GENERAL SHAREHOLDERS' MEETING
JUAN JOSÉ ZORNOZA PÉREZ	-	DIRECTOR	17/06/1999	25/06/2009	VOTING AT GENERAL SHAREHOLDERS' MEETING
LUIS JAVIER MARTÍNEZ SAMPEDRO	-	DIRECTOR	07/05/1999	25/06/2009	VOTING AT GENERAL SHAREHOLDERS' MEETING

<b>Total number of directors</b>	9
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Indicate any resignations or removals from the Board of Directors occurring in the period:

B.1.3 Complete the following tables with the details of the members of the Board and their status:

#### EXECUTIVE DIRECTORS

Name or company name of director	Committee which proposed the appointment	Position in company organisational chart
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	CORPORATE GOVERNANCE COMMITTEE	CHAIRMAN AND MANAGING DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CORPORATE GOVERNANCE COMMITTEE	DIRECTOR
LUIS JAVIER MARTÍNEZ SAMPEDRO	CORPORATE GOVERNANCE COMMITTEE	DIRECTOR CODERE AMERICA

<b>Total number of executive directors</b>	3
<b>% of total Board</b>	33.333

#### EXTERNAL NOMINEE DIRECTORS

Name or company name of director	Committee which proposed the appointment	Name or company name of the significant shareholder represented or who proposed appointment
MASAMPE, S.L.	CORPORATE GOVERNANCE COMMITTEE	JOSÉ ANTONIO MARTÍNEZ SAMPEDRO
JOSÉ IGNACIO CASES MÉNDEZ	CORPORATE GOVERNANCE COMMITTEE	JOSÉ ANTONIO MARTÍNEZ SAMPEDRO
JOSÉ RAMÓN ROMERO RODRÍGUEZ	CORPORATE GOVERNANCE COMMITTEE	JOSÉ ANTONIO MARTÍNEZ SAMPEDRO

<b>Total number of nominee directors</b>	3
<b>% of total Board</b>	33.333

#### EXTERNAL INDEPENDENT DIRECTORS

##### **Name or company name of the director**

EUGENIO VELA SASTRE

##### **Profile**

President of Grupo Cosien S.A.

Degree in Economics and Business Administration and Industrial Engineering from the Complutense University of Madrid and the Polytechnic University of Madrid.

##### **Name or company name of the director**

JOSEPH ZAPPALA

##### **Profile**

Former U.S. Ambassador to Spain, 1989-1992.

President of Joseph Zappala Investments.

##### **Name or company name of the director**

JUAN JOSÉ ZORNOZA PÉREZ

##### **Profile**

Chair of Financial and Tax Law, Universidad Carlos III, Madrid

Doctorate in Law from the Autonomous University of Madrid.

<b>Total number of independent directors</b>	3
<b>% of total Board</b>	33.333

## OTHER EXTERNAL DIRECTORS

Specify the reasons why these DIRECTORS cannot be considered as nominee or independent directors and their ties either with the company or its managers, or with its shareholders.

Indicate any changes which have taken place during the period with respect to the status of each director:

B.1.4 Explain, if applicable, the reasons for appointing nominee directors at the request of shareholders owning less than 5% of the share capital.

Indicate whether formal requests for appointments to the Board have been denied to shareholders whose shareholdings are equal to or greater than those of others at whose request nominees directors were appointed. If this is the case, explain the reasons why the requests of such shareholders were not accepted.

NO

B.1.5 If a director has stepped down from his/her office prior to the end of the relevant term, indicate whether such director explained his or her reasons to the Board, and through what means, and, in the event that reasons were given in writing to the entire Board, explain below at least the reasons given by the director:

NO

B.1.6 Indicate the powers delegated to the managing director/s, if applicable:

**Name or company name of director**

JOSÉ ANTONIO MARTÍNEZ SAMPEDRO

**Brief description**

The Board of Directors permanently delegates all powers to the Managing Director, except for those which are reserved by law or the Articles of Association and those which cannot be delegated according to the Rules of Procedure of the Board of Directors of Codere, S.A.

B.1.7 Identify, if applicable, the members of the Board who hold directorships or senior management positions in other companies which form a part of the listed company's group:

Name or company name of director	Name of the group company	Office
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	C-F8, S.L.	JOINT AND SEVERAL DIRECTOR



<b>Name or company name of director</b>	<b>Name of the group company</b>	<b>Office</b>
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	CODERE AMÉRICA, S.L.U.	JOINT AND SEVERAL DIRECTOR
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	CODERE DISTRIBUCIONES, S.L.	JOINT AND SEVERAL DIRECTOR
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	CODERE ESPAÑA, S.L.U.	JOINT AND SEVERAL DIRECTOR
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	CODERE INTERACTIVA, S.L.	CHAIRMAN OF THE BOARD
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	CODERE INTERNACIONAL, S.L.U.	JOINT AND SEVERAL DIRECTOR
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	CODERE MADRID, S.A.	JOINT AND SEVERAL DIRECTOR
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	CODERE MEXICO S.A. DE C.V.	CHAIRMAN OF THE BOARD
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	CODERE VALENCIA, S.A.	JOINT AND SEVERAL DIRECTOR
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	COLONDER, S.A.U.	JOINT AND SEVERAL DIRECTOR
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	NIDIDEM, S.L.U.	JOINT AND SEVERAL DIRECTOR
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	RECREATIVOS MAE, S.L.	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	BINGO OASIS, S.R.L.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	BINGO RE, S.R.L.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	BINTENGRAL, S.P.A.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	C-F8, S.L.	JOINT DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CARTAYA, S.A.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODEMATICA, S.R.L.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODERE AMÉRICA, S.L.U.	JOINT AND SEVERAL DIRECTOR

<b>Name or company name of director</b>	<b>Name of the group company</b>	<b>Office</b>
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODERE ASESORÍA, S.A.	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODERE BARCELONA, S.A.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODERE DISTRIBUCIONES, S.L.	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODERE ESPAÑA, S.L.U.	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODERE GAMING ITALIA, S.R.U.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODERE GIRONA, S.A.	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODERE INTERATTIVA ITALIA SRL	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODERE INTERNACIONAL, S.L.U.	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODERE ITALIA, S.P.A.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODERE MADRID, S.A.	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODERE NETWORK, S.P.A.	CHAIRMAN OF THE BOARD
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODERE VALENCIA, S.A.	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODESTRADA, S.R.L.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	COLONDER, S.A.U.	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	EL PORTALÓN, S.L.	JOINT DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	GAMING NEW, S.R.L.	SOLE DIRECTOR

ENCARNACIÓN MARTÍNEZ SAMPEDRO	GESTIONI MARCONI, S.R.L.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	GIOMAX, S.R.L.	SOLE DIRECTOR

<b>Name or company name of director</b>	<b>Name of the group company</b>	<b>Office</b>
ENCARNACIÓN MARTÍNEZ SAMPEDRO	IMMOBILGEST, S.R.L.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	JPVMATIC 2005	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	MAXIBINGO, S.R.L.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	MISURI, S.A.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	NIDIDEM, S.L.U.	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	OPERBINGO ITALIA, S.P.A.	CHAIRMAN OF THE BOARD
ENCARNACIÓN MARTÍNEZ SAMPEDRO	OPERGAMES, S.R.L.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	OPERGIOCHI ITALIA, S.R.L.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	OPERIBÉRICA, S.A.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	OPERINVESTMENTS, S.R.L.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	OPERLOTS ITALIA, S.R.L.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	OPERSHERKA, S.L.	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	PALACE BINGO SRL	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	PARISIENNE S.R.L.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	RECREATIVOS CÓSMICOS, S.L.	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	RECREATIVOS MAE, S.L.	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	RECREATIVOS OBELISCO, S.L.	CHAIRMAN OF THE BOARD AND DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	RECREATIVOS POPULARES, S.L.	JOINT DIRECTOR

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Name or company name of director	Name of the group company	Office
ENCARNACIÓN MARTÍNEZ SAMPEDRO	RED AEAM, S.A.	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	SIGIREC, S.L.	CHAIRMAN OF THE BOARD
ENCARNACIÓN MARTÍNEZ SAMPEDRO	SUPERPIK, S.L.	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	VEGAS, S.R.L.	SOLE DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	WINNER BET S.R.L.	SOLE DIRECTOR
JOSÉ RAMÓN ROMERO RODRÍGUEZ	CODERE INTERACTIVA S.L.	DIRECTOR
LUIS JAVIER MARTÍNEZ SAMPEDRO	ALTA CORDILLERA, S.A.	PRESIDENT
LUIS JAVIER MARTÍNEZ SAMPEDRO	BINGOS DEL OESTE, S.A.	DIRECTOR
LUIS JAVIER MARTÍNEZ SAMPEDRO	BINGO PLATENSES, S.A.	DIRECTOR
LUIS JAVIER MARTÍNEZ SAMPEDRO	CODERE AMÉRICA, S.L.U.	JOINT AND SEVERAL DIRECTOR
LUIS JAVIER MARTÍNEZ SAMPEDRO	CODERE ARGENTINA, S.A.	DIRECTOR
LUIS JAVIER MARTÍNEZ SAMPEDRO	CODERE INTERNACIONAL, S.L.U.	JOINT AND SEVERAL DIRECTOR
LUIS JAVIER MARTÍNEZ SAMPEDRO	CODERE MEXICO S.A. DE C.V.	TREASURER
LUIS JAVIER MARTÍNEZ SAMPEDRO	CODERE PANAMÁ, S.A.	CHAIRMAN OF THE BOARD
LUIS JAVIER MARTÍNEZ SAMPEDRO	COMPAÑÍA DE RECREATIVOS DE PANAMÁ, S.A.	CHAIRMAN OF THE BOARD
LUIS JAVIER MARTÍNEZ SAMPEDRO	DESARROLLO ONLINE DE JUEGOS REGULADOS S.A.	CHAIRMAN OF THE BOARD AND MANAGING DIRECTOR
LUIS JAVIER MARTÍNEZ SAMPEDRO	HÍPICA DE PANAMÁ, S.A..	CHAIRMAN OF THE BOARD
LUIS JAVIER MARTÍNEZ SAMPEDRO	IBERARGEN, S.A.	CHAIRMAN OF THE BOARD
LUIS JAVIER MARTÍNEZ SAMPEDRO	INTERBAS, S.A.	CHAIRMAN OF THE BOARD

Name or company name of director	Name of the group company	Office
LUIS JAVIER MARTÍNEZ SAMPEDRO	INTERJUEGOS, S.A.	DIRECTOR
LUIS JAVIER MARTÍNEZ SAMPEDRO	INTERMAR BINGOS, S.A.	DIRECTOR
LUIS JAVIER MARTÍNEZ SAMPEDRO	INTERNATIONAL THUNDERBIRD GAMING (PANAMA) CORPORATION	CHAIRMAN OF THE BOARD
LUIS JAVIER MARTÍNEZ SAMPEDRO	ITAPOAN, S.A.	CHAIRMAN OF THE BOARD
LUIS JAVIER MARTÍNEZ SAMPEDRO	NANOS, S.A.	CHAIRMAN OF THE BOARD
LUIS JAVIER MARTÍNEZ SAMPEDRO	SAN JAIME, S.A.	DIRECTOR

B.1.8 Specify, if applicable, the directors of your company who are members of the Board of Directors of other companies listed on official securities markets in Spain other than those of your group, which have been reported to the company:

B.1.9 Indicate and, if applicable, explain if the company has established rules with respect to the number of Boards to which its directors may belong:

YES

Explanation of the rules
Pursuant to article 4 of the Rules of Procedure of the Board of Directors of Codere SA, unless expressly authorised by the Board following a report by the Corporate Governance Committee, Directors may not belong to more than 8 Boards, excluding (i) Boards of Companies belonging to the same group as the Company, (ii) the Boards of family companies or holding companies owned by the Directors or their families and (iii) Boards to which they belong as a result of a professional relationship.

B.1.10 In relation to Recommendation number 8 of the Unified Code, indicate the general policies and strategies of the company which the plenum of the Board has reserved for itself to approve:

Investment and finance policy	YES
Definition of the structure of the group of companies	YES
Corporate Governance policy	YES
Corporate Social Responsibility policy	YES

<b>Strategic or Business Plan, as well as the annual management targets and budget</b>	YES
<b>Compensation policy and evaluation of senior management performance</b>	YES
<b>Risk management and control policy, as well as the regular monitoring of the internal information and control systems</b>	YES
<b>Dividend policy, as well as treasury share policy and, particularly, the limits thereof</b>	YES

B.1.11 Complete the following tables with respect to the aggregate compensation of the directors paid during the year:

a) In the company concerned in this report:

<b>Type of compensation</b>	<b>Figures in thousands of euros</b>
Fixed Compensation	375
Variable Compensation	0
Meeting Attendance Allowances	282
Fees established in Articles of Association	0
Stock options and/or other financial instruments	0
Other	0

<b>Total</b>	657
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<b>Other Benefits</b>	<b>Figures in thousands of euros</b>
Advances	0
Loans granted	0
Pension Funds and Plans: Contributions	0
Pension Funds and Plans: Liabilities	0
Life insurance premiums	0
Guarantees provided by the company to directors	0

b) For company directors serving on other Boards of Directors and/or in the senior management of group companies:

Type of compensation	Figures in thousands of euros
Fixed Compensation	1,157
Variable Compensation	0
Meeting Attendance Allowances	0
Fees established in Articles of Association	0
Stock options and/or other financial instruments	0
Other	0

<b>Total</b>	1,157
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Other Benefits	Figures in thousands of euros
Advances	0
Loans granted	0
Pension Funds and Plans: Contributions	0
Pension Funds and Plans: Liabilities	0
Life insurance premiums	0
Guarantees provided by the company to directors	0

c) Total compensation by type of directorship:

Type of directors	By company	By group
Executive	236	1,157
External Nominee	229	0
External Independent	192	0
Other External	0	0

<b>Total</b>	657	1,157

d) With respect to the profit attributed to the parent company:

<b>Total compensation paid to directors (in thousands of euros)</b>	1,814
<b>Total compensation paid to directors/profit attributed to the parent company (shown as a %)</b>	0.0

B.1.12 Identify any members of senior management who are not in turn executive directors and indicate the total remuneration paid to them during the year:

<b>Name or company name</b>	<b>Position</b>
RAFAEL CATALÁ POLO	GENERAL SECRETARY AND SECRETARY OF THE BOARD OF DIRECTORS
LUIS MIGUEL AREAN MARTÍNEZ	OPERATIONS MANAGER MEXICO
PEDRO CARLOS ECHEVARRIA ARNAIZ	MANAGER ASSISTING THE CHAIRMAN
RAFAEL LÓPEZ ENRÍQUEZ CHILLÓN	HUMAN RESOURCES MANAGER
SERAFÍN GÓMEZ RODRÍGUEZ	SECURITY AND COMPLIANCE MANAGER
ALBERTO GONZÁLEZ DEL SOLAR	GENERAL MANAGER ARGENTINA
CLAUDIO VALLEJO AGUILA REAL	COMMUNICATIONS MANAGER
PEDRO VIDAL ARAGON DE OLIVES	MANAGER OF GAMING IN HOSPITALITY SECTOR SPAIN
ANTONIO PARA ANDRADE	PRODUCT MANAGER SPAIN
JAIME ESTALELLA CARVAJAL	OPERATIONS MANAGER EUROPE
DAVID ELIZAGA CORRALES	FINANCIAL MANAGER
RICARDO MORENO WARLETA	CORPORATE DEVELOPMENT MANAGER




Name or company name	Position
ADOLFO CARPENA MANZO	INTERNAL AUDIT MANAGER
FERNANDO ORS VILLAREJO	BUSINESS DEVELOPMENT MANAGER
KIM NIZAM PASHA SHARPE	GENERAL MANAGER MEXICO
ALEJANDRO PASCUAL GONZALEZ	OPERATIONS MANAGER ITALY
BEATRICE RANGEL NBSP	INSTITUTIONAL RELATIONS MANAGER FOR AMERICA
VICENTE GABRIEL DI LORETO	OPERATIONS MANAGER LATIN AMERICA
MASSIMO RUTA	GENERAL MANAGER ITALY
RICARDO JANSON	GENERAL MANAGER PANAMA

<b>Total remuneration paid to senior managers (in thousands of euros)</b>	5,023
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B.1.13 Identify in aggregate terms whether any golden parachute clauses exist for senior management, including the executive directors, of the company or its group for cases of dismissal or changes in control. Indicate whether the existence of such contracts must be reported to and/or be approved by the management bodies of the company or of its group:

<b>Number of beneficiaries</b>	4
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	Board of Directors	General Meeting
<b>Body approving the clauses</b>	YES	NO

<b>Is the General Meeting informed of the clauses?</b>	NO
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B.1.14 Describe the process for determining the compensation to be paid to the members of the Board of Directors and the clauses in the Articles of Association relevant to such process:

**Process for determining the compensation to be paid to the members of the Board of Directors and the relevant clauses in the Articles of Association**

In accordance with the provision made in the Rules of Procedure of the Board of Directors of Codere S.A., specifically in article 5 paragraph 2, the compensation of the Directors shall be made in accordance with the Articles of Association. Following a report by the Corporate Governance Committee, the Board will approve an annual report on the policy for the compensation of the Directors which will address, among other matters, when included in the compensation established in the Articles of Association, the amount of the fixed components, variable items and the principal characteristics of social welfare systems. This report will be submitted to a vote at the General Shareholders' Meeting as a separate item on the agenda and on a consultative basis.

Article 24.5 of the Articles of Association stipulates the following with respect to the compensation of the members of the Board of Directors:

"The office of Director shall be remunerated. Such compensation shall be comprised by the following items:

- a) A fixed annual payment to each Director of thirty thousand one hundred and twenty euros (30,120.00 euros).
- b) An allowance for attendance at Board meetings. In the case of personal attendance at the Board meetings, each Director shall be paid an amount to be established by the Board but which may not exceed three thousand and twelve euros (3,012.00 euros).
- c) Fees, if any, which are allocated by the Board of Directors in view of the duties or tasks performed by Directors in the scope of the actions of the Board and its Committees.

The total amount of these fees may not exceed, on an annual basis, the total amount pertaining to the Directors taken overall for the items referred to in letters a) and b) above.

The Board shall establish the specific duties or tasks which will give rise to the entitlement to these fees and their amount. The General Shareholders' Meeting shall be informed of the details of any such fees as may be determined in the Annual Compensation Policy Report.

The amount of compensation referred to in paragraphs a) to c) above shall be automatically adjusted each year to the increases or decreases registered in the General Consumer Price Index published by the National Institute of Statistics.

Likewise, paragraph 6 under article 24 of the Articles of Association indicates with respect to the amounts payable above that such amounts shall be compatible with and independent of the wages, remuneration, indemnities, pensions, stock options, share-price-indexed remuneration systems or compensation of any other kind established on a general or individual basis for those Directors who provide executive or professional services to the Company, regardless of the nature of their relationship with the Company, that is, an ordinary or special senior management employment relationship, or a commercial or services arrangement, relations which shall be compatible with the status of a member of the Board of Directors."

Indicate whether the plenum of the Board has reserved for itself the approval of the following decisions:

<b>At the proposal of the chief executive of the company, the appointment and eventual dismissal of senior management staff, as well as their indemnity clauses.</b>	YES
<b>The compensation of the directors and, in the case of executive directors, additional remuneration for their executive duties and other terms and conditions which their contracts must respect.</b>	YES

B.1.15 Indicate whether the Board of Directors approves a detailed compensation policy and specify the issues addressed by it:

YES

<b>Amount of the fixed components, with a breakdown, if applicable, of the allowances for attending Board meetings and participating on Committees and an estimate of the annual fixed compensation to which they give rise.</b>	YES
<b>Variable compensation items</b>	YES
<b>Principal characteristics of social welfare systems, estimating their amount or equivalent annual cost.</b>	YES
<b>Terms and conditions which must be observed in the contracts of those performing senior management duties as well as executive directors</b>	YES

B.1.16 Indicate whether the Board submits a report on director compensation policy to a vote by the General Shareholders' Meeting as a separate item on the agenda and on a consultative basis. If applicable, explain the aspects of the report addressing the compensation policy approved by the Board for future years, the most significant changes in such policies with respect to the policy applied during the year and an overall summary of how the compensation policy was applied in the year. Describe the role of the Compensation Committee and, if external consultancy has been used, identify the external consultants providing the service:

YES

<b>Issues addressed in the compensation policy</b>
1. Composition of the Company's Board of Directors 2. Composition, responsibilities and running of the Corporate Governance Committee. 3. General Principles of the policy for the compensation of directors. 4. Compensation system for the executive directors, including plans or estimate for the following year. 5. Compensation system for non-executive directors, including plans or estimate for the following year.

<b>Role of the Compensation Committee</b>
As established in article 5.2 of the Codere S.A. Rules of Procedure of the Board of Directors, the Board approves the Directors' Compensation Policy Report, following a report issued by the Corporate Governance Committee.

<b>Has external consultancy been used?</b>	
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<b>Identity of the external consultants</b>
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B.1.17 Indicate, if applicable, the identity of the members of the Board who are, in turn, members of the Board of Directors, managers or employees of companies having significant shareholdings in the listed company and/or in companies belonging to its group:

Name or company name of the director	Company name of the significant shareholder	Position
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	MASAMPE HOLDING, B.V.	Managing Director

Specify, if applicable, any relevant relationships of the members of the Board of Directors other than those considered in the preceding paragraph which connect them with the significant shareholders and/or in companies of their group:

B.1.18 Indicate whether any change has been made in the Rules of Procedure of the Board during the year:

YES

Description of the changes
The Board of Directors, at the meeting held on 10 June 2010, agreed to approve the new Rules of Procedure of the Board of Directors, introducing a number of changes with respect to the composition of the Board, term of office, responsibilities and powers of the Board and its Committees.

B.1.19 Indicate the procedures for the appointment, re-election, evaluation and resignation and removal of the directors. Detail the competent bodies, the steps to be taken and the criteria to be used in each procedure.

Appointment.

The power to appoint the members of the Board of Directors pertains to the General Shareholders' Meeting (Art. 24.1 of the Articles of Association), without prejudice to the power of the Board to appoint, from among the shareholders, the persons who are to fill any vacancies as may occur, until such time as the next General Meeting is held (Art. 24.15 of the Articles).

Persons liable to any circumstance of incompatibility, disqualification, incapacity or prohibition established within any territorial scope affecting the company, both of a general nature as well as applicable specifically to the corporate purpose and business activities of the Company, may not serve on the Board as directors or represent directors who are legal persons (Art. 24.4 of the Articles of Association).

In any case, those persons appointed as Directors must meet not only the requirements stipulated in the Law and in the Articles of Association, but also those contained in the Rules of Procedure of the Board of Directors, formally undertaking at the time when they take up their office to comply with the obligations and duties established therein. Particularly significant is the fact that when the Board of Directors makes its proposal to the General Meeting for the appointment of Directors and makes any appointments as appropriate under the cooptation system, it shall do so on the proposal of the Corporate Governance Committee in the case of Independent Directors and following a report by the Corporate Governance Committee in the case of the rest of the Directors (Art. 2, Rules of Procedure of the Board of Directors).

Re-election.

The Directors shall perform their duties during a term of six years and may be re-elected for new terms of the same duration by the General Shareholders' Meeting.

As in the case of appointments, re-election must be preceded either by a proposal (in the case of the Independent Directors) or by a report issued by the Corporate Governance Committee (in the case of the rest of the Directors).

Evaluation.

Once each year, the Board, on the proposal of the Corporate Governance Committee, evaluates its own performance, that of its Committees and of the Chairman of the Board (Art. 12, Rules of Procedure of the Board of Directors).

Stepping-down.

The Directors shall step down in the cases and for the reasons established by Law or in the Articles of Association (Art. 3, Rules of Procedure of the Board of Directors).

#### B.1.20 Specify the cases in which directors are obliged to step down.

The Nominee Directors must step down whenever the shareholder they represent sells its entire shareholding or reduces its shareholding to a level requiring the reduction of the number of its Nominee Directors (Art. 3.3, Rules of Procedure of the Board of Directors).

The Board must not propose the removal of any of the Independent Directors prior to the completion of the term of office to which such Directors are appointed, unless there is due cause, as determined by the Board following a report by the Corporate Governance Committee. Due cause shall be understood to exist when a Director has failed to discharge the duties inherent to his/her office or has become liable to any of the circumstances preventing qualification as independent (Art. 3.4, Rules of Procedure of the Board of Directors). The removal of Independent Directors may also be proposed as a result of takeover bids, mergers or other similar corporate transactions involving a change in the structure of the Company's capital, whenever such changes in the structure of the Board are supported by the criterion of proportionality established in Art. 1.9 of the Rules of Procedure of the Board of Directors.

Directors shall be obliged to step down in those cases in which they may damage the credit and reputation of the Company (Art. 3.6, Rules of Procedure of the Board of Directors).

Whenever, by resignation or for any other reason, a Director steps down from his/her office prior to the end of the term thereof, such Director must explain the reasons in a letter to be sent to all of the members of the Board (Art. 3.7, Rules of Procedure of the Board of Directors).

#### B.1.21 Explain whether function of chief executive of the Company falls upon the office of Chairman of the Board. Indicate the measures taken to limit the risks of accumulation of powers in a single person:

YES

Measures for limiting risks
<p>In accordance with the Rules of Procedure of the Board of Directors, the Chairman and Chief Executive Officer is a member of the Board of Directors, a collegiate body which is required to carry out its duties with unity of purpose and independence, strictly within the framework of rigour, impartiality and objectivity established by Law and the Articles of Association.</p> <p>Similarly, any resolution or decision of particular significance for the company must be submitted to the relevant Board Committee prior to approval by the Board.</p> <p>Moreover, reports and proposals by the various Committees of the company must be obtained prior to adopting certain resolutions.</p> <p>Likewise, it is important to highlight the fact that the Chairman does not have a casting vote on the Board of Directors.</p>

Indicate and, if applicable, explain whether rules have been established which empower one of the independent directors to request the call of a Board meeting, or that additional items be included on the agenda, in order to coordinate and reflect the concerns of the external directors and to conduct the evaluation by the Board of Directors.

YES

Explanation of the rules
<p>In accordance with article 10.5 of the Rules of Procedure of the Board of Directors, the Deputy Chairman or in his/her absence, one of the Independent Directors, may request that a Board meeting be called or the inclusion of additional items on the agenda, in order to reflect the concerns of the External Directors and direct the evaluation of the Chairman by the Board.</p> <p>In addition, article 10.6, in the framework of the appointment of the Deputy Chairman, states that the Board of Directors, if it deems appropriate, may appoint a Deputy Chairman in order that, such office may not only replace the Chairman in the event of absence or illness, but also may collaborate with the Chairman in the exercise of his or her duties.</p>

B.1.22 Are reinforced majorities, other than the legal majorities, required for any kind of decision?

NO

Describe how resolutions are adopted on the Board of Directors, indicating at least the minimum attendance quorum and the type of majorities required in order to adopt resolutions:

**Description of the resolution:**

The resolutions of the Board of Directors.-

Quorum	%
In accordance with article 24.11 of the Articles of Association, in order for a Board meeting to be validly convened, half plus one of its members, between those present and those represented by proxy, must be in attendance. Moreover, article 12.3 of the Rules of Procedure of the Board states that the valid convening of the Board and the adoption of resolutions by the meeting must conform to the stipulations of the Law and of the Articles of Association.	50.00

Types of majority	%
Article 24.13 of the Articles of Association establishes that the resolutions of the Board, except for those requiring a reinforced majority under the Law, shall be adopted by an absolute majority of votes by the Directors, both present and represented, and shall be recorded in the relevant Minutes.	50.00

B.1.23 Explain whether there are any specific requirements other than those applicable to the directors, in order to be appointed Chairman.

NO

B.1.24 Indicate whether the Chairman has a casting vote:

NO

B.1.25 Indicate whether the Articles of Association or the Rules of Procedure of the Board of Directors establish an age limit for directors:

NO

Age limit for chairman	Age limit for managing director	Age limit for director
0	0	0

B.1.26 Indicate whether the Articles of Association or the Rules of Procedure of the Board of Directors establish a limited term of office for independent directors:

NO

Maximum number of years in office	0
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B.1.27 In the event that there are no or very few women directors, explain the reasons and the initiatives adopted in order to remedy this situation:

Explanation of the reasons and the initiatives
<p>At the present time the Codere S.A. Board of Directors is made up by nine members, one of whom is Ms. Encarnación Martínez Sampedro, who has the status of an Executive Director of the Company. This means that 11.11% of the Board is composed of women, a percentage which is much higher than that of other Spanish listed companies.</p> <p>Moreover, through its Rules of Procedure, the Codere S.A. Board of Directors attributes as a duty of the Corporate Governance Committee the task of evaluating the expertise, knowledge and experience necessary for Board membership, as well as of defining the duties and skills of the candidates which are necessary for filling each vacancy on the Board.</p>

In particular, state whether the Appointments and Compensation Committee has established procedures to ensure that the selection processes are not implicitly biased so as to prevent the selection of women directors and that they deliberately seek women candidates who fit the required profile:

YES

Indicate the principal procedures
Through its Rules of Procedure, the Codere S.A. Board of Directors attributes to the Corporate Governance Committee (art. 1.12 of the Rules of Procedure of the Board) the duty of ensuring that selection procedures have not implicit bias which would place obstacles in the way of the selection of women directors, as well as the duty of deliberately seeking out and including among potential candidates women with the professional profile required. In this way, whenever the Corporate Governance Committee performs this task, it takes into consideration the recommendation on the equality policy for application to Boards of Directors.

B.1.28 Indicate whether there are any formal processes for proxy voting on the Board of Directors. If so, explain briefly:

Article 24.12 of the Articles of Association provides as follows:

“Directors may delegate their attendance and vote in writing to any other Director.”

Also, article 4.1.d of the Rules of Procedure of the Board of Directors, without prejudice to the duty of the Directors to attend the meetings of the bodies to which they belong and to reduce their absences to indispensable situations, establishes that Directors may be represented by proxy, provided that such situation is unavoidable and that the proxy is granted to another member of the Board, through a written document addressed to the Chairman of the Board, with instructions and specific to each meeting.

B.1.29 Indicate the number of meetings held by the Board of Directors during the past year. Likewise, indicate, if applicable, the number of times when the Board met without the attendance of the Chairman:

<b>Number of meetings of the Board</b>	10
<b>Number of meetings of the Board without the attendance of the Chairman</b>	0

Indicate the number of meetings held by the various Board Committees during the year:

<b>Number of meetings of the Executive or Delegated Committee</b>	0
<b>Number of meetings of the Audit Committee</b>	7
<b>Number of meetings of the Appointments and Compensation Committee</b>	8
<b>Number of meetings of the Appointments Committee</b>	0
<b>Number of meetings of the Compensation Committee</b>	0

B.1.30 Indicate the number of meetings held by the Board of Directors during the year without the attendance of all of its members. Attendance by proxy without specific instructions will be counted as non-attendance:



<b>Number of cases of non-attendance by Directors during the year</b>	<b>1</b>
<b>% of non-attendance with respect to the total votes during the year</b>	<b>1.010</b>

B.1.31 Indicate whether the separate and consolidated annual accounts presented for approval to the Board are previously certified:

YES

Identify, if applicable, the person who has/persons who have certified the separate and consolidated annual accounts of the company for the preparation thereof by the Board:

<b>Name</b>	<b>Position</b>
DAVID ELIZAGA CORRALES	FINANCIAL MANAGER

B.1.32 Explain the mechanisms, if any, which the Board of Directors has put into place in order to prevent the separate and consolidated annual accounts drawn up by the Board from being presented to the General Meeting with a qualified opinion in the audit report.

In accordance with article 26.5 of the Articles of Association and article 14.2. e) of the Rules of Procedure of the Board of Directors, the Audit Committee, among other duties, is responsible for liaising with the external auditors to receive information on those matters which could jeopardise the auditors' independence and any other matters associated with the auditing process, as well as to receive information and maintain the communications with the auditors as required by Law.

Pursuant to article 9.4 of the Rules of Procedure of the Board of Directors, the relations of the Board with the company's external auditors, which are channelled through the Audit Committee, must abide by criteria of loyal cooperation and respect for their independence. An effort must be made to ensure that the annual accounts drawn up by the Board can be verified without a qualified opinion by the auditors. In the event that a qualified opinion is unavoidable, the Board, the Chairman of the Audit Committee and the auditors must provide a clear explanation to the shareholders of the content and scope of the reservations or qualified opinions.

The report by the external auditors, Price Waterhouse Coopers, referring to the 2010 financial year, contains no qualified opinions whatsoever.

B.1.33 Does the Secretary of the Board have Director status?

NO

B.1.34 Explain the procedures for the appointment and removal of the Secretary of the Board, indicating whether the appointment and removal of the Secretary involves a report by the Appointments Committee and approval by the plenum of the Board.

Indicate the appointment and removal procedures
In accordance with art. 11.6 of the Rules of Procedure of the Board of Directors, in order to safeguard the independence, impartiality and professionalism of the Secretary, his/her appointment and removal must be preceded by a report by the Corporate Governance Committee and approved by the plenum of the Board.

Does the Appointments Committee report on the appointment?	YES
Does the Appointments Committee report on the removal?	YES
Does the plenum of the Board approve the appointment?	YES
Does the plenum of the Board approve the removal?	YES

Is the Secretary of the Board particularly entrusted with the duty of monitoring compliance with the recommendations of good governance?

YES

Remarks
<p>In accordance with art. 11.3 of the Rules of Procedure of the Board of Directors, the Secretary of the Board has the special duty of monitoring the actions of the Board to ensure that:</p> <p>They conform to the letter and spirit of the Law and the regulations pursuant thereto, including those approved by regulatory authorities;</p> <p>They conform to the Company's Articles of Association and with the Rules of Procedure of the General Meeting, of the Board and any other rules and regulations as the Company may have in place.</p> <p>They keep in mind any recommendations on good governance accepted by the Company.</p>

**B.1.35** Indicate the mechanisms, if any, established by the company to preserve the independence of the auditor, the financial analysts, the investment banks and the rating agencies.

Independence of the Auditor

Pursuant to art. 9.4 of the Rules of Procedure of the Board of Directors, the relations of the Board with the company's external auditors, channelled through the Audit Committee, must adhere to criteria of loyal cooperation and respect for their independence.

In addition, art. 14.2 of the Rules establishes that the Audit Committee shall be responsible for liaising with the external auditor in order to receive information on those matters which could jeopardise the independence of the latter. Likewise, art. 14.3.2 of the same text indicates that one of the tasks of the Audit Committee is to submit to the Board proposals for the selection, appointment, re-election and replacement of the external auditor, together with the terms and conditions under which the auditor is to be engaged.

Finally, art. 14.3.2.c) of the Rules of Procedure of the Board of Directors states that the Audit Committee is responsible for ensuring the independence of the external auditor and, in this regard, must ensure that the Company notifies the CNMV (National Securities Market Commission) of any

change in the auditors (together with a statement on the possible existence of discrepancies between the incoming and outgoing auditor) as a significant event, ensure that the Company and the auditor observe the current regulations on the provision of services other than audit services, the restrictions to the concentration of the auditor's business and examine the circumstances, if any, which may have led the external auditor to resign.

Independence of the financial analysts, investment banks and rating agencies:

Article 6.2 of the Internal Code of Conduct with respect to the Securities Markets provides that, during the information meetings held by the company or its representatives with analysts, institutional investors and other securities market professionals, the company and its representatives shall strive to follow the recommendations made in this regard by the CNMV.

In consonance with the foregoing, the investor relations department channels communications with the institutional shareholders and financial analysts reporting on the Company's share, taking care to ensure that they are not given information which could constitute a situation of privilege or advantage for them in comparison to the rest of the shareholders, complying in similar terms with the provision made in art. 6.1.c) of the Internal Code of Conduct with respect to the Securities Markets, which considers the recommendation to third parties of the acquisition, sale or transfer of the company's securities based on privileged information as a prohibited conduct.

**B.1.36** Indicate whether, in the course of the year, the Company has changed its external auditor. If so, identify the outgoing and the incoming auditors:

NO

Outgoing auditor	Incoming auditor

In the event that there were any discrepancies with the outgoing auditor, explain the content of such discrepancies below:

NO

**B.1.37** Indicate whether the audit firm performs other work for the company and/or its group separate from the audit of the accounts and, if so, state the amount of the fees paid for such work and the percentage such fees represent of the total fees billed to the company and/or its group:

YES

	Company	Group	Total
Amount of other work separate from the audit of the accounts (thousands of euros)	41	548	589
Amount of other work separate from the audit of the accounts/total amount billed by the audit firm (in %)	24.60	31.65	31.03

B.1.38 Indicate whether the audit report on the annual accounts for the previous year contained reservations or qualified opinions. If so, state the reasons given by the Chairman of the Audit Committee to explain the content and scope of such reservations or qualified opinions.

NO

B.1.39 Indicate the number of years for which the current audit firm has been auditing the annual accounts of the company and/or its group without interruption. Likewise, indicate the percentage which the number of years audited by the current audit firm represents with respect to the total number of years for which the annual accounts have been audited:

	Company	Group
<b>Number of continuous years</b>	2	2

	Company	Group
<b>No. of years audited by the current audit firm/No. of years in which the company has been audited (in %)</b>	16.7	16.7

B.1.40 Indicate the shareholdings which members of the Board of Directors have in the capital of companies having the same, similar or complementary type of activity as that which constitutes the corporate purpose of both the company and its group, and which have been reported to the company. Likewise, indicate the positions they hold or the duties they perform in these companies:

Name or company name of the director	Name of the company concerned	% shareholding	Position or duties
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	FORMULA GIOCHI S.P.A. IN PROCESS OF WINDING-UP	5.34	SHAREHOLDER
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	MAJICOL	26.52	SHAREHOLDER
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	PROMOBOWLING, S.A.	24.26	DIRECTOR AND CHAIRMAN OF THE BOARD
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	MAJISA, S.A.	26.00	JOINT AND SEVERAL DIRECTOR
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	FORMULA BINGO, S.P.A. IN PROCESS OF WINDING-UP	2.35	SHAREHOLDER
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	PLANET BOWLING ESPAÑA, S.A.	24.26	SHAREHOLDER
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	SUNSET BOWLING, S.L.	24.26	SHAREHOLDER

<b>Name or company name of the director</b>	<b>Name of the company concerned</b>	<b>% shareholding</b>	<b>Position or duties</b>
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	FRANCOMAR INVESTMENTS, S.A.	52.00	DIRECTOR AND CHAIRMAN OF THE BOARD
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	ZARABOWLING, S.A.	16.98	SHAREHOLDER
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	PROMOBOWLING LEVANTE, S.A.	24.26	SHAREHOLDER
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	CENTROS DE OCIO FAMILIAR, S.L.	8.84	SHAREHOLDER
JOSÉ ANTONIO MARTÍNEZ SAMPEDRO	MAGIC RECREATIVOS, S.L.	16.98	SHAREHOLDER
ENCARNACIÓN MARTÍNEZ SAMPEDRO	FORMULA GIOCHI S.P.A. IN PROCESS OF WINDING-UP	0.83	SHAREHOLDER
ENCARNACIÓN MARTÍNEZ SAMPEDRO	MAJICOL	6.12	SHAREHOLDER
ENCARNACIÓN MARTÍNEZ SAMPEDRO	PROMOBOWLING L, S.A.	10.66	SHAREHOLDER
ENCARNACIÓN MARTÍNEZ SAMPEDRO	MAJISA, S.A.	6.00	SHAREHOLDER
ENCARNACIÓN MARTÍNEZ SAMPEDRO	PLANET BOWLING, S.A.	10.66	DIRECTOR AND CHAIRMAN OF THE BOARD
ENCARNACIÓN MARTÍNEZ SAMPEDRO	FORMULA BINGO, S.P.A. IN PROCESS OF WINDING-UP	0.36	SHAREHOLDER
ENCARNACIÓN MARTÍNEZ SAMPEDRO	FRANCOMAR INVESTMENTS, S.A.	12.00	DIRECTOR AND SECRETARY OF THE BOARD
ENCARNACIÓN MARTÍNEZ SAMPEDRO	SUNSET BOWLING, S.L.	10.66	SHAREHOLDER
ENCARNACIÓN MARTÍNEZ SAMPEDRO	ZARABOWLING, S.A.	7.39	SHAREHOLDER
ENCARNACIÓN MARTÍNEZ SAMPEDRO	PROMOBOWLING LEVANTE, S.A.	10.66	JOINT AND SEVERAL DIRECTOR
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CENTROS DE OCIO FAMILIAR, S.L.	2.04	DIRECTOR AND SECRETARY OF THE BOARD
ENCARNACIÓN MARTÍNEZ SAMPEDRO	MAGIC RECREATIVOS, S.L.	7.39	SHAREHOLDER

<b>Name or company name of the director</b>	<b>Name of the company concerned</b>	<b>% shareholding</b>	<b>Position or duties</b>
JOSEPH ZAPPALA	TUCSON GREYHOUND PARK	80.00	CHAIRMAN OF THE BOARD
LUIS JAVIER MARTÍNEZ SAMPEDRO	MAJICOL	6.12	SHAREHOLDER
LUIS JAVIER MARTÍNEZ SAMPEDRO	PROMOBOWLING, S.A.	10.66	SHAREHOLDER
LUIS JAVIER MARTÍNEZ SAMPEDRO	MAJISA, S.A.	6.00	SHAREHOLDER
LUIS JAVIER MARTÍNEZ SAMPEDRO	PLANET BOWLING ESPAÑA, S.A.	10.66	SHAREHOLDER
LUIS JAVIER MARTÍNEZ SAMPEDRO	FORMULA BINGO S.P.A. IN PROCESS OF WINDING-UP	0.37	SHAREHOLDER
LUIS JAVIER MARTÍNEZ SAMPEDRO	FRANCOMAR INVESTMENTS, S.A.	12.00	BOARD MEMBER
LUIS JAVIER MARTÍNEZ SAMPEDRO	FORMULA GIOCHI, S.P.A. IN PROCESS OF WINDING-UP	0.84	SHAREHOLDER
LUIS JAVIER MARTÍNEZ SAMPEDRO	ZARABOWLING, S.A.	7.39	SHAREHOLDER
LUIS JAVIER MARTÍNEZ SAMPEDRO	PROMOBOWLING LEVANTE, S.A.	10.66	SHAREHOLDER
LUIS JAVIER MARTÍNEZ SAMPEDRO	RECREATIVOS METROPOLITANO, S.L.	100.00	JOINT AND SEVERAL DIRECTOR
LUIS JAVIER MARTÍNEZ SAMPEDRO	CENTROS DE OCIO FAMILIAR, S.L.	2.04	SHAREHOLDER
LUIS JAVIER MARTÍNEZ SAMPEDRO	MAGIC RECREATIVOS, S.L.	7.39	SHAREHOLDER
LUIS JAVIER MARTÍNEZ SAMPEDRO	SUNSET BOWLING, S.L.	10.66	SHAREHOLDER

**B.1.41** Indicate whether there is any procedure allowing directors to have access to external consultancy and, if so, provide details:

YES

<b>Details of the procedure</b>
In accordance with article 5.1 of the Rules of Procedure of the Board of Directors, the Directors shall have access to all of the company's services and may gather any information and consultancy they may need for the performance of their duties. They must seek such services through the Chairman or the

Details of the procedure
<p>Secretary of the Board. In the latter case, the Secretary shall keep the Chairman informed of the information requested, in any case without detriment to the gathering and provision thereof to the requesting Director.</p> <p>In addition, Directors may propose to the Board of Directors the engagement of external consultants, whether financial, legal, technical, commercial or of any other kind as they may consider necessary for the interests of the company. External consultancy must be sought whenever the majority of the independent Directors considers that there is a need for such consultancy.</p>

B.1.42 Indicate whether there is any procedure allowing directors to have access to the information necessary for preparing the meetings of the management bodies sufficiently in advance:

YES

Details of the procedure
<p>In accordance with article 12 of the Rules of Procedure of the Board of Directors, the notice of the meetings shall always include the agenda of the meeting together with any written information as appropriate under these Rules. Nevertheless, whenever the Chairman considers that exceptional circumstances so warrant, the Board meeting may be called by telephone, fax or e-mail, without complying with the advance notice mentioned previously and without attaching the written information, advising the Directors of the possibility of examining such information at the company's registered office.</p> <p>Likewise, article 10.4 of the Rules stipulates that the Chairman, as the person responsible for the efficient running of the Board, shall ensure that the Directors receive sufficient information in advance, shall encourage discussion and active participation by the Directors during Board meetings, safeguarding their freedom to take a position and express their opinion, and shall organise and coordinate the regular evaluation of the Board with the Chairman of the Corporate Governance Committee.</p>

B.1.43 Indicate whether the company has established rules obliging directors to report and, if appropriate, resign, in those cases which may damage the credit and reputation of the company. If so, specify:

YES

Explain the rules
<p>Article 3.6 of the Rules of Procedure of the Board of Directors establishes that the Directors are obliged to resign in those cases which may damage the credit and reputation of the company and to report to the Board any criminal proceedings in which they stand accused, as well as the subsequent procedural developments.</p>

B.1.44 Indicate whether any member of the Board of Directors has reported to the company that he or she has been indicted or ordered to stand trial for any of the offences stipulated in article 124 of the Companies Act:

NO

Indicate whether the Board of Directors has analysed the case. If the answer is yes, provide a reasoned explanation of the decision reached on whether it is appropriate or not for the director to continue to hold office:

NO

Decision reached	Reasoned explanation

## B.2 Committees of the Board of Directors

B.2.1 List all of the Committees of the Board of Directors and their members:

### AUDIT COMMITTEE

Name	Office	Type
EUGENIO VELA SASTRE	CHAIRMAN	INDEPENDENT
JOSEPH ZAPPALA	MEMBER	INDEPENDENT
JOSÉ RAMÓN ROMERO RODRÍGUEZ	MEMBER	NOMINEE
JUAN JOSÉ ZORNOZA PÉREZ	MEMBER	INDEPENDENT

### COMPLIANCE COMMITTEE

Name	Office	Type
JOSÉ IGNACIO CASES MÉNDEZ	CHAIRMAN	NOMINEE
JOSEPH ZAPPALA	MEMBER	INDEPENDENT
JOSÉ RAMÓN ROMERO RODRÍGUEZ	MEMBER	NOMINEE
MASAMPE, S.L.	MEMBER	NOMINEE

### CORPORATE GOVERNANCE COMMITTEE

Name	Office	Type
JUAN JOSÉ ZORNOZA PÉREZ	CHAIRMAN	INDEPENDENT
EUGENIO VELA SASTRE	MEMBER	INDEPENDENT



Name	Office	Type
JOSÉ IGNACIO CASES MÉNDEZ	MEMBER	NOMINEE
MASAMPE, S.L.	MEMBER	NOMINEE

B.2.2 Indicate whether the following duties are performed by the Audit Committee.

<b>Supervise the process for the drafting and the integrity of the financial information regarding the company and, where appropriate, the group, reviewing compliance with the regulatory requirements, the appropriate delimitation of the scope of consolidation and the proper application of accounting standards.</b>	YES
<b>Make a regular review of the internal control and risk management systems to ensure that the principal risks are identified, managed and adequately made known.</b>	YES
<b>Monitor the independence and efficiency of the internal audit area; propose the selection, appointment, re-election and removal of the person in charge of the internal audit service; propose the budget for this service; receive regular information on its activities and verify that senior management takes into consideration the conclusions and recommendations of its reports.</b>	YES
<b>Set up and supervise a mechanism allowing employees to report confidentially and, where appropriate, anonymously, any irregularities which they detect in the company and which may have an impact, particularly with respect to financial and accounting matters.</b>	YES
<b>Bring before the Board proposals for the selection, appointment, re-election and replacement of the external auditor, as well as the auditor's contract terms and conditions.</b>	YES
<b>Receive information from the external auditor on a regular basis with respect to the audit plan and the results of the implementation thereof and verify that senior management takes into consideration the auditor's recommendations.</b>	YES
<b>Ensure the independence of the external auditor.</b>	YES
<b>In the case of groups, encourage arrangements whereby the group's auditor will also take responsibility for conducting the audits of the companies comprising the group.</b>	YES

B.2.3 Describe the rules for the organisation and operation of each of the Board Committees, together with the responsibilities attributed to them.

**Name of Committee**

AUDIT COMMITTEE

**Brief description**

Article 14 of the Rules of Procedure of the Board of Directors establishes the rules for the organisation and operation of the Audit Committee as well as the matters for which the Committee is competent.

Rules of organisation and operation: The Audit Committee is comprised by a minimum of three and a maximum of six members appointed by the Board of Directors. All of the members of the said Committee must be External Directors. Its members, and most particularly its Chairman, are to be appointed by taking into account their knowledge and experience in accounting, auditing or risk management. The Chairman of the Audit

Committee must be an Independent Director and is to be replaced every four years, being eligible for re-election after a period of one year has transpired since the time he or she stepped down. The Audit Committee meets at least once each quarter and as often as advisable, following a call by its Chairman, at its own decision or in response to a request by two of its members or of the Board of Directors or its Chairman.

Responsibilities and powers: Notwithstanding any other duty as may be assigned to it by the Board of Directors, the primary function of the Audit Committee is to serve as a support to the Board of Directors in its financial supervision responsibilities and, specifically, the Audit Committee is entrusted with the following duties as a minimum requirement: a) To inform the General Shareholders' Meeting about any issues which are raised at the Meeting by shareholders with respect to the Audit Committee's area of responsibility. b) To propose the appointment of external auditors to the Board of Directors for submission to the approval of the General Meeting. c) To supervise the internal audit services. d) To be familiar with the financial information and the internal control systems. e) To liaise with the external auditor in order to receive information on any matters which may jeopardise the independence of the latter, and any other matters associated with the auditing process, as well as to receive information and maintain the communications with the auditors as required pursuant to the relevant legislation. f) To report on the annual accounts, as well as on issue prospectuses and the regular financial information which is required to be sent quarterly or semi-annually to the regulatory bodies, giving particular attention to compliance with the legal requirements and the proper application of generally accepted accounting principles, as well as to the existence of internal control systems and the monitoring thereof and compliance with the internal audits. g) To draft a brief report each year on the activities of the Committee.

The Audit Committee is also particularly responsible for: One. With respect to the information and internal control systems: a) Supervising the preparation process and the accuracy of the financial information relating to the Company and, if applicable, to the Group, by reviewing compliance with the regulatory requirements, the adequate delimitation of the scope of consolidation and the proper application of the accounting principles. b) Reviewing the internal control and risk management systems on a regular basis, to ensure that the principal risks are adequately identified, managed and made known. c) Ensuring the independence and effectiveness of the internal audit function; proposing the selection, appointment, re-election and removal of the head of the internal audit service; proposing the budget for this service, receiving regular reporting on its activities and verifying that senior management takes into account the conclusions and recommendations contained in the reports issued by the service. d) Reporting to the Board of Directors, at least once each year, on risk control and any malfunctioning thereof, in the internal audit reports or in the performance of the duties listed above. Two. In relation to the external auditor: a) Referring proposals to the Board on the selection, appointment, re-election and replacement of the external auditor, as well as the terms and conditions of the engagement of the auditor. b) Receiving from the external auditor, on a regular basis, information on the audit plan and the results of the implementation thereof, and verifying that senior management takes the auditor's recommendations into account. c) Ensuring the independence of the external auditor and, to this end: i) Ensure that the Company reports any change in auditor to the CNMV as a significant event, attaching a statement on the existence or not of discrepancies with the outgoing auditor and, if any did exist, the content thereof. ii) Ensure that the Company and the auditor observe current legislation on the provision of services other than audit services, on the limits to the concentration of the auditor's business and, in general, all other regulations established to ensure the independence of auditors. iii) In the event of the resignation of the external auditor, examine the circumstance which led the auditor to do so. d) Encouraging arrangements whereby the group's auditor will also take responsibility for conducting the audits of the companies comprising the group. Three. Informing the Board, prior to the adoption by the latter of the decisions stipulated in article 7.17 of these Rules of Procedure as falling under the exclusive responsibility of the Board, with respect to the following matters: a) The financial information which, as a listed company, the Company is required to make public on a regular basis. The Committee must ensure that the interim accounts are prepared in accordance with the same accounting principles as those applied to the annual accounts and, to this end, consider the appropriateness of a limited review by the external auditor. b) The creation or acquisition of stakes in special purpose entities or entities domiciled in countries or territories considered to be tax havens, as well as any other

transactions or operations of a similar nature which, due to their complexity, could diminish the transparency of the Group. c) Related-party transactions.

**Name of Committee**

COMPLIANCE COMMITTEE

**Brief description**

Article 15 of the Rules of Procedure of the Board of Directors establishes the rules for the organisation and operation of the Compliance Committee as well as the matters for which the Committee is competent.

Rules of organisation and operation: The Compliance Committee is comprised by a minimum of three and a maximum of six members appointed by the Board of Directors. The majority of the members of the Committee must be External Directors. If at all possible, the Chairman of the Compliance Committee should be an Independent Director. If a person is appointed who does not have Independent Director status, the specific reasons for such appointment must be included in the Annual Report on Corporate Governance. The Compliance Committee shall meet each time the Board of Directors requests the issuance of a report or the approval of proposals within the scope of the Committee's responsibilities and as often as advisable, in the opinion of the Committee Chairman, for the attainment of its purposes.

Responsibilities and powers: Notwithstanding any other duty as may be assigned to it by the Board of Directors, the Compliance Committee is responsible for: a) The monitoring of compliance by the Company and by the Group with applicable domestic and/or international gaming regulations. b) The evaluation of the internal control systems of the Company and of the Codere Group in relation to their obligations with respect to information and transparency in gaming matters and the submission of proposals for introducing measures and improvements deemed necessary or advisable. c) The monitoring of compliance and of the controls systems by the Company and the Group with respect to the regulations for the prevention of money laundering and the submission of proposals for introducing measures and improvements deemed necessary or advisable. d) The establishment and supervision of a mechanism which will enable employees, customers, suppliers, and other third parties with which contractual relations exist, to report confidentially and, where appropriate, anonymously, any irregularities they may detect in the company with a potential impact, particularly with respect to financial and accounting matters. e) The monitoring of the security systems and measures applied in the performance of the Company's and Group's business activities, with regular reporting to the Committee by the management staff responsible for such areas.

**Name of Committee**

CORPORATE GOVERNANCE COMMITTEE

**Brief description**

Article 16 of the Rules of Procedure of the Board of Directors establishes the rules for the organisation and operation of the Corporate Governance Committee as well as the matters for which the Committee is competent.

Rules of organisation and operation: The Corporate Governance Committee, which also encompasses the characteristics and duties which the Listed Companies Unified Good Governance Code recommends for the Appointments and Compensation Committee, is comprised by a minimum of three and a maximum of six members appointed by the Board of Directors. All of the members of this Committee must be External Directors and at least half, Independent Directors. If at all possible, the Chairman of the Corporate Governance Committee should be appointed from among the Independent Directors. If a person is appointed who does not have Independent Director status, the specific reasons for such appointment must be included in the Annual Report on Corporate Governance. The Corporate Governance Committee shall meet each time the Board of Directors or the Chairman of the Board requests the issuance of a report or the approval of proposals within the scope of the Committee's responsibilities and as often as advisable, in the opinion of the Committee Chairman or at the request for any two of its members, for the attainment of its purposes.

Responsibilities and powers: Notwithstanding any other duty as may be assigned to it by the Board of Directors, the Corporate Governance Committee is responsible for: a) Examining compliance with the Internal Code of Conduct in relation to the Securities Markets and making the proposals necessary for improvement, as well as supervising compliance with the corporate governance rules applicable in this respect. b) Drawing up reports and proposals for submission to the Board of Directors on the decisions to be adopted in cases of conflict of interest. c) Submitting the Annual Report on Corporate Governance and the Annual Directors' Compensation Policy Report to the Board, for its approval. d) Making the proposals stipulated in these Rules of Procedure with respect to the compensation of the members of the Board of Directors. e) Evaluating the expertise, knowledge and experience necessary for serving on the Board, therefore defining the duties and capabilities required of the candidates who are to fill each vacancy and evaluating the time and dedication necessary for the proper discharge of their duties. f) Submitting proposals to the Board -in relation to its functions of making appointments and proposals- with respect to the composition of the Board and of its Committees. g) Reporting on the appointments and dismissals of senior management staff members which the chief executive proposes to the Board. h) Informing the Board, whenever appropriate, with respect to the gender diversity issues contained in article 1.12. i) Making proposals to the Board of Directors with respect to the compensation of the Chairman-Managing Director in his/her capacity as the chief executive of the Company, or of the rest of the executive directors, independently of the compensation received as Directors pursuant to the Articles of Association, as well as in regard to the remaining terms and conditions of their contracts. j) Proposing to the Board the general remuneration policy for the senior management staff of the Company and its subsidiaries, as well as the basic terms and conditions of the contracts of senior managers. k) Establishing guidelines and supervising the processes in relation to the appointment, selection, career development, promotion and dismissal of managers, to ensure that the Company has the highly qualified staff necessary for its management. l) Making proposals to the Board and preparing the examination of the matters to be brought before it, on any issues which are not the specific responsibility of another Committee, whenever deemed necessary.

#### B.2.4 Describe the advisory and consultancy powers of each of the Committees and, if applicable, any delegations they may have.

##### **Name of Committee**

AUDIT COMMITTEE

##### **Brief description**

Supervision of the internal auditing, verification of the financial information and proposal for the appointment of the external auditor. See B.2.3.

##### **Name of Committee**

COMPLIANCE COMMITTEE

##### **Brief description**

Supervision of the proper application of the Corporate Good Governance rules which are in force in the Company. See B.2.3.

##### **Name of Committee**

CORPORATE GOVERNANCE COMMITTEE

##### **Brief description**

Development and Coordination of the appointment and compensation policy with respect to senior representation and management staff of the Company. See B.2.3.

B.2.5 Indicate the rules of procedure, if any, for the Board Committees, the place where they are available for consultation and any changes made in them during the year. In turn, indicate whether an annual report on the activities of each Committee has been drawn up on a voluntary basis.

**Name of Committee**

AUDIT COMMITTEE

**Brief description**

The organisation and the operation of the Audit Committee are regulated in detail in the Rules of Procedure of the Board of Directors, article 14, as well as in the Codere S.A. Articles of Association, article 26. These documents are available on the Codere website ([www.codere.com](http://www.codere.com)). The Audit Committee has submitted a report to the Board of Directors on the activities carried out during the 2010 financial year. During that year, the Rules of Procedure of the Board of Directors were amended and, as a result, the composition and duties of this Committee have been restated.

**Name of Committee**

COMPLIANCE COMMITTEE

**Brief description**

The organisation and the operation of the Compliance Committee are regulated in detail in the Rules of Procedure of the Board of Directors. This document is available on the Codere website ([www.codere.com](http://www.codere.com)). The Compliance Committee has submitted a report to the Board of Directors on the activities carried out during the 2010 financial year. During that year, the Rules of Procedure of the Board of Directors were amended and, as a result, the composition and duties of this Committee have been restated.

**Name of Committee**

CORPORATE GOVERNANCE COMMITTEE

**Brief description**

The organisation and the operation of the Corporate Governance Committee are regulated in detail in the Rules of Procedure of the Board of Directors. This document is available on the Codere website ([www.codere.com](http://www.codere.com)). The Corporate Governance Committee has submitted a report to the Board of Directors on the activities carried out during the 2010 financial year. During that year, the Rules of Procedure of the Board of Directors were amended and, as a result, the composition and duties of this Committee have been restated.

B.2.6 Indicate whether the composition of the Executive Committee reflects the participation on the Board of the various directors in relation to their status:

NO

If no, explain the composition of your Executive Committee
There is no Executive Committee in Codere.

## C – RELATED-PARTY TRANSACTIONS

C.1 Indicate whether the plenum of the Board has reserved the right to approve, following a positive report from the Audit Committee or any other Committee entrusted with such duty, the transactions between the Company and directors, significant shareholders or shareholders represented on the Board or with persons related to them:

YES

C.2 Provide details of the relevant transactions involving a transfer of resources or obligations between the Company or the companies in its Group and significant shareholders of the Company:

C.3 Provide details of the relevant transactions involving a transfer of resources or obligations between the Company or the companies in its Group and the directors or senior management staff of the Company:

Name or company name of the directors or managers	Name or company name of the company or entity of the Group	Nature of the transaction	Type of transaction	Amount (thousands of euros)
ADOLFO CARPENA MANSO	CODERE, S.A.	CONTRACTUAL	Financing agreements, loans and capital injections (debtor)	95
DAVID ELIZAGA CORRALES	CODERE, S.A.	CONTRACTUAL	Financing agreements, loans and capital injections (debtor)	95
ENCARNACIÓN MARTÍNEZ SAMPEDRO	CODERE, S.A.	CONTRACTUAL	Financing agreements, loans and capital injections (debtor)	473
FERNANDO ORS VILLAREJO	CODERE, S.A.	CONTRACTUAL	Financing agreements, loans and capital injections (debtor)	142
JAIME ESTALELLA CARVAJAL	CODERE, S.A.	CONTRACTUAL	Financing agreements, loans and capital injections (debtor)	95
JOSÉ RAMÓN ROMERO RODRÍGUEZ	CODERE, S.A.	CONTRACTUAL	Financing agreements, loans and capital injections (debtor)	473
JOSÉ RAMÓN ROMERO RODRÍGUEZ	CODERE, S.A.	CONTRACTUAL	Provision of services	450

LUIS JAVIER MARTÍNEZ SAMPEDRO	BINGOS DEL OESTE, S.A.	CONTRACTUAL	Provision of services	64
LUIS JAVIER MARTÍNEZ SAMPEDRO	BINGOS PLATENSES, S.A.	CONTRACTUAL	Provision of services	32
LUIS JAVIER MARTÍNEZ SAMPEDRO	CODERE, S.A.	CONTRACTUAL	Financing agreements, loans and capital injections (debtor)	948

<b>Name or company name of the directors or managers</b>	<b>Name or company name of the company or entity of the Group</b>	<b>Nature of the transaction</b>	<b>Type of transaction</b>	<b>Amount (thousands of euros)</b>
LUIS JAVIER MARTÍNEZ SAMPEDRO	IBERARGEN, S.A.	CONTRACTUAL	Provision of services	97
LUIS JAVIER MARTÍNEZ SAMPEDRO	INTERBAS, S.A.	CONTRACTUAL	Provision of services	97
LUIS JAVIER MARTÍNEZ SAMPEDRO	INTERJUEGOS, S.A.	CONTRACTUAL	Provision of services	32
MASAMPE, S.L.	CODERE MEXICO S.A. DE C.V.	CONTRACTUAL	Provision of services	538
PEDRO VIDAL ARAGON DE OLIVES	CODERE, S.A.	CONTRACTUAL	Financing agreements, loans and capital injections (debtor)	142
RAFAEL CATALÁ POLO	CODERE, S.A.	CONTRACTUAL	Financing agreements, loans and capital injections (debtor)	95
RICARDO MORENO WARLETA	CODERE, S.A.	CONTRACTUAL	Financing agreements, loans and capital injections (debtor)	474
VICENTE GABRIEL DI LORETO	CODERE, S.A.	CONTRACTUAL	Financing agreements, loans and capital injections (debtor)	95

C.4 Provide details of the relevant transactions carried out by the Company with other companies in its Group, provided that these are not eliminated in the process of drawing up the consolidated financial statements and do not form a part of the normal business activity of the Company with respect to the purpose and terms thereof:

C.5 Indicate whether members of the Board of Directors have found themselves in any situation of conflict of interest, in the terms of article 127.3 of the Companies Act, in the course of the financial year:

NO

C.6 Provide details of the mechanisms established for detecting, determining and settling possible conflicts of interest between the company and/or its group and their directors, managers or significant shareholders:

In accordance with article 5 of the Codere Internal Code of Conduct in relation to the Securities Markets, persons affected by a conflict of interest (that is, directors, senior managers and employees who have access to privileged information) must act, in relation to the conflict of interest, in accordance not only with the stipulations of this Code but also with the provisions of the Rules of Procedure of the Board of Directors, to the extent that such Rules apply to them.

Whenever a situation of actual or potential conflict of interest arises, the person subject to the Code must report such conflict immediately to the General Secretariat, making available to the Secretariat any and all information requested of such person, to enable, if appropriate, an assessment of the circumstances of the case.

The General Secretariat shall refer the case to the Board Committee which will adopt the appropriate decisions. Any doubts as to the possible existence of a conflict of interest must be consulted with the Board Committee prior to adopting any decision which could be affected by such conflict of interest.

The General Secretariat will report on the conflict of interest identified, the person or persons involved in the management of the situation or in the adoption of the decisions to which the conflict of interest refers.

Any person subject to the Code who is affected by a conflict-of-interest situation shall refrain from intervening in or influencing, either directly or indirectly, the transaction, decision or situation to which the conflict of interest refers.

In the event of a conflict of interest, and as a general rule stemming from the obligation of loyalty to the Company, the interest of the Codere Group shall prevail over the interest of the person subject to the Code involved in the conflict.

C.7 Does the Group have more than one listed company in Spain?

NO

Identify the listed subsidiaries:

## **D – RISK CONTROL SYSTEMS**

D.1 General description of the risk policy of the Company and/or its Group, listing and assessing the risks covered by the system, together with an explanation of how such systems fit the profile of each kind of risk.



Codere considers that the identification, control and management of internal and external risk factors constitute a basic element of its management system and, for this reason, it monitors on an ongoing basis the most significant risks which could affect the principle companies comprising the Group.

For this purpose, Codere has introduced the system proposed by the COSO II reports (Committee of Sponsoring Organisations of the Treadway Commission), establishing an integrated framework of Internal Control and Risk Management.

In this way, the Group has a risk map enabling it to identify those risks which require specific control and monitoring, prioritised according to their order of importance.

The principal risks on which the Codere Corporate Risk Management is based are as follows:

1.- Risk identification and assessment.

Codere recognises the need to increase its capacity to identify potential events, assess risks and establish effective, immediate responses as the ideal way to achieve a better management of these risks.

2.- Centralisation of Risk Systems.

The repercussions of the decisions made in the Group calls for the establishment of centralised policies, measurement procedures and exposure limits at the various levels of the organisation to be defined by the Board of Directors.

3.- Global perspective.

The risk management system is conceived from a global perspective, that is, by integrating all of the strategic and operating factors shaping the Codere risk profile, including economic, regulatory, legal and socio-political factors.

4.- Compliance.

Monitor policies and procedures and the status of corporate risk management.

In accordance with the current model which Codere has in place, the types of risks identified by the Group are set out below:

Regulatory and socio-political risks.-

- Risks of changes in the legal framework, which may adversely affect expected income or profit margins.
- Social movements against gaming.

Financial risks, among which the following stand out as the most relevant:

- Changes in interest rates.
- Risks derived from fluctuations in the exchange rates of the local or, as applicable, functional currencies with respect to the euro.
- Default in payment or late payment by customers.
- Country risk (investments in Latin America).

Risks by Business Unit.

- Strategic and Management Risks
- Human Resources Management Risks
- Legal Management Risks
- Gaming Management Risks
- Hotel and Restaurant Management Risks

- Administration Management Risks

#### Technological Risks.

- Information security verification (accesses, data protection, etc.).
- Contingency Plans.
- Automation of Activities.
  - Possible vulnerability of the gaming platforms.

#### Reputational and Compliance Risks.-

- Strengthen the Compliance Policy by intensifying transparency and Codere best practice.

D.2 State whether any of the various types of risks (operational, technological, financial, legal, reputational, tax, etc.) affecting the company and/or its group have materialised.

YES

If yes, indicate the circumstances giving rise to such risks, stating whether the control systems in place worked effectively.

#### Risk materialised in the year

Financial risk.

#### Circumstances giving rise to the risk

Fluctuations of the local exchange rates with respect to the euro.

#### Effectiveness of the control systems

The insurance contracted for variations in the exchange rates of local currencies with respect to the euro was effective.

#### Risk materialised in the year

Financial risk.

#### Circumstances giving rise to the risk

Non-payment or late payment by customers.

#### Effectiveness of the control systems

The risk was identified, defaulted payments were followed up and an extrajudicial or, as appropriate, a judicial claim was lodged.

#### Risk materialised in the year

Regulatory and socio-political.

#### Circumstances giving rise to the risk

Changes in the legislative and regulatory framework in certain markets.

#### Effectiveness of the control systems

Following the detection of changes, the monitoring and management thereof were carried out both through the Company's participation in the business associations of the sector, as well as through the relevant institutional relations.

#### Risk materialised in the year

Regulatory and socio-political.

#### Circumstances giving rise to the risk

Risk with respect to the rating which must be issued by the Federal Competition Commission (COFECO) in Mexico, in relation to the acquisition by the Codere Group of 69% of certain companies belonging to the Caliente Group.

#### Effectiveness of the control systems

The risk was identified, and COFECO was furnished the file on the transaction, while all steps and reports required, or which were considered as possibly necessary, were taken and provided in order to obtain the approval of that body.

**D.3 State whether there is any committee or governance body in charge of establishing and supervising these control mechanisms.**

YES

**If yes, provide details of their duties.**

**Name of the committee or body**

AUDIT COMMITTEE

**Description of duties**

The duties of this Committee are contained in article 26 of the Rules of Procedure of the Board of Directors. See point B.2.3.

**Name of the committee or body**

COMPLIANCE COMMITTEE

**Description of duties**

The duties are contained in article 15 of the Rules of Procedure of the Board of Directors. See point B.2.3.

**D.4 Identification and description of the processes for compliance with the various regulations affecting your company and/or its group.**

D.4 Identification and description of the processes for compliance with the various regulations affecting your Company and/or its Group.

CODERE is aware that it engages in its business activity in a particularly sensitive sector, as is the gaming sector. This is a sector which has experienced very different degrees of public perception in the course of its history, which has ranged from its absolute prohibition, with the ensuing negative consequences, to the highest levels of regulation and control, going through intermediate periods of unregulated activity and a legal vacuum.

In view of its position of leadership in the sector, Codere feels that it should take up the challenge of establishing standards of maximum excellence with respect to the Authorities, Suppliers and Customers, and that such standards should be included in its global corporate responsibility strategy and in its corporate culture. These standards have materialised through the establishment of an intense Compliance Policy.

**The CODERE Compliance Policy**

Codere has taken the framework established by the Basel Committee in 2004 as its Compliance standard. In this way, Codere has assumed the full extent of the Compliance Function which identifies, advises on, alerts to, monitors and reports on the compliance risks in organisations, that is, the risk of being penalised for legal or regulatory noncompliance, of undergoing financial losses or of suffering reputational damage on account of failures to comply with the applicable laws, regulations, codes of conduct and best practice standards (taken together, 'laws, rules and standards').

Codere requires of itself, and also of its associates, suppliers and customers, the most absolute adaptation to the regulations applicable to the gaming sector in each of the countries in which it operates, as well as scrupulous respect for all of the financial, tax and employment-related rules wherever it carries out its activities.

The Compliance Policy demonstrates the particular commitment by CODERE to the legislation against fraud and money laundering, as well as to the values of honesty and integrity in corporate business practices and to the internal code of conduct put into place, all of which translates into the following strategic objectives:

. To establish the appropriate activities and mechanisms for the implementation throughout the Company of a conscious Compliance Culture as an indispensable tool for achieving and maintaining the level of excellence to which Codere aspires.

. To cooperate in the identification and establishment of the most stringent standards of ethical conduct and of the relevant legislation in the performance of Codere's business activities.

. To achieve the proactive participation of all of Codere's managers and employees in relation to Compliance policies in the range of activities and geographical areas in which the Company operates, by establishing the basic mechanisms of coordination and exigency among the various players.

. To identify, assess and control the principal Compliance Risks, understanding as such those which are capable of generating legal penalties, material financial losses or reputational losses as a result of possible instances of noncompliance with laws, regulations or the self-regulation standards of the organisation, or with codes of conduct applicable to its business activities.

Processes for the implementation of CODERE's Compliance Policy.

During 2010, the following processes were developed and/or improved:

- Standardisation of the International Prevention of Money Laundering Policies in Codere, S.A.
- Implementation and management of the Codes of Ethics and of Conduct evidencing the use of best business and CSR practices at Codere, S.A.
- Implementation and management of the Compliance Information System required by the Codere, S.A. Compliance Plan.

In addition, the structures supervised by the Compliance Committee with respect to the operating capacity of the Local Compliance Officers have been reinforced. This has been the case in Colombia and Argentina which, together with those already in place in Panama, Italy and Mexico, significantly enhance the capabilities of the Corporate Compliance Department in its task of implementing the Compliance Policies effectively.

To sum up the activities in the area of the Prevention of Money Laundering (PML) and Know Your Customer (KYC), as well as the training in PML for employees and managers and the Monitoring of Customers or of Suspicious Transactions, the following have been carried out in 2010:

- 5,040 Due Diligences of different kinds have been carried out between the Corporate and Business Unit levels in the various countries where the Company operates with respect to the third parties with which business or contractual relations are maintained, including both natural and well as legal persons.
- 879 Due Diligences have been made of CODERE's own personnel.
- Compulsory Training in PML has been provided to 1,006 employees in-house in Argentina, Panama, Colombia and externally (on-line) in Spain.
- The control and reporting of Prizes and Transactions to the competent Authorities, with the identification and recording processes required in each case, totalled 22,294, in addition to 4 Reports of Suspicious Transactions. This process was carried out in full in all of the Business Units.
- 110 communications relating to the Management of Irregularity Reporting Channels / Internal Investigations were handled.

## **E – GENERAL SHAREHOLDERS' MEETING**

E.1 Indicate and, if applicable, explain any differences between the quorum requirement for convening the General Shareholders' Meeting and the minimum quorum requirements stipulated in the Spanish Companies Act (LSA).

NO

	% of quorum differing from that established in art. 102 LSA for general cases	% of quorum differing from that established in art. 103 LSA for special cases
Quorum required at first call	0	0
Quorum required at second call	0	0

E.2 Indicate and, if applicable, explain any differences regarding the adoption of corporate resolutions with respect to the system provided for in the Spanish Companies Act (LSA):

YES

Title	Value
The transformation, merger or spinoff of the Company, the dissolution of the Company	75.00
The amendment of article 19 of the Articles of Association	75.00

Describe in what way this differs from the system established in the LSA.

Describe the differences
In any case, they require the affirmative vote of 75% of the capital present or represented at the Meeting, in comparison to the two-thirds of the capital present or represented required in the Act, in the event that shareholders representing less than 50% of the subscribed capital with voting rights attend the Meeting.

E.3 List the rights of the shareholders in relation to the General Meetings which are different from those stipulated in the LSA:

The Articles of Association and the Rules of Procedure of the General Shareholders' Meeting do not contain rights other than those established in the LSA for shareholders with respect to the General Meetings.

#### E.4 Indicate, if applicable, the measures adopted to encourage participation by shareholders at General Meetings:

Apart from the requirements of the relevant legislation, the Rules of Procedure of the General Shareholders' Meeting, which establish the principles of organisation and running of the Codere, S.A. General Shareholders' Meeting to facilitate the exercise by shareholders of their rights, contain the following measures for encouraging participation:

##### Website.-

As from the time the notice of the Meeting is published, the Company shall make available to the shareholders at the registered office all of the information deemed appropriate and shall maintain access to this information for shareholders and investors in general at all times through the Company website. This information includes the following:

- a) The full text of the call to meeting.
- b) All documents and information which, in accordance with the Law or the Articles of Association, are required to be provided in relation to the various items on the agenda, such as the annual accounts, reports by directors, auditors, experts, etc.
- c) The full text of all resolutions proposed by the Board of Directors, together with the relevant documentation for approval by the General Shareholders' Meeting.
- d) Standard attendance and proxy card, together with an explanation of the means and procedures for obtaining the cards.
- e) Explanation of the means and procedures for granting proxy for attendance at the General Meeting.
- f) Explanation of the means and procedures of remote communication which, according to the Law and the Articles of Association, can be used by shareholders for exercising their voting rights.
- g) Information on how the General Meeting is to take place, such as the location where it is to be held, accesses, whether there will be several meeting rooms, technical resources or procedures making it easier to follow the Meeting such as simultaneous interpreting, the use of audiovisuals, etc.
- h) Other information including telephone numbers, e-mail addresses, offices, shareholder information office hours and any other details of shareholder information services provided by the Company.

The foregoing information may be consulted through easy access to the Company's website [www.codere.com](http://www.codere.com), by visiting the sections on corporate governance, significant events, financial information, operating information, etc.

##### Distance voting.-

Shareholders may exercise their right to vote on proposals related to items on the agenda by mail, electronic means or any other distance voting method, provided that the identity of the shareholder exercising his or her right to vote is duly guaranteed.

##### Electronic forum

Pursuant to article 117.2 of the Securities Market Act and the revised text of the Companies Act, Codere, S.A. has implemented an Electronic Shareholder Forum at its website, [www.codere.com](http://www.codere.com). This forum is intended to facilitate communication between shareholders on the occasion of the call for each General Shareholders' Meeting. Registered users may send messages for the purpose of making proposals with the intention of presenting them as complementary proposals to the agenda announced in the notice of the call for the General Meeting; requests for support for such proposals; submission of initiatives for obtaining the necessary percentage for the exercise of a minority right; for making offers or requests of voluntary proxies, etc.

Such granting of powers must be made in accordance with the rules governing the use of the forum, issued by Codere, S.A. prior to the General Meeting and accepted by the duly registered users.

E.5 State whether the office of chairman of the General Meeting coincides with that of Chairman of the Board of Directors. If so, specify what measures are adopted in order to guarantee the independence and proper running of the General Meeting:

YES

Describe the measures
<p>The Rules of Procedure of the Codere, S.A. General Shareholders' Meeting establishes the principles of organisation and operation, to which the Chairman must conform in order to ensure that shareholders are able to exercise their rights.</p> <p>Moreover, at its own initiative, the Board of Directors usually calls upon a Notary Public to attend the General Meeting and take the minutes of the meeting. Consequently, neither the Chairman nor the Secretary of the General Meeting take part in the drafting of the minutes, which is entrusted to a Notary Public, thereby serving as a guarantee of neutrality for the shareholders.</p>

E.6 Indicate, if applicable, any amendments made during the year to the Rules of Procedure of the General Shareholders' Meeting:

No amendments were made to the Rules of Procedure of the General Shareholders' Meeting during the 2010 financial year

E.7 Provide details of attendance at the General Meetings held in the year to which this report refers:

Attendance figures					
Date General Meeting	% physically present	% by proxy	% of distance voting		Total
			Electronic voting	Other	
10/06/2010	18.212	61.100	0.000	0.000	79.312

E.8 Briefly indicate the resolutions adopted at the General Meetings held during the year to which this report refers and the percentage of votes obtained for the approval of each resolution:

The items discussed according to the Agenda for the General Shareholders' Meeting held on 10 June 2010 were approved by the votes and the percentages specified below:

ORDINARY GENERAL SHAREHOLDERS' MEETING HELD ON 10 JUNE 2010.

ONE.- Examination and approval of the annual accounts (balance sheet, profit and loss account, statement of changes in net assets, cash flow statement and notes to the annual accounts) and of the management report, both with respect to CODERE, S.A. as well as its consolidated group of companies, for the financial year ended 31 December 2009, and of the application of the result for the year.

This Agenda item was approved by 99.98% of the attendance quorum.

TWO.- Approval of the running of the Company by the Board of Directors during the 2009 financial year.

This Agenda item was approved by 100% of the attendance quorum.

THREE.- Approval of the amendment to paragraph 5 of Article 24 of the Articles of Association with respect to the items comprising the compensation of the office of Director.

This Agenda item was approved by 100% of the attendance quorum.

FOUR.- Approval for the acquisition of treasury shares, directly or through Group companies.

This Agenda item was approved by 100% of the attendance quorum.

FIVE.- Delegation to the Board of Directors for a period of five years of the power to issue debentures, bonds, notes, promissory notes and other securities which recognise or create a debt, as well as preferred shares or other similar securities, for a maximum total nominal amount of the issue of one thousand million euros, to back the issues of such securities by Companies belonging to the Group and to request their admission to secondary markets.

This Agenda item was approved by 99.2% of the attendance quorum.

SIX.- Delegation of powers in order to formalise, interpret, remedy and implement the resolutions adopted by the General Shareholders' Meeting.

This Agenda item was approved by 100% of the attendance quorum.

SEVEN.- Vote on the Directors' Compensation Policy Report, on a consultative basis.

EIGHT.- Information on the partial amendment of the Rules of Procedure of the General Shareholders' Meeting with respect to the creation and duties of the office of the Deputy Chairman of the Board.

NINE.- Presentation of the explanatory report on the elements of the Management Report contained in article 116 bis of the Securities Market Act.

E.9 Indicate whether there is any restriction in the Articles of Association regarding the minimum number of shares required for attendance at General Meetings:

YES

<b>Number of shares necessary for attendance at General Meetings</b>	100
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E.10 Indicate and justify the policies followed by the Company regarding proxy voting at the General Shareholders' Meeting:

In accordance with article 14 of the Rules of Procedure of the General Shareholders' Meeting, any shareholder entitled to attend the General Meeting can be represented at the Meeting by another person, who need not be a shareholder, by using the proxy formula. A single shareholder may not be represented by more than one proxy at the same Meeting.

The granting of proxy must be made in writing specifically for each General Meeting, by sending the attendance and proxy card duly completed and signed by the shareholder granting proxy, or through remote means of communication which comply with the requirements contained in article 105 of the Companies Act and other applicable legislation on distance voting rights and



such requirements as may be established by the Board of Directors for general application or specific to each Meeting.

The proxy granted shall always be revocable and shall be understood to be revoked when the principal attends the General Meeting in person or, as the case may be, exercises his or her voting right by distance voting.

E.11 Indicate whether the Company is aware of the policy of its institutional investors with respect to participating or not in the Company's decisions:

NO

E.12 Indicate the address and method of access to the corporate governance content on your website:

Codere complies with the applicable legislation and best practice with respect to the Corporate Governance content available on its website.

Access to the Corporate Governance content is had through the principal website ([www.codere.com](http://www.codere.com)) by clicking on the shareholders and investors heading and, once there, by clicking on the Corporate Governance heading.

## **F – DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS**

Indicate the degree of compliance by the Company with the Recommendations of the Unified Good Governance Code. In the event of failure to comply with any of such Recommendations, explain what recommendations, standards, practices or criteria are applied by the Company.

1. That the Articles of Association of listed companies not limit the maximum number of votes which the same shareholder may cast and not contain any other restrictions which would hinder taking control of the company through the acquisition of its shares on the market.

*See sub-paragraphs: A.9, B.1.22, B.1.23 and E.1, E.2*

Complies

2. That when the parent company and a subsidiary are listed, both companies publicly and clearly define:

- a) Their respective areas of business activity and the eventual business relations between them, as well as the relations of the listed subsidiary with the rest of the companies in the group.
- b) The mechanisms in place for settling eventual conflicts of interest as may arise.

*See sub-paragraphs: C.4 and C.7*

Not applicable

3. That, although this may not be expressly required by Business legislation, any transactions involving a structural change in the company be submitted to the General Shareholders' Meeting for approval and, in particular, the following:

- a) The transformation of listed companies into holding companies by means of "subsidiarisation" or the incorporation into subsidiaries of essential activities carried out up to that time by the company itself even though the company maintains full control over them.

- b) The acquisition or disposal of essential operating assets, when this involves an effective change in the corporate purpose;
- c) Transactions having an effect equivalent to that of the winding-up of the company.

Complies partially

Given that there is no requirement in this regard in business law and considering that, for the present, transactions of this kind are not likely (to date, Codere, S.A. has not had to confront a transaction of this kind nor does it have any plans to do so), it has not been considered necessary or advisable to include a mention of this kind in the Articles of Association or in any of the Company's Rules of Procedure. Notwithstanding the foregoing, article 7 of the Rules of Procedure of the Codere, S.A. General Shareholders' Meeting establishes that the transformation, merger, spinoff and dissolution of the Company and, in general, any amendment to the Articles of Association shall be a prerogative of the General Shareholders' Meeting.

4. That the detailed proposals of the resolutions to be adopted at the General Meeting, including the information referred to in Recommendation 28, be made public at the time of publication of the notice of the General Meeting.

Complies

5. That at the General Meeting a separate vote be taken on those matters which are substantially independent, enabling shareholders to exercise their voting preferences separately. And that such rule be applied, in particular:

- a) To the appointment or ratification of directors, which should be voted on individually;
- b) In the case of amendments to the Articles of Association, to each article or group of articles which are substantially independent.

*See sub-paragraph: E.8*

Complies

6. That the companies allow votes to be split in order that financial intermediaries who are empowered as shareholders, but who act on behalf of different clients, can cast their votes in accordance with the instructions of such clients:

*See sub-paragraph: E.4*

Complies

7. That the Board carry out its functions with unity of purpose and independence of criteria, treat all shareholders equally and be guided by the company's interest, understood as maximising the economic value of the company.

And that it oversee that the company in its relations with stakeholders respects the laws and regulations; complies in good faith with its obligations and contracts, respects the custom and best practice of the sectors and territories where it carries out its activity; and observes those additional principles of social responsibility as it may have voluntarily accepted.

Complies

8. That the Board take on, as the core of its mission, the approval of the corporate strategy and the organisation required for the implementation of the strategy, and also, supervise and ensure that Management complies with the objectives set and respects the corporate

purpose and interest of the company. And, to this end, that the plenum of the Board reserve for itself the power to approve:

- a) The general policies and strategies of the company, particularly the following:
  - i) The Strategic or Business Plan, as well as the annual management targets and budget;
  - ii) The investment and financial policy;
  - iii) The definition of the structure of the group of companies;
  - iv) The corporate governance policy;
  - v) The corporate social responsibility policy;
  - vi) The compensation policy and evaluation of senior management performance;
  - vii) The control and risk management policy as well as the regular monitoring of the internal information and control systems.
  - viii) The dividend policy and the treasury share policy, particularly with respect to their limits.

*See sub-paragraphs: B.1.10, B.1.13, B.1.14 and D.3*

- b) The following decisions:

- i) At the proposal of the chief executive of the company, the appointment and eventual dismissal of senior managers, as well as their indemnity clauses.

*See sub-paragraph: B.1.14*

- ii) The compensation to be paid to the directors and, in the case of executive directors, additional remuneration for their executive duties and all other terms and conditions as required to be included in their contracts.

*See sub-paragraph: B.1.14*

- iii) The financial information which, on account of its listed-company status, the company is required to make public regularly.
  - iv) Investments or transactions of any kind which, in view of the significant amount involved or the special characteristics thereof, are considered strategic, unless they are required to be approved by the General Meeting.
  - v) The creation or acquisition of shareholdings in special-purpose entities or companies domiciled in countries or territories considered to be tax havens, as well as any other similar transactions or operations which, due to their complexity, may diminish the transparency of the group.

- c) Transactions which the company carries out with directors, significant shareholders or shareholders represented on the Board or with persons related to them ("related-party transactions").

This approval by the Board shall not be understood to be necessary, however, in those related-party transactions which simultaneously comply with the following three conditions:

1. That they be carried out through contracts with standardised terms and conditions and applied en masse to a large number of clients;
2. That they be carried out at prices or rates generally established by the supplier of the good or service in question;
3. That the amount thereof not exceed 1% of the company's annual revenues.

It is recommended that the Board approve the related-party transactions following a favourable report by the Audit Committee or, if appropriate, by any other Committee entrusted with this function; and that the directors affected by any such transaction, in addition to not exercising or delegating their right to vote, be absent from the meeting room while the Board deliberates and votes on the transaction.

It is recommended that the duties attributed to the Board here should not be delegatable, except for those mentioned in letters b) and c) which, for urgent reasons, may be taken on by the Delegated Committee, to be subsequently ratified by the plenum of the Board.

*See sub-paragraphs: C.1 and C.6*

Complies

9. That the size of the Board be large enough to be able to function effectively and in a participative manner, rendering it advisable for its size to be no fewer than five and no more than fifteen members.

*See sub-paragraph: B.1.1*

Complies

10. That the external nominee and independent directors make up an ample majority of the Board and that the number of executive directors be limited to the minimum necessary, taking into account the complexity of the corporate group and the percentage of share capital held by the executive directors:

*See sub-paragraphs: A.2, A.3, B.1.3 and B.1.14*

Complies

11. That in the event of an external director who cannot be considered either as a nominee or as an independent director, the company explain this circumstance and the ties of any such director either with the company or its managers, or with the shareholders.

*See sub-paragraph: B.1.3*

Not applicable

12. That with respect to the external directors, the ratio between the number of nominee directors and that of the independent directors reflect the ratio existing between the company's capital represented by the nominee directors and the rest of the capital.

This criterion of strict proportionality may be attenuated in such a way that the nominee directors would have greater weight than that which would correspond to the total percentage of the capital they represent:

1. In highly capitalised companies in which there are few or no shareholdings which are legally considered as significant, but where there are shareholders with packages having a high absolute value.
2. When companies have a plurality of shareholders represented on the Board, and with no ties among them.

*See sub-paragraphs: B.1.3, A.2 and A.3*

Complies

13. That the number of independent directors represent at least one-third of the total number of directors.

*See sub-paragraph: B.1.3*

Complies

14. That the status of each director be explained by the Board to the General Shareholders' Meeting which is to make or ratify their appointments and that this be confirmed, or where appropriate, revised annually in the Report on Corporate Governance, following verification by the Appointments Committee. Furthermore, the aforementioned report must also give the reasons for the appointment of nominee directors at the request of shareholders owning less than 5% of the capital; and state the reasons for not having heeded formal requests for appointments to the Board from shareholders holding the same or a larger percentage of shares in comparison to the percentage held by others at whose request nominee directors were appointed.

*See sub-paragraphs: B.1.3 and B.1.4*

Complies

15. That when there are few or no women directors, the Board explain the reasons why and the initiatives adopted to correct such situation; and that, in particular, the Appointments Committee ensure that when new vacancies occur:

- a) That there is no implicit bias in the selection procedures so as to hinder the selection of women directors;
- b) The company deliberately seeks out and includes among the potential candidates women with the professional profile sought.

*See sub-paragraphs: B.1.2, B.1.27 and B.2.3*

Complies

16. That the Chairman, as the person responsible for ensuring that the Board is run effectively, make certain that the directors receive sufficient information in advance;; encourage debate and the active participation of the directors during Board meetings, safeguarding their freedom to take their own positions and express their own opinions; and organise and coordinate, together with the Chairmen of the relevant Committees, the regular evaluation of the Board and of the Managing Director or chief executive, if applicable.

*See sub-paragraph: B.1.42*

Complies

17. That, when the Chairman of the Board is also the company's chief executive, one of the independent directors be empowered to request the call of Board meetings or the inclusion of additional points on the agenda; to coordinate and reflect the concerns of the external directors; and to conduct the evaluation by the Board of its Chairman.

*See sub-paragraph: B.1.21*

Complies

18. That the Secretary of the Board be particularly vigilant to ensure that the actions of the Board:

- a) Conform to the letter and spirit of the Law and the regulations pursuant thereto, including those approved by regulatory authorities;
- b) Conform to the Company's Articles of Association and with the Rules of Procedure of the General Meeting, of the Board and any other rules and regulations as the company may have in place;
- c) Take into account the recommendations on good governance contained in this Unified Code which the company may have accepted.

Furthermore, to safeguard the independence, impartiality and professionalism of the Secretary, his or her appointment and removal be examined in a report by the Appointments Committee and approved by the plenum of the Board and that such procedure for the appointment and removal be included in the Rules of Procedure of the Board.

*See sub-paragraph: B.1.34*

Complies

19. That the Board meet as often as required in order to perform its duties effectively, according to the timetable and matters to be addressed which it establishes at the

beginning of the financial year, with each director being able to propose additional items not initially planned for inclusion on the agenda.

*See sub-paragraph: B.1.29*

Complies

20. That the number of instances of non-attendance of directors at Board meetings be reduced to cases of absolute necessity, and that such cases be quantified in the Annual Report on Corporate Governance. And that any proxy as may prove essential be granted with instructions.

*See sub-paragraphs: B.1.28 and B.1.30*

Complies

21. That when the directors or the Secretary express their concern over a given proposal or, in the case of the directors, over the running of the company, and these concerns are not resolved at the Board meeting, such circumstance be reflected in the minutes at the request of the person voicing such concerns

Complies

22. That the plenum of the Board evaluate once a year:  
a) The quality and efficiency of the operation of the Board;  
b) On the basis of the relevant report submitted to it by the Appointments Committee, the performance of their duties by the Chairman of the Board and by the company's chief executive;  
c) The operation of the Board's Committees, on the basis of the reports submitted to it by the said Committees.

*See sub-paragraph: B.1.19*

Complies

23. That all directors be able to exercise their right to gather any additional information which they consider necessary with respect to matters for which the Board is competent. And, unless the Articles of Association or the Rules of Procedure of the Board stipulate otherwise, that they address their requests to the Chairman or to the Secretary of the Board.

*See sub-paragraph: B.1.42*

Complies

24. That all of the directors be entitled to obtain from the company the consultancy they require in order to perform their duties. And that the company find the adequate channels for the exercise of this right which, in special circumstances, may include external consultancy at company expense.

*See sub-paragraph: B.1.41*

Complies

25. That companies set up an orientation programme to familiarise new directors with the company and its corporate governance rules quickly and sufficiently. And that they also offer their directors programmes for updating their knowledge whenever circumstances render such programmes advisable.

Complies

26. That companies require that their directors to devote sufficient time and effort to the discharge of their duties in order to be able to perform them effectively and, therefore:

- a) That directors inform the Appointments Committee of their other professional obligations, in the event that these might possibly interfere with the dedication required;
- b) That companies establish rules determining the number of boards on which their directors may sit.

*See sub-paragraphs: B.1.8, B.1.9 and B.1.17*

Complies

27. That the proposal for the appointment or re-election of directors which is submitted by the Board to the General Shareholders' Meeting, as well as the provisional appointment of directors through co-optation, be approved by the Board:

- a) At the proposal of the Appointments Committee in the case of independent directors;
- b) Following a report by the Appointments Committee in the case of the rest of the directors.

*See sub-paragraph: B.1.2*

Complies

28. That companies publicise and keep the following information on their directors updated through their website:

- a) Professional profile and biography;
- b) Other Boards of Directors to which they belong, regardless of whether listed or unlisted companies are involved;
- c) Indication of the status of director they hold, specifying in the case of nominee directors, the shareholder they represent or with which they have ties.
- d) Date of the initial appointment as a company director and dates of subsequent appointments, and
- e) Any company shares and stock options as they may hold.

Complies

29. That the independent directors not remain as such during a continuous period of more than 12 years.

*See sub-paragraph: B.1.2*

Complies

30. That nominee directors tender their resignation when the shareholder they represent sells its entire shareholding. And that they do likewise, in the relevant proportion, whenever such shareholder reduces its shareholding down to a level which requires the reduction of the number of its nominee directors.

*See sub-paragraphs: A.2, A.3 and B.1.2*

Complies

31. That the Board of Directors refrain from proposing the removal of any independent director before said director completes his or her term of appointment as stipulated in the Articles of Association, unless there is good reason to do as, as determined by the Board on the basis of a report by the Appointments Committee. In particular, good cause is understood to exist when a director has failed to discharge the duties inherent to his or her office or is affected by any of the circumstances described in sub-paragraph 5 of paragraph III of the definitions of this Code.

The removal of independent directors may also be proposed as a result of takeover bids, mergers or other similar corporate transactions involving a change in the corporate capital structure, when such changes in the structure of the Board are made in response to the criterion of proportionality indicated in Recommendation 12.

*See sub-paragraphs: B.1.2, B.1.5 and B.1.26*

Complies

32. That the companies set up rules obliging directors to report and, where appropriate, to resign in those cases which may damage the credit and reputation of the company and, in particular, oblige them to report to the Board any criminal matter of which they stand accused, as well as the subsequent procedural developments

That in the event that a director is indicted or ordered to stand trial for any of the offences stipulated in article 124 of the Companies Act, the Board must examine the case as soon as possible and, in view of the specific circumstances, decide as to whether or not the director should remain in office. Moreover, the Board must render account of the foregoing, in a reasoned manner, in the Annual Report on Corporate Governance.

*See sub-paragraphs: B.1.43 and B.1.44*

Complies

33. That all of the directors clearly express their opposition whenever they consider that a given proposal for decision put to the Board may be contrary to the corporate interest. And that they also do so, particularly the independent and other directors who are not affected by the potential conflict of interest, when decisions are involved which may be detrimental to the interests of shareholders not represented on the Board.

And that, when the Board adopts significant or reiterated decisions on which a director has expressed serious reservations, such director draw the appropriate conclusions and, if he or she decides to resign, explain the reasons why in the letter referred to in following recommendation.

This Recommendation also extends to the Secretary of the Board, even when the Secretary does not have director status.

Complies

34. That, whenever, by resignation or for any other reason, a Director steps down from his/her office prior to the end of the term thereof, such Director explain the reasons in a letter to be sent to all of the members of the Board. And that, without prejudice to reporting the stepping-down of the director as a significant event, that the reason for it be stated in the Annual Report on Corporate Governance.

*See sub-paragraph: B.1.5*

Not applicable



35. That the compensation policy approved by the Board address at least the following matters:

- a) Amount of the fixed components, with a breakdown, if applicable, of allowances for attendance at Board and Committee meetings, and an estimate of the fixed annual compensation to which they give rise;
- b) Variable items of compensation, including, in particular:
  - i) Types of directors to which they apply, as well as an explanation of the relative importance of the variable compensation items with respect to the fixed items.
  - ii) Criteria for the evaluation of results which serve as a basis for an entitlement to compensation by shares, stock options or any variable component;
  - iii) Fundamental parameters and basis for any annual premium (bonus) system or other non-cash benefits;
  - iv) An estimate of the absolute amount of the variable compensation items to which the proposed compensation plan will give rise, in terms of the degree of compliance with the hypotheses or targets taken as a reference.
- c) Principal characteristics of the social welfare systems (for example, additional pensions, life insurance and similar benefits), with an estimate of their equivalent annual cost.
- d) Terms and conditions to be respected in the contracts for those who perform senior manager functions, such as executive directors, including:
  - i) Duration;
  - ii) Periods of advance notice; and
  - iii) Any other clauses regarding contract premiums, such as indemnity or golden parachute clauses for sooner termination or the end of the contractual relationship between the company and the executive director

*See sub-paragraph: B.1.15*

Complies

36. That only executive directors be eligible for compensation in the form of company or group-company shares, stock options or share-price-indexed instruments, variable compensation tied to company performance or social welfare systems.

This recommendation will not apply to the granting of shares, whenever this is conditioned to the maintaining of such shares by the directors up to the time when they step down.

*See sub-paragraphs: A.3 and B.1.3*

Complies

37. That the compensation paid to external directors be sufficient so as to compensate the dedication, qualification and responsibility required by the office, but not so high as to compromise their independence.

Complies

38. That the compensation tied to company results take into account any eventual qualified opinions as may be stated in the external auditor's report and reduce such results.

Not applicable

39. That in cases of variable compensation, compensation policies incorporate the technical precautions required to ensure that such compensation is in line with the professional performance of its beneficiaries and does not merely stem from general market performance or from the performance of the company's business sector or from other similar circumstances

Not applicable

40. That the Board submit to the vote of the General Shareholders' Meeting, as a separate item on the agenda and on a consultative basis, a report on directors' compensation policy. Furthermore, that such report be made available to the shareholders, either separately or in any other way as the company may deem advisable.

This report is to focus particularly on the compensation policy approved by the Board for the year already under way and, if applicable, the policy planned for future years. It must address all of the matters referred to in Recommendation 35, except for those points which may involve the disclosure of sensitive commercial information and must also highlight the most significant changes made in such policies with respect to the policy applied during the previous year to that which the General Meeting refers. It shall also include an overall summary of how the compensation policy was applied during the said previous financial year.

That the Board likewise report on the role played by the Compensation Committee in drafting the compensation policy and, if external consultancy was used, identify the external consultants providing the service.

*See sub-paragraph: B.1.16*

Complies

41. That the Annual Report provide details of the individual compensation paid to the directors during the year and that it include:

a) An individualised breakdown of the compensation paid to each director, including, if applicable:

- i) Attendance allowances and other fixed compensation items payable to directors;
- ii) Additional compensation as chairman or member of a Board committee;
- iii) Any compensation in the form of profit-sharing or bonuses, and the reason why it is granted;
- iv) Contributions on behalf of the director to defined contribution pension plans; or the increase in the director's consolidated rights, in cases of contributions to defined benefit plans;
- v) Any indemnity agreed to or paid in the event of the termination of the director's functions;
- vi) Amounts of compensation received as a director of other group companies;
- vii) Amounts of remuneration for the performance of senior management duties by the executive directors;
- viii) Any other item of compensation separate from the above, regardless of the nature of the item or of the group company paying such compensation, particularly when it is considered to be a related-party transaction or when the omission thereof distorts the true and fair picture of the total compensation received by the director.

b) An individualised breakdown of any eventual granting to directors of shares, stock options or any other share-price-indexed instruments, with details of:

- i) The number of shares or options granted during the year and the terms and conditions for the exercise thereof;

- ii) The number of options exercised during the year, indicating the number of shares affected and the exercise price;
  - iii) The number of options pending exercise at year-end, indicating their price, date and other exercise requirements;
  - iv) Any change during the year in the terms and conditions for the exercise of options already granted.
- c) Information on the ratio, during the said previous year, between the compensation obtained by the executive directors and the results or other measures of company performance.

Complies

42. That when a Delegated or Executive Committee (hereinafter, "Delegated Committee") exists, the participation structure of the various categories of directors be similar to that of the Board itself and that the Secretary of the Committee be the same as the Secretary of the Board.

*See sub-paragraphs: B.2.1 and B.2.6*

Not applicable

43. That the Board always be informed of the matters dealt with and the decisions adopted by the Delegated Committee, and that all members of the Board receive a copy of the minutes of the Delegated Committee meetings.

Not applicable

44. That the Board of Directors set up from among its members, in addition to the Audit Committee required by the Securities Market Act, an Appointments and Compensation Committee, or two separate Committees.

That the rules for the composition and operation of the Audit Committee and the Appointments and Compensation Committee or Committees be stated in the Rules of Procedure of the Board and that they include the following:

- a) That the Board appoint the members of these Committees, taking into account the knowledge, expertise and experience of the directors and the duties of each Committee; that it deliberate on their proposals and reports; and that the said Committees report to the Board on their activity and account for the work performed at the first plenum of the Board held subsequent to the Committee meetings;
- b) That these Committees be made up exclusively by external directors, with a minimum of three. This is understood as without prejudice to the attendance of executive directors or senior management, whenever expressly agreed by the members of the Committee.
- c) That the Chairmen of the Committees be independent directors.
- d) That the Committees may obtain external consultancy, whenever they consider such consultancy advisable for the performance of their duties.
- e) That minutes be taken of the Committee meetings, with a copy to all of the members of the Board.

*See sub-paragraphs: B.2.1. and B.2.3*

Complies

45. That the supervision of compliance with the internal codes of conduct and the rules of corporate governance be attributed to the Audit Committee, to the Appointments Committee or, if there are two separate Committees, to the Compliance or Corporate Governance Committee.

Complies

46. That the members of the Audit Committee, particularly the Chairman, be appointed by taking into account their knowledge and experience in accounting, auditing or risk management.

Complies

47. That listed companies have an internal audit unit which, under the supervision of the Audit Committee, oversees the proper operation of the information and internal control systems.

Complies

48. That the person in charge of the internal audit unit present the unit's annual work plan to the Audit Committee; directly report to the Committee any incidents as may arise in the implementation of such plan; and submit an activity report to the Committee each year.

Complies

49. That the risk control and management policy identify at least the following:
- a) The various types of risk (operating, technological, financial, legal, reputational...) faced by the company, including contingent liabilities and other off-balance-sheet risks among the financial or economic risks;
  - b) The establishment of the risk level which the company considers acceptable;
  - c) The measures planned to lessen the impact of identified risks should they materialise;
  - d) The information and internal control systems which will be used to control and manage the aforementioned risks, including contingent liabilities or off-balance-sheet risks.

*See sub-paragraphs: D*

Complies

50. That the Audit Committee be in charge of the following:

1. In relation to the information and internal control systems:

- a) Supervise the process for the drafting and the integrity of the financial information of the company and, if applicable, of the group, reviewing compliance with the regulatory requirements, the adequate delimitation of the scope of consolidation and the proper application of the accounting standards;
- b) Review the internal control and risk management systems on a regular basis to ensure that the principle risks are identified, managed and adequately made known;
- c) Monitor the independence and efficiency of the internal audit area; propose the selection, appointment, re-election and removal of the person in charge of the internal audit service; propose the budget for this service;

receive regular information on its activities and verify that senior management takes into consideration the conclusions and recommendations of its reports;

d) Set up and supervise a mechanism allowing employees to report confidentially and, where appropriate, anonymously, any irregularities which they detect in the company and which may have a potential impact, particularly with respect to financial and accounting matters;

2. In relation to the external auditor:

a) Submit proposals to the Board with respect to the selection, appointment, re-election and replacement of the external auditor, together with the terms and conditions of the auditor's engagement;

b) Receive information from the external auditor on a regular basis with respect to the audit plan and the results of the implementation thereof and verify that senior management takes into consideration the auditor's recommendations;

c) Ensure the independence of the external auditor and to this end:

i) Verify that the Company notifies the CNMV (National Securities Market Commission) of any change in the auditor as a significant event, attaching a statement on the possible existence of discrepancies with the outgoing auditor and, if any, the content of such discrepancies.

ii) Verify that the company and the auditor observe the regulations in force with respect to the provision of services other than audit services, the limits to the concentration of the auditor's business and, in general, all other rules established to ensure the independence of auditors.

iii) That in the event of the resignation of the external auditor, examine the reasons for such decision.

d) In the case of groups, encourage arrangements whereby the group's auditor will also take responsibility for conducting the audits of the companies comprising the group.

*See sub-paragraphs: B.1.35, B.2.2, B.2.3 and D.3*

Complies partially

The duty of establishing and supervising a mechanism enabling employees to report confidentially and, if considered appropriate, anonymously, any irregularities detected in the company with a potential impact, particularly on financial and accounting aspects, is entrusted to the Compliance Committee in Codere, S.A.

51. That the Audit Committee may call on any company employee or manager, and even have them appear without the presence of any other manager.

Complies

52. That the Audit Committee inform the Board, prior to the Board's adopting the relevant decisions, about the following matters indicated in Recommendation 8:

a) The financial information which, as a listed company, the company is required to make public on a regular basis. The Committee must ensure that the interim accounts are prepared in accordance with the same accounting standards as those applied to the annual accounts and, to this end, consider the appropriateness of a limited review by the external auditor;

- b) The creation or acquisition of stakes in special purpose entities or entities domiciled in countries or territories considered to be tax havens, as well as any other transactions or operations of a similar nature which, due to their complexity, could diminish the transparency of the Group;
- c) The related-party transactions, unless the duty of preparing a preliminary report has been attributed to another of the supervisory and control Committee.

*See sub-paragraphs: B.2.2 and B.2.3*

Complies

53. That the Board of Directors endeavour to present the annual accounts to the General Meeting without reservations or qualified opinions and, in the exceptional case of a reservation or qualified opinion, both the chairman of the Audit Committee as well as the auditors clearly explain to the shareholders the content and scope of such reservations or qualified opinions.

*See sub-paragraph: B.1.38*

Complies

54. That the majority of the members of the Appointments -or the Appointments and Compensation Committee if there is only a single committee- be independent directors.

*See sub-paragraph: B.2.1*

Explain

100% of the members of the Corporate Governance Committee (the Committee which includes the duties of the Appointments and Compensation Committee) are External Directors, and 50% are independent.

55. That the Appointments Committee, in addition to the duties indicated in the preceding Recommendations, be entrusted with the following:

- a) Evaluating the expertise, knowledge and experience necessary for serving on the Board, therefore defining the duties and capabilities required of the candidates who are to fill each vacancy and evaluating the time and dedication necessary for the proper discharge of their duties.
- b) Examining or organising, in a manner understood to be adequate, the succession of the Chairman and the chief executive and, as appropriate, making proposals to the Board in order that the succession may take place in an orderly and well-planned manner.
- c) Preparing reports on any appointments or dismissals of senior managers which the chief executive may propose to the Board.
- d) Reporting to the Board on the gender-diversity issues indicated in Recommendation 14 of this Code.

*See sub-paragraphs: B.2.2 and B.2.3*

Complies

56. That the Appointments Committee consult with the company Chairman and chief executive, particularly with respect to matters relating to executive directors.

And that any director be able to request that the Appointments Committee take into consideration potential candidates to fill director vacancies, if the Committee finds them suitable.

Complies

57. That the Compensation Committee, in addition to the duties indicated in the preceding Recommendations, be entrusted with the following:

a) Proposing to the Board:

- i) The compensation policy for directors and senior management;
- ii) The individual compensation of the executive directors and the other terms and conditions of their contracts;
- iii) Basic contract terms and conditions for senior managers.

b) Ensuring that the compensation policy established by the company is observed:

*See sub-paragraphs: B.1.14 and B.2.3*

Complies partially

The Corporate Governance Committee is responsible for the duties indicated in paragraph a) and, with respect to paragraph b), the Committee is responsible for ensuring observance of the compensation policy for Directors and the remuneration policy for senior managers.

58. That the Compensation Committee consult with the Chairman and chief executive, particularly on matters concerning executive directors and senior managers.

Complies

## **G – OTHER INFORMATION OF INTEREST**

If you consider that there is any principle or relevant aspect in relation to the corporate governance practices applied by your company which has not been addressed by this report, please mention this below and explain the content thereof.

In relation to paragraph A.2, Noonday Asset Management LLP is highlighted as the owner of significant shareholdings with an indirect shareholding at 31/12/2010 of 5.006% (2,754,908 shares). Considering that in the relevant notification submitted by Noonday Asset Management LLP to the NMV the company does not identify the natural or legal person who is the direct owner of the shares, it has not been possible to complete paragraph A.2, although we take advantage of this space in order to complete such information.

In relation to paragraph B.1.3, the Executive and Nominee Directors were re-elected in accordance with the preliminary report submitted by the Appointments and Compensation Committee. The duties of this Committee were subsequently taken over by the Corporate Governance Committee.

In relation to paragraph B.1.13, although the Rules of Procedure of the Board of Directors reserve to the plenum of the Board the power of determining the indemnity clauses for senior managers and the terms and conditions of the contracts of the Executive Directors, the 4 guarantee or golden parachute clauses indicated in this question were not authorised by the Board of Directors, as they refer to contracts made prior to the entry into force of the Rules of Procedure of the Board of Directors.

In relation to paragraph B.1.26, we note that the Rules of Procedure of the Board establish in article 3.2 that the Board will seek to ensure that the Independent Directors do not remain as such during a period of more than 12 years and that, in the event of a decision to renew their term of office beyond such period, the specific reasons for such renewal must be explained in the Annual Report on Corporate Governance.

In relation to paragraph B.1.29, we note that the third Committee existing within the Codere, S.A. Board of Directors, the Compliance Committee, met on six occasions in 2010. In addition, the 8 meetings of the Appointments and Compensation Committee mentioned refer to 3 meetings of the Appointments and Compensation Committee, which was in effect up to June 2010, and to 5 meetings



of the Corporate Governance Committee, in effect since then, having taken over the duties of the former Appointments and Compensation Committee.

In relation to paragraph B.2.1, we note that article 15 of the Rules of Procedure of the Codere, S.A. Board of Directors establishes that whenever the Chairman of the Compliance Committee is not an Independent Director, the reasons for this situation must be stated in the Annual Report on Corporate Governance. In this regard, the Chairman of the Compliance Committee, Mr. Jose Ignacio Cases, has the status of a Nominee Director, and his appointment as Chairman of the said Committee is due to his experience and knowledge gained on having served as the General Secretary of the Gaming Commission of the Ministry of the Interior and as Professor of Political Science at the Universidad Carlos III de Madrid, ranking him among the most knowledgeable experts in the field.

In relation to paragraph B.2.2, the duty of establishing and supervising a mechanism enabling employees to report confidentially and, if considered appropriate, anonymously, any irregularities detected with a potential impact, particularly on financial and accounting matters, is the responsibility of the Compliance Committee, according to the Rules of Procedure of the Codere, S.A. Board.

In paragraph C.3 on details of relevant transactions between the Company or entities in its Group and Directors or managers of the Company, we note, with reference to the Director, Mr. Luis Javier Martínez Sampedro, contractual relations for the provision of services with the companies, Interbas SA (in the amount of 97,200 euros), Ibarargen SA (in the amount of 97,200 euros), Bingos Platenses SA (in the amount of 32,400 euros), Interjuegos SA (in the amount of 32,400 euros) and Bingos del Oeste SA (in the amount of 64,800 euros), although it is the company Recreativos Metropolitano S.L., of which the above-named is the Sole Director, who actually provides such services.

In paragraph C.3 on the details of relevant transactions between the Company or entities in its Group and Directors or managers of the Company, we note, with reference to the Director, Mr. José Ramón Romero Rodríguez, a contractual relationship for the provision of services in the amount of 450,000 euros, although it is the law firm, Despacho Loyra Abogados, of which the above-named is Partner Manager, who actually provides such services.

You may indicate in this section any other information, clarification or shades of meaning, in relation to the preceding paragraphs of the report, to the extent that they are relevant and not repetitive.

Specifically, state whether the company is subject to any legislation other than Spanish legislation with respect to corporate governance and, if so, include that information which the company is obliged to provide and which is different from the information required in this report.

Binding definition of independent director:

Indicate whether any of the independent directors has or has had any relationship with the company, its significant shareholders or its managers which, had it been sufficiently significant or important, would have made it impossible for the director to be considered independent in accordance with the definition contained in section 5 of the Unified Good Governance Code:

NO

Date and signature:



This annual report on corporate governance has been approved by the company's Board of Directors, at its meeting of

24/02/2011

State whether any Directors have voted against or have abstained from the approval of this report.

NO