

Schedule 4 – Part A
Form of Instrument of Share Transfer

From: [*Name and address of the Transferor*]

(the “**Transferor**”)

and

[*Name and address of the Transferee*]

(the “**Transferee**”)

To:

Codere New Topco S.A.

[6, rue Eugène Ruppert,

L-2453 Luxembourg,

Grand Duchy of Luxembourg]

RCS Number: [●]

(the “**Company**”)

Date¹:

Re: Codere New Topco - Class A Ordinary Share Instrument of Transfer

Dear Directors,

We hereby inform you that, on and with effect from (date) ²(the “**Transfer Date**”), the Transferor transfers [insert number of Class A Ordinary Shares] it holds in the Company (the “**Transferred Shares**”)³ and the Transferee agrees to such transfer (the “**Share Transfer**”). The consideration to be paid by the Transferee to the Transferor [amounts to/consists of] [●].

The Transferor and the Transferee jointly notify the Company of the Share Transfer for the purposes of Article 430-4, paragraph 3 of the Luxembourg law of August 10, 1915 on

¹ Please note that this date should be left blank and will be completed by the Company in accordance with the Transfer Guide.

² Please note that this date should be left blank and will be completed by the Company in accordance with the Transfer Guide.

³ Transferring parties are reminded that, in accordance with Clause 10 of the Shareholders’ Agreement, (i) Class A Ordinary Shares and Subordinated PIK Notes are subject to stapling such that, e.g., a transfer of Class A Ordinary Shares to a Transferee may only occur if the relevant proportion (calculated by reference to the Staple Ratio) of Subordinated PIK Notes is transferred by the relevant Transferor to such Transferee simultaneously.

commercial companies, as amended (the “**1915 Luxembourg Law**”), and Article 1690 of the Luxembourg Civil Code.

The Transferor and the Transferee jointly instruct and authorize the Company to register, with effect from the Transfer Date, in their name and on their behalf, the Share Transfer in the Company’s shareholders’ register.

The Transferor and the Transferee jointly empower and authorize any director of the Company, each acting individually with full power of substitution, to:

- (a) proceed, on the Transfer Date, with the entry of the Share Transfer in the Company’s shareholders’ register and to sign the shareholders’ registers; and
- (b) perform any actions and sign any documents which might be necessary or useful in connection with the Share Transfer.

This instrument of transfer may be entered into in any number of counterparts, each executed by at least one of the parties. Each of the executed counterparts, when duly exchanged or delivered, shall be deemed to be an original but, taken together, they shall constitute one instrument.

This instrument of transfer shall be governed by and shall be construed in accordance with the laws of the Grand Duchy of Luxembourg, regardless of the laws that might otherwise govern under applicable principles of conflict of laws thereof. Any dispute in relation to this instrument of transfer shall be submitted to the exclusive jurisdiction of the competent courts of the district of Luxembourg.

The Transferor

[●]

Name: _____

Title:

The Transferee

[●]

Name: _____

Title:

The Company

Codere New Top S.A.

Name: _____

Title: [●]

Name: _____

Title: [●]

for the purpose of article 430-4, paragraph 3 of the 1915 Luxembourg Law, and article 1690 of the Luxembourg Civil Code, (i) acknowledges and accepts the Share Transfer, and (ii) accepts to register the Share Transfer in its shareholders' register.

Schedule 4 – Part B
Form of Instrument of Notes Transfer

ASSIGNMENT FORM

To assign and transfer this Note, fill in the form below:

(I) or (the Issuer) assign and transfer this Note to

(Insert assignee's social security or tax I.D. no.)

(Print or type assignee's name, address and postal code) and irrevocably appoint _____ agent to transfer this Note on the books of the Issuer. The agent may substitute another to act for him.

Your Signature: _____

(Sign exactly as your name appears on the other side of this Note)

[Signature Guarantee:[§] _____

(Participant in a recognized signature guarantee medallion program)]

Date: _____

Certifying Signature:

CHECK ONE BOX BELOW

- (1) to the Issuer, or
- (2) pursuant to and in compliance with Rule 144A under the U.S. Securities Act of 1933; or
- (3) pursuant to and in compliance with Regulation S under the U.S. Securities Act of 1933; or
- (4) pursuant to another available exemption from the registration requirements of the U.S. Securities Act of 1933; or
- (5) pursuant to an effective registration statement under the U.S. Securities Act of 1933.

Unless one of the boxes is checked, the Trustee shall refuse to register any of the Notes evidenced by this certificate in the name of any person other than the registered Holder thereof; **provided, however, that** if box (2) is checked, by executing this form, the Transferor is deemed to have certified that such Notes are being transferred to a person it reasonably believes is a “qualified institutional buyer” as defined in Rule 144A under the U.S. Securities Act of 1933 who has received notice that

[§] Signature guarantee provisions to be included if required by the Transferor and Transferee.

such transfer is being made in reliance on Rule 144A; if box (3) is checked, by executing this form, the Transferor is deemed to have certified that such transfer is made pursuant to an offer and sale that occurred outside the United States in compliance with Regulation S under the U.S. Securities Act; and if box (4) is checked, the Trustee may require, prior to registering any such transfer of the Notes, such legal opinions, certifications and other information as the Issuer reasonably requests to confirm that such transfer is being made pursuant to an exemption from or in a transaction not subject to, the registration requirements of the U.S. Securities Act of 1933.

Signature: _____

[Signature Guarantee:**

(Participant in a recognized signature guarantee medallion program)]

Certifying Signature: _____ Date: _____

Signature Guarantee: _____

(Participant in a recognized signature guarantee medallion program)

** Signature guarantee provisions to be included if required by Transferor and Transferee