

**Schedule 6**  
**Transferee Declaration**

Codere New Topco S.A. (the “**Company**”)  
6, rue Eugène Ruppert,  
L-2453 Luxembourg,  
Grand Duchy of Luxembourg  
RCS Number: B260378

Codere New Holdco S.A.  
6, rue Eugène Ruppert,  
L-2453 Luxembourg,  
Grand Duchy of Luxembourg  
RCS Number: B260896

Ladies and Gentlemen:

We refer to the transfer guide in respect of the transfer of Class A Ordinary Shares in the capital of the Company and Subordinated PIK Notes in Codere New Holdco S.A., dated [November 19, 2021] (the “**Transfer Guide**”).

In connection with the acquisition by the undersigned transferee of (i) [insert number of Class A Ordinary Shares] it holds in the Company (the “**Transferred Shares**”) and (ii) [insert number of Subordinated PIK Notes] it holds in [●] (the “**Transferred Notes**”), the undersigned hereby certifies to the Company as follows:

1. The undersigned transferee (ALL MUST BE CHECKED FOR A TRANSFEREE TO BE ELIGIBLE TO HOLD CLASS A ORDINARY SHARES AND SUBORDINATED PIK NOTES):
    - is either (a) a “Qualified Institutional Buyer” (as defined in Rule 144A (“**Rule 144A**”) under the U.S. Securities Act of 1933, as amended (“**Securities Act**”)) (“**QIB**”), or (b) a person that is not a “U.S. person” (as defined in Regulation S under the Securities Act) that is acquiring the Class A Ordinary Shares and the Subordinated PIK Notes outside the United States in an “offshore transaction” (as defined in Regulation S under the U.S. Securities Act);
    - agrees on its own behalf, and on behalf of any investor for which it has purchased or intends to purchase Class A Ordinary Shares and/or Subordinated PIK Notes, to offer, sell or otherwise transfer such Class A Ordinary Shares and/or Subordinated PIK Notes only (a) to the Company or any of its subsidiaries, (b) pursuant to a registration statement that has been declared effective under the Securities Act, (c) for so long as the Class A Ordinary Shares and/or Subordinated PIK Notes are eligible for resale pursuant to Rule 144A, to a person it reasonably believes is a QIB that purchases for its own account or for the account of a QIB to whom notice is given that the transfer is being made in reliance on Rule 144A, (d) pursuant to offers and sales that occur outside the United States in an offshore transaction to a person who is not a U.S. person in
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compliance with Regulation S under the Securities Act, or (e) pursuant to another available exemption from the registration requirements of the Securities Act, subject in each of the foregoing cases to any requirement of law that the disposition of its property or the property of such investor account or accounts be at all times within its or their control and in compliance with any applicable state securities laws, and any applicable local laws and regulations, and further subject to the Company's rights prior to any such offer, sale or transfer pursuant to (e) to require the delivery of an opinion of counsel, certification and/or other information satisfactory to each of them;

- is a "qualified investor" as defined in Regulation (EU) 2017/1129; and
- is not a retail investor.

For the purposes of this Schedule, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of article 4(1) of Directive 2014/65/EU (as amended, "**MIFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of article 4(1) of MIFID II; or (iii) not a qualified investor. No key information document required by Regulation (EU) no 1286/2014 (as amended, the "**PRIIPS Regulation**") for offering or selling the Class A Ordinary Shares and/or Subordinated PIK Notes or otherwise making any of them available to retail investors has been prepared and therefore offering or selling the Class A Ordinary Shares and/or Subordinated PIK Notes or otherwise making any of them available to any retail investor may be unlawful under the PRIIPS Regulation.

2. The undersigned transferee acknowledges that:

- (a) the transfer of the Class A Ordinary Shares and Subordinated PIK Notes to it has not been registered under the Securities Act and agrees to resell the Class A Ordinary Shares and Subordinated PIK Notes only in accordance with an applicable exemption from the registration requirements of the Securities Act, or pursuant to registration under the Securities Act;
- (b) the transfer of the Class A Ordinary Shares and Subordinated PIK Notes to it is subject to the Company's right prior to completion of any transfer to require the delivery of an opinion of counsel, certification and/or other information reasonably satisfactory to it as set out in the Transfer Guide;
- (c) it has received such information as it deems necessary in order to make its investment decision;
- (d) it invests in or purchases securities similar to the Class A Ordinary Shares and Subordinated PIK Notes in the normal course of its business;
- (e) it has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of its investment in the Class A Ordinary Shares and Subordinated PIK Notes, and it and any accounts for which it acts are each able to bear the economic risk of its own or of any such accounts' investment for an indefinite period of time; and

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- (f) it is acquiring the Class A Ordinary Shares and Subordinated PIK Notes for its own account, or for one or more accounts as to each of which it exercises sole investment discretion, and not with a view to any distribution of the Class A Ordinary Shares and Subordinated PIK Notes in violation of the Securities Act.

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IN WITNESS WHEREOF, the undersigned has executed this declaration on \_\_\_\_\_20 .

*[Insert transferee's name and appropriate signature block]*

By: \_\_\_\_\_

Name:

Title: