

10 September 2024

Codere Finance 2 (Luxembourg) S.A. (the “**Issuer**”, together with Codere New Topco S.A. (“**Codere New Topco**”) and its subsidiaries, “**Codere**”), refers to its announcements on 13 June 2024 (the “**13 June Announcement**”), 26 June 2024, (the “**26 June Announcement**”) 23 July 2024 (the “**23 July Announcement**”) and 16 August 2024 (the “**16 August Announcement**”) (together, the “**Announcements**”). Unless given a different meaning in this announcement, terms defined in the Announcements shall have the same meaning when used herein.

Codere hereby announce the following:

## RESULTS OF CONSENT SOLICITATION

On 16 August 2024, the Issuer published an Offering and Consent Solicitation Memorandum (the “**OCSM**”) seeking certain consents (the “**Consent Solicitation**”) in relation to the notes detailed in the table below (the “**Existing Notes**”) and relating to an offering of €128,273,196.00 (being the principal amount of €124,425,000.00 plus the amount of €3,848,196.00 capitalized at the issue date) of first priority notes to be issued by the Issuer ( the “**FPN Notes**”). As further described in the OCSM, the Consent Solicitation required the consent of the holders of the majority of the aggregate principal amount of the outstanding notes or at least 90% of the aggregate principal amount of the outstanding notes (as applicable), in each case as outlined in the OCSM under each the “**SSN Consent Solicitation**”, the “**NSSN Consent Solicitation**”, and the “**Interim Notes Consent Solicitation**” in order to be approved. The issuance of the FPN Notes is conditional on, among other things, the approval of the Consent Solicitation.

GLAS Specialist Services Limited was appointed as information agent (the “**Information Agent**”) in relation to the Consent Solicitation.

The Consent Solicitation closed at 5.00pm (London Time) on 9 September 2024. The Issuer further confirms that in connection with the FPN Notes it has also executed on 16 August 2024 an (i) upfront purchase agreement alongside certain of the members of an Ad Hoc Committee and certain other noteholders with whom Codere has been in confidential discussions, and (ii) an offer purchase agreement for the full amount of the FPN Notes.

The Information Agent has confirmed to the Company and the Issuer that the results of the Consent Solicitation are as follows, and accordingly the Consent Solicitation has been approved:

Series	% In Favour	€ / \$ In Favour	Approved (Yes / No)
<b>13.00% Interim Super Senior Secured Notes due 2025</b>  Series 1: Rule 144A: ISIN: XS2695615562, Common Code: 269561556; Regulation S: ISIN: XS2695611900, Common Code: 269561190;  Series 2: Rule 144A: ISIN: XS2858051043, Common Code: 285805104; Regulation S: ISIN: XS2858050664, Common Code: 285805066	100% & 99.98%  Aggregate 99.99%	EUR 50,000,000 & EUR 19,995,956  Aggregate 69,995,956 EUR	<b>Yes</b>

<b>8.00% Cash / 3.00% PIK Super Senior Secured Notes due 2026</b>  Rule 144A: ISIN: XS2209052765, Common Code: 220905276; Regulation S: ISIN: XS2209052419, Common Code: 220905241	99.84%	EUR 493,720,009	<b>Yes</b>
<b>2.00% Cash / 10.750% PIK Senior Secured Notes due 2027</b>  Rule 144A: ISIN: XS1513772621 Common Code: 151377262; Regulation S: ISIN: XS1513765922, Common Code: 151376592	87.44%	EUR 450,863,798	<b>Yes</b>
<b>2.00% Cash / 11.625% PIK Senior Secured Notes due 2027</b>  Rule 144A: ISIN: XS1513776614, Common Code: 151377661; Regulation S: ISIN: XS1513776374, Common Code: 151377637	91.65%	USD 284,730,932	<b>Yes</b>

## First Priority Notes

The deadline for NSSN Holders to participate in the FPN Notes was 5.00pm (London Time) on September 9, 2024. The participants in the offer that have acceded to the FPN Offer Purchase Agreement and the Upfront FPN Purchasers pursuant to the Upfront Purchase Agreement dated August 16, 2024 (as these terms are defined in the OCSM) will subscribe in full the new FPN Notes.

The Information Agent expects to provide Transaction Allocation Confirmation Notices (as defined in the OCSM) by no later than September 20, 2024 to each participating NSSN Holders or their nominees entitled to participate in the FPN Offer (each as defined in the OCSM).

Purchasers of FPN Notes pursuant to the OCSM are reminded that they will be required to fund the escrow account detailed in their Transaction Allocation Confirmation Notice by no later than the FPN Escrow Funding Deadline (as defined in the OCSM and set in the Transaction Allocation Confirmation Notice) .

Purchasers of FPN Notes pursuant to the Upfront Purchase Agreement (as defined in the OCSM) may also be required to fund the escrow account detailed in their Transaction Allocation Confirmation Notice by the Upfront FPN Purchasers Escrow Funding Deadline (as defined in the OCSM).

The Issuer will issue the FPN Notes on the Restructuring Effective Date (as defined in the OCSM).

## Recapitalisation

The Issuer and Codere continue to expect the Recapitalisation to complete by October 31, 2024, subject to the satisfaction of customary conditions, including applicable regulatory and anti-trust conditions. Codere are continuing with the implementation steps outlined in the OCSM in line with the timeline described therein. The Information Agent will inform Noteholders of their entitlements in connection with the Recapitalisation via the Transaction Allocation Confirmation Notices as detailed above.



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