



Avda. de Bruselas, 26
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Telf: 91 354 28 00
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Madrid, May 18, 2018

In accordance with article 228 of the consolidated text of the Spanish Stock Market Act approved by the Legislative Royal Decree 4/2015 from October 23, Codere S.A. hereby informs of the following:

SIGNIFICANT EVENT

The Board of Directors of “CODERE S.A.”, has resolved to convene the Ordinary General Shareholders’ Meeting to be held at the Company’s head office located at Avda. de Bruselas 26, 28108 Alcobendas, Madrid, at 13:00 on June 27, 2018, on first call and at the same time and place on June 28, 2018, on second call.

Attached you will find the call and agenda for the Meeting, which shall be published in the coming days pursuant to the legal and statutory requirements, as well as the full text of the proposals of agreements which the Board of Directors submits in connection with the various points of the aforementioned agenda.

These documents and others shall be available to shareholders at the Company’s registered office and online at the Company’s website www.grupocodere.com.

Kind regards

Luis Argüello Álvarez
Secretary of the Board of Directors



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CALLING OF AN ORDINARY GENERAL SHAREHOLDERS MEETING OF CODERE S.A.

The Board of Directors of “CODERE Sociedad Anónima”, by means of a resolution adopted on 17 May 2018, hereby calls the Shareholders to an Ordinary General Shareholders Meeting to be held at the company’s address, located in 28108 Alcobendas (Madrid), Avda. de Bruselas nº 26, at 13:00 hours on 27 June 2018, at first call and, at the same time and venue, on 28 June 2018 at second call, subject to the following

AGENDA

ONE.- Examination and approval of the annual accounts (balance sheet, profit and loss account, statement of changes in net wealth, cash flow statement and annual report) and management report of CODERE, S.A., and of the annual accounts (balance sheet, profit and loss account, statement of comprehensive income, statement of changes in net wealth, cash flow statement and annual report) and management report of its consolidated corporate group, for the financial year ending 31 December 2017.

TWO.- Examination and approval of the proposed allocation of results of the financial year ending 31 December 2017.

THREE.- Approval of the Board of Directors’ management during 2017.

FOUR.- Re-election of Board Members. The following proposals will be separately voted upon:

- 4.1. Re-election of Mr. Norman Raúl Sorensen Valdez, as an Independent Director.
- 4.2. Re-election of Mr. Matthew Charles Turner, as an Independent Director.
- 4.3. Re-election of Mr. David Anthony Reganato, as a Proprietary Director.
- 4.4. Re-election of Mr. Timothy Paul Lavelle, as a Proprietary Director.
- 4.5. Re-election of Mr. Manuel Martínez-Fidalgo Vázquez, as a Proprietary Director.

FIVE.- Authorisation to acquire own shares, directly or through Group companies.

SIX.- Authorisation to the Board of Directors, for a maximum term of five years, to issue ordinary bonds, debentures, promissory notes and other securities that recognize or create debt, as well as preference shares and other equivalent instruments, and guarantee those issuances by Companies of Group Codere, and apply for their admission to trading.

SEVEN.- Authorisation to the Board of Directors to increase the share capital once or several times in accordance with art. 297.1.b) of the Spanish Companies Act, at any time within a period of 5 years at most, through monetary contributions amounting to a maximum nominal amount of 101,942,960,36 euros (equivalent to 20% of the current share capital), under the terms and conditions it may deem appropriate. Granting the Board the power to exclude the pre-emptive subscription right stated in art. 506 of the Spanish Companies Act.



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EIGHT.- Amendment of art. 16 of the Bylaws.

NINE.- Amendment of art. 10.1 of the Regulations of the General Shareholders Meeting of Codere S.A.

TEN.- Approval of the 15 days advance notice with which the General Shareholders meeting must be convened in accordance to art. 515 of the Spanish Companies Act.

ELEVEN.- Delegation of powers to formalise, interpret, amend and enforce the resolutions adopted by the General Shareholders Meeting.

CONSULTATIVE OR INFORMATIVE ITEM

TWELVE.- Consultative vote held on the Annual Directors Remuneration Report for the 2017 financial year.

THIRTEEN.- Information on the amendment of the Regulations of the Board of Directors of the Company.

ADDITIONAL ITEM ANNOUNCED: Pursuant to the provisions established in Article 519 of the Consolidated Version of the Capital Stock Companies Act, any shareholders representing at least 3% of the capital stock may request that an additional item be announced in the calling of a General Meeting, including one or more items in the agenda, provided that the new items are justified or include, where appropriate, a justified proposed resolution. Furthermore, any shareholders representing at least 3% of the capital stock may make reasoned proposals for resolutions, related to matters already included or to be included in the agenda. These rights may be exercised by providing authentic notice, sent to the registered address to the attention of the Secretary of the Board of Directors (Mr. Luis Argüello Álvarez, Avda. de Bruselas 26, 28108 Alcobendas, Madrid) during five business days following the publication of this calling, indicating: i) the identity of the shareholder exercising its right; ii) the number of shares held; iii) an attendance card or certificate issued by the competent depository entities, proving ownership of the shares at the calling date; iv) a full version of reasoned proposals for matters included or to be included in the agenda; and v) and other relevant document. This addition to the calling will be published, as the case may be, at least fifteen days before the date scheduled for the Meeting.

The company will ensure that these proposed resolutions and any attached documentation are circulated amongst the other shareholders, by posting the foregoing on its corporate website.

ATTENDANCE AND VOTING RIGHTS: Pursuant to Article 11 of the Company By-laws, all shareholders owning at least one hundred shares will be entitled to attend the company's General Meetings, provided that these are registered in their name in a book entries register, at least five days before the date scheduled for the Meeting. Furthermore, they must confirm their



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shareholder status with a suitable document for this purpose, permitted by law. In order to exercise a right to attend a Meeting it will be possible to group these shares.

Each share grants the right to one vote. However, in no case may the same shareholder, companies belonging to the same group or others acting in concert with the foregoing, issue at a General Meeting a number of votes that exceeds those inherent to shares representing 44% of the capital stock, even if the number of shares held exceeds this percentage of the capital stock, without prejudice to what is provided in Article 527 of the Capital Stock Companies Act.

This limitation will not affect the votes inherent to shares that are represented by a shareholder as a consequence of what is foreseen in Article 13 of the Company By-laws. However, the foregoing limitation will also apply to the number of votes inherent to the shares of each represented shareholder.

In accordance with the Act and the Company By-laws, the shareholders may exercise their voting right in relation to proposals made on items included in the agenda, by post, e-mail or other remote means of communication, provided that shareholder identity is duly guaranteed. For votes sent by post, the shareholders will send to the Company, directly or through depository entities, a duly completed and signed attendance card, which will be received at least five days before the date scheduled for the Meeting at first call. Any votes sent after this date will not be taken into account.

REPRESENTATION: Any shareholder entitled to attend may be represented at a General Meeting by another person, whether or not a shareholder, as long as he/she is duly empowered or entitled to do so. This proxy will be granted specifically for each Meeting in writing. A proxy is always revocable. If the principal personally attends the Meeting, a revocation will be presumed.

INFORMATION RIGHT: Up until the fifth day prior to the date scheduled for the Meeting, all shareholders may request that the directors provide information or clarifications, or may submit questions in writing on the matters included in the agenda, as well as any clarifications they may need on information accessible to the public that the company may have provided to the Spanish Securities Market Commission since the last General Meeting was held and on the auditor's report.

Furthermore, the Shareholders are informed of the right they hold to examine at the registered address (between 8:00 a.m. and 3:00 p.m., Monday to Friday) the documentation related to the agenda, to be submitted to the Ordinary General Meeting for approval, to include the following amongst others:

- a) the text of this calling;
- b) the full version of all proposed resolutions and directors and committees' reports on the items of the agenda, if necessary;

- c) the Annual Accounts (balance sheet, profit and loss account, statement of changes in net wealth, cash flow statement and annual report) of the Company for the 2017 financial year;
- d) the Annual Accounts (balance sheet, profit and loss account, statement of comprehensive income, statement of changes in net wealth, cash flow statement and annual report) of its consolidated Group for the 2017 financial year;
- e) the management report and auditors' report, for the Company and its consolidated Group, all in relation to the 2017 financial year.
- f) Statement of responsibility.
- g) Annual Directors Remuneration Report for 2017.
- h) Annual Report of the Auditing Committee.
- i) Annual Report of the Compliance Committee.
- j) Annual Report of the Appointments, Remuneration and Corporate Governance Committee.
- k) Report on the auditor's independence.
- l) Corporate Social Responsibility Report for 2017.
- m) Report of the Auditing Committee on related transactions.
- n) The total number of shares and voting rights at the calling date.
- ñ) Standard attendance card, proxy and distance voting and details of the means and procedures available to obtain the same.
- o) Details of the means and procedures available to grant a proxy for a General Meeting.
- p) Details of means and procedure in place for distance communication.
- q) Access information.
- r) Additionally, it is stated for the record that the Annual Corporate Governance Report for the 2017 financial year, approved by the company's Board of Directors at its meeting held on 27 February 2018, is at the shareholders' disposal at the registered address, and may be accessed on-line through the company's website.

All versions and documentation to be submitted to the General Meeting may be consulted and obtained on the company's website- www.grupocodere.com- pursuant to what is foreseen in Article 518 of the Consolidated Version of the Capital Stock Companies Act. All shareholders will likewise be entitled to have copies of all documents delivered or sent cost-free.

FORMALISATION BY A NOTARY PUBLIC.- The Board of Directors has decided to request the presence of a Notary Public in order to issue minutes of the Meeting, pursuant to the provisions established in Article 203 of the Consolidated Version of the Capital Stock Companies Act, in relation to Articles 101 and 103 of the Commercial Registry Regulations.

DATA PROTECTION.- Further to what is foreseen in Organic Act 15/1999, of 13 December, on Personal Data Protection, any personal data of the shareholders and their representatives, if any, provided to the Company by such shareholders, their representatives or Banking Institutions and Securities Companies and Agencies where the former have deposited their shares, through an entity legally entitled to hold a book entries registry, will be incorporated into a file, under CODERE S.A.'s responsibility, in order to manage the development, execution and supervision of existing shareholder relations. These data may be notified to the Notary Public attending the General Meeting, and to any third parties holding a recognised information right, foreseen by law, or which are accessible to the public insofar as they are



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included in the documentation posted on the Company's website or are manifested at the General Meeting, of which an audiovisual recording may be made, to include public dissemination on the website. By attending the General Meeting, a shareholder will be deemed to consent to such recording and its internal dissemination within the company itself. Furthermore, the shareholders are informed of the possibility of exercising their right of access, rectification, cancellation and challenge by sending a written communication to CODERE S.A., Alcobendas (Madrid) Avda. Bruselas 26, Ref. LPD.

ELECTRONIC SHAREHOLDERS FORUM.- As foreseen in Article 539.2 of the Capital Stock Companies Act, an Electronic Shareholders Forum has been enabled on the company's website- www.grupocodere.com- which may be accessed by both individual shareholders and any voluntary associations that may be incorporated, in order to facilitate communications before the Meeting is held. Subject to the requirements, formalities and consequences established in any laws applicable in each case to this Shareholders Forum, initiatives may be published in order to reach the necessary percentage to exercise a minority right, foreseen by law, or offers and requests for voluntary representation. The website provides instructions on how to access the Electronic Forum, and its rules of operation.

Madrid, on 17 May 2018.- The Chairman of the Board of Directors, Norman Sorensen Valdez.



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PROPOSED RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY GENERAL SHAREHOLDERS MEETING OF CODERE S.A., TO BE HELD AT FIRST CALL ON 27 JUNE 2018 OR, AT SECOND CALL, ON 28 JUNE 2018.

ONE.- Examination and approval of the annual accounts (balance sheet, profit and loss account, statement of changes in net wealth, cash flow statement and annual report) and management report of CODERE, S.A., and of the annual accounts (balance sheet, profit and loss account, statement of comprehensive income, statement of changes in net wealth, cash flow statement and annual report) and management report of its consolidated corporate group, for the financial year ending 31 December 2017.

To approve the Annual Accounts (balance sheet, profit and loss account, statement of changes in net wealth, cash flow statement and annual report) and the Management Report of the company CODERE S.A. and the consolidated Annual Accounts (balance sheet, profit and loss account, statement of comprehensive income, statement of changes in net wealth, cash flow statement and annual report) and Management Report of its corporate group, for the financial year ending 31 December 2017, formulated by the company's Board of Directors at its meeting of 27 February 2018.

A copy of the Accounts and Reports, to include the auditors' verification report, will be filed for deposit at the Commercial Registry, along with a certification of this resolution and the one related to the allocation of results, referred to in Art. 279 of the Consolidated Version of the Capital Stock Companies Act.



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TWO.- Examination and approval of the proposed allocation of results of the financial year ending 31 December 2017.

In light of the proposal made by the management body, to approve the allocation of results for the financial year ending 31 December 2016, as follows (figures in thousands of Euros):

Distributable base:

| | |
|--|---------|
| Balance in the profit and loss account | 177,513 |
|--|---------|

Allocation:

| | |
|----------------------|--------|
| To the legal reserve | 17,751 |
|----------------------|--------|

| | |
|---------------------------------------|---------|
| To negative results of previous years | 159,762 |
|---------------------------------------|---------|



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THREE.- Approval of the Board of Directors' management during 2017

To approve the management carried out by Codere S.A.'s Board of Directors during the 2017 financial year, ending 31 December 2017.



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FOUR.- Re-election of Board Members. The following proposals will be separately voted upon:

4.1. Re-election of Mr. Norman Raúl Sorensen Valdez, as an Independent Director.

Pursuant to the Board of Directors' proposal, to re-elect Mr. Norman Raul Sorensen Valdez to Independent Director office, for the maximum legal and by-law term of 2 years, whose personal circumstances are already recorded at the Commercial Registry.

The Meeting is informed that this proposed re-election was made by the Appointments, Remuneration and Corporate Governance Committee, and was duly made available to the Shareholders following publication of the announcement and until the General Meeting was held.

4.2. Re-election of Mr. Matthew Charles Turner, as an Independent Director.

Pursuant to the Board of Directors' proposal, to re-elect Mr. Matthew Charles Turner to Independent Director office, for the maximum legal and by-law term of 2 years, whose personal circumstances are already recorded at the Commercial Registry.

The Meeting is informed that this proposed re-election was made by the Appointments, Remuneration and Corporate Governance Committee, and was duly made available to the Shareholders following publication of the announcement and until the General Meeting was held.

4.3. Re-election of Mr. David Anthony Reganato, as a Proprietary Director.

Pursuant to the Board of Directors' proposal, to re-elect Mr. David Anthony Reganato to Proprietary External Director office, for the maximum legal and by-law term of 2 years, whose personal circumstances are already recorded at the Commercial Registry.

The Meeting is informed that this proposed re-election was made by the Appointments, Remuneration and Corporate Governance Committee, and was duly made available to the Shareholders following publication of the announcement and until the General Meeting was held.

4.4. Re-election of Mr. Timothy Paul Lavelle, as a Proprietary Director.

Pursuant to the Board of Directors' proposal, to re-elect Mr. Timothy Paul Lavelle to Proprietary External Director office, for the maximum legal and by-law term of 2 years, whose personal circumstances are already recorded at the Commercial Registry.

The Meeting is informed that this proposed re-election was made by the Appointments, Remuneration and Corporate Governance Committee, and was duly made available to the



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Shareholders following publication of the announcement and until the General Meeting was held.

4.5. Re-election of Mr. Manuel Martínez-Fidalgo Vázquez, as a Proprietary Director.

Pursuant to the Board of Directors' proposal, to re-elect Mr. Manuel Martínez-Fidalgo Vázquez to Proprietary External Director office, for the maximum legal and by-law term of 2 years, whose personal circumstances are already recorded at the Commercial Registry.

The Meeting is informed that this proposed re-election was made by the Appointments, Remuneration and Corporate Governance Committee, and was duly made available to the Shareholders following publication of the announcement and until the General Meeting was held.

FIVE.- Authorisation to acquire own shares, directly or through Group companies.

1. After nullifying the unused part of the authorisation to acquire own shares, conferred under point four of the agenda of the General Shareholders Meeting held on 27 June 2013, to authorise, pursuant to the provisions of applicable regulations, a derivative acquisition, at any time and as often as deemed appropriate, by Codere, S.A., either directly or through any subsidiaries of which the latter is the controlling company, of fully disbursed own shares, under a sale and purchase or any other legal title for consideration.

The minimum purchase price or consideration will be the face value of the own shares acquired and the maximum will be the result of increasing by 20% the listed value of the stock on the purchase date.

This authorisation is granted for a five-year term, as of the date this Meeting is held, and is expressly subject to a limitation, consisting of the face value of own shares acquired further to this authorisation, when added to the value of those already held by Codere, S.A. and any of its subsidiaries, never exceeding the maximum permitted by the Act at all times.

It is expressly stated for the record that this authorisation may be used in whole or in part to acquire own shares in order to be delivered or transferred to company workers or directors, directly or as a consequence of exercising any stock option rights held by the same.

2. To empower the Board of Directors, in the broadest terms, in order to execute the authorisation covered by this resolution and to carry out the other provisions contained therein; such powers may be delegated by the Board of Directors to any Director, to the Secretary or Vice-Secretary of the Board of Directors, or to any other person expressly empowered by the Board of Directors for this purpose.



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SIX.- Authorisation to the Board of Directors, for a maximum term of five years, to issue ordinary bonds, debentures, promissory notes and other securities that recognize or create debt, as well as preference shares and other equivalent instruments, and guarantee those issuances by Companies of Group Codere, and apply for their admission to trading.

To delegate to the Board of Directors, as permitted by section 319 of the Regulations of the Mercantile Registry and the general provisions governing the issuance of debentures, the power to issue negotiable securities in accordance with the following terms and conditions:

1. Securities contemplated in this delegation may be simple bonds or debendures, notes, promissory notes and other securities that recognize or create debt, as well as preference shares and other equivalent instruments.

2. The issuance of the securities covered by the delegation may be effected on one or more occasions, within a máximum period of five years following the date of approval of this resolution.

3. The maximum nominal amount of the issuance or issuances of securities approved under this delegation shall be €1.000.000.000) or its equivalent in another currency.

4. The delegation shall extend, as broadly as required by law:

(i) to the establishment of the different terms and conditions applicable to each issue, including at least par value (respecting the limits that may apply), through simple bonds or debendures, notes, promissory notes and other securities that recognize or create debt as well as preference shares and other equivalent instruments, issue price, place for the issuance, domestic or foreign currency, issue price, interest rate or type of compensation, proceedings and payment of the coupons or compensation, time and form of amortisation and expiration date, or, the perpetual nature of the securities, subordination clauses, guarantees supporting the issuance, applicable regulations, form of representation of the securities, either by certificates or book entries or any other form allowed by the law, the admission to trading and in general any other condition of the issuance (including its later amendment); and

(ii) to conduct any and all formalities that may be necessary, including regulations of the stock Exchange market, for the implementation of the specific issues approved under this delegation.

5. The Board of Directors shall also be authorized to guarantee on behalf of the Company, and as it deems appropriate, the issuance of the securities abovementiones in paragraph 1 by subsidiaries of its Group, and within the limits set forth in paragraph 3. This authorization must be understood as additional to those issuance of securities executed by the subsidiaries of the Group “Codere Finance (Luxembourg) 2. S.A.R.L. and Codere Newco S.A.U. and guaranteed by Codere S.A. and other companies of Group Codere, for an aomunt of 500 million euros and 300 million US\$.



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6. The Board of Directors is authorized to make application for trading of the securities in official or non official secondary markets, organized or otherwise, domestic or foreign, of the securities issued under this delegation, empowering the Board, with the power to substitute, to execute all the acts and formalities that may be required for admission to listing with the various Spanish or foreign securities markets.

It is expressly stated for the record that, if application is subsequently made for delisting of the securities issued under this delegation, it shall be made in compliance with the same formalities as those stated in this section, and in such case, the interests of the debentureholders opposing or not voting on the resolution, in compliance with Spanish Companies Act and other regulations.

7. The Board is expressly authorized to further delegate the powers contemplated in this resolution, to the Board of Directors, and other members of the Board, or any other person that the Board may delegate, with express authority for substitution.

8. This resolution deprives of effect Resolution Five approved by the General Shareholders Meeting held on August 14, 2013 which authorised the Company's Board of Directors to issue simple bonds or debendures, notes, promissory notes and other securities that recognize or create debt, as well as preference shares and other equivalent instruments.



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SEVEN.- Authorisation to the Board of Directors to increase the share capital once or several times in accordance with art. 297.1.b) of the Spanish Companies Act, at any time within a period of 5 years at most, through monetary contributions amounting to a maximum nominal amount of 101,942,960,36 euros (equivalent to 20% of the current share capital), under the terms and conditions it may deem appropriate. Granting the Board the power to exclude the pre-emptive subscription right stated in art. 506 of the Spanish Companies Act.

To authorize the Board of Directors, as broadly as as may be required by law, and in accordance to art. 297.1.b) of the Spanish Companies Act, to increase the share capital in one or several times, at any time, within a period of five years since the date in which the General Shareholders Meeting takes place, and up to a maximum amount of 101,942,960,36 euros (equal to 20% of the current share capital), through the issuance of new shares of the same class and series than the current ones or the different classes and series – in each case with or without share premium and with or without voting rights- for monetary contributions, and with the power to establish the terms and conditions of the capital increase and the new shares, and with the power to freely offer the non-subscribed new shares in the term or terms of the pre-emptive subscription right and stating that in the event of incomplete subscription, the capital increase will be made only in the subscribed amount and to amend the wording of the article of the Bylaws on share capital.

Furthermore, the Board is also empowered to waive totally or partially pre-emptive subscription rights subject to the requirements and limits of art. 506 of the Spanish Companies Act. The Board of Directors will be also authorized to (i) request admission on trading of the new shares issued under this resolution and to implement all the measures needed in this respect before the competent bodies of the different securities markets and (ii) to subdelegate in any of the Board of Directors members the powers granted in said decisión, provided that they may be delegated.

EIGHT.- Amendment of art. 16 of the Bylaws.

To amend art. 16 of the Bylaws which shall have the following wording:

“ARTICLE 16.- General Shareholder’s Meetings shall be called by the managing body at least one month in advance of the date on which the Meeting is to be held. The Extraordinary General Shareholders Meeting may be convened with only fifteen days in advance in those cases and complying with the legal requirements.

The dissemination of the notice shall be made using at least the following means:

- a) "Official Gazette of the Mercantile Registry" or in one of the newspapers with the widest circulation in Spain.*
- b) The website of the National Securities Market Commission.*
- c) The corporate website of the Company calling the meeting.*

The notice of the meeting shall state whether the Shareholders’ Meeting is Ordinary or Extraordinary, the date, place and purpose of the meeting, including all the matters to be discussed and, where so required by the Law, the right of the shareholders to examine at the registered office the documents to be submitted to the Shareholders’ Meeting for approval and, if appropriate, to obtain free of charge and immediately the technical reports established by the Law. The said notice may also state the date on which, if appropriate, the Shareholders’ Meeting shall assemble on second call. Between the first and second call there must be a period of at least twenty-four hours.

Shareholders representing at least three percent of the share capital may request the publication of a supplement to the notice of call of the annual ordinary general meeting, including one or more points on the agenda provided that the new items are accompanied by a justification or, where appropriate, a justified proposed resolution. In order to exercise this right, the shareholder or shareholders shall provide due notification sent to the registered offices of the Company within the first 5 days following the publication of the original notification. The complementary notification shall be published no later than 15 days prior to the date established for the meeting to be held.

In addition, shareholders representing at least three percent of the share capital may, in the same period indicated in the preceding paragraph, submit justified proposals on matters already included or to be included in the agenda of the meeting being convened, in the terms established by law.

Similarly, Extraordinary General Meetings shall be convened when requested by shareholders representing at least three percent of the share capital, with the request for such a meeting stating the matters to discuss in the Meeting and proceeding in the form specified in the Capital Companies Act.

The provisions of this article shall not apply when the Law establishes different requirements for meetings dealing with specific matters, in which case, such special provisions shall be applicable.

When resolutions are to be adopted affecting several classes of shares, only a part of the shares of the same class, or non-voting shares, the legal requisites established for these cases shall be abided by”.



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NINE.- Amendment of art. 10.1 of the Regulations of the General Shareholders Meeting of Codere S.A.

To amend art. 10.1 of the Regulations of the General Shareholders Meeting of Codere, S.A. which shall have the following wording:

“10.1. The Annual General Meeting shall be convened with a minimum of one month prior notice to the date fixed for the meeting, except in cases where the law or the Bylaws establish a different period, by announcement published in at least the following media:

- a) Official Gazette of the Mercantile Registry or in one of the newspapers with the widest circulation in Spain.*
- b) The website of the National Securities Market Commission.*
- c) The corporate website of the Company calling the meeting.*

The notification of the General Meeting shall also be forwarded to the National Securities Exchange Commission.

The prior notice period is calculated from the date of the last publication of the notice (inclusive) until the day fixed for holding on the meeting on first call (exclusive).

The Extraordinary General Shareholders Meeting may be convened with only fifteen days in advance in those cases and complying with the legal requirements”.



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TEN.- Approval of the 15 days advance notice with which the General Shareholders meeting must be convened in accordance to art. 515 of the Spanish Companies Act.

To approve, in accordance with art. 515 of the Spanish Companies Act, that the Extraordinary General Shareholders meetings may be called with a 15 days of previous notice, provided that the Company provides electronic voting proceduress effectively accesible to all shareholders. This resolutions shall be in force until the time of the next Annual General Meeting.



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ELEVEN.- Delegation of powers to formalise, interpret, amend and enforce the resolutions adopted by the General Shareholders Meeting.

To authorize on a several basis, all and each Director, Secretary and Vice Secretary of the Board of Directors, such that, any of them may formalize and implement the foregoing resolutions, with the power for such purpose to publish any announcement it may be necessary, to attend a public notary to execute public documents, and correct any mistakes that could be made on these documents as the Trade Register may request, and to get the registration with the Trade Register, of the approved decisions if necessary.



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TWELVE.- Consultative vote held on the Annual Directors Remuneration Report for the 2017 financial year.

Pursuant to the Capital Stock Companies Act and best practices in Corporate Governance, to hold a consultative vote on the Annual Directors Remuneration Report of “Codere S.A.”, which was made available to the shareholders along with the other General Meeting documentation following its announcement date.



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THIRTEEN.- Information on the amendment of the Regulations of the Board of Directors of the Company.

The Company has made available to all shareholders the report on this issue.