

Alcobendas, April 23, 2021

In accordance with article 227 of the consolidated text of the Spanish Stock Market Act approved by the Legislative Royal Decree 4/2015 of 23 October, Codere S.A. hereby informs of the following:

## OTHER RELEVANT INFORMATION

A typo has been detected in the text of the Other Relevant Information (registered number 8800) dated April 22, 2021, in connection with the Announcement of a Extraordinary Shareholders Meeting, we hereby amend the typo as follows:

In the Second item of the Proposed Decisions of the Board of Directors, where it states that:

*“(iii) a third series in a maximum amount of up to EUR 110,000,000, at an effective interest rate of 8% and a capitalizable interest rate (PIK) of 3%, subject to potential reductions during the first 18 months of the issue, maturing on September 30, 2026, to be issued at the time of implementation of the Refinancing (defined in the Lock-Up Agreement as the Restructuring Effective Date),”*

It should state that:

*“(iii) a third series **in a maximum amount of up to EUR 140,000,000**, at an effective interest rate of 8% and a capitalizable interest rate (PIK) of 3%, subject to potential reductions during the first 18 months of the issue, maturing on September 30, 2026, to be issued at the time of implementation of the Refinancing (defined in the Lock-Up Agreement as the Restructuring Effective Date),”*

We attach a consolidated version of Announcement and Proposed decisions after the correction.

Luis Argüello Álvarez  
Non-director secretary of the board of directors

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**CODERE, S.A.**  
**Extraordinary General Shareholders' Meeting**

The Company's Board of Directors has resolved to convene an Extraordinary General Shareholders' Meeting, **to be held exclusively by remote means**, in Alcobendas, at the registered offices located at Avda. De Bruselas nº 26 (28108 Madrid) on May 11<sup>th</sup> 2021 at 16:00 in first call, and on May 12 2021 at 16:00 in second call, in accordance with the following

**AGENDA**

**FIRST.- Ratification of the execution by the Company of the so called, Lock-Up Agreement, in the context of the refinancing of the Company, as well as any other ancillary documents and transactions executed in such context.**

**SECOND.- Approval, to the effects of the provisions set forth in Article 160.f) of the Spanish Companies Law, of the amendment, extension, ratification or granting of security documents that may be needed to execute the financing transactions in the context of the refinancing.**

**THIRD.- Ratification and appointment of Mrs. Elena Monreal Alfageme as director.**

**FOURTH.- Delegation of faculties to formalise, interpret, rectify and execute the resolutions adopted by the General Meeting.**

**INFORMATIVE POINT AT THE REQUEST OF SHAREHOLDER**

**FIFTH.- Information on certain actions undertaken by a shareholder.**

**REASONED PROPOSALS FOR RESOLUTIONS**

In accordance with article 519.3 of the Spanish Corporations Law, shareholders who represent at least three percent of the share capital may file substantiated proposed resolutions regarding topics included or which may be included on the Agenda for the General Meeting. This right may be exercised by attestable notice which must be received at the Company's registered offices, Avda. Bruselas 26, Alcobendas 28108 Madrid, to the attention of the Secretary of the Board of Directors (Mr. Luis Argüello Álvarez), within five days following publication of this official meeting notice indicating: i) identity of the shareholder exercising the right; ii) number of shares held; iii) an original certificate issued by the corresponding deposit entities, proving the ownership of the shares at the date of this call; iv) whole text of each substantiated proposed resolutions regarding topics included or which may be included on the Agenda and v) any other relevant documents.

The Company will publish these proposed resolutions and the documentation attached including them into its website.

**MEETING HELD EXCLUSIVELY BY REMOTE MEANS**

In response to the health crisis caused by COVID-19 and as provided for in the eighth final provision of Royal Decree-Law 5/2021, of 12 March, on extraordinary measures to support

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business solvency in response to the COVID-19 pandemic, which modifies Royal Decree-Law 34/2020, of 17 November, on urgent measures to support business solvency and the energy sector, and on tax matters, Codere's Board of Directors has decided to hold the Extraordinary General Meeting called by this announcement exclusively by remote means, to safeguard the general interests, health and safety of shareholders, employees and other persons involved in preparing and holding the Meeting, in accordance with current health regulations. This means that there will be no physical attendance by shareholders or their proxies. However, the exercise of the rights of all shareholders shall be guaranteed at all times, as well as their identity and legitimacy and that of their proxies, ensuring that all attendees can effectively participate in the meeting through remote communication channels under applicable legislation, exercising their rights to take part, receive information, make proposals and vote. The Board of Directors of Codere offers the possibility of participating in the meeting through the following channels, to ensure that shareholders who wish to attend and exercise their right to vote can do so: (i) representation; (ii) remote attendance and voting; (iii) early voting through remote communication means; and iv) other means made available by the company, which are detailed in the following sections, on "Rights of attendance, representation and remote voting" and "Remote attendance of the Extraordinary General Meeting". Likewise, the directors may attend the meeting by audio or video conference, regardless of the location of the Chairman of the Board.

## **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 entry register, at least five days before the date scheduled for the Meeting. Furthermore, they must confirm their 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.

## **REPRESENTATION**

Shareholders with the right to attend the meetings may delegate said right upon a proxy which does not need to be another shareholder provided said proxy has sufficient powers of representation. Proxies must be specific for the particular meeting and presented in writing. Such representation shall always be revocable. Personal attendance to the meeting shall be deemed to be the revocation of any proxies granted.

Unless otherwise indicated by the shareholder, proxies shall be extended to matters not on the agenda but which may be voted at the meeting, in which case the proxy shall cast the vote in the manner they consider most favourable to the interests of the Company and the represented party. The same rule shall apply in relation to proposals that may be submitted for decision by the Shareholders and that have not been formulated by the Board of Directors,

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as well as in the case of proxies validly granted, without express voting instructions.

If the document containing the proxy does not include the identity of the representative, the shareholder shall be deemed to have appointed the Chairman, Secretary or Vice-Secretary of the Board, as their representative, in that order, in case of absence or in case of a conflict of interest.

Representation may be made by a) postal correspondence, or b) by electronic correspondence through the corporate web [www.grupocodere.com](http://www.grupocodere.com)

a) Appointment of representative by postal correspondence: the attendance card issued by the Iberclear participant, duly signed and completed in the corresponding “representation” section by the shareholder, shall be sent to the Company's address (Secretaría General, Avda. De Bruselas 26, 28108 Alcobendas, Madrid). Additionally, shareholders can appoint a representative by postal correspondence by signing the attendance card issued by the Company (available in [www.grupocodere.com](http://www.grupocodere.com)) and sending it by ordinary mail together with an original document, issued by the custodian bank, certifying the shares holding.

b) Appointment of a representative by electronic correspondence: shareholders who wish to appoint a representative by electronic means shall access to a platform installed in the Company's website ([www.grupocodere.com](http://www.grupocodere.com)), linking in “2021 Extraordinary Shareholders Meeting”, and then link in “Representation”, following the rules and instructions set out there. Appointment of a representative by electronic means, shall be deemed to be accepted by the representative should he attend telematically to the Meeting.

## EARLY REMOTE VOTING

Shareholders entitled to attend and vote may cast their vote on the proposed resolutions on the agenda, in advance to the meeting by postal correspondence or by electronic correspondence through the web [www.grupocodere.com](http://www.grupocodere.com). In accordance to art. 25 of the Regulations of the General Shareholders' Meeting of Codere, in order to processing the votes issued by post or by the electronic remote means of communication, the votes must be received at least five days before the date set for the General Shareholders Meeting at first call. Shareholders casting their vote in such way, shall be considered to be present for the constitution of the corresponding General Shareholders Meeting.

a) By postal correspondence: In accordance with the Law and the Articles of Association, shareholders may exercise their right to vote on proposals regarding items on the agenda by postal correspondence, for which purpose they must send the duly completed and signed attendance card to the Company, directly (Secretaría General, Avda. De Bruselas 26, 28108 Alcobendas, Madrid), or through the depository institutions.

b) By electronic means: Votes may also be cast by mail through electronic means, via a platform installed on the Company's website, [www.grupocodere.com](http://www.grupocodere.com), link “2021 Extraordinary Shareholders' Meeting” section, section “Early Remote voting” and following the instructions thereof.

## REMOTE ATTENDANCE AND VOTING

The appointment of a representative or early remote voting, shall be rendered null and void by the remote attendance of the shareholder to the Meeting.

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Shareholders entitled to attend the company's General Meetings and their representatives, will be able to attend and vote in the General Shareholders' Meeting, via a platform installed on the Company's website, [www.grupocodere.com](http://www.grupocodere.com), link "2021 Extraordinary Shareholders' Meeting" section, section "Remote voting" and following the instructions thereof. To access the system, shareholders shall register as user, proving their identity and their condition as shareholders. Shareholders shall prove their identity on the computer platform by attaching to the electronic platform, in the manner indicated therein, a scanned copy of the national ID document, passport or NIE, (or tax number in the case of legal entities), as well as the scanned attendance and proxy card.

Shareholders attending and voting remotely, shall indicate the sense of their voting for each of the items on the agenda. If the shareholder does not cast a vote in any of the items included in the agenda, it will be understood that he/she is voting in favour of the proposal of the Board of Directors.

The Board of Directors has approved a document called "Regulations for the proxy, early remote voting and remote attendance and voting to the General Shareholders Meeting" which includes and details the rules of those participation process, which is available to the shareholders together with the rest of the materials of the Meeting, in [www.grupocodere.com](http://www.grupocodere.com).

**RIGHT TO INFORMATION:** Shareholders may request information or clarification from the directors up to five days prior to the date scheduled for the meeting, or submit written questions on the items on the agenda, as well as any clarifications they consider necessary regarding the information accessible to the public that the company has provided to the National Securities Market Commission since the last General Meeting was held. The Board of Directors empowers the Chief Executive Officer, the Director of Investor Relations, the Secretary and the Deputy Secretary to respond to requests for information on behalf of the Board.

Likewise, the shareholders are informed of their right to examine at the registered office the documentation affecting the agenda that will be submitted for approval by the Extraordinary General Meeting, including, among others:

- a) The full text of the notice calling the shareholders' meeting.
- b) the full text of all the resolutions proposed by the Board, and the reports of the Board in the required issues;
- c) The total number of shares and voting rights on the date of the call to meeting.
- d) Specimen of the attendance card and delegation and indication of the means and procedures for obtaining the said card.
- e) Indication of the means and procedures for appointing a proxy for the General Shareholders Meeting.
- f) Indication of the means and procedures for remote communication

In view of the limitations in force at any given time, arising from the situation generated by COVID-19 health crisis, it is recommended that shareholders who wish to obtain a copy of all or any of the documents indicated above send their request by e-mail to [Juntageneral@codere.com](mailto:Juntageneral@codere.com), since while such limitations exist, they may make it impossible for shareholders to attend and access the Company's registered office. For that purpose, it is recommended to contact by phone (+34 91 354 2800) in order to arrange an appointment and provide the documents at the registered office if desired.

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All the texts and documents of the General Meeting may be consulted and obtained on the company's website [www.grupocodere.com](http://www.grupocodere.com) in accordance with the provisions of article 518 of the Revised Text of the Spanish Capital Companies Act, with the same right to obtain the delivery or sending of copies of all the documents free of charge.

**PRESENCE OF A NOTARY:** The Board of Directors has resolved to request the presence of a Notary to take the minutes of the Extraordinary General Meeting, pursuant to the provisions of section 203 of the Spanish Companies Act, in connection with section 101 and 103 of the Companies Register's Regulations.

**DATA PROTECTION.-** The personal data of the shareholders and, if applicable, their representatives will be processed by the company CODERE, S.A. (hereinafter, CODERE) with Corporate Tax Identification number A-82110453 and registered office in Alcobendas (28108 Madrid), Avenida de Bruselas, no. 26, for the purpose of managing the holding of the General Meeting of Shareholders, which involves activities such as: i) The identification of the shareholder and, if applicable, the representation through which they act; ii) The registration of the interventions/questions and, if applicable, the direction of the vote. The development of this purpose is protected as it is necessary to comply with the regulations for capital companies and the Bylaws of CODERE. Shareholders and their representatives are also informed that the General Shareholders' Meeting might be held by electronic means, in person, or in both ways. Any case it will be recorded in order to guarantee their security and to generate an audiovisual record of the different interventions that may take place during the meeting. The data may be communicated to the Notary who will attend the General Shareholders' Meeting, as well as to those third parties who have a recognised right to information under the Law, or if the data is accessible to the public insofar as it is contained in the documentation available in the corporate communication tools, such as the website [www.grupocodere.com](http://www.grupocodere.com), annual reports or similar. The data will be kept for the time necessary to fulfil the purpose for which it was collected. The holders of the data can exercise their rights of access, rectification, opposition, suppression, portability and limitation to the treatment by e-mail to [proteccion.datos.es@codere.com](mailto:proteccion.datos.es@codere.com) or by postal communication to the registered office, indicating the reference "Data Protection" and accompanying the required documentation. They also have the right to lodge a complaint with the Supervisory Authority (in Spain, the AEPD).

**ELECTRONIC SHAREHOLDERS' FORUM** - In accordance with the provisions of Article 539.2 of the Spanish Capital Companies Act, an Electronic Shareholders' Forum has been set up on the company's website [www.grupocodere.com](http://www.grupocodere.com), which may be accessed by both individual shareholders and any voluntary associations that may be set up, in order to facilitate communication prior to the holding of the meeting. With the requirements, formalities and consequences that are established in the legal rules that in each case are applicable to this Shareholders' Forum, the initiatives to achieve a sufficient percentage to exercise a minority right provided for by law and offers or requests for voluntary representation may be published. The instructions for accessing the Electronic Forum, as well as its rules of operation, can be found on the aforementioned website.

Madrid April 21<sup>th</sup> 2021 Chairman of the Board Norman Sorensen Valdez.

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**PROPOSED RESOLUTIONS OF THE BOARD OF DIRECTORS TO BE SUBMITTED TO THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF CODERE S.A., TO BE HELD ON FIRST CALL ON MAY 11 2021 OR, ON SECOND CALL, ON MAY 12, 2021.**

**FIRST.- Ratification of the execution by the Company of the so called, Lock-Up Agreement, in the context of the refinancing of the Company, as well as any other ancillary documents and transactions executed in such context.**

As announced to the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*), in the context of the refinancing of certain financing transactions granted to Codere, S.A. (the "**Company**") and other entities of the Group (the "**Refinancing**"), the Company entered into a Lock-Up Agreement on or around April 22, 2021, to which, among others, the Company, Codere Finance 2 (Luxembourg) S.A. (the "**Issuer**"), Codere Luxembourg 1 S.à r.l., Codere Luxembourg 2 S.à r.l. and the guarantor entities, including the Company, are parties, for the purpose of agreeing with creditors of the Group, among other things, the procedure for the implementation of the Refinancing of:

- (i) the issue of secured senior notes in an amount of EUR 500,000,000, maturing on November 1, 2021, at an interest rate of 6.75% per annum, and in an amount of US\$ 300.000.000, maturing on November 1, 2021, at an interest rate of 7.625%, issued on November 8, 2016, by the Issuer pursuant to an indenture dated November 8, 2016 (as novated, amended or restated from time to time, and in particular as restated on October 30, 2020), in which the Company acts as Parent Guarantor (the "**Senior Notes**"); and
- (ii) the issue of secured super senior notes in an amount of EUR 250,000,000 maturing in 2023 at an interest rate of 12.75% per annum, issued by the Issuer pursuant to an indenture dated July 29, 2020 (as novated, amended or restated from time to time), in which the Company acts as Parent Guarantor (the "**Super Senior Notes**" and, together with the Senior Notes, the "**Existing Notes**").

The content of the Lock-Up Agreement was published by means of an announcement to the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) on the occasion of its signing. The Lock-Up Agreement was made available to the shareholders through the Company's website as part of the documentation relating to this General Shareholders' Meeting.

In view of the above, the General Shareholders' Meeting resolves:

- (i) to ratify the execution of the Lock-Up Agreement by the Company; and

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- (ii) to ratify or approve (as applicable) the execution of any document referred to in the Lock-Up Agreement, to which the Company is a party, together with any other documents seeking to support and facilitate the implementation of the Refinancing procedure such as for example (a) agreements for the amendment and novation of creditors' agreements (or, as appropriate, the execution of new ones) over the Existing Notes or any other financing transaction; (b) standstill agreements whereby any creditor institution may waive the exercise of rights or the taking of action against the Company and the rest of the entities of the Group for indebtedness; or (c) agreements for amendment and novation of any existing financing (or, as appropriate, new financing) transaction, including any guarantee or security, in favour of the Company and the other entities of the Group, including the granting of any guarantee or *in rem* security in this respect;

all of this in view of the interest of the transactions described above for the Group and each of its member entities.

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**SECOND.- Approval, to the effects of the provisions set forth in Article 160.f) of the Spanish Companies Law, of the amendment, extension, ratification or granting of security documents that may be needed to execute the financing transactions in the context of the refinancing.**

In the context of the Refinancing, it has been agreed that the Company and the members of its Group execute the following financing transactions (the "**Financing Transactions**"):

a) the issue by the Issuer, alone or jointly with other entities of the Group, of new Super Senior Notes (the "**New Super Senior Notes**"), under different tranches:

(i) a first series in an amount of EUR 30,928,000, issued on or around April 26, 2021, at an effective rate of interest of 10.75% maturing on September 30, 2023;

(ii) a second series in a maximum amount of up to EUR 80,000,000, at an effective interest rate of 10.75% maturing on September 30, 2023, to be issued no later than May 31, 2021; and

(iii) a third series in a maximum amount of up to EUR 140,000,000, at an effective interest rate of 8% and a capitalizable interest rate (*PIK*) of 3%, subject to potential reductions during the first 18 months of the issue, maturing on September 30, 2026, to be issued at the time of implementation of the Refinancing (defined in the Lock-Up Agreement as the Restructuring Effective Date),

with regard to which the Company acts as Parent Guarantor;

b) the amendment of certain terms and conditions of the Super Senior Notes, including, but not limited to, the amendment of the interest rate or the extension of its maturity, and in relation to which the Company acts as Parent Guarantor; and

c) the amendment of certain terms and conditions of the Senior Notes, including, but not limited to, the amendment of the amounts of the issue and the interest rate, the extension of their maturity or the conversion or exchange thereof into any other type of asset or instrument, and in relation to which the Company acts as Parent Guarantor.

Simultaneously, the Company and/or any other entity of the Group is expected to amend, extend, ratify or grant a number of *in rem* security in favour of the creditors, noteholders and/or their agents or representatives under the Financing Transactions, including *in rem* security of pledge over the shares in Codere Luxembourg 1 S.à r.l., owned by the Company, and *in rem* security of pledge over the credit rights arising from any intercompany loans or facilities, all for the purpose of securing any obligations owed by the Company or other entities of the Group under the Financing Transactions.

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Pursuant to the provisions of article 160.f) of the Spanish Companies Act (*Ley de Sociedades de Capital*), the General Shareholders' Meeting resolves to expressly authorise the amendment, extension, ratification or granting of the *in rem* security required for the execution of the Financing Transactions (including, without limitation, the extension and ratification of the pledge of the shares of Codere Luxembourg 1 S.à r.l and on the credit rights arising from intercompany loans or facilities). Such authorisation also extends to any *in rem* security that have been or may be granted, extended or ratified indirectly by the affiliates of the Company in connection with the Financing Transactions (including, without limitation, the pledge of shares or quota shares in any affiliates indirectly owned by the Company and on the credit rights arising from any intercompany loans or facilities).

Accordingly, the General Shareholders' Meeting confirms the authorisations granted by the Extraordinary General Shareholders' Meetings of the Company held on December 15, 2016 and July, 30 2020, for the purposes of article 160.f) of the Spanish Companies Act (*Ley de Sociedades de Capital*), in relation to the *in rem* security granted by the Company and indirectly by any of its affiliates to secure the Existing Notes (the "**Existing Security**"), including, without limitation, the pledge of the shares of Codere Luxembourg 1 S.à r.l and over the credit rights arising from any intercompany loans or facilities.

In addition to the foregoing, the General Shareholders' Meeting authorises, or ratifies, any action of the Board of Directors of the Company, with the express power of delegation, substitution, self-contracting, double or multi-representation, even in the case of existence of any conflict of interest and/or where there is a situation in which there is a conflict of interest or from which a conflict of interest may arise, in such persons as the Board of Directors deems appropriate, to take such steps as may be appropriate or necessary in order to give effect to the amendment, extension, ratification of the Existing Security or granting of *in rem* security required in connection with the Financing Transactions, including, without limitation, the granting, in Spain or abroad, of any public or private documents that may be necessary in order to give effect to the constitution of the aforementioned *in rem* security or the extension and ratification of the validity of the existing ones.

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## **THIRD.- Ratification and appointment of Mrs. Elena Monreal Alfageme as member of the Board of Director.**

To approve the ratification of Mrs. Elena Monreal Alfageme, as member of the Board of Directors, as Nominee Director, appointed by co-optation by the Board of Director in its meeting held on March 24 2021, and approve her appointment as Director, with the prior report of the Appointments, Remuneration and Corporate Governance Committee, and the report of the Board, for the maximum by-law term of two (2) years since the date of this meeting.

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

To empower each and every one of the members of the Board of Directors and Secretary and Vice-Secretary of the Board of Directors, in the broadest terms, so that any one of them, indistinctly and jointly and severally, may carry out any steps and actions required, or adopt any measures that may be necessary to successfully enforce the resolutions adopted, including the publication of any necessary announcements, appearing before a Notary Public to formalise the resolutions in a public deed, remedying any defects in the formalisation of such resolutions, following the Commercial Registry's verbal or written comments, taking any steps that may be necessary to ensure that the resolutions adopted are registered at the Commercial Registry, if necessary.

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## **FIFTH.- Information on certain actions undertaken by a shareholder.**

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