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1. Operating Results	5
2. Credit Overview	24
3. Company Outlook	32
4. Appendix	34

# codere

# Highlights of the quarter

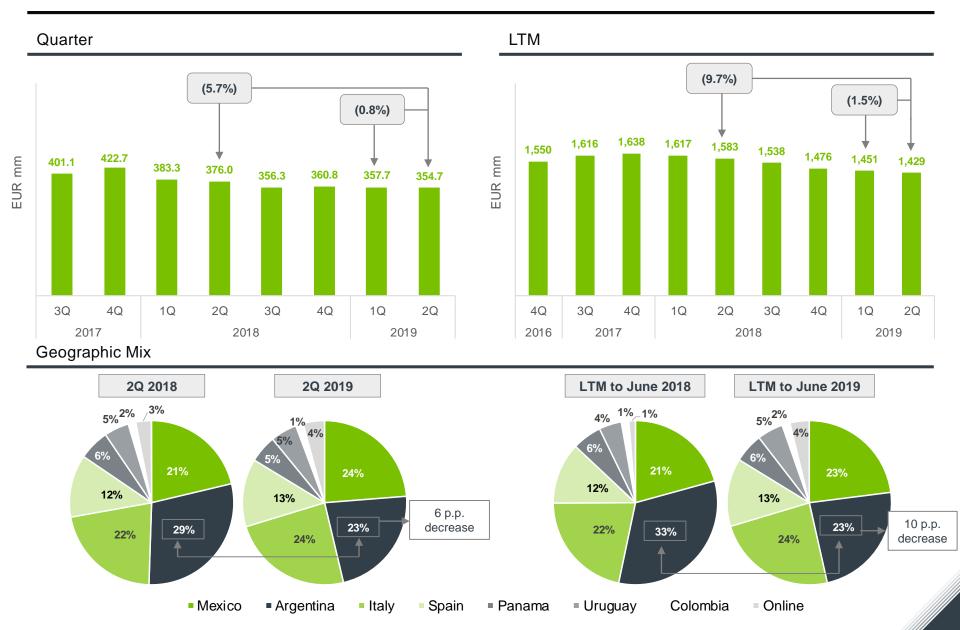
- 1. Continued delivery of Adjusted EBITDA and EBITDA growth despite FX fluctuations and tax increases.
- 2. Consolidation of a more balanced geographic portfolio thanks to growth in Mexico, Spain, Uruguay and Online.
- 3. Significant run rate of cost savings already deployed. 2.5 percentage points increase in Adjusted EBITDA margins.
- 4. Decrease of over 50% of non-recurring expenses in H1'19 vs. H1'18.
- 5. Despite recent events in Argentina, our expectation for 2019 is to continue generating EBITDA growth to a range of EUR 280 290 mm (Adjusted EBITDA figures), while focusing on achieving positive cash flow generation in the period.
- 6. Unlevered Free Cash Flow generation continues to strengthen at EUR 60 mm in 1H 2019, 42 mm of which outside of Argentina<sup>(1)</sup>.
- 7. Spain continues to rebound and show significant improvement of results.
- 8. Codere has a solid financial position, our current total liquidity is EUR 143.7 mm (including our availability under the Super Senior Revolving Credit Facility → EUR 95 mm − EUR 32.2 mm = EUR 62.8 mm).

1) As defined in page 25.

# 1. Operating Results

### Total Revenue<sup>(1, 2)</sup>



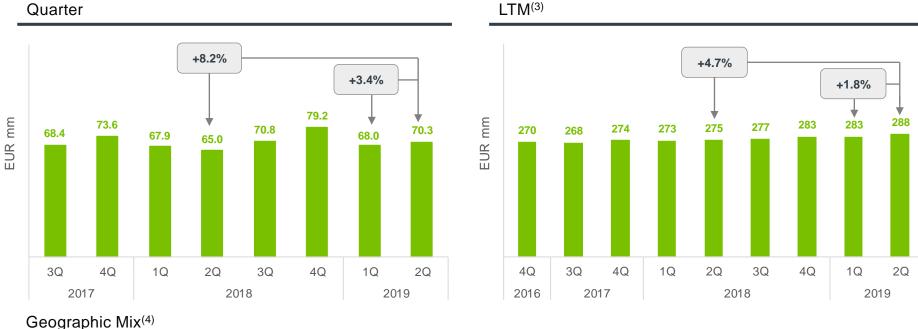


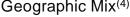
<sup>1)</sup> Figures reflect Company consolidated revenue plus, for periods prior to consolidation of HRU, 100% of HRU revenue. Does not consider inflation accounting adjustments in Argentina.

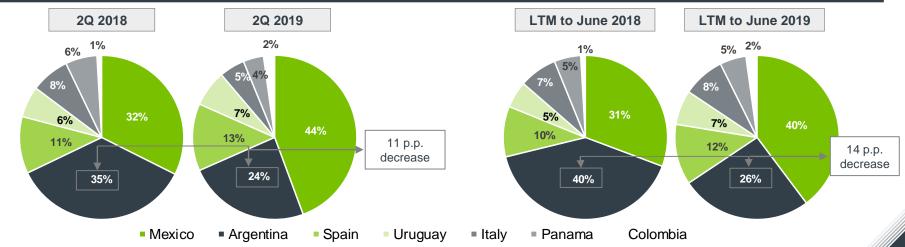
<sup>2)</sup> Figures include a positive adjustment of €4.4 mm which reflects our estimate of the negative impact in 4Q 2016 from 3 days of labor strikes (hall closures) in Argentina.

### Total Adjusted EBITDA<sup>(1, 2)</sup>





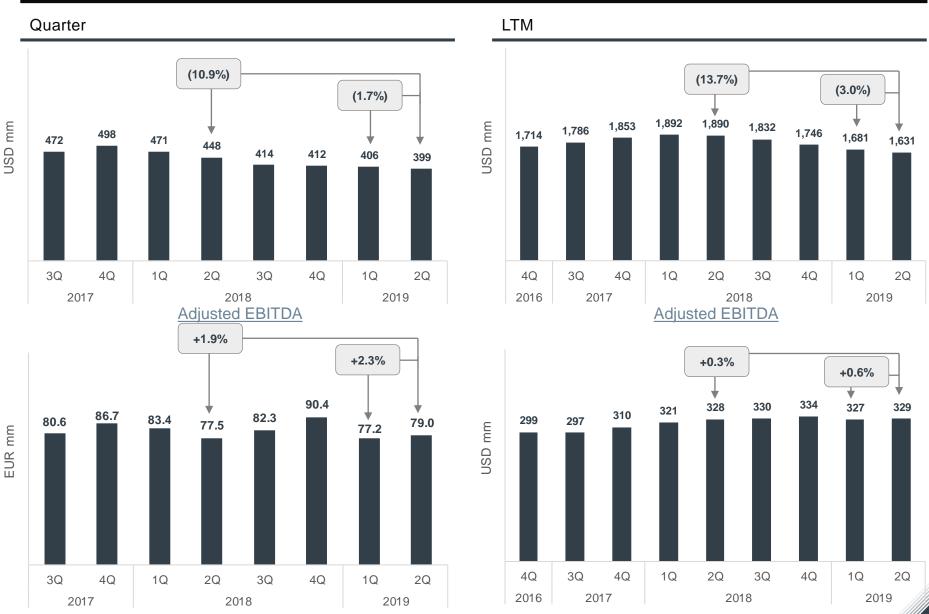




- 1) Figures reflect Company consolidated Adj. EBITDA plus, for periods prior to consolidation of HRU, 100% of HRU Adj. EBITDA. Does not consider inflation accounting adjustments in Argentina. Figures calculated Pre-IFRS-16.
- 2) Figures include a positive adjustment of €2.5 mm which reflects our estimate of the negative impact in 4Q 2016 from 3 days of labor strikes (hall closures) in Argentina.
- 3) LTM figures previous to 2018 are not affected by online business.
- 4) Figures reflect contribution to Total Adjusted EBITDA before corporate overhead and excluding Brazil and Online business due to negative Adjusted EBITDA in 2018.







<sup>1)</sup> Figures reflect Company consolidated Adjusted EBITDA plus, for periods prior to consolidation of HRU, 100% of HRU Adjusted EBITDA. Does not consider inflation accounting adjustments in Argentina.

<sup>2)</sup> Figures include a positive adjustment of USD2.7 mm which reflects our estimate of the negative impact in 4Q 2016 from 3 days of labor strikes (hall closures) in Argentina.

<sup>3)</sup> Figures calculated Pre-IFRS16.





### LTM Margin

Margin (%)



### LTM Expenses excl. gaming taxes / Revenue



### Actions taken and in progress to improve margins

- Digitalization of commercial activities, CRM and reengineering of processes at gaming halls and local operations.
- Leaner and more efficient corporate structure.
- From local support functions to regional ones and then to centralized, digitalized resources focused on supporting operations efficiently.
- Renegotiation of supplier deals at local and corporate levels.
- Slot performance monitoring and optimization and acquisition of leased products.
- Improved ROI on commercial initiatives, based on CRM usage and leveraging on customer centric approach.
- Optimization of capacity deployment in all markets.

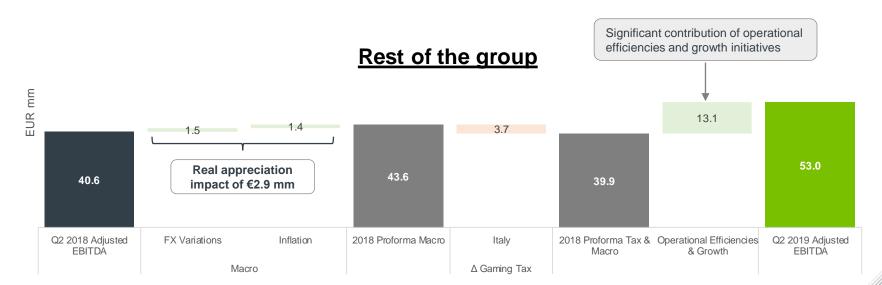
<sup>1)</sup> Figures reflect Company consolidated Adjusted EBITDA plus, for periods prior to consolidation of HRU, 100% of HRU Adjusted EBITDA. Does not consider inflation accounting adjustments in Argentina.





Strong growth of the Group outside Argentina thanks to efficiency initiatives and rigorous, focused investments. In Argentina the hyperinflation situation, combined with the recessionary context, impacts results as inflation does not represent the evolution of the purchasing power of our clients producing a market contraction in real terms



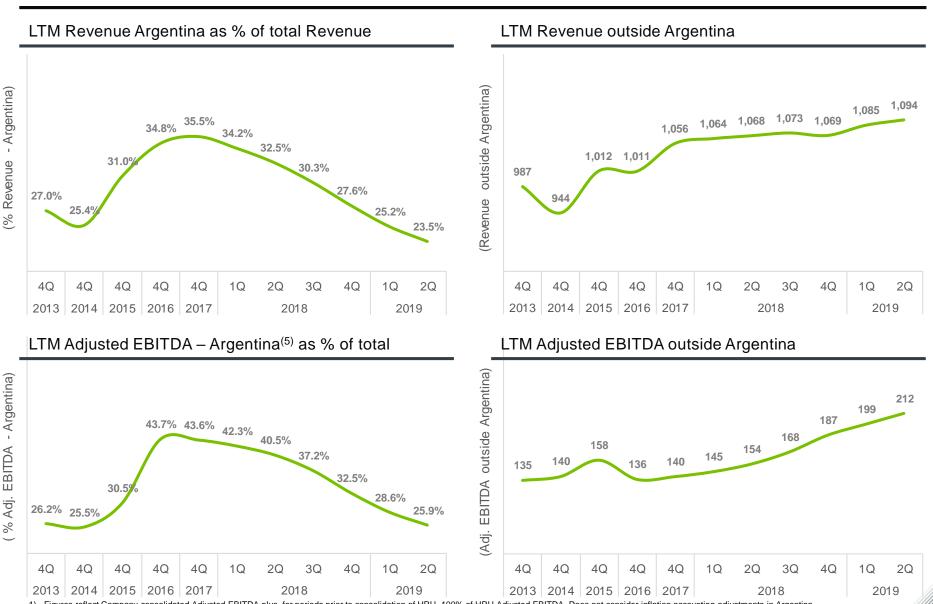


<sup>1)</sup> Does not consider inflation accounting adjustments in Argentina.

<sup>2)</sup> Figures calculated Pre-IFRS16.



### An increasingly diversified portfolio with reduced exposure to Argentina<sup>(1, 2, 3, 4)</sup>



<sup>1)</sup> Figures reflect Company consolidated Adjusted EBITDA plus, for periods prior to consolidation of HRU, 100% of HRU Adjusted EBITDA. Does not consider inflation accounting adjustments in Argentina.

<sup>2)</sup> Figures include a positive adjustment of €2.5 mm which reflects our estimate of the negative impact in 4Q 2016 from 3 days of labor strikes (hall closures) in Argentina.

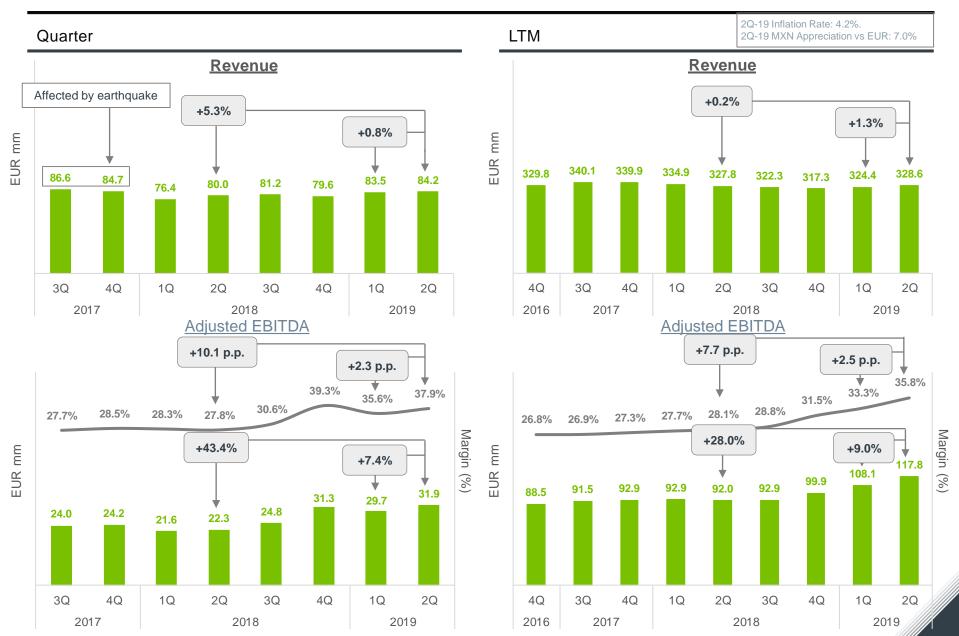
<sup>3)</sup> Consolidated figures for Argentina in 2015 have been translated to Euros @ Blue Rate; 2016, 2017 and 2018 figures @ Official Rate.

<sup>4)</sup> LTM figures calculated Pre-IFRS16.

<sup>5)</sup> Figures reflect contribution to Total Adjusted EBITDA before corporate overhead and excluding Brazil and Online business due to negative Adjusted EBITDA in 2018.

### Mexico<sup>(1, 2)</sup>





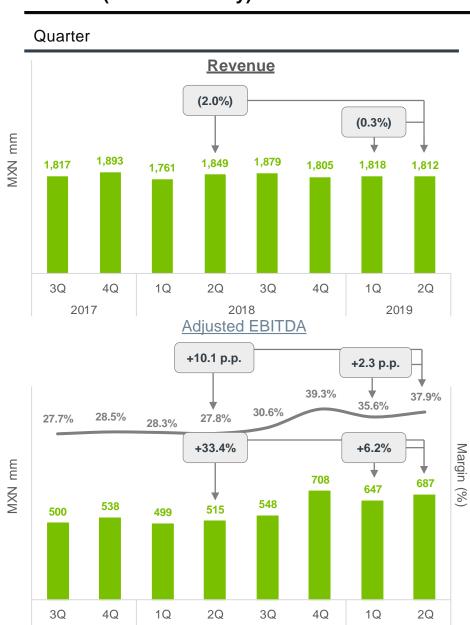
<sup>1) 2018</sup> figures will vary from prior presentations given that now we only include Retail Business.

2) Figures calculated Pre-IFRS16.

2017

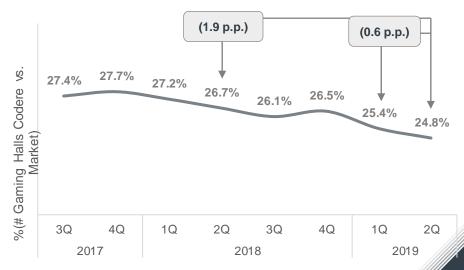
# Mexico (Local Currency)(1)





Slot & Tables Gross Win



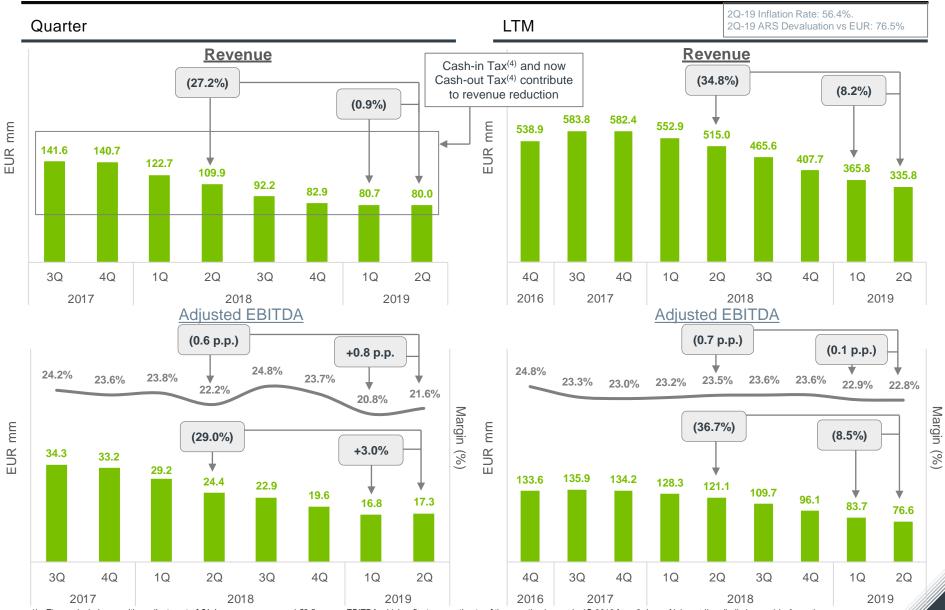


2018

2019

### Argentina(1, 2, 3)

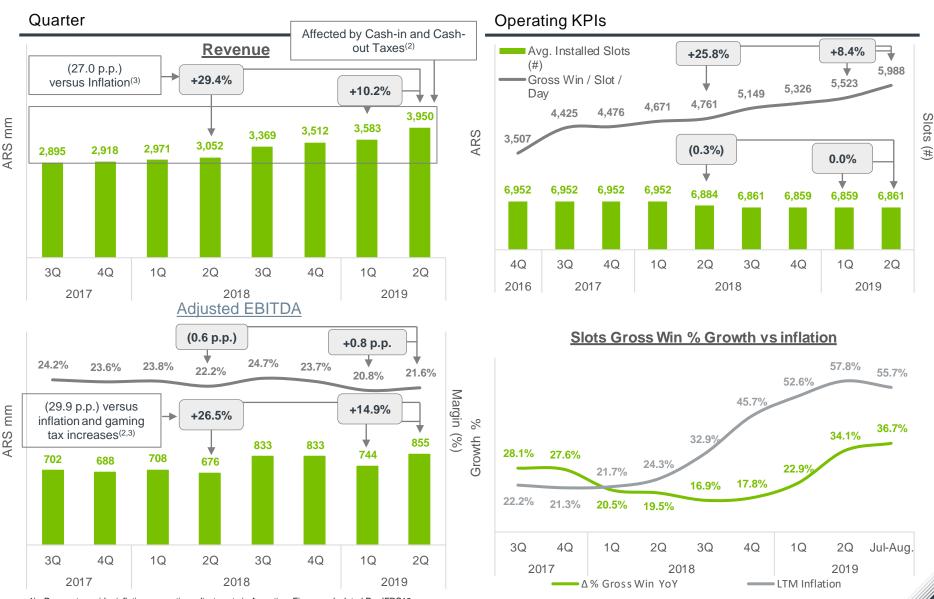




- ) Figures include a positive adjustment of €4.4 mm on revenue and €2.5 mm on EBITDA which reflects our estimate of the negative impact in 4Q 2016 from 3 days of labor strikes (hall closures) in Argentina.
- Does not consider inflation accounting adjustments in Argentina.
- 3) Figures calculated Pre-IFRS16.
- 4) The cash-in tax (in effect since mid-March 2017) is a tax on our players and reduces our gross win (i.e. reported revenue). The cash-out tax increases the perceived loss of the player in the gaming experience.

# Argentina (Local Currency)(1)





<sup>1)</sup> Does not consider inflation accounting adjustments in Argentina. Figures calculated Pre-IFRS16.

<sup>2)</sup> The gross revenue tax was increased from 12% to 15% effective January 1st, 2017. The cash-in tax (in effect since mid-March 2017) is a tax on our players and reduces our gross win (i.e. reported revenue). The cash-out tax, applied since mid-February increases the perceived loss of the client in their gaming experience.

<sup>3) 2</sup>Q 2019 average inflation versus 2Q 2018 = 56.4%; figures based on reported monthly (sequential) inflation data (source: INDEC).

# **Spain**(1, 2)





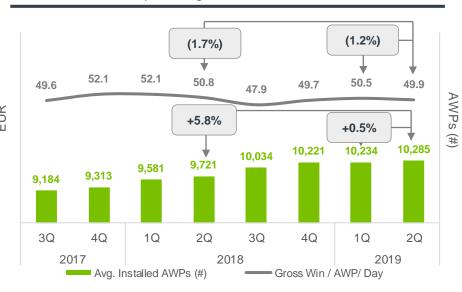
 $<sup>1) \</sup>quad 2018 \ figures \ will \ vary \ from \ prior \ presentations \ given \ that \ now \ we \ only \ include \ Retail \ Business.$ 

2) Figures calculated Pre-IFRS16.

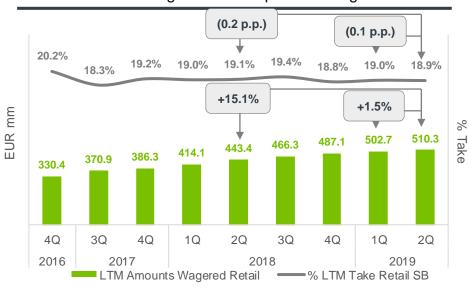
# **Spain**



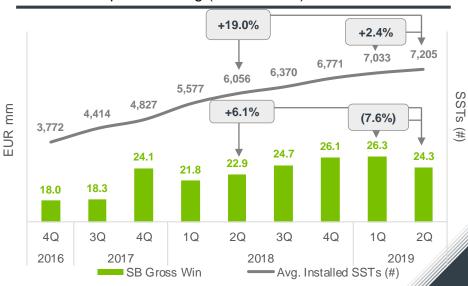
### Quarter - AWP Operating KPIs



### LTM - Amounts wagered retail Sports Betting

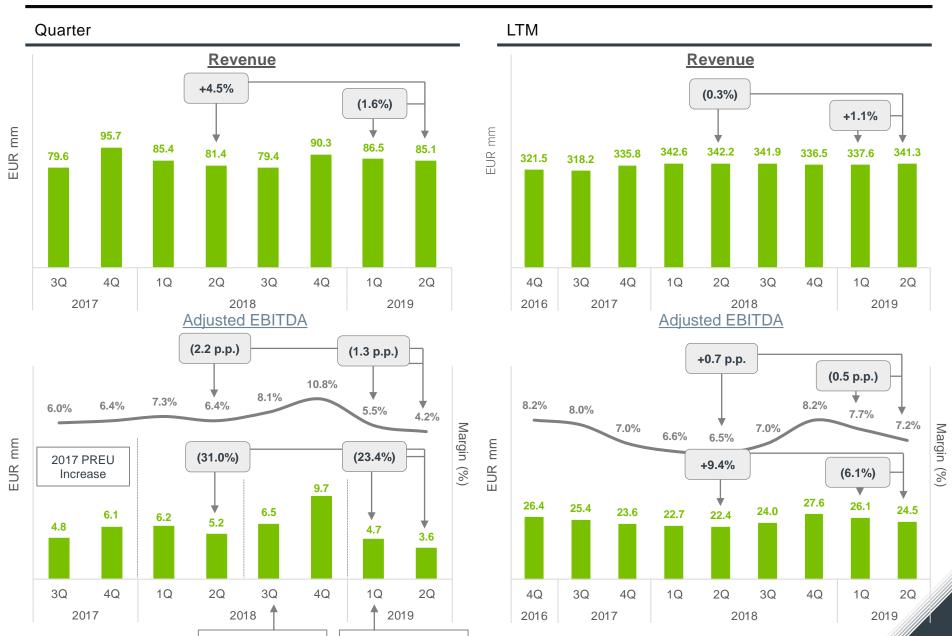


### Quarter - Sports Betting (excl. Online)(1)



1) Figures calculated Pre-IFRS16.





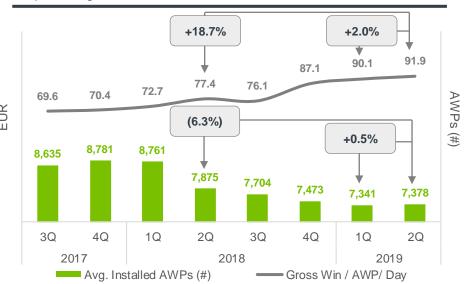
2019 PREU Increase

2018 PREU Increase

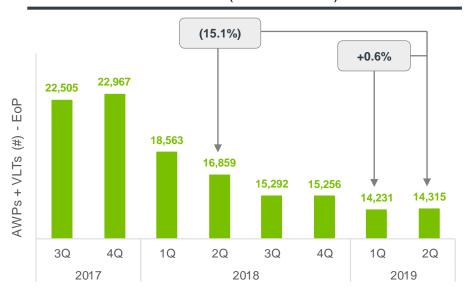
# **Italy**



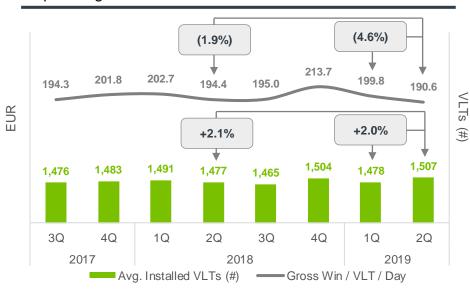
### Operating KPIs - AWP



### Network Connected Units (AWPs + VLTs)



### Operating KPIs - VLT

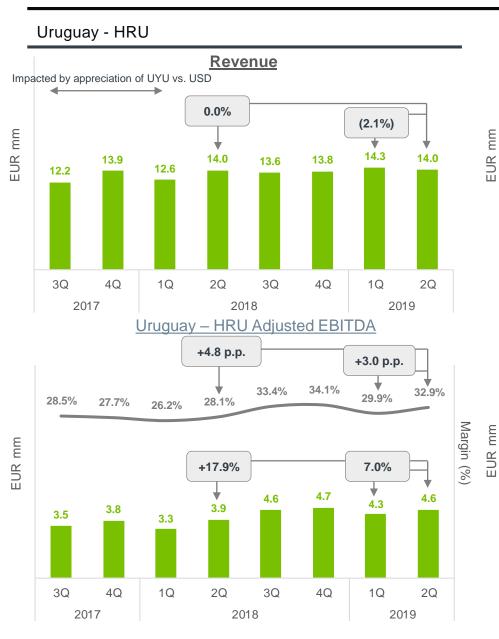


### Tax changes in Italy

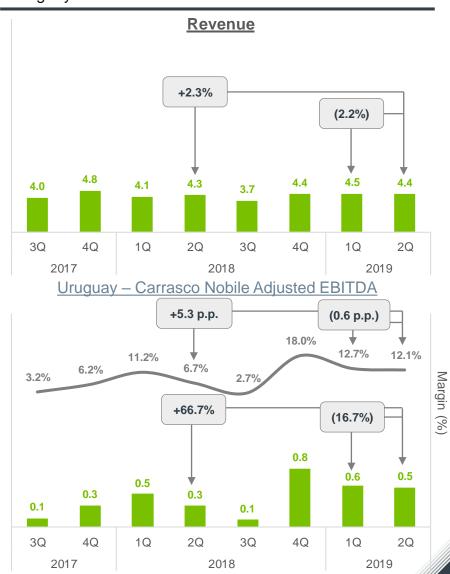
- On December 30, 2018, the Italian Parliament passed the 2019 budget law. Within the law, there were changes to gaming tax (PREU), as it increased then current rates of 19.25% for AWPs and 6.25% for VLTs by 1.35% and 1.25%, respectively. The law also allowed payout reductions from 70% to 68% and from 85% to 84% for AWPs and VLTs, respectively.
- Furthermore, on January 28, 2019, an additional increase was approved resulting in the following calendar:

Effective date	AWPs	VLTs
January 1, 2019	20.60%	7.50%
January 29, 2019	21.25%	7.50%
May 1, 2019	21.60%	7.90%
January 1, 2020	21.68%	7.93%
January 1, 2021	21.75%	8.00%
January 1, 2023	21.60%	7.85%

# Other Operations<sup>(1)</sup>



### Uruguay - Carrasco Nobile



# Other Operations(1, 2)





<sup>1) 2018</sup> figures will vary from prior presentations given that now we only include Retail Business.

2) Figures calculated Pre-IFRS16.

# Online Activity by Codere<sup>(1)</sup>

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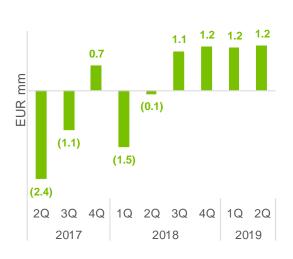
### Revenue Quarterly



### LTM Revenue Mix



Adjusted EBITDA Quarterly



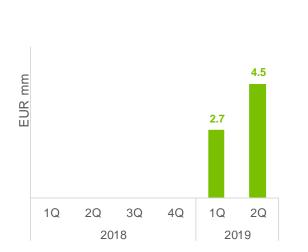
### Revenue LTM



2) Reported as non recurring.

3) Online EBITDA starts to be traceable in January 2017.

### Quarterly Growth Marketing Expenses<sup>(2)</sup>



### Adjusted EBITDA LTM(3)





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### Spain Codere SB Market



### Spain SB Active Users



### Mexico SB Active Users



### Spain Codere Casino Market

19.0

27.3

43.9%

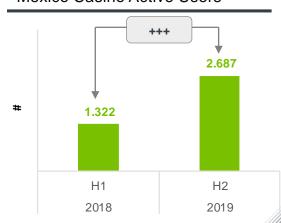


EUR mm	Q2 LTM 18	Q2 LTM 19	% Var
Total Market	204.9	261.0	27.4%
Codere	6.1	13.5	122.7%

### Spain Casino Active Users



### Mexico Casino Active Users



# 2. Credit Overview

mm



#### Figures in EUR mm, except where noted otherwise.

	2016	2017			2018				2019		
	FY	3Q	4Q	FY	1Q	2Q	3Q	4Q	FY	1Q	2Q
Adjusted EBITDA <sup>(4)</sup>	270.2	68.4	73.6	273.6	67.9	65.0	70.8	79.2	282.9	68.0	70.3
(-) Corporate Income Tax Paid <sup>(6)</sup>	(49.9)	(12.5)	(15.5)	(70.9)	(10.9)	(18.3)	(11.4)	(11.2)	(51.8)	(10.6)	(12.7)
(-) Maintenance Capex <sup>(7)</sup>	(80.4)	(17.4)	(29.5)	(78.4)	(16.4)	(27.1)	(11.9)	(26.7)	(82.1)	(15.6)	(17.6)
(-) Increase in Net Working Capital	18.9	(15.4)	(1.4)	(13.8)	(9.0)	9.5	(2.7)	(2.5)	(4.8)	(27.3)	9.9
FCF before Growth Capex	159.1	23.2	27.3	110.6	31.6	29.1	44.8	38.8	144.2	14.5	49.9
(-) Growth Capex <sup>(8)</sup>	(8.4)	(11.8)	(12.3)	(39.8)	(7.8)	(5.8)	(43.6)	(24.1)	(81.3)	(0.8)	(3.6)
FCF	150.7	11.4	15.0	70.8	23.8	23.3	1.2	14.7	62.9	13.7	46.3
(-) Cash Interest Expense	(32.6)	(12.5)	(57.4)	(80.5)	(3.9)	(30.0)	(3.8)	(31.1)	(68.8)	(3.8)	(31.0)

### Quarter – FCF before Growth Capex

#### +71.5% +n.a. 49.9 44.8 38.8 31.6 27.3 23.2 14.5 3Q 4Q 1Q 2Q 3Q 4Q 1Q 2Q 2017 2018 2019

### LTM - FCF before Growth Capex



- 1) Consolidated free cash flow, as defined herein, reflects consolidated adjusted EBITDA Pre-IFRS16 less i) corporate income taxes paid, ii) total capital expenditures and iii) increases in net working capital. 2) Figures will vary from prior reports as investments related to our online and sports betting platform in Spain have been reclassified from maintenance to growth capex retroactively since 1Q 2016.
- 3) Inflation accounting adjustments are non-cash items with no impact on cash flow generation.
- 4) Figures include a positive adjustment of €2.5 mm which reflects our estimate of the negative impact in 4Q 2016 from 3 days of labor strikes (hall closures) in Argentina.
- Figures shown do not include capex resulting from capitalization of leases derived from IFRS 16 (which is a non cash element).
- Figure for 4Q 2016 includes €1.0 mm in additional CIT paid related to the €2.5 mm EBITDA adjustment in Argentina (@ 41.5% CIT rate).
- Figure for 3Q and 4Q 2017 excludes €7.1 mm and €1.7 mm respectively from license renewals in Panama.
- 8) Figures for 4Q 2016 excludes €31 mm purchase of 50% of HRU and for 1Q 2017 excludes €24.5 mm purchase of 32.7% of Codere Caliente.

### **UFCF Generation**<sup>(1)</sup>

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### Adjusted EBITDA Evolution - Rest of the Group

### 2019 Estimation: Cash Conversion – Rest of the Group





### UFCF Evolution – Rest of the Group<sup>(2,3)</sup>

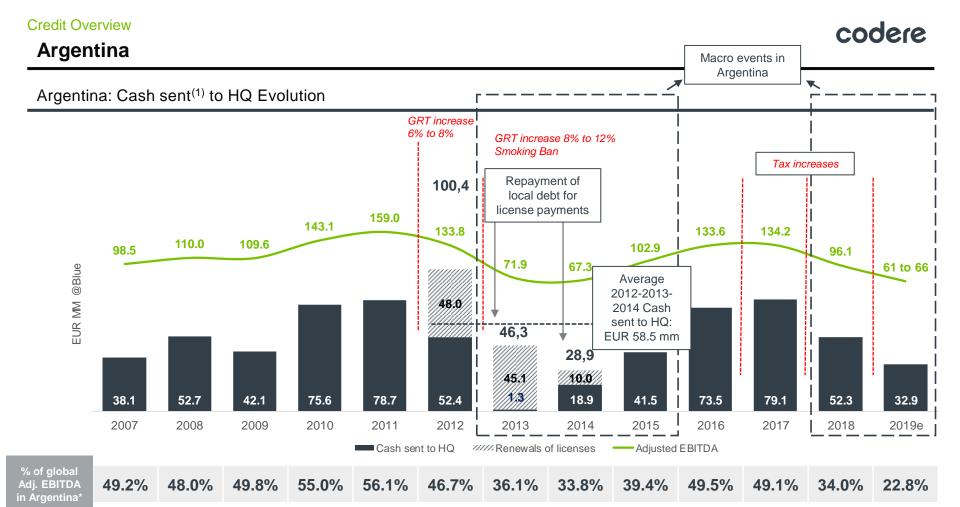


- Argentina expected to generate only 20% to 25% of the UFCF in 2019 (vs. approximately 60% in 2016 when senior notes were issued).
- €26 million of the expected distributions to HQ have already been done by September 9<sup>th</sup>.
- Cash generation outside Argentina well above corporate service levels.

<sup>1)</sup> On November 30, 2016 we completed the acquisition of our partner's 50% interest(and prior to such date, reported our 50% interest pursuant to the equity method); thereafter, we own and consolidate 100% of HRU.

<sup>2)</sup> UFCF (Unlevered Free Cash Flow) defined as Adjusted EBITDA – Maintenance Capex – Chg. In Working Capital – Minorities – Corporate Income Taxes Paid.

<sup>3)</sup> Figure for 4Q 2016 includes €1.0 mm in additional CIT paid related to the €2.5 mm EBITDA adjustment in Argentina (@ 41.5% CIT rate).



- More than 74% of cash to be repatriated in 2019 already in Madrid.
- Argentina has always contributed cash flows to headquarters, no matter the circumstances.
- Codere has a long term presence in Argentina and has successfully operated under different political parties and economic situations, including capital controls.
- Today, Codere has the lowest exposure to Argentina ever (23% of LTM to June Adjusted EBITDA).

<sup>1) 2012-2013</sup> Cash sent to HQ proforma to include the payments to banks associated to the financing obtained for the renewal of Licenses.

<sup>\*</sup> Figures from 2007 until 2015 reflect Company consolidated adjusted EBITDA plus 50% of HRU (unconsolidated joint venture accounted for under equity method) adjusted EBITDA. From 2015, 100% of HRU Adjusted EBITDA







<sup>1)</sup> Maintenance Capex excludes the renewal of licenses in Panama (€7,1 mm in 3Q 2017 and €1.7 mm in 4Q 2017).

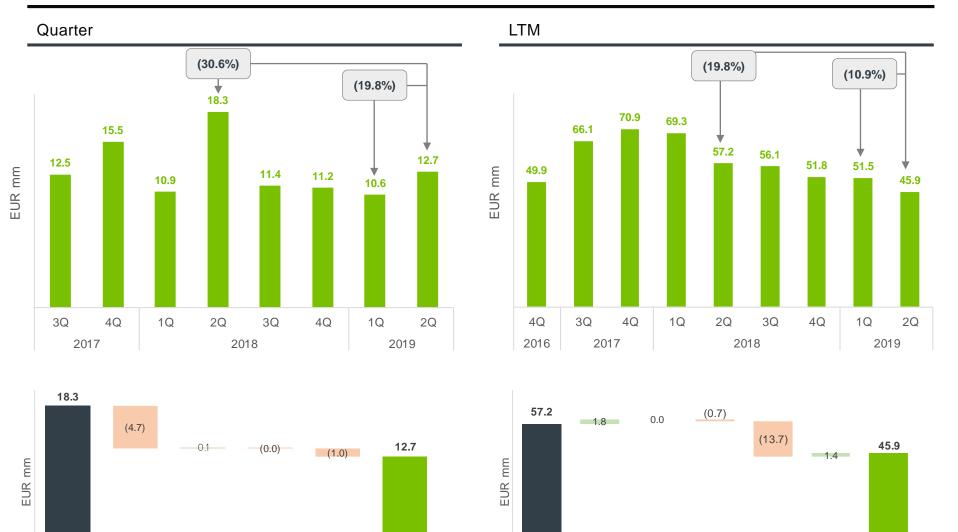
<sup>2)</sup> Figures will vary from prior reports as investments related to our online and sports betting platform in Spain have been reclassified from maintenance to growth capex retroactively since Q1 2016.

<sup>3)</sup> Figures shown do not include capex resulting from capitalization of leases derived from IFRS 16 (which is a non cash element).

<sup>4)</sup> Does not consider inflation accounting adjustments in Argentina.







2Q 2018

Mexico

Corporate

Spain

Argentina

Others

Others

2Q 2019

Panama

Mexico

Argentina

2Q 2018

2Q 2019

<sup>1)</sup> Figure for 4Q 2016 includes €1.0 mm in addition to CIT paid related to the €2.5 mm EBITDA adjustment in Argentina (@ 41.5% CIT rate).

<sup>2)</sup> Does not consider inflation accounting adjustments in Argentina.

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# Working Capital evolution(1)



- 1 Uruguayan government's payments were received in May
- Revenues in Mexico from the transfer of the lease of a closed hall (to be received in Q1 2020) and certain sponsorships that will be cashed in progressively in 2H 2019.
- Increase in PREU in Italy caused negative variations in the first quarter that will reappear at the end of the year.
- Net variations related to 0.5% network canon (working capital is reduced due to the payment of the 2018 canon).

- 5 Uruguay horse-racing prizes collected. Panama still pending.
- Related to annual administrative fees and leases in Mexico paid for in Q1 2019 and Q2 2019 Banamex receivables outstanding.
- 7 Other operational outflows (reduction of operational debt and others)<sup>(2)</sup>
  - Suppliers' payables increased in Q4 2018 and have reverted to standard levels.
- 8 Net repayment of deferred taxes in Spain.

<sup>1)</sup> Working capital includes Deferred taxes in Spain.

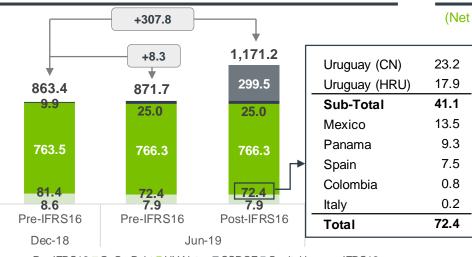
<sup>2)</sup> Includes EUR 1.6 mm payment of non recurring litigation advisors from 2018 in Corporate.

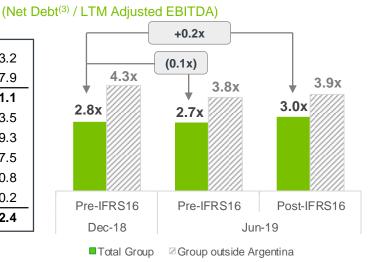
### **Credit Profile**(1)



#### Figures in EUR mm, except where noted otherwise.

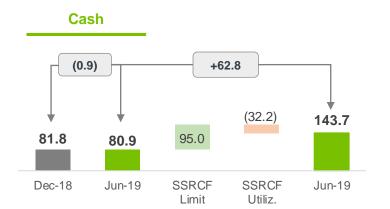




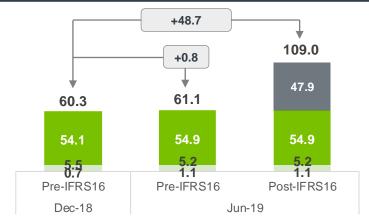


■ Capital Leases Pre-IFRS16 ■ OpCo Debt ■ HY Notes ■ SSRCF ■ Capital Leases IFRS16

### **Total Liquidity**



# Interest Expense<sup>(4)</sup>



■ Capital Leases Pre-IFRS16 = OpCo Debt ■ HY Notes + SSRCF ■ Capital Leases IFRS16

<sup>1)</sup> Figures reflect consolidated accounts, except where noted otherwise.

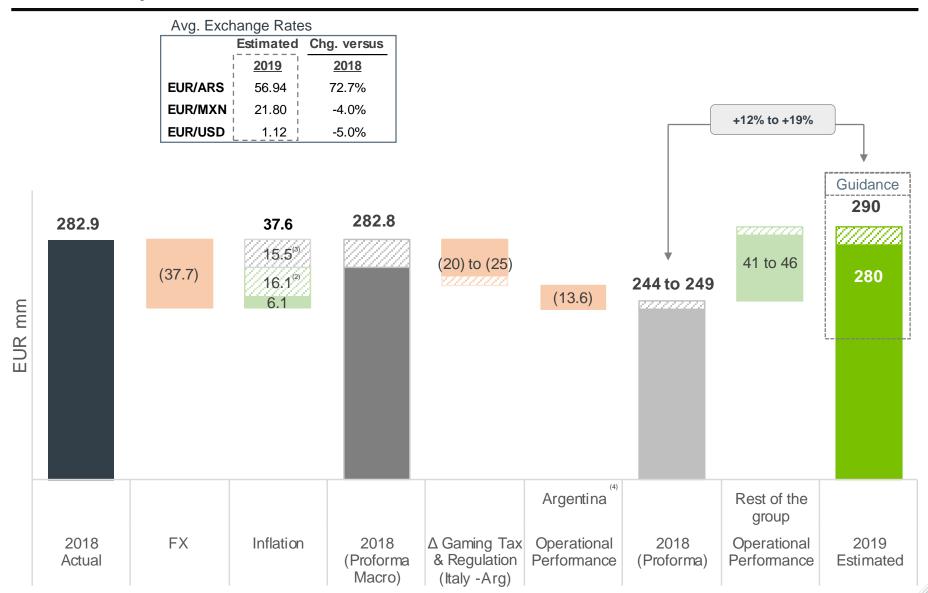
Figures include accrued interest and impact of deferred financing fees.

As per corporate financing documents, figures reflect total outstanding principal amounts net of cash and cash equivalents. Figures include accrued interest and impact of deferred financing fees, which, for covenant calculation, purposes, would be excluded (i.e. financial debt and leverage would be lower). Likewise, covenants are calculated prior to IFRS16 (i.e. Capitalized Operating Leases are not included in Gross Debt nor Adjusted EBITDA).

# 3. Company Outlook



# 2019 Total Adjusted EBITDA Pre-IFRS16 Guidance<sup>(1)</sup>



<sup>1)</sup> Figures based on consensus estimates for 2019 average inflation and exchange rate forwards (source: Bloomberg) as at August 20, 2019.

<sup>2)</sup> Argentina year on year growth considering gaming market growth in the period.

<sup>3)</sup> Argentina considering differential between Core Inflation versus market growth.

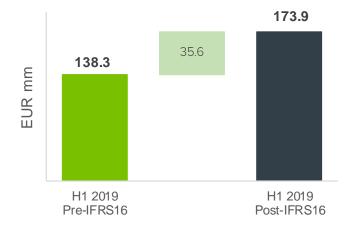
<sup>4)</sup> Inflation in Argentina does not reflect evolution of disposable income producing a significant gap between revenue and inflation (25% in H1'19 decreasing in H2'19). It is important to note that the slot gaming market in Argentina has grown a 27% on the period and we have managed to maintain market share.

# 4. Appendix

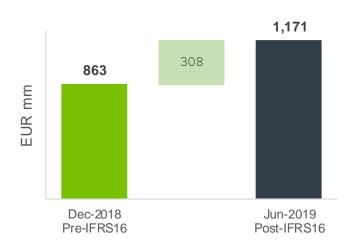


# Impact of IFRS16 on H1 2019 accounts

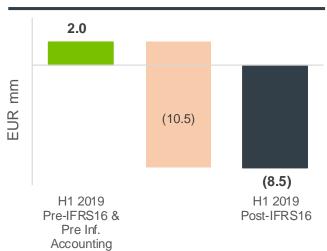
### Adjusted EBITDA<sup>(1)</sup>



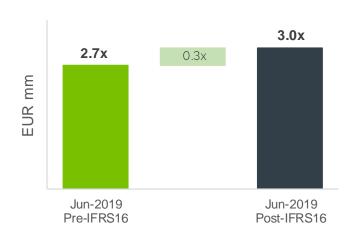
### Total Gross Debt(2)



### **Net Profit**



### Leverage<sup>(3)</sup>



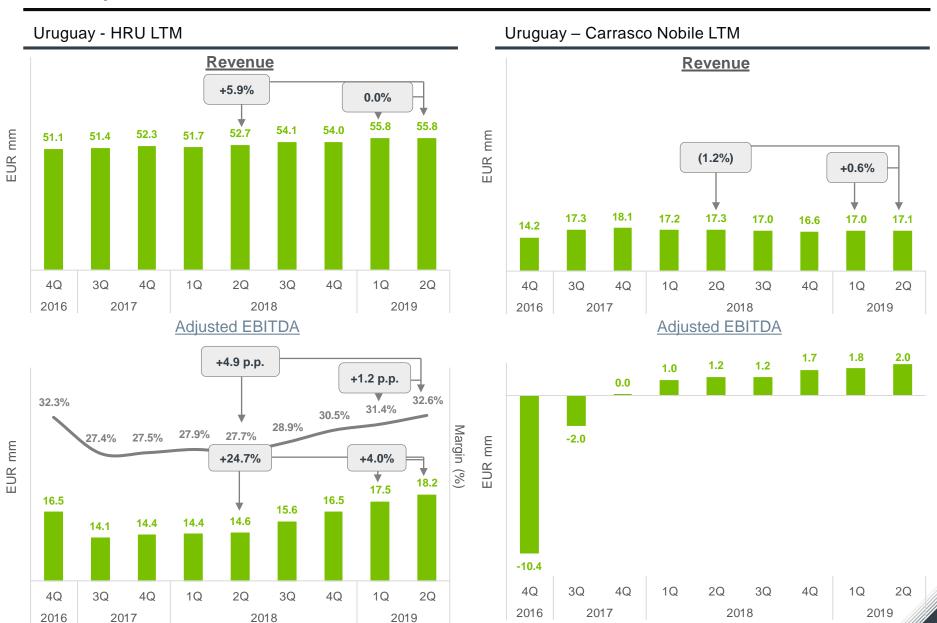
<sup>1)</sup> Based on Q2 2019 results.

Includes OpCo debt and capital leases, HY Notes and drawn amount under the SSRCF. Figures include accrued interest and impact of deferred financing fees.

<sup>3)</sup> Total Gross Debt as defined above minus Cash on balance, EUR 80.9 mm, as of 30-06-2019.

# Other Operations<sup>(1)</sup>



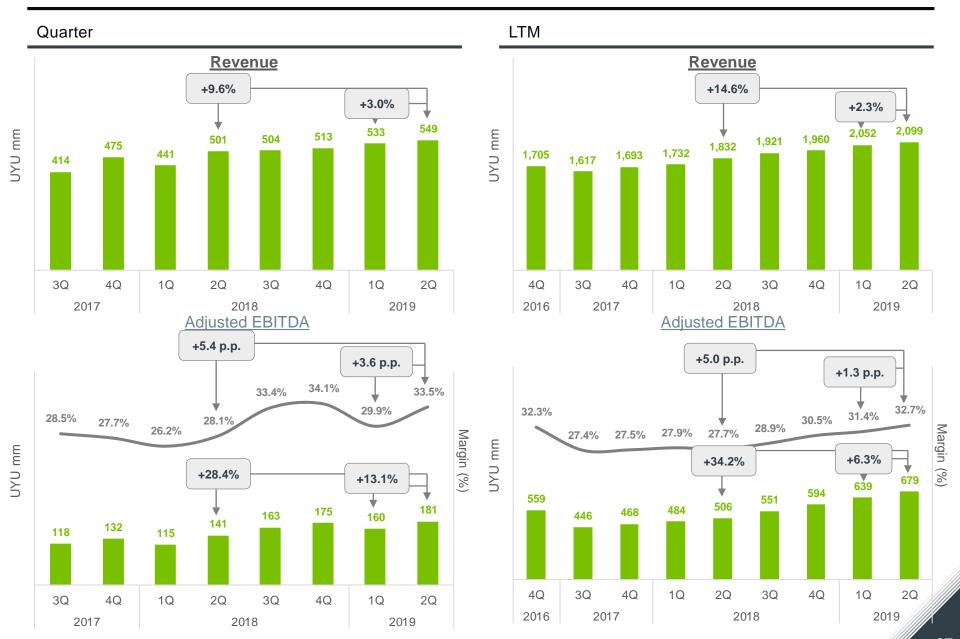


1) Figures calculated Pre-IFRS16.

36

# **Uruguay – HRU (Local Currency)**(1)





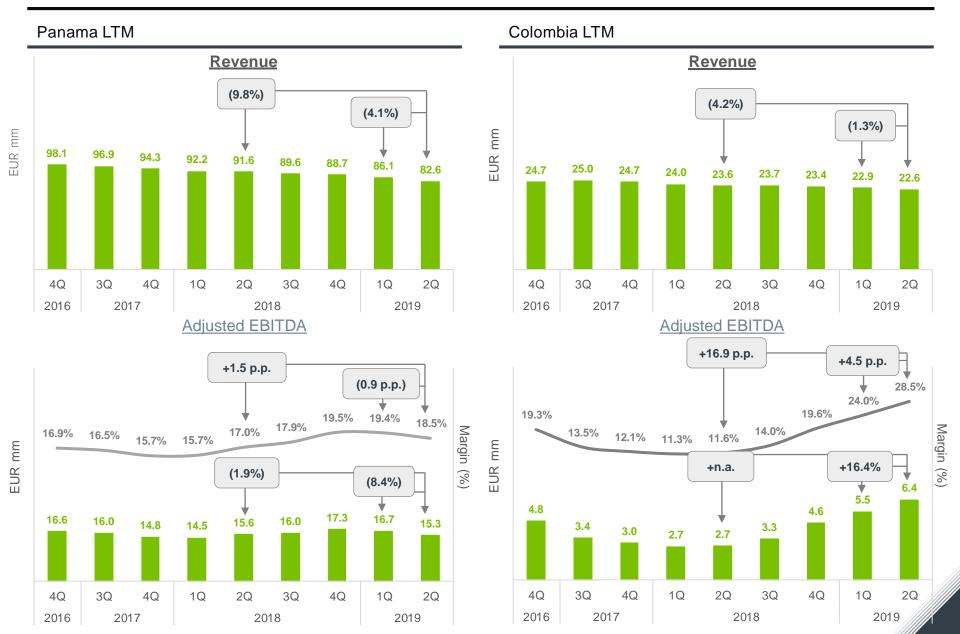
# **Uruguay – Carrasco Nobile (Local Currency)**(1)





# Other Operations<sup>(1)</sup>





<sup>1)</sup> Figures calculated Pre-IFRS16. 2018 figures will vary from prior presentations given that now we only include Retail Business.

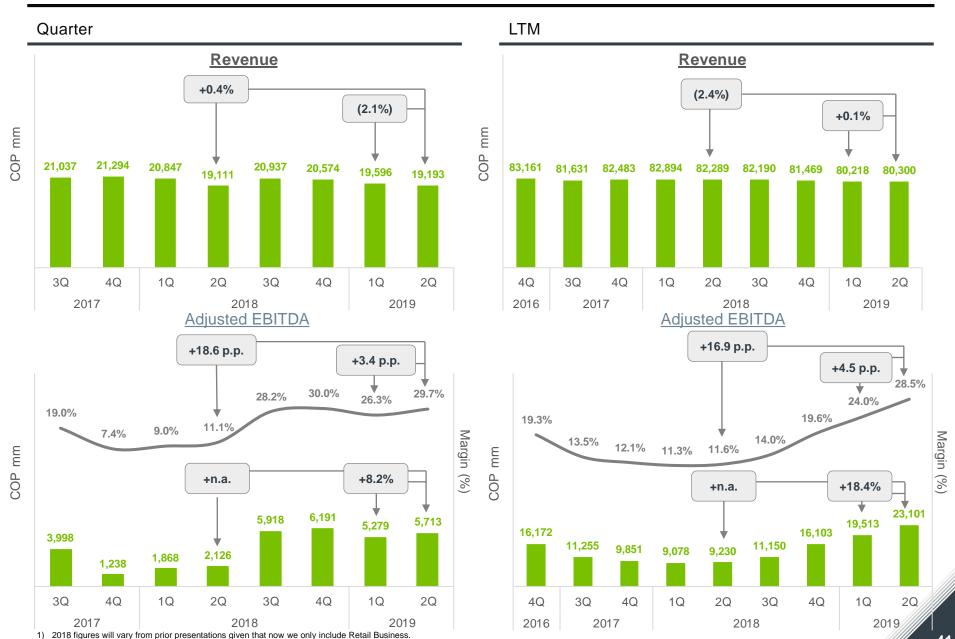
# Panama (Local Currency)(1)





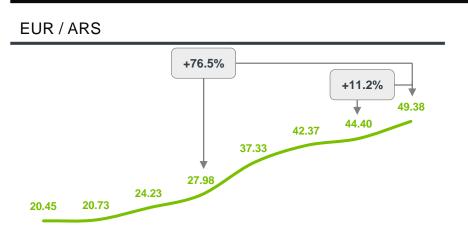
# Colombia (Local Currency)(1, 2)

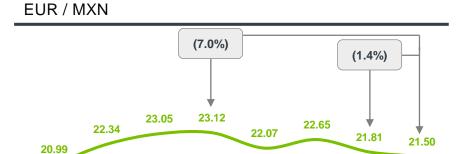










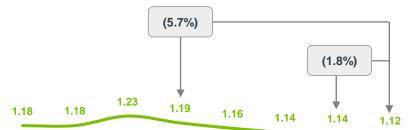






### EUR / USD

# USD / UYU



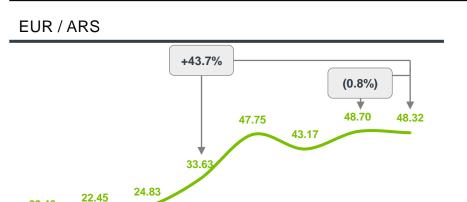


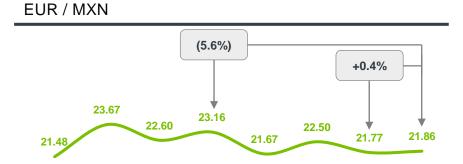
3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q
20	017	2018				20	19











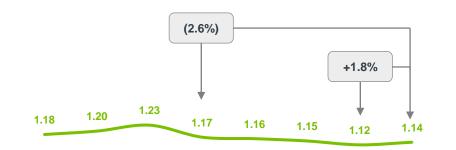




### EUR / USD

20.46

### USD / UYU





3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q
20	17	2018				20	19



