



Codere S.A.  
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Madrid  
Telf: 91 354 28 00

Madrid, October 28, 2020

In accordance with article 226 of the consolidated text of the Spanish Stock Market Act approved by the Legislative Royal Decree 4/2015 of 23 October, Codere S.A. (the "**Company**"), hereby informs of the following:

## INSIDE INFORMATION

### Refinancing Transaction

On 3 August 2020, the Company announced by means of the inside information announcement (register number 413) that its English subsidiary, Codere Finance 2 (UK) Limited ("**Codere UK**"), intended to propose an English law scheme of arrangement (the "**Scheme**") to implement Codere's previously announced refinancing transaction (the "**Transaction**") relating to the existing notes (the "**Existing Notes**" and the holders thereof, the "**Existing Noteholders**") co-issued by Codere UK and Codere Finance 2 (Luxembourg) S.A. ("**Codere Finance**").

In addition, on 7 October, the Company announced, by means of the inside information announcement (register number 487), that the High Court of Justice of England and Wales had sanctioned the Scheme proposed by Codere UK, and that the order sanctioning the Scheme was delivered to the Registrar of Companies at 2.30am (London time) on 7 October 2020.

### Satisfaction of Transaction Implementation Conditions

Pursuant to the Scheme, completion of the Transaction is conditional upon the satisfaction of certain conditions set out in the Scheme (the "**Transaction Implementation Conditions**"). The Transaction Implementation Conditions were satisfied on Wednesday 28 October 2020. In particular, the escrow account into which the proceeds of the €165 million new notes to be issued by Codere Finance were required to be paid has been fully funded.

GLAS Specialist Services Limited, acting as information agent for the Company and Codere UK (the "**Information Agent**"), has confirmed to the Company and Codere UK that a notice confirming (i) the satisfaction of the Transaction Implementation Conditions and (ii) the completion date of the Scheme as 30 October 2020 (the "**Notice of Satisfaction of Transaction Implementation Conditions**") has been:

- Sent to Euroclear Bank SA/NV, and Clearstream Banking SA, for distribution to the Existing Noteholders;
- Sent to GLAS Trust Corporation Limited, as trustee for the Existing Notes, for distribution to the Existing Noteholders; and
- Made available on the Information Agent's website at [https://glas.agency/investor\\_reporting/codere-s-a/](https://glas.agency/investor_reporting/codere-s-a/).

A copy of the Notice of Satisfaction of Transaction Implementation Conditions is attached hereto.

### Coupon Payment

Promptly following completion of the Transaction on 30 October, Codere Finance will instruct the semiannual coupon payment on its Existing Notes to be made to its Existing Noteholders. Codere Finance expects Existing Noteholders to receive funds by 2 November 2020 (i.e. the next succeeding Business Day) and in any event by no later than 3 November 2020, subject in each case to the timing constraints of relevant intermediaries.

Angel Corzo  
Chief Financial Officer

**Company Number:** 12748135

**Court reference:** CR-2020-003544

28 October 2020

**CODERE FINANCE 2 (UK) LIMITED**

**(the "Company")**

**NOTICE OF SATISFACTION OF TRANSACTION IMPLEMENTATION**

**CONDITIONS AND COMPLETION DATE**

We refer to the explanatory statement issued by the Company on 14 September 2020 (the "**Explanatory Statement**"). Terms used but not defined in this notice shall have the meaning given to them in the Explanatory Statement.

The Company is pleased to announce that as at 7.45pm (London time) on 28 October 2020, all Transaction Implementation Conditions have been satisfied in accordance with the Scheme.

NOTICE IS HEREBY GIVEN that the Completion Date for the Scheme will be 30 October 2020.