

Company No. 12748135

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

CODERE FINANCE 2 (UK) LIMITED (the "Company")

We, Codere Luxembourg 2 S.à r.l., being the sole member of the Company who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVES**, in accordance with Chapter 2, Part 13 of the Companies Act 2006 to pass the following resolution as a special resolution:

SPECIAL RESOLUTION

1. **THAT** the new articles of association, in the form of the annexed draft, be adopted in substitution for the Company's existing articles of association.

FRIDAY



RAV02F76

RM

14/01/2022

#119

COMPANIES HOUSE

For and on behalf of **CODERE LUXEMBOURG 2 S.À R.L.**

Signed  _____

Name: *ERIC LIE*

Title: class A manager

Dated: 14 October 2021

Signed _____

Name:

Title: class B manager

Dated:

NOTES:

1. The circulation date of this resolution is 14 October 2021. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
2. An eligible member can signify its agreement to this resolution by signing the resolution and by delivering a copy of the signed resolution to an officer of the Company by hand or by sending a copy of the signed resolution in hard copy form by post to the Company Secretary at Vanessa Cooper C/O Vistra Trust Company Limited, First Floor, 10 Temple Back, Bristol, BS1 6FL or by e mail to vanessa.cooper@vistra.com.
3. This resolution must be passed by 14 October 2021. If this resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.
4. A copy of this resolution has been sent to the auditors.

For and on behalf of **CODERE LUXEMBOURG 2 S.À R.L.**

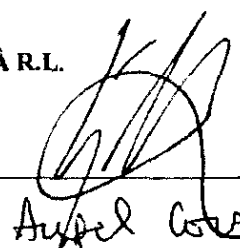
Signed _____

Name:

Title: class A manager

Dated:

Signed _____

Name:  Angel Gasso Viceda

Title: class B manager

Dated: 14 October 2021

NOTES:

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