

**NOTICE OF SCHEME MEETING**

**IN THE HIGH COURT OF JUSTICE**

**CR-2020-003544**

**BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES**

**INSOLVENCY AND COMPANIES LIST (ChD)**

**IN THE MATTER OF**

**CODERE FINANCE 2 (UK) LIMITED ("SCHEME COMPANY")**

**AND**

**IN THE MATTER OF THE COMPANIES ACT 2006**

**NOTICE IS HEREBY GIVEN** that by an Order dated 11 September 2020 made in the above matter the High Court of Justice of England and Wales (the "**Court**") has directed that a meeting (the "**Scheme Meeting**") be convened of the Scheme Creditors (as such term is defined in the Scheme hereinafter referred to) for the purposes of considering and, if thought fit, approving (with or without modification) the scheme of arrangement under Part 26 of the Companies Act 2006 proposed to be made between the Scheme Company and its Scheme Creditors (the "**Scheme**").

1. The Scheme is proposed between the Scheme Company and the Scheme Creditors in respect of:
  - (a) the EUR 500 million 6.750 per cent. senior secured notes due 2021 (*Rule 144A ISIN: XS1513772621; Common Code: 151377262; Regulation S: ISIN: XS1513765922, Common Code: 151376592*) (the "**Existing Euro Notes**") pursuant to an indenture dated 8 November 2016 between, amongst others, the Scheme Company, Codere Finance 2 (Luxembourg) S.A. and GLAS Trust Corporation as the Trustee (as amended, modified or supplemented from time to time, the "**Existing Notes Indenture**") represented by one or more notes in registered, global form, held by Bank of America, N.A., London Branch (the "**Common Depository**") and registered in the name of the Common Depository or its nominee, as the case may be, for the account of Euroclear Bank SA/NV ("**Euroclear**") or Clearstream Banking S.A. ("**Clearstream**"); and/or
  - (b) the USD 300 million 7.625 per cent. senior secured notes due 2021 (*Rule 144A: ISIN: XS1513776614, Common Code: 151377661; Regulation S: ISIN: XS1513776374, Common Code: 151377637*) (together with the Existing Euro Notes, the "**Existing Notes**") also pursuant to the Existing Notes Indenture (represented by one or more notes in registered, global form, held by the Common Depository or its nominee, as the case may be, for the account of Euroclear and Clearstream (together, the "**Clearing Systems**")).
2. The Court has ordered that the Scheme Company should convene a Scheme Meeting of the Scheme Creditors to vote on the Scheme in respect of their claims under the Existing Notes.
3. The Scheme Meeting to consider the Scheme will be held via webinar on Zoom (with both video and audio participation enabled) hosted by GLAS Specialist Services Limited (the "**Information Agent**") on 29 September 2020, commencing at 2.00 pm (London time) (or such other time or date as the Scheme Company may notify to the Scheme Creditors). A Scheme Creditor wishing to attend the Scheme Meeting (via webinar) may obtain details by contacting the Information Agent via email at [LM@glas.agency](mailto:LM@glas.agency). In each case details will be given to Scheme Creditors upon the Information Agent being satisfied that any Scheme Creditor (or its representative) requesting the same has provided evidence of their authority to represent that body corporate at the Scheme Meeting (for example, a valid power of attorney and/or board minutes). Scheme Creditors will be able to see and hear the Chairperson of the Scheme Meeting, to ask questions and receive answers through the webinar. It will not be possible to attend the Scheme Meeting physically in person due to the Covid-19 outbreak.

4. A copy of the terms of the Scheme and a copy of the statement required to be furnished pursuant to section 897 of the Companies Act 2006 (the "**Explanatory Statement**") are incorporated in the document of which this notice forms part.
5. The purpose of the Scheme Meeting will be to consider the following resolution:

"We hereby resolve to approve the scheme of arrangement proposed in respect of the Scheme Company pursuant to Part 26 of the Companies Act 2006, as set out in the document dated 14 September 2020 and sent to Scheme Creditors in accordance with the Court Order dated 11 September 2020 with or subject to any modification, addition, or condition approved or imposed by the Court as it shall think fit which could not reasonably be expected to (a) have an adverse effect on the rights or interests of a Scheme Creditor under the Scheme (taking into account for this purpose only its rights and interests as a Scheme Creditor), or (b) impose any additional or new obligation on any Scheme Creditor".
6. Scheme Creditors wishing to vote at the relevant Scheme Meeting MUST ensure that an Account Holder Letter together with evidence of identity and of authority (as specified in the Account Holder Letter) is submitted to the Information Agent, online via the Scheme Website or in pdf by email to [LM@glas.agency](mailto:LM@glas.agency) by no later than 4.00 pm on 25 September 2020 (the "**Voting Deadline**"). The Account Holder Letter can be found at Section V (*Account Holder Letter*) of the Scheme Document. If you do not complete and return this documentation on or before the Voting Deadline you may not be permitted to vote at the Scheme Meeting.
7. Acceptance of an Account Holder Letter by the Information Agent for the purposes of voting on the Scheme (including where the relevant Scheme Creditor is voting on the Scheme **and** it or its Nominated Participant is purchasing New Notes) is subject to receipt by it of the relevant Scheme Creditor's Custody Instructions prior to the Custody Instruction Deadline, being 4.00 pm on 24 September 2020. As such, Account Holders should request the relevant Clearing System to block the Existing Notes in their account within the time limit specified by Euroclear or Clearstream and by no later than the Custody Instruction Deadline.
8. Scheme Creditors who do not submit Custody Instructions before the Custody Instruction Deadline and/or do not submit an Account Holder Letter before the Record Time, may submit an Account Holder Letter to the Chairperson prior to the commencement of the Scheme Meeting. The Chairperson will review and verify any Account Holder Letter(s) and has an absolute discretion (but not an obligation) to permit such Scheme Creditors to vote.
9. Until the date of the Scheme Meeting, Scheme Creditors shall be able to request hard copies of the Scheme Document from the Information Agent (by emailing [LM@glas.agency](mailto:LM@glas.agency) copying [ProjectClimb2020@cliffordchance.com](mailto:ProjectClimb2020@cliffordchance.com)) and when so requested shall be provided with them free of charge.
10. Any Scheme Creditor that is unclear about or has any questions concerning the action it is required to take should contact the Scheme Company's solicitors at the contact details provided below:

Attention: Iain White, Tim Lees, Seema Shukla, Michael Panayi  
By E-mail: [ProjectClimb2020@cliffordchance.com](mailto:ProjectClimb2020@cliffordchance.com)
11. By the said Order, the Court has appointed Manuel Martinez-Fidalgo or, if he is unable to so act, another person authorised by the Scheme Company, to act as chairperson of the Scheme Meeting referred to above and has directed the chairperson to report the result of the Scheme Meeting to the Court.
12. The Scheme will be subject to the subsequent approval of the Court.

Solicitors for the Scheme Company

Dated: 14 September 2020

**Codere Finance 2 (UK) Limited**