

## Instructions

Please complete:

- 1. Your Noteholder Accession Letter:** By completing the details requested and either:
  - a. printing and signing where indicated; or
  - b. if this is permitted under any law, regulation, or policy applicable to you, inserting an electronic image of an authorised signatory's signature where indicated.
  
- 2. Your Restructuring Release Accession Deed:** By completing the details requested and then:
  - a. printing the Restructuring Release Accession Deed in full.
  - b. arranging for a director, general partner, or other relevant signatory (depending on your legal nature and jurisdiction of incorporation or organisation) to execute an appropriate signature block, in the presence of a witness if required.

Please then return your completed Noteholder Accession Letter and Restructuring Release Accession Deed by email to [codere@glas.agency](mailto:codere@glas.agency).

## Noteholder Accession Letter

To: GLAS Specialist Services Limited

Email: [codere@glas.agency](mailto:codere@glas.agency)

From: [Click or tap here to enter text.](#) (the “**Acceding Party**”)

Email: [Click or tap here to enter text.](#)

Dated: [Click or tap here to enter text.](#)

Dear Sir/Madam

### **Lock-up Agreement dated 22 April 2021 between, among others, Codere S.A., Codere Finance (Luxembourg) 2 S.A., and the Original Consenting Noteholders (the “Agreement”)**

1. This is a Noteholder Accession Letter for the purposes of the Agreement and terms defined in the Agreement, but not in this Part A have the same meaning in this Noteholder Accession Letter.
2. We agree to be bound by the terms of the Agreement as a (please select as appropriate):
  - Consenting SSN Holder
  - Consenting NSSN Holder
3. Our Locked-Up Notes Debt is set out in the Confidential Annexure to this Noteholder Accession Letter.
4. Our notice details for the purposes of Clause **Error! Reference source not found.** (***Error! Reference source not found.***) of the Agreement are as follows:

Address: [Click or tap here to enter text.](#)

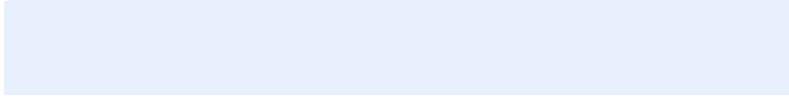
Attn: [Click or tap here to enter text.](#)

Email address: [Click or tap here to enter text.](#)
5. Our Restructuring Release Accession Deed is enclosed herewith.
6. This Noteholder Accession Letter is governed and construed in accordance with English law.

Additional Consenting Noteholder

By:

**Noteholder Accession Letter**



.....

*Sign here*

**CONFIDENTIAL ANNEXURE TO THE NOTEHOLDER ACCESSION LETTER**

Our Locked-Up Notes Debt is as follows:

*[Note: if acceding as a NSSN Holder and SSN Holder, holdings of both NSSNs and SSNs must be included below]*

<b>Series of Notes</b>	<b>ISIN</b>	<b>Principal Amount</b>	<b>Euroclear / Clearstream Account Number</b>	<b>Name of custodian, trustee, prime broker or similar</b>
Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.
Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.
Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.
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Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.

## Restructuring Release Accession Deed

To: GLAS Specialist Services Limited

Email: [codere@glas.agency](mailto:codere@glas.agency)

From: [Click or tap here to enter text.](#)

Dated: [Click or tap here to enter text.](#)

Dear Sir/Madam

**DEED OF RELEASE dated 27 April 2021 between, among others, Codere SA, the Original Consenting Noteholders, the Original Supporting Shareholders and the Original Company Parties (as each such term is defined therein) (the “Deed”)**

1. We refer to the Deed. This is an Accession Deed. Terms defined in the Deed have the same meaning in this Accession Deed unless given a different meaning in this Accession Deed.
2. We agree to become a Participating Creditor and to be bound by the terms of the Deed as a Participating Creditor pursuant to clause 5.1 (*Accessions*) of the Deed, and we undertake to perform all obligations expressed to be assumed by a Participating Creditor.
3. For the purposes of clause 7 (*Notices*) of the Deed, a notice to us shall be sent to the following address and for the attention of those persons set out below:

Address: [Click or tap here to enter text.](#)

Attn: [Click or tap here to enter text.](#)

Email address: [Click or tap here to enter text.](#)

4. This Accession Deed and all non-contractual or other obligations arising out of or in connection with it are governed by English law.

*[Signature page follows]*

<p><b>NOTE: YOU MUST SUBMIT YOUR SIGNATURE PAGE TOGETHER WITH THE BODY OF THIS ACCESSION DEED</b></p>
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**Restructuring Release Accession Deed**

**Executed and delivered as a deed on the date first written above by<sup>1</sup>**

Click or tap here to enter text.

**Name of Participating Creditor**

**Example form for companies**

acting by

\_\_\_\_\_ Name:

Title:

in the presence of:

\_\_\_\_\_ Signature of witness

\_\_\_\_\_ Name of witness

\_\_\_\_\_ Address of witness

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
<sup>1</sup> Please execute using an appropriate form of execution block for you / your institution.

**Example form for partnerships**

Executed as a deed for and on behalf

of [insert name of partnership]

by [insert name of partner]  
[general] partner], [a/the]

[general] partner of the

partnership, acting as attorney

for the partners of the partnership

\_\_\_\_\_  
Name:  
Title:

in the presence of:

\_\_\_\_\_Signature of witness

\_\_\_\_\_Name of witness

\_\_\_\_\_Address of witness

\_\_\_\_\_  
\_\_\_\_\_

**Example form for individuals**

\_\_\_\_\_  
Name:  
Title:

in the presence of:

\_\_\_\_\_ Signature of witness

\_\_\_\_\_ Name of witness

\_\_\_\_\_ Address of witness

\_\_\_\_\_

\_\_\_\_\_