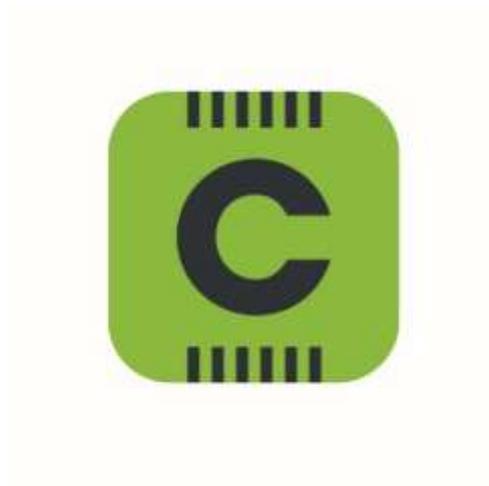


# Codere Online

## CONFLICT OF INTEREST POLICY

APRIL 2022



## Contents

1. Purpose.....	2
2. Scope .....	2
3. Action principles .....	2
4. Recording .....	4
5. Training .....	4
6. Reporting of irregularities and queries .....	4
7. Non-compliance.....	5
8. Effectiveness and updating.....	5

## 1. PURPOSE

Codere Online Luxembourg S.A. (“**Codere Online**”), and all the subsidiaries over which it has or might have direct or indirect control (“**Codere Online Group**”), carries out its activity according to the highest standards of business integrity, honesty, transparency, loyalty and in accordance with the laws and regulations applicable to its activity.

Our adherence to business quality standards is confirmed in our Code of Ethics and Integrity (the “**Code**”). Codere Online has zero tolerance for any type of corruption derived from conflicts of interest, thus we are committed to acting with professionalism, fairly and with integrity in all our business operations and relationships, and to designing and implementing effective systems for the prevention of these types of activity.

In line with the above commitment, this Conflict of Interest Policy (the “**Policy**”), which develops the provisions of the **Code**, has been adopted with the purpose of designing a regulatory framework and basic rules for the prevention, identification, follow-up and resolution of any actions in which a conflict of interest might exist, and promoting full compliance with the conflict of interest policy by Codere Online. This Policy is in line with other internal standards approved by Codere New Topco S.A. and all the subsidiaries over which it has or might have direct or indirect control (“**Codere Group**”).

## 2. SCOPE

This Policy is applicable and mandatory for all Codere Online Group professionals (directors, managers, including the Chief Executive Officer, the Chief Financial Officer or the accounting director of Codere Online, or persons performing similar functions, managers and employees in general), regardless of their hierarchical level and their geographical or functional location, as well as for all those who wish to enter into an employment or business relationship with Codere Online Group, such as suppliers, affiliates, candidates, etc., for example.

This Policy will be communicated and disseminated among the professionals of Codere Online Group and individuals who become employees of Codere Online Group in the future will accept the full content of this Procedure, which will be attached to their employment contracts and published on Codere Online’s intranet ([www.codereonline.com](http://www.codereonline.com)) for consultation.

Codere Online’s Chief Compliance Officer (“**Codere Online’s Chief Compliance Officer**”) is responsible for all the activities included in this Policy, including monitoring, updating and improving it.

### 3. ACTION PRINCIPLES

In general, in accordance with the provisions of the Code, Parties Bound shall act with loyalty towards Codere Online Group, avoiding situations or legal relationships that entail a conflict of interest between the interests of Codere Online Group and their private interests.

A conflict of interest arises when personal, professional, financial or other types of interest interfere, or might interfere, with the objectivity or loyalty of a Party Bound with respect to Codere Online Group.

Codere Online considers conflict of interest broadly: actual conflict of interest (real and existing conflict), potential (the Party Bound is or could be in a situation that may result in a conflict of interest) and perceived (the Party Bound is or could be in a situation that could be perceived as conflictive, even though, in fact, this is not the case).

In any event, the different situations in which the risk of a conflict of interest occurring exists, include, without limitation:

- Circumstances in which any of the Parties Bound or persons related<sup>1</sup> to them, (“**Related Parties**”) have economic and/or financial interests or hold the position of administrator or director in any entity that acts, or is going to act, as supplier, competitor, contract counterparty in general; and
- Circumstances in which as a result of using their position in Codere Online Group or any information or opportunities acquired when carrying out their duties, an advantage or benefit is obtained either in the form of favours, loans or any type of personal benefit for themselves or third parties.

In this respect, Codere Online stipulates the following obligations that must be met by Parties Bound:

- **Identify the existence, potential existence or perceived existence**, of the activities they carry out or are going to carry out, as well as any changes in the current circumstances.
- In the event of identifying a potential circumstance of conflict of interest, **abstain from participating** directly or indirectly in activities that might potentially constitute a conflict of interest, until the matter has been resolved by the Compliance Committee with the assistance of Codere Online’s Chief Compliance Officer.
- If there are reasonable indicators that a violation of the law or the standards of conduct of the Code and its related policies, procedures and manuals has been committed, the complainant may report through the following channels:

-Through the anonymous reporting tool managed by a third party service provider

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<sup>1</sup> Related Party means any child, stepchild, parent, step-parent, spouse, sibling, mother-in-law, father-in-law, son-in-law or daughter-in-law of a Party Bound as well as any person (other than a tenant or employee) sharing the same household with the Party Bound.

(BeCompliance) which can be accessed online through the secure website: <https://codereonline.ethicalchannel.app/> ("the **Online Channel**"). This tool will be published on the Codere Online intranet and website ([www.codereonline.com](http://www.codereonline.com)).

- Through the corporate email address: [ethicalchannel.online@codere.com](mailto:ethicalchannel.online@codere.com) ("the **Email Address**").

- Through the direct report to the hierarchical superior, who must communicate the report within two (2) days to the local Compliance Officer ("**Local Compliance Officer**") and to the Chief Compliance Officer of Codere Online ("**Chief Compliance Officer**" or "**Compliance Director**").

- Through the following postal address: Alcobendas, Avda. de Bruselas, 26, 28108 Alcobendas (Madrid).

Such reports must indicate whether the conflict is personal or through the Related Parties, in which case they must be identified for evaluation. Following this evaluation, the authorised or non-authorised performance of the activity that might potentially generate a conflict of interest, shall be communicated to the Parties Bound.

- **Abstain from participating** directly or indirectly in activities that might constitute a conflict of interest. Abstain from decision-making and avoid accessing confidential information.
- **Submit a query** to the Local Compliance Officer or Codere Online's Chief Compliance Officer for all those cases where there are doubts concerning the applicability of this Policy.

#### 4. RECORDING AND MANAGEMENT PRINCIPLES

Codere Online's Chief Compliance Officer shall keep a register of all conflicts of interest, whether real or potential, in which the Parties Bound to this Policy are identified.

Each conflict of interest shall contain a brief description of the situation that has given rise to the conflict of interest, the amount involved (where applicable) and, where appropriate, whether the action being analysed has been authorised or not.

Codere Online shall apply the following principles with respect to the identification, management and recording of conflicts of interest:

- **Objectivity, professionalism and independence** in the analysis and resolution of conduct which might give rise to a conflict of interest.
- **Confidentiality** in the resolution of conflicts of interest.
- **Adoption of measures** aimed at preventing situations in which conflicts of interest might arise.

- **Equal treatment** among all employees who are in the same situation from which a conflict of interest arises.
- **Compliance with applicable legislation** and the highest ethical standards established in the Code.

## 5. TRAINING

Codere Online shall promote appropriate training for all staff of Codere Online Group to gain knowledge of its ethical principles, as well as the duties and action principles derived from this Policy.

## 6. REPORTING OF IRREGULARITIES AND QUERIES

The Parties Bound are urged to report any event or circumstance involving a conflict of interest, whether real or potential, as soon as possible to:

- their **immediate superior**, who shall immediately report the complaint within a maximum period of two (2) days to the local Compliance Officer; or
- their **Local Compliance Officer** who shall immediately report the complaint within a maximum period of two (2) days to Codere Online's Chief Compliance Officer; or
- Codere Online's Chief Compliance Officer**; or
- inform of the situation to the **Compliance Committee** by sending an email to the Whistleblowing Address or using the Online Channel.

Similarly, any communication that is addressed to the Compliance Committee shall be made through the aforementioned Whistleblower Address.

All queries and reports shall be recorded and treated with maximum confidentiality.

Codere Online shall not tolerate any type of retaliation against those who report in good faith any type of incident in relation to this Policy. Any type of retaliation against a person who presents an incident in an honest manner or participates in any type of investigation, shall constitute non-compliance with this Policy and the Code.

## 7. NON-COMPLIANCE

Codere Online shall do everything in its power to prevent any type of conduct that constitutes non-compliance with this Policy and/or applicable legislation, and to interrupt and sanction any conduct that breaches said regulations by the employees, directors and administrators of Codere Online Group or third parties who act in the name and for the account of the latter.

Non-compliance with the provisions of this Policy and applicable legislation may entail serious consequences for Codere Online Group, its employees, directors and third parties who act in the name and for the account thereof.

In the event of a breach of this Policy, Codere Online shall take the relevant disciplinary action in accordance with applicable legislation and internal regulations.

## **8. EFFECTIVENESS AND UPDATING**

This Policy was approved by the Codere Online Audit Committee and Board of Directors on [May 12, 2022] and will be applicable as of that date.

However, the organization undertakes that this Policy will be reviewed regularly to ensure that it remains in line with new legal and regulatory requirements, business opportunities and market developments.