

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
PLAYA HOTELS & RESORTS N.V.
MAY 16, 2019**

Minutes of the annual general meeting of shareholders of Playa Hotels & Resorts N.V., a limited liability company (*naamloze vennootschap*) incorporated under the laws of the Netherlands, having its corporate seat at Amsterdam, the Netherlands (the "**Company**"), held at the offices of NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands, on Thursday, May 16, 2019 at 3:00 p.m. CEST (the "**Meeting**").

AGENDA ITEM 1 - OPENING OF THE AGM

Chairman Ms. E.R. Lieberman, the Lead Independent Director of the Company acted as chairman of the Meeting, opened the Meeting and introduced the other members of the Company's board of directors present at the meeting, the Company's General Counsel, Mr. M. Cohen, and the Company's Dutch legal counsel, Mr. P.C.S. van der Bijl from the law firm NautaDutilh N.V.

Mr. Cohen was asked to act as secretary of the Meeting.

Secretary Mr. Cohen informed the Meeting of the following legal matters:

- The meeting has been convened with due observance of all applicable provisions of U.S. and Dutch law and the Company's articles of association.
- 126,094,906 shares in the Company's share capital were represented at the Meeting, representing 94.50% of the Company's issued share capital.
- The requisite quorum stipulated by the Company's articles of association was represented at this Meeting. Therefore, the voting items on the agenda could be passed by simple majority.
- The Meeting would be conducted in the English language.


Chairman The chairman determined that no shareholders or others with statutory meeting rights were present at the Meeting and the persons holding proxies from shareholders had indicated they had no questions or comments with respect to the items included on the agenda for the Meeting as listed below, and she proceeded to the voting items on the agenda.

Based on the voting instructions given to the proxyholders present at the Meeting, who have in each case voted in accordance with those instructions, the chairman concluded that all voting items on the agenda were passed by the requisite majority.


There being no further questions or comments from attendees of the Meeting, the chairman closed the Meeting.

(signature page follows)

Signature page to the minutes of the annual general meeting of Playa Hotels & Resorts N.V., held on May 16, 2019



E.R. Lieberman
Chairman



M. Cohen
Secretary