

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
PLAYA HOTELS & RESORTS N.V.  
JUNE 21, 2017**

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 Wednesday, June 21, 2017 at 4:00 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 present board members, Mr. B.D. Wardinski, Mr. D.J. Hirsch and Mr. H.S. Jones, the Company's General Counsel, Mr. D. Camhi and the Company's Dutch legal counsels, Mr. P.C.S. van der Bijl and Mr. N. de Kort from the law firm NautaDutilh N.V. Mr. Camhi acted as secretary of the Meeting.

**Secretary** Mr. Camhi informed the Meeting of the following legal matters:

- On May 25, 2017, the Company filed its Definitive Proxy Statement with the SEC. The Proxy Statement included the convening notice for the Meeting, the agenda and the explanatory notes to the agenda. The Proxy Statement has been made available on the Company's website as of that same date.
- On May 27, 2017, the Company published the convening notice for the Meeting in *Trouw*, which is a Dutch daily newspaper with national distribution, as required by Dutch law.
- The legal record date for the Meeting was May 24, 2017. As a matter of Dutch law, the record date determines who have meeting and voting rights at the Meeting, irrespective of changes to shareholdings after that date.
- Copies of the Company's audited annual accounts and annual report over the fiscal year ended December 31, 2016 and a copy of the unaudited annual accounts of Porto Holdco B.V. have been made available for inspection by shareholders and others with statutory meeting rights at the Company's registered offices in the Netherlands. Those documents would remain available for inspection until the close of the Meeting.
- 72,029,447 shares in the Company's share capital were represented at the Meeting, representing 68.95% 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.

**AGENDA ITEM 2 - DISCUSSION OF THE IMPLEMENTATION OF THE COMPENSATION POLICY FOR THE BOARD OF DIRECTORS**

**AGENDA ITEM 3 - DISCUSSION OF THE DUTCH STATUTORY ANNUAL REPORT FOR THE FISCAL YEAR 2016**

**AGENDA ITEM 4 - ADOPTION OF THE DUTCH STATUTORY ANNUAL ACCOUNTS FOR THE FISCAL YEAR 2016 FOR EACH OF PLAYA HOTELS & RESORTS B.V. (THE COMPANY'S PREDECESSOR) AND PORTO HOLDCO B.V. (THE COMPANY UNDER ITS PRIOR NAME AND LEGAL FORM)**

**AGENDA ITEM 5 - DISCUSSION OF THE DIVIDEND AND RESERVATION POLICY**

**AGENDA ITEM 6 - DICHARGE OF THE DIRECTORS FROM LIABILITY WITH RESPECT TO THE PERFORMANCE OF THEIR DUTIES DURING THE FISCAL YEAR 2016**

**AGENDA ITEM 7 - CLOSING**

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

(signed: E.R. Lieberman, D. Camhi)