

PLAYA HOTELS & RESORTS N.V.

ANTI-BRIBERY & ANTI-CORRUPTION POLICY

Playa Hotels & Resorts N.V. (together with its subsidiaries and affiliates, “**Playa**” or the “**Company**”) is committed to honest and ethical conduct and compliance with applicable laws, rules and regulations as well as best corporate practices.

This Anti-Bribery and Anti-Corruption Policy of Playa (the “**Policy**”) supplements the Company's Code of Business Conduct and Ethics and is designed to ensure compliance with the U.S. Foreign Corrupt Practices Act of 1977 (the “**FCPA**”), as well as with the principles described in the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and any local anti-bribery or anti-corruption laws that exist where Playa operates and that apply to the Company (collectively, the “**Anti-Corruption Laws**”).

This Policy applies to:

- Playa;
- Each of the officers, directors and employees of Playa, whether working at corporate offices or at any of the hotels that Playa owns and operates; and
- All hotels and resorts managed by Playa on behalf of third parties, and all employees working at such hotels and resorts under the direction and supervision of Playa, whether employed by Playa or by the owners of the resorts.

In addition, this Policy sets out the standards which Playa requires its consultants, contractors, and agents to meet when acting on behalf of the Company.

Playa takes a zero-tolerance approach to bribery and corruption. All Company personnel are expected to conduct business legally and ethically, in accordance with best practices. As a general principle, Playa and its representatives shall not transfer, offer or agree to transfer any type of benefit for the purpose of influencing a public official to misuse his or her power or influence. Playa also strictly prohibits commercial bribery among private parties. Therefore, Playa and its representatives may not transfer, offer or agree to transfer any improper payments or benefits to any private parties to gain an improper commercial advantage.

1. Purpose and Application of this Policy

The purpose of this Policy is to establish the obligations of Playa, and of those working for and on behalf of the Company, in observing and upholding its position against bribery and corruption, and to provide guidance on how to recognize and deal with bribery and corruption issues.

As the FCPA has extraterritorial application, Playa, along with its directors, officers and employees will be bound by these laws in relation to conduct in all countries in which they operate.

This Policy is not intended to supplant the Anti-Corruption Laws.

2. Compliance Requirements

Prohibited Activities - No director, officer, employee, agent, contractor or consultant of Playa (each being referred to herein as a “**Company Representative**”) shall, directly or indirectly give, offer or agree to give anything of value of any kind (including any payment, loan, gift, reward, advantage, benefit or service, such as free or complimentary stays or services at a resort owned or operated by the Company) to any person, including, a public official, or to any person for the benefit of a public official: (a) as consideration for an act or omission by the person in connection with the performance of his/her duties; or (b) to induce the person to use his/her position to influence any acts or decisions, including any public official of the government for which the person performs his/her duties.

A “public official” includes any person who holds a legislative, administrative or judicial position of a state; a person who performs public duties or functions for a state, including a person employed by a board, commission, corporation, state-owned company or other body or authority that is established to perform a duty or function on behalf of a state, or is performing such a duty or function; any foreign political party or official thereof; any candidate for foreign political office; and an official or agent of a public international organization that is formed by two or more states or governments, or by two or more such public international organizations. A “state” means any country, and includes any political subdivision of that country (such as a province, municipality or territory); the government, and any department, ministry or branch of that country or of a political subdivision of that country; or any agency of that country or of a political sub-division of that country.

Bribes given through an agent or received by a party other than a public official are also prohibited if the ultimate goal is to influence a public official by conferring a benefit. Any question about whether someone is a public official should be directed to the Company's Chief Compliance Officer (as defined herein).

Company Representatives may not make or authorize cash or cash equivalent (e.g. check) reimbursements or payments of any kind to individual public officials without prior written authorization from the Company's Chief Compliance Officer.

No Facilitation Kickback Payments - Playa does not permit Company Representatives to make “facilitation payments” or “kickbacks” of any kind, regardless of whether such payments are permitted under applicable law.

Facilitation payments are payments made to secure or expedite a routine government action by a government official (such as the issuance of permits, licenses, provision of mail pick-up and delivery, etc.). Payments made to secure or expedite a routine government action that may be made generally by the public at-large are not considered facilitation payments. Kickbacks are typically payments made in return for a business favor or advantage and can include discounts or other types of cash incentives.

All Company Representatives must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made by, on behalf of, or otherwise in connection with the business of or for the benefit of the Company.

If asked to make a payment on the Company's behalf, always be mindful the payment is made for a legitimate business purpose and the amount is proportionate to the goods or services provided. Always obtain a receipt which details the reason for the payment and evidences that the payment went directly to the appropriate payee who provided the goods or services. Any suspicions, concerns or questions regarding a payment should be raised with the Company's Chief Compliance Officer.

Lodging and Travel Expenses - If any Company Representative proposes to reimburse the bona fide and reasonable travel and lodging expenses of a public official, or to provide lodging or other services at a Playa resort at a discounted rate (not generally made available to a resort's paying guests) or free of charge, such Company Representative shall document such proposed reimbursement, lodging or services and shall consult with the Chief Compliance Officer to determine the propriety of any such proposed reimbursement and obtain the Chief Compliance Officer's prior written authorization before making any offer to such public official. In any such case, the amount and purpose of such reimbursement, lodging or services must be reasonable and must relate directly to either: (a) the promotion, demonstration, or explanation of the resort's services or operations with a government, government agency, or government-owned or government-controlled enterprise or the performance of an official duty related to the resort; or (b) the execution or performance of a contract with a state or related organization.

Gifts and Hospitality - This Policy does not prohibit normal, appropriate and modest hospitality to or from third parties. These customary courtesies are designed to build goodwill among business partners.

The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable (both from the perspective of the provider and recipient) rather than lavish and extraordinary; bearing in mind that what may normally be viewed as small or insignificant in some countries can be of significant value in another. Gifts or hospitality to or from third parties with value in excess of \$100 require prior approval by the Company. The intention behind the gift should always be considered and nothing should be explicitly or implicitly expected or demanded in return.

The giving of gifts and corporate hospitality or entertainment is not prohibited, if the following requirements are met:

- (a) it is done in the normal course of the Company's business and without the intention of, or without a reasonable prospect of, influencing a public official to obtain or retain an improper business advantage, or to reward the provision or retention of an improper business advantage, or in explicit or implicit exchange for favors or benefits;
- (b) it complies with applicable local law;
- (c) it does not include cash or a cash equivalent;
- (d) it must be properly recorded and disclosed, and not paid personally to avoid any approval or disclosure requirements;
- (e) taking into account the reason for the gift or hospitality, it is of an appropriate type and value in the applicable country/region and given at an appropriate time;

- (f) it is given openly and in the Company's name, not secretly; and
- (g) it is not given or received frequently between the same individuals.

Gifts or hospitality should not be offered or given to public officials or government representatives, or politicians or political parties, without the prior approval of the Chief Executive Officer or the Chief Compliance Officer.

Personal Stays at the Resorts - With respect to discounts and complimentary additional services (for example, upgrades) given by resorts to or at the request of any public officials for personal use, the best practice is for those only be offered or given as may be available under existing and documented programs implemented by the resorts and generally available to all qualifying guests, such as “friends and family”, repeat guests, etc., and consistent with general practices at the resorts for the management of such matters.

Community Funding - Government officials or their representatives may request or expect funding for consideration or approval of regulatory matters involving the Company. The Company may be given opportunities to financially support development initiatives of communities in proximity to its resorts or make charitable contributions. Although it may be customary to do so, no Company Representative may make or commit to such funding, contributions or payments to public officials on behalf of the Company without the prior written approval of the Company's Chief Compliance Officer, and all such funding, contributions or payments must be made directly to the charity, foundation or organization for which the payment is being given, not to the public official, a family member of the public official, or another third party. In each of these scenarios, such payments or contributions may be prohibited under applicable laws and, accordingly, in order to avoid involvement in improper conduct, it is critically important that the Company be diligent in confirming details of the nature of the payment in question, including with respect to who the intended beneficiaries of the contribution in question are, and how they will benefit.

Political Contributions - No Company Representatives should make any contribution or provide any financial support to any political party or candidate on behalf of Playa, except as may be pre-approved by the Company's Chief Executive Officer or in their personal capacity consistent with applicable law. No Political Contributions may be used as a subterfuge for bribery.

In undertaking any political activity that is not authorized by this Policy or other policies of the Company, all Company Representatives will be deemed to be acting in their personal capacity or that of their own corporate organizations and not on behalf of Playa.

Record Keeping - All accounts, invoices, memoranda and other documents and records relating to dealings with third parties must be prepared and maintained with strict accuracy and completeness. Company Representatives must ensure that all expense reports relating to hospitality, gifts or expenses incurred by and paid to third parties are submitted in accordance with the relevant Company policies and that the reasons for the expenditures are specifically and accurately recorded. No accounts or transactions must be kept “off-book” for any reason, including to facilitate or conceal improper payments. Recording of any payments in any way which would conceal their true nature constitutes a violation of this Policy and applicable laws.

All document processing payments, attachments to justify payment requests, classification of payments, authorizations, and certifications subject to this Policy must be capable of being retrieved at least for five (5) years.

3. Penalties for Non-Compliance

Company Representatives who fail to comply with this Policy may face severe consequences which could include internal disciplinary action or termination of employment or service arrangements without advance notice. If it appears that any Company Representative may have violated any applicable Anti-Corruption Laws, then the Company may refer the matter to the appropriate authorities, which could lead to penalties, fines or imprisonment for Playa and/or the responsible person.

The Company may be held liable where any of its employees, agents, contractors or other representatives has engaged in bribes or other forms of corruption or misconduct, whether known or not by senior management. Companies charged under the Anti-Corruption Laws may be subject to significant fines, negative effects on its share price and material damage to its reputation. A convicted company may also be ordered to forfeit all proceeds obtained from an act of bribery.

4. Policy Implementation and Oversight

The Company's Board of Directors has overall responsibility for ensuring this Policy complies with the Company's legal and ethical obligations, and that all those under the Company's control comply with it.

The Company's General Counsel (the “**Chief Compliance Officer**”) has primary responsibility for overseeing the implementation of this Policy, and for monitoring its suitability, adequacy and effectiveness. Where appropriate, the Chief Compliance Officer may consult with other officers of the Company prior to making determinations in relation to this Policy. Management at all levels is responsible for ensuring that those reporting to them are made aware of, understand and comply with this Policy.

The Company shall continue to develop, implement, monitor and maintain a system of internal controls to facilitate and assess compliance with this Policy by its employees, agents, contractors and consultants.

These systems shall include the following elements:

- All officers and directors, all corporate employees, all members of the executive committee and department heads at the resorts, and certain additional employees at the resorts occupying positions that require them to interact with public officials, approve payments or keep accounting records (the “**Designated Employees**”), will receive relevant training on how to implement and adhere to this Policy. All Designated Employees will provide annual certification of compliance with this Policy.
- Internal audits will be conducted periodically to assess whether this Policy is effective in (i) increasing awareness among Company Representatives of bribery and corruption issues, and the significance thereof; (ii) systematically reducing the risk of occurrence of bribery and corruption

related incidents involving the Company; and (iii) establishing appropriate written records to evidence that reasonable care and diligence have been taken to ensure compliance in these areas.

- Internal audits will be conducted periodically in order to monitor instances of non-compliance by Company Representatives, with appropriate follow-up action as warranted.

- A report will be periodically provided to the Audit Committee by the Company's internal auditors regarding material issues that are identified in relation to this Policy.

- The Company shall conduct an anti-bribery risk review of projects or proposals involving business in new jurisdictions. The level of due diligence conducted should be consistent with the level of risk to be managed, and must include an assessment of the prevalence of bribery, corruption and other unacceptable behavior in such new market.

- Due diligence on potential acquisition targets must include consideration of whether the target and its representatives have complied with applicable bribery and corruption legislation. Employment, consultancy, agency and similar agreements entered into by the Company, where the employees will be Designated Employees or consultants or agents are expected to have interaction with public officials, shall require counterparties to acknowledge and agree that they understand, and shall comply with, this Policy.

5. Communication of this Policy

A copy of the Policy will be provided to all employees and to all agents, consultants and contractors of Playa having interaction with public officials on behalf of Playa, and they will be informed whenever significant changes are made.

All Designated Employees will receive annual training on this Policy. In addition, this Policy shall be communicated to any agent, contractor or consultant of any resort having interaction with public officials on behalf of Playa at the outset of the business relationship, and as appropriate thereafter. For advice on these communications, please contact the Company's Chief Compliance Officer.

6. Reporting Obligations

Reporting. All Company Representatives must immediately report any known, suspected or suggested violations of this Policy to the Company's Chief Compliance Officer. Additionally, Company Representatives may contact the Company's Chief Compliance Officer with questions or concerns about the application of this Policy. Any questions or reports of suspected or actual violations will be addressed immediately and taken seriously, and can be made anonymously. The Chief Compliance Officer or his/her designee will investigate any reported violations, and, if warranted, will determine an appropriate response, including corrective action and preventative measures. The Chief Compliance Officer will consult with the Chief Executive Officer or Chair of the Audit Committee when required. All reports will be treated confidentially to every extent possible.

The Company's Chief Compliance Officer may be contacted as follows:

Tracy Colden
General Counsel and Chief Compliance Officer
Playa Hotels & Resorts
1560 Sawgrass Corporate Parkway, Suite 140
Fort Lauderdale, FL 33323
Phone: 954.308.1602
Email: compliance.officer@playaresorts.com

or

By phone using our Theft and Fraud Hotline:

US: 1.855.753.3258

Mexico: 800.681.6738

Jamaica: 1.855.315.9551

Dominican Republic 1.809.200.1693

The Chief Compliance Officer will maintain a record of all reports under this Policy, tracking their receipt, investigation and resolution.

The Company will promptly report any violations of applicable law to appropriate regulatory authorities.

Protection. The Company encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

The Company is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Chief Compliance Officer immediately. Alternatively, concerns may also be raised through the Company's confidential ethics reporting processes outlined in its Code of Business Conduct.

7. Conclusions

The prevention, detection and reporting of bribery offences and other forms of corruption are the responsibility of all those working for Playa or on its behalf. If you have any questions about this Policy, please do not hesitate to contact the Chief Compliance Officer.

Adopted and Amended: February 9, 2023