

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
PLAYA HOTELS & RESORTS N.V.
JUNE 25, 2020**

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, June 25, 2020 at 11:00 a.m. CEST (the "**Meeting**").

AGENDA ITEM 1 - OPENING OF THE AGM

Chair Ms. E.R. Lieberman, the Lead Independent Director of the Company acted as chair of the Meeting, opened the Meeting and introduced Mr. Bruce Wardinski, the Company's Chairman and CEO, the Company's General Counsel, Ms. Tracy Colden, and the Company's Dutch legal counsels, Mr. Paul van der Bijl and Mr. Daan Hagelstein from the law firm NautaDutilh N.V.

Ms. Colden was asked to act as secretary of the Meeting.

Secretary Ms. Colden informed the Meeting of the following legal matters:

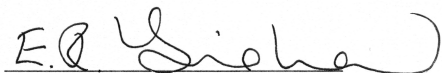
- The meeting has been convened with due observance of all applicable provisions of U.S. and Dutch law and the Company's articles of association.
- 121,991,746 shares in the Company's share capital were represented at the Meeting, representing 91.61% of the Company's issued share capital.
- The requisite 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.

Chair The chair 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.

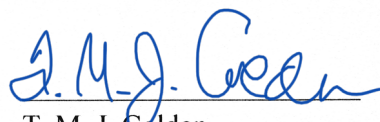
Based on the voting instructions given to the proxyholders present at the Meeting, who have in each case voted in accordance with those instructions, the chair concluded that all voting items on the agenda were passed by the requisite majority.

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

(signature page follows)

A handwritten signature in black ink, appearing to read "E.R. Lieberman", written over a horizontal line.

E.R. Lieberman
Chair

A handwritten signature in blue ink, appearing to read "T. M. J. Colden", written over a horizontal line.

T. M. J. Colden
Secretary